

Danville-Pittsylvania Regional Industrial Facility Authority
Minutes
September 13, 2010

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

City/County staff members attending were: Danville City Manager Joe King, Pittsylvania County Administrator Dan Sleeper, Pittsylvania County Assistant Administrator Otis Hawker, Pittsylvania County Assistant Administrator for Planning Greg Sides, Danville Finance Director/Authority Treasurer Barbara Dameron, Pittsylvania County Finance Director Kim Van der Hyde, Danville Senior Accountant Patricia Knutti, Danville Economic Development Director Jeremy Stratton, Danville Economic Development Project Manager Anne Moore-Sparks, Danville City Attorney Clarke Whitfield, Clement and Wheatley Attorneys Michael Guanzon and Glenn Pulley, and Secretary to the Authority Annette Crane.

Pittsylvania County Board of Supervisors Member James Snead, Dewberry and Davis Project Manager Shawn Harden and Nancy Barbour Smith were also in attendance.

Mr. Saunders called the Meeting to order.

Upon **Motion** by Mr. Shanks and second by Mr. Harville, Agenda Item #10, 4th bulleted item "As permitted by Section 2.2-3711 (A) (40) of the Code of Virginia, 1950, as amended, and under Agenda Item #11, 4th bulleted item "Consideration to adopt a Resolution on action taken in Closed Meeting regarding discussion concerning records excluded from Chapter 37 of Title 2.2 of the Code of Virginia, 1950, as amended, was removed from the Meeting Agenda by the following vote:

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

PUBLIC COMMENT PERIOD

No one spoke during the public comment period.

APPOINTMENT OF A SECRETARY AND A TREASURER

Mr. Shanks **moved** appointment of Annette Y. Crane as Authority Secretary and Barbara A. Dameron as Authority Treasurer. The Motion was seconded by Mr. Harville and carried by the following vote:

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

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Clerk's Note: The following Memorandum is attached to and made a part of the Official Minutes of the September 13, 2010 Authority Meeting:

MEMORANDUM

TO: Danville-Pittsylvania Regional Industrial Facility Authority Board of Directors
FROM: Annette Y. Crane, Clerk to the Authority
DATE: September 7, 2010
RE: Amendments to November 17, 2008 RIFA Minutes

The adopted Minutes of the November 17, 2008 Regional Authority Meeting did not reflect the Board's consideration and adoption of a Resolution authorizing the issuance of \$13,000,000 in Bond Anticipation Notes.

During a review of my handwritten notes taken during that meeting, I discovered that the Resolution had indeed been considered and adopted by the Board. My notes indicate the following:

1. Motion to go into Closed Meeting for consultation with legal counsel and briefings by staff members or consultants pertaining to actual or probable litigation as permitted by Subsection (A) (7) of Section 2.2-3711 of the Code of Virginia, 1950, as amended, by Mr. Harville and second by Mr. Snead.
2. Motion to return to open meeting by Mr. Harville and second by Mr. Snead.
3. Motion for Certification Resolution by Mr. Harville and second by Mr. Luther.

These items were reflected in the adopted Minutes.

My notes further indicate that following presentation of the Monthly Financial Report, a Motion to adopt a Resolution authorizing issuance of \$13,000,000 in Bond Anticipation Notes was made by Mr. Harville and was seconded by Mr. Luther. This Resolution was adopted unanimously by the Directors.

This action was inadvertently omitted from the Minutes.

Attached are the amended Minutes of the November 17, 2008 RIFA Board Meeting for your consideration.

I apologize for this omission.

s/Annette Y. Crane

APPROVAL OF NOVEMBER 17, 2008 AMENDED MINUTES

Upon **Motion** by Mr. Harville and second by Mr. Davis, Minutes of the November 17, 2008 meeting were approved, as amended, by the following vote:

VOTE: 4-0
AYE: Davis, Harville, Saunders, and Shanks (4)

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NAY: None (0).

APPROVAL OF AUGUST 9, 2010 MINUTES

Upon **Motion** by Mr. Davis and second by Mr. Harville, Minutes of the August 9, 2010 meeting were approved by the following vote:

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

Draft copies of the Minutes were distributed to Authority Members prior to the meeting.

APPROVE 240-MONTH GROUND LEASE WITH INSTITUTE-CONSTRUCT SUSTAINABLE ENERGY TECHNOLOGY CENTER BUILDING

Mr. Harville **moved to** approve the execution of a 240-month Ground Lease and Option to the Institute for Advanced Learning and Research (IALR) for a portion of Tax Parcel 78360, upon which IALR shall cause the construction of the Sustainable Energy Technology Center Building. The Motion was seconded by Davis and carried by the following vote:

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

RESOLUTION OF SUPPORT FOR MEGA INDUSTRIAL SITE ENTERPRISE ZONE

Mr. Harville **moved** adoption of a Resolution supporting the submission of an application to the Virginia Department of Housing and Community Development for an Enterprise Zone Designation for the Mega Park property, located in Pittsylvania County and owned by the Danville-Pittsylvania Regional Industrial Facility Authority. The Motion was seconded by Mr. Shanks and carried by the following vote:

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

MONTHLY FINANCIAL REPORT

Mr. Davis **moved** acceptance of the Monthly Financial Report as presented. The Motion was seconded by Mr. Harville and carried by the following vote:

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

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CLOSED MEETING

At 12:31 P.M., Mr. Saunders recognized Mr. Davis who **moved** the meeting be recessed and the Authority immediately convene in Closed Meeting as permitted by Section 2.2-3711 (A) (7) of the Code of Virginia, 1950, as amended, for consultation with and briefing by legal counsel pertaining to actual litigation regarding *Nancy Barbour Smith, et al, v. Pittsylvania County Board of Supervisors* (Case No. CL10000088-00), where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the Authority; and, as permitted by Section 2.2-3711 (A) (3) and 2.2-3711 (A) (5) of the Code of Virginia, 1950, as amended, for discussion or consideration of the disposition of an interest in the Cane Creek Centre, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority and 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 Cane Creek Centre; and, as permitted by Section 2.2-3711 (A) (5) 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 on or about real property owned or leased by IALR. The Motion was seconded by Mr. Harville and carried by the following vote:

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

Upon unanimous vote at 1:00 P.M., the Authority returned to open meeting and Mr. Davis **moved** adoption of the following Resolution:

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

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

NOW, THEREFORE, BE IT RESOLVED that the Authority hereby certifies that, to the best of each Member's knowledge, (i) only public business matters lawfully exempted by the open 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, Saunders, and Shanks (4)
NAY: None (0).

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APPROVE RESOLUTION AUTHORIZING PERFORMANCE AGREEMENT

Mr. Davis **moved** adoption of a Resolution of the Danville-Pittsylvania County Regional Industrial Facility Authority authorizing a Performance Agreement with an unnamed corporation. The Motion was seconded by Mr. Harville and carried by the following vote:

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

COMMUNICATIONS

Mr. Guanzon distributed a handout to Authority Members and staff containing excerpts from “Access to Public Meetings under the Virginia Freedom of Information Act,” Virginia Freedom of Information Advisory Council.” He said this would assist with understanding about open meetings.

Mr. King asked for clarification about the number of people that would constitute a quorum, specifically related to the RIFA Board. Mr. Guanzon advised since there are four (4) members on the RIFA Board, two from Danville and two from Pittsylvania County, three (3) members would constitute a quorum. Two (2) members would not, therefore, two members consulting about an agenda item would be within the law.

Mr. Sleeper recalled that when Yorktowne located in Cane Creek Centre, there was major discussion about a buffer zone around the facility. Mr. Sleeper said that for a number of years, the County has been urging Yorktowne to place trees or other vegetation around the buffer zone and they have not done so. Mr. Sleeper said that most likely during the next meeting, citizens would be present to learn what the Authority plans to do to remedy the situation. Following Yorktowne’s location there, citizens had complained about the noise coming from the Yorktowne area. They had been told at that time that some type of buffering would be planted in order to alleviate the noise levels.

In response to Mr. Shanks, Mr. Snead advised the Job for Citizens group would be meeting tonight (Monday) at 7:00 p.m. in the Ringgold Fire Department facility located on Tom Fork Road.

The Meeting adjourned at 1:10 P.M.

Chairman

Secretary to the Authority