



Danville-Pittsylvania Regional Industrial Facility Authority

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

AGENDA

February 13, 2023

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, Vice Chairman
Robert M. Tucker, Jr.
Darrell W. Dalton, Alternate**

City of Danville Members

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

Staff

**Kenneth F. Larking, City Manager Officer
J. Vaden Hunt, County Administrator Officer
Christian & Barton, L.L.P., Legal Counsel to Authority
Susan M. DeMasi, Authority Secretary
Michael L. Adkins, Authority Treasurer**

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 9, 2023 REGULAR MEETING AND JANUARY 26, 2023 SPECIAL MEETING.

5. NEW BUSINESS

- A. Consideration of Resolution No. 2023-02-13-5A, approving the negotiation, execution and delivery of Amendment No. 35, dated as of January 31, 2023, with Dewberry Engineers Inc., a New York corporation, for engineering services related to the Mega Park Master Plan, to provide or cause to be provided project development coordination, cultural resources, and mussel and fish surveys for the Authority's Southern Virginia Megasite at Berry Hill project, located in Pittsylvania County, Virginia, at a lump sum fee of \$705,000.00, and subject to the approval by legal counsel to the Authority as to legal form – Brian Bradner, P.E., Vice President and Shawn R. Harden, P.E., Senior Associate, Dewberry Engineers Inc.
- B. Financial Status Reports as of January 31, 2023 – Michael L. Adkins, Authority Treasurer, and Tiffany Swanson-Jones, 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. COMMUNICATIONS FROM:

- A. Authority Board Members
- B. Staff

8. ADJOURN

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 4
Meeting Date:	02/13/2023
Subject:	Meeting Minutes
From:	Susan M. DeMasi, Authority Secretary

SUMMARY

Attached for the Board's approval are the Meeting Minutes from the Regular RIFA Meeting held on January 9, 2023, and Special RIFA Meeting held on January 26, 2023.

ATTACHMENTS

Meeting Minutes – 01/09/23 and 01/26/23.

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

January 9, 2023

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:09 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 Vice Chairman Sherman M. Saunders, J. Lee Vogler, Jr., and Alternate Dr. Gary P. Miller. Pittsylvania County Members present were Chairman William V. Ingram, Darrell Dalton and Alternate Robert Tucker.

City/County staff members attending were: City Manager Ken Larking, Deputy City Manager Earl Reynolds, Interim County Administrator J. Vaden Hunt, City of Danville Director of Finance Michael Adkins, City of Danville Accountant Tiffany Swanson-Jones, Pittsylvania County Director of Finance Kim Van Der Hyde, City of Danville Director of Economic Development Corrie Bobe, Pittsylvania County Director of Economic Development Matt Rowe, Pittsylvania County Project Manager Kattie Saunders, Legal Counsel to the Authority Attorney Michael C. Guanzon, and Secretary to the Authority Susan DeMasi. Also present were Shawn Harden and Brian Bradner from Dewberry, and citizen Ken Bowman.

Chairman William V. Ingram presided.

PUBLIC COMMENT PERIOD

No one present desired to be heard.

APPROVAL OF MINUTES OF THE DECEMBER 12, 2022 REGULAR MEETING AND DECEMBER 16, 2022 SPECIAL MEETING.

Upon **Motion** by Mr. Dalton and **second** by Mr. Vogler, Minutes of the December 12, 2022 Regular Meeting and December 16, 2022 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 2023

Authority Attorney Michael Guanzon explained under the by-laws, the Chairman and Vice Chairman must be elected every calendar year and cannot be from the same locality. This year the Board will be asked to elect a Chairman from the City and Vice Chairman from the County. Following that, will be the reappointment of the Secretary and Treasurer.

i. Election of Chairman from the Danville City Member Locality
(see Bylaws, Article VI, paragraph 1).

Mr. Ingram opened the floor for nominations for Chairman. Mr. Saunders **nominated** Lee Vogler for Chairman, noting he has worked with him on City Council for ten years. He does have the City and region at heart and he was a good man. There were no further nominations for Chairman and the Motion to close the nominations was carried by the following vote:

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

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

January 9, 2023

The **Motion** to elect Mr. Vogler as Chairman was carried by the following vote:

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

Mr. Ingram handed the meeting over to Mr. Vogler.

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

Mr. Vogler requested a nomination for Vice Chairman of RIFA from Pittsylvania County. Mr. Dalton nominated **Mr. Ingram** as Vice Chairman of RIFA; there were no further nominations for Vice Chairman and the **Motion** to close the nominations was carried by the following vote:

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

The **Motion** to elect Mr. Ingram as Vice Chairman was carried by the following vote:

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

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

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

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

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

Mr. Saunders thanked Mr. Ingram, the immediate past Chair, he has done an excellent job, welcomed Mr. Vogler as Chairman, and looks forward to working with all of the Board.

(Mr. Dalton moved to the alternate member, and Mr. Tucker moved to the voting member.)

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

January 9, 2023

5B. CONSIDERATION OF RESOLUTION 2022-01-09-5B APPROVING A ONE-YEAR RENEWAL OF THE MOUNTAIN VIEW FARMS LEASE

Mr. Guanzon noted this was a one year renewal of a \$1,200 a year sod lease in the Southern Virginia Megasite. It was a continuation of many years, and a way for free surveillance with a tenant on site. Mr. Ingram questioned who had the State Police on stand-by at the Megasite and Mr. Harden noted it was the power company; Mr. Ingram questioned how long that has been in effect and how long it will continue and Mr. Harden noted it has been effect since they energized the substation.

Mr. Ingram **moved** for adoption of *Resolution No. 2023-01-09-5B, 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. Saunders and carried by the following vote:

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

5C. CONSIDERATION OF RESOLUTION 2023-01-09-5C APPROVING A MEMORANDUM OF AGREEMENT WITH THE CITY OF DANVILLE FOR CONSTRUCTION WORK AT BERRY HILL

City Manager Ken Larking explained there was some Utility infrastructure that needed to be moved at the Megasite in order to accommodate the clients that were interested in the site. There was an estimated cost of about \$101,000 to do that. Since the Danville Utility fund was a self-supporting operation, staff felt it was appropriate to ask RIFA to cover that cost.

Mr. Vogler questioned if staff knew which lots at the Megasite would be particularly impacted and Mr. Harden explained it would run down Oak Hill Road, Lots 4 and 5, and 8 and 9. Mr. Guanzon stated they were going to update the line and move it at the same time. Mr. Tucker questioned what the cost sharing arrangement was with the City and the County and Mr. Guanzon stated it was 50/50; there was a Cost and Revenue Sharing Agreement. Mr. Guanzon noted this Resolution was authorizing entering into a contract with the City for this work at a maximum aggregate of \$101,000. If it gets close to that, then the City will have to come back and RIFA will have to make the adjustments. It was multifaceted; it was removal, replacement and placement of certain poles as well as permits, prices and costs. Staff does not have the actual contract right now but he will be working with the City Utilities to get the Memorandum of Agreement.

Mr. Tucker **moved** for adoption of *Resolution No. 2023-01-09-5C, approving the negotiation, execution and delivery of a Memorandum of Agreement (the "MOA") with the City of Danville, Virginia, for certain construction work within the Authority's Southern Virginia Megasite at*

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

January 9, 2023

Berry Hill, located in Pittsylvania County, Virginia, including among other things, the removal of existing and addition of new utility poles and associated anchors, right of way clearing, and obtaining railroad crossing permits, all of which shall not to exceed an aggregate cost of \$101,000.00, and subject to the approval by legal counsel to the Authority as to legal form and to certification by the Treasurer of availability of funds for payments under the MOA, including without limitation the identification of the applicable budget sheet.

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

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

5D. CONSIDERATION OF RESOLUTION 2023-01-09-5D APPROVING RENEWAL OF A CONSTRUCTION MATERIALS STORAGE LEASE AGREEMENT

Mr. Guanzon explained there was an existing construction materials storage lease agreement that was entered into in October of 2021. The company has almost finished their work and have asked for a six month extension at the same rate that they had before, which was \$1,500.00 a month. Mr. Guanzon noted he had been told they had put down some gravel, so when they finish they need to remove the gravel and plant new grass to replace it.

Mr. Saunders **moved** for adoption of *Resolution No. 2023-01-09-5D, approving the renewal of that certain Construction Materials Storage Lease Agreement dated October 31, 2021, with Appalachian Power Company, approved under Resolution No. 2021-10-12-5D, for an additional period of up to six months at a lease rate of \$1,500.00 per month, to complete certain transmission line and substation construction activities at the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, including without limitation restoring the Lease Premises by replacing the existing gravel with new grass.*

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

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

5E. FINANCIAL STATUS REPORT AS OF DECEMBER 31, 2022

Authority Treasurer Michael Adkins gave the Financial Status report as of December 31, 2022, starting with the \$7.3M Bonds for Cane Creek which had no activity. Under General Expenditures for this fiscal year, RIFA paid Sellars Brothers \$3,051.62 for property maintenance at Berry Hill, legal expenses of \$64,169.98 paid to Christian & Barton for services from July through November, meals were \$788.46, and monthly utilities to the City of Danville were \$185.03. Funding for the Megasite Other than Bonds and Lot 4 Site Development had no expenditures. Under Lots 1 and 2, staff did increase the obligated amounts to show the change order for Jimmy Lynch & Sons which was approved at the last meeting. RIFA also had a payment to Jimmy Lynch & Sons of \$73,815.00 for Lots 1 and 2. Water and Sewer at Berry Hill had no expenditures for December; Cyber Park Site Development had an expenditure for Sellars Brothers of \$201,153.00, for Lot 7B for Progress Billing Number Four, and also to Dewberry Engineers \$14,125.00 for Lot 7B expenses. Rent, Interest and Other

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

January 9, 2023

Income shows RIFA received their monthly rent from the Institute for the Hawkins' Building of \$21,846.50, received their \$1,500 for storage rent from AEP and the bank accounts earned \$144.70 in interest. RIFA received several payments from the timber sales at Berry Hill for the month of December from Hopkins Lumber totaling \$147,249.54. RIFA also received the County's share of the Industrial Enhancement Grant for Morgan Olsen of \$85,000. There was one expenditure, the Hawkins' Building Maintenance Agreement to the Institute for \$21,846.50.

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

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

6. CLOSED SESSION

At 12:29 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:

[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

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

January 9, 2023

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. Tucker and carried by the following vote:

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

RETURN TO OPEN SESSION

On **Motion** by Mr. Ingram and **second** by Mr. Saunders and by unanimous vote at 1:27 p.m., the Authority returned to open meeting.

Mr. Ingram **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. Tucker and carried by the following vote:

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

7. COMMUNICATIONS

Mr. Saunders noted he appreciated the work the Board and staff do, and congratulated Mr. Vogler, the new Chairman, he looked forward to working with him.

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

January 9, 2023

Dr. Miller congratulated Mr. Vogler as the new Chairman, and thanked Ms. Bobe and Mr. Rowe for all the good work they have done, to improve the welfare of the City and the County.

Mr. Ingram congratulated Mr. Vogler, and noted he was proud of all the Board and staff members, he believed they got a lot accomplished.

Mr. Dalton congratulated Mr. Vogler, thanked the Board and staff for their hard work.

Mr. Tucker congratulated Mr. Vogler and echoed the sentiments of the other board members, stating he was glad to be a part of the winning team and was impressed with the hard work that goes on behind the scenes to make things happen for the City and the County.

Mr. Rowe noted on the timbering side, things were moving along fast; they have five crews working, and have sent an amendment to Mr. Guanzon to review, but there was also interest now in doing some timbering on the south side of Berry Hill Road. It was creating revenue and helping Ms. Bobe and he for the marketability of the site. There have been some issues with mud on the road, but the loggers have been very responsive in addressing that. Mr. Rowe noted he appreciated the board allowing staff to move forward on the timbering.

Mr. Vogler thanked Mr. Saunders for the nomination and the Board for their support, stated he thinks this will be a great year for RIFA, and was confident there wasn't a better group of people to be had to lead this region and move them forward. Mr. Vogler stated he was confident that great things were on the horizon, looked forward to serving this year as Chairman, and was honored to so.

Meeting adjourned at 1:34 p.m.

APPROVED:

Chairman

Secretary to the Authority

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

January 26, 2023s

A Special Called Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:02 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 J. Lee Vogler, Jr., Sherman M. Saunders, and Alternate Dr. Gary P. Miller. Pittsylvania County Members present were Vice Chairman William V. Ingram, Robert Tucker and Alternate Darrell Dalton.

City/County staff members attending were: City Manager Ken Larking, Deputy City Manager Earl Reynolds, Interim County Administrator J. Vaden Hunt, City of Danville Director of Finance Michael Adkins, City of Danville Director of Economic Development Corrie Bobe, Pittsylvania County Director of Economic Development Matt Rowe – via zoom, Legal Counsel to the Authority Attorney Michael C. Guanzon – via zoom, and Secretary to the Authority Susan DeMasi.

Chairman J. Lee Vogler presided.

PUBLIC COMMENT PERIOD

No one present desired to be heard.

CLOSED SESSION

At 12:03 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:

[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

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

January 26, 2023s

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. Tucker and carried by the following vote:

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

RETURN TO OPEN SESSION

On **Motion** by Mr. Ingram and **second** by Mr. Saunders and by unanimous vote at 1:43 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. Ingram and carried by the following vote:

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

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

January 26, 2023s

Meeting adjourned at 1:45 p.m.

APPROVED:

Chairman

Secretary to the Authority

DRAFT

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5A
Meeting Date:	02/13/2023
Subject:	Resolution 2023-02-13-5A
From:	Brian Bradner, Vice President, and Shawn Harden, Senior Associate Dewberry Engineers

SUMMARY

The Board will be asked to approve Resolution 2023-02-13-5A, approving Amendment No. 35 as of January 31, 2023 with Dewberry Engineers.

ATTACHMENTS

Resolution
Amendment

Resolution No. 2023-02-13-5A

A RESOLUTION APPROVING THE NEGOTIATION, EXECUTION AND DELIVERY OF AMENDMENT NO. 35, DATED AS OF JANUARY 31, 2023, WITH DEWBERRY ENGINEERS INC., A NEW YORK CORPORATION, FOR ENGINEERING SERVICES RELATED TO THE MEGA PARK MASTER PLAN, TO PROVIDE OR CAUSE TO BE PROVIDED PROJECT DEVELOPMENT COORDINATION, CULTURAL RESOURCES, AND MUSSEL AND FISH SURVEYS FOR THE AUTHORITY’S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL PROJECT, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, AT A LUMP SUM FEE OF \$705,000.00, AND SUBJECT TO THE APPROVAL BY LEGAL COUNSEL TO THE AUTHORITY AS TO LEGAL FORM

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. 35, dated January 31, 2023 (“**Amendment No. 35**”) 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 or cause to be provided certain professional engineering services for project development coordination, cultural resources, and mussel and fish survey services for the SVM; and

WHEREAS, the Authority desires to negotiate, execute and deliver Amendment No. 35 with Dewberry under the following minimum business terms:

- The following services would be provided at the following fees:

Item	Description	Fee
Item 1	Project Development Coordination	\$25,000.00
Item 2	Cultural Resources	\$615,000.00
Item 3	Mussel and Fish Surveys	\$65,000.00
	TOTAL	\$705,000.00

as more particularly described in Amendment No. 35; and

WHEREAS, under Amendment No. 35, the professional services by Dewberry are generally described as “**Due Diligence**” at a lump sum fee of \$705,000.00 (“**Amendment No. 35 Funding**”); and

Resolution No. 2023-02-13-5A

WHEREAS, the Authority's Treasurer, as fiscal agent of the Authority, has determined that Amendment No. 35 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. 35, 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 and approve the negotiation, execution and delivery of Amendment No. 35, as applicable, consistent with this Resolution and subject to the approval by legal counsel to the Authority as to legal form.

NOW, THEREFORE, BE IT RESOLVED, that:

1. The Authority hereby approves negotiation, execution and delivery of Amendment No. 35, subject to the approval by legal counsel to the Authority as to legal form. The Authority hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, in consultation with the other, to further negotiate and amend Amendment No. 35, on behalf of the Authority, consistent with this Resolution and as approved by legal counsel to the Authority as to legal form, such execution of any such amendments by the Chairman (or Vice Chairman as the case may be) to conclusively establish the approval of any such amendments.

2. Authority hereby authorizes and directs the City Manager Officer, the County Administrator Officer, and the Authority’s 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. 35, or as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of these resolutions; however, such authorization shall be subject to the same approval by legal counsel to the Authority as set forth above.

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. 35 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 13, 2023, 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 13th day of February 2023.

SUSAN M. DeMASI

Secretary, Danville-Pittsylvania Regional Industrial
Facility Authority

(SEAL)

Resolution No. 2023-02-13-5A

Exhibit A

(Amendment No. 35)

January 31, 2023

DRAFT

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

**RE: Amendment #35 for Engineering Services Related to the Mega Park Master Plan
Southern Virginia Megasite at Berry Hill-Due Diligence**

Dear Chairman Vogler:

Dewberry Engineers Inc. (Dewberry) appreciates the opportunity to assist the Danville-Pittsylvania Regional Industrial Facility Authority (RIFA) with continued due diligence and marketing of the Southern Virginia Megasite at Berry Hill (SVMS).

SCOPE OF SERVICES

Dewberry proposes to provide the following Scope of Services:

1. Project Development Coordination

- a. Mitigation Consultant: Dewberry will assist RIFA in selecting a mitigation consultant to develop and implement Permittee-Responsible Mitigation (PRM) for stream and wetland mitigation needs and nutrient credits for stormwater management. Following selection, we will coordinate with the mitigation consultant on anticipated mitigation requirements, review and offer comments on the mitigation solutions versus potential development scenarios, and attend meetings and conference calls, as requested by RIFA.
- b. Contractor Solicitation Assistance: Dewberry will assist RIFA in soliciting and selecting a contractor to perform mass grading at SVMS; specifically, one very experienced in heavy earthwork and excavation. Assistance may include informal inquiries and/or formal requests and review of contractor submitted qualifications. Selection emphasis will be placed on experience, equipment, staffing, and ability to mobilize and meet expedited timelines.

2. Cultural Resources

Dewberry's subconsultant, WSP USA Inc. (WSP) will conduct additional cultural resources work at SVMS to include the following:

- a. VDHR Consultation: WSP and Dewberry will attend a meeting with the Virginia Department of Historic Resources (VDHR) either virtually or in person. The purpose of the meeting will be to discuss the proposed mitigation effort, reach agreement on a level of effort and determine the necessity for additional field work and/or studies within the Megasite and Lot 3.
- b. Mitigation Plan: WSP will develop a cultural and historical resources mitigation plan for the Megasite and Lot 3. The plan will include a comparative analysis of archaeological sites and architectural resources impacted by the potential development of the Megasite and Lot 3. The

comparative analysis report will include a qualitative study of the data for the existing structures and historic-period archaeological sites.

For archaeological sites, the analysis will include a review of the original Browning artifact collection. The study will also compare data collected from other studies within the area, using the data provided in their reporting, or direct review of the artifact collection, if available for loan from VDHR. The comparative analysis will include detailed studies of the artifacts, features, and structures present at these sites to develop an archaeological context.

For architectural resources, the comparative analysis will include studies of site arrangement, structure location, materials, type, and construction period, if known. A landscape analysis of this area could also be performed as part of the reporting. This report will include analysis of multiple historic sites that are individually listed as not eligible.

Deliverable: The comparative analysis report will be provided in PDF format only; one draft copy for review by VDHR and RIFA, and a final document will be provided after revisions following one round of comments.

- c. Phase I/II and Phase III Investigations (Megasite and Lot 3): The proposed level of effort (LOE) for the remaining archaeological features will include new or additional archaeological investigations at 10 archaeological sites. The work effort for each site includes laboratory processing and analysis of recovered artifacts. For the archaeological field investigations, the overall LOE will require approximately 8 weeks of fieldwork for a crew of 6 led by two field supervisors. Fieldwork at any sites located outside of the Megasite and Lot 3 is excluded from this LOE calculation.

The Phase II archaeological evaluation includes limited close-interval shovel testing and the excavation of 1-meter test units at three sites, which are potentially eligible for the NRHP. The Phase II LOE anticipates the requirement for additional close-interval shovel testing and the need to remap historical features previously identified at Site 44PY0332.

For the Phase I survey, a maximum of 243 shovel tests are anticipated, including an additional 60 radial shovel tests. For the Phase II evaluations, a maximum of 64 close-interval shovel tests and 52 square meters of test units are anticipated to be excavated across the sites. The LOE excludes any additional field investigations at Site 44PY0373, as VDHR previously determined that the portion of the site located does not contribute to the eligibility of the site.

The Phase III LOE consists of limited data recovery excavations at two sites that DHR has determined NRHP eligible (Sites 44PY0330 and 44PY0386). The data recovery excavations would involve block excavations targeting the areas at each site where surface features, subsurface features, and/or artifact concentrations have been previously identified. The block excavation effort is estimated to require 50 square meters, split between the two sites and include the documentation and excavation of any encountered features. Note: *Phase III data recovery excavation would only be implemented (following approval from RIFA staff) if required by VDHR for potential impacts to these two sites.*

Architectural Evaluations

For the architectural resources, additional fieldwork is not required. The resources within the development area were previously surveyed and evaluated with respect to the NRHP criteria or are not existing. WSP will prepare a VCRIS form for 071-5318 and review with VDHR.

Deliverables

The findings of the archaeological survey and evaluation will be presented in one combined report, that will include the results of evaluation of 071-5318. This report will address specific VDHR comments in their March 12, 2021, response to the 2020 technical report, and include the requested artifact density heat maps and other analysis tools to provide additional information on the tested sites, as well as supplemental profile and photos of site stratigraphy. The report will also include the additional analysis requested by VDHR for Site 44PY0331 and Site 44PY0332.

3. Mussel and Fish Surveys

- a. Mussel Survey: Dewberry will conduct an initial freshwater mussel survey of the proposed study area in general accordance with the USFWS and VDWR "Freshwater Mussel Guidelines for Virginia" last updated 2018. Initial coordination with VDWR indicates that any stream crossing or in-water work in the study area will require a survey beginning 400 meters (m) downstream of the in-water work to 100 m upstream of the work. The study area consists of the entire length of Trotters Creek from the Norfolk Southern Railroad crossing on the downstream end to the pipeline crossing for a total length of approximately 3,500 m. The entire length of McGuff Creek from the Norfolk Southern Railroad crossing to the upstream boundary of Lot 1 will also be surveyed, which is approximately 4,300 m. An intensive mussel survey that searches microhabitat types available will be required to fulfill the requirements of the USFWS and VDWR permits and freshwater mussel survey guidelines.

The survey length for each stream will be broken into 500 m segments. A semi-quantitative presence / absence survey of each segment will be conducted using a combination of visual and tactile search methods with a bathyscope and snorkel/mask if needed in deeper areas. A description of the instream microhabitats encountered, search time, species found, and catch per unit effort for each 500 m segment will be detailed in the report.

Representative photographs of each mussel species encountered will be documented. If a federally listed mussel is found, the survey will end, GPS coordinates of mussel location will be recorded, a photograph of the mussel will be taken, and Dewberry will coordinate with RIFA and on further steps.

- b. Fish Survey: Dewberry will conduct a freshwater fish survey of the proposed study area in general accordance with the USFWS and VDWR guidelines. A survey of the stream will begin 400 m downstream of the area proposed for in-water work and will end 100 m upstream of the in-water work (same location as mussel survey). The stream will be sampled using an Aquashock AP1 electric backpack shocker unit with dip nets and a seine. We will use a combination of backpack electrofishing and seining techniques to sample habitat types and flow regimes targeting Roanoke Logperch. A minimum of five sampling passes will be made for each type of habitat encountered. We will use backpack electrofishing along each stream bank and active seining techniques in deep pools and slow runs. Shallow riffles will be sampled using the backpack electrofisher into a downstream block seine. Individual fish will be collected, temporarily held in a five-gallon bucket, identified, and immediately returned to the stream.

Fish species will be identified and recorded for total numbers and catch per unit effort. Representative photographs of each fish species encountered will be documented. If a Roanoke Logperch is found, the survey will end, GPS coordinates of fish location will be recorded, a photograph of the fish will be taken, and Dewberry will coordinate with RIFA on further steps.

- c. Protected Species Report: Dewberry will prepare the Draft and Final Protected Species Report in general accordance with USFWS and VDWR guidance to include the following elements.
 1. Creation of figures showing the project boundaries, location of areas surveyed

2. List of species found, number of individuals, and catch per unit effort
3. Target species description, habitat, threats, and current distribution
4. Representative photographs of mussel and fish species found
5. Photographs of the project study area
6. Name of and distance to nearest downstream waterway
7. Description of any beaver activity
8. A listing of substrate types and identification of the dominant and subdominant substrate types
9. Description of the overall quality of available in-stream habitat
10. Description of stream buffers present along stream reach
11. Identification of any streams classified as 303(d) waters, and an explanation for its classification
12. A project vicinity map
13. A map on aerial background identifying surveyed stream reaches and proximity to any known species records, 303(d) occurrences in the area
14. Qualifications of investigators
15. A Biological Conclusion with supporting information for Atlantic Pigtoe, James Spiny mussel, and Roanoke Logperch

Assumptions

1. Access to properties within the project study area is granted, and no owners or tenants refuse access to field personnel.
2. Weather and stream conditions are adequate for sampling to be performed. If extended periods of rain and high flow occur, additional time may be required to complete the surveys.
3. The survey window for freshwater mussels in Virginia is April 1st – October 31st. Surveys conducted outside of this timeframe requires prior approval.

FEES AND CONTRACT TERMS

Dewberry will provide the tasks listed above in the Scope of Services for the following lump sum fees:

1. Project Development Coordination.....	\$ 25,000
2. Cultural Resources	\$ 615,000
3. Mussel and Fish Surveys	\$ 65,000
Total.	\$ 705,000

This proposal is subject to the 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, except as amended in this proposal, 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.

SPECIAL CONDITIONS AND QUALIFICATIONS

- A. Dewberry will process any plan, plat, report, or other submittals subject to this proposal/contract in a professional and timely manner; however, Dewberry makes no representations or warranties with respect to the length of time required for the review and approval of any plan, plat, study, waiver and other submittals by the reviewing authorities and entities, public or private. Any schedules required by the Client and prepared by Dewberry are prepared strictly with the understanding that such schedules are based on prior experience and are prepared for planning purposes as information only for the convenience of the Client are subject to change.

- B. This proposal is based upon our current understanding of local, state, and federal requirements and regulations at the time of this proposal and our understanding of the project as described herein. Any modifications to these requirements and regulations, or other requirements not provided for herein that require additional services will be performed by Dewberry on a negotiated fee basis.

EXCLUSIONS

- Development of plans for permitting and construction.
- Additional Waters of the US studies or PRM mitigation plans and permits
- Permit and mitigation fees and/or purchase of mitigation credits
- Environmental Impact Statement (EIS)
- Environmental Impact Review (EIR)
- Environmental Justice Studies
- Additional cultural, historical, and threatened and endangered species studies and/or mitigation plans, except as specifically included in the above-referenced scope of services
- Water chemistry and biological surveys
- Mussel relocation or additional consultation with regulatory agencies needed if a listed mussel is found. This effort will be provided as an additional service to this contract.

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

cc: Carolyn A. Howard, PE, Senior Associate, Dewberry

P:\50018376\Adm\Contract\Amendment 35-Due Diligence\2023.01.27-50018376-Due Diligence-Proposal.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

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5C
Meeting Date:	February 13, 2023
Subject:	Financial Status Reports – January 31, 2023
From:	Michael L. Adkins, Authority Treasurer

SUMMARY

A review of the financial status reports through January 31, 2023 will be provided at the meeting. The financial status reports as of January 31, 2023 are attached for the DPRIFA Board's review.

RECOMMENDATION

Staff recommends approving the financial status reports as of January 31, 2023 as presented.

ATTACHMENTS

Financial Status Reports

**Danville - Pittsylvania Regional Industrial Facility
Authority**

Financial Status

Table of Contents

- A. \$7.3 Million Bonds - Cane Creek Centre
- B. General Expenditures for FY2023
- C. Mega Park – Funding Other than Bond Funds
- D. SVM at Berry Hill – Lot 4 Site Development
- E. SVM at Berry Hill – Lots 1 & 2 Site Development
- F. SVM at Berry Hill – Water & Sewer
- G. Cyber Park Site Development
- H. Rent, Interest, and Other Income Realized FY2023
- I. Monthly Checks
- J. Unaudited Financial Statements

Danville-Pittsylvania Regional Industrial Facility Authority

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

As of January 31, 2023

	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
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 2023

As of January 31, 2023

	<u>Funding</u>	<u>Budget</u>	<u>FY Expenditures</u>	<u>Current Month Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
<i>Funding</i>						
City Contribution	\$ 75,000.00					
County Contribution	75,000.00					
Transfer from Unrestricted Fund Balance	100,000.00					
<i>Contingency</i>						
Miscellaneous contingency items		\$ 6,494.16	\$ 11,419.51	\$ 161.00	\$ -	\$ (4,925.35)
<i>Total Contingency Budget</i>		6,494.16	11,419.51		-	(4,925.35)
<i>Legal</i>		115,100.00	80,759.98	16,590.00	-	34,340.02
<i>Accounting</i>		23,800.00	-	-	-	23,800.00
<i>Marketing</i>		96,505.84	96,505.84	-	-	-
<i>Postage & Shipping</i>		100.00	53.23	-	-	46.77
<i>Meals</i>		4,000.00	2,046.00	350.52	-	1,954.00
<i>Utilities</i>		1,000.00	1,029.07	166.68	-	(29.07)
<i>Insurance</i>		3,000.00	-	-	-	3,000.00
<i>Total</i>	\$ 250,000.00	\$ 250,000.00	\$ 191,813.63	\$ 17,107.20	\$ -	\$ 58,186.37

Danville-Pittsylvania Regional Industrial Facility Authority
Southern Virginia Megasite at Berry Hill - Funding Other than Bond Funds
As of January 31, 2023

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 Berry Hill Industrial Park - Phase II Land and Engineering	2,700,000.00				
TIC #2264 Berry Hill Industrial Park - Phase II Land and Engineering deobligated	(699,873.73)				
TIC #2264 Local Match for Property & Improvements (County)	500,000.00				
TIC #2264 Local Match for Property & Improvements (City)	500,000.00				
VA Economic Development Partnership MEI Grant Funds	577,503.14				
Virginia Resources Authority - TRRF Loan #3658	4,500,000.00				
VBRSP Site Development Grant from VEDP FY2023	1,500,000.00				
Transfer from Unrestricted Funds - "Other Income"	409,940.86				
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	-	
ROW purchase for connector road		832,300.25	832,300.25	-	
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		748,380.00	602,980.00	145,400.00	
Appalachian Power Company		5,178,500.00	5,178,500.00	-	
Banister Bend Farm, LLC		199,064.00	199,064.00	-	
Virginia Department of Transportation (VDOT)		279,399.00	279,399.00	-	
Transcontinental (Williams Transco)		40,000.00	40,000.00	-	
Transfer available funds to "Berry Hill Mega Park - Lot 4 Site Development" Project ⁸		-	11,203.15	-	
Total	\$ 24,219,095.10	\$ 22,459,537.83	\$ 22,311,167.12	\$ 148,370.71	\$ 1,759,557.27

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 Commission FY10 SSED Allocation, the RIFA Board approved on 1/14/2013 to utilize \$11,854.39 of the 'Funds Available for Appropriation' to cover the funding shortfall for the budgeted Dewberry & Davis contract.

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 - Lot 4 Site Development
As of January 31, 2023

	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
Funding					
Tobacco Commission FY12 Megasite Allocation	\$ 6,208,153.00				
Local Match for TIC FY12 Megasite Allocation - County Portion ¹	750,000.00				
Local Match for TIC FY12 Megasite Allocation - City Portion ¹	750,000.00				
Local Match for TIC FY12 Megasite Allocation - RIFA Portion ²	181,000.00				
Transfer in from "Mega Park - Funding Other than Bond Funds" Budget ³	11,203.15				
Transfer to Other Income - Unrestricted Funds	152,170.40				
Transfer from SVM Berry Hill Lots 1 & 2	138,000.00				
Expenditures					
Dewberry Engineers Inc.		1,707,562.81	1,707,562.81	-	
Jones Lang LaSalle		95,000.00	95,000.00	-	
Jones Lang LaSalle - Economic Analysis		12,000.00	12,000.00	-	
VA Water Protection Permit Fee		57,840.00	57,840.00	-	
Wetlands Studies and Solutions, Inc.		77,027.64	77,027.64	-	
Banister Bend Farm, LLC - Wetland and Stream Credits		122,968.00	122,968.00	-	
DEQ - Construction Activity General Permit		11,860.00	11,860.00	-	
Haymes Brothers, Inc. - Construction on Phase 1 Graded Pad		4,243,151.21	4,243,151.21	-	
Haymes Brothers, Inc. - Phase 1 Pad A Extension/Expansion		1,679,616.89	1,679,616.89	-	
Haymes Brothers, Inc. - Phase 1 Development		290,500.00	269,166.66	21,333.34	
Transfers to "General Expenditures Fiscal Year 2015" Contingency ³					
Jones Lang LaSalle - Market Analysis Study		(95,000.00)	(95,000.00)	-	
Jones Lang LaSalle - Economic Analysis		(12,000.00)	(12,000.00)	-	
Total	\$ 8,190,526.55	\$ 8,190,526.55	\$ 8,169,193.21	\$ 21,333.34	\$ (0.00)

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

² The RIFA Board approved on 2/11/2013 to transfer the remaining funds of \$175,316.17 from the "Funds Available for Appropriation" budget sheet and funds of \$5,683.83 from the "Rent, Interest, and Other Income Realized" budget sheet to use for the RIFA local match to Tobacco Commission grant #2491 for Berry Hill Mega Park Lot 4 Site Development.

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

Danville-Pittsylvania Regional Industrial Facility Authority
Southern Virginia Megasite at Berry Hill - Lots 1&2 Site Development
As of January 31, 2023

	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
Funding					
TIC #3358 Berry Hill Industrial Park - Site Improvements for Project Lignum	\$ 2,292,856.56				
TIC #3358 Local Match (County)	970,707.92				
TIC #3358 Local Match (City)	970,707.92				
VBRSP Site Development Grant from VEDP	1,312,400.00				
VBRSP Site Development Grant from VEDP (City)	216,546.00				
VBRSP Site Development Grant from VEDP (County)	216,546.00				
Transfers to/from other funding sheets	(1,753,632.10)				
Expenditures					
Dewberry Engineers Inc.		418,676.00	363,290.00	55,386.00	
Virginia Nutrient Bank		84,420.00	84,420.00	-	
Jimmy R. Lynch & Sons, Inc.		3,716,936.30	1,249,422.41	2,467,513.89	
Treasurer of Virginia		6,100.00	6,100.00	-	
Total	\$ 4,226,132.30	\$ 4,226,132.30	\$ 1,703,232.41	\$ 2,522,899.89	\$ -

Danville-Pittsylvania Regional Industrial Facility Authority

Southern Virginia Megasite at Berry Hill - Water & Sewer

As of January 31, 2023

	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
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	888,109.99	131,940.00	
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	1,021,345.00	822,195.00	
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	\$ 10,250,006.64	\$ 954,135.00	\$ 465,087.00

Danville-Pittsylvania Regional Industrial Facility Authority

Cyber Park Site Development

As of January 31, 2023

	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
<i>Funding</i>					
MEP TROF Loan	\$ 270,000.00				
Transfer from Other Income	132,090.00				
Transfer from SVM at BH Lots 1& 2	1,988,100.25				
 <i>Expenditures</i>					
Dewberry Engineers Inc.		94,250.00	81,450.00	12,800.00	
Making Everything Possible LLC (Incentives)		270,000.00	270,000.00	-	
Virginia Nutrient Bank		37,840.00	37,840.00	-	
Sellers Brothers		1,988,100.25	993,993.64	994,106.61	
 <i>Total</i>	 \$ 2,390,190.25	 \$ 2,390,190.25	 \$ 1,383,283.64	 \$ 1,006,906.61	 <u><u>\$ -</u></u>

Danville-Pittsylvania Regional Industrial Facility Authority

Rent, Interest, and Other Income Realized for Fiscal Year 2023

As of January 31, 2023

<i>Source of Funds</i>	Funding				
	<u>Carryforward from FY2022</u>	<u>Receipts Current Month</u>	<u>Receipts FY2023</u>	<u>Expenditures FY2023</u>	<u>Unexpended / Unencumbered</u>
<u>Carryforward</u>	\$ 747,607.08				
<u>Current Lessees</u>					
Institute for Advanced Learning and Research (IALR) ¹		\$ 21,846.50	\$ 152,925.50		
Mountain View Farms of Virginia, L.C.		1,200.00	1,200.00		
Capital Outdoor, Inc.			2,000.00		
American Electric Power		1,500.00	12,000.00		
<i>Total Rent</i>		\$ 24,546.50	\$ 168,125.50		
<u>Interest Received</u> ²		\$ 135.97	\$ 726.38		
<u>Miscellaneous Income</u>		\$ 314,807.16	\$ 1,809,503.52		
Expenditures					
Hawkins Research Bldg. Property Mgmt. Fee				\$ 131,079.00	
Incentive Disbursements to Morgan Olson, LLC				\$ 305,596.00	
Incentive Disbursements to MEP LLC				\$ 1,427.63	
Transfers to other funding sheets				\$ 712,768.15	
Totals	\$ 747,607.08	\$ 339,489.63	\$ 1,978,355.40	\$ 1,150,870.78	\$ 1,575,091.70
				Restricted ¹	\$ 334,673.20
				Unrestricted	\$ 746,649.36
				Committed	\$ 493,769.14

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 2023

Check Number	Date	Vendor Name	Paid Amount
WIRE	01/05/2023	City of Danville	64.88
WIRE	01/05/2023	City of Danville	65.80
WIRE	01/09/2023	Morgan Olson, LLC	305,596.00
2537	01/09/2023	IALR	21,846.50
2538	01/09/2023	IALR	350.52
2539	01/09/2023	Dewberry Engineers Inc.	9,600.00
2540	01/09/2023	Dewberry Engineers Inc.	25,000.00
2541	01/09/2023	Jimmy R. Lynch and Sons, Inc	86,640.00
2542	01/09/2023	Abstracts & Titles, Inc.	161.00
2543	01/09/2023	Christian & Barton, LLP	16,590.00
WIRE	01/26/2023	City of Danville	36.00

Danville-Pittsylvania Regional Industrial Facility Authority

Statement of Net Position^{1, 2}

January 31, 2023*

	Unaudited FY 2023
Assets	
<u>Current assets</u>	
Cash - checking	\$ 3,061,033
Cash - money market	457,548
<i>Total current assets</i>	<u>3,518,581</u>
<u>Noncurrent assets</u>	
Restricted cash - project fund CCC bonds	20,802
Restricted cash - debt service fund CCC bonds	533,774
Capital assets not being depreciated	23,180,794
Capital assets being depreciated, net	20,931,413
Construction in progress	28,968,146
<i>Total noncurrent assets</i>	<u>73,634,929</u>
Total assets	<u>77,153,510</u>
Liabilities	
<u>Current liabilities</u>	
Accrued interest	125,260
Unearned income	600
Economic development payable - current portion	147,000
Bonds payable - current portion	490,000
<i>Total current liabilities</i>	<u>762,860</u>
<u>Noncurrent liabilities</u>	
Bonds payable - less current portion	720,000
Loans payable - less current portion	4,500,000
<i>Total noncurrent liabilities</i>	<u>5,220,000</u>
Total liabilities	<u>5,982,860</u>
Net Position	
Net investment in capital assets	71,891,155
Restricted - debt reserves	533,774
Unrestricted	<u>(1,254,279)</u>
Total net position	<u><u>\$ 71,170,650</u></u>

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, 2023*

	Unaudited FY 2023
Operating revenues	
Virginia Tobacco Commission Grants	987,450
Rental income	169,417
Other Income	670,850
Total operating revenues	<u>1,827,717</u>
Operating expenses ⁴	
Mega Park expenses ³	1,016,054
Cane Creek Centre expenses ³	137,036
Cyber Park expenses ³	1,178,011
Professional fees	43,860
Other operating expenses	6,309
Total operating expenses	<u>2,381,270</u>
Operating income (loss)	<u>(553,553)</u>
Non-operating revenues (expenses)	
Interest income	726
Interest expense	(89,523)
Total non-operating expenses, net	<u>(88,797)</u>
Net income (loss) before capital contributions	<u>(642,350)</u>
Capital contributions	
Contribution - City of Danville	1,654,354
Contribution - Pittsylvania County	1,654,354
Total capital contributions	<u>3,308,708</u>
Change in net position	<u>2,666,358</u>
Net position at July 1, 2022	<u>68,504,292</u>
Net position at January 1, 2023	<u><u>\$ 71,170,650</u></u>

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, 2023*

	Unaudited FY 2023
Operating activities	
Receipts from grant reimbursement requests	\$ 1,341,586
Receipts from leases	188,591
Other receipts	710,849
Payments to suppliers for goods and services	(3,336,883)
Net cash used by operating activities	<u>(1,095,857)</u>
Capital and related financing activities	
Capital contributions	3,308,711
Interest paid on bonds	(21,236)
Net cash provided by capital and related financing activities	<u>3,287,475</u>
Investing activities	
Interest received	<u>726</u>
Net cash provided by investing activities	<u>726</u>
Net increase (decrease) in cash and cash equivalents	2,192,344
Cash and cash equivalents - beginning of year (including restricted cash)	<u>1,880,813</u>
Cash and cash equivalents - through January 31, 2023 (including restricted cash)	<u><u>\$ 4,073,157</u></u>
Reconciliation of operating loss before capital contributions to net cash used by operating activities:	
Operating income (loss)	\$ (553,553)
Changes in assets and liabilities:	
Change in prepaids	2,809
Change in other receivables	756,013
Change in accounts payable	(1,032,094)
Change in unearned income	(269,032)
Net cash used by operating activities	<u><u>\$ (1,095,857)</u></u>

Components of cash and cash equivalents at January 31, 2023:

American National - Checking	\$ 3,061,033
American National - General money market	457,548
Wells Fargo - \$7.3M Bonds CCC Debt service fund	533,774
Wells Fargo - \$7.3M Bonds CCC Project fund	20,802
	<u><u>\$ 4,073,157</u></u>