

Danville-Pittsylvania Regional Industrial Facility Authority

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

AGENDA

February 11, 2019

12:00 P.M.

**Institute for Advanced Learning and Research
150 Slayton Avenue, Room 206
Danville, Virginia**

County of Pittsylvania Members

**Robert W. Warren, Vice Chairman
Ronald S. Scarce
Elton W. Blackstock, Alternate**

City of Danville Members

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

Staff

**Ken Larking, City Manager, Danville
David M. Smitherman, Pittsylvania County Administrator
Clement Wheatley, Legal Counsel to Authority
Susan M. DeMasi, Authority Secretary
Michael L. Adkins, Authority Treasurer**

Danville-Pittsylvania Regional Industrial Facility Authority

1. MEETING CALLED TO ORDER

2. ROLL CALL

3. PUBLIC COMMENT PERIOD

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

4. APPROVAL OF MINUTES OF THE JANUARY 14, 2019 MEETING

5. NEW BUSINESS

- A. Consideration of Resolution No. 2019-02-11-5A, approving Amendment No. 23, dated January 22, 2019, to Contract dated February 9, 2009, with Dewberry Engineers Inc., a New York corporation, Engineering Services Related to the Mega Park Master Plan, to reevaluate the boundaries of Wetlands and Other Waters of the United States (WOUS) within Lots 4, 5, 8 and 9 of the Authority's Southern Virginia Megasite at Berry Hill project located in Pittsylvania County, Virginia, as recommended by the U.S. Army Corps of Engineers, for a lump sum fee of \$19,500 -- Shawn R. Harden, P.E., Project Manager, Dewberry Engineers Inc.
- B. Consideration of Resolution No. 2019-02-11-5B, authorizing a Right of First Refusal Agreement with Samet Corporation, a North Carolina corporation, or its affiliates for property that the Authority might consider for acquisition and addition to its Cane Creek Centre project and/or SVM project for an annual fee of \$100 – Jennifer H. Burnett, Esq., Clement Wheatley, Legal Counsel to the Authority
- C. Financial Status Reports as of January 31, 2019 – Michael L. Adkins, CPA, Treasurer of the Authority, and Henrietta Weaver, CPA, City of Danville, Virginia

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)(39) for discussion or consideration of records excluded under Virginia Code § 2.2-3705.6(3) (including without limitation (i) those certain confidential proprietary records voluntarily provided by private business pursuant to a promise of confidentiality from the Authority, and

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used by the Authority for business and trade development and (ii) those certain memoranda, working papers, or other information related to businesses that are considering locating or expanding in Virginia, prepared by the Authority, where competition or bargaining is involved and where disclosure of such information would adversely affect the financial interest of the Authority); such information being excluded from mandatory disclosure under Virginia Code § 2.2-3705.1(12) (information relating to the negotiation and award of a specific contract pertaining to the Authority's Southern Virginia Mega Site at Berry Hill project, Cyber Park project and/or Cane Creek Centre project, where competition or bargaining is involved and where the release of such information would adversely affect the bargaining power or negotiating strategy of the Authority) and Virginia Code § 2.2-3705.1(8) (appraisals and cost estimates of real property in one or more of the Authority's projects subject to a proposed purchase, sale, or lease, prior to the completion of such purchase, sale, or lease); and

- C. As permitted by Virginia Code §§ 2.2-3711(A)(3) for discussion or consideration of the acquisition and/or 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.

RETURN TO OPEN SESSION

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

7. COMMUNICATIONS FROM:

- Authority Board Members
- Staff
 - Kenneth F. Larking, Danville City Manager – Entrance sign of Cane Creek Centre Industrial Park

8. ADJOURN

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 4
Meeting Date:	02/11/2019
Subject:	Meeting Minutes
From:	Susan M. DeMasi, Authority Secretary

SUMMARY

Attached for the Board's review and approval are the Meeting Minutes from the Monday, January 14, 2019 Meeting.

ATTACHMENTS

Meeting Minutes – 01/14/2019

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

January 14, 2019

The Regular Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:05 p.m. on the above date at the Institute for Advanced Learning and Research, 150 Slayton Drive, Room 206, 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 Robert W. Warren, Ronald S. Searce and Alternate Elton W. Blackstock. *Mr. Vogler entered the meeting at 12:18 p.m.*

City/County staff members attending were: City Manager Ken Larking, Deputy City Manager Earl Reynolds, Assistant County Administrator for Planning & Development Gregory Sides, City of Danville Director of Economic Development Telly Tucker, Assistant Director of Economic Development Corrie Bobe, Project Manager Kelvin Perry, Pittsylvania County Director of Economic Development Matt Rowe, Project Manager Susan McCullough, City of Danville Director of Finance Michael Adkins, Senior Accountant Henrietta Weaver, Clement Wheatley Attorneys Michael Guanzon and Jennifer Burnette, and Secretary to the Authority Susan DeMasi. Also present were Brian Bradner and Shawn Harden from Dewberry & Davis.

PUBLIC COMMENT PERIOD

No one desired to be heard.

APPROVAL OF MINUTES OF THE DECEMBER 14, 2018 MEETING

Upon **Motion** by Mr. Saunders and **second** by Mr. Searce, Minutes of the December 14, 2018 Meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

NEW BUSINESS

5A. ELECTION AND REAPPOINTMENT OF OFFICERS FOR CALENDAR YEAR 2019

RIFA Attorney Michael Guanzon explained for this calendar year, the Board will have to have a Chairman from the City and a Vice Chairman from the County; these need to be done by separate motions. The Board will also reappoint the Secretary and the Treasurer.

1. Election of Chairman from Danville Member Locality.

Mr. Saunders **nominated** Fred Shanks as Chairman of the Authority; the Motion was **seconded** by Mr. Searce and carried by the following vote:

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

Mr. Warren handed the meeting over to Mr. Shanks.

2. Election of Vice Chairman of the Authority from the Pittsylvania County Member Locality.

Mr. Searce **nominated** Robert Warren as Vice Chairman of the Authority; the Motion was **seconded** by Mr. Saunders and carried by the following vote:

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

3. Reappointment of the Secretary from the Authority's Staff.

Mr. Saunders **moved** to reappoint Susan M. DeMasi as secretary of the Authority; the Motion was **seconded** by Mr. Warren and carried by the following vote:

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

4. Reappointment of the Treasurer from the Authority's Staff

Mr. Warren **moved** to reappoint Michael Adkins as Treasurer of the Authority; the Motion was **seconded** by Mr. Saunders and carried by the following vote:

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

5B. CONSIDERATION OF RESOLUTION 2019-01-14-5B, APPROVING THE FIRST AMENDMENT TO THE LOCAL PERFORMANCE AGREEMENT WITH BGF INDUSTRIES

Pittsylvania County Director of Economic Development Matt Rowe explained on October 16, 2018 RIFA announced BGF Industries bringing their corporate research center and corporate headquarters to the Cyber Park. Mr. Rowe noted everything was going very well, almost all the up-fits are complete at their temporary space and all of the people they are moving from Greensboro will be in that space by mid-April; they are looking a groundbreaking this spring. RIFA is supposed to have a Ground Lease with Samet by January 14. Due to the timing, staff is extending this to April 1st to allow them to finalize the design.

Mr. Warren **moved** for adoption of *Resolution No. 2019-01-14-5B, approving that certain First Amendment to Local Performance Agreement with BGF Industries, Inc., a Delaware corporation, extending the deadline under Section 3(b) of the Local Performance Agreement to enter into a New Facility Ground Sublease with Samet Corporation, a North Carolina corporation, to April 1, 2019.*

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

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

5C. FINANCIAL STATUS REPORTS AS OF DECEMBER 31, 2018

Authority Treasurer Michael Adkins gave the Financial Status report as of December 31, 2018 beginning with the Cane Creek Bonds showing two expenditures in December. The first was

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\$900 paid to Dewberry for continued wetland monitoring, and \$2,217 paid to Clement Wheatley for legal fees. General Expenditures for FY 2019 show RIFA paid \$880 for a scanner, \$153 to Communication Access Partners related to the announcement that occurred in the Cyber Park, \$29 to Susan DeMasi for mileage, \$92,157 to Clement Wheatley for legal fees, \$14,525 to Brown, Edwards for the annual audit for FY 2018, \$238 for meals and \$61 for utilities. The Mega Site at Berry Hill showed no expenditures, Lot 4 Site Development had an expenditure of \$2,875 paid to Dewberry for Phase I Pad Expansion, and Lot 8 Site Development shows no expenditures. Water and Sewer at Berry Hill shows \$3,840 expended to Dewberry for Amendment No. 22 and \$600 to the Danville Register & Bee for advertising the water line bid proposals. Rent, Interest and Other Income shows \$22,400 from the Institute for the Hawkins' Building, RIFA paid \$22,400 to the Institute for the maintenance of that building and interest earned was \$426.

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

VOTE: 4-0
AYE: Warren, Scarce, 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.]

At 12:16 p.m. Mr. Saunders **moved** that the Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority be recessed in a Closed Meeting for the following purposes:

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)(39) for discussion or consideration of records excluded under Virginia Code § 2.2-3705.6(3) (including without limitation (i) 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 (ii) those certain memoranda, working papers, or other information related to businesses that are considering locating or expanding in Virginia, prepared by the Authority, where competition or bargaining is involved and where disclosure of such information would adversely affect the financial interest of the Authority); such information being excluded from mandatory disclosure under Virginia Code §2.2-3705.1(12) (information relating to the negotiation and award of a specific contract pertaining to the Authority's Berry Hill Mega Site project where competition or bargaining is involved and where the release of such information would adversely affect the bargaining power or negotiating strategy of the Authority) and Virginia Code § 2.2-3705.1(8) (appraisals and cost estimates of real property in the Authority's Berry Hill Mega Site project subject to a proposed purchase, sale, or lease, prior to the

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completion of such purchase, sale, or lease); and

C. As permitted by Virginia Code §§ 2.2-3711(A)(3) for discussion or consideration of the acquisition and/or 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.

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

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

D. On **Motion** by Mr. Warren and **second** by Mr. Saunders and by unanimous vote at 1:40 p.m., the Authority returned to open meeting.

E. Mr. Saunders **moved** for 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. Searce and carried by the following vote:

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

7. COMMUNICATIONS

Mr. Warren complimented both Economic Development departments for the great work they do, and Dewberry & Davis, and Clement Wheatley for the outstanding job they do. It was a pleasure to serve as Chairman last year and work with them all.

Mr. Rowe introduced Susan McCullough as the new Project Manager for Pittsylvania County.

Mr. Saunders noted his agreement with Mr. Warren regarding the staff and the good work they do in the region; Mr. Saunders welcomed Mr. Larking back, who has been out with a family matter.

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Mr. Vogler noted the staff has done a fantastic job and believes 2019 will be a tremendous year for Danville and Pittsylvania County, congratulated Mr. Shanks as the new chairman and looks forward to working with them all this upcoming year.

Mr. Shanks noted his thanks and looks forward to working with everyone on staff and the Board.

Mr. Harden from Dewberry noted last Wednesday AEP held their first public meeting on the power line; he was there and did not hear a lot of negative comments. He believes they are on their way to figuring out the route for that.

Mr. Tucker showed the Board the proposed logo for Berry Hill. Mr. Tucker noted the majority of staff voted for the new logo, navy blue with the outline of Virginia, SV was moved over to the center, with green Mega Site at Berry Hill at the bottom, and would like to move forward with the Board's approval. Mr. Warren moved to adopt the logo as presented; the motion was seconded by Mr. Saunders and carried unanimously.

Mr. Guanzon noted he wanted to give a quick update on the Staunton River RIFA that has been acknowledged by the Secretary of the Commonwealth effective on the last day of last year. Staff is hoping to get the organizational meeting in February at a time and to be determined in Hurt. There will be an oath taking ceremony for the directors who have been appointed from the respective governing bodies, and at the organizational meeting there will be the formal adoption of the by laws. Mr. Saunders questioned if SR RIFA would be independent of Danville Pittsylvania County RIFA or associated with it, and Mr. Guanzon stated it would independent; it would be its own political subdivision between Altavista, Hurt, Danville and Pittsylvania County. The fiscal responsibilities will be administered by the County as well as the administrative duties. Mr. Guanzon explained Clement Wheatley's contract ends once they form the SR RIFA and it will be up to SR RIFA whether they wish to continue using them for that purpose.

Meeting adjourned at 1:55 p.m.

Chairman

Secretary to the Authority

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5A
Meeting Date:	02/11/2019
Subject:	Resolution No. 2019-02-11-5A – Amendment No. 23
From:	Shawn R. Harden, PE, Dewberry Engineers Inc.

SUMMARY

The Board will be asked to approve Resolution 2019-02-11-5A, approving Amendment No. 23 with Dewberry Engineers

ATTACHMENT

Resolution 2019-02-11-5A
Amendment No. 23

A RESOLUTION APPROVING AMENDMENT NO. 23, DATED JANUARY 22, 2019, TO CONTRACT DATED FEBRUARY 9, 2009, WITH DEWBERRY ENGINEERS INC., A NEW YORK CORPORATION, ENGINEERING SERVICES RELATED TO THE MEGA PARK MASTER PLAN, TO REEVALUATE THE BOUNDARIES OF WETLANDS AND OTHER WATERS OF THE UNITED STATES (WOUS) WITHIN LOTS 4, 5, 8 AND 9 OF THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL PROJECT LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, AS RECOMMENDED BY THE U.S. ARMY CORPS OF ENGINEERS, FOR A LUMP SUM FEE OF \$19,500

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, as part of the Authority's pad expansion project within its Southern Virginia Megasite at Berry Hill ("**SVM**"), the Authority's contracted engineers, Dewberry Engineers Inc., a New York corporation ("**Dewberry**"), met with staff from the U.S. Army Corps of Engineers (the "**Corps**") and the Virginia Department of Environmental Quality ("**VDEQ**"); and

WHEREAS, the Corps recommended to Dewberry that the wetlands within the project area, originally delineated in 2011, be reevaluated within SVM Lots 4, 5, 8 and 9, in light of changes in regulatory personnel and leadership within the Corps and VDEQ, which may result in possible adjustment of boundaries of wetland and other waters of the United States (**WOUS**) within the SVM; and

WHEREAS, the Authority finds that the recommendation of the Corps is reasonable, necessary and proper for the pad expansion project and continued development of the SVM; and

WHEREAS, Dewberry has presented that certain Amendment No. 23, dated January 22, 2019 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. 23**"), under which Dewberry will provide professional engineering services to reevaluate the boundaries of wetlands and WOUS within Lots 4, 5, 8 and 9 of the SVM; and

WHEREAS, under Amendment No. 23, the professional services by Dewberry are generally described as "**Proposal for Professional Services: Southern Virginia Mega Site at Berry Hill (Berry Hill) Phase 1 Pad Expansion – Wetland Delineation Reevaluation**" at a lump sum fee of \$19,500; and

WHEREAS, the fiscal agent of the Authority has determined that the funding for the work under Amendment No. 23 is available within a line item previously approved by the Authority as "**Mega Park – Lot 4 Site Development**"; and

Resolution No. 2019-02-11-5A

WHEREAS, the Board of Directors of the Authority has hereby determined, in open session, that Amendment No. 23, in furtherance of the development of the SVMS, 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 SVMS 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. 23.

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. 23, together with such further amendments, deletions or additions to Amendment No. 23 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, so long as the total cost thereof does not exceed a ten percent (10%) increase to the original lump sum fee and the fiscal agent determines that any such increase is within the Authority's budget for the SVM Phase 1 Pad Expansion project.

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. 23, 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. 23 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. 23 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 February 11, 2019, 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 11th day of February 2019.

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

(SEAL)

Exhibit A

[Dewberry Engineers Inc. - Amendment No. 23]



January 22, 2019

Mr. Fred Shanks, III, PE, LS
Chairman
Danville-Pittsylvania Regional Industrial Facility Authority (RIFA)
P.O. Box 3300
Danville, Virginia 24543

**RE: Proposal for Professional Services:
Southern Virginia Mega Site at Berry Hill (Berry Hill)
Phase 1 Pad Expansion – Wetland Delineation Reevaluation**

Dear Mr. Shanks:

As part of our efforts in gaining regulatory approvals for the proposed pad expansion at Berry Hill, Dewberry Engineers Inc. (Dewberry) staff recently met with staff from the US Army Corps of Engineers (Corps) and the Virginia Department of Environmental Quality (VDEQ) to discuss the pad expansion project. During that discussion, it was recommended by the Corps to redelineate previously identified wetlands within the project area. The original delineation was completed in 2011 and approved under different regulatory personnel and leadership.

SCOPE OF SERVICES

Dewberry proposes to provide the following Scope of Services with associated fee:

Identification of Wetlands and Other Waters of the United States (WOUS)

Dewberry will reevaluate the boundaries of wetlands and WOUS within Lots 4, 5, 8, and 9. The reevaluated boundaries of the WOUS and/or wetlands will be field map using a Trimble Explore handheld. The 1987 Corps of Engineers Wetland Delineation Manual will be used to identify the approximate limits of the delineation. Field indicators of hydrophytic vegetation, hydric soils and wetland hydrology will be documented on Corps of Engineers data forms. Dewberry will summarize the results of the field study in a report, prepare exhibit(s) and evaluate project impacts to determine the consequences of the Corps of Engineers regulatory program on the proposed project. Dewberry will prepare a request for the U.S. Army Corps of Engineers (USACE) to reevaluate the current preliminary jurisdictional determination and adjust wetland/WOUS boundaries as re-delineated and provide a new preliminary jurisdictional determination.

FEE: \$19,500.00 Lump Sum

Mr. Fred Shanks, III, PE, LS
January 22, 2019

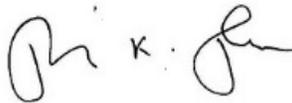
Except as amended in this proposal, all other terms, provisions, and conditions of our current Agreement for Professional Services to develop the Berry Hill property, dated February 9, 2009 shall remain in full force and effect, and the parties ratify and confirm that the Agreement for Professional Services to develop the Berry Hill property, dated February 9, 2009, as amended by this proposal, is and remains in full force and effect.

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. Dewberry will not begin work under this contract until authorized by RIFA and/or City/County staff.

Sincerely,



Shawn R. Harden, PE
Senior Associate



Brian K. Bradner, PE
Vice President | Branch Manager

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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 5B
Meeting Date:	02/11/2019
Subject:	Resolution No. 2019-02-11-5B – Authorizing a Right of First Refusal Agreement with Samet Corporation
From:	Jennifer H. Burnett, Esq., Clement Wheatley

SUMMARY

The Board will be asked to approve Resolution 2019-02-11-5B, Authorizing a Right of First Refusal Agreement with Samet Corporation.

ATTACHMENT

Resolution 2019-02-11-5B

A RESOLUTION AUTHORIZING A RIGHT OF FIRST REFUSAL AGREEMENT WITH SAMET CORPORATION, A NORTH CAROLINA CORPORATION, OR ITS AFFILIATES FOR PROPERTY THAT THE AUTHORITY MIGHT CONSIDER FOR ACQUISITION AND ADDITION TO ITS CANE CREEK CENTRE PROJECT AND/OR SVM PROJECT FOR AN ANNUAL FEE OF \$100

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, as part of the Authority’s development plans for its Cane Creek Centre (“**Cane Creek**”) project and its Southern Virginia Megasite at Berry Hill (“**SVM**”) project, located in Pittsylvania County, Virginia (the “**County**”), and/or Danville, Virginia (the “**City**”), the Authority desires a right of first refusal with respect to certain land that may become available for possible acquisition and addition to Cane Creek and/or SVM; and

WHEREAS, Samet Corporation, a North Carolina corporation, and its affiliates (“**Samet**”) are an experienced regional, commercial real estate developer and general contractor. Samet on its own behalf may, from time to time, enter into one or more contracts (“**Samet Contracts**”) to purchase from third parties certain real property located in Pittsylvania County, Virginia, and/or Danville, Virginia, for development (“**Local Properties Under Contract**”). These Local Properties Under Contract might be of interest to the Authority for possible acquisition and addition to Cane Creek and/or SVM; and

WHEREAS, Samet is agreeable to give the Authority a right of first refusal as to the assignment of the Samet Contracts pertaining to the Properties Under Contract; and

WHEREAS, the Authority finds that having such a right of first refusal would be beneficial to increasing the opportunities for expansion and further development of Cane Creek and SVM; and

WHEREAS, the Authority’s support staff recommends that the Authority enter into an agreement with Samet for such rights of first refusal (“**Right of First Refusal Agreement**”) under the following minimum terms and conditions:

1. Within five (5) business days after Samet enters into a Samet Contract for Local Properties Under Contract, Samet shall offer in writing to the Authority the right to have that contract assigned to the Authority and for the Authority to assume the same (the “**Refusal Right**”), and the assignment fee payable to Samet shall be negotiated between Samet and the Authority in advance of the Authority’s exercise of the Refusal Right, but in no event greater than three percent (3%) of the purchase price set forth in the Samet Contract.

Resolution No. 2019-02-11-5B

2. The Authority, in its sole and absolute discretion, shall have thirty (30) days to exercise the Refusal Right in writing.
3. In no event shall Samet be deemed to be a joint venturer, agent or partner of the Authority.
4. Either party may terminate the Right of First Refusal Agreement with thirty (30) days written notice to the other party.
5. During the term of the Right of First Refusal Agreement, the Authority shall pay to Samet an annual fee of One Hundred Dollars (\$100) (the “**\$100 Annual Fee**”);

and

WHEREAS, the fiscal agent of the Authority has determined that the funding for the \$100 Annual Fee is available within a line item previously approved by the Authority as "**General Expenditures - Contingency**"; and

WHEREAS, the Board of Directors of the Authority has hereby determined, in open session, that a Right of First Refusal Agreement is in further development of Cane Creek and SVM, serves the purpose of the Authority to enhance the economic base of the County and the County by developing, owning, and operating Cane Creek and SVM 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 in all respects a Right of First Refusal Agreement.

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, a Right of First Refusal Agreement with Samet, consistent with the recommendations of the Authority’s support staff as set forth in this Resolution, the form of which shall have been reviewed and approved by legal counsel to the Authority, 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. However, nothing in this Resolution shall be deemed to authorize its Chairman and/or Vice Chairman to exercise the Refusal Right with respect to any particular Local Properties Under Contract.

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 the Right of First Refusal Agreement, 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. However, nothing in

Resolution No. 2019-02-11-5B

this Resolution shall be deemed to authorize its Chairman and/or Vice Chairman to exercise the Refusal Right with respect to any particular Local Properties Under Contract.

3. The Authority hereby authorizes and directs staff and other agents and representatives working on behalf of the Authority to take such actions and to do all such things as are contemplated by the Right of First Refusal or as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of this Resolution. However, nothing in this Resolution shall be deemed to authorize its staff and other agents and representatives working on behalf of the Authority to exercise the Refusal Right with respect to any particular Local Properties Under Contract.

4. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Authority, its agents and representatives, in respect to a Right of First Refusal Agreement 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 February 11, 2019, 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 11th day of February 2019.

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

(SEAL)

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5C
Meeting Date:	February 11, 2019
Subject:	Financial Status Reports – January 31, 2019
From:	Michael L. Adkins, Authority Treasurer

SUMMARY

A review of the financial status reports through January 31, 2019 will be provided at the meeting. The financial status reports as of January 31, 2019 are attached for the DPRIFA Board's review.

RECOMMENDATION

Staff recommends approving the financial status reports as of January 31, 2019 as presented.

ATTACHMENTS

Financial Status Reports

Danville - Pittsylvania Regional Industrial Facility
Authority

Financial Status

Table of Contents

- A. \$7.3 Million Bonds - Cane Creek Centre
- B. General Expenditures for FY2019
- C. SVMS at Berry Hill – Funding Other than Bond Funds
- D. SVMS at Berry Hill – Lot 4 Site Development
- E. SVMS at Berry Hill – Lot 8 Site Development
- F. SVMS at Berry Hill – Water & Sewer
- G. Rent, Interest, and Other Income Realized
- H. Unaudited Financial Statements

Danville-Pittsylvania Regional Industrial Facility Authority

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

As of January 31, 2019

<u>Funding</u>	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
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	33,779.12	38,101.88	
Land		-	2,792,945.57		-
Demolition services		71,261.62	71,261.62		-
Legal fees		-	138,586.73		-
CCC - Lots 3 & 9 project - RIFA Local Share ⁶		142,190.00	112,464.98		-
Other expenditures		-	345,194.30		-
Total	\$ 7,578,582.12	\$ 4,311,140.12	\$ 7,421,248.68	\$ 38,101.88	\$ 119,231.56

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 9/30/2010 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 8/1/2013 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 2019

As of January 31, 2019

	<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 FY2018	37,099.21				
Contingency					
Miscellaneous contingency items		\$ 53,022.94	\$ 4,107.77	\$ -	\$ 48,915.17
Southern Virginia Mega Site at Berry Hill helipad		\$ 4,351.27	4,351.27	-	-
Total Contingency Budget		<u>57,374.21</u>	<u>8,459.04</u>	<u>-</u>	<u>48,915.17</u>
Legal		100,000.00	106,062.77	-	(6,062.77)
Accounting		21,525.00	21,525.00	-	-
Annual Bank Fees		600.00	605.00	-	(5.00)
Postage & Shipping		100.00		-	100.00
Meals		4,000.00	1,519.30	-	2,480.70
Utilities		500.00	184.20	-	315.80
Insurance		3,000.00		-	3,000.00
Total	<u>\$ 187,099.21</u>	<u>\$ 187,099.21</u>	<u>\$ 138,355.31</u>	<u>\$ -</u>	<u><u>\$ 48,743.90</u></u>

Danville-Pittsylvania Regional Industrial Facility Authority
Southern Virginia Mega Site at Berry Hill - Funding Other than Bond Funds
As of January 31, 2019

Funding	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
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 Comm. 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				
Contingency funds allocated per Resolution 2017-08-14-5C ⁹	20,000.00				
TIC #2264 - Phase II Land and Engineering	1,659,500.00				
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	987,879.29	2,970.71	
Consulting Services - McCallum Sweeney ⁷		115,000.00	103,796.85	-	
Dewberry Engineers (related to #2264)		4,500.00	-	4,500.00	
Appalachian Power Company		1,655,000.00	180,000.00	1,475,000.00	
Transfer available funds to "Berry Hill Mega Park - Lot 4 Site Development" Project ⁸		-	11,203.15	-	
Transfer from General Funds contingency ⁹		20,000.00		20,000.00	
Total	\$ 15,911,024.83	\$ 15,911,024.83	\$ 14,408,554.12	\$ 1,502,470.71	\$ -

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

⁹ As approved by RIFA Board on 8/14/2017

Danville-Pittsylvania Regional Industrial Facility Authority
Southern Virginia Mega Site at Berry Hill - Lot 4 Site Development
As of January 31, 2019

	<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.		1,688,062.81	1,530,062.81	158,000.00	
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.		77,027.64	77,027.64	-	
Banister Bend Farm, LLC - Wetland and Stream Credits		122,968.00	122,968.00	-	
DEQ - Construction Activity General Permit		9,600.00	9,600.00	-	
Haymes Brothers, Inc. - Construction on Phase 1 Graded Pad		4,250,475.11	4,243,151.21	7,323.90	
Haymes Brothers, Inc. - Phase 1 Pad A Extension/Expansion		-	-	-	
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	\$ 6,097,370.21	\$ 5,932,046.31	\$ 165,323.90	<u>\$ 1,802,985.94</u>

¹ \$300,000 of this was received from each locality 6-2014. \$450,000 received 8-2014. \$450,000 received 9-2014.

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

Southern Virginia Mega Site at Berry Hill - Lot 8 Site Development

As of January 31, 2019

	<u>Funding</u>	<u>Budget / Contract</u> <u>Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended /</u> <u>Unencumbered</u>
Funding					
TIC #3358 Site Improvements for Project Lignum					
Tobacco Commission Grant	\$ 2,624,800.00				
State Match for Property & Improvements	500,000.00				
County Match for Contractual Services	261,800.00				
County Match for Property & Improvements	800,600.00				
City Match for Contractual Services	261,800.00				
City Match for Property & Improvements	800,600.00				
Expenditures					
Dewberry Engineers Inc.		89,300.00	82,800.00	6,500.00	
Total	\$ 5,249,600.00	\$ 89,300.00	\$ 82,800.00	\$ 6,500.00	<u><u>\$ 5,160,300.00</u></u>

Danville-Pittsylvania Regional Industrial Facility Authority

Southern Virginia Mega Site at Berry Hill - Water & Sewer

As of January 31, 2019

	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
Funding					
TIC #2641 Phase I Sanitary Sewer					
Tobacco Commission Grant 2641	\$ 4,908,240.00				
Local Match for Contractual Services	282,400.00				
Local Match for Property & Improvements	262,960.00				
TIC #3011 Water System Improvements Phase II					
Tobacco Commission Grant 3011	2,241,567.00				
Local Match for Property & Improvements	224,160.00				
Expenditures					
Dewberry Engineers Inc.		398,284.00	103,613.40	294,670.60	
Haymes Brothers, Inc. - Phase I Sanitary Sewer Project		4,856,169.75	352,287.56	4,503,882.19	
Norfolk Southern Railway Company		22,300.00	22,300.00	-	
Pittsylvania County Service Authority		1,475.00	1,475.00	-	
Treasurer of Virginia		5,200.00	5,200.00	-	
AECOM		5,000.00	5,000.00	-	
BH Media Group, Inc.		296.00	296.00	-	
Danville Register & Bee		600.00	600.00	-	
Total	\$ 7,919,327.00	\$ 5,289,324.75	\$ 490,771.96	\$ 4,798,552.79	\$ <u>2,630,002.25</u>

Danville-Pittsylvania Regional Industrial Facility Authority
Rent, Interest, and Other Income Realized for Fiscal Year 2019
As of January 31, 2019

<i>Source of Funds</i>	<u>Funding</u>			<u>Expenditures</u> <u>FY2019</u>	<u>Unexpended /</u> <u>Unencumbered</u>
	<u>Carryforward</u> <u>from FY2018</u>	<u>Receipts</u> <u>Current</u> <u>Month</u>	<u>Receipts</u> <u>FY2019</u>		
<i>Carryforward</i>	\$ 738,132.03				
<i>Current Lessees</i>					
Institute for Advanced Learning and Research (IALR) ¹			\$ 104,097.34		
Mountain View Farms of Virginia, L.C.		1,200.00	1,200.00		
<i>Total Rent</i>		\$ 1,200.00	\$ 105,297.34		
<i>Interest Received</i> ²		\$ 440.25	\$ 2,609.56		
<i>Miscellaneous Income</i>		\$ 163,780.00	\$ 1,136,780.00		
Expenditures					
Hawkins Research Bldg. Property Mgmt. Fee				\$ 104,097.34	
Disbursement to Unision Tube (Enhancement Grant and DRF Grant)				\$ 764,137.50	
Totals	<u>\$ 738,132.03</u>	<u>\$ 165,420.25</u>	<u>\$ 1,244,686.90</u>	<u>\$ 868,234.84</u>	<u>\$ 1,114,584.09</u>

Restricted¹ \$ 313,695.06
Unrestricted \$ 800,889.03

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}
January 31, 2019*

	Unaudited FY 2019
Assets	
<i>Current assets</i>	
Cash - checking	\$ 723,227
Cash - money market	797,917
Accounts receivable	205,647
Prepays	254
<i>Total current assets</i>	1,727,045
<i>Noncurrent assets</i>	
Restricted cash - project fund CCC bonds	163,833
Restricted cash - debt service fund CCC bonds	27,304
Restricted cash - debt service fund Berry Hill bonds	36
Restricted cash - debt service reserve fund Berry Hill bonds	1,010,530
Capital assets not being depreciated	24,781,371
Capital assets being depreciated, net	22,987,025
Construction in progress	9,827,751
<i>Total noncurrent assets</i>	58,797,850
Total assets	60,524,895
Liabilities	
<i>Current liabilities</i>	
Unearned income	209,463
Bonds payable - current portion	1,348,450
<i>Total current liabilities</i>	1,557,913
<i>Noncurrent liabilities</i>	
Bonds payable - less current portion	2,119,740
<i>Total noncurrent liabilities</i>	2,119,740
Total liabilities	3,677,653
Net Position	
Net investment in capital assets	54,291,790
Restricted - debt reserves	1,037,870
Unrestricted	1,517,582
Total net position	\$ 56,847,242

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.

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Revenues and Expenses and Changes in Fund Net Position
January 31, 2019*

	Unaudited FY 2019
Operating revenues	
Rental income	107,972
Other Income	927,917
Total operating revenues	1,035,889
Operating expenses ⁴	
Mega Park expenses ³	360,122
Cane Creek Centre expenses ³	771,899
Cyber Park expenses ³	153,296
Professional fees	51,211
Other operating expenses	9,662
Total operating expenses	1,346,190
Operating income (loss)	(310,301)
Non-operating revenues (expenses)	
Interest income	16,374
Interest expense	(47,442)
Total non-operating expenses, net	(31,068)
Net income (loss) before capital contributions	(341,369)
Capital contributions	
Contribution - City of Danville	320,764
Contribution - Pittsylvania County	320,764
Total capital contributions	641,528
Change in net position	300,159
Net position at July 1, 2018	56,547,083
Net position at January 31, 2019	\$ 56,847,242

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
January 31, 2019*

	Unaudited FY 2019
Operating activities	
Receipts from leases	\$ 125,951
Other receipts	1,136,780
Payments to suppliers for goods and services	(1,455,400)
Net cash used by operating activities	(192,669)
Capital and related financing activities	
Capital contributions	407,843
Interest paid on bonds	(80,942)
Principal repayments on bonds	(1,290,000)
Net cash provided by capital and related financing activities	(963,099)
Investing activities	
Interest received	16,374
Net cash provided by investing activities	16,374
Net increase (decrease) in cash and cash equivalents	(1,139,394)
Cash and cash equivalents - beginning of year (including restricted cash)	3,862,241
Cash and cash equivalents - through January 31, 2019 (including restricted cash)	\$ 2,722,847
Reconciliation of operating loss before capital contributions to net cash used by operating activities:	
Operating income (loss)	\$ (310,301)
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	2,171
Change in other receivables	20,654
Change in accounts payable	(111,381)
Change in unearned income	206,188
Net cash used by operating activities	\$ (192,669)

Components of cash and cash equivalents at January 31, 2019:	
American National - Checking	\$ 723,227
American National - General money market	797,917
Wells Fargo - \$7.3M Bonds CCC Debt service fund	27,304
Wells Fargo - \$7.3M Bonds CCC Project fund	163,833
US Bank - \$11.25M Bonds Berry Hill Debt service fund	36
US Bank - \$11.25M Bonds Berry Hill Debt service reserve fund	1,010,530
	\$ 2,722,847