

MINUTES

VIRGINIA SMALL BUSINESS FINANCING AUTHORITY BOARD OF DIRECTORS MEETING

December 10, 2019 - 12:00 P.M.
101 N. 14th Street, 11th Floor Board Room
Richmond, Virginia

- I. Board Directors present: Chairman John Hopper, Vice Chairman Neil Amin, Mr. Linh Hoang, Mr. Ronnie Johnson, Mr. Michael Joyce, the Honorable Manju Ganeriwala, Ms. Tracey Wiley, Mr. Corey Holeman, and Mr. William Smith

Board Directors absent: Dr. Monique Johnson and Mr. Sanjay Puri

VSBFA Staff: Mr. Howard Pisons, Ms. Anna Mackley, Ms. Linda Gilbert (via conference telephone), Ms. Karen White, Ms. Barbara Carter, Ms. Robin Foster, and Ms. Todd Boyle

Others present: Mr. Don Ferguson (Senior Assistant Attorney General), Mr. David Richardson and T. W. Bruno (McGuireWoods, LLP), Mr. David Wyman and Ms. Abby Rogers (YMCA of Greater Richmond), Scott Warren (Goodwill Industries, LLC), Chris Kulp (Hunton Andrews Kurth LLP)

Chairman Hopper called the meeting to order and declared a public hearing open at 12:05 p.m.

- II. Approval of Minutes: On a motion by Mr. Hoang, seconded by Mr. Joyce, the November 12, 2019 Board of Directors Meeting minutes were unanimously approved. Voting aye: Chairman Hopper, Mr. Hoang, Mr. Joyce, Vice Chairman Amin, Ms. Wiley, Mr. Johnson, and Ms. Ganeriwala. Voting no: None. (Mr. Smith and Mr. Holeman were not present for the vote.)

- III. 501 (c) 3 Tax-Exempt Bond Application

YMCA of Greater Richmond - Cities of Richmond and Petersburg, Counties of Chesterfield and Hanover - \$18,000,000. Ms. Mackley introduced Mr. David Richardson, McGuireWoods bond counsel, Mr. David Wyman, CFO and Ms. Abby Rodgers, Chief Advancement Officer for the YMCA. Ms. Mackley presented the application for bonds to fund capital improvements at five facilities in four districts of the YMCA, which serves 197,000 children and adults in the greater Richmond area. Mr. Richardson noted there were two resolutions being presented, the inducement and the final resolution requiring the Governor's signature so the project can close before the end of the year. Otherwise, the interest rate will increase by fifteen (15) basis points.

Ms. Rodgers reviewed the YMCA's background, their new CEO, and its focus on community. Ms. Rodgers highlighted the membership and other programs offered by the YMCA for children, teens, and adults including teen jobs, health and wellness plans, and child care. She reviewed the need for improvements in each facility and the status of current projects. Mr. Wyman presented before and after pictures of the projects, their locations and discussed the costs and partnerships to renovate them. He also discussed the YMCA's expenditures and funds raised for improvements as well as the net amount needed along with bond financing.

On a motion by Mr. Joyce, seconded by Mr. Hoang, the Board of Directors unanimously approved the inducement resolution authorizing the issuance of tax-exempt bonds. Voting aye: Chairman Hopper, Vice Chairman Amin, Mr. Joyce, Mr. Hoang, Mr. Johnson, Mr. Holeman, Ms. Ganeriwala, Mr. Smith, and Ms. Wiley. Voting no: None.

On a motion by Ms. Ganeriwala, seconded by Mr. Johnson, the Board of Directors unanimously approved a final resolution authorizing the issuance of tax-exempt bonds to finance the costs associated with capital improvement projects in Richmond, Petersburg, Chesterfield County, and Hanover County and pay costs of issuance. Voting aye: Chairman Hopper, Vice Chairman Amin, Ms. Ganeriwala, Mr. Johnson, Mr. Joyce, Mr. Hoang, Mr. Smith, Ms. Wiley, and Mr. Holeman. Voting no: None.

Chairman Hopper closed the public meeting at 12:42 p.m. No one from the public was in attendance.

IV. 501 (c) 3 Bond Amendment

Goodwill Industries of Central Virginia, Inc. - City of Chesapeake and Counties of Henrico, Chesterfield, and Goochland. Ms. Mackley introduced Mr. T.W. Bruno, bond counsel with McGuire Woods, LLP and Mr. Scott Warren, from Goodwill Industries. Mr. Bruno reviewed the amendment to the 2010 bonds issued by VSBFA to adjust the interest rate and the covenant changes. He stated the bond will be amended and restated. Mr. Warren provided an overview of Goodwill Industries' mission, growth, job placement, revenues, and programs.

On a motion by Mr. Hoang, seconded by Mr. Holeman, the Board of Directors unanimously approved the resolution to amend the 2010 bonds as presented. Voting aye: Chairman Hopper, Vice Chairman Amin, Mr. Hoang, Mr. Holeman, Ms. Ganeriwala, Mr. Smith, Mr. Johnson, Ms. Wiley, and Mr. Joyce. Voting no: None.

V. Tax-Exempt Qualified Transportation Facility Private Activity Bond Request

I-66 Express Mobility Partners, LLC - City of Fairfax and Counties of Prince William and Fairfax - Mr. Pisons presented the request to change the trustee for the I-66 project. The existing trustee, Deutsche Bank, is resigning as trustee due to a decline in its rating. CitiBank will be the new trustee. On a motion by Mr. Joyce, seconded by Ms. Ganeriwala, the Board of Directors unanimously adopted the resolution to replace the trustee as presented. Voting aye: Chairman Hopper, Vice Chairman Amin, Mr. Joyce, Ms. Ganeriwala, Mr. Smith, Mr. Johnson, Ms. Wiley, Mr. Holeman, and Mr. Hoang. Voting no: None.

VI. Board Review and Ratification of Loans Approved/Declined by Staff

Ms. Tackett reviewed her loan, Advanced Revert, LLC, under the Cash Collateral Program with American National Bank. Mr. Pisons reported the application from David R. Klimek Heating, A.C. & Plumbing Service, Inc., was declined under the SWaM Business Microloan Program. On a motion by Mr. Johnson, seconded by Mr. Holeman, the Board of Directors ratified the loan decisions made by staff for December 2019. Voting aye: Chairman Hopper, Vice Chairman

Amin, Mr. Johnson, Mr. Holeman, Ms. Wiley, Mr. Joyce, Ms. Ganeriwala, Mr. Smith, and Mr. Hoang. Voting no: None.

VII. Other Business

Chairman Hopper informed the Board that he and Mr. Pisons have talked about having a Board Retreat. He also asked the Board to think about the type of information they would like to see on an ongoing basis in a dashboard-style format at each meeting that would be helpful. Ms. Wiley mentioned the beginning of the General Assembly and staff being involved and anticipated late March early April timeframe to hold the retreat.

Board members requested more information on the Microloan program, talking points to use during the legislative session, and product training at the retreat. Mr. Hoang suggested the Governor be invited to attend one of the Board meetings for 10 or 15 minutes. Ms. Mayton mentioned the possibility of DSBSD having a legislative reception for small businesses and DBE businesses and suggested the Board participate as well to meet legislators, the Governor and cabinet members. It would be an opportunity to have conversations around the issues that impact small businesses.

VIII. The meeting was adjourned.