

Danville-Pittsylvania Regional Industrial Facility Authority

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

AGENDA

October 13, 2020

12:00 P.M.

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

County of Pittsylvania Members

**Robert W. Warren, Chairman
Ronald S. Searce
Vic Ingram, Alternate**

City of Danville Members

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

Staff

**Ken F. Larking, City Manager, Danville
David M. Smitherman, Pittsylvania County Administrator
Christian & Barton, LLP, Legal Counsel to Authority
Susan M. DeMasi, Authority Secretary
Michael L. Adkins, Authority Treasurer**

Danville-Pittsylvania Regional Industrial Facility Authority

1. MEETING CALLED TO ORDER

2. ROLL CALL

3. PUBLIC COMMENT PERIOD

Members of the public who desire to comment on a specific agenda item will be heard during this period. The Chairman/Vice Chairman of the Authority may restrict the number of speakers. Each speaker shall be limited to a total of three minutes for comments. *[Please note that the public comment period is not a question-and-answer session the public and the Authority]*

4. APPROVAL OF MINUTES OF THE SEPTEMBER 14, 2020 MEETING

5. NEW BUSINESS

- A. Financial Status Reports as of September 30, 2020 – Michael L. Adkins, CPA, Treasurer of the Authority, and Henrietta Weaver, CPA, City of Danville, Virginia *[via Conference Line: +1 (646) 558-8656 and Meeting ID: 92912430375]*

6. CLOSED SESSION

[During the closed session, all matters discussed shall involve receiving advice from legal counsel, and as such all communications during the closed session shall be considered attorney-client privileged.]

- A. As permitted by Section 2.2-3711(A)(5) of the Code of Virginia, 1950, as amended (“Virginia Code”), for discussion concerning one or more prospective businesses where no previous announcement has been made of that business’s interest in locating its facilities in one or more of the Authority’s projects, located in Pittsylvania County, Virginia, and/or Danville, Virginia; and
- B. As permitted by Virginia Code § 2.2-3711(A)(39) for discussion or consideration of records excluded under Virginia Code § 2.2-3705.6(3) (including without limitation (i) those certain confidential proprietary records voluntarily provided by private business pursuant to a promise of confidentiality from the Authority, and used by the Authority for business and trade development and (ii) those certain memoranda, working papers, or other information related to businesses that are considering locating or expanding in Virginia, prepared by the Authority, where competition or bargaining is involved and where disclosure of such information would adversely affect the financial interest of the Authority); such information being excluded from mandatory disclosure under Virginia Code § 2.2-3705.1(12) (information relating to the negotiation and award of a specific contract pertaining to the Authority’s Southern Virginia Megasite at Berry Hill project, Cyber Park project and/or Cane Creek Centre project, where competition or bargaining is involved and where the release of such information would adversely affect the bargaining power or negotiating strategy of the Authority) and Virginia Code § 2.2-3705.1(8) (appraisals and cost estimates of real property in one or more of the Authority’s projects subject to a proposed purchase, sale, or lease, prior to the completion of such purchase, sale, or lease); and

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- 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.

RETURN TO OPEN SESSION

- E. Reinstatement/Unmuting of Conference Line [*see Agenda Item 5A above*].
- F. Confirmation of Motion and Vote to Reconvene in Open Meeting.
- G. Motion to Certify Closed Meeting.

7. OLD BUSINESS CONTINUED

- A. Consideration of Resolution No. 2020-10-13-7A, selection of legal counsel (tabled from September 14, 2020 meeting as Agenda Item 7A) [*No written resolution.*]

8. COMMUNICATIONS FROM:

- A. Authority Board Members
- B. Staff

9. ADJOURN

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 4
Meeting Date:	10/13/2020
Subject:	Meeting Minutes
From:	Susan M. DeMasi, Authority Secretary

SUMMARY

Attached for the Board's approval are the Meeting Minutes from the Monday, September 14, 2020 Meeting.

ATTACHMENTS

Meeting Minutes – 09/14/2020

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

September 14, 2020

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:06 p.m. on the above date at the Institute for Advanced Learning and Research, 150 Slayton Avenue, Room 207, Danville, Virginia. Present were City of Danville Members Vice Chairman J. Lee Vogler, Jr., Sherman M. Saunders and Alternate Dr. Gary P. Miller. Pittsylvania County Members present were Chairman Robert W. Warren, Ronald S. Searce, and Alternate Vic Ingram.

City/County staff members attending were: City Manager Ken Larking, Deputy City Manager Earl Reynolds, Pittsylvania County Administrator David Smitherman, City of Danville Director of Economic Development Corrie Bobe, Pittsylvania County Director of Economic Development Matt Rowe, Christian & Barton Attorney Michael C. Guanzon, and Secretary to the Authority Susan DeMasi. Also present were Shawn Harden and Brian Bradner from Dewberry. *City of Danville Director of Finance Michael Adkins, Accountant Henrietta Weaver, and Program Manager Kelvin Perry, Pittsylvania County Project Manager Susan McCullough and Steve Lippman from Christian & Barton, attended the meeting electronically.*

Chairman Robert W. Warren presided.

PUBLIC COMMENT PERIOD

No one present desired to be heard.

APPROVAL OF MINUTES OF THE AUGUST 10, 2020 MEETING

Upon **Motion** by Mr. Searce and **second** by Mr. Vogler, Minutes of the August 10, 2020 Meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

NEW BUSINESS

5A. CONSIDERATION OF RESOLUTION NO. 2020-09-14-5A APPROVING A MUTUAL CANCELTION AGREEMENT WITH BGF INDUSTRIES

Pittsylvania County Director of Economic Development Matt Rowe explained in October 2018, BGF announced they would locate their corporate research center and headquarters for the North American operations in the Cyber Park. A big portion of their business was aerospace, and they have taken a big hit with COVID. Their automotive sector has bounced back, and they are anticipating aerospace getting back to normal by the 2022-2023 timeframe. The company noted they want to be good partners to RIFA and do not want to have site control knowing they will not be able to build something for two to three years. If RIFA had someone else who was looking at the site, they wanted to give RIFA the flexibility to locate them there if needed. BGF stated they were also 100% committed to the region and will locate into a temporary location until the aerospace industry rebounds. At that point, they will move forward building a new facility in the Cyber Park.

Mr. Searce **moved** for adoption of *Resolution No. 2020-09-14-5A, approving that certain mutual cancellation agreement with BGF Industries, Inc., a Delaware corporation ("BGF"), under which that certain Local Performance Agreement dated October 16, 2018, among BGF, the Authority, Pittsylvania County, Virginia, and the City of Danville, Virginia, will be cancelled in response to BGF's request to indefinitely suspend BGF's project at the Authority's Cyber*

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Park project located in Danville, Virginia, due to the pandemic (the Authority has not dispersed any incentive funds to BGF).

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

VOTE: 4-0
AYE: Warren, Searce, Saunders, Vogler (4)
NAY: None (0)

Mr. Rowe noted no incentive monies, no funds have been offered or given to BGF in advance.

5B. CONSIDERATION OF RESOLUTION NO. 2020-09-14-5B AUTHORIZING NEGOTIATION OF A BEST MANAGEMENT PRACTICES AGREEMENT WITH THE CITY

Shawn Harden of Dewberry Engineers explained as part of the Center for Advanced Manufacturing site plan the Institute was building, RIFA was required by both the Department of Environmental Quality and the City of Danville to have a Stormwater BMP Maintenance Agreement. Since RIFA will maintain ownership of that property, they will have to sign the BMP Maintenance Agreement. In turn, RIFA will have the Institute sign one, stating they will take over the Maintenance Agreement while they operate their facility there. If they came back and pulled out, RIFA would go back to being required to maintain that BMP facility.

Mr. Vogler **moved** for adoption of *Resolution No. 2020-09-14-5B, authorizing the negotiation, execution and delivery of a Best Management Practices Agreement with the City of Danville, Virginia, related to the construction and maintenance of on-site storm water management facilities on Lot 12B (PIN 76441) of the Authority's Cyber Park project.*

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

VOTE: 4-0
AYE: Warren, Searce, Saunders, Vogler (4)
NAY: None (0)

5C. CONSIDERATION OF RESOLUTION NO. 2020-09-14-5C APPROVING APPLICATIONS FOR STATE TRADEMARK REGISTRATIONS

Legal Counsel to the Authority Michael Guanzon explained the SVM building sign, approved by RIFA earlier this summer, has a logo that was generated. Staff has been tasked to make sure that RIFA will not have a problem with someone else having intellectual property rights. Staff did a preliminary search which came up clear from a statewide perspective; this resolution authorizes the application for state trademark protection. Staff did not add for federal protection; that was a lot more of a process and was quite expensive. The cost for the state was \$30 per application and there will be three categories they will ask for.

Mr. Searce **moved** for adoption of *Resolution No. 2020-09-14-5C, approving the submission of applications to register state trademark registrations being used in connection with the Authority's Southern Virginia Megasite at Berry Hill project, located in Pittsylvania County, Virginia.*

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

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VOTE: 4-0
AYE: Warren, Searce, Saunders, Vogler (4)
NAY: None (0)

5D. CONSIDERATION OF RESOLUTION NO. 2020-09-14-5D APPROVING AMENDMENT NO. 30 DATED AUGUST 17, 2020 WITH DEWBERRY

Brian Bradner of Dewberry Engineers explained this item was for the engineering, permitting and construction administration work for the proposed graded pad on Lot 1 and 2. The scope of work was consistent with what they have previously done at the Mega Site, and was required by the regulatory authorities. Mr. Rowe noted in talking with Mr. Feinman, it appears there was flexibility with regard to timing of expenditure of the funds, and would work with RIFA on the timing so the deadline wouldn't be as stringent.

Mr. Searce **moved** for adoption of *Resolution No. 2020-09-14-5D, approving Amendment No. 30, dated August 17, 2020, with Dewberry Engineers Inc., a New York corporation, for engineering services related to the Mega Park Master Plan, to provide grading and construction administration services for Lots 1 and 2 of the Authority's Southern Virginia Megasite at Berry Hill project, located in Pittsylvania County, Virginia, at a lump sum fee of \$290,000.00.*

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

VOTE: 4-0
AYE: Warren, Searce, Saunders, Vogler (4)
NAY: None (0)

5E. CONSIDERATION OF RESOLUTION NO. 2020-09-14-5E APPROVING A STATEMENT OF NON-FINANCIAL SUPPORT FOR VDOT'S CONSTRUCTION OF A CONNECTOR ROAD

Mr. Harden explained that as VDOT goes forward with the production of the road construction plans, they have to cross some streams and wetlands. This was a resolution in support of the Army Corp of Engineers permit application. Mr. Harden noted he made a recommendation to Mr. Rowe when they received the letter from the Army Corp, that RIFA should do this.

Mr. Saunders **moved** for adoption of *Resolution No. 2020-09-14-5E, approving that certain statement of non-financial support for the Virginia Department of Transportation's construction of the "Berry Hill Connector Road" on new alignment from the Oak Ridge Farms Road Interchange at Route 58 to Berry Hill Road in Pittsylvania County, Virginia.*

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

VOTE: 4-0
AYE: Warren, Searce, Saunders, Vogler (4)
NAY: None (0)

5F. FINANCIAL STATUS REPORTS AS OF AUGUST 30, 2020

City of Danville Director of Finance Michael Adkins, gave the Financial Status report as of

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August 31, 2020, beginning with the Cane Creek Bonds which showed no expenditures for the month of August. General Expenditures for FY 2020 show RIFA paid \$625 to Dewberry for Lot 3 survey at Cane Creek and \$35,389 to Christian & Barton for legal fees. For General Expenditures for FY 2021, RIFA paid \$238 for meals and \$31 for monthly utilities. Berry Hill Funding Other than Bonds for the Mega Site shows RIFA paid \$132,280 to Dewberry for Amendment #29 and \$298,500 to AEP related to infrastructure. For Lot 4 Site Development, RIFA expended \$50,839 to Haymes Brothers for Phase 1 Pad Expansion. Lot 8 Site Development showed no activity for August. Water and Sewer shows RIFA expended \$261,293 to Haymes Brothers for Sanitary Sewer Phase 1. Rent, Interest and Other Income for FY 20 shows no changes for August, and for FY 21 shows RIFA received \$25,412 from the Institute related to the Hawkins Building, \$77 in interest, and \$1,057 from Pittsylvania County for the monthly rent for Gefertec. RIFA paid \$25,412 to the Institute for the Hawkins' maintenance, \$868 to Mountain Roofing for roof repairs at the Hawkins Building and paid \$2,115 to the Institute for Gefertec rent.

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

VOTE: 4-0
AYE: Warren, Scarce, Saunders, Vogler (4)
NAY: None (0)

6. CLOSED SESSION

[During the closed session, all matters discussed shall involve receiving advice from legal counsel, and as such all communications during the closed session shall be considered attorney-client privileged.]

At 12:25 p.m. Mr. Scarce **moved** that the Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority be recessed in a Closed Meeting for the following purposes:

- A. As permitted by Section 2.2-3711(A)(5) of the Code of Virginia, 1950, as amended ("Virginia Code"), for discussion concerning one or more prospective businesses where no previous announcement has been made of that business's interest in locating its facilities in one or more of the Authority's projects, located in Pittsylvania County, Virginia, and/or Danville, Virginia; and
- B. As permitted by Virginia Code § 2.2-3711(A)(39) for discussion or consideration of records excluded under Virginia Code § 2.2-3705.6(3) (including without limitation (i) those certain confidential proprietary records voluntarily provided by private business pursuant to a promise of confidentiality from the Authority, and used by the Authority for business and trade development and (ii) those certain memoranda, working papers, or other information related to businesses that are considering locating or expanding in Virginia, prepared by the Authority, where competition or bargaining is involved and where disclosure of such information would adversely affect the financial interest of the Authority); such information being excluded from mandatory disclosure under Virginia Code § 2.2-3705.1(12) (information relating to the negotiation and award of a specific contract pertaining to the Authority's Southern Virginia Megasite at Berry Hill project, Cyber Park project and/or Cane Creek Centre project, where competition or bargaining is involved and where the release of such information would adversely affect the bargaining power or negotiating

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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.

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

VOTE: 4-0
AYE: Warren, Searce, Saunders, Vogler (4)
NAY: None (0)

Return to Open Session - Reinstatement/Unmuting of Conference Line.

On **Motion** by Mr. Saunders and **second** by Mr. Searce and by unanimous vote at 1:56 p.m., the Authority returned to open meeting.

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

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

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

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

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

VOTE: 4-0
AYE: Warren, Searce, Saunders, Vogler (4)
NAY: None (0)

NEW BUSINESS CONTINUED

7A. CONSIDERATION OF RESOLUTION NO. 2020-09-14-7A SELECTION OF LEGAL COUNSEL

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Mr. Vogler **moved** that Agenda Item 7A - *Consideration of Resolution No. 2020-09-14-7A, selection of legal counsel*, be **TABLED**.

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

VOTE: 4-0
AYE: Warren, Searce, Saunders, Vogler (4)
NAY: None (0)

7B. CONSIDERATION OF EXTENDING THE CLOSING DEADLINE AND CONTRACT WITH REALTYLINK

Mr. Vogler **moved** for adoption of *Resolution 2020-09-14-7B, to extend the Closing Deadline in the Contract of Sale with RealtyLink Investments LLC dated November 21, 2019 from September 30, 2020 to December 31, 2020. The Chairman or Vice Chairman shall be authorized to execute and deliver an amendment consistent with this resolution.* [No written resolution]

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

VOTE: 4-0
AYE: Warren, Searce, Saunders, Vogler (4)
NAY: None (0)

COMMUNICATIONS

Mr. Saunders congratulated Matt Rowe for his recognition in *Virginia Business* magazine, it speaks well of Mr. Rowe and for RIFA, and Mr. Vogler noted his congratulations to Mr. Rowe on his new family addition.

Mr. Warren noted his congratulations to Mr. Rowe on both the new family addition and his recognition in *Virginia Business*; he appreciates Mr. Rowe's hard work, and also the hard work of Ms. Bobe. Mr. Warren congratulated Mr. Saunders on the building named after him, it was a well-deserved honor.

Meeting adjourned at 2:04 p.m.

APPROVED:

Chairman

Secretary to the Authority

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5A
Meeting Date:	October 13, 2020
Subject:	Financial Status Reports – September 30, 2020
From:	Michael L. Adkins, Authority Treasurer

SUMMARY

A review of the financial status reports through September 30, 2020 will be provided at the meeting. The financial status reports as of September 30, 2020 are attached for the DPRIFA Board's review.

RECOMMENDATION

Staff recommends approving the financial status reports as of September 30, 2020 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 FY2021
- C. SVMS at Berry Hill – Funding Other than Bond Funds
- D. SVMS at Berry Hill – Lot 4 Site Development
- E. SVMS at Berry Hill – Lot 8 Site Development
- F. SVMS at Berry Hill – Water & Sewer
- G. Rent, Interest, and Other Income Realized
- H. Monthly Checks
- I. Unaudited Financial Statements

Danville-Pittsylvania Regional Industrial Facility Authority

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

As of September 30, 2020

	<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	50,001.62	26,984.84	
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		-	347,194.30	-	
Total	\$ 7,578,582.12	\$ 4,316,245.58	\$ 7,548,722.28	\$ 26,984.84	\$ 2,875.00

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.

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

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

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

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

Road Summary-Cane Creek Parkway:

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

Funding Summary - Cane Creek Parkway

VDOT	\$ 1,467,340.00
Bonds	3,804,576.00
	\$ 5,271,916.00

Danville-Pittsylvania Regional Industrial Facility Authority

General Expenditures for Fiscal Year 2021

As of September 30, 2020

	<u>Funding</u>	<u>Budget</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
Funding					
City Contribution	\$ 25,000.00				
County Contribution	25,000.00				
Carryforward from FY2020	(50,019.37)				
Transfer from Unrestricted Fund Balance	200,000.00				
Contingency					
Miscellaneous contingency items		\$ 10,000.00	\$ 2,075.00	\$ -	\$ 7,925.00
Total Contingency Budget		10,000.00	2,075.00	-	7,925.00
Legal		160,080.63		-	160,080.63
Accounting		22,400.00		-	22,400.00
Annual Bank Fees		-		-	-
Postage & Shipping		100.00		-	100.00
Meals		4,000.00	506.17	-	3,493.83
Utilities		400.00	61.40	-	338.60
Insurance		3,000.00	2,353.00	-	647.00
Total		\$ 199,980.63	\$ 4,995.57	\$ -	\$ 194,985.06

Danville-Pittsylvania Regional Industrial Facility Authority
Southern Virginia Megasite at Berry Hill - Funding Other than Bond Funds
As of September 30, 2020

Funding	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
City contribution	\$ 134,482.50				
County contribution	134,482.50				
City advance for Klutz, Canter, & Shoffner property ^{1,4}	10,340,983.83				
Tobacco Commission FY09 SSED Allocation	3,370,726.00				
Tobacco Commission FY10 SSED Allocation - Engineering Portion	407,725.00				
Tobacco Comm. FY10 SSED Allocation - Eng. Portion Deobligated	(244,797.00)				
Local Match for TIC FY10 SSED Allocation - Engineering Portion ⁵	76,067.61				
Additional funds allocated by RIFA Board on 1/14/2013 ⁶	11,854.39				
TIC #2264 - Phase II Land and Engineering	3,700,000.00				
VA Economic Development Partnership MEI Grant Funds	577,503.14				
Land					
Klutz property		\$ 8,394,553.50	\$ 8,394,553.50	\$ -	
Canter property ²		1,200,000.00	1,200,000.00	-	
Adams property		37,308.00	37,308.00	-	
Carter property		5,843.00	5,843.00	-	
Jane Hairston property		1,384,961.08	1,384,961.08	-	
Bill Hairston property		201,148.00	201,148.00	-	
Shoffner Property		1,872,896.25	1,872,896.25	-	
401 Buford Road		246,082.96	246,082.96	-	
Off State Road 1055		181,890.19	181,890.19	-	
604 Buford Road		361,896.60	361,896.60	-	
Other					
Dewberry & Davis		28,965.00	28,965.00	-	
Dewberry & Davis ³		990,850.00	987,879.29	2,970.71	
Consulting Services - McCallum Sweeney ⁷		115,000.00	103,796.85	-	
Dewberry Engineers (related to #2264)		160,500.00	160,500.00	-	
Dewberry Engineers		378,439.14	288,455.00	89,984.14	
Appalachian Power Company		1,655,000.00	678,500.00	976,500.00	
Banister Bend Farm, LLC		199,064.00	199,064.00	-	
Transfer available funds to "Berry Hill Mega Park - Lot 4 Site Development" Project ⁸		-	11,203.15	-	
Total	\$ 18,509,027.97	\$ 17,414,397.72	\$ 16,344,942.87	\$ 1,069,454.85	\$ 1,094,630.25

¹ This figure does not include the interest the City lost from the uninvested funds, which was paid to the City 1/3/2012 and totaled \$144,150.41.

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

³ This contract was originally for \$814,500, but has been amended to include a traffic impact analysis, and a cemetery survey. \$740,000 was covered by the FY09 Tobacco Allocation. \$162,928 was covered by the FY10 Tobacco Allocation. \$87,922 will be covered with RIFA Funds.

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

⁵ The RIFA Board approved to utilize the remaining funds from the Mega Park bond funds and approximately \$65,000 of the 'Funds Available for Appropriation' towards the local match for the engineering portion of Tobacco Commission grant #1916 for the Berry Hill Mega Park.

⁶ Due to the expiration of the Tobacco 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 September 30, 2020

Funding	Funding	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
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				
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	-	
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	\$ 7,900,356.15	\$ 7,900,026.55	\$ 7,900,026.55	\$ -	<u>\$ 329.60</u>

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 - Lot 8 Site Development

As of September 30, 2020

	<u>Funding</u>	<u>Budget / Contract Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
Funding					
TIC #3358 Site Improvements for Project Lignum					
Tobacco Commission Grant	\$ 2,624,800.00				
Expenditures					
Dewberry Engineers Inc.		89,300.00	82,800.00	6,500.00	
Total	\$ 2,624,800.00	\$ 89,300.00	\$ 82,800.00	\$ 6,500.00	\$ <u>2,535,500.00</u>

Danville-Pittsylvania Regional Industrial Facility Authority

Southern Virginia Megasite at Berry Hill - Water & Sewer

As of September 30, 2020

	<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	1,949,168.76				
Expenditures					
Dewberry Engineers Inc.		1,019,764.99	675,059.99	344,705.00	
Haymes Brothers, Inc. - Phase I Sanitary Sewer		5,092,668.30	5,092,668.30	-	
Haymes Brothers, Inc. - Phase I Sanitary Sewer (City)		1,335,128.76	438,553.95	896,574.81	
C.W. Cauley & Son - Phase 1 Water		1,843,540.00	950,565.25	892,974.75	
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	\$ 9,793,760.05	\$ 9,328,673.05	\$ 7,194,418.49	\$ 2,134,254.56	\$ <u>465,087.00</u>

Danville-Pittsylvania Regional Industrial Facility Authority

Rent, Interest, and Other Income Realized for Fiscal Year 2021

As of September 30, 2020

Source of Funds	Funding		Expenditures FY2021	Unexpended / Unencumbered
	Carryforward from FY2020	Receipts Current Month		
<u>Carryforward</u>	\$ 1,034,570.10			
<u>Current Lessees</u>				
Institute for Advanced Learning and Research (IALR) ¹		\$ 25,412.50	\$ 76,237.50	
Total Rent		\$ 25,412.50	\$ 76,237.50	
<u>Interest Received</u> ²		\$ 77.47	\$ 154.91	
<u>Miscellaneous Income</u>		\$ 1,057.00	\$ 3,171.00	
Expenditures				
Hawkins Research Bldg. Property Mgmt. Fee			\$ 50,825.00	
Hawkins Research Bldg. Repairs & Maintenance			\$ 868.36	
Transfer to General Expenditures budget			\$ 200,000.00	
Disbursements for Gerfertec incentives			\$ 6,344.01	
Totals	\$ 1,034,570.10	\$ 26,546.97	\$ 79,563.41	\$ 258,037.37
				\$ 856,096.14
			Restricted ¹	\$ 338,239.20
			Unrestricted	\$ 18,512.63
			Committed	\$ 499,344.31

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 Ind. Facility Authority
Check Detail
September 2020

<u>Check Number</u>	<u>Date</u>	<u>Vendor Name</u>	<u>Paid Amount</u>
WIRE	09/20/2020	City of Danville	30.70
2358	09/14/2020	IALR	268.10
2359	09/14/2020	IALR	2,114.67
2360	09/14/2020	IALR	25,412.50
2361	09/14/2020	Dewberry Engineers Inc.	85,525.00
2362	09/14/2020	Haymes Brothers, Inc	177,261.07
2363	09/14/2020	Treasurer of Virginia	2,000.00

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Net Position^{1, 2}
September 30, 2020*

	Unaudited FY 2021
Assets	
<i>Current assets</i>	
Cash - checking	\$ 378,505
Cash - money market	456,104
Accounts receivable	814,955
<i>Total current assets</i>	1,649,564
<i>Noncurrent assets</i>	
Restricted cash - project fund CCC bonds	36,360
Restricted cash - debt service fund CCC bonds	506,399
Capital assets not being depreciated	23,832,535
Capital assets being depreciated, net	22,505,505
Construction in progress	14,628,421
<i>Total noncurrent assets</i>	61,509,220
Total assets	63,158,784
Liabilities	
<i>Current liabilities</i>	
Retainage payable	57,292
Accrued interest	37,496
Accounts payable	1,129,529
Unearned income	3,475
Bonds payable - current portion	445,000
<i>Total current liabilities</i>	1,672,792
<i>Noncurrent liabilities</i>	
Bonds payable - less current portion	1,675,000
<i>Total noncurrent liabilities</i>	1,675,000
Total liabilities	3,347,792
Net Position	
Net investment in capital assets	58,882,821
Restricted - debt reserves	506,399
Unrestricted	421,772
Total net position	\$ 59,810,992

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
September 30, 2020*

	Unaudited FY 2021
Operating revenues	
Virginia Tobacco Commission Grants	561,240
Rental income	76,237
Total operating revenues	637,477
Operating expenses⁴	
Mega Park expenses ³	1,800,184
Cane Creek Centre expenses ³	20,177
Cyber Park expenses ³	90,177
Professional fees	22,206
Other operating expenses	4,407
Total operating expenses	1,937,151
Operating income (loss)	(1,299,674)
Non-operating revenues (expenses)	
Interest income	155
Interest expense	(37,496)
Total non-operating expenses, net	(37,341)
Net income (loss) before capital contributions	(1,337,015)
Capital contributions	
Contribution - City of Danville	532,095
Contribution - Pittsylvania County	281,551
Total capital contributions	813,646
Change in net position	(523,369)
Net position at July 1, 2020	60,334,361
Net position at September 30, 2020	\$ 59,810,992

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.

⁵ Please note this statement will change once all FY2020 entries are made and may also change depending on audit adjustments, if any, for FY2020 and the nature of those audit adjustments.

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Cash Flows
*September 30, 2020**

	Unaudited FY 2021
Operating activities	
Receipts from grant reimbursement requests	\$ 561,240
Receipts from leases	76,237
Payments to suppliers for goods and services	(1,937,151)
Net cash used by operating activities	(1,299,674)
Capital and related financing activities	
Capital contributions	813,645
Interest paid on bonds	(37,496)
Net cash provided by capital and related financing activities	776,149
Investing activities	
Interest received	155
Net cash provided by investing activities	155
Net increase (decrease) in cash and cash equivalents	(523,370)
Cash and cash equivalents - beginning of year (including restricted cash)	1,900,738
Cash and cash equivalents - through September 30, 2020 (including restricted cash)	\$ 1,377,368
Reconciliation of operating loss before capital contributions to net cash used by operating activities:	
Operating income (loss)	\$ (1,299,674)
Net cash used by operating activities	\$ (1,299,674)
Components of cash and cash equivalents at September 30, 2020:	
American National - Checking	\$ 378,505
American National - General money market	456,104
Wells Fargo - \$7.3M Bonds CCC Debt service fund	506,399
Wells Fargo - \$7.3M Bonds CCC Project fund	36,360
	\$ 1,377,368

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.: Item 6ABCDEFG

Meeting Date: 10/13/2020

Subject: Closed Session

From: Chairman

- A. As permitted by Section 2.2-3711(A)(5) of the Code of Virginia, 1950, as amended (“Virginia Code”), for discussion concerning one or more prospective businesses where no previous announcement has been made of that business’s interest in locating its facilities in one or more of the Authority’s projects, located in Pittsylvania County, Virginia, and/or Danville, Virginia; and
- B. As permitted by Virginia Code § 2.2-3711(A)(39) for discussion or consideration of records excluded under Virginia Code § 2.2-3705.6(3) (including without limitation (i) those certain confidential proprietary records voluntarily provided by private business pursuant to a promise of confidentiality from the Authority, and used by the Authority for business and trade development and (ii) those certain memoranda, working papers, or other information related to businesses that are considering locating or expanding in Virginia, prepared by the Authority, where competition or bargaining is involved and where disclosure of such information would adversely affect the financial interest of the Authority); such information being excluded from mandatory disclosure under Virginia Code § 2.2-3705.1(12) (information relating to the negotiation and award of a specific contract pertaining to the Authority’s Southern Virginia Megasite at Berry Hill project, Cyber Park project and/or Cane Creek Centre project, where competition or bargaining is involved and where the release of such information would adversely affect the bargaining power or negotiating strategy of the Authority) and Virginia Code § 2.2-3705.1(8) (appraisals and cost estimates of real property in one or more of the Authority’s projects subject to a proposed purchase, sale, or lease, prior to the completion of such purchase, sale, or lease); and
- C. As permitted by Virginia Code § 2.2-3711(A)(3) for discussion or consideration of the acquisition and/or the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority; and
- D. As permitted by Virginia Code § 2.2-3711(A)(8) for consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel.

RETURN TO OPEN SESSION

- E. Reinstatement/Unmuting of Conference Line.
- F. Confirmation of Motion and Vote to Reconvene in Open Meeting.
- G. Motion to Certify Closed Meeting.