



Danville-Pittsylvania Regional Industrial Facility Authority

**City of Danville, Virginia
County of Pittsylvania, Virginia**

AGENDA

June 13, 2022

12:00 P.M.

**Institute for Advanced Learning and Research
150 Slayton Avenue, Room 207
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 MAY 9, 2022 REGULAR MEETING.

5. NEW BUSINESS

- A. Consideration of Resolution No. 2022-06-13-5A, further revising the Amended and Restated Bylaws of the Authority adopted August 13, 2007, and last revised June 14, 2021, by amending Article VI (“Officers”) by adding new Paragraph 6 to authorize the Board to appoint a City Manager Officer and County Administrator Officer to supervise the Authority’s projects, and where an individual holding such officer position shall be required to meet certain eligibility criteria; and authorizing such officer positions to execute jointly and to deliver confidentiality and non-disclosure agreements and letters of intent, on behalf the Authority, with potential business and industry recruits in connection with the Authority’s recruitment efforts so long as the Authority is not legally bound to make appropriations and the form of such documents are approved by legal counsel to the Authority – Kenneth F. Larking, Danville City Manager, Clarence C. Monday, Pittsylvania County Interim Administrator and Michael C. Guanzon, Christian & Barton, LLP, legal counsel to the Authority
- B. Consideration of Resolution No. 2022-06-13-5B, authorizing the negotiation, execution and delivery of a Best Management Practices Agreement with the City of Danville, Virginia, related to the construction and maintenance of on-site storm water management facilities at 300 Stinson Drive, Danville, Virginia (PIN 76368) of the Authority’s Cyber Park Project – Corrie T. Bobe, Director of Economic Development, City of Danville and Matthew D. Rowe, Director of Economic Development, Pittsylvania County
- C. Consideration of Resolution No. 2022-06-13-5C, approving Amendment No. 1, dated June 3, 2022, with Dewberry Engineers Inc., a New York corporation, for professional engineering and construction administration services for Lot 7D Graded Pad Project in the Authority’s Cyber Park Project, located in Danville, Virginia, for a lump sum fee of \$51,500.00 – Ms. Bobe and Mr. Rowe

- D. Consideration of Resolution No. 2022-06-13-5D, approving the total reimbursement of \$95,792.44 in marketing expenses advanced by the City of Danville, Virginia and Pittsylvania County, Virginia, to the Authority resulting from certain marketing expenses related to the Authority's Southern Virginia Megasite at Berry Hill project, located in Pittsylvania County, Virginia– Ms. Bobe
- E. Consideration of Resolution No. 2022-06-13-5E, approving Change Order 10 to the site development work by Haymes Brothers, Inc., a Virginia corporation, originally approved under Resolution No. 2017-02-24-4A, including modification and construction resulting from the relocation of a powerline for graded Pad A on Lot 4, in the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, increasing the contract price by \$290,500.00 – Mr. Rowe
- F. Financial Status Reports as of May 31, 2022 – Michael L. Adkins, Authority Treasurer and Henrietta Weaver, Budget Director, City of Danville, Virginia
- G. Consideration of Resolution No. 2022-06-13-5G, approving the FY 2023 General Expenditures Budget – Mr. Adkins and Ms. Weaver [*No written resolution.*]

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-



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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.

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:	06/13/2022
Subject:	Meeting Minutes
From:	Susan M. DeMasi, Authority Secretary

SUMMARY

Attached for the Board's approval are the Meeting Minutes from the Meeting held on May 9, 2022.

ATTACHMENTS

Meeting Minutes – 05/09/2022

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Minutes

May 9, 2022

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:14 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 William V. Ingram, Jessie Barksdale, and Alternate Darrell Dalton. *Dr. Miller entered the meeting at 12:19 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, City of Danville Accountant Tiffany Swanson-Jones, Legal Counsel to the Authority Attorney Michael C. Guanzon, and Secretary to the Authority Susan DeMasi. Also present were Shawn Harden and Brian Bradner from Dewberry, City of Danville Division Director of Planning Doug Plachcinski, Danville City Council Member Madison Whittle, and Dr. Betty Jo Foster and Mark Gignac from the Institute for Advanced Learning and Research.

Chairman Vic Ingram presided.

Mr. Ingram asked for a Motion to add Item 5F to the Agenda. Mr. Saunders **moved** to add Item 5F; 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)

PUBLIC COMMENT PERIOD

No one present desired to be heard.

APPROVAL OF MINUTES OF THE APRIL 11, 2022, MEETING

Upon **Motion** by Mr. Barksdale and **second** by Mr. Vogler, Minutes of the April 11, 2022, Meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

NEW BUSINESS

5A. CONSIDERATION OF RESOLUTION NO. 2022-05-09-5A, CONDITIONALLY ACCEPTING THE PROPOSAL OF EASTERN FOREST CONSULTANTS LLC.

Pittsylvania County Director of Economic Development Matt Rowe explained the Board, at a previous meeting, had directed staff to look into the process for timbering the Megasite property. Staff obtained a forest cruiser to look at the property, estimate the value of the timber, and then proceed with logging to make sure the actual loggers were giving RIFA the value of the timber. Pittsylvania County procurement put together an RFP with Dewberry's help and had a qualified respondent, Eastern Forest Consultants LLC. Mr. Rowe noted they would do the study for RIFA and would be paid in one of two ways. The first, if RIFA proceeds

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with the logging and have them bid the timber out, they would get 8% of the proceeds of the purchase price of the timber; or, if RIFA did not move forward with timbering the property, then it would be \$75 per hour. Staff's recommendation would be to move forward with timbering the property. Staff received direct feedback from several Megasite consultants, that in their opinion the property should be timbered; it allows the client to have better visual lines across the property. They can expect to see logging begin in July or August.

Mr. Vogler **moved** to adopt *Resolution 2022-05-09-5A, conditionally accepting the proposal of Eastern Forest Consultants LLC., a Virginia limited liability company, which was the sole response to RFP #2022-0214 issued by the Pittsylvania County Purchasing Department on behalf of the Authority, under which proposal such corporation is to provide certain professional forester services, including without limitation assessing the Authority's timber, conducting inventory and appraisal of standing timber located in the Authority's Southern Virginia Megasite at Berry Hill project in Pittsylvania County, Virginia, for purposes of marketing timber for sale; the payment for such professional forester services would be equal to 8% of the purchase price contracted and received for any such timber sale.*

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

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

5B. CONSIDERATION OF RESOLUTION NO. 2022-05-09-5B, CONFIRMING THAT THE AUTHORITY'S REAL PROPERTY LOCATED IN PITTSYLVANIA COUNTY, SHALL AT ALL TIMES BE AN AUTHORITY "FACILITY OWNED BY THE AUTHORITY."

Legal Counsel to the Authority Michael Guanzon explained RIFA had approved within the last two and half years, the acquisition of approximately 160 acres outside of the Megasite for the purposes of a connector road; this item was to clarify what was in the Cost, Revenue and Sharing Agreement. Whenever there was a RIFA project, purchased by RIFA funds, it became subject to the Cost, Revenue and Sharing Agreement. Because not all this land was going to be used, there would be some surplus; the question was, did it always remain "a RIFA project" so that if it was sold, or RIFA did something to it, the revenues would be shared 50/50, and the answer was yes. The Cost, Revenue and Sharing Agreement specifically says that once RIFA has owned a property, even if it sells or leases it, it remains a RIFA project. Because this one was a little different in that this wasn't officially being made part of the Megasite, staff wanted to make sure there was clarification. Under the terms of the agreement, it was clear that any real estate being purchased and owned in the name of the Authority remains subject to this.

Mr. Barksdale **moved** to adopt Resolution No. 2022-05-09-5B, *confirming that the Authority's real property located in Pittsylvania County, containing an aggregate of approximately 160 acres, initially acquired for the purpose of constructing and supporting a connector road to serve the Authority's Southern Virginia Megasite at Berry Hill project, shall at all times be an Authority "facility owned by the Authority" and subject to sharing of tax revenues and other income and revenues generated by such facility, as set forth in the Agreement for Cost Sharing and Revenue Sharing between the City of Danville, Virginia, and Pittsylvania County, Virginia, dated October 2, 2001 as amended.*

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

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

5C. CONSIDERATION OF RESOLUTION NO. 2022-05-09-5C, APPROVING THE PROPOSED SIGNAGE TO THE DRIVEWAYS ENTERING THE INSTITUTE FOR ADVANCED LEARNING AND RESEARCH

Mark Gignac from the Institute of Advanced Learning and Research introduced Dr. Betty Jo Foster, and explained last September he presented to RIFA the additional signage for the Institute. They engaged a landscape and signage architect to help increase their signage and landscaping, to keep up with the image they were creating. They had presented about the first three signs and believed that the building permit for those were issued last week. At that time, they did not approach RIFA about the sign for the CMA building which was scheduled to open on October 1st of this fall; Mr. Gignac noted they were back today to ask for consideration to add a fourth sign at the entrance to the new facility. City of Danville Director of Planning, Doug Plachcinski, noted he reviewed the sign locations, and they meet both the City's sign regulations and the Cyber Park restrictive covenants.

Mr. Barksdale **moved** to adopt *Resolution No. 2022-05-09-5C, approving the proposed signage to the driveways entering the Institute for Advanced Learning and Research (PIN# 78360) in the Authority's Cyber Park project located in Danville, Virginia [No written resolution.]*

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)

Mr. Gignac thanked the RIFA Board for their consideration.

5D. CONSIDERATION OF RESOLUTION NO. 2022-05-09-5D, ACCEPTING THE LUMP SUM \$1,828,100.25 BID SUBMITTED ON OR BEFORE JANUARY 27, 2022, FROM SELLERS BROTHERS.

City of Danville Director of Economic Development Corrie Bobe explained in January, RIFA accepted proposals from grading contractors to begin grading Lot 7D in the Cyber Park. Staff received the low bid from Sellers who had quoted \$1.89M for grading the approximately seventeen-acre pad. Unfortunately, there have been a few delays in getting the funding together for this project, but thanks to the extremely low bid they received for the grading at the Megasite with Lots 1 and 2, the Board had additional cash set aside that will no longer be used. Staff asked Sellers to provide them with an updated quote; due to the increase in fuel costs, they provided an updated quote of \$1.98M for the project. This still falls below the other two competitive bids from January, and staff would like to request permission from the Board to move forward with entering into an agreement with Sellers to begin this grading process. Ms. Bobe noted there will be a nutrient credit cost in addition to the \$1.98M; that totaled about \$37,000. That was under the \$100,000 threshold the City Manager and County Administrator were able to approve at the administrative level. In June, staff will come back and ask the Board to ratify their approval of that. Mr. Harden noted he did research and the \$2.00 per

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gallon seems to be in line with what he saw from January until now, which was what they based their quote on. Mr. Larking explained the City's Public Works Department also verified that there was a \$2.00 difference between January and now.

Mr. Saunders **moved** to adopt *Resolution No. 2022-05-09-5D, accepting the lump sum \$1,828,100.25 bid submitted on or before January 27, 2022, from Sellers Brothers, Inc., a Virginia corporation, as the lowest responsive and responsible bidder submitted for the Cyber Park - Lot 7D Graded Pad project, as more particularly described in that certain advertisement for bids advertised on January 7, 2022, issued by the Authority, and being within available funds.*

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

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

5E. FINANCIAL STATUS REPORTS AS OF APRIL 30, 2022

Authority Treasurer Michael Adkins gave the Financial Status report as of April 30, 2022, beginning with the \$7.3M Bonds for Cane Creek which had no activity during the month of April. General Expenditures for Fiscal Year 2022 show RIFA expended \$16,195 to Christian & Barton for General Counsel, \$411 to the Institute for meals, and \$141 for monthly utilities. Berry Hill Funding Other than Bonds had one expenditure to Dewberry for \$15,250 for work performed under Amendment #33. Lots 1 and 2 had a payment to Virginia Nutrient Bank for Nutrient Credits in the amount of \$84,420, Water and Sewer at Berry Hill had an expenditure to Dewberry for \$23,065 for work conducted under Amendment #28, and Cyberpark Site Development had a payment of \$2,500 to Dewberry for services related to the grading of Lot 7B. Rent, Interest and Other Income show RIFA received \$1,500 from AEP for their monthly storage lease payment, the checking account earned \$19 in interest, received Pittsylvania County's share of MEP rent of \$3,575, and received a reimbursement from the Tobacco Commission. Some of the incentive agreements require a small portion of any new tax revenues to be remitted back to the Tobacco Commission in payment of those incentive grants. One company ended up not using their grant, so the money RIFA already paid came back to RIFA; that will actually go back to the City which was where the funds came from. Under the expenses for the month, RIFA paid \$21,846 to the Institute related to the Hawkins' Building maintenance agreement, and a check to the Institute for MEP's rent of \$7,150.

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)

5F. CONSIDERATION OF RESOLUTION 2022-05-09-5F. APPROVING A ONE YEAR LEASE RENEWAL WITH THE OSBORNE COMPANY OF NORTH CAROLINA

Mr. Guanzon explained RIFA was leasing about one hundred acres to the Osborne Company and they were using it as pastureland for hay. The value was, when there was a tenant, they know what was going on in the area. Instead of RIFA having to pay someone to do regular

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surveillance for that huge area, this was a way for them to take a look at the property for RIFA. There was no requirement for them to do that, but if they see something suspicious, they can report it to the Authorities. Mr. Guanzon explained the lease has been renewed many times; if staff needs to show the property, they have to give them twenty-four hours' notice, and they were also under a confidentiality agreement. RIFA has the ability to terminate the lease with thirty days' notice and RIFA would refund them a pro-rata portion of the lease.

Mr. Vogler moved to **adopt** Resolution 2022-05-09-5F, *approving a one-year renewal of the lease to the Osborne Company of North Carolina, Inc., a North Carolina Corporation, of approximately 100 acres of pastureland in the Authority's Southern Virginia Megasite at Berry Hill Project (a Portion of GPINS 1366-78-4718 and 1367-70-4519), commonly known as 4380 Berry Hill Road, in Pittsylvania County, Virginia; the lease term shall be subject to a Right of Landlord to show the Demised Premises upon at least 24-hours notice and the obligation of tenant to keep the identity of any prospective business recruits confidential until a public announcement is made, if ever, or as otherwise required by law; the Authority shall have the right to early terminate the lease with at least 30-days notice; and the lease shall be for the use of harvesting grass hay and incidental uses acceptable to the authority, at a total rental fee of \$1,000.00.*

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

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

6. CLOSED SESSION

At 12:37 p.m. Mr. Vogler **moved** that the Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority be recessed in a Closed Meeting for the following purposes:

[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

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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. Barksdale 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 1:55 p.m., the Authority returned to open meeting.

Mr. Saunders **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 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. Vogler and carried by the following vote:

VOTE: 4-0
AYE: Barksdale, Ingram, Saunders, Vogler (4)

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NAY: None (0)

7. COMMUNICATIONS

Mr. Harden from Dewberry noted he was at the site this morning, the new AEP line was in service and the old one has been taken down.

Staff update on Cane Creek Centre project signage – tabled as Ms. Bobe and Mr. Rowe were no longer at the meeting.

Dewberry Engineers regarding SVM signage landscaping – Mr. Bradner from Dewberry stated they have been talking with staff; Dewberry has sponsored a sign in the City for a long time and would like to sponsor a sign in the County. Mr. Bradner thanked RIFA for allowing them to be a part at the Megasite. At a future meeting, he would like to present some ideas to sponsor landscaping around the signage at the Megasite.

Legal counsel regarding House Bill 184 (“Virginia Stormwater Management Programs, Regional Industrial Facility Authorities”). Mr. Guanzon noted House Bill 184, Virginia Stormwater Management Programs, Regional Industrial Facility Authorities, was sponsored by Danny Marshall; it was approved and signed into law effective July 1. The City has a stormwater management program, and administers that program; Pittsylvania County does not have this type of program. The Megasite was located in Pittsylvania County, the ones that have to administer this program were the Virginia Department of Environmental Quality (DEQ). This bill would allow Danville to administer that program because it was a member of the RIFA; this will make things more efficient. The next steps were to have a contract drawn up between the City, the County, RIFA and DEQ. Because it was a new law, it won’t actually go into effect until July, and the plan was for him to get in touch with DEQ and Clarke Whitfield, and try to put together exactly what DEQ will be looking for. This will have to go before City Council, the Board of Supervisors, and RIFA.

Meeting adjourned at 2:00 p.m.

APPROVED:

Chairman

Secretary to the Authority

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5A
Meeting Date:	06/13/2022
Subject:	Resolution 2022-06-13-5A
From:	Ken F. Larking, Danville City Manager, Clarence C. Monday, Pittsylvania County Interim Administrator, and Michael C. Guanzon, Christian & Barton, LLP, legal counsel to the Authority

SUMMARY

The Board will be asked to approve Resolution 2022-06-13-5A, further revising the Amended and Restated Bylaws of the Authority.

ATTACHMENT

Resolution 2022-06-13-5A

A RESOLUTION FURTHER REVISING THE AMENDED AND RESTATED BYLAWS OF THE AUTHORITY ADOPTED AUGUST 13, 2007, AND LAST REVISED JUNE 14, 2021, BY AMENDING ARTICLE VI (“OFFICERS”) BY ADDING NEW PARAGRAPH 6 TO AUTHORIZE THE BOARD TO APPOINT A CITY MANAGER OFFICER AND COUNTY ADMINISTRATOR OFFICER TO SUPERVISE THE AUTHORITY’S PROJECTS, AND WHERE AN INDIVIDUAL HOLDING SUCH OFFICER POSITION SHALL BE REQUIRED TO MEET CERTAIN ELIGIBILITY CRITERIA; AND AUTHORIZING SUCH OFFICER POSITIONS TO EXECUTE JOINTLY AND TO DELIVER CONFIDENTIALITY AND NON-DISCLOSURE AGREEMENTS AND LETTERS OF INTENT, ON BEHALF THE AUTHORITY, WITH POTENTIAL BUSINESS AND INDUSTRY RECRUITS IN CONNECTION WITH THE AUTHORITY’S RECRUITMENT EFFORTS SO LONG AS THE AUTHORITY IS NOT LEGALLY BOUND TO MAKE APPROPRIATIONS AND THE FORM OF SUCH DOCUMENTS ARE APPROVED BY LEGAL COUNSEL TO THE AUTHORITY

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, Article XIV ("**Amendments**") of the Amended and Restated Bylaws of the Authority Adopted August 13, 2007, and last revised June 14, 2021 (the "**Bylaws**") provides that the Bylaws "may be amended, repealed, or altered, in whole or in part, by a majority vote of the Board, at any regular meeting of the Board ... , [with] at least one (1) week advance written notice of such proposed amendment, repeal or alteration shall be given the directors and alternate directors"; and

WHEREAS, at least one (1) week advance written notice of such proposed amendments to the Bylaws was given to the Directors of the Board; and

WHEREAS, the Board believes it is in the best interests of the Authority for efficient and expedient operation of the Authority, to add new officer positions of the Authority by appointing a City Manager Officer ("**City Manager Officer**") and a County Administrator Officer ("**County Administrator Officer**"), each of which will supervise the Authority’s staff in the execution of the Authority’s projects, as shown on **Schedule 1**, attached hereto and incorporated herein by this reference; and

WHEREAS, the Board believes it is in the best interests of the Authority for efficient and expedient operation of the Authority, to authorize the City Manager Officer and the County Administrator Officer, to execute jointly and to deliver confidentiality and non-disclosure agreements ("**NDA**s") and letters of intent ("**LOI**s"), on behalf the Authority, with potential business and industry recruits in connection with the Authority’s recruitment efforts so long as the Authority is not legally bound to make appropriations and the form of any such NDA and LOI is approved by legal counsel to the Authority, as shown on **Schedule 1**.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Authority hereby approves the amendments to the Bylaws as set forth in **Schedule 1**. For purposes of textual edits shown on **Schedule 1**, whenever existing language is to be amended, the text of the existing provision will appear as follows: (A) additions shall be indicated with double underlines; and (B) deletion shall be indicated with strikethroughs.
2. Except as amended by this Resolution, the Bylaws shall remain unchanged.
3. 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 June 13, 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 as of the 13th day of June 2022.

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

(SEAL)

SCHEDULE 1

AMENDED AND RESTATED BYLAWS
OF
DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Adopted August 13, 2007
Revised June 14, 2010
Revised August 9, 2010
Revised February 14, 2011
Revised April 11, 2011
Revised January 9, 2012
Revised March 12, 2012
Revised December 10, 2012
Revised February 11, 2013
Revised February 9, 2015
Revised March 14, 2016
~~Last Revised June 14, 2021~~
Last Revised June 13, 2022

ARTICLE I. PURPOSES AND POWERS

Danville-Pittsylvania Regional Industrial Facility Authority (the "Authority") shall be organized and operated in accordance with Title 15.2, Chapter 64 of the Code of Virginia, 1950, as amended, also known as the Virginia Regional Industrial Facilities Act (the "Act"), as the same may be amended from time to time. The Authority shall also comply with all lawful directives as may be mutually agreed to between the City of Danville, Virginia (the "City"), and the County of Pittsylvania, Virginia (the "County"). The general purpose of the Authority shall be to enhance the economic base of the City and the County by developing, owning, and operating one or more facilities on a cooperative basis involving such localities (each locality being hereinafter referred to as a "Member Locality" or collectively hereinafter referred to as "Member Localities"), including without limitation the specific purpose to develop The Cyber Park of Danville and Pittsylvania County (as defined in the Agreement (as hereinafter defined)) and to develop one or more parcels in both the City and the County as regional industrial parks and for additional purpose of future development of other industrial properties or other reasons as permitted by the Act and as agreed upon by the Member Localities. The Authority shall have any and all powers under the Act, as the same may be amended from time to time.

ARTICLE II. OFFICES

1. The principal office of the Authority shall be located within a Member Locality as designated by the Board of Directors of the Authority (the "Board").

2. The title to all property of every kind belonging to the Authority shall be titled in the name of the Authority, which shall hold such title for the benefit of its Member Localities.

3. Except as otherwise required by resolution of the Authority, or as the business of the Authority may require, all of the books and records of the Authority shall be kept at the office to be designated as provided above.

4. The minutes of the Authority shall be open and available for inspection as required by The Virginia Freedom of Information Act, Virginia Code " 2.2-3700 et seq., as amended. Draft minutes shall be made reasonably available within ten (10) business days of the meeting to which they relate. Final minutes shall be made reasonably available within three (3) business days of approval by the Board.^[1]

ARTICLE III. MEMBERSHIP

The Member Localities of the Authority are the City and the County, each of which is a political subdivision of the Commonwealth of Virginia, and each of which is authorized by the Act to participate in the Authority. The membership may, with unanimous approval of the Board, be expanded as may be authorized in the Act.

ARTICLE IV. MEMBER LOCALITY AGREEMENT

1. The Authority shall be governed by the Act, these Bylaws and by the Agreement For Cost Sharing and Revenue Sharing between the City of Danville, Virginia, and Pittsylvania County, Virginia, dated October 2, 2001, executed by the Governing Body of each Member Locality (the "Agreement"). The Agreement establishes the respective rights and obligations of the Member Localities and provides for revenue and economic growth-sharing arrangements with respect to tax revenues and other income and revenues generated by any facility owned by the Authority.

2. Without limiting the provisions of the Agreement, the Member Localities, acting jointly by and through the city manager and the county administrator, are authorized to incur, on behalf of the Authority, up to Fifty Thousand Dollars (\$50,000.00) in reasonable expenses for any one item, with an aggregate limit of One Hundred Thousand Dollars (\$100,000.00) in any calendar month; however, prior to incurring any such expenses under this paragraph, the Member Localities shall obtain the certification from the Treasurer that there are available funds designated therefor, which may include without limitation funds designated in the Authority's budget as

¹06/14/2010: Entire paragraph revised.

"unassigned, unencumbered general funds" or its equivalent. The Member Localities, through the city manager and the county administrator, and the Treasurer shall report such expenses to the Board at its next regular meeting.^[2]

ARTICLE V. BOARD OF DIRECTORS

1. The powers, rights, and duties conferred by the Act upon the Authority shall be exercised by the Board, which shall consist of four (4) members selected as follows: two (2) members shall be appointed by the Governing Body of each Member Locality. In addition to the members of the Board, each Governing Body of each Member Locality shall select one (1) alternate director, to serve in the absence of a director appointed by the Governing Body of such Member Locality, in accordance with the provisions of these Bylaws.

2. Each Member Locality shall appoint to the Board one (1) member from its Governing Body to serve an initial two (2) year term and one (1) member from its Governing Body to serve an initial four (4) year term pursuant to the Act. Each Member Locality shall also appoint one (1) member from its Governing Body to serve an initial four (4) year term as an alternate director. Each appointee of a Governing Body shall be a resident of the Member Locality of that Governing Body. All subsequent terms shall be four (4) year terms^[3]. Notwithstanding the foregoing, effective as of January 1, 2015, staggered Board terms shall not be required.^[4] Furthermore, notwithstanding the foregoing, so long as a Board member is otherwise qualified to serve in accordance with these Bylaws (i.e., is a member of the appointing Governing Body), such Board member shall hold office until a successor is duly appointed by the appropriate Governing Body.^[5]

²06/14/2021: New paragraph added to change and to clarify how expenses may be incurred on behalf of the Authority and to broaden the authority of the Member Localities acting jointly. Such expenses would be ultimately shared by the Member Localities under the Agreement for Cost Sharing and Revenue Sharing.

³02/11/2013: Deleted term limit of director and alternate director. Each Member Locality shall have the power to determine how many terms its appointed directors and alternate directors should serve.

⁴ 02/09/2015: Added this sentence to eliminate, effective as of January 1, 2015, the requirement for staggered Board terms to address the situation where a Board member is not re-elected to the Governing Body of a Member Locality and a replacement must be appointed for a term which could affect the staggered terms.

⁵ 02/09/2015: Added this sentence to address any gap that may arise between the end of the Board terms and the appointment by the Governing Body of Member Locality of new Board members (e.g., Board term expires December 31, but the appointing Governing Body of a Member Locality does not meet

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3. In order to remain a director or alternate director of the Authority, such director or alternate director must be a current member of the Governing Body. Once a director or alternate director of the Authority is no longer a member of the Governing Body, the locality will appoint a new director or alternate director, as the case may be, from its Governing Body to fill the unexpired term of the vacating director or alternate director as the case may be. In the event of a vacating director, the alternate director from the same Member Locality shall serve until a replacement director is appointed by the Governing Body of such Member Locality, which shall have the authority to fill any such vacancies.

4. Each director or alternate director of the Board, before entering upon the discharge of the duties of the office, shall take and subscribe to the oath prescribed in Virginia Code ' 49-1, as amended, and shall serve in compliance with the Act, these Bylaws and the Agreement.

5. In the absence of a director appointed by the Governing Body of a Member Locality, the alternate director of the same Member Locality may act in place of such absent director. The alternate director from one Member Locality shall not have the right to vote unless at least one (1) director from the same Member Locality is absent.

6. All powers and duties of the Authority shall be exercised and performed by the Board, acting by simple majority vote of those directors present at a meeting at which a quorum is present, except that no facilities owned by the Authority shall be leased or disposed of in any manner without a majority vote of the Board. A quorum shall consist of three (3) directors (including any alternate director entitled to vote at such meeting) of the Board. For the purposes of determining quorum, an alternate director from one Member Locality shall not be counted unless a director of the same Member Locality is absent. No vacancy in the membership of the Board shall impair the right of a quorum to exercise all the rights and perform all the duties of the Board.

7. Members of the Board shall be reimbursed for actual and reasonable expenses incurred the performance of their duties from funds available to the Authority.

until the following January to appoint new Board members).

ARTICLE VI. OFFICERS

1. The Board shall elect from its directors a Chairman and a Vice Chairman^[6]. The director elected to the office of chairman shall alternate each term of office from one Member Locality to another Member Locality, beginning with the County.

2. The term of office for the officers shall be for the calendar year^[7] in which they are elected, and shall continue until their successors are elected.

3. The duties of the Chairman shall be to preside at meetings of the Authority; to prepare the agenda for any and all meetings, and to make a copy of such agenda available to the Secretary for the purpose of providing notice of special meetings as hereinafter provided; to call special meetings; to call special elections; to appoint committees as may be deemed appropriate to carry out the intents and purposes of the Authority; to be ex officio a member of all committees; to sign, with the Secretary or any other proper officer of the Authority authorized by the Board, any documents or instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer of the Authority, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of chairman and such other duties as may be prescribed by the Board from time to time. The Chairman shall have an equal vote with the other directors, and shall not have a second, tie-breaking vote on any question.

4. The Vice Chairman shall, in the absence or disability of the Chairman, perform the duties imposed upon the Chairman and exercise the powers granted to the Chairman, including without limitation those duties and powers set forth in these Bylaws.^[8] The director elected to the office of vice chairman shall not be from the same Member Locality as that of the Chairman.^[9]

5. The Board shall appoint a Secretary and a Treasurer from the Authority's staff, which may include staff provided by a Member Locality or other persons employed or contracted by the Authority.^[10] The offices of Secretary and Treasurer may be held

⁶08/09/2010: Vice Chairman inserted. Offices of Secretary and Treasurer shall be appointed by the Board from the Authority's staff.

⁷12/10/2012: Officers are elected or appointed at the January regular meeting of the Board.

⁸08/09/2010: Entire new paragraph added.

⁹03/14/2016: New sentence added to be consistent with the intent of rotating of the chairman office as provided in paragraph 1 of Article VI ("Officers").

¹⁰02/14/2011: The Authority's staff may include staff provided by a Member Locality or other

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by the same person.^[11,12] If a person serving as Secretary or Treasurer ceases to be staff of a Member Locality, such person shall not be disqualified from serving as Secretary or Treasurer and shall continue to serve the remainder of the term of office unless such person is sooner removed or resigns from such office.^[13]

a. The duties of the Secretary shall be to take the minutes of the meetings of the Board; to have custody of all records of the Authority; to have custody of the Seal of the Authority and to ensure that the Seal of the Authority is affixed to all documents or instruments, the execution of which on behalf of the Authority under its Seal is duly authorized by the Board; to sign with the Chairman (or the Vice Chairman, as the case may be)^[14] any documents or instruments which the Board has authorized to be executed; to ensure that all notices are duly given as required by law, these Bylaws or by the Board; to call meetings of the Board to order in the absence of the Chairman and the Vice Chairman,^[15] and thereupon to conduct an election for a temporary presiding officer for that meeting; and in general to perform all duties incident to the office of Secretary^[16] and such other duties as from time to time may be assigned by the Board. In the absence of the Secretary, the Chairman shall appoint a director or alternate director or shall direct a member of the Authority's staff to be^[17] responsible for the preparation of detailed minutes of any meeting.

b. The duties and authority of the Treasurer shall include: (a) the duty to keep suitable records of all financial transactions of the Authority; (b) the authority to arrange for the preparation of any audits of the financial records of the Authority, as may be directed by the Board; (c) the duty and authority to have charge and custody of all funds and arrange for their investment and deposit in the name of the Authority when authorized by the Board; (d) the duty and the authority, in the absence of the Secretary, to perform all duties of the Secretary, except for those certain other duties which the

persons employed or contracted by the Authority.

¹¹08/09/2010: Secretary and Treasurer shall be appointed by the Board from the Authority's staff.

¹²02/14/2011: Corrected capitalization of Secretary and Treasurer.

¹³02/14/2011: Added "If a person serving as Secretary or Treasurer ceases to be staff of a Member Locality, such person shall not be disqualified from serving as Secretary or Treasurer and shall continue to serve the remainder of the term of office unless such person is sooner removed or resigns from such office."

¹⁴08/09/2010: Reference to Vice Chairman added.

¹⁵08/09/2010: Reference to Vice Chairman added.

¹⁶12/10/2012: Corrected capitalization of Secretary.

¹⁷08/09/2010: Reference to the Authority's staff added.

Chairman, under the Bylaws, delegates to a director, alternate director, officer or staff member in the Secretary's absence^[18]; and (e) in general, the duty and the authority^[19] to perform all the duties incident to the office of Treasurer^[20] and such other duties as from time to time may be assigned by the Board. The Treasurer shall give bond in such sum as may be fixed by the Board with surety to be approved by the Board. The cost of such surety shall be paid by the Authority.

6. The Board shall appoint a City Manager Officer and a County Administrator Officer.

a. The City Manager Officer must be the city manager of the City, which, should the permanent city manager position then be vacant, may include an interim or acting city manager, or the equivalent highest level executive position employed by the City (the "City Manager Officer Eligibility Criteria"). In the event the City Manager Officer no longer meets the City Manager Officer Eligibility Criteria, that person shall be disqualified from continuing to serve and be deemed to have automatically resigned from office, and the Board shall appoint a new City Manager Officer, who meets the City Manager Officer Eligibility Criteria, to fill the unexpired term of the vacating City Manager Officer.

b. The County Administrator Officer must be the county administrator of the County, which, should the permanent county administrator position then be vacant, may include an interim or acting county administrator, or the equivalent highest level executive position employed by the County (the "County Administrator Officer Eligibility Criteria"). In the event the County Administrator Officer no longer meets the County Administrator Officer Eligibility Criteria, that person shall be disqualified from continuing to serve and be deemed to have automatically resigned from office, and the Board shall appoint a new County Administrator Officer, who meets the County Administrator Officer Eligibility Criteria, to fill the unexpired term of the vacating County Administrator Officer.

¹⁸01/09/2012: Added that in the absence of the Secretary, the Treasurer shall perform all duties of the Secretary, except for those certain other duties which the Chairman, under the Bylaws, delegates to a director, alternate director, officer or staff member in the Secretary's absence (e.g., duties set forth in paragraph 5(a) of Article VI).

¹⁹01/09/2012: Added "the duty and the authority" for parallel sentence structure.

²⁰12/10/2012: Corrected capitalization of Treasurer.

c. The duties of each of the City Manager Officer and the County Administrator Officer shall be to supervise the Authority's staff in the execution of the Authority's projects; and in general to perform all duties incident to the office of City Manager Officer or County Administrator Officer and such other duties as from time to time may be assigned by the Board. The City Manager Officer and the County Administrator Officer are authorized to execute jointly and to deliver Confidentiality and Non-Disclosure Agreements ("NDAs") and Letters of Intent ("LOIs") on behalf of the Authority with potential business and industry recruits in connection with the Authority's recruitment efforts; however, (i) nothing in any such NDAs and LOIs shall legally bind the Authority to make appropriations, and (ii) legal counsel to the Authority shall approve the form of any such NDA and LOI.

ARTICLE VII. ELECTIONS OR APPOINTMENT^[21] OF OFFICERS

1. Regular elections or appointment of officers shall be held at the regular meeting of the Board in January of each year.^[22]

2. Special elections of officers in order to fill vacancies or to fill newly created offices shall be held (i) at a regular meeting duly called or (ii) at a special meeting designated by the Chairman, but only after notice of such special meeting, as provided in paragraph 3 of Article VIII^[23], has been given.^[24]

ARTICLE VIII. MEETINGS

1. The Board shall determine the times and places of its regular meetings, but shall meet at least, for its annual meeting, as set forth in Paragraph 2 below. Regular meetings of the Board shall be open to the public (unless otherwise provided under Virginia Code § 2.2-3711, as amended or successor provision).^[25] Regular meetings shall be held in the City or in the County, upon call of the Chairman or as otherwise provided

²¹12/10/2012: Added "Appointment" to header because the offices of Secretary and Treasurer are appointed, not elected.

²²12/10/2012: Changed election/appointment date from the July regular meeting of the Board to the January regular meeting of the Board.

²³12/10/2012: Added cross-reference.

²⁴02/14/2011: Requests for special meetings shall be in writing.

²⁵12/10/2012: Regular meetings are open to the public, unless otherwise permitted by Virginia FOIA. See Va. Code § 2.2-3711.

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in these Bylaws. At a regular meeting, any business may be brought before the Board, whether or not that business is set forth in the notice of regular meeting. In the event that the date of any regular meeting determined by the Board is a date on which either the City's administrative offices or the County's administrative offices are closed for business, the regular meeting shall be held on the next date on which both the City's administrative offices and the County's administrative offices are open for business.^[26] At the regular meeting of the Board in January, the Board shall elect or appoint its officers to serve for that calendar year.^[27]

2. The annual meeting of the Board shall take place at the regular meeting of the Board in July of each year, at such place, time, and date as may be established by the Board or the Chairman. Each Member Locality shall make their appointments prior to such annual meeting so that the membership of the Board will be complete for such annual meeting.^[28, 29]

3. Special meetings of the Board may be called by the Chairman at the request of (a) any two (2) directors; (b) two (2) alternate directors; or (c) one (1) director and one (1) alternate director, so long as those two (2) persons requesting the special meeting represent both Member Localities.^[30] Such request shall be in writing, which may be by email to the Chairman at the email address of record,^[31] and shall specify the time and place of the special meeting and the matters to be considered at the special meeting. No matter not specified in the notice of special meeting shall be considered at such special meeting unless all directors (or an alternate director acting in lieu of an absent director) of the Board are present. Special meetings shall be open to the public (unless otherwise permitted under Virginia Code § 2.2-3711, as amended or successor provision).^[32]

4. Notices of both regular and special meetings shall be mailed by the Secretary to each member of the Board not less than three (3) business days before any such meeting; and

²⁶ 03/12/2012: Entire new sentence added.

²⁷ 12/10/2012: Officers are elected or appointed at the January regular meeting of the Board.

²⁸ 12/10/2012: Deleted election/appointment of officers at the July regular meeting.

²⁹ 03/12/2012: Entire new sentence added.

³⁰ 08/09/2010: Clarification that directors or alternate directors representing two Member Localities may request a special meeting.

³¹ 02/14/2011: Clarification that the request must be in writing, which may include an email to the Chairman at the email address of record. See Va. Code § 1-257.

³² 12/10/2012: Special meetings are open to the public unless otherwise permitted by Virginia FOIA. See Va. Code § 2.2-3711.

notices of special meetings shall state the purposes thereof. All notices required herein shall state the date, time, and location of the meeting and shall be delivered by hand, United States mail, or a private courier service which provides evidence of receipt as part of its service to the address of record of all directors and alternate directors. A notice given hereunder shall be deemed given on the date of hand delivery, deposit with the United States Postal Service properly addressed and postage prepaid, or delivery to a courier service properly addressed with all charges prepaid, as appropriate. Any notice required herein may be waived in writing by the party entitled to such notice, and such waiver may specify that notice may be given to such party electronically (including without limitation by email or access to a website) in lieu of other means of delivery.

At the time that any such notice is given to the directors and alternate directors, a copy of such notice shall be posted (i) in a prominent location at which notices are regularly posted, and (ii) at the office of the clerk of the Authority, currently at 427 Patton Street, Room 428, Danville, Virginia. A copy of any agenda materials or other information included with the notice to the directors and alternate directors (other than materials exempt from disclosure under The Virginia Freedom of Information Act, Virginia Code " 2.2-3700, et seq., as amended) shall be posted or made available with the copy of such notice. Notice may also be posted electronically on the Authority's website or otherwise, but such posting shall not be required.

At least one (1) copy of the agenda materials or other information given at the meeting to the directors and alternate directors (other than materials exempt from disclosure under The Virginia Freedom of Information Act, Virginia Code " 2.2-3700, et seq., as amended) shall be made open and available for inspection at the meeting.

Attendance of a director or alternate director at a meeting shall constitute a waiver of notice of such meeting, except where a director or alternate director attends for the express purpose of objecting to the sufficiency of the notice given or to the lack of notice.^[33]

5. Formal action shall be taken by the Board only at open meeting sessions, and such sessions^[34] shall be open to the public.

6. The vote on the adoption of every resolution, any proposals creating a liability, or for the appropriation or expenditure of funds shall be by yeas or nays, and whenever the

³³06/14/2010: Entire paragraph revised.

³⁴12/10/2012: Clarification for open sessions of open meetings.

vote is not unanimous, the names of the directors (or alternate directors, where permitted under these Bylaws) voting for and of those voting against such action shall be entered upon the minutes.

7. Unless otherwise provided, procedure at meetings shall follow Robert's Rules of Order as then revised.

8. When approved, all minutes shall be signed by the Secretary and the presiding officer of the particular meeting.

9. All actions of the Board requiring the approval of an expenditure will be accompanied by a budget reference and/or funding source.

10. No item will be added to the agenda of a Board meeting without the unanimous consent of the Board members present.

ARTICLE IX. REQUIRED REPORTS

1. Annual Reports. The Board shall report to the Governing Body of each Member Locality annually, on or before the last March meeting of the Governing Body, on the activities of the Authority. In addition to oral presentation at the meeting, a written annual report shall be provided prior to the meeting and shall contain, at a minimum, the following information:

- a. A financial update through December 31 of the current fiscal year;
- b. After completion of the first fiscal year, an audited financial report showing expenditures and revenues and a statement showing financial condition at the end of the preceding fiscal year;
- c. A written report, approved by the Board, of the activities and accomplishments of the Authority and recommendations regarding future activities of the Authority; and
- d. A list of tenants, purchasers or other persons occupying The Cyber Park of Danville and Pittsylvania County or any other regional industrial facilities developed by the Authority.

2. Special Reports. Upon written request of the Governing Body of any Member Locality, the Board shall report to such Governing Body within thirty (30) days of receipt of such request or within a longer period if so provided in such request. The special report shall describe the activities and financial status of the Authority within the six (6) month period immediately preceding the request, or as otherwise

specified in the request and shall be furnished to each Member Locality. A written report shall be provided if requested.

ARTICLE X. FUNDING

Funding of the Authority shall be by appropriation as decided from time to time by the Governing Bodies of the Member Localities and from such other sources as are identified in the Agreement.

ARTICLE XI. STAFF

The Board may hire such employees as are necessary to accomplish the purposes and powers of the Authority.

ARTICLE XII. OFFICIAL SEAL

The Seal of the Authority shall show the name of the Authority, the name of the Commonwealth, and the year of its formation; i.e., "DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY - VIRGINIA - 2001."

ARTICLE XIII. FISCAL YEAR

The fiscal year of the Authority shall be from July 1 until June 30 of the following year.

ARTICLE XIV. AMENDMENTS

Except as otherwise provided by law, these Bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote of the Board, at any regular meeting of the Board, or at any special meeting where such action has been announced in the call and notice of such meeting; however, instead of the time frame described in paragraph 3 of Article VIII above, at least one (1) week advance written notice of such proposed amendment, repeal or alteration shall be given the directors and alternate directors.

The undersigned hereby certify that the foregoing are the Amended and Restated Bylaws adopted by the Board of Directors at its monthly meeting held August 13, 2007, revised at its monthly meetings held June 14, 2010, August 9, 2010, February 14, 2011, April 11, 2011, January 9, 2012, March 12, 2012, December 12, 2012, February 11, 2013, February 9, 2015, and March 14, 2016 and last revised at its monthly meeting held June 14, 2021^[35]

³⁵06/14/2010, 08/09/2010, 02/14/2011, 04/11/2011, 01/09/2012, 03/12/2012, 12/10/2012, 02/11/2013, 02/09/2015, 03/14/2016, 06/14/2021: Updated references to monthly meetings.

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Secretary

** The bracketed footnotes and annotations do not constitute a part of these Bylaws and are provided for convenience only.^[36]*

³⁶02/14/2011: Footnotes and annotations do not constitute a part of the Bylaws and are for convenience only.

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5B
Meeting Date:	06/13/2022
Subject:	Resolution 2022-06-13-5B
From:	Corrie T. Bobe, Director of Economic Development, City of Danville and Shawn R. Harden, P.E., Senior Associate, Dewberry Engineers Inc.

SUMMARY

The Board will be asked to approve Resolution 2022-06-13-5B, authorizing the negotiation, execution and delivery of a Best Management Practices Agreement with the City of Danville, Virginia.

ATTACHMENT

Resolution 2022-06-13-5B

Exhibit

Resolution No. 2022-06-13-5B

A RESOLUTION AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF A BEST MANAGEMENT PRACTICES AGREEMENT WITH THE CITY OF DANVILLE, VIRGINIA, RELATED TO THE CONSTRUCTION AND MAINTENANCE OF ON-SITE STORM WATER MANAGEMENT FACILITIES AT 300 STINSON DRIVE, DANVILLE, VIRGINIA (PIN 76368) OF THE AUTHORITY'S CYBER PARK PROJECT

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, the County of Pittsylvania, Virginia (the “**County**”), and the City of Danville, Virginia (the “**City**”), in order to stimulate economic growth and development of the community by creating jobs and infrastructure have agreed to provide incentives to new and expanding businesses which conduct industrial activity; and

WHEREAS, the Authority requires that certain storm water management facilities be constructed and maintained at 300 Stinson Drive, Danville, Virginia (PIN 76368) (the “**Project Site**”) of the Authority’s Cyber Park project (the “**Cyber Park**”), located in Danville, Virginia for the further development and use of the Hawkins Building expansion for operation of the Institute for Advanced Learning and Research; and

WHEREAS, to comply with the City’s utility requirements for new facilities, the Authority desires to negotiate, execute and deliver a Best Management Practices Agreement (“**BMP**”) with the City for the construction and maintenance of on-site storm water management facilities on the Project Site, substantially in the form of **Exhibit A**, attached hereto and incorporated herein by this reference, where no such funds shall be expended by the Authority; and

WHEREAS, the Authority has determined that it is in the best interests of the Authority, the citizens of the County and the City, and the development of the Authority’s Cyber Park project for the Authority to negotiate, execute and to deliver a BMP with the City.

NOW, THEREFORE, BE IT RESOLVED, that:

1. The Authority hereby authorizes and approves the negotiation, execution and delivery of the BMP with the City, 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 BMP 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 BMP, and all other related documents to consummate the

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transaction, on behalf of the Authority, such execution of the BMP, 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 BMP, 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 BMP 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 June 13, 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 13th day of June 2022.

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

(SEAL)

Exhibit A

(Best Management Practices Agreement)



STORMWATER MANAGEMENT / BMP FACILITIES AGREEMENT

City of Danville – Department of Public Works – Engineering Division
P.O. Box 3300 Danville, VA 24543

THIS AGREEMENT, made and entered into this day of 20 , by and between Danville Pittsylvania Regional Industrial Facility Authority hereinafter called the "Landowner", and the City of Danville, Virginia, a Municipal Corporation of the Commonwealth of Virginia, hereinafter called the "City".

WITNESSETH:

WHEREAS, the Landowner is the fee simple owner of certain real property located at 300 Stinson Drive (PIN # 76368) and as shown on Exhibit "A" attached to this agreement; and,

WHEREAS, the Landowner is proceeding to build on and develop the Property; and

WHEREAS, that certain Site Plan prepared by Dewberry Engineers, Inc. and dated November 16, 2021 labeled as "Grading Plan" hereinafter called the "Plan", which is expressly made a part hereof, as approved or to be approved by the City, provides for detention of stormwater within the confines of the Property; and

WHEREAS, the City and the Landowner, its successors and assigns, including any property owners association, agree that the health, safety, and welfare of the residents of Danville, Virginia, require that on-site stormwater management/Best Management Practices (BMP) facilities be constructed and maintained on the Property; and

WHEREAS, the City requires that on-site stormwater management/BMP facilities as shown on the Plan be constructed and adequately maintained by the Landowner, its successors and assigns, including any property owners association.

NOW, THEREFORE, in consideration of the foregoing premises, the mutual covenants contained herein, and the following terms and conditions, the parties hereto agree as follows:

1. The on-site stormwater management/BMP facilities shall be constructed by the Landowner, its successors and assigns, in accordance with the plans and specifications identified in the Plan.
2. The Landowner, its successors and assigns, including any property owners association, shall adequately maintain the stormwater management/BMP facilities. This includes all pipes and channels built on the Property to convey stormwater to the facility, as well as all structures, improvements, and other to control the quantity and quality of the stormwater on the Property. Adequate maintenance is herein defined as good working condition so that these facilities are performing their design functions. An Annual Inspection Report form approved by the City of



STORMWATER MANAGEMENT / BMP FACILITIES AGREEMENT

City of Danville – Department of Public Works – Engineering Division
P.O. Box 3300 Danville, VA 24543

Danville is to be used to establish what good working condition is acceptable to the City.

3. The Landowner, its successors and assigns, shall inspect the stormwater management/BMP facilities and submit the Annual Inspection Report form to the City annually. The Annual Inspection Report form shall be submitted to the City no later than July 1 of each year but no earlier than thirty (30) days prior to July 1. The purpose of the inspection is to assure safe and proper functioning of the facilities. The inspection shall cover the entire facilities, structures, tanks, etc. on the property. Deficiencies shall be noted in the inspection report.

4. The Landowner, its successors and assigns, hereby grant permission to the City, its authorized agents and employees, to enter upon the Property and to inspect the stormwater management/BMP facilities whenever the City deems necessary in the event of an emergency and other times upon 48 hours advanced notice to the Landowner. The purpose of inspection is to follow-up on reported deficiencies and/or to respond to citizen complaints. The City shall provide the Landowner, its successors and assigns, copies of the inspection findings and a directive to commence with the repairs if necessary.

5. In the event the Landowner, its successors and assigns, after being provided a directive, fails to begin maintenance or repair of the stormwater management/BMP facilities within fourteen (14) days and fails to restore the stormwater management/BMP facilities to good working condition acceptable to the City within thirty (30) days of receiving such directive, the City may enter upon the Property and take whatever steps necessary to correct deficiencies identified in the inspection report and to charge the documented costs of such repairs to the Landowner, its successors and assigns. This provision shall not be construed to allow the City to erect any structure of permanent nature on the land of the Landowner outside of the area of the stormwater management/BMP facilities. It is expressly understood and agreed that the City is under no obligation to routinely maintain or repair said facilities, and in no event shall this Agreement be construed to impose any such obligation on the City. The City, in exercising its rights hereunder, shall make a reasonable attempt to do so in a manner so as to minimize interference with commercial operations on the Property when practicable.

6. The Landowner, its successors and assigns, will perform the work necessary to keep these facilities in good working order as appropriate. In the event a maintenance schedule for the stormwater management/BMP facilities (including sediment removal) is outlined on the Plan, the schedule will be followed.



STORMWATER MANAGEMENT / BMP FACILITIES AGREEMENT

City of Danville – Department of Public Works – Engineering Division
P.O. Box 3300 Danville, VA 24543

7. In the event the City, pursuant to this Agreement, performs work of any nature, or expends any funds in performance of said work for labor, use of equipment, supplies, materials, and the like, the Landowner, its successors and assigns, shall reimburse the City upon demand, within thirty (30) days of receipt thereof for all actual documented costs incurred by the City hereunder.

8. This Agreement imposes no liability of any kind whatsoever on the City and the Landowner agrees to hold the City harmless from any liability in the event the stormwater management/BMP facilities fail to operate properly.

9. This Agreement shall be recorded among the land records of Danville, Virginia, and the conditions and covenants herein are covenants running with the land, and shall perpetually bind the Property and are made for the benefit of the City of Danville and all persons who now or who may hereafter own any portion of the Property and the City and/or such owners are hereby specifically given the right to enforce such covenants and conditions.

10. The Landowner further covenants and agrees that upon the sale or other conveyance of the whole or any part of the Property shown in Exhibit "A", it will insert in the deed or other instruments of sale or conveyance, as a real covenant running with and binding the land perpetually, a requirement that the grantee and all future assigns or successors in title or interest will accept and assume responsibility for its proportionate share of the cost of repairing and maintaining the property and will perform all of the above-referenced covenants and conditions. The Landowner further covenants and agrees that the deed or other instruments of sale or conveyance shall specifically contain all the covenants and conditions set forth above and that all grantees will sign such deed or other instruments of sale or conveyance accepting responsibility for the performance of such covenants and conditions.



STORMWATER MANAGEMENT / BMP FACILITIES
AGREEMENT

City of Danville – Department of Public Works – Engineering Division
P.O. Box 3300 Danville, VA 24543

IN TESTIMONY WHEREOF, Danville Pittsylvania RIFA, has caused his/her name to be hereunto subscribed and the City of Danville has caused its name to be hereunto subscribed by its City Manager and its seal to be hereunto affixed and attested by its City Clerk, all as of the date first above written.

LANDOWNER: Danville Pittsylvania RIFA

By: _____
Sign Name

Title: _____

STATE OF: Virginia
CITY/COUNTY OF: Danville

The foregoing instrument was acknowledged before me this _____ day of _____
by _____

Notary Public and Registration Number

My commission expires: _____

CITY OF DANVILLE, VIRGINIA

By: _____
Kenneth Larking, City Manager

ATTEST: _____ (SEAL)
Susan DeMasi, City Clerk

COMMONWEALTH OF VIRGINIA
CITY OF DANVILLE

The foregoing instrument was acknowledged before me this _____ day of _____, by Kenneth Larking, City Manager of the City of Danville, a municipal corporation of the Commonwealth of Virginia, on behalf of the Corporation.

Notary Public and Registration Number

My commission expires: _____

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5C
Meeting Date:	06/13/2022
Subject:	Resolution 2022-06-13-5C
From:	Corrie T. Bobe, Director of Economic Development, City of Danville and Shawn R. Harden, P.E., Senior Associate, Dewberry Engineers Inc.

SUMMARY

The Board will be asked to approve Resolution 2022-06-13-5C, approving Amendment No. 1, dated June 3, 2022, with Dewberry Engineers Inc.

ATTACHMENT

Resolution 2022-06-13-5C
Exhibit

Resolution No. 2022-06-13-5C

A RESOLUTION APPROVING AMENDMENT NO. 1, DATED JUNE 3, 2022, WITH DEWBERRY ENGINEERS INC., A NEW YORK CORPORATION, FOR PROFESSIONAL ENGINEERING AND CONSTRUCTION ADMINISTRATION SERVICES FOR LOT 7D GRADED PAD PROJECT IN THE AUTHORITY'S CYBER PARK PROJECT, LOCATED IN DANVILLE, VIRGINIA, FOR A LUMP SUM FEE OF \$51,500.00

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, in connection with Resolution No. 2021-06-14-5E, as part of the Authority’s Cyber Park project (the “**Cyber Park**”), the Authority’s contracted engineers, Dewberry Engineers Inc., a New York corporation (“**Dewberry**”), are providing engineering services for the development of the Cyber Park; and

WHEREAS, Dewberry has presented that certain Amendment No. 1, dated June 3, 2022 (“**Amendment No. 1**”), a copy of which is attached as **Exhibit A**, incorporated herein by this reference, under which Dewberry will provide professional engineering and construction administration services for pad grading services for Lot 7D of the Cyber Park; and

WHEREAS, under Amendment No. 1, the professional services by Dewberry are generally described as “**Construction Testing and Inspection**” at a lump sum fee of \$51,500.00 (“**Amendment No. 1 Funding**”); and

WHEREAS, the Authority's Treasurer, as fiscal agent of the Authority, has determined that Amendment No. 1 Funding is available within a line item previously approved by the Authority as “**Cyber Park Site Development**”; and

WHEREAS, the Authority has hereby determined, in open session, that Amendment No. 1, in furtherance of the development and marketing of the Cyber Park, serves the purpose of the Authority to enhance the economic base of Pittsylvania County, Virginia (the “**County**”) and the City of Danville, Virginia (the “**City**”) by developing, owning, and operating the Cyber Park on a cooperative basis involving the County and the City, and that it is in the best interests of the Authority and the citizens of the County and the City for the Authority to authorize, approve, execute and adopt in all respects Amendment No. 1.

NOW, THEREFORE, BE IT RESOLVED, that:

1. The Authority hereby approves the Amendment No. 1 as reviewed at this meeting and substantially in the form set forth in **Exhibit A** and is supported under the Authority’s budget as certified by the Authority’s Treasurer, each of the Authority’s Chairman and Vice Chairman, in consultation with the other, is authorized to further

Resolution No. 2022-06-13-5C

modify Amendment No. 1 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 Amendment No. 1, and all other related documents to consummate the transaction, on behalf of the Authority, such execution of Amendment No. 1, 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 Amendment No. 1, 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 Amendment No. 1 and the matters contemplated therein.

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 June 13, 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 13th day of June 2022.

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

(SEAL)

Exhibit A

(Amendment No. 1)

June 3, 2022

Mr. Vic Ingram
Chairman
Danville-Pittsylvania Regional Industrial Facility Authority (RIFA)
P.O. Box 3300
Danville, Virginia 24543

**RE: Professional Engineering and Construction Administration
Cyber Park – Lot 7D Pad Grading – Amendment #1 Construction Inspection**

Dear Chairman Ingram,

Dewberry Engineers Inc. (Dewberry) has been assisting the Danville-Pittsylvania Regional Industrial Facility Authority (RIFA) with the development and marketing efforts within the Authority's Industrial Parks since the Authority's formation. Since Dewberry completed the initial masterplan and infrastructure design for the Cyber Park in 2001, we have provided ongoing engineering and architectural services for a multitude of projects to support growth at the park. To better preposition Lot 7D in the Cyber Park for future industrial development, RIFA desires to construct a graded pad and associated stormwater management necessary to support a typical 200,000 SF industrial building with parking and loading areas. Dewberry has completed the construction plans for the project and construction will start soon. To verify compliance with contract and design specifications, 3rd party construction testing and inspection of earthwork activities is needed.

SCOPE OF SERVICES & FEE

Dewberry proposes to provide the following Scope of Services:

Dewberry will subcontract with Froehling & Robertson, Inc. (F&R) for Construction Testing and Inspection Services. These services will include testing and inspections of earthwork for the Pad Graded area and Storm Water Management Installation. F&R will be onsite as needed to perform required testing and inspections in general accordance with the project documents. F&R will collect and test bulk soil samples and aggregate base material samples for the determination of soil compaction properties. It is anticipated that full time testing, and inspection services will be needed for four (4) months of the total eight (8) months construction time period.

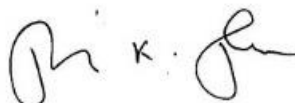
FEE: \$51,500.00 Lump Sum

Dewberry agrees to begin services immediately upon receiving a Notice to Proceed. This proposal is subject to the current terms of our existing contract. Please do not hesitate to call if you have any questions or wish to discuss the proposal.

Sincerely,



Shawn R. Harden, PE
Senior Associate



Brian K. Bradner, PE
Vice President | Business Unit Manager

Chairman Ingram
June 3, 2022

The foregoing Proposal of Dewberry Engineers Inc. is accepted:

Print (Type) Individual, Firm, or Corporate Name

Signature of Authorized Representative Date

Print (Type) Name of Authorized Representative and Title

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5D
Meeting Date:	06/13/2022
Subject:	Resolution 2022-06-13-5D
From:	Corrie T. Bobe, Director of Economic Development, City of Danville

SUMMARY

The Board will be asked to approve Resolution No. 2022-06-13-5D, approving the total reimbursement of \$95,792.44 in marketing expenses advanced by the City of Danville, Virginia and Pittsylvania County, Virginia, to the Authority.

ATTACHMENT

Resolution 2022-06-13-5D

A RESOLUTION APPROVING THE TOTAL REIMBURSEMENT OF \$95,792.44 IN MARKETING EXPENSES ADVANCED BY THE CITY OF DANVILLE, VIRGINIA AND PITTSYLVANIA COUNTY, VIRGINIA, TO THE AUTHORITY RESULTING FROM CERTAIN MARKETING EXPENSES RELATED TO 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, from time to time, incurs expenses related to the marketing of the Authority's Southern Virginia Megasite at Berry Hill Project (the "**SVM**"), located in Pittsylvania County, Virginia, to potential business and industry recruits; and

WHEREAS, the City of Danville, Virginia (the "**City**") and Pittsylvania County, Virginia (the "**County**"), each advanced certain funds for the marketing of the SVM in an amount equal Forty Seven Thousand Eight Hundred Ninety Six and 22/100 Dollars (\$47,896.22) for an aggregate amount equal to Ninety Five Thousand Seven Hundred Ninety Two and 44/100 Dollars (\$95,792.44) (the "**Marketing Expense**") to present the SVM for a potential deal with a potential industry recruit; and

WHEREAS, the Authority's Treasurer, as fiscal agent of the Authority, has determined that funding for the Marketing Expense is available within a line item previously approved by the Authority as "**General Expenditures - Contingency**"; and

WHEREAS, the Authority has determined that reimbursement of the Marketing Expense, pro rata, to the City and the County, is necessary and reasonable for furtherance of the Authority's SVM project and the advancement of the development of the SVM.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Authority hereby approves and directs the payment of fifty percent (50%) of the Marketing Expense payable to the City and fifty percent (50%) of the Marketing Expense payable to the County.
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 Marketing Expense 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 June 13, 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 13th day of June 2022.

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

(SEAL)

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5E
Meeting Date:	06/13/2022
Subject:	Resolution 2022-06-13-5E
From:	Mr. Rowe

SUMMARY

The Board will be asked to approve Resolution 2022-06-13-5E, approving Change Order 10 for Haymes Brothers.

ATTACHMENT

Resolution 2022-06-13-5E

Exhibit

Resolution No. 2022-06-13-5E

A RESOLUTION APPROVING CHANGE ORDER 10 TO THE SITE DEVELOPMENT WORK BY HAYMES BROTHERS, INC., A VIRGINIA CORPORATION, ORIGINALLY APPROVED UNDER RESOLUTION NO. 2017-02-24-4A, INCLUDING MODIFICATION AND CONSTRUCTION RESULTING FROM THE RELOCATION OF A POWERLINE FOR GRADED PAD A ON LOT 4, IN THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, INCREASING THE CONTRACT PRICE BY \$290,500.00

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 approved certain site development work (the “**Original Work**”) to the Authority’s Southern Virginia Megasite at Berry Hill project (“**SVM**”) located in Pittsylvania County, Virginia, under Resolution No. 2017-02-24-4A, by Haymes Brothers, Inc., a Virginia corporation (“**Haymes**”); and

WHEREAS, Haymes has submitted Change Order 10 (as defined below), recommended by the Authority’s engineers, which would include the modification and construction of graded Pad A on SVM’s Lot 4, resulting from the relocation of a powerline in the SVM, increasing the contract price by \$290,500.00 (the “**Change Order 10 Amount**”), as more particularly described in **Exhibit A**, attached hereto and incorporated herein by this reference (“**Change Order 10**”); and

WHEREAS, the Authority has determined that Change Order 10 is reasonable, necessary and proper for the further development of SVM; and

WHEREAS, the Authority's Treasurer, as fiscal agent of the Authority, has determined that funding for the Change Order 10 Amount is within “**Lot 4 Site Development**”, a funding sheet under the budget previously approved by the Authority for this project for this purpose (funding source: Virginia Tobacco Region Revitalization Commission Grant No. 2491); and

WHEREAS, the Authority has determined that it is in the best interests of the Authority and of the citizens of Pittsylvania County, Virginia, and the City of Danville, Virginia, and in further development of SVM, for the Authority to accept Change Order 10.

NOW, THEREFORE, BE IT RESOLVED, that:

1. The Authority hereby approves the acceptance of Change Order 10 as reviewed at this meeting and substantially in the form set forth in **Exhibit A** and is supported under the Authority’s budget as certified by the Authority’s Treasurer, each of the Authority’s Chairman and Vice Chairman, in consultation with the other, is authorized

Resolution No. 2022-06-13-5E

to further modify Change Order 10 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 Change Order 10, and all other related documents to consummate the transaction, on behalf of the Authority, such execution of Change Order 10, 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 Change Order 10, 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 Change Order 10 and the matters contemplated therein.

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 June 13, 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 13th day of June 2022.

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

(SEAL)

Exhibit A

(Change Order 10)

Date of Issuance: 03/25/2020 Effective Date: 3/25/19
 Owner: Danville Pittsylvania County Regional Industrial Facility Authority Owner's Contract No.: 50018376
 Contractor: Haymes Brothers, Inc. Contractor's Project No.:
 Engineer: Dewberry Engineer's Project No.: 50018376
 Project: Berry Hill Industrial Park Contract Name: Phase 1 Development

The Contract is modified as follows upon execution of this Change Order:

Description: Due to the AEP 69 KV line, Haymes Brothers were unable to construct Pad A in accordance with the construction plans. Modifications were made to the plans and Haymes Brothers completed these modifications at their expense. Now that the line has been removed, VDEQ is requiring us to complete in accordance with the approved plans. Haymes has had to keep the permit open for this entire time and has incurred \$80,000 in maintenance fees.

CHANGE IN CONTRACT PRICE	CHANGE IN CONTRACT TIMES <i>(note changes in Milestones if applicable)</i>
Original Contract Price: <u>\$ 3,776,063.00</u>	Original Contract Times: Substantial Completion: <u>330</u> Ready for Final Payment: <u>360</u> days or dates
Increase from previously approved Change Orders No. <u>1</u> to No. <u>9</u> : <u>\$ 2,146,705.11</u>	[Increase] [Decrease] from previously approved Change Orders No. <u>0</u> to No. <u>0</u> : Substantial Completion: <u>0</u> Ready for Final Payment: <u>0</u> days
Contract Price prior to this Change Order: <u>\$ 5,922,768.11</u>	Contract Times prior to this Change Order: Substantial Completion: <u>330</u> Ready for Final Payment: <u>360</u> days or dates
Increase of this Change Order: <u>\$ 290,500.00</u>	Increase of this Change Order: Substantial Completion: <u>180</u> Ready for Final Payment: <u>210</u> days or dates
Contract Price incorporating this Change Order: <u>\$ 6,213,268.00</u>	Contract Times with all approved Change Orders: Substantial Completion: <u>510</u> Ready for Final Payment: <u>540</u> days or dates

By: <u>Shirley P. Hardin</u> Engineer (if required)	By: _____ Owner (Authorized Signature)	By: _____ Contractor (Authorized Signature)
Title: Senior Associate	Title: _____	Title: _____
Date: 6/1/2022	Date: _____	Date: _____

Approved by Funding Agency (if applicable)

By: _____ Date: _____
 Title: _____



Haymes Brothers, Inc.

General Contractors

440 Hawkins Road

Chatham, Virginia 24531

Phone (434) 432- 8282

Fax (434) 432-2029

May 19, 2022

Mr. Shawn Harden
Dewberry Engineers, Inc.
551 Piney Forest Road
Danville, VA 245

Re: Berry Hill Industrial Park Phase I Graded Pads - AEP Power Line Grading

Dear Mr. Harden;

As per your request, we submit the following proposal to grade the areas on Pad A and Pad C where the AEP Power Line was previously located.

Our lump sum price to perform this scope of work would be: **\$290,500.00.**

Our Proposal Includes:

- Remobilization **\$7,500.00**
- Grading **\$165,000.00**
 - Cut/Fill of 33,000 Cubic Yards +/- on Pad A and Pad C where the AEP Power Line was previously located
- Seeding **\$38,000.00**
 - Permanent Seeding of approximately 9.5 Acres
- SWPPP Maintenance **\$80,000.00**
 - Maintenance from July 2021 thru October 31, 2022

Our proposal includes no request for compensation for Rip Rap in that Haymes Brothers will try to reuse Rip Rap already placed. Also, there is no request for compensation for rehandling of the Rip Rap.

After your review of the above information, should you have questions, need clarification or additional information, please do not hesitate to contact us.

Sincerely,

Timothy D. Worley

Timothy D. Worley
Administrative Project Manager

Cc: Chuck Haymes
James Shelhorse
File

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5F
Meeting Date:	June 13, 2022
Subject:	Financial Status Reports – May 31, 2022
From:	Michael L. Adkins, Authority Treasurer

SUMMARY

A review of the financial status reports through May 31, 2022 will be provided at the meeting. The financial status reports as of May 31, 2022 are attached for the DPRIFA Board's review.

RECOMMENDATION

Staff recommends approving the financial status reports as of May 31, 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 May 31, 2022

Funding	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
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	\$ 625.00

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 May 31, 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	24,700.00				
Contingency					
Miscellaneous contingency items		\$ 53,064.84	\$ 27,417.29	\$ -	\$ 25,647.55
Total Contingency Budget		53,064.84	27,417.29	-	25,647.55
Legal		115,000.00	85,387.54	-	29,612.46
Accounting		23,100.00	23,100.00	-	-
Postage & Shipping		100.00		-	100.00
Meals		4,000.00	3,747.49	-	252.51
Utilities		1,061.00	880.66	-	180.34
Insurance		3,000.00	2,623.00	-	377.00
Total		\$ 199,325.84	\$ 143,155.98	\$ -	\$ 56,169.86

Danville-Pittsylvania Regional Industrial Facility Authority
Southern Virginia Megagite at Berry Hill - Funding Other than Bond Funds
As of May 31, 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	541,905.00	118,675.00	
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	\$ 21,377,791.87	\$ 121,645.71	\$ 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 May 31, 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				
VBRSP Site Development Grant	1,312,400.00				
County Match					
Contractual Services	261,800.00				
Property & Improvements	1,267,146.00				
City Match					
Contractual Services	261,800.00				
Property & Improvements	1,267,146.00				
 <i>Expenditures</i>					
Dewberry Engineers Inc.		379,300.00	255,300.00	124,000.00	
Virginia Nutrient Bank		84,420.00	84,420.00	-	
Jimmy R. Lynch & Sons, Inc.		2,972,000.00	-	2,972,000.00	
Treasurer of Virginia		6,100.00	6,100.00	-	
<i>Total</i>	\$ 6,995,092.00	\$ 3,441,820.00	\$ 345,820.00	\$ 3,096,000.00	<u>\$ 3,553,272.00</u>

Danville-Pittsylvania Regional Industrial Facility Authority
Southern Virginia Megasite at Berry Hill - Water & Sewer
As of May 31, 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	888,109.99	131,940.00	
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	1,021,345.00	822,195.00	
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	\$ 10,250,006.64	\$ 954,135.00	\$ <u>465,087.00</u>

Danville-Pittsylvania Regional Industrial Facility Authority
Cyber Park Site Development
As of May 31, 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	80,590.00					
<i>Expenditures</i>						
Dewberry Engineers Inc.		42,750.00	32,750.00	10,000.00		
Making Everything Possible LLC (Incentives)		270,000.00	270,000.00	-		
Virginia Nutrient Bank		37,840.00	37,840.00	-		
<i>Total</i>	\$ 350,590.00	\$ 350,590.00	\$ 340,590.00	\$ 10,000.00	\$	-

Danville-Pittsylvania Regional Industrial Facility Authority

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

As of May 31, 2022

<i>Source of Funds</i>	<u>Funding</u>				
	<u>Carryforward from FY2021</u>	<u>Receipts Current Month</u>	<u>Receipts FY2022</u>	<u>Expenditures FY2022</u>	<u>Unexpended / Unencumbered</u>
<i>Carryforward</i>	\$ 1,248,519.93				
<i>Current Lessees</i>					
Institute for Advanced Learning and Research (IALR) ¹		\$ 43,931.66	\$ 241,504.80		
Axxor N.A. LLC			1,000.00		
Mountain View Farms of Virginia, L.C.			1,200.00		
Osborne Company of North Carolina, Inc.		1,000.00	1,000.00		
American Electric Power		1,500.00	10,500.00		
<i>Total Rent</i>		\$ 46,431.66	\$ 255,204.80		
<i>Interest Received</i> ²		\$ 49.18	\$ 236.96		
<i>Miscellaneous Income</i>		\$ 6,630.35	\$ 1,646,458.98		
<i>Expenditures</i>					
Hawkins Research Bldg. Property Mgmt. Fee				\$ 219,419.64	
Incentive Disbursements to Morgan Olson, LLC				\$ 117,000.00	
City Payment to County for Water and Sewer at SVM Berry Hill				\$ 1,240,419.63	
Transfer to Cyber Park Development				\$ 80,590.00	
Incentive Disbursements to MEP LLC				\$ 66,422.70	
Incentive Disbursements to Harlow Fastech LLC				\$ 80,968.76	
Transfers to other funding sheets				\$ 282,140.86	
Payment to Marcus and Millichap				\$ 125,000.00	
<i>Totals</i>	\$ 1,248,519.93	\$ 53,111.19	\$ 1,901,900.74	\$ 2,211,961.59	\$ 938,459.08
				Restricted ¹	\$ 334,911.86
				Unrestricted	\$ 31,438.08
				Committed	\$ 572,109.14

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
May 2022

<u>Check Number</u>	<u>Date</u>	<u>Vendor Name</u>	<u>Paid Amount</u>
2480	05/02/2022	Treasurer of Virginia	6,100.00
WIRE	05/04/2022	City of Danville	70.51
WIRE	05/04/2022	City of Danville	72.34
2481	05/06/2022	City of Danville	517.49
2482	05/06/2022	IALR	21,846.50
2483	05/06/2022	IALR	308.70
2484	05/06/2022	IALR	7,149.67
2485	05/06/2022	Dewberry Engineers Inc.	78,275.00
WIRE	05/11/2022	Virginia Nutrient Bank	37,840.00
WIRE	05/20/2022	City of Danville	36.00

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Net Position^{1, 2}
May 31, 2022*

	Unaudited FY 2022
Assets	
<i>Current assets</i>	
Cash - checking	\$ 1,320,830
Cash - money market	456,780
<i>Total current assets</i>	1,777,610
<i>Noncurrent assets</i>	
Restricted cash - project fund CCC bonds	20,802
Restricted cash - debt service fund CCC bonds	289,050
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>	73,333,567
Total assets	75,111,177
Liabilities	
<i>Current liabilities</i>	
Accrued interest	35,738
Unearned income	267,715
Economic development payable - current portion	147,000
Bonds payable - current portion	490,000
<i>Total current liabilities</i>	940,453
<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	6,160,453
Net Position	
Net investment in capital assets	71,834,517
Restricted - debt reserves	289,050
Unrestricted	(3,172,843)
Total net position	\$ 68,950,724

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
May 31, 2022*

	Unaudited FY 2022
Operating revenues	
Virginia Tobacco Commission Grants	340,780
Rental income	256,205
Other Income	1,289,109
Total operating revenues	1,886,094
Operating expenses ⁴	
Mega Park expenses ³	730,969
Cane Creek Centre expenses ³	425,372
Cyber Park expenses ³	711,430
Professional fees	51,333
Other operating expenses	1,381,699
Total operating expenses	3,300,803
Operating income (loss)	(1,414,709)
Non-operating revenues (expenses)	
Interest income	237
Interest expense	(35,738)
Total non-operating expenses, net	(35,501)
Net income (loss) before capital contributions	(1,450,210)
Capital contributions	
Contribution - City of Danville	561,507
Contribution - Pittsylvania County	410,593
Total capital contributions	972,100
Change in net position	(478,110)
Net position at July 1, 2021	69,428,834
Net position at May 31, 2022	\$ 68,950,724

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
May 31, 2022*

	Unaudited FY 2022
Operating activities	
Receipts from grant reimbursement requests	\$ 447,234
Receipts from leases	1,295,625
Other receipts	635,273
Payments to suppliers for goods and services	(3,359,609)
Net cash used by operating activities	(981,477)
Capital and related financing activities	
Capital contributions	1,238,341
Interest paid on bonds	(29,396)
Principal repayments on bonds	(465,000)
Net cash provided by capital and related financing activities	743,945
Investing activities	
Interest received	237
Net cash provided by investing activities	237
Net increase (decrease) in cash and cash equivalents	(237,295)
Cash and cash equivalents - beginning of year (including restricted cash)	2,324,757
Cash and cash equivalents - through May 31, 2022 (including restricted cash)	\$ 2,087,462
Reconciliation of operating loss before capital contributions to net cash used by operating activities:	
Operating income (loss)	\$ (1,414,709)
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 other receivables	494,037
Change in accounts payable	(518,319)
Change in unearned income	(2,000)
Net cash used by operating activities	\$ (981,477)

Components of cash and cash equivalents at May 31, 2022:	
American National - Checking	\$ 1,320,830
American National - General money market	456,780
Wells Fargo - \$7.3M Bonds CCC Debt service fund	289,050
Wells Fargo - \$7.3M Bonds CCC Project fund	20,802
	\$ 2,087,462

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5G
Meeting Date:	June 13, 2022
Subject:	Proposed Fiscal Year 2023 General Expenditures Budget
From:	Michael Adkins, Authority Treasurer

SUMMARY

The RIFA Board approves a budget for the general expenditures of RIFA each fiscal year.

BACKGROUND

Attached is the proposed General Expenditures budget for fiscal year 2023. The sheet also displays the fiscal year 2022 General Expenditures data as of May 31, 2022 for comparison purposes.

Staff will review the proposed fiscal year 2023 General Expenditures budget at the meeting.

RECOMMENDATION

Staff recommends the RIFA Board approve the proposed fiscal year 2023 General Expenditures budget.

ATTACHMENTS

Proposed General Expenditures Budget for FY 2023 Compared to FY 2022

Danville-Pittsylvania Regional Industrial Facility Authority
Proposed General Expenditures Budget for Fiscal Year 2023 Compared to Fiscal Year 2022

	<u>FY 2022 (as of 5/31/2022)</u>			<u>FY 2023</u>	
	<u>Funding</u>	<u>Budget</u>	<u>Expenditures</u>	<u>Proposed Funding</u>	<u>Proposed Budget</u>
Funding					
City Contribution	\$ 75,000.00			\$ 75,000.00	-
County Contribution	\$ 75,000.00			75,000.00	-
Carryforward from prior fiscal year ¹	24,625.84			-	-
Transfer from Unrestricted Funds	-			-	-
Other	24,700.00			-	-
Contingency					
Miscellaneous contingency items		\$ 53,725.84	\$ 27,417.29		\$ 3,000.00
Total Contingency Budget		\$ 53,725.84	\$ 27,417.29		\$ 3,000.00
Legal		115,000.00	85,384.54		115,100.00
Accounting		23,100.00	23,100.00		23,800.00
Postage & Shipping		100.00	-		100.00
Meals		4,000.00	3,747.49		4,000.00
Utilities		400.00	880.66		1,000.00
Insurance		3,000.00	2,623.00		3,000.00
Total	\$ 199,325.84	\$ 199,325.84	\$ 143,152.98	\$ 150,000.00	\$ 150,000.00

¹ If there is a carryforward from the prior fiscal year, the funds will be budgeted toward any line item with a projected shortage.

See definitions provided for each budget line item on the following page.

Danville-Pittsylvania Regional Industrial Facility Authority
Proposed General Expenditures Budget for Fiscal Year 2023 Compared to Fiscal Year 2022
Budget Definitions

Funding = Represents sources of incoming funds to support general expenditures of RIFA.

Contingency = Represents a provision for expenditures that cannot be predicted with certainty during the budget process. It includes, but is not limited to, project-specific expenditures necessary as a project develops for which there is no other funding source to cover the expenditure.

Legal = Represents expenditures for general legal services provided to RIFA.

Accounting = Represents expenditures for the required annual audit of the RIFA financial statements.

Postage & Shipping = Represents expenditures for mailing documents for RIFA business.

Meals = Represents expenditures for meals provided while conducting RIFA business.

Utilities = Represents expenditures for electric service at RIFA properties.

Insurance = Represents the annual premium paid for RIFA's insurance coverage, currently with VML Insurance Programs.