

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

February 14, 2022

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:15 p.m. on the above date at the Institute for Advanced Learning and Research, 150 Slayton Avenue, Room 206, Danville, Virginia. Present were City of Danville Members Vice Chairman Sherman M. Saunders, J. Lee Vogler, Jr., and Alternate Dr. Gary P. Miller. Pittsylvania County Members present were Chairman Vic Ingram, Jessie Barksdale, and Alternate Darrell Dalton. *(Mr. Saunders entered the meeting at 12:25 p.m.)*

City/County staff members attending were: City Manager Ken Larking, Deputy City Manager Earl Reynolds, Interim County Administrator Clarence Monday, City of Danville Director of Economic Development Corrie Bobe, Assistant Director of Economic Development Barbara Fiedor, Pittsylvania County Director of Economic Development Matt Rowe, Pittsylvania County Project Manager Kattie Saunders, City of Danville Chief Financial Officer and Authority Treasurer Michael Adkins, City of Danville Budget Director Henrietta Weaver, Pittsylvania County Director of Finance Kim Van Der Hyde, Christian & Barton Attorney Michael C. Guanzon, and Secretary to the Authority Susan DeMasi. Also present were Shawn Harden and Brian Bradner from Dewberry, and City of Danville Director of Utilities Jason Grey.

Chairman Vic Ingram presided.

PUBLIC COMMENT PERIOD

No one present desired to be heard.

APPROVAL OF MINUTES OF THE JANUARY 10, 2022 MEETING

Upon **Motion** by Mr. Vogler and **second** by Mr. Barksdale, Minutes of the January 10, 2022 Meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

NEW BUSINESS

5A. CONSIDERATION OF RESOLUTION 2022-02-15-5A AUTHORIZING MODIFICATION OF THE MEMORANDUM OF UNDERSTANDING – MEGASITE

Director of Utilities Jason Grey explained at the June RIFA meeting, the RIFA Board approved a Memorandum of Understanding between the City, RIFA and County to pay the County back for water and sewer assets that the City will be using to serve Berry Hill; that total was approximately \$792,000. The City and the County finance departments saw that there was one Tobacco Commission grant that was not accounted for, for approximately \$440,000. This was to amend the original MOU to account for that Tobacco Commission grant and to allow the City to pay the County. Mr. Grey noted the sewer projects were complete, what was designed to be completed; most of the water was complete, about 60% with the northern loop, the Transco Route, still needed to be completed.

Mr. Ingram questioned if the water lines were active and Mr. Grey noted he spoke with Chris Adcock from the County, and he was looking at bringing water down to the park for fire plugs. Mr. Ingram explained he had been approached by two fire departments who had car fires, needed to tap into the water line, and he didn't know if that was written into the MOU. Mr. Grey explained it was a water quality issue, they wouldn't recommend that water to be used for domestic use, but it would certainly be able to be used for fire plugs.

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Mr. Vogler **moved** for adoption of *Resolution No. 2022-02-14-5A, authorizing the modification of that certain Memorandum of Understanding - Megasite with the Authority, the County of Pittsylvania, Virginia, and the City of Danville, Virginia, pursuant to Resolution No. 2021-06-14-5K, for the provision of water and sewer services for the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, in order to correct the amount of funds owed under the Memorandum of Understanding – Megasite.*

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

VOTE: 3-0
AYE: Barksdale, Ingram, Vogler (3)
NAY: None (0)

5B. CONSIDERATION OF RESOLUTION NO. 2022-02-14-5B AUTHORIZING EXECUTION AND RECORDATION OF AMENDMENTS TO THE DECLARATION OF PROTECTIVE COVENANTS

Pittsylvania County Director of Economic Development Matt Rowe noted they were working on acquiring all the necessary right of ways for the connector road, and the final one was through the Triangle Brick property. Strata Solar got that property for a solar project, and Dominion acquired the project; Dominion needs a right of way through RIFA property to get to the new substation that was being constructed. Legal Counsel Michael Guanzon explained this was approved in a prior deal where RIFA would be purchasing land for the right of way from the Triangle Brick property and in exchange, give them an easement to get to the substation. There were two separate transactions, but they were conditioned to each so one can't be closed out without being ready to close on the other. Dominion was looking at the Restrictive Covenants for Berry Hill and wanted to make sure they were allowed to do it. This Resolution was to amend the Restrictive Covenants to make some clarifications that they can do what they set out to do.

Mr. Vogler **moved** for adoption of *Resolution No. 2022-02-14-5B, authorizing the execution and recordation of one or more amendments to those certain Declaration of Protective Covenants dated August 14, 2017, and Supplemental Declaration of Protective Covenants dated October 1, 2017, as amended by that certain Amendment to Declaration of Protective Covenants dated June 24, 2020, covering the Authority's Southern Virginia Megasite at Berry Hill project located in Pittsylvania County, Virginia, to allow and to facilitate the construction, development and operation of interconnection facilities by Virginia Electric and Power Company, a Virginia corporation.*

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

VOTE: 3-0
AYE: Barksdale, Ingram, Vogler (3)
NAY: None (0)

5C. CONSIDERATION OF RESOLUTION NO. 2022-02-14-5C APPROVING AMENDMENT NO. 33 WITH DEWBERRY ENGINEERS

Mr. Rowe explained this item was to provide stormwater and wetlands planning, and an application for permitting for a 700-acre pad site at the Megasite; RIFA has active projects

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that were time sensitive and would require this planning and permitting to be done. The Megasite itself has all the water and sewer capacity in place to serve a large user within a very quick timeframe. Norfolk Southern has completed its upgrades on the rail side to make sure it had a high level of rail service. Natural Gas capacity was there for a large user as well. Appalachian Power was actively relocating the 69kV line and also installing the new 138kV transmission line and substation. They have worked with the Dewberry team to refine the numbers and find it to be a competitive figure utilizing the existing service contract with them; the funds were available in the unallocated fund balance. Ms. Bobe noted that each project that comes through seems to have a faster turnaround time for beginning operations. Being able to do this process now helps RIFA check the box that they can meet those needs in a timely manner and helps shave off a significant amount of time for them to begin construction.

Mr. Barksdale **moved** for adoption of *Resolution No. 2022-02-14-5C, approving Amendment No. 33, dated January 28, 2022, with Dewberry Engineers Inc., a New York corporation, for engineering services related to the Mega Park Master Plan, to provide pad expansion services for the Authority's Southern Virginia Megasite at Berry Hill project, located in Pittsylvania County, Virginia, at a lump sum fee of \$191,000.00.*

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

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

5D. CONSIDERATION OF RESOLUTION NO. 2022-02-14-5D, AUTHORIZING THE EXECUTION OF DEEDS OF DEDICATION AND DEEDS OF EASEMENT FOR PUBLIC STREET PURPOSES LOCATED IN, OR IN CLOSE PROXIMITY TO, THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL

Mr. Rowe noted staff has acquired the Nance, Mills and Weatherford properties and were in the closing process with the Dominion site. Staff met with VDOT last week, and VDOT now has the connector road plans finished, engineered and in the final stages of going out to bid in September of this year. As part of that, RIFA needs to turn those easements over to VDOT so they can proceed with the project. Mr. Guanzon and his team were reviewing the deed and title work that has been sent over by VDOT.

Mr. Barksdale **moved** for adoption of *Resolution No. 2022-02-14-5D, authorizing the negotiation, execution and delivery of Deeds of Dedication and Deeds of Easement for public street purposes and approving related development plans, consisting of certain portions of real property located in, or in close proximity to, the Authority's Southern Virginia Megasite at Berry Hill project located in Pittsylvania County, Virginia, in furtherance of the Virginia Department of Transportation's construction of the Berry Hill Connector Road.*

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

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

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5D. FINANCIAL STATUS REPORTS AS OF JANUARY 31, 2022

Authority Treasurer Michael Adkins gave the Financial Status report as of January 31, 2022 beginning with the Cane Creek Bonds which had one expenditure during the month of January of \$9,180 to Dewberry for Lot 9 surveying. General Expenditures for Fiscal Year 2022 show RIFA paid \$13,100 to Brown, Edwards for the Fiscal Year 2021 Audit reported on last month, \$726 for meals, \$76 for Utilities and \$29 to certify a letter by FedEx. Berry Hill Funding Other than Bonds showed no activity for January. Lots 1 and 2 did have an expenditure of \$24,750 to Dewberry for work completed under Amendment #30. Water and Sewer at Berry Hill showed \$6,310 expended to Dewberry for work under Amendment #20 and \$78,780 to CW Cauley & Son for Phase 1 of the Water infrastructure. Cyberpark Site Development showed no activity through January. Rent, Interest and Other Income for Fiscal Year 2022 show RIFA received \$43,932 from the Institute for the December and January rent for the Hawkins' building, \$1,200 from Mountain Valley Farms for the lease, and \$1,500 from AEP for the storage lease. The checking account earned \$19 in interest in January and RIFA also received \$3,575 from Pittsylvania County, for the County's share of MEP's rent for the month. RIFA expended \$21,966 to the Institute for Hawkins' Building maintenance agreement and \$7,150 to the Institute for payment of MEP's rent.

Mr. Barksdale **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: Barksdale, Ingram, Saunders, Vogler (4)
NAY: None (0)

6. CLOSED SESSION

City Manager Ken Larking asked the Board to consider allowing Michael Adkins, Authority Treasurer to sit in on closed session meetings so they will have a greater understanding of the financial transactions taking place and help the Board and Staff stay on top of what was necessary to meet the needs of RIFA. Mr. Guanzon noted that was already discussed with the Chairman, and Ms. Van Der Hyde from the County would be included as well.

[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 12:33 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:

- 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

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- 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: Barksdale, Ingram, Saunders, Vogler (4)
NAY: None (0)

RETURN TO OPEN SESSION

On **Motion** by Mr. Saunders and **second** by Mr. Vogler and by unanimous vote at 1:20 p.m., the Authority returned to open meeting.

Mr. Vogler **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

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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. Barksdale and carried by the following vote:

VOTE: 3-0
AYE: Barksdale, Ingram, and Vogler (3)
NAY: None (0)

Mr. Saunders stepped out of the meeting briefly.

NEW BUSINESS CONTINUED

7A. CONSIDERATION OF RESOLUTION NO. 2022-02-14-7A, IN RECOGNITION OF SERVICE OF ROBERT W. WARREN TO THE AUTHORITY AS A CHAIRMAN, VICE CHAIRMAN AND DIRECTOR

Mr. Vogler **moved** for adoption of a *Resolution in Recognition of Service of Robert W. Warren to the Authority as a Chairman, Vice Chairman and Director.*

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the "**Authority**") is a political subdivision of the Commonwealth of Virginia duly created by the cooperation and the joint action of the Danville City Council and the Pittsylvania County Board of Supervisors, pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, the purpose of the Authority is to enhance the economic base for its Member Localities of the City of Danville and Pittsylvania County, Virginia, by developing, owning, and operating one or more facilities on a cooperative basis; and

WHEREAS, beginning in January 2018, Robert W. Warren served as a Chairman, Vice Chairman and Member of the Board of Directors of the Authority, providing the guidance and leadership necessary for the Authority to fulfill its statutory purpose and to move forward in developing the economic future of the Danville-Pittsylvania County Region; and

WHEREAS, Robert W. Warren's service on the Board of Directors of the Authority ended contemporaneously with the December 31, 2021 expiration of his term of office as a Member of the Pittsylvania County Board of Supervisors.

NOW, THEREFORE, BE IT RESOLVED, that the Authority's Board of Directors, on behalf of themselves and the Authority's support staff, hereby expresses its sincere appreciation for the distinguished service of Robert W. Warren to the Authority; recognizes his devotion, duty and exemplary leadership to the Authority; and wishes him success in his future endeavors.

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

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

7B. CONSIDERATION OF RESOLUTION NO. 2022-02-14-7B, IN RECOGNITION OF SERVICE OF RONALD S. SCEARCE TO THE AUTHORITY AS A VICE CHAIRMAN AND DIRECTOR

Mr. Vogler **moved** for adoption of a *Resolution in Recognition of Service of Ronald S. Scarce to the Authority as a Vice Chairman and Director*:

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the “**Authority**”) is a political subdivision of the Commonwealth of Virginia duly created by the cooperation and the joint action of the Danville City Council and the Pittsylvania County Board of Supervisors, pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, the purpose of the Authority is to enhance the economic base for its Member Localities of the City of Danville and Pittsylvania County, Virginia, by developing, owning, and operating one or more facilities on a cooperative basis; and

WHEREAS, beginning in January 2018, Ronald S. Scarce served as a Vice Chairman and Member of the Board of Directors of the Authority, providing the guidance and leadership necessary for the Authority to fulfill its statutory purpose and to move forward in developing the economic future of the Danville-Pittsylvania County Region; and

WHEREAS, Ronald S. Scarce’s service on the Board of Directors of the Authority ended contemporaneously with the December 31, 2021 expiration of his term of office as a Member of the Pittsylvania County Board of Supervisors.

NOW, THEREFORE, BE IT RESOLVED, that the Authority’s Board of Directors, on behalf of themselves and the Authority’s support staff, hereby expresses its sincere appreciation for the distinguished service of Ronald S. Scarce to the Authority; recognizes his devotion, duty and exemplary leadership to the Authority; and wishes him success in his future endeavors.

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

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

7C. CONSIDERATION OF RESOLUTION NO. 2022-02-14-7C, IN MEMORIAM OF HENRY A. DAVIS, JR., FORMER DIRECTOR OF THE AUTHORITY

Mr. Vogler **moved** for adoption of a *Resolution in Memoriam of Henry A. Davis, Jr., former Director of the Authority*:

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the “**Authority**”) is a political subdivision of the Commonwealth of Virginia duly created by the cooperation and the joint action of the Danville City Council and the Pittsylvania County Board of Supervisors, pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, the purpose of the Authority is to enhance the economic base for its Member Localities of the City of Danville and Pittsylvania County, Virginia, by developing, owning, and operating one or more facilities on a cooperative basis; and

WHEREAS, beginning in January 2010, Henry A. Davis, Jr. served as a Member of the Board of Directors of the Authority, providing the guidance and leadership necessary for the Authority to fulfill its statutory purpose and to move forward in developing the economic future of the Danville-Pittsylvania County Region; and

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WHEREAS, Henry A. Davis, Jr.'s service on the Board of Directors of the Authority ended in December 2011.

NOW, THEREFORE, BE IT RESOLVED, that the Authority's Board of Directors, on behalf of themselves and the Authority's support staff, hereby recognize posthumously Henry A. Davis, Jr. for his remarkable achievements and the many unique contributions of dedication, determination, leadership, and service; and do hereby express sincere sympathy from the Authority to his family, friends, and colleagues.

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

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

COMMUNICATIONS

Mr. Barksdale noted it was a great meeting.

Mr. Saunders stated it was a great meeting and was glad to be of service to the region.

Mr. Vogler reminded everyone it was Valentine's Day, and he loved this region.

Mr. Ingram thanked Mr. Vogler for reading the Resolutions, and thanked staff for what they were doing.

Mr. Monday noted he was glad to be back, he was impressed by the progress he has seen since the five years he has been away and looked forward to getting out to Berry Hill and Cane Creek to see some of the successes he has read about.

Mr. Guanzon explained RIFA has received their trademarks for the name, Southern Virginia Megasite at Berry Hill, and presented them to the Board.

Meeting Adjourned at 1:58 PM

APPROVED:

s/ William V. Ingram
Chairman

s/ Susan M. DeMasi
Secretary to the Authority