

**ECONOMIC DEVELOPMENT AUTHORITY
HENRICO COUNTY, VIRGINIA**

To wit:

A regular meeting of the Board of Directors of the Economic Development Authority of Henrico County, Virginia, was held at 6:30 p.m. on Thursday, February 15th, 2024 at the Henrico EDA offices at 4300 East Parham Road, Henrico, VA 23228.

DIRECTORS PRESENT

Edward S. Whitlock, III, Chair
Dennis J. Berman, Vice Chair
Philip C. Strother, Treasurer
Sam Bagley, Secretary
Robert W. Brown, Jr.
Susan W. Custer
Tyee D. Mallory
S. Floyd Mays, Jr.
Travis Pearson
Suresh Soundararajan

DIRECTORS ABSENT

None

DIRECTORS PARTICIPATING ELECTRONICALLY

None

OTHERS PRESENT

Sheila Minor, Henrico County Director of Finance
Dennis Bickmeier, Executive Director, Henrico Sports and Entertainment Authority
Jacque Frame, Business Supervisor, Henrico Sports and Entertainment Authority
Ryan Murphy, Deputy County Attorney
Anthony Romanello, Executive Director
Andrew Larsen, Managing Director
Ebonie Atkins, Managing Director
Ashley Kubat, Office Administrator

The Chair called the meeting to order at 6:30 p.m.

AUTHORIZATION OF ELECTRONIC PARTICIPATION

Mr. Whitlock announced that no directors would be participating electronically and moved to the next agenda item.

APPROVAL OF MINUTES

Mr. Whitlock asked if there were any corrections or additions to the minutes for the January 18th, 2024 regular meeting. Hearing none, with a motion by Mr. Pearson, seconded by Ms. Custer, the minutes were approved, with Ms. Custer, Ms. Mallory, and Messrs. Bagley, Berman, Brown, Mays, Pearson, Soundararajan, Strother, and Whitlock all voting “aye.”

RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED FORTY-FIVE MILLION DOLLARS (\$45,000,000) AGGREGATE PRINCIPAL AMOUNT OF REVENUE BONDS OR NOTES OF THE ECONOMIC DEVELOPMENT AUTHORITY OF HENRICO COUNTY, VIRGINIA (THE “BONDS”), FOR THE PURPOSE OF FINANCING THE COSTS OF CERTAIN PUBLIC IMPROVEMENT PROJECTS OF THE COUNTY; APPROVING CERTAIN TERMS OF THE BONDS; AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS NECESSARY OR APPROPRIATE IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

Mr. Romanello introduced Mr. Bickmeier and Ms. Frame, both with the Henrico Sports and Entertainment Authority. Mr. Romanello then introduced Ms. Minor, Henrico County Director of Finance, to provide information on the bond resolution. Ms. Minor stated that the County is restricted from issuing debt without a referendum, but that debt can be issued by the EDA on the County’s behalf without similar restriction. Three items will be financed through the \$45 million: the South Police Station, the purchase of Varina on the James, and several fire stations where the cost of construction has now exceeded the original estimate.

Mr. Strother asked how the EDA and the County’s authority to issue debt differ. Mr. Murphy stated that the EDA is a distinct political subdivision with separate authority under its enabling legislation. Ms. Custer asked for the specific allocation for each project. Ms. Minor answered that the South Police Station would be allocated \$18 million, \$17 million would be allocated for Varina on the James, and the remaining \$9 million would be dedicated to the fire stations. Mr. Romanello recommended the resolution for approval. On a motion by Mr. Mays, seconded by Mr. Pearson, the resolution passed, with Ms. Custer, Ms. Mallory, and Messrs. Bagley, Berman, Brown, Mays, Pearson, Soundararajan, and Whitlock all voting “aye.” Mr. Strother abstained from the vote.

**RESOLUTION – SIGNATORY AUTHORITY – COF PERFORMANCE AGREEMENT
AND ECONOMIC DEVELOPMENT AGREEMENT – PPD DEVELOPMENT, L.P.**

Ms. Atkins stated that PPD is a drug and vaccine development company that was recently acquired by ThermoFisher. Scientific. PPD expanded into the Westwood area in 2020; the EDA refers to that expansion as PPD2. Later that year, PPD shared plans with the EDA for an additional expansion where they proposed growing further into the Westwood area, as well as into Regency area, and the City of Richmond. The latest expansion will create at least 400 new jobs in Henrico, including lab technicians, scientists, quality assurance professionals, and management. PPD will invest \$92 million, with \$59 million going to building improvements, \$2.9 million going to tangible personal property, and \$30 million in machinery and tools.

Ms. Atkins announced that hiring for the latest expansion is well underway, and that the 400 new jobs will be in addition to the 1,300 employees that PPD reported in 2021. Henrico has proposed matching the \$1.8 million Commonwealth Opportunity Fund Grant through three factors: the reduction of biotechnology equipment tax rate in lieu of business personal property tax rebate valued up to \$989,000; reimbursement of local permit fees up to \$441,000; and \$370,000 in water main infrastructure improvements in the Tuckahoe area. On a motion by Mr. Mays, seconded by Mr. Bagley, the resolution was approved, with Ms. Custer, Ms. Mallory, and Messrs. Bagley, Berman, Brown, Mays, Pearson, Soundararajan, Strother, and Whitlock all voting “aye.”

SPONSORSHIP OF GOVCON EVENT

Mr. Romanello explained to the Board that the EDA is often asked to sponsor events with our community partners. The Virginia Black Chamber of Commerce has asked the EDA to sponsor their 2024 GovCon conference in April, which is an event that is designed to empower, educate, and connect small business owners with the essential resources and knowledge needed for success in government contracting. The one-day conference will serve as a comprehensive guide to navigating the government contracting process and will feature panel discussions and keynotes on procurement and finance best practices for businesses. The EDA sponsorship would be in partnership with the Henrico County Purchasing Department and would cost \$5,000.

Mr. Romanello stated that the sponsorship would provide the EDA’s logo on all event marketing, reserved seating at the president’s table, a full-page advertisement in the program, a reserved table for eight guests at the event, and a six-foot display table at the conference. The sponsorship request is for direct support for the specific event. Typically, the EDA’s by-laws require that any invoices over \$1,500 be submitted to the Board Treasurer for approval prior to payment. The Treasurer declined to approve payment for the GovCon sponsorship. Therefore, Mr. Romanello brought the sponsorship to the full Board. He recommended the sponsorship for approval.

Mr. Strother explained that he did not feel comfortable approving the invoice because of the Virginia Black Chamber of Commerce's lobbying efforts and because the organization is not located in Henrico County. Mr. Pearson countered that he felt that the sponsorship would provide a good marketing and networking opportunity for the EDA and the small businesses located in Henrico County. Mr. Romanello clarified that the sponsorship is not for the Virginia Black Chamber of Commerce itself, but rather for the GovCon event specifically. Discussion ensued. On a motion by Ms. Mallory, seconded by Mr. Brown, the sponsorship was approved, with Ms. Custer, Ms. Mallory, and Messrs. Bagley, Berman, Brown, Mays, Pearson, Soundararajan, Strother, and Whitlock all voting "aye."

COMMITTEE REPORTS

Finance: Mr. Strother reported that the EDA currently has \$1.1 million in the Virginia Local Government Investment Pool, with a current interest rate of 5.51%. The EDA has \$24.6 million in seven ladder United States Treasury bills, currently all earning in the mid 5% range. The FY25 budget was presented to the County Manager on January 24th, 2024 and will be presented to the Board of Supervisors in March.

Marketing: Mr. Pearson stated that the EDA created a new *PropertyNOW* site page, has updated the branding and digital business cards, and has created new PUMP and BRE assets and QR codes for industrial sites and staff.

Strategic Planning: Ms. Custer said that the Strategic Planning Committee met prior to the regular meeting and were provided with a progress report on the "Trends and Disruptors" analysis from John Martin with SIR. The analysis has been broken down into five steps, with steps 1-3 having been completed. SIR believes that Henrico may have hit the peak of its current job growth trajectory and would be best served by developing a new strategic perspective and action plan. SIR's update focused on examining the three main trends of increasing health and wellness care, decreasing intercity moving, and increasing the importance of place. The EDA anticipates the project will be completed by the end of Spring and will provide an update to the Board when it is finalized.

Nominating: No report.

Personnel: No report.

Mr. Whitlock informed that the ad hoc By-Laws Committee also met prior to the regular meeting. The committee reviewed the current by-laws and the proposed changes and will present them to the Board at the next meeting.

TEAM REPORT

Mr. Romanello announced that the EDA's Pop-Up Mentoring Program (PUMP) for Small Business was selected by the Virginia Economic Developers Association as a 2024 Community Economic Development Award winner, and congratulated Ms. Atkins and Mr. Miller for their work on PUMP. The EDA competed against other localities in Virginia with over 100,000 residents. The award will be presented at VEDA's spring conference in Charlottesville on March 14th, 2024. Additionally, the EDA's Innsbrook Technology Zone was highlighted as a factor for future growth in *Business Facilities'* annual awards issue under Virginia's recognition as one of the "Top 10 States of 2023."

Mr. Romanello reported that the phase one environmental study and wetlands delineation at 6061 Elko Tract Road have been completed. Timmons Engineering has reason to believe that the fuel storage tanks located at the Virginia Department of Transportation facility directly across the street from the Elko property may be leaking, which will require a phase two environmental study to be completed. The EDA's expenses for acquisition and due diligence will be recovered when the property is sold.

Mr. Larsen provided an update on the Old Osborne property, stating that the project continues to move forward. The EDA has remained in close contact with the potential developer, and steps are being taken to move forward with solidifying the partnership agreement. The next step is to send a letter with a development strategy to Governor Youngkin's Real Estate Advisor, Robert Ward.

Mr. Romanello displayed updated pictures of the QTS sites, showcasing the progress they have made in development. Mr. Romanello also displayed pictures of the new trees which were planted along Technology Boulevard by the White Oak Technology Park Owner's Association and thanked Wendy Miller for her efforts in White Oak.

OLD/NEW BUSINESS

Mr. Whitlock asked if there was any old business. Hearing none, he asked if there was any new business. Mr. Pearson said that the by-laws would be edited according to the suggestions made at the earlier meeting and redistributed for comment prior to the next meeting. Mr. Romanello stated that the EDA would like to hold a Marketing Committee meeting in March to review the RFP for the new website and to expect communication from Ms. Kubat.

CLOSED SESSION

Mr. Whitlock moved that the Board go into a closed meeting for a briefing of the members of the Board of Directors for discussion concerning the acquisition of real property for a public purpose, including potential uses, value, and necessary due diligence, where discussion

in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body. With a second by Mr. Pearson, and with Ms. Custer, Ms. Mallory, and Messrs. Bagley, Berman, Brown, Mays, Pearson, Soundararajan, Strother, and Whitlock all voting "aye," the Board entered closed session.

When the closed session discussion was completed, Mr. Whitlock moved that the Board exit the closed session and return to open session. Ms. Custer seconded the motion, and with Ms. Custer, Ms. Mallory, and Messrs. Bagley, Berman, Brown, Mays, Pearson, Soundararajan, Strother, and Whitlock all voting "aye," the Board returned to open session. Then, after returning to open session, Mr. Whitlock read the following Certificate of Closed Meeting into the record.

WHEREAS, the Economic Development Authority of Henrico County, Virginia, has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712 of the Code of Virginia requires a certification of this Board that such closed meeting was conducted in conformity with Virginia law.

NOW, THEREFORE, BE IT RESOLVED that the Board certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed, or considered by the Board.

Mr. Whitlock moved that the Board certify the closed meeting in accordance with the Certificate of Closed Meeting. Mr. Pearson seconded the motion. With Ms. Custer, Ms. Mallory, and Messrs. Bagley, Berman, Brown, Mays, Pearson, Soundararajan, Strother, and Whitlock all voting "aye," the Board certified the closed meeting.

There being no further business, the meeting adjourned at 7:43 p.m.



Mr. Sam Bagley
Secretary

**ECONOMIC DEVELOPMENT AUTHORITY
OF HENRICO COUNTY, VIRGINIA**

RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED FORTY-FIVE MILLION DOLLARS (\$45,000,000) AGGREGATE PRINCIPAL AMOUNT OF REVENUE BONDS OR NOTES OF THE ECONOMIC DEVELOPMENT AUTHORITY OF HENRICO COUNTY, VIRGINIA (THE "BONDS"), FOR THE PURPOSE OF FINANCING THE COSTS OF CERTAIN PUBLIC IMPROVEMENT PROJECTS OF THE COUNTY; APPROVING CERTAIN TERMS OF THE BONDS; AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS NECESSARY OR APPROPRIATE IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

WHEREAS, the County of Henrico, Virginia (the "County") has requested the Economic Development Authority of the County of Henrico, Virginia (the "Authority") to authorize the issuance of not to exceed Forty-Five Million Dollars (\$45,000,000) of its revenue bonds or notes to finance the costs of certain public improvement projects for the County, including public safety projects, recreation and parks facilities projects, historical preservation projects, economic development projects, and the acquisition of land to be used by the County for such public improvement projects and other County purposes (the "Project"); and

WHEREAS, pursuant to the Industrial Development and Revenue Bond Act, Title 15.2, Chapter 49 of the Code of Virginia of 1950, as amended (the "Act"), the Authority is authorized to issue its revenue bonds and notes to finance the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE ECONOMIC DEVELOPMENT AUTHORITY OF HENRICO COUNTY, VIRGINIA, AS FOLLOWS:

SECTION 1. Findings and Determinations. The Board of Directors of the Authority (the "Board of Directors"), at the request of the County, and subject to approval of a resolution by the Board of Supervisors of the County (the "Board of Supervisors") to be adopted prior to the issuance by the Authority of the hereinafter defined Bonds (the "County Resolution"), hereby finds and determines (i) that it is desirable to finance the costs of the Project through the issuance of the Bonds, and (ii) that the financing of the Project for the County through the issuance of the Bonds will benefit the County and promote the health, welfare, convenience and prosperity of the inhabitants of the County.

SECTION 2. Authorization of Issuance and Sale of Bonds. (a) There are hereby authorized to be issued from time to time for the purpose of financing the costs of the Project, one or more series of revenue bonds or notes of the Authority in the aggregate principal amount not to exceed Forty-Five Million Dollars (\$45,000,000), with such series name(s) and designation(s) as shall be designated and determined by an Authorized Officer (as hereinafter defined) of the Authority at the time of sale of such revenue bonds or notes (such revenue bonds or notes of the Authority are hereinafter referred to as the "Bonds"). The Bonds shall be issued

under, and secured by, the provisions of one or more Trust Indentures (the "Trust Indenture"), by and between the Authority and a bond trustee to be appointed thereunder (the "Trustee"), or, as applicable, under one or more Bond or Note Purchase and Financing Agreements or similar agreement(s) providing for a negotiated sale of the Bonds or a private placement or a direct purchase of the Bonds (hereinafter referred to as the "Bond Purchase Agreement") if it is determined that the Bonds shall be sold pursuant to such structure, as set forth in paragraph (b) of this Section 2. The Bonds shall be executed by the manual or facsimile signature of the Chairman or the Vice-Chairman of the Authority.

(b) The Bonds of each series shall be issued in fully registered form, shall be in the denominations provided for therein or in the Trust Indenture or the Bond Purchase Agreement, as applicable, and shall be numbered from R-1 upwards in order of issuance. The Bonds of each series may be issued as taxable or tax-exempt obligations and may bear interest at variable or fixed interest rates; provided, however, that the variable interest rates shall be determined in accordance with such variable interest rate formula as shall be determined and agreed to by a County Officer (hereinafter defined) at the time of sale of the Bonds, acting with the advice of the County's Financial Advisor; and provided further that any Bonds bearing interest at a fixed interest rate to maturity shall have a true interest cost not to exceed 6.00% per annum. Any Bonds issued hereunder shall mature in a year not later than the year that is thirty years after their date of issuance, shall be subject to redemption at a redemption price not to exceed 102%, or, alternatively, at a make-whole redemption price calculated in accordance with any make-whole redemption price formula as shall be determined and agreed to at the time of sale of the Bonds by a hereinafter defined County Officer, acting with the advice of the County's Financial Advisor, and shall be sold at an aggregate purchase price of not less than 98% of the principal amount thereof. The Bonds of each series may be sold at competitive sale or at negotiated sale or pursuant to a private placement or direct purchase, as shall be determined by the County Manager or any Deputy County Manager or the Director of Finance of the County (each a "County Officer") and by the Chairman of the Authority, the Vice-Chairman of the Authority or the Executive Director of the Authority (each an "Authorized Officer"). The terms and provisions of the Bonds of each series and all other matters in connection with the issuance and sale of the Bonds shall be determined by a County Officer and an Authorized Officer. If it is determined that the Bonds of any series are to be sold at negotiated sale or pursuant to a private placement or a direct purchase, any County Officer and any Authorized Officer are hereby authorized to approve the selection of the underwriters for the Bonds or the direct purchasers of the Bonds (the "Purchasers"), to approve the form of and the terms, conditions and provisions of, and to execute and deliver, the Bond Purchase Agreement by and among the Authority, the County and the Purchasers relating to the Bonds and to approve the details of the Bonds at the time of sale thereof. The Authorized Officers are hereby authorized to take any and all actions necessary to prepare the Bonds for sale.

(c) The Bonds shall be issued in accordance with the terms and provisions of the Trust Indenture or the Bond Purchase Agreement, as applicable.

SECTION 3. Approval of Execution of Trust Indenture, Payment Support Agreement, Lease Agreement, Project Fund Escrow Agreement, Bond Purchase Agreement, and all Other Documents and Instruments; Appointment of Trustee or Project Fund Escrow Agent. Any Authorized Officer of the Authority, acting with the advice of counsel (including the

County Attorney and Bond Counsel), is hereby authorized, without further notice to and action of the Board of Directors, to approve the terms, conditions and provisions of and to execute and deliver, as applicable, one or more Trust Indentures, if any, Payment Support Agreements, Bond Purchase Agreements, Project Fund Escrow Agreements, if any, Lease Agreements, if any, Ground Lease Agreements, if any, and any other documents or instruments as shall be necessary or desirable in connection with the authorization, issuance, sale and delivery of the Bonds, such approval to be evidenced by the execution and delivery by an Authorized Officer of the Authority, as applicable, of the Trust Indenture(s), if any, the Payment Support Agreement(s), the Project Fund Escrow Agreement(s), if any, the Bond Purchase Agreement(s), the Lease Agreement(s), if any, the Ground Lease Agreement(s), if any, one or more tax certificates, if any, and any other documents or instruments necessary or appropriate in connection with the issuance and sale of the Bonds. The Trustee or Project Fund Escrow Agent, if any, shall be as designated in and appointed by an Authorized Officer of the Authority under the Trust Indenture(s) or the Project Fund Escrow Agreement(s), as applicable, and such designation and appointment is hereby approved.

SECTION 4. Source of Payment of Bonds; Annual Appropriation. (a) The Bonds shall be payable solely from the revenues and receipts derived by the Authority from payment to be made by the County and from other moneys furnished by the County to the Authority pursuant to the terms of any Payment Support Agreement, Lease Agreement, Ground Lease Agreement, or any other agreement executed and delivered by the Authority and the County in connection with the issuance of the Bonds.

(b) As shall be provided in the County Resolution and in the Payment Support Agreement, Lease Agreement, Ground Lease Agreement, or other agreement entered into in connection with the Bonds, as applicable, the County Manager shall be directed in each fiscal year to include in the County budget prepared by the County Manager for such fiscal year an appropriation equal to the debt service due on the Bonds in such fiscal year and in amounts sufficient to make up any deficiencies in any bond reserve for the Bonds and to pay fees and expenses in connection with the Bonds. As shall be provided in the County Resolution, the Board of Supervisors shall declare its intent to appropriate such amounts as are included by the County Manager in the annual budgets; however, the obligation to make any such payments in any fiscal year shall be limited to the amount, if any, appropriated for such purpose in such fiscal year by the Board of Supervisors then holding office. Nothing in this Resolution, the County Resolution, the Bonds, any Bond Purchase Agreement, any Payment Support Agreement, any Lease Agreement, any Ground Lease Agreement, any Trust Indenture, or in any other document executed and delivered in connection with the issuance of the Bonds, shall constitute a pledge of the full faith and credit of the County or the Authority.

SECTION 5. Preliminary Official Statement; Official Statement; Continuing Disclosure Certificate. (a) Any Authorized Officer of the Authority, acting with the advice of counsel (including the County Attorney and Bond Counsel), is hereby authorized to approve, if applicable, one or more Preliminary Official Statements relating to the Bonds (the "Preliminary Official Statement"), and to execute and deliver, if applicable, one or more final Official Statements of the Authority, to be dated as of the date of sale of the Bonds, relating to the Bonds (the "Official Statement"), in substantially the form of the Preliminary Official Statement of the Authority relating to the Bonds, after the same has been completed by the insertion of the

maturities, interest rates and other details of the Bonds and by making such other insertions, changes or corrections as such Authorized Officer of the Authority, based on the advice of the Authority's and the County's financial advisors and legal counsel (including the County Attorney and Bond Counsel), deems necessary or appropriate. The Authority hereby authorizes the Official Statement, if applicable, and the information contained therein to be used by the purchasers in connection with the sale of the Bonds. The distribution (via electronic dissemination or otherwise) of the Preliminary Official Statement, if applicable, in such form as shall be approved by any Authorized Officer of the Authority, acting with the advice of counsel (including the County Attorney and Bond Counsel), is hereby approved and ratified and any Authorized Officer of the Authority is hereby authorized to deem the Preliminary Official Statement final for purposes of Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 (the "Rule"). Any Authorized Officer of the Authority is hereby authorized and directed to deliver on behalf of the Authority to the purchasers of the Bonds, if applicable, a certificate as to the Official Statement as of the date of delivery and payment for the Bonds.

(b) In connection with the issuance of any Bonds subject to the continuing disclosure requirements of the Rule, the Board of Supervisors will authorize a County Officer to execute and deliver a Continuing Disclosure Certificate (the "Continuing Disclosure Certificate") with respect to such Bonds. Pursuant to the Continuing Disclosure Certificate, the Board of Supervisors will covenant with the holders from time to time of such Bonds that it will take all action necessary or appropriate to comply with and carry out all of the provisions of the Continuing Disclosure Certificate as amended from time to time.

SECTION 6. Application of Proceeds of Bonds. The proceeds of sale of the Bonds received by the Authority shall be applied by the Authority or the County to the payment of the costs of the Project and to the payment of costs of issuance of the Bonds, and pending such application shall be deposited to such project fund or escrow fund accounts as may be established in connection with the issuance of the Bonds.

SECTION 7. Tax Covenant. The Authority hereby covenants to comply with the provisions of Section 103 and Sections 141 through 150 of the Internal Revenue Code of 1986, as amended, as may be applicable to any Bonds throughout the term of the Bonds.

SECTION 8. Effectiveness of Resolution. This Resolution shall take effect upon its adoption. In the event the Bonds shall not have been issued on or before February 1, 2025, this Resolution shall be of no further force and effect. No Bonds shall be issued hereunder unless the Board of Supervisors shall have adopted the County Resolution approving and authorizing the issuance of the Bonds and declaring the intent of the Board of Supervisors to make annual appropriations with respect to the Bonds as contemplated by Section 4 of this Resolution.