

# **Danville-Pittsylvania Regional Industrial Facility Authority**

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

## **AGENDA**

**April 13, 2015**

**12:00 P.M.**

**The Institute for Advanced Learning and Research  
Board Room 207  
150 Slayton Drive, Danville, Virginia**

### **County of Pittsylvania Members**

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

### **City of Danville Members**

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

### **Staff**

**Joseph C. King, City Manager, Danville  
Clarence C. Monday, Pittsylvania County Administrator  
Clement Wheatley, Legal Counsel to Authority  
Susan M. DeMasi, Authority Secretary  
Michael L. Adkins, Authority Treasurer**

## **Danville-Pittsylvania Regional Industrial Facility Authority**

**1. MEETING CALLED TO ORDER**

**2. ROLL CALL**

- 3. OPENING COMMENTS** – Sherman M. Saunders, Authority Chairman and Jerry L. Gwaltney, Executive Director, The Institute For Advanced Learning and Research

**TEMPORARY RECESS FOR LUNCH**

**RECONVENE AND ROLL CALL**

**4. PUBLIC COMMENT PERIOD**

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

**5. APPROVAL OF MINUTES OF THE MARCH 9, 2015 MEETING**

**6. NEW BUSINESS**

- A. Consideration of Resolution No. 2015-04-13-6A, to approve a one-year renewal of the Hunting Lease with Guilford Whitetail Management, a North Carolina corporation, as Tenant, with a right of Landlord to show the demised premises upon 24-hours notice and the obligation of Tenant to keep the identity of any prospective business recruits confidential until a public announcement is made, if ever, or as otherwise required by law, of approximately 1,573.94 acres at the Authority's Berry Hill Project (GPINs 1366-54-5996, 1367-42-8434, 1377-01-1754 and a portion of GPIN 1356-98-0985), commonly known as the Klutz Farm, located in Pittsylvania County, Virginia, for the uses of hunting, fishing and related outdoor recreational activities, at a total rental fee of \$5,000. – Michael C. Guanzon, Esq., Clement Wheatley, Legal Counsel to the Authority.
- B. Consideration of Resolution No. 2015-04-13-6B, to approve a one-year renewal of the Lease to the Osborne Company of North Carolina, Inc., a North Carolina corporation, of approximately 100 acres of pastureland in the Authority's Berry Hill Project (a portion of GPINs 1366-78-4718 and 1367-70-4519), commonly known as 4380 Berry Hill Road, in Pittsylvania County, Virginia; the Lease Term shall be subject to a right of Landlord to show the demised premises upon 24-hours notice and the obligation of Tenant to keep the identity of any prospective business recruits confidential until a public announcement is made, if ever, or as otherwise required by law; and the Lease shall be for the use of harvesting grass hay and incidental uses acceptable to the Authority, at a total rental fee of \$1,000. – Michael C. Guanzon, Esq., Clement Wheatley, Legal Counsel to the Authority.
- C. Consideration of request by The Institute for Advanced Learning and Research, a political subdivision of the Commonwealth of Virginia, to approve signage of "Gene Haas Center for Integrated Machining" on the Charles R. Hawkins Building, which is part of the Authority's Cyber Park located in Danville, Virginia –

## **Danville-Pittsylvania Regional Industrial Facility Authority**

Telly D. Tucker, Director of Economic Development, City of Danville / Michael C. Guanzon, Esq., Clement Wheatley, Legal Counsel to the Authority.

- D. Consideration of Resolution No. 2015-04-13-6D, approving Amendment No. 8 to Contract dated February 9, 2009 - Engineering Services Related to The Mega Park Master Plan - Additional Wetland Delineation Services, with Dewberry Engineers Inc., a New York corporation, for additional wetland delineation and survey for an aggregate lump sum of \$325,000.00 – Telly D. Tucker, Director of Economic Development, City of Danville / Michael C. Guanzon, Esq., Clement Wheatley, Legal Counsel to the Authority.
- E. Financial Status Report as of March 31, 2015 – Michael L. Adkins, CPA, Authority Treasurer, and Patricia K. Conner, CPA, Assistant Finance Director, City of Danville.

### **7. 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 Sections 2.2-3711(A)(5) and 2.2-3711(A)(3) of the Code of Virginia, 1950, as amended, (i) for discussion concerning a prospective business where no previous announcement has been made of the business' interest in locating its facilities in the Authority's Cane Creek Centre project located in Pittsylvania County, Virginia, and (ii) for discussion concerning the disposition of certain publicly held real property in that project, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority.

### **RETURN TO OPEN SESSION**

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

### **8. COMMUNICATIONS FROM:**

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

- 9. **TOUR OF CAPSTONE INTEGRATED MACHINING TECHNOLOGY PROJECT** - Jerry L. Gwaltney, Executive Director, The Institute For Advanced Learning and Research.

### **10. ADJOURN**

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 5
<b>Meeting Date:</b>	04/13/15
<b>Subject:</b>	Meeting Minutes
<b>From:</b>	Susan M. DeMasi, Authority Secretary

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**SUMMARY** Attached for the Board's approval are the Meeting Minutes from the Monday, March 9, 2015 meeting.

### **ATTACHMENTS**

Meeting Minutes – 03/09/2015

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The Regular Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:17 p.m. on the above date in the Danville Regional Airport Conference Room, 424 Airport Drive, Danville, Virginia. Present were City of Danville Members Chairman Sherman M. Saunders, Fred O. Shanks, III and Alternate J. Lee Vogler. Pittsylvania County Members present were Vice Chairman Coy E. Harville, James A. Snead and Alternate Jerry A. Hagerman.

City/County staff members attending were: City Manager Joe King, County Administrator Clarence C. Monday, Director of Economic Development Telly Tucker, Assistant Director of Economic Development Corrie Teague, City of Danville Finance Director/Authority Treasurer Michael Adkins, Assistant County Administrator for Planning & Development Gregory Sides, Clement Wheatley Attorney Michael Guanzon and Secretary to the Authority Susan DeMasi.

Also present were Dewberry and Davis Project Managers Shawn Harden, Brian Bradner; Dewberry and Davis President-Southeast Darren R. Conner, and Brenda Bowman, Chairperson of the Pittsylvania County Board of Supervisors.

**PUBLIC COMMENT PERIOD**

Mr. Saunders recognized citizen Karen Maute, who stated she wanted to bring awareness of the feasibility study for an integrated poultry complex performed for Pittsylvania County. Ms. Maute stated she believed there were several errors in the report and reviewed them with the Board. Ms. Maute also noted her concern with a proposed zoning change in the County and gave the Secretary a copy of the Pittsylvania County Board of Supervisors/Planning Commission Joint Setback Committee proposed new zoning classification and asked that it be distributed to RIFA Members and City Council Members.

**APPROVAL OF MINUTES FOR THE FEBRUARY 9, 2015 MEETING**

Upon **Motion** by Mr. Snead and **second** by Mr. Shanks, Minutes of the February 9, 2015 meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

**NEW BUSINESS**

**5A. CONSIDERATION OF RESOLUTION 2015-03-09-5A AUTHORIZING CERTAIN GRANT APPLICATIONS TO THE TOBACCO COMMISSION**

**5B. UPDATE REPORT ON THE AUTHORITY'S REQUEST TO THE TOBACCO COMMISSION ON GRANT #2491 FOR A 12 MONTH EXTENSION**

Mr. Saunders stated Director of Economic Development Telly Tucker would discuss Items 5A and 5B together.

Mr. Tucker noted the Virginia Tobacco Commission had announced they would be accepting a new round of applications for Mega Site Funding. Mr. Tucker distributed a handout explaining the Commission had appropriated \$6.25M this fiscal year which completes their initial commitment of \$100M to establish sites and attract and accommodate mega projects in the Tobacco Region. Staff consulted with Dewberry, AEP and had internal discussions about RIFA applying for this round of mega site funding. Staff identified projects

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that need to be completed on site. The consensus is that the Relocation of the 69KV electrical line across Lot 4 should be priority number one. In the event Tobacco Commission staff are not supportive of the application for electrical infrastructure, Plan B would be to request funds for the water system improvements, Phase II. Staff is requesting the RIFA board approve a resolution applying for those projects. In response to Mr. Vogler, Mr. Tucker noted RIFA currently has about \$6M left for grading.

Mr. Shanks questioned if Appalachian Power is going to be the provider of electric service to the park, wouldn't it be prudent for them to include the cost of relocating that line as part of their duty. Mr. Tucker explained the procedure AEP proposed would be if RIFA locates a client within the first ten years, AEP would refund RIFA the money for the cost of moving that line. As it stands now, without a user in place, they are requiring the locality to pay for it. Mr. Harden explained in order for RIFA to go forward with Army Corp permit and grading, RIFA would need to have that line relocated; the grant for grading that site did not include the relocation of the transmission line. Mr. Shanks questioned why it wasn't included and Mr. Harden stated the cost of relocating is \$4.15M; the Tobacco Commission wouldn't have given a \$10M grant because there wasn't that much available at the time.

Mr. Tucker explained from AEP's standpoint, if they justify putting \$4.5M in relocating the line and it sits, they are losing money; if there is a tenant in place and they start making money, they will refund the money to RIFA to use in other places. Staff would have to get clarification from the Tobacco Commission on whether RIFA would get to use that money in another place in the park or whether it would have to return that money to the Commission. Mr. Harville noted with the water line from Eden, the millions in investment they made in laying that, RIFA is not reimbursing them anything. Mr. Harville noted his agreement with Mr. Tucker, it is something that RIFA will have to work out with AEP.

Mr. Shanks questioned if there were any stipulations with regard to a time frame, certain level of investment, or any kind of obligation that this money would have to be returned should a user not come to the park. Mr. Sides explained that is not their standard requirement; when RIFA put in water and sewer they didn't require RIFA to have a user within a certain period of time or pay it back.

Mr. Guanzon stated this resolution is to make the application and the amounts are listed in the resolution that it would be up to \$4.2M for the electrical line relocation; if RIFA has to go to the water system improvements, that is up to \$2.5M. If the grant is approved, there would still need to be further approval for other contracts.

Mr. Hagerman noted RIFA has approximately \$10M invested in grants and would like to see RIFA have some type of security. Mr. Tucker explained for the applications that have already been approved, he was not aware of any clawback provisions in mega site funding; it is a different formula than TROF where capital investment and jobs have to be provided or the money has to be paid back. The purpose of the mega site funding is to prepare sites that would be as close to development ready for mega projects. Mr. Sides noted his agreement, security relates to a TROF agreement or some type of situation dealing with a private company and spending on their behalf; if it doesn't work, it has to be paid back. In this case, these are investments in the site itself. Once RIFA performs the duty, staff tells the Tobacco Commission what was done, then RIFA has met its obligation.

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Mr. Harville **moved** adoption of *Resolution 2015-03-09-5A, a resolution authorizing certain grant applications to the Tobacco Indemnification and Community Revitalization Commission (the "Tobacco Commission") for further development of the Authority's Berry Hill Industrial Park Project located in Pittsylvania County, Virginia (the "Berry Hill 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)

Mr. Saunders noted Item B required no Action.

**5C. UPDATE ON THE AUTHORITY'S APPLICATIONS FOR PERMITS FOR THE BERRY HILL PROJECT**

Mr. Bradner gave the Authority a brief update noting the preferred layout is now titled Phase I Development and is basically the old Lots 4 and 5. It includes 217 total acres of pad area, of which 134 of those are contiguous. If fully built out, it would support in excess of 3.3M square feet of building area. The layout provided is conceptual, based off the market analysis completed by Jones Lang Lasalle. Dewberry had a meeting on February 23 with Corp and representatives from DEQ and EPA; a number of staff from the City and County attended the meeting. Mr. Bradner stated he believes staff made some progress in the meeting; it was informative, a lot of the feedback and information staff received was substantive and staff expects a formal response sometime this month. From that meeting the Corp gave a preview of some of the responses they can expect from them and staff is currently putting together responses; the goal is as soon as staff receives the official letter to turn around an immediate response to keep the process going.

Mr. Hagerman questioned if RIFA cannot move the power line, what will it do about the grading and Mr. Bradner noted the power line would not preclude RIFA from grading the pad. Mr. Harville agreed, noting Wytheville, with their Corp permit, had a problem with wetland; they graded and worked around the site and once they received their approval, they finished the site. Mr. Vogler questioned the response RIFA should receive from the Corp at the end of the month and Mr. Bradner explained it will be a formal written response to the submittal from September and his feeling is the Corp is more favorable than it has been before. The overall sense is that they are looking for a way to provide RIFA with some sort of permit approval. The fact that they granted Henry County a permit for Commonwealth Crossing, may be an indication that RIFA is next in line.

**5D. FINANCIAL STATUS REPORT AS OF FEBRUARY 28, 2015**

Authority Treasurer Michael Adkins reviewed the Financial Status Report as of February 28, 2015 beginning with the \$7.3M Bonds for Cane Creek showing no expenditures for the month of February. General Expenditures were \$875.00 which included the bank fee to U.S. Bank related to Berry Hill Bonds at \$550.00, meals were \$269.00, utilities \$33.00 and office supplies \$23.00. For Mega Park Funding Other than Bond Funds, \$875.00 was paid this month to Dewberry for the Composite Land Use Plan; that was the only expenditure for February. On Berry Hill Mega Park – Lot 4 Site Development, there was an expenditure of \$30,128.00 to Dewberry related to Amendment Number 4, the Archeological Survey and

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Wetland Permit Application Revisions. Rent, Interest and Other Income shows rent received of \$6,673.00 from IALR, Interest of \$98.58 and the monthly Property Management Fee of \$6,673.00.

Mr. Harville **moved** to approve the Financial Report 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**

*[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 12:54, Mr. Harville **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)(7) of the Code of Virginia, 1950, as amended, for consultation with the Authority's legal counsel, Clement Wheatley, and briefings by the Authority staff or consultants pertaining to probable litigation on a contract matter, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the Authority. "Probable litigation" means litigation on which the Authority's legal counsel has a reasonable basis to believe will be commenced by or against a known party.

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)

B. Mr. Harville **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)(5) and 2.2-3711(A)(3) of the Code of Virginia, 1950, as amended, (i) for discussion concerning a prospective business where no previous announcement has been made of that business' interest in locating or expanding in the Authority's Cane Creek Centre project located in Pittsylvania County, Virginia, and (ii) for discussion concerning the disposition of certain publicly held real property in that project, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority.

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)

On **Motion** by Mr. Snead and **second** by Mr. Shanks and by unanimous vote at 1:54 p.m., the Authority returned to open meeting.

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Mr. Harville **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. Harville stated he would like to apologize to City Council, he did not know the Mega Park was in the Poultry Study, but anything that concerns the Mega Park, if it is going to be public, in the newspaper, the County should notify the Mayor or City Manager so City Council is not caught off guard. Mr. Harville also stated he has asked the County Administrator for a joint meeting with City Council and Board of Supervisors with an economic development discussion. Mr. Harville also requested the next RIFA meeting be held at the Institute, asked the City Manager and County Supervisor to confirm with the Institute and stated it would be an update on some of the things at the Institute.

Mr. Shanks noted he received phone calls on the poultry study and explained to the callers that the study was a good study and something that should be looked at, but told the callers that there was little chance it would be located at the Mega Park. Mr. Snead also offered his apologies to Council members, noted he would not be at the next RIFA meeting and Mr. Hagerman will be voting for him. Mr. Hagerman also noted his apologies about the study and the Centra matter.

Mr. Vogler noted Go Wildcats and Go Eagles. Mr. Saunders thanked Board members and regarding the poultry issue and the Mega Park, noted he too had received calls on it and the only information he had was what he saw in the paper.

Mr. King noted the first industry in the Mega Park will have to be a 20 megawatt power user; Mr. King is not aware of what the poultry processing plant would require, but probably not anywhere near that. AEP is saying they will invest \$35M of infrastructure in the park and they need a big enough first tenant to make that pay off. That is something the Board needs to help citizens understand because citizens will want to know why that industry can't be put

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in the Mega Park. As far as the Centra issue, Centra came to the City asking the City to participate in a bond issue of the Lynchburg Industrial Development Authority; this would mean the City would pass a Resolution of Moral Obligation. The City Council simply choose not to do that. The Centra representatives said that was not a show stopper, they appreciated the Council's consideration and they would proceed funding that through other means. The City didn't have the authority even if it chose to exercise it, to deny Centra the opportunity to build their facility; the action they took was based on the moral obligation backing the Lynchburg IDA.

Mr. Harville stated when the Board of Supervisors has a joint meeting, for Mr. Monday and Mr. King to elaborate on what Mr. King said about the park, where Council and Board members can be informed on this issue.

Ms. Bowman noted she unaware of any discussions coming from the County about the Mega Park, there were four sites identified in the study. She apologizes if there was something out there that indicated that the Board or anyone in the County was suggesting the Mega Park was a good site.

MEETING ADJOURNED AT 2:06 P.M.

\_\_\_\_\_  
Chairman

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Secretary to the Authority

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 6-A
<b>Meeting Date:</b>	04/13/2015
<b>Subject:</b>	Consideration of Resolution 2015-04-13-6A
<b>From:</b>	Michael C. Guanzon, Esq., Clement Wheatley, Legal Counsel to the Authority

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### **SUMMARY**

Attached for the Board's Review and Approval is Resolution 2015-04-13-6A approving the one-year renewal of the Hunting Lease with Guilford Whitetail Management.

### **ATTACHMENT**

Resolution 2015-04-13-6A

**Resolution No. 2015-04-13-6A**

**A RESOLUTION TO APPROVE A ONE-YEAR RENEWAL OF THE HUNTING LEASE WITH GUILFORD WHITETAIL MANAGEMENT, A NORTH CAROLINA CORPORATION, AS TENANT, WITH A RIGHT OF LANDLORD TO SHOW THE DEMISED PREMISES UPON 24-HOURS NOTICE AND THE OBLIGATION OF TENANT TO KEEP THE IDENTITY OF ANY PROSPECTIVE BUSINESS RECRUITS CONFIDENTIAL UNTIL A PUBLIC ANNOUNCEMENT IS MADE, IF EVER, OR AS OTHERWISE REQUIRED BY LAW, OF APPROXIMATELY 1,573.94 ACRES AT THE AUTHORITY'S BERRY HILL PROJECT (GPINs 1366-54-5996, 1367-42-8434, 1377-01-1754 AND A PORTION OF GPIN 1356-98-0985), COMMONLY KNOWN AS THE KLUTTZ FARM, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, FOR THE USES OF HUNTING, FISHING AND RELATED OUTDOOR RECREATIONAL ACTIVITIES, AT A TOTAL RENTAL FEE OF \$5,000.**

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

**WHEREAS**, Guilford Whitetail Management, a North Carolina corporation, entered into that certain Hunting Lease Renewal Agreement with the Authority dated as of May 17, 2011 (the “**Lease**”), which was renewed by those certain Lease Renewals dated May 17, 2012, May 14, 2013, and May 17, 2014, for that certain real property located in Pittsylvania County, Virginia, containing an aggregate of 1,573.94 acres, more or less, commonly known as the Kluttz Farm (GPIN 1366-54-5996, containing 563.92 acres, more or less; GPIN 1367-42-8434, containing 133.81 acres, more or less; GPIN 1377-01-1754, containing 176.21 acres; and approximately 700 acres located north of Oak Hill Road, being a portion of GPIN 1356-98-0985), off State Road 863, for the use of hunting, fishing and related outdoor recreational activities, at a total rental fee of Five Thousand Dollars (\$5,000); and

**WHEREAS**, the current term of the Lease expires on May 16, 2015; and

**WHEREAS**, the Authority has determined that it is in the best interests of the Authority and of the citizens of Pittsylvania County and the City of Danville, Virginia, for the Authority to renew the Lease for an additional one (1) year term at a total rental fee of Five Thousand and 00/100 Dollars (\$5,000.00), subject to (i) an early termination right by the Authority, (ii) the right of the Authority upon twenty-four (24) hours’ notice to Tenant to enter upon and to show the demised premises to prospective business recruits, and (iii) Tenant’s agreement to keep in strictest confidence the identity of any such prospective business recruits until a public announcement is made by the Authority, if ever, or as otherwise required by law; and

**WHEREAS**, the terms of the lease renewal are set forth in **Exhibit A**, attached hereto and incorporated herein by this reference (the “**Lease Renewal**”).

**NOW, THEREFORE, BE IT RESOLVED**, that

**Resolution No. 2015-04-13-6A**

1. The Authority hereby approves the Lease Renewal as set forth in **Exhibit A** and as reviewed at this meeting, together with such amendments, deletions or additions thereto as may be approved by the Chairman or the Vice Chairman of the Authority, and hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, to execute and deliver the Lease Renewal on behalf of the Authority, such execution of the Lease Renewal by the Chairman (or Vice Chairman as the case may be) to conclusively establish his approval of any amendments, deletions or additions thereto.

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

3. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Authority, its agents and representatives, in respect to the Lease Renewal and the matters contemplated therein.

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

**CERTIFICATE**

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a meeting duly called and held on April 13, 2015, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

**WITNESS** my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority this 13th day of April 2015.

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

(SEAL)

Exhibit A

**THIS 2015 LEASE RENEWAL** (this “**Lease Renewal**”), made as of the 17th day of May 2015 (the “**Effective Date**”), by and between **DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**, a political subdivision of the Commonwealth of Virginia (“**Landlord**”); and **GUILFORD WHITETAIL MANAGEMENT**, a North Carolina corporation (“**Tenant**”);

**WITNESSETH :**

**WHEREAS**, Landlord and Tenant entered into that certain Hunting Lease Renewal Agreement dated as of May 17, 2011 (the “**Lease**”) and those certain Lease Renewals dated May 17, 2012, May 14, 2013, and May 17, 2014, for that certain real property located in Pittsylvania County, Virginia, containing an aggregate of 1,573.94 acres, more or less, commonly known as the Kluttz Farm (GPIN 1366-54-5996, containing 563.92 acres, more or less; GPIN 1367-42-8434, containing 133.81 acres, more or less; GPIN 1377-01-1754, containing 176.21 acres; and approximately 700 acres located north of Oak Hill Road, being a portion of GPIN 1356-75-8216), off State Road 863; and

**WHEREAS**, Landlord and Tenant desire to renew the Lease for an additional one (1) year term with thirty (30) day early termination right by Landlord, provide for the payment of additional rent during such renewal term, and amend the property subject to the Lease, all as set forth herein.

**NOW, THEREFORE**, for and in consideration of the mutual promises and covenants contained in this Lease, the parties agree as follows:

1. The “**Renewal Term**” shall be for a term of one (1) year beginning on May 17, 2015, and ending on May 16, 2016. The “**Term**” (as defined in the Lease) shall include the initial Term and any Renewal Term.
2. Prior to the end of the Renewal Term, Landlord shall have the right to terminate the Lease upon giving at least thirty (30) days prior written notice to Tenant, in which event Landlord shall reimburse Tenant for a pro rata portion of the Additional Rent (as hereafter defined) covering the period between the date of termination and May 16, 2016.
3. Tenant agrees to pay to Landlord as additional rent (“**Additional Rent**”) for the Renewal Term set forth herein the amount of Five Thousand and 00/100 Dollars (\$5,000.00), payable in advance. The “**Rent**” (as defined in the Lease) shall include the Rent payable for the initial Term and any Additional Rent payable for any Renewal Term.
4. At any time during the Renewal Term, Landlord shall have the right, upon twenty-four (24) hours’ notice to Tenant (which can be by telephone or by e-mail), to enter upon and to show the demised premises to prospective business recruits (the “**Recruits**”).
5. Tenant agrees to keep in strictest confidence the identity of any Recruits until a public announcement is made by Landlord, if ever, or as otherwise required by law.

6. All other terms and conditions of the Lease not specifically changed herein shall remain in full force and effect.

**WITNESS** the following signatures to this **2015 LEASE RENEWAL**:

**LANDLORD:**

**DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**, a political subdivision of the Commonwealth of Virginia

By: \_\_\_\_\_  
**SHERMAN M. SAUNDERS**, Chairman

**TENANT:**

**GUILFORD WHITETAIL MANAGEMENT**, a North Carolina corporation

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 6-B
<b>Meeting Date:</b>	04/13/2015
<b>Subject:</b>	Consideration of Resolution 2015-04-13-6B
<b>From:</b>	Michael C. Guanzon, Esq., Clement Wheatley, Legal Counsel to the Authority

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### **SUMMARY**

Attached for the Board's Review and Approval is Resolution 2015-04-13-6B approving the one-year renewal of the Lease to the Osborne Company of North Carolina.

### **ATTACHMENT**

Resolution 2015-04-13-6B

**Resolution No. 2015-04-13-6B**

**A RESOLUTION TO APPROVE A ONE-YEAR RENEWAL OF THE LEASE TO THE OSBORNE COMPANY OF NORTH CAROLINA, INC., A NORTH CAROLINA CORPORATION, OF APPROXIMATELY 100 ACRES OF PASTURELAND IN THE AUTHORITY'S BERRY HILL PROJECT (A PORTION OF GPINs 1366-78-4718 AND 1367-70-4519), COMMONLY KNOWN AS 4380 BERRY HILL ROAD, IN PITTSYLVANIA COUNTY, VIRGINIA; THE LEASE TERM SHALL BE SUBJECT TO A RIGHT OF LANDLORD TO SHOW THE DEMISED PREMISES UPON 24-HOURS NOTICE AND THE OBLIGATION OF TENANT TO KEEP THE IDENTITY OF ANY PROSPECTIVE BUSINESS RECRUITS CONFIDENTIAL UNTIL A PUBLIC ANNOUNCEMENT IS MADE, IF EVER, OR AS OTHERWISE REQUIRED BY LAW; AND THE LEASE SHALL BE FOR THE USE OF HARVESTING GRASS HAY AND INCIDENTAL USES ACCEPTABLE TO THE AUTHORITY, AT A TOTAL RENTAL FEE OF \$1,000.**

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

**WHEREAS**, The Osborne Company of North Carolina, Inc., a North Carolina corporation, entered into that certain Lease Agreement with the Authority, dated May 9, 2011, as amended (the "**Lease**"), for the lease of one hundred (100) acres, more or less, of pasture land in the Authority's Berry Hill project (a portion of GPINs 1366-78-4718 and 1367-70-4519), commonly known as 4380 Berry Hill Road, in Pittsylvania County, Virginia, for the use of harvesting grass hay and incidental uses acceptable to the Authority, which Lease was subsequently renewed by the parties, at a total rental fee of One Thousand Dollars (\$1,000); and

**WHEREAS**, the current term of the Lease expires on May 15, 2015; and

**WHEREAS**, the Authority has determined that it is in the best interests of the Authority and of the citizens of Pittsylvania County and the City of Danville, Virginia, for the Authority to enter into a one-year renewal of the Lease at a total rental fee of One Thousand and 00/100 Dollars (\$1,000), subject to (i) a 45-day right of early termination by the Authority, (ii) the right of the Authority upon twenty-four (24) hours' notice to Tenant to enter upon and to show the demised premises to prospective business recruits, and (iii) Tenant's agreement to keep in strictest confidence the identity of any such prospective business recruits until a public announcement is made by the Authority, if ever, or as otherwise required by law; and

**WHEREAS**, the terms of such proposed renewal are set forth in **Exhibit A**, attached hereto and incorporated herein by this reference (the "**Renewal**").

**NOW, THEREFORE, BE IT RESOLVED**, that

**Resolution No. 2015-04-13-6B**

1. The Authority hereby approves the Renewal as reviewed at this meeting, together with such amendments, deletions or additions thereto as may be approved by the Chairman or the Vice Chairman of the Authority, and hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, to execute and deliver the Renewal on behalf of the Authority, such execution of the Renewal by the Chairman (or Vice Chairman as the case may be) to conclusively establish his approval of any amendments, deletions or additions thereto.

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

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

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

**CERTIFICATE**

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the Directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a meeting duly called and held on April 13, 2015, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

**WITNESS** my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority this 13th day of April 2015.

(SEAL)

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

Exhibit A

**THIS 2015 LEASE RENEWAL**, made as of the 15th day of May 2015, by and between **DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**, a political subdivision of the Commonwealth of Virginia (“**Landlord**”); and **THE OSBORNE COMPANY OF NORTH CAROLINA, INC.**, a North Carolina corporation (“**Tenant**”);

**W I T N E S S E T H :**

**WHEREAS**, Landlord and Tenant entered into that certain Lease Agreement dated as of May 9, 2011 (the “**Lease**”), which has been subsequently renewed, for that certain real property located in Landlord’s Berry Hill project in Pittsylvania County, Virginia, containing an aggregate of 100 acres, more or less, commonly known as 4380 Berry Hill Road (a portion of GPINs 1366-78-4718 and 1367-70-4519); and

**WHEREAS**, Landlord and Tenant desire to renew the Lease for an additional one (1) year term, subject to an early termination right by Landlord, and provide for the payment of additional rent during such renewal term, all as set forth herein.

**NOW, THEREFORE**, for and in consideration of the mutual promises and covenants contained in this Lease, the parties agree as follows:

1. The “**Renewal Term**” shall be for a term of one (1) year beginning on May 15, 2015, and ending on May 15, 2016. The “**Term**” (as defined in the Lease) shall include the initial Term and any Renewal Term.
2. Prior to the end of the Renewal Term, Landlord shall have the right to terminate the Lease upon giving at least forty-five (45) days prior written notice to Tenant, in which event Landlord shall reimburse Tenant for a pro rata portion of the Additional Rent (as hereafter defined) covering the period between the date of termination and May 15, 2016.
3. Tenant agrees to pay to Landlord as additional rent (“**Additional Rent**”) for the Renewal Term set forth herein the amount of One Thousand and 00/100 Dollars (\$1,000.00), due and payable on the first day of the Renewal Term set forth herein. The “**Base Rent**” (as defined in the Lease) shall include the Base Rent payable for the initial Term and any Additional Rent payable for any Renewal Term.
4. At any time during the Renewal Term, Landlord shall have the right, upon twenty-four (24) hours’ notice to Tenant (which can be by telephone or by e-mail), to enter upon and to show the demised premises to prospective business recruits (the “**Recruits**”).
5. Tenant agrees to keep in strictest confidence the identity of any Recruits until a public announcement is made by Landlord, if ever, or as otherwise required by law.
6. All other terms and conditions of the Lease not specifically changed herein shall remain in full force and effect.

**[SIGNATURES ON FOLLOWING PAGE]**

WITNESS the following signatures to this **2015 LEASE RENEWAL**:

**LANDLORD:**

**DANVILLE-PITTSYLVANIA REGIONAL  
INDUSTRIAL FACILITY AUTHORITY**, a political  
subdivision of the Commonwealth of Virginia

By: \_\_\_\_\_  
**SHERMAN M. SAUNDERS**, Chairman

**TENANT:**

**THE OSBORNE COMPANY OF NORTH  
CAROLINA, INC.**, a North Carolina corporation

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 6-C
<b>Meeting Date:</b>	04/13/2015
<b>Subject:</b>	Consideration of request by IALR to approve signage. Telly D. Tucker, Director of Economic Development, City of Danville and Michael C. Guanzon, Esq., Clement Wheatley, Legal Counsel to the Authority
<b>From:</b>	

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### **SUMMARY**

The Institute for Advanced Learning and Research is requesting approval of signage of “Gene Haas Center for Integrated Machining” on the Charles R. Hawkins Building.

### **ATTACHMENT**

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 6-D
<b>Meeting Date:</b>	04/13/2015
<b>Subject:</b>	Consideration of Resolution 2015-04-13-6D
<b>From:</b>	Telly D. Tucker, Director of Economic Development, City of Danville and Michael C. Guanzon, Esq., Clement Wheatley, Legal Counsel to the Authority

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### **SUMMARY**

Attached for the Board's Review and Approval is Resolution 2015-04-13-6D approving Amendment No. 8 with Dewberry Engineers.

### **ATTACHMENTS**

Revised Amendment No. 8 to Dewberry Contract  
Resolution 2015-04-13-6D

**A RESOLUTION APPROVING AMENDMENT NO. 8 TO CONTRACT DATED FEBRUARY 9, 2009 - ENGINEERING SERVICES RELATED TO THE MEGA PARK MASTER PLAN - ADDITIONAL WETLAND DELINEATION SERVICES, WITH DEWBERRY ENGINEERS INC., A NEW YORK CORPORATION, FOR ADDITIONAL WETLAND DELINEATION AND SURVEY FOR AN AGGREGATE LUMP SUM OF \$325,000.00.**

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

**WHEREAS**, the Authority finds that to further develop Lot 4 in the Authority's Berry Hill Industrial Park project (the "**Berry Hill Project**") (formerly known as the Mega Park project) located in Pittsylvania County, Virginia, and to support a permit application to the U.S. Army Corps of Engineers, additional wetland delineation services and survey from Dewberry Engineers, Inc., a New York corporation ("**Dewberry Engineers**"), were required, as more particularly set forth in that certain Amendment No. 8 to Contract dated February 9, 2009 - Engineering Services Related to the Mega Park Master Plan - Additional Wetland Delineation Services, with Dewberry Engineers, a copy of which is attached as **Exhibit A**, incorporated herein by this reference (“**Amendment No. 8**”); and

**WHEREAS**, under Amendment No. 8 (dated March 24, 2014, and revised March 16, 2015), the aggregate lump sum fee is shown to be \$780,647.00; however, after the Authority’s negotiations with Dewberry Engineers, Dewberry Engineers, as a good faith gesture and to settle with the Authority on work performed and sums owed under Amendment No. 8, is agreeable to the aggregate lump sum of \$325,000.00 (i.e., a 58% reduction); and

**WHEREAS**, the Board of Directors of the Authority has hereby determined, in open session, that Amendment No. 8, in furtherance of Lot 4’s development in the Berry Hill Project and to settle matters with Dewberry Engineers, serves the purpose of the Authority to enhance the economic base of the City of Danville and Pittsylvania County by developing, owning, and operating the Berry Hill Project on a cooperative basis involving the City and the County, and that it is in the best interests of the Authority and the citizens of the City and the County for the Authority to authorize, approve, execute and adopt in all respects Amendment No. 8.

**NOW, THEREFORE, BE IT RESOLVED BY THE DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY, THAT:**

1. The Authority hereby authorizes and directs its Chairman and/or Vice Chairman, either of whom may act independently of the other, to execute and deliver, and otherwise pursue, Amendment No. 8, together with such further amendments, deletions or additions to Amendment No. 8 as may be approved by its Chairman or Vice Chairman (as the case may be), and such execution of the same by its Chairman or Vice Chairman (as the case may be) to conclusively establish his approval of any further amendments, deletions or additions thereto.

**Resolution No. 2015-04-13-6D**

2. The Authority hereby authorizes its Chairman and Vice Chairman, either of whom may act independently of the other, to execute and deliver such other documents in connection with Amendment No. 8, as may be approved by its Chairman or Vice Chairman (as the case may be), such execution by its Chairman or Vice Chairman (as the case may be) to conclusively establish his approval of such other documents.

3. The Authority hereby authorizes and directs staff and other agents and representatives working on behalf of the Authority to take such actions and to do all such things as are contemplated by Amendment No. 8 or as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of this Resolution.

4. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Authority, its agents and representatives, in respect to Amendment No. 8 and the matters contemplated in this Resolution.

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

**CERTIFICATE**

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a meeting duly called and held on April 13, 2015, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

**WITNESS** my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority as of the 13th day of April 2015.

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

(SEAL)

**Exhibit A**

[Amendment No. 8]

March 24, 2014  
Revised March 16, 2015

Mayor Sherman M. Saunders  
Chairman  
Danville-Pittsylvania Regional Industrial Facility Authority (RIFA)  
P.O. Box 3300  
Danville, Virginia 24543

**RE: Amendment #8 to Contract Dated February 9, 2009  
Engineering Services Related to the Mega Park Master Plan  
Additional Wetland Delineation Services**

Dear Mayor Saunders:

As part of the Master Plan development, Phase 1 of Dewberry Engineers Inc.'s (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  $\pm$  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.

**SCOPE OF SERVICES**

Dewberry requests reimbursement for the following additional services:

**I. Additional Wetland Delineation**

Dewberry's original contract for the Phase 1 and 2 wetland delineation services included a total of 215,000 LF of wetland perimeter and stream channel being flagged for the entire  $\pm$  3,500 acre Mega Park. The total amount of wetland perimeter and stream channel flagged to date by Dewberry at the Mega Park is 449,430 LF. The additional wetlands flagged for the project is 234,430 LF.

**FEE: \$443,070 Lump Sum**

## **II. Additional Wetland Delineation Survey**

Dewberry's original contract for the Phase 1 and 2 wetland delineation survey services included a total of 215,000 LF of wetland perimeter and stream channel to be surveyed for the entire ±3,500 acre Mega Park. The total amount of wetland perimeter and stream channel surveyed to date by Dewberry at the Mega Park is 449,430 LF. The additional wetlands surveyed for the project is 234,430 LF.

**FEE: \$337,577 Lump Sum**

### **FEES**

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

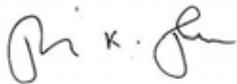
I.	Additional Wetland Delineation	FEE: \$443,070 Lump Sum
II.	<u>Additional Wetland Delineation Survey</u>	<u>FEE: \$337,577 Lump Sum</u>
		<b>TOTAL: \$780,647 Lump Sum</b>

**As a good faith gesture in recognition of our long standing partnership with the City and County and in recognition of current funding available for the project, Dewberry agrees to reduce the fees owed for the work referenced above by 58%. Therefore the total fee requested is \$325,000.00.**

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. Please return an executed copy of this contract amendment.

Sincerely,

Dewberry Engineers Inc.



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



Darren R. Conner, PE  
President

Mayor Sherman M. Saunders  
March 16, 2015

The foregoing Contract Amendment of Dewberry Engineers Inc. is accepted:

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Print (Type) Individual, Firm, or Corporate Name

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Signature of Authorized Representative                      Date

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Print (Type) Name of Authorized Representative and Title

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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**Agenda Item No.:**

**Meeting Date:** 4/13/2015

**Subject:** Financial Status Reports – March 31, 2015

**From:** Michael L. Adkins, Authority Treasurer

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### **SUMMARY**

A review of the financial status reports through March 31, 2015 will be provided at the meeting. The financial status reports as of March 31, 2015 are attached for the DPRIFA Board's review.

### **RECOMMENDATION**

Staff recommends approving the financial status reports as of March 31, 2015 as presented.

### **ATTACHMENTS**

Financial Status Reports

# Financial Status

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## Table of Contents

- A. \$7.3 Million Bonds - Cane Creek Centre
- B. General Expenditure for FY 2015
- 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 <sup>7</sup>**  
**As of March 31, 2015**

<b>Funding</b>	<b>Funding</b>	<b>Budget / Contract Amount</b>	<b>Expenditures</b>	<b>Encumbered</b>	<b>Unexpended / Unencumbered</b>
Funds from bond issuance	\$ 7,300,000.00				
Issuance cost	(155,401.33)				
Refunding cost <sup>7</sup>	(52,500.00)				
Bank fees	(98.25)				
Interest earned to date	486,581.70				
<b>Cane Creek Parkway <sup>3</sup></b>		\$ 3,804,576.00	\$ 3,724,241.16	\$ -	
<b>Swedwood Drive <sup>2</sup></b>		69,414.00	69,414.00	-	
<b>Cane Creek Centre entrance <sup>3</sup></b>		72,335.00	53,878.70	-	
<b>Financial Advisory Services</b>		9,900.00	9,900.00	-	
<b>Dewberry contracts <sup>1</sup></b>		69,582.50	69,582.50	-	
<b>Dewberry contracts not paid by 1.7 grant <sup>4,5</sup></b>		71,881.00	22,114.12	49,766.88	
<b>Land</b>		-	2,792,945.57	-	
<b>Demolition services</b>		71,261.62	71,261.62	-	
<b>Legal fees</b>		-	55,344.30	-	
<b>CCC - Lots 3 &amp; 9 project - RIFA Local Share <sup>6</sup></b>		142,190.00	112,464.98	-	
<b>Other expenditures</b>		-	330,057.70	-	
<b>Total</b>	<b>\$ 7,578,582.12</b>	<b>\$ 4,311,140.12</b>	<b>\$ 7,311,204.65</b>	<b>\$ 49,766.88</b>	<b>\$ 217,610.59</b>

**notes:**

<sup>1</sup> Dewberry Contracts consist of wetland, engineering, surveying and site preparation

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

<sup>3</sup> Project completed under budget

<sup>4</sup> 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.

<sup>4</sup> 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.

<sup>5</sup> 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.

<sup>6</sup> 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.

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

<b>Road Summary-Cane Creek Parkway:</b>	
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
<b>Total Road Contract Allocated to RIFA</b>	<b>\$ 5,271,916.00</b>

<b>Funding Summary - Cane Creek Parkway</b>	
VDOT	\$ 1,467,340.00
Bonds	3,804,576.00
	<b>\$ 5,271,916.00</b>

**Danville-Pittsylvania Regional Industrial Facility Authority**  
**General Expenditures for Fiscal Year 2015**  
**As of March 31, 2015**

	<u>Funding</u>	<u>Budget</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
<b>Funding</b>					
City Contribution	\$ 75,000.00				
County Contribution	75,000.00				
Carryforward from FY2014	114,807.25				
City Contribution - remaining FY2011 Allocation	55,000.00				
County Contribution - remaining FY2011 Allocation	55,000.00				
<b>Contingency</b>					
Miscellaneous contingency items		\$ 31,403.90	\$ 452.29	\$ -	\$ 30,951.61
Jones Lang LaSalle - Berry Hill Market Study Analysis		95,000.00	95,000.00	-	-
Jones Lang LaSalle - Berry Hill Economic Analysis		12,000.00	12,000.00	-	-
Dewberry Engineers, Inc. - Berry Hill		108,603.35	108,603.35	-	-
<b>Total Contingency Budget</b>		<u>247,007.25</u>	<u>216,055.64</u>	-	30,951.61
<b>Legal</b>		100,000.00	30,854.50	-	69,145.50
<b>Accounting</b>		19,600.00	19,100.00	500.00	-
<b>Annual Bank Fees</b>		600.00	550.00	-	50.00
<b>Postage &amp; Shipping</b>		100.00	-	-	100.00
<b>Meals</b>		4,000.00	1,650.16	-	2,349.84
<b>Utilities</b>		500.00	242.15	-	257.85
<b>Insurance</b>		3,000.00	-	-	3,000.00
<b>Total</b>	<u>\$ 374,807.25</u>	<u>\$ 374,807.25</u>	<u>\$ 268,452.45</u>	<u>\$ 500.00</u>	<u><u>\$ 105,854.80</u></u>

**Danville-Pittsylvania Regional Industrial Facility Authority**

**Mega Park - Funding Other than Bond Funds**

**As of March 31, 2015**

<b>Funding</b>	<b>Funding</b>	<b>Budget / Contract Amount</b>	<b>Expenditures</b>	<b>Encumbered</b>	<b>Unexpended / Unencumbered</b>
<b>Funding</b>					
City contribution	\$ 134,482.50				
County contribution	134,482.50				
City advance for Klutz, Canter, & Shoffner property <sup>1,4</sup>	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 <sup>5</sup>	76,067.61				
Additional funds allocated by RIFA Board on 1/14/2013 <sup>6</sup>	11,854.39				
<b>Land</b>					
Klutz property		\$ 8,394,553.50	\$ 8,394,553.50	\$ -	
Canter property <sup>2</sup>		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	-	
<b>Other</b>					
Dewberry & Davis		28,965.00	28,965.00	-	
Dewberry & Davis <sup>3</sup>		990,850.00	973,629.29	17,220.71	
Consulting Services - McCallum Sweeney <sup>7</sup>		115,000.00	103,796.85	-	
Transfer available funds to "Berry Hill Mega Park - Lot 4 Site Development" Project <sup>8</sup>		-	11,203.15	-	
<b>Total</b>	<b>\$ 14,231,524.83</b>	<b>\$ 14,231,524.83</b>	<b>\$ 14,214,304.12</b>	<b>\$ 17,220.71</b>	<b>\$ (0.00)</b>

<sup>1</sup> 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.

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

<sup>3</sup> 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.

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

<sup>5</sup> 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.

<sup>6</sup> 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.

<sup>7</sup> Unencumbered the remaining \$11,203.15 due to termination of contract.

<sup>8</sup> As approved by RIFA Board on 10/16/2014

**Danville-Pittsylvania Regional Industrial Facility Authority**  
**Berry Hill Mega Park - Lot 4 Site Development**  
**As of March 31, 2015**

<b>Funding</b>	<b>Funding</b>	<b>Budget / Contract Amount</b>	<b>Expenditures</b>	<b>Encumbered</b>	<b>Unexpended / Unencumbered</b>
Tobacco Commission FY12 Megasite Allocation	\$ 6,208,153.00				
Local Match for TIC FY12 Megasite Allocation - County Portion <sup>1</sup>	750,000.00				
Local Match for TIC FY12 Megasite Allocation - City Portion <sup>1</sup>	750,000.00				
Local Match for TIC FY12 Megasite Allocation - RIFA Portion <sup>2</sup>	181,000.00				
Transfer in from "Mega Park - Funding Other than Bond Funds" Budget <sup>3</sup>	11,203.15				
<b>Expenditures</b>					
Dewberry Engineers Inc.		1,268,487.00	623,377.70	645,109.30	
Jones Lang LaSalle		95,000.00	95,000.00	-	
Jones Lang LaSalle - Economic Analysis		12,000.00	-	12,000.00	
VA Water Protection Permit Fee		57,840.00	57,840.00	-	
Wetlands Studies and Solutions, Inc.		141,996.00	54,631.57	87,364.43	
<b>Transfers to "General Expenditures Fiscal Year 2015" Contingency <sup>3</sup></b>					
Dewberry Engineers Inc.		(108,603.35)	(108,603.35)	-	
Jones Lang LaSalle - Market Analysis Study		(95,000.00)	(95,000.00)	-	
Jones Lang LaSalle - Economic Analysis		(12,000.00)	-	(12,000.00)	
<b>Total</b>	<b>\$ 7,900,356.15</b>	<b>\$ 1,359,719.65</b>	<b>\$ 627,245.92</b>	<b>\$ 732,473.73</b>	<b>\$ 6,540,636.50</b>

<sup>1</sup> \$300,000 of this was received from each locality in June 2014. \$450,000 received in August 2014. \$450,000 received in September 2014.

<sup>2</sup> 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.

<sup>3</sup> As approved by RIFA Board on 10/16/2014

**Danville-Pittsylvania Regional Industrial Facility Authority**  
 Rent, Interest, and Other Income Realized  
 As of March 31, 2015

Source of Funds	Funding Receipts		Expenditures FY2015	Unexpended / Unencumbered
	Carryforward from FY2014	Current Month		
<u>Carryforward</u>	\$ 429,892.53			
<u>Current Lessees</u>				
Institute for Advanced Learning and Research (IALR) <sup>1</sup>				
Cyberpark				
Hawkins Research Bldg. at 230 Slayton Ave.		\$ 6,673.24	\$ 60,059.16	
Institute for Advanced Learning and Research (IALR)				
Cyberpark				
IALR Building at 150 Slayton Ave.		-	-	
Securitas				
Cyberpark		300.00	2,700.00	
Guilford Whitetail Management				
Berry Hill		-	-	
Klutz Farm off State Rd. 863/U.S. 311		-	-	
Mountain View Farms of Virginia, L.C.				
Berry Hill		-	1,200.00	
Osborne Company of North Carolina, Inc.				
Berry Hill		-	-	
4380 Berry Hill Road Pastureland		-	-	
Clodfelter Hunting Lease				
Berry Hill		-	2,000.00	
<u>Total Rent</u>		\$ 6,973.24	\$ 65,959.16	
<u>Interest Received</u> <sup>2</sup>		\$ 97.97	\$ 847.90	
<u>Yorktowne Repayment</u>		\$ -	\$ 14,425.20	
<u>Expenditures</u>				
Hawkins Research Bldg. Property Mgmt. Fee				\$ 53,385.92
<b>Totals</b>	<b>\$ 429,892.53</b>	<b>\$ 7,071.21</b>	<b>\$ 81,232.26</b>	<b>\$ 53,385.92</b>
				<b>\$ 457,738.87</b>

**Restricted** <sup>1</sup>     \$ 364,064.30  
**Unrestricted**     \$ 93,674.57

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

<sup>2</sup> 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 <sup>1, 2</sup>**  
**March 31, 2015\***

	<b>Unaudited FY 2015</b>
<b>Assets</b>	
<i>Current assets</i>	
Cash - checking	\$ 1,160,395
Cash - money market	1,142,478
Prepays	230
<i>Total current assets</i>	2,303,103
<i>Noncurrent assets</i>	
Restricted cash - project fund CCC bonds	284,095
Restricted cash - debt service fund CCC bonds	1,035,393
Restricted cash - debt service fund Berry Hill bonds	91,209
Restricted cash - debt service reserve fund Berry Hill bonds	2,000,101
Capital assets not being depreciated	25,055,863
Capital assets being depreciated, net	25,883,079
Construction in progress	3,632,297
<i>Total noncurrent assets</i>	57,982,037
<b>Total assets</b>	60,285,140
<b>Liabilities</b>	
<i>Current liabilities</i>	
Unearned income	600
Bonds payable - current portion	1,128,450
<i>Total current liabilities</i>	1,129,050
<i>Noncurrent liabilities</i>	
Bonds payable - less current portion	8,058,540
<i>Total noncurrent liabilities</i>	8,058,540
<b>Total liabilities</b>	9,187,590
<b>Net Position</b>	
Net investment in capital assets	45,668,344
Restricted - debt reserves	3,126,703
Unrestricted	2,302,503
<b>Total net position</b>	\$ 51,097,550

<sup>1</sup> 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.

<sup>2</sup> 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, 2015 as of April 1, 2015, 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, 2015\**

	<b>Unaudited FY 2015</b>
<b>Operating revenues</b>	
Virginia Tobacco Commission Grants	57,840
Reimbursement of incentive grants	14,425
Rental income	70,909
<b>Total operating revenues</b>	<b>143,174</b>
<b>Operating expenses</b> <sup>4</sup>	
Mega Park expenses <sup>3</sup>	201,905
Cane Creek Centre expenses <sup>3</sup>	24,042
Cyber Park expenses <sup>3</sup>	54,118
Professional fees	42,813
Insurance	2,416
Other operating expenses	1,914
<b>Total operating expenses</b>	<b>327,208</b>
<b>Operating loss</b>	<b>(184,034)</b>
<b>Non-operating revenues (expenses)</b>	
Interest income	901
Interest expense	(98,725)
<b>Total non-operating expenses, net</b>	<b>(97,824)</b>
<b>Net loss before capital contributions</b>	<b>(281,858)</b>
<b>Capital contributions</b>	
Contribution - City of Danville	1,164,774
Contribution - Pittsylvania County	1,164,774
<b>Total capital contributions</b>	<b>2,329,548</b>
<b>Change in net position</b>	<b>2,047,690</b>
<b>Net position at July 1,</b>	<b>49,049,860</b>
<b>Net position at March 31,</b>	<b>\$ 51,097,550</b>

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

<sup>4</sup> 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, 2015\**

	<b>Unaudited FY 2015</b>
<b>Operating activities</b>	
Receipts from grant reimbursement requests	\$ 57,840
Receipts from reimbursement of incentive grants	14,425
Receipts from leases	59,284
Payments to suppliers for goods and services	(699,217)
<b>Net cash used by operating activities</b>	<b>(567,668)</b>
<b>Capital and related financing activities</b>	
Capital contributions	2,329,548
Interest paid on bonds	(176,109)
Principal repayments on bonds	(1,080,000)
<b>Net cash provided by capital and related financing activities</b>	<b>1,073,439</b>
<b>Investing activities</b>	
Interest received	901
<b>Net cash provided by investing activities</b>	<b>901</b>
<b>Net increase in cash and cash equivalents</b>	506,672
<b>Cash and cash equivalents - beginning of year (including restricted cash)</b>	<b>5,206,999</b>
<b>Cash and cash equivalents - through March 31, 2015 (including restricted cash)</b>	<b>\$ 5,713,671</b>
<b>Reconciliation of operating loss before capital contributions to net cash used by operating activities:</b>	
Operating loss	\$ (184,034)
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	2,394
Change in due from other governments	-
Change in other receivables	2,500
Change in accounts payable	(383,278)
Change in unearned income	(5,250)
<b>Net cash used by operating activities</b>	<b>\$ (567,668)</b>

<b>Components of cash and cash equivalents at March 31, 2015:</b>	
American National - Checking	\$ 1,160,395
American National - General money market	1,142,478
Wells Fargo - \$7.3M Bonds CCC Debt service fund	1,035,393
Wells Fargo - \$7.3M Bonds CCC Project fund	284,095
US Bank - \$11.25M Bonds Berry Hill Debt service fund	91,209
US Bank - \$11.25M Bonds Berry Hill Debt service reserve fund	2,000,101
	<b>\$ 5,713,671</b>