



DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY AGENDA

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

REVISED

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

July 10, 2023

12:00 PM

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
Stuart J. Turille, Jr., 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

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 JUNE 12, 2023 REGULAR MEETING.

- A. Approval of the Minutes from the June 12, 2023 Regular Meeting.

5. NEW BUSINESS

- A. A Resolution Approving the Negotiation, Execution and Delivery of an Amendment to Right of Way by and between the Authority and Transcontinental Gas Pipe Line Corporation, now known as Transcontinental Gas Pipe Line Company, LLC, a Delaware Limited Liability Company, where the purpose of such Amendment is to identify and delineate the permanent easement granted under prior Right of Way Agreements related to Transcontinental Gas Pipe Line Company, LLC's Gas Pipeline and related facilities generally located in the Northwestern section of the Authority's Southern Virginia Megasite at Berry Hill Project, located in Pittsylvania County, Virginia. - Brian Bradner, P.E., Vice President, Dewberry Engineers Inc.
- B. Financial Status Reports as of June 30, 2023 - Michael Adkins

6. CLOSED MEETING

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.*

7. RETURN TO OPEN SESSION

- A. Confirmation of Motion and Vote to Reconvene in Open Meeting.*
- B. Motion to Certify Closed Meeting.*

8. COMMUNICATIONS

- A. Authority Board Members*
- B. Staff*

9. ADJOURN



DANVILLE-PITTSYLVANIA
REGIONAL INDUSTRIAL FACILITY AUTHORITY

ITEM: 4.A.
DATE: July 10, 2023
FROM: Susan DeMasi | Authority Secretary
RE: Approval of the Minutes from the June 12, 2023 Regular Meeting.

SUMMARY

The Board will be asked to approve the minutes of the June 12, 2023 Regular Meeting.

ATTACHMENTS

1. Meeting Minutes

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

June 12, 2023

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:14 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., and Alternate Dr. Gary P. Miller (arrived at 12:16 p.m.). Sherman M. Saunders was absent. 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, County Administrator Stuart Turille, City of Danville Chief Financial Officer and Authority Treasurer Michael Adkins, City of Danville Accountants Meredith Franklin and Jaime Pritchett, Pittsylvania County Director of Finance Kim Van Der Hyde, City of Danville Director of Economic Development Corrie Bobe, Danville Assistant Director of Economic Development Kelvin Perry, Pittsylvania County Director of Economic Development Matt Rowe, Pittsylvania County Project Manager Kattie Saunders, Legal Counsel to the Authority Attorney Michael C. Guanzon. Secretary to the Authority Susan DeMasi was absent. Also present were Shawn Harden and Carolyn Howard from Dewberry, Linda Green from SVRA, Council Member Madison Whittle and Delegate Danny Marshall.

Chairman J. Lee Vogler, Jr., presided.

Mr. Vogler noted as the Authority Secretary was absent, under paragraph 5 of Article VI of the By-Laws, he directed Authority Treasurer Michael Adkins to fill in as Secretary.

PUBLIC COMMENT PERIOD

No one desired to be heard.

APPROVAL OF MINUTES OF THE MAY 8, 2023 REGULAR MEETING

Upon **Motion** by Mr. Ingram and **second** by Mr. Tucker, Minutes of the May 8, 2023 Regular Meeting, were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

NEW BUSINESS

5A. CONSIDERATION OF RESOLUTION NO. 2023-06-12-5A APPROVING GRANTING TO THE CITY OF A UTILITY EASEMENT AT 211 SLAYTON AVENUE

Legal Counsel to the Authority Michael Guanzon explained the City of Danville already has a general utilities easement for the part of the Center for Manufacturing Advancement at the Cyber Park. This was to grant a more specific easement to service that building and other areas of the Cyber Park.

Mr. Tucker **moved** for adoption of *Resolution 2023-06-12-5A, approving the Grant to the City of Danville, Virginia, of a Non-Exclusive, Permanent 10-Foot Wide Electrical Utility Easement to serve that Certain Real Property Owned by the Authority (Tax Parcel ID 78567, 211 Slayton Avenue), and the building commonly known as the Center for Manufacturing Advancement, located in the Authority's Cyber Park Project in Danville, Virginia.*

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

VOTE: 3-0

AYE: Ingram, Tucker, Vogler (3)

NAY: None (0)

5B. CONSIDERATION OF RESOLUTION NO. 2023-06-12-5B APPROVING AN OPTION AND GROUND LEASE AGREEMENT WITH CROWN CASTLE TOWERS

Pittsylvania County Director of Economic Development Matt Rowe explained this was for an option and ground lease agreement with Crown Castle Towers. Staff provided the Board with their proposed ground lease arrangement and the Board directed it to be reviewed by Legal Counsel; they were ready to go back with their proposed changes and revisions. Overall, they would say what was presented was mostly reasonable with some additional revisions, and dealing with the indemnification component. What was proposed was about a 2,000 square foot ground lease area on Lot 7; it was not within the development footprint. This was an advantageous area for Crown and for RIFA; it was some of the higher ground in the park. There would be an option period of 24 months with an option fee of \$1,000. This was RIFA saying yes, they want to enter into this ground lease pending final review and negotiation from their counsel, with Crown. Part of that negotiation for the County team was looking at a provision for potential co-location of equipment on the tower. There has been a need for some additional emergency response components in that area; all that will be taken into consideration as part of this process.

Mr. Guanzon noted the \$1,000 was just for them to take a look at that to make sure it serves their needs; that area does need a cell tower. The annual rent, if they choose to proceed, was \$21,000 per year for a period of five years; they were trying to negotiate a better escalator clause so that annually, it will increase the rent. They want a 2% increase and staff did some research on what this company does with other localities, and feels they can increase that amount of the escalator clause. There were a few more business things but there were no deal killers; the other terms seem to be acceptable to staff, it was just a matter of going through the negotiations.

Mr. Ingram questioned if there was anything that would inhibit RIFA from taking control, when the times comes, where they could put antennas on that tower for emergency services. Mr. Guanzon noted this was going to be a ground lease, the company will own the tower, RIFA will own the land underneath. There were nine renewals of five years each, it was a long term item. RIFA can terminate the lease with one year's notice, that could be part of the negotiations. Mr. Larking questioned if RIFA can require them to reserve the space for emergency communications and Mr. Guanzon explained it was difficult because it depended on the size it would take, the location on the tower and whether they have any other type of arrangements to put other things on the tower.

Mr. Rowe noted that was typically done through the zoning process, so they will have to get a special use permit for the height and that was where they could add on those conditional requirements. For example, a lot of these towers may have three or four co-locator spaces and it could be designated that they have to reserve one for emergency purposes.

Mr. Vogler noted in terms of the location, none of this will inhibit in any kind of way what RIFA was trying to do and Mr. Rowe noted it would not.

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Mr. Tucker **moved** for adoption of *Resolution 2023-06-12-5B, approving the negotiation, execution and delivery of an option and ground lease agreement with Crown Castle Towers 06-2 LLC, a Delaware limited liability company, for the construction and operation of a communications facility on a portion of that certain real property containing approximately 2,000 square feet (part of GPIN 1356-75-0037) in the Authority's Southern Virginia Megasite at Berry Hill project, located in Pittsylvania County, Virginia, with an option period of 24 months and option fee equal to \$1,000.00.*

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

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

5C. CONSIDERATION OF RESOLUTION 2023-06-12-5C, APPROVING THE FISCAL YEAR 2024 GENERAL EXPENDITURES BUDGET

Authority Treasurer Michael Adkins noted each year the board approves an administrative expense budget, and the only two changes were the funding. In the past several fiscal years, the County and the City have both budgeted \$75,000 each towards these expenses. For Fiscal Year 2024, it was increased to \$100,000 for each locality; staff has budgeted out \$200,000. They did add a line for marketing; RIFA has been reimbursing the County and City for various marketing expenses, primarily at Berry Hill, so they have budgeted \$40,000 as a starting place for next fiscal year. There was also a page included that explained what each line item was used for. Mr. Adkins noted typically, the more activity they have, the more legal fees, the more marketing etc., so they were pulling money from the unrestricted fund balance to cover administrative expenses through the year. The amounts were higher, but RIFA has spent it in the past and was budgeting for it. Mr. Guanzon stated when RIFA does have a potential recruit, those were what the additional marketing expenses come up at the last minute for.

Mr. Tucker **moved** for adoption of *Resolution No. 2023-06-12-5C, approving the Fiscal Year 2024 General Expenditures Budget. (No written resolution).*

The Motion was **seconded** by Dr. Miller and carried by the following vote:

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

5D. FINANCIAL STATUS REPORT AS OF MAY 31, 2023

Mr. Adkins introduced Meredith Franklin who recently joined the Finance Department at the City as one of the accountants, and also Jaime Pritchett, she was a new accountant and will eventually transition into handling all the accounting for RIFA.

Authority Treasurer Michael Adkins gave the Financial Status report as of May 31, 2023, noting the \$7.3M Bonds for Cane Creek had no activity for May. Under General Expenditures for Fiscal Year 2023, RIFA issued a check to Brown, Edwards for the final payment for Fiscal Year 2022 Audit in the amount of \$16,025, and paid the monthly utilities to the City of Danville

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of \$190.28. Mr. Adkins noted the right column shows RIFA has overspent the budget, which happens every year, with marketing and legal fees related activity. In conjunction with approving the Financial Report he would like the Board to make a motion to allow staff to pull from unrestricted fund balance to cover whatever that amount was at the end of June. Staff will be closing out and paying Fiscal Year 2023 invoices through August or the first of September. They would like to have a blanket motion in place to cover any overages, from unrestricted fund balance. Under Funding Other than Bonds for Berry Hill, RIFA had a payment to Dewberry for work under Amendments #32 and #34 with a total payment of \$32,835; also to Stantec Consulting for an asbestos survey for \$2,400. Lot 4 Site Development had no activity for May. Under Lots 1 and 2, RIFA had a payment of \$6,250 to Dewberry Engineers for work done under Amendment #30. Staff was able to start drawing down on their Tobacco Commission Grant, they did their second draw and received \$631,000 from that grant for reimbursement of expenses related to Lots 1 and 2. Water and Sewer at Berry Hill and Cyber Park Site Development had no expenditures for May. Rent, Interest and Other Income show RIFA received the monthly rent for May from the Institute for the Hawkins' Building of \$24,352.44, and the monthly storage rent of \$1,500 from AEP. The money market account earned \$6,878.53 in interest for April, RIFA received five payments from Hopkins' Lumber for timber sales for the month of May of just under \$69,000. Under Expenses was the Hawkins' Building Maintenance Fee paid to the Institute for \$24,352.44. Mr. Adkins noted the Unrestricted Fund Balance shows a recent increase because timber sales were almost up to \$1.17M.

Dr. Miller **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, Vogler, Miller (4)
NAY: None (0)

Mr. Guanzon explained if the chairman, Mr. Vogler, could call for a motion to authorize the pulling of funds from the unrestricted funding sheet to pay for the expenses which have exceeded the budget for those particular items.

Mr. Vogler called for that motion; Dr. Miller **moved** that the Board authorize the pulling of funds from the unrestricted funding sheet to pay for the expenses which have exceeded the budget for those particular items; the Motion was **seconded** by Mr. Ingram and carried by the following vote:

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

6. CLOSED SESSION

At 12:30 p.m. Mr. Ingram **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.]

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- 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. Tucker and carried by the following vote:

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

RETURN TO OPEN SESSION

On **Motion** by Mr. Ingram and **second** by Mr. Tucker and by unanimous vote at 1:51 p.m., the Authority returned to open meeting.

Mr. Ingram **moved** for adoption of the following Resolution:

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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, Vogler, Miller (4)
NAY: None (0)

7. COMMUNICATIONS

Staff

Mr. Larking noted staff has talked about updating the strategic plan. (Mr. Larking distributed a handout to the Board). A lot has happened in the last five years and they want to have a plan that covers the points outlined but also others as well. Staff believed it was time to do an update as many factors have changed since the last time. However, what staff learned from the last time, while they like some parts of the plan, there were other parts that were not done well. Five years ago, RIFA went through an RFP process; when that happens, usually a consultant team puts a group together with the lead consultant and several subconsultants that produce the report together. What staff would like to do was to be able to create their own team, select a lead consultant and direct them to work with certain other consultants that staff feels were the best to work with, that would produce the kind of report they were looking for. Mr. Larking noted he was asking for the Board to not use a traditional RFP process to select a vendor but to assemble a team. Once they did that they would have to negotiate terms and come back to the Board for approval of the budget. What was listed was part of the scope; they were writing some other things that would be included as well, as it was discussed with staff. The Board noted their approval of staff assembling their own consulting team.

Board Members

Mr. Ingram noted he was grateful for the volume of good work that the staff does.

Mr. Tucker thanked staff for their hard work and opportunities they present to the Board.

Mr. Dalton thanked everyone, the whole team and encouraged them to keep up the good work.

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Dr. Miller thanked the staff for continuing their hard work.

Mr. Vogler noted he would not trade this team for any other one; it was a great group of people, working together. It was a wonderful thing, not always common in other places and he was thankful for that.

Meeting adjourned at 1:57 p.m.

APPROVED:

Chairman

Secretary to the Authority

ITEM: 5.A.

DATE: July 10, 2023

FROM: Michael Guanzon | Legal Counsel to Authority

RE: A Resolution Approving the Negotiation, Execution and Delivery of an Amendment to Right of Way by and between the Authority and Transcontinental Gas Pipe Line Corporation, now known as Transcontinental Gas Pipe Line Company, LLC, a Delaware Limited Liability Company, where the purpose of such Amendment is to identify and delineate the permanent easement granted under prior Right of Way Agreements related to Transcontinental Gas Pipe Line Company, LLC's Gas Pipeline and related facilities generally located in the Northwestern section of the Authority's Southern Virginia Megasite at Berry Hill Project, located in Pittsylvania County, Virginia. - Brian Bradner, P.E., Vice President, Dewberry Engineers Inc.

SUMMARY

The Board will consider a Right of Way Amendment regarding Transco's pipeline that runs through the northwestern portion of the SVM. The purpose of the Right of Way amendment is to delineate Transco's easement where the pipelines currently sit. The prior Right of Ways/Easements are based on a blanket easement. The final version of the Right of Way Amendment is subject to legal review, and confirmation by Dewberry as to property description, before execution.

ATTACHMENTS

1. Resolution
2. Exhibit A

A RESOLUTION APPROVING THE NEGOTIATION, EXECUTION AND DELIVERY OF AN AMENDMENT TO RIGHT OF WAY BY AND BETWEEN THE AUTHORITY AND TRANSCONTINENTAL GAS PIPE LINE CORPORATION, NOW KNOWN AS TRANSCONTINENTAL GAS PIPE LINE COMPANY, LLC, A DELAWARE LIMITED LIABILITY COMPANY, WHERE THE PURPOSE OF SUCH AMENDMENT IS TO IDENTIFY AND DELINEATE THE PERMANENT EASEMENT GRANTED UNDER PRIOR RIGHT OF WAY AGREEMENTS RELATED TO TRANSCONTINENTAL GAS PIPE LINE COMPANY, LLC'S GAS PIPELINE AND RELATED FACILITIES GENERALLY LOCATED IN THE NORTHWESTERN SECTION OF THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL PROJECT, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA

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, the County of Pittsylvania, Virginia (the “**County**”), and the City of Danville, Virginia (the “**City**”), in order to stimulate economic growth and development of the community by creating jobs and infrastructure have agreed to provide incentives to new and expanding businesses which conduct industrial activity; and

WHEREAS, the Authority owns the real property (GPINs: 1356-75-0037 and 1367-30-1931) (the “**Property**”), in the Authority’s Southern Virginia Megasite at Berry Hill project, located in the County (the “**SVM**”); and

WHEREAS, Transcontinental Gas Pipe Line Corporation, now known as Transcontinental Gas Pipe Line Company, LLC, a Delaware limited liability company (“**Transco**”), owns and operates pipe lines and appurtenant facilities across the Property in the northwestern portion of the SVM, pursuant to easement and/or right of way agreements granted prior to the Authority’s ownership of the Property (the “**Original Agreements**”); and

WHEREAS, the Authority and Transco desire to identify and delineate Transco’s right of way, as provided for in the Original Agreements, across the Property in the SVM, and amend the Original Agreements, as more fully described in that Amendment to Right of Way (“**ROW Amendment**”), attached hereto as **Exhibit A**, and incorporated herein by this reference, and such ROW Amendment will be subject to the approval by legal counsel to the Authority as to legal form and the property descriptions will be subject to review by the Authority’s contracted engineers, Dewberry Engineers Inc., a New York corporation; and

WHEREAS, each of the Authority, the County and the City finds that the ROW Amendment would promote the expansion of industry by inducing industrial development within the SVM project, and that such development will promote the safety, health, welfare, convenience and prosperity of the citizens of the County and the City; and

WHEREAS, the Authority has determined that it is in the best interests of the Authority, the citizens of the City and the County, and in furtherance of the development of the SVM project,

Resolution No. 2023-07-10-5A

for the Authority to approve, to negotiate, to execute and to deliver the ROW Amendment, as applicable, consistent with this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY, THAT:

1. The Authority hereby approves the negotiation, execution and delivery of the ROW Amendment, 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 the ROW Amendment, 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. The 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 the ROW Amendment, 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.

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 ROW Amendment, and the matters contemplated therein or related thereto on before the date of this Resolution is adopted.

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 July 10, 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 as of the 10th day of July 2023.

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

(SEAL)

Exhibit A
(Form of ROW Amendment)

After recording return to:
James R. Hutchins
Transcontinental Gas Pipe Line Company, LLC
WGP – Transco
Land Dept.
345 Greenbrier Drive
Charlottesville, VA 22901

Tax Map No: **1356-75-0037**
1367-30-1931

Line No. 8-100 et al
R/W No. 2.2, 3, 3.2, 4, 5, 6

Date: _____

AMENDMENT TO RIGHT OF WAY

By virtue of those certain Right of Way Agreements dated September 9, 1949, September 21, 1949, September 21, 1949, November 12, 1949, and August 9, 1952, recorded in the Clerk's Office of the Circuit Court of Pittsylvania County, Virginia (the "**Clerk's Office**") in Deed Book 305 at Page 251, Deed Book 306 at Page 47; Deed Book 306 at Page 49; Deed Book 306 at Page 585; and Deed Book 338 at Page 139 (hereinafter referred to as the "**Original Agreements**"), reference to which is hereby made, **Transcontinental Gas Pipe Line Corporation, now known as Transcontinental Gas Pipe Line Company, LLC** (hereinafter called "**Grantee**") owns and operates pipe lines and appurtenant facilities across the lands described in said Original Agreements; and

WHEREAS, by virtue of a Deed dated October 17, 2008 and recorded in the Clerk's Office as Instrument No. 08-07039, and a Deed dated August 3, 2009 and recorded in the Clerk's Office as Instrument No. 09-04564, **DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**, a political subdivision of the Commonwealth of Virginia (hereafter, "**Grantor**," whether one or more), whose address is 427 Patton Street, Danville, Virginia 24541 are the present owners of a portion of the lands described in said Original Agreements, said portion being more fully described as containing approximately Two Thousand Six Hundred Ninety Four (2,694) acres; and

WHEREAS, Grantor has requested Grantee to consent and agree to modify, amend and supplement said Original Agreements in a manner hereinafter set forth;

NOW, THEREFORE, Grantor and Grantee hereby agree that the Original Agreements and the rights and obligations of the Grantor and Grantee under the Original Agreements are hereby modified, amended and updated as follows:

PERMANENT EASEMENT

Grantor and Grantee hereby agree that the Original Easements and other rights granted to Grantee under the Original Agreements are amended and modified to consist, in part, of a grant to the Grantee of a defined easement under, upon, over, through, and across a portion of the Property mentioned above. Grantee's permanent right of way and easement shall be Seventy-five (75) feet Northwesterly of the existing Main Line C and Seventy-five (75) feet Southeasterly of existing Main Line B (the "**Easement Area**"), as more fully depicted on **Exhibit A**, attached hereto and incorporated herein by this reference.

The portion of the Property that is subject to this Amendment herein granted unto Grantee and its agents, employees contractors and assigns shall have the perpetual right to access and use the lands within the Easement Area for laying, constructing, maintaining, operating, repairing, replacing and/or removing one or more natural gas pipelines together with one or more above or below ground valves, regulators, fences, poles, wire lines, meters, meter runs, houses, drips, tanks, radio towers and communications equipment, other towers and any and all other devices, equipment and structures as Grantee may deem to be incident, necessary or convenient to the regulation, control, measurement, transportation, transmission or distribution of natural gas as such technology currently exists or is developed in the future, and whether above-ground or underground (hereafter, collectively, the "**Facilities**").

In addition, Grantee shall have the right deemed necessary or convenient in its sole and absolute discretion for proper protection and security of any Facilities to be constructed or operated within the Easement Area. Grantee shall have the right to install one or more gates on the Security Fencing, and to keep any such gates locked to prevent any access or use of the lands within the Easement Area except by Grantee and its Agents.

Grantee shall have all other rights and benefits reasonably necessary for the full enjoyment or use of the Easement Area including without limitation the right, from time to time as it may find convenient, to cut or remove all trees, undergrowth and other obstructions of any kind that may injure, endanger or interfere with the construction, operation, maintenance, repair, removal and/or replacement of its pipelines or any Facilities. Neither Grantor, nor and any of its invitees, tenants or guests, shall be permitted to interfere with, impede or obstruct Grantee's or its Agents' exercise of any rights granted by this Amendment so long as such rights remain in force. No forbearance by Grantee to cut or remove any trees, undergrowth or other obstructions from the Easement Area, or to exercise any other rights provided to Grantee or its Agents under this Amendment, for any period of time shall constitute a waiver of such rights or otherwise limit Grantee's or its Agents' ability to exercise such rights as they may find convenient.

Grantor covenants that it has the right to convey to Grantee the easement and all other rights provided in this Amendment. The rights and obligations under this Amendment shall run with the land and be binding upon all of Grantor's lawful successors, assigns, administrators, executors, heirs, or beneficiaries acquiring or succeeding to Grantor's rights in and to the Property or any portion thereof that is subject to this Amendment. Grantee shall have the right, in its sole discretion, to assign its rights and obligations under this Amendment in whole or in part.

This Amendment covers all the agreements between the Grantor and Grantee setting forth the terms and conditions of the easement pursuant to the Original Agreements, as amended by this Amendment, and no representations or statements, verbal or written, have been made, modifying, adding to, or changing the terms of this Amendment. This Amendment may not be modified, amended or superseded except by a written instrument signed by the Grantor and Grantee (or their successors or assigns authorized by this Amendment).

This Amendment may be executed in any number of counterparts, each of which shall be an original and all of which together shall constitute but one and the same instrument. A facsimile or scanned copy (*.pdf) signature to this Amendment shall have the same effect as an original for all purposes.

[SIGNATURES TO APPEAR ON THE FOLLOWING PAGES; THE REMAINDER OF THIS PAGE IS INTENTIONALLY BLANK]

WITNESS the following signatures to this **AMENDMENT TO RIGHT OF WAY** as of the date first set forth above:

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

BY: _____
J. Lee Vogler, jr.
Chairman

COMMONWEALTH OF **VIRGINIA** §
CITY/COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____ day of July ,2023, by _____.

My commission expires:

Registration Number:

Notary Public

SEAL

WITNESS the following signatures to this **AMENDMENT TO RIGHT OF WAY** as of the date first set forth above:

TRANSCONTINENTAL GAS PIPE LINE COMPANY, LLC, a Delaware limited liability company

By: _____

Name: _____

Title: _____

STATE/ COMMONWEALTH OF VIRGINIA§

COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____ day of _____, 2023, by _____, as _____, of **TRANSCONTINENTAL GAS PIPELINE COMPANY, LLC**, a Delaware limited liability company, on behalf of the company.

My commission expires:

Registration Number:

SEAL

Notary Public

Exhibit A

(Depiction of Easement Area)

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5B
Meeting Date:	July 10, 2023
Subject:	Financial Status Reports – June 30, 2023
From:	Michael L. Adkins, Authority Treasurer

SUMMARY

A review of the financial status reports through June 30, 2023 will be provided at the meeting. The financial status reports as of June 30, 2023 are attached for the DPRIFA Board's review.

RECOMMENDATION

Staff recommends approving the financial status reports as of June 30, 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 June 30, 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

⁴ 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.

⁵ 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.

⁶ 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.

⁷ 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 June 30, 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	175,000.00					
 <i>Contingency</i>						
Miscellaneous contingency items		\$ 12,932.01	\$ 12,932.01	\$ -	\$ -	\$ -
 <i>Total Contingency Budget</i>		12,932.01	12,932.01	-	-	-
 <i>Legal</i>		135,428.01	122,511.98	-	-	12,916.03
 <i>Accounting</i>		26,025.00	26,025.00	-	-	-
 <i>Marketing</i>		141,064.86	141,064.86	5,000.00	-	-
 <i>Postage & Shipping</i>		53.23	53.23	-	-	-
 <i>Meals</i>		4,292.66	3,832.66	457.48	-	460.00
 <i>Utilities</i>		2,065.23	1,885.23	177.89	-	180.00
 <i>Insurance</i>		3,139.00	3,139.00	3,139.00	-	-
 <i>Total</i>	\$ 325,000.00	\$ 325,000.00	\$ 311,443.97	\$ 8,774.37	\$ -	<u>\$ 13,556.03</u>

Danville-Pittsylvania Regional Industrial Facility Authority
Southern Virginia Megasite at Berry Hill - Funding Other than Bond Funds
As of June 30, 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"	419,840.86				
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		1,480,380.00	720,215.00	760,165.00	
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	-	
Stantec Consulting Services Inc.		2,400.00	2,400.00	-	
Troutman, Pepper, Hamilton, Sanders LLP		50,000.00	-	50,000.00	
Dewberry Engineers		7,500.00	-	7,500.00	
HGS LLC		483,000.00	-	483,000.00	
Transfer available funds to "Berry Hill Mega Park - Lot 4 Site Development" Project ⁸		-	11,203.15	-	
Total	\$ 24,228,995.10	\$ 23,734,437.83	\$ 22,430,802.12	\$ 1,303,635.71	\$ 494,557.27

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 June 30, 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	290,500.00	-	
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	\$ 8,190,526.55	\$ -	\$ -

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 June 30, 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	(1,669,212.10)				
Expenditures					
Dewberry Engineers Inc.		418,676.00	400,790.00	17,886.00	
Virginia Nutrient Bank		84,420.00	84,420.00	-	
Jimmy R. Lynch & Sons, Inc.		3,716,936.30	2,905,590.55	811,345.75	
Treasurer of Virginia		6,100.00	6,100.00	-	
Total	\$ 4,310,552.30	\$ 4,226,132.30	\$ 3,396,900.55	\$ 829,231.75	\$ <u>84,420.00</u>

Danville-Pittsylvania Regional Industrial Facility Authority

Southern Virginia Megasite at Berry Hill - Water & Sewer

As of June 30, 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	3,716,897.35				
Expenditures					
Dewberry Engineers Inc.		912,309.99	888,109.99	24,200.00	
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	\$ 11,561,488.64	\$ 11,096,401.64	\$ 10,250,006.64	\$ 846,395.00	\$ 465,087.00

Danville-Pittsylvania Regional Industrial Facility Authority
Cyber Park Site Development
As of June 30, 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	91,050.00	3,200.00	
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	1,822,195.24	165,905.01	
<i>Total</i>	\$	2,390,190.25	\$ 2,390,190.25	\$ 2,221,085.24	\$ 169,105.01	<u><u>\$ (0.00)</u></u>

Danville-Pittsylvania Regional Industrial Facility Authority

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

As of June 30, 2023

<i>Source of Funds</i>	Funding			Expenditures FY2023	Unexpended / Unencumbered
	<u>Carryforward from FY2022</u>	<u>Receipts Current Month</u>	<u>Receipts FY2023</u>		
<u>Carryforward</u>	\$ 747,607.08				
<u>Current Lessees</u>					
Institute for Advanced Learning and Research (IALR) ¹		\$ 24,352.44	\$ 272,181.76		
Mountain View Farms of Virginia, L.C.		-	1,200.00		
Capital Outdoor, Inc.		-	2,000.00		
American Electric Power		1,500.00	19,500.00		
<i>Total Rent</i>		\$ 25,852.44	\$ 294,881.76		
<u>Interest Received</u> ²		\$ 6,028.39	\$ 27,191.02		
<u>Miscellaneous Income</u>		\$ 65,524.16	\$ 2,281,345.35		
Expenditures					
Hawkins Research Bldg. Property Mgmt. Fee				\$ 247,829.32	
Incentive Disbursements to Morgan Olson, LLC				\$ 305,596.00	
Incentive Disbursements to MEP LLC				\$ 1,427.63	
Transfers to other funding sheets				\$ 797,668.15	
Totals	\$ 747,607.08	\$ 97,404.99	\$ 2,603,418.13	\$ 1,352,521.10	\$ 1,998,504.11
				Restricted ¹	\$ 337,179.14
				Unrestricted	\$ 1,167,555.83
				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
June 2023

Check Number	Date	Vendor Name	Paid Amount
ACH	06/04/2023	City of Danville Utilities	68.51
ACH	06/04/2023	City of Danville Utilities	73.38
2571	06/12/2023	IALR	24,352.44
2572	06/12/2023	IALR	457.48
2573	06/12/2023	Jimmy Lynch & Sons	367,338.35
2574	06/12/2023	Pittsylvania County	5,000.00
2575	06/12/2023	Sellers Brothers Inc.	653,862.40
2576	06/12/2023	Virginia Risk Sharing Association	3,139.00
ACH	06/20/2023	City of Danville Utilities	36.00

Danville-Pittsylvania Regional Industrial Facility Authority

Statement of Net Position^{1, 2}

June 30, 2023*

	Unaudited FY 2023
Assets	
<u>Current assets</u>	
Cash - checking	\$ 131,999
Cash - money market	1,734,013
Accounts receivable	541,773
<i>Total current assets</i>	<u>2,407,785</u>
<u>Noncurrent assets</u>	
Restricted cash - project fund CCC bonds	20,802
Restricted cash - debt service fund CCC bonds	22,341
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>73,123,496</u>
Total assets	<u>75,531,281</u>
Liabilities	
<u>Current liabilities</u>	
Accrued interest	137,739
Unearned income	2,100
Economic development payable - current portion	147,000
Bonds payable - current portion	515,000
<i>Total current liabilities</i>	<u>801,839</u>
<u>Noncurrent liabilities</u>	
Bonds payable - less current portion	205,000
Loans payable - less current portion	4,500,000
<i>Total noncurrent liabilities</i>	<u>4,705,000</u>
Total liabilities	<u>5,506,839</u>
Net Position	
Net investment in capital assets	72,381,155
Restricted - debt reserves	22,341
Unrestricted	<u>(2,379,054)</u>
Total net position	<u>\$ 70,024,442</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
June 30, 2023*

	Unaudited FY 2023
Operating revenues	
Virginia Tobacco Commission Grants	1,618,637
Rental income	294,673
Other Income	1,684,464
Total operating revenues	<u>3,597,774</u>
Operating expenses ⁴	
Mega Park expenses ³	2,894,551
Cane Creek Centre expenses ³	9,339
Cyber Park expenses ³	2,153,441
Professional fees	85,071
Other operating expenses	12,287
Total operating expenses	<u>5,154,689</u>
Operating income (loss)	<u>(1,556,915)</u>
Non-operating revenues (expenses)	
Interest income	27,191
Interest expense	(89,522)
Total non-operating expenses, net	<u>(62,331)</u>
Net income (loss) before capital contributions	<u>(1,619,246)</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>1,689,462</u>
Net position at July 1, 2022	<u>68,334,980</u>
Net position at June 30, 2023	<u><u>\$ 70,024,442</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
June 30, 2023*

	Unaudited FY 2023
Operating activities	
Receipts from grant reimbursement requests	\$ 1,972,774
Receipts from leases	315,345
Other receipts	1,182,689
Payments to suppliers for goods and services	(6,319,568)
Net cash used by operating activities	(2,848,760)
Capital and related financing activities	
Purchase/disposal of capital assets	-
Proceeds from long-term debt	
Capital contributions	3,382,382
Interest paid on bonds	(42,472)
Principal repayments on bonds	(490,000)
Net cash provided by capital and related financing activities	2,849,910
Investing activities	
Interest received	27,191
Net cash provided by investing activities	27,191
Net increase (decrease) in cash and cash equivalents	28,341
Cash and cash equivalents - beginning of year (including restricted cash)	1,880,813
Cash and cash equivalents - through June 30, 2023 (including restricted cash)	\$ 1,909,154
Reconciliation of operating loss before capital contributions to net cash used by operating activities:	
Operating income (loss)	\$ (1,556,915)
Changes in assets and liabilities:	
Change in prepaids	2,809
Change in other receivables	(125,672)
Change in accounts payable	(1,167,690)
Change in unearned income	(1,292)
Net cash used by operating activities	\$ (2,848,760)

Components of cash and cash equivalents at June 30, 2023:	
American National - Checking	\$ 131,999
American National - General money market	1,734,013
Wells Fargo - \$7.3M Bonds CCC Debt service fund	22,341
Wells Fargo - \$7.3M Bonds CCC Project fund	20,802
	\$ 1,909,154