

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

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

## **AGENDA**

**February 8, 2016**

**12:00 P.M.**

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

### **County of Pittsylvania Members**

**Jessie L. Barksdale, Chairman  
Robert Warren  
Elton W. Blackstock, Alternate**

### **City of Danville Members**

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

### **Staff**

**Kenneth Larking, Interim 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 JANUARY 11, 2016 MEETING**

### **5. NEW BUSINESS**

- A. Discussion only (i.e., no vote) on a proposed Bylaw Amendment to provide that the director elected to the office of vice chairman of the Authority shall not be from the same Member Locality as that of the chairman of the Authority – Michael C. Guanzon, Esq., Clement Wheatley, Legal Counsel to the Authority
- B. Consideration of Resolution 2016-02-08-5B: Ratification of the expenditure of \$5,400, pursuant to paragraph 2 of Article IV (“Member Locality Agreement”) of the Authority’s Bylaws, for developing Lot 8 in the Authority’s Berry Hill project located in Pittsylvania County, Virginia, for Project Lignum – Matthew D. Rowe, Director of Economic Development, Pittsylvania County; and Gregory L. Sides, Assistant County Administrator for Planning and Development, Pittsylvania County
- C. Financial Status Report as of January 31, 2016 – Michael L. Adkins, CPA, Authority Treasurer, and Patricia K. Conner, CPA, Assistant Finance Director, City of Danville

### **6. CLOSED SESSION**

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

- A. As permitted by Section 2.2-3711(A)(5) of the Code of Virginia, 1950, as amended (“Virginia Code”), for discussion concerning one or more prospective businesses where no previous announcement has been made of that business’s interest in locating its facilities in one or more of the Authority’s projects located in Pittsylvania County, Virginia, and/or Danville, Virginia; and
- B. As permitted by Virginia Code § 2.2-3711(A)(40) for discussion or consideration of records excluded under Virginia Code § 2.2-3705.6(3) (including without limitation those certain confidential proprietary records voluntarily provided by private business pursuant to a promise of confidentiality from the Authority, and used by the Authority for business and trade development).

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

## **RETURN TO OPEN SESSION**

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

## **7. COMMUNICATIONS FROM:**

Jessie L. Barksdale  
Elton Blackstock  
Sherman M. Saunders  
Fred O. Shanks, III  
J. Lee Vogler, Jr.  
Robert Warren

Staff

## **8. ADJOURN**

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 4
<b>Meeting Date:</b>	02/08/2016
<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, January 11, 2016 meeting.

### **ATTACHMENTS**

Meeting Minutes – 01/11/16

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

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January 11, 2016

The Regular Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:26 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 Jessie L. Barksdale, Robert Warren and Alternate Elton W. Blackstock.

City/County staff members attending were: Pittsylvania County Administrator Clarence Monday, Interim City Manager Ken Larking, Pittsylvania County Economic Development Director Matt Rowe, Assistant County Administrator for Planning & Development Gregory Sides, City of Danville Assistant Director of Economic Development Corrie Teague, City of Danville Finance Director/Authority Treasurer Michael Adkins, City of Danville Assistant Finance Director Patricia Connor, City of Danville Senior Accountant Henrietta Weaver, Clement Wheatley Attorney Michael Guanzon and Secretary to the Authority Susan DeMasi.

Also present were Brian Bradner and Shawn Harden of Dewberry & Davis.

Mr. Saunders welcomed the new RIFA Board Members: Chairman of the Pittsylvania County Board of Supervisors Mr. Jessie L. Barksdale, Vice-Chairman of the Pittsylvania County Board of Supervisors and RIFA Board Alternate Elton Blackstock and Mr. Robert Warren.

**PUBLIC COMMENT PERIOD**

No one desired to be heard.

Mr. Saunders noted he would like to add **Item 6C** to the Agenda. Mr. Shanks **moved** to add Item 6C. The Motion was **seconded** by Mr. Barksdale and carried by the following vote:

VOTE: 4-0  
AYE: Barksdale, Warren, Saunders, Shanks (4)  
NAY: None (0)

**APPROVAL OF MINUTES FOR THE DECEMBER 14, 2015 MEETING**

Upon **Motion** by Mr. Shanks and **second** by Mr. Barksdale, Minutes of the December 14, 2015 meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

**NEW BUSINESS**

**6A. ELECTION AND REAPPOINTMENT OF OFFICERS FOR CALENDAR YEAR 2016**

Authority Attorney Michael Guanzon noted under the By-laws, the terms of Officers are calendar year and because the Chairman last year was Mayor Saunders, the Chairman this year has to come from the County.

1. Mr. Saunders asked for a nomination for Chairman of the RIFA Board. Mr. Warren **nominated** Jessie Barksdale. The Motion was **seconded** by Mr. Shanks. There were no further nominations and the Motion was carried by the following vote:

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VOTE: 4-0  
AYE: Barksdale, Warren, Saunders, Shanks (4)  
NAY: None (0)

2. Mr. Saunders asked for a nomination for Vice Chairman of the RIFA Board. Mr. Barksdale **nominated** Mr. Saunders for Vice Chairman. The Motion was **seconded** by Mr. Warren. There were no further nominations and the Motion was carried by the following vote:

VOTE: 4-0  
AYE: Barksdale, Warren, Saunders, Shanks (4)  
NAY: None (0)

3. Mr. Saunders asked for a Motion to reappoint Ms. Susan DeMasi as Secretary to the Authority. Mr. Barksdale **moved** to reappoint Ms. DeMasi as secretary of the Authority, the Motion was **seconded** by Mr. Shanks and carried by the following vote:

VOTE: 4-0  
AYE: Barksdale, Warren, Saunders, Shanks (4)  
NAY: None (0)

4. Mr. Saunders asked for a Motion to reappoint Mr. Michael Adkins as the Treasurer of the Authority. Mr. Shanks **moved** to reappoint Mr. Adkins as Authority Treasurer, the motion was **seconded** by Mr. Warren and carried by the following vote:

VOTE: 4-0  
AYE: Barksdale, Warren, Saunders, Shanks (4)  
NAY: None (0)

Mr. Saunders turned the meeting over to Mr. Barksdale, the Board's new Chairman. Mr. Barksdale thanked the Board for their vote of confidence, he thinks a lot of this Board as it provides a great partnership between the City the County.

**6B. FINANCIAL STATUS REPORT AS OF DECEMBER 31, 2015**

Mr. Adkins reviewed the financial activity through the end of December beginning with the \$7.3M Bonds for Cane Creek which showed no expenditures for December. Under General Expenditures, the Authority paid out \$58 to the Danville Register and Bee for advertising of a required notice; \$11,296 to Clement Wheatley for legal services, \$5,700 to Brown, Edwards for the annual audit, \$236 for meals and \$65 for utilities. There was no activity under Mega Park Funding Other Than Bonds. The Berry Hill Mega Park Lot 4 Site Development shows \$80 to Wetland Studies and Solutions. Rent, Interest and Other Income indicates RIFA received \$300 from Securitas, \$185 Interest Income and \$18,875 paid to the Institute for Advanced Learning and Research for the property management fee. Mr. Adkins explained every month the Institute pays a lease payment to RIFA and it is returned to them as a property management fee. In November, because of the timing, the income was doubled. This month, the report does not show the Income, only the Expenditure to them; typically those occur in the same month.

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Mr. Adkins explained because there is a change in Board members, staff needs to get new signatures for RIFA's checking accounts; Mr. Adkins noted staff has the forms today for them to sign.

Mr. Adkins noted last month, RIFA had the audit report from Brown, Edwards and the only thing they mentioned, which is typical for any Authority, is the segregation of duties comment and he wanted to address the two issues they brought forward. One issue was signed checks are returned to the individual responsible for check preparation, for mailing; this can allow payments to be diverted. Staff takes steps to mitigate any risks related to this. All invoices are reviewed and approved by staff, usually a combination of all three of the City's finance staff that also deals with RIFA. Once the invoice is approved, it is given to the senior secretary of the Finance Department who writes the checks, they come to the RIFA meeting for signature, they go back and the senior secretary mails them. What the auditor is commenting on is the secretary writes the check and mails them. Staff feels the mitigating factors they have in place, the multiple reviews of the invoices and having two Board members responsible for signing those checks, mitigates any impropriety that could occur with that function. The second item the Auditors note is that the individual with bank reconciliation responsibilities has limited access to the General Ledger; they have some capacity to make entries into the general ledger software. Mr. Adkins explained the mitigating factors are the bank reconciliation records. The bank statements come to the Finance department, are reviewed by at least two of the three finance staff and given to another individual in the finance department to perform the monthly reconciliation. That staff member does have the capability of making entries to record any interest income that has been generated in the account. That is the limitation of what is expected of her as far as making entries into the financial software. Mr. Adkins and his staff do have the ability to log into the software to track what is done in the system.

Mr. Saunders **moved** to accept the Financial Statement as presented. The Motion was **seconded** by Mr. Shanks and carried by the following vote:

VOTE: 4-0  
AYE: Barksdale, Warren, Saunders, Shanks (4)  
NAY: None (0)

**6C. CONSIDERATION OF RESOLUTION 2016-01-11-6C AUTHORIZING THE CHAIRMAN OR VICE CHAIRMAN TO EXECUTE AGREEMENT**

Mr. Guanzon explained the Freedom of Information Act does allow the RIFA Board to keep confidential information that is proprietary to a recruit that is coming in or potentially coming into the area. It specifically authorizes the Chairman and/or the Vice Chairman, either one can act independently of the other, to execute the confidentiality agreements to protect the proprietary information.

Mr. Saunders **moved** adoption of *Resolution 2016-01-11-6C authorizing the chairman or vice chairman to execute any agreement promising to keep confidential certain records and information set forth in Virginia Code § 2.2-3705.6(3) as amended, including without limitation those certain confidential proprietary records voluntarily provided by private business pursuant to a promise of confidentiality from the Authority and to be used by the Authority for business and/or trade development.*

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

VOTE: 4-0  
AYE: Barksdale, Warren, Saunders, Shanks (4)  
NAY: None (0)

**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. At 12:40 p.m., Mr. Shanks **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) of the Code of Virginia, 1950, as amended ("Virginia Code"), for discussion concerning one or more prospective businesses where no previous announcement has been made of that business's interest in locating its facilities in one or more of the Authority's projects located in Pittsylvania County, Virginia; and as permitted by Virginia Code §2.2-3711(A)(40) for discussion or consideration of records excluded under Virginia Code §2.2-3705.6(3) (including without limitation those certain confidential proprietary records voluntarily provided by private business pursuant to a promise of confidentiality from the Authority, and used by the Authority for business and trade development).

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

VOTE: 4-0  
AYE: Barksdale, Warren, Saunders, Shanks (4)  
NAY: None (0)

C. On **Motion** by Mr. Shanks and **second** by Mr. Warren and by unanimous vote at 1:27 p.m., the Authority returned to open meeting.

D. Mr. Saunders **moved** adoption of the following Resolution:

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

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

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

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

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VOTE: 4-0  
AYE: Barksdale, Warren, Saunders, Shanks (4)  
NAY: None (0)

**8. COMMUNICATIONS**

Mr. Saunders welcomed Mr. Barksdale, members of the Board and thanked RIFA for all it does for the region.

Mr. Shanks noted he looks forward to working with the new members of the Board.

Mr. Vogler welcomed the new members of the Board and looked forward to working with them.

Mr. Warren noted he was excited at the opportunity to work with the RIFA Board.

Mr. Barksdale stated he served on RIFA as an alternate for about two years, it is a great organization and a wonderful partnership between the City and the County. Mr. Barksdale noted he is looking forward to working with everyone and will work hard to make a contribution.

The Meeting adjourned at 1:32 p.m.

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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 5-A
<b>Meeting Date:</b>	02/08/2016
<b>Subject:</b>	Discussion on Amendment to Bylaws
<b>From:</b>	Michael C. Guanzon, Esq.

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### **SUMMARY**

The Board will receive information concerning a proposed Amendment to the Authority's bylaws.

### **ATTACHMENTS**

Authority bylaws.

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

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

ARTICLE I. PURPOSES AND POWERS

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

ARTICLE II. OFFICES

1. The principal office of the Authority shall be located

within a Member Locality as designated by the Board of Directors of the Authority (the "Board").

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

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

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

#### ARTICLE III. MEMBERSHIP

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

#### ARTICLE IV. MEMBER LOCALITY AGREEMENT

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

2. Without limiting the provisions of the Agreement, each Member Locality, through its city manager, county administrator or respective designee, is authorized to incur, on behalf of the

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<sup>1</sup>06/14/2010: Entire paragraph revised.

Authority, up to an aggregate amount of Ten Thousand Dollars (\$10,000.00) in reasonable expenses, related to, or arising out of, (i) developing or testing the Authority's projects for a particular business prospect or (ii) marketing to a particular business prospect. Prior to incurring any such expense under this paragraph, the Member Locality shall consult with the other Member Locality on such business prospect. Such expenses shall be reported to the Board at its next regular meeting for consideration and ratification.<sup>[2]</sup>

#### ARTICLE V. BOARD OF DIRECTORS

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

2. Each Member Locality shall appoint to the Board one (1) member from its Governing Body to serve an initial two (2) year term and one (1) member from its Governing Body to serve an initial four (4) year term pursuant to the Act. Each Member Locality shall also appoint one (1) member from its Governing Body to serve an initial four (4) year term as an alternate director. Each appointee of a Governing Body shall be a resident of the Member Locality of that Governing Body. All subsequent terms shall be four (4) year terms<sup>[3]</sup>. Notwithstanding the foregoing, effective as of January 1, 2015, staggered Board terms shall not be required.<sup>[4]</sup> Furthermore, notwithstanding the

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<sup>2</sup>04/11/2011: New paragraph added to clarify how expenses may be incurred on behalf of the Authority for developing business prospects. Such expenses would be ultimately shared by the Member Localities under the Agreement for Cost Sharing and Revenue Sharing.

<sup>3</sup>02/11/2013: Deleted term limit of director and alternate director. Each Member Locality shall have the power to determine how many terms its appointed directors and alternate directors should serve.

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

foregoing, so long as a Board member is otherwise qualified to serve in accordance with these Bylaws (i.e., is a member of the appointing Governing Body), such Board member shall hold office until a successor is duly appointed by the appropriate Governing Body.<sup>[5]</sup>

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

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

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

6. All powers and duties of the Authority shall be exercised and performed by the Board, acting by simple majority vote of those directors present at a meeting at which a quorum is present, except that no facilities owned by the Authority shall be leased or disposed of in any manner without a majority vote of

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terms.

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

the Board. A quorum shall consist of three (3) directors (including any alternate director entitled to vote at such meeting) of the Board. For the purposes of determining quorum, an alternate director from one Member Locality shall not be counted unless a director of the same Member Locality is absent.

No vacancy in the membership of the Board shall impair the right of a quorum to exercise all the rights and perform all the duties of the Board.

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

#### ARTICLE VI. OFFICERS

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

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

3. The duties of the Chairman shall be to preside at meetings of the Authority; to prepare the agenda for any and all meetings, and to make a copy of such agenda available to the Secretary for the purpose of providing notice of special meetings as hereinafter provided; to call special meetings; to call special elections; to appoint committees as may be deemed appropriate to carry out the intents and purposes of the Authority; to be ex officio a member of all committees; to sign, with the Secretary or any other proper officer of the Authority authorized by the Board, any documents or instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer of the Authority, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of chairman and such other duties as may be prescribed by the Board from time to time. The Chairman shall have an equal vote with

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<sup>6</sup>08/09/2010: Vice Chairman inserted. Offices of Secretary and Treasurer shall be appointed by the Board from the Authority's staff.

<sup>7</sup>12/10/2012: Officers are elected or appointed at the January regular meeting of the Board.

the other directors, and shall not have a second, tie-breaking vote on any question.

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

5. The Board shall appoint a Secretary and a Treasurer from the Authority's staff, which may include staff provided by a Member Locality or other persons employed or contracted by the Authority.<sup>[10]</sup> The offices of Secretary and Treasurer may be held by the same person.<sup>[11,12]</sup> If a person serving as Secretary or Treasurer ceases to be staff of a Member Locality, such person shall not be disqualified from serving as Secretary or Treasurer and shall continue to serve the remainder of the term of office unless such person is sooner removed or resigns from such office.<sup>[13]</sup>

a. The duties of the Secretary shall be to take the minutes of the meetings of the Board; to have custody of all records of the Authority; to have custody of the Seal of the Authority and to ensure that the Seal of the Authority is affixed to all documents or instruments, the execution of which on behalf of the Authority under its Seal is duly authorized by the Board; to sign with the Chairman (or the Vice Chairman, as the case may

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<sup>8</sup>08/09/2010: Entire new paragraph added.

<sup>9</sup>03/14/2016: New sentence added to be consistent with the intent of rotating of the chairman office as provided in paragraph 1 of Article VI ("Officers").

<sup>10</sup>02/14/2011: The Authority's staff may include staff provided by a Member Locality or other persons employed or contracted by the Authority.

<sup>11</sup>08/09/2010: Secretary and Treasurer shall be appointed by the Board from the Authority's staff.

<sup>12</sup>02/14/2011: Corrected capitalization of Secretary and Treasurer.

<sup>13</sup>02/14/2011: Added "If a person serving as Secretary or Treasurer ceases to be staff of a Member Locality, such person shall not be disqualified from serving as Secretary or Treasurer and shall continue to serve the remainder of the term of office unless such person is sooner removed or resigns from such office."

be)<sup>[14]</sup> any documents or instruments which the Board has authorized to be executed; to ensure that all notices are duly given as required by law, these Bylaws or by the Board; to call meetings of the Board to order in the absence of the Chairman and the Vice Chairman,<sup>[15]</sup> and thereupon to conduct an election for a temporary presiding officer for that meeting; and in general to perform all duties incident to the office of Secretary<sup>[16]</sup> and such other duties as from time to time may be assigned by the Board. In the absence of the Secretary, the Chairman shall appoint a director or alternate director or shall direct a member of the Authority's staff to be<sup>[17]</sup> responsible for the preparation of detailed minutes of any meeting.

b. The duties and authority of the Treasurer shall include: (a) the duty to keep suitable records of all financial transactions of the Authority; (b) the authority to arrange for the preparation of any audits of the financial records of the Authority, as may be directed by the Board; (c) the duty and authority to have charge and custody of all funds and arrange for their investment and deposit in the name of the Authority when authorized by the Board; (d) the duty and the authority, in the absence of the Secretary, to perform all duties of the Secretary, except for those certain other duties which the Chairman, under the Bylaws, delegates to a director, alternate director, officer or staff member in the Secretary's absence<sup>[18]</sup>; and (e) in general, the duty and the authority<sup>[19]</sup> to perform all the duties incident to the office of Treasurer<sup>[20]</sup> and such other duties as from time to time may be assigned by the Board. The Treasurer shall give bond in such sum as may be fixed by the Board with surety to be approved by the Board. The cost of such surety shall be paid by the Authority.

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<sup>14</sup>08/09/2010: Reference to Vice Chairman added.

<sup>15</sup>08/09/2010: Reference to Vice Chairman added.

<sup>16</sup>12/10/2012: Corrected capitalization of Secretary.

<sup>17</sup>08/09/2010: Reference to the Authority's staff added.

<sup>18</sup>01/09/2012: Added that in the absence of the Secretary, the Treasurer shall perform all duties of the Secretary, except for those certain other duties which the Chairman, under the Bylaws, delegates to a director, alternate director, officer or staff member in the Secretary's absence (e.g., duties set forth in paragraph 5(a) of Article VI).

<sup>19</sup>01/09/2012: Added "the duty and the authority" for parallel sentence structure.

<sup>20</sup>12/10/2012: Corrected capitalization of Treasurer.

ARTICLE VII. ELECTIONS OR APPOINTMENT<sup>[21]</sup> OF OFFICERS

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

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

ARTICLE VIII. MEETINGS

1. The Board shall determine the times and places of its regular meetings, but shall meet at least, for its annual meeting, as set forth in Paragraph 2 below. Regular meetings of the Board shall be open to the public (unless otherwise provided under Virginia Code § 2.2-3711, as amended or successor provision).<sup>[25]</sup> Regular meetings shall be held in the City or in the County, upon call of the Chairman or as otherwise provided in these Bylaws. At a regular meeting, any business may be brought before the Board, whether or not that business is set forth in the notice of regular meeting. In the event that the date of any regular meeting determined by the Board is a date on which either the City's administrative offices or the County's administrative offices are closed for business, the regular meeting shall be held on the next date on which both the City's administrative offices and the County's administrative offices are open for business.<sup>[26]</sup> At the regular meeting of the Board in January, the Board shall elect or appoint its officers to serve for that

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<sup>21</sup>12/10/2012: Added "Appointment" to header because the offices of Secretary and Treasurer are appointed, not elected.

<sup>22</sup>12/10/2012: Changed election/appointment date from the July regular meeting of the Board to the January regular meeting of the Board.

<sup>23</sup>12/10/2012: Added cross-reference.

<sup>24</sup>02/14/2011: Requests for special meetings shall be in writing.

<sup>25</sup>12/10/2012: Regular meetings are open to the public, unless otherwise permitted by Virginia FOIA. See Va. Code § 2.2-3711.

<sup>26</sup>03/12/2012: Entire new sentence added.

calendar year.<sup>[27]</sup>

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

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

4. Notices of both regular and special meetings shall be mailed by the Secretary to each member of the Board not less than three (3) business days before any such meeting; and notices of special meetings shall state the purposes thereof. All notices required herein shall state the date, time, and location of the meeting and shall be delivered by hand, United States mail, or a private courier service which provides evidence of receipt as

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

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

<sup>29</sup> 03/12/2012: Entire new sentence added.

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

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

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

part of its service to the address of record of all directors and alternate directors. A notice given hereunder shall be deemed given on the date of hand delivery, deposit with the United States Postal Service properly addressed and postage prepaid, or delivery to a courier service properly addressed with all charges prepaid, as appropriate. Any notice required herein may be waived in writing by the party entitled to such notice, and such waiver may specify that notice may be given to such party electronically (including without limitation by email or access to a website) in lieu of other means of delivery.

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

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

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

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

6. The vote on the adoption of every resolution, any proposals creating a liability, or for the appropriation or

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<sup>33</sup>06/14/2010: Entire paragraph revised.

<sup>34</sup>12/10/2012: Clarification for open sessions of open meetings.

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

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

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

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

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

#### ARTICLE IX. REQUIRED REPORTS

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

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

2. Special Reports. Upon written request of the Governing Body of any Member Locality, the Board shall report to such

Governing Body within thirty (30) days of receipt of such request or within a longer period if so provided in such request. The special report shall describe the activities and financial status of the Authority within the six (6) month period immediately preceding the request, or as otherwise specified in the request and shall be furnished to each Member Locality. A written report shall be provided if requested.

#### ARTICLE X. FUNDING

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

#### ARTICLE XI. STAFF

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

#### ARTICLE XII. OFFICIAL SEAL

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

#### ARTICLE XIII. FISCAL YEAR

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

#### ARTICLE XIV. AMENDMENTS

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

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

2012, ~~and~~ February 11, 2013, and February 9, 2015, and last  
revised at its monthly meeting held ~~February 9, 2015.~~ March 14,  
2016<sup>[35]</sup>

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**Secretary**

*\* The bracketed footnotes and annotations do not constitute a part of these Bylaws and are provided for convenience only.*<sup>[36]</sup>

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<sup>35</sup>06/14/2010, 08/09/2010, 02/14/2011, 04/11/2011, 01/09/2012, 03/12/2012, 12/10/2012, 02/11/2013, 02/09/2015, 03/14/2016: Updated references to monthly meetings.

<sup>36</sup>02/14/2011: Footnotes and annotations do not constitute a part of the Bylaws and are for convenience only.

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 5-B
<b>Meeting Date:</b>	02/08/2016
<b>Subject:</b>	Ratification of Expenditure for Lot 8 Berry Hill
<b>From:</b>	Matthew D. Rowe, Director of Economic Development, and Gregory L. Sides, Assistant County Administrator for Planning and Development, Pittsylvania County

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### **SUMMARY**

During the February 8, 2016 meeting, the Board will receive a report from staff regarding Resolution 2016-02-08-5B, ratifying the expenditure of \$5,400 for development of Lot 8 at Berry Hill.

### **ATTACHMENTS**

Resolution 2016-02-08-5B  
Letter from Dewberry & Davis

**A RESOLUTION RATIFYING THE EXPENDITURE OF \$5,400, PURSUANT TO PARAGRAPH 2 OF ARTICLE IV (“MEMBER LOCALITY AGREEMENT”) OF THE AUTHORITY’S BYLAWS, FOR DEVELOPING LOT 8 IN THE AUTHORITY’S BERRY HILL PROJECT LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, FOR PROJECT LIGNUM**

**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**, paragraph 2 of Article IV (“**MEMBER LOCALITY AGREEMENT**”) of the Authority’s bylaws provides:

2. Without limiting the provisions of the [Member Locality] Agreement, each Member Locality, through its city manager, county administrator or respective designee, is authorized to incur, on behalf of the Authority, up to an aggregate amount of Ten Thousand Dollars (\$10,000.00) in reasonable expenses, related to, or arising out of, (i) developing or testing the Authority's projects for a particular business prospect or (ii) marketing to a particular business prospect. Prior to incurring any such expense under this paragraph, the Member Locality shall consult with the other Member Locality on such business prospect. Such expenses shall be reported to the Board at its next regular meeting for consideration and ratification.

; and

**WHEREAS**, on or about January 11, 2016, the sum of \$5,400, was incurred by the Authority, through the Pittsylvania County Office of Economic Development, for services from Dewberry Engineers, Inc., a New York corporation, for the development of Lot 8 in the Authority’s Berry Hill project located in Pittsylvania County, Virginia, for a business prospect known as “**Project Lignum**”, as set forth in Schedule A, attached hereto and incorporated herein by this reference (the “**Lot 8 Expense**”); and

**WHEREAS**, prior to incurring the Lot 8 Expense pursuant to paragraph 2 of Article IV of the Bylaws of the Authority, the Pittsylvania County Office of Economic Development consulted with the Danville Office of Economic Development; and

**WHEREAS**, the Board of Directors has determined that the Lot 8 Expense was reasonable, necessary and proper.

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

1. The Authority hereby ratifies, confirms, approves, and adopts in all respects the Lot 8 Expense, and any and all actions previously taken by the Authority and by the members of its Board of Directors in connection therewith, including without limitation the execution of that

**Resolution No. 2016-02-08-5B**

certain letter agreement with Dewberry Engineers, Inc., dated December 29, 2015, regarding Project Lignum.

2. All actions of the Chairman, the Vice Chairman, the Pittsylvania County Office of Economic Development, and any other officers and/or agents of the Authority for and on behalf of the Authority prior to the date hereof in connection with the Lot 8 Expense are in all respects ratified, confirmed, approved and adopted. All other actions of officers of the Authority in conformity with the purposes and intent of this Resolution, regardless of whether such actions occurred before or after the enactment of this Resolution, are hereby ratified, approved and confirmed.

3. 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 February 8, 2016, 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 8th day of February 2016.

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

(SEAL)

**Exhibit A**

[12/29/2015 Letter Agreement with Dewberry Engineers, Inc. regarding Project Lignum]

December 29, 2015

Mr. Clarence Monday  
County Administrator  
Pittsylvania County  
P.O. Box 426  
Chatham, VA 24531

**RE: Berry Hill Commerce Centre  
Project Lignum Site Cost Estimate**

Dear Mr. Monday:

Dewberry Engineers Inc. (Dewberry) has been assisting the Danville Pittsylvania County Regional Industrial Facility Authority (RIFA) with the recruitment of project Lignum. As you know, Dewberry prepared a preliminary site plan and layout for the facility to help in the recruitment process. Dewberry prepared this plan at no charge to RIFA. RIFA staff has now asked Dewberry to refine the preliminary site plan, determine earthwork quantities and prepare a cost estimate to prepare the pad and install the rail spur in support of the project.

#### **UNDERSTANDING OF THE PROJECT**

Dewberry prepared an initial layout to help RIFA in the recruitment of Project Lignum. The layout was prepared on Lot 8 in the Berry Hill Commerce Centre to assist RIFA in preparation of an incentives package, RIFA staff has asked Dewberry to refine the preliminary site plan, determine earthwork quantities and prepare a cost estimate for the pad grading of the lot and for the grading and installation of the rail spur.

#### **SCOPE OF SERVICES**

Dewberry proposes to provide the following scope of services:

- Using the previously prepared preliminary site plan, refine grading and site plan to determine earthwork quantities.
- Determine earthwork quantities.
- Prepare cost estimate for pad grading and rail spur construction.
- Attend up to 2 meetings with RIFA staff and/or Project Lignum Staff.

**FEE: \$5,400.00 Lump Sum**

Mr. Clarence Monday  
December 29, 2015

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

Sincerely,



Shawn R. Harden, PE  
Associate

P:\50018376\Adm\Contract\2015.12.29.Project Lignum Cost Estimate.docx

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

Clarence C. Monday - On behalf of RIFA

Print (Type) Individual, Firm, or Corporate Name

Clarence C. Monday 2-2-16

Signature of Authorized Representative      Date

Clarence C. Monday, County Administrator

Print (Type) Name of Authorized Representative and Title



# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 5-C
<b>Meeting Date:</b>	2/8/2016
<b>Subject:</b>	Financial Status Reports – January 31, 2016
<b>From:</b>	Michael L. Adkins, Authority Treasurer

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### **SUMMARY**

A review of the financial status reports through January 31, 2016 will be provided at the meeting. The financial status reports as of January 31, 2016 are attached for the DPRIFA Board's review.

### **RECOMMENDATION**

Staff recommends approving the financial status reports as of January 31, 2016 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 Expenditures for FY2016
- 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 January 31, 2016

<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	25,454.12	46,426.88	
<b>Land</b>		-	2,792,945.57	-	
<b>Demolition services</b>		71,261.62	71,261.62	-	
<b>Legal fees</b>		-	57,156.80	-	
<b>CCC - Lots 3 &amp; 9 project - RIFA Local Share <sup>6</sup></b>		142,190.00	112,464.98	-	
<b>Other expenditures</b>		-	339,846.72	-	
<b>Total</b>	<b>\$ 7,578,582.12</b>	<b>\$ 4,311,140.12</b>	<b>\$ 7,326,146.17</b>	<b>\$ 46,426.88</b>	<b>\$ 206,009.07</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 2016

As of January 31, 2016

	<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 FY2015	85,503.42				
<b>Contingency</b>					
Miscellaneous contingency items		\$ 127,003.42	\$ 1,118.07	\$ -	\$ 125,885.35
<b>Total Contingency Budget</b>		127,003.42	1,118.07	-	125,885.35
<b>Legal</b>					
		80,000.00	20,449.00	-	59,551.00
<b>Accounting</b>					
		20,300.00	19,700.00	600.00	-
<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	1,806.21	-	2,193.79
<b>Utilities</b>					
		500.00	159.57	-	340.43
<b>Insurance</b>					
		3,000.00	-	-	3,000.00
<b>Total</b>	\$ 235,503.42	\$ 235,503.42	\$ 43,782.85	\$ 600.00	<u><u>\$ 191,120.57</u></u>

**Danville-Pittsylvania Regional Industrial Facility Authority**

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

**As of January 31, 2016**

<u>Funding</u>	<u>Funding</u>	<u>Budget / Contract</u> <u>Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended /</u> <u>Unencumbered</u>
<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 January 31, 2016

<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.		1,637,985.74	1,045,445.74	592,540.00	
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	64,222.95	77,773.05	
<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>\$ 1,729,218.39</b>	<b>\$ 1,058,905.34</b>	<b>\$ 670,313.05</b>	<b>\$ 6,171,137.76</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 January 31, 2016

<u>Source of Funds</u>	<u>Funding</u>			<u>Expenditures</u>	<u>Unexpended /</u>
	<u>Carryforward</u>	<u>Current</u>	<u>Receipts</u>		
	<u>from FY2015</u>	<u>Month</u>	<u>FY2016</u>	<u>FY2016</u>	<u>Unencumbered</u>
<u>Carryforward</u>	\$ 460,739.60				
<u>Current Lessees</u>					
	<u>Park</u>	<u>Property</u>			
Institute for Advanced Learning and Research (IALR) <sup>1</sup>	Cyberpark	Hawkins Research Bldg. at 230 Slayton Ave.	\$ 55,358.13	\$ 108,177.54	
Institute for Advanced Learning and Research (IALR)	Cyberpark	IALR Building at 150 Slayton Ave.	-	-	
Securitas	Cyberpark	Gilbert Building at 1260 South Boston Rd.	300.00	1,800.00	
Guilford Whitetail Management	Berry Hill	Kluttz Farm off State Rd. 863/U.S. 311	-	-	
Mountain View Farms of Virginia, L.C.	Berry Hill	30 acre tract on Stateline Bridge Rd.	1,200.00	1,200.00	
Osborne Company of North Carolina, Inc.	Berry Hill	4380 Berry Hill Road Pastureland	-	-	
Clodfeiter Hunting Lease	Berry Hill	371.13 acres off State Road 863	-	-	
<u>Total Rent</u>			\$ 56,858.13	\$ 111,177.54	
<u>Interest Received</u> <sup>2</sup>			\$ 210.27	\$ 1,034.05	
<u>Yorktowne Repayment</u>			\$ 76,834.52	\$ 76,834.52	
<u>Expenditures</u>				\$ 108,177.54	
Hawkins Research Bldg. Property Mgmt. Fee				\$ 108,177.54	
<b>Totals</b>	<b>\$ 460,739.60</b>	<b>\$ 133,902.92</b>	<b>\$ 189,046.11</b>	<b>\$ 108,177.54</b>	<b>\$ 541,608.17</b>

<b>Restricted</b> <sup>1</sup>	\$ 357,391.06
<b>Unrestricted</b>	\$ 184,217.11

<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>**  
**January 31, 2016\***

	<b>Unaudited FY 2016</b>
<b>Assets</b>	
<i>Current assets</i>	
Cash - checking	\$ 1,016,680
Cash - money market	1,143,986
Prepays	230
<i>Total current assets</i>	2,160,896
<i>Noncurrent assets</i>	
Restricted cash - project fund CCC bonds	256,836
Restricted cash - debt service fund CCC bonds	957,401
Restricted cash - debt service fund Berry Hill bonds	220
Restricted cash - debt service reserve fund Berry Hill bonds	2,000,050
Capital assets not being depreciated	25,071,362
Capital assets being depreciated, net	25,369,730
Construction in progress	4,051,228
<i>Total noncurrent assets</i>	57,706,827
<b>Total assets</b>	59,867,723
<b>Liabilities</b>	
<i>Current liabilities</i>	
Unearned income	600
Bonds payable - current portion	808,450
<i>Total current liabilities</i>	809,050
<i>Noncurrent liabilities</i>	
Bonds payable - less current portion	7,250,090
<i>Total noncurrent liabilities</i>	7,250,090
<b>Total liabilities</b>	8,059,140
<b>Net Position</b>	
Net investment in capital assets	46,690,616
Restricted - debt reserves	2,957,671
Unrestricted	2,160,296
<b>Total net position</b>	\$ 51,808,583

<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 January 31, 2016 as of January 27, 2016, 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*  
*January 31, 2016\**

	<b>Unaudited FY 2016</b>
<b>Operating revenues</b>	
Virginia Tobacco Commission Grants	-
Reimbursement of incentive grants	76,834
Rental income	118,428
<b>Total operating revenues</b>	<b>195,262</b>
<b>Operating expenses <sup>4</sup></b>	
Mega Park expenses <sup>3</sup>	82,981
Cane Creek Centre expenses <sup>3</sup>	4,892
Cyber Park expenses <sup>3</sup>	109,086
Professional fees	37,212
Insurance	2,207
Other operating expenses	1,881
<b>Total operating expenses</b>	<b>238,259</b>
<b>Operating income</b>	<b>(42,997)</b>
<b>Non-operating revenues (expenses)</b>	
Interest income	1,137
Interest expense	(76,191)
<b>Total non-operating expenses, net</b>	<b>(75,054)</b>
<b>Net loss before capital contributions</b>	<b>(118,051)</b>
<b>Capital contributions</b>	
Contribution - City of Danville	684,774
Contribution - Pittsylvania County	684,774
<b>Total capital contributions</b>	<b>1,369,548</b>
<b>Change in net position</b>	<b>1,251,497</b>
<b>Net position at July 1, 2015</b>	<b>50,557,086</b>
<b>Net position at January 31, 2016</b>	<b>\$ 51,808,583</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*  
*January 31, 2016\**

	<b>Unaudited FY 2016</b>
<b>Operating activities</b>	
Receipts from grant reimbursement requests	\$ -
Receipts from reimbursement of incentive grants	76,834
Receipts from leases	111,176
Payments to suppliers for goods and services	(270,914)
<b>Net cash used by operating activities</b>	<b>(82,904)</b>
<b>Capital and related financing activities</b>	
Capital contributions	1,369,548
Interest paid on bonds	(144,628)
Principal repayments on bonds	(1,130,000)
<b>Net cash provided by capital and related financing activities</b>	<b>94,920</b>
<b>Investing activities</b>	
Interest received	1,137
<b>Net cash provided by investing activities</b>	<b>1,137</b>
<b>Net increase in cash and cash equivalents</b>	13,153
<b>Cash and cash equivalents - beginning of year (including restricted cash)</b>	<b>5,362,020</b>
<b>Cash and cash equivalents - through January 31, 2016 (including restricted cash)</b>	<b>\$ 5,375,173</b>
<b>Reconciliation of operating loss before capital contributions to net cash used by operating activities:</b>	
Operating loss	\$ (42,997)
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	2,207
Change in due from other governments	-
Change in other receivables	-
Change in accounts payable	(34,864)
Change in unearned income	(7,250)
<b>Net cash used by operating activities</b>	<b>\$ (82,904)</b>

<b>Components of cash and cash equivalents at January 31, 2016:</b>	
American National - Checking	\$ 1,016,680
American National - General money market	1,143,986
Wells Fargo - \$7.3M Bonds CCC Debt service fund	957,401
Wells Fargo - \$7.3M Bonds CCC Project fund	256,836
US Bank - \$11.25M Bonds Berry Hill Debt service fund	220
US Bank - \$11.25M Bonds Berry Hill Debt service reserve fund	2,000,050
	<b>\$ 5,375,173</b>