



MINUTES

VIRGINIA SMALL BUSINESS FINANCING AUTHORITY

BOARD OF DIRECTORS MEETING

October 12, 2021, 12:00 P.M.

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

Richmond, Virginia 23219

By Public Teleconference

(866) 845-1266, 65069804#

- I. Chairman Holeman called the meeting to order 12:07 p.m. and welcomed the Board and guests.
 - A. Board Directors present: Mr. John Dane, Ms. Manju Ganeriwala, Vice Chairman Linh Hoang, Chairman Corey Holeman, Mr. Matthew James, Mr. Ronnie Johnson, Mr. Michael Joyce and Mr. William Smith
 - B. Board Directors absent: Ms. Susana Marino and Mr. Sanjay Puri
 - C. VSBA Staff present: Mr. Howard Pisons, Ms. Anna Mackley, Ms. Linda Tackett, Ms. Karen White, Ms. Robin Foster, Ms. Todd Boyle, Ms. Bonnie Hite, Ms. Cheryl Bostick and Ms. Angela Reese
 - D. Others present: Ms. Flora Hezel (Senior Assistant Attorney General), Ms. Alethia N. Nancoo (Partner, Squire Patton Boggs (US) LLP), Mr. Adam Greenhouse (Treasurer, Transurban), Ms. Stephanie Han (Corporate Finance Associate, Transurban), Ms. Catherine Romanchek (Squire Patton Boggs (US) LLP), Mr. Isaac Yilma (Principal, Squire Patton Boggs (US) LLP), Mr. Michael Altman (Assistant Treasurer, Transurban), Mr. Reece Layman (Director, CIBC Capital Markets Corp), Mr. Ben Djiounas (Executive Director, JPMorgan), Ms. Taylor Hart (Executive Director, JPMorgan), Ms. Megan Gilliland (Attorney, Kaufman & Canoles, P.C.), Mr. Dennis Ryan (FCO, Children's Hospital of the Kings Daughters), Ms. Virginia Wong (Partner, Nixon Peabody LLC), Mr. David Sullivan (CEO, Elizabeth River Crossings OpCo), Mr. Vincent Casey (Attorney, Orrick, Herrington & Sutcliffe), Mr. John Semeniak (Partner, McGuireWoods LLP), Mr. Jim Reilly (Treasurer, Covanta Holdings Corporation) and Mr. Randy Towers (Attorney, Ballard Spahr)
- II. Approval of Minutes

On a motion made by Mr. Johnson and seconded by Mr. Dane, the September 14, 2021 Board of Directors Meeting Minutes were unanimously approved. Voting aye: Ms. Ganeriwala and Messiers Dane, Hoang, Holeman, James, Johnson, Joyce, and Smith. Voting nay: None.

The Public Hearing was declared open at 12:08 p.m.

III. Tax-Exempt Bond Projects

- i. *Children's Hospital of the Kings Daughter, Inc., Children's Health System, Inc. and Children's Health Foundation, Inc. – Approval of Resolution for \$100,000,000 Bond to finance and refinance*

Ms. Anna Mackley presented the resolution for \$100,000,000 bond issuance, followed by a presentation from Mr. Dennis Ryan.

\$41,000,000 of the bond proceeds would be used to (a) finance (i) the “Medical Tower II Project,” consisting of the construction and equipping of an approximately fourteen floor facility to deliver ambulatory, outpatient and inpatient behavioral health services to children of the Hampton Roads region, (ii) the “Health and Surgery Center – Concert Drive Project,” consisting of the expansion of an improvements to an existing building to include a new Oral Maxillofacial Surgery clinic to provide pediatric oral surgery service to the children of the Hampton Roads region; and (iii) routine capital expenditures at Children's Hospital of The King’s Daughters (main hospital); and (b) pay costs of issuance of the 2021A Bond.

The remaining \$59,000,000 of bond proceeds would be used to (a) refinance the outstanding balance of the Authority’s \$76,400,000 Revenue and Refunding Bond (Children’s Hospital of The King’s Daughters, Incorporated Project), Series 2012; and (b) pay costs of issuance of the 2021B Bond.

Pursuant to a presentation made by Mr. Ryan; Chairman Holeman called for the motion to approve the resolution. Mr. Joyce motioned for approval which was seconded by Mr. Smith and approved unanimously by the Board. Voting aye: Ms. Ganeriwala and Messiers Dane, Hoang, Holeman, James, Johnson, Joyce, and Smith. Voting nay: None.

- ii. *Elizabeth Rover Crossings, Cities of Norfolk and Portsmouth – Transportation Bond Issuance – Approval of Resolution for \$675,000,000 Bond to refinance outstanding proceeds from 2017 Bond Issue*

Ms. Anna Mackley presented the resolution for \$675,000,000 bond issuance, followed by presentations by Mr. David Sullivan and Mr. Vincent Casey.

The bond issuance is to refinance the outstanding balance of the 2012 bond issue which was used to finance a portion of the costs of (i) the development, design, construction, operation, maintenance and tolling of a new two-lane tunnel adjacent to the existing Midtown Tunnel, (ii) the development, design, construction, operation, maintenance and tolling of the extension of the four-lane limited access Martin Luther King Freeway, (iii) the rehabilitation, operation, maintenance and tolling of the existing Middletown Tunnel, (iv) the rehabilitation, operation, maintenance and tolling of the Existing Downtown Tunnels, and (v) the installation of an all-electronic tolling system that is compatible with the regional tolling network (collectively, the “Project”); (b) pay a portion of the interest on the Refunded Bonds during construction of the Project; (c) fund a deposit to the debt service reserve fund for the Refunded Bonds and (d) pay certain costs of issuance of the Refunded Bonds.

Pursuant to presentations made and questions answered by Messiers Sullivan and Casey; Chairman Holeman called for the motion to approve the resolution. Mr. Joyce motioned for approval which was seconded by Mr. Dane and approved unanimously by the Board. Voting aye: Ms. Ganeriwala and Messiers Dane, Hoang, Holeman, James, Johnson, Joyce, and Smith. Voting nay: None.

- iii. *Capital Beltway Express LLC, Fairfax County – Transportation Bond Issuance – Approval of Resolution for \$1,631,000,000 to finance and refinance cost associated with the Capital Beltway HOT Lanes and related facilities*

Ms. Anna Mackley presented the resolution for \$1,631,000,000 bond issuance, followed by presentations by Ms. Alethia N. Nancoo, Mr. Isaac Yilma and Mr. Michael Altman.

The purpose of the bond is to fund the development of Project NEXT and to refinance all of the outstanding debt obligations that funded the 495 HOT Lanes, inclusive of associated interest rate derivatives; and to provide interim financing until a new TIFIA loan is drawn.

The bond issuance is to finance (i) the design and construction of the Project, (ii) the current refunding of all the outstanding Prior Bonds and the costs associated with the termination of certain hedge agreements, (iii) the funding of a debt service reserve account, (iv) the funding of a capitalized interest account, and (v) paying certain costs of issuance of the Bonds.

As part of the transaction contemplated with this bond issuance, the \$225,000,000 currently outstanding on the VSBFA Bonds will be refinanced along with the balance of the original TIFIA loan as well as interest rate derivatives which were a part of the original financing. The refinance of these original transaction components will achieve debt service savings for Capital Beltway Express LLC.

Pursuant to presentations made and questions answered by Ms. Nancoo, and Messieurs Yilma and Altman; Chairman Holeman called for the motion to approve the resolution. Mr. Hoang motioned for approval which was seconded by Mr. Dane and approved unanimously by the Board. Voting aye: Ms. Ganeriwala and Messieurs Dane, Hoang, Holeman, James, Johnson, Joyce, and Smith. Voting nay: None.

IV. Tax-Exempt Bond Modifications

Covanta Holding Corporations – Fairfax County – Solid Waste Disposal Bond Issuance – Approval of Resolution Authorizing First Supplement to Indenture and First Amendment to the Loan Agreement for 2018, Series A Tax-Exempt VSBFA Bond Issuance

Ms. Anna Mackley presented the tax-exempt bond modification for Covanta Holding Corporations, followed by a presentation by Mr. John Semeniak.

Covanta Holding Corporation has requested the Authority to amend certain provisions of the Original Loan Agreement as described in a Consent Solicitation Statement which was distributed to the Holders of the Bonds in connection with the solicitation of such Holders' consents to certain proposed amendments to the Original Loan Agreement as further described in the Consent Statement and as set forth in the form of First Amendment to Loan Agreement between the Authority and Covanta Holding Corporation.

Pursuant to a presentation and questions answered by Mr. Semeniak; Chairman Holeman called for the motion to approve the resolution. Mr. Joyce motioned for approval which was seconded by Mr. Dane and approved unanimously by the Board. Voting aye: Ms. Ganeriwala and Messieurs Dane, Hoang, Holeman, James, Johnson, Joyce, and Smith. Voting nay: None.

V. Board Review and Ratification

Ms. Anna Mackley and Ms. Karen White presented several loan declines by management for

ratification.

Chairman Holeman called for the motion to approve the resolution. Ms. Ganeriwala motioned for approval which was seconded by Mr. Johnson and approved unanimously by the Board. Voting aye: Ms. Ganeriwala and Messieurs Dane, Hoang, Holeman, James, Johnson, Joyce, and Smith. Voting nay: None.

Public Comment Period

Chairman Holeman called for comments from the attending public. Hearing none the comment period and the Public Hearing was closed at 1:14 p.m.

VI. Other Business

A. Credit Policy Authorization and Transaction Limits

Mr. Howard Pisons presented the Credit Policy Authorization and changes to the Transaction Limits.

Chairman Holeman called for the motion to approve the resolution. Ms. Ganeriwala motioned for approval which was seconded by Mr. Johnson and approved unanimously by the Board. Voting aye: Ms. Ganeriwala and Messieurs Dane, Holeman, James, Johnson, Joyce, and Smith. Voting nay: None. Abstained: Mr. Hoang

B. Welcome Matthew James

VSBFa welcomed Matthew James as SBSD’s Agency Director and a director to the Board of Directors. Mr. James gave a brief self-introduction.

C. Welcome Cheryl Bostick

VSBFa welcomed Ms. Cheryl Bostick to VSBFA as the SSBCI Grants Manager, who will be managing the 188 million SSBCI application. Ms. Bostick gave a brief self-introduction.

D. Rebuild VA Grant Fund

An update on Rebuild VA Grant Fund was presented by Mr. Pisons. The \$250 million is currently being utilized to pay out grants to applicants.

VII. Having no further business the meeting was adjourned at 2:16 pm.