

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

December 14, 2020

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:04 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 (Dr. Miller entered the meeting at 12:07 p.m.) 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, 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. *City of Danville Director of Finance Michael Adkins, Accountant Henrietta Weaver, and Project Manager Kelvin Perry attended the meeting electronically.*

Chairman Robert W. Warren presided.

PUBLIC COMMENT PERIOD

No one present desired to be heard.

APPROVAL OF MINUTES OF THE NOVEMBER 9, 2020 MEETING

Upon **Motion** by Mr. Saunders and **second** by Mr. Searce, Minutes of the November 9, 2020 Meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

Mr. Warren requested a Motion to Amend the Agenda to add Agenda Item 7A.1; Mr. Searce **moved** to add Agenda Item 7A.1. The Motion was **seconded** by Council Member Vogler and carried by the following vote:

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

NEW BUSINESS

5A. FINANCIAL STATUS REPORT AS OF NOVEMBER 30, 2020

Authority Treasurer Michael Adkins gave the Financial Status report as of November 30, 2020, beginning with Cane Creek Bonds which showed no expenditures for November. General Expenditures for Fiscal Year 2021 show RIFA paid \$73 to Christian and Barton for legal fees, \$10,000 to Brown, Edwards, RIFA's External Auditors; that Audit was complete and will be presented in January, \$255 for meals and \$31 for monthly utilities. Funding Other than Bonds for Berry Hill show RIFA expended \$32,320 to Dewberry for continued work under Amendment #29. For Lot 4 Site Development, RIFA drew down the last of Tobacco Grant #2491; that completes the existing funding for Lot 4 Site Development. At the end, there was about \$329 left over and that was transferred to the Unassigned Fund Balance for RIFA; the funding sheet now shows zero for the Unexpended/Unencumbered column. There was no activity for Lots 1 and 2, and Water and Sewer show RIFA expended \$15,750 to Dewberry for

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work on Amendment #28. Under Rent, Interest and Other Income, RIFA received \$25,148 from the Institute for the Hawkins Building rent, earned \$201 in interest and received \$1,057 from Pittsylvania County for their share of monthly rent for Gefertec. RIFA paid \$25,148 to the Institute for the Hawkins' maintenance and \$2,115 to the Institute for Gefertec rent.

Mr. Saunders **moved** to accept the Financial Report as presented. 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)

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 12:09 p.m. Mr. Searce **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 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.

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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

On **Motion** by Mr. Vogler and **second** by Mr. Searce and by unanimous vote at 2:03 p.m., the Authority returned to open meeting. (Reinstatement/Unmuting of Conference Line [see Agenda Item 5D above].)

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. Saunders and carried by the following vote:

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

7. NEW BUSINESS CONTINUED

7A.1. CONSIDERATION OF RESOLUTION NO. 2020-12-14-7A.1, AUTHORIZING AN AMENDMENT TO THE CONTRACT OF SALE BETWEEN THE AUTHORITY AND REALTYLINK INVESTMENTS

Mr. Searce **moved** for adoption of Resolution No. 2020-12-14-7A.1, as presented with the following amendments: Item iii, *which will not be applied to the purchase price under the CofS, and mark out, if and when the parties proceed to closing.* 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)

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8. COMMUNICATIONS

Board Members wished everyone a Merry Christmas and a Happy New Year, and thanked the staff for their work. Mr. Warren noted it was his last meeting this year as Chairman, everyone did a wonderful job during unusual times and looked for a brighter future. Ms. Bobe and Mr. Rowe are two top notch people, thanked the staff from Dewberry, the City Manager and County Administrator for the work they both do, and to Mr. Guanzon who was always professional and Sue DeMasi for the work they all do, a Merry Christmas and Happy New Year.

Mr. Rowe noted the signs were being put up at the Mega Site, and distributed a plat with the proposed locations. Sign One will be located where the new connector road comes in, and believes it had been agreed to previously; it was high, prominent and easily visible. Sign Two was challenging, and the site Mr. Rowe leaned toward was Option 1. They would have a sign on both sides of the road, but it would be considerably into Lot 10; along the rail coming into the park was all wetlands so a sign cannot be put there. The Sign 2, Option 2, was not very slightly because of the rail and rail house in the line of sight, and it was on the opposite side of the road so it was not facing traffic coming from Eden into the Park. Mr. Rowe noted his recommendation was Option 1; after a brief discussion, Option 1 was recommended.

Meeting adjourned at 2:11 p.m.

APPROVED:

s/ Sherman M. Saunders
Chairman

s/ Susan M. DeMasi
Secretary to the Authority