DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY AGENDA

City of Danville, Virginia
County of Pittsylvania, Virginia

Institute for Advanced Learning and Research
150 Slayton Avenue, Room 207
Danville, Virginia

November 13, 2024

1:30 PM

County of Pittsylvania Members

William V. ("Vic") Ingram, Chairman
Robert M. Tucker, Jr.
Darrell W. Dalton, Alternate

City of Danville Members

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

Staff

Kenneth F. Larking, City Manager Officer
Vincent Shorter, Interim 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**

A. Consideration of Approval of Minutes from Regular Meeting held on October 16, 2024.

5. **NEW BUSINESS**

A. Presentation of an Update to the Regional Economic Development Plan - Ken L. Larking, City Manager Officer.

B. Consideration of Resolution 2024-11-13-5B, approving the form of a Local Performance Agreement to be executed by the Authority and others, in anticipation of a public announcement of the business or industry's interest in locating its facility in the Authority's Southern Virginia Megasite at Berry Hill project located in Pittsylvania County, Virginia, under which agreement, the Authority or Pittsylvania County would provide to a company or industry known and recommended by the Authority's staff a real estate tax rebate for year 1 through year 12; a machinery and tools tax rebate for year 1 through year 12; a Danville-Pittsylvania County enterprise zone jobs grant of up to an estimated $2,015,000.00; the City of Danville, Virginia and/or County of Pittsylvania, Virginia would waive up to an estimated $1,000,000.00 of building zoning and land disturbance permit fees; and a land cost grant up to an estimated $11,500,000.00, in exchange for capital investments of at least $1,350,600,000.00 and the creation of 2,015 full-time jobs with an average yearly base wage of at least $58,090.85 – Matthew D. Rowe, Director of Economic Development, Pittsylvania County, VA, and Corrie T. Bobe, Director of Economic Development, City of Danville, VA

C. Consideration of Resolution No. 2024-11-13-5C, approving the negotiation, execution and delivery of a Memorandum of Understanding with Southwestern Virginia Gas Company, a public service corporation, for certain natural gas infrastructure work within the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, including among other things, the interconnection with an existing pipeline, service extension within the Southern Virginia Megasite at Berry Hill and related facilities, all of which shall not to exceed an aggregate cost of $15,000,000.00, where the Authority will be entitled to certain proceeds deriving from the project, all of which will be more fully described in definitive agreements; and where the Memorandum of Understanding will be subject to the approval by legal counsel to the Authority as to legal form – Kenneth L. Larking, City Manager, City of Danville, Virginia

D. Consideration of Resolution No. 2024-11-13-5D, authorizing the Chairman of the

Authority to execute and deliver that certain Term Sheet for a $20,000,000.00 loan from the Virginia Tobacco Region Revitalization Commission to finance a new and improved gas gate and service extension to the Authority's Southern Virginia Megasite at Berry Hill project, located in Pittsylvania County, Virginia, in furtherance of Resolution No. 2024-11-13-5B – Kenneth L. Larking, City Manager Officer.

E. Consideration of Resolution No. 2024-11-13-5E, approving the negotiation, execution and delivery of a Mitigation Agreement with HGS, LLC, a wholly-owned subsidiary of Resource Environmental Solutions, LLC, a Louisiana limited liability company, for certain wetlands mitigation work within the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, and where the Mitigation Agreement's minimum business terms will include a $50,000.00 fee for a 2-year option to buy certain environmental credits at a set rate, and if changes in governmental regulations or guidance cause the Authority's inability to use the environmental credits, then HGS, LLC will refund a pro rata portion of the $50,000.00 fee; and where the Mitigation Agreement will be subject to the approval by legal counsel to the Authority as to legal form – Brian K. Bradner, P.E., Senior Vice President, Dewberry Engineers

F. Financial status reports as of October 31, 2024. Michael L. Adkins, Authority Treasurer.

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.

COMMUNICATIONS

A. Authority Board Members

B. Staff

9. ADJOURN

DANVILLE-PITTSYLVANIA
REGIONAL INDUSTRIAL FACILITY AUTHORITY

ITEM:	4.A.
DATE:	November 13, 2024
FROM:	Susan DeMasi | Authority Secretary
RE:	Consideration of Approval of Minutes from Regular Meeting held on October 16, 2024.

ATTACHMENTS

1. Meeting Minutes

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY
Minutes
October 16, 2024

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:08 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, Robert Tucker and Alternate Darrell Dalton.

City/County staff members attending were: City Manager Ken Larking, Interim County Administrator Vincent Shorter, Authority Treasurer Michael Adkins, City of Danville Accountant Jaime Pritchett, Pittsylvania County Director of Finance Kim Van Der Hyde, City of Danville Director of Economic Development Corrie Bobe (via zoom), 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 Michael C. Guanzon, Esq., and Secretary to the Authority Susan DeMasi. Also present were Brian Bradner (via zoom), Shawn Harden and Joseph Snead from Dewberry, Linda Green from SVRA, Jason Grey, City of Danville Director of Utilities and Pittsylvania County Supervisor Ken Bowman.

Chairman William V. Ingram presided.

<u>PUBLIC COMMENT PERIOD</u>

No one present desired to be heard.

<u>APPROVAL OF MINUTES OF THE SEPTEMBER 9, 2024, REGULAR MEETING</u>

Upon **Motion** by Mr. Saunders and **second** by Mr. Tucker, <u>Minutes of the September 9, 2024, Regular Meeting were approved as presented</u>. Draft copies had been distributed to Authority Members prior to the Meeting.

<u>NEW BUSINESS</u>

<u>5A. CONSIDERATION OF RESOLUTION 2024-10-16-5A AUTHORIZING A PROPOSAL FOR CEMETERY RELOCATION SERVICES FROM WSP USA INC.</u>

Pittsylvania County Director of Economic Development Matt Rowe explained this was for the WSP contract; WSP was RIFA's archeological and cultural resources firm that has done the cultural work at the Megasite for the past several years. They put together the permits for the grave site relocation, which the Board approved in the past. This contract was for exhuming the remains, it has an allowance for that work, and for the genealogical work. Mr. Rowe noted today was the final day for the public comment period; RIFA has had four public notices, in both the *Chatham Star Tribune* and in the *Danville Register & Bee*. There have been nineteen direct comments regarding those notices, divided pretty equally between phone and email. The majority of those correspondences have ended in a favorably supportive spot, once people understood that staff was working to the best of their ability with the family members, trying to be as transparent as possible. There was a meeting last week on Monday evening at Shiloh Baptist Church with about twenty people attending; it was very productive and meaningful; the Chair and Vice Chair also attended. The formal public meeting was held in Chatham on Wednesday, and the RIFA Chair was at that meeting with about ten or twelve people attending.

Mr. Vogler **moved** for adoption of *Resolution 2024-10-16-5A, a Resolution authorizing the negotiation, execution and delivery of a proposal for Cemetery Relocation Services from WSP USA Inc., a New York Corporation, where services provider will provide excavation services on Lot 3 of the Authority's Southern Virginia Megasite at Berry Hill located in Pittsylvania County, Virginia for a fee not to exceed $353,553.00*.

The Motion was **seconded** by Mr. Tucker.

Mr. Ingram noted he and Mr. Saunders attended the meeting at Shiloh, and Mr. Rowe and Ms. Bobe did a great job. This was a very sensitive topic, they answered questions, were sensitive to concerns and comments, and he believed RIFA had public support.

The **Motion** was carried by the following vote:

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

5B. CONSIDERATION OF RESOLUTION 2024-10-16-5B AUTHORIZING A PROPOSAL FOR LOCATION CONSULTING SERVICES

City of Danville Director of Economic Development and Tourism Corrie Bobe explained this was a contract to engage Jones Lang LaSalle for a market analysis for the Southern Virginia Megasite. This was information that would be used in the larger Army Corp of Engineering permit application; it helps determine the benefits of the site, and if there were any competing sites targeting the same industries that RIFA was for the Megasite. The cost was $65,000 and will take about five months to complete. The Southern Virginia Regional Alliance has secured grant funding from the Danville Regional Foundation and the cost of this will be paid for by that grant; there was no out of pocket expense for RIFA.

Mr. Saunders **moved** for adoption of *Resolution 2024-10-16-*5B, *a Resolution authorizing the negotiation, execution and delivery of a proposal for Location Consulting Services from Jones Lang Lasalle Americas, Inc., a Maryland Corporation, where the Consultant will provide Market Assessment Services for the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, for a lump sum fee equal to $65,000.00.*

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)

5C. CONSIDERATION OF RESOLUTION 2024-10-16-5C APPROVING A GRANT OF EASEMENT TO THE CITY OF DANVILLE IN THE CYBER PARK

City of Danville Director of Utilities Jason Grey explained in February the City requested an overhead transmission easement from Highway 58 to the back of the ATDM building where the City was building a substation to serve the new electric load in the Cyber Park. The engineers came to the City and asked for a little more space for the easement; they were requesting about one-third of an acre added to the current easement.

Mr. Tucker **moved** for adoption of Resolution 2024-10-16-5C, *a Resolution approving the grant to the City of Danville, Virginia, of a revised permanent easement, containing approximately 1.608 acres, for transmission lines and such other utility facilities to serve that certain power substation located on a portion of Lot C (Tax Parcel ID 76441) of the Authority's Cyber Park Project, located in Danville, Virginia, and the further development of the Authority's Cyber Park Project.*

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. FINANCIAL STATUS REPORTS AS OF SEPTEMBER 30, 2024

Authority Treasurer Michael Adkins gave the Financial Status report as of September 30, 2024, beginning with the $7.3M Bonds for Cane Creek which had no activity for September. General Expenditures for the current fiscal year include legal fees to Chrisian & Barton of $44,233, meals at the Institute of $452.28, monthly utilities of $125 and the recurring monthly maintenance Sellars Brothers provides at Cane Creek and Berry Hill of $4,890. Funding at Berry Hill Other than Bonds had one expenditure to Dewberry for $104,625 for work completed under Amendment #39 and #40; Amendment #39 was the Phase 1 and Amendment #40 was the bat survey. Lot 4 Site Development had no expenditures for September. Lots 1 and 2 had a small invoice paid to Fifth Mountain Engineering of $637.50, that was part of the $30,000 contract; there was about $1,600 left to pay on that. Water and Sewer at Berry Hill and Cyber Park Site Development had no expenditures for September. Rent, Interest and Other Income show RIFA received their $1,500 per month lease payment from AEP, monthly rent from the Institute for the Hawkins' building of $23,342, and RIFA earned $14,261 in interest. Other miscellaneous income items show one check from Hopkins' Lumber for $16,826; Pittsylvania County sent in the Aerofarms AFIB grant funds of $200,000 that was issued by the State; Mr. Adkins noted he believed that Aerofarms has met those milestones to receive that grant and staff will be disbursing that very soon. They also received from the City its share of the real estate taxes rebate for Tysons of $217,307 and Pittsylvania County also sent Tyson's COF Incentive of $241,580, those were paid out during the month of September; Tyson had already met those milestones. Mr. Adkins noted other expenses included the first payment to Economic Leadership for the update of the Strategic Plan for the Megasite, and RIFA also paid the Institute the maintenance fee for the Hawkins' Building of $23,342.

Mr. Vogler **moved** to accept the Treasurer's Report, 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)

6. CLOSED SESSION

At 12:22 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 open meeting would adversely affect the bargaining position or negotiating strategy of the Authority; and

D. As permitted by Virginia Code § 2.2-3711(A)(8) for consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel; and

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

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

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

7. RETURN TO OPEN SESSION

On **Motion** by Mr. Vogler and **second** by Mr. Tucker and by unanimous vote at 12:49 p.m., the Authority returned to open meeting.

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

That the Authority certify that, to the best of each Member's knowledge:

(i) only public business matters lawfully exempted from the open meeting requirements of Virginia Law were discussed in the Closed Meeting to which this Certification Resolution applies, and

(ii) only such public business matters as were identified in the Motion convening the Closed Meeting were heard, discussed, or considered by 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)

8. COMMUNICATIONS

Board Members

Board Members thanked staff for their work. Mr. Vogler noted Diron Clements approached him and said there was a piece of property on Berry Hill, and asked who he would need to speak to if it was RIFA owned property, to get permission to go duck hunting. Mr. Guanzon noted in the past RIFA did have hunting leases, but it became an issue, and the RIFA Board decided there would not be hunting at the Southern Virginia Megasite. Mr. Ingram asked about the email from Desmond Kendrick; he has been going on the property on a regular basis and taking pictures of what he found; he has asked the Board if he can get permission to continue to come on the property. Mr. Guanzon questioned if staff had posted No Trespassing signs on the property and Mr. Rowe noted on Monday, sixty-nine signs were posted. Mr. Rowe stated that at Mr. Guanzon's direction he reached out to Mr. Kendrick and informed him at this point in time RIFA's position was that the property cannot be accessed without written permission.

Staff

Authority Secretary Susan DeMasi noted the November RIFA meeting was originally scheduled for Monday, November 11th, which was Veterans' Day; the City and County offices were closed and the meeting needed to be moved to Tuesday, November 12th. Staff noted that the 12th was the scheduled day for the VDOT ceremony and Board members asked if the meeting could be moved to Wednesday, November 13th at noon.

Meeting adjourned at 1:04 p.m.

APPROVED:

____
Chairman

____
Secretary to the Authority

DANVILLE-PITTSYLVANIA
REGIONAL INDUSTRIAL FACILITY AUTHORITY

ITEM: 5.A.

DATE: November 13, 2024

FROM: Ken Larking | Danville City Manager

RE: Presentation of an Update to the Regional Economic Development Plan - Ken L. Larking, City Manager Officer.

ATTACHMENTS

None

DANVILLE-PITTSYLVANIA
REGIONAL INDUSTRIAL FACILITY AUTHORITY

ITEM: 5.B.

DATE: November 13, 2024

FROM: Matt Rowe | Pittsylvania County Director of Economic Development

RE: Consideration of Resolution 2024-11-13-5B, approving the form of a Local Performance Agreement to be executed by the Authority and others, in anticipation of a public announcement of the business or industry's interest in locating its facility in the Authority's Southern Virginia Megasite at Berry Hill project located in Pittsylvania County, Virginia, under which agreement, the Authority or Pittsylvania County would provide to a company or industry known and recommended by the Authority's staff a real estate tax rebate for year 1 through year 12; a machinery and tools tax rebate for year 1 through year 12; a Danville-Pittsylvania County enterprise zone jobs grant of up to an estimated $2,015,000.00; the City of Danville, Virginia and/or County of Pittsylvania, Virginia would waive up to an estimated $1,000,000.00 of building zoning and land disturbance permit fees; and a land cost grant up to an estimated $11,500,000.00, in exchange for capital investments of at least $1,350,600,000.00 and the creation of 2,015 full-time jobs with an average yearly base wage of at least $58,090.85 – Matthew D. Rowe, Director of Economic Development, Pittsylvania County, VA, and Corrie T. Bobe, Director of Economic Development, City of Danville, VA

ATTACHMENTS

1. Resolution 2024-11-13-5B

Resolution No. 2024-11-13-5B

A RESOLUTION APPROVING THE FORM OF A LOCAL PERFORMANCE AGREEMENT TO BE EXECUTED BY THE AUTHORITY AND OTHERS, IN ANTICIPATION OF A PUBLIC ANNOUNCEMENT OF THE BUSINESS OR INDUSTRY'S INTEREST IN LOCATING ITS FACILITY IN THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL PROJECT LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, UNDER WHICH AGREEMENT, THE AUTHORITY OR PITTSYLVANIA COUNTY WOULD PROVIDE TO A COMPANY OR INDUSTRY KNOWN AND RECOMMENDED BY THE AUTHORITY'S STAFF A REAL ESTATE TAX REBATE FOR YEAR 1 THROUGH YEAR 12; A MACHINERY AND TOOLS TAX REBATE FOR YEAR 1 THROUGH YEAR 12; A DANVILLE-PITTSYLVANIA COUNTY ENTERPRISE ZONE JOBS GRANT OF UP TO AN ESTIMATED $2,015,000.00; THE CITY OF DANVILLE, VIRGINIA AND/OR COUNTY OF PITTSYLVANIA, VIRGINIA WOULD WAIVE UP TO AN ESTIMATED $1,000,000.00 OF BUILDING ZONING AND LAND DISTURBANCE PERMIT FEES; AND A LAND COST GRANT UP TO AN ESTIMATED $11,500,000.00, IN EXCHANGE FOR CAPITAL INVESTMENTS OF AT LEAST $1,350,600,000.00 AND THE CREATION OF 2,015 FULL-TIME JOBS WITH AN AVERAGE YEARLY BASE WAGE OF AT LEAST $58,090.85

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 City of Danville, Virginia (the "**City**"), and the County of Pittsylvania County, Virginia (the "**County**"), 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, [*To be disclosed at meeting*] (the "**Company**"), and an affiliate of [*to be disclosed at meeting*], has agreed to establish and operate two new lithium-ion battery separator manufacturing facilities to be constructed upon approximately two hundred twelve (212) acres of land in the Authority's Southern Virginia Megasite at Berry Hill ("**SVM**"), located in Pittsylvania County, Virginia, in two phases; and

WHEREAS, the Authority desires to execute and deliver a local performance agreement with the Company (the "**LPA**"), as more particularly set forth on **Exhibit A**, attached hereto and incorporated herein by this reference, where the Authority or the County would provide to the Company a real estate tax rebate for Year 1 through Year 12; a machinery and tools tax rebate for Year 1 through Year 12; a Danville-Pittsylvania County Enterprise Zone Jobs Grant of up to an estimated $2,015,000.00; the City and/or County would waive up to an estimated $1,000,000.00 of building zoning and land disturbance permit fees; and a Land Cost Grant up to an estimated $11,500,000.00, in exchange for capital investments of at least $1,350,600,000.00 and the creation of 2,015 full-time jobs with an average yearly base wage of at least $58,090.85; and

WHEREAS, the Authority's Board of Directors has determined that it is in the best interests of the Authority and the citizens of the City and the County for the Authority to approve, execute and deliver the LPA.

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

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

2. The Authority hereby authorizes and directs 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 LPA, or as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of these resolutions.

3. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Authority, its agents and representatives, in respect to the LPA and the matters contemplated therein or related thereto on or before the date of this Resolution is adopted.

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

- # -

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 November 13, 2024, 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 13th day of November 2024.

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

(SEAL)

<u>Exhibit A</u>

(Local Performance Agreement [*to be provided at meeting*])

ITEM: 5.C.

DATE: November 13, 2024

FROM: Ken Larking | Danville City Manager

RE: Consideration of Resolution No. 2024-11-13-5C, approving the negotiation, execution and delivery of a Memorandum of Understanding with Southwestern Virginia Gas Company, a public service corporation, for certain natural gas infrastructure work within the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, including among other things, the interconnection with an existing pipeline, service extension within the Southern Virginia Megasite at Berry Hill and related facilities, all of which shall not to exceed an aggregate cost of $15,000,000.00, where the Authority will be entitled to certain proceeds deriving from the project, all of which will be more fully described in definitive agreements; and where the Memorandum of Understanding will be subject to the approval by legal counsel to the Authority as to legal form – Kenneth L. Larking, City Manager, City of Danville, Virginia

ATTACHMENTS

1. Resolution

Resolution No. 2024-11-13-5C

A RESOLUTION APPROVING THE NEGOTIATION, EXECUTION AND DELIVERY OF A MEMORANDUM OF UNDERSTANDING WITH SOUTHWESTERN VIRGINIA GAS COMPANY, A PUBLIC SERVICE CORPORATION, FOR CERTAIN NATURAL GAS INFRASTRUCTURE WORK WITHIN THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, INCLUDING AMONG OTHER THINGS, THE INTERCONNECTION WITH AN EXISTING PIPELINE, SERVICE EXTENSION WITHIN THE SOUTHERN VIRGINIA MEGASITE AT BERRY HILL AND RELATED FACILITIES, ALL OF WHICH SHALL NOT TO EXCEED AN AGGREGATE COST OF $15,000,000.00, WHERE THE AUTHORITY WILL BE ENTITLED TO CERTAIN PROCEEDS DERIVING FROM THE PROJECT, ALL OF WHICH WILL BE MORE FULLY DESCRIBED IN DEFINITIVE AGREEMENTS; AND WHERE THE MEMORANDUM OF UNDERSTANDING WILL BE 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, 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, as part of the Authority's development plan to further develop its Southern Virginia Megasite at Berry Hill (the "**SVM**"), located in Pittsylvania County, Virginia, and in connection with Resolution No. 2024-11-13-5B, it is necessary for the Authority to cause certain natural gas infrastructure work, including without limitation, a natural gas interconnection with Transco Pipeline and service extension to SVM Lots 1 and 2 and related facilities (the "**Project**"); and

WHEREAS, Southwestern Virginia Gas Company, a public service corporation ("**SVG**"), has provided the Authority with that certain Memorandum of Understanding ("**MOU**"), attached hereto as **Exhibit A**, and incorporated herein by this reference, where SVG will cause the construction of the Project at a cost not to exceed Fifteen Million and 00/100 Dollars ($15,000,000.00) (the "**Project Funding**"); and

WHEREAS, the MOU contemplates that the Authority and SVG will negotiate and enter into definitive agreements for the Project, under the minimum business terms, including but not limited to the following:

1. the Authority will be entitled to certain proceeds deriving from the Project;

2. the Authority intends to obtain a loan for all or a portion of the Project Funding from the Tobacco Region Revitalization Commission ("**TRRC**");

3. payments to SVG will be made on an occurrence basis; and

4. the definitive agreements will be conditioned on upon the execution and delivery of other certain agreements with TRRC, the Virginia Economic Development Partnership, SVG, Transcontinental Gas Pipe Line Company, LLC (Williams Transco), and a local performance agreement between the Authority and the ultimate operator of the SVM's Lots 1 and 2.

; and

WHEREAS, each of the Authority, the County and the City finds that the work to the SVM project as described above will 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, for the Authority to approve, to negotiate, to execute and to deliver the MOU, as applicable, consistent with this Resolution, subject to the approval by legal counsel to the Authority as to legal form.

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 MOU, but not the definitive agreements, 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 MOU, 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 MOU, 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 and certification by the Treasurer 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 the MOU, 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.

Resolution No. 2024-11-13-5C

CERTIFICATE

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a regular meeting duly called and held on November 13, 2024, 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 13th day of November 2024.

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

(SEAL)

<u>Exhibit A</u>
(Form of Memorandum of Understanding)

DANVILLE-PITTSYLVANIA
REGIONAL INDUSTRIAL FACILITY AUTHORITY

ITEM: 5.D.

DATE: November 13, 2024

FROM: Ken Larking | Danville City Manager

RE: Consideration of Resolution No. 2024-11-13-5D, authorizing the Chairman of the Authority to execute and deliver that certain Term Sheet for a $20,000,000.00 loan from the Virginia Tobacco Region Revitalization Commission to finance a new and improved gas gate and service extension to the Authority's Southern Virginia Megasite at Berry Hill project, located in Pittsylvania County, Virginia, in furtherance of Resolution No. 2024-11-13-5B – Kenneth L. Larking, City Manager Officer.

ATTACHMENTS

1. Resolution

Resolution No. 2024-11-13-5D

A RESOLUTION AUTHORIZING THE CHAIRMAN OF THE AUTHORITY TO EXECUTE AND DELIVER THAT CERTAIN TERM SHEET FOR A $20,000,000.00 LOAN FROM THE VIRGINIA TOBACCO REGION REVITALIZATION COMMISSION TO FINANCE A NEW AND IMPROVED GAS GATE AND SERVICE EXTENSION TO THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL PROJECT, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, IN FURTHERANCE OF RESOLUTION NO. 2024-11-13-5B

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 City of Danville, Virginia (the "**City**"), and the County of Pittsylvania County, Virginia (the "**County**"), 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, pursuant to Resolution No. 2024-11-13-5C, the Authority authorized the execution of that certain Memorandum of Understanding with Southwestern Virginia Gas Company, a public service corporation ("**SVG**") for certain natural gas infrastructure work for the Authority's Southern Virginia Megasite at Berry Hill project (the "**Project**"); and

WHEREAS, in furtherance of and as a requirement for the Project, the Virginia Tobacco Region Revitalization Commission (the "Commission") has provided a term sheet for a loan not to exceed Twenty Million and 00/100 ($20,000,000.00), as more fully described in **Exhibit A** (the "**Term Sheet**"), attached hereto and incorporated herein by this reference; and

WHEREAS, the Authority has determined that the terms and conditions of the Term Sheet are reasonable and appropriate and are in furtherance of the Project and continued development of the Authority's Southern Virginia Megasite at Berry Hill project; and

WHEREAS, the Authority's Board of Directors has determined that it is in the best interests of the Authority and the citizens of the City and the County for the Authority to execute and deliver the Term Sheet.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Authority hereby authorizes and approves the execution and delivery of the Term Sheet with the Commission, as described in this Resolution and substantially in the form set forth in **Exhibit A**, each of the Authority's Chairman and Vice Chairman, in consultation with each other, is authorized to further modify the Term Sheet on such

terms and conditions as the Chairman or Vice Chairman, in consultation with the other, determines to be reasonable, appropriate and consistent with this Resolution and hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, to execute and deliver the Term Sheet, and all other related documents to consummate the transaction, on behalf of the Authority, such execution of the Term Sheet, and related documents by the Chairman (or Vice Chairman as the case may be) to conclusively establish his approval of any modifications as consulted by and between the Chairman and Vice Chairman. The scope of this Resolution shall not cover the approval and delivery of loan documents embodying the terms and conditions of the Term Sheet.

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

3. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Authority, its agents and representatives, in respect to the Term and the matters contemplated therein or related thereto on or before the date of this Resolution is adopted.

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

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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 November 13, 2024, 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 13th day of November 2024.

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

(SEAL)

Exhibit A

(Form of Virginia Tobacco Region Revitalization Commission Term Sheet)

DANVILLE-PITTSYLVANIA
REGIONAL INDUSTRIAL FACILITY AUTHORITY

ITEM: 5.E.

DATE: November 13, 2024

FROM: Matt Rowe | Pittsylvania County Director of Economic Development

RE: Consideration of Resolution No. 2024-11-13-5E, approving the negotiation, execution and delivery of a Mitigation Agreement with HGS, LLC, a wholly-owned subsidiary of Resource Environmental Solutions, LLC, a Louisiana limited liability company, for certain wetlands mitigation work within the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, and where the Mitigation Agreement's minimum business terms will include a $50,000.00 fee for a 2-year option to buy certain environmental credits at a set rate, and if changes in governmental regulations or guidance cause the Authority's inability to use the environmental credits, then HGS, LLC will refund a pro rata portion of the $50,000.00 fee; and where the Mitigation Agreement will be subject to the approval by legal counsel to the Authority as to legal form – Brian K. Bradner, P.E., Senior Vice President, Dewberry Engineers

ATTACHMENTS

1. Resolution 2024-11-13-5E - PRM Mitigation

Resolution No. 2024-11-13-5E

A RESOLUTION APPROVING THE NEGOTIATION, EXECUTION AND DELIVERY OF A MITIGATION AGREEMENT WITH HGS, LLC, A WHOLLY-OWNED SUBSIDIARY OF RESOURCE ENVIRONMENTAL SOLUTIONS, LLC, A LOUISIANA LIMITED LIABILITY COMPANY, FOR CERTAIN WETLANDS MITIGATION WORK WITHIN THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, AND WHERE THE MITIGATION AGREEMENT'S MINIMUM BUSINESS TERMS WILL INCLUDE A $50,000.00 FEE FOR A 2-YEAR OPTION TO BUY CERTAIN ENVIRONMENTAL CREDITS AT A SET RATE, AND IF CHANGES IN GOVERNMENTAL REGULATIONS OR GUIDANCE CAUSE THE AUTHORITY'S INABILITY TO USE THE ENVIRONMENTAL CREDITS, THEN HGS, LLC WILL REFUND A PRO RATA PORTION OF THE $50,000.00 FEE; AND WHERE THE MITIGATION AGREEMENT WILL BE 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, the Authority, as part of the continued development of its Southern Virginia Megasite at Berry Hill project (the "**SVM**"), requires certain wetland mitigation planning; and

WHEREAS, HGS, LLC, a wholly-owned subsidiary of Resource Environmental Solutions, LLC, a Louisiana limited liability company ("**RES**"), has presented that certain Mitigation Agreement (the "**Mitigation Agreement**"), a copy of which is attached as **Exhibit A**, incorporated herein by this reference, under which RES will provide or cause to be provided certain wetland mitigation work in the SVM (the "**Wetland Mitigation Services**"); and

WHEREAS, the Authority desires to negotiate, execute and deliver the Mitigation Agreement, under the following minimum business terms, including but not limited to:

1. the Authority would pay Fifty Thousand and 00/100 Dollars ($50,000.00) fee (the "**WMS Fee**") for a 2-year option to buy certain environmental credits at a set rate; and

2. if changes in governmental regulations or guidance cause the Authority's inability to use the environmental credits, then RES will refund a pro rata portion of the WMS Fee.

; and

WHEREAS, the Authority's Treasurer, as fiscal agent of the Authority, has determined that WMS Fee is available within a line item previously approved by the Authority as "**Unassigned Fund Balance**" or such other line item subject to certification by the Authority's Treasurer that funds for the WMS Fee are available within a budget line item previously approved by the Authority for such purposes or SVM developments; and

WHEREAS, the Authority has hereby determined, in open session, that the Mitigation Agreement, in furtherance of the development and marketing of the SVM, serves the purpose of the Authority to enhance the economic base of Pittsylvania County (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 the Mitigation Agreement, 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 the negotiation, execution and delivery of the Mitigation Agreement, subject to the approval by legal counsel to the Authority as to legal form and subject to Authority's Treasurer certification that funds for the WMS Fee are available within a budget line item previously approved by the Authority for such purposes. 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 Mitigation Agreement, 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 the Mitigation Agreement, 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 the Mitigation Agreement and the matters contemplated therein.

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

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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 November 13, 2024, 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 November 2024.

____

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

(SEAL)

Exhibit A

(Mitigation Agreement [*to be provided at meeting*]**)**

DANVILLE-PITTSYLVANIA
REGIONAL INDUSTRIAL FACILITY AUTHORITY

ITEM: 5.F.

DATE: November 13, 2024

FROM: Michael Adkins | Authority Treasurer

RE: Financial status reports as of October 31, 2024. Michael L. Adkins, Authority Treasurer.

SUMMARY

A Review of the financial status reports through October 31, 2024 will be provided at the meeting. The financial status reports as of October 31, 2024 are attached for the DP RIFA Board's review.

Staff recommends approving the financial status reports as of October 31, 2024 as presented.

ATTACHMENTS

1. Financial Reports

Danville - Pittsylvania Regional Industrial Facility Authority

Financial Status

Table of Contents

Danville-Pittsylvania Regional Industrial Facility Authority

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

As of October 31, 2024

	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
Funds from bond issuance	$7,300,000.00				
Issuance cost	(155,401.33)				
Refunding cost [7]	(52,500.00)				
Bank fees	(98.25)				
Interest earned to date	486,581.70				
Cane Creek Parkway [3]		$3,804,576.00	$3,724,241.16	$ -	
Swedwood Drive [2]		69,414.00	69,414.00	-	
Cane Creek Centre entrance [3]		72,335.00	53,878.70	-	
Financial Advisory Services		9,900.00	9,900.00	-	
Dewberry contracts [1]		69,582.50	69,582.50	-	
Dewberry contracts not paid by 1.7 grant [4, 5]		76,986.46	65,559.12	11,427.34	
Land		-	2,792,945.57	-	
Demolition services		71,261.62	71,261.62	-	
Legal fees		-	247,837.83	-	
CCC - Lots 3 & 9 project - RIFA Local Share [6]		142,190.00	112,464.98	-	
Other expenditures		2,250.00	347,194.30	2,250.00	
Total	$ 7,578,582.12	$ 4,318,495.58	$ 7,564,279.78	$ 13,677.34	**$ 625.00**

Notes:

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

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

[3] Project completed under budget

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

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

[5] The budget amount decreased $71,279.61 from the 9/30/2010 reports. This amount represented the remaining budget amount carried from the $1.7 SP grant upon its expiration for the following contracts: Wetland Delineation, Wetland Bank Plan Rev., Stream Concept Plan, & Stream Attribute Plan. Per Shawn Harden of Dewberry, these contracts are complete and finished under budget. The only contract that remains open is for Wetland Monitoring and the budget, expended, and encumbered amounts included here are only for this contract.

[6] This line item represents the amount of expenditures on the "CCC - Lots 3 & 9" budget sheet that is covered by bond funds. RIFA's local share of 5% of these project costs is being covered by these bond funds. Project finished under original budget.

[7] The $7.3 million bonds were refunded on 8/1/2013 with the issuance of refunding bonds in the amount of $5,595,000.

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

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

A

Danville-Pittsylvania Regional Industrial Facility Authority
General Expenditures for Fiscal Year 2025
As of October 31, 2024

	Funding	Budget	FY Expenditures	Current Month Expenditures	Encumbered	Unexpended / Unencumbered
Funding						
City Contribution	$ 125,000.00					
County Contribution	125,000.00					
Transfer from Unrestricted Fund Balance	40,500.00					
Contingency						
Miscellaneous contingency items		$ 4,000.00	$ 1,076.00	$ 1,009.00	$ -	$ 2,924.00
Total Contingency Budget		4,000.00	1,076.00	1,009.00	-	2,924.00
Legal		150,000.00	86,486.00	42,253.00	-	63,514.00
Accounting		28,000.00	5,000.00	5,000.00	-	23,000.00
Marketing		40,000.00	-	-	-	40,000.00
Postage & Shipping		100.00	-	-	-	100.00
Meals		4,500.00	1,425.06	471.42	-	3,074.94
Utilities		1,900.00	383.09	128.78	-	1,516.91
Insurance		3,000.00	-	-	-	3,000.00
Maintenance		59,000.00	19,560.00	4,890.00	-	39,440.00
Total	$ 290,500.00	$ 290,500.00	$ 113,930.15	$ 53,752.20	$ -	**$ 176,569.85**

Danville-Pittsylvania Regional Industrial Facility Authority
Southern Virginia Megasite at Berry Hill - Funding Other than Bond Funds
As of October 31, 2024

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"	642,590.86				
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	-	
Berry Hill/863 Dan River-Oak Hill Trail		50,000.00	50,000.00	-	
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		1,644,380.00	1,486,430.00	157,950.00	
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		75,000.00	58,590.00	16,410.00	
Dewberry Engineers		153,250.00	118,375.00	34,875.00	
HGS LLC		483,000.00	483,000.00	-	
Sellers Brothers		24,500.00	24,500.00	-	
Froehling & Robertson		2,500.00	2,500.00	-	
Transfer available funds to "Berry Hill Mega Park - Lot 4 Site Development" Project [8]		-	11,203.15	-	
Total	$ 24,451,745.10	$ 24,146,187.83	$ 23,933,982.12	$ 212,205.71	**$ 305,557.27**

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

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

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

Danville-Pittsylvania Regional Industrial Facility Authority
Southern Virginia Megasite at Berry Hill - Lot 4 Site Development
As of October 31, 2024

	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
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 October 31, 2024

	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
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.		413,540.00	407,040.00	6,500.00	
Virginia Nutrient Bank		84,420.00	84,420.00	-	
Jimmy R. Lynch & Sons, Inc.		3,716,936.30	3,482,831.18	234,105.12	
Treasurer of Virginia		6,100.00	6,100.00	-	
Fifth Mountain Engineering		30,000.00	30,000.00	-	
Total	$ 4,310,552.30	$ 4,250,996.30	$ 4,010,391.18	$ 240,605.12	**$ 59,556.00**

E

Danville-Pittsylvania Regional Industrial Facility Authority

Southern Virginia Megasite at Berry Hill - Water & Sewer

As of October 31, 2024

	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
TIC #2641 Phase I Sanitary Sewer					
Tobacco Commission Grant 2641	$ 4,840,977.86				
Local Match for Contractual Services	274,926.43				
Local Match for Property & Imp.	262,960.00				
TIC #3011 Water System Improvements Phase II					
Tobacco Commission Grant 3011	2,241,567.00				
Local Match for Property & Imp.	224,160.00				
City of Danville Utilities	3,716,897.35				
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**

F

Danville-Pittsylvania Regional Industrial Facility Authority

Cyber Park Site Development

As of October 31, 2024

	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
Funding					
MEP TROF Loan	$ 270,000.00				
Transfer from Other Income	152,090.00				
Transfer from SVM at BH Lots 1& 2	1,988,100.25				
Expenditures					
Dewberry Engineers Inc.		114,250.00	114,250.00	-	
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	1,888,695.24	99,405.01	
Total	$ 2,410,190.25	$ 2,410,190.25	$ 2,310,785.24	$ 99,405.01	**$ (0.00)**

G

Danville-Pittsylvania Regional Industrial Facility Authority

Rent, Interest, and Other Income Realized for Fiscal Year 2025

As of October 31, 2024

Source of Funds	Funding: Carryforward from FY2024	Funding: Receipts Current Month	Funding: Receipts FY2025	Expenditures FY2025	Unexpended / Unencumbered
Carryforward	$ 3,415,979.07				
Current Lessees					
Institute for Advanced Learning and Research (IALR) [1]		$ 23,342.11	$ 93,368.44		
Mountain View Farms of Virginia, L.C.		-	-		
Osborne Company of North Carolina, Inc.		-	-		
Capital Outdoor, Inc.		-	2,000.00		
American Electric Power		1,500.00	9,000.00		
Total Rent		$ 24,842.11	$ 104,368.44		
Interest Received [2]		$ -	$ 37,716.16		
Miscellaneous Income		$ 1,263,881.57	$ 3,566,870.96		
Expenditures					
Hawkins Research Bldg. Property Mgmt. Fee				$ 93,368.44	
Incentive Disbursements to Morgan Olson, LLC				$ 875,641.44	
Incentive Disbursements to Tyson				$ 1,676,195.48	
Economic Leadership LLC - Strategic Plan Development				$ 20,000.00	
				$ 12,323.82	
Transfers to other funding sheets				$ 618,895.75	
Totals	$ 3,415,979.07	$ 1,288,723.68	$ 3,708,955.56	$ 3,296,424.93	$ 3,828,509.70

Restricted [1]	$ 336,168.81
Unrestricted	$ 1,309,725.02
Committed	$ 2,182,615.87

[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.*

H

Danville-Pittsylvania Regional Industrial Facility Authority
Monthly Disbursements
October 2024

Check Number	Date	Vendor Name	Paid Amount
	10/4/2024	City of Danville	65.48
	10/4/2024	City of Danville	22.80
2681	10/16/2024	Brown Edwards	5,000.00
2682	10/16/2024	Fifth Mountain Engineering	1,642.50
2683	10/16/2024	IALR	23,342.11
2684	10/16/2024	IALR	471.42
2685	10/16/2024	KFH Group	8,479.55
2686	10/16/2024	Sellers Brothers	4,890.00
2687	10/16/2024	Troutman Pepper Hamilton Sanders	490.00
2688	10/16/2024	Womack Publishing	1,009.00
2689	10/16/2024	Christian & Barton	42,253.00
2690	10/16/2024	KFH Group	3,844.27
	10/20/2024	City of Danville	40.50

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Net Position [1, 2]
October 31, 2024*

		Unaudited FY 2025
Assets		
Current assets		
Cash - checking	$	1,272,045
Cash - money market		3,630,039
Accounts receivable		401,760
Total current assets		5,303,844
Noncurrent assets		
Restricted cash - project fund CCC bonds		20,802
Restricted cash - debt service fund CCC bonds		230,484
Capital assets not being depreciated		23,076,605
Capital assets being depreciated, net		19,233,152
Construction in progress		36,923,355
Total noncurrent assets		79,484,398
Total assets		84,788,242
Liabilities		
Current liabilities		
Retainage payable		99,405
Accrued interest		208,087
Accounts Payable		1,220,222
Economic development payable - current portion		147,000
Total current liabilities		1,674,714
Noncurrent liabilities		
Bonds payable - less current portion		205,000
Loans payable - less current portion		4,500,000
Total noncurrent liabilities		4,705,000
Total liabilities		6,379,714
Net Position		
Net investment in capital assets		79,048,914
Restricted - debt reserves		230,484
Unrestricted		(870,870)
Total net position	$	78,408,528

[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.

*Please note these statements are for the period ended October 31, 2024 as of October 30, 2024, the date of preparation. Due to statement preparation occurring in close proximity to month-end, these statements may not include some pending adjustments for the period.

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Revenues and Expenses and Changes in Fund Net Position
October 31, 2024*

	Unaudited FY 2025
Operating revenues	
Rental income	104,343
Other Income	314,355
Total operating revenues	418,698
Operating expenses [4]	
Mega Park expenses [3]	214,538
Cane Creek Centre expenses [3]	25,529
Cyber Park expenses [3]	78,861
Professional fees	37,558
Other operating expenses	37,693
Total operating expenses	394,179
Operating income (loss)	24,519
Non-operating revenues (expenses)	
Interest income	37,716
Total non-operating expenses, net	37,716
Net income (loss) before capital contributions	62,235
Capital contributions	
Contribution - City of Danville	231,097
Contribution - Pittsylvania County	231,097
Total capital contributions	462,194
Change in net position	524,429
Net position at July 1, 2024	77,884,099
Net position at October 31, 2024	$ 78,408,528

[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
October 31, 2024*

		Unaudited FY 2025
Operating activities		
Receipts from grant reimbursement requests	$	1,220,222
Receipts from leases		104,368
Other receipts		2,452,804
Payments to suppliers for goods and services		(3,061,751)
Net cash used by operating activities		715,643
Capital and related financing activities		
Capital contributions		-
Interest paid on bonds		(3,597)
Principal repayments on bonds		-
Net cash provided by capital and related financing activities		(3,597)
Investing activities		
Interest received		37,716
Net cash provided by investing activities		37,716
Net increase (decrease) in cash and cash equivalents		749,762
Cash and cash equivalents - beginning of year (including restricted cash)		4,403,607
Cash and cash equivalents - through October 31, 2024 (including restricted cash)	$	5,153,369
Reconciliation of operating loss before capital contributions to net cash used by operating activities:		
Operating income (loss)	$	24,519
Adjustments to reconcile operating loss to net cash used by operating activities:		
Changes in assets and liabilities:		
Change in prepaids		3,436
Change in other receivables		1,677,694
Change in accounts payable		(988,531)
Change in unearned income		(1,475)
Net cash used by operating activities	$	715,643

Components of cash and cash equivalents at October 31, 2024:		
American National - Checking	$	1,272,045
American National - General money market		3,630,039
Wells Fargo - $7.3M Bonds CCC Debt service fund		230,484
Wells Fargo - $7.3M Bonds CCC Project fund		20,802
	$	5,153,369