

VIRGINIA COALFIELD ECONOMIC DEVELOPMENT AUTHORITY

P.O. Box 1060
527 East Main Street
Lebanon, Virginia 24266



Telephone: 276/889-0381
Fax: 276/889-1830
Jonathan S. Belcher • Executive Director

MEMORANDUM

TO: Mr. Grant F. Smith

FROM: Virginia Coalfield Economic Development Authority

DATE: October 1, 2020

RE: VFOIA Request re: Project Jonah

Pursuant to your request dated October 1, 2020, please find the enclosed documents. There will be no charge this time for providing these documents. If you have any questions, please do not hesitate to let us know.

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Telephone: 276/889-0381
Fax: 276/889-1830
Jonathan S. Belcher • Executive Director

July 14, 2020

Ms. Lala Korall
P.O. Box 42393
Henrico, Virginia 23242

Dear Ms. Korall:

The Executive Committee of the Virginia Coalfield Economic Development Authority has asked me to inform you that they would like to see Project Jonah break ground this calendar year on the project in Tazewell County. If you have any questions, please do not hesitate to let me know.

Sincerely,

A handwritten signature in black ink, appearing to read "Jonathan Belcher". The signature is fluid and cursive, written over a white background.

Jonathan Belcher
Executive Director/
General Counsel

VIRGINIA COALFIELD ECONOMIC DEVELOPMENT AUTHORITY
Executive Committee and Budget Committee Meeting
June 30, 2020

The Virginia Coalfield Economic Development Authority Executive Committee and Budget Committee met jointly on Tuesday, June 30, 2020 at the Russell County Governmental Center, 135 Highlands Drive, Lebanon, Virginia.

Executive Committee members present were: Josh Ball, Esther Bolling, Larry Mosley, and J. P. Richardson.

Budget Committee members present were: Esther Bolling, Larry Mosley, and J. P. Richardson.

Staff present were: Jonathan Belcher, Executive Director/General Counsel.

Executive Committee Chairman J. P. Richardson called the joint committee meeting to order at 12:07 p.m.

Upon motion by Esther Bolling and duly seconded by J. P. Richardson, and unanimously passed with all Budget Committee members present voting in favor thereof, none voting against the same, none abstaining, and none absent, the Budget Committee recommended to approve the FY2021 Operating Budget of the Virginia Coalfield Economic Development Authority, as presented in the board packet for this meeting.

J. P. notes that the Budget Committee's recommendation would be presented as part of the Finance Committee's report during the full board meeting.

Upon motion by Larry Mosley and duly seconded by Josh Ball, and unanimously passed with all Executive Committee members present voting in favor thereof, none voting against the same, none abstaining, and none absent, the Executive Committee recommended to appropriate \$300,000.00 from the VCEDA Regional Account to fund the VCEDA Tourism Capital Improvement Matching Fund for Fiscal Year 2021, and \$250,000.00 from the VCEDA Regional Account to fund the VCEDA Seed Capital Matching Fund for Fiscal Year 2021, with a semi-annual application deadline on the Seed Capital Matching Fund for FY2021 of October 19, 2020 and April 19, 2021.

Upon motion by J. P. Richardson and duly seconded by Larry Mosley, and unanimously passed with all Executive Committee members present voting in favor thereof, none voting against the same, none abstaining, and none absent, the Executive Committee recommended to ratify all actions taken at the April 16, 2020 special called joint meeting of the VCEDA Project Review Committee and VCEDA Board.

Executive Committee received an update from Jonathan Belcher on the Scott County EDA/Mountain Top Timber Products loan.

Executive Committee discussed active projects, pending funding requests and the next board meeting (tentatively September 17)).

During the active projects portion of discussion, the Executive Committee asked the Executive Director to send a letter to Project Jonah informing them that the committee would like to see ground broken on the project during 2020.

Joint Committee meeting adjourned at 1:00 p.m.

**VIRGINIA COALFIELD ECONOMIC DEVELOPMENT AUTHORITY
ACTIVE PROJECTS – CONFIDENTIAL
6/8/20**

PROJECT NAME	PROJECT TYPE	BRIEF DESCRIPTION	STATUS
Adventure E-bikes, Inc.	Seed Capital	Bicycle rental and touring business	Seed capital application pending
Project ALF	Other (Health & Wellness)	Assisted living facility	Application to VCEDA pending
Project Apex	Information Technology	Software development	Evaluating Wise County for possible project
Appalachian Treasures LLC	Seed Capital	New arts, crafts, and antiques venue in Bluefield	Seed capital application pending
Beartown Barbell Club LLC	Seed Capital	Fitness center and gym in Lebanon	Seed capital grant closed and announced
Black Diamond Gym & Spa	Seed Capital	Fitness club and gym in Haysi	Seed capital grant closed and announced
Project Brown	Manufacturing	Wood products	Considering St. Paul for new location
Cheesy does it LLC	Seed Capital	Food truck business	Seed capital grant closed and announced
Project Chip	Manufacturing	Wood products	Evaluating Scott County for a possible project
Clinch River Forest Products	Manufacturing	Sawmill in Tazewell County	VCEDA loan closed and announced
Coaltown Taps, LLC	Seed Capital	Restaurant/bar in Richlands	Seed capital grant closed and announced
Project Code	Information Technology	Software development	Evaluating Norton for possible project
Project Container	Manufacturing	Coal ash containers	Considering St. Paul for possible new project
D&LP	Seed Capital	Tourist railroad in Scott County	Seed capital grant closed and announced
Down Home Spirits, LLC	Seed Capital	New moonshine distillery in Haysi	Seed capital grant closed and announced
Dragon Properties	Tourism	Venues related to Back of the Dragon	Considering short stay lodging project in downtown Tazewell
Project Energy	Manufacturing	Lithium battery manufacturing	Considering St. Paul for possible

			new project
Project 500	Other (Retail)	Big box retailer looking to expand	Confidential
Frost Bite LLC	Seed Capital	Shaved ice business in Dickenson Co.	Seed capital grant closed and announced
Project Giant	Manufacturing	Wood products manufacturing	Evaluating region for possible new manufacturing plant
The Grind Bluefield LLC	Seed Capital	New coffee lounge in Bluefield	Seed capital application pending
Project Grow	Manufacturing	Hemp processing in Russell County	VCEDA loan closed and announced
Project James	Information Technology	Data center business	Evaluating Buchanan County for potential project
Project Jonah	Agriculture	Fish farm project in Tazewell County	VCEDA loan closing deadline extended to 12/31/20
Lawrence Brothers Inc.	Manufacturing	Existing metal fabrication company in Tazewell County	Considering expansion project
Lil' Doc Hollow Hemp, LLC	Seed Capital	New hemp farm in Dickenson County	Seed capital application pending
The Local Mercantile, LLC	Seed Capital	Coffee shop/mercantile in Lebanon	Seed capital grant closed and announced
Mercantile on Main, Inc.	Seed Capital	New mercantile in Wise	Seed capital application pending
MOVA Technologies	Manufacturing	Filter manufacturing	Evaluating VCEDA Region for possible project
Nana's Country Kitchen, LLC	Seed Capital	New restaurant in Pennington Gap	Seed capital application pending
Next Door Drug Pharmacy, PC	Seed Capital	New pharmacy in Lebanon	Seed capital application pending
P&E Wholesale LLC	Seed Capital	New wholesale floral business in Russell County	Seed capital application pending
Professional Bookkeeping & Accounting Inc.	Seed Capital	New accounting business in Tazewell	Seed capital application pending
The Red Roof Home, LLC	Seed Capital	Bed and breakfast in Tazewell	Seed capital grant closed and announced
Project Sky	Manufacturing	Metal fabrication business looking to expand in Buchanan County	VCEDA loan application pending
Small Town Fitness LLC	Seed Capital	New fitness center/gym in St. Paul	Seed capital grant closed and announced
TDEC	Information Technology	Data entry firm with branch in Lebanon	Considering expansion

Trailhead Country Kitchen LLC	Seed Capital	New restaurant in Haysi	Seed capital application pending
Project Trout	Agriculture	Trout farm in Russell County	VCEDA loan closing pending
West River Conveyors and Machinery Company	Manufacturing	Conveyor systems manufacturer	VCEDA loan closed and announced
Wise Rx	Seed Capital	New pharmacy in Wise	Seed capital grant closed and announced
Yates Recovery and Transport, LLC	Seed Capital	New towing business in Dickenson County	Seed capital application pending

SUMMARY:

Agriculture -- 2

Information Technology - 4

Seed Capital -- 22

Manufacturing -- 11

Tourism - 1

Other - 2

Total -- 42

**VIRGINIA COALFIELD ECONOMIC DEVELOPMENT AUTHORITY
ACTIVE PROJECTS – CONFIDENTIAL
9/11/20**

PROJECT NAME	PROJECT TYPE	BRIEF DESCRIPTION	STATUS
Adventure E-bikes, Inc.	Seed Capital	Bicycle rental and touring business	Seed capital grant closing pending
Project ALF	Other (Health & Wellness)	Assisted living facility	Application to VCEDA pending
Project Apex	Information Technology	Help desk/technical support	Evaluating Wise County for possible project
Appalachian Treasures LLC	Seed Capital	New arts, crafts, and antiques venue in Bluefield	Seed capital grant closed and announcement pending
Project Ascent	Manufacturing	New medical device start-up company	Considering region for possible project
Project Brown	Manufacturing	Wood products	Considering St. Paul for new location
Project Cheetah	Information Technology	Customer service call center project	Considering Buchanan County for possible project
Project Claw	Manufacturing	Bait manufacturing	Looking to expand in Tazewell County
Clinch River Life, LLC	Seed Capital	New tubing/outdoor recreation business in Scott County	Seed capital application pending
Dragon Property Holdings	Seed Capital	Short stay lodging in Tazewell	Seed capital application pending
Project Energy	Manufacturing	Lithium battery manufacturing	Considering St. Paul for possible new project
Project 500	Other (Retail)	Big box retailer looking to expand	Confidential
Project Giant	Manufacturing	Wood products manufacturing	Evaluating region for possible new manufacturing plant
Project Glove	Manufacturing	Nitrile glove manufacturing project	Considering region for possible manufacturing project
Project Gummy Bear	Manufacturing	N95 mask manufacturing	Considering Wise County for possible project
The Grind Bluefield LLC	Seed Capital	New coffee lounge in Bluefield	Seed capital grant closed and announced
Project James	Information Technology	Data center business	Evaluating Buchanan County for potential project

Project Jonah	Agriculture	Fish farm project in Tazewell County	VCEDA loan closing deadline extended to 12/31/20
Lawrence Brothers Inc.	Manufacturing	Metal fabrication co. in Bluefield	Considering expansion project
Lil' Doc Hollow Hemp, LLC	Seed Capital	New hemp farm in Dickenson County	Seed capital grant closed and announced
Mercantile on Main, Inc.	Seed Capital	New mercantile in Wise	Seed capital grant closed and announcement pending
MOVA Technologies	Manufacturing	Filter manufacturing	Evaluating VCEDA Region for possible project
Nana's Country Kitchen, LLC	Seed Capital	New restaurant in Pennington Gap	Seed capital grant closing pending
Next Door Drug Pharmacy, PC	Seed Capital	New pharmacy in Lebanon	Seed capital grant closed and announced
P&E Wholesale LLC	Seed Capital	New wholesale floral business in Russell County	Seed capital grant closed and announced
Project Planet	Other (Education)	Culinary arts school project in Buchanan County	VCEDA grant application pending
Professional Bookkeeping & Accounting Inc.	Seed Capital	New accounting business in Tazewell	Seed capital grant closed and announced
Project Sky	Manufacturing	Metal fabrication business looking to expand in Buchanan County	Evaluating locations in Buchanan County
Sunnyside Lodging Project	Tourism	Short stay lodging project in downtown Tazewell	VCEDA loan closing pending
Tazewell Dance Center, LLC	Seed Capital	New dance studio in Tazewell	Seed capital application pending
TDEC	Information Technology	Data entry firm w/ branch in Lebanon	VCEDA grant closed and announced
TTEC	Information Technology	Business process outsourcing company	Considering virtual jobs expansion project in the region
Trailhead Country Kitchen LLC	Seed Capital	New restaurant in Haysi	Seed capital grant closed and announced
Project Trout	Agriculture	Trout farm in Russell County	Loan closing deadline extension requested by IDA
Yates Recovery and Transport, LLC	Seed Capital	New towing business in Dickenson County	Seed capital grant closed and announcement pending

SUMMARY:

Agriculture -- 2
Manufacturing -- 10
Total -- 35

Information Technology -- 5
Tourism -- 1

Seed Capital -- 14
Other -- 3

Apex Fund Services (Singapore) Pte. Ltd.

Co. Reg. No. 200712853G

100 Beach Road

10th Floor, #10-01, One Raffles Place

Singapore 048623

441 442 443 444 445 446 447 448

2019-2020



03 March 2020

8F Aquaculture Fund I LP

c/o 8F AM GP

190 Elgin Avenue

George Town

Grand Cayman KY1-9007

Cayman Islands

Capital Commitment Proof Letter

To Whom It May Concern:

We, Apex Fund Services (Singapore) Pte. Ltd., the fund administrator of 8F Aquaculture Fund I LP (the "Partnership") confirm that the Total Commitment of the Partnership is United States Dollar Three Hundred and Sixteen Million and Eight Hundred and Ten Thousand and Six Hundred and Fifty (US\$316,810,650) as at 03 March 2020 of which includes Capital Commitment of United States Dollar Seventeen Million and One Hundred and Eighty Six Thousand and Nine Hundred and Eighty Six (US\$17,186,986) relating to Limited Partners who will be admitted to the Partnership subject to satisfactory completion of Know Your-Customer and Anti Money Laundering checks and procedures.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Jaideep Mukhariya', written over a horizontal line.

Name: Jaideep Mukhariya

Title: Managing Director

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P.O. Box 1060
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Lebanon, Virginia 24266



Telephone: 276/889-0381
Fax: 276/889-1830
Jonathan S. Belcher • Executive Director

November 19, 2018

Confidential

Mr. John Schiering, Chief Operating Officer
Ms. Lala Korall, Vice President
Dominion Aquaculture, LLC
P.O. Box 42393
Henrico, Virginia 23242

Dear John and Lala:

I am writing in response to the request for the list of items that would be needed in order to close on the up to \$10,000,000.00 loan approved on August 17, 2017 by the Board of the Virginia Coalfield Economic Development Authority ("VCEDA") to Dominion Aquaculture, LLC ("Project Jonah"). The loan closing deadline is currently December 31, 2019, so the following list of items would be needed prior to that date in order to close the loan before the expiration of the loan approval:

1. **MOU with Southwest Virginia Community College:** VCEDA shall be provided with a copy of an MOU between Southwest Virginia Community College (SWCC) and Project Jonah concerning workforce development and training, which MOU shall be acceptable to VCEDA.
2. **Determination of Collateral for the Loan:** The loan cannot be closed until, and the loan approval is specifically contingent upon, collateral for the loan being determined that is acceptable to the VCEDA Board, and the approval of the VCEDA Board at a duly called meeting of the VCEDA Board. (My suggestion here is to begin with staff level discussions which can then be presented to the VCEDA Board for their consideration. Once the collateral has been determined and agreed to by the VCEDA Board, there will be additional, typical due diligence requirements depending upon the nature of the collateral. For example, if the collateral includes a lien on real estate, under VCEDA project policies, VCEDA will need to be provided with a lender's title insurance policy which will need to include affirmative mechanic's lien coverage, a copy of a Phase I environmental assessment report on the subject real estate, and a copy of the deed to the real estate and any current survey. If the collateral includes machinery, tools, and/or equipment, then VCEDA will need to be provided with a UCC-1 search and a

Mr. John Schiering
Ms. Lala Korall
November 19, 2018
Page 2 (Confidential)

certificate from your attorney certifying VCEDA's lien position on the machinery, tools, and/or equipment.)

3. **Availability of Private Funds:** The loan cannot be closed until, and the loan approval is specifically contingent upon, Project Jonah providing written evidence satisfactory to the VCEDA Board of the closing and availability of at least \$110 million (U.S.) of private funds for the project in Tazewell and Russell Counties, Virginia, and the approval of the VCEDA Board at a duly called meeting of the VCEDA Board.
4. **Expenditure of Private Funds:** The loan cannot be closed until, and the loan approval is specifically contingent upon, Project Jonah providing written evidence satisfactory to the VCEDA Board that at least \$25 million (U.S.) in non-VCEDA, private funds have been expended on site development, facilities construction, and/or equipment at the project location in Tazewell and Russell Counties, Virginia (excluding engineering and permitting fees), and the approval of the VCEDA Board at a duly called meeting of the VCEDA Board.
5. **Letter of Support from VEDP:** The loan cannot be closed until, and the loan approval is specifically contingent upon, VCEDA's receipt of an updated letter of support for the project from the Virginia Economic Development Partnership ("VEDP"), which shall be satisfactory to the VCEDA Board.
6. **Company Borrowing Resolution:** Prior to the loan closing, VCEDA will need a copy of a resolution from the entity signing the loan documents (Dominion Aquaculture, LLC) authorizing the borrowing of the up to \$10,000,000.00 loan from VCEDA and authorizing the appropriate official(s) of the company to execute the loan documents, including the loan agreement, promissory note, deed of trust (if applicable) and security agreement (if applicable).
7. **Loan Documents:** At the closing, certain loan documents will need to be signed by Dominion Aquaculture, LLC, including a loan agreement, promissory note, deed of trust (if applicable), and security agreement (if applicable). These will all need to be duly executed, acknowledged, and delivered, and shall contain such representations and warranties, affirmative and negative covenants, and additional terms and conditions as VCEDA may require.
8. **Authority and Capacity:** Evidence of the existence, good standing, authority and capacity of Dominion Aquaculture, LLC and each guarantor (if any) and their respective constituents and representatives as VCEDA may require, to include at a

Mr. John Schiering
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minimum a certificate of good standing from the Virginia State Corporation Commission on Dominion Aquaculture, LLC and each guarantor (if any), copies of their organizational documents (which shall be subject to review and approval by VCEDA), and certificates of non-foreign status from Dominion Aquaculture, LLC.

9. **Survey:** If the collateral includes real estate, VCEDA shall be furnished with a current survey of the land and any improvements thereon by a registered professional surveyor satisfactory to VCEDA and each title insurer, reflecting no intrusions or protrusions over any property line, setback line, easement, or other restricted area and showing a state of facts satisfactory to VCEDA, signed, sealed, and certified by the surveyor in form and content satisfactory to VCEDA and each title insurer.
10. **Flood Hazards:** Evidence that the project location is not within an area identified as having special flood hazards, or evidence of flood insurance as required by applicable law.
11. **Insurance:** Effective, paid-up policies of fire and all-risk replacement cost coverage of all insurable property with standard mortgage clause in favor of VCEDA and with loss proceeds payable to VCEDA; comprehensive general public liability insurance with VCEDA as additional insured; and such other or additional insurance, and covering such risks, as VCEDA may require. All policies must be written by insurers, in amounts, and with endorsements, and on terms and conditions, satisfactory to VCEDA.
12. **Appraisal:** As required by VCEDA, an appraisal of the collateral securing the loan in form and content acceptable to VCEDA, and from licensed appraiser(s) satisfactory to VCEDA.
13. **Financial Statements:** Financial statements in form and content satisfactory to VCEDA evidencing a financial condition of Dominion Aquaculture, LLC, any guarantors, and such parties that is satisfactory to VCEDA and subsequent financial statements from such parties as required by VCEDA.
14. **Title Insurance/Lien Searches:** A binding commitment for ALTA mortgagee title insurance in form satisfactory to VCEDA (with complete, legible copies of all plats and exception documents) (if the loan is secured by real estate), and for Dominion Aquaculture, LLC reports of searches of the central and local UCC, tax lien, and judgment records, indicating no liens of record except as permitted in writing by

Mr. John Schiering
Ms. Lala Korall
November 19, 2018
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VCEDA. Promptly after closing, a ALTA mortgagee title insurance policy in the loan amount (if the loan is secured by real estate) with only those exceptions or exclusions acceptable to VCEDA and including all endorsements required by VCEDA, together with a UCC-11 (or equivalent) report showing no liens except as permitted in writing by VCEDA.

15. **Environmental Compliance/Report:** Evidence satisfactory to VCEDA that the subject property does not contain and is not within any area designated as a hazardous waste site or as wetlands by any federal, state, or other governmental authority, that the property does not contain and has never contained any hazardous, toxic or regulated substance and that neither the property nor any use or activity thereon violates or is or could be subject to any response, remediation, clean-up or other obligation under any law or other legal requirement pertaining to health or the environment. Without limiting the foregoing, VCEDA shall have received a written report of an environmental assessment, satisfactory to VCEDA, by an expert environmental site assessment engineering firm acceptable to VCEDA, and such subsequent environmental assessments as are required by VCEDA.
16. **Attorney's Opinion:** The written opinion(s) of counsel for Dominion Aquaculture, LLC and addressed to VCEDA confirming the legal status and authority of Dominion Aquaculture, LLC, the due authorization, execution and delivery, and the validity, binding effect and enforceability of the loan documents, the creation, validity, and perfection of the liens and security interests created by the loan documents and such other matters as VCEDA requests. Such counsel and opinion(s) must be satisfactory to VCEDA.
17. **Project Conditions and Compliance:** Evidence that the project and Dominion Aquaculture's business operations at the project location comply with all applicable laws. VCEDA shall also be provided with copies of all necessary approvals and permits for any construction on the project location, as well copies of any pertinent construction contracts.
18. **Checks:** At the loan closing, Dominion Aquaculture will be responsible for providing payment for all recording and filing fees related to loan documents that VCEDA requires to be filed or recorded (e.g., deed of trust, UCC-1 financing statement(s), etc., as applicable), and for payment to VCEDA of the required loan closing fee of one-half percent (1/2%) of the maximum approved amount of the loan.

Mr. John Schiering
Ms. Lala Korall
November 19, 2018
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19. **Miscellaneous:** Such other evidence, documents, certificates, and items requested by VCEDA that are customarily required by VCEDA and/or in loan transactions of this type.

The foregoing is supplementary to my letter to you dated August 22, 2017, and is subject to all terms and conditions of that letter. The foregoing is also subject to any changes in the loan approval and/or loan closing requirements that may be approved or required by the VCEDA Board subsequent to the date of this letter. If you have any questions whatsoever, please do not hesitate to let me know.

Sincerely,



Jonathan S. Belcher
Executive Director/
General Counsel

Jonathan Belcher

From: McNinch, Sandi <SMcNinch@vedp.org>
Sent: Monday, June 22, 2020 12:09 PM
To: Jonathan Belcher
Cc: McNinch, Sandi; Goodwin, Katherine; Hurt, Lindsay
Subject: RE: VEDP signoff on "Project Jonah"
Attachments: VCEDA Letter to Project Jonah Nov 2018.pdf

Thanks, Jonathan. Will a letter simply updating the 2017 letter suffice, or are you looking for something else?

Sandi.

From: Jonathan Belcher <jonathan@vaceda.org>
Sent: Monday, June 22, 2020 11:26 AM
To: McNinch, Sandi <SMcNinch@vedp.org>
Subject: RE: VEDP signoff on "Project Jonah"

Hello Sandi. Please see item #5 of the attached letter dated 11/19/18. Based on this, I would say we need something more current than 2017. If you need to discuss, just let me know.

Confidential
Working Papers

Jonathan S. Belcher
Executive Director/General Counsel
Virginia Coalfield Economic Development Authority
P.O. Box 1060
Lebanon, Virginia 24266
Phone (276) 889-0381
Website: www.v-region.org

From: McNinch, Sandi <SMcNinch@vedp.org>
Sent: Monday, June 22, 2020 8:22 AM
To: Jonathan Belcher <jonathan@vaceda.org>
Cc: McNinch, Sandi <SMcNinch@vedp.org>
Subject: RE: VEDP signoff on "Project Jonah"

Sorry – Me again. We have this 2017 letter. Perhaps this is what the requestor was referring to.

Is there anything else that you are awaiting from us?

S.

From: McNinch, Sandi
Sent: Monday, June 22, 2020 8:04 AM
To: jonathan@vaceda.org

Cc: McNinch, Sandi <SMcNinch@vedp.org>
Subject: FW: VEDP signoff on "Project Jonah"

Good morning, Jonathan – We have received this FOIA request related to Project Jonah.

The request suggests that VCEDA is awaiting a letter from VEDP to unlock a \$10 million loan. Is any of that true?

Sandi.

From: Grant Smith <gsmith@irmep.org>
Sent: Friday, June 19, 2020 2:39 PM
To: McNinch, Sandi <SMcNinch@vedp.org>
Subject: VEDP signoff on "Project Jonah"

Dear FOIA officer

According to news reports, the "Project Jonah" aquaculture project is moving ahead in Tazewell County.
https://www.swvatoday.com/news/article_fdb680f2-a74e-11ea-98d4-2fbdd427198c.html

According to VCEDA stipulations on a proposed \$10 million loan to Project Jonah (aka Ecosus, aka Dominion Aquaculture, aka Pure Salmon) VEDP must provide a letter of approval before VCEDA can close on the loan.

In accordance with the Virginia Freedom of Information Act (§ 2.2 -3700 et seq.) I request a copy of VEDP's letter of approval on Project Jonah.

In order to help to determine my status, to assess fees, you should know that I am a representative of the news media reporting for the *Washington Report on Middle East Affairs* magazine. This request is made as part of news gathering and not for a commercial use. The *Washington Report on Middle East Affairs* has substantial circulation in Virginia. My press pass is attached.

I therefore request a waiver of all search fees for this request. Disclosure of the requested information to me is in the public interest because it is likely to contribute significantly to public understanding of the operations or activities of the government and is not primarily in my commercial interest.

I am willing to pay reproduction costs for this request up to a maximum of \$50. If you estimate that the fees will exceed this limit, please inform me first.

Thank you for your consideration of this request.

Sincerely,



Grant F. Smith

Attachment: Press Credential

VIRGINIA COALFIELD ECONOMIC DEVELOPMENT AUTHORITY

P.O. Box 1060
527 East Main Street
Lebanon, Virginia 24266



Telephone: 276/889-0381
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November 19, 2018

Confidential

Mr. John Schiering, Chief Operating Officer
Ms. Lala Korall, Vice President
Dominion Aquaculture, LLC
P.O. Box 42393
Henrico, Virginia 23242

Dear John and Lala:

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Mr. John Schiering
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November 19, 2018
Page 2 (Confidential)

certificate from your attorney certifying VCEDA's lien position on the machinery, tools, and/or equipment.)

3. **Availability of Private Funds:** The loan cannot be closed until, and the loan approval is specifically contingent upon, Project Jonah providing written evidence satisfactory to the VCEDA Board of the closing and availability of at least \$110 million (U.S.) of private funds for the project in Tazewell and Russell Counties, Virginia, and the approval of the VCEDA Board at a duly called meeting of the VCEDA Board.
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5. **Letter of Support from VEDP:** The loan cannot be closed until, and the loan approval is specifically contingent upon, VCEDA's receipt of an updated letter of support for the project from the Virginia Economic Development Partnership ("VEDP"), which shall be satisfactory to the VCEDA Board.
6. **Company Borrowing Resolution:** Prior to the loan closing, VCEDA will need a copy of a resolution from the entity signing the loan documents (Dominion Aquaculture, LLC) authorizing the borrowing of the up to \$10,000,000.00 loan from VCEDA and authorizing the appropriate official(s) of the company to execute the loan documents, including the loan agreement, promissory note, deed of trust (if applicable) and security agreement (if applicable).
7. **Loan Documents:** At the closing, certain loan documents will need to be signed by Dominion Aquaculture, LLC, including a loan agreement, promissory note, deed of trust (if applicable), and security agreement (if applicable). These will all need to be duly executed, acknowledged, and delivered, and shall contain such representations and warranties, affirmative and negative covenants, and additional terms and conditions as VCEDA may require.
8. **Authority and Capacity:** Evidence of the existence, good standing, authority and capacity of Dominion Aquaculture, LLC and each guarantor (if any) and their respective constituents and representatives as VCEDA may require, to include at a

Mr. John Schiering
Ms. Lala Korall
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minimum a certificate of good standing from the Virginia State Corporation Commission on Dominion Aquaculture, LLC and each guarantor (if any), copies of their organizational documents (which shall be subject to review and approval by VCEDA), and certificates of non-foreign status from Dominion Aquaculture, LLC.

9. **Survey:** If the collateral includes real estate, VCEDA shall be furnished with a current survey of the land and any improvements thereon by a registered professional surveyor satisfactory to VCEDA and each title insurer, reflecting no intrusions or protrusions over any property line, setback line, easement, or other restricted area and showing a state of facts satisfactory to VCEDA, signed, sealed, and certified by the surveyor in form and content satisfactory to VCEDA and each title insurer.
10. **Flood Hazards:** Evidence that the project location is not within an area identified as having special flood hazards, or evidence of flood insurance as required by applicable law.
11. **Insurance:** Effective, paid-up policies of fire and all-risk replacement cost coverage of all insurable property with standard mortgage clause in favor of VCEDA and with loss proceeds payable to VCEDA; comprehensive general public liability insurance with VCEDA as additional insured; and such other or additional insurance, and covering such risks, as VCEDA may require. All policies must be written by insurers, in amounts, and with endorsements, and on terms and conditions, satisfactory to VCEDA.
12. **Appraisal:** As required by VCEDA, an appraisal of the collateral securing the loan in form and content acceptable to VCEDA, and from licensed appraiser(s) satisfactory to VCEDA.
13. **Financial Statements:** Financial statements in form and content satisfactory to VCEDA evidencing a financial condition of Dominion Aquaculture, LLC, any guarantors, and such parties that is satisfactory to VCEDA and subsequent financial statements from such parties as required by VCEDA.
14. **Title Insurance/Lien Searches:** A binding commitment for ALTA mortgagee title insurance in form satisfactory to VCEDA (with complete, legible copies of all plats and exception documents) (if the loan is secured by real estate), and for Dominion Aquaculture, LLC reports of searches of the central and local UCC, tax lien, and judgment records, indicating no liens of record except as permitted in writing by

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VCEDA. Promptly after closing, a ALTA mortgagee title insurance policy in the loan amount (if the loan is secured by real estate) with only those exceptions or exclusions acceptable to VCEDA and including all endorsements required by VCEDA, together with a UCC-11 (or equivalent) report showing no liens except as permitted in writing by VCEDA.

15. **Environmental Compliance/Report:** Evidence satisfactory to VCEDA that the subject property does not contain and is not within any area designated as a hazardous waste site or as wetlands by any federal, state, or other governmental authority, that the property does not contain and has never contained any hazardous, toxic or regulated substance and that neither the property nor any use or activity thereon violates or is or could be subject to any response, remediation, clean-up or other obligation under any law or other legal requirement pertaining to health or the environment. Without limiting the foregoing, VCEDA shall have received a written report of an environmental assessment, satisfactory to VCEDA, by an expert environmental site assessment engineering firm acceptable to VCEDA, and such subsequent environmental assessments as are required by VCEDA.
16. **Attorney's Opinion:** The written opinion(s) of counsel for Dominion Aquaculture, LLC and addressed to VCEDA confirming the legal status and authority of Dominion Aquaculture, LLC, the due authorization, execution and delivery, and the validity, binding effect and enforceability of the loan documents, the creation, validity, and perfection of the liens and security interests created by the loan documents and such other matters as VCEDA requests. Such counsel and opinion(s) must be satisfactory to VCEDA.
17. **Project Conditions and Compliance:** Evidence that the project and Dominion Aquaculture's business operations at the project location comply with all applicable laws. VCEDA shall also be provided with copies of all necessary approvals and permits for any construction on the project location, as well copies of any pertinent construction contracts.
18. **Checks:** At the loan closing, Dominion Aquaculture will be responsible for providing payment for all recording and filing fees related to loan documents that VCEDA requires to be filed or recorded (e.g., deed of trust, UCC-1 financing statement(s), etc., as applicable), and for payment to VCEDA of the required loan closing fee of one-half percent (1/2%) of the maximum approved amount of the loan.

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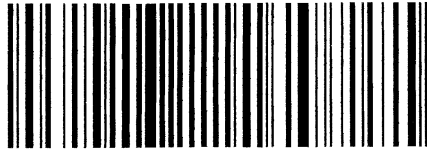
19. **Miscellaneous:** Such other evidence, documents, certificates, and items requested by VCEDA that are customarily required by VCEDA and/or in loan transactions of this type.

The foregoing is supplementary to my letter to you dated August 22, 2017, and is subject to all terms and conditions of that letter. The foregoing is also subject to any changes in the loan approval and/or loan closing requirements that may be approved or required by the VCEDA Board subsequent to the date of this letter. If you have any questions whatsoever, please do not hesitate to let me know.

Sincerely,



Jonathan S. Belcher
Executive Director/
General Counsel



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