

**BOARD OF DIRECTORS MEETING**

**OF THE**

**WEST VIRGINIA ECONOMIC DEVELOPMENT AUTHORITY**

**December 16, 2021**

**West Virginia Economic Development Authority**

**Conference Room**

**180 Association Drive**

**Charleston, West Virginia**

The Board of Directors Meeting of the West Virginia Economic Development Authority was held at 11:05 a.m., December 16, 2021, at the West Virginia Economic Development Authority Conference Room, 180 Association Drive, Charleston, West Virginia.

The following members were present:

Mitch Carmichael	Chairman
Matthew Irby	Secretary
Clark Barnes	Member
Steven Cutright*	Member
Robert Hartley	Member
Roberta Robinson Olejasz*	Member
Riley Moore*	Member
Eric Nelson*	Member

Others present:

Kris Warner	Executive Director
Caren Wilcher	Associate Director
Steve Webb	Director of Financial Services
Joe Brouse	Loan Officer
Martha Phillips	Loan Officer
Joey Browning	Loan Officer
Jackie Browning*	Accountant
Karen Wolfe*	Documentation Specialist
Sarah Hartwell*	Accounting Specialist III
Paula Smolder	HR and Operations Manager
Tammi Chapman*	CARES Act Administrative Assistant
Taylor Self	Administrative Assistant
Elizabeth A. Benedetto*	Spilman Thomas & Battle PLLC
Jason Pizatella*	Spilman Thomas & Battle PLLC

**Members of the Public:**

Keith Hainer*	Century Mining, LLC
Amy Condaras**	Frost Brown Todd LLC
Scotty Ewusiak**	Empire Trimodal Terminal, LLC
TJ Mancuso**	Kline, Alvarado & Veio, PC
Sean Garin*	Dinsmore & Shohl LLP
Matt Crakes	Blackwater Falls Partners, LLC
Mark Jensen**	Wyoming County Coal Co. LLC
Tom Suave**	Wyoming County Coal Co. LLC
Kirk Taylor**	Wyoming County Coal Co. LLC
Fred Williams**	Snell & Wilmer L.L.P.
Mark Laverghetta**	American Resources Corporation
Elliott Brown**	American Resources Corporation
Mark Thompson**	American Resources Corporation
Allison Larr**	American Resources Corporation

\*Joined by videoconference.

\*\*Joined by teleconference.

The meeting was called to order by Chairman Carmichael. Chairman Carmichael noted that a quorum was present and that the meeting could lawfully conduct business.

**MINUTES**

A motion was made by Mr. Hartley to approve and dispense with the reading of the November 18, 2021, board of directors meeting minutes. The motion was seconded by Mr. Barnes and unanimously carried.

**TREASURER'S REPORT**

Chairman Carmichael presented the Treasurer's Report to the board for their review. A motion was made by Mr. Hartley to accept the report as presented. The motion was seconded by Mr. Irby and unanimously carried.

The Commitments Outstanding list was presented to the board for their review.

**FINAL APPROVALS**

**1) Blackwater Falls Partners LLC**

Term: Fifteen (15) Years **\$3,525,000.00**  
Rate: 20-year US Treasury Security yield + .75% (2.75% floor)  
Adjusts every 5 years

**2) Cliffside Outdoor LLC**

Term: Ten (10) years  
Rate: Wall Street Journal Prime x 75% (2% floor) **\$ 250,000.00**

**3) Woodlands Development Group, Inc.**

Term: Twenty (20) years **\$5,117,800.00**  
Rate: 20-year US Treasury Security yield + .75% (2.75% floor)  
Adjusts every 7 years

Mr. Crakes with Blackwater Falls Partners, LLC, gave a brief overview of The Village at Blackwater, outlining their mission and timeline.

Matt Crakes left the meeting.

Upon recommendation of staff, a motion was made by Mr. Hartley to grant final approval to the above captioned loans subject to all terms and conditions as set out in the commitment letter. The motion was seconded by Mr. Barnes and unanimously carried.

**OLD BUSINESS**

**Loan Commitment Extensions**

Upon recommendation of the staff, a motion was made by Mr. Hartley to approve the following extensions. The motion was seconded by Mr. Barnes and unanimously carried.

	<b><u>Date</u></b>	<b><u>Amount</u></b>
	<b><u>Approved</u></b>	<b><u>Committed</u></b>
<b>1.) Appalachian Distillery, Inc.</b> Two (2) month extension New expiration date: 02/28/2022	<b>03/15/2018</b>	<b>\$ 178,460</b>
<b>2.) Business Development Corporation</b>	<b>03/18/2021</b>	<b>\$ 660,000</b>

	<b>of the Northern Panhandle</b> Six (6) month extension New expiration date: 06/30/2022		
3.)	<b>Delta Cooling Towers, Inc.</b> Six (6) month extension New expiration date: 06/30/2022	08/16/2018	\$1,350,000
4.)	<b>Eastern WV Regional Airport Authority</b> One (1) month extension New expiration date: 01/31/2022	05/21/2020	\$ 800,000
5.)	<b>Lost River Meat Company, LLC</b> Three (3) month extension New expiration date: 03/31/2022	02/18/2021	\$ 684,089
6.)	<b>Lost River Meat Company, LLC</b> Three (3) month extension New expiration date: 03/31/2022	02/18/2021	\$ 123,142
7.)	<b>MCDA/Blue Rock Manufacturing, Inc.</b> Three (3) month extension New expiration: 03/31/2022	12/17/2020	\$5,172,700
8.)	<b>MCDA/Blue Rock Manufacturing, Inc.</b> Three (3) month extension New expiration: 03/31/2022	02/17/2020	\$2,680,945
9.)	<b>Preston County Economic Development Authority</b> Twelve (12) month extension New expiration: 12/31/2022	12/17/2020	\$ 450,000
10.)	<b>SIG Management, LLC</b> Three (3) month extension New expiration: 03/31/2022	12/17/2020	\$ 121,793
11.)	<b>T&amp;D Critchfield Investments, LLC</b> Two (2) month extension New expiration: 02/28/2022	03/19/2020	\$ 639,943

- |      |   |            |             |
|------|---|------------|-------------|
| 12.) | <b>Vandalia Produce Operations, LLC</b><br>Six (6) month extension<br>New expiration date: 06/30/2022 | 02/18/2021 | \$7,792,000 |
| 13.) | <b>Skana Aluminum Company</b><br>Three (3) month extension<br>New expiration date: 03/31/2022         | 06/18/2020 | \$1,440,000 |

### **Property and Lease Reports**

Ms. Wilcher presented the Property and Lease Reports to the board for their review.

### **Insurance Reports**

Ms. Wilcher presented the Insurance Reports to the board for their review.

### **West Virginia Private Activity Bond CAP Allocation Report.**

Ms. Wilcher presented the November 30, 2021, West Virginia Private Activity Bond CAP Allocation Reports to the board for their review.

### **NEW BUSINESS**

#### **A. Inducement Resolution amending an original Inducement Resolution with respect to financing certain facilities by the West Virginia Economic Development Authority for Empire Diversified Energy Inc.**

Mr. Wilcher presented an amendatory resolution to amend the originally adopted Inducement Resolution for the Empire Diversified Energy Inc. project which increases the principal amount of revenue bonds that the WVEDA will issue by \$40,000,000, from \$50,000,000 to \$90,000,000. Mr. Ewusiak, President of Empire Diversified Energy Inc., gave a brief overview and update of the project to the board.

A motion was made by Mr. Hartley to approve the Resolution as presented. The motion was seconded by Mr. Barnes and unanimously carried.

#### **B. Inducement Resolution with respect to financing certain facilities by the West Virginia Economic Development Authority for Wyoming County Coal LLC.**

Mr. Warner presented an Inducement Resolution with respect to financing certain facilities by the WVEDA for Wyoming County Coal LLC (a subsidiary of American Resources Corporation) in Wyoming County, through the issuance of revenue bonds in an amount not to exceed \$45,000,000. Mr. Jenson, CEO of Wyoming County Coal LLC, gave an overview of the project to the board.

A motion was made by Mr. Hartley to approve the Inducement Resolution as presented. The motion was seconded by Mr. Barnes and carried.

Roberta Olejasz joined the meeting.

**C. Extension of \$53,624,175 Tax-Exempt Industrial Development Volume CAP Exempt Facilities Reservation on behalf of Century Mining, LLC for its project in Barbour, Harrison & Upshur Counties.**

Ms. Wilcher presented a request by Century Mining, LLC for an extension of \$53,624,175 Tax Exempt Industrial Development Volume CAP exempt facilities reservation for its project in Barbour, Harrison, and Upshur counties. The reservation was original approved January 21, 2021 and an extension was approved on May 20, 2021, for an additional 120 days. The project has requested a second extension through December 31, 2021.

A motion was made by Mr. Hartley to approve the extension of WVEDA's Tax-Exempt Industrial Development Volume CAP exempt facilities reservation to Century Mining, LLC in the amount of \$53,625,175 until December 31, 2021. The motion was seconded by Mr. Barnes and unanimously carried.

**D. Modification of \$40,000,000 Tax-Exempt Industrial Development Volume CAP Exempt Facilities Reservation on behalf Empire Diversified Energy Inc. in Brooke County.**

Ms. Wilcher presented a request by Empire Diversified Energy Inc. to modify the \$40,000,000 Tax Exempt Industrial Development Volume CAP exempt facilities reservation for its project in Brooke County. The project has requested that the reservation be in the name of Empire Green Generation, LLC.

A motion was made by Mr. Hartley to approve the modification of the Tax-Exempt Industrial Development Volume CAP Allocation exempt facilities reservation originally awarded to Empire Diversified Energy Inc. in the amount of \$40,000,000 to a reservation in the amount of \$40,000,000 to Empire Green Generation, LLC. The motion was seconded by Mr. Barnes and unanimously carried.

**E. Volume CAP Allocation Application in the amount of \$16,372,825 to Century Mining, LLC for its project in Barbour, Harrison & Upshur Counties.**

Ms. Wilcher presented a request by Century Mining, LLC for Exempt Facilities Volume CAP in the amount of \$16,372,825 for a project in Barbour, Harrison and Upshur counties. Keith Hainer with Century Mining, LLC gave an update of the project to the board.

A motion was made by Mr. Hartley to approve the Exempt Facilities Volume CAP to Century Mining, LLC, in the amount of \$16,372,825. The motion was seconded by Mr. Barnes and unanimously carried.

**F. Volume CAP Allocation Application in the amount of \$40,000,000 to Empire Diversified Energy Inc. for its project in Brooke County.**

Ms. Wilcher presented a request by Empire Diversified Energy Inc for Exempt Facilities Volume CAP in the amount of \$40,000,000 for a project in Brooke county.

A motion was made by Mr. Hartley to approve the Exempt Facilities Volume CAP to Empire Diversified Energy Inc., in the amount of \$40,000,000. The motion was seconded by Mr. Barnes and unanimously carried.

**G. Volume CAP Allocation Application in the amount of \$45,000,000 to Wyoming County Coal, LLC for its project in Wyoming County.**

Ms. Wilcher presented a request by Wyoming County Coal, LLC for Exempt Facilities Volume CAP in the amount of \$45,000,000 for a project in Wyoming county.

A motion was made by Mr. Hartley to approve the Exempt Facilities Volume CAP to Wyoming County Coal, LLC the amount of \$45,000,000. The motion was seconded by Mr. Barnes and unanimously carried.

**H. Public Comment Session**

None

**INFORMATIONAL REPORT**

There was no Informational Report.

Pursuant to West Virginia Code 6-9A-4, the Chairman will now consider a motion that the WVEDA board enter into executive session for the purpose of discussing the development of property, the investment of public funds or other matters involving commercial competition, which if made public, might adversely affect the financial or other interest of the state or material that would cause an invasion of an individual's privacy if disclosed; or matters involving the purchase or development of property or advance construction planning.

A motion was made by Mr. Hartley to go into Executive Session. The motion was seconded by Mr. Barnes and unanimously carried.

The following left the meeting: Keith Hainer, Amy Condaras, Scotty Ewusiak, TJ Mancuso, Sean Garin, Mark Jensen, Tom Suave, Kirk Taylor, Fred Williams, Allison Larr, Mark Laverghetta, Elliott Brown and Mark Thompson.



**GENERAL SESSION**

**Superior Septic and Drain Supply LLC Loan Application**

A motion was made by Mr. Barnes to approve a 15-year loan to Superior Septic and Drain Supply LLC in the amount of \$133,000. The motion was seconded by Mr. Hartley and unanimously carried.

WHEREAS, the board determined that the public purpose of the West Virginia Economic Development Authority Act would be met by a loan in the amount of \$133,000 to Superior Septic and Drain Supply LLC.

NOW, THEREFORE, BE IT RESOLVED: That the loan request to Superior Septic and Drain Supply LLC in the amount of \$133,000 is given preliminary approval.

**Huntington Municipal Development Authority – Loan Modification**

A motion was made by Mr. Barnes to approve a six-month deferral of interest payments to the Huntington Municipal Development Authority. The motion was seconded by Mr. Hartley and unanimously carried.

**Other Business**

**A. Resolution regarding the sale by the West Virginia Economic Development Authority of approximately 7.0 acres of real property located in the Highlands Development to Ohio County Development Authority**

A motion was made by Mr. Barnes to approve the resolution as presented. The motion was seconded by Mr. Hartley and unanimously carried.


**B. Quote to replace and install audio and video conferencing equipment at the West Virginia Economic Development Authority.**

A motion was made by Mr. Hartley to approve the quote in the amount of \$19,877 to replace and install audio and video conferencing equipment as presented. The motion was seconded by Mr. Barnes and unanimously carried.

**C. SAFECO trade scope letter to remove debris from the Ravenswood Site**

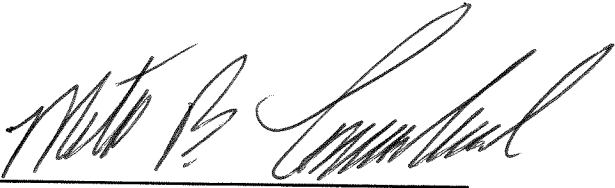
A motion was made by Mr. Hartley to authorize the WVEDA staff to negotiate a contract with SafeCo to perform the work set forth in the SafeCo trade scope letter as presented to the Board, which was added to the agenda as an emergency matter due to an imminent threat to public health or safety of anyone employed at or on the site. The motion was seconded by Mr. Barnes and unanimously carried.

There being no further business, Mr. Barnes moved that the meeting be adjourned. The motion was seconded by Mr. Hartley and without objection the Chairman declared the meeting adjourned.



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Matthew R. Irby  
Secretary



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Mitch Carmichael  
Chairman