

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY
Minutes
March 12, 2012

The Regular Meeting of the Danville Pittsylvania Regional Industrial Facility Authority convened at 12:20 p.m. on the above date in the Danville Regional Airport, Conference Room, 424 Airport Drive, Danville, Virginia. Present were City of Danville Members T. David Luther and alternate Fred O. Shanks. Vice Chairman Sherman M. Saunders was absent. Pittsylvania County Members present were Chairman Coy E. Harville, James Snead and Alternate Jessie L. Barksdale.

City/County staff members attending were: City Manager Joe King, Pittsylvania County Administrator Dan Sleeper, Danville Finance Director/Authority Treasurer Barbara Dameron, Pittsylvania County Director of Economic Development Ken Bowman, City of Danville Director of Economic Development Jeremy Stratton, Assistant County Administrator for Planning & Development Gregory Sides, Public and Governmental Affairs Consultant Lynwood Wright, City of Danville Marketing and Research Manager Corrie Teague, City of Danville Senior Accountant Patricia Conner, Clement and Wheatley Attorney Michael Guanzon, and Secretary to the Authority Susan DeMasi.

Dewberry & Davis project manager Shawn Harden was also present.

Chairman Harville called the Meeting to order.

PUBLIC COMMENT PERIOD

No one desired to be heard.

APPROVAL OF FEBRUARY 13, 2012 MINUTES

Upon **Motion** by Mr. Snead and **second** by Mr. Shanks, Minutes of the February 13, 2012 Meeting were approved, as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

OLD BUSINESS

5A. CONSIDERATION – RESOLUTION NO. 2012-03-12-5A, CONFIRMING THAT CERTAIN ADMINISTRATION STAFF OF A MEMBER LOCALITY HAVE AUTHORITY TO CERTIFY COMPLIANCE WITH RESTRICTIVE COVENANTS

Authority Attorney Michael Guanzon noted that this was a matter carried over from last month, the term “Zoning Administrator” needed to be changed to “Director of Planning”.

Mr. Luther **moved** adoption of *Resolution No. 2012-02-12-5A*, *confirming that certain administration staff of a member locality shall have the authority to certify, on behalf of the Authority, compliance with restrictive covenants covering projects and facilities of the Authority.*

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

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AYE: Harville, Snead, Luther and Shanks (4)
NAY: None (0)

NEW BUSINESS

6A. CONSIDERATION – RESOLUTION NO. 2012-03-12-6A – REVISING PARAGRAPH 1 OF ARTICLE VIII (“MEETINGS”) OF THE AMENDED AND RESTATED BY LAWS OF THE AUTHORITY

Authority Attorney Michael Guanzon noted with this Resolution, if the second Monday falls on a holiday of the City or the County, the meeting will be moved to the next business day.

Mr. Snead **moved** adoption of *Resolution 2012-03-12-6A*, revising paragraph 1 of Article VIII (“Meetings”) of the Amended and Restated Bylaws of the Authority adopted August 13, 2007, and last revised January 9, 2012, to provide that in the event that the date of any regular meeting determined by the Board is a date on which either the City’s administrative offices or the County’s administrative offices are closed for business, the regular meeting shall be held on the next date on which both the City’s administrative offices and the County’s administrative offices are open for business.

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

VOTE: 4-0
AYE: Harville, Snead, Luther and Shanks (4)
NAY: None (0)

6B. CONSIDERATION - RESOLUTION NO. 2012-03-12-6B – APPROVING A DEED OF CORRECTION FOR THE CONVEYANCE FROM THE AUTHORITY TO UNITED STATES GREEN ENERGY CORPORATION

Michael Guanzon noted this Resolution related to the Grant Agreement. RIFA approved a 28,000 square foot building but the deed attached to that was incorrect. Lynwood Wright, on behalf of USGE, noted that they do request a Deed of Correction.

Mr. Snead **moved** adoption of *Resolution No. 2012-03-12-6B*, approving a deed of correction for the conveyance from the Authority to the United States Green Energy Corporation, a Nevada corporation (“USGE”), of that certain real estate located in Pittsylvania County, Virginia, in the Authority’s Cane Creek Centre, known as New Lot 1, containing 59.118 Acres (GPIN 2347-39-1745), previously conveyed to USGE pursuant to that certain deed dated December 14, 2010, and recorded in the Clerk’s Office of the Circuit Court of Pittsylvania County, Virginia as Instrument No. 10-06880.

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

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VOTE: 4-0
AYE: Harville, Snead, Luther and Shanks (4)
NAY: None (0)

6C. CONSIDERATION – RESOLUTION 2012-03-12-6C APPROVING ACCEPTANCE OF BID PROPOSAL FROM TONY WILSON

Mr. Luther **moved** adoption of *Resolution 2012-03-12-6C, approving the acceptance of a bid proposal from Tony Wilson for services for removal of those certain improvements and structures including (i) that certain residence structure known as the Lake Shore House, located in Pittsylvania County, Virginia at the Authority's Cane Creek Centre (a portion of tax GPINs 2347-46-0892 and 2347-35-9903), and (ii) that certain residence structure commonly known as 1260 South Boston Road, located in Danville, Virginia, at the Authority's Cyber Park (a portion of tax pin 76641), at a total price of \$73,500.*

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

VOTE: 4-0
AYE: Harville, Snead, Luther and Shanks (4)
NAY: None (0)

6D. WETLAND BANK REPORT – GREGORY L. SIDES, ASSISTANT COUNTY ADMINISTRATOR AND SHAWN HARDEN, PROJECT MANAGER, DEWBERRY

Shawn Harden noted that Dewberry has been evaluating different mitigation techniques that are available for the wetlands and stream channel with respect to the Mega Park. They have looked at on-site creation, what is done onsite to create credits for stream channels and for wetland disturbance. Mr. Harden noted there is not enough onsite in the Mega Park to do mitigation for the entire project and are evaluating different options. He noted there are three banks available in this service region and Dewberry will evaluate them. Mr. Harden noted another option is to deal with a turnkey mitigation solution, and they have identified one person or company that does have some land available.

Mr. Shanks questioned that with the river bottom land the Authority has is there any possibility of RIFA creating their own bank, not just for RIFA, but to sell others credit.

Mr. Harden responded that to the best of his knowledge, a government entity can create a bank for their use only but cannot sell it on the open market as other banks do. Mr. Harden noted they have explored that option and stated that there is enough land there to create wetlands for use in the Mega park but there are risks. Mr. Harden stated that Dewberry is going to provide all the information to everyone for evaluation to come up with the best solution. He also noted that Dewberry is having a meeting in Richmond on April 4th, with the Army Corp., DEQ and all the state agencies to kick off the permitting process for the lots.

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6E. FINANCIAL REPORT AS OF FEBRUARY 29, 2012 – BARBARA DAMERON, CPA, AUTHORITY TREASURER

Barbara Dameron, Authority Treasurer gave the financial report as of February 29, 2012 and reviewed the following:

Sheet A reflects the \$7.3M bonds for Cane Creek Center with no expenses in February. Sheet B shows general expenses for RIFA and during the month of February the Authority spent \$4,914.00, the majority of that was legal fees and meals. The Authority received \$303.00 reimbursement from Axxor for Utilities. Sheet C is the Mega Park and \$11,159 was paid to Dewberry for the critical habitat survey and composite master land use plan. Sheet D is the Berry Hill Mega Park bond with a couple of expenditures: \$50.00 in legal fees and \$81.00 to reimburse the County for a gate; the Authority also earned \$878.00 in interest. Sheet E is Cane Creek Centre, Lots 3 and 9 had no expenses paid in February. Sheet F shows the Yorktowne reimbursement which is available for appropriation. Sheet G is the Rent, Interest and Other Income, and in the month of February the Authority realized \$21,672 received in rent, no other expenses.

Mr. Luther **moved** adoption of the Financial Report as of February 29, 2012. The Motion was **seconded** by Mr. Snead and carried by the following vote:

VOTE: 4-0
AYE: Harville, Snead, Luther and Shanks (4)
NAY: None (0)

7A and B CLOSED SESSION

At 12:35 p.m., Mr. Harville requested a Motion to go into Closed Meeting as permitted by Section 2.2-3711(A)(3) of the Code of Virginia, 1950, as amended, for discussion of the disposition of an interest in publicly held real property located in Pittsylvania County, Virginia, at the Authority's Cane Creek Centre, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body; and as permitted by Section 2.2-3711(A)(5) of the Code of Virginia, 1950, as amended, for discussion concerning a prospective business or industry or the expansion of an existing business or industry where no previous announcement has been made of the business' or industry's interest in locating or expanding its facilities in the community, specifically a prospective business or industry considering the Authority's Cane Creek Centre.

Mr. Luther **made** a Motion to go into Closed Meeting. The Motion was **seconded** by Mr. Snead and carried by the following vote:

VOTE: 4-0
AYE: Harville, Snead, Luther and Shanks (4)
NAY: None (0)

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Mr. Harville noted that upon **Motion** by Mr. Luther and **second** by Mr. Snead, and by unanimous vote at 1:30 p.m., the Authority returned to open meeting.

Mr. Luther **moved** 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 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. Snead and carried by the following vote:

VOTE: 4-0
AYE: Harville, Snead, Luther and Shanks (4)
NAY: None (0)

7A. CONSIDERATION – APPROVE A DEED OF CORRECTION AND AMENDMENT FOR THE CONVEYANCE FROM THE AUTHORITY TO THE UNITED STATES GREEN ENERGY CORPORATION

Mr. Snead **moved** that the Authority revise Resolution 2012-03-12-6B to extend a construction deadline to September 1, 2012. Resolution 2012-03-12-6B-REVISED to approve a Deed of Correction and Amendment for the conveyance from the Authority to United States Green Energy Corporation, a Nevada corporation ("USGE") of that certain real estate located in Pittsylvania County, Virginia, in the Authority's Cane Creek Centre, known as New Lot 1, containing 59.118 acres (GPIN 2347-39-1745), previously conveyed to USGE pursuant to the certain deed dated December 14, 2010, and recorded in the Clerk's office of the Circuit Court of Pittsylvania County, Virginia, as Instrument No. 10-06880.

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

VOTE: 4-0
AYE: Harville, Snead, Luther and Shanks (4)
NAY: None (0)

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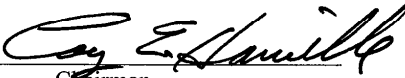
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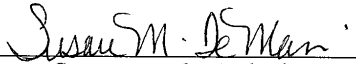
Mr. Snead questioned the RIFA website, where it indicates “members only” and asked if that was for Authority members. Mr. Guanzon noted this was for RIFA members but only when there is something in closed session that staff needs to distribute to the RIFA members only. Authority Secretary noted she would speak with Tiffany Harris about passwords for Mr. Snead and Mr. Barksdale.

Mr. Harville noted that he spoke to Mr. Richard Dell, Jr., whose father founded AVRC and recently passed away. Lynwood Wright noted that he and Jeremy Stratton had both attended the service for Mr. Dell.

Upon **Motion** by Mr. Snead and **second** by Mr. Luther, and unanimous vote, the Meeting was adjourned.

MEETING ADJOURNED AT 1:22 P.M.


Chairman


Secretary to the Authority