

Danville-Pittsylvania Regional Industrial Facility Authority

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

AGENDA

April 14, 2014

12:00 P.M.

**Danville Regional Airport
Eastern Conference Room
424 Airport Drive, Danville, Virginia**

County of Pittsylvania Members

**Coy E. Harville, Chair
James H. Snead
Brenda H. Bowman, Alternate**

City of Danville Members

**Sherman M. Saunders, Vice Chair
Fred O. Shanks, III
J. Lee Vogler, Jr., Alternate**

Staff

**Joseph C. King, City Manager, Danville
Otis S. Hawker, Interim Pittsylvania County Administrator
Clement & Wheatley, Legal Counsel to Authority
Susan M. DeMasi, Authority Secretary
Barbara A. Dameron, Authority Treasurer**

Danville-Pittsylvania Regional Industrial Facility Authority

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 Chair/Vice Chair 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 FOR THE MARCH 10, 2014 MEETING

5. NEW BUSINESS

- A. Update on Existing Industries within the Authority's Projects – E. Linwood Wright, Public and Governmental Affairs Consultant, City of Danville Office of Economic Development
- B. Consideration of Resolution No. 2014-04-14-5B, (i) approving the reallocation of Grant #2491 from the Tobacco Indemnification and Community Revitalization Commission, to be used for the costs associated with obtaining permit approval from the U.S. Corps of Engineers and other engineering services regarding the Authority's Mega Park project located in Pittsylvania County, Virginia; and (ii) approving the following contracts associated with such reallocation:
 - (1) Revised Amendment No. 4 to Contract dated February 9, 2009 Engineering Services Related to the Mega Park Master Plan Wetland Permit Revision and Additional Archeological Studies, with Dewberry Engineers Inc., a New York corporation, for certain archeological investigations and wetland permit application revisions for an aggregate lump sum of \$602,566;
 - (2) Amendment No. 5 to Contract dated February 9, 2009 Engineering Services Related to the Mega Park Master Plan Additional Site Exhibits Related to the Market Study, with Dewberry Engineers, Inc., a New York corporation, for preparation of industry specific layouts for Lots 4, 5 and 6, for an aggregate lump sum of \$31,230;
 - (3) Amendment #6 to Contract dated February 9, 2009 Engineering Services Related Project Cavalier Site Exhibit, with Dewberry Engineers, Inc., a New York corporation, for preparation of industry specific layouts for Lot 3 and marketing assistance with the same at an hourly rate, with the total fee not to exceed \$20,000; and
 - (4) Amendment #7 to Contract dated February 9, 2009 Engineering Services Related to the Mega Park Master Plan Additional Archeological Services, with Dewberry Engineers, Inc., a New York corporation, for additional archeological investigations and services in support of the USACE Permit application, at a lump sum of \$22,441.

-- Gregory L. Sides, Assistant County Administrator for Planning and Development, Pittsylvania County

Danville-Pittsylvania Regional Industrial Facility Authority

- C. Financial Status Report as of March 31, 2014 – Barbara A. Dameron, CPA, Authority Treasurer; and Patricia K. Conner, CPA, City of Danville Senior Accountant
- D. Discussion of the letter dated March 20, 2014 from Duke Energy

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)(3) of the Code of Virginia, 1950, as amended, for discussion or consideration of the disposition of real property for a public purpose to develop the Authority's Cane Creek Centre project, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority.
- B. As permitted by Section 2.2-3711(A)(5) of the Code of Virginia, 1950, as amended, for discussion concerning a prospective business or industry where no previous announcement has been made of the business' or industry's interest in locating its facilities in the Authority's Cane Creek Centre project or Mega Park project.

RETURN TO OPEN SESSION

- A. Confirmation of Motion and Vote to Reconvene in Open Meeting.
- B. Motion to Certify Closed Meeting.

7. COMMUNICATIONS:

Brenda H. Bowman
Coy E. Harville
Sherman M. Saunders
Fred O. Shanks, III
James H. Snead
J. Lee Vogler, Jr.
Staff

8. ADJOURN

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	4
Meeting Date:	4/14/2014
Subject:	Meeting Minutes
From:	Susan M. DeMasi, Authority Secretary

SUMMARY

Attached for the Board's approval are the Meeting Minutes from the Monday, March 10, 2014 meeting.

ATTACHMENTS

Meeting Minutes – 3/10/14

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

March 10, 2014

The Regular Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:19 p.m. on the above date in the Danville Regional Airport Conference Room, 424 Airport Drive, Danville, Virginia. Present were City of Danville Members Vice Chairman Sherman M. Saunders, Fred O. Shanks, III and Alternate J. Lee Vogler. Pittsylvania County Members present were Chairman Coy E. Harville, James Snead and Alternate Brenda H. Bowman.

City/County staff members attending were: Deputy City Manager Ken Larking, Assistant County Administrator for Planning & Development Gregory Sides, Governmental Affairs Consultant Linwood Wright, City of Danville Finance Director/Authority Treasurer Barbara Dameron, Division Director of Planning Ken Gillie, Governmental Affairs Consultant Linwood Wright, City of Danville Senior Accountant Patricia Conner, Project Manager Corrie Teague, Clement & Wheatley Attorney Michael Guanzon and Secretary to the Authority Susan DeMasi.

Also present was Dewberry and Davis Project Manager Shawn Harden.

PUBLIC COMMENT PERIOD

No one present desired to be heard.

APPROVAL OF MINUTES FOR THE FEBRUARY 10, 2014 MEETING

Upon **Motion** by Mr. Snead and **second** by Mr. Shanks, Minutes of the February 10, 2014 meeting were approved as presented.

Draft copies had been distributed to Authority Members prior to the Meeting.

MOVE ITEM 5 C ON THE AGENDA

Mr. Harville noted there would be a change in the order of the Agenda, with Item 5C to be heard first.

5C. – CONSIDERATION – RESOLUTION 2014-03-10-5C – APPROVING REQUEST FROM CBN SECURE TECHNOLOGIES

Division Director of Planning Ken Gillie explained a gazebo was constructed in the Cyber Park at CBN. The covenants for the Cyber Park require approval before construction but there was some miscommunication. There are three sections of the covenants that CBN needs to get approval on: Section 5.1 and Appendix 1.0, Sections 1 and 3. Jason Arends from CBN explained the gazebo was put up as part of their expansion last year and meant as a place for their employees. An outside contractor erected it and did not understand they needed approval. CBN would like to correct this and explained there is a landscape design that will help hide the structure more from the road. Mr. Gillie noted if the Board recommends approval, the next step would be for CBN to appear before the Board of Zoning Appeals to ask for a variance for the location.

Mr. Shanks **moved** adoption of a Resolution 2014-03-10-5C, *approving a request from CBN Secure Technologies, Inc., a Florida corporation, to approve (i) a shelter installed at its*

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

March 10, 2014

facility located in the Authority's Cyber Park project, at 350 Stinson Drive, Danville, Virginia, and (ii) a plan to install certain landscape screening for that shelter [No written resolution.]

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

VOTE: 4-0
AYE: Harville, Snead, Saunders, Shanks (4)
NAY: None (0)

5A. CONSIDERATION – RESOLUTION 2014-03-10-5A TO SUPPORT RESOLUTION 2014-02-10-5A ON THE RELOCATION OF CERTAIN UTILITY EASEMENTS – CANE CREEK

Mr. Shanks stated the Board passed a Resolution for this at the last meeting and Mr. Harville noted the issue of cost had not been brought up at that meeting and does not believe the board had been properly informed on the situation.

Project Manager Corrie Teague explained Utilities at this time is upgrading that transmission line along 58 that goes through Cane Creek Park. Part of this upgrade includes services to Cane Creek; RIFA does need to relocate that line. That is an additional expense to Danville Utilities who is moving it at RIFA's request and is why the cost is being brought to RIFA. It is important to relocate that line to fully utilize that lot. If RIFA decides to expand Cane Creek Centre to the east, that line would need to be relocated. Doing it now while Danville Utilities is upgrading the line will be less costly to RIFA. Ms. Teague explained that the existing line is right on the line of the property and if RIFA decides to convert that into one lot versus two separate lots that line would need to be relocated. Mr. Guanzon explained RIFA has a Revenue Sharing Agreement and if jointly owned RIFA property is to be improved, that would be split between the City and the County. Staff has, when there are expenses that are high dollar, made sure that they have everyone's approval on the Board.

Mr. Drazenovich noted the survey indicates the line is 1800' long, it is located 300' west of Cane Creek Boulevard. Mr. Gillie noted the location on a map to Board members showing that the line is currently running almost through the middle of a potential lot. Mr. Sides explained that a City map shows a layout for a building that would fit on the lot as it is now but when you combine the property to the east, you can see that the building would have to be broken up or re-align parking because of the 100' power line easement that cannot be developed.

Mr. Snead **moved** adoption of Resolution 2014-03-10-5A, to support Resolution No. 2014-02-10-5A on the relocation of certain utility easements into the Authority's Cane Creek Centre project, and to approve the estimated costs of (i) engineering services from UC Synergetic, LLC (formerly, Pike Energy Solutions LLC), a North Carolina limited liability company, at a cost of \$17,950.00, and (ii) survey services from Dewberry Engineers, Inc., a New York corporation, at a cost of \$9,000.00, which costs shall be made subject to that certain Agreement for Cost Sharing and Revenue Sharing between the City of Danville, Virginia, and Pittsylvania County, Virginia, dated October 2, 2001, and as further amended November 6, 2008.

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

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

March 10, 2014

VOTE: 4-0
AYE: Harville, Snead, Saunders, Shanks (4)
NAY: None (0)

5B. FINANCIAL STATUS REPORT AS OF FEBRUARY 28, 2014

Authority Treasurer Barbara Dameron noted there were only a few expenditures for the month of February beginning under Bonds for Cane Creek Centre, RIFA expended \$280 for Wetland Monitoring. The General Expenditures show the movement in the Budget column of \$1800 from Contingency to Meals and \$550 in Legal, \$233 for Meal Expense and \$26 expended for Utilities. Under Berry Hill Mega Park is Wetlands Studies and Solutions for \$3,758. Rent, Interest and Other Income Realized shows rent received from February and an expenditure of \$9,383 for Administrative Fees for the Hawkins' Building.

Mr. Harville questioned Demolition Services if any of the recently purchased properties have been razed and Ms. Dameron explained that amount reflects old demolitions and the budget on that item has been expended.

Mr. Shanks **moved** to approve the Financial Report as of February 28, 2014 as presented. The Motion was **seconded** by Mr. Snead and carried by the following vote:

VOTE: 4-0
AYE: Harville, Snead, Saunders, Shanks (4)
NAY: None (0)

6. CLOSED SESSION

Chairman Harville noted that 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. At 12:43 p.m., Mr. Snead **moved** that the Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority be recessed in a Closed Meeting as permitted by Section 2.2-3711(A)(3) of the Code of Virginia, 1950, as amended, for discussion or consideration of the disposition of real property for a public purpose to develop the Authority's Cane Creek Centre project, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority; and

B. As permitted by Section 2.2-3711(A)(5) of the Code of Virginia, 1950, as amended, for discussion concerning a prospective business or industry where no previous announcement has been made of the business' or industry's interest in locating its facilities in the Authority's Cane Creek Centre project or Mega Park project.

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

VOTE: 4-0
AYE: Harville, Snead, Saunders, Shanks (4)
NAY: None (0)

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes
March 10, 2014

On **Motion** by Mr. Snead and **second** by Mr. Shanks and by unanimous vote at 1:09 p.m., the Authority returned to open meeting.

Mr. Saunders **moved** 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. Shanks and carried by the following vote:

VOTE: 4-0
AYE: Harville, Snead, Saunders, Shanks (4)
NAY: None (0)

COMMUNICATIONS

Mr. Snead noted that a few months ago the RIFA Board had asked staff to give a report on U.S. Green Energy. Mr. Wright noted at the next meeting he will give an update.

There were no other communications from Board Members or Staff.

MEETING ADJOURNED AT 1:13 P.M.

Chairman

Secretary to the Authority

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	5-A
Meeting Date:	4/14/14
Subject:	Existing Industries Update
From:	E. Linwood Wright

SUMMARY

During the April 14th meeting, the Board will receive an update on existing industries within the Authority's projects.

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	5-B
Meeting Date:	04/14/14
Subject:	Report on Changing Funds Allocation in Tobacco Commission Grant for Berry Hill Industrial Park to Fund New Permitting Contracts – Approval of Contract Amendments.
From:	Gregory L. Sides

SUMMARY

Staff has received approval from the Interim Executive Director of the Virginia Tobacco Commission to reallocate local matching funds within approved grant #2491 to cover additional costs associated with obtaining a Corps permit for the Berry Hill Industrial Park. Existing local matching funds from Pittsylvania County, the City of Danville and RIFA will be reallocated from Property and Improvements to Contractual Services. The previously committed funds to be reallocated consist of \$750,000 from the County, \$750,000 from the City and \$181,000 from RIFA, for a total of \$1,681,000. These funds are required for four amended contracts submitted by our project engineering firm for Contractual Services to address permitting activities for lots 3, 4, 5, 11 and 12, and for exhibits necessary for a prospective industry referred to as Project Cavalier. Costs associated with these contract amendments is \$1,268,487.

BACKGROUND

RIFA received approval from the Tobacco Commission in FY12 of grant #2491, in the amount of \$6,208,153, for Site Development of Lot 4 in the Berry Hill Industrial Park. This grant application included \$1,681,000 in local funds from the County, City and RIFA. We have not been able to move forward on this site work due to delays in obtaining a permit from the U. S. Army Corps of Engineers. RIFA submitted an application to the Tobacco Commission in FY14 in the amount of \$1,902,198 for Environmental Permitting, to cover additional permit costs associated with permit revisions. This application was tabled by the Tobacco Commission. We now have several pending contract amendments that must be funded in order to complete the permitting process and be able to develop lots at the Berry Hill site.

RECOMMENDATION

Staff recommends that the RIFA Board approve this reallocation of existing funds within grant #2491 to allow these funds to be used for the costs associated with obtaining permit approval from the Corps of Engineers. Staff recommends that the RIFA Board approve the attached Contract Amendments numbered 4, 5, 6 and 7 and authorize the Chairman to sign the contracts on behalf of RIFA.

Greg Sides

From: Pfohl, Tim (TIC) <tim.pfohl@tic.virginia.gov>
Sent: Wednesday, March 26, 2014 4:05 PM
To: Capps, Sarah (TIC); Greg Sides
Subject: RE: Berry Hill

I concur, the shift of match is approved

From: Capps, Sarah (TIC)
Sent: Wednesday, March 26, 2014 3:56 PM
To: 'Greg Sides'; Pfohl, Tim (TIC)
Subject: RE: Berry Hill

Hi Greg, I will jump in and say that I don't see any problem with these revisions. Since the major shift of funding is in the match contribution this does not require a formal budget amendment, and that, in my opinion is a good thing. (Particularly with this project where I recall Neal had really pushed for TICR funding to be allocated toward on-the-ground site development work as opposed to more TICR money going toward engineering.) The revised match expenditures are clearly in support of the TICR funded project. I expect that this is all that we will need.

-Sarah

From: Greg Sides [<mailto:Greg.Sides@pittgov.org>]
Sent: Wednesday, March 26, 2014 12:25 PM
To: Pfohl, Tim (TIC)
Cc: Capps, Sarah (TIC)
Subject: RE: Berry Hill

Tim,
In order to be able to cover the currently identified permitting costs associated with the Berry Hill site, and the currently undefined historic resources mitigation costs, the attached sheet has been revised to show local funds for Contractual Services and Tobacco Commission funds for Property and Improvements. We are not proposing a change to the overall project budget. Let me know if you need more information or revisions. Thanks for your help and understanding as we push towards completion of this project.

Greg Sides
Assistant County Administrator for
Planning and Development
County Administration

Tel. (434) 432-7974
Fax. (434) 432-7714
Greg.Sides@pittgov.org
www.pittgov.org

PITTSYLVANIA COUNTY
VIRGINIA

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Chatham, VA
24531

Any e-mail or other correspondence sent to a member of the Board of Supervisors, or any other public official and/or employee of Pittsylvania County, Virginia (the "County"), in the transaction of public business, is considered a public record, and such records are subject to the Virginia Freedom of Information Act ("VA FOIA"). This means that Virginia law generally requires the County to provide a copy of any such e-mail, upon request, for inspection and copying to any citizen of the Commonwealth, or to any member of the news media, unless lawfully exempted from production/disclosure under VA FOIA. If you have received this email or any attachments in error, please notify the sender immediately at (434) 432-7700, and by reply email, and delete this email and any attachments to it from your inbox, sent items, and deleted items. Thank you.

From: Pfohl, Tim (TIC) [<mailto:tim.pfohl@tic.virginia.gov>]
Sent: Tuesday, March 25, 2014 4:31 PM
To: Greg Sides
Cc: Capps, Sarah (TIC)
Subject: Berry Hill

Per our conversation on #2491 (the FY12 Mega grant for \$6.2 million). The budget chart is attached, and we'll look to hear from you on shifting some of the matching funds from Property & Improvements to increase the Contractual line to get the permitting work done for your current prospect

Tim Pfohl
Interim Executive Director
**Virginia Tobacco Indemnification &
Community Revitalization Commission**
804-786-2403 (o)
804-840-6999 (c)

	TICRC Funds Amount	TICRC Funds Description	Agency	Status	Matching Funds Amount	Description	Total
Personal Services							
Supplies and Materials							
Contractual Services		Tobacco Commission funds will not be used for contractual services. Local matching funds will be used for <u>Engineering, and CQA Testing, and other contractual services.</u>	City of Danville/Pittsylvania County/RIFA	Money in Hand	\$1,681,000.00 414,781.00	Available local matching funds will consist of \$750,000 each from the City of Danville and Pittsylvania County and \$181,000 from RIFA. Local matching funds are 21% of total project cost. From these available local funds, \$1,681,000.00 414,781 will be spent for <u>Engineering and other contractual services, CQA Testing.</u> Contractual Services will be secured in full accordance	\$1,681,000.00 414,781.00
Continuous Charges							
Property and Improvements	\$6,208,153.00	Funds will be used for site development, including grading, clearing, demolition, erosion control, stormwater management, seeding, stream channel remediation and wetland remediation. All activities will be related to creation of a 230 acre building pad on lot 4 in Berry Hill Mega Park. Site Development contracts will be secured in accordance with Virginia Procurement Code.	City of Danville/Pittsylvania County/RIFA	Money in Hand	\$1,266,219.00	Available local matching funds will consist of \$750,000 each from the City of Danville and Pittsylvania County (total \$1,500,000) and \$181,000 from RIFA. Local matching funds equal 21% of total project cost. From these available local funds \$1,266,219 will be spent for Site Development costs that are not covered by the TIC funds. Site Development contracts will be secured in	\$6,208,153.00 7,474,372.00
Equipment							
Plant and Improvements							

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	TICRC Funds Amount	TICRC Funds Description	Agency	Status	Matching Funds Amount	Description	Total
Personal Services							
Supplies and Materials							
Contractual Services		Tobacco Commission funds will not be used for contractual services. Local matching funds will be used for Engineering, CQA Testing, and other contractual services.	City of Danville/Pittsylvania County/RIFA	Money in Hand	\$1,681,000.00	Available local matching funds will consist of \$750,000 each from the City of Danville and Pittsylvania County and \$181,000 from RIFA. Local matching funds are 21% of total project cost. From these available local funds, \$1,681,000.00 will be spent for Engineering and other contractual services. Contractual Services will be secured in full accordance with Virginia Procurement	\$1,681,000.00
Continuous Charges							
Property and Improvements	\$6,208,153.00	Funds will be used for site development, including grading, clearing, demolition, erosion control, stormwater management, seeding, stream channel remediation and wetland remediation. All activities will be related to creation of a 230 acre building pad on lot 4 in Berry Hill Mega Park. Site Development contracts will be secured in accordance with Virginia Procurement Code.				Site Development contracts will be secured in full accordance with Virginia Procurement Code.	\$6,208,153.00
Equipment							
Plant and Improvements							

February 26, 2014
Revised March 24, 2014

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

**RE: Revised Amendment No. 4 to Contract Dated February 9, 2009
Engineering Services Related to the Mega Park Master Plan
Wetland Permit Revision and Additional Archeological Studies**

Dear Mr. Harville:

As part of the Master Plan development, Phase 1 of Dewberry Engineers Inc. (Dewberry) scope of services for the Danville-Pittsylvania Regional Industrial Facility Authority (RIFA) focused on conducting environmental, archeological, and geotechnical surveys for 1,500 acres (Phase 1) of the Mega Park on Berry Hill road. Phase 2 of the contract advanced the environmental, archeological, and geotechnical investigations to include the remaining 2,000 acres of the park and to prepare applications for the required U.S. Army Corps of Engineers (USACE) and Virginia Department of Environmental Quality (VDEQ) permits to allow for development of the entire ± 3,500 acre Mega Park.

Our efforts in preparing similar services for the Cane Creek Centre project were used as a basis for determining the scope of services on the Mega Park project. During the course of our work on the Mega Park, significant changes were made by the USACE as to how wetlands and waters of the United States are regulated and permitted. The result of these changes has led to a significant amount of additional effort to comply with these changes.

Dewberry submitted a permit application to the USACE in October 2012 for development of graded pads on Lots 3, 4, and 5 and associated utility impacts on Lots 11 and 12. Comments from the USACE on the application were received in May 2013. Since that time, numerous meetings and discussions have occurred to decide how best to respond to these comments. As such, a substantial revision to the original permit application is required. In addition, RIFA has been actively recruiting a prospect (Project Cavalier) to locate on Lot 3 in the Mega Park.

RIFA hired Wetland Studies and Solutions, Inc. (WSSI) to help facilitate discussions with the environmental regulators in an effort to expedite the permitting process. WSSI recommended the preparation of a Market Study to verify what industry sector(s) should be marketed to for location in the Mega Park. In September 2013, RIFA entered into an agreement with Jones Lang LaSalle to prepare the Market Study which was completed in January 2014. The Market Study identified what industry sector(s) should be marketed to for location in the Mega Park and identified industries specific needs for a site such as pad size, utilities demand and road infrastructure needs. Based on the Market Study and the need to permit Lot 3 for Project Cavalier, a major modification to the permit application is needed.

SCOPE OF SERVICES

Dewberry proposes to provide the following Scope of Services with associated fees as additional services to our original contract dated February 9, 2009:

I. Additional Archeological Surveys

Lyle Browning and Associates conducted the initial archeological survey on the Phase 1 and 2 area of the Mega Park. This document was submitted with the initial USACE Permit application. The Virginia Department of Historic Resources (VDH) reviewed the document and provided comments. The comments requested that further archeological investigations be conducted. Dewberry will subcontract this work to the Louis Berger Group, Inc. (LBG) on a cost plus 15% billing schedule. Archeological surveys will be conducted in accordance with VDH guidelines.

1. **Additional Archeological Investigation Lot 3** – LBG will advance the archeological survey and the architectural survey for Lot 3 per the comments provided by VDH. See attached proposal from LBG for further detail.
FEE: \$229,528 Lump Sum
2. **Additional Archeological Investigation Lot 4** – LBG will advance the archeological survey and the architectural survey for Lot 4 per the comments provided by VDH. See attached proposal from LBG for further detail.
FEE: \$63,466 Lump Sum
3. **Additional Archeological Investigation Lot 5** – LBG will advance the archeological survey and the architectural survey for Lot 5 per the comments provided by VDH. See attached proposal from LBG for further detail.
FEE: \$84,572 Lump Sum
4. **Mitigation** – LBG will prepare a mitigation plan using the programmatic agreement completed under scope section I.4 as the template. Since the exact scope will be dictated by the approved programmatic agreement, this scope item will be defined after the agreement is approved. For planning purposes, the cost for this service is estimated to be \$592,250. A refined scope and fee will be submitted to RIFA for these additional services once the programmatic agreement is completed. See the attached proposal from LBG for further detail.
FEE: TBD

II. Wetland Permit Application Revisions

Coordinating with WSSI, Dewberry will revise the wetland permit application, per the aforementioned comments received from the USACE, to match a revised purpose and need to be developed from results of the Marketing Study and Project Cavalier. The revision will include a revised onsite/offsite alternative analysis, avoidance and minimizations exhibits, impact maps and mitigation plans. The application will be revised to include construction of graded pads with impacts on Lots 4 and 5, impacts associated with Project Cavalier on Lot 3 and supporting utilities with impacts on Lots 11 and 12. A total of fifteen conceptual layouts will be prepared; three (3) for Project Cavalier on Lot 3, three (3) for utility impacts on Lots 11 and 12, and nine (9) total for graded pads on Lots 4 and 5. Layouts for Project Cavalier will be based on industry specific information

provided by the prospect. For Lots 4 and 5, three (3) layouts will be prepared for each of the three (3) selected industry user types (Wood and Paper Product Manufacturing, Plastics and Rubber Product Manufacturing, and Fabricated Metal Product Manufacturing) outlined in the market study prepared by Jones Lang LaSalle. Three (3) scenarios will be used as the basis for preparing the three (3) layouts per Lot. The three (3) scenarios include: no consideration of environmental impact, no environmental impact, and a “balanced” plan between the two. Layouts for scenarios on Lots 4 and 5 are being prepared under a separate contract amendment. Also included in the permit application revisions are the impacts associated with a new water withdrawal on the Dan River. The revised application **will not include** a permit for the new water withdrawal since the requirements are unknown at this time. Once the requirements have been determined, Dewberry will submit an amendment to this contract for permitting and design of a new water withdrawal. Dewberry will recalculate the wetland and stream channel impact totals using the “balanced” layout for each lot. After the impact totals are determined, revised stream channel credits forms will be prepared and included with the permit revision. The wetland permit application revisions task includes responding up to three (3) rounds of written comments from the USACE and attendance at up to ten (10) meetings with RIFA, the USACE and the Virginia Department of Environmental Quality. Included in the ten (10) meetings are two (2) meetings in Norfolk, two (2) meetings in Richmond, one (1) meeting in Washington DC, two (2) meetings in Lynchburg and three (3) meetings in Danville.

FEE: \$225,000 Lump Sum

NOTE: Although the effort to complete this task is estimated to be 3 months, Dewberry endeavors to provide additional manpower and resources as necessary to complete the task within one month. Dewberry Senior Leadership will play a prominent and active role in the completion of this task.

FEES

Below is a summary of fees for the respective services listed above:

I. Additional Archeological Services	
1. Additional Archeological Investigation Lot 3	FEE: \$229,528 Lump Sum
2. Additional Archeological Investigation Lot 4	FEE: \$ 63,466 Lump Sum
3. Additional Archeological Investigation Lot 5	FEE: \$ 84,572 Lump Sum
4. Mitigation	FEE: TBD
II. <u>Wetland Permit Application Revisions</u>	<u>FEE: \$225,000 Lump Sum</u>
	TOTAL: \$602,566 Lump Sum

EXCLUSIONS AND CLARIFICATIONS

1. The scope of services excludes wetland delineation, surveying, and permitting for improvements to road infrastructure and power line construction. Should this service be required, Dewberry can provide this service under an amendment to this contract.
2. The scope of services excludes performing an off-site alternatives analysis for Project Cavalier. It is assumed that this information would be provided by Project Cavalier from the information collected by them during their site selection process. Dewberry can provide this information if needed with an amendment to this contract.

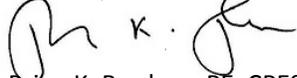
Mr. Coy E. Harville
February 26, 2014
Revised March 24, 2014
Page 4

3. The scope of services assumes that RIFA will follow the USACE wetland hierarchy and purchase wetland and stream channel credits from approved banks. Should final mitigation plans require the construction of wetlands or alternative methods for mitigation or if the approved mitigation banks do not have enough mitigation credits, Dewberry can provide these services under an amendment to this contract.
4. The scope of services does not include the preparation of an Environmental Impact Statement (EIS). Should an EIS be needed, Dewberry can provide this service as an amendment to this contract.

Again, we appreciate the opportunity to submit this contract amendment and look forward to continuing to work with you on this project. Please do not hesitate to call if you have questions or wish to discuss the proposal or project further. The return of an executed copy of this proposal will serve as our authorization to proceed.

Sincerely,

Dewberry Engineers Inc.



Brian K. Bradner, PE, CPESC
Associate Vice President
Office Manager



Darren R. Conner, PE
President

P:\50018376\Adm\Contract\2014.03.24.Rev Amendment 4 Mega Park additional permitting and Archeological work.docx

The foregoing Contract Amendment 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



February 13, 2014

Shawn R. Harden, PE
Associate
Department Manger
Dewberry
551 Piney Forest Road
Danville, VA 24540-3353

**RE: Berry Hill Mega Park
Pittsylvania County, Virginia
DHR No. 2012-0023**

Dear Mr. Harden:

The Louis Berger Group, Inc. (Louis Berger), is pleased to submit our technical and cost proposal to provide Dewberry with cultural resource services in association with the development of the Berry Hill Mega Park (Project) in Pittsylvania County, Virginia (DHR File NO. 2012-0023). This work is based on the comments contained in the March 1, 2013, letter from the Virginia Department of Historic Resources (DHR), a meeting between Louis Berger and DHR staff on June 19, 2013, and a meeting with Dewberry and other parties on February 10, 2014. The services include assisting Dewberry with Section 106 consultation and the development of necessary agreement documents associated with Section 106; archaeological and architectural surveys and evaluations to determine if the resources are eligible for inclusion in the National Register of Historic Places (National Register); preparation of a complete technical report; and development of data recovery and alternative mitigation plans. Where no work is recommended, Louis Berger believes that the sites can either be avoided or we can develop National Register recommendations based on the results of previous fieldwork and the collection of additional background information.

To meet the permitting needs of Dewberry, the County, and the City, Louis Berger has developed an aggressive schedule that seeks to compress the Section 106 timeframe by conducting various tasks and subtasks simultaneously. Based on Louis Berger's prior experience working with DHR, developing a consultation plan and schedule with agreed-to-deadlines will expedite the review process. In many instances, Louis Berger proposes to initiate tasks within five days of receipt of a signed contract and that tasks may be conducted simultaneously.

While the technical proposal addresses all aspects of cultural resource services to be provided by Louis Berger, five separate cost proposals are included: one for conducting work only on Tract 3; one for conducting work only on Tract 4, one for Tract 5, one for preparing a Programmatic Agreement, and one for projected mitigation costs. A work plan and schedule will be developed once a decision is made on a scope for the cultural resource investigations. We have not, however, included costs associated with clearing the sites or ensuring there is cleared access to the sites, but it is likely that this task can be accomplished with assistance from the City. We have included costs for a backhoe and operator for site stripping, but the City may also be able to provide this service.

To ensure that the project is completed on schedule and on budget and that the deliverables meet DHR guidelines, all Louis Berger key personnel involved in this project will have extensive cultural resource experience in Virginia, in directing large projects, in working with local governments, and in assisting clients with Section 106 consultation with state and federal agencies. The professional staff meets or exceeds the professional specifications set forth in the Secretary of the Interior's Professional Qualifications Standards (48 FR 44738-44739). Louis Berger takes pride in providing *specific* and *defensible* reasons for eligibility assessments. Louis Berger's professional staff has worked extensively with the archaeological site files, maps, and library at repositories in Virginia and North Carolina and with the DSS and National Register files and maps at the DHR. The project manager, and the Louis Berger archaeologists and architectural historians on this project have completed Section 106 training provided by the Advisory Council on Historic Preservation.

Louis Berger can complete the work for at a cost of: Lot 3 - \$199,590.56; Lot 4 - \$55,187.60; Lot 5 - \$73,540.40; Programmatic Agreement - \$19,513.60; Mitigation - \$515,000.00. This fee is an estimate and the scope of services will be revised a new fee will be provided once the scope has been determined. The project manager will be Eric Voigt, RPA and the principal investigator will be Lee Tippett from our Raleigh, North Carolina, office. The architectural historian will be assigned from one of Louis Berger's Middle Atlantic offices. If you have any questions, please do not hesitate to contact me at luhman@louisberger.com or Mr. Voigt at 804.228.4317/ evoigt@louisberger.com. We look forward to working with you on this project.

Sincerely yours,

The Louis Berger Group, Inc.



Hope Luhman, PhD, RPA
Vice President

**TECHNICAL PROPOSAL FOR CULTURAL RESOURCE SERVICES
FOR THE BERRY HILL MEGA PARK
PITTSYLVANIA COUNTY, VIRGINIA
DHR FILE NO.: 2012-0023**

Prepared for:

Dewberry
551 Piney Forest Road
Danville, VA 24540-3353

Prepared by:

The Louis Berger Group, Inc.
801 East Main Street, Suite 500
Richmond, Virginia 23219

February 13, 2014

A. Introduction

The Louis Berger Group, Inc. (Louis Berger), is pleased to submit our technical proposal to provide Dewberry with cultural resource services in association with the development of the Berry Hill Mega Park (Project) in Pittsylvania County, Virginia (DHR No. 2012-0023). The Scope of Services has been developed in accordance with the comments contained in the March 1, 2013, letter from the Virginia Department of Historic Resources (DHR), in a meeting with DHR staff on June 19, 2013, and a meeting with Dewberry and other parties on February 10, 2014. The services include the following:

- Project management including client meetings and meetings with regulatory agencies. This task also includes costs for project management and logistics in preparation for fieldwork;
- Providing Section 106 consultation with the Virginia Department of Historic Resources (DHR), the U.S. Army Corps of Engineers (USACE) and interested parties and assist in the preparation of a Programmatic Agreement for the Project;
- Conducting an architectural survey and evaluation as well as background research to determine if architectural resources are eligible for inclusion in the National Register of Historic Places (National Register), to collect information for a technical report, and complete the state inventory forms as required by DHR;
- Conducting archaeological National Register evaluations of sites, if the sites cannot be avoided;
- Preparing a technical report for all phases of work conducted under this contract. The technical report will meet all the standards set by the DHR and other laws and regulations outlined below; and
- Preparing four Data Recovery Plans (DRPs) for archaeological sites as well as assisting in the development of alternative mitigation plans. Estimated costs for implementing the data recovery plans and for alternative mitigation are included separately.

Services proposed are to be implemented pursuant to the National Historic Preservation Act of 1966 (as amended in 1980), the Archaeological and Historical Preservation Act of 1974, Executive Order 11593, Title 36 of the Code of Federal Regulations, Parts 60-66 and 800 (as appropriate). The field investigations and technical report will be consistent with the Secretary of the Interior's Standards and Guidelines for Archeology and Historic Preservation (Federal Register, Part IV, 48:190:44716-44742) as well as the Virginia Department of Historic Resources (DHR) *Guidelines for Conducting Cultural Resource Survey in Virginia* (2011) (*Guidelines*). All cultural materials collected and curated, along with all records of this contract, shall be cared for in accordance with the requirements set forth in 36 CFR Part 79. The Project Archaeologist, Architectural Historian/Historian, and Project Manager to

perform the cultural resource investigation meet or exceed the qualifications described in the Secretary of the Interior's Professional Qualifications Standards (Federal Register, Part IV, 48:44738-9). Resumes of key personnel are included at the end of this proposal.

All information submitted in the technical report will be factual and sufficiently complete to enable Dewberry, Pittsylvania County (County), City of Danville (City), the USACE, and the DHR to perform the necessary reviews.

B. The Louis Berger Group, Inc. – Cultural Resources

Louis Berger is an award-winning environmental planning and engineering firm founded in 1953, and is one of the largest providers of cultural resource management services in the United States. The firm employs more than 3,000 professionals and maintains 90 offices worldwide including more than 20 offices in the United States. Since the development of our specialized Cultural Resource Division in 1981, we have completed over 6,000 cultural resource projects for a variety of federal, state, and private clients in all 50 states, the District of Columbia, and internationally. Average full-time cultural resource staff numbers 79, giving us sufficient personnel in place to conduct multiple investigations simultaneously and complete task orders in a timely manner. The Division includes a large complement of archaeologists (N=32), architectural historians/historians (N=7), and technical support staff including approximately 60 field archaeologists.

Louis Berger has conducted more than 650 cultural resource investigations in Virginia, the majority for the Virginia Department of Transportation (VDOT), Virginia Department of Corrections, Virginia Department of Conservation and Recreation, and the Department of Defense. The Richmond office has conducted approximately 60 projects, many simultaneously, in the last 12 months. Louis Berger frequently consults with the DHR on behalf of clients and has prepared dozens of data recovery plans that have been approved by DHR, the majority of which we have implemented. These key staff members have also worked closely with the ACHP in negotiating MOAs. In addition, Louis Berger key staff members have worked with clients to develop materials for JPAs on large energy and transportation projects.



C. Scope of Services

The discussion below is organized as follows: Tract 3, Tract 4, Tract 5, Programmatic Agreement, and Mitigation.

TRACT 3

TASK 1: Project Management

This task includes not only project management, but also includes attending meetings with Dewberry, the County, and the City, development of a work plan for the cultural resource investigations, and Section 106 consultation with the requisite regulatory agencies. In addition, tasks associated with the logistics of mobilizing field crews (e.g., lodging, vehicles, and equipment) are included under Task 1.

Louis Berger will initiate this task within five business days of receipt of a signed contract. Louis Berger recommends that a kick-off meeting including Dewberry and Louis Berger, as well as other parties deemed appropriate by Dewberry, be scheduled with the issuance of a notice-to-proceed (NTP). Items to be discussed may include the work plan, work schedule, security, safety, access and right-of-entry, etc.

TASK 2: Architectural Survey and Evaluation

This task will result of the collection of information that can address the comments in the DHR letter that are relative to previously identified architectural resources:

- provide recommendations on National Register eligibility or the need for further study on each architectural resource identified
- determine if a rural historic district exists
- conduct further research to determine construction dates
- revise the Data Sharing System (DSS) forms
- conduct a viewshed analysis for Berry Hill (071-0006)

1. Background Research

While preliminary research has been conducted on the place of the Project area relative to the Hairston plantations (e.g., Oak Hill and Berry Hill), additional primary and secondary sources will be consulted to: assign dates of construction to architectural resources; develop a context for evaluating the architectural resources; and determine if a rural historic district is present.

In addition, Louis Berger will conduct additional site specific historical research. The objectives of site specific historical investigations are to: 1) establish the temporal depth of each architectural resources or historic archaeological site; 2) define and characterize the sequence of historic occupations, as appropriate; and 3) compile this information into a site biography that addresses the size and function of a site over

time and places the history of the site into its appropriate interpretive perspective.

These objectives are accomplished by compiling a chain of title for a resource and using the results to obtain further information on people and activities associated with a resource. Some of the data sets relevant to this task include the federal censuses of population, agriculture, and industries; probate, court, and tax records; and the surviving Hairston personal papers located at Chapel Hill, North Carolina.

2. Field Investigations

Using photographs and narrative field notes, the reconnaissance survey will record the physical characteristics and integrity of each resource previously identified that meets the National Register's 50-year age criterion. Further, Louis Berger will evaluate all survey areas that may qualify as possible rural historic districts.

During the survey, sufficient narrative physical information will be obtained to briefly describe each property, to generally characterize its integrity, and to assess its potential for National Register eligibility on a DSS reconnaissance level inventory form. Photographic documentation will include 35mm black and white photographs of each elevation of the property's principle resources, selected views of individual secondary resources or groups of secondary resources, and environmental views showing the resources within their setting. Each resource's location will be mapped on USGS quadrangle sheets.

Following the completion of fieldwork, Louis Berger will submit copies of USGS quadrangle maps showing the locations of the resources surveyed to the VDHR and obtain VDHR survey inventory numbers. Louis Berger will then prepare or revise a DSS reconnaissance-level inventory forms for each resource surveyed. Each draft survey form will contain a map depicting the resources' location on a portion of a USGS quad map; a sketch site plan; and one set of black and white photographs in VDHR approved archival sleeves. The reconnaissance form will also include Louis Berger's recommendation that the resource does not appear to meet National Register eligibility criteria and is not eligible for listing on the National Register or that the resources may meet National Register criteria and is worthy of Phase II study. One hard copy set of draft survey forms with original photographs will be submitted for review.

Louis Berger will initiate this task within five business days of receipt of a signed contract.

TASK 3: Archaeological Evaluations

This task will result of the collection of information that can address the comments in the DHR letter that are relative to previously identified archaeological resources.



Work will begin with:

- relocating and conducting fieldwork at previously identified archaeological sites to obtain information in support of recommendations for National Register eligibility
- determining if these resources are contributing elements to a possible rural historic district

In addition, Louis Berger proposes to establish boundaries of Hairston Family Cemetery #2. Additional fieldwork that will be conducted during this stage of fieldwork involves the cemetery and the possibility of buried archaeological deposits in areas of additional infrastructure development.

Cemetery Delineation

While the development of the Project area will avoid any impacts to cemeteries, the boundaries of the cemeteries have only been visually delineated. Louis Berger proposes to delineate the boundary of cemeteries within the Project area, as necessary. A backhoe or grade-all with a smooth bucket will be used to identify the boundary of the cemetery. All mechanical excavation of surface sediments will be monitored closely by Louis Berger archaeologists to ensure that the proper depths are reached and that burials are undisturbed. Following the machine-assisted stripping, Louis Berger archaeologists will shovel-skim and trowel the remnant sediments to expose any grave shafts around the perimeter of a cemetery. The locations of any newly identified grave shafts will be recorded.

As a DHR Permit for Removal of Human Remains will not have been issued at this stage of the investigations, Louis Berger will not excavate nor disinter any remains.

Investigations will include the preparation of a final site map. This map will illustrate the site's boundaries in relation to an arbitrary datum established during the fieldwork and to prominent topographic and natural landmarks in the vicinity. The map will also show the location and results of any burial shafts and any other features exposed during the stripping.

Geoarchaeological Investigations

Within the Project area, there are areas of alluvial soils along the Dan River and its tributary streams. While most of these areas will be avoided during development, some of these areas will be impacted by infrastructure improvements (e.g., construction of the force main and the pump station). As part of the archaeological survey, Louis Berger proposes to conduct preliminary geoarchaeological investigations, as necessary. Additional deep testing may occur during archaeological evaluations or data recovery.

Deep trenches will be mechanically excavated at locations based on discussions with Dewberry. Profiles of each deep trench will be recorded by the project geomorphologist using

detailed drawings, black and white photography, and color photography. All applicable Office of Safety and Health Administration (OSHA) regulations were followed while conducting these excavations.

The project geomorphologist will examine profiles of selected deep trenches. Profiles will be mapped according to both natural sedimentology and post-depositional soil formation (pedology). Column sediment samples may be collected to assess the physical characteristics of the sediments, as well as chemical characteristics of various soil horizons, both artifact- and non-artifact-bearing. When cultural features are encountered during the geoarchaeological fieldwork, samples will be taken for analysis. Where present, wood charcoal samples will be collected for radiocarbon dating. The deep trenches will provide quantitative assessments of the archaeological content of pertinent strata and the potential for archaeological sites within a particular landform or area.

A stratigraphic framework will be synthesized that organizes and links all identified strata. A cross section will be drawn that illustrates relative landform components.

Additional fieldwork to be conducted during the archaeological evaluations includes:

Shovel Tests

It may be necessary to conduct a fine-grained shovel testing program in areas of a site to increase the artifact sample or to collect additional information about a particular cultural feature or deposit. In such limited cases, Louis Berger will excavate shovel tests at 10-foot intervals and following the protocols outlined above.

Hand-Excavated Test Units

Data generated from the results of the archaeological survey, the close-interval shovel testing, and the location of surface cultural features will figure prominently in selecting the location of hand-excavated 3.3x3.3-foot (1x1-meter) test units (Units). The placement of the units will vary by site.

The unit excavations are aimed at supplying information on site stratigraphy, chronology, artifact variability, and the presence/absence of additional subsurface cultural features or deposits. Research topics to be pursued will focus on the types of artifacts present, the horizontal and vertical distribution of artifacts, and the presence and/or character of cultural features/deposits including structural remains. Units will be located at the house foundation, the kitchen, other ancillary structures, and the possible slave quarters.

Each unit will be excavated in 4-inch (10-cm) arbitrary levels or according to cultural or natural stratigraphic layers. All cultural material recovered from unit will be collected and bagged according to provenience (i.e., test unit, stratum, level, etc.).



Excavated fill will be screened through 1/4-inch (.64-centimeter) mesh hardware cloth. Units will be hand excavated to culturally sterile soil. A profile drawing will be completed of at least one wall of each unit and soils will be described using standard texture descriptions and Munsell Color Charts. Photographs also will be taken of at least one wall in each unit. All test units will be backfilled upon completion of fieldwork.

Features encountered during excavation of the units will be treated as distinct analytical units. Each feature will be first mapped and photographed in plan view, then, bisected with one half removed by natural strata. Once this task is completed, the feature's configuration will be mapped in profile and photographed and the remaining half will be excavated. All feature photography will include both black and white, and color exposures. Feature excavation will include the removal of 2-liter flotation samples from defined strata within the feature for subsequent analysis of floral and faunal material. Every effort will be made to minimize feature excavation during the testing program.

Mechanically Assisted Investigations

Louis Berger may use a variety of mechanically assisted techniques during the archaeological evaluations. These can include:

- plowing in agricultural fields to facilitate controlled and systematic surface collections of artifacts
- deep trenching to identify intact, buried cultural components or features
- stripping plowzone or culturally sterile sediments

The rationale for the use of these techniques will be set forth in the Research Design developed prior to initiation of Task 5 fieldwork.

Mapping

Louis Berger will complete a topographic map of each site showing natural features and cultural features visible on the surface. This map will serve as the base map for a site and all the site datum, shovel tests, collection areas, and excavation units also will be recorded on the map. All recordation will use a Global Positioning System (GPS) receiver with sub-meter accuracy.

Analysis

All recovered artifacts, including floral and faunal remains, will be cleaned and conserved in a manner appropriate to assure their stability. All diagnostic artifacts will be fully provenienced and labeled. The cultural and temporal affiliation, material of manufacture, style, function, form, etc. of recovered artifacts will be identified to the fullest extent possible. These activities will take place at Louis Berger's laboratory facility.

TASK 4: Report Preparation

Within five days of the completion of fieldwork, Louis Berger will submit a Management Summary describing the methods and initial results of each stage of the investigations. The Management Summary will include an explanation of the resources consulted during background research, a description of field methods, and a summary of results. The management summary also will include a copy of the appropriate USGS map showing the project limits and a copy of the project plans identifying the areas examined during the survey and methods used in each area.

Louis Berger will update the site form in DHR's Data Sharing System (DSS). At the end of the project, all archaeological data, field notes, and project reports will be submitted to DHR, the state repository for archaeological materials.

All opinions on National Register eligibility will be phrased in the form of recommendations and will address the applicability of National Register Criteria A, B, C, and D. No opinions relative to project effects will be included in management summaries, forms, or reports.

Five copies of the report will be submitted to Dewberry. If written comments from Dewberry, the County, the City, the USACE, or DHR, call for revision of the report, five paper copies of the revised final report will be submitted within 20 business days of receipt of comments. Louis Berger also will submit two compact discs with the draft technical report in Adobe Portable Document Format (PDF). Both the compact disk and the case will be labeled in accordance with the Guidelines.

TASK 5: Data Recovery Plans and Alternative Mitigation

Data Recovery Plans

Louis Berger will develop a maximum of four DRPs. It is likely that the DRP will be developed pursuant to a stipulation in a PA (see below). The DRP will include a history of previous investigations, a research design, a description of field and analytical methods and techniques, and other requirements set forth in the DHR *Guidelines*. Louis Berger has developed numerous DRPs that have been reviewed and approved by DHR and various state and federal agencies. Louis Berger has recently developed DRPs and implemented the treatment plans for 18th-19th century occupations at plantation, tenant farm, and African-American domestic sites.

Alternative Mitigation

Louis Berger can develop and implement alternative mitigation measures. These can include the identification of parcels that can be used in land swaps, identification of specific projects being undertaken by historic preservation groups that require financial support, design of information kiosks, and preparation of signage and educational materials. Louis Berger also assists



state and local governments, as well as other organizations, in the planning and design of biking, hiking, and equestrian trails.

TRACTS 4 AND 5

Archaeological fieldwork conducted on these two tracts will be identical to the fieldwork described above. No architectural investigations will be required for these tracts.

D. Programmatic Agreement

Because of the Project schedule, Louis Berger recommends that a Programmatic Agreement be developed. A programmatic agreement, or PA, is a document that spells out the terms of a formal, legally binding agreement between the City/County and other state and/or federal agencies. A PA establishes a process for consultation, review, and compliance with one or more federal laws, most often with those federal laws concerning historic preservation. It involves identifying interested and consulting parties, developing an agreement document, and executing the final PA.

Once the PA has been executed, Section 106 consultation is complete and the permitting process can move forward.

E. Mitigation

If the effects to National Register properties cannot be avoided or minimized, then the PA developed for this project will spell out the specific mitigation efforts that will be required to mitigate adverse effects to the properties.

Based on previous experience, Louis Berger believes that mitigation may include HABS documentation for several architectural resources, preparation of a National Register nomination or a cultural landscape study, and archaeological data recovery at two or more sites. Each of these is discussed briefly below.

HABS/HAER/HALS

The Historic American Buildings Survey (HABS) and the Historic American Engineering Record (HAER) as well as the Historic American Landscapes Survey (HALS) document achievements in architecture, engineering, and landscape design in the United States and its territories through a comprehensive range of building types, engineering technologies, and landscapes.

The Secretary of the Interior's Standards and Guidelines for Architectural and Engineering Documentation define the products acceptable for inclusion in the Heritage Documentation Programs (HABS/HAER/HALS) collections in the Library of Congress as measured drawings, large-format black & white photographs, and written histories.

The historical, architectural, engineering or cultural values of the property together with the purpose of the documentation activity determine the level and methods of documentation.

The purpose of documentation is to preserve an accurate record of historic properties that can be used in research and other preservation activities. To serve these purposes, the documentation must include information that permits assessment of its reliability.

Cultural Landscape Study

Cultural landscapes can range from thousands of acres of rural tracts of land to a small homestead with a front yard of less than one acre. Like historic buildings and districts, they reveal aspects of our country's origins and development through their form, features, and the ways they were used. Cultural landscapes also reveal much about our evolving relationship with the natural world.

There are four general types of cultural landscapes, which are not mutually exclusive: historic sites, historic designed landscapes, historic vernacular landscapes, and ethnographic landscapes. Almost every historic property has a landscape component. Imagine a residential district without sidewalks, lawns, and trees or an agricultural complex with buildings, but no fields, garden plots, or hedge rows.

Archaeological Data Recovery

Sections of 36 CFR Part 800 detail the process to determine whether their undertakings will adversely affect historic properties, and if they will, how they are to consult to avoid, minimize, or mitigate the adverse effects in order to meet the requirements of Section 106.

One such category of historic properties is comprised of prehistoric or historic archeological resources, as they have yielded, or may be likely to yield, information important to prehistory or history.

To resolve adverse effects to an archaeological property, a data recovery plan (DRP) is developed in consultation with the SHPO and other stakeholders. In general, a DRP outlines previous investigations, provides a research design, describes the field and analytical methods and techniques, provides for the preparation of a technical report, and addresses public involvement. Once the DRP has been approved, data recovery investigations can be implemented.

Proposed Schedule

To meet the permitting needs of Dewberry, the County, and the City, Louis Berger has developed an aggressive schedule that seeks to compress the Section 106 timeframe by conducting various tasks and subtasks simultaneously. Based on Louis Berger's prior experience working with DHR, developing a



consultation plan and schedule with agreed-to-deadlines will expedite the review process.

In many instances, Louis Berger proposes to initiate tasks within five days of receipt of a signed contract. The architectural survey will be conducted by multiple architectural historians. The archaeological surveys will be conducted by several teams under the direction of a professional archaeologist. National Register evaluations will commence upon the approval of the research design. It is likely that the valuations can begin prior to the completion of the survey work. Louis Berger estimates that the survey and evaluation fieldwork will take approximately 4 weeks to complete using multiple crews and depending on which options are approved by Dewberry.

It will take approximately 4-8 weeks to develop and execute a PA. This task can start immediately after receipt of a notice-to-proceed. During this time, Louis Berger also will begin to develop the appropriate treatment plans and other information for approval by DHR and other review agencies.

Once a PA is executed, it is likely that construction on the Project can begin on portions of Tract 3 – and/or other tracts - that do not include historic architectural or archaeological properties.

Also, at the time the PA is executed, Louis Berger will implement all mitigation measures within 1 week of receipt of a notice-to-proceed. The fieldwork associated with and mitigation will be completed within 30 days.



Eric Voigt, RPA Senior Program Manager

Mr. Voigt currently serves as assistant director and manager of Louis Berger's Richmond, Virginia, and Raleigh, North Carolina, Cultural Resource offices.

FIRM Louis Berger Group

EDUCATION

- MA, Anthropology
- BA, Archaeological

REGISTRATION

- Accredited by the Register of Professional Archaeologists

YEARS EXPERIENCE 34

YEARS WITH FIRM 15

RELEVANT PROJECT EXPERIENCE

Reynolds & Clark Development, Inc., National Register Evaluation of the Fearn's Burying Ground and Fearn/Patton House Site, City of Danville, Virginia. Project manager.

Assisted Reynolds-Clark in the completion of a Joint Permit Application (JPA) for submission to the USACE, Section 106 consultation, and archaeological evaluations of archaeological Fearn/Patton House Site and the Fearn's Burial Ground to determine the sites' eligibility for inclusion in the National Register.

City of Danville, Riverview Industrial Park, City of Danville, Virginia. Project manager.

Archaeological survey of a 35-acre tract.

Virginia DOT, Route 640 Straightstone Creek Crossing Project, Pittsylvania County, Virginia. Project manager.

Archaeological survey of 21-acre stream mitigation project and evaluation of one archaeological site.

Williams Gas-Transco, Potomac Expansion Project, Pittsylvania, Campbell, and Fairfax Counties, Virginia. Project manager. Cultural resource survey of proposed 26-mile pipeline and National Register evaluation of archaeological sites and architectural resources.

U.S. Army, Off-Site Wetland and Stream Mitigation Bank, Fort AP Hill, Caroline County, Virginia. Project manager. Archaeological assessment of 506-acre parcel. For EEE Consulting.

US Army Environmental Command (USAEC), Archaeological Survey, National Register Evaluations, and Data Recovery at Fort A.P. Hill, Caroline County, Virginia. Project manager. Archaeological survey of 2,000 acres, National Register evaluation of archaeological sites, and data recovery at eighteenth-century plantation site.

American Electric Power, Leesville Lake, Smith Mountain Lake Project, Virginia. Project manager. National Register evaluations of 21 archaeological sites dating to Clovis through historic periods as well as preparation of Historic Properties Management Plan.

USAEC, Fort Campbell Task Orders 0001 and 0002, Montgomery County, Tennessee, and Christian and Trigg Counties, Kentucky. Project manager. Phase I survey of 690 acres of training area lands.

U.S. Army Corps of Engineers, Wilmington, Falls Lake and Jordan Lake, Durham, Orange, and Wake Counties, North Carolina. Project manager. Phase I survey of 1,758 acres of timber unit lands.

Fort Stewart Cultural Resources Management Office, Fort Stewart Task 1A, Bryan, Evans, Liberty, Long and Tattall Counties, Georgia. Project manager. Phase I survey of 11,077 acres of training area lands.



Fort Stewart Cultural Resources Management Office, Fort Stewart Task 1B, Bryan, Evans, Liberty, Long and Tattnall Counties, Georgia. Project manager. Phase I survey of 3,137 acres of both cantonment and training area lands.

Virginia Department of Conservation and Recreation, Archaeological Survey, State Parks, Virginia. Project manager. Archaeological surveys at Chippokes, Douthat, Foster Falls, Kiptopeke, Natural Tunnel, Occoneechee, Pocahontas, Shenandoah River, Staunton River, Staunton River Battlefield, and York River State Parks. For the Virginia Department of Conservation and Recreation.

Kimley-Horne Associates, Inc., Taming the Traffic and Burying the Wires, Waterford, Virginia. Project manager. Ensured that the implementation of a federally funded project to bury above-ground utilities and implement traffic-calming measures within this National Historic Landmark had a context-sensitive design. Scoping meetings with stakeholders, conducting background research, supervising archaeologists and architectural historians, and attending public meetings.

Virginia Department of Corrections, Archaeological Survey, Correctional Facilities, Virginia. Project manager. Archaeological surveys and cultural resource surveys at several correctional centers.

Malcolm-Pirnie for the Country of Stafford, Data Recovery, Site 44ST0160, Rocky Pen Run Reservoir Project, Stafford County, Virginia. Project manager. Phase III data recovery of a nineteenth-century miller's house and a late nineteenth-/early twentieth-century farmstead and of a Late Archaic and Woodland period site.

City of Petersburg, Petersburg Multimodal Transportation Center, City of Petersburg, Virginia. Project manager. Archaeological survey and evaluations of proposed alternative for a downtown transportation center.

Malcolm-Pirnie for the Country of Stafford, Proposed Water Intake Facility, Rocky Pen Run Reservoir Project, Stafford County, Virginia. Project manager. Phase I survey and Phase II archaeological evaluation.

Virginia DOT, Historic American Landscape Study, McIntire Golf Course, Charlottesville, Virginia. Preparation of HALS report with The Jaeger Company and design of public outreach exhibits.

Virginia DOT, Archaeological Data Recovery at Site 44JC1123, James City County, Virginia. Project manager. Archaeological data recovery project at seventeenth/eighteenth-century historic site.



Lee Tippett, RPA Senior Archaeologist

Mr. Tippett's duties as senior archaeologist with The Louis Berger Group, Inc., include the supervision of archaeological research projects involving prehistoric and historic resources. As Principal Investigator or co-Principal Investigator, he plans and conducts surveys, evaluations, and excavations of historic and prehistoric sites. His experience includes investigations in Georgia, Kentucky, Maine, North Carolina, South Carolina, Tennessee, and Virginia.

FIRM Louis Berger Group

EDUCATION

- MA, Anthropology
- BA, Archaeological

REGISTRATION

- Accredited by the Register of Professional Archaeologists

YEARS EXPERIENCE 30

YEARS WITH FIRM 10

RELEVANT PROJECT EXPERIENCE

City of Petersburg Department of Public Works and Fitzgerald and Halliday, Inc., Multimodal Transportation Center, City of Petersburg, Virginia. Principal investigator. Archaeological testing and evaluation of Sites 44PG442, 44PG443, and 44PG446.

EEE Consulting, Inc., Water Treatment Facility and Water Line Project, Strasburg, Virginia. Principal investigator. Archaeological survey of a 3-acre parcel and water line, and identification of previously recorded prehistoric archaeological Sites 44SH0081 and 44SH0088.

Virginia DOT, Route 460 Location Study, Sussex, Southampton, and Isle of Wight Counties, and City of Suffolk, Virginia. Principal investigator. Archaeological survey of 26-mile location corridor and evaluation of 36 archaeological sites. 2006

Virginia DOT, Route 640 Straightstone Creek Crossing Project, Pittsylvania County, Virginia. Principal investigator. Archaeological survey of 21-acre stream mitigation project and evaluation of one archaeological site.

Virginia DOT, Site 44JC1123, Judith Stewart Dresser Memorial Bridge Replacement, James City County, Virginia. Principal investigator. Data recovery at Site 44JC1123. 2005-2006

Virginia DOT, Burke Area Headquarters, Fairfax County, Virginia. Principal investigator. Archaeological survey and evaluation of one historic archaeological site.

North Carolina DOT, Rails Division, Southeast High Speed Rail Project, Petersburg, Virginia, to the North Carolina State Line. Principal investigator. Archaeological survey of a 67-mile rail corridor and evaluation of 23 historic archaeological sites, four cemeteries, and portions of three Civil War battlefields.

Virginia DOT, I-95/Route 207 Interchange Project, Caroline County, Virginia. Principal investigator. Archaeological survey of a 2,000-foot-long new alignment corridor, and identification of one historic archaeological site. 2005

Virginia DOT, U.S. 11, Widening Project, City of Lexington, Virginia. Principal investigator. Archaeological survey, and identification of historic archaeological Sites 44RB0482, 44RB0483, and 44RB0484. 2004

Virginia DOT, SR 58, Widening Project, Halifax County, Virginia. Principal investigator. Archaeological evaluation of prehistoric archaeological Sites 44HA0244 and 44HA0245. 2002

Virginia DOT, Route 165, Widening Project, City of Virginia Beach, Virginia. Principal investigator. Archaeological survey of 1-mile road corridor, stormwater management



facilities, and temporary construction easements. 2002

Virginia DOT, Route 50, Loudoun County, Virginia. Principal investigator. Archaeological survey of the proposed new alignment of new road connecting Route 15 and Route 50. 2002

MSA, P.C., Virginia DOT Residency, Rockbridge County, Virginia. Principal investigator. Cultural resource survey in association with the proposed construction of a Virginia Department of Transportation Residency in Lexington, Virginia.

American Electric Power Company and Allegheny Power Company, PATH Transmission Line, Multiple Counties, West Virginia and Virginia. Principal investigator. Phase I survey of 240-mile proposed transmission line corridor. 2010

Appalachian Power Company, Leesville Lake, Bedford, Campbell, and Pittsylvania Counties, Virginia. Principal investigator. Phase II evaluations of 20 archaeological sites within and along a reservoir.

Fort Eustis Directorate of Public Works, Fort Eustis Task Order 0007, City of Newport News, Virginia. Principal investigator. Phase II National Register evaluation of three historic archaeological sites (44NN0030, 44NN0229, and 44NN0230).

Fort Stewart Cultural Resources Management Office, Fort Stewart Task 1A, Bryan, Evans, Liberty, Long and Tattnall Counties, Georgia. Principal investigator. Phase I survey of 11,077 acres of training area lands. 2010-2011

Fort Stewart Cultural Resources Management Office, Fort Stewart Task 1B, Bryan, Evans, Liberty, Long and Tattnall Counties, Georgia. Principal investigator. Phase I survey of 3,137 acres of both cantonment and training area lands. 2010-2011

Fort Campbell Cultural Resources Management Office, Fort Campbell Task Orders 0001 and 0002, Montgomery County, Tennessee, and Christian and Trigg Counties, Kentucky. Principal investigator. Phase I survey of 690 acres of training area lands. 2010

U.S. Army Corps of Engineers, Wilmington, Falls Lake and Jordan Lake, Durham, Orange, and Wake Counties, North Carolina. Principal investigator. Phase I survey of 1,758 acres of timber unit lands.



Steven Bedford, PhD, Principal Architectural Historian

Dr. Bedford has been an architectural historian for more than two decades for clients including local governments, state agencies, transportation projects, and the military. He has worked in all aspects of cultural resource management and managed the production of environmental documents for major actions and master plans, and meets the qualifications required by the National Park Service (NPS) for historic resource documentation. Dr. Bedford has participated in the consensus building process for planning projects, working with the public in a variety of venues, and has a solid understanding of regulatory frameworks and permitting procedures for cultural and natural resources. Dr. Bedford's experience spans cultural resource surveys; National Register nominations and eligibility assessments; historic structure reports; cultural resource management plans; Historic American Building Survey (HABS) and Historic American Engineering Record (HAER) documentation; impact evaluation studies; Section 106 and 4(f) documentation; state and federal mitigation documents, including popular histories; and expert testimony, encompassing topics ranging from local zoning issues to visual impacts on historic resources from major utilities. Dr. Bedford has prepared environmental documentation to conform to National Environmental Policy Act (NEPA) and similar state legislative guidelines. Dr. Bedford also served on the Virginia Historic Landmarks Commission, where he prepared and edited National Register nominations and participated in environmental review process and building surveys.

FIRM Louis Berger Group

EDUCATION

PhD, Art History and
Archaeology
MPhil
MA, Art History
BA, Architecture
BS, Building Sciences

YEARS EXPERIENCE 31

YEARS WITH FIRM 4

RELEVANT PROJECT EXPERIENCE

Multi-modal Transportation Center, Petersburg, Virginia, (106,4[f], NEPA).

Naval Shipyard National Register Nomination, Norfolk, Virginia.

City of Waterbury, State-level Documentation, Fulton Park Greenhouse, Waterbury, Connecticut. Architectural historian.

First Energy, Bruce Mansfield-Glenwillow 345kV Transmission Line, Ohio and Pennsylvania. Principal architectural historian. Managed architectural survey of over 300 architectural resources for a 114-mile transmission line and substation.

U.S. Department of Transportation and the U.S. Coast Guard, Cultural Resources Consultation Services-Maine Historic Preservation Commission, Differential Global Positioning System (NDGPS), Patten, Penobscot County, Maine. Architectural historian.

Massachusetts Bay Transportation Authority, Reconnaissance Level Cultural Resource Survey, Shawsheen River, Clayton Street, Lagrange Street, and Shore Line Bridges MBTA Contract No. B92PS09, Norfolk and Suffolk Counties, Massachusetts. Architectural historian. Reviewed and researched bridges scheduled to be demolished or rehabilitated for their National Register eligibility.

Naval Facilities Engineering Command (NAVFAC) Navy Region Hawaii, Pearl Harbor Historical Context Study, Pearl Harbor Naval Complex (PHNC), Honolulu, Hawaii. Senior architectural historian and senior researcher. Louis Berger is creating a historic context on PHNC to support facility planning and environmental compliance activities of the NAVFAC Joint Base Pearl Harbor/Hickam. The objective is to provide a comprehensive historical understanding of the base and its environs, which is a critical need for an active base that is also a National Historic Landmark and a national war memorial.

NAVFAC Navy Headquarters, nationwide Cold War historic context and eligibility methodology. Architectural historian and researcher.



New York City Metropolitan Transit Authority, National Register Nominations for 60 Subway Stations, New York City. Supervisory historian. This project was part of mitigation for unapproved station alterations.

CT DOT, Scenic Roads Program Cultural Resources Management Plan for Three Scenic Corridors, on Routes 154(Haddam), 49 (Voluntown), and 58 (Easton) Connecticut (for VHB). Served as primary historian developing strategies to encourage preservation of rural landscapes.

Oregon Bridge Delivery Partners, Fourteen Bridges, HAER Documentation, Oregon Bridge Redevelopment Program. Served as primary historian for bridges built in 14 different locations in the state.



January 27, 2014
Revised March 24, 2014

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

**RE: Amendment #5 to Contract Dated February 9, 2009
Engineering Services Related to the Mega Park Master Plan
Additional Site Exhibits Related to the Market Study**

Dear Mr. Harville:

Dewberry Engineers Inc. (Dewberry) submitted a permit application to the United States Army Corps of Engineers (USACE) in October 2012 and received comments from the USACE in May 2013 that reflects the USACE's new permitting philosophy. Since that time, numerous meetings and discussions have occurred to decide how best to respond to these comments. As such, a substantial revision to the original permit application is required.

RIFA has hired Wetland Studies and Solutions, Inc. (WSSI) to help facilitate discussions with the environmental regulators in an effort to expedite the permitting process. WSSI recommended the preparation of a Market Study. RIFA entered into an agreement with Jones Lang LaSalle to prepare the Market Study. The Market Study identified what industry sector(s) should be marketed to for location in the Mega Park and identified industries' specific needs for a site such as pad size, utilities demand and road infrastructure needs.

SCOPE OF SERVICES

The below Scope of Services are for preparation of industry specific layouts as identified in the Market Study. The layouts will be limited to the areas known as Lot 4, Lot 5, and Lot 6.

I. Industry Layouts

Dewberry will prepare nine (9) specific layouts to be used in conjunction with a revised USACE wetland permit application. Three (3) layouts will be prepared for each of the three (3) selected industry user types (Wood and Paper Product Manufacturing, Plastics and Rubber Product Manufacturing, and Fabricated Metal Product Manufacturing) outlined in the market study prepared by Jones Lang LaSalle. The first Layout for each industrial type will be prepared without considering the environmental impact associated with the development. The second layout for each industrial type will be prepared avoiding all environmental impacts, and the final Layout for each industry type will be prepared avoiding as much environmental impact as possible but still meeting the industry

types land needs. Dewberry's senior land planners will assist in initial planning of each layout and will review each finished layout prior to submittal to the client. Each industry layout will include:

- Building Location
- Employee Parking
- Truck Parking
- Trailer Storage
- Internal Circulation
- Rail Layout
- Conceptual Grading

See Lot 9 Exhibit attached for sample industry layout.

FEES

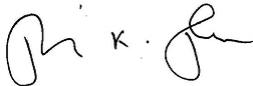
Dewberry will complete the Scope of Services listed above for the following lump sum fee:

I. Industrial Layouts - \$3,470 per layout = Total Lump Sum Fee - \$31,230

Again, we appreciate the opportunity to submit this contract amendment and look forward to continuing to work with you on this project. Please do not hesitate to call if you have questions or wish to discuss the Proposal or project further. The return of an executed copy of this proposal will serve as our authorization to proceed.

Sincerely,

Dewberry Engineers Inc.



Brian K. Bradner, PE, CPESC
Associate Vice President
Office Manager

Attachment

P:\50018376\Adm\Contract\2014.03.24.Rev Amendment 5 Mega Park Market Study site exhibits.docx

The foregoing Contract Amendment 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

February 7, 2014
Revised March 24, 2014

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

**RE: Amendment #6 to Contract Dated February 9, 2009
Engineering Services Related Project Cavalier
Site Exhibit**

Dear Mr. Harville:

Dewberry Engineers Inc. (Dewberry) has been assisting RIFA with the recruitment of Project Cavalier. To assist the prospect with making a decision as to where to locate their new facility, they have requested the preparation of a site layout shown on RIFA's property. The industry has indicated their desire to locate on Lot 3 in the Berry Hill Industrial Park.

SCOPE OF SERVICES

The Scope of Services below is for preparation of an industry specific layout showing the prospect's facility on Lot 3 and for general marketing assistance in support of Project Cavalier.

I. Industry Layouts

Dewberry will prepare one industrial layout using information provided by Project Cavalier. The layout will include:

- Building Location
- Employee Parking
- Truck Parking
- Trailer Storage
- Internal Circulation
- Rail Layout
- Conceptual Grading

II. Marketing Assistance

Dewberry will attend meetings with prospect, assist in responding to prospect questions and prepare additional layouts in support of Project Cavalier.

Mr. Coy E. Harville
February 7, 2014
Revised March 24, 2014
Page 2

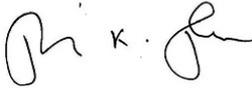
FEES

Dewberry will complete the Scope of Services listed above for the hourly estimate of \$20,000. Dewberry will not exceed \$20,000 without first notifying RIFA and receiving approval from RIFA.

Again, we appreciate the opportunity to submit this contract amendment and look forward to continuing to work with you on this project. Please do not hesitate to call if you have questions or wish to discuss the Proposal or project further. The return of an executed copy of this proposal will serve as our authorization to proceed.

Sincerely,

Dewberry Engineers Inc.



Brian K. Bradner, PE, CPESC
Associate Vice President
Office Manager

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The foregoing Contract Amendment 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

March 24, 2014

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

**RE: Amendment #7 to Contract Dated February 9, 2009
Engineering Services Related to the Mega Park Master Plan
Additional Archeological Services**

Dear Mr. Harville:

Dewberry Engineers Inc. (Dewberry) submitted a permit application to the United States Army Corps of Engineers (USACE) in October 2012 and received comments from the USACE in May 2013 that reflects the USACE's new permitting philosophy. Since that time, numerous meetings and discussions have occurred to decide how best to respond to these comments. As such, a substantial revision to the original permit application is required.

SCOPE OF SERVICES

Dewberry proposes to provide the following Scope of Services with associated fees as additional services to our original contract dated February 9, 2009:

I. Additional Archeological Services

Lyle Browning and Associates conducted the initial archeological survey on the Phase 1 and 2 area of the Mega Park. This document was submitted with the initial USACE Permit application. The Virginia Department of Historic Resources (VDH) reviewed the document and provided comments. The comments requested that further archeological investigations be conducted. Dewberry will subcontract this work to the Louis Berger Group, Inc. (LBG) on a cost plus 15% billing schedule. Archeological surveys will be conducted in accordance with VDH guidelines.

1. **Programmatic Agreement** – LBG will prepare a programmatic agreement for Lots 3, 4, and 5. See attached proposal from LBG for further detail. Additional work identified in attached LBG proposal is included in Contract Amendment #4 for this project.

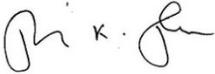
FEE: \$22,441 Lump Sum

Mr. Coy E. Harville
March 24, 2014
Page 2

Again, we appreciate the opportunity to submit this contract amendment and look forward to continuing to work with you on this project. Please do not hesitate to call if you have questions or wish to discuss the Proposal or project further. The return of an executed copy of this proposal will serve as our authorization to proceed.

Sincerely,

Dewberry Engineers Inc.



Brian K. Bradner, PE, CPESC
Associate Vice President
Office Manager

P:\50018376\Adm\Contract\2014.03.24.Amendment 7 Programmatic Agreement.docx

The foregoing Contract Amendment 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



February 13, 2014

Shawn R. Harden, PE
Associate
Department Manger
Dewberry
551 Piney Forest Road
Danville, VA 24540-3353

**RE: Berry Hill Mega Park
Pittsylvania County, Virginia
DHR No. 2012-0023**

Dear Mr. Harden:

The Louis Berger Group, Inc. (Louis Berger), is pleased to submit our technical and cost proposal to provide Dewberry with cultural resource services in association with the development of the Berry Hill Mega Park (Project) in Pittsylvania County, Virginia (DHR File NO. 2012-0023). This work is based on the comments contained in the March 1, 2013, letter from the Virginia Department of Historic Resources (DHR), a meeting between Louis Berger and DHR staff on June 19, 2013, and a meeting with Dewberry and other parties on February 10, 2014. The services include assisting Dewberry with Section 106 consultation and the development of necessary agreement documents associated with Section 106; archaeological and architectural surveys and evaluations to determine if the resources are eligible for inclusion in the National Register of Historic Places (National Register); preparation of a complete technical report; and development of data recovery and alternative mitigation plans. Where no work is recommended, Louis Berger believes that the sites can either be avoided or we can develop National Register recommendations based on the results of previous fieldwork and the collection of additional background information.

To meet the permitting needs of Dewberry, the County, and the City, Louis Berger has developed an aggressive schedule that seeks to compress the Section 106 timeframe by conducting various tasks and subtasks simultaneously. Based on Louis Berger's prior experience working with DHR, developing a consultation plan and schedule with agreed-to-deadlines will expedite the review process. In many instances, Louis Berger proposes to initiate tasks within five days of receipt of a signed contract and that tasks may be conducted simultaneously.

While the technical proposal addresses all aspects of cultural resource services to be provided by Louis Berger, five separate cost proposals are included: one for conducting work only on Tract 3; one for conducting work only on Tract 4, one for Tract 5, one for preparing a Programmatic Agreement, and one for projected mitigation costs. A work plan and schedule will be developed once a decision is made on a scope for the cultural resource investigations. We have not, however, included costs associated with clearing the sites or ensuring there is cleared access to the sites, but it is likely that this task can be accomplished with assistance from the City. We have included costs for a backhoe and operator for site stripping, but the City may also be able to provide this service.

To ensure that the project is completed on schedule and on budget and that the deliverables meet DHR guidelines, all Louis Berger key personnel involved in this project will have extensive cultural resource experience in Virginia, in directing large projects, in working with local governments, and in assisting clients with Section 106 consultation with state and federal agencies. The professional staff meets or exceeds the professional specifications set forth in the Secretary of the Interior's Professional Qualifications Standards (48 FR 44738-44739). Louis Berger takes pride in providing *specific* and *defensible* reasons for eligibility assessments. Louis Berger's professional staff has worked extensively with the archaeological site files, maps, and library at repositories in Virginia and North Carolina and with the DSS and National Register files and maps at the DHR. The project manager, and the Louis Berger archaeologists and architectural historians on this project have completed Section 106 training provided by the Advisory Council on Historic Preservation.

Louis Berger can complete the work for at a cost of: Lot 3 - \$199,590.56; Lot 4 - \$55,187.60; Lot 5 - \$73,540.40; Programmatic Agreement - \$19,513.60; Mitigation - \$515,000.00. This fee is an estimate and the scope of services will be revised a new fee will be provided once the scope has been determined. The project manager will be Eric Voigt, RPA and the principal investigator will be Lee Tippett from our Raleigh, North Carolina, office. The architectural historian will be assigned from one of Louis Berger's Middle Atlantic offices. If you have any questions, please do not hesitate to contact me at luhman@louisberger.com or Mr. Voigt at 804.228.4317/ evoigt@louisberger.com. We look forward to working with you on this project.

Sincerely yours,

The Louis Berger Group, Inc.



Hope Luhman, PhD, RPA
Vice President

**TECHNICAL PROPOSAL FOR CULTURAL RESOURCE SERVICES
FOR THE BERRY HILL MEGA PARK
PITTSYLVANIA COUNTY, VIRGINIA
DHR FILE NO.: 2012-0023**

Prepared for:

Dewberry
551 Piney Forest Road
Danville, VA 24540-3353

Prepared by:

The Louis Berger Group, Inc.
801 East Main Street, Suite 500
Richmond, Virginia 23219

February 13, 2014

A. Introduction

The Louis Berger Group, Inc. (Louis Berger), is pleased to submit our technical proposal to provide Dewberry with cultural resource services in association with the development of the Berry Hill Mega Park (Project) in Pittsylvania County, Virginia (DHR No. 2012-0023). The Scope of Services has been developed in accordance with the comments contained in the March 1, 2013, letter from the Virginia Department of Historic Resources (DHR), in a meeting with DHR staff on June 19, 2013, and a meeting with Dewberry and other parties on February 10, 2014. The services include the following:

- Project management including client meetings and meetings with regulatory agencies. This task also includes costs for project management and logistics in preparation for fieldwork;
- Providing Section 106 consultation with the Virginia Department of Historic Resources (DHR), the U.S. Army Corps of Engineers (USACE) and interested parties and assist in the preparation of a Programmatic Agreement for the Project;
- Conducting an architectural survey and evaluation as well as background research to determine if architectural resources are eligible for inclusion in the National Register of Historic Places (National Register), to collect information for a technical report, and complete the state inventory forms as required by DHR;
- Conducting archaeological National Register evaluations of sites, if the sites cannot be avoided;
- Preparing a technical report for all phases of work conducted under this contract. The technical report will meet all the standards set by the DHR and other laws and regulations outlined below; and
- Preparing four Data Recovery Plans (DRPs) for archaeological sites as well as assisting in the development of alternative mitigation plans. Estimated costs for implementing the data recovery plans and for alternative mitigation are included separately.

Services proposed are to be implemented pursuant to the National Historic Preservation Act of 1966 (as amended in 1980), the Archaeological and Historical Preservation Act of 1974, Executive Order 11593, Title 36 of the Code of Federal Regulations, Parts 60-66 and 800 (as appropriate). The field investigations and technical report will be consistent with the [Secretary of the Interior's Standards and Guidelines for Archeology and Historic Preservation](#) (Federal Register, Part IV, 48:190:44716-44742) as well as the Virginia Department of Historic Resources (DHR) *Guidelines for Conducting Cultural Resource Survey in Virginia* (2011) (*Guidelines*). All cultural materials collected and curated, along with all records of this contract, shall be cared for in accordance with the requirements set forth in 36 CFR Part 79. The Project Archaeologist, Architectural Historian/Historian, and Project Manager to

perform the cultural resource investigation meet or exceed the qualifications described in the Secretary of the Interior's Professional Qualifications Standards (Federal Register, Part IV, 48:44738-9). Resumes of key personnel are included at the end of this proposal.

All information submitted in the technical report will be factual and sufficiently complete to enable Dewberry, Pittsylvania County (County), City of Danville (City), the USACE, and the DHR to perform the necessary reviews.

B. The Louis Berger Group, Inc. – Cultural Resources

Louis Berger is an award-winning environmental planning and engineering firm founded in 1953, and is one of the largest providers of cultural resource management services in the United States. The firm employs more than 3,000 professionals and maintains 90 offices worldwide including more than 20 offices in the United States. Since the development of our specialized Cultural Resource Division in 1981, we have completed over 6,000 cultural resource projects for a variety of federal, state, and private clients in all 50 states, the District of Columbia, and internationally. Average full-time cultural resource staff numbers 79, giving us sufficient personnel in place to conduct multiple investigations simultaneously and complete task orders in a timely manner. The Division includes a large complement of archaeologists (N=32), architectural historians/historians (N=7), and technical support staff including approximately 60 field archaeologists.

Louis Berger has conducted more than 650 cultural resource investigations in Virginia, the majority for the Virginia Department of Transportation (VDOT), Virginia Department of Corrections, Virginia Department of Conservation and Recreation, and the Department of Defense. The Richmond office has conducted approximately 60 projects, many simultaneously, in the last 12 months. Louis Berger frequently consults with the DHR on behalf of clients and has prepared dozens of data recovery plans that have been approved by DHR, the majority of which we have implemented. These key staff members have also worked closely with the ACHP in negotiating MOAs. In addition, Louis Berger key staff members have worked with clients to develop materials for JPAs on large energy and transportation projects.



C. Scope of Services

The discussion below is organized as follows: Tract 3, Tract 4, Tract 5, Programmatic Agreement, and Mitigation.

TRACT 3

TASK 1: Project Management

This task includes not only project management, but also includes attending meetings with Dewberry, the County, and the City, development of a work plan for the cultural resource investigations, and Section 106 consultation with the requisite regulatory agencies. In addition, tasks associated with the logistics of mobilizing field crews (e.g., lodging, vehicles, and equipment) are included under Task 1.

Louis Berger will initiate this task within five business days of receipt of a signed contract. Louis Berger recommends that a kick-off meeting including Dewberry and Louis Berger, as well as other parties deemed appropriate by Dewberry, be scheduled with the issuance of a notice-to-proceed (NTP). Items to be discussed may include the work plan, work schedule, security, safety, access and right-of-entry, etc.

TASK 2: Architectural Survey and Evaluation

This task will result of the collection of information that can address the comments in the DHR letter that are relative to previously identified architectural resources:

- provide recommendations on National Register eligibility or the need for further study on each architectural resource identified
- determine if a rural historic district exists
- conduct further research to determine construction dates
- revise the Data Sharing System (DSS) forms
- conduct a viewshed analysis for Berry Hill (071-0006)

1. Background Research

While preliminary research has been conducted on the place of the Project area relative to the Hairston plantations (e.g., Oak Hill and Berry Hill), additional primary and secondary sources will be consulted to: assign dates of construction to architectural resources; develop a context for evaluating the architectural resources; and determine if a rural historic district is present.

In addition, Louis Berger will conduct additional site specific historical research. The objectives of site specific historical investigations are to: 1) establish the temporal depth of each architectural resources or historic archaeological site; 2) define and characterize the sequence of historic occupations, as appropriate; and 3) compile this information into a site biography that addresses the size and function of a site over

time and places the history of the site into its appropriate interpretive perspective.

These objectives are accomplished by compiling a chain of title for a resource and using the results to obtain further information on people and activities associated with a resource. Some of the data sets relevant to this task include the federal censuses of population, agriculture, and industries; probate, court, and tax records; and the surviving Hairston personal papers located at Chapel Hill, North Carolina.

2. Field Investigations

Using photographs and narrative field notes, the reconnaissance survey will record the physical characteristics and integrity of each resource previously identified that meets the National Register's 50-year age criterion. Further, Louis Berger will evaluate all survey areas that may qualify as possible rural historic districts.

During the survey, sufficient narrative physical information will be obtained to briefly describe each property, to generally characterize its integrity, and to assess its potential for National Register eligibility on a DSS reconnaissance level inventory form. Photographic documentation will include 35mm black and white photographs of each elevation of the property's principle resources, selected views of individual secondary resources or groups of secondary resources, and environmental views showing the resources within their setting. Each resource's location will be mapped on USGS quadrangle sheets.

Following the completion of fieldwork, Louis Berger will submit copies of USGS quadrangle maps showing the locations of the resources surveyed to the VDHR and obtain VDHR survey inventory numbers. Louis Berger will then prepare or revise a DSS reconnaissance-level inventory forms for each resource surveyed. Each draft survey form will contain a map depicting the resources' location on a portion of a USGS quad map; a sketch site plan; and one set of black and white photographs in VDHR approved archival sleeves. The reconnaissance form will also include Louis Berger's recommendation that the resource does not appear to meet National Register eligibility criteria and is not eligible for listing on the National Register or that the resources may meet National Register criteria and is worthy of Phase II study. One hard copy set of draft survey forms with original photographs will be submitted for review.

Louis Berger will initiate this task within five business days of receipt of a signed contract.

TASK 3: Archaeological Evaluations

This task will result of the collection of information that can address the comments in the DHR letter that are relative to previously identified archaeological resources.



Work will begin with:

- relocating and conducting fieldwork at previously identified archaeological sites to obtain information in support of recommendations for National Register eligibility
- determining if these resources are contributing elements to a possible rural historic district

In addition, Louis Berger proposes to establish boundaries of Hairston Family Cemetery #2. Additional fieldwork that will be conducted during this stage of fieldwork involves the cemetery and the possibility of buried archaeological deposits in areas of additional infrastructure development.

Cemetery Delineation

While the development of the Project area will avoid any impacts to cemeteries, the boundaries of the cemeteries have only been visually delineated. Louis Berger proposes to delineate the boundary of cemeteries within the Project area, as necessary. A backhoe or grade-all with a smooth bucket will be used to identify the boundary of the cemetery. All mechanical excavation of surface sediments will be monitored closely by Louis Berger archaeologists to ensure that the proper depths are reached and that burials are undisturbed. Following the machine-assisted stripping, Louis Berger archaeologists will shovel-skim and trowel the remnant sediments to expose any grave shafts around the perimeter of a cemetery. The locations of any newly identified grave shafts will be recorded.

As a DHR Permit for Removal of Human Remains will not have been issued at this stage of the investigations, Louis Berger will not excavate nor disinter any remains.

Investigations will include the preparation of a final site map. This map will illustrate the site's boundaries in relation to an arbitrary datum established during the fieldwork and to prominent topographic and natural landmarks in the vicinity. The map will also show the location and results of any burial shafts and any other features exposed during the stripping.

Geoarchaeological Investigations

Within the Project area, there are areas of alluvial soils along the Dan River and its tributary streams. While most of these areas will be avoided during development, some of these areas will be impacted by infrastructure improvements (e.g., construction of the force main and the pump station). As part of the archaeological survey, Louis Berger proposes to conduct preliminary geoarchaeological investigations, as necessary. Additional deep testing may occur during archaeological evaluations or data recovery.

Deep trenches will be mechanically excavated at locations based on discussions with Dewberry. Profiles of each deep trench will be recorded by the project geomorphologist using

detailed drawings, black and white photography, and color photography. All applicable Office of Safety and Health Administration (OSHA) regulations were followed while conducting these excavations.

The project geomorphologist will examine profiles of selected deep trenches. Profiles will be mapped according to both natural sedimentology and post-depositional soil formation (pedology). Column sediment samples may be collected to assess the physical characteristics of the sediments, as well as chemical characteristics of various soil horizons, both artifact- and non-artifact-bearing. When cultural features are encountered during the geoarchaeological fieldwork, samples will be taken for analysis. Where present, wood charcoal samples will be collected for radiocarbon dating. The deep trenches will provide quantitative assessments of the archaeological content of pertinent strata and the potential for archaeological sites within a particular landform or area.

A stratigraphic framework will be synthesized that organizes and links all identified strata. A cross section will be drawn that illustrates relative landform components.

Additional fieldwork to be conducted during the archaeological evaluations includes:

Shovel Tests

It may be necessary to conduct a fine-grained shovel testing program in areas of a site to increase the artifact sample or to collect additional information about a particular cultural feature or deposit. In such limited cases, Louis Berger will excavate shovel tests at 10-foot intervals and following the protocols outlined above.

Hand-Excavated Test Units

Data generated from the results of the archaeological survey, the close-interval shovel testing, and the location of surface cultural features will figure prominently in selecting the location of hand-excavated 3.3x3.3-foot (1x1-meter) test units (Units). The placement of the units will vary by site.

The unit excavations are aimed at supplying information on site stratigraphy, chronology, artifact variability, and the presence/absence of additional subsurface cultural features or deposits. Research topics to be pursued will focus on the types of artifacts present, the horizontal and vertical distribution of artifacts, and the presence and/or character of cultural features/deposits including structural remains. Units will be located at the house foundation, the kitchen, other ancillary structures, and the possible slave quarters.

Each unit will be excavated in 4-inch (10-cm) arbitrary levels or according to cultural or natural stratigraphic layers. All cultural material recovered from unit will be collected and bagged according to provenience (i.e., test unit, stratum, level, etc.).



Excavated fill will be screened through 1/4-inch (.64-centimeter) mesh hardware cloth. Units will be hand excavated to culturally sterile soil. A profile drawing will be completed of at least one wall of each unit and soils will be described using standard texture descriptions and Munsell Color Charts. Photographs also will be taken of at least one wall in each unit. All test units will be backfilled upon completion of fieldwork.

Features encountered during excavation of the units will be treated as distinct analytical units. Each feature will be first mapped and photographed in plan view, then, bisected with one half removed by natural strata. Once this task is completed, the feature's configuration will be mapped in profile and photographed and the remaining half will be excavated. All feature photography will include both black and white, and color exposures. Feature excavation will include the removal of 2-liter flotation samples from defined strata within the feature for subsequent analysis of floral and faunal material. Every effort will be made to minimize feature excavation during the testing program.

Mechanically Assisted Investigations

Louis Berger may use a variety of mechanically assisted techniques during the archaeological evaluations. These can include:

- plowing in agricultural fields to facilitate controlled and systematic surface collections of artifacts
- deep trenching to identify intact, buried cultural components or features
- stripping plowzone or culturally sterile sediments

The rationale for the use of these techniques will be set forth in the Research Design developed prior to initiation of Task 5 fieldwork.

Mapping

Louis Berger will complete a topographic map of each site showing natural features and cultural features visible on the surface. This map will serve as the base map for a site and all the site datum, shovel tests, collection areas, and excavation units also will be recorded on the map. All recordation will use a Global Positioning System (GPS) receiver with sub-meter accuracy.

Analysis

All recovered artifacts, including floral and faunal remains, will be cleaned and conserved in a manner appropriate to assure their stability. All diagnostic artifacts will be fully provenienced and labeled. The cultural and temporal affiliation, material of manufacture, style, function, form, etc. of recovered artifacts will be identified to the fullest extent possible. These activities will take place at Louis Berger's laboratory facility.

TASK 4: Report Preparation

Within five days of the completion of fieldwork, Louis Berger will submit a Management Summary describing the methods and initial results of each stage of the investigations. The Management Summary will include an explanation of the resources consulted during background research, a description of field methods, and a summary of results. The management summary also will include a copy of the appropriate USGS map showing the project limits and a copy of the project plans identifying the areas examined during the survey and methods used in each area.

Louis Berger will update the site form in DHR's Data Sharing System (DSS). At the end of the project, all archaeological data, field notes, and project reports will be submitted to DHR, the state repository for archaeological materials.

All opinions on National Register eligibility will be phrased in the form of recommendations and will address the applicability of National Register Criteria A, B, C, and D. No opinions relative to project effects will be included in management summaries, forms, or reports.

Five copies of the report will be submitted to Dewberry. If written comments from Dewberry, the County, the City, the USACE, or DHR, call for revision of the report, five paper copies of the revised final report will be submitted within 20 business days of receipt of comments. Louis Berger also will submit two compact discs with the draft technical report in Adobe Portable Document Format (PDF). Both the compact disk and the case will be labeled in accordance with the Guidelines.

TASK 5: Data Recovery Plans and Alternative Mitigation

Data Recovery Plans

Louis Berger will develop a maximum of four DRPs. It is likely that the DRP will be developed pursuant to a stipulation in a PA (see below). The DRP will include a history of previous investigations, a research design, a description of field and analytical methods and techniques, and other requirements set forth in the DHR *Guidelines*. Louis Berger has developed numerous DRPs that have been reviewed and approved by DHR and various state and federal agencies. Louis Berger has recently developed DRPs and implemented the treatment plans for 18th-19th century occupations at plantation, tenant farm, and African-American domestic sites.

Alternative Mitigation

Louis Berger can develop and implement alternative mitigation measures. These can include the identification of parcels that can be used in land swaps, identification of specific projects being undertaken by historic preservation groups that require financial support, design of information kiosks, and preparation of signage and educational materials. Louis Berger also assists



state and local governments, as well as other organizations, in the planning and design of biking, hiking, and equestrian trails.

TRACTS 4 AND 5

Archaeological fieldwork conducted on these two tracts will be identical to the fieldwork described above. No architectural investigations will be required for these tracts.

D. Programmatic Agreement

Because of the Project schedule, Louis Berger recommends that a Programmatic Agreement be developed. A programmatic agreement, or PA, is a document that spells out the terms of a formal, legally binding agreement between the City/County and other state and/or federal agencies. A PA establishes a process for consultation, review, and compliance with one or more federal laws, most often with those federal laws concerning historic preservation. It involves identifying interested and consulting parties, developing an agreement document, and executing the final PA.

Once the PA has been executed, Section 106 consultation is complete and the permitting process can move forward.

E. Mitigation

If the effects to National Register properties cannot be avoided or minimized, then the PA developed for this project will spell out the specific mitigation efforts that will be required to mitigate adverse effects to the properties.

Based on previous experience, Louis Berger believes that mitigation may include HABS documentation for several architectural resources, preparation of a National Register nomination or a cultural landscape study, and archaeological data recovery at two or more sites. Each of these is discussed briefly below.

HABS/HAER/HALS

The Historic American Buildings Survey (HABS) and the Historic American Engineering Record (HAER) as well as the Historic American Landscapes Survey (HALS) document achievements in architecture, engineering, and landscape design in the United States and its territories through a comprehensive range of building types, engineering technologies, and landscapes.

The Secretary of the Interior's Standards and Guidelines for Architectural and Engineering Documentation define the products acceptable for inclusion in the Heritage Documentation Programs (HABS/HAER/HALS) collections in the Library of Congress as measured drawings, large-format black & white photographs, and written histories.

The historical, architectural, engineering or cultural values of the property together with the purpose of the documentation activity determine the level and methods of documentation.

The purpose of documentation is to preserve an accurate record of historic properties that can be used in research and other preservation activities. To serve these purposes, the documentation must include information that permits assessment of its reliability.

Cultural Landscape Study

Cultural landscapes can range from thousands of acres of rural tracts of land to a small homestead with a front yard of less than one acre. Like historic buildings and districts, they reveal aspects of our country's origins and development through their form, features, and the ways they were used. Cultural landscapes also reveal much about our evolving relationship with the natural world.

There are four general types of cultural landscapes, which are not mutually exclusive: historic sites, historic designed landscapes, historic vernacular landscapes, and ethnographic landscapes. Almost every historic property has a landscape component. Imagine a residential district without sidewalks, lawns, and trees or an agricultural complex with buildings, but no fields, garden plots, or hedge rows.

Archaeological Data Recovery

Sections of 36 CFR Part 800 detail the process to determine whether their undertakings will adversely affect historic properties, and if they will, how they are to consult to avoid, minimize, or mitigate the adverse effects in order to meet the requirements of Section 106.

One such category of historic properties is comprised of prehistoric or historic archeological resources, as they have yielded, or may be likely to yield, information important to prehistory or history.

To resolve adverse effects to an archaeological property, a data recovery plan (DRP) is developed in consultation with the SHPO and other stakeholders. In general, a DRP outlines previous investigations, provides a research design, describes the field and analytical methods and techniques, provides for the preparation of a technical report, and addresses public involvement. Once the DRP has been approved, data recovery investigations can be implemented.

Proposed Schedule

To meet the permitting needs of Dewberry, the County, and the City, Louis Berger has developed an aggressive schedule that seeks to compress the Section 106 timeframe by conducting various tasks and subtasks simultaneously. Based on Louis Berger's prior experience working with DHR, developing a



consultation plan and schedule with agreed-to-deadlines will expedite the review process.

In many instances, Louis Berger proposes to initiate tasks within five days of receipt of a signed contract. The architectural survey will be conducted by multiple architectural historians. The archaeological surveys will be conducted by several teams under the direction of a professional archaeologist. National Register evaluations will commence upon the approval of the research design. It is likely that the valuations can begin prior to the completion of the survey work. Louis Berger estimates that the survey and evaluation fieldwork will take approximately 4 weeks to complete using multiple crews and depending on which options are approved by Dewberry.

It will take approximately 4-8 weeks to develop and execute a PA. This task can start immediately after receipt of a notice-to-proceed. During this time, Louis Berger also will begin to develop the appropriate treatment plans and other information for approval by DHR and other review agencies.

Once a PA is executed, it is likely that construction on the Project can begin on portions of Tract 3 – and/or other tracts - that do not include historic architectural or archaeological properties.

Also, at the time the PA is executed, Louis Berger will implement all mitigation measures within 1 week of receipt of a notice-to-proceed. The fieldwork associated with and mitigation will be completed within 30 days.



Eric Voigt, RPA Senior Program Manager

Mr. Voigt currently serves as assistant director and manager of Louis Berger's Richmond, Virginia, and Raleigh, North Carolina, Cultural Resource offices.

FIRM Louis Berger Group

EDUCATION

- MA, Anthropology
- BA, Archaeological

REGISTRATION

- Accredited by the Register of Professional Archaeologists

YEARS EXPERIENCE 34

YEARS WITH FIRM 15

RELEVANT PROJECT EXPERIENCE

Reynolds & Clark Development, Inc., National Register Evaluation of the Fearn's Burying Ground and Fearn/Patton House Site, City of Danville, Virginia. Project manager.

Assisted Reynolds-Clark in the completion of a Joint Permit Application (JPA) for submission to the USACE, Section 106 consultation, and archaeological evaluations of archaeological Fearn/Patton House Site and the Fearn's Burial Ground to determine the sites' eligibility for inclusion in the National Register.

City of Danville, Riverview Industrial Park, City of Danville, Virginia. Project manager.

Archaeological survey of a 35-acre tract.

Virginia DOT, Route 640 Straightstone Creek Crossing Project, Pittsylvania County, Virginia. Project manager.

Archaeological survey of 21-acre stream mitigation project and evaluation of one archaeological site.

Williams Gas-Transco, Potomac Expansion Project, Pittsylvania, Campbell, and Fairfax Counties, Virginia. Project manager.

Cultural resource survey of proposed 26-mile pipeline and National Register evaluation of archaeological sites and architectural resources.

U.S. Army, Off-Site Wetland and Stream Mitigation Bank, Fort AP Hill, Caroline County, Virginia. Project manager.

Archaeological assessment of 506-acre parcel. For EEE Consulting.

US Army Environmental Command (USAEC), Archaeological Survey, National Register Evaluations, and Data Recovery at Fort A.P. Hill, Caroline County, Virginia. Project manager.

Archaeological survey of 2,000 acres, National Register evaluation of archaeological sites, and data recovery at eighteenth-century plantation site.

American Electric Power, Leesville Lake, Smith Mountain Lake Project, Virginia. Project manager.

National Register evaluations of 21 archaeological sites dating to Clovis through historic periods as well as preparation of Historic Properties Management Plan.

USAEC, Fort Campbell Task Orders 0001 and 0002, Montgomery County, Tennessee, and Christian and Trigg Counties, Kentucky. Project manager.

Phase I survey of 690 acres of training area lands.

U.S. Army Corps of Engineers, Wilmington, Falls Lake and Jordan Lake, Durham, Orange, and Wake Counties, North Carolina. Project manager.

Phase I survey of 1,758 acres of timber unit lands.

Fort Stewart Cultural Resources Management Office, Fort Stewart Task 1A, Bryan, Evans, Liberty, Long and Tattall Counties, Georgia. Project manager.

Phase I survey of 11,077 acres of training area lands.



Fort Stewart Cultural Resources Management Office, Fort Stewart Task 1B, Bryan, Evans, Liberty, Long and Tattnall Counties, Georgia. Project manager. Phase I survey of 3,137 acres of both cantonment and training area lands.

Virginia Department of Conservation and Recreation, Archaeological Survey, State Parks, Virginia. Project manager. Archaeological surveys at Chippokes, Douthat, Foster Falls, Kiptopeke, Natural Tunnel, Occoneechee, Pocahontas, Shenandoah River, Staunton River, Staunton River Battlefield, and York River State Parks. For the Virginia Department of Conservation and Recreation.

Kimley-Horne Associates, Inc., Taming the Traffic and Burying the Wires, Waterford, Virginia. Project manager. Ensured that the implementation of a federally funded project to bury above-ground utilities and implement traffic-calming measures within this National Historic Landmark had a context-sensitive design. Scoping meetings with stakeholders, conducting background research, supervising archaeologists and architectural historians, and attending public meetings.

Virginia Department of Corrections, Archaeological Survey, Correctional Facilities, Virginia. Project manager. Archaeological surveys and cultural resource surveys at several correctional centers.

Malcolm-Pirnie for the Country of Stafford, Data Recovery, Site 44ST0160, Rocky Pen Run Reservoir Project, Stafford County, Virginia. Project manager. Phase III data recovery of a nineteenth-century miller's house and a late nineteenth-/early twentieth-century farmstead and of a Late Archaic and Woodland period site.

City of Petersburg, Petersburg Multimodal Transportation Center, City of Petersburg, Virginia. Project manager. Archaeological survey and evaluations of proposed alternative for a downtown transportation center.

Malcolm-Pirnie for the Country of Stafford, Proposed Water Intake Facility, Rocky Pen Run Reservoir Project, Stafford County, Virginia. Project manager. Phase I survey and Phase II archaeological evaluation.

Virginia DOT, Historic American Landscape Study, McIntire Golf Course, Charlottesville, Virginia. Preparation of HALS report with The Jaeger Company and design of public outreach exhibits.

Virginia DOT, Archaeological Data Recovery at Site 44JC1123, James City County, Virginia. Project manager. Archaeological data recovery project at seventeenth/eighteenth-century historic site.



Lee Tippett, RPA Senior Archaeologist

Mr. Tippett's duties as senior archaeologist with The Louis Berger Group, Inc., include the supervision of archaeological research projects involving prehistoric and historic resources. As Principal Investigator or co-Principal Investigator, he plans and conducts surveys, evaluations, and excavations of historic and prehistoric sites. His experience includes investigations in Georgia, Kentucky, Maine, North Carolina, South Carolina, Tennessee, and Virginia.

FIRM Louis Berger Group

EDUCATION

- MA, Anthropology
- BA, Archaeological

REGISTRATION

- Accredited by the Register of Professional Archaeologists

YEARS EXPERIENCE 30

YEARS WITH FIRM 10

RELEVANT PROJECT EXPERIENCE

City of Petersburg Department of Public Works and Fitzgerald and Halliday, Inc., Multimodal Transportation Center, City of Petersburg, Virginia. Principal investigator. Archaeological testing and evaluation of Sites 44PG442, 44PG443, and 44PG446.

EEE Consulting, Inc., Water Treatment Facility and Water Line Project, Strasburg, Virginia. Principal investigator. Archaeological survey of a 3-acre parcel and water line, and identification of previously recorded prehistoric archaeological Sites 44SH0081 and 44SH0088.

Virginia DOT, Route 460 Location Study, Sussex, Southampton, and Isle of Wight Counties, and City of Suffolk, Virginia. Principal investigator. Archaeological survey of 26-mile location corridor and evaluation of 36 archaeological sites. 2006

Virginia DOT, Route 640 Straightstone Creek Crossing Project, Pittsylvania County, Virginia. Principal investigator. Archaeological survey of 21-acre stream mitigation project and evaluation of one archaeological site.

Virginia DOT, Site 44JC1123, Judith Stewart Dresser Memorial Bridge Replacement, James City County, Virginia. Principal investigator. Data recovery at Site 44JC1123. 2005-2006

Virginia DOT, Burke Area Headquarters, Fairfax County, Virginia. Principal investigator. Archaeological survey and evaluation of one historic archaeological site.

North Carolina DOT, Rails Division, Southeast High Speed Rail Project, Petersburg, Virginia, to the North Carolina State Line. Principal investigator. Archaeological survey of a 67-mile rail corridor and evaluation of 23 historic archaeological sites, four cemeteries, and portions of three Civil War battlefields.

Virginia DOT, I-95/Route 207 Interchange Project, Caroline County, Virginia. Principal investigator. Archaeological survey of a 2,000-foot-long new alignment corridor, and identification of one historic archaeological site. 2005

Virginia DOT, U.S. 11, Widening Project, City of Lexington, Virginia. Principal investigator. Archaeological survey, and identification of historic archaeological Sites 44RB0482, 44RB0483, and 44RB0484. 2004

Virginia DOT, SR 58, Widening Project, Halifax County, Virginia. Principal investigator. Archaeological evaluation of prehistoric archaeological Sites 44HA0244 and 44HA0245. 2002

Virginia DOT, Route 165, Widening Project, City of Virginia Beach, Virginia. Principal investigator. Archaeological survey of 1-mile road corridor, stormwater management



facilities, and temporary construction easements. 2002

Virginia DOT, Route 50, Loudoun County, Virginia. Principal investigator. Archaeological survey of the proposed new alignment of new road connecting Route 15 and Route 50. 2002

MSA, P.C., Virginia DOT Residency, Rockbridge County, Virginia. Principal investigator. Cultural resource survey in association with the proposed construction of a Virginia Department of Transportation Residency in Lexington, Virginia.

American Electric Power Company and Allegheny Power Company, PATH Transmission Line, Multiple Counties, West Virginia and Virginia. Principal investigator. Phase I survey of 240-mile proposed transmission line corridor. 2010

Appalachian Power Company, Leesville Lake, Bedford, Campbell, and Pittsylvania Counties, Virginia. Principal investigator. Phase II evaluations of 20 archaeological sites within and along a reservoir.

Fort Eustis Directorate of Public Works, Fort Eustis Task Order 0007, City of Newport News, Virginia. Principal investigator. Phase II National Register evaluation of three historic archaeological sites (44NN0030, 44NN0229, and 44NN0230).

Fort Stewart Cultural Resources Management Office, Fort Stewart Task 1A, Bryan, Evans, Liberty, Long and Tattnall Counties, Georgia. Principal investigator. Phase I survey of 11,077 acres of training area lands. 2010-2011

Fort Stewart Cultural Resources Management Office, Fort Stewart Task 1B, Bryan, Evans, Liberty, Long and Tattnall Counties, Georgia. Principal investigator. Phase I survey of 3,137 acres of both cantonment and training area lands. 2010-2011

Fort Campbell Cultural Resources Management Office, Fort Campbell Task Orders 0001 and 0002, Montgomery County, Tennessee, and Christian and Trigg Counties, Kentucky. Principal investigator. Phase I survey of 690 acres of training area lands. 2010

U.S. Army Corps of Engineers, Wilmington, Falls Lake and Jordan Lake, Durham, Orange, and Wake Counties, North Carolina. Principal investigator. Phase I survey of 1,758 acres of timber unit lands.



Steven Bedford, PhD, Principal Architectural Historian

Dr. Bedford has been an architectural historian for more than two decades for clients including local governments, state agencies, transportation projects, and the military. He has worked in all aspects of cultural resource management and managed the production of environmental documents for major actions and master plans, and meets the qualifications required by the National Park Service (NPS) for historic resource documentation. Dr. Bedford has participated in the consensus building process for planning projects, working with the public in a variety of venues, and has a solid understanding of regulatory frameworks and permitting procedures for cultural and natural resources. Dr. Bedford's experience spans cultural resource surveys; National Register nominations and eligibility assessments; historic structure reports; cultural resource management plans; Historic American Building Survey (HABS) and Historic American Engineering Record (HAER) documentation; impact evaluation studies; Section 106 and 4(f) documentation; state and federal mitigation documents, including popular histories; and expert testimony, encompassing topics ranging from local zoning issues to visual impacts on historic resources from major utilities. Dr. Bedford has prepared environmental documentation to conform to National Environmental Policy Act (NEPA) and similar state legislative guidelines. Dr. Bedford also served on the Virginia Historic Landmarks Commission, where he prepared and edited National Register nominations and participated in environmental review process and building surveys.

FIRM Louis Berger Group

EDUCATION

PhD, Art History and
Archaeology
MPhil
MA, Art History
BA, Architecture
BS, Building Sciences

YEARS EXPERIENCE 31

YEARS WITH FIRM 4

RELEVANT PROJECT EXPERIENCE

Multi-modal Transportation Center, Petersburg, Virginia, (106,4[f], NEPA).

Naval Shipyard National Register Nomination, Norfolk, Virginia.

City of Waterbury, State-level Documentation, Fulton Park Greenhouse, Waterbury, Connecticut. Architectural historian.

First Energy, Bruce Mansfield-Glenwillow 345kV Transmission Line, Ohio and Pennsylvania. Principal architectural historian. Managed architectural survey of over 300 architectural resources for a 114-mile transmission line and substation.

U.S. Department of Transportation and the U.S. Coast Guard, Cultural Resources Consultation Services-Maine Historic Preservation Commission, Differential Global Positioning System (NDGPS), Patten, Penobscot County, Maine. Architectural historian.

Massachusetts Bay Transportation Authority, Reconnaissance Level Cultural Resource Survey, Shawsheen River, Clayton Street, Lagrange Street, and Shore Line Bridges MBTA Contract No. B92PS09, Norfolk and Suffolk Counties, Massachusetts. Architectural historian. Reviewed and researched bridges scheduled to be demolished or rehabilitated for their National Register eligibility.

Naval Facilities Engineering Command (NAVFAC) Navy Region Hawaii, Pearl Harbor Historical Context Study, Pearl Harbor Naval Complex (PHNC), Honolulu, Hawaii. Senior architectural historian and senior researcher. Louis Berger is creating a historic context on PHNC to support facility planning and environmental compliance activities of the NAVFAC Joint Base Pearl Harbor/Hickam. The objective is to provide a comprehensive historical understanding of the base and its environs, which is a critical need for an active base that is also a National Historic Landmark and a national war memorial.

NAVFAC Navy Headquarters, nationwide Cold War historic context and eligibility methodology. Architectural historian and researcher.



New York City Metropolitan Transit Authority, National Register Nominations for 60 Subway Stations, New York City. Supervisory historian. This project was part of mitigation for unapproved station alterations.

CT DOT, Scenic Roads Program Cultural Resources Management Plan for Three Scenic Corridors, on Routes 154(Haddam), 49 (Voluntown), and 58 (Easton) Connecticut (for VHB). Served as primary historian developing strategies to encourage preservation of rural landscapes.

Oregon Bridge Delivery Partners, Fourteen Bridges, HAER Documentation, Oregon Bridge Redevelopment Program. Served as primary historian for bridges built in 14 different locations in the state.



Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	5-C
Meeting Date:	4/14/2014
Subject:	Financial Status Reports –March 31, 2014
From:	Barbara A. Dameron, Authority Treasurer

SUMMARY

A review of the financial status reports through March 31, 2014 will be provided at the meeting. The financial status reports as of March 31, 2014 are attached for the DPRIFA Board's review.

RECOMMENDATION

Staff recommends approving the financial status reports as of March 31, 2014 as presented.

ATTACHMENTS

Financial Status Reports

**Danville - Pittsylvania Regional Industrial Facility
Authority**

Financial Status

Table of Contents

- A. \$7.3 Million Bonds - Cane Creek Centre
- B. General Expenditures for FY 2014
- C. Mega Park – Funding Other than Bond Funds
- D. Berry Hill Mega Park – Lot 4 Site Development
- E. Rent, Interest, and Other Income Realized
- F. Unaudited Financial Statements

Danville-Pittsylvania Regional Industrial Facility Authority
\$7,300,000 Bonds for Cane Creek Centre - Issued in August 2005 ⁷
As of March 31, 2014

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}		71,881.00	21,529.12	50,351.88	
Land		-	2,744,858.72	-	
Demolition services		71,261.62	71,261.62	-	
Legal fees		-	55,344.30	-	
CCC - Lots 3 & 9 project - RIFA Local Share ⁶		142,190.00	112,464.98	-	
Other expenditures		-	31,839.70	-	
Total	\$ 7,578,582.12	\$ 4,311,140.12	\$ 6,964,314.80	\$ 50,351.88	\$ 563,915.44

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 September 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 August 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 2014
 As of March 31, 2014

	<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 FY2013	66,686.06				
Contingency					
Miscellaneous contingency items		\$ 81,786.06	\$ 382.78	\$ -	\$ 81,403.28
Total Contingency Budget		81,786.06	382.78	-	81,403.28
Legal					
		100,000.00	19,854.86	-	80,145.14
Accounting					
		18,900.00	18,500.00	-	400.00
Annual Bank Fees					
		4,600.00	500.00	-	4,100.00
Postage & Shipping					
		100.00	-	-	100.00
Meals					
		4,800.00	3,303.59	-	1,496.41
Utilities					
		500.00	205.64	-	294.36
Insurance					
		6,000.00	-	-	6,000.00
Total	\$ 216,686.06	\$ 216,686.06	\$ 42,746.87	\$ -	<u><u>\$ 173,939.19</u></u>

Danville-Pittsylvania Regional Industrial Facility Authority

Mega Park - Funding Other than Bond Funds

As of March 31, 2014

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 Commission 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				
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	-	
Other					
Dewberry & Davis		29,465.00	28,965.00	500.00	
Dewberry & Davis ³		990,850.00	972,754.29	18,095.71	
Consulting Services - McCallum Sweeney ⁷		115,000.00	103,796.85	-	
Total		\$ 14,231,524.83	\$ 14,232,024.83	\$ 14,202,225.97	\$ 18,595.71
					\$ 10,703.15

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.

Danville-Pittsylvania Regional Industrial Facility Authority

Berry Hill Mega Park - Lot 4 Site Development

As of March 31, 2014

	<u>Funding</u>	<u>Budget / Contract</u> <u>Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended /</u> <u>Unencumbered</u>
Funding					
Tobacco Commission FY12 Megasite Allocation	\$ 6,208,153.00				
Local Match for TIC FY12 Megasite Allocation - County Portion ¹	750,000.00				
Local Match for TIC FY12 Megasite Allocation - City Portion ¹	750,000.00				
Local Match for TIC FY12 Megasite Allocation - RIFA Portion ²	181,000.00				
Expenditures					
VA Water Protection Permit Fee		57,840.00	57,840.00	-	
Wetlands Studies and Solutions, Inc.		150,000.00	30,186.72	119,813.28	
Total	\$ 7,889,153.00	\$ 207,840.00	\$ 88,026.72	\$ 119,813.28	<u>\$ 7,681,313.00</u>

¹ These amounts have not been sent to RIFA yet as they are not needed at this time. Each locality has its local match budgeted.

² The RIFA Board approved on 2/11/2013 to transfer the remaining funds of \$175,316.17 from the "Funds Available for Appropriation" budget sheet and funds of \$5,683.83 from the "Rent, Interest, and Other Income Realized" budget sheet to use for the RIFA local match to Tobacco Commission grant #2491 for Berry Hill Mega Park Lot 4 Site Development.

Danville-Pittsylvania Regional Industrial Facility Authority

Rent, Interest, and Other Income Realized

As of March 31, 2014

<u>Source of Funds</u>	<u>Funding Receipts</u>			<u>Expenditures</u> <u>FY2014</u>	<u>Unexpended /</u> <u>Unencumbered</u>
	<u>Carryforward</u> <u>from FY2013</u>	<u>Current</u> <u>Month</u>	<u>Receipts</u> <u>FY2014</u>		
<u>Carryforward</u>	\$ 419,258.30				
<u>Current Lessees</u>					
	<u>Park</u>	<u>Property</u>			
Institute for Advanced Learning and Research (IALR) ¹	Cyberpark	Hawkins Research Bldg. at 230 Slayton Ave.	\$ 9,382.86	\$ 73,244.16	
Institute for Advanced Learning and Research (IALR)	Cyberpark	IALR Building at 150 Slayton Ave.	-	-	
Securitas	Cyberpark	Gilbert Building at 1260 South Boston Rd.	300.00	3,000.00	
Guilford Whitetail Management	Berry Hill	Klutz Farm off State Rd. 863	-	-	
Mountain View Farms of Virginia, L.C.	Berry Hill	30 acre tract on Stateline Bridge Rd.	-	1,200.00	
Osborne Company of North Carolina, Inc.	Berry Hill	4380 Berry Hill Road Pastureland	-	-	
Clodfelter Hunting Lease	Berry Hill	371.13 acres off State Road 863	-	2,000.00	
<u>Total Rent</u>			\$ 9,682.86	\$ 79,444.16	
<u>Interest Received</u> ²			\$ 131.31	\$ 1,068.51	
<u>Expenditures</u>					
Hawkins Research Bldg. Property Mgmt. Fee				\$ 67,765.81	
<u>Totals</u>			<u>\$ 419,258.30</u>	<u>\$ 9,814.17</u>	<u>\$ 80,512.67</u>
				<u>\$ 67,765.81</u>	<u>\$ 432,005.16</u>

Restricted ¹ \$ 366,773.92
Unrestricted \$ 65,231.24

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
Statement of Net Position ^{1, 2}
March 31, 2014*

	Unaudited FY 2014
Assets	
<i>Current assets</i>	
Cash - checking	\$ 295,976
Cash - money market	1,141,310
Prepays	208
<i>Total current assets</i>	1,437,494
<i>Noncurrent assets</i>	
Restricted cash - project fund CCC bonds	630,676
Restricted cash - debt service fund CCC bonds	1,127,428
Restricted cash - debt service fund Berry Hill bonds	103,866
Restricted cash - debt service reserve fund Berry Hill bonds	2,000,050
Capital assets not being depreciated	24,839,271
Capital assets being depreciated, net	26,838,571
Construction in progress	2,650,156
Unamortized bond issuance costs	348,683
<i>Total noncurrent assets</i>	58,538,701
Total assets	59,976,195
Liabilities	
<i>Current liabilities</i>	
Unearned income	600
Bonds payable - current portion	1,080,000
<i>Total current liabilities</i>	1,080,600
<i>Noncurrent liabilities</i>	
Bonds payable - less current portion	9,195,000
<i>Total noncurrent liabilities</i>	9,195,000
Total liabilities	10,275,600
Net Position	
Invested in capital assets - net of related debt	48,263,701
Unrestricted	1,436,894
Total net position	\$ 49,700,595

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.

*Please note these statements are for the period ended March 31, 2014 as of April 2, 2014, the date of preparation. Due to statement preparation occurring in close proximity to month-end, these statements may not include some pending adjustments for the period.

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Revenues and Expenses and Changes in Fund Net Position
*March 31, 2014**

	Unaudited FY 2014
Operating revenues	
Virginia Tobacco Commission Grants	-
Rental income	84,394
Total operating revenues	84,394
Operating expenses ⁴	
Mega Park expenses ³	43,024
Cane Creek Centre expenses ³	267,891
Cyber Park expenses ³	67,595
Professional fees	26,997
Insurance	2,241
Other operating expenses	3,522
Total operating expenses	411,270
Operating loss	(326,876)
Non-operating revenues (expenses)	
Interest income	1,190
Interest expense	(98,620)
Total non-operating expenses, net	(97,430)
Net loss before capital contributions	(424,306)
Capital contributions	
Contribution - City of Danville	815,282
Contribution - Pittsylvania County	815,282
Total capital contributions	1,630,564
Change in net position	1,206,258
Net position at July 1,	48,494,337
Net position at March 31,	\$ 49,700,595

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
*March 31, 2014**

	Unaudited FY 2014
Operating activities	
Receipts from grant reimbursement requests	\$ -
Receipts from leases	79,145
Payments to suppliers for goods and services	(431,559)
Net cash used by operating activities	(352,414)
Capital and related financing activities	
Capital contributions	1,630,564
Interest paid on bonds	(176,023)
Proceeds from bond issuance	5,595,000
Principal repayments on bonds	(6,640,000)
Net cash provided by capital and related financing activities	409,541
Investing activities	
Interest received	1,190
Net cash provided by investing activities	1,190
Net increase in cash and cash equivalents	58,317
Cash and cash equivalents - beginning of year (including restricted cash)	5,240,989
Cash and cash equivalents - through March 31, 2014 (including restricted cash)	\$ 5,299,306
Reconciliation of operating loss before capital contributions to net cash used by operating activities:	
Operating loss	\$ (326,876)
Adjustments to reconcile operating loss to net cash used by operating activities:	
Non-cash operating in-kind expenses	-
Changes in assets and liabilities:	
Change in prepaids	6,056
Change in due from other governments	-
Change in other receivables	3,002
Change in accounts payable	(29,346)
Change in unearned income	(5,250)
Change in security deposit	-
Net cash used by operating activities	\$ (352,414)

Components of cash and cash equivalents at March 31, 2014:	
American National - Checking	\$ 295,976
American National - General money market	1,141,310
Wachovia - \$7.3M Bonds CCC Debt service fund	1,127,428
Wachovia - \$7.3M Bonds CCC Project fund	630,676
US Bank - \$11.25M Bonds Berry Hill Debt service fund	103,866
US Bank - \$11.25M Bonds Berry Hill Debt service reserve fund	2,000,050
Total	\$ 5,299,306

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	5-D
Meeting Date:	4/14/14
Subject:	Letter from Duke Energy
From:	Joe King, City Manager

SUMMARY

During the April 14th meeting, the Board will discuss the attached letter dated March 20, 2014 from Duke Energy.



Duke Energy
526 S. Church Street / EC12K
Charlotte, NC 28202

March 20, 2014

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY
P O BOX 3300
DANVILLE, VA 24543

Dear Danville-Pittsylvania Regional Industrial Facility Authority:

You are receiving this letter as an owner of property located adjacent to the Dan River or as the owner/operator of a facility or business that uses the Dan River. In light of recent events at Duke Energy's Dan River Steam Station in Eden, North Carolina, I want to provide an update on activities at the site and along the river. The Duke Energy team has been working diligently to complete repairs at the plant site and we have permanently plugged both storm water pipes beneath the ash basin. We have also removed a deposit of coal ash from the riverbed downstream of the pipe's discharge point.

Throughout this event, we have worked closely with the U.S. Environmental Protection Agency, the U.S. Fish and Wildlife Service and regulators in North Carolina and Virginia to monitor the river and to determine any additional actions that may need to be taken. Public drinking water has remained safe and the river has returned to pre-event water quality levels. We are continuing our work with these agencies to monitor the Dan River and to protect the communities along the river. These agencies will determine additional river response efforts that may be appropriate in both the near-term and long-term.

I want to reiterate that our customers will not pay for the required cleanup costs associated with the Dan River incident.

We have undertaken a number of additional activities since the Dan River incident. We initiated a near-term engineering review of all our ash basins to identify and address potential risks.

We recently submitted a proposed plan, in response to a request from North Carolina Governor Pat McCrory, regarding our short-term and long-term plans to address ash basin operations at all of our coal-fired plants, including the Dan River plant. A copy of the letter outlining the plan has also been sent to Virginia Governor Terry McAuliffe and relevant state agencies.

We have proposed to permanently close the Dan River plant ash basins and to move the ash to a lined landfill or for use in a lined structural fill. This work will start immediately upon confirming the destination for the ash and securing the necessary agency approvals. Once these details are in place, we would expect to complete this work within 24 to 30 months.

As you can see, we have much work ahead of us and part of that work is to ensure we are providing our Dan River neighbors with information and helping to address any questions or concerns you may have.

We want to hear from you, and have provided two ways for you to share your thoughts about our work, the ways you use the river, the effects of the recent ash basin discharge you have observed directly, and any questions or concerns you may have.

By phone: Call us toll free, at 800.265.6518. A representative will take your questions and/or comments and if requested, will help connect you to one of our experts for additional information.

By mail: You may submit the enclosed form or send your own written comments (please include a phone number if you wish to be contacted) to:

Duke Energy
526 South Church Street / EC12K
Charlotte, NC 28202

Additional updates on our work at the Dan River plant and along the river can be found at www.duke-energy.com/dan-river. As part of this process, we also will be seeking input from others who have an interest in the near-term and long-term vitality of the river.

At Duke Energy, we take our responsibility in this matter very seriously. We are accountable and will do the right thing for the river and surrounding communities.

Sincerely,



Paul R. Newton
State President – North Carolina



1. Please provide your contact information in the box below (name, address and phone number):

Name: _____
Address: _____
City: _____ State: _____ Zip Code: _____
Phone Number(s): _____

2. How do you directly use the water in the Dan River? (check all that may apply)

- Crop irrigation
- Lawn irrigation
- Livestock watering
- Boating
- Fishing
- Swimming
- Operate a recreation-based business which uses the river (e.g., river float excursions, rafting, etc.)
- Industrial water supply (e.g., withdraw water from the river for industry)
- Power generation water supply
- Utilize water from a public water system which withdraws water from the river
- Operate a public recreation access area (e.g., boat launch, canoe portage, etc.)
- Other _____ (please specify)
- I do not directly use the water in the Dan River

3. Please provide any additional information if needed in the space below (use additional pages if needed):

Thank you for providing your information to Duke Energy.