

AGENDA

March 14, 2022

12:00 P.M.

**Institute for Advanced Learning and Research
150 Slayton Avenue, Room 206
Danville, Virginia**

County of Pittsylvania Members

**William V. (“Vic”) Ingram, Chairman
Jessie L. Barksdale
Darrell W. Dalton, Alternate**

City of Danville Members

**Sherman M. Saunders, Vice Chairman
J. Lee Vogler, Jr.
Dr. Gary P. Miller, Alternate**

Staff

**Kenneth F. Larking, City Manager, Danville
Clarence C. Monday, Pittsylvania County Interim Administrator
Christian & Barton, LLP, Legal Counsel to Authority
Susan M. DeMasi, Authority Secretary
Michael L. Adkins, Authority Treasurer**

1. MEETING CALLED TO ORDER

2. ROLL CALL

3. PUBLIC COMMENT PERIOD

Members of the public who desire to comment on a specific agenda item will be heard during this period. The Chairman/Vice Chairman of the Authority may restrict the number of speakers. Each speaker shall be limited to a total of three minutes for comments. *[Please note that the public comment period is not a question-and-answer session between the public and the Authority.]*

4. APPROVAL OF MINUTES OF THE FEBRUARY 14, 2022 REGULAR MEETING.

5. NEW BUSINESS

- A. Consideration of Resolution No. 2022-03-14-5A, approving the \$125,000 broker fee payable to Marcus & Millichap Real Estate Investment Services, Inc., a California corporation, under brokers contract with locality member Pittsylvania County, resulting from the sale of Lots 3C and 3D (GPINs 2347-45-4430 and 2347-47-3841) in the Authority's Cane Creek Centre Industrial Park, located in Pittsylvania County, Virginia and Danville, Virginia, in support of Resolution No. 2022-01-10-7A – Matthew D. Rowe, Director of Economic Development, Pittsylvania County and Michael C. Guanzon, Christian & Barton, LLP, Legal Counsel to the Authority
- B. Consideration of Resolution No. 2022-03-14-5B, approving the proposed building improvements to Lot 9 (GPIN 2347-37-4337) in the Authority's Cane Creek Centre Industrial Park located in Pittsylvania County, Virginia and Danville, Virginia, that will be developed by Tyson Farms, Inc., a North Carolina corporation and subsidiary of Tyson Foods, Inc., a Delaware corporation – Dan Lyons, Senior Associate, Lamar Johnson Collaborative, and Emily Ragsdale, Director of Community Development, Pittsylvania County
- C. Consideration of Resolution No. 2022-03-14-5C, approving the expanded role of A. Kent Shelton, P.E., as set forth in Resolutions 2017-03-13-5C, 2017-11-15-5D, 2018-12-10-5A and 2019-12-09-5C, to serve as the project monitor and limited inspector for the Lots 1 and 2 Graded Pad Project of the Authority's Southern Virginia Mega Site at Berry Hill Project, at an estimated additional cost of \$28,000.00 (hourly rate of \$40) – Richard Drazenovich, Danville City Director of Public Works
- D. Consideration of Resolution No. 2022-03-14-5D, authorizing the negotiation, execution and delivery of an Agreement for Purchase and Sale of Nonpoint Nutrient Offset Credits by and between the Authority and Virginia Nutrient Bank, LLC, a Virginia limited liability company, under which the Authority would purchase

4.69 nutrient credits at a cost of \$84,420.00 to offset the 4.69 pounds of phosphorous generated in connection with the construction of graded pads for Lots 1 and 2 of the Authority's Southern Virginia Megasite at Berry Hill Project, located in Pittsylvania County, Virginia – Richard Hicks, Pittsylvania County Deputy County Administrator and Shawn R. Harden, P.E., Senior Associate, Dewberry Engineers Inc.

- E. Financial Status Reports as of February 28, 2022 – Michael L. Adkins, Authority Treasurer and Henrietta Weaver, Budget Director, City of Danville, Virginia

6. CLOSED SESSION

[During the closed session, all matters discussed shall involve receiving advice from legal counsel, and as such all communications during the closed session shall be considered attorney-client privileged.]

- A. As permitted by Section 2.2-3711(A)(5) of the Code of Virginia, 1950, as amended (“Virginia Code”), for discussion concerning one or more prospective businesses where no previous announcement has been made of that business’s interest in locating its facilities in one or more of the Authority’s projects, located in Pittsylvania County, Virginia, and/or Danville, Virginia; and
- B. As permitted by Virginia Code § 2.2-3711(A)(39) for discussion or consideration of records excluded under Virginia Code § 2.2-3705.6(3) (including without limitation (i) those certain confidential proprietary records voluntarily provided by private business pursuant to a promise of confidentiality from the Authority, and used by the Authority for business and trade development and (ii) those certain memoranda, working papers, or other information related to businesses that are considering locating or expanding in Virginia, prepared by the Authority, where competition or bargaining is involved and where disclosure of such information would adversely affect the financial interest of the Authority); such information being excluded from mandatory disclosure under Virginia Code § 2.2-3705.1(12) (information relating to the negotiation and award of a specific contract pertaining to the Authority’s Southern Virginia Megasite at Berry Hill project, Cyber Park project and/or Cane Creek Centre project, where competition or bargaining is involved and where the release of such information would adversely affect the bargaining power or negotiating strategy of the Authority) and Virginia Code § 2.2-3705.1(8) (appraisals and cost estimates of real property in one or more of the Authority’s projects subject to a proposed purchase, sale, or lease, prior to the completion of such purchase, sale, or lease); and
- C. As permitted by Virginia Code § 2.2-3711(A)(3) for discussion or consideration of the acquisition and/or the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority; and



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- D. As permitted by Virginia Code § 2.2-3711(A)(8) for consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel; and
- E. As permitted by Virginia Code § 2.2-3711(A)(29) for discussion of the award of a public contract involving the expenditures of public funds where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Authority.

RETURN TO OPEN SESSION

- F. Confirmation of Motion and Vote to Reconvene in Open Meeting.
- G. Motion to Certify Closed Meeting.

7. COMMUNICATIONS FROM:

- A. Authority Board Members
- B. Staff

8. ADJOURN

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 4
Meeting Date:	03/14/2022
Subject:	Meeting Minutes
From:	Susan M. DeMasi, Authority Secretary

SUMMARY

Attached for the Board's approval are the Meeting Minutes from the February 14, 2022 Meeting.

ATTACHMENTS

Meeting Minutes – 02/14/2022

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Minutes

February 14, 2022

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:15 p.m. on the above date at the Institute for Advanced Learning and Research, 150 Slayton Avenue, Room 206, Danville, Virginia. Present were City of Danville Members Vice Chairman Sherman M. Saunders, J. Lee Vogler, Jr., and Alternate Dr. Gary P. Miller. Pittsylvania County Members present were Chairman Vic Ingram, Jessie Barksdale, and Alternate Darrell Dalton. *(Mr. Saunders entered the meeting at 12:25 p.m.)*

City/County staff members attending were: City Manager Ken Larking, Deputy City Manager Earl Reynolds, Interim County Administrator Clarence Monday, City of Danville Director of Economic Development Corrie Bobe, Assistant Director of Economic Development Barbara Fiedor, Pittsylvania County Director of Economic Development Matt Rowe, Pittsylvania County Project Manager Kattie Saunders, City of Danville Chief Financial Officer and Authority Treasurer Michael Adkins, City of Danville Budget Director Henrietta Weaver, Pittsylvania County Director of Finance Kim Van Der Hyde, Christian & Barton Attorney Michael C. Guanzon, and Secretary to the Authority Susan DeMasi. Also present were Shawn Harden and Brian Bradner from Dewberry, and City of Danville Director of Utilities Jason Grey.

Chairman Vic Ingram presided.

PUBLIC COMMENT PERIOD

No one present desired to be heard.

APPROVAL OF MINUTES OF THE JANUARY 10, 2022 MEETING

Upon **Motion** by Mr. Vogler and **second** by Mr. Barksdale, Minutes of the January 10, 2022 Meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

NEW BUSINESS

5A. CONSIDERATION OF RESOLUTION 2022-02-15-5A AUTHORIZING MODIFICATION OF THE MEMORANDUM OF UNDERSTANDING – MEGASITE

Director of Utilities Jason Grey explained at the June RIFA meeting, the RIFA Board approved a Memorandum of Understanding between the City, RIFA and County to pay the County back for water and sewer assets that the City will be using to serve Berry Hill; that total was approximately \$792,000. The City and the County finance departments saw that there was one Tobacco Commission grant that was not accounted for, for approximately \$440,000. This was to amend the original MOU to account for that Tobacco Commission grant and to allow the City to pay the County. Mr. Grey noted the sewer projects were complete, what was designed to be completed; most of the water was complete, about 60% with the northern loop, the Transco Route, still needed to be completed.

Mr. Ingram questioned if the water lines were active and Mr. Grey noted he spoke with Chris Adcock from the County, and he was looking at bringing water down to the park for fire plugs. Mr. Ingram explained he had been approached by two fire departments who had car fires, needed to tap into the water line, and he didn't know if that was written into the MOU. Mr. Grey explained it was a water quality issue, they wouldn't recommend that water to be used for domestic use, but it would certainly be able to be used for fire plugs.

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Mr. Vogler **moved** for adoption of *Resolution No. 2022-02-14-5A, authorizing the modification of that certain Memorandum of Understanding - Megasite with the Authority, the County of Pittsylvania, Virginia, and the City of Danville, Virginia, pursuant to Resolution No. 2021-06-14-5K, for the provision of water and sewer services for the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, in order to correct the amount of funds owed under the Memorandum of Understanding – Megasite.*

The Motion was **seconded** by Mr. Barksdale and carried by the following vote:

VOTE: 3-0
AYE: Barksdale, Ingram, Vogler (3)
NAY: None (0)

5B. CONSIDERATION OF RESOLUTION NO. 2022-02-14-5B AUTHORIZING EXECUTION AND RECORDATION OF AMENDMENTS TO THE DECLARATION OF PROTECTIVE COVENANTS

Pittsylvania County Director of Economic Development Matt Rowe noted they were working on acquiring all the necessary right of ways for the connector road, and the final one was through the Triangle Brick property. Strata Solar got that property for a solar project, and Dominion acquired the project; Dominion needs a right of way through RIFA property to get to the new substation that was being constructed. Legal Counsel Michael Guanzon explained this was approved in a prior deal where RIFA would be purchasing land for the right of way from the Triangle Brick property and in exchange, give them an easement to get to the substation. There were two separate transactions, but they were conditioned to each so one can't be closed out without being ready to close on the other. Dominion was looking at the Restrictive Covenants for Berry Hill and wanted to make sure they were allowed to do it. This Resolution was to amend the Restrictive Covenants to make some clarifications that they can do what they set out to do.

Mr. Vogler **moved** for adoption of *Resolution No. 2022-02-14-5B, authorizing the execution and recordation of one or more amendments to those certain Declaration of Protective Covenants dated August 14, 2017, and Supplemental Declaration of Protective Covenants dated October 1, 2017, as amended by that certain Amendment to Declaration of Protective Covenants dated June 24, 2020, covering the Authority's Southern Virginia Megasite at Berry Hill project located in Pittsylvania County, Virginia, to allow and to facilitate the construction, development and operation of interconnection facilities by Virginia Electric and Power Company, a Virginia corporation.*

The Motion was **seconded** by Mr. Barksdale and carried by the following vote:

VOTE: 3-0
AYE: Barksdale, Ingram, Vogler (3)
NAY: None (0)

5C. CONSIDERATION OF RESOLUTION NO. 2022-02-14-5C APPROVING AMENDMENT NO. 33 WITH DEWBERRY ENGINEERS

Mr. Rowe explained this item was to provide stormwater and wetlands planning, and an application for permitting for a 700-acre pad site at the Megasite; RIFA has active projects

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that were time sensitive and would require this planning and permitting to be done. The Megasite itself has all the water and sewer capacity in place to serve a large user within a very quick timeframe. Norfolk Southern has completed its upgrades on the rail side to make sure it had a high level of rail service. Natural Gas capacity was there for a large user as well. Appalachian Power was actively relocating the 69kV line and also installing the new 138kV transmission line and substation. They have worked with the Dewberry team to refine the numbers and find it to be a competitive figure utilizing the existing service contract with them; the funds were available in the unallocated fund balance. Ms. Bobe noted that each project that comes through seems to have a faster turnaround time for beginning operations. Being able to do this process now helps RIFA check the box that they can meet those needs in a timely manner and helps shave off a significant amount of time for them to begin construction.

Mr. Barksdale **moved** for adoption of *Resolution No. 2022-02-14-5C, approving Amendment No. 33, dated January 28, 2022, with Dewberry Engineers Inc., a New York corporation, for engineering services related to the Mega Park Master Plan, to provide pad expansion services for the Authority's Southern Virginia Megasite at Berry Hill project, located in Pittsylvania County, Virginia, at a lump sum fee of \$191,000.00.*

The Motion was **seconded** by Mr. Vogler and carried by the following vote:

VOTE: 4-0
AYE: Barksdale, Ingram, Saunders, Vogler (4)
NAY: None (0)

5D. CONSIDERATION OF RESOLUTION NO. 2022-02-14-5D, AUTHORIZING THE EXECUTION OF DEEDS OF DEDICATION AND DEEDS OF EASEMENT FOR PUBLIC STREET PURPOSES LOCATED IN, OR IN CLOSE PROXIMITY TO, THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL

Mr. Rowe noted staff has acquired the Nance, Mills and Weatherford properties and were in the closing process with the Dominion site. Staff met with VDOT last week, and VDOT now has the connector road plans finished, engineered and in the final stages of going out to bid in September of this year. As part of that, RIFA needs to turn those easements over to VDOT so they can proceed with the project. Mr. Guanzon and his team were reviewing the deed and title work that has been sent over by VDOT.

Mr. Barksdale **moved** for adoption of *Resolution No. 2022-02-14-5D, authorizing the negotiation, execution and delivery of Deeds of Dedication and Deeds of Easement for public street purposes and approving related development plans, consisting of certain portions of real property located in, or in close proximity to, the Authority's Southern Virginia Megasite at Berry Hill project located in Pittsylvania County, Virginia, in furtherance of the Virginia Department of Transportation's construction of the Berry Hill Connector Road.*

The Motion was **seconded** by Mr. Vogler and carried by the following vote:

VOTE: 4-0
AYE: Barksdale, Ingram, Saunders, Vogler (4)
NAY: None (0)

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5D. FINANCIAL STATUS REPORTS AS OF JANUARY 31, 2022

Authority Treasurer Michael Adkins gave the Financial Status report as of January 31, 2022 beginning with the Cane Creek Bonds which had one expenditure during the month of January of \$9,180 to Dewberry for Lot 9 surveying. General Expenditures for Fiscal Year 2022 show RIFA paid \$13,100 to Brown, Edwards for the Fiscal Year 2021 Audit reported on last month, \$726 for meals, \$76 for Utilities and \$29 to certify a letter by FedEx. Berry Hill Funding Other than Bonds showed no activity for January. Lots 1 and 2 did have an expenditure of \$24,750 to Dewberry for work completed under Amendment #30. Water and Sewer at Berry Hill showed \$6,310 expended to Dewberry for work under Amendment #20 and \$78,780 to CW Cauley & Son for Phase 1 of the Water infrastructure. Cyberpark Site Development showed no activity through January. Rent, Interest and Other Income for Fiscal Year 2022 show RIFA received \$43,932 from the Institute for the December and January rent for the Hawkins' building, \$1,200 from Mountain Valley Farms for the lease, and \$1,500 from AEP for the storage lease. The checking account earned \$19 in interest in January and RIFA also received \$3,575 from Pittsylvania County, for the County's share of MEP's rent for the month. RIFA expended \$21,966 to the Institute for Hawkins' Building maintenance agreement and \$7,150 to the Institute for payment of MEP's rent.

Mr. Barksdale **moved** to accept the Financial Report as presented; the Motion was **seconded** by Mr. Vogler and carried by the following vote:

VOTE: 4-0
AYE: Barksdale, Ingram, Saunders, Vogler (4)
NAY: None (0)

6. CLOSED SESSION

City Manager Ken Larking asked the Board to consider allowing Michael Adkins, Authority Treasurer to sit in on closed session meetings so they will have a greater understanding of the financial transactions taking place and help the Board and Staff stay on top of what was necessary to meet the needs of RIFA. Mr. Guanzon noted that was already discussed with the Chairman, and Ms. Van Der Hyde from the County would be included as well.

[During the closed session, all matters discussed shall involve receiving advice from legal counsel, and as such all communications during the closed session shall be considered attorney-client privileged.]

At 12:33 p.m. Mr. Saunders **moved** that the Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority be recessed in a Closed Meeting for the following purposes:

- A. As permitted by Section 2.2-3711(A)(5) of the Code of Virginia, 1950, as amended ("Virginia Code"), for discussion concerning one or more prospective businesses where no previous announcement has been made of that business's interest in locating its facilities in one or more of the Authority's projects, located in Pittsylvania County, Virginia, and/or Danville, Virginia; and
- B. As permitted by Virginia Code § 2.2-3711(A)(39) for discussion or consideration of records excluded under Virginia Code § 2.2-3705.6(3) (including without limitation (i) those certain confidential proprietary records voluntarily provided by private business

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pursuant to a promise of confidentiality from the Authority, and used by the Authority for business and trade development and (ii) those certain memoranda, working papers, or other information related to businesses that are considering locating or expanding in Virginia, prepared by the Authority, where competition or bargaining is involved and where disclosure of such information would adversely affect the financial interest of the Authority); such information being excluded from mandatory disclosure under Virginia Code § 2.2-3705.1(12) (information relating to the negotiation and award of a specific contract pertaining to the Authority's Southern Virginia Megasite at Berry Hill project, Cyber Park project and/or Cane Creek Centre project, where competition or bargaining is involved and where the release of such information would adversely affect the bargaining power or negotiating strategy of the Authority) and Virginia Code § 2.2- 3705.1(8) (appraisals and cost estimates of real property in one or more of the Authority's projects subject to a proposed purchase, sale, or lease, prior to the completion of such purchase, sale, or lease); and

- C. As permitted by Virginia Code § 2.2-3711(A)(3) for discussion or consideration of the acquisition and/or the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority; and
- D. As permitted by Virginia Code § 2.2-3711(A)(8) for consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel; and
- E. As permitted by Virginia Code § 2.2-3711(A)(29) for discussion of the award of a public contract involving the expenditures of public funds where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Authority.

The Motion was **seconded** by Mr. Vogler and carried by the following vote:

VOTE: 4-0
AYE: Barksdale, Ingram, Saunders, Vogler (4)
NAY: None (0)

RETURN TO OPEN SESSION

On **Motion** by Mr. Saunders and **second** by Mr. Vogler and by unanimous vote at 1:20 p.m., the Authority returned to open meeting.

Mr. Vogler **moved** for adoption of the following Resolution:

WHEREAS, the Authority convened in Closed Meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Freedom of Information Act; and

WHEREAS, Section 2.2-3711 of the Code of Virginia, 1950, as amended, requires a Certification by the Authority that such Closed Meeting was conducted in conformity with Virginia Law;

NOW, THEREFORE, BE IT RESOLVED that the Authority hereby certifies that, to the best of

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each Member's knowledge, (i) only public business matters lawfully exempted by the open meeting requirements of Virginia Law were discussed in the Closed Meeting to which this Certification Resolution applies, and (ii) only such public business matters as were identified in the motion convening the Closed Meeting were heard, discussed, or considered by the Authority.

The Motion was **seconded** by Mr. Barksdale and carried by the following vote:

VOTE: 3-0
AYE: Barksdale, Ingram, and Vogler (3)
NAY: None (0)

Mr. Saunders stepped out of the meeting briefly.

NEW BUSINESS CONTINUED

7A. CONSIDERATION OF RESOLUTION NO. 2022-02-14-7A, IN RECOGNITION OF SERVICE OF ROBERT W. WARREN TO THE AUTHORITY AS A CHAIRMAN, VICE CHAIRMAN AND DIRECTOR

Mr. Vogler **moved** for adoption of a *Resolution in Recognition of Service of Robert W. Warren to the Authority as a Chairman, Vice Chairman and Director.*

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the "**Authority**") is a political subdivision of the Commonwealth of Virginia duly created by the cooperation and the joint action of the Danville City Council and the Pittsylvania County Board of Supervisors, pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, the purpose of the Authority is to enhance the economic base for its Member Localities of the City of Danville and Pittsylvania County, Virginia, by developing, owning, and operating one or more facilities on a cooperative basis; and

WHEREAS, beginning in January 2018, Robert W. Warren served as a Chairman, Vice Chairman and Member of the Board of Directors of the Authority, providing the guidance and leadership necessary for the Authority to fulfill its statutory purpose and to move forward in developing the economic future of the Danville-Pittsylvania County Region; and

WHEREAS, Robert W. Warren's service on the Board of Directors of the Authority ended contemporaneously with the December 31, 2021 expiration of his term of office as a Member of the Pittsylvania County Board of Supervisors.

NOW, THEREFORE, BE IT RESOLVED, that the Authority's Board of Directors, on behalf of themselves and the Authority's support staff, hereby expresses its sincere appreciation for the distinguished service of Robert W. Warren to the Authority; recognizes his devotion, duty and exemplary leadership to the Authority; and wishes him success in his future endeavors.

The Motion was **seconded** by Mr. Barksdale and carried by the following vote:

VOTE: 4-0
AYE: Barksdale, Ingram, Saunders and Vogler (4)
NAY: None (0)

7B. CONSIDERATION OF RESOLUTION NO. 2022-02-14-7B, IN RECOGNITION OF SERVICE OF RONALD S. SCEARCE TO THE AUTHORITY AS A VICE CHAIRMAN AND DIRECTOR

Mr. Vogler **moved** for adoption of a *Resolution in Recognition of Service of Ronald S. Scarce to the Authority as a Vice Chairman and Director*:

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the "**Authority**") is a political subdivision of the Commonwealth of Virginia duly created by the cooperation and the joint action of the Danville City Council and the Pittsylvania County Board of Supervisors, pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, the purpose of the Authority is to enhance the economic base for its Member Localities of the City of Danville and Pittsylvania County, Virginia, by developing, owning, and operating one or more facilities on a cooperative basis; and

WHEREAS, beginning in January 2018, Ronald S. Scarce served as a Vice Chairman and Member of the Board of Directors of the Authority, providing the guidance and leadership necessary for the Authority to fulfill its statutory purpose and to move forward in developing the economic future of the Danville-Pittsylvania County Region; and

WHEREAS, Ronald S. Scarce's service on the Board of Directors of the Authority ended contemporaneously with the December 31, 2021 expiration of his term of office as a Member of the Pittsylvania County Board of Supervisors.

NOW, THEREFORE, BE IT RESOLVED, that the Authority's Board of Directors, on behalf of themselves and the Authority's support staff, hereby expresses its sincere appreciation for the distinguished service of Ronald S. Scarce to the Authority; recognizes his devotion, duty and exemplary leadership to the Authority; and wishes him success in his future endeavors.

The Motion was **seconded** by Mr. Saunders and carried by the following vote:

VOTE: 4-0
AYE: Barksdale, Ingram, Saunders and Vogler (4)
NAY: None (0)

7C. CONSIDERATION OF RESOLUTION NO. 2022-02-14-7C, IN MEMORIAM OF HENRY A. DAVIS, JR., FORMER DIRECTOR OF THE AUTHORITY

Mr. Vogler **moved** for adoption of a *Resolution in Memoriam of Henry A. Davis, Jr., former Director of the Authority*:

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the "**Authority**") is a political subdivision of the Commonwealth of Virginia duly created by the cooperation and the joint action of the Danville City Council and the Pittsylvania County Board of Supervisors, pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, the purpose of the Authority is to enhance the economic base for its Member Localities of the City of Danville and Pittsylvania County, Virginia, by developing, owning, and operating one or more facilities on a cooperative basis; and

WHEREAS, beginning in January 2010, Henry A. Davis, Jr. served as a Member of the Board of Directors of the Authority, providing the guidance and leadership necessary for the Authority to fulfill its statutory purpose and to move forward in developing the economic future of the Danville-Pittsylvania County Region; and

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WHEREAS, Henry A. Davis, Jr.'s service on the Board of Directors of the Authority ended in December 2011.

NOW, THEREFORE, BE IT RESOLVED, that the Authority's Board of Directors, on behalf of themselves and the Authority's support staff, hereby recognize posthumously Henry A. Davis, Jr. for his remarkable achievements and the many unique contributions of dedication, determination, leadership, and service; and do hereby express sincere sympathy from the Authority to his family, friends, and colleagues.

The Motion was **seconded** by Mr. Barksdale and carried by the following vote:

VOTE: 4-0
AYE: Barksdale, Ingram, Saunders and Vogler (4)
NAY: None (0)

COMMUNICATIONS

Mr. Barksdale noted it was a great meeting.

Mr. Saunders stated it was a great meeting and was glad to be of service to the region.

Mr. Vogler reminded everyone it was Valentine's Day, and he loved this region.

Mr. Ingram thanked Mr. Vogler for reading the Resolutions, and thanked staff for what they were doing.

Mr. Monday noted he was glad to be back, he was impressed by the progress he has seen since the five years he has been away and looked forward to getting out to Berry Hill and Cane Creek to see some of the successes he has read about.

Mr. Guanzon explained RIFA has received their trademarks for the name, Southern Virginia Megasite at Berry Hill, and presented them to the Board.

Meeting Adjourned at 1:58 PM

APPROVED:

Chairman

Secretary to the Authority

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5A
Meeting Date:	03/14/2022
Subject:	Resolution 2022-03-14-5A Matthew D. Rowe, Director of Economic Development
From:	Pittsylvania County Michael C. Guanzon, Esq., Legal Counsel to the Authority

SUMMARY

The Board will be asked to approve Resolution 2022-03-14-5A approving the \$125,000 broker fee payable to Marcus & Millichap.

ATTACHMENT

Resolution 2022-03-14-5A

Resolution No. 2022-03-14-5A

A RESOLUTION APPROVING THE \$125,000 BROKER FEE PAYABLE TO MARCUS & MILLICHAP REAL ESTATE INVESTMENT SERVICES, INC., A CALIFORNIA CORPORATION, UNDER BROKERS CONTRACT WITH LOCALITY MEMBER PITTSYLVANIA COUNTY, RESULTING FROM THE SALE OF LOTS 3C AND 3D (GPINS 2347-45-4430 AND 2347-47-3841) IN THE AUTHORITY’S CANE CREEK CENTRE INDUSTRIAL PARK, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA AND DANVILLE, VIRGINIA, IN SUPPORT OF RESOLUTION NO. 2022-01-10-7A

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the “**Authority**”) is a political subdivision of the Commonwealth of Virginia duly created pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, the Authority adopted Resolution No. 2022-01-10-7A, approving the Sixth Amendment to Ground Lease, to extend the date of termination under that certain Ground Lease with RealtyLink Investments, LLC (“**RealtyLink**”), or its permitted assignee, for Lots 3C and 3D (the “**Property**”) in the Authority’s Cane Creek Centre Project (“**Cane Creek**”), located in Pittsylvania County, Virginia; and

WHEREAS, Aerofarms Danville Real Estate, LLC, a Virginia limited liability company (“**AeroFarms**”), as a permitted assignee, closed on the purchase of the Property on February 25, 2022; and

WHEREAS, the County of Pittsylvania, Virginia (the “**County**”), had retained Marcus & Millichap Real Estate Investment Services, Inc., a California corporation (“**Marcus & Millichap**”), under a brokers contract to locate and to present developers for potential deals with the County and/or with the Authority, with RealtyLink being one such developer; and

WHEREAS, pursuant to the brokers contract with Marcus & Millichap, Marcus & Millichap is owed a brokers fee equal to One Hundred Twenty Five Thousand and 00/100 Dollars (\$125,000.00) (the “**Brokers Fee**”) from the sale of the Property in Cane Creek; and

WHEREAS, the Authority's Treasurer, as fiscal agent of the Authority, has determined that funding for the Brokers Fee is available within a line item previously approved by the Authority as “**General Funds Contingency**”; and

WHEREAS, the Authority has determined that payment of the Brokers Fee to Marcus & Millichap, in support of Resolution No. 2022-01-10-7A, is necessary and reasonable for furtherance of the Authority’s Cane Creek project and the advancement of the development of Cane Creek.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Authority hereby approves and directs the payment of the Brokers Fee payable to Marcus & Millichap, in support of Resolution No. 2022-01-10-7A.

Resolution No. 2022-03-14-5A

2. The Authority hereby authorizes and directs staff and other agents and representatives working on behalf of the Authority to take such actions and to do all such things as are contemplated by this Resolution, or as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of this Resolution.

3. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Authority, its agents and representatives, in respect to the Brokers Fee and the matters contemplated by this Resolution.

4. This Resolution shall take effect immediately upon its adoption.

- # -

CERTIFICATE

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a regular meeting duly called and held on March 14, 2022, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

WITNESS my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority this 14th day of March 2022.

Susan M. DeMasi, Secretary
Danville-Pittsylvania Regional Industrial Facility
Authority

(SEAL)

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5B
Meeting Date:	03/14/2022
Subject:	Resolution 2022-03-14-5B
From:	Dan Lyons, Lamar Johnson Collaborative and Emily Ragsdale, Director of Community Development Pittsylvania County

SUMMARY

The Board will be asked to approve Resolution 2022-03-14-5B approving the proposed building improvements to Lot 9.

ATTACHMENT

Resolution No. 2022-03-14-5B

A RESOLUTION APPROVING THE PROPOSED BUILDING IMPROVEMENTS TO LOT 9 (GPIN 2347-37-4337) IN THE AUTHORITY’S CANE CREEK CENTRE INDUSTRIAL PARK LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA AND DANVILLE, VIRGINIA, THAT WILL BE DEVELOPED BY TYSON FARMS, INC., A NORTH CAROLINA CORPORATION AND SUBSIDIARY OF TYSON FOODS, INC., A DELAWARE CORPORATION

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the “**Authority**”) is a political subdivision of the Commonwealth of Virginia duly created pursuant to the Virginia Regional Industrial Facilities Act as amended; and

WHEREAS, the Authority adopted Resolution 2021-09-13-5A (“A Resolution ratifying that certain Local Performance Agreement, pursuant to Resolution No. 2021-08-25 Special, with Tyson Foods, Inc., a Delaware corporation and Tyson Farms, Inc., a North Carolina corporation, a previously undisclosed industry recruit, for the establishment and operation of a state-of-the-art, no-kill, food processing facility to process and package ready-to-eat consumer foods in the Authority’s Cane Creek Centre Industrial Park, located in Pittsylvania County, Virginia”); and

WHEREAS, the Authority made that certain Declaration of Restrictive Covenants for the Cane Creek Centre Industrial Park (“**Cane Creek**”), dated July 12, 2000, and recorded in the Clerk's Office of the Circuit Court of the County of Pittsylvania, Virginia, as Instrument No. 05-06158, in Deed Book 1505, at page 237, and recorded in the Clerk's Office of the Circuit Court of the City of Danville, Virginia, as Instrument No. 05-4233, at page 189 (as amended, the “**Restrictive Covenants**”).

WHEREAS, Tyson Farms, Inc., a North Carolina corporation or one of its affiliates (in any case, “**Tyson**s”), has submitted a site plan and a floor plan for the construction of a shell building suitable for light industrial use, to contain approximately 325,000 square feet, to be located in the Authority’s Cane Creek project in Pittsylvania County, Virginia and Danville, Virginia (the “**Building**”), as shown on **Exhibit A**, attached hereto and incorporated herein by this reference; and

WHEREAS, the Authority finds that in its capacity as the Review Committee (as defined in the Restrictive Covenants), the site plan and floor plan for the Building, as submitted by Tysons and recommended by the Pittsylvania County Office of Community Development for approval by the Review Committee, are in compliance with the Restrictive Covenants, but subject to compliance with the applicable provisions of the Zoning Code of Pittsylvania County, Virginia, and the Virginia Uniform Statewide Building Code as determined by the Pittsylvania County Office of Community Development; and

WHEREAS, the Authority has determined that the approval of the site drawings and plans for the Building is in support of Resolution 2021-09-13-5A and is in furtherance of the Authority’s purpose of developing and enhancing its Cane Creek project.

NOW, THEREFORE, BE IT RESOLVED, that

Resolution No. 2022-03-14-5B

1. The Authority hereby approves the site plan and the floor plan for the Building, as submitted by Tysons, as presented by the Pittsylvania County Office of Community Development and as reviewed by the Review Committee (as defined in the Restrictive Covenants) at this meeting, provided, however, that the Pittsylvania County Office of Community Development approves those plans for purposes of complying with the Zoning Code and the Virginia Uniform Statewide Building Code.

2. The Authority hereby authorizes the Chairman and the Vice Chairman, in consultation with the other, to execute and deliver such other documents in connection with the approval of the site plan and the floor plan for the Building, as may be approved by the Chairman (or the Vice Chairman as the case may be), in consultation with the other, such execution by the Chairman (or the Vice Chairman as the case may be) to conclusively establish his approval of such other documents.

3. The Authority hereby authorizes and directs staff and other agents and representatives working on behalf of the Authority to take such actions and to do all such things as are contemplated by the approval of the site plan and the floor plan for the Building or as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of this Resolution.

4. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Authority, its agents and representatives, in respect to the approval of the site plan and the floor plan for the Building and the matters contemplated in this Resolution.

5. This Resolution shall take effect immediately upon its adoption.

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CERTIFICATE

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a regular meeting duly called and held on March 14, 2022, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

WITNESS my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority this 14th day of March 2022.

SUSAN M. DeMASI, Secretary
Danville-Pittsylvania Regional Industrial Facility
Authority

(SEAL)

Exhibit A

(325K Building Plan)

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5C
Meeting Date:	03/14/2022
Subject:	Resolution 2022-03-14-5C Richard Drazenovich, Director of Public Works City of Danville

SUMMARY

The Board will be asked to approve Resolution 2022-03-14-5C approving the expanded role of A. Kent Shelton.

ATTACHMENT

Resolution No. 2022-03-14-5C

A RESOLUTION APPROVING THE EXPANDED ROLE OF A. KENT SHELTON, P.E., AS SET FORTH IN RESOLUTIONS 2017-03-13-5C, 2017-11-15-5D, 2018-12-10-5A and 2019-12-09-5C, TO SERVE AS THE PROJECT MONITOR AND LIMITED INSPECTOR FOR THE LOTS 1 AND 2 GRADED PAD PROJECT OF THE AUTHORITY'S SOUTHERN VIRGINIA MEGA SITE AT BERRY HILL PROJECT, AT AN ESTIMATED ADDITIONAL COST OF \$28,000.00 (HOURLY RATE OF \$40)

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the “**Authority**”) is a political subdivision of the Commonwealth of Virginia duly created pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, the Authority adopted Resolution 2017-03-13-5C, approving the assignment of A. Kent Shelton, P.E. (“**Shelton**”), whom the City of Danville, Virginia (the “**City**”), had retained as an independent contractor for professional engineering services for the City, as the project monitor for the Authority’s Phase 1 Grading Pads Project at the Southern Virginia Mega Site at Berry Hill project (formerly known as the Berry Hill Mega Park project) (the “**SVM**”); and the costs of such services are acknowledged by the Authority as an in-kind service contribution by the City, to be shown on the “due to/due from” balance sheet between the locality members of the Authority, at an hourly rate of \$38 (estimated to be approximately \$23,712 for the duration of the project) plus travel expenses; and

WHEREAS, the Authority adopted Resolution 2017-11-15-5D, approving the expansion of the scope of the professional engineering services provided by Shelton to the Authority’s Phase 1 Sewer Infrastructure Project at the SVM project; and the costs of such services are acknowledged by the Authority as an in-kind service contribution by the City, to be shown on the “due to/due from” balance sheet between the locality members of the Authority, at an hourly rate of \$38 (estimated to be approximately \$39,520.00 for the duration of the project) plus travel expenses; and

WHEREAS, the Authority adopted Resolution 2018-12-10-5A, approving the expansion of the scope of the professional engineering services provided by Shelton to the Authority’s Phase 1 Virginia Water Line Project at the SVM project; and the costs of such services are acknowledged by the Authority as an in-kind service contribution by the City, to be shown on the “due to/due from” balance sheet between the locality members of the Authority, at an hourly rate of \$38 (estimated to be approximately \$29,640.00 for the duration of the project) plus travel expenses; and

WHEREAS, the Authority adopted Resolution 2019-12-09-5C, approving the expansion of the scope of the professional engineering services provided by Shelton to the Authority’s Phase 1 Virginia Water Line project and the Phase 1 Sanitary Sewer project to serve Lot 7 of the SVM; and the costs of such services are acknowledged by the Authority as an in-kind service contribution by the City, to be shown on the “due to/due from” balance sheet between the locality members of the Authority, at an hourly rate of \$38 (estimated to be approximately \$27,560.00 for the duration of the project) plus travel expenses; and

Resolution No. 2022-03-14-5C

WHEREAS, the Authority’s construction of graded pads on Lots 1 and 2 of the SVM project (the “**SVM Lots 1 and 2 Graded Pad Project**”) also requires the same professional engineering services to monitor and to inspect the project for quality control, permit compliance, testing, meetings with the contractor’s superintendent and other items for oversight (collectively, “**Observation Services**”); and

WHEREAS, Shelton is willing (i) to expand the scope of his Observation Services to include the SVM Lots 1 and 2 Graded Pad Project and (ii) to perform limited inspection of the SVM Lots 1 and 2 Graded Pad Project (collectively, “**Limited Inspection Services**”), at the rate of \$40 per hour (estimated to be approximately \$28,00.00 for the duration of the project, based on an estimated 700 hours of work), plus reimbursement of reasonable travel expenses; and

WHEREAS, the City, as a member locality of the Authority, is agreeable to making an in-kind service contribution of Shelton’s expanded Observation Services and Limited Inspection Services to the Authority; and

WHEREAS, the Authority has determined that the proposed in-kind service contribution by the City is necessary and reasonable for furtherance of the Authority’s SVM Lots 1 and 2 Graded Pad Project and the advancement of the development of the SVM.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Authority hereby approves the assignment of Shelton as the project monitor for the Authority’s SVM Lots 1 and 2 Graded Pad Project at the SVM project, to provide Observation Services and Limited Inspection Services.

2. The Authority hereby approves that the Observation Services and the Limited Inspection Services provided by Shelton for the SVM Lots 1 and 2 Graded Pad Project at the SVM project shall be acknowledged as, and deemed to be, an in-kind service contribution by the City, to be shown on the “due to/due from” balance sheet between the locality members of the Authority. The amount of the contribution shall be equal to the payments made by the City to Shelton for the Observation Services and the Limited Inspection Services for the SVM Lots 1 and 2 Graded Pad Project at the SVM project at a rate of \$40 per hour plus reimbursement of reasonable travel expenses.

3. The Authority hereby authorizes the Chairman and the Vice Chairman, in consultation with the other, to execute and to deliver such other documents in connection with the in-kind service contribution by the City pertaining to Observation Services and Limited Inspection Services by Shelton for the SVM Lots 1 and 2 Graded Pad Project at the SVM project, on such terms and conditions as the Chairman or Vice Chairman, in consultation with the other, determines to be reasonable, appropriate and consistent with this Resolution and hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, to execute and deliver all other related documents to consummate the transaction, on behalf of the Authority, such execution of related documents by the Chairman (or Vice Chairman as the case may be) to conclusively establish his approval of any modifications as consulted by and between the Chairman and Vice Chairman.

Resolution No. 2022-03-14-5C

4. The Authority hereby authorizes and directs the Treasurer of the Authority to acknowledge the in-kind service contribution by the City pertaining to Observation Services and Limited Inspection Services by Shelton for the SVM Lots 1 and 2 Graded Pad Project at the SVM project as set forth in this Resolution.

5. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Authority, its agents and representatives, in respect to the in-kind service contribution by the City pertaining to Observation Services and Limited Inspection Services by Shelton for the SVM Lots 1 and 2 Graded Pad Project at the SVM project and the matters contemplated in this Resolution.

6. This Resolution shall take effect immediately upon its adoption.

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CERTIFICATE

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a regular meeting duly called and held on March 14, 2022, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

WITNESS my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority this 14th day of March 2022.

Susan M. DeMasi, Secretary
Danville-Pittsylvania Regional Industrial Facility
Authority

(SEAL)

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5D
Meeting Date:	03/14/2022
Subject:	Resolution 2022-03-14-5D Richard Hicks, Pittsylvania County Deputy County Administrator Shawn Harden, Senior Associate – Dewberry Engineers

SUMMARY

The Board will be asked to approve Resolution 2022-03-14-5D approving the Agreement for Purchase and Sale of Nonpoint Nutrient Offset Credits.

ATTACHMENT

Resolution 2022-03-14-5D

Exhibit A

Resolution No. 2022-03-14-5D

A RESOLUTION AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF AN AGREEMENT FOR PURCHASE AND SALE OF NONPOINT NUTRIENT OFFSET CREDITS BY AND BETWEEN THE AUTHORITY AND VIRGINIA NUTRIENT BANK, LLC, A VIRGINIA LIMITED LIABILITY COMPANY, UNDER WHICH THE AUTHORITY WOULD PURCHASE 4.69 NUTRIENT CREDITS AT A COST OF \$84,420.00 TO OFFSET THE 4.69 POUNDS OF PHOSPHOROUS GENERATED IN CONNECTION WITH THE CONSTRUCTION OF GRADED PADS FOR LOTS 1 AND 2 OF THE AUTHORITY’S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL PROJECT, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the “**Authority**”) is a political subdivision of the Commonwealth of Virginia duly created pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, the Authority desires to enter into an agreement for the purchase and sale of nonpoint nutrient offset credits (“**Nutrient Credit Agreement**”), substantially in the form of **Exhibit A**, attached hereto and incorporated herein by this reference, with Virginia Nutrient Bank, LLC, a Virginia limited liability company (“**VA Nutrient Bank**”), under which the Authority would purchase 4.69 nutrient credits at a cost of \$84,420.00 to offset the 4.69 pounds of phosphorous generated in connection with the construction of graded pads for Lots 1 and 2 of the Authority’s Southern Virginia Megasite at Berry Hill project (“**SVM**”), located in Pittsylvania County, Virginia; and

WHEREAS, the Authority's Treasurer, as fiscal agent of the Authority, has determined that the funding for the purchase under the Nutrient Credit Agreement is available within a line item titled “**SVM at Berry Hill – Lots 1 & 2 Site Development**”; and

WHEREAS, the Authority has determined that it is in the best interests of the Authority, the citizens of Pittsylvania County, Virginia, and the City of Danville, Virginia, and the improvement of SVM for the Authority to negotiate, execute and deliver a Nutrient Credit Agreement substantially in the form of **Exhibit A**, with VA Nutrient Bank.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Authority hereby authorizes and approves the negotiation, execution and delivery of the Nutrient Credit Agreement with VA Nutrient Bank, as described in this Resolution and substantially in the form set forth in **Exhibit A**, each of the Authority’s Chairman and Vice Chairman, in consultation with the other, is authorized to further modify the Nutrient Credit Agreement on such terms and conditions as the Chairman or Vice Chairman, in consultation with the other, determines to be reasonable, appropriate and consistent with this Resolution and hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, to execute and deliver the Nutrient Credit Agreement, and all other related documents to consummate the transaction,

Resolution No. 2022-03-14-5D

on behalf of the Authority, such execution of the Nutrient Credit Agreement, and related documents by the Chairman (or Vice Chairman as the case may be) to conclusively establish his approval of any modifications as consulted by and between the Chairman and Vice Chairman.

2. The Authority hereby authorizes and directs staff and other agents and representatives working on behalf of the Authority to take such actions and to do all such things as are contemplated by the Nutrient Credit Agreement, or as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of these resolutions.

3. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Authority, its agents and representatives, in respect to the Nutrient Credit Agreement and the matters contemplated therein or related thereto on or before the date of this Resolution is adopted.

4. This Resolution shall take effect immediately upon its adoption

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CERTIFICATE

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a regular meeting duly called and held on March 14, 2022, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

WITNESS my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority this 14th day of March 2022.

(SEAL)

SUSAN M. DeMASI, Secretary
Danville-Pittsylvania Regional Industrial
Facility Authority

Exhibit A

(Nutrient Credit Agreement)

AGREEMENT FOR PURCHASE AND SALE OF
NONPOINT NUTRIENT OFFSET CREDITS

This agreement for the Purchase and Sale of Nonpoint Offset Credits (this “Agreement”) is made this ___ day of February, 2022 (the “Effective Date”), between **Virginia Nutrient Bank, LLC**, a Virginia Limited Liability Company (“Seller”) and **Danville-Pittsylvania Regional Industrial Facility Authority** (“Purchaser”).

RECITALS

- A. Seller is the broker and exclusive selling agent of an approved nonpoint nutrient offset generation bank entitled the Roanoke Nutrient Bank (Roanoke-017) (HUC: 03010105) (the "Bank") consisting of 112.45 acres, more or less, located near Renan in Pittsylvania County, Virginia. The Bank has been authorized on May 14, 2020 by the Virginia Department of Environmental Quality ("VDEQ") to generate and transfer nonpoint source offsets in accordance with i) the Chesapeake Bay Watershed Nutrient Credit Exchange Program (VA Code 62.1-44.19:14 et seq), ii) the Department of Conservation and Recreation's (DCR) stormwater offset program (VA Code 10.1-603.8:1), and iii) the Virginia Soil and Water Conservation Board's Guidance Document on Stormwater Nonpoint Nutrient Offsets approved on July 23, 2009 to those regulated entities qualifying for nutrient offsets, and the southern rivers on July 1, 2016. The Bank was approved on May 27, 2020 to generate 812.81 pounds of nitrogen reduction, 125.70 pounds of phosphorous, and 43,270.73 pounds of sediment reduction within the Roanoke River Watershed. Operation, management, and maintenance of the Bank are subject to the requirements of the Nonpoint Nutrient Offset Generation Certification approved by the VDEQ on July 1, 2016 and to the statutes, regulations and policies cited therein.
- B. Purchaser has applied for and obtained site plan approval from DEQ for Southern Virginia Megasite at Berry Hill - Lot 1 and 2 Graded Pad site plan. The site plan requires the reduction of 4.69 pounds of phosphorous each year to be obtained with the site development. Purchaser proposes to offset the annual nutrient control requirement by purchasing 4.69 pounds of phosphorus (the “Nutrient Credits”) from Seller.

AGREEMENT

NOW, THEREFORE, for and in consideration of the mutual promises and agreements contained herein and for the good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller and Purchaser agree as follows:

1. Recitals. The foregoing Recitals are hereby incorporated into this Purchase Agreement as a matter of contract and not mere recital.
2. Sale and Purchase. Seller agrees to sell, and Purchaser agrees to purchase 4.69 Nutrient Credits from the Bank for the purchase price of **\$84,420.00** and in accordance with the terms and conditions set forth in this Agreement.
3. Deposit. N/A
4. Payment of Purchase Price. Purchaser shall pay the Purchase Price, Net of the Deposit, to Seller on or before the date of Closing (as hereinafter defined) in cash, a check made out to **Virginia Nutrient Bank, LLC** or by making a wire transfer of immediately available federal funds to an account at a financial institution designated in writing by Seller.
5. Seller’s Representation and Warranties. Seller hereby makes the following representations and warranties:

- a. Authorization, Execution and Delivery. This Agreement has been duly authorized, executed and delivered by all necessary action on the part of Seller, constitutes the binding agreement of Seller and is enforceable in accordance with its terms.
 - b. Compliance with Laws. Seller will comply with all applicable State of Virginia laws and regulations with regard to Chesapeake Bay Watershed Nutrient Credit Exchange Program and the Virginia Stormwater Offset Program. The intent is for the Seller to legally transfer the Nutrient Credits to the Purchaser.
6. Purchaser's Representations and Warranties. Purchaser hereby makes the following representations and warranties:
 - a. Authorization, Execution and Delivery. This Agreement has been duly authorized, executed and delivered by all necessary action on the part of Purchaser, constitutes the valid and binding agreement of Purchaser and is enforceable in accordance with its terms.
 - b. As Is Where Is Sale. Purchaser acknowledges and agrees that Purchaser is purchasing the Nutrient Credits "AS IS, WHERE IS," at Closing. The Seller has not made and does not make any representations or warranties, either expressed or implied, with respect to the Nutrient Credits, other than as expressly set forth in Paragraph 5, and in entering into this Agreement, Purchaser has not been induced by, and has not relied upon, any representations, warranties or statements, whether expressed or implied, made by the Seller or any agent, employee or other representative of the Seller, which are not expressly set forth herein. This Paragraph shall survive Closing and delivery of the Nutrient Credits.
7. Closing. Closing on the purchase and sale of the Nutrient Credits pursuant to this Agreement ("Closing") shall be held at a location mutually agreeable to Purchaser and Seller, at a time and date to be agreed upon by the Parties, but not later than 4:00 p.m. on _____, 2022, unless Seller consents in writing to a later date.
8. Seller's Deliveries.
 - a. At Closing, Seller shall deliver to Purchaser a signed Bill of Sale (Exhibit A) and Affidavit of Nutrient Offset Sale (Exhibit B) of Exhibits A, & B attached hereto and incorporated herein by, this reference, evidencing the sale to Purchaser of the Nutrient Credits from the Bank.
 - b. Not more than thirty (30) calendar days following the Closing, Seller shall deliver, or cause to be delivered, to Purchaser a copy of Seller's Ledger entry, or other documentation, recording the sale of the Nutrient Credits to Purchaser as provided herein and debiting the Nutrient Credits sold to Purchaser against the outstanding Nutrient Credits in the Bank in accordance with the Nonpoint Nutrient Offset Generation Certification.
9. Closing Costs. Seller shall pay the cost of preparing the Bill of Sale, Affidavit, and Seller's attorney's fees. Purchaser shall pay any Purchaser's attorney's fees and all other costs of Closing, if any.
10. Default.
 - a. By Purchaser. If Purchaser defaults in performing any of Purchaser's obligations under this Agreement, and if such default continues for a period of ten (10) days after Seller has provided written notice to Purchaser of such default, Seller may terminate this Agreement by providing written notice to Purchaser whereupon this Agreement shall terminate and Purchaser and Seller shall have no further obligations hereunder. Seller agrees that it waives any and all other rights and remedies

against Purchaser and all other claims for damages against Purchaser arising from Purchaser's default under the terms of this Agreement.

- b. By Seller. If Seller defaults in performing any of Seller's obligations under this Agreement, and if such default continues for a period of ten (10) days after Purchaser has provided written notice to Seller of such default, Purchaser's sole and exclusive remedy shall be to terminate this Agreement by providing written notice thereof to Seller and receive a refund of any amounts paid to Seller including the Deposit, in which event neither party shall have any further rights or obligations hereunder, except as expressly provided herein.

11. Effect of Condemnation, Regulatory Action or Force Majeure.

- a. Condemnation. If the Bank property or any part thereof is taken prior to Closing pursuant to eminent domain proceedings, or if such proceedings are commenced prior to Closing, and as a result Seller determines that it will be unable to transfer the Nutrient Credits to Purchaser at Closing as specified in this Agreement, then Seller may terminate this Agreement by providing written notice to Purchaser at any time prior to Closing and the Deposit will be returned to Purchaser within 5 days of notification, and neither party shall have any further rights or obligations hereunder, except as expressly provided herein.
- b. Regulatory Action.
 - i. If Seller is unable to transfer the Nutrient Credits to Purchaser as provided in this Agreement because of the action or order of any municipality or regulatory agency, regardless of whether or not Seller has contested or challenged such action or order, Seller may terminate this Agreement by providing written notice to Purchaser at any time prior to Closing and the Deposit will be returned to Purchaser within 5 days of notification and neither party shall have any further rights or obligations hereunder, except as expressly provided herein.
 - ii. If Purchaser is prevented by any municipality or regulatory agency from acquiring the Nutrient Credits from Seller as provided in this Agreement, or if Purchaser's nonpoint nutrient offset plan or site plan is not approved by any municipality or regulatory agency, Purchaser may terminate this Agreement by providing written notice to Seller at any time prior to Closing and the Deposit will be returned to Purchaser within 5 days of notification, and neither party shall have any further rights or obligations hereunder, except as expressly provided herein.
- c. Force Majeure. If Seller is unable to transfer the Nutrient Credits to Purchaser as provided in this Agreement because of damage to or loss of the Bank property resulting from fire, flood, storm, drought or other natural disaster, or from any other cause that is not the fault of Seller and is beyond Seller's reasonable ability to prevent or control, Seller may terminate this Agreement by providing written notice to Purchaser at any time prior to Closing and the Deposit will be returned to Purchaser within 5 days of notification, and neither party shall have any further rights or obligations hereunder, except as expressly provided herein.

12. Indemnification.

- a. Seller's Indemnification. Seller shall be solely responsible for compliance with the Nonpoint Nutrient Offset Generation Certification and with all statutes, regulations and requirements applicable to the operation, management and maintenance of the Bank, and for ensuring the payment of all taxes owed by the Bank or assessed against the Bank property ("Bank Regulatory Requirements"). Seller shall indemnify, defend and hold harmless Purchaser and Purchaser's authorized successors and assigns from and against any action, order, investigation or proceeding initiated by any government agency and arising from or based upon Seller's failure to comply with any Bank Regulatory Requirement. Seller's duty to indemnify Purchaser under this Paragraph 12 shall survive Closing.
- b. Purchaser's Indemnification. Purchaser shall indemnify, defend and hold harmless Seller from and against any action, order, investigation or proceeding initiated by any government agency and arising from or based upon Purchaser's failure to comply with any permit, authorization or condition thereof relating to Purchaser's nonpoint nutrient offset plan or the Nutrient Credits. Purchaser's duty to indemnify under this Paragraph 12 shall survive Closing. In the event that this Agreement is terminated, Purchaser's duty to indemnify Seller under this Paragraph 12 shall survive for twelve (12) months following the date of termination.

13. Credit Not Real Estate. The sale and conveyance of the Nutrient Credits to Purchaser in accordance with this Agreement shall not constitute the conveyance or transfer of any right, interest or ownership in real property or in the Bank, nor shall such sale and conveyance impose upon Purchaser any obligation, duty or liability arising from or incident to ownership of or interest in real property. Purchaser shall have no right of access to Bank property.

14. Miscellaneous.

- a. No Joint Venture. This Agreement is made solely for the purposes set forth herein and no joint venture, partnership or other relationship between Purchaser and Seller is created hereby.
- b. No Third-Party Beneficiary. This Agreement shall bind and inure to the benefit of the Parties hereto and their respective successors and authorized assigns. This Agreement does not create or convey any rights, benefits, or interests on behalf of any other person.
- c. Assignment. This Agreement may be assigned prior to Closing only by written agreement of both parties, and any assignee shall assume the rights and obligations of its assignor.
- d. Entire Agreement. This Agreement sets forth the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior negotiations and agreements, written or oral. Each provision contained in this Agreement shall be severable from all other provisions hereof and the invalidity of any such provision shall not affect the enforceability of the other provisions of this Agreement. This Agreement may be modified only by a written instrument duly executed by both Seller and Purchaser.
- e. Choice of Laws. This Agreement shall be construed, performed, and enforced under the laws of the Commonwealth of Virginia.
- f. Counterparts. This Agreement may be executed in one or more counterparts by the Parties. All counterparts shall collectively constitute a single agreement.
- g. Notices. All notices shall be in writing and sent by hand, facsimile transmission, overnight delivery service or certified mail, return-receipt requested, to the following addresses:

If to Seller: Virginia Nutrient Bank, LLC
Attn: Nathan W. Blackwell
PO Box 142
Penn Laird, VA 22846
Telephone: 540-908-1679
Electronic Mail: Nathan@virginianutrientbank.com

SEND PAYMENT TO:
566 East Market St
Harrisonburg, VA 22801

If to Purchaser: Danville-Pittsylvania Regional Industrial Facility Authority
Attn: Richard Hicks
P.O. Box 3300
Danville, VA 24543
Telephone: 434-432-7722
Electronic Mail: richard.hicks@pittgov.org

Notices shall be deemed received (i) if hand delivered, when received, (ii) if given by electronic mail, when transmitted to the electronic mail address specified above during normal business hours and confirmation of complete receipt is received during normal business hours (provided a copy of the same is sent by overnight delivery service on the same day), (iii) if given by overnight delivery service, the first business day after being sent prepaid by such overnight delivery service, or (iv) if given by certified mail, return receipt requested, postage prepaid, two(2) days after posting with the United States Postal Service. Either party may change its address by notifying the other party in a manner described above.

15. Automatic Termination. This Agreement shall automatically terminate and become null and void in the event it has not been executed on behalf of Purchaser and returned to the Seller, no later than 4:00 p.m. local Harrisonburg, Virginia time on _____.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK;
SIGNATURES APPEAR ON THE FOLLOWING PAGE]

Signatures:

Date _____
Seller- Nathan W. Blackwell
Virginia Nutrient Bank, LLC

Date _____
Purchaser
Print Name: _____
Danville-Pittsylvania Regional Industrial Facility Authority



P.O. Box 142 Penn Laird, VA 22846 · (540) 908-1679 · www.VirginiaNutrientBank.com

EXHIBIT A – BILL OF SALE

Bill of Sale, made as of the _____ day of February, 2022, by Virginia Nutrient Bank, LLC, a Virginia Limited Liability Company (“Seller”), to Danville-Pittsylvania Regional Industrial Facility Authority (“Purchaser”).

Whereas, the Seller and Purchaser have entered into an Agreement for Purchase and Sale of Nutrient Offset Credits, dated as of February, 2022 (the “Agreement”), the terms of which are incorporated herein by reference and made a part hereof), with respect to the sale by Seller and purchase by Purchaser of Nutrient Credits held by the Seller’s Roanoke Nutrient Bank in Pittsylvania County, Virginia in HUC:03010105 of the Roanoke River watershed.

Now Therefore, for and in consideration of the payment of the purchase price (as defined in the agreement) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller hereby sells, transfers, assigns, conveys, delivers, and sets over to Purchaser, its successors and assigns, 4.69 Nutrient Credits out of the Roanoke Nutrient Bank as such are described in the Agreement.

To Have and To Hold all such Nutrient Credits hereby sold and transferred to Purchaser and its successors and assigns forever for use in connection to the Southern Virginia Megasite at Berry Hill – Lot 1 and 2 Graded Pad. This project is located in HUC:03010103.

In Witness Whereof, Seller has caused this Bill of Sale to be executed by its duly authorized representative as of the date first above written.

Virginia Nutrient Bank, LLC
By: _____
Name: Nathan W. Blackwell
Title: Manager

Acquirer: Danville-Pittsylvania Regional Industrial Facility Authority
Project: Southern Virginia Megasite at Berry Hill – Lot 1 and 2 Graded Pad
TM/PIN#: 367-30-1931
Permittee: Danville-Pittsylvania Regional Industrial Facility Authority
P.O. Box 3300
Danville, VA 24543
VSMP #: Permit# 2021-0197
Nutrient Bank: Roanoke – Roanoke-017 (HUC:03010105)
Phosphorus Offsets: 4.69 pounds
Nitrogen Offsets: 30.33 pounds



P.O. Box 142 Penn Laird, VA 22846 · (540) 908-1679 · www.VirginiaNutrientBank.com

EXHIBIT B - AFFIDAVIT OF NUTRIENT OFFSET SALE

Virginia Nutrient Bank, (the “Seller”), hereby certifies the following:

1. Pursuant to that certain “Agreement for Purchase and Sale of Nonpoint Nutrient Offset Credits” dated February, 2022 (the “Agreement”), the terms of which are incorporated herein by reference and made a part of hereof) between the Seller and Danville-Pittsylvania Regional Industrial Facility Authority (“Purchaser”), the Seller, for the benefit of the Purchaser, agreed to sell 4.69 pounds of phosphorus offsets and retire 30.33 pounds of nitrogen offsets (representing the ratio of nitrogen offsets to the phosphorous offsets at the offset generating facility) to Purchaser;

2. The Seller and the Purchaser, as of the date hereof, have closed the transaction contemplated by the Agreement and the Seller has sold to Purchaser 4.69 pounds of phosphorus offsets and retired 30.33 pounds of nitrogen offsets (representing the ratio of nitrogen offsets to the phosphorous offsets at the offset generating facility) from the Roanoke Nutrient Bank in the Roanoke River Basin.

WITNESS the following signature:

Virginia Nutrient Bank, LLC
By: _____
Name: Nathan W. Blackwell
Title: Manager
Date: _____

State of Virginia - County/City of _____

The foregoing Exhibit B – Affidavit of Nutrient Offset Sale was acknowledged before me this ____ day of _____, 20__, by Nathan W. Blackwell, P.E., Manager, on behalf of Virginia Nutrient Bank, LLC.

My commission expires:

Notary Public

Acquirer: Danville-Pittsylvania Regional Industrial Facility Authority
Project: Southern Virginia Megasite at Berry Hill – Lot 1 and 2 Graded Pad
TM/PIN#: 367-30-1931
Permittee: Danville-Pittsylvania Regional Industrial Facility Authority
P.O. Box 300
Danville, VA 24543
VSMP #: Permit# 2021-0197
Nutrient Bank: Roanoke – Roanoke-017 (HUC:03010105)
Phosphorus Offsets: 4.69 pounds
Nitrogen Offsets: 30.33 pounds

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5E
Meeting Date:	March 14, 2022
Subject:	Financial Status Reports – February 28, 2022
From:	Michael L. Adkins, Authority Treasurer

SUMMARY

A review of the financial status reports through February 28, 2022 will be provided at the meeting. The financial status reports as of February 28, 2022 are attached for the DPRIFA Board's review.

RECOMMENDATION

Staff recommends approving the financial status reports as of February 28, 2022 as presented.

ATTACHMENTS

Financial Status Reports

Financial Status

Table of Contents

- A. \$7.3 Million Bonds - Cane Creek Centre
- B. General Expenditures for FY2022
- C. SVM at Berry Hill – Funding Other than Bond Funds
- D. SVM at Berry Hill – Lots 1 & 2 Site Development
- E. SVM at Berry Hill – Water & Sewer
- F. Cyber Park Site Development
- G. Rent, Interest, and Other Income Realized
- H. Monthly Checks
- I. Unaudited Financial Statements

Danville-Pittsylvania Regional Industrial Facility Authority

\$7,300,000 Bonds for Cane Creek Centre - Issued in August 2005 ⁷

As of February 28, 2022

	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
Funding					
Funds from bond issuance	\$7,300,000.00				
Issuance cost	(155,401.33)				
Refunding cost ⁷	(52,500.00)				
Bank fees	(98.25)				
Interest earned to date	486,581.70				
Cane Creek Parkway ³		\$3,804,576.00	\$3,724,241.16	\$ -	
Swedwood Drive ²		69,414.00	69,414.00	-	
Cane Creek Centre entrance ³		72,335.00	53,878.70	-	
Financial Advisory Services		9,900.00	9,900.00	-	
Dewberry contracts ¹		69,582.50	69,582.50	-	
Dewberry contracts not paid by 1.7 grant ^{4, 5}		76,986.46	65,559.12	11,427.34	
Land		-	2,792,945.57	-	
Demolition services		71,261.62	71,261.62	-	
Legal fees		-	247,837.83	-	
CCC - Lots 3 & 9 project - RIFA Local Share ⁶		142,190.00	112,464.98	-	
Other expenditures		2,250.00	347,194.30	2,250.00	
Total	\$ 7,578,582.12	\$ 4,318,495.58	\$ 7,564,279.78	\$ 13,677.34	<u><u>\$ 625.00</u></u>

Notes:

¹ Dewberry Contracts consist of wetland, engineering, surveying and site preparation

² Funds being used to cover City and County matching contributions for a VDOT grant for Swedwood Drive

³ Project completed under budget

⁴ In September 2008 the outstanding principal balance of \$6,965,000 on the Series 2005 Cane Creek Project Revenue Bonds was tendered and not remarketed. These bonds were converted to bank bonds and are now subject to the Credit and Reimbursement agreement the Authority has with Wachovia Bank. The remarketing agent will continue its attempt to remarket these bonds in order to convert them back to Variable Rate Revenue Bonds. As a result, it is likely that the City and County will have to contribute additional funds in order to make future interest payments on the letter of credit attached to these bonds.

⁴ These contracts were originally to be paid by the \$1.7M Special Projects Grant, this grant has expired and the TIC did not issue an extension. The remaining amounts of the contract will be paid using bond funds.

⁵ The budget amount decreased \$71,279.61 from the 9/30/2010 reports. This amount represented the remaining budget amount carried from the \$1.7 SP grant upon its expiration for the following contracts: Wetland Delineation, Wetland Bank Plan Rev., Stream Concept Plan, & Stream Attribute Plan. Per Shawn Harden of Dewberry, these contracts are complete and finished under budget. The only contract that remains open is for Wetland Monitoring and the budget, expended, and encumbered amounts included here are only for this contract.

⁶ This line item represents the amount of expenditures on the "CCC - Lots 3 & 9" budget sheet that is covered by bond funds. RIFA's local share of 5% of these project costs is being covered by these bond funds. Project finished under original budget.

⁷ The \$7.3 million bonds were refunded on 8/1/2013 with the issuance of refunding bonds in the amount of \$5,595,000.

Road Summary-Cane Creek Parkway:

English Contract-Construction	\$ 5,363,927.00
Change Orders	165,484.50
Expenditures over contract amount	3,579.50
(Less) County's Portion of Contract	(935,207.00)
(Less) Mobilization Allocated to County	(9,718.00)
Portion of English Contract Allocated to RIFA	4,588,066.00
Dewberry Contract-Engineering	683,850.00
Total Road Contract Allocated to RIFA	\$ 5,271,916.00

Funding Summary - Cane Creek Parkway

VDOT	\$ 1,467,340.00
Bonds	3,804,576.00
	\$ 5,271,916.00

Danville-Pittsylvania Regional Industrial Facility Authority
General Expenditures for Fiscal Year 2022
As of February 28, 2022

	<u>Funding</u>	<u>Budget</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
Funding					
City Contribution	\$ 75,000.00				
County Contribution	75,000.00				
Carryforward from FY2021	24,625.84				
Reimbursement of expenses	21,305.00				
Contingency					
Miscellaneous contingency items		\$ 50,330.84	\$ 25,680.11	\$ -	\$ 24,650.73
Total Contingency Budget		50,330.84	25,680.11	-	24,650.73
Legal		115,000.00	69,192.64	-	45,807.36
Accounting		23,100.00	23,100.00	-	-
Postage & Shipping		100.00		-	100.00
Meals		4,000.00	2,661.19	-	1,338.81
Utilities		400.00	466.62	-	(66.62)
Insurance		3,000.00	2,623.00	-	377.00
Total		\$ 195,930.84	\$ 123,723.56	\$ -	\$ 72,207.28

Danville-Pittsylvania Regional Industrial Facility Authority
Southern Virginia Megasite at Berry Hill - Funding Other than Bond Funds
As of February 28, 2022

Funding	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
City contribution	\$ 134,482.50				
County contribution	134,482.50				
City advance for Klutz, Canter, & Shoffner property ^{1,4}	10,340,983.83				
Tobacco Commission FY09 SSED Allocation	3,370,726.00				
Tobacco Commission FY10 SSED Allocation - Engineering Portion	407,725.00				
Tobacco Comm. FY10 SSED Allocation - Eng. Portion Deobligated	(244,797.00)				
Local Match for TIC FY10 SSED Allocation - Engineering Portion ⁵	76,067.61				
Additional funds allocated by RIFA Board on 1/14/2013 ⁶	11,854.39				
TIC #2264 - Phase II Land and Engineering	3,700,000.00				
VA Economic Development Partnership MEI Grant Funds	577,503.14				
Virginia Resources Authority - TRRF Loan #3658	4,500,000.00				
Transfer from Unrestricted Funds - "Other Income"	282,140.86				
Land					
Klutz property		\$ 8,394,553.50	\$ 8,394,553.50	\$ -	
Canter property ²		1,200,000.00	1,200,000.00	-	
Adams property		37,308.00	37,308.00	-	
Carter property		5,843.00	5,843.00	-	
Jane Hairston property		1,384,961.08	1,384,961.08	-	
Bill Hairston property		201,148.00	201,148.00	-	
Shoffner Property		1,872,896.25	1,872,896.25	-	
401 Buford Road		246,082.96	246,082.96	-	
Off State Road 1055		181,890.19	181,890.19	-	
604 Buford Road		361,896.60	361,896.60	-	
Other					
Dewberry & Davis		28,965.00	28,965.00	-	
Dewberry & Davis ³		990,850.00	987,879.29	2,970.71	
Consulting Services - McCallum Sweeney ⁷		115,000.00	103,796.85	-	
Dewberry Engineers (related to #2264)		160,500.00	160,500.00	-	
Dewberry Engineers		660,580.00	417,050.00	243,530.00	
Appalachian Power Company		5,178,500.00	5,178,500.00	-	
Banister Bend Farm, LLC		199,064.00	199,064.00	-	
Virginia Department of Transportation (VDOT)		279,399.00	279,399.00	-	
Transfer available funds to "Berry Hill Mega Park - Lot 4 Site Development" Project ⁸		-	11,203.15	-	
Total	\$ 23,291,168.83	\$ 21,499,437.58	\$ 21,252,936.87	\$ 246,500.71	\$ 1,791,731.25

¹ This figure does not include the interest the City lost from the uninvested funds, which was paid to the City 1/3/2012 and totaled \$144,150.41.

² Settlement fees were drawn from bonds issued for the Berry Hill project 12/1/2011.

³ This contract was originally for \$814,500, but has been amended to include a traffic impact analysis, and a cemetery survey. \$740,000 was covered by the FY09 Tobacco Allocation. \$162,928 was covered by the FY10 Tobacco Allocation. \$87,922 will be covered with RIFA Funds.

⁴ RIFA paid the City back for all advances on 1/3/2012.

⁵ The RIFA Board approved to utilize the remaining funds from the Mega Park bond funds and approximately \$65,000 of the 'Funds Available for Appropriation' towards the local match for the engineering portion of Tobacco Commission grant #1916 for the Berry Hill Mega Park.

⁶ Due to the expiration of the Tobacco Commission FY10 SSED Allocation, the RIFA Board approved on 1/14/2013 to utilize \$11,854.39 of the 'Funds Available for Appropriation' to cover the funding shortfall for the budgeted Dewberry & Davis contract.

⁷ Unencumbered the remaining \$11,203.15 due to termination of contract.

⁸ As approved by RIFA Board on 10/16/2014

Danville-Pittsylvania Regional Industrial Facility Authority
Southern Virginia Megasite at Berry Hill - Lots 1&2 Site Development
As of February 28, 2022

	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
<i>Funding</i>					
<i>TIC #3358 Site Improvements</i>					
Tobacco Commission Grant	\$ 2,624,800.00				
<i>Expenditures</i>					
Dewberry Engineers Inc.		379,300.00	247,800.00	131,500.00	
<i>Total</i>	\$ 2,624,800.00	\$ 379,300.00	\$ 247,800.00	\$ 131,500.00	<u><u>\$ 2,245,500.00</u></u>

Danville-Pittsylvania Regional Industrial Facility Authority
Southern Virginia Megasite at Berry Hill - Water & Sewer
As of February 28, 2022

	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
Funding					
TIC #2641 Phase I Sanitary Sewer					
Tobacco Commission Grant 2641	\$ 4,840,977.86				
Local Match for Contractual Services	274,926.43				
Local Match for Property & Imp.	262,960.00				
TIC #3011 Water System Improvements Phase II					
Tobacco Commission Grant 3011	2,241,567.00				
Local Match for Property & Imp.	224,160.00				
City of Danville Utilities	3,824,637.35				
Expenditures					
Dewberry Engineers Inc.		1,020,049.99	865,044.99	155,005.00	
Haymes Brothers, Inc. - Phase I Sanitary Sewer		5,092,668.30	5,092,668.30	-	
Haymes Brothers, Inc. - Phase I Sanitary Sewer (City)		3,210,312.35	3,210,312.35	-	
C.W. Cauley & Son - Phase 1 Water		1,843,540.00	1,029,345.00	814,195.00	
Norfolk Southern Railway Company		22,300.00	22,300.00	-	
Pittsylvania County Service Authority		1,475.00	1,475.00	-	
Treasurer of Virginia		7,900.00	7,900.00	-	
AECOM		5,000.00	5,000.00	-	
BH Media Group, Inc.		296.00	296.00	-	
Danville Register & Bee		600.00	600.00	-	
Total	\$ 11,669,228.64	\$ 11,204,141.64	\$ 10,234,941.64	\$ 969,200.00	\$ <u>465,087.00</u>

Danville-Pittsylvania Regional Industrial Facility Authority
Cyber Park Site Development
As of February 28, 2022

		<u>Budget /</u>			<u>Unexpended /</u>
	<u>Funding</u>	<u>Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unencumbered</u>
<i>Funding</i>					
MEP TROF Loan	\$ 270,000.00				
Transfer from Other Income	42,750.00				
<i>Expenditures</i>					
Dewberry Engineers Inc.		42,750.00	30,250.00	12,500.00	
Making Everything Possible LLC (Incentives)		270,000.00	270,000.00	-	
<i>Total</i>	\$ 312,750.00	\$ 312,750.00	\$ 300,250.00	\$ 12,500.00	\$ -

Danville-Pittsylvania Regional Industrial Facility Authority

Rent, Interest, and Other Income Realized for Fiscal Year 2022

As of February 28, 2022

<i>Source of Funds</i>	<u>Funding</u>		<u>Expenditures</u> <u>FY2022</u>	<u>Unexpended /</u> <u>Unencumbered</u>
	<u>Carryforward</u> <u>from FY2021</u>	<u>Receipts</u> <u>Current</u> <u>Month</u>		
<i>Carryforward</i>	\$ 1,248,519.93			
<i>Current Lessees</i>				
Institute for Advanced Learning and Research (IALR) ¹		\$ 21,965.83	\$ 175,726.64	
Axxor N.A. LLC			1,000.00	
Mountain View Farms of Virginia, L.C.		1,200.00	1,200.00	
American Electric Power		1,500.00	6,000.00	
<i>Total Rent</i>		\$ 24,665.83	\$ 183,926.64	
<i>Interest Received</i> ²		\$ 36.91	\$ 168.39	
<i>Miscellaneous Income</i>		\$ 114,500.00	\$ 547,682.61	
<i>Expenditures</i>				
Hawkins Research Bldg. Property Mgmt. Fee			\$ 153,760.81	
Incentive Disbursements to Morgan Olson, LLC			\$ 117,000.00	
Transfer to Cyber Park Development			\$ 42,750.00	
Incentive Disbursements to MEP LLC			\$ 44,973.69	
Incentive Disbursements to Harlow Fastech LLC			\$ 80,968.76	
Transfers to other funding sheets			\$ 282,140.86	
<i>Totals</i>	\$ 1,248,519.93	\$ 139,202.74	\$ 731,777.64	\$ 721,594.12
				\$ 1,258,703.45
			Restricted ¹	\$ 334,792.53
			Unrestricted	\$ 151,801.78
			Committed	\$ 772,109.14

¹ Please note that rent proceeds must be used in accordance with the U.S. Economic Development Administration's (EDA) Standard Terms and Conditions

² Please note that this is only interest received on RIFA's general money market account.

Danville-Pittsylvania Regional Industrial Facility Authority
Monthly Disbursements
February 2022

Check Number	Date	Vendor Name	Paid Amount
WIRE	02/04/2022	City of Danville	19.80
WIRE	02/04/2022	City of Danville	19.80
2460	02/14/2022	Dewberry Engineers Inc.	18,957.50
2461	02/14/2022	Virginia Department of Transportation	279,399.00
2462	02/14/2022	Clement & Wheatley	150.00
2463	02/14/2022	IALR	21,965.83
2464	02/14/2022	IALR	369.66
2465	02/14/2022	IALR	7,149.67
WIRE	02/21/2022	City of Danville	36.00

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Net Position^{1, 2}
February 28, 2022*

	Unaudited FY 2022
Assets	
<i>Current assets</i>	
Cash - checking	\$ 1,826,839
Cash - money market	456,712
<i>Total current assets</i>	2,283,551
<i>Noncurrent assets</i>	
Restricted cash - project fund CCC bonds	20,802
Restricted cash - debt service fund CCC bonds	23,137
Capital assets not being depreciated	23,892,761
Capital assets being depreciated, net	21,672,622
Construction in progress	27,458,332
<i>Total noncurrent assets</i>	73,067,654
Total assets	75,351,205
Liabilities	
<i>Current liabilities</i>	
Accrued interest	35,738
Unearned income	600
Economic development payable - current portion	147,000
Bonds payable - current portion	490,000
<i>Total current liabilities</i>	673,338
<i>Noncurrent liabilities</i>	
Bonds payable - less current portion	720,000
Loans payable - less current portion	4,500,000
<i>Total noncurrent liabilities</i>	5,220,000
Total liabilities	5,893,338
Net Position	
Net investment in capital assets	71,834,517
Restricted - debt reserves	23,137
Unrestricted	(2,399,787)
Total net position	\$ 69,457,867

¹ Please note this balance sheet does not include the Due to/Due from between the County and the City since it nets out and only changes at fiscal year-end.

² Please note this balance sheet does not include all general accounts receivable or accounts payable at the month-end date. This is because information regarding accrued receivables/payables is not available at the time of statement preparation.

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Revenues and Expenses and Changes in Fund Net Position
February 28, 2022*

	Unaudited FY 2022
Operating revenues	
Virginia Tobacco Commission Grants	270,000
Rental income	185,802
Other Income	241,722
Total operating revenues	697,524
Operating expenses ⁴	
Mega Park expenses ³	486,404
Cane Creek Centre expenses ³	421,080
Cyber Park expenses ³	583,924
Professional fees	46,113
Other operating expenses	12,716
Total operating expenses	1,550,237
Operating income (loss)	(852,713)
Non-operating revenues (expenses)	
Interest income	168
Interest expense	(35,738)
Total non-operating expenses, net	(35,570)
Net income (loss) before capital contributions	(888,283)
Capital contributions	
Contribution - City of Danville	561,507
Contribution - Pittsylvania County	355,809
Total capital contributions	917,316
Change in net position	29,033
Net position at July 1, 2021	69,428,834
Net position at February 28, 2022	\$ 69,457,867

³ A portion or all of these expenses may be capitalized at fiscal year-end.

⁴ Please note that most non-cash items, such as depreciation and amortization, are not included here until year-end entries are made.

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Cash Flows
February 28, 2022*

	Unaudited FY 2022
Operating activities	
Receipts from grant reimbursement requests	\$ 376,454
Receipts from leases	183,928
Other receipts	628,305
Payments to suppliers for goods and services	(1,609,043)
Net cash used by operating activities	(420,356)
Capital and related financing activities	
Capital contributions	917,317
Interest paid on bonds	(29,396)
Principal repayments on bonds	(465,000)
Net cash provided by capital and related financing activities	422,921
Investing activities	
Interest received	168
Net cash provided by investing activities	168
Net increase (decrease) in cash and cash equivalents	2,733
Cash and cash equivalents - beginning of year (including restricted cash)	2,324,757
Cash and cash equivalents - through February 28, 2022 (including restricted cash)	\$ 2,327,490
Reconciliation of operating loss before capital contributions to net cash used by operating activities:	
Operating income (loss)	\$ (852,713)
Adjustments to reconcile operating loss to net cash used by operating activities:	
Non-cash economic incentive expenses	459,514
Changes in assets and liabilities:	
Change in prepaids	
Change in due from other governments	
Change in other receivables	494,037
Change in accounts payable	(518,319)
Change in unearned income	(2,875)
Net cash used by operating activities	\$ (420,356)

Components of cash and cash equivalents at February 28, 2022:	
American National - Checking	\$ 1,826,839
American National - General money market	456,712
Wells Fargo - \$7.3M Bonds CCC Debt service fund	23,137
Wells Fargo - \$7.3M Bonds CCC Project fund	20,802
	\$ 2,327,490

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.: Item 6

Meeting Date: 03/14/2022

Subject: Closed Session Items as presented in the Agenda

From: Chairman

A. As permitted by Section 2.2-3711(A)(5) of the Code of Virginia, 1950, as amended ("Virginia Code"), for discussion concerning one or more prospective businesses where no previous announcement has been made of that business's interest in locating its facilities in one or more of the Authority's projects, located in Pittsylvania County, Virginia, and/or Danville, Virginia; and

B. As permitted by Virginia Code § 2.2-3711(A)(39) for discussion or consideration of records excluded under Virginia Code § 2.2-3705.6(3) (including without limitation (i) those certain confidential proprietary records voluntarily provided by private business pursuant to a promise of confidentiality from the Authority, and used by the Authority for business and trade development and (ii) those certain memoranda, working papers, or other information related to businesses that are considering locating or expanding in Virginia, prepared by the Authority, where competition or bargaining is involved and where disclosure of such information would adversely affect the financial interest of the Authority); such information being excluded from mandatory disclosure under Virginia Code § 2.2-3705.1(12) (information relating to the negotiation and award of a specific contract pertaining to the Authority's Southern Virginia Megasite at Berry Hill project, Cyber Park project and/or Cane Creek Centre project, where competition or bargaining is involved and where the release of such information would adversely affect the bargaining power or negotiating strategy of the Authority) and Virginia Code § 2.2- 3705.1(8) (appraisals and cost estimates of real property in one or more of the Authority's projects subject to a proposed purchase, sale, or lease, prior to the completion of such purchase, sale, or lease); and

C. As permitted by Virginia Code § 2.2-3711(A)(3) for discussion or consideration of the acquisition and/or the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority; and

D. As permitted by Virginia Code § 2.2-3711(A)(8) for consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel; and

E. As permitted by Virginia Code § 2.2-3711(A)(29) for discussion of the award of a public contract involving the expenditures of public funds where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Authority.

RETURN TO OPEN SESSION

F. Confirmation of Motion and Vote to Reconvene in Open Meeting.

G. Motion to Certify Closed Meeting.