Danville-Pittsylvania Regional Industrial Facility Authority

CITY OF DANVILLE, VIRGINIA
COUNTY OF PITTSYLVANIA, VIRGINIA

REVISED AGENDA

MONDAY, AUGUST 9, 2010

12:00 NOON

INSTITUTE FOR ADVANCED LEARNING & RESEARCH
THE INSTITUTE CONFERENCE CENTER
150 SLAYTON AVENUE, DANVILLE, VIRGINIA 24540

COUNTY OF PITTSYLVANIA MEMBERS

COY E. HARVILLE, SECRETARY-TREASURER
HENRY A. "HANK" DAVIS, JR.
FRED M. INGRAM, ALTERNATE

CITY OF DANVILLE MEMBERS

SHERMAN M. SAUNDERS, CHAIRMAN
T. DAVID LUTHER
FRED O. SHANKS, III, ALTERNATE

INVITED

PITTSYLVANIA COUNTY BOARD OF SUPERVISORS
DANVILLE CITY COUNCIL

STAFF

JOSEPH C. KING, CITY MANAGER, DANVILLE
WILLIAM D. SLEEPER, PITTSYLVANIA COUNTY ADMINISTRATOR
CLEMENT & WHEATLEY, ATTORNEY FOR AUTHORITY
ANNETTE Y. CRANE, CLERK TO THE AUTHORITY

1. MEETING CALLED TO ORDER

2. ROLL CALL

3. APPROVAL OF MINUTES (JULY 12, 2010 REGULAR MEETING)

4. CONSIDERATION TO ADOPT RESOLUTION RATIFYING ACTIONS TAKEN BY VICE CHAIRMAN AND AMENDING THE AMENDED AND RESTATED BYLAWS OF THE AUTHORITY

5. ELECTION OF VICE CHAIRMAN

6. CONSIDERATION TO ADOPT SECOND RESOLUTION RATIFYING PRIOR ACTIONS

7. REVIEW OF CITY-COUNTY PARTNERSHIP AND REGIONAL INDUSTRIAL FACILITY AUTHORITY – DAN SLEEPER

8. MEGA PARK BRIEFING

9. CONSIDERATION OF THE CERTIFICATION PROCESS FOR THE MEGA PARK SITE – JEANETTE GOLDSMITH, MCCALLUM SWEENEY

10. CONSIDERATION TO APPROVE THE ADDITION OF A PUBLIC COMMENT SECTION ON FUTURE RIFA AGENDAS

11. CONSIDERATION OF FUTURE RIFA MEETING LOCATION

12. FINANCIAL REPORT

13. CLOSED MEETING –

AS PERMITTED BY SECTION 2.2-3711(A)(7) OF THE CODE OF VIRGINIA, 1950, AS AMENDED, FOR CONSULTATION WITH LEGAL COUNSEL PERTAINING TO PROBABLE LITIGATION REGARDING NANCY BARBOUR SMITH, ET AL. V. PITTSYLVANIA COUNTY BOARD OF SUPERVISORS (CASE NO. CL10000088-00), AND

AS PERMITTED BY SECTION 2.2-3711(A)(3) OF THE CODE OF VIRGINIA, 1950, AS AMENDED, FOR DISCUSSION CONCERNING A PROSPECTIVE BUSINESS OR INDUSTRY OR THE EXPANSION OF AN EXISTING BUSINESS OR INDUSTRY WHERE NO PREVIOUS ANNOUNCEMENT HAS BEEN MADE OF THE BUSINESS' OR INDUSTRY'S INTEREST IN LOCATING OR EXPANDING ITS FACILITIES IN THE COMMUNITY.

A. MOTION TO CONVENE IN CLOSED MEETING

B. MOTION TO RECONVENE IN OPEN MEETING

C. MOTION TO CERTIFY CLOSED MEETING

14. ACTION ON MATTERS CONSIDERED IN CLOSED MEETING

A. CONSIDERATION TO ADOPT A RESOLUTION ON ACTION TAKEN IN CLOSED MEETING REGARDING NANCY BARBOUR SMITH, ET AL. V. PITTSYLVANIA COUNTY BOARD OF SUPERVISORS (CASE NO. CL10000088-00).

B. CONSIDERATION TO ADOPT A RESOLUTION ON ACTION TAKEN IN CLOSED MEETING REGARDING DISCUSSION CONCERNING A PROSPECTIVE BUSINESS OR INDUSTRY OR THE EXPANSION OF AN EXISTING BUSINESS OR INDUSTRY WHERE NO PREVIOUS ANNOUNCEMENT HAS BEEN MADE OF THE BUSINESS' OR INDUSTRY'S INTEREST IN LOCATING OR EXPANDING ITS FACILITIES IN THE COMMUNITY.

15. COMMUNICATIONS FROM:

HENRY A. "HANK" DAVIS, JR.
COY E. HARVILLE
FRED M. INGRAM
T. DAVID LUTHER
SHERMAN M. SAUNDERS
FRED O. SHANKS, III
STAFF

16. ADJOURN

AGENDA
ITEM NUMBER 3

Danville-Pittsylvania Regional Industrial Facility Authority

Minutes

July 12, 2010

The Regular Meeting of the Danville Pittsylvania Regional Industrial Facility Authority convened at 12 o'clock Noon on the above date in the Conference Room of the Dan River Business Development Center located at 300 Ringgold Industrial Parkway. Present were City of Danville Members Vice-Chairman/Secretary-Treasurer Sherman Saunders, David Luther, Alternate Fred Shanks and Pittsylvania County Members Chairman Coy Harville and Hank Davis.

City/County staff members attending were: Danville City Manager Joe King, Pittsylvania County Administrator Dan Sleeper, Pittsylvania County Assistant County Administrator Otis Hawker, Pittsylvania County Assistant Administrator for Planning Greg Sides, Danville Finance Director Barbara Dameron, Pittsylvania County Finance Director Kim Van Der Hyde, Danville Business Systems Accountant Amy Merricks Chandler, Danville Economic Development Director Jeremy Stratton, Danville Economic Development Consultant Linwood Wright, Clement and Wheatley Attorneys Michael Guanzon and Glenn Pulley, and Clerk to the Authority Annette Crane.

Pittsylvania County Board of Supervisors Members Marshall Ecker and James Snead, and Dewberry and Davis Associates Shawn Harden and Larry Hasson were also present.

Citizens in attendance were Anne Cockrell, Carolyn Gibson, Andrew Lester, Nancy B. Smith, and George Stanhope.

Mr. Harville called the Meeting to order.

ELECTION OF CHAIRMAN & VICE-CHAIRMAN/SECRETARY-TREASURER

Mr. Harville opened the floor for nominations for Chairman of the Authority to serve for a term ending June 30, 2011.

Mr. Luther nominated Mr. Saunders to serve as Chairman. Mr.Harville seconded the Motion.

There were no further nominations and the nominations were closed.

The Motion carried by the following vote:

VOTE: 4-0
AYE: Davis, Harville, Luther and Saunders (4)
NAY: None (0).

Mr. Harville turned the floor over to Mr. Saunders.

Mr. Saunders opened the floor nominations for Secretary-Treasurer to serve for a term ending June 30, 2011.

Mr. Luther nominated Mr. Harville to serve as Secretary-Treasurer for a term ending June 30, 2011. The Motion was seconded by Mr.Davis.

There were no further nominations and the nominations were closed.

The Motion carried by the following vote:

VOTE: 4-0
AYE: Davis, Harville, Luther and Saunders (4)
NAY: None (0).

APPROVAL OF JUNE 14, 2010 MINUTES

Upon **Motion** by Mr.Davis and second by Mr. Luther, Minutes of the June 14, 2010 meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the meeting.

CONSIDER NAME OF MEGA PARK

Danville Economic Development Director Jeremy Stratton advised he was asked to come up a name for the Berry Hill Mega Park. He said it was important to do so in order to avoid confusion with the Berry Hill facility in South Boston. Mr. Stratton said consultants McCallum Sweeney had suggested Mid-Atlantic Industrial Park with an MA logo. Mr. Luther stated he had no problem with the name but preferred a different logo. Mr. Davis stated he felt the name should be in keeping with the Virginia-Carolina region.

City Manager King commented that the name and logo were intended to resonate internationally for potential industries and asked Members to keep this in mind during deliberations. Mr. King said the sooner RIFA was comfortable with a name, the sooner the marketing process could begin.

It was decided a joint meeting between Danville City Council and the Pittsylvania County Board of Supervisors would be held to discuss the naming of the Park. No date was set for that meeting.

APPROVED PROPOSED BUDGET FOR FY 2011 & GENERAL CONTRIBUTION FROM CITY & COUNTY FOR RIFA GENERAL EXPENDITURES

Mr. Luther **moved** approval of the FY 2011 RIFA Budget for General Expenditures as presented.

Mr. Harville seconded the Motion.

Danville Finance Director Barbara Dameron presented the proposed RIFA budget for FY 2011 for approval. Ms. Dameron reported that staff was requesting $20,000 from both Danville and Pittsylvania County, which is included in the $105,000 proposed operating budget. The $20,000 amount is $55,000 less than in past years because staff believes there will be a large amount of unexpended funds to carry forward into FY 2011.

In response to Mr. Shanks, Ms. Dameron advised that $28,443.71 was expended for legal fees, with $12,000 of that amount expended in May and June. The proposal in the FY 2011 budget for legal fees is $40,000.

Ms. Dameron advised that staff recommends approval of the general contribution of $20,000 from the City and the County with the understanding that each locality hold the remainder of its budgeted fund of $55,000 for RIFA support should the need arise.

The Motion carried by the following vote:

VOTE: 4-0
AYE: Davis, Harville, Luther and Saunders (4)
NAY: None (0).

FINANCIAL REPORT

Mr. Saunders called attention to the Monthly Financial Report that had been distributed to Members prior to the Meeting. Members were asked to direct any questions to Danville Finance Director Barbara Dameron.

CLOSED MEETING

Prior to consideration of a Closed Meeting, Mr. Luther advised his final term on the Institute for Advanced Learning and Research (IALR) Board of Trustees ended June 30, 2010. Mr. Luther reiterated he was no longer a member of the Board, thereby posing no conflict of interest on matters involving the IALR.

At 12:27 P.M., Mr. Saunders recognized Mr. Harville who **moved** the meeting be recessed and the Authority immediately convene in Closed Meeting for consultation with legal counsel pertaining to probable litigation, where such consultation or briefing in open meeting would adversely affect the litigating posture of the Authority as permitted by Subsection (A) (7) of Section 2.2-3711 of the Code of Virginia, 1950, as amended and for discussion or consideration of a Ground Lease of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority with The Institute for Advanced Learning and Research as permitted by Subsection (A) (3) of Section 2.2-3711 of the Code of Virginia, 1950, as amended. The Motion was seconded by Mr. Luther and carried unanimously.

Upon unanimous vote, at 1:30 P.M. the Authority returned to open meeting and Mr. Luther **moved** adoption of the following Resolution:

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

WHEREAS, Section 2.2-3711 of the Code of Virginia, 1950, as amended, requires a Certification by

the Authority that such Closed Meeting was conducted in confirmity 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 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. Harville and carried by the following vote:

VOTE: 4-0
AYE: Davis, Harville, Luther, and Saunders (4)
NAY: None (0).

AUTHORIZE CHAIRMAN TO NEGOTIATE A LETTER OF INTENT WITH IALR

Mr. Luther **moved** to authorize Chairman Saunders to enter into negotiations of a letter of intent for a ground lease for twenty years with the Institute of Advanced Learning and Research (IALR). The Motion was seconded by Mr. Harville and carried by the following vote:

VOTE: 4-0
AYE: Davis, Harville, Luther and Saunders (4)
NAY: None (0).

ADDITION TO AGENDA

Mr. Davis **moved** to add consideration of a site plan to the Agenda. The Motion was seconded by Mr. Harville and carried by the following vote:

VOTE: 4-0
AYE: Davis, Harville, Luther and Saunders (4)
NAY: None (0).

Dewberry & Davis Engineer Larry Hasson reviewed a sketch of the SenTeC site plan located in the Cyber Park. Mr. Hasson advised the covenants stated if there was anything mechanical in nature or not really a part of the building itself, there must be a protective covering or some type of disguise around it. Four trees have been placed at the front of the top elevation for coverage. Directly behind the third tree, there is an elevation with a large corregated tank with a little visibility from behind the fourth tree. Mr. Hasson was seeking a variance to allow the presence of the tank for rainwater collection. He said 60 to 70 percent of roof rainwater run-off is collected and used to irrigate the landscape.

Mr. Davis **moved** to accept the site plan with any variance necessary to cover allowance of the tank. The Motion was seconded by Mr. Harville and carried by the following vote:

VOTE: 4-0
AYE: Davis, Harville, Luther and Saunders (4)
NAY: None (0).

COMMUNICATIONS

There were no communications from Authority Members.

The Meeting adjourned at 1:40 P.M.

_____
Chairman

_____
Clerk to the Authority

AGENDA
ITEM NUMBER 4

RESOLUTION RATIFYING ACTIONS TAKEN BY VICE CHAIRMAN AND AMENDING

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

WHEREAS, the Board of Directors (the "Board") of the Danville-Pittsylvania Regional Industrial Facility Authority (the "Authority") has from time to time delegated authority to the Vice Chairman to take various actions on behalf of the Authority; and

WHEREAS, the Board desires to ratify all prior actions of the Vice Chairman taken on behalf of the Authority and desires to amend the Amended and Restated Bylaws of the Authority (the "Bylaws") to provide for the election of a Vice Chairman and to set forth the powers and duties of the Vice Chairman as provided herein.

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

1. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Vice Chairman on behalf of the Authority in all respects.

2. All actions of the Vice Chairman for and on behalf of the Authority prior to the date hereof are in all respects ratified, approved and confirmed. All other actions of the Vice Chairman in conformity with the purposes and intent of this Resolution, regardless of whether such actions occurred before or occur after the enactment of this Resolution, are hereby ratified, approved and confirmed.

3. The first and second sentences of Paragraph 1, Article VI, "OFFICERS", of the Bylaws are hereby deleted and replaced in their entirety by the following new sentence:

> "The Board shall elect from its directors a Chairman and a Vice Chairman."

4. Paragraphs 4 and 5 of Article VI, "OFFICERS", of the Bylaws are hereby deleted and replaced in their entirety by the following new Paragraphs 4 and 5:

> "4. The Vice Chairman shall, in the absence or disability of the Chairman, perform the duties imposed upon the Chairman and exercise the powers granted to the Chairman, including without limitation those duties and powers set forth in these Bylaws.

5. The Board shall appoint a Secretary and a Treasurer from the Authority's staff, which may be comprised of staff provided by a Member Locality. The offices of secretary and treasurer may be held by the same person.

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

b. The duties and authority of the Treasurer shall include: (a) the duty to keep suitable records of all financial transactions of the Authority; (b) the authority to arrange for the preparation of any audits of the financial records of the Authority, as may be directed by the Board; (c) the duty and authority to have charge and custody of all funds and arrange for their investment and deposit in the name of the Authority when authorized by the Board; and (d) in general, to perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Board. The Treasurer shall give bond in such sum as may be fixed by the Board with surety to be approved by the Board. The cost of such surety shall be paid by the Authority."

4. The first sentence of Paragraph 3 of Article VIII, "MEETINGS", of the Bylaws is hereby deleted and replaced in its entirety by the following new sentence:

"Special meetings of the Board may be called by the Chairman at the request of (a) any two (2) directors; (b) two (2) alternate directors; or (c) one (1) director and one (1) alternate director, so long as those two (2) persons requesting the special meeting represent both Member Localities."

5. Except as amended by this Resolution, the Bylaws shall remain unchanged.

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

CERTIFICATE

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a meeting duly called and held on August 9, 2010, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

WITNESS my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority this 9th day of August 2010.

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Secretary, Danville-Pittsylvania Regional Industrial Facility Authority

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

Adopted August 13, 2007
Revised June 14, 2010
Last Revised August 9, 2010

ARTICLE I. PURPOSES AND POWERS

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

ARTICLE II. OFFICES

1. The principal office of the Authority shall be located within a Member Locality as designated by the Board of Directors of the Authority (the "Board").

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

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

office to be designated as provided above.

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

ARTICLE III. MEMBERSHIP

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

ARTICLE IV. MEMBER LOCALITY AGREEMENT

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

ARTICLE V. BOARD OF DIRECTORS

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

2. Each Member Locality shall appoint to the Board one (1) member from its Governing Body to serve an initial two (2) year term and one (1) member from its Governing Body to serve an initial four (4) year term pursuant to the Act. Each Member Locality shall also appoint one (1) member from its Governing Body to serve an initial four (4) year term as an alternate

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[1] 06/14/2010: Entire paragraph revised.

director. Each appointee of a Governing Body shall be a resident of the Member Locality of that Governing Body. All subsequent terms shall be four (4) year terms, and no director or alternative director may serve more than one (1) additional term.

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

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

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

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

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

ARTICLE VI. OFFICERS

1. The Board shall elect from its directors a Chairman and a Vice Chairman[2]. The director elected to the office of chairman shall alternate each term of office from one Member Locality to another Member Locality, beginning with the County.

2. The term of office for the officers shall be for the fiscal year in which they are elected, and shall continue until their successors are elected.

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

4. The Vice Chairman shall, in the absence or disability of the Chairman, perform the duties imposed upon the Chairman and exercise the powers granted to the Chairman, including without limitation those duties and powers set forth in these Bylaws.[3]

5. The Board shall appoint a Secretary and a Treasurer from the Authority's staff, which may be comprised of staff provided by a Member Locality. The offices of secretary and treasurer may be held by the same person.[4]

a. The duties of the Secretary shall be to take the minutes of the meetings of the Board; to have custody of all records of the Authority; to have custody of the Seal of the Authority and to ensure that the Seal of the Authority is affixed to all documents or instruments, the execution of which on behalf

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[2] 08/09/2010: Vice Chairman inserted. Offices of secretary and treasurer shall be appointed by the Board from the Authority's staff.

[3] 08/09/2010: Entire new paragraph added.

[4] 08/09/2010: Secretary and Treasurer shall by appointed by the Board from the Authority's staff.

of the Authority under its Seal is duly authorized by the Board; to sign with the Chairman (or the Vice Chairman, as the case may be)[5] any documents or instruments which the Board has authorized to be executed; to ensure that all notices are duly given as required by law, these Bylaws or by the Board; to call meetings of the Board to order in the absence of the Chairman and the Vice Chairman,[6] and thereupon to conduct an election for a temporary presiding officer for that meeting; and in general to perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Board. In the absence of the Secretary, the Chairman shall appoint a director or alternate director or shall direct a member of the Authority's staff to be[7] responsible for the preparation of detailed minutes of any meeting.

b. The duties and authority of the Treasurer shall include: (a) the duty to keep suitable records of all financial transactions of the Authority; (b) the authority to arrange for the preparation of any audits of the financial records of the Authority, as may be directed by the Board; (c) the duty and authority to have charge and custody of all funds and arrange for their investment and deposit in the name of the Authority when authorized by the Board; and (d) in general, to perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Board. The Treasurer shall give bond in such sum as may be fixed by the Board with surety to be approved by the Board. The cost of such surety shall be paid by the Authority.

ARTICLE VII. ELECTIONS OF OFFICERS

1. Regular elections of officers shall be held at the regular meeting of the Board in July of each fiscal year.

2. Special elections of officers shall be held at a regular meeting or at a meeting designated by the Chairman in order to fill vacancies or to fill newly created offices, but only after notice of special meeting, as hereinafter provided, has been given.

ARTICLE VIII. MEETINGS

1. The Board shall determine the times and places of its regular meetings, but shall meet at least, for its annual meeting, as set forth in Paragraph 2 below. Regular meetings of the Board shall be held in the City or in the County, upon call of the Chairman or as otherwise provided in these Bylaws. At a

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[5] 08/09/2010: Reference to Vice Chairman added.

[6] 08/09/2010: Reference to Vice Chairman added.

[7] 08/09/2010: Reference to the Authority's staff added.

regular meeting, any business may be brought before the Board, whether or not that business is set forth in the notice of regular meeting.

2. The annual meeting of the Board shall take place at the regular meeting of the Board in July of each year, at such place, time, and date as may be established by the Board or the Chairman. Each Member Locality shall make their appointments prior to such annual meeting so that the membership of the Board will be complete for such annual meeting. At the annual meeting, the Board shall elect its officers to serve for the then current fiscal year.

3. Special meetings of the Board may be called by the Chairman at the request of (a) any two (2) directors; (b) two (2) alternate directors; or (c) one (1) director and one (1) alternate director, so long as those two (2) persons requesting the special meeting represent both Member Localities.[8] Such request shall specify the time and place of the special meeting and the matters to be considered at the special meeting. No matter not specified in the notice of special meeting shall be considered at such special meeting unless all directors (or an alternate director acting in lieu of an absent director) of the Board are present.

4. Notices of both regular and special meetings shall be mailed by the Secretary to each member of the Board not less than three (3) business days before any such meeting; and notices of special meetings shall state the purposes thereof. All notices required herein shall state the date, time, and location of the meeting and shall be delivered by hand, United States mail, or a private courier service which provides evidence of receipt as part of its service to the address of record of all directors and alternate directors. A notice given hereunder shall be deemed given on the date of hand delivery, deposit with the United States Postal Service properly addressed and postage prepaid, or delivery to a courier service properly addressed with all charges prepaid, as appropriate. Any notice required herein may be waived in writing by the party entitled to such notice, and such waiver may specify that notice may be given to such party electronically (including without limitation by email or access to a website) in lieu of other means of delivery.

At the time that any such notice is given to the directors and alternate directors, a copy of such notice shall be posted (i) in a prominent location at which notices are regularly posted, and (ii) at the office of the clerk of the Authority, currently at 427 Patton Street, Room 428, Danville, Virginia. A

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[8] 08/09/2010: Clarification that directors or alternate directors representing two Member Localities may request a special meeting.

copy of any agenda materials or other information included with the notice to the directors and alternate directors (other than materials exempt from disclosure under The Virginia Freedom of Information Act, Virginia Code §§ 2.2-3700, *et seq.*, as amended) shall be posted or made available with the copy of such notice. Notice may also be posted electronically on the Authority's website or otherwise, but such posting shall not be required.

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

Attendance of a director or alternate director at a meeting shall constitute a waiver of notice of such meeting, except where a director or alternate director attends for the express purpose of objecting to the sufficiency of the notice given or to the lack of notice.[9]

5. Formal action shall be taken by the Board only at open sessions and such meetings shall be open to the public.

6. The vote on the adoption of every resolution, any proposals creating a liability, or for the appropriation or expenditure of funds shall be by yeas or nays, and whenever the vote is not unanimous, the names of the directors (or alternate directors, where permitted under these Bylaws) voting for and of those voting against such action shall be entered upon the minutes.

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

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

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

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

ARTICLE IX. REQUIRED REPORTS

1. Annual Reports. The Board shall report to the Governing Body of each Member Locality annually, on or before the last

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[9] 06/14/2010: Entire paragraph revised.

March meeting of the Governing Body, on the activities of the Authority. In addition to oral presentation at the meeting, a written annual report shall be provided prior to the meeting and shall contain, at a minimum, the following information:

a. A financial update through December 31 of the current fiscal year;

b. After completion of the first fiscal year, an audited financial report showing expenditures and revenues and a statement showing financial condition at the end of the preceding fiscal year;

c. A written report, approved by the Board, of the activities and accomplishments of the Authority and recommendations regarding future activities of the Authority; and

d. A list of tenants, purchasers or other persons occupying The Cyber Park of Danville and Pittsylvania County or any other regional industrial facilities developed by the Authority.

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

ARTICLE X. FUNDING

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

ARTICLE XI. STAFF

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

ARTICLE XII. OFFICIAL SEAL

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

ARTICLE XIII. FISCAL YEAR

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

ARTICLE XIV. AMENDMENTS

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

The undersigned hereby certify that the foregoing are the Amended and Restated Bylaws adopted by the Board of Directors at its monthly meeting held August 13, 2007, revised at its monthly meeting held June 14, 2010, and as last revised at its monthly meeting held August 9, 2010.[10]

_____

Secretary

[10] 06/14/2010 and 08/09/2010: Updated references to monthly meetings.

AGENDA
ITEM NUMBER 6

SECOND RESOLUTION OF THE DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY RATIFYING PRIOR ACTIONS

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, Code of Virginia Section 15.2-6403 A. states that the governing body of each member locality shall appoint the membership of the Board of Directors to a Regional Industrial Facilities Authority created pursuant to the Act; and

WHEREAS, Code of Virginia Section 15.2-6403 permits each member locality to appoint two members and one alternate from each member's governing body to act on the Board of Directors of the Authority; and

WHEREAS, the Pittsylvania County Board of Supervisors (the "Board of Supervisors") has historically permitted its Chairman of the Board of Supervisors to appoint members to various committees and boards at its annual meeting pursuant to the bylaws duly adopted by the Board of Supervisors; and

WHEREAS, Article 4, Chapter 15, Title 15.2 of the Code of Virginia provides that the governing body member of the Board of Directors of a Regional Industrial Facilities Authority may be appointed by the County Board Chairman on behalf of the governing body; and

WHEREAS, litigation has been filed requesting that the Circuit Court of Pittsylvania County, Virginia, determine the authority of the Chairman of the Board of Supervisors to appoint Board members and alternates to a Regional Industrial Facilities Authority; and

WHEREAS, the Board of Supervisors, pursuant to resolutions adopted at its meetings on March 1, 2010, and June 7, 2010, has ratified, approved and confirmed all prior acts by the various chairpersons of the Board of Supervisors in the appointment of the members and alternates to the Board of Directors of the Authority, and has further ratified, approved and confirmed all prior acts by the various chairpersons of the Board of Supervisors and all prior acts of the Board of Supervisors itself relating to, in support of and in any manner providing aid, material, support, and assistance to the Authority; and

WHEREAS, the Board of Directors of the Authority desires to show full and complete compliance with any and all statutory requirements and full technical adherence to any and all legal, moral and ethical standards for the performance of its duties.

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

1. The Authority hereby approves, ratifies and confirms in all respects any and all actions previously taken by the Authority and by the members of its Board of Directors.

2. All actions of the Chairman, the Vice Chairman and any other officers or agents of the Authority for and on behalf of the Authority prior to the date hereof are in all respects ratified, approved and confirmed. All other actions of officers of the Authority in conformity with the purposes and intent of this Resolution, regardless of whether such actions occurred before or occur after the enactment of this Resolution, are hereby ratified, approved and confirmed.

CERTIFICATE

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a meeting duly called and held on August 9, 2010, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

WITNESS my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority this 9th day of August, 2010.

_____

Secretary, Danville-Pittsylvania Regional Industrial Facility Authority

AGENDA
ITEM NUMBER 11

City of Danville, Virginia

JOSEPH C. KING
CITY MANAGER
E-MAIL: kingjc@ci.danville.va.us

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

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

Date: August 4, 2010

To: RIFA Board

From: Joe King

Subject: Consideration of Future RIFA Meeting Location

While the RIFA Board and support staff appreciate the hospitality of the Dan River Business Development Center in hosting the Authority's monthly meetings, the size of the group attending some sessions overwhelms the available meeting space. This problem may be resolved somewhat through the remodeling project that will produce a larger conference room. However, accommodations for those that must leave the meeting room during closed executive sessions may still prove inadequate.

I suggest that RIFA hold its meetings at the Danville Regional Airport starting in January 2011. It has a sizable conference room with a large table and enough space for extra attendees. The lobby area can comfortably accommodate those temporarily displaced during closed sessions. We have reserved the large conference room in the event that RIFA wishes to move its monthly meetings there.

AGENDA
ITEM NUMBER 12

Danville - Pittsylvania Regional Industrial Facility Authority

Financial Status

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A. $7.3 Million Bonds

B. General Expenditures for FY 2010

C. General Expenditures for FY 2011

D. Mega Park

E. Build out of the Research Facility – Danville Regional Foundation

F. Yorktowne Reimbursement

Danville-Pittsylvania Regional Industrial Facility Authority

$7.3 million Bonds for Cane Creek Centre - Issued in August 2005

As of July 31, 2010

	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
Funds from bond issuance	$ 7,300,000.00				
Issuance cost	(155,401.33)				
Bank fees	(98.25)				
Interest earned to date	484,194.56				
Cane Creek Parkway		$ 3,423,296.09	$ 3,342,961.25	$ 80,334.84	
Swedwood Drive [2]		69,414.00	69,414.00	-	
Cane Creek Centre entrance [3]		72,335.00	53,878.70	-	
Financial Advisory Services		7,600.00	7,600.00	-	
Dewberry contracts [1]		69,582.50	69,582.50	-	
Dewberry contracts not paid by 1.7 grant[4]		142,740.61	3,945.00	138,795.61	
Land			2,560,921.67	-	
Demolition services			33,761.62	-	
Legal fees			46,169.89	-	
Other expenditures			9,689.70	-	
Total	$ 7,628,694.98		$ 6,197,924.33	$ 219,130.46	**$ 1,211,640.20**

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*

[*] *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.*

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	$ 1,848,619.91
Bonds	3,423,296.09
	$ 5,271,916.00

Danville-Pittsylvania Regional Industrial Facility Authority

General Expenditures for Fiscal Year 2010

As of July 31, 2010

	Funding	Budget	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
City	$ 75,000.00	$	$	$	$
County	75,000.00				
Carry forward from FY09	20,001.89				
Contingency					
Bank Fees			4,046.25	-	
Berry Hill Project			13,233.29	-	
Angler's Park Wetland Mitigation			1,360.00		
Total Contingency Budget		50,000.00	18,639.54	-	31,360.46
Legal		75,401.89	32,864.89	-	42,537.00
Accounting		20,000.00	18,500.00	-	1,500.00
Postage & Shipping		100.00	24.76	-	75.24
Meals		2,500.00	2,011.96	-	488.04
Utilities		15,000.00	7,060.58	-	7,939.42
Insurance		7,000.00	6,315.00	-	685.00
Total	$ 170,001.89	$ 170,001.89	$ 85,416.73	$ -	**$ 84,585.16**

Danville-Pittsylvania Regional Industrial Facility Authority

General Expenditures for Fiscal Year 2011

As of July 31, 2010

	Funding	Budget	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
City	$ 20,000.00	$	$	$	$
County	20,000.00				
Carry forward from FY10					
Contingency					
Bank Fees				-	
Berry Hill Project				-	
Angler's Park Welland Mitigation					
Total Contingency Budget		27,400 00	-	-	27,400.00
Legal		40,000.00	-	-	40,000.00
Accounting		18,000.00	4,000.00	-	14,000.00
Postage & Shipping		100.00	-	-	100.00
Meals		2,500.00	-	-	2,500.00
Utilities		10,000.00	-	-	10,000.00
Insurance		7,000 00	-	-	7,000.00
Total	$ 40,000.00	$ 105,000.00	$ 4,000.00	$ -	**$ 36,000.00**

Danville-Pittsylvania Regional Industrial Facility Authority

Mega Park

As of July 31, 2010

	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]	10,340,983.83				
Tobacco Commission FY09 SSED Allocation	3,370,726.00				
Tobacco Commission FY10 SSED Allocation - Engineering Portion	407,725.00				
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	846,890.29	143,959.71	
Consulting Services - McCallum Sweeney		115,000.00	80,343.52	34,656.48	
Total	$ 14,388,399.83	$ 14,231,524.83	$ 14,052,908.64	$ 178,616.19	$ 156,875.00

[1] *This figure does not include the interest the City is losing from the univested funds.*

[2] *settlement fees have been charged to general expenditures until a funding source is available*

[3] *This contract was originally for $814,500, but has been amended to include a traffic impact analysis, and a cemetery survey. $740,000 will be covered by the FY09 Tobacco Allocation and $250,850 will be covered by the FY10 Tobacco Allocation.*

Danville Pittsylvania Regional Industrial Facility Authority

Danville Regional Foundation - Build Out of the Research Facility

Project Complete

	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
Danville Reg. Foundation	1,745,000.00				
Money Market - Interest Earned	22,687.21				
McKinney & Company		144,800.79	144,800.79	-	
Blair Construction, Inc.		1,450,261.00	1,450,261.00	-	
CRB Electric, Inc		23,153.00	-	-	
Custom Construction		13,911.00	13,806.67	-	
Powers Signs, Inc.		5,871.35	5,871.35	-	
Millwork Specialist, LLC - Case work for interior		78,935.04	78,935.04	-	
Commonwealth Blinds & Shades		3,074.20	3,074.20	-	
Sigma Engineered Solutions PC		11,800.00	11,800.00	-	
CCI**		59,101.00	59,101.00	-	
Total	1,767,687.21	1,790,907.38	1,767,650.05	-	**37.16**

** Contract is for $82,588, the Institute will provide the remaining funds of $23,487 to complete the project

Danville-Pittsylvania Regional Industrial Facility Authority

Yorktowne Reimbursement

As of July 31, 2010

Yorktowne Reimbursement*	$ 45,334.92

*The City and County both contributed $525,000 to RIFA in July of 2005 for Yorktowne Incentives. Because Yorktowne did not meet the job requirements set forth in the Performance Agreement, they are having to repay incentive money to account for the jobs not created. According to the revised Performance Agreement we have received one payment from Yorktowne in the amount of $45,334.92. We are exepected to receive another payment of $136,004.76 in November 2010. It is under the boards discretion whether to allocate this money towards another RIFA project or send it back to each locality.