

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

June 14, 2021

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:11 p.m. on the above date at the Institute for Advanced Learning and Research, 150 Slayton Avenue, Room 206, Danville, Virginia. Present were City of Danville Members Chairman Sherman M. Saunders, J. Lee Vogler, Jr., and Alternate Dr. Gary P. Miller. Pittsylvania County Members present were Robert W. Warren and Alternate Vic Ingram. Vice Chairman Ronald S. Searce was absent.

City/County staff members attending were: Pittsylvania County Administrator David Smitherman, Deputy City Manager Earl Reynolds, 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 from Dewberry. *City of Danville Director of Finance/Authority Treasurer Michael Adkins, and City of Danville Accountant Henrietta Weaver, attended the meeting electronically. Mr. Reynolds entered the meeting at 12:30 p.m.*

Chairman Sherman M. Saunders presided.

PUBLIC COMMENT PERIOD

No one present desired to be heard.

APPROVAL OF MINUTES OF THE MAY 10, 2021 MEETING

Upon **Motion** by Mr. Vogler and **second** by Mr. Warren, Minutes of the April 12, 2021 Meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

4.1. CONTINUATION OF OLD BUSINESS

4.1A - CONSIDERATION OF RESOLUTION NO. 2021-06-14-4.1A, AUTHORIZING THE EXECUTION OF A FORBEARANCE AGREEMENT

City of Danville Director of Economic Development Corrie Bobe explained this item was discussed at last month's meeting. Harlow Fastech had requested a forbearance of repayment of their TROF loan to the Tobacco Commission. The Commission did reach out to staff requesting RIFA's approval of this forbearance; it would push back their first payment to February of 2024 instead of February of 2022. As discussed in the last meeting, staff did take a request to the Tobacco Commission Board for the reduction of the amount of the loan, given the extended timeline and the anticipated depreciation of the asset associated with the loan; it was not approved. They did say if there were concerns related to the success of the project, long-term, RIFA can always come back and request the reduction at a later date.

Mr. Vogler **moved** for approval of *Resolution No. 2021-06-14-4.1A, authorizing the execution of a Forbearance Agreement with the Tobacco Region Revitalization Commission, the City of Danville, Virginia, Pittsylvania County, Virginia and Harlow Fastech LLC, a Virginia limited liability company for a loan approved on October 15, 2018 used to recruit Harlow Fastech LLC to the Authority's Cyber Park project, located in Danville, Virginia.*

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

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VOTE: 3-1
AYE: Ingram, Saunders, and Vogler (3)
NAY: Warren (1)

NEW BUSINESS

5A. CONSIDERATION OF RESOLUTION NO. 2021-06-14-5A, APPROVING AND ADOPTING NEW LOGO OF THE AUTHORITY

Authority Secretary Susan DeMasi noted this was at the request of staff as the old letterhead was very dated. Staff took the logo from the Danville Pittsylvania Economic Development shared project file and used that to update the letterhead.

Mr. Warren **moved** to *approve Resolution No. 2021-06-14-5A, approving and adopting new logo of the Authority.*

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

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

5B. CONSIDERATION OF RESOLUTION NO. 2021-06-14-5B, FURTHER REVISING THE AMENDED AND RESTATED BYLAWS OF THE AUTHORITY

Authority Attorney Michael Guanzon explained there was discussion at the last meeting about trying to give more flexibility to the localities; the City Manager, County Administrator, RIFA Treasurer and he reviewed it. They came up with an ability for the localities, under the Cost Revenue and Sharing Agreement, to have certain expenditures, pursuant to that agreement, in advance of a meeting. Before, it was limited to \$10,000 with a vote at the next meeting for ratification, but it was limited to if there was a prospect coming in and needed some site work done or for certain expenses. The City and the County looked at what authority they had generally from their respective localities in their capacity as City Manager and County Administrator. They put in there that so long as the City Manager and County Administrator were in agreement, they can jointly incur up to \$50,000 in reasonable expenses for any project with a limit of \$100,000 total for that month so long as the RIFA Treasurer can certify there were funds available for that expense. That was consistent with what each of them would be able to do anyway and this was replacing and changing the bylaws on that point. Authority Treasurer Michael Adkins noted the by-laws indicated that an expenditure like this had to have a specifically identified prospect, and it did not help staff in cases where it might be general maintenance that was needed at the Mega Park, some type of emergency service, a certain need for mowing or something like that. It did not address those general administrative needs; this helps to address those needs and also increases the threshold dollar amount.

Mr. Warren **moved** to *approve Resolution No. 2021-06-14-5B, further revising the Amended and Restated Bylaws of the Authority adopted August 13, 2007, and last revised March 14, 2016, by amending Paragraph 2 of Article IV ("Member Locality Agreement") in its entirety to authorize the Member Localities, by acting jointly through their City Manager and County Administrator, to incur, on behalf of the Authority, up to \$50,000.00 in reasonable expenses for any one item, with an aggregate limit of \$100,000.00 in any calendar month, subject to*

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certification by the Authority's Treasurer of designated funds therefor, which may include without limitation funds designated in the Authority's budget as "unassigned, unencumbered general funds" and to reporting of the same to the Board at its next regular meeting.

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

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

5C. CONSIDERATION OF RESOLUTION NO. 2021-06-14-5C, APPROVING CERTAIN PROCUREMENT GUIDELINES OF THE AUTHORITY

Mr. Guanzon explained this item was a follow up from last month; the same parties met and discussed having procurement policy guidance. RIFA was exempt under FOIA to go through the procurement process; the General Assembly did that to give a little more flexibility for economic development. Based on the discussion staff had, it was important that the constituent member localities, the City and the County, have some type of short form procurement in the interest of transparency. The discussion was that when the City and the County staff, working on behalf of RIFA, were going to present something to the Board, they will have guidance going through this process. The City Manager and County Administrator would come up with an agreed upon process for some form of procurement, whether it was a bid process or a number of quotes, then they would follow it. Staff wanted to make sure they were careful to say they were going to have a lite version of this procurement process and it will give the City and the County, acting through their City Manager and County Administrator, jointly to come up with that process.

Mr. Vogler **moved** for approval of *Resolution No. 2021-06-14-5C, approving certain procurement guidelines of the Authority without expansion or superseding the authorization of certain Authority's Staff under the Bylaws of the Authority or under a resolution passed by the Board of the Authority, and without waiver of certain exemptions applicable to the Authority under the Virginia Public Procurement Act.*

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

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

5D. CONSIDERATION OF RESOLUTION NO. 2021-06-14-5D, APPROVING THAT CERTAIN LOCAL PERFORMANCE AGREEMENT WITH MAKING EVERYTHING POSSIBLE, LLC

Ms. Bobe explained last week, the Governor's office sent out a media release stating the intention of MEP Limited, a UK based company, establishing its first US operations under Making Everything Possible, LLC, in the Cyber Park. Their project will be implemented over two phases, but the total investment in operation associated with both phases would be approximately \$6.4M, establishing a new manufacturing facility and the creation of 45 jobs with \$62,000 in average wages. Staff has worked with the RIFA attorney, City Manager and County Administrator to negotiate a Local Performance Agreement with this company. They

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signed off on it prior to the announcement, agreeing to all the negotiated terms, but within this local performance agreement, the community will be providing an industrial enhancement grant after performance was met, with a total value of \$250,000. Also, an Enterprise Zone grant valued at \$80,000, which again, received by the Company after performance measures were met; RIFA will provide up to \$75,000 to the Institute for up to one year's worth of leasing of a high bay in the new extension off the Charles Hawkins' Building and the City of Danville would be providing a reimbursement of housing of \$17,500. The majority of risk related to this local package would be the lease rate RIFA would pay to the Institute for one year of usage of that high bay space and the City would have the \$17,500 for the housing stipend. Everything else would be performance based and paid in arrears. Mr. Rowe noted the grant would be in the form of a tax rebate, so it would not be a grant per se; they would pay the taxes and 70% of that would be provided back to them for a five-year period.

Mr. Vogler **moved** to approve *Resolution No. 2021-06-14-5D, approving that certain Local Performance Agreement with Making Everything Possible, LLC, a Virginia limited liability company, and other Government Parties, under which the Authority would provide certain incentives, including (i) a \$250,000.00 industrial enhancement grant, (ii) up to \$75,000.00 in base rent at the Institute for Advanced Learning and Research in the Authority's Cyber Park project for a Phase 1 start-up center for molding and machining products in the aerospace and defense industries, (iii) the opportunity to ground lease land for a Phase 2 establishment of a production facility, and (iv) the application for and disbursement of certain state grants and loan, in exchange for capital investments of at least \$800,000.00 and the creation of 8 full-time jobs with an average yearly base wage of at least \$73,000.00 during Phase 1, and capital investments of at least \$6,445,000.00 and the creation of an additional 37 full time jobs with an average yearly base wage of least \$62,000.00 during Phase 2, in the Authority's Cyber Park project, located in Danville, Virginia.*

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

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

5E. CONSIDERATION OF RESOLUTION NO. 2021-06-14-5E, APPROVING THAT CERTAIN PROPOSAL FOR PROFESSIONAL ENGINEERING AND CONSTRUCTION ADMINISTRATION DATED APRIL 28, 2021, WITH DEWBERRY ENGINEERS INC.

Ms. Bobe explained there was an interest to continue site development within the Cyber Park, and staff was targeting Lot 7D at the intersection of Stinson and Slayton. They had engaged three engineering companies for quotes to provide the engineering drawings to grade the property for a 200,000 square foot building with the ability in the future to expand that out to house a 300,000 square foot building. Also, to help staff through the bidding process, engaging contractors to come and actually conduct the grading work, and overseeing the management of that construction process. One company did not provide a response, but staff did review two proposals; Dewberry gave the best proposal and provided a \$25,000 cost savings compared to its competitor. Staff recommended moving forward with Dewberry's proposal.

Dr. Miller questioned if they were going to build a shell building on that or just clear the lot, and Ms. Bobe noted at this time, the intention was to have a graded pad on that site. Mr.

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Smitherman stated for clarity, they were not appropriating funds for the grading, so \$42,000 will have to come out of fund balance for this section of the project. For RIFA to proceed to actual grading, they will have to identify a source of funds to make that happen. Ms. Bobe noted with previous conversations they identified the most recent sale of ROW where RIFA was cured with approximately \$700,000 from MVP, so there was cash on hand for it.

Mr. Vogler **moved** for approval of *Resolution No. 2021-06-14-5E, approving that certain Proposal for Professional Engineering and Construction Administration dated April 28, 2021, with Dewberry Engineers Inc., a New York corporation, for Lot 7D in the Authority's Cyber Park project, located in Danville, Virginia, for a lump sum fee of \$42,750.00.*

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

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

5F. CONSIDERATION OF RESOLUTION NO. 2021-06-14-5F, AUTHORIZING THE ISSUANCE OF ITS REVENUE BOND (TRANSMISSION LINE PROJECT), SERIES 2021, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$4,500,000.00

Pittsylvania County Director of Economic Development Matt Rowe explained the County in September of 2020 reached out and secured a \$4.5M loan through the Tobacco Commission, with a 1.5% interest rate for the purpose of trying to find a way to expedite the relocation of the existing 69kV AEP line. Staff discussed the term sheet with the Tobacco Commission and VRA and the term sheet has been signed; the City has been integrally involved in the process as well. Based upon certain timelines of large prospects at the Megasite, it was stated to staff that they needed to find a way to move that line. With that being the case, the VRA and the Tobacco Commission established a schedule with June 22nd to close on this loan. The loan would be "RIFA" because that was what the agreement was through AEP. The Memorandum of Understanding between the City and the County would be in place, sharing the liabilities associated with repayment of that loan. There was a provision in the Cane Creek Bond refinancing that if RIFA were to incur an additional \$100,000 or more of debt, that Wells Fargo Bank has to sign off in agreement or at least acknowledge that RIFA was doing that. At this time, he and Mr. Guanzon have had conversations with the VRA and County bond counsel, and were trying to work with Wells Fargo to do that. If they don't, or the timing was not advantageous to where RIFA was able to meet the requirements for AEP, then RIFA will need to go to plan B which may be putting it solely in the County's name with the MOU with the City, and working with the Tobacco Commission and VRA. Staff believes the State was fully behind this and why the Virginia Resource Authority was trying so hard to close. The June closing date was important because AEP has reserved a crew to get the work done before the end of this calendar year. If it runs over and not making substantial movement, AEP would repurpose that crew and the work would not be done until the end of 2021 or early 2022.

Mr. Saunders questioned the \$100,000 and Wells Fargo, could that be an issue and can RIFA address it, and Mr. Guanzon explained staff was hoping they could handle that. Basically, Wells Fargo has the security on the Cane Creek refinancing for the bonds that were done in July of 2019. That provision said that if RIFA was going to incur certain debt and it shows that it was paid for and everything was fine, RIFA has to give them 90 days advanced approval; RIFA doesn't have 90 days. Staff made calls and they were evaluating it; RIFA cannot close if they were going to violate the bonds. RIFA has the same bond counsel they had for the

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Cane Creek bonds and staff hopes that will help, to show RIFA can afford to do this; it was a matter of trying to work with the compressed time frames. Mr. Saunders questioned if they do need a Plan B will that require Board action and Mr. Guanzon stated it would require some adjustment for that, but Plan B will likely have to come from the City or the County. Staff will be following up this week with Wells Fargo, but the County needs to start having discussions to get their Plan B in place, so RIFA won't have to waste time to mobilize.

Mr. Warren **moved** to approve *Resolution No. 2021-06-14-5F, authorizing the issuance of its Revenue Bond (Transmission Line Project), Series 2021, in a principal amount not to exceed \$4,500,000.00; authorizing the execution and delivery of all financing documents in connection therewith, including without limitation the Financing Agreement, the Bond and the Support Agreements; and authorizing other matters in connection therewith.*

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

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

5G. CONSIDERATION OF RESOLUTION NO. 2021-06-14-5G, APPROVING THAT CERTAIN LOCAL PERFORMANCE AGREEMENT WITH WALRAVEN INC.

Mr. Rowe explained this project was announced right before the MEP project, it was a company based out of the Netherlands, a multinational construction materials leader. They were investing \$7.15M in the Cane Creek building with forty-six full time jobs, with an average wage of \$48,913. This company aligns very well with the regions' existing programs and workforce capabilities. The deal was structured so at the local level, everything would be provided after performance; they were looking at a five-year, 50% consecutive tax rebate which has a value of approximately \$73,000. Also, a one-time, \$500 per job payment of up to \$23,000, after the fact, and a waiver of building permit fees which will save the company as well. To this body there was no financial liability on this particular project, everything was being provided after performance.

Mr. Warren **moved** for approval of *Resolution No. 2021-06-14-5G, approving that certain Local Performance Agreement with Walraven Inc., a Michigan corporation, and others, under which the Authority and other Government Parties would provide certain incentives, including the application by the Authority for and disbursement of certain state grants and loan, and the opportunity to lease from the Industrial Development Authority of Danville, certain real property commonly known as 500 Cane Creek Parkway, in the Authority's Cane Creek Centre project located in Pittsylvania County, Virginia, in exchange for capital investments of at least \$7,150,000.00 and the creation of 46 full-time jobs with an average yearly base wage of at least \$48,913.00.*

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

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

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5H. FINANCIAL STATUS REPORTS AS OF MAY 31, 2021

Authority Treasurer Michael Adkins gave the Financial Status report as of May 31, 2021 beginning with the Cane Creek Bonds which showed no expenditures for May. General Expenditures for Fiscal Year 2021 show RIFA paid \$4,780 to Bannister Bend Farm for wetland credits, \$120 to Pittsylvania County for the solid waste fee for the property at 604 Buford Road, \$233 for meals and \$31 for monthly Utilities. Funding Other than Bonds for Berry Hill showed RIFA expended \$26,760 to Dewberry for work performed under Amendment #29, and Lots 1 and 2 Site Development at Berry Hill show RIFA expended \$8,250 to Dewberry for work done under Amendment #30. Water and Sewer at Berry Hill show RIFA expended \$492,597 to Haymes Brothers for continued work under Phase 1 of the Sanitary Sewer system. Rent, Interest and Other Income show RIFA received \$25,634 from the Institute for the Hawkins' Building for April and May, \$10,500 from RealtyLink for the 90 day ground lease, \$1,000 from Osborne Company, earned \$30 in interest, and paid \$22,817 to the Institute for the Hawkins' Building Maintenance.

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

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

5I. CONSIDERATION OF RESOLUTION NO. 2021-06-14-5I, APPROVING THE FISCAL YEAR 2022 GENERAL EXPENDITURES BUDGET

Mr. Adkins noted the proposed budget for General Expenditures for RIFA for the Fiscal Year 2022 had nothing unusual, and was pretty much a repeat of previous years. RIFA was receiving \$75,000 of funding from each locality and staff has put together a budget for the expenditures. If there were any unspent funds from the Fiscal Year 2021 budget, that will be carried forward as part of the contingent line item for the coming year.

Mr. Vogler **moved** to approve the Proposed Fiscal Year 2022 General Expenditures Budget; the Motion was **seconded** by Mr. Ingram and carried by the following vote:

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

5J. CONSIDERATION OF RESOLUTION NO. 2021-06-14-5J, RATIFYING THE PURCHASE PRICE FOR AN INTERCONNECTION EASEMENT AND RIGHT-OF-WAY

Mr. Rowe noted this item was for Strata Solar on the former Triangle Brick property next to the Megasite. They were building a large solar facility and needed to have an easement through the Megasite. RIFA needed property for them to have a connector road and they needed property from RIFA; it creates a very unique scenario. RIFA was able to purchase a right of way from them for the connector road; this was the largest portion of the right of way needed for the connector road to get it into the park. Staff was able to do that for a little over \$831,000, of that amount they had an existing grant, Tobacco Commission Grant Number 2264 for property improvements; the amount remaining was \$439,630. There was also an

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already appropriated local match of approximately \$392,000, which was where the \$831,630.25 comes from. The project looks very favorable and they anticipate the solar facility moving forward. The Board had already approved the agreements for this in the past, the only stipulation was what the final amount was going to be.

Mr. Vogler **moved** for approval of *Resolution No. 2021-06-14-5J, ratifying the purchase price under those certain Agreements for Purchase and Sale for an interconnection easement and right-of-way on certain real property in and adjacent to the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, by and between the Authority and Berry Hill Solar, LLC, a North Carolina limited liability company, pursuant to Resolution No. 2021-04-12-5B and Resolution No. 2021-04-12-5C.*

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

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

5K. CONSIDERATION OF RESOLUTION NO. 2021-06-14-5K, APPROVING THE NEGOTIATION, EXECUTION AND DELIVERY OF A MEMORANDUM OF UNDERSTANDING - MEGASITE

Mr. Smitherman noted staff was asking the Board to ratify what he and Mr. Larking have been granted authority to approve by their respective boards, which was the transaction of the water lines and sewer lines from Pittsylvania County Service Authority to the City of Danville. The documents have been executed but they felt that RIFA needed to be party to this agreement. City of Danville Director of Utilities Jason Grey noted the MOU allows the Utilities Department to be the water and sewer provider in the Berry Hill Park. There were already agreements with Eden to be the wastewater provider for the Park as well as Pittsylvania County.

Mr. Warren **moved** for approval of *Resolution No. 2021-06-14-5K, approving the negotiation, execution and delivery of a Memorandum of Understanding - Megasite with the Authority, the County of Pittsylvania, Virginia, and the City of Danville, Virginia, for the provision of water and sewer services for the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, which will allow the City of Danville, Virginia to take ownership of the infrastructure, allow the City of Danville, Virginia to collect fees, operate and expand the system, and maintain the system; and the City of Danville, Virginia will reimburse Pittsylvania County, Virginia for its cost in installing the infrastructure.*

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

VOTE: 4-0
AYE: Warren, Ingram, Saunders, and 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.]

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At 12:48 p.m. Mr. Vogler **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 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.

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. Ingram and carried by the following vote:

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

RETURN TO OPEN SESSION

On **Motion** by Mr. Warren and **second** by Mr. Ingram and by unanimous vote at 1:40 p.m., the Authority returned to open meeting. (Reinstatement/Unmuting of Conference Line.)

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

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

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

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

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

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

COMMUNICATIONS

There were no Communications from Board Members or staff.

Meeting Adjourned at 1:41 PM

APPROVED:

s/ Sherman M. Saunders
Chairman

s/ Susan M. DeMasi
Secretary to the Authority