Danville-Pittsylvania Regional Industrial Facility Authority

City of Danville, Virginia
County of Pittsylvania, Virginia

AGENDA

February 14, 2022

12:00 P.M.

Institute for Advanced Learning and Research
150 Slayton Avenue, Room 206
Danville, Virginia

County of Pittsylvania Members

William V. ("Vic") Ingram, Chairman
Jessie L. Barksdale
Darrell W. Dalton, Alternate

City of Danville Members

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

Staff

Kenneth F. Larking, City Manager, Danville
Clarence C. Monday, Pittsylvania County Interim Administrator
Christian & Barton, LLP, Legal Counsel to Authority
Susan M. DeMasi, Authority Secretary
Michael L. Adkins, Authority Treasurer

<u>Danville-Pittsylvania Regional Industrial Facility Authority</u>

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 OF THE JANUARY 10, 2022 REGULAR MEETING.**

5. **NEW BUSINESS**

   A. Consideration of Resolution No. 2022-02-14-5A, authorizing the modification of that certain Memorandum of Understanding - Megasite with the Authority, the County of Pittsylvania, Virginia, and the City of Danville, Virginia, pursuant to Resolution No. 2021-06-14-5K, for the provision of water and sewer services for the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, in order to correct the amount of funds owed under the Memorandum of Understanding - Megasite – Kenneth F. Larking, Danville City Manager and Michael L. Adkins, Authority Treasurer

   B. Consideration of Resolution No. 2022-02-14-5B, authorizing the execution and recordation of one or more amendments to those certain Declaration of Protective Covenants dated August 14, 2017, and Supplemental Declaration of Protective Covenants dated October 1, 2017, as amended by that certain Amendment to Declaration of Protective Covenants dated June 24, 2020, covering the Authority's Southern Virginia Megasite at Berry Hill project located in Pittsylvania County, Virginia, to allow and to facilitate the construction, development and operation of interconnection facilities by Virginia Electric and Power Company, a Virginia corporation – Matthew D. Rowe, Director of Economic Development, Pittsylvania County and Michael C. Guanzon, Christian & Barton, LLP, Legal Counsel to the Authority

   C. Consideration of Resolution No. 2022-02-14-5C, approving Amendment No. 33, dated January 28, 2022, with Dewberry Engineers Inc., a New York corporation, for engineering services related to the Mega Park Master Plan, to provide pad expansion services for the Authority's Southern Virginia Megasite at Berry Hill project, located in Pittsylvania County, Virginia, at a lump sum fee of $191,000.00 – Brian Bradner, P.E., Vice President and Shawn R. Harden, P.E., Senior Associate, Dewberry Engineers Inc.

   D. Consideration of Resolution No. 2022-02-14-5D, authorizing the negotiation, execution and delivery of Deeds of Dedication and Deeds of Easement for public street purposes and approving related development plans, consisting of certain portions of real property located in, or in close proximity to, the Authority's Southern Virginia Megasite at Berry Hill project located in Pittsylvania County, Virginia, in furtherance of the Virginia Department of Transportation's construction of the Berry Hill Connector Road – Mr. Rowe and Mr. Harden

E. Financial Status Reports as of January 31, 2022 – Mr. Adkins and Henrietta Weaver, CPA, City of Danville, Virginia

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; and

E. As permitted by Virginia Code § 2.2-3711(A)(29) for discussion of the award of a public contract involving the expenditures of public funds where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Authority.

RETURN TO OPEN SESSION

F. Confirmation of Motion and Vote to Reconvene in Open Meeting.

G. Motion to Certify Closed Meeting.

7. NEW BUSINESS CONTINUED

A. Consideration of Resolution No. 2022-02-14-7A, in Recognition of Service of Robert W. Warren to the Authority as a Chairman, Vice Chairman and Director – William V. (“Vic”) Ingram, Chairman of the Authority

B. Consideration of Resolution No. 2022-02-14-7B, in Recognition of Service of Ronald S. Scearce to the Authority as a Vice Chairman and Director – Mr. Ingram

C. Consideration of Resolution No. 2022-02-14-7C, in Memoriam of Henry A. Davis, Jr., former Director of the Authority – Mr. Ingram

8. COMMUNICATIONS FROM:

A. Authority Board Members

B. Staff

9. ADJOURN

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 4
Meeting Date:	02/14/2022
Subject:	Meeting Minutes
From:	Susan M. DeMasi, Authority Secretary

SUMMARY

Attached for the Board's approval are the Meeting Minutes from the January 10, 2022 Meeting.

ATTACHMENTS

Meeting Minutes – 01/10/2022

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY
Minutes
January 10, 2022

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:15 p.m. on the above date at the Institute for Advanced Learning and Research, 150 Slayton Avenue, Room 206, Danville, Virginia. Present were City of Danville Members Chairman Sherman M. Saunders, J. Lee Vogler, Jr., and Alternate Dr. Gary P. Miller. Pittsylvania County Members present were Jessie Barksdale, Vic Ingram and Alternate Darrell Dalton.

City/County staff members attending were: City Manager Ken Larking, Deputy City Manager Earl Reynolds, Assistant County Administrator Dave Arnold, City of Danville Director of Economic Development Corrie Bobe, Assistant Director of Economic Development Barbara Fiedor, Pittsylvania County Director of Economic Development Matt Rowe, Pittsylvania County Project Manager Kattie Saunders, City of Danville Chief Financial Officer and Authority Treasurer Michael Adkins, City of Danville Budget Director Henrietta Weaver, Christian & Barton Attorney Michael C. Guanzon (attended by telephone), and Secretary to the Authority Susan DeMasi. Also present were Shawn Harden and Brian Bradner from Dewberry, Sam Schatz from Aerofarms, and Chris Murray from Brown, Edwards.

Chairman Sherman Saunders presided.

PUBLIC COMMENT PERIOD

No one present desired to be heard.

APPROVAL OF MINUTES OF THE NOVEMBER 8, 2021 MEETING AND DECEMBER 17, 2021 SPECIAL MEETING

Upon **Motion** by Mr. Vogler and **second** by Mr. Ingram, Minutes of the November 8, 2021 Meeting and December 17, 2021 Special Meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

NEW BUSINESS

5A. ELECTION AND REAPPOINTMENT OF OFFICERS FOR CALENDAR YEAR 2022

Authority Attorney Michael Guanzon explained under the by-laws, the Chairmanship and Vice Chairmanship rotate. An election was needed to elect a Chairman from the County and a Vice Chairman from the City.

1. Election of Chairman from the Pittsylvania County Member Locality
   (see Bylaws, Article VI, paragraph 1).

Mr. Saunders opened the floor for nominations for Chairman. Mr. Barksdale **nominated** Vic Ingram for Chairman of the Authority. There were no further nominations for Chairman and the nominations were closed.

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

VOTE:	4-0
AYE:	Barksdale, Ingram, Saunders, Vogler (4)
NAY:	None (0)

2. Election of Vice Chairman of the Authority from the Danville City Member Locality (see Bylaws, Article VI, paragraph 4).

Mr. Saunders requested a Motion for Vice Chairman of RIFA. Mr. Vogler nominated **Sherman Saunders** as Vice Chairman of RIFA; there were no further nominations for Vice Chairman and the nominations were closed.

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

VOTE:	4-0
AYE:	Barksdale, Ingram, Saunders, Vogler (4)
NAY:	None (0)

3. Reappointment of the Secretary from the Authority's Staff

Mr. Saunders requested a Motion for the reappointment of the Secretary. Mr. Vogler **moved** to reappoint Susan DeMasi as secretary of the Authority; the Motion was **seconded** by Mr. Ingram and carried by the following vote:

VOTE:	4-0
AYE:	Barksdale, Ingram, Saunders, Vogler (4)
NAY:	None (0)

4. Reappointment of the Treasurer from the Authority's Staff

Mr. Saunders requested a Motion for the reappointment of the Treasurer. Mr. Vogler **moved** to reappoint Michael Adkins as Treasurer of the Authority; the Motion was **seconded** by Mr. Ingram and carried by the following vote:

VOTE:	4-0
AYE:	Barksdale, Ingram, Saunders, Vogler (4)
NAY:	None (0)

Mr. Saunders handed the meeting over to Mr. Ingram. *Mr. Saunders noted he looked forward to working with Mr. Ingram, and a special thanks to everyone for their kindness and support during his tenure as RIFA's chairman. He truly appreciated their staff and all allies of their efforts. They have a great region; the best in the State of Virginia and beyond. He has no doubt that the best was yet to come. It was imperative that they continue to work together, and respect and support each other. The one hundred thousand plus people were counting on them to make life better for them, their children and all who visit and come here to live. Mr. Saunders thanked Mr. Vogler for the nomination to appoint him as Vice Chair and looks forward to working with him as Chairman in the year 2023.*

5B. CONSIDERATION OF RESOLUTION 2022-01-10-5B APPROVING A ONE-YEAR RENEWAL OF THE MOUNTAIN VIEW FARMS LEASE

Pittsylvania County Director of Economic Development Matt Rowe explained this was a hay lease with Mountain View Farms on Lot 10, which was a recreation preservation lot area. These types of leases provided a modest income for the property, and also allowed RIFA to have a continued presence at the site for security and monitoring purposes.

Mr. Saunders **moved** to approve *Resolution No. 2022-01-10-5B, approving a one-year renewal of the Lease with Mountain View Farms of Virginia, L.C., a Virginia limited liability company, as tenant, for that certain real property (being a Portion of GPIN 1356-80-4414) of the Authority, containing approximately 30 acres and fronting on Stateline Bridge Road, in the Authority's Southern Virginia Megasite at Berry Hill Project, in Pittsylvania County, Virginia, for the purpose of planting and harvesting sod, soybeans, and/or other cover crops, but not tobacco, at a total rental fee of $1,200; such renewal also includes a 60-day early termination right and right to show the property to business recruits of the Authority*.

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

VOTE:	4-0
AYE:	Barksdale, Ingram, Saunders, Vogler (4)
NAY:	None (0)

5C. CONSIDERATION OF RESOLUTION 2022-01-10-5C APPROVING AMENDMENT NO. 32 WITH DEWBERRY ENGINEERS

Mr. Rowe explained this Resolution was to approve a vibration study done at the Mega Site, and it would be coming from unencumbered RIFA funds.

Mr. Vogler **moved** for approval of *Resolution No. 2022-01-10-5C, approving Amendment No. 32, dated December 2, 2021 and Revised January 3, 2022, with Dewberry Engineers Inc., a New York corporation, for engineering services related to the Mega Park Master Plan, to provide vibration monitoring services for the Authority's Southern Virginia Megasite at Berry Hill project, located in Pittsylvania County, Virginia, at a lump sum fee of $48,330.00.*

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

VOTE:	4-0
AYE:	Barksdale, Ingram, Saunders, Vogler (4)
NAY:	None (0)

5D. PRESENTATION OF AUDIT OF THE AUTHORITY'S FINANCIAL STATEMENTS FOR YEAR ENDING JUNE 30, 2021

Authority Treasurer Michael Adkins introduced Chris Murray with Brown, Edwards, who serves as the independent auditor for RIFA. Mr. Murray explained each year there were three documents, the first was the Financial Statements; Brown Edwards issued RIFA a clean, unmodified opinion this year which was the highest opinion they can receive during the Audit. Mr. Murray reviewed highlights of the Audit documents beginning with the Statement of Net Position in the Financial Report. Current Assets - Due from other Governments dropped down about $1.2M this year; a lot of that was a spike due to the construction at the Mega Park, and the timing of reimbursements from the City and the Tobacco Commission. Under Non-Current Assets and Non-Current Liabilities, there was a swing in the Due to and Due from the County; a large factor was the significant contribution of the costs paid for the construction by the City this year; the Due to Due from swings back and forth each year.

Construction in Progress under Non-Current Assets showed about an $8M increase this year, the balance was a little over $27M. Accounts Payable Construction - Current Liabilities went from $816,000 down to $92,000; that was related to timing on Phase 1 Construction and that somewhat corresponds with the Due to Due from Other Governments. Under Non-Current Liabilities, Bonds payable went up significantly; that was the $4.5M that was issued as part of the Appalachian Power Performance Agreement.

The Statement of Revenue and Expenses showed a lot of consistency, but there were fluctuations on timing and incentive agreements. The Economic Development incentives for the City and County, the revenue was ongoing activity at the parks paid by the localities, and Other Income of about $1.1M includes $750,000 received from Mountain Valley Pipeline for their easement and right of way. Operating Expenses were pretty consistent, the only one that stands out was the Economic Development – Cane Creek; the increase was driven by the land incentive with Realty Link and the Enterprise Zone grant with Morgan Olsen.

The Required Communication with Those Charged with Governance was a standard letter to let the Board know what the Auditor's responsibilities were during the audit, the Authority's responsibilities and to let the Board know they had no disagreements with management and no audit adjustments during the audit. The final document was Comments on Internal Control and Other Suggestions; Mr. Murray noted there was a new comment this year regarding joint organization. The Authority was in a unique position with multiple localities involved and with the City being the fiscal agent, they might have more access or more knowledge of the ongoing daily activity and control structure. The Auditors would recommend the Board, at times, discuss not only operations but also control structures, controls in place, and risk assessments, perhaps annually before the audit, to make everyone aware of the controls that were operating within the Authority. Mr. Murray noted the segregation of duties has been acknowledged since they started and was the nature of a small structure, but there were no comments that raised to the level of a significant deficiency or a material weakness.

Mr. Saunders **moved** to accept the Audit Report as presented. The Motion was **seconded** by Mr. Barksdale and carried by the following vote:

VOTE:	4-0
AYE:	Barksdale, Ingram, Saunders, Vogler (4)
NAY:	None (0)

5E. FINANCIAL STATUS REPORT AS OF DECEMBER 31, 2021

Authority Treasurer Michael Adkins gave the Financial Status report as of December 31, 2021 beginning with the Cane Creek Bonds which showed no activity for the month of December. General Expenditures for Fiscal Year 2022 show RIFA paid $69,045 to Christian & Barton for Legal Services from the beginning of the fiscal year through November, $352 for meals and $76 for monthly utilities. The Utilities were a little bit higher than normal because of the additional services to the Mega Park sign. Berry Hill Funding Other than Bonds, and Lots 1 and 2, showed no activity for December. Water and Sewer at Berry Hill showed $11,250 expended to Dewberry for permitting done under Amendment #28. Danville Utilities will be the ultimate owner of that infrastructure and RIFA received reimbursement from Danville Utilities of just under $524,000 during the month of December. Cyberpark Site Development showed no activity through December. Rent, Interest and Other Income for Fiscal Year 2022 show RIFA received $21,966 in rent from the Institute for the Hawkins' Building, $1,500 from AEP for the storage lease, the checking account earned $20 in interest and RIFA also received $40,480 from the City for the City's share of the Harlow Industrial Enhancement

Grant. RIFA also received $3,575 from the County, that was the County's share of the rent paid for MEP. RIFA disbursed $21,966 to the Institute for Hawkins' Building maintenance agreement and $7,150 to the Institute for payment of MEP's rent.

Mr. Vogler **moved** to accept the Financial Report as presented; the Motion was **seconded** by Mr. Barksdale and carried by the following vote:

VOTE:	4-0
AYE:	Barksdale, Ingram, Saunders, Vogler (4)
NAY:	None (0)

6. <u>CLOSED SESSION</u>

[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 12:37 p.m. Mr. Saunders **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 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; and

E. As permitted by Virginia Code § 2.2-3711(A)(29) for discussion of the award of a public contract involving the expenditures of public funds where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Authority.

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

VOTE: 4-0
AYE: Barksdale, Ingram, Saunders, Vogler (4)
NAY: None (0)

RETURN TO OPEN SESSION

On **Motion** by Mr. Saunders and **second** by Mr. Vogler and by unanimous vote at 1:20 p.m., the Authority returned to open meeting.

Mr. Saunders **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
AYE: Barksdale, Ingram, Saunders, Vogler (4)
NAY: None (0)

NEW BUSINESS CONTINUED

7A. CONSIDERATION OF RESOLUTION NO. 2022-01-10-7A, APPROVING A SIXTH AMENDMENT TO GROUND LEASE WITH REALTYLINK INVESTMENTS, LLC

Mr. Rowe noted staff would recommend that the ground lease be extended to the end of February, March 1 would be the actual date of the extension, for the sum of $0. Aerofarms was making tremendous progress on their facility and staff believed it was a good partnership for the Authority to extend this gesture to Aerofarms as they continue to build the facility. Mr. Rowe asked Mr. Schatz to give a brief update.

Mr. Schatz explained the project remains on track to have its first food grown and sold out of the facility in July, and be fully ramped up by December of this year. They did not see any other delays at this time, or major risks to the project to achieving that timeline. This Ground Lease extension will allow Aerofarms and RIFA to go through the closing process in a timeline that will not disrupt the schedule; it was much appreciated.

Mr. Vogler **moved** for approval of *Resolution No. 2022-01-10-7A, approving a Sixth Amendment to Ground Lease to extend the date of termination under that certain Ground Lease with RealtyLink Investments, LLC, or its permitted assignee, for Lots 3A and 3B in the Authority's Cane Creek Centre Project, located in Pittsylvania County, Virginia*.

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

VOTE:	3-0-1
AYE:	Barksdale, Ingram, Vogler (3)
NAY:	None (0)
ABSENT:	Saunders (1)

Mr. Saunders had stepped out of the meeting briefly.

COMMUNICATIONS

Mr. Vogler stated he looked forward to working with the Board and believes it will be a great year for the region.

Dr. Miller noted his agreement and was encouraged by what they heard and looks forward to working with the new members.

Mr. Barksdale stated he was glad to be there to work with the Board.

Mr. Dalton thanked everyone for welcoming him on the Board and thumbs up to Mr. Rowe and Ms. Bobe.

Mr. Saunders thanked Mr. Ingram, welcomed the new members today and feels good about this body, the future of the region.

Mr. Ingram noted it was an honor to serve on the Board, he has seen nothing but positive working relationships between the City and County and looks forward to the future.

Meeting Adjourned at 1:32 PM

APPROVED:

____
Chairman

____
Secretary to the Authority

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5A
Meeting Date:	02/14/2022
Subject:	Resolution 2022-02-14-5A
From:	Ken Larking, Danville City Manager and Michael Adkins, Authority Treasurer

SUMMARY

The Board will be asked to approve Resolution 2022-02-14-5A Authorizing the modification of a MOU – Megasite.

ATTACHMENT

Resolution 2022-02-14-5A

Resolution No. 2022-02-14-5A

A RESOLUTION AUTHORIZING THE MODIFICATION OF THAT CERTAIN MEMORANDUM OF UNDERSTANDING - MEGASITE WITH THE AUTHORITY, THE COUNTY OF PITTSYLVANIA, VIRGINIA, AND THE CITY OF DANVILLE, VIRGINIA, PURSUANT TO RESOLUTION NO. 2021-06-14-5K, FOR THE PROVISION OF WATER AND SEWER SERVICES FOR THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, IN ORDER TO CORRECT THE AMOUNT OF FUNDS OWED UNDER THE MEMORANDUM OF UNDERSTANDING - MEGASITE

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, pursuant to Resolution No. 2021-06-14-5K, executed and delivered that certain Memorandum of Understanding – Megasite (the "**MOU**") by and among the Authority, the County of Pittsylvania, Virginia (the "**County**"), and the City of Danville, Virginia (the "**City**"), for the provision of water and sewer services for the Authority's Southern Virginia Megasite at Berry Hill project (the "**SVM**"), located in Pittsylvania County, Virginia, which allows the City to take ownership of the infrastructure, allows the City to collect fees, operate and expand the system, and maintain the system; and the City will reimburse the County for the cost in installing the infrastructure; and

WHEREAS, upon review of the applicable financial arrangements under the MOU, it was discovered that certain grant funds were not correctly allocated as originally intended under the MOU, and the parties desire to correct the misallocation, resulting in the total amount owed by the City equal to $1,240,419.63 (the "**Modification to MOU**"); and

WHEREAS, the Authority has reviewed and desires to approve the Modification to MOU, to facilitate the further development of SVM with water and sewer infrastructure; 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 in furtherance of the development of the Authority's SVM project, for the Authority to approve, to execute and to deliver the Modification to MOU, as applicable, consistent with this Resolution.

NOW, THEREFORE, BE IT RESOLVED, that:

1. The Authority hereby approves the Modification to MOU as reviewed at this meeting, each of the Authority's Chairman and Vice Chairman, in consultation with the other, is authorized to further modify the Modification to MOU on such terms and conditions as the Chairman or Vice Chairman, in consultation with the other, determines

to be reasonable, appropriate and consistent with this Resolution and hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, to execute and deliver the Modification to MOU, and all other related documents to consummate the transaction, on behalf of the Authority, such execution of the Modification to MOU, and related documents by the Chairman (or Vice Chairman as the case may be) to conclusively establish his approval of any modifications as consulted by and between the Chairman and Vice Chairman.

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 Modification to MOU, 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 Modification to MOU 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 February 14, 2022, 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 February 2022.

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

(SEAL)

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5B
Meeting Date:	02/14/2022
Subject:	Resolution 2022-02-14-5B
From:	Matthew Rowe, Director of Economic Development Pittsylvania County Michael C. Guanzon, Legal Counsel to the Authority

SUMMARY

The Board will be asked to approve Resolution 2022-02-14-5B authorizing the execution and recordation of amendments to the Declaration of Protective Covenants for Berry Hill.

ATTACHMENT

Resolution 2022-02-14-5B

Exhibit

Resolution No. 2022-02-14-5B

A RESOLUTION AUTHORIZING THE EXECUTION AND RECORDATION OF ONE OR MORE AMENDMENTS TO THOSE CERTAIN DECLARATION OF PROTECTIVE COVENANTS DATED AUGUST 14, 2017, AND SUPPLEMENTAL DECLARATION OF PROTECTIVE COVENANTS DATED OCTOBER 1, 2017, AS AMENDED BY THAT CERTAIN AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS DATED JUNE 24, 2020, COVERING THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL PROJECT LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, TO ALLOW AND TO FACILITATE THE CONSTRUCTION, DEVELOPMENT AND OPERATION OF INTERCONNECTION FACILITIES BY VIRGINIA ELECTRIC AND POWER COMPANY, A VIRGINIA CORPORATION

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 executed and recorded that certain Declaration of Protective Covenants dated August 14, 2017, and recorded in the Clerk's Office of the Circuit Court of Pittsylvania County, Virginia (the "**Clerk's Office**"), as Instrument No. 17-05098 at page 9 (the "**Original Declaration**"), and that certain Supplemental Declaration of Protective Covenants dated October 1, 2017, and recorded in the Clerk's Office as Instrument No. 17-05662 at page 268 (the "**Supplemental Declaration**"), as amended by that certain Amendment to Declaration of Protective Covenants dated June 24, 2020, recorded as Instrument Number 20-02897 in the Clerk's Office (collectively, the "**Declaration**"), which placed numerous conditions, covenants, restrictions and reservations on that certain real property covering the Authority's Southern Virginia Megasite at Berry Hill project (the "**SVM**"); and

WHEREAS, Authority and Virginia Electric and Power Company, a Virginia corporation ("**VEPCO**") are parties to that certain Agreement for Purchase and Sale of Utility Easement (the "**Purchase Agreement**") under which Purchase Agreement VEPCO would purchase and be granted an easement over certain portions of real property within the SVM (the "**VEPCO Easement Area**"), which VEPCO Easement Area is more particularly described on the Amendment to Declaration of Protective Covenants (the "**Covenant Amendments**," whether one or more), substantially in the form attached hereto as <u>Exhibit A</u> and incorporated herein by this reference, for the construction, development and operation of interconnection facilities capable of transferring power generated from electrical generation facilities located on property owned by VEPCO, including without limitation utility scales, solar facilities and battery storage facilities, to the electrical grid owned and operated by American Electrical Power (the "**VEPCO Intended Use**"); and

WHEREAS, VEPCO has determined that the VEPCO Intended Use on the VEPCO Easement Area might be in conflict with or otherwise prohibited under the Declaration, and has requested from the Authority one or more amendments to the same in order to clarify and to allow the VEPCO Intended Use on the VEPCO Easement Area; and

WHEREAS, the Authority finds that the VEPCO Intended Use on the VEPCO Easement Area is in accordance with and required by the Authority's development plan for the SVM; and

WHEREAS, the Authority has determined that it is in the best interests of the Authority, the citizens of Pittsylvania County, Virginia, and the City of Danville, Virginia, and in furtherance of the development of the SVM, for the Authority to approve, to negotiate, and to deliver the Covenant Amendments substantially in the form of Exhibit A, as applicable, consistent with this Resolution.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Authority hereby authorizes and approves the negotiation, execution and delivery of the Covenant Amendments, as applicable, substantially in the form of **Exhibit A**, each of the Authority's Chairman and Vice Chairman, in consultation with the other, is authorized to further modify the Covenant Amendments on such terms and conditions as the Chairman or Vice Chairman, in consultation with the other, determines to be reasonable, appropriate and consistent with this Resolution and hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, to execute and deliver the Covenant Amendments, and all other related documents to consummate the transaction, on behalf of the Authority, such execution of the Covenant Amendments, and related documents by the Chairman (or Vice Chairman as the case may be) to conclusively establish his approval of any modifications as consulted by and between the Chairman and Vice Chairman.

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 Covenant Amendments, 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 Covenant Amendments and the matters 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.

- # -

Resolution No. 2022-02-14-5B

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 February 14, 2022, 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 February 2022.

____

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

(SEAL)

Resolution No. 2022-02-14-5B

<u>Exhibit A</u>

(Covenant Amendments)

This Document Was Prepared By:
Callaghan S. Guy, VSB #93536
Christian & Barton, LLP
901 E. Cary Street, Suite 1800
Richmond, Virginia 23219

Tax Map Nos.: 1356-82-6276, 1356-80-4414, 1366-54-5996, 1356-75-0037, 1367-41-6185, 1367-05-6253

SOUTHERN VIRGINIA MEGASITE AT BERRY HILL
AMENDMENT TO
DECLARATION OF PROTECTIVE COVENANTS

THIS AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS (this "***Amendment***") is made as of the ____ day of February 2022, by the **DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**, a political subdivision of the Commonwealth of Virginia ("***Authority***").

WHEREAS, the Authority made that certain Declaration of Protective Covenants as of August 14, 2017, recorded as Instrument Number 170005098 in the Clerk's Office of the Circuit Court of Pittsylvania County, Virginia (the "***Clerk's Office***"), as amended by that certain Amendment to Declaration of Protective Covenants dated June 24, 2020, recorded as Instrument Number 200002897 in the Clerk's Office (collectively, the "***Original Declaration***"), which placed numerous conditions, covenants, restrictions and reservations on that certain real property, commonly known as the Southern Virginia Megasite at Berry Hill, situated in Pittsylvania County, Virginia, containing an aggregate of approximately 3,528.265 acres, as more particularly described on **Exhibit A** (collectively, the "***Property***"); and

WHEREAS, the Authority and Virginia Electic and Power Company ("***VEPCO***") are parties to that certain Agreement for Purchase and Sale of Utility Easement (the "***Purchase Agreement***") under which Purchase Agreement VEPCO would purchase and be granted an easement over a certain portion of the Property (the "***VEPCO Easement Area***"), as more particularly [shown as ______________] on **Exhibit B** attached hereto and incorporated herein for the construction, development, maintenance, and operation of interconnection facilities ("***Interconnection Facilities***") capable of transferring power generated from electrical generation facilities located on property owned or leased by VEPCO, including without limitation utility scale solar facilities and battery storage facilities, to the electrical grid owned and operated by American Electrical Power (the "***VEPCO Intended Use***"); and

WHEREAS, the VEPCO Intended Use in the VEPCO Easement Area may conflict with or be prohibited by certain provisions of the Original Declaration; and

WHEREAS, pursuant to Section 10.2 of the Original Declaration, so long as the Authority owns fifty percent (50%) or more of the total acreage of the Property less the total acreage of the Property Used in Common, the Original Declaration may be amended by the Authority upon written notice to the Owners (excluding trustees under deeds of trust); and

WHEREAS, the Authority owns fifty (50%) or more of the total acreage of the Property less the total acreage of the Property Used in Common and therefore has the authority to amend the Original Declaration; and

WHEREAS, the Authority now desires to modify the Original Declaration as more particularly set forth herein for the sole purpose of permitting the VEPCO Intended Use on the VEPCO Easement Area in accordance with the Deed of Easement of even date herewith (the "***VEPCO Easement Agreement***") and to be recorded in the Clerk's Office contemporaneously herewith.

NOW THEREFORE, having provided such notification to the Owners as required under the Original Declaration, the Authority hereby amends the Original Declaration as follows:

1. So long as the VEPCO Easement Area is being used for the VEPCO Intended Use in accordance with the VEPCO Easement Agreement:

a. For the sake of clarification and without otherwise limiting the rights, obligations, and remedies set forth in the Original Declaration, the Authority agrees that (i) the Interconnection Facilities are not "**Property Used In Common**"; (ii) the VEPCO Easement Area is not, as a result of VEPCO's activities thereon pursuant to the VEPCO Easement Agreement, "**Property Used In Common**"; and (iii) the reference in Section 2.1(f) to "utility lines" and the reference in Section 7.1 of the Original Declaration to "utility corridors" do not, together or individually, bring the Interconnection Facilities or the VEPCO Easement Area within the definition of "**Property Used in Common**". The foregoing shall not, however, prohibit any Property Used in Common from being constructed, placed or located within the VEPCO Easement Area, provided the same is in accordance with and subject to the provisions of the VEPCO Easement and VEPCO's rights thereunder.

b. VEPCO shall not be required to make any submissions pertaining to the Interconnection Facilities or the VEPCO Easement Area for review and/or approval by the Review Committee pursuant to Articles 6 and 8 of the Original Declaration.

c. The Authority hereby specifically excludes the Interconnection Facilities from the definition of "**Improvements**" set forth in Section 2.1(c) of the Original Declaration.

2. Notwithstanding the foregoing waiver of certain Articles or Sections of the Original Declaration, the Interconnection Facilities and any related improvements, equipment, fixtures or structures placed by VEPCO on, under, over, or about the VEPCO Easement Area shall be constructed and maintained in accordance with all applicable laws and regulations.

3. The recitals above are true and correct and are incorporated herein by this reference. Except as amended hereby, the Original Declaration remains unmodified and in full force and effect. This Amendment may be executed in multiple counterparts, each of which when taken together shall constitute one and the same instrument. Any capitalized terms used herein and not defined herein shall have the meanings set forth in the Original Declaration.

[*Signatures are on the following page*.]

IN WITNESS WHEREOF, with due authority, the undersigned has executed this **AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS** as of the date first written above.

AUTHORITY:

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

By: ______________________________
William V. Ingram, Chairman

(SEAL)

COMMONWEALTH OF VIRGINIA)
) **SS:**
CITY/COUNTY OF__________________)

I, the undersigned, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that **WILLIAM V. INGRAM**, as Chairman of the **DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**, a political subdivision of the Commonwealth of Virginia, whose name is signed to the foregoing instrument, has acknowledged the same before me in the aforesaid jurisdiction on behalf of the Authority.

GIVEN under my hand and seal on __________________, 2022.

____
Notary Public

Registration No.: _____________________

My commission expires: _____________________

EXHIBIT A

ALL that certain real property situated in Pittsylvania County, Virginia, containing an aggregate of approximately 3,528.265 acres, more or less, as more particularly shown on that "Boundary Exhibit Showing Berry Hill Industrial Park for Danville-Pittsylvania Regional Facility Authority" dated May 3, 2017, made by Dewberry Engineers, Inc., dated May 3, 2017, Project No. 50018376, as follows:

Tract	**Acreage**	**GPIN**	**Sheet # of 5**
Tract 10	99.940	1356-82-6276	1
Tract CDE	140.005 +/-	1356-80-4414	1
Tract AB	520.003 +/-	1366-54-5996	2
Tract FG	586.910 +/-	1356-75-0037	3
Tract HK	2,123.308	1367-41-6185	4
Tract J	58.099	1367-05-6253	5
Total	**3,528.265**		

EXHIBIT B

[attach plat]

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5C
Meeting Date:	02/14/2022
Subject:	Resolution 2022-02-14-5C
From:	Brian Bradner, Vice President, and Shawn Harden, Senior Associate – Dewberry Engineers

SUMMARY

The Board will be asked to approve Resolution 2022-02-14-5C approving Amendment No. 33 with Dewberry Engineers.

ATTACHMENT

Resolution 2022-02-14-5C

Exhibit

Resolution No. 2022-02-14-5C

A RESOLUTION APPROVING AMENDMENT NO. 33, DATED JANUARY 28, 2022, WITH DEWBERRY ENGINEERS INC., A NEW YORK CORPORATION, FOR ENGINEERING SERVICES RELATED TO THE MEGA PARK MASTER PLAN, TO PROVIDE PAD EXPANSION SERVICES FOR THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL PROJECT, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, AT A LUMP SUM FEE OF $191,000.00

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. 33, dated January 28, 2022 ("**Amendment No. 33**") 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 expansion services for the SVM. Such work includes the following items:

Item	**Description**	**Fee**
Item 1	Phase 1: Joint Permit Application	$38,500.00
Item 2	Phase 2: Construction Plans and Specifications	$152,500.00
	TOTAL	**$191,000.00**

as more particularly described therein; and

WHEREAS, under Amendment No. 33, the professional services by Dewberry are generally described as "**Pad Expansion**" at a lump sum fee of $191,000.00 ("**Amendment No. 33 Funding**"); and

WHEREAS, the Authority's Treasurer, as fiscal agent of the Authority, has determined that Amendment No. 33 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. 33, 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 (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. 33.

NOW, THEREFORE, BE IT RESOLVED, that:

1. The Authority hereby approves the Amendment No. 33 as reviewed at this meeting and substantially in the form set forth in **Exhibit A** and is supported under the Authority's budget as certified by the Authority's Treasurer, each of the Authority's Chairman and Vice Chairman, in consultation with the other, is authorized to further modify Amendment No. 33 on such terms and conditions as the Chairman or Vice Chairman, in consultation with the other, determines to be reasonable, appropriate and consistent with this Resolution and hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, to execute and deliver Amendment No. 33, and all other related documents to consummate the transaction, on behalf of the Authority, such execution of Amendment No. 33, and related documents by the Chairman (or Vice Chairman as the case may be) to conclusively establish his approval of any modifications as consulted by and between the Chairman and Vice Chairman.

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 Amendment No. 33, 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 Amendment No. 33 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 February 14, 2022, 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 February 2022.

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

(SEAL)

Resolution No. 2022-02-14-5C

<u>Exhibit A</u>

(Amendment No. 33)

Dewberry

Dewberry Engineers Inc.
551 Piney Forest Road
Danville, VA 24540
434.797.4497
434.797.4341 fax
www.dewberry.com

January 28, 2022

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

RE: Amendment #33 for Engineering Services Related to the Mega Park Master Plan
Southern Virginia Megasite
Megasite Pad Expansion

Dear Chairman Ingram:

Dewberry Engineers Inc. (Dewberry) has been assisting the Danville-Pittsylvania Regional Industrial Facility Authority (RIFA) with development and marketing of the Southern Virginia Megasite at Berry Hill (SVMS). RIFA intends to begin work on the next stage of development; specifically, an expansion of the existing graded pad area (200 acres±) to approximately 760± graded pad acres. A phased approach will be required to complete plans, secure approvals and complete construction of this pad expansion. Phase 1 includes expansion of the existing graded pad area to approximately 350 graded pad acres as depicted on the attached site plan.

SCOPE OF SERVICES

Dewberry proposes to provide the following Scope of Services:

1. Joint Permit Application (JPA)

Dewberry will prepare a JPA for proposed impacts to jurisdictional Waters of the US (WOTUS) associated with the total project (760± graded pad acres). The JPA will seek an amendment to the current State Programmatic General Permit (SPGP) previously issued for construction of the existing graded pad area (200 acres±) for conversion to an Individual Permit (IP). Impacts will be based on the Approved Jurisdictional Determination approved by the US Army Corps of Engineers (USACE) April 5, 2021 and the Virginia State Surface Water Determination approved by the Virginia Department of Environmental Quality (VADEQ) September 9, 2021. The application will include general information about the applicant (RIFA); the amounts and types of WOTUS proposed to be impacted; an alternatives analysis detailing the avoidance and minimization efforts made within the SVMS; permit support documentation detailing the need for the project; and site-specific information regarding the impacted areas. It is assumed a detailed off-site alternatives analysis will not be required. The permit application packet will include graphics detailing the proposed project, necessary impacts and mitigation plan. Mitigation for project impacts is proposed to occur through the purchase of credits from three (3) existing mitigation banks and/or one (1) existing trust fund. To determine the amount of compensation needed for unavoidable stream impacts, Dewberry will utilize the United Stream Methodology (USM). Findings from previously prepared cultural resources and threatened and endangered species reports will be utilized. Dewberry will summarize the results of the impact analysis in both narrative and tabular formats and submit the application package to the Virginia Marine Resources Commission (VMRC). The VMRC will distribute the application for review to the appropriate authorities having jurisdiction including the USACE and the VADEQ.

Inter-agency Review and Coordination: Once submitted it is anticipated the permit approval process will last approximately 120 days. Dewberry will attend and coordinate up to two (2) meetings with the USACE and VADEQ to review the Project prior to submitting the permit application. Additional information requests are often the result of the public comment period. Included in this task are two (2) post application meetings with the USACE and VADEQ and two (2) post application submissions or responses to minor information requests received from agency comments.

FEE: $38,500.00 Lump Sum

2. Phase 1 – Construction Plans and Specifications

Dewberry will develop and prepare preliminary construction documents for the Phase 1 area of the Project. Existing aerial surveys, geotechnical reports, WOTUS delineations, and previously prepared plans will be used as base mapping for the project.

Plans & Specifications will include:

- Cover Sheet
- General Notes and Erosion and Sediment Control Notes
- Existing Condition Plan
- Phase 1 Overall Erosion and Sediment Control Plan
- Phase 1 Detailed Erosion and Sediment Control Plan (multiple sheets)
- Calculations, as required, for Erosion & Sediment Control Measures
- Phase 1 Overall Grading Plan
- Phase 1 Detailed Grading Plan (multiple sheets)
- Standard Details Sheets (multiple sheets)
- Erosion and Sediment Control Details (multiple sheets)
- Technical Specifications including upfront bidding documents

As part of the Phase 1 plan development, Dewberry will develop a stormwater management strategy for the entire 760± graded pad acres expansion to identify types and general locations of future stormwater Best Management Practices (BMP's). Detailed calculations will not be prepared. The strategy will be developed assuming an 80% impervious landcover in a potential final build-out scenario and will aid in determining location of Phase 1 erosion and sediment control measures. Dewberry will attend and coordinate up to two (2) meetings with the VADEQ to review the Project, stormwater management strategy, construction phasing and permitting approvals. Plans will not be formally submitted to VADEQ.

FEE: $152,500.00 Lump Sum

<u>FEE SUMMARY</u>

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

1. Joint Permit Application (JPA)
   FEE: $38,500.00 Lump Sum

2. Phase 1 – Construction Plans and Specifications
   FEE: $152,500.00 Lump Sum

TOTAL LUMP SUM FEE: $191,000.00

EXCLUSIONS

- Environmental Impact Statement (EIS)
- Environmental Impact Review (EIR)
- Environmental Justice Studies
- Off-site Mitigation Plans and/or alternatives analysis
- Cultural Resources Studies
- Threatened and Endangered Species Studies
- Water chemistry and biological surveys
- Public Hearings
- Permit Application and Mitigation Fees

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.

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. We are prepared to begin work immediately.

Sincerely,

Brian K. Bradner, PE
Vice President | Business Unit Manager

Shawn R. Harden, PE
Senior Associate

BKB/bkb/vnl

Attachment: Conceptual Site Plan Titled “Megasite Pad Expansion – January 2022”

P:\50018376\Adm\Contract\2022.01.28. Amendment 33 Megasite Pad Expansion.docx

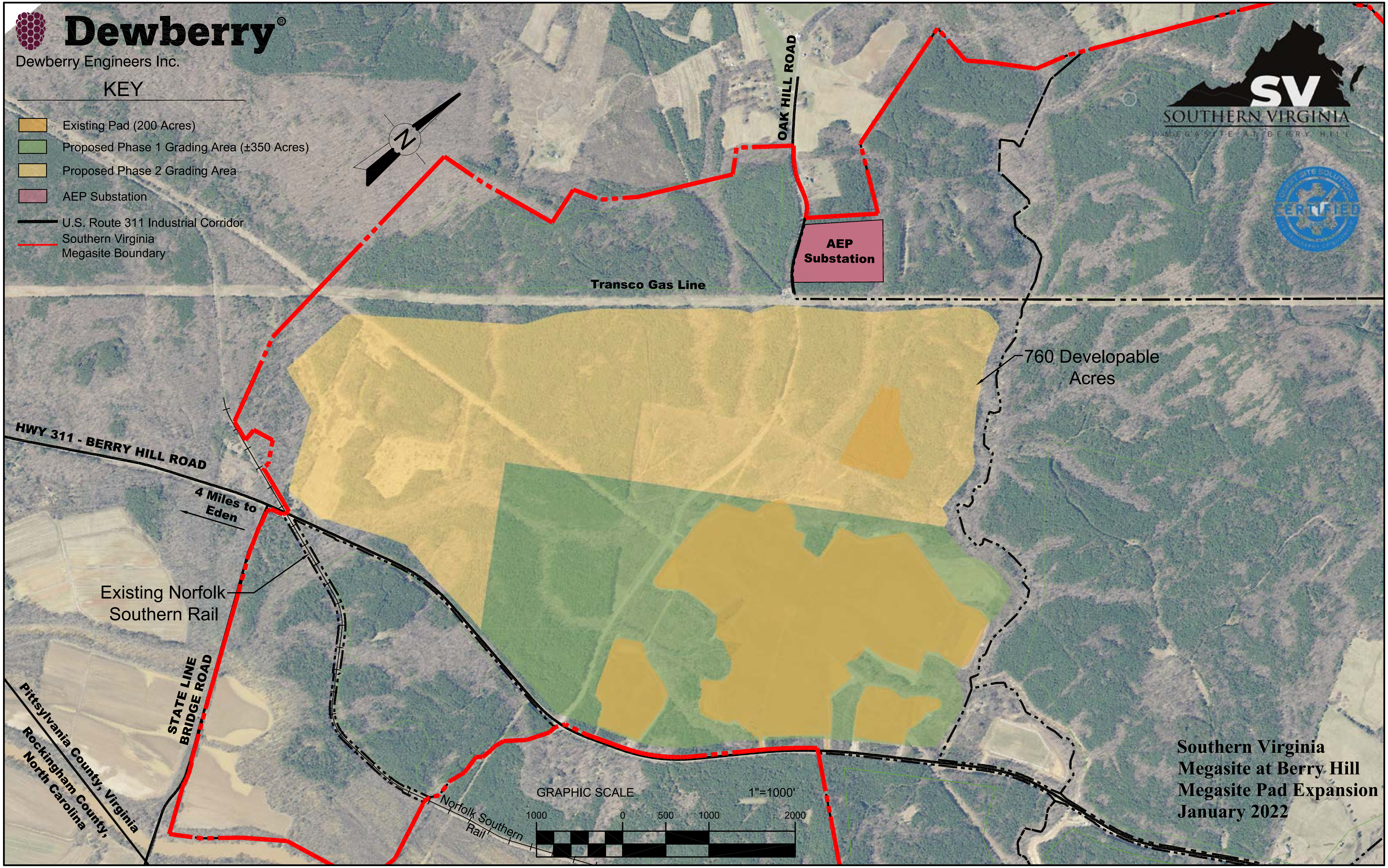
The foregoing Contract Amendment of Dewberry Engineers Inc. is accepted:

Print (Type) Individual, Firm, or Corporate Name

Signature of Authorized Representative Date

Print (Type) Name of Authorized Representative and Title

Attachment


Dewberry®
Dewberry Engineers Inc.
KEY
Existing Pad (200 Acres)
Proposed Phase 1 Grading Area (±350 Acres)
Proposed Phase 2 Grading Area
AEP Substation
U.S. Route 311 Industrial Corridor
Southern Virginia Megasite Boundary
N
OAK HILL ROAD
AEP Substation
Transco Gas Line
760 Developable Acres
HWY 311 - BERRY HILL ROAD
4 Miles to Eden
Existing Norfolk Southern Rail
STATE LINE BRIDGE ROAD
Pittsylvania County, Virginia
Rockingham County, North Carolina
Norfolk Southern Rail
GRAPHIC SCALE
1"=1000'
1000 0 500 1000 2000
SV
SOUTHERN VIRGINIA
MEGASITE AT BERRY HILL
CERTIFIED
Southern Virginia Megasite at Berry Hill Megasite Pad Expansion January 2022

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5D
Meeting Date:	02/14/2022
Subject:	Resolution 2022-02-14-5D
From:	Matt Rowe, Director of Economic Development, Pittsylvania County Shawn Harden, Senior Associate – Dewberry Engineers

SUMMARY

The Board will be asked to approve Resolution 2022-02-14-5D authorizing delivery of Deeds of Dedication and Easement for Berry Hill.

ATTACHMENT

Resolution 2022-02-14-5D

Resolution No. 2022-02-14-5D

A RESOLUTION AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF DEEDS OF DEDICATION AND DEEDS OF EASEMENT FOR PUBLIC STREET PURPOSES AND APPROVING RELATED DEVELOPMENT PLANS, CONSISTING OF CERTAIN PORTIONS OF REAL PROPERTY LOCATED IN, OR IN CLOSE PROXIMITY TO, THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL PROJECT LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, IN FURTHERANCE OF THE VIRGINIA DEPARTMENT OF TRANSPORTATION'S CONSTRUCTION OF THE BERRY HILL CONNECTOR ROAD

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 is to exercise its powers for the benefit of the inhabitants of the County of Pittsylvania, Virginia (the "**County**"), and the City of Danville, Virginia (the "**City**"), for the increase of commerce, and for the promotion of their safety, health, welfare, convenience and prosperity; and

WHEREAS, the Virginia Department of Transportation ("**VDOT**") desires 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, to provide access to the Authority's Southern Virginia Megasite at Berry Hill project (the "**SVM**"); and

WHEREAS, in furtherance of the Berry Hill Connector Road to serve the SVM, the Authority desires to convey to the below described parties (collectively, the "**Grantees**") by deed of dedication and/or deed of easement (collectively, the "**Deeds**") the following certain tracts or parcels of land, or portions thereof, of real property (collectively, the "**Land**"):

GPIN	Conveyance	Grantee
1367-30-1931	Deed of Gift and Donation	Commonwealth of Virginia
1367-30-1931	Deed of Easement (Communication/Broadband Infrastructure)	Mid Atlantic Broadband Cooperative
1367-30-1931	Deed of Easement (Utilities)	Commonwealth of Virginia
1376-49-9139	Deed of Gift and Donation	VDOT
1376-49-9139	Deed of Easement (Utilities)	Commonwealth of Virginia
1377-60-3531	Deed of Gift and Donation	VDOT
1387-01-2186	Deed of Gift and Donation	VDOT
*Part of 1376-15-5690	Deed of Gift and Donation	VDOT
**** The conveyance regarding this GPIN will not occur or not be effective until the Authority has ownership or easement rights to this property which is under contract.***		

; and

WHEREAS, the Authority has received right-of-way plans for the development of the Berry Hill Connector Road (the "**ROW Plans**") as such ROW Plans relate to the Deeds, and the Authority desires to approve the ROW Plans; and

WHEREAS, the Authority desires to negotiate, execute and deliver the Deeds to the Grantees, for state road development purposes and inclusion in VDOT's Six-Year Improvement Program; and the Authority further desires to pay for the costs of any fees associated with such donations and/or grants by the Authority to or for the Grantees (the "**Fees**"), subject to certification by the Authority's Treasurer that funds for the Fees are available within a budget line item previously approved by the Authority for such purposes or SVM developments; and

WHEREAS, the Authority has determined that the approval of the ROW Plans is in support and furtherance of the Authority's purpose of developing and enhancing the Authority's SVM project; 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 SVM for the Authority to negotiate, execute and to deliver the Deeds.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Authority hereby approves the ROW Plans, as presented at the regular meeting of the Authority in which this Resolution is adopted.

2. The Authority hereby authorizes and approves the negotiation, execution and delivery of the Deeds, and such other documents in connection with the approval of the ROW Plans, as applicable, each of the Authority's Chairman and Vice Chairman, in consultation with the other, is authorized to further modify the Deeds, the form of which is acceptable to legal counsel to the Authority, and/or ROW Plans on such terms and conditions as the Chairman or Vice Chairman, in consultation with the other, determines to be reasonable, appropriate and consistent with this Resolution, and hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, to execute and deliver the Deeds, and all other related documents to consummate the transaction, on behalf of the Authority, such execution of the Deeds, and related documents by the Chairman (or Vice Chairman as the case may be) to conclusively establish his approval of any modifications as consulted by and between the Chairman and Vice Chairman; however, the Deeds shall not be effective until and unless the Authority's Treasurer certifies that funds for the Fees are available within a budget line item previously approved by the Authority for such purposes.

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 Deeds and ROW Plans, or as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of these resolutions.

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 Deeds, the ROW Plans 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.

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 February 14, 2022, 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 February 2022.

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

(SEAL)

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5E
Meeting Date:	February 14, 2022
Subject:	Financial Status Reports – January 31, 2022
From:	Michael L. Adkins, Authority Treasurer

SUMMARY

A review of the financial status reports through January 31, 2022 will be provided at the meeting. The financial status reports as of January 31, 2022 are attached for the DPRIFA Board's review.

RECOMMENDATION

Staff recommends approving the financial status reports as of January 31, 2022 as presented.

ATTACHMENTS

Financial Status Reports

Financial Status

Table of Contents

Danville-Pittsylvania Regional Industrial Facility Authority

$7,300,000 Bonds for Cane Creek Centre - Issued in August 2005 [7]

As of January 31, 2022

	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
Funds from bond issuance	$7,300,000.00				
Issuance cost	(155,401.33)				
Refunding cost [7]	(52,500.00)				
Bank fees	(98.25)				
Interest earned to date	486,581.70				
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		9,900.00	9,900.00	-	
Dewberry contracts [1]		69,582.50	69,582.50	-	
Dewberry contracts not paid by 1.7 grant [4, 5]		76,986.46	65,559.12	11,427.34	
Land		-	2,792,945.57	-	
Demolition services		71,261.62	71,261.62	-	
Legal fees		-	247,837.83	-	
CCC - Lots 3 & 9 project - RIFA Local Share [6]		142,190.00	112,464.98	-	
Other expenditures		2,250.00	347,194.30	2,250.00	
Total	$ 7,578,582.12	$ 4,318,495.58	$ 7,564,279.78	$ 13,677.34	**$ 625.00**

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 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.

[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. Project finished under original budget.

[7] 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
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

Danville-Pittsylvania Regional Industrial Facility Authority
General Expenditures for Fiscal Year 2022
As of January 31, 2022

	Funding	Budget	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
City Contribution	$ 75,000.00				
County Contribution	75,000.00				
Carryforward from FY2021	24,625.84				
Contingency					
Miscellaneous contingency items		$ 29,025.84	$ 22,285.11	$ -	$ 6,740.73
Total Contingency Budget		29,025.84	22,285.11	-	6,740.73
Legal		115,000.00	69,042.64	-	45,957.36
Accounting		23,100.00	23,100.00	-	-
Postage & Shipping		100.00		-	100.00
Meals		4,000.00	2,291.53	-	1,708.47
Utilities		400.00	391.02	-	8.98
Insurance		3,000.00	2,623.00	-	377.00
Total	$ 174,625.84	$ 174,625.84	$ 119,733.30	$ -	**$ 54,892.54**

Danville-Pittsylvania Regional Industrial Facility Authority
Southern Virginia Megasite at Berry Hill - Funding Other than Bond Funds
As of January 31, 2022

Funding	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
City contribution	$ 134,482.50				
County contribution	134,482.50				
City advance for Klutz, Canter, & Shoffner property [1, 4]	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 [5]	76,067.61				
Additional funds allocated by RIFA Board on 1/14/2013 [6]	11,854.39				
TIC #2264 - Phase II Land and Engineering	3,700,000.00				
VA Economic Development Partnership MEI Grant Funds	577,503.14				
Virginia Resources Authority - TRRF Loan #3658	4,500,000.00				
Transfer from Unrestricted Funds - "Other Income"	91,140.86				
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	-	
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	-	
Other					
Dewberry & Davis		28,965.00	28,965.00	-	
Dewberry & Davis[3]		990,850.00	987,879.29	2,970.71	
Consulting Services - McCallum Sweeney [7]		115,000.00	103,796.85	-	
Dewberry Engineers (related to #2264)		160,500.00	160,500.00	-	
Dewberry Engineers		469,580.00	417,050.00	52,530.00	
Appalachian Power Company		5,178,500.00	5,178,500.00	-	
Banister Bend Farm, LLC		199,064.00	199,064.00	-	
Transfer available funds to "Berry Hill Mega Park - Lot 4 Site Development" Project [8]		-	11,203.15	-	
Total	$ 23,100,168.83	$ 21,029,038.58	$ 20,973,537.87	$ 55,500.71	**$ 2,071,130.25**

[1] *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.*

[2] *Settlement fees were drawn from bonds issued for the Berry Hill project 12/1/2011.*

[3] *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.*

[4] *RIFA paid the City back for all advances on 1/3/2012.*

[5] *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.*

[6] *Due to the expiration of the Tobacco Comission 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.*

[7] *Unencumbered the remaining $11,203.15 due to termination of contract.*

[8] *As approved by RIFA Board on 10/16/2014*

Danville-Pittsylvania Regional Industrial Facility Authority

Southern Virginia Megasite at Berry Hill - Lots 1&2 Site Development

As of January 31, 2022

	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
TIC #3358 Site Improvements					
Tobacco Commission Grant	$ 2,624,800.00				
Expenditures					
Dewberry Engineers Inc.		379,300.00	239,550.00	139,750.00	
Total	$ 2,624,800.00	$ 379,300.00	$ 239,550.00	$ 139,750.00	**$ 2,245,500.00**

Danville-Pittsylvania Regional Industrial Facility Authority

Southern Virginia Megasite at Berry Hill - Water & Sewer

As of January 31, 2022

	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
TIC #2641 Phase I Sanitary Sewer					
Tobacco Commission Grant 2641	$ 4,840,977.86				
Local Match for Contractual Services	274,926.43				
Local Match for Property & Imp.	262,960.00				
TIC #3011 Water System Improvements Phase II					
Tobacco Commission Grant 3011	2,241,567.00				
Local Match for Property & Imp.	224,160.00				
City of Danville Utilities	3,824,637.35				
Expenditures					
Dewberry Engineers Inc.		1,020,049.99	865,044.99	155,005.00	
Haymes Brothers, Inc. - Phase I Sanitary Sewer		5,092,668.30	5,092,668.30	-	
Haymes Brothers, Inc. - Phase I Sanitary Sewer (City)		3,210,312.35	3,210,312.35	-	
C.W. Cauley & Son - Phase 1 Water		1,843,540.00	1,029,345.00	814,195.00	
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	-	
Total	$ 11,669,228.64	$ 11,204,141.64	$ 10,234,941.64	$ 969,200.00	**$ 465,087.00**

Danville-Pittsylvania Regional Industrial Facility Authority

Cyber Park Site Development

As of January 31, 2022

		Funding		Budget / Contract Amount		Expenditures		Encumbered		Unexpended / Unencumbered
Funding										
MEP TROF Loan	$	270,000.00								
Transfer from Other Income		42,750.00								
Expenditures										
Dewberry Engineers Inc.				42,750.00		22,937.50		19,812.50		
Making Everything Possible LLC (Incentives)				270,000.00		270,000.00		-		
Total	$	312,750.00	$	312,750.00	$	292,937.50	$	19,812.50	**$**	**-**

Danville-Pittsylvania Regional Industrial Facility Authority
Rent, Interest, and Other Income Realized for Fiscal Year 2022
As of January 31, 2022

Source of Funds	Carryforward from FY2021	Funding Receipts Current Month	Receipts FY2022	Expenditures FY2022	Unexpended / Unencumbered
Carryforward	$ 1,248,519.93				
Current Lessees					
Institute for Advanced Learning and Research (IALR) [1]		$ 43,931.66	$ 153,760.81		
Axxor N.A. LLC			1,000.00		
Mountain View Farms of Virginia, L.C.		1,200.00	1,200.00		
American Electric Power		1,500.00	4,500.00		
Total Rent		$ 46,631.66	$ 160,460.81		
Interest Received [2]		$ 19.39	$ 131.48		
Miscellaneous Income		$ 3,574.84	$ 433,182.61		
Expenditures					
Hawkins Research Bldg. Property Mgmt. Fee				$ 131,794.98	
Incentive Disbursements to Morgan Olson, LLC				$ 117,000.00	
Transfer to Cyber Park Development				$ 42,750.00	
Incentive Disbursements to MEP LLC				$ 37,824.02	
Incentive Disbursements to Harlow Fastech LLC				$ 80,968.76	
Transfers to other funding sheets				$ 91,140.86	
Totals	$ 1,248,519.93	$ 50,225.89	$ 593,774.90	$ 501,478.62	$ 1,340,816.21

Restricted [1]	$ 334,792.53
Unrestricted	$ 42,914.54
Committed	$ 963,109.14

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

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

Danville-Pittsylvania Regional Industrial Facility Authority

Monthly Disbursements

January 2022

Check Number	Date	Vendor Name	Paid Amount
WIRE	01/04/2022	City of Danville	19.80
WIRE	01/04/2022	City of Danville	19.80
2453	01/10/2022	Brown, Edwards & Company	13,100.00
2454	01/10/2022	C.W. Cauley & Son, Inc.	78,779.75
2455	01/10/2022	Dewberry Engineers Inc.	31,060.00
2456	01/10/2022	FEDEX	29.16
2457	01/10/2022	IALR	21,965.83
2458	01/10/2022	IALR	726.00
2459	01/10/2022	IALR	7,149.67
WIRE	01/20/2022	City of Danville	36.00

Danville-Pittsylvania Regional Industrial Facility Authority

Statement of Net Position [1, 2]

January 31, 2022*

		Unaudited FY 2022
Assets		
Current assets		
Cash - checking	$	1,995,636
Cash - money market		456,675
Total current assets		2,452,311
Noncurrent assets		
Restricted cash - project fund CCC bonds		20,802
Restricted cash - debt service fund CCC bonds		517,600
Capital assets not being depreciated		24,352,275
Capital assets being depreciated, net		21,672,622
Construction in progress		27,458,332
Total noncurrent assets		74,021,631
Total assets		76,473,942
Liabilities		
Current liabilities		
Accrued interest		35,738
Unearned income		600
Economic development payable - current portion		147,000
Bonds payable - current portion		465,000
Total current liabilities		648,338
Noncurrent liabilities		
Bonds payable - less current portion		1,210,000
Loans payable - less current portion		4,500,000
Total noncurrent liabilities		5,710,000
Total liabilities		6,358,338
Net Position		
Net investment in capital assets		71,829,031
Restricted - debt reserves		517,600
Unrestricted		(2,231,027)
Total net position	$	70,115,604

[1] 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.

[2] 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
*January 31, 2022**

	Unaudited FY 2022
Operating revenues	
Virginia Tobacco Commission Grants	270,000
Rental income	162,336
Other Income	220,417
Total operating revenues	652,753
Operating expenses [4]	
Mega Park expenses [3]	198,755
Cane Creek Centre expenses [3]	43,274
Cyber Park expenses [3]	547,496
Professional fees	45,963
Other operating expenses	12,204
Total operating expenses	847,692
Operating income (loss)	(194,939)
Non-operating revenues (expenses)	
Interest income	131
Interest expense	(35,738)
Total non-operating expenses, net	(35,607)
Net income (loss) before capital contributions	(230,546)
Capital contributions	
Contribution - City of Danville	561,507
Contribution - Pittsylvania County	355,809
Total capital contributions	917,316
Change in net position	686,770
Net position at July 1, 2021	69,428,834
Net position at January 31, 2022	$ 70,115,604

[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.

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Cash Flows
*January 31, 2022**

		Unaudited FY 2022
Operating activities		
Receipts from grant reimbursement requests	$	376,454
Receipts from leases		160,462
Other receipts		607,000
Payments to suppliers for goods and services		(1,366,012)
Net cash used by operating activities		(222,096)
Capital and related financing activities		
Capital contributions		917,317
Interest paid on bonds		(29,396)
Net cash provided by capital and related financing activities		887,921
Investing activities		
Interest received		131
Net cash provided by investing activities		131
Net increase (decrease) in cash and cash equivalents		665,956
Cash and cash equivalents - beginning of year (including restricted cash)		2,324,757
Cash and cash equivalents - through January 31, 2022 (including restricted cash)	$	2,990,713
Reconciliation of operating loss before capital contributions to net cash used by operating activities:		
Operating income (loss)	$	(194,939)
Changes in assets and liabilities:		
Change in other receivables		494,037
Change in accounts payable		(518,319)
Change in unearned income		(2,875)
Net cash used by operating activities	$	(222,096)

Components of cash and cash equivalents at January 31, 2022:		
American National - Checking	$	1,995,636
American National - General money market		456,675
Wells Fargo - $7.3M Bonds CCC Debt service fund		517,600
Wells Fargo - $7.3M Bonds CCC Project fund		20,802
	$	2,990,713

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 6
Meeting Date:	02/14/2022
Subject:	Closed Session Items as presented in the Agenda
From:	Chairman

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; and

E. As permitted by Virginia Code § 2.2-3711(A)(29) for discussion of the award of a public contract involving the expenditures of public funds where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Authority.

RETURN TO OPEN SESSION

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

Agenda Item No.:	Item 7A,B,and C
Meeting Date:	02/14/2022
Subject:	Resolutions 2022-02-14-7A, 2022-02-14-7B, and 2022-02-14-7C
From:	William “Vic” Ingram, Chairman of the Authority

SUMMARY

The Board will be asked to consider the following Resolutions:

A. Consideration of Resolution No. 2022-02-14-7A, in Recognition of Service of Robert W. Warren to the Authority as a Chairman, Vice Chairman and Director.

B. Consideration of Resolution No. 2022-02-14-7B, in Recognition of Service of Ronald S. Scearce to the Authority as a Vice Chairman and Director.

C. Consideration of Resolution No. 2022-02-14-7C, in Memoriam of Henry A. Davis, Jr., former Director of the Authority.

ATTACHMENTS

Resolution 2022-02-14-7A

Resolution 2022-02-14-7B

Resolution 2022-02-14-7C

Resolution No. 2022-02-14-7A

A RESOLUTION IN RECOGNITION OF SERVICE OF ROBERT W. WARREN TO THE AUTHORITY AS A CHAIRMAN, VICE CHAIRMAN AND DIRECTOR

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the "**Authority**") is a political subdivision of the Commonwealth of Virginia duly created by the cooperation and the joint action of the Danville City Council and the Pittsylvania County Board of Supervisors, pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, the purpose of the Authority is to enhance the economic base for its Member Localities of the City of Danville and Pittsylvania County, Virginia, by developing, owning, and operating one or more facilities on a cooperative basis; and

WHEREAS, beginning in January 2018, Robert W. Warren served as a Chairman, Vice Chairman and Member of the Board of Directors of the Authority, providing the guidance and leadership necessary for the Authority to fulfill its statutory purpose and to move forward in developing the economic future of the Danville-Pittsylvania County Region; and

WHEREAS, Robert W. Warren's service on the Board of Directors of the Authority ended contemporaneously with the December 31, 2021 expiration of his term of office as a Member of the Pittsylvania County Board of Supervisors.

NOW, THEREFORE, BE IT RESOLVED, that the Authority's Board of Directors, on behalf of themselves and the Authority's support staff, hereby expresses its sincere appreciation for the distinguished service of Robert W. Warren to the Authority; recognizes his devotion, duty and exemplary leadership to the Authority; and wishes him success in his future endeavors.

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 unanimously by the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a meeting duly called and held on February 14, 2022, 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 February 2022.

____

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

(SEAL)

Resolution No. 2022-02-14-7B

A RESOLUTION IN RECOGNITION OF SERVICE OF RONALD S. SCEARCE TO THE AUTHORITY AS A VICE CHAIRMAN AND DIRECTOR

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the "**Authority**") is a political subdivision of the Commonwealth of Virginia duly created by the cooperation and the joint action of the Danville City Council and the Pittsylvania County Board of Supervisors, pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, the purpose of the Authority is to enhance the economic base for its Member Localities of the City of Danville and Pittsylvania County, Virginia, by developing, owning, and operating one or more facilities on a cooperative basis; and

WHEREAS, beginning in January 2018, Ronald S. Scearce served as a Vice Chairman and Member of the Board of Directors of the Authority, providing the guidance and leadership necessary for the Authority to fulfill its statutory purpose and to move forward in developing the economic future of the Danville-Pittsylvania County Region; and

WHEREAS, Ronald S. Scearce's service on the Board of Directors of the Authority ended contemporaneously with the December 31, 2021 expiration of his term of office as a Member of the Pittsylvania County Board of Supervisors.

NOW, THEREFORE, BE IT RESOLVED, that the Authority's Board of Directors, on behalf of themselves and the Authority's support staff, hereby expresses its sincere appreciation for the distinguished service of Ronald S. Scearce to the Authority; recognizes his devotion, duty and exemplary leadership to the Authority; and wishes him success in his future endeavors.

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 unanimously by the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a meeting duly called and held on February 14, 2022, 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 February 2022.

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

(SEAL)

Resolution No. 2022-02-14-7C

A RESOLUTION IN MEMORIAM OF HENRY A. DAVIS, JR., FORMER DIRECTOR OF THE AUTHORITY

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the "**Authority**") is a political subdivision of the Commonwealth of Virginia duly created by the cooperation and the joint action of the Danville City Council and the Pittsylvania County Board of Supervisors, pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, the purpose of the Authority is to enhance the economic base for its Member Localities of the City of Danville and Pittsylvania County, Virginia, by developing, owning, and operating one or more facilities on a cooperative basis; and

WHEREAS, beginning in January 2010, Henry A. Davis, Jr. served as a Member of the Board of Directors of the Authority, providing the guidance and leadership necessary for the Authority to fulfill its statutory purpose and to move forward in developing the economic future of the Danville-Pittsylvania County Region; and

WHEREAS, Henry A. Davis, Jr.'s service on the Board of Directors of the Authority ended in December 2011.

NOW, THEREFORE, BE IT RESOLVED, that the Authority's Board of Directors, on behalf of themselves and the Authority's support staff, hereby recognize posthumously Henry A. Davis, Jr. for his remarkable achievements and the many unique contributions of dedication, determination, leadership, and service; and do hereby express sincere sympathy from the Authority to his family, friends, and colleagues.

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 unanimously by the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a meeting duly called and held on February 14, 2022, 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 February 2022.

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

(SEAL)