



Virginia Small Business
Financing Authority

BOARD OF DIRECTORS MEETING MINUTES

February 14, 2023, 12:00 P.M.

101 N. 14th Street, 11th Floor Board Room

Richmond, Virginia 23219

Available by Public Teleconference: (866) 845-1266, 65069804#

- I. Vice Chairman Hoang called the meeting to order 12:12 p.m. and welcomed the Board and guests.
- a) Board Directors present: Vice Chairman Linh Hoang, Ms. Mary Margaret Kastelberg; and Messrs. John Dane, Ronald Hobson, Ronnie Johnson, Willis Morris, David Richardson and William Smith (arrived at 12:17 p.m.).
 - b) Board Directors absent: Chairman Ronald Bew, and Ms. Vickie Vasques, and Mr. Michael Joyce
 - c) VSBFA Staff present: Mses. Anna Mackley, Shari Adams, Cheryl Bostick, Todd Boyle, Angela Reese, Linda Tackett and Karen White; and Messrs. Donald Jacubec, and Terrence Rogers.
 - d) Others present: Mses. Caren Merrick (Commerce and Trade Secretary), Ashley Harrison (Project Manager, Tazewell County), Anne Curtis Saunders (Bond Counsel, McGuireWoods); Messrs. Joseph Benevento (Deputy Secretary, Office of Secretary of Commerce and Trade), Chip Broadway (Treasurer, Church Schools), Thomas William Bruno (Partner, McGuireWoods), Ernie McFadden (Director of Economic Development, Danville IDA), Gus Bataes (COO, MEP), Kevin G. Perry (Sr. Project Manager, City of Danville), Phil Hart (CEO and President, MEP(US) MEP(UK)), Timothy Daniels (Economic Development Director, Tazewell County), Joe Monaco (Director of operations, Trinity Episcopal School), Kevin White (Bond Counsel, Butler Snow), Jimmy Carr (CEO, All Points Broadband), Brandon Ogilvie (CFO, All Points Broadband), Doug Lamb (Bond Counsel, McGuireWoods), Mark Zaruba (General Counsel, All Points Broadband) and Jay Mahone (Virginia Treasurer's Office.), and Don Ferguson (Senior Assistant, Attorney General of Virginia)

II. Approval of Minutes

Motion by Mr. Morris and seconded by Mr. Richardson to approve the December 13, 2022 Board of Directors Meeting Minutes, Motion carried. Voting aye: Ms. Kastelberg, and Messrs. Dane, Hoang, Hobson, Johnson, Morris, Richardson, and Smith. Voting nay: None.

Motion by Mr. Johnson and seconded by Ms. Kastelberg to approve the October 26 and 27, 2022 Board of Directors Retreat Meeting Minutes, Motion carried. Voting aye: Ms. Kastelberg, and Messrs. Dane, Hoang, Hobson, Johnson, Morris, Richardson, and Smith. Voting nay: None.

III. Tax-Exempt Bond Project

- a) Virginia Everywhere LLC (dba All Points Broadband) – Counties of Augusta, Clarke, Culpeper, Fauquier, Frederick, Hanover, King George, King William, Lancaster, Loudoun,

Middlesex, Northumberland, Page, Pulaski, Rappahannock, Richmond (County), Rockingham, Warren and Westmoreland - Approval of Inducement Resolution for \$200,000,000 Tax-Exempt Bond Issuance

Ms. Mackley, and Messrs. Lamb and Zaruba presented Virginia Everywhere LLC’s request regarding the inducement resolution for \$200,000,000 tax-exempt bond issuance to finance cost of installation of fiber optic network cables and related equipment in 19 under-served localities throughout the Commonwealth. The project to be funded in part from the subject bond issuance involves the deployment of fiber-to-the-home technologies to approximately 77,000 Virginia locations which are currently designated by the Federal Trade Commission as underserved by broadband. The project is projected to create eighty-eight (88) full time jobs.

Pursuant to presentations, and questions regarding the project, and history of the bond program, Vice Chairman Hoang called for the motion to adopt the resolution. Mr. Dane motioned to adopt the resolution as submitted, seconded by Ms. Kastelberg, Motion carried. Voting aye: Ms. Kastelberg, and Messrs. Dane, Hoang, Hobson, Johnson, Morris, and Smith. Voting nay: None. Abstained from vote: Mr. Richardson

b) Church Schools in the Diocese of Richmond, Inc.– City of Alexandria – Approval of Inducement Resolution for \$26,000,000 501c3 Tax-Exempt Bond Issuance

Mses. Mackley, Saunders, and Messrs. Bruno, and Broadway presented the request for the Church Schools in the Diocese of Richmond, Inc’s inducement resolution for \$26,000,000 501c3 tax-exempt bond issuance, proceeds of the Bonds will be used to finance and refinance various capital projects in and around St. Stephen's and St. Agnes School, including the construction and equipping of a new Upper School, road, sidewalks, and parking improvements, demolition and removal of several structures; and for the financing of amounts required for reserves, working capital, capitalized interest, costs of issuance and other financing expenses related to the issuance of the Bonds.

Pursuant to the presentations, Vice Chairman Hoang called for the motion to adopt the resolution. Mr. Smith motioned to adopt the resolution as submitted, seconded by Mr. Hobson, Motion carried. Voting aye: Ms. Kastelberg, and Messrs. Dane, Hoang, Hobson, Johnson, Morris, and Smith. Voting nay: None. Abstained from vote: Mr. Richardson

c) Diocese of Richmond Housing Corporation – City of Richmond – Approval of Resolution Amending Bond Documents and Modification Agreement for Series 2012 Tax-Exempt 501c3 VSBA Bond Issuance

Ms. Mackley, and Messrs. Monaco and White presented the request for the Diocese of Richmond Housing Corporations resolution to amend the bond documents and modification agreement for Series 2012 Tax-Exempt 501c3 VSBA bond issuance. The amendments were requested due to the interest rate applicable to the bond being based upon LIBOR and, in contemplation of the cessation of LIBOR on June 30, 2023, the Authority, the Bondholder and the Borrower desired to amend the Agreement and the Bonds to provide for the replacement of LIBOR upon its cessation.

Pursuant to the presentations, Vice Chairman Hoang called for the motion to adopt the resolution. Mr. Johnson motioned to adopt the resolution as submitted, seconded by Mr. Smith, Motion carried. Voting aye: Ms. Kastelberg, and Messrs. Dane, Hoang, Hobson, Johnson, Morris, Richardson and Smith. Voting nay: None. Abstained from vote: None

- d) Trinity Episcopal School, Inc – City of Richmond - Approval of Resolution Amending Bond Documents and Modification Agreement for Series 2010A Tax-Exempt 501c3 VSBFA Bond Issuance

Ms. Mackley, and Messrs. Monaco and White presented the request for the Trinity Episcopal School, Inc’s resolution to amend the bond documents and modification agreement for series 2010A tax-exempt 501c3 VSBFA bond issuance. The amendments were requested due to the interest rate applicable to the bond being based upon LIBOR and, in contemplation of the cessation of LIBOR on June 30, 2023, the Authority, the Bondholder and the Borrower desired to amend the Agreement and the Bonds to provide for the replacement of LIBOR upon its cessation.

Pursuant to the presentations, Vice Chairman Hoang called for the motion to adopt the resolution. Ms. Kastelberg motioned to adopt the resolution as submitted, seconded by Mr. Hobson, Motion carried. Voting aye: Ms. Kastelberg, and Messrs. Dane, Hoang, Hobson, Johnson, Morris, Richardson and Smith. Voting nay: None. Abstained from vote: None

IV. Economic Development Loan Fund Requests

- a) IDA of Danville and MEP, Inc, Co-borrowers – Approval of a \$984,000 loan to finance equipment for use by MEP, Inc. at their Danville facility

Ms. Tackett, and Messrs. Bataes, Perry, and Harts presented the request for the Economic Development Loan Fund of \$984,000 to finance the purchase of new machinery to be used by MEP, LLC a manufacturer of complex plastic and metal components in Danville. The project is expected to create thirty-nine (39) full time positions in a rural and distressed area.

Pursuant to the presentations and questions regarding collateral, borrower history, and risk, Vice Chairman Hoang called for the motion to adopt the resolution. Mr. Johnson motioned to adopt the resolution as submitted, seconded by Mr. Morris, Motion carried. Voting aye: Ms. Kastelberg, and Messrs. Hoang, Johnson, Morris, and Richardson. Voting nay: Messrs. Dane, Hobson, and Smith Abstained from vote: None

- b) IDA of Tazewell County – Tazewell County - Approval of a \$228,000 loan to finance an industrial shed for lease to Fenner Dunlop Americas, LLC in Bluefield, Virginia

Mses. Tackett, and Harrison, and Mr. Danielson presented the request for the Economic Development Loan Fund of \$228,000 to finance the construction of a new industrial shed building located on 1.20 acres in Bluefield, Virginia to be leased to Fenner Dunlop Americas, LLC a market leader in conveyor belt manufacturing suited for unique applications such as recycling, high temperature payloads, steel/foundries, and metal stamping. The project is expected to create three (3) full time positions in a rural and distressed area.

Pursuant to the presentations, Vice Chairman Hoang called for the motion to adopt the resolution. Mr. Hobson motioned to adopt the resolution as submitted, seconded by Ms. Kastelberg, Motion carried. Voting aye: Ms. Kastelberg, and Messrs. Dane, Hoang, Hobson, Johnson, Morris, Richardson and Smith. Voting nay: None. Abstained from vote: None

V. Board Review and Ratification

- a) VSBFA Board of Directors motioned to review the ratification of staff approval at the next board meeting.

VI. Review and Discussion of VSBFA’s Board of Directors Remote Meeting Policy

- a) Mr. Don Ferguson presented the Board of Directors Remote Meeting Policy.

Pursuant to the presentation and questions from the Board Vice Chairman Hoang called for the motion to adopt the resolution. Mr. Richardson motioned to adopt the resolution as submitted, seconded by Mr. Hobson, Motion carried. Voting aye: Ms. Kastelberg, and Messrs. Dane, Hoang, Hobson, Johnson, Morris, Richardson and Smith. Voting nay: None. Abstained from vote: None

VII. Other Business

- a) VSBFA Executive Director Vacancy and Position Recruitment: Question raised about looking to search nationally for new Executive Director

VIII. Public Comment Period

Vice Chairman Hoang called for comments from the public. Hearing none the comment period was closed at 2:47 p.m.

- IX. Having no further business, the meeting was adjourned at 2:47 p.m.