

Danville-Pittsylvania Regional Industrial Facility Authority

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

AGENDA

June 13, 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

**Ken Larking, 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 MAY 9, 2016 MEETING

5. NEW BUSINESS

- A. Consideration of Resolution 2016-06-13-5A, approving Amendment #12 to Contract dated February 9, 2009, Engineering Services Related to the Mega Park Master Plan, (i) for certain additional archeological work for Project 950 at the Authority's Berry Hill Industrial Park project located in Pittsylvania County, Virginia, for a lump sum fee of \$16,560; and (ii) for a subdivision plat of Lot 3B for Project 950 for a lump sum fee of \$12,500 – Matthew D. Rowe, Director of Economic Development, Pittsylvania County, Virginia; and Brian K. Bradner, P.E. and/or Shawn R. Harden, P.E., Dewberry Engineers, Inc.
- B. Consideration of Resolution 2016-06-13-5B, approving Amendment #13 to Contract dated February 9, 2009, Engineering Services Related to the Mega Park Master Plan, (i) for certain additional archeological work for Project Lignum at the Authority's Berry Hill Industrial Park project located in Pittsylvania County, Virginia, for a lump sum fee of \$82,800; and (ii) for a subdivision plat of Lot 8A for Project Lignum for a lump sum fee of \$6,500 - Corrie M. Teague, Assistant Director, Danville Office of Economic Development; Mr. Bradner and Mr. Harden
- C. Consideration of Resolution 2016-06-13-5C, authorizing the Treasurer of the Authority, on its behalf, to negotiate and to obtain a loan commitment for the refinancing of the Authority's existing indebtedness of the Series 2013 Taxable Revenue Refunding Bond (Cane Creek Project) at a rate not to exceed 2.75% per annum, including without limitation the authorization to apply debt service reserves toward the reduction of the outstanding principal indebtedness -- Michael L. Adkins, CPA, Treasurer of the Authority
- D. Approval of the general expenditures for the FY 2017 Budget – Henrietta Weaver, Accountant III, City of Danville, Virginia
- E. Financial Status Report as of May 31, 2016 – Mr. Adkins and Patricia K. Conner, CPA, Assistant Finance Director, City of Danville, Virginia

Danville-Pittsylvania Regional Industrial Facility Authority

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;
- 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.
- F. Consideration of Resolution 2016-06-13-6F pertaining to one or more items discussed in closed session *[written material to be provided to the public after return to open session]*

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

Agenda Item No.:	Item 4
Meeting Date:	06/13/2016
Subject:	Meeting Minutes
From:	Susan M. DeMasi, Authority Secretary

SUMMARY

Attached for the Board's approval are the Meeting Minutes from the Monday, May 9, 2016 Meeting.

ATTACHMENTS

Meeting Minutes – 05/09/2016

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

May 9, 2016

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 Fred O. Shanks, III and Alternate J. Lee Vogler. Vice Chairman Sherman M. Saunders was absent. Pittsylvania County Members present were Chairman Jessie L. Barksdale, Robert Warren and Alternate Elton W. Blackstock.

City/County staff members attending were: City Manager Ken Larking, Pittsylvania County Administrator Clarence Monday, 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 Director of Finance Patricia Conner, City of Danville Senior Accountant Henrietta Weaver, Clement Wheatley Attorney Michael Guanzon and Secretary to the Authority Susan DeMasi.

Also present was Shawn Harden of Dewberry & Davis.

Mr. Barksdale presided.

PUBLIC COMMENT PERIOD

No one desired to be heard.

Mr. Barksdale noted there was a revision to the Agenda, Item 5A has been revised to three separate Agenda items. Mr. Barksdale noted he would entertain a motion to approve the revisions to the Agenda provided for this meeting. Mr. Shanks **moved** to revise the Agenda; the Motion was **seconded** by Mr. Warren and carried by the following vote:

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

APPROVAL OF MINUTES FOR THE APRIL 11, 2016 MEETING AND APRIL 20, 2016 SPECIAL MEETING

Upon **Motion** by Mr. Vogler and **second** by Mr. Warren, Minutes of the April 11, 2016 Meeting and April 20, 2016 Special Meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

NEW BUSINESS

5AA-1. CONSIDERATION – RESOLUTION 2016-05-09-5AA-1 – AUTHORIZING THE NONRENEWAL OF THE CLODFELTER HUNTING LEASE

Pittsylvania County Director of Economic Development Matt Rowe noted the three new resolutions are in anticipation of upcoming development in the park as RIFA goes from the planning phases into the implementation and development phases. These Resolutions are being done as a measure of reducing land use conflicts for safety purposes as far as hunting, and also to ensure that RIFA does not have overlapping potential leases as staff is

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

May 9, 2016

trying to market the properties. The first resolution, Resolution 2016-05-09-5AA-1 is for the area north of Berry Hill Road; this is the area the staff is trying to grade and develop. Staff is recommending nonrenewal of this hunting lease with Jay Vann Clodfelter and Brent Clodfelter. Resolution 2016-05-09-5AA-2 is for consideration of approving a one year renewal of the hunting lease with Guilford Whitetail Management. This area is south of Berry Hill Road; staff does not anticipate any immediate or future development in this area and does not see any potential safety concerns. The last Resolution, 2016-05-09-5AA-3, relates to a one year renewal of the lease with the Osborne Company of North Carolina. This is on approximately 100 acres of land on which is Lot 3, and is a sod and hay lease; staff does not anticipate having any safety concerns with this lease. Staff wants to highlight the benefits these leases have had on this property; the hunters involved with those leases have been instrumental to RIFA as far as monitoring the property and doing some maintenance.

Mr. Blackstock questioned the lease for 1500 acres, for \$5000 which seems low to him. Mr. Blackstock noted he is involved in other leases with hunting and fishing rights for property, some of those leases are over \$10 per acre, this is substantially less. Mr. Guanzon noted this is the same amount derived from the predecessor year; the chairman had done some research with staff to arrive at that number, at the time to be fair market value.

Mr. Warren noted the original paperwork the Board received was to eliminate all the leases and questioned what prompted the staff to change their opinion on that. Mr. Guanzon noted staff had given notice of the meeting to the lessees so they would have the opportunity to come and tell the board what they thought about this matter. Staff received some feedback, and that the lower part of the property, south of Berry Hill Road is not really the direct area at this point for active development. Mr. Guanzon explained when these properties were acquired many years ago, some of them had an existing hunting lease on them at a prescribed rate; when RIFA bought them they became the successor landlord. The benefit was having a group of people on the property monitoring it; they could let staff know of any potential problems. When it was time to renew, the board went ahead and renewed it; afterward, staff made renewals so that it wouldn't hinder the development process. If RIFA had a business recruit, RIFA could terminate one of the leases within thirty days, another within 45 days' notice. The thought was RIFA was trying to show they weren't showing favoritism to any of these entities and say they were not going to renew any of them. Since then, staff looked at the immediate plans and they decided to recommend just the top part.

Mr. Warren questioned Mr. Rowe if he was concerned about any safety issues with the high power rifles used today and what kind of liability situation does RIFA have if there was that kind of accident. Mr. Guanzon noted RIFA requires the lessees to provide evidence of insurance which he understands they get from the NRA; RIFA is named as an additional insured to that policy. Mr. Rowe noted staff felt fairly comfortable as far as a liability standpoint. Mr. Warren noted he was fine with it for the next year, but hesitant going forward beyond a year especially if there is activity at Berry Hill. Mr. Rowe noted RIFA does have the ability to cancel the contract after giving the proper notice and Mr. Guanzon explained they are not automatically renewed.

Mr. Shanks questioned RIFA's liability if someone filed a claim against RIFA and a hunt club. Mr. Guanzon explained RIFA was named as an additional insured on the hunt club's insurance and RIFA also has existing insurance that covers general liability. Under the terms of the insurance, they have to provide RIFA a defense, and indemnify RIFA.

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

May 9, 2016

Mr. Shanks **moved** adoption of *Resolution 2016-05-09-5AA-1, a Resolution authorizing the nonrenewal of that certain Hunting Lease with Jay Vann Clodfelter and Brent Clodfelter in effect at the Authority's Berry Hill Industrial Park project located in Pittsylvania County, Virginia, in light of the Authority's active development of such project.*

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

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

5AA-2. CONSIDERATION – RESOLUTION 2016-05-09-5AA-2 – APPROVING A ONE-YEAR RENEWAL OF THE HUNTING LEASE WITH GUILFORD WHITETAIL MANAGEMENT

Mr. Warren **moved** adoption of *Resolution 2016-05-09-5AA-2, approving a one-year renewal of the Hunting Lease with Guilford Whitetail Management, a North Carolina corporation, as Tenant, of approximately 1,573.94 acres at the Authority's Berry Hill Project (GPINs 1366-54-5996, 1367-42-8434, 1377-01-1754 and a portion of GPIN 1356-98-0985), commonly known as the Klutz Farm, located in Pittsylvania County, Virginia, for the uses of hunting, fishing and related outdoor recreational activities, at a total rental fee of \$5,000, and where the Authority shall have the right to terminate the lease upon at least 60-days written notice.*

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

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

5AA-3. CONSIDERATION – RESOLUTION 2016-05-09-5AA-3 – APPROVE A ONE-YEAR RENEWAL OF THE LEASE TO THE OSBORNE COMPANY OF NORTH CAROLINA

Mr. Vogler **moved** adoption of *Resolution 2016-05-09-5AA-3, to approve a one-year renewal of the Lease to the Osborne Company of North Carolina, Inc., a North Carolina corporation, of approximately 100 acres of pastureland in the Authority's Berry Hill Project (a portion of GPINs 1366-78-4718 and 1367-70-4519), commonly known as 4380 Berry Hill Road, in Pittsylvania County, Virginia; the Lease Term shall be subject to a right of Landlord to show the demised premises upon at least 24-hours notice and the obligation of Tenant to keep the identity of any prospective business recruits confidential until a public announcement is made, if ever, or as otherwise required by law; and the Lease shall be for the use of harvesting grass hay and incidental uses acceptable to the Authority, at a total rental fee of \$1,000.*

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

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

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

May 9, 2016

5B. DISCUSSION OF THE AUTHORITY'S EXISTING BONDS FOR CAPITAL IMPROVEMENTS – CANE CREEK

Authority Treasurer Michael Adkins noted the Authority issued bonds several years ago for the development of the Cane Creek Centre; a balloon payment of \$4.6M is due in August. It would be the practice in the normal course of business for the Authority to refinance this debt. In regard to that, RIFA has a little over \$206,000 of bond proceeds that have not yet been expended; these can be expended for any capital projects at Cane Creek. When this debt was first issued, the City and County would make estimated payments of debt service to the Authority and that money was held in reserve for future debt maintenance. The bonds were refinanced several years ago a fixed rate lower than was anticipated. As a result the Authority has a little over \$907,000 in a debt reserve account to be used for debt service. Staff is requesting guidance on what to do with the debt reserve funds. There are three options, RIFA can use this money to pay down the debt before it is refinanced; staff can hold the money for future debt payments once the debt is refinanced or staff can use this money for another purpose which would require approval from both the City and the County governing boards, as this money was given to RIFA for debt service.

Mr. Rowe noted staff has been thinking about using these funds and leveraging with other potential funds to address one of the identified needs, a potential shell building of approximately 150,000 square feet. RIFA has received very preliminary quotes for estimates of the cost of a structure. Mr. Tucker noted staff would request permission to present the Board with some options for consideration at the following RIFA meeting based on the options Mr. Adkins has put together. Mr. Tucker noted this area has a deficit of modern manufacturing buildings, and many of the prospects coming to the area are looking for existing structures so they can start operations immediately.

Mr. Shanks questioned if the shell building would be in an existing RIFA industrial park and Mr. Tucker noted it would. Mr. Adkins noted if RIFA used the unexpended bond proceeds it would have to be in Cane Creek. Mr. Shanks noted when staff presents the options for the shell building could Mr. Adkins present the options of what the payments would look like and Mr. Adkins noted they could work with Wells Fargo to come up with scenarios. Mr. Blackstock asked Mr. Monday in the County's current budget is there money set aside to service the County's portion of the \$4.6M debt going forward and Mr. Monday noted there was.

Mr. Larking noted that staff believes that providing the Board with some options will help them in their decision making process and having a shell building of size is something that companies are looking for and could be a huge benefit to the region. Staff wants to share with the board what that would entail and give the board the opportunity to make a decision.

5C. FINANCIAL STATUS REPORT AS OF APRIL 30, 2016

Authority Treasurer Michael Adkins reviewed the Financial Status report as of April 30, 2016 beginning with the \$7.3M Bonds for Cane Creek with no activity during the month of April. General Expenditures show the monthly utilities of \$33 and \$298 for meals for April; there was no activity for Mega Park Funding Other Than Bonds. Berry Hill Mega Park, Lot 4 Site Development showed Dewberry was paid \$5,557 for ongoing work at that site. Rent, Interest and Other Income Realized for the month show RIFA received the monthly rent of \$18,876 from the Institute for Advanced Learning and Research for the Hawkins Building,

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

May 9, 2016

\$300 from Securitas for their monthly lease payment and \$433 for interest earned for April. The only expenditure was \$18,875 which is the standard property management fee paid to the Institute for each month.

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

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

6. CLOSED SESSION

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

At 12:49 p.m. Mr. Shanks **moved** that the Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority be recessed in a Closed Meeting:

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.

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

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

D. On **Motion** by Mr. Warren and **second** by Mr. Shanks and by unanimous vote at 1:46 p.m., the Authority returned to open meeting.

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

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

May 9, 2016

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, Shanks, Vogler (4)
NAY: None (0)

7. COMMUNICATIONS

Mr. Warren congratulated the RIFA board members for their positive election returns, being reelected and looks forward to continue working with them. Mr. Barksdale noted his agreement and thanked everyone for a good meeting.

The Meeting adjourned at 1:49 p.m.

Chairman

Secretary to the Authority

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5-A
Meeting Date:	06/13/2016
Subject:	Amendment #12 to Dewberry Contract
From:	Matthew D. Rowe, Director of Economic Development Pittsylvania County; Brian K. Bradner, P.E., and/or Shawn Harden, P.E., Dewberry Engineers

SUMMARY

During the June 13, 2016 meeting, the Authority will be asked to consider Resolution 2016-06-13-5A, approving Amendment #12 to the Contract dated February 9, 2009 for Project 950 at Berry Hill Industrial Park.

ATTACHMENT

Resolution 2016-06-13-5A.

A RESOLUTION APPROVING AMENDMENT #12 TO CONTRACT DATED FEBRUARY 9, 2009, ENGINEERING SERVICES RELATED TO THE MEGA PARK MASTER PLAN, (I) FOR CERTAIN ADDITIONAL ARCHEOLOGICAL WORK FOR PROJECT 950 AT THE AUTHORITY’S BERRY HILL INDUSTRIAL PARK PROJECT LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, FOR A LUMP SUM FEE OF \$16,560; AND (II) FOR A SUBDIVISION PLAT OF LOT 3B FOR PROJECT 950 FOR A LUMP SUM FEE OF \$12,500

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 market a portion of Lot 3 at the Berry Hill Project to a prospective industry that will need approximately 400 acres, a revised archeological report and a subdivision plat are required as more particularly set forth in that certain Amendment No. 12 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. 12**”); and

WHEREAS, under Amendment No. 12 (dated May 31, 2016), the services by Dewberry Engineers Inc. are generally described as (i) Additional Archeological Report at a lump sum fee of \$16,560; and (ii) Subdivision Plat at a lump sum fee of \$12,500; all of which are at an aggregate lump sum of \$29,060; and

WHEREAS, the fiscal agent of the Authority has determined that the funding for the work under Amendment No. 12 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. 12, 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. 12.

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

1. The Authority hereby authorizes and directs its Chairman and/or Vice Chairman, either of whom may act independently of the other, to execute and deliver, and otherwise pursue, Amendment No. 12, together with such further amendments, deletions or additions to Amendment No. 12 as may be approved by its Chairman or Vice Chairman (as the case may be),

Resolution No. 2016-06-13-5A

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. 12, 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. 12 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. 12 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 June 13, 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 13th day of June 2016.

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

(SEAL)

Exhibit A

[Dewberry Engineers, Inc. - Amendment No. 12]

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5-B
Meeting Date:	06/13/2016
Subject:	Amendment #13 to Dewberry Contract
From:	Matthew D. Rowe, Director of Economic Development Pittsylvania County; Brian K. Bradner, P.E., and/or Shawn Harden, P.E., Dewberry Engineers

SUMMARY

During the June 13, 2016 meeting, the Authority will be asked to consider Resolution 2016-06-13-5B, approving Amendment #13 to the Contract dated February 9, 2009 for Project Lignum at the Berry Hill Industrial Park.

ATTACHMENT

Resolution 2016-06-13-5B.

Resolution No. 2016-06-13-5B

A RESOLUTION APPROVING AMENDMENT #13 TO CONTRACT DATED FEBRUARY 9, 2009, ENGINEERING SERVICES RELATED TO THE MEGA PARK MASTER PLAN, (I) FOR CERTAIN ADDITIONAL ARCHEOLOGICAL WORK FOR PROJECT LIGNUM AT THE AUTHORITY’S BERRY HILL INDUSTRIAL PARK PROJECT LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, FOR A LUMP SUM FEE OF \$82,800; AND (II) FOR A SUBDIVISION PLAT OF LOT 8A FOR PROJECT LIGNUM FOR A LUMP SUM FEE OF \$6,500

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 market a portion of Lot 8 at the Berry Hill Project to a prospective industry that will need approximately 100 acres, a revised archeological report and a subdivision plat are required as more particularly set forth in that certain Amendment No. 13 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. 13**”); and

WHEREAS, under Amendment No. 13 (dated May 31, 2016), the services by Dewberry Engineers Inc. are generally described as (i) Additional Archeological Report at a lump sum fee of \$82,800; and (ii) Subdivision Plat at a lump sum fee of \$6,500; all of which are at an aggregate lump sum of \$89,300; and

WHEREAS, the fiscal agent of the Authority has determined that the funding for the work under Amendment No. 13 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. 13, 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. 13.

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

1. The Authority hereby authorizes and directs its Chairman and/or Vice Chairman, either of whom may act independently of the other, to execute and deliver, and otherwise pursue, Amendment No. 13, together with such further amendments, deletions or additions to Amendment No. 13 as may be approved by its Chairman or Vice Chairman (as the case may be),

Resolution No. 2016-06-13-5B

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. 13, 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. 13 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. 13 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 June 13, 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 13th day of June 2016.

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

(SEAL)

Exhibit A

[Dewberry Engineers, Inc. - Amendment No. 13]

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5-C
Meeting Date:	06/13/2016
Subject:	Authorizing Treasurer to obtain loan commitment for refinancing of Bonds.
From:	Michael L. Adkins, CPA; Director of Finance, City of Danville

SUMMARY

During the June 13, 2016 meeting, the Authority will be asked to consider Resolution 2016-06-13-5C, authorizing the Treasurer to negotiate and obtain a loan commitment for refinancing the Authority's existing bonds (Cane Creek Project).

ATTACHMENT

Resolution 2016-06-13-5C.

RESOLUTION AUTHORIZING THE TREASURER OF THE AUTHORITY, ON ITS BEHALF, TO NEGOTIATE AND TO OBTAIN A LOAN COMMITMENT FOR THE REFINANCING OF THE AUTHORITY'S EXISTING INDEBTEDNESS OF THE SERIES 2013 TAXABLE REVENUE REFUNDING BOND (CANE CREEK PROJECT) AT A RATE NOT TO EXCEED 2.75% PER ANNUM, INCLUDING WITHOUT LIMITATION THE AUTHORIZATION TO APPLY DEBT SERVICE RESERVES TOWARD THE REDUCTION OF THE OUTSTANDING PRINCIPAL INDEBTEDNESS

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 (the "**Act**"); and

WHEREAS, in furtherance of the Act's purposes, the Authority issued Series 2013 Taxable Revenue Refunding Bond (Cane Creek Project) in the maximum amount of \$5,700,000 (the "**2013 Bonds**"), and used the proceeds thereof to finance, as part of the development of Cane Creek Centre as an industrial park, land acquisition, roads, wetland, remediation, lot clearing and other related capital expenditures, including necessary expenses incidental thereto (collectively, the "**Project**") and pay costs of issuance; and

WHEREAS, in support of the 2013 Bonds, the Authority has established a debt service reserve account, the balance of which is \$929,009.06, more or less, as of May 31, 2016 (the "**Debt Service Reserve**"); and

WHEREAS, the 2013 Bonds are due and payable in August 2016; and

WHEREAS, the Authority now wishes to refinance the Project, and refund the 2013 Bonds by issuing its Taxable Revenue Refunding Bond (Cane Creek Project), Series 2016 (the "**2016 Cane Creek Bonds**"), at a rate not to exceed 2.75% per annum; and

WHEREAS, the Authority finds and has determined that the refinancing of the Project will be in support of its development of the Project, which is located in Pittsylvania County, Virginia (the "**County**"), and the City of Danville, Virginia (the "**City**"); will be in support of the public interest; will benefit the inhabitants of the County and the City; will increase commerce; and will promote the safety, health, welfare, convenience and prosperity of the County, the City and their respective citizens.

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

1. The Authority hereby authorizes its Treasurer, on behalf of the Authority, to negotiate and to obtain a loan commitment for the refinancing of the Project at a rate not to exceed 2.75% per annum, including without limitation the authorization to apply the Debt Service Reserve toward the reduction of the outstanding principal indebtedness of the 2013 Bonds (the "**Loan Commitment**"), together with such further amendments, deletions or additions to the Loan Commitment as may be approved by its Treasurer, and such execution of the same by its Treasurer to conclusively establish his approval of any further amendments, deletions or additions thereto.

Resolution No. 2016-06-13-5C

2. In addition to the Treasurer of the Authority, each of the Chairman and the Vice Chairman of the Authority, either of whom may act independently of the other, is authorized and directed to execute the Loan Commitment on behalf of the Authority, and, if required or requested, the Secretary of the Authority is authorized and directed to affix the seal of the Authority to the Loan Commitment and to attest such seal.

3. The Authority hereby authorizes its Treasurer to execute and deliver such other documents in connection with the Loan Commitment, as may be approved by its Treasurer, such execution by its Treasurer to conclusively establish his approval of such other documents.

4. The Authority hereby authorizes and directs staff and other agents and representatives working on behalf of the Authority to take such actions as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of this Resolution.

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

6. This Resolution is limited to the subject matter of the Loan Commitment, and shall not authorize the issuance of the 2016 Cane Creek Bonds.

7. 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 June 13, 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 13th day of June 2016.

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

(SEAL)

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5-D
Meeting Date:	06/13/2016
Subject:	Proposed Fiscal Year 2017 General Expenditures Budget
From:	Michael Adkins, Authority Treasurer

SUMMARY

The RIFA Board approves a budget for the general expenditures of RIFA each fiscal year.

BACKGROUND

Attached is the proposed General Expenditures budget for fiscal year 2017. The sheet also displays the fiscal year 2016 General Expenditures data as of May 31, 2016 for comparison purposes.

Staff will review the proposed fiscal year 2017 General Expenditures budget at the meeting.

RECOMMENDATION

Staff recommends the RIFA Board approve the proposed fiscal year 2017 General Expenditures budget.

ATTACHMENTS

Proposed General Expenditures Budget for FY 2017 Compared to FY 2016

Danville-Pittsylvania Regional Industrial Facility Authority
Proposed General Expenditures Budget for Fiscal Year 2017 Compared to Fiscal Year 2016

	<u>FY 2016 (as of 5/31/2016)</u>			<u>FY 2017</u>	
	<u>Funding</u>	<u>Budget</u>	<u>Expenditures</u>	<u>Proposed Funding</u>	<u>Proposed Budget</u>
Funding					
City Contribution	\$ 75,000.00			\$ 75,000.00	-
County Contribution	75,000.00			75,000.00	-
Carryforward from prior fiscal year ¹	85,503.42			-	
Contingency					
Miscellaneous contingency items		\$ 127,003.42	\$ 1,118.07		\$ 41,500.00
Total Contingency Budget		\$ 127,003.42	\$ 1,118.07		\$ 41,500.00
Legal		80,000.00	20,449.00		80,000.00
Accounting		20,300.00	19,700.00		20,300.00
Annual Bank Fees		600.00	550.00		600.00
Postage & Shipping		100.00	-		100.00
Meals		4,000.00	2,997.09		4,000.00
Utilities		500.00	318.65		500.00
Insurance		3,000.00	-		3,000.00
Total	\$ 235,503.42	\$ 235,503.42	\$ 45,132.81	\$ 150,000.00	\$ 150,000.00

¹ If there is a carryforward from the prior fiscal year, the funds will be budgeted toward contingency.

See definitions provided for each budget line item on the following page.

Danville-Pittsylvania Regional Industrial Facility Authority
Proposed General Expenditures Budget for Fiscal Year 2017 Compared to Fiscal Year 2016
Budget Definitions

Funding = Represents sources of incoming funds to support general expenditures of RIFA.

Contingency = Represents a provision for expenditures that cannot be predicted with certainty during the budget process. It includes, but is not limited to, project-specific expenditures necessary as a project develops for which there is no other funding source to cover the expenditure.

Legal = Represents expenditures for general legal services provided to RIFA.

Accounting = Represents expenditures for the required annual audit of the RIFA financial statements.

Annual Bank Fees = Represents the annual fees paid to U.S. Bank related to the Berry Hill bonds.

Postage & Shipping = Represents expenditures for mailing documents for RIFA business.

Meals = Represents expenditures for meals provided while conducting RIFA business.

Utilities = Represents expenditures for electric service at RIFA properties.

Insurance = Represents the annual premium paid for RIFA's insurance coverage, currently with VML Insurance Programs.

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5-E
Meeting Date:	6/13/2016
Subject:	Financial Status Reports – May 31, 2016
From:	Michael L. Adkins, Authority Treasurer

SUMMARY

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

RECOMMENDATION

Staff recommends approving the financial status reports as of May 31, 2016 as presented.

ATTACHMENTS

Financial Status Reports

Financial Status

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 ⁷

As of May 31, 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 May 31, 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	2,997.09	-	1,002.91
Utilities					
		500.00	318.65	-	181.35
Insurance					
		3,000.00	-	-	3,000.00
Total	\$ 235,503.42	\$ 235,503.42	\$ 45,132.81	\$ 600.00	\$ 189,770.61

Danville-Pittsylvania Regional Industrial Facility Authority

Mega Park - Funding Other than Bond Funds

As of May 31, 2016

Funding	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
City contribution	\$ 134,482.50				
County contribution	134,482.50				
City advance for Klutz, Canter, & Shoffner property ^{1,4}	10,340,983.83				
Tobacco Commission FY09 SSED Allocation	3,370,726.00				
Tobacco Commission FY10 SSED Allocation - Engineering Portion	407,725.00				
Tobacco Commission FY10 SSED Allocation - Eng. Portion Deobligated	(244,797.00)				
Local Match for TIC FY10 SSED Allocation - Engineering Portion ⁵	76,067.61				
Additional funds allocated by RIFA Board on 1/14/2013 ⁶	11,854.39				
Land					
Klutz property		\$ 8,394,553.50	\$ 8,394,553.50	\$ -	
Canter property ²		1,200,000.00	1,200,000.00	-	
Adams property		37,308.00	37,308.00	-	
Carter property		5,843.00	5,843.00	-	
Jane Hairston property		1,384,961.08	1,384,961.08	-	
Bill Hairston property		201,148.00	201,148.00	-	
Shoffner Property		1,872,896.25	1,872,896.25	-	
Other					
Dewberry & Davis		28,965.00	28,965.00	-	
Dewberry & Davis ³		990,850.00	973,629.29	17,220.71	
Consulting Services - McCallum Sweeney ⁷		115,000.00	103,796.85	-	
Transfer available funds to "Berry Hill Mega Park - Lot 4 Site Development" Project ⁸		-	11,203.15	-	
Total	\$ 14,231,524.83	\$ 14,231,524.83	\$ 14,214,304.12	\$ 17,220.71	\$ (0.00)

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

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

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

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

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

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

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

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

Danville-Pittsylvania Regional Industrial Facility Authority

Berry Hill Mega Park - Lot 4 Site Development

As of May 31, 2016

Funding	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
Tobacco Commission FY12 Megasite Allocation	\$ 6,208,153.00				
Local Match for TIC FY12 Megasite Allocation - County Portion ¹	750,000.00				
Local Match for TIC FY12 Megasite Allocation - City Portion ¹	750,000.00				
Local Match for TIC FY12 Megasite Allocation - RIFA Portion ²	181,000.00				
Transfer in from "Mega Park - Funding Other than Bond Funds" Budget ³	11,203.15				
Expenditures					
Dewberry Engineers Inc.		1,637,985.74	1,068,803.24	569,182.50	
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	76,966.39	65,029.61	
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	\$ 1,095,006.28	\$ 634,212.11	\$ 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 May 31, 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.	\$ 18,875.83	\$202,556.69	
Institute for Advanced Learning and Research (IALR)	Cyberpark	IALR Building at 150 Slayton Ave.	-	-	
Securitas	Cyberpark	Gilbert Building at 1260 South Boston Rd.	300.00	3,300.00	
Guilford Whitetail Management	Berry Hill	Kluttz Farm off State Rd. 863/U.S. 311	5,000.00	5,000.00	
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	1,000.00	1,000.00	
Clodfeiter Hunting Lease	Berry Hill	371.13 acres off State Road 863	-	-	
<u>Total Rent</u>			\$ 25,175.83	\$213,056.69	
<u>Interest Received</u> ²			\$ 433.59	\$ 2,623.92	
<u>Yorktowne Repayment</u>			\$ -	\$ 76,834.52	
<u>Expenditures</u>				\$ 183,680.86	
Hawkins Research Bldg. Property Mgmt. Fee					
Totals			\$ 460,739.60	\$ 25,609.42	\$292,515.13
				\$ 183,680.86	\$ 569,573.87

Restricted ¹	\$ 376,266.89
Unrestricted	\$ 193,306.98

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}
May 31, 2016*

	Unaudited FY 2016
Assets	
<i>Current assets</i>	
Cash - checking	\$ 1,005,605
Cash - money market	1,145,576
Prepays	230
<i>Total current assets</i>	2,151,411
<i>Noncurrent assets</i>	
Restricted cash - project fund CCC bonds	255,836
Restricted cash - debt service fund CCC bonds	929,009
Restricted cash - debt service fund Berry Hill bonds	-
Restricted cash - debt service reserve fund Berry Hill bonds	2,001,135
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>	57,678,300
Total assets	59,829,711
Liabilities	
<i>Current liabilities</i>	
Unearned income	5,850
Bonds payable - current portion	808,450
<i>Total current liabilities</i>	814,300
<i>Noncurrent liabilities</i>	
Bonds payable - less current portion	7,250,090
<i>Total noncurrent liabilities</i>	7,250,090
Total liabilities	8,064,390
Net Position	
Net investment in capital assets	46,689,616
Restricted - debt reserves	2,930,144
Unrestricted	2,145,561
Total net position	\$ 51,765,321

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 May 31, 2016 as of May 31, 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
May 31, 2016*

	Unaudited FY 2016
Operating revenues	
Virginia Tobacco Commission Grants	-
Reimbursement of incentive grants	76,834
Rental income	215,057
Total operating revenues	291,891
Operating expenses ⁴	
Mega Park expenses ³	119,082
Cane Creek Centre expenses ³	5,893
Cyber Park expenses ³	184,589
Professional fees	37,211
Insurance	2,207
Other operating expenses	3,256
Total operating expenses	352,238
Operating income	(60,347)
Non-operating revenues (expenses)	
Interest income	3,813
Interest expense	(181,629)
Total non-operating expenses, net	(177,816)
Net loss before capital contributions	(238,163)
Capital contributions	
Contribution - City of Danville	723,199
Contribution - Pittsylvania County	723,199
Total capital contributions	1,446,398
Change in net position	1,208,235
Net position at July 1, 2015	50,557,086
Net position at May 31, 2016	\$ 51,765,321

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
*May 31, 2016**

	Unaudited FY 2016
Operating activities	
Receipts from grant reimbursement requests	\$ -
Receipts from reimbursement of incentive grants	76,834
Receipts from leases	213,056
Payments to suppliers for goods and services	(384,894)
Net cash used by operating activities	(95,004)
Capital and related financing activities	
Capital contributions	1,446,398
Interest paid on bonds	(250,066)
Principal repayments on bonds	(1,130,000)
Net cash provided by capital and related financing activities	66,332
Investing activities	
Interest received	3,813
Net cash provided by investing activities	3,813
Net increase in cash and cash equivalents	(24,859)
Cash and cash equivalents - beginning of year (including restricted cash)	5,362,020
Cash and cash equivalents - through May 31, 2016 (including restricted cash)	\$ 5,337,161
Reconciliation of operating loss before capital contributions to net cash used by operating activities:	
Operating loss	\$ (60,347)
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	(2,000)
Net cash used by operating activities	\$ (95,004)

Components of cash and cash equivalents at May 31, 2016:	
American National - Checking	\$ 1,005,605
American National - General money market	1,145,576
Wells Fargo - \$7.3M Bonds CCC Debt service fund	929,009
Wells Fargo - \$7.3M Bonds CCC Project fund	255,836
US Bank - \$11.25M Bonds Berry Hill Debt service fund	-
US Bank - \$11.25M Bonds Berry Hill Debt service reserve fund	2,001,135
	\$ 5,337,161