

Danville-Pittsylvania Regional Industrial Facility Authority

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

AGENDA

September 14, 2015

12:00 P.M.

**Danville Regional Airport
Eastern Conference Room
424 Airport 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. PUBLIC COMMENT PERIOD

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

4. APPROVAL OF MINUTES OF THE AUGUST 10, 2015 MEETING

5. OLD BUSINESS

Review and discussion of Resolution No. 2015-08-10-5A Revised (“A Resolution of Endorsement and Recommendation of Danville and Pittsylvania County Urbanized Area Metropolitan Planning Organization for Virginia House Bill 2 Program Grant Funds for Fiscal Year 2017, regarding State Road 311 (Berry Hill Road) Access and Widening Project; and of Authorization of up to \$32,200 for Core Sampling for the Length of State Road 311 (Berry Hill Road)”), as revised at the Authority’s August 10, 2015 meeting -- Richard Drazenovich, P.E., Director of Public Works, City of Danville

6. NEW BUSINESS

- A. Consideration of Resolution No. 2015-09-14-6A, approving a waiver and forbearance of the full repayment amount due to the Authority in connection with the anticipated failure of Elkay Wood Products Company (surviving corporation by merger with Yorktowne Cabinetry, Inc.) to meet its 2015 Job Target pursuant to that certain Performance Agreement dated April 19, 2005, as amended, in exchange for the payment by Elkay Wood Products Company to the Authority by December 31, 2015, of a prorated amount equal to \$76,834.52 - E. Linwood Wright, Public and Governmental Affairs Consultant, Danville Office of Economic Development
- B. Consideration of Resolution No. 2015-09-14-6B, approving Amendment #10 to Contract dated February 9, 2009, Engineering Services related to the Mega Park Master Plan, for (i) Phase 1 Pad Grading Construction Plans and Specifications at a lump sum fee of \$178,000; (ii) Construction Administration Services at a lump sum fee of \$85,000; and (iii) Construction Testing and Inspection Services at a budget estimate of \$175,000, at a total project estimate of \$438,000 -- Gregory L. Sides, Assistant County Administrator for Planning and Development, Pittsylvania County; and Brian K. Bradner, P.E and/or Shawn R. Harden, P.E., Dewberry Engineers, Inc.
- C. Rescheduling of October 2015 meeting of the Authority from Monday, October 12, 2015 (Columbus Day holiday), to Tuesday, October 13, 2015, per Paragraph 1 of Article VIII (“Meetings”) of the RIFA Bylaws – Michael C. Guanzon, Esq., Clement Wheatley, Legal Counsel to the Authority

Danville-Pittsylvania Regional Industrial Facility Authority

- D. Financial Status Report as of August 31, 2015 – Michael L. Adkins, CPA, Authority Treasurer, and Patricia K. Conner, CPA, Assistant Finance Director, City of Danville

7. COMMUNICATIONS FROM:

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.:	Item 4
Meeting Date:	09/14/2015
Subject:	Meeting Minutes
From:	Susan M. DeMasi, Authority Secretary

SUMMARY

Attached for the Board's approval are the Meeting Minutes from the Monday, August 10, 2015 meeting.

ATTACHMENTS

Meeting Minutes – 08/10/2015

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

August 10, 2015

The Regular Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:10 p.m. on the above date in the Danville Regional Airport Conference Room, 424 Airport Drive, Danville, Virginia. Present were City of Danville Members Fred O. Shanks, III and Alternate J. Lee Vogler. Pittsylvania County Members present were Vice Chairman Coy E. Harville, James A. Snead and Alternate Brenda H. Bowman. Chairman Sherman M. Saunders entered the meeting at 12:30 p.m.

City/County staff members attending were: City Manager Joe King, Pittsylvania County Administrator Clarence Monday, Director of Economic Development Telly Tucker, Assistant Director of Economic Development Corrie Teague, Assistant County Administrator for Planning & Development Gregory Sides, City of Danville Director of Public Works Ric Drazenovich, City of Danville Finance Director/Authority Treasurer Michael Adkins, City of Danville Assistant Finance Director Patricia Connor, City of Danville Senior Accountant Carol Howell, Clement Wheatley Attorney Michael Guanzon and Secretary to the Authority Susan DeMasi.

Mr. Harville asked for a **Motion** to Amend the Agenda to add a New Item 5D. Mr. Shanks moved to *add New Item 5D to the Agenda*, the Motion was **seconded** by Mr. Snead. Mr. Harville noted a copy of the new item was provided. The **Motion** was carried by the following vote:

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

Mr. Harville noted Mr. Vogler will be voting in the absence of Mr. Saunders.

PUBLIC COMMENT PERIOD

No one desired to be heard.

4. APPROVAL OF MINUTES FOR THE JULY 13, 2015 MEETING

Upon **Motion** by Mr. Shanks and **second** by Mr. Vogler, Minutes of the July 13, 2015 meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

NEW BUSINESS

5A. CONSIDERATION – RESOLUTION 2015-08-10-5A – DANVILLE URBANIZED AREA MPO FOR VIRGINIA HOUSE BILL 2

Director of Public Works Ric Drazenovich explained in 2014, the General Assembly adopted House Bill 2 which changed the way the highway improvement projects are going to be selected; the deadline for the applications is September 30th. The projects are going to be prioritized using several factors: congestion mitigation, economic development, accessibility, safety and environmental quality. Mr. Drazenovich further explained places like Northern Virginia, congestion is weighted more heavily; in rural areas, economic development will be weighted more heavily. Staff, over the past few months, met with numerous VDOT representatives, discussed the needs in highway improvements in Danville

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

August 10, 2015

and Pittsylvania County and how they should be submitted and prioritized. Staff has determined that access improvement to Berry Hill Road and improvements to the intersection should be submitted and would be viable candidates. House Bill 2 encourages the municipalities and MPOs to scale a project to a size where the cost and benefit would be a high ratio. Mr. Drazenovich noted there is a resolution in front of the Board to endorse and recommend the Danville MPO and Pittsylvania County application. Mr. Drazenovich notes it will have to be modified as it says Danville MPO only and the resolution notes the State Road 311 widening, Berry Hill Road, and the intersection as one project. After further discussion and after staff submitted this resolution, Rick Youngblood, who is handling this to VDOT, suggested those two projects should be separate and that there would be a better chance of getting them both funded. The MPO would submit the intersection project and the County could submit the road widening project. The resolution before the Board is to support the MPO and the County for their applications under the six year improvement plan.

Mr. Drazenovich noted VDOT is putting together the estimate cost of these projects and submitting it on the City and County's behalf. One thing that has to be done to estimate the road widening project cost is to take core samples all the way down Berry Hill Road at quarter mile increments and ten foot deep to see the subgrade. That determines if the whole road needs to be replaced or just new, wider shoulders and emergency exit lanes on the shoulders. The entity submitting the application has to absorb the cost and staff's estimate is \$32,000. Greg Sides noted he believed it would be good for RIFA to endorse both projects

Mr. Drazenovich noted staff has talked about modifying the Resolution to add "and Pittsylvania County" at each location where it says MPO. In effect, if staff modifies the resolution, the RIFA board would be endorsing both the MPO and Pittsylvania County for both projects.

Mr. Snead **moved** adoption of **Resolution 2015-08-10-5A** *a Resolution of endorsement and recommendation of Danville Urbanized Area Metropolitan Planning Organization for Virginia House Bill 2 Program Grant Funds for Fiscal Year 2017, regarding State Road 311 (Berry Hill Road) access and widening project.*

The Motion was **seconded** by Mr. Shanks.

Mr. Snead questioned if the \$32,000 amount was for both the widening and the intersection and Mr. Drazenovich noted the \$32,000 is for the subgrade exploration for the road widening. Mr. Drazenovich believed work had recently been done on the intersection so they have that information.

The **Motion** was carried by the following vote:

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

Mr. Drazenovich noted the amendment that staff is proposing is in the first paragraph, the second line, after Metropolitan Planning Organization, staff would like to add "and Pittsylvania County" so that it supports both of the applications.

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY
Minutes
August 10, 2015

Also, on the fourth "WHEREAS", first line, where it says Danville Urbanized Area Metropolitan Planning Organization, after that add "and/or Pittsylvania County."

The third change is after "THEREFORE, BE IT RESOLVED," Item 1, second line, after "Metropolitan Planning Organization" staff would like to add "and/or Pittsylvania County's application".

The last change, if the Board is in agreement, to authorize the \$32,000, staff needs to add a number under "THEREFORE, BE IT RESOLVED," to read "authorize up to \$32,000 for Cane Creek for core sampling for the length of Berry Hill Road."

Mr. Shanks questioned if Mr. Drazenovich meant to say Cane Creek and Mr. Drazenovich noted no, that was an error; Mr. Harville noted it would be from the North Carolina line to Route 58.

Mr. Shanks questioned in the beginning paragraph of the Resolution was it the "Danville Urbanized Area Metropolitan Planning Organization" or is it Danville-Pittsylvania County Metropolitan Planning Organization. Mr. Drazenovich noted he believed it was just Danville and Mr. Sides noted he believes the Urbanized Area designation is Danville. Mr. Harville noted his agreement.

Mr. Shanks **moved** adoption of the amendments to the Resolution. The motion was **seconded** by Mr. Vogler.

Mr. Harville noted all the new language would be in for the next RIFA meeting in September so everyone would have a copy showing the amended language.

The **Motion** was carried by the following vote:

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

5B. CONSIDERATION – RESOLUTION 2015-08-10-5B – ACCEPTING GRANT #3011

City of Danville Director of Economic Development Telly Tucker explained last month the Board had passed a resolution for the relocation of an electric line or water system improvement. The water system project was approved and staff simply needed to rename the application. What is in front of the Board is the letter of agreement with the new project description installing a 20" water line from the North Carolina/Virginia state line to Oak Ridge Road, connecting to the existing 16" line previously installed for Berry Hill industrial park. This line will eventually be extended from the state line and connected to the water system in Eden, North Carolina. The supplemental information that was submitted with the application is included in the letter of agreement including the Phase II water system improvement breakdown and also the grant conditions.

Mr. Snead **moved** adoption of **Resolution 2015-08-10-5B** a Resolution accepting a Grant #3011, consistent with the application submitted pursuant to Resolution 2015-03-09-5A, to the Tobacco Indemnification and Community Revitalization Commission (the "Commission") in the amount of \$2,241,567.00 for water system improvements Phase II (Virginia System)

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

August 10, 2015

work to the Authority's Berry Hill Industrial Park Project, in Pittsylvania County, Virginia, and authorizing the Chairman or Vice Chairman of the authority to execute and deliver, on behalf of the authority, that certain letter of agreement dated May 21, 2015, between the Authority and the Commission for such grant funds, and any other necessary documents pertaining thereto.

The Motion was **seconded** by Mr. Shanks.

Mr. Harville questioned Mr. Tucker about the breakdown on page 14, the City and County portion, and Mr. Tucker noted it was 10%. Mr. Harville questioned Mr. Monday if this was in the County's budget and Mr. Monday noted it was part of the economic development funds.

The **Motion** was carried by the following vote:

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

5C. FINANCIAL STATUS REPORT AS OF JULY 31, 2015

City of Danville Director of Finance Michael Adkins noted that the \$7.3M Cane Creek Bond shows \$1,045 to Dewberry for the Wetlands Monitoring. General Expenditures for FY2015 paid out in July show the normal monthly expenses with meals at \$243, Utilities \$33 and Legal Expenses just under \$6,000. There is a new sheet representing the FY2016 budget under the General Expenditures which shows no expenditures from the FY16 monies as of July 31st, but Mr. Adkins noted staff has encumbered all the accounting fees that relate to the audit of FY15. Mega Park Funding Other Than Bonds show no expenditures to report for July. Berry Hill Mega Park Lot 4 Site Development also shows no expenditures. The Rent, Interest and Other Income Realized shows the \$17,606 monthly fee to the Institute for the Hawkins' Building Property Management Fee paid in July.

Mr. Shanks **moved** to accept the Financial Report as of July 31, 2015 as presented; the Motion was **seconded** by Mr. Vogler and approved by the following vote:

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

5D. CONSIDERATION OF RESOLUTION 2015-08-10-5D APPROVING DEED OF EASEMENT TO THE CITY OF DANVILLE FOR CANE CREEK CENTRE PROJECT

Director of Economic Development Telly Tucker noted this was a previously approved relocation and Mr. Guanzon noted at the time, the metes and bounds were not identified, this is just confirming that.

Mr. Snead **moved** adoption of **Resolution No. 2015-08-10-5D** *a Resolution approving that certain Deed of Easement to the City of Danville, Virginia, pertaining to the relocation of a Utilities Easement in the Authority's Cane Creek Centre Project located in Pittsylvania County, Virginia, as approved by Resolution 2014-02-10-5A.*

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY
Minutes
August 10, 2015

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

VOTE: 4-0
AYE: Harville, Snead, Shanks, Vogler (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 12:30 p.m., Mr. Vogler **moved** that the Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority be recessed in a Closed Meeting 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; and

B. 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 Berry Hill Industrial Park 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; and

C. As permitted by Section 2.2-3711(A)(3) of the Code of Virginia, 1950, as amended, for discussion or consideration of the acquisition of real property for addition to one of the Authority's projects, 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, Shanks, Vogler (4)
NAY: None (0)

D. On **Motion** by Mr. Snead and **second** by Mr. Shanks and by unanimous vote at 12:57 p.m., the Authority returned to open meeting.

E. Mr. Shanks **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

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

August 10, 2015

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 Ms. Snead and carried by the following vote:

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

7. COMMUNICATIONS

Mr. Snead noted the Boy Scouts in the Dan River District are redoing the old Grange Building in Ringgold and asked about the old garage on the large property which is owned by RIFA. They are requesting some of the old boards for their project; Mr. Snead asked if they can get to the old garage. Mr. Harville noted he believed that should be referred to Mr. Drazenovich and Mr. Sides, to let them review that and come back to the Board with their recommendations.

Ms. Bowman reminded everyone of the *State of the Region, State of the City and County*, the next morning at 7:30 a.m. at the Institute of Advanced Learning and Research.

Mr. Harville noted his appreciation and concern, by the next meeting he should be finished with his radiation treatments.

There were no further communications from Board Members or Staff.

The Meeting adjourned at 1:00 p.m.

Chairman

Secretary to the Authority

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5 – Old Business
Meeting Date:	09/14/2015
Subject:	Resolution 2015-08-10-5A - Revised
From:	Richard Drazenovich, P.E., Director of Public Works, City of Danville

SUMMARY

During the September 14, 2015 meeting, the Authority will receive a report from staff on Resolution 2015-08-10-5A-Revised, Endorsement and Recommendation of Danville Urbanized Area Metropolitan Planning Organization regarding State Road 311, and Authorization of up to \$32,200 for core sampling, as revised at the August 10, 2015 meeting.

ATTACHMENT

Resolution 2015-08-10-5A-REVISED.

**Resolution No. 2015-08-10-5A Revised
(Agenda Item 5, 2015-09-14 RIFA meeting; Agenda Item 5A, 2015-08-10 RIFA meeting)**

A RESOLUTION OF ENDORSEMENT AND RECOMMENDATION OF DANVILLE AND PITTSYLVANIA COUNTY URBANIZED AREA METROPOLITAN PLANNING ORGANIZATION FOR VIRGINIA HOUSE BILL 2 PROGRAM GRANT FUNDS FOR FISCAL YEAR 2017, REGARDING STATE ROAD 311 (BERRY HILL ROAD) ACCESS AND WIDENING PROJECT; AND OF AUTHORIZATION OF UP TO \$32,200 FOR CORE SAMPLING FOR THE LENGTH OF STATE ROAD 311 (BERRY HILL ROAD)

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

WHEREAS, in 2014 the Virginia General Assembly adopted House Bill 2 (HB2) directing the Virginia Department of Transportation (“**VDOT**”) to prioritize projects for construction which meet the most critical transportation needs; and

WHEREAS, VDOT has solicited application for candidate projects until September 30, 2015; and

WHEREAS, the Danville Urbanized Area Metropolitan Planning Organization and/or Pittsylvania County Urbanized Area Metropolitan Planning Organization intends to apply for and anticipates receipt of House Bill 2 program grant funds for access improvements to State Route 311 (Berry Hill Road) at the intersection of Business Route 58, and to widen the pavement and shoulders of Route 311. These highway improvements are needed for the safe development of the Authority’s Berry Hill Industrial Park Project located in Pittsylvania County, Virginia; and

WHEREAS, in support of such needed improvements, the Authority finds it reasonable and necessary to spend up to \$32,200 for core sampling for the length of Berry Hill Road.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Authority hereby endorses and recommends the Danville Urbanized Area Metropolitan Planning Organization’s application and/or the Pittsylvania County Urbanized Area Metropolitan Planning Organization’s application for House Bill 2 program grant funds for State Route 311 (Berry Hill Road) access improvements and roadway and shoulder widening and recommends this project be included in the VDOT Six-Year Improvement Program (SYIP).

2. The Authority hereby authorizes up to \$32,200 for core sampling for the length of State Route 311 (Berry Hill Road).

3. The Authority hereby authorizes and directs the Chairman and the Vice Chairman, either of whom may act independently of the other, to take such other actions and to do all such other things, or as they in their discretion deem necessary or appropriate in order to evidence such endorsement and recommendation or otherwise to carry out the intent and purposes of these resolutions.

**Resolution No. 2015-08-10-5A Revised
(Agenda Item 5, 2015-09-14 RIFA meeting; Agenda Item 5A, 2015-08-10 RIFA meeting)**

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 August 10, 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 14th day of September 2015.

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

(SEAL)

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 6-A
Meeting Date:	09/14/2015
Subject:	Resolution 2015-09-14-6A
From:	E. Linwood Wright, Public and Governmental Affairs Consultant, City of Danville Economic Development

SUMMARY

During the September 14, 2015 meeting, the Authority will receive a report from staff on Resolution 2015-09-14-6A, approving a waiver and forbearance of the full repayment amount due the Authority from Elkay Wood Products Company.

ATTACHMENT

Resolution 2015-09-14-6A.

Resolution 2015-09-14-6A

A RESOLUTION APPROVING A WAIVER AND FORBEARANCE OF THE FULL REPAYMENT AMOUNT DUE TO THE AUTHORITY IN CONNECTION WITH THE ANTICIPATED FAILURE OF ELKAY WOOD PRODUCTS COMPANY (SURVIVING CORPORATION BY MERGER WITH YORKTOWNE CABINETRY, INC.) TO MEET ITS 2015 JOB TARGET PURSUANT TO THAT CERTAIN PERFORMANCE AGREEMENT DATED APRIL 19, 2005, AS AMENDED, IN EXCHANGE FOR THE PAYMENT BY ELKAY WOOD PRODUCTS COMPANY TO THE AUTHORITY BY DECEMBER 31, 2015, OF A PRORATED AMOUNT EQUAL TO \$76,834.52

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, pursuant to that certain Performance Agreement dated April 19, 2005, as amended (the “**Original Performance Agreement**”), the Authority provided an incentive package as more fully described therein (the “**Funds**”) to Elkay Wood Products Company, a Pennsylvania corporation (surviving corporation by merger with Yorktowne Cabinetry, Inc.) (“**Elkay**”), in exchange for certain performance obligations of Elkay, including without limitation the creation and maintenance of a certain amount of full-time jobs; and

WHEREAS, pursuant to that certain Amendment to Performance Agreement dated September 28, 2009, amending the Original Performance Agreement (the “**Amendment**”), Elkay agreed that the cumulative number of full-time jobs that Elkay must have created and maintained as of September 30, 2015 (the “**2015 Target Date**”) was 320 (the “**2015 Job Target**”); and

WHEREAS, as of June 30, 2015, Elkay had created and maintained 202 jobs, a deficit of 118 jobs (the “**2015 Job Deficit**”); and

WHEREAS, Elkay anticipates that it will not meet the 2015 Job Target as of the 2015 Target Date; and

WHEREAS, pursuant to the Amendment, the repayment amount due to the Authority of the Funds if the 2015 Job Target is not met by the 2015 Target Date is \$208,363.26 (the “**2015 Repayment Amount**”), which is due and payable by October 31, 2015; and

WHEREAS, if the 2015 Repayment Amount is prorated based on the 2015 Job Target, each job would represent \$651.14 of the total 2015 Repayment Amount; and

WHEREAS, subject to the terms and conditions set forth in that certain Waiver, a copy of which is attached hereto as **Exhibit A** and incorporated herein by this reference (the “**Waiver**”), the Authority would agree to waive and forbear its rights under the Original Performance Agreement, as amended by the Amendment (the “**Performance Agreement**”), to declare a breach of the Performance Agreement in connection with 2015 Job Deficit, and to demand immediate payment in full of the 2015 Repayment Amount, in consideration of Elkay’s payment to the Authority of a prorated payment of the 2015 Repayment Amount by

Resolution 2015-09-14-6A

December 31, 2015, in the amount of \$76,834.52, calculated by multiplying \$651.14 by the 2015 Job Deficit; and

WHEREAS, the Authority finds that the Waiver serves the Authority's purpose of enhancing the economic base of the City and the County; and

WHEREAS, the Authority finds that the Waiver is necessary, reasonable, and appropriate for the further development of Elkay's business in the Cane Creek Centre located in Pittsylvania County, Virginia, and to better enable Elkay to meet its job target for September 30, 2016 of 380 full-time jobs.

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, the Waiver, together with such further amendments, deletions, or additions to the Waiver 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.

2. The Authority hereby authorizes its Chairman and/or Vice Chairman, either of whom may act independently of the other, to execute and deliver such other documents in connection with the Waiver, 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 the Waiver or as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of this Resolution.

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

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 September 14, 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 14th day of September 2015.

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

(SEAL)

Exhibit A

WAIVER

THIS WAIVER (this “**Waiver**”) is executed as of the 14th day of September 2015, by **DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**, a political subdivision of the Commonwealth of Virginia (the “**Authority**”).

WHEREAS, pursuant to that certain Performance Agreement dated April 19, 2005, as amended (the “**Original Performance Agreement**”), the Authority provided an incentive package, as more fully described therein (the “**Funds**”), to Yorktowne Cabinetry, Inc. (now Elkay Wood Products Company, a Pennsylvania corporation, by merger) (“**Elkay**”), in exchange for certain performance obligations of Elkay, including the creation and maintenance by Elkay of a certain amount of full-time jobs; and

WHEREAS, pursuant to that certain Amendment to Performance Agreement dated September 28, 2009, amending the Original Performance Agreement (the “**Amendment**”), Elkay agreed that the cumulative number of full-time jobs that Elkay must have created and maintained as of September 30, 2015 (the “**2015 Target Date**”) was 320 (the “**2015 Job Target**”); and

WHEREAS, according to the Virginia Withholding Summary of Deposits and Filings for the period April 1 through June 30, 2015 for Elkay, Elkay had created and maintained only 202 jobs as of June 30, 2015, missing the 2015 Job Target by 118 jobs (the “**2015 Job Deficit**”); and

WHEREAS, Elkay anticipates that it will miss the 2015 Job Target as of the 2015 Target Date; and

WHEREAS, pursuant to the Amendment, the repayment amount to the Authority of the Funds if the 2015 Job Target is not met as of the 2015 Target Date is \$208,363.26 (the “**2015 Repayment Amount**”), which is due and payable by October 31, 2015 (the “**2015 Repayment Deadline**”); and

WHEREAS, if the 2015 Repayment Amount is prorated based on the 2015 Job Target, each job would represent \$651.14 ($\$208,363.26/320$) of the total 2015 Repayment Amount; and

WHEREAS, in consideration of Elkay’s payment to the Authority by December 31, 2015, of \$76,834.52 (the “**2015 Prorated Repayment**”), calculated by multiplying \$651.14 by the 2015 Job Deficit, the Authority has agreed to waive and forbear any rights it has under the Original Performance Agreement, as amended by the Amendment (the “**Performance Agreement**”), (i) to declare a breach of the Performance Agreement for Elkay’s anticipated failure to meet the 2015 Job Target and for Elkay’s anticipated failure to pay to the Authority the 2015 Repayment Amount by the 2015 Repayment Deadline, and (ii) to demand immediate payment in full to the Authority of the 2015 Repayment Amount.

Resolution 2015-09-14-6A

NOW, THEREFORE, in consideration of the Authority’s receipt of the 2015 Prorated Repayment by December 31, 2015 (the “**2015 Prorated Repayment Deadline**”), the Authority hereby agrees to waive and forbear any rights it has under the Performance Agreement (i) to declare a breach of the Performance Agreement for Elkay’s anticipated failure to meet the 2015 Job Target and for Elkay’s anticipated failure to pay to the Authority the 2015 Repayment Amount by the 2015 Repayment Deadline, and (ii) to demand immediate payment in full to the Authority of the 2015 Repayment Amount.

If the 2015 Prorated Repayment is not received by the Authority on or before the 2015 Prorated Repayment Deadline, this Waiver shall be deemed null and void and of no force and effect.

This Waiver only relates to the 2015 Job Target and does not in any way constitute a waiver or forbearance of any other job targets, repayment amounts or other obligations of Elkay set forth in the Performance Agreement. This Waiver does not amend, revoke or supersede any written waivers previously executed by the Authority with respect to the Performance Agreement.

WITNESS the following signature to this **WAIVER** as of the date first above written:

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

By: _____
Sherman M. Saunders, Chairman

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 6-B
Meeting Date:	09/14/2015
Subject:	Resolution 2015-09-14-6B
From:	Gregory L. Sides, Assistant County Administrator for Planning and Development, Pittsylvania County; and Brian K. Bradner, P.E. and/or Shawn R. Harden, P.E. Dewberry Engineers, Inc.

SUMMARY

During the September 14, 2015 meeting, the Authority will receive a report from staff on Resolution 2015-09-14-6B, approving Amendment #10 to Contract dated February 9, 2009, Engineering Services related to the Mega Park Plan with Dewberry Engineers, Inc.

ATTACHMENT

Resolution 2015-09-14-6B.

A RESOLUTION APPROVING AMENDMENT #10 TO CONTRACT DATED FEBRUARY 9, 2009, ENGINEERING SERVICES RELATED TO THE MEGA PARK MASTER PLAN, FOR (I) PHASE 1 PAD GRADING CONSTRUCTION PLANS AND SPECIFICATIONS AT A LUMP SUM FEE OF \$178,000; (II) CONSTRUCTION ADMINISTRATION SERVICES AT A LUMP SUM FEE OF \$85,000; AND (III) CONSTRUCTION TESTING AND INSPECTION SERVICES AT A BUDGET ESTIMATE OF \$175,000, AT A TOTAL PROJECT ESTIMATE OF \$438,000

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 Authority finds that to further develop 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 submitted September 23, 2014, to the U.S. Army Corps of Engineers/Virginia Department of Environmental Quality, it is reasonable and necessary for Dewberry Engineers, Inc., a New York corporation (“**Dewberry Engineers**”), to prepare detailed engineering drawings and technical specifications for Phase 1 development of the Berry Hill Project, as more particularly set forth in that certain Amendment No. 10 to Contract dated February 9, 2009 - Engineering Services Related to the Mega Park Master Plan, a copy of which is attached as **Exhibit A**, incorporated herein by this reference (“**Amendment No. 10**”); and

WHEREAS, under Amendment No. 10 (dated July 22, 2015), the services by Dewberry Engineers are generally described as (i) Phase 1 pad grading construction plans and specifications at a lump sum fee of \$178,000; (ii) construction administration services at a lump sum fee of \$85,000; and (iii) construction testing and inspection services at a budget estimate of \$175,000, at a total project estimate of \$438,000; and

WHEREAS, the fiscal agent of the Authority has determined that the funding for the work under Amendment No. 10 is available within a line item previously approved by the Authority for contractual services; and

WHEREAS, the Board of Directors of the Authority has hereby determined, in open session, that Amendment No. 10, in furtherance of the development of the Berry Hill Project, 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. 10.

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,

Resolution No. 2015-09-14-6B

Amendment No. 10, together with such further amendments, deletions or additions to Amendment No. 10 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.

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. 10, 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. 10 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. 9 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 September 14, 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 14th day of September 2015.

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

(SEAL)

Exhibit A

[Dewberry Engineers, Inc. - Amendment No. 10]

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 6-C
Meeting Date:	09/14/2015
Subject:	Rescheduling October 2015 RIFA Meeting
From:	Michael C. Guanzon, Esq., Clement Wheatley

SUMMARY

The RIFA Board will consider rescheduling the regular October 2015 RIFA meeting from Monday October 12, 2015 to Tuesday, October 13, 2015 per RIFA by-laws.

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:

Meeting Date: 9/14/2015

Subject: Financial Status Reports – August 31, 2015

From: Michael L. Adkins, Authority Treasurer

SUMMARY

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

RECOMMENDATION

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

ATTACHMENTS

Financial Status Reports

Financial Status

Table of Contents

- A. \$7.3 Million Bonds - Cane Creek Centre
- B. General Expenditures for FY 2015
- C. General Expenditures for FY2016
- D. Mega Park – Funding Other than Bond Funds
- E. Berry Hill Mega Park – Lot 4 Site Development
- F. Rent, Interest, and Other Income Realized
- G. Unaudited Financial Statements

Danville-Pittsylvania Regional Industrial Facility Authority
\$7,300,000 Bonds for Cane Creek Centre - Issued in August 2005 ⁷
As of August 31, 2015

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	23,524.12	48,356.88	
Land		-	2,792,945.57	-	
Demolition services		71,261.62	71,261.62	-	
Legal fees		-	57,156.80	-	
CCC - Lots 3 & 9 project - RIFA Local Share ⁶		142,190.00	112,464.98	-	
Other expenditures		-	336,557.70	-	
Total	\$ 7,578,582.12	\$ 4,311,140.12	\$ 7,320,927.15	\$ 48,356.88	\$ 209,298.09

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 2015
As of August 31, 2015

	<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 FY2014	114,807.25				
City Contribution - remaining FY2011 Allocation	55,000.00				
County Contribution - remaining FY2011 Allocation	55,000.00				
Contingency					
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	-	-
Total Contingency Budget		<u>247,007.25</u>	<u>216,055.64</u>	-	30,951.61
Legal		100,000.00	48,642.00	-	51,358.00
Accounting		19,600.00	19,100.00	-	500.00
Annual Bank Fees		600.00	550.00	-	50.00
Postage & Shipping		100.00	-	-	100.00
Meals		4,000.00	2,379.82	-	1,620.18
Utilities		500.00	369.37	-	130.63
Insurance		3,000.00	2,207.00	-	793.00
Total	\$ 374,807.25	\$ 374,807.25	\$ 289,303.83	\$ -	<u><u>\$ 85,503.42</u></u>

Danville-Pittsylvania Regional Industrial Facility Authority

General Expenditures for Fiscal Year 2016

As of August 31, 2015

	<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 FY2015	TBD				
Contingency					
Miscellaneous contingency items		\$ 41,500.00	\$ 1,003.82	\$ -	\$ 40,496.18
Total Contingency Budget		41,500.00	1,003.82	-	40,496.18
Legal					
		80,000.00	-	-	80,000.00
Accounting					
		20,300.00	-	20,300.00	-
Annual Bank Fees					
		600.00	-	-	600.00
Postage & Shipping					
		100.00	-	-	100.00
Meals					
		4,000.00	265.95	-	3,734.05
Utilities					
		500.00	31.26	-	468.74
Insurance					
		3,000.00	-	-	3,000.00
Total	\$ 150,000.00	\$ 150,000.00	\$ 1,301.03	\$ 20,300.00	<u><u>\$ 128,398.97</u></u>

Danville-Pittsylvania Regional Industrial Facility Authority

Mega Park - Funding Other than Bond Funds

As of August 31, 2015

Funding	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
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		28,965.00	28,965.00	-	
Dewberry & Davis ³		990,850.00	973,629.29	17,220.71	
Consulting Services - McCallum Sweeney ⁷		115,000.00	103,796.85	-	
Transfer available funds to "Berry Hill Mega Park - Lot 4 Site Development" Project ⁸		-	11,203.15	-	
Total	\$ 14,231,524.83	\$ 14,231,524.83	\$ 14,214,304.12	\$ 17,220.71	\$ (0.00)

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

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

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

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

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

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

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

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

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

Funding	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
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				
Transfer in from "Mega Park - Funding Other than Bond Funds" Budget ³	11,203.15				
Expenditures					
Dewberry Engineers Inc.		1,593,487.00	967,256.00	626,231.00	
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	62,350.95	79,645.05	
Transfers to "General Expenditures Fiscal Year 2015" Contingency ³					
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)	
Total	\$ 7,900,356.15	\$ 1,684,719.65	\$ 978,843.60	\$ 705,876.05	\$ 6,215,636.50

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

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.

³ As approved by RIFA Board on 10/16/2014

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

Source of Funds	Funding Receipts		Expenditures FY2016	Unexpended / Unencumbered
	Carryforward from FY2015	Current Month		
<u>Carryforward</u>	\$ 460,739.60			
<u>Current Lessees</u>				
Institute for Advanced Learning and Research (IALR) ¹				
Institute for Advanced Learning and Research (IALR)				
Securitas				
Guilford Whitetail Management				
Mountain View Farms of Virginia, L.C.				
Osborne Company of North Carolina, Inc.				
Clodfelter Hunting Lease				
<u>Total Rent</u>				
	\$ 35,512.94	\$ 35,812.94		
<u>Interest Received</u> ²				
	\$ -	\$ 136.52		
<u>Yorktowne Repayment</u>				
	\$ -	\$ -		
<u>Expenditures</u>				
Hawkins Research Bldg. Property Mgmt. Fee			\$ 17,606.47	
Totals	\$ 460,739.60	\$ 35,512.94	\$ 35,949.46	\$ 17,606.47
				\$ 479,082.59

Restricted 1 \$ 374,997.53
Unrestricted \$ 104,085.06

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}
August 31, 2015*

	Unaudited FY 2016
Assets	
<i>Current assets</i>	
Cash - checking	\$ 1,077,595
Cash - money market	1,143,089
Prepays	2,207
<i>Total current assets</i>	2,222,891
<i>Noncurrent assets</i>	
Restricted cash - project fund CCC bonds	264,155
Restricted cash - debt service fund CCC bonds	1,345,557
Restricted cash - debt service fund Berry Hill bonds	-
Restricted cash - debt service reserve fund Berry Hill bonds	2,000,183
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>	58,181,134
Total assets	60,404,025
Liabilities	
<i>Current liabilities</i>	
Unearned income	2,875
Bonds payable - current portion	1,128,450
<i>Total current liabilities</i>	1,131,325
<i>Noncurrent liabilities</i>	
Bonds payable - less current portion	8,058,540
<i>Total noncurrent liabilities</i>	8,058,540
Total liabilities	9,189,865
Net Position	
Net investment in capital assets	45,648,404
Restricted - debt reserves	3,345,740
Unrestricted	2,220,016
Total net position	\$ 51,214,160

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 August 31, 2015 as of September 2, 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
*August 31, 2015**

	Unaudited FY 2016
Operating revenues	
Virginia Tobacco Commission Grants	-
Reimbursement of incentive grants	-
Rental income	40,788
Total operating revenues	40,788
Operating expenses ⁴	
Mega Park expenses ³	1,659
Cane Creek Centre expenses ³	-
Cyber Park expenses ³	18,515
Professional fees	-
Insurance	-
Other operating expenses	392
Total operating expenses	20,566
Operating income	20,222
Non-operating revenues (expenses)	
Interest income	153
Interest expense	(15,263)
Total non-operating expenses, net	(15,110)
Net income before capital contributions	5,112
Capital contributions	
Contribution - City of Danville	249,169
Contribution - Pittsylvania County	249,169
Total capital contributions	498,338
Change in net position	503,450
Net position at July 1, 2015	50,710,710
Net position at August 31, 2015	\$ 51,214,160

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
*August 31, 2015**

	Unaudited FY 2016
Operating activities	
Receipts from grant reimbursement requests	\$ -
Receipts from reimbursement of incentive grants	-
Receipts from leases	35,813
Payments to suppliers for goods and services	(50,482)
Net cash used by operating activities	(14,669)
Capital and related financing activities	
Capital contributions	498,338
Interest paid on bonds	(15,262)
Principal repayments on bonds	-
Net cash provided by capital and related financing activities	483,076
Investing activities	
Interest received	153
Net cash provided by investing activities	153
Net increase in cash and cash equivalents	468,560
Cash and cash equivalents - beginning of year (including restricted cash)	5,362,019
Cash and cash equivalents - through August 31, 2015 (including restricted cash)	\$ 5,830,579
Reconciliation of operating income before capital contributions to net cash used by operating activities:	
Operating income	\$ 20,222
Adjustments to reconcile operating income to net cash used by operating activities:	
Non-cash operating in-kind expenses	-
Changes in assets and liabilities:	
Change in prepaids	230
Change in due from other governments	-
Change in other receivables	-
Change in accounts payable	(30,146)
Change in unearned income	(4,975)
Net cash used by operating activities	\$ (14,669)

Components of cash and cash equivalents at August 31, 2015:	
American National - Checking	\$ 1,077,595
American National - General money market	1,143,089
Wells Fargo - \$7.3M Bonds CCC Debt service fund	1,345,557
Wells Fargo - \$7.3M Bonds CCC Project fund	264,155
US Bank - \$11.25M Bonds Berry Hill Debt service fund	-
US Bank - \$11.25M Bonds Berry Hill Debt service reserve fund	2,000,183
	\$ 5,830,579