

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY
Minutes
December 10, 2012

The Regular Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:17 p.m. on the above date in the Danville Regional Airport Conference Room, 424 Airport Drive, Danville, Virginia. Present were City of Danville Members Fred O. Shanks, III and Alternate J. Lee Vogler. Chairman Sherman M. Saunders was absent. Pittsylvania County Members present were Vice Chairman Coy E. Harville, James Snead and Alternate Jessie L. Barksdale.

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

Vice Chairman Harville called the Meeting to order.

PUBLIC COMMENT PERIOD

No one desired to be heard.

APPROVAL OF MINUTES OF THE NOVEMBER 12, 2012 MEETING

Upon **Motion** by Mr. Shanks and **second** by Mr. Snead, Minutes of the November 12, 2012 meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

Mr. Harville **moved** to add an additional item to the Agenda, under Closed Session, as permitted under Section 2.2-3711(A)(7) Code of Virginia for consultation with the Authority's legal counsel, Clement & Wheatley and briefings by the Authority staff or consultants, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the Authority.

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

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

NEW BUSINESS

5A. CONSIDERATION – RESOLUTION NO. 2012-12-10-5A – REVISING AMENDED AND RESTATED BY-LAWS OF THE AUTHORITY

Authority Attorney Michael Guanzon explained that the Virginia Code requires that a term of office start in January and the Authority has been doing it in July to coincide with the fiscal year. The revisions also include some corrections for typographical errors. Mr. Guanzon also brought to the Board's attention a proposed revision regarding term limits for RIFA members. Currently in the by-laws, members can serve one term and one extension and after that are no longer able to serve. The respective member boards, the City Council and

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Board of Supervisors, appoints members to serve on RIFA and there are no citizen members. The issue is to not have a requirement that limits members to only two terms totaling eight years. The City has a 12 year limit for serving on boards. Mr. Guanzon questioned if the Authority wants to have anything that is more stringent than what the member locality decides. In reviewing member's service, Mr. Guanzon noted that the Chairman will have served two terms and his current term will expire next year in September and Mr. Harville's term will end in 2016. Mr. Guanzon also noted there is an item in the by-laws that says if you are no longer serving on the Board of Supervisors or City Council, you automatically are disqualified from continuing to serve on RIFA. Mr. Guanzon further explained that if the City wanted to reappoint someone for a third term, the RIFA bylaws would prevent them from doing so.

Mr. Guanzon noted this part of suggested revisions is for information purposes only as the by-laws state, advance notice must be given to make specific revisions. Mr. Guanzon suggested, if it suits the board, to approve the other revisions and the respective member localities can discuss among themselves how they want to handle the term limit question.

Mr. Snead **moved** adoption of *Resolution 2012-12-10-5A, revising the Amended and Restated Bylaws of the Authority adopted August 13, 2007, and last revised March 12, 2012, (i) to provide that the term of office for officers shall be for a calendar year, instead of a fiscal year; (ii) to make clarifications on open meetings; and (iii) to make some grammatical corrections.*

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

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

5B. FINANCIAL REPORT AS OF NOVEMBER 30, 2012

Authority Treasurer Barbara Dameron noted for Cane Creek Bonds there was \$27.00 added in interest. The majority of the general expenses for the month were \$7,911.00 in legal fees, accounting of \$8,000 to update the billings on the audit work and \$23 for a utility bill. Page 28 reflects the CBN grant that was approved at the last meeting and on page 29, \$2,933 received from IALR in rent. Under the unaudited financial statements, excess funds in the checking account were transferred to the Money Market account to earn more interest. It also reflects the Tobacco Commission reimbursement for the debt service on the Mega Park Bonds and also that RIFA has reimbursed the City and County.

Mr. Shanks **moved** to approve the Financial Report as of November 30, 2012. The Motion was **seconded** by Mr. Snead and approved by the following vote:

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

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6A. - CLOSED SESSION

Vice Chairman Harville noted that during closed session all matters discussed will 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. Shanks **moved** that the Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority be recessed in a Closed Meeting as permitted by Section 2.2-3711(A)(7) of the Code of Virginia, 1950, as amended, for consultation with the Authority's legal counsel, Clement & Wheatley, and briefings by the Authority staff or consultants on *Danville-Pittsylvania Regional Industrial Facility Authority v. AVRC, Inc.*, Case No. CL 12000634-00, in the Circuit Court for the City of Danville, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the Authority; and for the added item - under Section 2.2-3711(A)(7) Code of Virginia for consultation with the Authority's legal counsel, Clement & Wheatley and briefings by the Authority staff or consultants, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the Authority.

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

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

Upon **Motion** by Mr. Snead and **second** by Mr. Shanks, and by unanimous vote at 1:00 p.m., the Authority returned to open meeting.

Mr. Vogler **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 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. Snead and carried by the following vote:

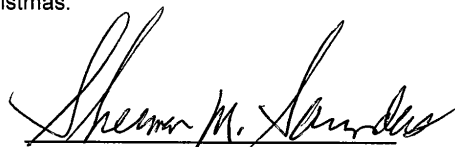
VOTE: 4-0
AYE: Harville, Snead, Shanks, Vogler (4)
NAY: None (0)


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COMMUNICATIONS

Members and Staff wished everyone a Merry Christmas.

MEETING ADJOURNED AT 1:03 P.M.


Chairman


Secretary to the Authority