

# **Danville-Pittsylvania Regional Industrial Facility Authority**

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

## **AGENDA**

**September 14, 2020**

**12:00 P.M.**

**Institute for Advanced Learning and Research  
150 Slayton Avenue, Room 207  
Danville, Virginia**

### **County of Pittsylvania Members**

**Robert W. Warren, Chairman  
Ronald S. Searce  
Vic Ingram, Alternate**

### **City of Danville Members**

**J. Lee Vogler, Jr., Vice Chairman  
Sherman M. Saunders  
Dr. Gary P. Miller, Alternate**

### **Staff**

**Ken F. Larking, City Manager, Danville  
David M. Smitherman, Pittsylvania County Administrator  
Christian & Barton, LLP, 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 the public and the Authority]*

### **4. APPROVAL OF MINUTES OF THE AUGUST 10, 2020 MEETING**

### **5. NEW BUSINESS**

- A.** Consideration of Resolution No. 2020-09-14-5A, approving that certain mutual cancellation agreement with BGF Industries, Inc., a Delaware corporation (“BGF”), under which that certain Local Performance Agreement dated October 16, 2018, among BGF, the Authority, Pittsylvania County, Virginia, and the City of Danville, Virginia, will be cancelled in response to BGF’s request to indefinitely suspend BGF’s project at the Authority’s Cyber Park project located in Danville, Virginia, due to the pandemic (the Authority has not dispersed any incentive funds to BGF) – Matthew D. Rowe, Director of Economic Development, Pittsylvania County and Michael C. Guanzon, Christian & Barton, LLP, legal counsel to the Authority
- B.** Consideration of Resolution No. 2020-09-14-5B, authorizing the negotiation, execution and delivery of a Best Management Practices Agreement with the City of Danville, Virginia, related to the construction and maintenance of on-site storm water management facilities on Lot 12B (PIN 76441) of the Authority’s Cyber Park project – Shawn R. Harden, P.E., Senior Associate, Dewberry Engineers Inc.
- C.** Consideration of Resolution No. 2020-09-14-5C, approving the submission of applications to register state trademark registrations being used in connection with the Authority’s Southern Virginia Megasite at Berry Hill project, located in Pittsylvania County, Virginia – Mr. Guanzon
- D.** Consideration of Resolution No. 2020-09-14-5D, approving Amendment No. 30, dated August 17, 2020, with Dewberry Engineers Inc., a New York corporation, for engineering services related to the Mega Park Master Plan, to provide grading and construction administration services for Lots 1 and 2 of the Authority’s Southern Virginia Megasite at Berry Hill project, located in Pittsylvania County, Virginia, at a lump sum fee of \$290,000.00 – Brian K. Bradner, P.E., Vice President, Dewberry Engineers Inc. and Mr. Harden
- E.** Consideration of Resolution No. 2020-09-14-5E, approving that certain statement of non-financial support for the Virginia Department of Transportation’s construction of the “Berry Hill Connector Road” on new alignment from the Oak Ridge Farms Road Interchange at Route 58 to Berry Hill Road in Pittsylvania County, Virginia – Mr. Harden and Mr. Rowe

## **Danville-Pittsylvania Regional Industrial Facility Authority**

- F. Financial Status Reports as of August 31, 2020 – Michael L. Adkins, CPA, Treasurer of the Authority, and Henrietta Weaver, CPA, City of Danville, Virginia [*via Conference Line: +1 (646) 558-8656 and Meeting ID: 977 9275 7263*]

### **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; and
- 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 Southern Virginia Megasite 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; and
- D. As permitted by Virginia Code § 2.2-3711(A)(8) for consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel.

### **RETURN TO OPEN SESSION**

- E. Reinstatement/Unmuting of Conference Line [*see Agenda Item 5F above*].
- F. Confirmation of Motion and Vote to Reconvene in Open Meeting.
- G. Motion to Certify Closed Meeting.

## **Danville-Pittsylvania Regional Industrial Facility Authority**

### **7. NEW BUSINESS CONTINUED**

- A. Consideration of Resolution No. 2020-09-14-7A, selection of general legal counsel.  
[*No written resolution.*]

### **8. COMMUNICATIONS FROM:**

- A. Authority Board Members
- B. Staff

### **9. ADJOURN**

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 4
<b>Meeting Date:</b>	09/14/2020
<b>Subject:</b>	Meeting Minutes
<b>From:</b>	Susan M. DeMasi, Authority Secretary

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### **SUMMARY**

Attached for the Board's approval are the Meeting Minutes from the Monday, August 10, 2020 Meeting.

### **ATTACHMENTS**

Meeting Minutes – 08/10/2020

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

August 10, 2020

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:14 p.m. on the above date at the Institute for Advanced Learning and Research, 150 Slayton Avenue, Room 207, Danville, Virginia. Present were City of Danville Members Vice Chairman J. Lee Vogler, Jr., Sherman M. Saunders and Alternate Dr. Gary P. Miller. Pittsylvania County Members present were Chairman Robert W. Warren, Ronald S. Searce, and Alternate Vic Ingram.

City/County staff members attending were: City Manager Ken Larking, Deputy City Manager Earl Reynolds, Pittsylvania County Administrator David Smitherman, City of Danville Director of Economic Development Corrie Bobe, Pittsylvania County Director of Economic Development Matt Rowe, Christian & Barton Attorney Michael C. Guanzon, and Secretary to the Authority Susan DeMasi. Also present were Shawn Harden and Brian Bradner from Dewberry, and Linda Green from the Institute for Advanced Learning and Research, *City of Danville Accountant Henrietta Weaver attended the meeting electronically.*

Chairman Robert W. Warren presided, and welcomed Dr. Gary Miller, the City of Danville's new alternate member.

**PUBLIC COMMENT PERIOD**

No one present desired to be heard.

**APPROVAL OF MINUTES OF THE JULY 13, 2020 MEETING**

Upon **Motion** by Mr. Searce and **second** by Mr. Saunders, Minutes of the July 13, 2020 Meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

**NEW BUSINESS**

**5A. CONSIDERATION OF RESOLUTION NO. 2020-08-10-5A APPROVING A RIGHT OF WAY AND EASEMENT AGREEMENT WITH MVP**

City Manager Ken Larking stated they have everything negotiated as the Board requested, with a \$750,000 purchase price; staff was prepared to recommend this. Mr. Guanzon noted all the legal work was done as well; there had been an issue pertaining to engineering which has been resolved.

Mr. Searce **moved** for adoption of *Resolution No. 2020-08-10-5A, approving the execution and delivery of a right of way and easement agreement between the Authority and Mountain Valley Pipeline LLC, a Delaware limited liability company, under which the Authority would grant a fifty-foot pipeline right of way and easement over, through and along the northern margin of the Authority's Southern Virginia Megasite at Berry Hill project, located in Pittsylvania County, Virginia, and the compensation paid to the Authority shall be \$750,000.00*

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

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

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

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**5B. FINANCIAL STATUS REPORTS AS OF JULY 31, 2020.**

City of Danville Accountant Henrietta Weaver, gave the Financial Status report as of July 31, 2020, beginning with the Cane Creek Bonds which showed RIFA paid \$1,875 to Dewberry for Lot 3 Plat and Survey work, and \$5,215 to Christian & Barton for legal fees. General Expenditures for FY 2020 show RIFA paid \$20 to Trophy & Sign Center for a plaque, \$16 to Sue DeMasi for cupcakes, \$26,940 to Christian & Barton for legal fees, \$236 in meals and \$31 for Utilities. For General Expenditures for FY 2021, RIFA received \$25,000 each from both the City and the County for General Expenditures for FY 2021, paid \$75 to Luck's Lawn Care for tree cutting and removal in the Cyber Park, and \$2,353 for property and liability insurance. Berry Hill Funding Other than Bonds had no expenditures for July. Under Lot 4 Site Development, RIFA expended \$32,925 to Dewberry for work under Amendment #19 and \$687,257 to Haymes Brothers for Phase 1 Pad Expansion. Lot 8 Site Development showed no activity for July. Water and Sewer shows RIFA expended \$46,130 to Dewberry for work on Amendment #28, and \$6,310 to Dewberry for work on Amendment #20. Rent, Interest and Other Income shows RIFA received \$75 in interest and paid \$25,412 to the Institute for the Hawkins' maintenance. Rent Interest and Other Income for FY 2021 shows RIFA received \$25,412 in rent from the Institute, received \$1,057 from the County for their share of the Gefertec rent, and paid \$2,115 to the Institute for Gefertec rent.

Mr. Vogler **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, Vogler (4)  
NAY: None (0)

**6. CLOSED SESSION**

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

At 12:21 p.m. Mr. Scarce **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; and

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

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

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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 Megasite 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; and

D. As permitted by Virginia Code § 2.2-3711(A)(8) for consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel.

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

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

**RETURN TO OPEN SESSION**

Reinstatement/Unmuting of Conference Line.

On **Motion** by Mr. Vogler and **second** by Mr. Searce and by unanimous vote at 2:25 p.m., the Authority returned to open meeting.

Mr. Searce **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. Vogler and carried by the following vote:

VOTE: 4-0

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

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AYE: Warren, Searce, Saunders, Vogler (4)  
NAY: None (0)

**NEW BUSINESS CONTINUED**

**7A. CONSIDERATION OF RESOLUTION NO. 2020-08-10-7A**

Mr. Vogler **moved** that Agenda Item 7A be **removed** from the Agenda.

*(Consideration of Resolution No. 2020-08-10-7A, recommending to the City Council of Danville, Virginia and the Board of Supervisors of Pittsylvania County, Virginia that they each adopt an Amended and Restated Cost-Revenue Sharing Agreement in order to enhance the Authority's ability to further develop its facilities and to promote economic growth.)*

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

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

**COMMUNICATIONS**

Mr. Warren noted he would like to continue to thank staff for the great job they are doing, the Board appreciated it very much.

Meeting adjourned at 2:30 p.m.

APPROVED:

\_\_\_\_\_  
Chairman

\_\_\_\_\_  
Secretary to the Authority

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 5A
<b>Meeting Date:</b>	09/14/2020
<b>Subject:</b>	Resolution 2020-09-14-5A
<b>From:</b>	Matthew D. Rowe, Director of Economic Development, and Michael C. Guanzon, Legal Counsel to the Authority

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### **SUMMARY**

The Board will be asked to consider Resolution 2020-09-14-5A, approving a mutual cancelation agreement with BGF Industries, Inc.

### **ATTACHMENTS**

Resolution

Exhibit

**Resolution No. 2020-09-14-5A**

**A RESOLUTION APPROVING THAT CERTAIN MUTUAL CANCELLATION AGREEMENT WITH BGF INDUSTRIES, INC., A DELAWARE CORPORATION (“BGF”), UNDER WHICH THAT CERTAIN LOCAL PERFORMANCE AGREEMENT DATED OCTOBER 16, 2018, AMONG BGF, THE AUTHORITY, PITTSYLVANIA COUNTY, VIRGINIA, AND THE CITY OF DANVILLE, VIRGINIA, WILL BE CANCELLED IN RESPONSE TO BGF’S REQUEST TO INDEFINITELY SUSPEND BGF’S PROJECT AT THE AUTHORITY’S CYBER PARK PROJECT LOCATED IN DANVILLE, VIRGINIA, DUE TO THE PANDEMIC (THE AUTHORITY HAS NOT DISPERSED ANY INCENTIVE FUNDS TO BGF)**

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

**WHEREAS**, the Authority, the City of Danville, Virginia (the “**City**”), and the County of Pittsylvania County, Virginia (the “**County**”), in order to stimulate economic growth and development of the community by creating jobs and infrastructure have agreed to provide incentives to new and expanding businesses which conduct industrial activity; and

**WHEREAS**, pursuant to Resolution No. 2018-11-13-5B, the Authority authorized the negotiation, execution and delivery of that certain Local Performance Agreement (the “**LPA**”) with BGF Industries, Inc. (“**BGF**”), a Delaware corporation, and others, to establish and operate a research facility in the Authority’s Cyber Park project (the “**Cyber Park**”) located in Danville, Virginia; and

**WHEREAS**, the Authority and BGF have mutually determined that at this point in time it is not feasible to continue with the proposed research facility as initially anticipated among the parties; and

**WHEREAS**, the Authority has not dispersed any incentive funds to BGF as contemplated under the LPA; and

**WHEREAS**, the Authority and BGF mutually desire to enter into that certain Mutual Cancellation Agreement (the “**Mutual Cancellation Agreement**”) to cancel the LPA, where the parties’ rights and obligations under the LPA shall terminate, in substantially the form shown on **Exhibit A**, attached hereto and incorporated herein by this reference; and

**WHEREAS**, the Authority has determined that it is in the best interests of the Authority, the citizens of the County and the City, and the development of the Cyber Project project for the Authority to approve, to execute and to deliver the Mutual Cancellation Agreement, in substantially the form shown on **Exhibit A**.

**Resolution No. 2020-09-14-5A**

**NOW, THEREFORE, BE IT RESOLVED**, that:

1. The Authority hereby approves the Mutual Cancellation Agreement as set forth in **Exhibit A**, together with such amendments, deletions or additions thereto as may be approved by the Chairman or Vice Chairman of the Authority, either of whom may act independently of the other, and hereby authorizes the Chairman or Vice Chairman of the Authority, either of whom may act independently of the other, to execute and deliver the Mutual Cancellation Agreement on behalf of the Authority, such execution of the Mutual Cancellation Agreement by the Chairman and/or Vice Chairman, as the case may be, to conclusively establish his approval of any amendments, deletions or additions thereto.

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

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

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

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**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 regular meeting duly called and held on September 14, 2020, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

**WITNESS** my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority this 14th day of September 2020.

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

(SEAL)

**Resolution No. 2020-09-14-5A**

**Exhibit A**

(Mutual Cancellation Agreement)

## MUTUAL CANCELLATION AGREEMENT

**THIS MUTUAL CANCELLATION AGREEMENT** (this "**Agreement**"), made and entered into as of the \_\_\_\_ day of \_\_\_\_\_ 2020 (the "**Cancellation Effective Date**"), by and among **DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**, a political subdivision of the Commonwealth of Virginia ("**RIFA**"); the **COUNTY OF PITTSYLVANIA, VIRGINIA**, a political subdivision of the Commonwealth of Virginia (the "**County**"); the **CITY OF DANVILLE, VIRGINIA**, a Virginia municipal corporation (the "**City**"); and **BGF INDUSTRIES, INC.**, a Delaware corporation (the "**Company**") (RIFA, the County, the City and the Company, individually, each a "**Party**", and collectively the "**Parties**");

### RECITALS

1. The Parties entered into that certain Local Performance Agreement dated October 16, 2018, as amended by that certain First Amendment to Local Performance Agreement dated January 14, 2019 (the "**LPA**"); and
2. Pursuant to Section 23 of the LPA, the Parties desire to amend the Agreement and cancel the rights and obligations of the Parties to the Agreement, as set forth herein.

**NOW, THEREFORE**, in consideration of the mutual covenants and agreements herein contained and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Parties agree as follows:

1. **Defined Terms**. Capitalized terms used herein, but not otherwise defined herein, shall have the meaning attributed to such terms in the LPA.
2. **Termination of Agreement**. The LPA is hereby terminated as of the Cancellation Effective Date. From and after the Cancellation Effective Date, the LPA will be of no further force or effect, and the rights and obligations of each of the Parties thereunder shall terminate, except for those rights and obligations that have accrued, including any surviving obligations pursuant to Section 27 (Survival) of the LPA, prior to the Cancellation Effective Date.
3. **Mutual Representations and Warranties – No Breach**. Each Party hereby represents and warrants to each of the other Parties that as of the Cancellation Effective Date, there are no current or anticipated breaches of the Agreement, causes of action, liabilities, or claims of every kind and nature whatsoever, whether known or unknown, foreseen or unforeseen, matured or unmatured, in law or equity, against any other Party arising out of the terms of the LPA.

4. **Counterparts.** This Agreement may be executed in one (1) or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same Agreement. This Agreement may be delivered by portable document format (\*.pdf) and upon such delivery, the .pdf signature shall be deemed to have the same effect as if the original signature had been delivered to the other Parties.
  
5. **Ratification.** Except as modified by or where inconsistent with this Agreement, the LPA is hereby ratified and confirmed. This Agreement is the final agreement between the parties with respect to the matters set forth herein.

***[SIGNATURE PAGE FOLLOWS]***

**WITNESS** our signature to this **MUTUAL CANCELLATION AGREEMENT** as of the date first above written:

**DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**, a political subdivision of the Commonwealth of Virginia

By: \_\_\_\_\_  
Robert W. Warren, Chairman

**WITNESS** our signature to this **MUTUAL CANCELLATION AGREEMENT** as of the date first above written:

**COUNTY OF PITTSYLVANIA, VIRGINIA**, a political subdivision of the Commonwealth of Virginia

By: \_\_\_\_\_  
Robert W. Warren, Chairman  
Board of Supervisors

**WITNESS** our signature to this **MUTUAL CANCELLATION AGREEMENT** as of the date first above written:

**CITY OF DANVILLE, VIRGINIA**, a Virginia municipal corporation

By: \_\_\_\_\_  
Kenneth F. Larking  
City Manager

**WITNESS** our signature to this **MUTUAL CANCELLATION AGREEMENT** as of the date first above written:

**BGF INDUSTRIES, INC.**, a Delaware corporation

By: \_\_\_\_\_  
Jerry Barbour  
President

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 5B
<b>Meeting Date:</b>	09/14/2020
<b>Subject:</b>	Resolution 2020-09-14-5B
<b>From:</b>	Shawn R. Harden, Senior Associate, Dewberry Engineers

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### **SUMMARY**

The Board will be asked to consider Resolution 2020-09-14-5B, authorizing execution of a Best Management Practices Agreement with the City of Danville.

### **ATTACHMENTS**

Resolution

Exhibit

**Resolution No. 2020-09-14-5B**

**A RESOLUTION AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF A BEST MANAGEMENT PRACTICES AGREEMENT WITH THE CITY OF DANVILLE, VIRGINIA, RELATED TO THE CONSTRUCTION AND MAINTENANCE OF ON-SITE STORM WATER MANAGEMENT FACILITIES ON LOT 12B (PIN 76441) OF THE AUTHORITY’S CYBER PARK PROJECT**

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

**WHEREAS**, the Authority, the County of Pittsylvania, Virginia (the “**County**”), and the City of Danville, Virginia (the “**City**”), in order to stimulate economic growth and development of the community by creating jobs and infrastructure have agreed to provide incentives to new and expanding businesses which conduct industrial activity; and

**WHEREAS**, the Authority requires that certain storm water management facilities be constructed and maintained on Lot 12B (PIN 76441) of the Authority’s Cyber Park project (the “**Cyber Park**”), located in Danville, Virginia for the further development and use of Lot 12B for operation of the Center for Manufacturing Advancement; and

**WHEREAS**, to comply with the City’s utility requirements for new facilities, the Authority desires to negotiate, execute and deliver a Best Management Practices Agreement (“**BMP**”) with the City for the construction and maintenance of on-site storm water management facilities on Lot 12B of the Cyber Park, substantially in the form of **Exhibit A**, attached hereto and incorporated herein by this reference, where no such funds shall be expended by the Authority; and

**WHEREAS**, the Authority has determined that it is in the best interests of the Authority, the citizens of the County and the City, and the development of the Authority’s Cyber Park project for the Authority to negotiate, execute and to deliver a BMP with the City.

**NOW, THEREFORE, BE IT RESOLVED**, that:

1. The Authority hereby authorizes and approves the negotiation, execution and delivery of a BMP with the City, as described in this Resolution, together with such amendments, deletions or additions thereto as may be approved by the Chairman or the Vice Chairman of the Authority, and hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, to execute and deliver a BMP, and all other related documents to consummate the transaction, on behalf of the Authority, such execution of a BMP, and related documents by the Chairman (or Vice

**Resolution No. 2020-09-14-5B**

Chairman as the case may be) to conclusively establish his approval of any amendments, deletions or additions thereto.

2. The Authority hereby authorizes and directs staff and other agents and representatives working on behalf of the Authority to take such actions and to do all such things as are contemplated by a BMP, or as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of these resolutions; however, such authorization shall be subject to appropriation and budget levels, and the form and the legality of the BMP shall have been approved by legal counsel to the Authority.

3. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Authority, its agents and representatives, in respect to a BMP and the matters contemplated therein or related thereto on or before the date of this Resolution is adopted.

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

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**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 regular meeting duly called and held on September 14, 2020, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

**WITNESS** my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority this 14th day of September 2020.

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

(SEAL)

**Resolution No. 2020-09-14-5B**

**Exhibit A**

(Best Management Practices Agreement)



# STORMWATER MANAGEMENT / BMP FACILITIES AGREEMENT

City of Danville – Department of Public Works – Engineering Division  
P.O. Box 3300 Danville, VA 24543

THIS AGREEMENT, made and entered into this            day of            20            , by and between            hereinafter called the "Landowner", and the City of Danville, Virginia, a Municipal Corporation of the Commonwealth of Virginia, hereinafter called the "City".

## WITNESSETH:

WHEREAS, the Landowner is the fee simple owner of certain real property located at 211 Slayton Avenue (PIN # 76441) and as shown on Exhibit "A" attached to this agreement; and,

WHEREAS, the Landowner is proceeding to build on and develop the Property; and

WHEREAS, that certain Site Plan prepared by Dewberry Engineers Inc. and dated May 29, 2020 labeled as "Center for Manufacturing Advancement" hereinafter called the "Plan", which is expressly made a part hereof, as approved or to be approved by the City, provides for detention of stormwater within the confines of the Property; and

WHEREAS, the City and the Landowner, its successors and assigns, including any property owners association, agree that the health, safety, and welfare of the residents of Danville, Virginia, require that on-site stormwater management/Best Management Practices (BMP) facilities be constructed and maintained on the Property; and

WHEREAS, the City requires that on-site stormwater management/BMP facilities as shown on the Plan be constructed and adequately maintained by the Landowner, its successors and assigns, including any property owners association.

NOW, THEREFORE, in consideration of the foregoing premises, the mutual covenants contained herein, and the following terms and conditions, the parties hereto agree as follows:

1. The on-site stormwater management/BMP facilities shall be constructed by the Landowner, its successors and assigns, in accordance with the plans and specifications identified in the Plan.

2. The Landowner, its successors and assigns, including any property owners association, shall adequately maintain the stormwater management/BMP facilities. This includes all pipes and channels built on the Property to convey stormwater to the facility, as well as all structures, improvements, and other to control the quantity and quality of the stormwater on the Property. In addition, due to the specific configuration of the stormwater management facility outlet discharging on a slope within a Conservation Easement, the land area from the stormwater management facility outlet to the receiving water shall be inspected and maintained to prevent



# STORMWATER MANAGEMENT / BMP FACILITIES AGREEMENT

City of Danville – Department of Public Works – Engineering Division  
P.O. Box 3300 Danville, VA 24543

and/or repair areas of erosion, sedimentation, damage, or debris. Adequate maintenance is herein defined as good working condition so that these facilities are performing their design functions. An Annual Inspection Report form approved by the City of Danville is to be used to establish what good working condition is acceptable to the City.

3. The Landowner, its successors and assigns, shall inspect the stormwater management/BMP facilities and submit the Annual Inspection Report form to the City annually. The Annual Inspection Report form shall be submitted to the City no later than July 1 of each year but no earlier than thirty (30) days prior to July 1. The purpose of the inspection is to assure safe and proper functioning of the facilities. The inspection shall cover the entire facilities, structures, tanks, etc. on the property. Deficiencies shall be noted in the inspection report.

4. The Landowner, its successors and assigns, hereby grant permission to the City, its authorized agents and employees, to enter upon the Property and to inspect the stormwater management/BMP facilities whenever the City deems necessary in the event of an emergency and other times upon 48 hours advanced notice to the Landowner. The purpose of inspection is to follow-up on reported deficiencies and/or to respond to citizen complaints. The City shall provide the Landowner, its successors and assigns, copies of the inspection findings and a directive to commence with the repairs if necessary.

5. In the event the Landowner, its successors and assigns, after being provided a directive, fails to begin maintenance or repair of the stormwater management/BMP facilities within fourteen (14) days and fails to restore the stormwater management/BMP facilities to good working condition acceptable to the City within thirty (30) days of receiving such directive, the City may enter upon the Property and take whatever steps necessary to correct deficiencies identified in the inspection report and to charge the documented costs of such repairs to the Landowner, its successors and assigns. This provision shall not be construed to allow the City to erect any structure of permanent nature on the land of the Landowner outside of the area of the stormwater management/BMP facilities. It is expressly understood and agreed that the City is under no obligation to routinely maintain or repair said facilities, and in no event shall this Agreement be construed to impose any such obligation on the City. The City, in exercising its rights hereunder, shall make a reasonable attempt to do so in a manner so as to minimize interference with commercial operations on the Property when practicable.

6. The Landowner, its successors and assigns, will perform the work necessary to keep these facilities in good working order as appropriate. In the event a



# STORMWATER MANAGEMENT / BMP FACILITIES AGREEMENT

City of Danville – Department of Public Works – Engineering Division  
P.O. Box 3300 Danville, VA 24543

maintenance schedule for the stormwater management/BMP facilities (including sediment removal) is outlined on the Plan, the schedule will be followed.

7. In the event the City, pursuant to this Agreement, performs work of any nature, or expends any funds in performance of said work for labor, use of equipment, supplies, materials, and the like, the Landowner, its successors and assigns, shall reimburse the City upon demand, within thirty (30) days of receipt thereof for all actual documented costs incurred by the City hereunder.

8. This Agreement imposes no liability of any kind whatsoever on the City and the Landowner agrees to hold the City harmless from any liability in the event the stormwater management/BMP facilities fail to operate properly.

9. This Agreement shall be recorded among the land records of Danville, Virginia, and the conditions and covenants herein are covenants running with the land, and shall perpetually bind the Property and are made for the benefit of the City of Danville and all persons who now or who may hereafter own any portion of the Property and the City and/or such owners are hereby specifically given the right to enforce such covenants and conditions.

10. The Landowner further covenants and agrees that upon the sale or other conveyance of the whole or any part of the Property shown in Exhibit "A", it will insert in the deed or other instruments of sale or conveyance, as a real covenant running with and binding the land perpetually, a requirement that the grantee and all future assigns or successors in title or interest will accept and assume responsibility for its proportionate share of the cost of repairing and maintaining the property and will perform all of the above-referenced covenants and conditions. The Landowner further covenants and agrees that the deed or other instruments of sale or conveyance shall specifically contain all the covenants and conditions set forth above and that all grantees will sign such deed or other instruments of sale or conveyance accepting responsibility for the performance of such covenants and conditions.



**STORMWATER MANAGEMENT / BMP FACILITIES**  
**AGREEMENT**

City of Danville – Department of Public Works – Engineering Division  
P.O. Box 3300 Danville, VA 24543

IN TESTIMONY WHEREOF, \_\_\_\_\_, has caused his/her name to be hereunto subscribed and the City of Danville has caused its name to be hereunto subscribed by its City Manager and its seal to be hereunto affixed and attested by its City Clerk, all as of the date first above written.

LANDOWNER:

By: \_\_\_\_\_  
Sign Name

Title: \_\_\_\_\_

STATE OF:  
CITY/COUNTY OF:

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_  
by \_\_\_\_\_

\_\_\_\_\_  
Notary Public and Registration Number

My commission expires: \_\_\_\_\_

CITY OF DANVILLE, VIRGINIA

By: \_\_\_\_\_  
Kenneth Larking, City Manager

ATTEST: \_\_\_\_\_ (SEAL)  
Susan DeMasi, City Clerk

COMMONWEALTH OF VIRGINIA  
CITY OF DANVILLE

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, by Kenneth Larking, City Manager of the City of Danville, a municipal corporation of the Commonwealth of Virginia, on behalf of the Corporation.

\_\_\_\_\_  
Notary Public and Registration Number

My commission expires: \_\_\_\_\_

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 5C
<b>Meeting Date:</b>	09/14/2020
<b>Subject:</b>	Resolution 2020-09-14-5C
<b>From:</b>	Michael C. Guanzon, Counsel to the Authority

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### **SUMMARY**

The Board will be asked to consider Resolution 2020-09-14-5C, approving submission of applications to register state trademark registrations.

### **ATTACHMENTS**

Resolution

Exhibit

**A RESOLUTION APPROVING THE SUBMISSION OF APPLICATIONS TO REGISTER STATE TRADEMARK REGISTRATIONS BEING USED IN CONNECTION WITH THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL PROJECT, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA**

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

**WHEREAS**, the Authority, the County of Pittsylvania, Virginia (the “**County**”), and the City of Danville, Virginia (the “**City**”), in order to stimulate economic growth and development of the community by creating jobs and infrastructure have agreed to provide incentives to new and expanding businesses which conduct industrial activity; and

**WHEREAS**, the Authority desires to execute the three (3) applications attached as **Exhibit A** (the “**Applications**”), attached hereto and incorporated herein by this reference, and to pay the fees or expenses therefor, to register with the Virginia State Corporation Commission (the “**SCC**”) the trademarks shown therein being used in connection with Authority’s Southern Virginia Megasite at Berry Hill project (“**SVM**”); and

**WHEREAS**, the Applications are each subject to a Thirty and 00/100 Dollars (\$30.00) filing, for a total of Ninety and 00/100 (\$90.00), plus applicable attorney’s fees (the “**Application Fee Funding**”); and

**WHEREAS**, the Authority's Treasurer, as fiscal agent of the Authority, has determined that the Application Fees Funding is available within a line item previously approved by the Authority as “**General Expenditures – miscellaneous contingency items**”, a funding sheet under the budget previously approved by the Authority for these projects for this purpose; and

**WHEREAS**, the Authority has determined that it is in the best interests of the Authority, the citizens of the County and the City, and the development of SVM for the Authority to apply for and register the trademarks shown in **Exhibit A** with the SCC.

**NOW, THEREFORE, BE IT RESOLVED**, that:

1. The Authority hereby authorizes and approves the Applications to register the trademarks shown in **Exhibit A** with the SCC, and to pay the fees or expenses therefor, as described in this Resolution, together with such amendments, deletions, or additions thereto, and is supported under the Authority’s budget as certified by the Authority’s Treasurer, as may be approved by the Chairman or the Vice Chairman of the Authority, and hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, to execute and deliver the Applications, attached as **Exhibit A**,

**Resolution No. 2020-09-14-5C**

and all other related documents to consummate the registration thereof, on behalf of the Authority, such execution of the Applications, and related documents by the Chairman (or Vice Chairman as the case may be) to conclusively establish his approval of any amendments, deletions, or additions thereto.

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

3. The Authority hereby approves, ratifies, and confirms any and all actions previously taken by the Authority, its agents and representatives, in respect to the trademarks shown in **Exhibit A** and the Applications contemplated therein or related thereto on or before the date of this Resolution is adopted.

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

- # -

**CERTIFICATE**

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct, and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a regular meeting duly called and held on September 14, 2020, and that such Resolution has not been repealed, revoked, rescinded, or amended, but is in full force and effect on the date hereof.

**WITNESS** my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority this 14th day of September 2020.

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

(SEAL)

**Exhibit A**

(Applications to register the Authority's trademarks with the  
State Corporation Commission)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
DIVISION OF SECURITIES AND RETAIL FRANCHISING

APPLICATION FOR REGISTRATION OF A TRADEMARK OR SERVICE MARK
(Please type or print)

Applicant (owner) name and address: Danville-Pittsylvania Regional Industrial Facility Authority, P.O. Box 3300, Danville, Virginia 24543

Contact person name and address: Matthew Rowe, Danville-Pittsylvania Regional Industrial Facility Authority, P.O. Box 3300, Danville, Virginia 24543 Daytime phone: (434) 432-1669 Fax number: \_\_\_\_\_

Applicant is a: Local Government Authority Applicant's state or jurisdiction of formation: Virginia (entity type i.e. corporation, partnership, etc)

Kind of mark (check one): Trademark \_\_ Service Mark \_X\_

Identify the trademark or service mark (or attach an exhibit of the exact mark): SOUTHERN VIRGINIA MEGASITE

Class number(s) of goods or services (see 21 VAC 5-120-100): 36

Describe the product(s) or service(s) the mark represents (identifies): Commerical and industrial real estate development

Date mark was first used anywhere by applicant or applicant's predecessor: \_\_\_\_\_

Date mark was first used in Virginia by applicant or applicant's predecessor: \_\_\_\_\_

PLEASE NOTE: A specimen demonstrating use of the mark in the Commonwealth of Virginia and a non-refundable registration fee of \$30.00 per class made payable to Treasurer of Virginia must accompany this application.

The applicant asserts that it is the owner of this mark and that the mark is in use in the Commonwealth of Virginia. No other person has registered this mark or has the right to use this mark in Virginia, either in the identical form thereof or in such near resemblance thereto as to be likely, when applied to the goods or services of such person, to cause confusion or mistake, or to deceive.

(NOTE: The application must be signed in the name of the applicant, either by the applicant or by a person authorized by the applicant. The application must be sworn to by the person who signed the name of the applicant.)

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Signer's Name: \_\_\_\_\_ Title: \_\_\_\_\_ (print or type)

State of: \_\_\_\_\_, County/City of: \_\_\_\_\_, to-wit:

The foregoing application was subscribed and sworn to before me by \_\_\_\_\_

on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

My Commission Expires: \_\_\_\_\_ Notary Public: \_\_\_\_\_ 35 of 69

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
DIVISION OF SECURITIES AND RETAIL FRANCHISING

APPLICATION FOR REGISTRATION OF A TRADEMARK OR SERVICE MARK  
(Please type or print)

Applicant (owner) name and address: Danville-Pittsylvania Regional Industrial Facility Authority, P.O. Box 3300,  
Danville, Virginia 24543

Contact person name and address: Matthew Rowe, Danville-Pittsylvania Regional Industrial Facility Authority,  
P.O. Box 3300, Danville, Virginia 24543 Daytime phone: (434) 432-1669 Fax number: \_\_\_\_\_

Applicant is a: Local Government Authority Applicant's state or jurisdiction of formation: Virginia  
(entity type i.e. corporation, partnership, etc)

Kind of mark (check one): Trademark  Service Mark

Identify the trademark or service mark (or attach an exhibit of the exact mark): A stylized map of Virginia with a stylized "SV"  
superimposed above the southern border, above the stylized, underlined words "SOUTHERN VIRGINIA", all above the  
stylized words "MEGASITE AT BERRY HILL"

Class number(s) of goods or services (see 21 VAC 5-120-100): 36

Describe the product(s) or service(s) the mark represents (identifies): Commerical and industrial real estate development

Date mark was first used **anywhere** by applicant or applicant's predecessor: \_\_\_\_\_

Date mark was first used **in Virginia** by applicant or applicant's predecessor: \_\_\_\_\_

**PLEASE NOTE: A specimen demonstrating use of the mark in the Commonwealth of Virginia and a non-refundable registration fee of \$30.00 per class made payable to Treasurer of Virginia must accompany this application.**

The applicant asserts that it is the owner of this mark and that the mark is in use in the Commonwealth of Virginia. No other person has registered this mark or has the right to use this mark in Virginia, either in the identical form thereof or in such near resemblance thereto as to be likely, when applied to the goods or services of such person, to cause confusion or mistake, or to deceive.

(NOTE: The application must be signed in the name of the applicant, either by the applicant or by a person authorized by the applicant. The application must be sworn to by the person who signed the name of the applicant.)

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Signer's Name: \_\_\_\_\_ Title: \_\_\_\_\_  
(print or type)

State of: \_\_\_\_\_, County/City of: \_\_\_\_\_, to-wit:

The foregoing application was subscribed and sworn to before me by \_\_\_\_\_

on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

My Commission Expires: \_\_\_\_\_ Notary Public: \_\_\_\_\_ 36 of 69

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
DIVISION OF SECURITIES AND RETAIL FRANCHISING

APPLICATION FOR REGISTRATION OF A TRADEMARK OR SERVICE MARK  
(Please type or print)

Applicant (owner) name and address: Danville-Pittsylvania Regional Industrial Facility Authority, P.O. Box 3300,  
Danville, Virginia 24543

Contact person name and address: Matthew Rowe, Danville-Pittsylvania Regional Industrial Facility Authority,  
P.O. Box 3300, Danville, Virginia 24543 Daytime phone: (434) 432-1669 Fax number: \_\_\_\_\_

Applicant is a: Local Government Authority Applicant's state or jurisdiction of formation: Virginia  
(entity type i.e. corporation, partnership, etc)

Kind of mark (check one): Trademark  Service Mark

Identify the trademark or service mark (or attach an exhibit of the exact mark): SOUTHERN VIRGINIA MEGASITE  
AT BERRY HILL

Class number(s) of goods or services (see 21 VAC 5-120-100): 36

Describe the product(s) or service(s) the mark represents (identifies): Commerical and industrial real estate development

Date mark was first used **anywhere** by applicant or applicant's predecessor: \_\_\_\_\_

Date mark was first used **in Virginia** by applicant or applicant's predecessor: \_\_\_\_\_

**PLEASE NOTE: A specimen demonstrating use of the mark in the Commonwealth of Virginia and a non-refundable registration fee of \$30.00 per class made payable to Treasurer of Virginia must accompany this application.**

The applicant asserts that it is the owner of this mark and that the mark is in use in the Commonwealth of Virginia. No other person has registered this mark or has the right to use this mark in Virginia, either in the identical form thereof or in such near resemblance thereto as to be likely, when applied to the goods or services of such person, to cause confusion or mistake, or to deceive.

(NOTE: The application must be signed in the name of the applicant, either by the applicant or by a person authorized by the applicant. The application must be sworn to by the person who signed the name of the applicant.)

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Signer's Name: \_\_\_\_\_ Title: \_\_\_\_\_  
(print or type)

State of: \_\_\_\_\_, County/City of: \_\_\_\_\_, to-wit:

The foregoing application was subscribed and sworn to before me by \_\_\_\_\_

on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

My Commission Expires: \_\_\_\_\_ Notary Public: \_\_\_\_\_

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 5D
<b>Meeting Date:</b>	09/14/2020
<b>Subject:</b>	Resolution 2020-09-14-5D
<b>From:</b>	Brian Bradner, Vice President Dewberry Engineers

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### SUMMARY

The Board will be asked to consider Resolution 2020-09-14-5D, Approving Amendment No. 30 with Dewberry Engineers.

### ATTACHMENTS

Resolution

Exhibit

**Resolution No. 2020-09-14-5D**

**A RESOLUTION APPROVING AMENDMENT NO. 30, DATED AUGUST 17, 2020, WITH DEWBERRY ENGINEERS INC., A NEW YORK CORPORATION, FOR ENGINEERING SERVICES RELATED TO THE MEGA PARK MASTER PLAN, TO PROVIDE GRADING AND CONSTRUCTION ADMINISTRATION SERVICES FOR LOTS 1 AND 2 OF THE AUTHORITY’S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL PROJECT, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, AT A LUMP SUM FEE OF \$290,000.00**

**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**, in connection with Resolution No. 2019-08-12-5G, as part of the Authority’s Southern Virginia Megasite at Berry Hill (the “**SVM**”), the Authority’s contracted engineers, Dewberry Engineers Inc., a New York corporation (“**Dewberry**”), are providing engineering services for the development of the SVM; and

**WHEREAS**, Dewberry has presented that certain Amendment No. 30, dated August 17, 2020 (“**Amendment No. 30**”) to Contract dated February 9, 2009, a copy of which is attached as **Exhibit A**, incorporated herein by this reference, under which Dewberry will provide professional engineering services for pad grading and construction administration services for Lots 1 and 2 of the SVM. Such work includes the following items:

<b>Item</b>	<b>Description</b>	<b>Fee</b>
Item 1	Lots 1 and 2 Pad Grading Construction Plans and Specifications	\$165,000.00
Item 2	Construction Administration Services	\$75,000.00
Item 3	Construction Testing and Inspection Services	\$50,000.00
	<b>TOTAL</b>	<b>\$290,000.00</b>

as more particularly described therein; and

**WHEREAS**, under Amendment No. 30, the professional services by Dewberry are generally described as “**Pad Grading and Construction Administration**” at a lump sum fee of \$290,000.00 (“**Amendment No. 30 Funding**”); and

**WHEREAS**, the Authority's Treasurer, as fiscal agent of the Authority, has determined that Amendment No. 30 Funding is available within a line item previously approved by the Authority as “**Mega Park – Funding Other than Bond Funds**”; and

**WHEREAS**, the Authority has hereby determined, in open session, that Amendment No. 30, in furtherance of the development and marketing of the SVM, serves the purpose of the Authority to enhance the economic base of Pittsylvania County, Virginia

**Resolution No. 2020-09-14-5D**

(the “County”) and the City of Danville, Virginia (the “City”) by developing, owning, and operating the SVM on a cooperative basis involving the County and the City, and that it is in the best interests of the Authority and the citizens of the County and the City for the Authority to authorize, approve, execute and adopt in all respects Amendment No. 30.

**NOW, THEREFORE, BE IT RESOLVED**, 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. 30, together with such further amendments, deletions or additions to Amendment No. 30, and is approved supported under the Authority’s budget as certified by the Authority’s Treasurer, as may be approved by its Chairman or Vice Chairman (as the case may be), and such execution of the same by its Chairman or Vice Chairman (as the case may be) to conclusively establish his approval of any further amendments, deletions or additions thereto.

2. The Authority hereby authorizes its Chairman and Vice Chairman, either of whom may act independently of the other, to execute and deliver such other documents in connection with Amendment No. 30, 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. 30 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. 30 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 regular meeting duly called and held on September 14, 2020, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

**WITNESS** my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority this 14th day of September 2020.

(SEAL)

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

**Resolution No. 2020-09-14-5D**

**Exhibit A**

(Amendment No. 30)

August 17, 2020

Mr. Robert W. Warren  
Chairman  
Danville-Pittsylvania Regional Industrial Facility Authority (RIFA)  
P.O. Box 3300  
Danville, Virginia 24543

**RE: Amendment #30 for Engineering Services Related to the Mega Park Master Plan  
Lots 1 and 2 Grading and Construction Administration Services**

Dear Mr. Warren:

Dewberry Engineers Inc. (Dewberry) has been assisting the Danville-Pittsylvania Regional Industrial Facility Authority (RIFA) with development of the Southern Virginia (SoVA) Megasite at Berry Hill. RIFA would like to repurpose Virginia Tobacco Commission Grant 3358 (\$2,624,800 with \$2,624,800 local match) to create a graded pad on lots 1 and 2.

**SCOPE OF SERVICES**

Dewberry proposes to provide the following scope of services:

**Item 1 – Lots 1 and 2 Pad Grading Construction Plans and Specifications**

Dewberry will prepare detailed construction documents for the grading of ±65 pad acres as shown on the selected layout referenced above and attached to this proposal. The plans will use existing aerial survey and current wetland delineation, previously prepared, as the base map for the project. In addition, Dewberry will use the existing geotechnical survey to determine maximum cut/fill depth to minimize rock excavation where possible. Plans will include:

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

- Detailed Stormwater Management Plan (4 Ponds)
- Standard Details Sheets (4 Sheets)
- Erosion and Sediment Control (4 Sheets)

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

**FEE: \$165,000.00 Lump Sum**

Item 2 – Construction Administration Services

Dewberry will provide Construction Administration Services (CONA) for the Development of Lots 1 and 2 in the SoVA Megasite. This scope item will consist of the following:

- Bidding Assistance – Dewberry will provide bidding assistance consisting of the following:
  - Prepare prequalification package.
  - Prepare bidding advertisement for the Client to place in appropriate publications.
  - Supply two (2) plan rooms with plans and specifications.
  - Supply thirty (30) sets of plans and specifications for prospective bidders.
  - Conduct a pre-bid/pre-qualification conference for interested contractors and suppliers.
  - Respond to bidder's questions during the bidding process.
  - Conduct one (1) public bid-opening meeting.
  - Review and tabulate submitted bids.
  - Review all required bonding, license, and insurance requirements.
  - Make award recommendation to Client.
- Contract Negotiation – Dewberry will assist the Client in negotiating a contract with the selected bidder.
- Construction Administration Services – Dewberry will provide construction administration (CONA) services that will include the following:
  - Review Contractor agreement, bonds, insurance, etc.
  - Attend one (1) pre-construction meeting.
  - Prepare and distribute meeting minutes from all construction meetings (assumes 8 meetings).
  - Monthly progress meetings with contractor until completion (assumes 8 meetings over a 8 month construction time).
  - Review shop drawings.
  - Review monthly pay requests.

- Review and respond to Contractor Requests for Information (RFI's).
- Attend substantial and final completion inspection (2 meetings).
- Prepare project closeout documentation.

**FEE: \$75,000.00 Lump Sum**

Item 3 – Construction Testing and Inspection Services

Dewberry will subcontract with Froehling & Robertson, Inc. (F&R) for Construction Testing and Inspection Services. These services will include testing and inspections of earthwork for the Pad Graded Sites and Storm Water Management Installation. F&R will be onsite as needed to perform required testing and inspections in general accordance with the project documents. F&R will collect and test bulk soil samples and aggregate base material samples for the determination of soil compaction properties. It is anticipated that full time testing, and inspection services will be needed for six (6) months of the total eight (8) month construction time period.

**FEE: \$50,000.00 Lump Sum**

**FEE SUMMARY**

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

1. Item 1 – Lots 1 and 2 Pad Grading Construction Plans and Specifications  
FEE: \$165,000.00 Lump Sum
2. Item 2 – Construction Administration Services  
FEE: \$75,000.00 Lump Sum
3. Item 3 – Construction Testing and Inspection Services  
FEE: \$50,000.00 Lump Sum

**TOTAL PROJECT COST: \$290,000.00 Lump Sum**

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.

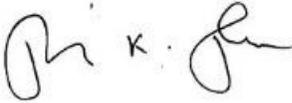
Mr. Robert W. Warren  
August 17, 2020

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

Sincerely,



Shawn R. Harden, PE  
Senior Associate



Brian K. Bradner, PE  
Vice President | Branch Manager

Attachment: Conceptual Site Plan Titled "2020.06.16 BHIP Lot 1-2 65 Acre Pad"

P:\50018376\Adm\Contract\2020.08.17. Amendment 30 Lots 1 and 2 grading plan.docx

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

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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

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<b>Agenda Item No.:</b>	Item 5E
<b>Meeting Date:</b>	09/14/2020
<b>Subject:</b>	Resolution 2020-09-14-5E
<b>From:</b>	Shawn Harden, Senior Associate, Dewberry Engineers, and Matt Rowe, Director of Economic Development, Pittsylvania County

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### **SUMMARY**

The Board will be asked to consider Resolution 2020-09-14-5E, approving a statement of non-financial support for VDOT's construction of the Berry Hill Connector Road.

### **ATTACHMENTS**

Resolution

Exhibit

**A RESOLUTION APPROVING THAT CERTAIN STATEMENT OF NON-FINANCIAL SUPPORT FOR THE VIRGINIA DEPARTMENT OF TRANSPORTATION'S CONSTRUCTION OF THE "BERRY HILL CONNECTOR ROAD" ON NEW ALIGNMENT FROM THE OAK RIDGE FARMS ROAD INTERCHANGE AT ROUTE 58 TO BERRY HILL ROAD IN PITTSYLVANIA COUNTY, VIRGINIA**

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

**WHEREAS**, the Authority's general purpose is to enhance the economic base of the City of Danville, Virginia (the "**City**") and the County of Pittsylvania, Virginia (the "**County**") by developing, owning, and operating one or more facilities on a cooperative basis involving such localities; and

**WHEREAS**, the Authority is to exercise its powers for the benefit of the inhabitants of the region for the increase of commerce, and for the promotion of their safety, health, welfare, convenience and prosperity; and

**WHEREAS**, the Authority received notice from the United States Army Corps of Engineers, attached hereto as **Exhibit A** and incorporated herein by this reference, regarding the Virginia Department of Transportation's ("**VDOT**") desire to construct the Berry Hill Connector Road (the "**Berry Hill Connector Road**") on new alignment from the Oak Ridge Farms Road Interchange at Route 58 to Berry Hill Road in Pittsylvania County, Virginia, and the preferred alternative new road is a 2-mile, two-lane divided highway with grading for a future four-lane divided highway and will provide access to the Authority's Southern Virginia Megasite at Berry Hill; and

**WHEREAS**, the Authority has reviewed and desires to evidence its non-financial support of VDOT in the construction of the Berry Hill Connector Road, by formally acknowledging such support via resolution; and

**WHEREAS**, the Authority's support of VDOT in the construction of the Berry Hill Connector Road does not require any expenditures or appropriation of funds; and

**WHEREAS**, the Authority has determined that it is in the best interests of the Authority, the citizens of the County and the City, and the development of the County and the City for the Authority to acknowledge the Authority's support of VDOT in the construction of the Berry Hill Connector Road.

**NOW, THEREFORE, BE IT RESOLVED**, that:

1. The Authority hereby acknowledges non-financial support of VDOT in the construction of the Berry Hill Connector Road, together with such amendments, deletions or additions thereto as may be approved by the Chairman or Vice Chairman of the Authority, either of whom may act independently of the other.

**Resolution No. 2020-09-14-5E**

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

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

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

- # -

**CERTIFICATE**

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a regular meeting duly called and held on September 14, 2020, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

**WITNESS** my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority this 14th day of September 2020.

(SEAL)

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

**Exhibit A**

(Notice from USACE)

DEPARTMENT OF THE ARMY NOTIFICATION OF PUBLICATION OF PUBLIC NOTICE

Date: August 28, 2020  
File Number: NAO-2020-00567 (VMRC-20-v4068)

Dear Sir or Madam:

You are receiving this notification because your name was provided to the US Army Corps of Engineers as a property owner who might have interest in work being proposed on property adjoining yours. The project known as Berry Hill Connector Road Project, is located on between Route 58 and Route 311, south of Oak Ridge and north of Buford, Pittsylvania County, Virginia.

A Public Notice for the proposed work has been published on the internet at the following web address:

<https://www.nao.usace.army.mil/Media/Public-Notices/>

Please be aware this web address is case sensitive and should be entered as it appears above. The Public Notice was published on August 28, 2020, and the comment period will end on September 25, 2020. In order to view the notice, access the web page provided, left click on the following file number to open the Public Notice – NAO-2020-00567 / 20-V4068.

If you would like to provide comments or if you have any questions regarding the proposed activity, please follow the directions included in the Public Notice. If you are unable to access the internet site provided, you may contact the assigned project manager, Traycie West, by telephone at 757-201-7179 or email [Traycie.L.West@usace.army.mil](mailto:Traycie.L.West@usace.army.mil) to have a copy of the Public Notice mailed to you. If you must leave a voice-mail message, please identify the project file number.

Thank you.

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 5F
<b>Meeting Date:</b>	September 14, 2020
<b>Subject:</b>	Financial Status Reports – August 31, 2020
<b>From:</b>	Michael L. Adkins, Authority Treasurer

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### **SUMMARY**

A review of the financial status reports through August 31, 2020 will be provided at the meeting. The financial status reports as of August 31, 2020 are attached for the DPRIFA Board's review.

### **RECOMMENDATION**

Staff recommends approving the financial status reports as of August 31, 2020 as presented.

### **ATTACHMENTS**

Financial Status Reports

**Danville - Pittsylvania Regional Industrial Facility  
Authority**

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# **Financial Status**

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## Table of Contents

- A. \$7.3 Million Bonds - Cane Creek Centre
- B. General Expenditures for FY2020
- C. General Expenditures for FY2021
- D. Mega Park – Funding Other than Bond Funds
- E. Berry Hill Mega Park – Lot 4 Site Development
- F. Berry Hill Mega Park – Lot 8 Site Development
- G. Berry Hill Mega Park – Water & Sewer
- H. Rent, Interest, and Other Income Realized FY2020
- I. Rent, Interest, and Other Income Realized FY2021
- J. Monthly Checks
- K. Unaudited Financial Statements

**Danville-Pittsylvania Regional Industrial Facility Authority**

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

As of August 31, 2020

	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
<b>Funding</b>					
Funds from bond issuance	\$7,300,000.00				
Issuance cost	(155,401.33)				
Refunding cost <sup>7</sup>	(52,500.00)				
Bank fees	(98.25)				
Interest earned to date	486,581.70				
<b>Cane Creek Parkway <sup>3</sup></b>		\$3,804,576.00	\$3,724,241.16	\$ -	
<b>Swedwood Drive <sup>2</sup></b>		69,414.00	69,414.00	-	
<b>Cane Creek Centre entrance <sup>3</sup></b>		72,335.00	53,878.70	-	
<b>Financial Advisory Services</b>		9,900.00	9,900.00	-	
<b>Dewberry contracts <sup>1</sup></b>		69,582.50	69,582.50	-	
<b>Dewberry contracts not paid by 1.7 grant <sup>4,5</sup></b>		76,986.46	50,001.62	26,984.84	
<b>Land</b>		-	2,792,945.57	-	
<b>Demolition services</b>		71,261.62	71,261.62	-	
<b>Legal fees</b>		-	247,837.83	-	
<b>CCC - Lots 3 &amp; 9 project - RIFA Local Share <sup>6</sup></b>		142,190.00	112,464.98	-	
<b>Other expenditures</b>		-	347,194.30	-	
<b>Total</b>	\$ 7,578,582.12	\$ 4,316,245.58	\$ 7,548,722.28	\$ 26,984.84	<u><u>\$ 2,875.00</u></u>

**Notes:**

<sup>1</sup> Dewberry Contracts consist of wetland, engineering, surveying and site preparation

<sup>2</sup> Funds being used to cover City and County matching contributions for a VDOT grant for Swedwood Drive

<sup>3</sup> Project completed under budget

<sup>4</sup> 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.

<sup>4</sup> 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.

<sup>5</sup> 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.

<sup>6</sup> 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.

<sup>7</sup> 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
<b>Total Road Contract Allocated to RIFA</b>	<b>\$ 5,271,916.00</b>

**Funding Summary - Cane Creek Parkway**

VDOT	\$ 1,467,340.00
Bonds	3,804,576.00
	<b>\$ 5,271,916.00</b>

# Danville-Pittsylvania Regional Industrial Facility Authority

General Expenditures for Fiscal Year 2020

As of August 31, 2020

	<u>Funding</u>	<u>Budget</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
<b>Funding</b>					
City Contribution	\$ 25,000.00				
County Contribution	25,000.00				
Carryforward from FY2019	4,434.23				
Transfer from Unrestricted Fund Balance	260,000.00				
<b>Contingency</b>					
Miscellaneous contingency items		\$ 24,154.23	\$ 23,922.55	\$ -	\$ 231.68
<b>Total Contingency Budget</b>		<u>24,154.23</u>	<u>23,922.55</u>	<u>-</u>	<u>231.68</u>
<b>Legal</b>		260,000.00	312,346.93	-	(52,346.93)
<b>Accounting</b>		22,175.00	21,750.00	-	425.00
<b>Annual Bank Fees</b>		605.00	-	-	605.00
<b>Postage &amp; Shipping</b>		100.00	-	-	100.00
<b>Meals</b>		4,000.00	3,728.72	-	271.28
<b>Utilities</b>		400.00	368.40	-	31.60
<b>Insurance</b>		3,000.00	2,337.00	-	663.00
<b>Total</b>		<u>\$ 314,434.23</u>	<u>\$ 314,434.23</u>	<u>\$ -</u>	<u>\$ (50,019.37)</u>

# Danville-Pittsylvania Regional Industrial Facility Authority

General Expenditures for Fiscal Year 2021

As of August 31, 2020

	<u>Funding</u>	<u>Budget</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
<b>Funding</b>					
City Contribution	\$ 25,000.00				
County Contribution	25,000.00				
Carryforward from FY2020					
Transfer from Unrestricted Fund Balance	200,000.00				
<b>Contingency</b>					
Miscellaneous contingency items		\$ 20,100.00	\$ 75.00	\$ -	\$ 20,025.00
<b>Total Contingency Budget</b>		<u>20,100.00</u>	<u>75.00</u>	<u>-</u>	<u>20,025.00</u>
<b>Legal</b>		200,000.00		-	200,000.00
<b>Accounting</b>		22,400.00		-	22,400.00
<b>Annual Bank Fees</b>		-		-	-
<b>Postage &amp; Shipping</b>		100.00		-	100.00
<b>Meals</b>		4,000.00	238.07	-	3,761.93
<b>Utilities</b>		400.00	30.70	-	369.30
<b>Insurance</b>		3,000.00	2,353.00	-	647.00
<b>Total</b>		<u>\$ 250,000.00</u>	<u>\$ 2,696.77</u>	<u>\$ -</u>	<u>\$ 247,303.23</u>

**Danville-Pittsylvania Regional Industrial Facility Authority**  
**Southern Virginia Megasite at Berry Hill - Funding Other than Bond Funds**  
**As of August 31, 2020**

<b>Funding</b>	<b>Funding</b>	<b>Budget / Contract Amount</b>	<b>Expenditures</b>	<b>Encumbered</b>	<b>Unexpended / Unencumbered</b>
City contribution	\$ 134,482.50				
County contribution	134,482.50				
City advance for Klutz, Canter, & Shoffner property <sup>1,4</sup>	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 <sup>5</sup>	76,067.61				
Additional funds allocated by RIFA Board on 1/14/2013 <sup>6</sup>	11,854.39				
TIC #2264 - Phase II Land and Engineering	3,700,000.00				
VA Economic Development Partnership MEI Grant Funds	577,503.14				
<b>Land</b>					
Klutz property		\$ 8,394,553.50	\$ 8,394,553.50	\$ -	
Canter property <sup>2</sup>		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	-	
401 Buford Road		246,082.96	246,082.96	-	
Off State Road 1055		181,890.19	181,890.19	-	
604 Buford Road		361,896.60	361,896.60	-	
<b>Other</b>					
Dewberry & Davis		28,965.00	28,965.00	-	
Dewberry & Davis <sup>3</sup>		990,850.00	987,879.29	2,970.71	
Consulting Services - McCallum Sweeney <sup>7</sup>		115,000.00	103,796.85	-	
Dewberry Engineers (related to #2264)		160,500.00	160,500.00	-	
Dewberry Engineers		378,439.14	202,930.00	175,509.14	
Appalachian Power Company		1,655,000.00	678,500.00	976,500.00	
Banister Bend Farm, LLC		199,064.00	199,064.00	-	
Transfer available funds to "Berry Hill Mega Park - Lot 4 Site Development" Project <sup>8</sup>		-	11,203.15	-	
<b>Total</b>	<b>\$ 18,509,027.97</b>	<b>\$ 17,414,397.72</b>	<b>\$ 16,259,417.87</b>	<b>\$ 1,154,979.85</b>	<b>\$ 1,094,630.25</b>

<sup>1</sup> 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.

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

<sup>3</sup> 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.

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

<sup>5</sup> 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.

<sup>6</sup> 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.

<sup>7</sup> Unencumbered the remaining \$11,203.15 due to termination of contract.

<sup>8</sup> As approved by RIFA Board on 10/16/2014

**Danville-Pittsylvania Regional Industrial Facility Authority**  
**Southern Virginia Megasite at Berry Hill - Lot 4 Site Development**  
**As of August 31, 2020**

<b>Funding</b>	<b>Funding</b>	<b><u>Budget / Contract Amount</u></b>	<b><u>Expenditures</u></b>	<b><u>Encumbered</u></b>	<b><u>Unexpended / Unencumbered</u></b>
Tobacco Commission FY12 Megasite Allocation	\$ 6,208,153.00				
Local Match for TIC FY12 Megasite Allocation - County Portion <sup>1</sup>	750,000.00				
Local Match for TIC FY12 Megasite Allocation - City Portion <sup>1</sup>	750,000.00				
Local Match for TIC FY12 Megasite Allocation - RIFA Portion <sup>2</sup>	181,000.00				
Transfer in from "Mega Park - Funding Other than Bond Funds" Budget <sup>3</sup>	11,203.15				
 <b>Expenditures</b>					
Dewberry Engineers Inc.		1,707,562.81	1,707,562.81	-	
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		11,860.00	11,860.00	-	
Haymes Brothers, Inc. - Construction on Phase 1 Graded Pad		4,243,151.21	4,243,151.21	-	
Haymes Brothers, Inc. - Phase 1 Pad A Extension/Expansion		1,679,616.89	1,679,616.89	-	
 <b>Transfers to "General Expenditures Fiscal Year 2015" Contingency <sup>3</sup></b>					
Jones Lang LaSalle - Market Analysis Study		(95,000.00)	(95,000.00)	-	
Jones Lang LaSalle - Economic Analysis		(12,000.00)	(12,000.00)	-	
 <b>Total</b>	 \$ 7,900,356.15	 \$ 7,900,026.55	 \$ 7,900,026.55	 \$ -	 <u><u>\$ 329.60</u></u>

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

<sup>2</sup> 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.

<sup>3</sup> As approved by RIFA Board on 10/16/2014 (\$108,603.35 of expenditures for Dewberry Engineers, Inc. was also transferred from remaining unexpended and unencumbered costs under Amendment #4)

# Danville-Pittsylvania Regional Industrial Facility Authority

Southern Virginia Megasite at Berry Hill - Lot 8 Site Development

As of August 31, 2020

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	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
<b>Funding</b>					
<b>TIC #3358 Site Improvements for Project Lignum</b>					
Tobacco Commission Grant	\$ 2,624,800.00				
<b>Expenditures</b>					
Dewberry Engineers Inc.		89,300.00	82,800.00	6,500.00	
<b>Total</b>	<b>\$ 2,624,800.00</b>	<b>\$ 89,300.00</b>	<b>\$ 82,800.00</b>	<b>\$ 6,500.00</b>	<b>\$ <u>2,535,500.00</u></b>

# Danville-Pittsylvania Regional Industrial Facility Authority

Southern Virginia Megasite at Berry Hill - Water & Sewer

As of August 31, 2020

	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
<b>Funding</b>					
<b>TIC #2641 Phase I Sanitary Sewer</b>					
Tobacco Commission Grant 2641	\$ 4,840,977.86				
Local Match for Contractual Services	274,926.43				
Local Match for Property & Imp.	262,960.00				
<b>TIC #3011 Water System Improvements Phase II</b>					
Tobacco Commission Grant 3011	2,241,567.00				
Local Match for Property & Imp.	224,160.00				
City of Danville Utilities	1,949,168.76				
<b>Expenditures</b>					
Dewberry Engineers Inc.		1,019,764.99	675,059.99	344,705.00	
Haymes Brothers, Inc. - Phase I Sanitary Sewer		5,092,668.30	5,092,668.30	-	
Haymes Brothers, Inc. - Phase I Sanitary Sewer (City)		1,335,128.76	261,292.88	1,073,835.88	
C.W. Cauley & Son - Phase 1 Water		1,843,540.00	950,565.25	892,974.75	
Norfolk Southern Railway Company		22,300.00	22,300.00	-	
Pittsylvania County Service Authority		1,475.00	1,475.00	-	
Treasurer of Virginia		7,900.00	7,900.00	-	
AECOM		5,000.00	5,000.00	-	
BH Media Group, Inc.		296.00	296.00	-	
Danville Register & Bee		600.00	600.00	-	
<b>Total</b>	<b>\$ 9,793,760.05</b>	<b>\$ 9,328,673.05</b>	<b>\$ 7,017,157.42</b>	<b>\$ 2,311,515.63</b>	<b>\$ <u>465,087.00</u></b>

**Danville-Pittsylvania Regional Industrial Facility Authority**

Rent, Interest, and Other Income Realized for Fiscal Year 2020

As of August 31, 2020

<i>Source of Funds</i>	<u>Funding</u>		<u>Expenditures</u> <u>FY2020</u>	<u>Unexpended /</u> <u>Unencumbered</u>
	<u>Carryforward</u> <u>from FY2019</u>	<u>Receipts</u> <u>Current</u> <u>Month</u>		
<i>Carryforward</i>	\$ 726,050.44			
<i>Current Lessees</i>				
Institute for Advanced Learning and Research (IALR) <sup>1</sup>			\$ 304,950.00	
Mountain View Farms of Virginia, L.C.			1,200.00	
Osborne Company of North Carolina, Inc.			1,000.00	
Capital Outdoor, Inc.			4,000.00	
<i>Total Rent</i>		\$ -	\$ 311,150.00	
<i>Interest Received</i> <sup>2</sup>			\$ 5,457.37	
<i>Miscellaneous Income</i>			\$ 967,911.95	
<b><i>Expenditures</i></b>				
Hawkins Research Bldg. Property Mgmt. Fee			\$ 304,950.00	
Transfer to General Expenditures budget			\$ 260,000.00	
Disbursements for Gerfertec incentives			\$ 33,834.68	
Disbursements for Harlow Fastech incentives			\$ 367,214.98	
Refunded fees			\$ 10,000.00	
<b><i>Totals</i></b>	<b>\$ 726,050.44</b>	<b>\$ -</b>	<b>\$ 1,284,519.32</b>	<b>\$ 975,999.66</b>
				<b>\$ 1,034,570.10</b>
				<b>Restricted</b> <sup>1</sup> \$ 313,695.06
				<b>Unrestricted</b> \$ 221,530.73
				<b>Committed</b> \$ 499,344.31

<sup>1</sup> Please note that rent proceeds must be used in accordance with the U.S. Economic Development Administration's (EDA) Standard Terms and Conditions

<sup>2</sup> Please note that this is only interest received on RIFA's general money market account.

# Danville-Pittsylvania Regional Industrial Facility Authority

Rent, Interest, and Other Income Realized for Fiscal Year 2021

As of August 31, 2020

<b>Source of Funds</b>	<b>Funding</b>		<b>Expenditures FY2021</b>	<b>Unexpended / Unencumbered</b>	
	<b>Carryforward from FY2020</b>	<b>Receipts Current Month</b>			<b>Receipts FY2021</b>
<u>Carryforward</u>	\$ 1,034,570.10				
<u>Current Lessees</u>					
Institute for Advanced Learning and Research (IALR) <sup>1</sup>		\$ 25,412.50	\$ 50,825.00		
<b>Total Rent</b>		\$ 25,412.50	\$ 50,825.00		
<u>Interest Received</u> <sup>2</sup>		\$ 77.44	\$ 77.44		
<u>Miscellaneous Income</u>		\$ 1,057.00	\$ 2,114.00		
<b>Expenditures</b>					
Hawkins Research Bldg. Property Mgmt. Fee			\$ 25,412.50		
Hawkins Research Bldg. Repairs & Maintenance			\$ 868.36		
Transfer to General Expenditures budget			\$ 200,000.00		
Disbursements for Gerfertec incentives			\$ 4,229.34		
<b>Totals</b>	\$ 1,034,570.10	\$ 26,546.94	\$ 53,016.44	\$ 230,510.20	\$ 857,076.34
			<b>Restricted</b> <sup>1</sup>	\$ 338,239.20	
			<b>Unrestricted</b>	\$ 19,492.83	
			<b>Committed</b>	\$ 499,344.31	

<sup>1</sup> Please note that rent proceeds must be used in accordance with the U.S. Economic Development Administration's (EDA) Standard Terms and Conditions

<sup>2</sup> Please note that this is only interest received on RIFA's general money market account.

**Danville-Pittsylvania Regional Ind. Facility Authority**  
**Check Detail**  
**August 2020**

<b>Check Number</b>	<b>Date</b>	<b>Vendor Name</b>	<b>Paid Amount</b>
2349	08/10/2020	Haymes Brothers, Inc	261,292.88
2350	08/10/2020	Christian & Barton, LLP	35,189.00
2351	08/10/2020	Dewberry Engineers Inc.	132,905.00
2352	08/10/2020	Haymes Brothers, Inc	50,838.62
2353	08/10/2020	American Electric Power	298,500.00
2354	08/10/2020	IALR	25,412.50
2355	08/10/2020	IALR	2,352.74
2356	08/10/2020	Mountain Roofing Inc	868.36
WIRE	08/20/2020	City of Danville	30.70

**Danville-Pittsylvania Regional Industrial Facility Authority**  
**Statement of Net Position**<sup>1, 2</sup>  
**August 31, 2020\***

	<b>Unaudited FY 2021</b>
<b>Assets</b>	
<i>Current assets</i>	
Cash - checking	\$ 644,648
Cash - money market	456,027
<i>Total current assets</i>	1,100,675
<i>Noncurrent assets</i>	
Restricted cash - project fund CCC bonds	36,360
Restricted cash - debt service fund CCC bonds	506,534
Capital assets not being depreciated	23,832,535
Capital assets being depreciated, net	22,505,505
Construction in progress	14,628,421
<i>Total noncurrent assets</i>	61,509,355
<b>Total assets</b>	62,610,030
<b>Liabilities</b>	
<i>Current liabilities</i>	
Unearned income	3,475
Bonds payable - current portion	444,740
<i>Total current liabilities</i>	448,215
<i>Noncurrent liabilities</i>	
Bonds payable - less current portion	1,675,000
<i>Total noncurrent liabilities</i>	1,675,000
<b>Total liabilities</b>	2,123,215
<b>Net Position</b>	
Net investment in capital assets	58,883,081
Restricted - debt reserves	506,534
Unrestricted	1,097,200
<b>Total net position</b>	\$ 60,486,815

<sup>1</sup> 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.

<sup>2</sup> 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**  
**August 31, 2020\***

	<b>Unaudited FY 2021</b>
<b>Operating revenues</b>	
Virginia Tobacco Commission Grants	561,240
Rental income	50,825
<b>Total operating revenues</b>	612,065
<b>Operating expenses</b> <sup>4</sup>	
Mega Park expenses <sup>3</sup>	1,537,398
Cane Creek Centre expenses <sup>3</sup>	18,178
Cyber Park expenses <sup>3</sup>	62,650
Professional fees	22,206
Other operating expenses	3,972
<b>Total operating expenses</b>	1,644,404
<b>Operating income (loss)</b>	(1,032,339)
<b>Non-operating revenues (expenses)</b>	
Interest income	77
Interest expense	(37,496)
<b>Total non-operating expenses, net</b>	(37,419)
<b>Net income (loss) before capital contributions</b>	(1,069,758)
<b>Capital contributions</b>	
Contribution - City of Danville	532,095
Contribution - Pittsylvania County	280,494
<b>Total capital contributions</b>	812,589
<b>Change in net position</b>	(257,169)
<b>Net position at July 1, 2020</b>	60,743,984
<b>Net position at August 31, 2020</b>	\$ 60,486,815

<sup>3</sup> A portion or all of these expenses may be capitalized at fiscal year-end.

<sup>4</sup> Please note that most non-cash items, such as depreciation and amortization, are not included here until year-end entries are made.

<sup>5</sup> Please note this statement will change once all FY2020 entries are made and may also change depending on audit adjustments, if any, for FY2020 and the nature of those audit adjustments.

*Danville-Pittsylvania Regional Industrial Facility Authority*  
*Statement of Cash Flows*  
*August 31, 2020\**

	<u>Unaudited FY 2021</u>
<b>Operating activities</b>	
Receipts from grant reimbursement requests	\$ 561,240
Receipts from leases	50,825
Payments to suppliers for goods and services	<u>(1,644,404)</u>
<b>Net cash used by operating activities</b>	<u><u>(1,032,339)</u></u>
<b>Capital and related financing activities</b>	
Capital contributions	812,589
Interest paid on bonds	<u>(37,496)</u>
<b>Net cash provided by capital and related financing activities</b>	<u><u>775,093</u></u>
<b>Net increase (decrease) in cash and cash equivalents</b>	(257,169)
<b>Cash and cash equivalents - beginning of year (including restricted cash)</b>	<u>1,900,738</u>
<b>Cash and cash equivalents - through August 31, 2020 (including restricted cash)</b>	<u><u>\$ 1,643,569</u></u>
<b>Reconciliation of operating loss before capital contributions to net cash used by operating activities:</b>	
Operating income (loss)	\$ <u>(1,032,339)</u>
<b>Net cash used by operating activities</b>	<u><u>\$ (1,032,339)</u></u>
<b>Components of cash and cash equivalents at August 31, 2020:</b>	
American National - Checking	\$ 644,648
American National - General money market	456,027
Wells Fargo - \$7.3M Bonds CCC Debt service fund	506,534
Wells Fargo - \$7.3M Bonds CCC Project fund	36,360
	<u>\$ 1,643,569</u>

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 6ABCDEFG
<b>Meeting Date:</b>	09/14/2020
<b>Subject:</b>	Closed Session
<b>From:</b>	Chairman

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- 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; and
- 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 Southern Virginia Megasite 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; and
- D. As permitted by Virginia Code § 2.2-3711(A)(8) for consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel.

### RETURN TO OPEN SESSION

- E. Reinstatement/Unmuting of Conference Line.
- F. Confirmation of Motion and Vote to Reconvene in Open Meeting.
- G. Motion to Certify Closed Meeting.

# Danville-Pittsylvania Regional Industrial Facility Authority

## Executive Summary

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<b>Agenda Item No.:</b>	Item 7A
<b>Meeting Date:</b>	09/14/2020
<b>Subject:</b>	Resolution 2020-09-14-7A
<b>From:</b>	Chairman

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### **SUMMARY**

The Board will be asked to consider Resolution 2020-09-14-7A – selection of general legal counsel.

### **ATTACHMENTS**

*No written resolution*