

Danville-Pittsylvania Regional Industrial Facility Authority

Minutes

February 14, 2011

The Regular Meeting of the Danville Pittsylvania Regional Industrial Facility Authority convened at 12:20 p.m. on the above date in the Conference Room located at the Danville Regional Airport, 424 Airport Drive. Present were City of Danville Members Chairman Sherman Saunders, David Luther and alternate Fred Shanks and Pittsylvania County Members Chairman Coy Harville and Hank Davis. Pittsylvania County alternate Fred Ingram was absent.

City/County staff members attending were: City Manager Joe King, Danville Economic Development Director Jeremy Stratton, Pittsylvania County Administrator Dan Sleeper, Pittsylvania County Economic Development Director Ken Bowman, Assistant County Administrator for Planning & Development Gregory Sides, Danville Finance Director Barbara Dameron, Danville Senior Accountant Patricia Knutti, Clement and Wheatley Attorney Michael Guanzon, and Secretary to the Authority Susan DeMasi.

Citizen in attendance was Barbara Hudson.

Mr. Saunders called the Meeting to order.

PUBLIC COMMENT PERIOD

There were no comments from citizens.

APPROVAL OF JANUARY 10, 2011 MINUTES

Upon **Motion** by Mr. Harville and second by Mr. Luther, Minutes of the January 10, 2011 Meeting were approved, as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

CONSIDERATION TO APPROVE PROPOSED REVISIONS TO AUTHORITY'S AMENDED AND RESTATED BY-LAWS

Mr. Harville **moved** to approve the revisions to the Authority's Amended and Restated By-laws (adopted August 13, 2007 and last revised on August 9, 2010) to clarify the appointment and qualifications of the Secretary and the Treasurer of the Authority; the election of officers; and requests for a special meeting.

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

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

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APPOINTMENT OF THE AUTHORITY SECRETARY

Mr. Saunders called for a nomination for Secretary to RIFA; Mr. Harville requested clarification from legal counsel.

Mr. Harville nominated Sue DeMasi to serve as Secretary to RIFA. The Nomination was seconded by Mr. Davis and carried by the following vote:

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

Mr. Harville **moved** to adopt a Motion to appoint Sue DeMasi as Secretary for RIFA. The Motion was seconded by Mr. Davis and carried by the following vote:

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

CONSIDERATION OF RESOLUTION NO. 2011-02-14-07

Mr. Harville **moved** to approve Resolution No. 2011-02-14-07 (i) authorizing a Lease Agreement between the Authority, as landlord, and Browning & Associates, Ltd., a Virginia corporation, as tenant, for the Authority's real property in the Mega Park, commonly known as 4380 Berry Hill Road (GPIN 1367-70-4519), for a one-year period, terminable by either party with at least 30 days notice; during the term, rent would be \$1,000 per month, with a \$1,000 security deposit; and use of the property would be at all times in compliance with the Agricultural District A-1 zoning ordinance; and (ii) authorizing the Chairman and/or the Vice Chairman to execute all necessary documents pertaining thereto.

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

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

CONSIDERATION OF U.S. GREEN ENERGY SITE PLAN APPROVAL PER CANE CREEK COVENANTS

Mr. Greg Sides, Assistant County Administrator for Planning and Development gave a brief overview of the U.S. Green Energy Site Plan. Also present from U.S. Green Energy was Troy Sacra, Gary Waldman and George Peterson. Jim Reynolds, also present, prepared the site

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development plan. Mr. Sides presented the site plan demonstrating that the initial 27,000 square foot building meets RIFA guidelines. The site can be accessed by Barker Road. Mr. Sides presented a picture of the building showing it to be primarily a metal construction building with a 10% stone area. Landscaping requirements will also be met. Mr. Sides presented a letter to the RIFA Chairman from Troy Sacra of U.S. Green Energy, outlining the U.S. Green Energy request for approval from RIFA to construct a Solar Module Manufacturing Facility at Cain Creek Center. The letter was read to the Board by RIFA secretary.

Mr. Harville questioned Mr. Guanzon as to the proper motion to approve the plan presented in the letter to the chairman and that those conditions meet the covenants of RIFA.

Mr. Sides also presented a second letter to RIFA from Gregory Sides indicating that he has reviewed the Site Development Plan and building specifications submitted by U.S. Green Energy for the new manufacturing facility to be located at the Cane Creek Centre. Mr. Sides notes the plans and building specifications are in compliance with the design guidelines outlined in the Cane Creek Centre Declaration of Protective Covenants. This letter was read to the Board by the RIFA secretary.

Mr. Harville **moved** to approve a Motion approving the U.S. Green Energy site plan per the Cane Creek Covenants as outlined in the letter to Mr. Saunders, Chairman of RIFA and also referenced in the letter of Mr. Greg Sides.

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

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

MONTHLY FINANCIAL REPORT

Mr. Luther moved to accept the financial report as presented. The Motion was seconded by Mr. Harville and carried by the following vote:

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

CLOSED MEETING

At 12:38 P.M. Mr. Davis **moved** that the meeting be recessed and the Authority immediately convene in Closed Meeting as permitted by Section 2.2-3711(A)(7) of the Code of Virginia, 1950 as amended, for consultation with and briefing by legal counsel pertaining to actual

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litigation regarding Nancy Barbour Smith, et al. v. Pittsylvania County Board of Supervisors (Case No. CL 1000088-00), where such consultation or briefing in open meeting would adversely affect the litigating posture of the Authority.

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

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

At 12:58 the Authority returned to open meeting and Mr. Luther **moved** adoption of the following Motion:

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

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

NOW, THEREFORE, BE IT RESOLVED that the Authority hereby certifies that, to the best of each Member's knowledge, (i) only public business matters lawfully exempted by the open requirements of Virginia Law were discussed in the Closed Meeting to which this Certification Resolution applies, and (ii) only such public business matters as were identified in the Motion convening the Closed Meeting were heard, discussed, or considered by the Authority.

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

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

Mr. Luther **moved** to adopt the following Motion:

The Authority hereby certified that, to the best of each Member's knowledge, (i) only public business matters lawfully exempted from 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. Harville and carried by the following vote:

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

COMMUNICATIONS

Mr. Davis presented Mayor Saunders with an award from VACO for the Innovative County Program Award presented to RIFA. Mr. Davis had received one for Pittsylvania County and presented Mr. Saunders with one for the City of Danville.

The Meeting adjourned at 1:00 P.M.

Chairman

Clerk to the Authority