

**DSPC MINUTES OF BOARD MEETING  
Public Session**

May 22, 2026, at 8:00 a.m.  
Buena Vista, 661 S. Dupont Hwy, New Castle, DE  
And Virtual

**DSPC Board of Directors:**

Charuni Patibanda-Sanchez	Chair	Present
Fred Sears, II	Vice Chair	Present*
Karen Bifferato	Director	Present*
Darius Brown	Director	Present*
David Burt	Director	Present*
Joshua Bushweller	Director	Present*
Ronald “Kimoko” Harris	Director	Present
Shante Hastings	Director	Present*
Debra Heffernan	Director	Present*
Robert “Jerry” Medd	Director	Present*
Ruth Ann Miller	Director	Present*
Michael Smith	Director	Present

Also Present:

Brian Devine, DSPC Executive Director  
Katherine Betterly, Morris Nichols  
Tom McGonigle, Barnes & Thornburg  
Tyler Micik, Department of State  
Brian Midlick\*  
Brian Neckermann\*  
Darryl Baker, Representative of Holt Logistics  
Diego Lopez, Enstructure\*  
Erin Dinyovszky, Enstructure\*  
Eugene Young, Enstructure\*  
Francois Pageron\*

Jeff Twidwell\*  
Jordan Seemans\*  
Karl Baker, Spotlight Delaware\*  
Kyle Connor\*  
Laurie Stovall, Enstructure\*  
Mike Evanko, Enstructure\*  
Richard Korn\*  
Zoom User Identified as “Andrew” \*  
Zoom User Identified as “iPhone” \*  
Zoom User Identified as “Rgimme” \*

*\*Attended Virtually*

**I. Chair Welcome**

The meeting was called to order at 8:02 a.m. with Charuni Patibanda-Sanchez, Chair of the Board, presiding. The Chair welcomed everyone to the public session and each of the members of the Board of Directors introduced themselves.

## II. Executive Session

A motion was made and seconded at 8:05 a.m. to enter executive session to discuss strategy sessions involving legal advice and to discuss the content of documents excluded from the definition of public record in §10002 of Title 29.

## III. Public Session

At 9:14 a.m. the meeting returned to public session. The Chair welcomed everyone back to the public session.

## IV. Consideration of Public Session Minutes of the April 22, 2026 Meeting

The Chair confirmed all the members received and reviewed the minutes from the public session of the April 22, 2026 Board meeting. **Board Director Burt made a motion to approve the public session minutes, and the Vice Chair seconded the motion. With no opposition, the motion was carried unanimously.**

## V. Consideration of the Executive Session Minutes of April 22, 2026 Meeting

The Chair confirmed all the members received and reviewed the minutes from the executive session of the April 22, 2026 Board meeting. **Board Director Medd made a motion to approve the executive session minutes, and Board Director Bushweller seconded the motion. With no opposition, the motion was carried unanimously.**

## VI. Action Items/Resolutions

The Chair invited Executive Director Devine to provide a brief overview of the project relating to the proposed amendment (the "JDA Amendment") to the Joint Development Agreement (the "JDA").

Executive Director Devine provided a brief overview of the scope of Phase 1 of the project. He went on to state that the original JDA set forth the funding share between the DSPC and DSPC's operational partner, Enstructure. The original agreement contemplated an aggregate funding level of \$415 Million for the project. As discussed in the April meeting, the progressive design build contractor and the development team completed a proposal for a stipulated price under the progressive design build agreement, which resulted in a Phase 1 gap of \$185 Million between the funding level in the original JDA and the stipulated price. DSPC has been working with the development team to address the funding gap.

Executive Director Devine went on to provide that DSPC negotiated an agreement with Enstructure to address the funding gap, which would increase both the public and private funding for this project. DSPC is proposing to increase the State funding by \$110 Million, for a total of \$325 Million. The project has secured additional Federal grants which increased the grant funding for this project to \$119 Million. The proposal would also increase Enstructure's funding by \$75 Million, for a total of \$225 Million. DSPC's percentage share for this project is now 48% (such share was 52% in April of 2024). The JDA Amendment addresses the budget gap, and DSPC is confident that DSPC and Enstructure have developed an approach that will minimize unknowns and add greater cost certainty to the project.

Executive Director Devine provided that Enstructure has continued to hold site tours as they have been working to develop Edgemoor, with one more site tour and informational session scheduled for Saturday, June 20<sup>th</sup>.

- a. **Resolution #26-05 – Authorizing Amendment to the Joint Development Agreement:** Ms. Betterly briefed the Board on this resolution, noting that it authorizes the Chair to sign the JDA Amendment. Ms. Betterly explained that the cost for the DCT project is expected to exceed the initial estimated budget due to significant inflation, scope changes to support a fully electrified facility and cost escalation due to tariffs. Pursuant to Resolution #26-04, the Board authorized the Chair and Vice Chair to negotiate with Enstructure regarding the additional funding responsibilities. DSPC and Enstructure negotiated the JDA Amendment, and this Resolution authorizes the execution and delivery thereof.

Before taking questions and comments from the Board, the Chair invited the public to make comments on this resolution only, noting general public comments can be made at the end of the meeting. The following public comments were made:

- Darryl Baker, Representative of Holt Logistics, Inc. in Philadelphia: Mr. Baker reiterated that the State will be paying more money for this project and does not agree that the numbers being provided make sense.

There being no further public comment, the Chair asked the Board for any questions or comments regarding this Resolution. Board Director Smith conveyed his appreciation and thanks to the Chair for all her hard work and negotiations with Enstructure on the amended JDA.

There being no questions or further discussion from the Board, the Chair invited a motion. **Accordingly, a motion to approve was made by Board Director Brown and seconded by Board Director Smith. With no opposition, Resolution #26-05 was unanimously approved.**

## VII. General Public Comment

Being no further questions or comments from the Board, the Chair opened the meeting for public comments. The following public comments were made:

- Darryl Baker, Representative for Holt Logistics Inc.: Mr. Baker questioned whether this project would be bonded, stating that the 30-year bonds are higher than they have been in the past and the effect this would have on the project.

With there being no further questions or comments, the Chair thanked all for attending. **The Vice Chair made a motion to adjourn, and Board Director Harris seconded the motion. With no opposition, the meeting was adjourned at 9:28 a.m.**

*Minutes Respectfully Submitted by Bobbi DiVirgilio*