

Danville-Pittsylvania Regional Industrial Facility Authority

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

AGENDA

March 14, 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

DRAFT AGENDA

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 FEBRUARY 8, 2016 MEETING

5. OLD BUSINESS

- A. Consideration of Resolution No. 2016-03-14-5A, revising the Amended and Restated Bylaws of the Authority adopted August 13, 2007, and last revised February 9, 2015, 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 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.

6. NEW BUSINESS

- A. Consideration of Resolution 2016-03-14-6A, consenting to a change in the service territory for the Authority's Berry Hill Industrial Park project located in Pittsylvania County, Virginia, from the City of Danville, Virginia, to Appalachian Power Company (APCo) – Ken F. Larking, Interim City Manager, City of Danville

- B. Consideration of Resolution 2016-03-14-6B, approving a request by Transcontinental Gas Pipe Line Company, LLC, a Delaware limited liability company, for an expansion of an existing utilities easement located in the Authority's Berry Hill Industrial Park project, in exchange for one or more nonexclusive easements to be granted from such company in favor of the Authority for further development by the Authority of such project with other utility lines and facilities – Telly D. Tucker, Director of Economic Development, City of Danville

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- C. Financial Status Report as of February 29, 2016 – Michael L. Adkins, CPA, Authority Treasurer, and Patricia K. Conner, CPA, Assistant Finance Director, City of Danville

7. CLOSED SESSION

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

- A. As permitted by 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;
- 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); and
- C. As permitted by Virginia Code §§ 2.2-3711(A)(3) and (29) (i) for discussion or consideration of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority; and (ii) for discussion of the award of a public contract involving the expenditure of public funds, including interviews of bidders or offerors, and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Authority.

RETURN TO OPEN SESSION

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

8. COMMUNICATIONS FROM:

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

Staff

9. ADJOURN

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 4
Meeting Date:	03/14/2016
Subject:	Meeting Minutes
From:	Susan M. DeMasi, Authority Secretary

SUMMARY

Attached for the Board's approval are the Meeting Minutes from the Monday, February 8, 2016 meeting.

ATTACHMENTS

Meeting Minutes – 02/08/16.

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The Regular Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:15 p.m. on the above date in the Danville Regional Airport Conference Room, 424 Airport Drive, Danville, Virginia. Present were City of Danville Members Vice Chairman Sherman M. Saunders, Fred O. Shanks, III and Alternate J. Lee Vogler. Pittsylvania County Members present were Chairman 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 Greg Sides, City of Danville Director of Economic Development Telly Tucker, 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 Attorneys Michael Guanzon and Sandra Chinn-Gilstrap and Secretary to the Authority Susan DeMasi.

Also present was Shawn Harden of Dewberry & Davis.

PUBLIC COMMENT PERIOD

No one desired to be heard.

APPROVAL OF MINUTES FOR THE JANUARY 11, 2016 MEETING

Upon **Motion** by Mr. Shanks and **second** by Mr. Warren, Minutes of the January 11, 2016 meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

NEW BUSINESS

5A. DISCUSSION OF PROPOSED BYLAW AMENDMENT

Mr. Guanzon explained the proposed bylaw amendment is to provide that the Vice Chairman be from a different locality than the then serving Chairman. This is to reflect current practice; if the Chairman was from the City, then the Vice Chairman would be from the County and vice versa when the terms change. This is not reflected currently in the bylaws.

Mr. Guanzon noted under the bylaws, there has to be at least one weeks' notice for a bylaw revision and since the agenda items do not come out on line until Wednesday, there was not enough time to fill that requirement. It can be discussed at this meeting, but the vote will be in the March meeting. There were no questions from the Board.

5B. CONSIDERATION - RESOLUTION 2016-02-08-5B - RATIFICATION OF EXPENDITURE

Assistant County Administrator for Planning & Development Greg Sides noted staff had discussed with the Board in a previous meeting an unannounced industry and one of the needs for that particular project was to develop a project cost estimate. Under the bylaws,

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to move the project forward, it was authorized by a staff member, the amount was \$5,400 under a contract with Dewberry Engineers; staff is asking the RIFA board to ratify that item.

Mr. Saunders **moved** adoption 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.*

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)

5C. FINANCIAL STATUS REPORT AS OF JANUARY 31, 2016

Authority Treasurer Michael Adkins reviewed the Financial Status report as of January 31, 2016 beginning with the \$7.3M Bonds for Cane Creek with no activity for the month of January. General Expenditures for the month showed an additional expenditure of \$56 paid to the City's print shop for the plaques given to the outgoing board members at a previous meeting. There was \$506 expended on meals, \$550 to US Bank for annual fees relating to the trustee and other banking services for RIFA's bonds. Mega Park Funding Other than Bonds showed no activity for the month of January. Berry Hill Mega Park Lot 4 Site Development shows \$11,250 expended to Dewberry and \$234 to Wetlands Studies and Solutions. Rent, Interest and Other Income Realized, RIFA received its monthly rent from The Institute for Advanced Learning and Research for the Hawkins' Building, \$1,200 from Mountain View Farms, and \$210 in interest. RIFA also paid the monthly property management fee to the Institute for the Hawkins' Building of \$18,875.

Mr. Shanks **moved** to accept the Financial Report as presented. 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)

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 12:23 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/or Danville; 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

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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. Saunders and carried by the following vote:

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

C. On **Motion** by Mr. Saunders and **second** by Mr. Shanks and by unanimous vote at 12:54 p.m., the Authority returned to open meeting.

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

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

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

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

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

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

8. COMMUNICATIONS

Mr. Barksdale thanked everyone for their support, it has been a good meeting and looks forward to the next.

Mr. Saunders noted he appreciated all the work everyone is doing, appreciated Mr. Guanzon for all he is doing for the Board and asked Mr. Guanzon to make an introduction.

Mr. Guanzon introduced Sandra Chinn-Gilstrap who joined Clement Wheatley last week and will be sitting in for Mr. Guanzon if needed.

Mr. Warren thanked Mr. Guanzon for all his effort and noted his congratulations to Mr. Guanzon for his achievements that were in the paper this week, being recognized by the Virginia Bar.

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The Meeting adjourned at 12:58 p.m.

Chairman

Secretary to the Authority

DRAFT

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5-A
Meeting Date:	03/14/2016
Subject:	Revisions to Bylaws
From:	Michael C. Guanzon, Esq.

SUMMARY

The Board is being asked to consider a Resolution revising the Authority's Amended and Restated By-Laws.

ATTACHMENTS

Resolution 2016-03-14-5A.

Resolution 2016-03-14-5A

A RESOLUTION REVISING THE AMENDED AND RESTATED BYLAWS OF THE AUTHORITY ADOPTED AUGUST 13, 2007, AND LAST REVISED FEBRUARY 9, 2015, 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

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

WHEREAS, Article XIV ("**Amendments**") of the Amended and Restated Bylaws of the Authority Adopted August 13, 2007, and last revised February 9, 2015 (the "**Bylaws**") provides that the Bylaws "may be amended, repealed, or altered, in whole or in part, by a majority vote of the Board, at any regular meeting of the Board ... , [with] at least one (1) week advance written notice of such proposed amendment, repeal or alteration shall be given the directors and alternate directors"; and

WHEREAS, at least one (1) week advance written notice of such proposed amendments to the Bylaws was given to the Directors of the Board at the February 14, 2016 meeting of the Authority; and

WHEREAS, the Board believes it is in the best interests of the Authority for efficient operation of the Authority and for balancing the leadership from the Member Localities 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 as shown on **Schedule 1**, attached hereto and incorporated herein by this reference.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Authority hereby approves the amendments to the Bylaws as set forth in **Schedule 1**.
2. Except as amended by this Resolution, the Bylaws shall remain unchanged.
3. This Resolution shall take effect immediately upon its adoption.

- # -

Resolution 2016-03-14-5A

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 March 14, 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 this 14th day of March 2016.

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

(SEAL)

SCHEDULE 1

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

Adopted August 13, 2007
Revised June 14, 2010
Revised August 9, 2010
Revised February 14, 2011
Revised April 11, 2011
Revised January 9, 2012
Revised March 12, 2012
Revised December 10, 2012
Revised February 11, 2013
~~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.^[1]

ARTICLE III. MEMBERSHIP

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

ARTICLE IV. MEMBER LOCALITY AGREEMENT

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

2. Without limiting the provisions of the Agreement, 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

¹06/14/2010: Entire paragraph revised.

be reported to the Board at its next regular meeting for consideration and ratification.^[2]

ARTICLE V. BOARD OF DIRECTORS

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

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

²04/11/2011: 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.

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

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

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

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

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

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

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

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

until the following January to appoint new Board members).

ARTICLE VI. OFFICERS

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

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

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

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

5. The Board shall appoint a Secretary and a Treasurer from the Authority's staff, which may include staff provided by a Member Locality or other persons employed or contracted by the

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

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

⁸08/09/2010: Entire new paragraph added.

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

Authority.^[10] The offices of Secretary and Treasurer may be held by the same person.^[11,12] If a person serving as Secretary or Treasurer ceases to be staff of a Member Locality, such person shall not be disqualified from serving as Secretary or Treasurer and shall continue to serve the remainder of the term of office unless such person is sooner removed or resigns from such office.^[13]

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

b. The duties and authority of the Treasurer shall include: (a) the duty to keep suitable records of all financial transactions of the Authority; (b) the authority to arrange for the preparation of any audits of the financial records of the Authority, as may be directed by the Board; (c) the duty and authority to have charge and custody of all funds and arrange

¹⁰02/14/2011: The Authority's staff may include staff provided by a Member Locality or other persons employed or contracted by the Authority.

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

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

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

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

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

¹⁶12/10/2012: Corrected capitalization of Secretary.

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

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^[18]; and (e) in general, the duty and the authority^[19] to perform all the duties incident to the office of Treasurer^[20] and such other duties as from time to time may be assigned by the Board. The Treasurer shall give bond in such sum as may be fixed by the Board with surety to be approved by the Board. The cost of such surety shall be paid by the Authority.

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

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

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

ARTICLE VIII. MEETINGS

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

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

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

²⁰12/10/2012: Corrected capitalization of Treasurer.

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

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

²³12/10/2012: Added cross-reference.

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

provision).^[25] 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.^[26] At the regular meeting of the Board in January, the Board shall elect or appoint its officers to serve for that calendar year.^[27]

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

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

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

²⁶03/12/2012: Entire new sentence added.

²⁷12/10/2012: Officers are elected or appointed at the January regular meeting of the Board.

²⁸12/10/2012: Deleted election/appointment of officers at the July regular meeting.

²⁹03/12/2012: Entire new sentence added.

³⁰08/09/2010: Clarification that directors or alternate directors representing two Member Localities may request a special meeting.

³¹02/14/2011: 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.

³²12/10/2012: Special meetings are open to the public unless otherwise permitted by Virginia

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

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

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

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

FOIA. See Va. Code § 2.2-3711.

³³06/14/2010: Entire paragraph revised.

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

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

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

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^[35]

Secretary

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

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

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

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.: Item 5-B
Meeting Date: 03/14/2016
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 March 14, 2016 meeting, the Authority will be asked to consider Resolution 2015-09-14-6B, approving Amendment #10 to Contract dated February 9, 2009, for Engineering Services related to the Mega Park Master 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:

Resolution No. 2015-09-14-6B

1. The Authority hereby authorizes and directs its Chairman and/or Vice Chairman, either of whom may act independently of the other, to execute and deliver, and otherwise pursue, Amendment No. 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]



Dewberry Engineers Inc. | 434.797.4497
551 Piney Forest Road | 434.797.4341 fax
Danville, VA 24540 | www.dewberry.com

July 22, 2015

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

**RE: Amendment #10 to Contract Dated February 9, 2009
Engineering Services Related to the Mega Park Master Plan
Phase 1 Grading and Construction Administration Services**

Dear Mayor Saunders:

Dewberry Engineers Inc. (Dewberry) has been assisting the Danville Pittsylvania County Regional Industrial Facility Authority (RIFA) with environmental permitting for the development of the Phase 1 development at the Berry Hill Commerce Centre. A revised permit application to the US Army Corps of Engineers (Corps)/Virginia Department of Environmental Quality (DEQ) has been prepared for Phase 1 development as shown on the attached plan. The next step to ensure RIFA is ready for construction is to prepare the detailed engineering drawings and technical specifications for Phase 1 development of the project.

UNDERSTANDING OF THE PROJECT

RIFA is developing a ±3500 acre industrial park on Berry Hill Road just west of the City of Danville, VA. Dewberry has been assisting RIFA in conducting environmental reviews of the industrial park and preparing a wetland disturbance permit applications for the Phase 1 development plan.

The Phase 1 development is based on the Jones Lang LaSalle market study. The market study reviewed the need for industrial space at the Berry Hill Commerce Centre for the next five years. The study recommends that 300-600 acres of net land be developed to support 2,650,000 – 4,186,000 square feet (SF) of industrial space. The market study indicated that the target industries for the Berry Hill Industrial Park are:

- Wood and Paper Product Manufacturing
- Plastics and Rubber Manufacturing
- Fabricated Metal Product Manufacturing

An Industry specific layout was prepared using the design criteria specified in the market study. The Layout was prepared to keep the wetland/WOUS impacts under the threshold of a State Program General Permit (1 acre wetlands and 2,000 LF of WOUS impacts). The selected layout provides ±133 acres of pad area capable of supporting up to 1,830,000 SF of building area.

The purpose of this project is to prepare detailed construction plans and technical specifications for Phase 1 development, provide construction administration for the project, and to provide selected construction testing services for the project.

SCOPE OF SERVICES

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

Item 1 - Phase 1 Pad Grading Construction Plans and Specifications

Dewberry will prepare detailed construction documents for the grading of ±133 pad acres as shown on the selected layout referenced above and attached to this proposal. The plan includes one pad of ±109 acres and three (3) smaller pads for a total of 133 acres. The plans will use existing aerial survey and current wetland delineation, previously prepared, as the base map for the project. In addition, Dewberry will use the existing geotechnical survey to determine maximum cut/fill depth to minimize rock excavation where possible. Plans will include:

- Cover Sheet
- General Notes and Erosion and Sediment Control Notes
- Existing Condition and Demolition Plan
- Phase 1 Overall Erosion and Sediment Control Plan
- Phase 1 Detailed Erosion and Sediment Control Plan (5 Sheets)
- Phase 2 Overall Erosion and Sediment Control Plan
- Phase 2 Detailed Erosion and Sediment Control Plan (5 Sheets)
- Overall Grading Plan
- Detailed Grading Plan (5 sheets)
- Overall Stormwater Management Plan
- Detailed Stormwater Management Plan (18 Ponds)
- Standard Details Sheets (4 Sheets)
- Erosion and Sediment Control (4 Sheets)

Project specifications will include all upfront bidding documents and technical specifications. The stormwater management program will be designed to meet the new 2014-Virginia Department of Environmental Quality General Permit for discharges from construction sites. Stormwater quantity calculations and pond sizes will be based on the impervious areas shown on attached layout. Stormwater quality calculations will be based on the graded pad area flowing to each stormwater quality measure.

FEE: \$178,000.00 Lump Sum

Item 2 – Construction Administration Services

Dewberry will provide Construction Administration Services (CONA) for Phase 1 Development of Phase 1 in the Berry Hill Commerce Centre. This scope item will consist of the following:

- Bidding Assistance – Dewberry will provide bidding assistance consisting of the following:
 - Prepare prequalification package.
 - Prepare bidding advertisement for the Client to place in appropriate publications.
 - Supply two (2) plan rooms with plans and specifications.
 - Supply thirty (30) sets of plans and specifications for prospective bidders.
 - Conduct a pre-bid/pre-qualification conference for interested contractors and suppliers.
 - Respond to bidder's questions during the bidding process.
 - Conduct one (1) public bid-opening meeting.
 - Review and tabulate submitted bids.
 - Review all required bonding, license, and insurance requirements.
 - Make award recommendation to Client.

- Contract Negotiation – Dewberry will assist the Client in negotiating a contract with the selected bidder.

- Construction Administration Services – Dewberry will provide construction administration (CONA) services that will include the following:
 - Review Contractor agreement, bonds, insurance, etc.
 - Attend one (1) pre-construction meeting.
 - Prepare and distribute meeting minutes from all construction meetings (assumes 12 meetings).
 - Monthly progress meetings with contractor until completion (assumes 12 meetings over a 12 month construction time).
 - Review shop drawings.
 - Review monthly pay requests.
 - Review and respond to Contractor Requests for Information (RFI's).
 - Attend substantial and final completion inspection (two meetings).
 - Prepare project closeout documentation.

FEE: \$85,000.00 LUMP SUM FEE

Item 3 – Construction Testing and Inspection Services

Construction Testing and Inspection – Dewberry will subcontract with Froehling & Robertson, Inc. (F&R) for Construction Testing and Inspection Services. These services will include testing and inspections of earthwork for the Pad Graded Sites and Storm Water Management installation. F&R will be onsite as needed to perform required testing and inspections in general accordance with the project documents. F&R will collect and test bulk soil samples and aggregate base material samples for the determination of

soil compaction properties. It is anticipated that full time testing and inspection services will be needed for 8 months of the total 12 month construction time period. Dewberry will charge these services at cost plus 15%.

FEE: \$175,000.00 BUDGET ESTIMATE

FEE SUMMARY

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

I. Lump Sum Tasks

1. Item 1 – Phase 1 Pad Grading Construction Plans and Specifications
FEE: \$178,000.00 Lump Sum

2. Item 2 – Construction Administration Services
FEE: \$85,000.00 Lump Sum

Total: \$263,000.00 Lump Sum

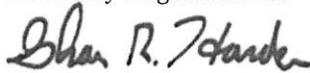
II. Budget Estimate Task

1. Item 3 – Construction Testing and Inspection Services
FEE: \$175,000.00 Budget Estimate

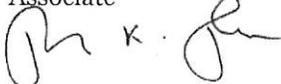
TOTAL PROJECT ESTIMATE: \$438,000.00

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

Sincerely,
Dewberry Engineers Inc.



Shawn R. Harden, PE
Associate



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

Attachment: Conceptual Site Plan titled "Proposed Permit Layout" dated 06/30/15
P:\50018376\Adm\Contract\2015.07.22. Amendment 10 Phase 1.docx

Mayor Sherman M. Saunders
July 22, 2015

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

Print (Type) Individual, Firm, or Corporate Name

Signature of Authorized Representative Date

Print (Type) Name of Authorized Representative and Title

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 6-A
Meeting Date:	03/14/2016
Subject:	Change in Service Territory – Berry Hill
From:	Ken Larking, Interim City Manager

SUMMARY

The Board is being asked to consider a Resolution changing the service territory at Berry Hill Industrial Park from City of Danville to Appalachian Power.

ATTACHMENTS

Resolution 2016-03-14-6A.

Letter to Virginia State Corporation Commission from City of Danville.

A RESOLUTION CONSENTING TO A CHANGE IN THE SERVICE TERRITORY FOR THE AUTHORITY'S BERRY HILL INDUSTRIAL PARK LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, FROM THE CITY OF DANVILLE, VIRGINIA, TO APPALACHIAN POWER COMPANY (APCO)

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 City of Danville, Virginia, has requested the transfer of service territory for the Authority's Berry Hill Industrial Park project located in Pittsylvania County, Virginia, from the City of Danville, Virginia to Appalachian Power Company ("APCo"), as more particularly described in **Schedule 1**, attached hereto and incorporated herein by this reference (the "City Transfer Request"); and

WHEREAS, the Authority has determined that it is in the best interests of the development of the Authority's Berry Hill Industrial Park project for the Authority to consent to the City Transfer Request.

NOW, THEREFORE, BE IT RESOLVED, that

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

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

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

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

CERTIFICATE

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial

Resolution No. 2016-03-14-6A

Facility Authority at a meeting duly called and held on March 14, 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 this 14th day of March 2016.

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

(SEAL)

**Schedule 1
(City Transfer Request)**



City of Danville, Virginia

KEN F. LARKING
INTERIM CITY MANAGER
E-MAIL: klarking@danvilleva.gov

427 PATTON STREET
P. O. Box 3300
DANVILLE, VIRGINIA 24543

(434) 799-5100
FAX : (434) 799-6549
www.danvilleva.gov

February 4, 2016

Mr. William F. Stephens
Director – Energy Regulations
Virginia State Corporation Commission
P.O. Box 1197
Richmond, Virginia 23218

Re: Service territory adjustment

Dear Mr. Stephens:

Enclosed is a copy of the Berry Hill Industrial Park map showing a requested change in the service territory between Appalachian Power Company (APCo) and the City of Danville.

The City of Danville and APCo have mutually agreed to the following adjustments to the electric utility service territory boundary, comprised of 12 tracts consisting of approximately 3,500 acres, identified in Pittsylvania County's land records listed below:

Pittsylvania County Tax Map #

1367-01-8739	1377-01-1754
1367-05-8278	1366-54-5996
1367-42-8434	1366-16-2959
1367-70-4519	1356-98-0985
1366-78-4718	1356-97-1357
1366-37-2002	1356-97-1468

The City of Danville does not have the necessary capacity available to serve the projected load of the industrial park while APCo does have the capacity and is willing to provide service by their current transmission line that is located in the park. APCo is also willing to invest in additional upgrades and transmission lines once the park reaches higher electric loads.

Also enclosed is the resolution from Danville City Council authorizing the transfer of territory for the Berry Hill Industrial Park to Appalachian Power.

Sincerely,

Ken Larking
Interim City Manager

Enclosures

Mr. William F. Stephens
February 4, 2016
Page 2

C: William K. Castle
Appalachian Power Co.
3 James Center
1051 E. Cary St., Suite 1100
Richmond, VA 23219

Jason Grey, Director, Director of Utilities - City of Danville

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 6-B
Meeting Date:	03/14/2016
Subject:	Request from Transcontinental Gas Pipe Line Company , LLC.
From:	Telly D. Tucker, Director of Economic Development, City of Danville

SUMMARY

During the March 14, 2016 meeting, the Authority will be asked to consider Resolution 2016-03-14-6B, approving a request by Transcontinental Gas Pipe Line for an expansion of existing utilities easement located in Berry Hill.

ATTACHMENT

Resolution 2015-09-14-6C will be provided to the Board at the March 14, 2016 meeting.

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 6-C
Meeting Date:	3/14/2016
Subject:	Financial Status Reports – February 29, 2016
From:	Michael L. Adkins, Authority Treasurer

SUMMARY

A review of the financial status reports through February 29, 2016 will be provided at the meeting. The financial status reports as of February 29, 2016 are attached for the DPRIFA Board's review.

RECOMMENDATION

Staff recommends approving the financial status reports as of February 29, 2016 as presented.

ATTACHMENTS

Financial Status Reports

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:

Meeting Date: 3/14/2016

Subject: Financial Status Reports – February 29, 2016

From: Michael L. Adkins, Authority Treasurer

SUMMARY

A review of the financial status reports through February 29, 2016 will be provided at the meeting. The financial status reports as of February 29, 2016 are attached for the DPRIFA Board's review.

RECOMMENDATION

Staff recommends approving the financial status reports as of February 29, 2016 as presented.

ATTACHMENTS

Financial Status Reports

Danville-Pittsylvania Regional Industrial Facility Authority

\$7,300,000 Bonds for Cane Creek Centre - Issued in August 2005 ⁷

As of February 29, 2016

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	28,554.12	43,326.88	
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		-	339,846.72	-	
Total	\$ 7,578,582.12	\$ 4,311,140.12	\$ 7,329,246.17	\$ 43,326.88	\$ 206,009.07

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 2016

As of February 29, 2016

	<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	85,503.42				
Contingency					
Miscellaneous contingency items		\$ 127,003.42	\$ 1,118.07	\$ -	\$ 125,885.35
Total Contingency Budget		127,003.42	1,118.07	-	125,885.35
Legal					
		80,000.00	20,449.00	-	59,551.00
Accounting					
		20,300.00	19,700.00	600.00	-
Annual Bank Fees					
		600.00	550.00	-	50.00
Postage & Shipping					
		100.00	-	-	100.00
Meals					
		4,000.00	2,103.93	-	1,896.07
Utilities					
		500.00	192.40	-	307.60
Insurance					
		3,000.00	-	-	3,000.00
Total	\$ 235,503.42	\$ 235,503.42	\$ 44,113.40	\$ 600.00	\$ 190,790.02

Danville-Pittsylvania Regional Industrial Facility Authority

Mega Park - Funding Other than Bond Funds

As of February 29, 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>
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 February 29, 2016

<u>Funding</u>	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
Funding					
Tobacco Commission FY12 Megasite Allocation	\$ 6,208,153.00				
Local Match for TIC FY12 Megasite Allocation - County Portion ¹	750,000.00				
Local Match for TIC FY12 Megasite Allocation - City Portion ¹	750,000.00				
Local Match for TIC FY12 Megasite Allocation - RIFA Portion ²	181,000.00				
Transfer in from "Mega Park - Funding Other than Bond Funds" Budget ³	11,203.15				
Expenditures					
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	64,594.20	77,401.80	
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	\$ 1,729,218.39	\$ 1,059,276.59	\$ 669,941.80	\$ 6,171,137.76

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 February 29, 2016

Source of Funds	Funding			Expenditures FY2016	Unexpended / Unencumbered
	Carryforward from FY2015	Current Month	Receipts FY2016		
<u>Carryforward</u>	\$ 460,739.60				
<u>Current Lessees</u>					
	<u>Park</u>	<u>Property</u>			
Institute for Advanced Learning and Research (IALR) ¹	Cyberpark	Hawkins Research Bldg. at 230 Slayton Ave.	\$ 37,751.66	\$145,929.20	
Institute for Advanced Learning and Research (IALR)	Cyberpark	IALR Building at 150 Slayton Ave.	-	-	
Securitas	Cyberpark	Gilbert Building at 1260 South Boston Rd.	600.00	2,400.00	
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	
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>			\$ 38,351.66	\$149,529.20	
<u>Interest Received</u> ²			\$ 334.42	\$ 1,368.47	
<u>Yorktowne Repayment</u>			\$ -	\$ 76,834.52	
<u>Expenditures</u>				\$ 127,053.37	
Hawkins Research Bldg. Property Mgmt. Fee					
Totals			\$ 460,739.60	\$ 38,686.08	\$227,732.19
				\$ 127,053.37	\$ 561,418.42

Restricted¹ \$ 376,266.89
Unrestricted \$ 185,151.53

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}
February 29, 2016*

	Unaudited FY 2016
Assets	
<i>Current assets</i>	
Cash - checking	\$ 1,035,454
Cash - money market	1,144,321
Prepays	230
<i>Total current assets</i>	2,180,005
<i>Noncurrent assets</i>	
Restricted cash - project fund CCC bonds	255,836
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	2,000,155
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>	57,705,932
Total assets	59,885,937
Liabilities	
<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
Total liabilities	8,059,140
Net Position	
Net investment in capital assets	46,689,616
Restricted - debt reserves	2,957,776
Unrestricted	2,179,405
Total net position	\$ 51,826,797

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 February 29, 2016 as of February 29, 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
*February 29, 2016**

	Unaudited FY 2016
Operating revenues	
Virginia Tobacco Commission Grants	-
Reimbursement of incentive grants	76,834
Rental income	156,779
Total operating revenues	233,613
Operating expenses ⁴	
Mega Park expenses ³	83,352
Cane Creek Centre expenses ³	5,892
Cyber Park expenses ³	127,962
Professional fees	37,212
Insurance	2,207
Other operating expenses	2,211
Total operating expenses	258,836
Operating income	(25,223)
Non-operating revenues (expenses)	
Interest income	1,577
Interest expense	(76,191)
Total non-operating expenses, net	(74,614)
Net loss before capital contributions	(99,837)
Capital contributions	
Contribution - City of Danville	684,774
Contribution - Pittsylvania County	684,774
Total capital contributions	1,369,548
Change in net position	1,269,711
Net position at July 1, 2015	50,557,086
Net position at February 29, 2016	\$ 51,826,797

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
*February 29, 2016**

	Unaudited FY 2016
Operating activities	
Receipts from grant reimbursement requests	\$ -
Receipts from reimbursement of incentive grants	76,834
Receipts from leases	149,528
Payments to suppliers for goods and services	(291,492)
Net cash used by operating activities	(65,130)
Capital and related financing activities	
Capital contributions	1,369,548
Interest paid on bonds	(144,628)
Principal repayments on bonds	(1,130,000)
Net cash provided by capital and related financing activities	94,920
Investing activities	
Interest received	1,577
Net cash provided by investing activities	1,577
Net increase in cash and cash equivalents	31,367
Cash and cash equivalents - beginning of year (including restricted cash)	5,362,020
Cash and cash equivalents - through February 29, 2016 (including restricted cash)	\$ 5,393,387
Reconciliation of operating loss before capital contributions to net cash used by operating activities:	
Operating loss	\$ (25,223)
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)
Net cash used by operating activities	\$ (65,130)

Components of cash and cash equivalents at February 29, 2016:	
American National - Checking	\$ 1,035,454
American National - General money market	1,144,321
Wells Fargo - \$7.3M Bonds CCC Debt service fund	957,401
Wells Fargo - \$7.3M Bonds CCC Project fund	255,836
US Bank - \$11.25M Bonds Berry Hill Debt service fund	220
US Bank - \$11.25M Bonds Berry Hill Debt service reserve fund	2,000,155
	\$ 5,393,387