

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

August 14, 2023

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

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 Accountant Meredith Franklin, 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 and Secretary to the Authority Susan DeMasi. Also present were Shawn Harden and Brian Bradner from Dewberry, Council Member Madison Whittle, and Mr. Maury Whittle.

Chairman J. Lee Vogler, Jr., presided.

Mr. Vogler requested a moment of silence for the citizens of Hawaii.

PUBLIC COMMENT PERIOD

No one desired to be heard.

APPROVAL OF MINUTES OF THE JULY 10, 2023 REGULAR MEETING

Upon **Motion** by Mr. Tucker and **second** by Mr. Dalton, Minutes of the July 10, 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. 2023-08-14-5A SUPPORTING AN AMENDMENT TO THE REGIONAL INDUSTRIAL FACILITY AUTHORITY AGREEMENT

Authority Attorney Michael Guanzon explained this item was a follow-up; the Virginia Code permits an agreement between the members of a RIFA, for sharing the cost of a project and also the revenues. They wanted to have some clarification with respect to the costs and revenues of a solar siting agreement, that these costs and revenues would be shared between the City and the County. The city attorney and county attorney were in agreement as to the form, and the document will be presented to City Council; he believed that the County Board of Supervisors has already signed it. This was just to define that, although it talks about RIFA, and was related to RIFA, RIFA was not a party to the original agreement, and was not a party to this one. It just indicated that they have no objections to what the city and the county will ultimately agree to sign.

Mr. Saunders **moved** for adoption of *Resolution 2023-08-14-5A, a Resolution Supporting that Certain Amendment to the Regional Industrial Facility Authority Agreement for Cost Sharing and Revenue Sharing Between the City of Danville, Virginia and Pittsylvania County, Virginia,*

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Relating to Solar Siting Agreements.

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

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

5B. CONSIDERATION OF RESOLUTION 2023-08-14-5B APPROVING THE SUBSTITUTION OF THE CITY OF DANVILLE FOR THE VIRGINIA DEQ FOR THE ADMINISTRATION OF THE STORMWATER MANAGEMENT PROGRAM

Mr. Guanzon explained that currently, RIFAs were required to have some oversight for their stormwater management programs, to be monitored by the Department of Environmental Quality. Delegate Marshall and others have amended the agreement to say that with a RIFA or Economic Development Authority, one of the members can do that type of oversight. The City of Danville, under this agreement, would be the one to be substituted in place of DEQ, to do such function.

Pittsylvania County Director of Economic Development Matt Rowe noted that he thought it would be appropriate for RIFA to acknowledge that this was enabled by Delegate Marshall and the House bill that he passed.

Mr. Dalton **moved** for adoption of *Resolution 2023-08-14-5B, Approving the Substitution of the City of Danville, Virginia, in place of the Virginia Department of Environmental Quality under that Certain Memorandum of Agreement by and among the Authority, the City of Danville, Virginia, Pittsylvania County, Virginia, and the Virginia Department of Environmental Quality, Originally Approved Under Resolution No. 2022-07-11-5A, for the Provision and Administration of a Virginia Stormwater Management Program in the Authority's Southern Virginia Megasite at Berry Hill Project, with such Substitution being permitted pursuant to Legislative Changes.*

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

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

5C. FINANCIAL STATUS REPORT AS OF JULY 31, 2023

Authority Treasurer Michael Adkins gave the Financial Status report as of July 31, 2023, beginning with the \$7.3M Bonds for Cane Creek which had no activity for July. Under General Expenditures for Fiscal Year 2023, RIFA paid monthly utilities of \$174.93, meals of \$422.40, and paid Sellers Brothers for routine maintenance for Berry Hill and Cane Creek, for February through June, of \$24,450.00. General Expenditures for Fiscal Year 2024 had no activity. Funding Other than Bonds for Berry Hill had one expenditure to Dewberry for work completed under Amendment #35, of \$20,875.00. Lot 4 Site Development, Lots 1 and 2, and Water and Sewer had no activity for July. Under the Cyber Park, there was a payment to Dewberry for \$3,200 related to the grading of Lot 7D, and also work under Amendment #1. Rent, Interest and Other Income for Fiscal Year 2023, show RIFA issued a check to the Institute for the

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Hawkins' Building monthly maintenance of \$24,352.44. Rent, Interest and Other Income for Fiscal Year 2024 show RIFA received \$1,500 from AEP for monthly storage and received rent from the Institute of \$23,342.11. The money market account earned \$5,107.47 in interest, and RIFA received its annual contribution from the City and the County of \$100,000 from each locality. RIFA continues to receive timber sales proceeds from Hopkins' Lumber; they received four payments during the month of July totaling \$84,192.51.

Mr. Adkins noted following the financial statements there was a letter from Brown, Edwards which was their annual engagement letter notifying the Board that they will be serving as RIFA's external auditors again, for the Fiscal Year 2023 Audit. It was a required communication so Board members had their contact information if they have any questions for them.

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

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

6. CLOSED SESSION

At 12:24 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

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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: Tucker, Dalton, Saunders, Vogler (4)
NAY: None (0)

RETURN TO OPEN SESSION

On **Motion** by Mr. Tucker and **second** by Mr. Saunders and by unanimous vote at 1:57 p.m., the Authority returned to open meeting.

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

WHEREAS, the Authority convened in Closed Meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Freedom of Information Act; and

WHEREAS, Section 2.2-3711 of the Code of Virginia, 1950, as amended, requires a Certification by the Authority that such Closed Meeting was conducted in conformity with Virginia Law;

NOW, THEREFORE, BE IT RESOLVED that the Authority hereby certifies that, to the best of each Member's knowledge, (i) only public business matters lawfully exempted by the open meeting requirements of Virginia Law were discussed in the Closed Meeting to which this Certification Resolution applies, and (ii) only such public business matters as were identified in the motion convening the Closed Meeting were heard, discussed, or considered by the Authority.

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

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

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7. COMMUNICATIONS

Mr. Tucker thanked the staff for all their hard work to make something happen for the County and the City.

Mr. Dalton thanked everyone for their hard work, and encouraged them to keep up the good work.

Mr. Saunders apologized for missing the last meeting, and was glad to be back today; it was a good discussion, and it was a pleasure working with this body.

Dr. Miller noted it was great working with staff, with some great suggestions coming from the Board members.

Mr. Vogler noted his agreement with what was said and appreciated the work of each and every person in the room. He was especially grateful to be able to sit in this seat, having on each side great teachers and advisors to help him along the path.

Meeting adjourned at 2:02 p.m.

APPROVED:

s/ J. Lee Vogler, Jr.
Chairman

s/ Susan M. DeMasi
Secretary to the Authority