Danville-Pittsylvania Regional Industrial Facility Authority

CITY OF DANVILLE, VIRGINIA
COUNTY OF PITTSYLVANIA, VIRGINIA

AGENDA

MONDAY, DECEMBER 12, 2011

12:00 NOON

DANVILLE REGIONAL AIRPORT
EASTERN CONFERENCE ROOM
424 AIRPORT DRIVE, DANVILLE, VIRGINIA

COUNTY OF PITTSYLVANIA MEMBERS

COY E. HARVILLE, CHAIRMAN
HENRY A. "HANK" DAVIS, JR.
FRED M. INGRAM, ALTERNATE

CITY OF DANVILLE MEMBERS

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

STAFF

JOSEPH C. KING, CITY MANAGER, DANVILLE
WILLIAM D. SLEEPER, PITTSYLVANIA COUNTY ADMINISTRATOR
CLEMENT & WHEATLEY, ATTORNEY FOR AUTHORITY
SUSAN M. DEMASI, AUTHORITY SECRETARY
BARBARA A. DAMERON, 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 between the public and the Authority.)

4. APPROVAL OF MINUTES FOR THE NOVEMBER 21, 2011 MEETING

5. NEW BUSINESS

A. Consideration of Resolution No. 2011-12-12-5A, revising Article VI ("Officers") of the Amended and Restated Bylaws of the Authority adopted August 13, 2007, and last revised April 11, 2011 (the "Bylaws"), to provide that the Treasurer, in the absence of the Secretary, shall perform all duties of the Secretary, except for those certain other duties which the Chairman, under the Bylaws, delegates to a director, alternate director, officer or staff member in the Secretary's absence.

B. Consideration of Resolution No. 2011-12-12-5B, authorizing the sale to Herb Jefferson of that certain wood fence located on that certain real property (Tax GPIN 1367-70-4519) located in the Authority's Mega Park project, in Pittsylvania County, Virginia, commonly known as the Trayham Place/Canter Property, for a purchase price of $10.

C. Consideration of Resolution No. 2011-12-12-5C, directing the pursuit of an amendment to that certain Declaration of Restrictions of Industrial Development Authority and the City of Danville, Virginia (the "City"), dated May 30, 2000, and recorded in the Clerk's Office of the Circuit Court of Danville, Virginia, as Instrument No. 00-2582, at page 21, as such restrictions pertain to that certain parcel owned by the Authority fronting at the corner of River Point Road and South Boston Road (Tax PIN 76443), located in the Authority's Cyber Park Project, in Danville, Virginia; such amendment shall relocate a portion of the conservation easement to a portion of that certain adjacent parcel owned by the Authority fronting on River Point Road (Tax PIN 76441), located in the Cyber Park Project, which relocation is in support of the City's transportation project (VDOT UPC 98233) on Route 58 West (South Boston Road), which includes the addition of a right turn lane along South Boston Road for the purpose of improving traffic safety along that road corridor.

D. Consideration of Resolution No. 2011-12-12-5D, authorizing the distribution and conveyance to the Authority's member locality, the City of Danville, Virginia (the "City"), of that certain parcel fronting at the corner of River Point Road and South Boston Road (Tax PIN 76443), containing 2.093 acres, more or less, located in the Authority's Cyber Park Project, in Danville, Virginia, for the purpose of facilitating the City's transportation project (VDOT UPC 98233) on Route 58 West (South Boston Road), which includes the addition of a right turn lane along South Boston Road for the purpose of improving traffic safety along that road corridor.

E. Recognition of the service of Henry A. Davis, Jr., Esquire, to the Authority as a director – Coy E. Harville, Authority Chairman

F. Financial Report as of November 30, 2011 – Barbara A. Dameron, CPA, Authority Treasurer

6. COMMUNICATIONS FROM:

Henry A. "Hank" Davis, Jr.
Coy E. Harville
Fred M. Ingram
T. David Luther
Sherman M. Saunders
Fred O. Shanks, III
Staff

7. ADJOURN

AGENDA
ITEM NUMBER 4

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes
November 21, 2011

The Regular Meeting of the Danville Pittsylvania Regional Industrial Facility Authority convened at 12:18 p.m. on the above date in the 2nd Floor Conference Room located at the Danville Municipal Building, 427 Patton Street. Present were City of Danville Members Vice-Chairman Sherman M. Saunders, and alternate Fred O. Shanks, III, T. David Luther was absent. Pittsylvania County Members present were Chairman Coy E. Harville and Henry A. "Hank" Davis, Jr.; Alternate Fred Ingram was absent.

City/County staff members attending were: City Manager Joe King, Pittsylvania County Administrator Dan Sleeper, Assistant County Administrator Otis Hawker, Danville Finance Director/Authority Treasurer Barbara Dameron, Pittsylvania County Finance Director Kim Van der Hyde, Pittsylvania County Director of Economic Development Ken Bowman, City of Danville Director of Economic Development Jeremy Stratton, City of Danville Director of Utilities Jim Kendrick, Assistant County Administrator for Planning & Development Gregory Sides, Project Manager Corrie Teague, City of Danville Senior Accountant Patricia Conner, Clement and Wheatley Attorney Michael Guanzon, and Secretary to the Authority Susan DeMasi. Also present was Dewberry & Davis project manager Shawn Harden.

Chairman Harville called the Meeting to order.

PUBLIC COMMENT PERIOD

No one desired to be heard.

APPROVAL OF OCTOBER 11, 2011 MINUTES

Upon **Motion** by Mr. Shanks and **second** by Mr. Davis, Minutes of the October 11, 2011 Meeting were approved, as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

NEW BUSINESS

A. CONSIDERATION OF RESOLUTION 2011-11-21-5A - APPROVE CHANGE ORDER NO. 003, DATED 10-18-11 TO HAYMES BROTHERS, INC., $96,041.71

Mr. Davis **moved** adoption of Resolution No. 2011-11-21-5A, to approve Change Order No. 003, dated October 18, 2011, to Haymes Brothers, Inc., a Virginia corporation, in the amount of $96,041.71, for reconciliation of overrun and under run of certain contract items on the project, for the construction of graded pads and sewer line at the Authority's Cane Creek Centre. [No written resolution. Copy of change order attached.]. The motion was **seconded** by Mr. Saunders and carried by the following vote:

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

B. CONSIDERATION - RESOLUTION NO. 2011-11-21-5B-1 AUTHORIZING SUBMISSION OF APPLICATION BY THE AUTHORITY TO THE TOBACCO INDEMNIFICATION AND COMMUNITY REVITALIZATION COMMISSION FOR A GRANT UP TO $6,300,000 – WORK ON LOT 4 AT BERRY HILL MEGA PARK

Authority Attorney Michael Guanzon noted that he wanted to clarify that the Agenda item was modified and that there is a revised Resolution.

Mr. Harville noted that the Resolution originally named "Cane Creek" and it was changed to the "Berry Hill Mega Park". Mr. Guanzon noted the amount was different as well, it increases to $6.3M instead of $6M.

Greg Sides noted that this Resolution relates to the Tobacco Commission application for the Mega Site to grade Lot 4. Lot 4 is located at the intersection of Oak Hill Road and Berry Hill Road. Mr. Harville noted that this grading would create a 230 acre pad site.

Mr. Davis **moved** adoption of Resolution No. 2011-11-21-5B-1 authorizing the submission of an application by the Authority to the Tobacco Indemnification and Community Revitalization Commission for a Grant of up to $6,300,000 for site improvement work on Lot 4 at the Authority's Berry Hill Mega Park Project, in Pittsylvania County, Virginia, and authorizing the Danville City Manager and the Pittsylvania County Administrator, subject to approval by the Chairman or Vice Chairman or the Authority, to execute and to deliver, on behalf of the Authority, all necessary documents pertaining thereto.

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

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

City Manager Joe King noted that the staff has been doing a great job on this project and that Director of Utilities Jim Kendrick has been able to get AEP to agree to come into the Mega Park to provide the electric service. This puts the financial responsibility on AEP and allows RIFA to move much more quickly on the Park. The City still has natural gas responsibility and the Service Authority still has water responsibility.

Mr. Shanks noted that he is happy, that as a Council member, the cost of providing electricity to the Mega Park was an extreme concern from the standpoint of the rate payers of Danville and this is welcome news.

C. CONSIDERATION - RESOLUTION NO. 2011-11-21-5C (AS APPROVED) DIRECTING THE ISSUANCE OF A REQUEST FOR PROPOSALS – REMOVAL OF STRUCTURES – LAKE SHORE HOUSE AT CANE CREEK AND STRUCTURE AT 1260 SOUTH BOSTON ROAD AT THE CYBER PARK PROJECT

Project Manager Corrie Teague noted that there is a property that is considered to be in the Cyber Park that faces Highway 58, a house, currently unoccupied, that became a part of RIFA's property in 2002. Ms. Teague noted they would like to send out an RFP and have it torn down. It is the only piece of property in the Cyber Park that faces Highway 58.

Mr. Harville asked Mr. Sleeper and Mr. King if there anything salvageable that could benefit a charity such as Habitat for Humanity. Mr. King noted that staff would look into this. Mr. Shanks noted that he has received phone calls about a billboard at that property that obstructs the adjacent property. Mr. Harville noted that staff would look into this matter.

Mr. Shanks **moved** adoption of Resolution No. 2011-11-21-5C (as approved), directing the issuance of a request for proposals (RFP) for services for removal of those certain improvements and structures including (I) that certain residence structure known as the Lake Shore House, located in Pittsylvania County, Virginia, at the Cane Creek Centre Project (a portion of Tax GPINs 2347-46-0892 and 2347-35-9903), and (II) that certain residence structure commonly known as 1260 South Boston Road, located in Danville, Virginia, at the Cyber Park Project (a portion of Tax PIN 76441); the acceptance of any proposal or the award of any contract pursuant to the RFP shall be subject to, and dependent on, further action of the Board of Directors of the Authority.

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

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

D. CONSIDERATION – RESOLUTION 2011-11-21-5D – AMENDMENT TO LEASE AGREEMENT WITH AXXOR N.A., LLC FOR THE LAKE SHORE HOUSE AND THE APARTMENTS AT CANE CREEK

Mr. Sleeper noted this Resolution was to amend the current contract that leased the house and the apartments. It is being amended to just lease the apartments so that the house can be removed.

Mr. Davis **moved** adoption of Resolution 2011-11-21-5D adopting an Amendment to Lease Agreement (the "Amendment") with Axxor N.A., LLC, a Kentucky Limited Liability Company, for (i) the house known as the Lake Shore House and (ii) the apartments, located on a portion of real property in Pittsylvania County, Virginia, at the Authority's Cane Creek site (a portion of GPINs 2347-46-0892 and 2347-35-9903). The Amendment, among other things, will exclude the Lake Shore House from the Lease and will reduce the Base rent during the term from $6,500 to $2,250.

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

VOTE: 4-0

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

E. FINANCIAL REPORT AS OF OCTOBER 31, 2011.

Barbara Dameron, Authority Treasurer gave a brief financial report as of October 31, 2011. Ms. Dameron noted that Sheet A: expenditures of $423 for Cane Creek for wetlands. Also there is about $819,000 in bond money that is uncommitted that has to be spent on the development of Cane Creek Park. Sheet B: general expenditures of about $19,300, most is general legal expenses and $7,500 for audit. Sheet C: Mega Park shows expenditures of $6,000 for geotechnical analysis and habitat study. Sheet D: Cane Creek Centre $456,000 paid to Haymes Bros., and $60,840 to Dewberry. Sheet E: the Yorktowne reimbursement; Sheet F: rental income and interest with typical rent income of about $17,000 from the IALR, $1,000 from Browning and Associates and $300 from Securitas. Sheet G: unaudited financial statements. Ms. Dameron noted they have had a successful bid on bonds for the Mega Park with 4.85% interest rate which is very good for bonds that are taxable.

Mr. Saunders **moved** approval of the financial report as of October 31, 2011. Mr. Davis **seconded** the motion and the Motion was carried by the following vote:

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

CLOSED MEETING

6.A. At 12:45 p.m. Mr. Harville requested a Motion to go into Closed Meeting as permitted by Section 2.2-3711(A)(29) of the Code of Virginia, 1950, as amended, for discussion of the possible award of a public contract with the Pittsylvania County Service Authority, a political subdivision of the Commonwealth of Virginia, and the City of Eden, a North Carolina municipal corporation, involving the expenditure of public funds and the provision of wastewater treatment services to the Authority's Berry Hill Regional Mega Park Site, and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Authority.

Mr. Davis **made** a Motion to go into Closed Meeting. The Motion was **seconded** by Mr. Saunders and carried by the following vote:

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

Upon unanimous vote at 12:55 p.m., the Authority returned to open meeting and Mr. Shanks **moved** adoption of the following Resolution:

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes
November 21, 2011

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 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. Davis and carried by the following vote:

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

COMMUNICATIONS

Mr. Harville recognized Barbara Dameron and Kim van der Hyde on their work on the bonds. Also thanks to the County and City staff who have done a great job this year.

Upon **Motion** by Mr. Davis and **second** by Mr. Shanks, and by unanimous vote, the meeting was adjourned at 12:59 p.m.

_____
Chairman

_____
Secretary to the Authority

AGENDA
ITEM NUMBER 5A

Resolution No. 2011-12-12-5A (Initial Discussion)
Resolution No. 2012-01-09-___ (Adopted)

A RESOLUTION REVISING ARTICLE VI ("OFFICERS") OF THE AMENDED AND RESTATED BYLAWS OF THE AUTHORITY ADOPTED AUGUST 13, 2007, AND LAST REVISED APRIL 11, 2011 (THE "BYLAWS"), TO PROVIDE THAT THE TREASURER, IN THE ABSENCE OF THE SECRETARY, SHALL PERFORM ALL DUTIES OF THE SECRETARY, EXCEPT FOR THOSE CERTAIN OTHER DUTIES WHICH THE CHAIRMAN, UNDER THE BYLAWS, DELEGATES TO A DIRECTOR, ALTERNATE DIRECTOR, OFFICER OR STAFF MEMBER IN THE SECRETARY'S ABSENCE

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, Article XIV ("Amendments") of the Authority's Amended and Restated Bylaws of the Authority Adopted August 13, 2007, and last revised April 11, 2011 (the **"Bylaws"**) provides that the Bylaws "may be amended, repealed, or altered, in whole or in part, by a majority vote of the Board, at any regular meeting of the Board, … ; however, … at least one (1) week advance written notice of such proposed amendment, repeal or alteration shall be given the directors and alternate directors"; and

WHEREAS, paragraph 5(a) of Article VI ("Officers") of the Bylaws provides that "In the absence of the Secretary, the Chairman shall appoint a director or alternate director or shall direct a member of the Authority's staff to be responsible for the preparation of detailed minutes of any meeting"; and

WHEREAS, the Board of Directors of the Authority believe it is in the best interests of the Authority and for efficient operation of the Authority (i) to authorize the Treasurer of the Authority, in the absence of the Secretary, to perform all duties of the Secretary, except for those certain other duties which the Chairman of the Authority, under the Bylaws, delegates to a director, alternate director, officer or staff member in the Secretary's absence; and (ii) to make some corresponding and grammatical revisions to the Bylaws.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Authority hereby approves the amendments to the Bylaws as set forth in **Schedule 1**, attached hereto and incorporated herein by this reference.

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

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

Resolution No. 2011-12-12-5A (Initial Discussion)
Resolution No. 2012-01-09-___ (Adopted)

CERTIFICATE

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a meeting duly called and held on January 9, 2012, 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 _____ day of January 2012.

_____
Susan M. DeMasi
Secretary, Danville-Pittsylvania Regional Industrial Facility Authority

(SEAL)

Schedule 1

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

Adopted August 13, 2007
Revised June 14, 2010
Revised August 9, 2010
Revised February 14, 2011
~~Last~~ Revised April 11, 2011
Last Revised January 9, 2012

ARTICLE I. PURPOSES AND POWERS

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

ARTICLE II. OFFICES

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

2. The title to all property of every kind belonging to the Authority shall be titled in the name of the Authority,

which shall hold such title for the benefit of its Member Localities.

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

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

ARTICLE III. MEMBERSHIP

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

ARTICLE IV. MEMBER LOCALITY AGREEMENT

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

2. Without limiting the provisions of the Agreement, each Member Locality, through its city manager, county administrator or respective designee, is authorized to incur, on behalf of the Authority, up to an aggregate amount of Ten Thousand Dollars ($10,000.00) in reasonable expenses, related to, or arising out of, (i) developing or testing the Authority's projects for a particular business prospect or (ii) marketing to a particular business prospect. Prior to incurring any such expense under this paragraph, the Member Locality shall consult with the other Member Locality on such business prospect. Such expenses shall

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

be reported to the Board at its next regular meeting for consideration and ratification.[2]

ARTICLE V. BOARD OF DIRECTORS

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

2. Each Member Locality shall appoint to the Board one (1) member from its Governing Body to serve an initial two (2) year term and one (1) member from its Governing Body to serve an initial four (4) year term pursuant to the Act. Each Member Locality shall also appoint one (1) member from its Governing Body to serve an initial four (4) year term as an alternate director. Each appointee of a Governing Body shall be a resident of the Member Locality of that Governing Body. All subsequent terms shall be four (4) year terms, and no director or alternative director may serve more than one (1) additional term.

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

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

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[2] 04/11/2011: New paragraph added to clarify how expenses may be incurred on behalf of the Authority for developing business prospects. Such expenses would be ultimately shared by the Member Localities under the Agreement for Cost Sharing and Revenue Sharing.

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

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

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

ARTICLE VI. OFFICERS

1. The Board shall elect from its directors a Chairman and a Vice Chairman[3]. The director elected to the office of chairman shall alternate each term of office from one Member Locality to another Member Locality, beginning with the County.

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

3. The duties of the Chairman shall be to preside at meetings of the Authority; to prepare the agenda for any and all meetings, and to make a copy of such agenda available to the Secretary for the purpose of providing notice of special meetings as hereinafter provided; to call special meetings; to call special elections; to appoint committees as may be deemed appropriate to carry out the intents and purposes of the Authority; to be ex officio a member of all committees; to sign, with the Secretary or any other proper officer of the Authority authorized by the Board, any documents or instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer of the

[3] 08/09/2010: Vice Chairman inserted. Offices of secretary and treasurer shall be appointed by the Board from the Authority's staff.

Authority, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of chairman and such other duties as may be prescribed by the Board from time to time. The Chairman shall have an equal vote with the other directors, and shall not have a second, tie-breaking vote on any question.

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

5. The Board shall appoint a Secretary and a Treasurer from the Authority's staff, which may include staff provided by a Member Locality or other persons employed or contracted by the Authority.[5] The offices of Secretary and Treasurer may be held by the same person.[6,7] If a person serving as Secretary or Treasurer ceases to be staff of a Member Locality, such person shall not be disqualified from serving as Secretary or Treasurer and shall continue to serve the remainder of the term of office unless such person is sooner removed or resigns from such office.[8]

a. The duties of the Secretary shall be to take the minutes of the meetings of the Board; to have custody of all records of the Authority; to have custody of the Seal of the Authority and to ensure that the Seal of the Authority is affixed to all documents or instruments, the execution of which on behalf of the Authority under its Seal is duly authorized by the Board; to sign with the Chairman (or the Vice Chairman, as the case may be)[9] any documents or instruments which the Board has authorized to be executed; to ensure that all notices are duly given as required by law, these Bylaws or by the Board; to call meetings of the Board to order in the absence of the Chairman and the Vice Chairman,[10] and thereupon to conduct an election for a temporary presiding officer for that meeting; and in general to perform all duties incident to the office of secretary and such other duties as from time to time may be

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[4] 08/09/2010: Entire new paragraph added.

[5] 02/14/2011: The Authority's staff may include staff provided by a Member Locality or other persons employed or contracted by the Authority.

[6] 08/09/2010: Secretary and Treasurer shall by appointed by the Board from the Authority's staff.

[7] 02/14/2011: Corrected capitalization of Secretary and Treasurer.

[8] 02/14/2011: Added "If a person serving as Secretary or Treasurer ceases to be staff of a Member Locality, such person shall not be disqualified from serving as Secretary or Treasurer and shall continue to serve the remainder of the term of office unless such person is sooner removed or resigns from such office."

[9] 08/09/2010: Reference to Vice Chairman added.

[10] 08/09/2010: Reference to Vice Chairman added.

assigned by the Board. In the absence of the Secretary, the Chairman shall appoint a director or alternate director or shall direct a member of the Authority's staff to be[11] responsible for the preparation of detailed minutes of any meeting.

b. The duties and authority of the Treasurer shall include: (a) the duty to keep suitable records of all financial transactions of the Authority; (b) the authority to arrange for the preparation of any audits of the financial records of the Authority, as may be directed by the Board; (c) the duty and authority to have charge and custody of all funds and arrange for their investment and deposit in the name of the Authority when authorized by the Board; ~~and (d~~(d) the duty and the authority, in the absence of the Secretary, to perform all duties of the Secretary, except for those certain other duties which the Chairman, under the Bylaws, delegates to a director, alternate director, officer or staff member in the Secretary's absence[12]; and (e) in general, the duty and the authority[13] to perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Board. The Treasurer shall give bond in such sum as may be fixed by the Board with surety to be approved by the Board. The cost of such surety shall be paid by the Authority.

ARTICLE VII. ELECTIONS OF OFFICERS

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

2. Special elections of officers in order to fill vacancies or to fill newly created offices shall be held (i) at a regular meeting duly called or (ii) at a special meeting designated by the Chairman, but only after notice of such special meeting, as hereinafter provided, has been given.[14]

ARTICLE VIII. MEETINGS

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

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[11] 08/09/2010: Reference to the Authority's staff added.

[12] 01/09/2012: Added that in the absence of the Secretary, the Treasurer shall perform all duties of the Secretary, except for those certain other duties which the Chairman, under the Bylaws, delegates to a director, alternate director, officer or staff member in the Secretary's absence (e.g., duties set forth in paragraph 5(a) of Article VI).

[13] 01/09/2012: Added "the duty and the authority" for parallel sentence structure.

[14] 02/14/2011: Requests for special meetings shall be in writing.

whether or not that business is set forth in the notice of regular meeting.

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

3. Special meetings of the Board may be called by the Chairman at the request of (a) any two (2) directors; (b) two (2) alternate directors; or (c) one (1) director and one (1) alternate director, so long as those two (2) persons requesting the special meeting represent both Member Localities.[15] Such request shall be in writing, which may be by email to the Chairman at the email address of record,[16] and shall specify the time and place of the special meeting and the matters to be considered at the special meeting. No matter not specified in the notice of special meeting shall be considered at such special meeting unless all directors (or an alternate director acting in lieu of an absent director) of the Board are present.

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

At the time that any such notice is given to the directors and alternate directors, a copy of such notice shall be posted (i) in a prominent location at which notices are

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[15] 08/09/2010: Clarification that directors or alternate directors representing two Member Localities may request a special meeting.

[16] 02/14/2011: Clarification that the request must be in writing, which may include an email to the Chairman at the email address of record. See Va. Code § 1-257.

regularly posted, and (ii) at the office of the clerk of the Authority, currently at 427 Patton Street, Room 428, Danville, Virginia. A copy of any agenda materials or other information included with the notice to the directors and alternate directors (other than materials exempt from disclosure under The Virginia Freedom of Information Act, Virginia Code § 2.2-3700, *et seq.*, as amended) shall be posted or made available with the copy of such notice. Notice may also be posted electronically on the Authority's website or otherwise, but such posting shall not be required.

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

Attendance of a director or alternate director at a meeting shall constitute a waiver of notice of such meeting, except where a director or alternate director attends for the express purpose of objecting to the sufficiency of the notice given or to the lack of notice.[17]

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

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

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

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

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

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

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[17] 06/14/2010: Entire paragraph revised.

ARTICLE IX. REQUIRED REPORTS

1. Annual Reports. The Board shall report to the Governing Body of each Member Locality annually, on or before the last March meeting of the Governing Body, on the activities of the Authority. In addition to oral presentation at the meeting, a written annual report shall be provided prior to the meeting and shall contain, at a minimum, the following information:

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

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

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

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

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

ARTICLE X. FUNDING

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

ARTICLE XI. STAFF

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

ARTICLE XII. OFFICIAL SEAL

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

ARTICLE XIII. FISCAL YEAR

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

ARTICLE XIV. AMENDMENTS

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

The undersigned hereby certify that the foregoing are the Amended and Restated Bylaws adopted by the Board of Directors at its monthly meeting held August 13, 2007, revised at its monthly ~~meeting~~meetings held June 14, 2010, ~~revised at its monthly meeting held~~ August 9, 2010, ~~revised at its monthly meeting held~~ February 14, 2011, and ~~as~~April 11, 2011, and last revised at its monthly meeting held ~~April 11, 2011~~January 9, 2012.[18]

_____

Secretary

** The bracketed footnotes and annotations do not constitute a part of these Bylaws and are provided for convenience only.*[19]

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[18] 06/14/2010, 08/09/2010, 02/14/2011, 04/11/2011, 01/09/2012: Updated references to monthly meetings.

[19] 02/14/2011: Footnotes and annotations do not constitute a part of the Bylaws and are for convenience only.

AGENDA
ITEM NUMBER 5B

Resolution No. 2011-12-12-5B

A RESOLUTION AUTHORIZING THE SALE TO HERB JEFFERSON OF THAT CERTAIN WOOD FENCE LOCATED ON THAT CERTAIN REAL PROPERTY (TAX GPIN 1367-70-4519) LOCATED IN THE AUTHORITY'S MEGA PARK PROJECT, IN PITTSYLVANIA COUNTY, VIRGINIA, COMMONLY KNOWN AS THE TRAYHAM PLACE/CANTER PROPERTY, FOR A PURCHASE PRICE OF $10.

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 (Virginia Code §§ 15.2-6400 *et seq.*) as amended; and

WHEREAS, the Authority is the owner of that certain real property (Tax GPIN 1367-70-4519) located within the Authority's Mega Park Project, in Pittsylvania County, Virginia, commonly known as the "Trayham Place/Canter Property" (the **"Canter Property"**); and

WHEREAS, the Canter Property contains a wood fence (the **"Wood Fence"**) that shall have to be removed or otherwise disposed of, at the expense of the Authority, as part of the development of the Mega Park Project; and

WHEREAS, Herb Jefferson wishes to purchase the Wood Fence from the Authority at a purchase price of Ten Dollars ($10) and to remove the same from the Canter Property at his expense; and

WHEREAS, the Authority has determined that the sale of the Wood Fence, pursuant to Virginia Code § 15.2-6405(4), is appropriate and will save expenses to the Authority.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Authority hereby authorizes the Chairman of the Authority to negotiate, execute and deliver a contract and/or a bill of sale (**"Sale Documents"**, whether one or more) for the sale of the Wood Fence to Herb Jefferson or his assigns at a purchase price of Ten Dollars ($10), **"AS IS"**, **"WHERE AS"**, and **"WITH ALL FAULTS"**, with Herb Jefferson or his assigns being responsible, at their sole expense, for the appropriate disassembly and removal of the Wood Fence from the Canter Property and for the repair or restoration of the land as a result of such disassembly and removal, together with such amendments, deletions or additions thereto as may be approved by the Chairman, and hereby authorizes the Chairman to execute and deliver such documents on behalf of the Authority, such execution of the same by the Chairman to conclusively establish his approval of any amendments, deletions or additions thereto.

2. The Authority hereby authorizes the Chairman to execute and deliver such other documents in connection with the Sale Documents, as may be approved by the Chairman, such execution by the Chairman to conclusively establish his approval of such other documents.

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 Sale Documents 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 sale of the Wood Fence to Herb Jefferson and the matters contemplated in this Resolution and the Sale Documents.

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 meeting duly called and held on December 12, 2011, 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 _____ day of December 2011.

_____

Susan M. DeMasi
Secretary, Danville-Pittsylvania Regional Industrial Facility Authority

(SEAL)

AGENDA
ITEM NUMBER 5C

Resolution No. 2011-12-12-5C

A RESOLUTION DIRECTING THE PURSUIT OF AN AMENDMENT TO THAT CERTAIN DECLARATION OF RESTRICTIONS OF INDUSTRIAL DEVELOPMENT AUTHORITY AND THE CITY OF DANVILLE, VIRGINIA (THE "CITY"), DATED MAY 30, 2000, AND RECORDED IN THE CLERK'S OFFICE OF THE CIRCUIT COURT OF DANVILLE, VIRGINIA, AS INSTRUMENT NO. 00-2582, AT PAGE 21, AS SUCH RESTRICTIONS PERTAIN TO THAT CERTAIN PARCEL OWNED BY THE AUTHORITY FRONTING AT THE CORNER OF RIVER POINT ROAD AND SOUTH BOSTON ROAD (TAX PIN 76443), LOCATED IN THE AUTHORITY'S CYBER PARK PROJECT, IN DANVILLE, VIRGINIA; SUCH AMENDMENT SHALL RELOCATE A PORTION OF THE CONSERVATION EASEMENT TO A PORTION OF THAT CERTAIN ADJACENT PARCEL OWNED BY THE AUTHORITY FRONTING ON RIVER POINT ROAD (TAX PIN 76441), LOCATED IN THE CYBER PARK PROJECT, WHICH RELOCATION IS IN SUPPORT OF THE CITY'S TRANSPORTATION PROJECT (VDOT UPC 98233) ON ROUTE 58 WEST (SOUTH BOSTON ROAD), WHICH INCLUDES THE ADDITION OF A RIGHT TURN LANE ALONG SOUTH BOSTON ROAD FOR THE PURPOSE OF IMPROVING TRAFFIC SAFETY ALONG THAT ROAD CORRIDOR.

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 (Virginia Code §§ 15.2-6400 *et seq.*) as amended; and

WHEREAS, the Authority is the owner of that certain tract or parcel of land (the **"Parcel"**) fronting at the corner of River Point Road and South Boston Road (Tax PIN 76443), located in the Authority's Cyber Park project, in Danville, Virginia; and

WHEREAS, the Parcel is subject to a conservation easement (the **"Conservation Easement"**) under that certain Declaration of Restrictions of Industrial Development Authority and the City of Danville, Virginia, dated May 30, 2000, and recorded in the Clerk's Office of the Circuit Court of Danville, Virginia, as Instrument No. 00-2582, at page 21(the **"Declaration"**); and

WHEREAS, the City of Danville, Virginia (the **"City"**) has requested that a certain portion of the Conservation Easement as shown on **Exhibit A**, attached hereto and incorporated herein, as "AREA TO BE IMPACTED (1,203 SF)" (the **"Current Location"**), be relocated to a certain portion of that certain tract or parcel of land fronting on River Point Road (Tax PIN 76441), located in the Authority's Cyber Park project, in Danville, Virginia, which portion is shown on **Exhibit B**, attached hereto and incorporated herein, as "Existing 'Future Impact Area' to be Dedicated as Conservation Easement Area (5,173 SF)" (the **"Relocation Area"**); and

WHEREAS, the City's request for such relocation of a portion of the Conservation Easement is to support the City's transportation project (VDOT UPC 98233) on Route 58 West

(South Boston Road), which included the addition of a right turn lane along South Boston Road for the purpose of improving traffic safety along that road corridor; and

WHEREAS, the Authority has determined that such relocation of a portion of the Conservation Easement (i) is pursuant to authority granted to the Authority by Virginia Code §§ 15.2-6405(4) and (6), and (ii) is in furtherance of the Authority's purpose to enhance the economic base for the member localities by developing, owning, and operating one or more facilities on a cooperative basis involving its member localities.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Authority hereby directs the Chairman of the Authority to negotiate with the Norfolk District, United States Army Corps of Engineers, execute, and deliver, and otherwise pursue, an amendment (the **"Amendment"**) to the Declaration, and such Amendment shall relocate a portion of the Conservation Easement from the Current Location to the Relocation Area, together with such amendments, deletions or additions to the Amendment as may be approved by the Chairman, and hereby authorizes the Chairman to execute and deliver the Amendment on behalf of the Authority, such execution of the same by the Chairman to conclusively establish his approval of any amendments, deletions or additions thereto.

2. The Authority hereby authorizes the Chairman to execute and deliver such other documents in connection with the Amendment, as may be approved by the Chairman, such execution by the Chairman 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 the Amendment 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 the Amendment and the matters contemplated in this Resolution.

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

Resolution No. 2011-12-12-5C

CERTIFICATE

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a meeting duly called and held on December 12, 2011, 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 _____ day of December 2011.

_____

Susan M. DeMasi
Secretary, Danville-Pittsylvania Regional Industrial Facility Authority

(SEAL)

AGENDA
ITEM NUMBER 5D

Resolution No. 2011-12-12-5D

A RESOLUTION AUTHORIZING THE DISTRIBUTION AND CONVEYANCE TO THE AUTHORITY'S MEMBER LOCALITY, THE CITY OF DANVILLE, VIRGINIA (THE "CITY"), OF THAT CERTAIN PARCEL FRONTING AT THE CORNER OF RIVER POINT ROAD AND SOUTH BOSTON ROAD (TAX PIN 76443), CONTAINING 2.093 ACRES, MORE OR LESS, LOCATED IN THE AUTHORITY'S CYBER PARK PROJECT, IN DANVILLE, VIRGINIA, FOR THE PURPOSE OF FACILITATING THE CITY'S TRANSPORTATION PROJECT (VDOT UPC 98233) ON ROUTE 58 WEST (SOUTH BOSTON ROAD), WHICH INCLUDES THE ADDITION OF A RIGHT TURN LANE ALONG SOUTH BOSTON ROAD FOR THE PURPOSE OF IMPROVING TRAFFIC SAFETY ALONG THAT ROAD CORRIDOR.

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 (Virginia Code §§ 15.2-6400 *et seq.*) as amended; and

WHEREAS, the Authority is the owner of that certain tract or parcel of land (the **"Parcel"**) fronting at the corner of River Point Road and South Boston Road (Tax PIN 76443), containing 2.093 acres, more or less, located in the Authority's Cyber Park project, in Danville, Virginia; and

WHEREAS, the City of Danville, Virginia (the **"City"**) has requested that the Parcel be distributed and conveyed by the Authority to the City (the **"Conveyance"**) for the purpose of facilitating the City's transportation project (VDOT UPC 98233) on Route 58 West (South Boston Road), which included the addition of a right turn lane along South Boston Road for the purpose of improving traffic safety along that road corridor; and

WHEREAS, the Authority has determined that the Conveyance (i) is pursuant to authority granted to the Authority by Virginia Code §§ 15.2-6405(4) and (6), and (ii) is in furtherance of the Authority's purpose to enhance the economic base for the member localities by developing, owning, and operating one or more facilities on a cooperative basis involving its member localities.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Authority hereby authorizes the Chairman of the Authority to negotiate, execute and deliver any and all such documents necessary and proper to effectuate the Conveyance (the **"Conveyance Documents"**, whether one or more), together with such amendments, deletions or additions to the Conveyance Documents as may be approved by the Chairman, and hereby authorizes the Chairman to execute and deliver the Conveyance Documents on behalf of the Authority, such execution of the same by the Chairman to conclusively establish his approval of any amendments, deletions or additions thereto.

2. The Authority hereby authorizes the Chairman to execute and deliver such other documents in connection with the Conveyance, as may be approved by the Chairman, such execution by the Chairman 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 the Conveyance 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 the Conveyance and the matters contemplated in this Resolution or the Conveyance Documents.

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 meeting duly called and held on December 12, 2011, 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 _____ day of December 2011.

_____

Susan M. DeMasi
Secretary, Danville-Pittsylvania Regional Industrial Facility Authority

(SEAL)

AGENDA
ITEM NUMBER 5F

Danville - Pittsylvania Regional Industrial Facility Authority

Financial Status

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A. $7.3 Million Bonds

B. General Expenditures for FY 2012

C. Mega Park

D. Cane Creek Centre – Lots 3 & 9

E. Yorktowne Reimbursement

F. Rent, Interest, and Other Income Realized

G. Unaudited Financial Statements

Danville-Pittsylvania Regional Industrial Facility Authority

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

As of November 30, 2011

	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
Funds from bond issuance	$ 7,300,000.00				
Issuance cost	(155,401.33)				
Bank fees	(98.25)				
Interest earned to date	486,474.60				
Cane Creek Parkway [3]		$ 3,804,576.00	$ 3,724,241.16	$ -	
Swedwood Drive [2]		69,414.00	69,414.00	-	
Cane Creek Centre entrance [3]		72,335.00	53,878.70	-	
Financial Advisory Services		7,600.00	7,600.00	-	
Dewberry contracts [1]		69,582.50	69,582.50	-	
Dewberry contracts not paid by 1.7 grant [4, 5]		71,881.00	9,167.12	62,713.88	
Yorktowne Sound Buffer		-	-	-	
Land		-	2,560,921.67	-	
Demolition services		-	33,761.62	-	
Legal fees		-	48,954.23	-	
CCC - Lots 3 & 9 project - RIFA Local Share [6]		142,190.00	75,243.90	66,946.10	
Other expenditures			9,689.70	-	
Total	$ 7,630,975.02	$ 4,237,578.50	$ 6,662,454.60	$ 129,659.98	$ 838,860.44

notes:

[1] *Dewberry Contracts consist of wetland, engineering, surveying and site preparation*

[2] *Funds being used to cover City and County matching contributions for a VDOT grant for Swedwood Drive*

[3] *Project completed under budget*

[*] *In September 2008 the outstanding principal balance of $6,965,000 on the Series 2005 Cane Creek Project Revenue Bonds was tendered and not remarketed. These bonds were converted to bank bonds and are now subject to the Credit and Reimbursement agreement the Authority has with Wachovia Bank. The remarketing agent will continue its attempt to remarket these bonds in order to convert them back to Variable Rate Revenue Bonds. As a result, it is likely that the City and County will have to contribute additional funds in order to make future interest payments on the letter of credit attached to these bonds.*

[4] *These contracts were originally to be paid by the $1.7M Special Projects Grant, this grant has expired and the TIC did not issue an extension. The remaining amounts of the contract will be paid using bond funds.*

[5] *The budget amount decreased $71,279.61 from the September 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.*

[6] *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.*

Road Summary-Cane Creek Parkway:	
English Contract-Construction	$ 5,363,927.00
Change Orders	165,484.50
Expenditures over contract amount	3,579.50
(Less) County's Portion of Contract	(935,207.00)
(Less) Mobilization Allocated to County	(9,718.00)
Portion of English Contract Allocated to RIFA	4,588,066.00
Dewberry Contract-Engineering	683,850.00
Total Road Contract Allocated to RIFA	**$ 5,271,916.00**

Funding Summary - Cane Creek Parkway	
VDOT	$ 1,467,340.00
Bonds	3,804,576.00
	$ 5,271,916.00

A

Danville-Pittsylvania Regional Industrial Facility Authority

General Expenditures for Fiscal Year 2012

As of November 30, 2011

	Funding	Budget	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
City Contribution	$ 75,000.00				
County Contribution	75,000.00				
Carryforward from FY11	-				
Contingency					
Bank Fees		$ 4,100.00	$ 4,071.25	$ -	$ -
Arbitrage Rebate Calculation Fees		2,000.00	2,000.00	0.00	
Moody's Investor Service		-	1,100.00	0.00	
Miscellaneous contingency items		15,000.00	44.16	-	-
Total Contingency Budget		21,100.00	7,215.41	-	13,884.59
Legal		90,250.00	28,913.13	-	61,336.87
Accounting		18,750.00	15,000.00	3,750.00	-
Postage & Shipping		100.00	-	-	100.00
Meals		2,800.00	1,171.25	-	1,628.75
Utilities		10,000.00	953.51	-	9,046.49
Insurance		7,000.00	-	-	7,000.00
Total	$ 150,000.00	$ 150,000.00	$ 53,253.30	$ 3,750.00	$ 92,996.70

B

Danville-Pittsylvania Regional Industrial Facility Authority

Mega Park

As of November 30, 2011

	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
City contribution	$ 134,482.50				
County contribution	134,482.50				
City advance for Klutz, Canter, & Shoffner property [1]	10,340,983.83				
Tobacco Commission FY09 SSED Allocation	3,370,726.00				
Tobacco Commission FY10 SSED Allocation - Engineering Portion	407,725.00				
Land					
Klutz property		$ 8,394,553.50	$ 8,394,553.50	$ -	
Canter property [2]		1,200,000.00	1,200,000.00	-	
Adams property		37,308.00	37,308.00	-	
Carter property		5,843.00	5,843.00	-	
Jane Hairston property		1,384,961.08	1,384,961.08	-	
Bill Hairston property		201,148.00	201,148.00	-	
Shoffner Property		1,872,896.25	1,872,896.25	-	
Other					
Dewberry & Davis		28,965.00	28,965.00	-	
Dewberry & Davis[3]		990,850.00	954,595.79	36,254.21	
Consulting Services - McCallum Sweeney		115,000.00	92,130.18	22,869.82	
Total	$ 14,388,399.83	$ 14,231,524.83	$ 14,172,400.80	$ 59,124.03	$ 156,875.00

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

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

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

C

Danville-Pittsylvania Regional Industrial Facility Authority

Cane Creek Centre - Lots 3 & 9

As of November 30, 2011

	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
EDA Grant Investment	$ 2,275,030.00				
Tobacco Commission FY10 Reserve Fund Allocation	426,568.00				
Local Match - RIFA [1]	142,190.00				
Expenditures					
Haymes Brothers, Inc. [2]		$ 1,392,425.00	$ 1,392,425.00	$ -	
Dewberry & Davis		111,600.00	110,070.00	1,530.00	
Advertisements for bids		-	2,383.00	-	
Total	$ 2,843,788.00	$ 1,504,025.00	$ 1,504,878.00	$ 1,530.00	**$ 1,337,380.00**

[1] *Bond funds are available to cover this local match.*

[2] *Please note that the expended amount does not include 5% retainage withheld that has not yet been paid by RIFA to Haymes Brothers, Inc*

Danville-Pittsylvania Regional Industrial Facility Authority

Yorktowne Reimbursement

As of November 30, 2011

Yorktowne Reimbursement*	$ 181,339.68

*Since Yorktowne did not meet the job requirements set forth in its initial Performance Agreement executed in 2005, it is repaying incentive money to RIFA to account for the jobs not created. In accordance with the amended Performance Agreement, we received one payment from Yorktowne in the amount of $45,334.92 in November 2009. We received another payment of $136,004.76 in November 2010. No further payments are due unless Yorktowne fails to meet the new targets in the amended performance agreement. The RIFA Board approved at the March 14, 2011 meeting to retain these funds for use within RIFA. These funds are available for the RIFA Board to allocate to budgets as needed.

E

Danville-Pittsylvania Regional Industrial Facility Authority

Rent, Interest, and Other Income Realized
As of November 30, 2011

Funding		Funding	Expenditures	Unexpended / Unencumbered
Rental Properties				
Lessee	*Property*	*Rent Received*		
Cyberpark				
Institute for Advanced Learning and Research (IALR) [1, 4]	Hawkins Research Building at 230 Slayton Ave.	$ 497,725.77		
Securitas	Gilbert Building at 1260 South Boston Rd.	11,900.00		
Cane Creek Centre				
Stephen R. & Susan G. Wilson	Hughes House at 390 Cedar Lane	2,800.00		
Douglas C. Agner	Hughes House at 390 Cedar Lane	6,000.00		
Richard A. Parker	Hughes House at 390 Cedar Lane	2,400.00		
Berry Hill Mega Park				
Guilford Whitetail Management	Kluttz Farm off State Rd. 863	11,000.00		
Oak Hill Hunt Club	Hairston Farm off State Rd. 863	8,000.00		
Patten Seed Company	30 acre tract on Stateline Bridge Rd.	6,500.00		
Browning & Associates, Ltd. [5]	4380 Berry Hill Road House	6,750.00		
Osborne Company of North Carolina, Inc.	4380 Berry Hill Road Pastureland	800.00		
Total Rent		$ 553,875.77		
Interest Received [2]		$ 23,172.43		
Expenditures				
Disbursement to IALR for SEnTeC project [1]			$ 278,812.00	
Transfer to General Expenditures budget [3]			50,000.00	
Total		$ 577,048.20	$ 328,812.00	$ 248,236.20

[1] *A portion of the rent received from the IALR for the Hawkins Research Building was Board-restricted for the SEnTeC project. RIFA disbursed $278,812.00 to the IALR to fully satisfy this commitment made by the Board at the June 11, 2008 meeting.*

[2] *Please note that this is only interest received on RIFA's general money market account.*

[3] *The RIFA Board approved to transfer $50,000 from rental income realized to the General Expenditures budget at its March 14, 2011 meeting*

[4] *Please note that these rent proceeds must be used in accordance with the U.S. Economic Development Administration's (EDA) Standard Terms and Conditions*

[5] *Please note that Browning & Associates has paid a $1,000 security deposit per the lease agreement that is not included in rental income above.*

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Net Assets [1, 2]
November 30, 2011*

		Unaudited FY 2012
Assets		
Current assets		
Cash - checking	$	154,600
Cash - money market		389,764
Total current assets		544,364
Noncurrent assets		
Restricted cash - project fund		1,046,432
Restricted cash - debt service fund		614,560
Capital assets not being depreciated		24,154,661
Capital assets being depreciated, net		27,244,055
Construction in progress		1,930,750
Unamortized bond issuance costs		108,781
Total noncurrent assets		55,099,239
Total assets		55,643,603
Liabilities		
Current liabilities		
Due to City of Danville		10,479,073
Bonds payable - current portion		285,000
Retainage payable		55,396
Security deposit		1,000
Total current liabilities		10,820,469
Noncurrent liabilities		
Bonds payable - less current portion		5,895,000
Total noncurrent liabilities		5,895,000
Total liabilities		16,715,469
Net Assets		
Invested in capital assets - net of related debt		38,331,385
Unrestricted		596,749
Total net assets	$	38,928,134

[1] Please note that 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.

[2] Please note that 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.

*Please note that these statements are for the period ended November 30, 2011 as of November 28, 2011, the date of preparation. Due to statement preparation occurring in close proximity to month-end, these statements may not include some pending adjustments for the period.

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Revenues and Expenses and Changes in Fund Net Assets
*November 30, 2011**

	Unaudited FY 2012
Operating revenues	
Virginia Tobacco Commission grants	54,554
Rental income	102,278
Other grants	-
Total operating revenues	156,832
Operating expenses [4]	
Mega Park expenses [3]	23,153
Cane Creek Centre expenses [3,5]	1,316,548
Cyber Park expenses [3]	2,310
Professional fees	35,635
Insurance	5,729
Other operating expenses	2,169
Total operating expenses	1,385,544
Operating loss	(1,228,712)
Non-operating revenues (expenses)	
Interest income	225
Interest expense	(4,267)
Total non-operating expenses, net	(4,042)
Net loss before capital contributions	(1,232,754)
Capital contributions	
Contribution - City of Danville	337,392
Contribution - Pittsylvania County	337,392
Total capital contributions	674,784
Change in net assets	(557,970)
[6] **Net assets at July 1,**	39,486,104
Net assets at November 30,	$ 38,928,134

[3] A portion or all of these expenses may be capitalized at fiscal year-end.

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

[5] Please note that this line item includes $23,951 for fees related to the $7.3M bonds for Cane Creek.

[6] Please note that this item may change depending on whether there are audit adjustments for FY2011 and the nature of those audit adjustments.

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Cash Flows
*November 30, 2011**

		Unaudited FY 2012
Operating activities		
Receipts from grant reimbursement requests	$	336,995
Receipts from leases		99,080
Payments to suppliers for goods and services		(1,599,536)
Net cash used in operating activities		(1,163,461)
Capital and related financing activities		
Capital contributions		674,784
Interest paid on bonds		(5,233)
Principal repayments on bonds		-
Net cash provided by capital and related financing activities		669,551
Investing activities		
Interest received		226
Net cash provided by investing activities		226
Net decrease in cash and cash equivalents		(493,684)
Cash and cash equivalents - beginning of year (including restricted cash)		2,699,040
Cash and cash equivalents - through November 30, 2011 (including restricted cash)	$	2,205,356
Reconciliation of operating loss before capital contributions to net cash used in operating activities:		
Operating loss	$	(1,228,712)
Changes in assets and liabilities:		
Change in prepaids		10,113
Change in due from other governments		282,441
Change in other receivables		3,500
Change in accounts payable		(224,103)
Change in unearned income		(6,700)
Change in security deposit		-
Net cash used in operating activities	$	(1,163,461)

Components of cash and cash equivalents at November 30, 2011:		
American National - Checking	$	154,600
American National - General money market		389,764
Wachovia - $7.3M Bonds CCC Debt service fund		614,560
Wachovia - $7.3M Bonds CCC Project fund		1,046,432
	$	2,205,356