

Danville-Pittsylvania Regional Industrial Facility Authority

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

AGENDA

May 11, 2015

12:00 P.M.

**Danville Regional Airport
Eastern Conference Room
424 Airport Drive, Danville, Virginia**

County of Pittsylvania Members

**Coy E. Harville, Vice Chairman
James H. Snead
Brenda H. Bowman, Alternate**

City of Danville Members

**Sherman M. Saunders, Chairman
Fred O. Shanks, III
J. Lee Vogler, Jr., Alternate**

Staff

**Joseph C. King, City Manager, Danville
Clarence C. Monday, Pittsylvania County Administrator
Clement Wheatley, 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 between the public and the Authority.]*

4. APPROVAL OF MINUTES OF THE APRIL 13, 2015 MEETING

5. NEW BUSINESS

- A. Consideration of Resolution No. 2015-05-11-5A, approving Amendment No. 9 to Contract dated February 9, 2009 - Engineering Services Related to The Mega Park Master Plan – Critical Habitat Surveys, with Dewberry Engineers Inc., a New York corporation, for a resurvey for threatened and endangered species as required for the revised U.S. Army Corps of Engineers/Virginia Department of Environmental Quality permit for the Authority's Berry Hill Industrial Park project located in Pittsylvania County, Virginia, at a lump sum fee of \$12,500. – Shawn R. Harden, PE, Department Manager, Dewberry Engineers, Inc.
- B. Consideration of Resolution No. 2015-05-11-5B, ratifying the Authority's request, dated May 1, 2015, to the Virginia Tobacco Indemnification and Community Revitalization Commission, to extend the grant period, to revise the grant project budget and to reallocate certain funding for Grant #2264 – Telly D. Tucker, Director of Economic Development, City of Danville
- C. Consideration of Resolution No. 2015-05-11-5C, approving the transfer of that certain one (1) acre tract of land fronting on Tom Fork Road, located in Pittsylvania County, Virginia, commonly known as GPIN 2347-33-1347, from Lorillard Tobacco Company, a Delaware corporation, to a subsidiary of Imperial Tobacco Group, PLC, a British multinational tobacco company, where such approval is required under that certain deed dated January 17, 2007, and recorded in the Clerk's Office of the Circuit Court of Pittsylvania County, Virginia, as Instrument No. 07-00558, at page 209. – Tommy Anderson, Director of Danville Operations, Lorillard Tobacco Company
- D. Financial Status Report as of April 30, 2015 – Michael L. Adkins, CPA, Authority Treasurer, and Patricia K. Conner, CPA, Assistant Finance Director, City of Danville
- E. Discussion of a joint meeting of the Danville City Council, the Pittsylvania County Board of Supervisors, and the Authority, for the June meeting of the Authority, including without limitation time, date and venue – Clarence C. Monday, County Administrator, Pittsylvania County.

Danville-Pittsylvania Regional Industrial Facility Authority

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 Sections 2.2-3711(A)(5) and 2.2-3711(A)(3) of the Code of Virginia, 1950, as amended, (i) for discussion concerning a prospective business where no previous announcement has been made of the business' interest in locating its facilities in the Authority's Cane Creek Centre project located in Pittsylvania County, Virginia, and (ii) for discussion concerning the disposition of certain publicly held real property in that project, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority.

RETURN TO OPEN SESSION

- B. Confirmation of Motion and Vote to Reconvene in Open Meeting.
- C. Motion to Certify Closed Meeting.

7. COMMUNICATIONS FROM:

Brenda H. Bowman
Coy E. Harville
Sherman M. Saunders
Fred O. Shanks, III
James H. Snead
J. Lee Vogler, Jr.

Staff

8. ADJOURN

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 4
Meeting Date:	05/11/15
Subject:	Meeting Minutes
From:	Susan M. DeMasi, Authority Secretary

SUMMARY Attached for the Board's approval are the Meeting Minutes from the Monday, April 13, 2015 meeting.

ATTACHMENTS Meeting Minutes – 04/13/15

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

April 13, 2015

The Regular Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:00 p.m. on the above date in Boardroom 207, at the Institute for Advanced Learning and Research, 150 Slayton Avenue, Danville, Virginia. Present were City of Danville Members Chairman Sherman M. Saunders, Fred O. Shanks, III and Alternate J. Lee Vogler. Pittsylvania County Members present were Vice Chairman Coy E. Harville and Alternate Brenda H. Bowman. James A. Snead was absent.

City/County staff members attending were: City Manager Joe King, County Administrator Clarence C. Monday, Deputy City Manager Ken Larking, Director of Economic Development Telly Tucker, Assistant County Administrator for Planning & Development Gregory Sides, City of Danville Finance Director/Authority Treasurer Michael Adkins, City of Danville Assistant Finance Director Patricia Connor, City of Danville Senior Accountant Carol Howell, Clement Wheatley Attorney Michael Guanzon and Secretary to the Authority Susan DeMasi.

Also present were Dewberry and Davis Project Managers Shawn Harden and Brian Bradner, Executive Director of IALR Jerry L. Gwaltney, Chief of Staff for IALR Frances Pettigrew, Capstone Consultant Tom Loehr, and Pittsylvania County Supervisor Jesse Barksdale.

Mr. Saunders noted the RIFA Board was pleased to be at the Institute for its meeting, in a facility that represents the Region. Citizens are hearing a lot of good things happening at the Institute, the region and good plans for the future. Mr. Gwaltney welcomed the RIFA Board and staff to the Institute and to tour the Capstone Project.

12:05 - Meeting recessed temporarily for lunch

12:27 – Meeting reconvened.

PUBLIC COMMENT PERIOD

No one desired to be heard.

APPROVAL OF MINUTES FOR THE MARCH 9, 2015 MEETING

Upon **Motion** by Mr. Harville and **second** by Mr. Shanks, Minutes of the March 9, 2015 meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

NEW BUSINESS

6A. CONSIDERATION OF RESOLUTION NO. 2015-04-13-6A, TO APPROVE A ONE-YEAR RENEWAL OF THE HUNTING LEASE WITH GUILFORD WHITETAIL MANAGEMENT

Mr. Guanzon noted this is a one year renewal with the same rent and a few new provisions added that have become standard for RIFA leases including confidentiality and the right to show the property within 24 hours notice.

Mr. Shanks **moved** adoption of Resolution No. 2015-04-13-6A, *to approve a one-year renewal of the Hunting Lease with Guilford Whitetail Management, a North Carolina corporation, as Tenant, with a right of Landlord to show the demised premises upon 24-*

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

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April 13, 2015

hours notice and the obligation of Tenant to keep the identity of any prospective business recruits confidential until a public announcement is made, if ever, or as otherwise required by law, of approximately 1,573.94 acres at the Authority's Berry Hill Project (GPINs 1366-54-5996, 1367-42-8434, 1377-01-1754 and a portion of GPIN 1356-98-0985), commonly known as the Kluttz Farm, located in Pittsylvania County, Virginia, for the uses of hunting, fishing and related outdoor recreational activities, at a total rental fee of \$5,000.

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

VOTE: 4-0
AYE: Bowman, Harville, Saunders, Shanks (4)
NAY: None (0)

6B. CONSIDERATION OF RESOLUTION NO. 2015-04-13-6B, TO APPROVE A ONE-YEAR RENEWAL OF THE LEASE TO THE OSBORNE COMPANY OF NORTH CAROLINA, INC.

Mr. Guanzon noted this lease is for harvesting grass, it is the same as prior years with RIFA's standard provisions. Mr. Harville requested Mr. Guanzon remove the word pastureland and add grass hay. Mr. Guanzon noted he would make the change.

Mr. Shanks **moved** adoption of the revised Resolution No. 2015-04-13-6B, as stipulated by Mr. Harville, *to approve a one-year renewal of the Lease to the Osborne Company of North Carolina, Inc., a North Carolina corporation, of approximately 100 acres of pastureland in the Authority's Berry Hill Project (a portion of GPINs 1366-78-4718 and 1367-70-4519), commonly known as 4380 Berry Hill Road, in Pittsylvania County, Virginia; the Lease Term shall be subject to a right of Landlord to show the demised premises upon 24-hours notice and the obligation of Tenant to keep the identity of any prospective business recruits confidential until a public announcement is made, if ever, or as otherwise required by law; and the Lease shall be for the use of harvesting grass hay and incidental uses acceptable to the Authority, at a total rental fee of \$1,000.*

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

VOTE: 4-0
AYE: Bowman, Harville, Saunders, Shanks (4)
NAY: None (0)

6C. CONSIDERATION OF REQUEST BY THE INSTITUTE FOR ADVANCED LEARNING AND RESEARCH

City of Danville Director of Economic Development Telly Tucker explained the City of Danville's Zoning Administrator has given RIFA approval for the proposed signage, it does meet the protective covenants and the City ordinance and simply needs the formal approval of the RIFA Board.

Ms. Bowman **moved** for adoption of a request by *The Institute for Advanced Learning and Research, a political subdivision of the Commonwealth of Virginia, to approve signage of "Gene Haas Center for Integrated Machining" on the Charles R. Hawkins Building, which is part of the Authority's Cyber Park located in Danville, Virginia.*

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY
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The Motion was **seconded** by Mr. Harville and carried by the following vote:

VOTE: 4-0
AYE: Bowman, Harville, Saunders, Shanks (4)
NAY: None (0)

6D. CONSIDERATION OF RESOLUTION NO. 2015-04-13-6D, APPROVING AMENDMENT NO. 8 TO CONTRACT DATED FEBRUARY 9, 2009 WITH DEWBERRY ENGINEERS INC.

City of Danville Director of Economic Development Telly Tucker explained this Resolution is for additional services provided to the Authority.

Mr. Harville **moved** adoption of Resolution No. 2015-04-13-6D, *approving Amendment No. 8 to Contract dated February 9, 2009 - Engineering Services Related to The Mega Park Master Plan - Additional Wetland Delineation Services, with Dewberry Engineers Inc., a New York corporation, for additional wetland delineation and survey for an aggregate lump sum of \$325,000.00.*

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

VOTE: 4-0
AYE: Bowman, Harville, Saunders, Shanks (4)
NAY: None (0)

E. FINANCIAL STATUS REPORT AS OF MARCH 31, 2015

Authority Treasurer Michael Adkins gave the Financial Report as of March 31, 2015 beginning with the \$7.3M Cane Creek Centre, noting there was no spending for March. General Expenditures for March include \$10,229.00 for legal services by Clement Wheatley, \$243.00 in meals and \$33.00 in Utilities. Mega Park Funding Other than Bonds and Berry Hill Mega Park Lot 4 Site Development had no expenditures for the month. Rent, Interest and Other Income shows rent received from the Institute in the amount of \$6,673.00, \$300.00 from Securitas and a disbursement of \$6,673.00 to the Institute for the monthly property management fee. Mr. Adkins noted RIFA has received funding from both the City and the County for the bond payment that is due next month.

Mr. Harville **moved** to approve the Financial Report as of March 31, 2015 as presented. The Motion was **seconded** by Mr. Shanks and carried by the following vote:

VOTE: 4-0
AYE: Bowman, Harville, Saunders, Shanks (4)
NAY: None (0)

7. 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.]

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

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A. At 12:36 p.m., Mr. Harville **moved** that the Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority be recessed in a Closed Meeting as permitted by Sections 2.2-3711(A)(5) and 2.2-3711(A)(3) of the Code of Virginia, 1950, as amended, (i) for discussion concerning a prospective business where no previous announcement has been made of the business' interest in locating its facilities in the Authority's Cane Creek Centre project located in Pittsylvania County, Virginia, and (ii) for discussion concerning the disposition of certain publicly held real property in that project, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority.

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

VOTE: 4-0
AYE: Bowman, Harville, Saunders, Shanks (4)
NAY: None (0)

B. On **Motion** by Mr. Shanks and **second** by Mr. Harville and by unanimous vote at 1:43 p.m., the Authority returned to open meeting.

C. Mr. Harville **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. Shanks and carried by the following vote:

VOTE: 4-0
AYE: Bowman, Harville, Saunders, Shanks (4)
NAY: None (0)

8. COMMUNICATIONS

Ms. Bowman noted there was a young lady at the meeting earlier she wanted to introduce, who had to leave; today is Pittsylvania County Youth Commission Shadow Day. Students are all over the City and County, in businesses of their career choices for the future. Ms. Doss was shadowing Brian Bradner and the people at Dewberry. Students were at Centra Gretna, Centra PrimeCare in Danville, Dr. Adamson's office in Danville, Steve Padgett Honda, Dewberry, Reynolds Clark and one is riding with the Sheriff. Ms. Bowman noted the Board is looking forward to hearing back from them about their experiences and thanked

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Danville's businesses for participating as well. Mr. Harville noted his appreciation to Mr. Gwaltney for hosting the RIFA Board meeting today and is looking forward to the tour. Mr. Vogler thanked Mr. Gwaltney and his staff for hosting the RIFA Board and noted the Capstone project will be a great asset for the region.

9. TOUR OF CAPSTONE INTEGRATED MACHINING TECHNOLOGY PROJECT

Mr. Gwaltney gave a brief introduction before the tour of the Capstone project, thanked the RIFA Board for approving the signage and distributed a handout showing what the new signage will look like on the building. Mr. Gwaltney gave the RIFA Board a summary of Capstone and explained that Mr. Haas has donated a \$1,000,000 endowment for this program and will also give several hundred thousand dollars in scholarships to the students for the Capstone and Precision Machine program. They have put \$650,000 worth of equipment in the building and that will be replaced every two years, free of charge; the students will always have current equipment. Mr. Gwaltney reviewed other donors, including DRF and Sandvik, their contributions to the project and noted over \$7M will have been put into this program. Tom Loehr, who retired from Rolls Royce, has been hired and he is working with area Economic Development and the Capstone Program to develop an economic development game plan based on Capstone. Mr. Harville asked if it would be beneficial for the RIFA Board to endorse the program, in appreciation of Gene Haas and the others, and Mr. Gwaltney noted he believed it would be.

Mr. Sides and Mr. Tucker discussed marketing Capstone for economic development in the region as the program is developing its technology and the infrastructure for companies. Mr. Tucker noted his agreement with Mr. Sides, they are working with Tom Loehr on what assets the region has that need to be marketed, that companies are interested in hearing about, who are those particular suppliers that would be most likely to locate here and what methodology does the City and County use to get in front of those decision makers so that they do consider the Danville Pittsylvania County area for eventual location. In the short term, there will be some exporting of talent, but in the long term, the expectation is those firms will make location decisions here in the region.

Mr. Harville requested to Amend the Agenda to add a that a Resolution of appreciation to the donors of the Capstone Project be prepared and requested Mr. Saunders discuss this with Mr. Gwaltney and bring this back to the Board.

Members of the Board and staff were taken on a Tour of the Capstone Integrated Machining by Mr. Gwaltney.

The Meeting adjourned at 2:48 p.m.

Chairman

Secretary to the Authority

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5-A
Meeting Date:	05/11/2015
Subject:	Consideration of Resolution 2015-05-11-5A
From:	Shawn R. Harden, PE, Department Manager Dewberry Engineers, Inc.

SUMMARY

Attached for the Board's Review and Approval is Resolution 2015-05-11-5A, approving Amendment No 9 the Contract dated February 9, 2009 – Critical Habitat Surveys.

ATTACHMENT

Resolution 2015-05-11-5A
Amendment No. 9

A RESOLUTION APPROVING AMENDMENT NO. 9 TO CONTRACT DATED FEBRUARY 9, 2009 - ENGINEERING SERVICES RELATED TO THE MEGA PARK MASTER PLAN – CRITICAL HABITAT SURVEYS, WITH DEWBERRY ENGINEERS INC., A NEW YORK CORPORATION, FOR A RESURVEY FOR THREATENED AND ENDANGERED SPECIES AS REQUIRED FOR THE U.S. ARMY CORPS OF ENGINEERS/VIRGINIA DEPARTMENT OF ENVIRONMENTAL QUALITY PERMIT FOR THE AUTHORITY’S BERRY HILL INDUSTRIAL PARK PROJECT LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, AT A LUMP SUM FEE OF \$12,500.

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the “**Authority**”) is a political subdivision of the Commonwealth of Virginia duly created pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, the Authority finds that to further develop the Authority's Berry Hill Industrial Park project (the "**Berry Hill Project**") (formerly known as the Mega Park project) located in Pittsylvania County, Virginia, and to support a permit application submitted September 23, 2014, to the U.S. Army Corps of Engineers/Virginia Department of Environmental Quality, a resurvey for certain threatened and endangered species by Dewberry Engineers, Inc., a New York corporation ("**Dewberry Engineers**"), is required, as more particularly set forth in that certain Amendment No. 9 to Contract dated February 9, 2009 - Engineering Services Related to the Mega Park Master Plan – Critical Habitat Surveys, with Dewberry Engineers, a copy of which is attached as **Exhibit A**, incorporated herein by this reference (“**Amendment No. 9**”); and

WHEREAS, under Amendment No. 9 (dated May 1, 2015), the lump sum fee shall be \$12,500.00; and

WHEREAS, the Board of Directors of the Authority has hereby determined, in open session, that Amendment No. 9, in furtherance of the development of the Berry Hill Project, serves the purpose of the Authority to enhance the economic base of the City of Danville and Pittsylvania County by developing, owning, and operating the Berry Hill Project on a cooperative basis involving the City and the County, and that it is in the best interests of the Authority and the citizens of the City and the County for the Authority to authorize, approve, execute and adopt in all respects Amendment No. 9.

NOW, THEREFORE, BE IT RESOLVED BY THE DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY, THAT:

1. The Authority hereby authorizes and directs its Chairman and/or Vice Chairman, either of whom may act independently of the other, to execute and deliver, and otherwise pursue, Amendment No. 9, together with such further amendments, deletions or additions to Amendment No. 9 as may be approved by its Chairman or Vice Chairman (as the case may be), and such execution of the same by its Chairman or Vice Chairman (as the case may be) to conclusively establish his approval of any further amendments, deletions or additions thereto.

Resolution No. 2015-05-11-5A

2. The Authority hereby authorizes its Chairman and Vice Chairman, either of whom may act independently of the other, to execute and deliver such other documents in connection with Amendment No. 9, as may be approved by its Chairman or Vice Chairman (as the case may be), such execution by its Chairman or Vice Chairman (as the case may be) to conclusively establish his approval of such other documents.

3. The Authority hereby authorizes and directs staff and other agents and representatives working on behalf of the Authority to take such actions and to do all such things as are contemplated by Amendment No. 9 or as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of this Resolution.

4. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Authority, its agents and representatives, in respect to Amendment No. 9 and the matters contemplated in this Resolution.

5. This Resolution shall take effect immediately upon its adoption.

CERTIFICATE

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a meeting duly called and held on May 11, 2015, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

WITNESS my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority as of the 11th day of May 2015.

SUSAN M. DeMASI, Secretary
Danville-Pittsylvania Regional Industrial Facility
Authority

(SEAL)

Exhibit A

[Amendment No. 9]



Dewberry Engineers Inc. | 434.797.4497
551 Piney Forest Road | 434.797.4341 fax
Danville, VA 24540 | www.dewberry.com

May 1, 2015

Mayor Sherman M. Saunders
Chairman
Danville-Pittsylvania Regional Industrial Facility Authority (RIFA)
P.O. Box 3300
Danville, Virginia 24543

**RE: Amendment #9 to Contract Dated February 9, 2009
Engineering Services Related to the Mega Park Master Plan
Critical Habitat Surveys**

Dear Mayor Saunders:

Dewberry Engineers Inc. (Dewberry) has been assisting the Danville Pittsylvania County Regional Industrial Facility Authority (RIFA) with environmental permitting for the development of the Phase 1 development at the Berry Hill Industrial Park. The revised US Army Corps of Engineers (Corps)/Virginia Department of Environmental Quality (DEQ) permit was submitted on September 23, 2014. Part of the permitting process will require a resurvey for threatened and endangered species.

UNDERSTANDING OF THE PROJECT

Dewberry conducted the initial threaten and endangered species surveys in 2011. The Corps has requested that the Phase 1 development area be resurveyed prior to receiving the Corps/DEQ permits due to the age of the reports.

SCOPE OF SERVICES

Dewberry proposes to provide the following Scope of Services with associated fees as additional services to our original contract dated February 9, 2009:

Dewberry will subcontract with Rouse Environmental Services to resurvey the phase 1 area of the Berry Hill Industrial Park for populations of the Smooth Cone Flower, Small Whorled Pogonia and the Indian Olive. Dewberry will subcontract with Creek Laboratory, LLC to resurvey the Phase 1 area for populations of fresh water mussels. These species will need to be surveyed during the summer.

FEE: \$12,500.00 Lump Sum

Mayor Sherman M. Saunders
May 1, 2015

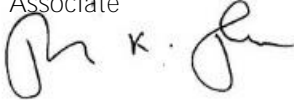
Again, we appreciate the opportunity to submit this contract amendment and look forward to continuing to work with you on this project. Please do not hesitate to call if you have questions or wish to discuss the Proposal or project further. The return of an executed copy of this proposal will serve as our authorization to proceed.

Sincerely,

Dewberry Engineers Inc.



Shawn R. Harden, PE
Associate



Brian K. Bradner, PE, CPESC
Associate Vice President
Office Manager

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The foregoing Contract Amendment of Dewberry Engineers Inc. is accepted:

Print (Type) Individual, Firm, or Corporate Name

Signature of Authorized Representative Date

Print (Type) Name of Authorized Representative and Title

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5-B
Meeting Date:	05/11/2015
Subject:	Consideration of Resolution 2015-05-11-5B
From:	Telly D. Tucker, Director of Economic Development City of Danville

SUMMARY

Attached for the Board's Review and Approval is Resolution 2015-05-11-5B, ratifying the Authority's request to the Virginia Indemnification and Community Revitalization Commission regarding Grant #2264.

ATTACHMENT

Resolution 2015-05-11-5B
Amendment Request

A RESOLUTION RATIFYING THE AUTHORITY’S REQUEST, DATED MAY 1, 2015, TO THE VIRGINIA TOBACCO INDEMNIFICATION AND COMMUNITY REVITALIZATION COMMISSION, TO EXTEND THE GRANT PERIOD, TO REVISE THE GRANT PROJECT BUDGET AND TO REALLOCATE CERTAIN FUNDING FOR GRANT #2264.

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the “**Authority**”) is a political subdivision of the Commonwealth of Virginia duly created pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, the Authority was awarded a Special Projects Grant from The Virginia Tobacco Indemnification and Community Revitalization Commission (the “**Tobacco Commission**”), in the amount of approximately \$2,700,000 (“**Grant #2264**”), for certain improvements to the Authority’s Berry Hill Industrial Park project, located in Pittsylvania County, Virginia (the “**Berry Hill Project**”); and

WHEREAS, the Authority’s development plan of the Berry Hill Project has been delayed and revised, in light of the feedback the Authority has received from the Virginia Department of Transportation, the United States Army Corps of Engineers and the Authority’s engineer, Dewberry Engineers, Inc.; and

WHEREAS, as part of the revisions, (i) the design of electrical transmission and substation is now planned to be completed by Appalachian Power instead of the City of Danville Power and Light and Utility Division; and (ii) the Authority has made the decision not to proceed with a new connector road, but to make other access improvements in the existing Berry Hill corridor; and

WHEREAS, the Authority, through its staff member, Telly D. Tucker, Director of Economic Development for the City of Danville, requested by letter dated May 1, 2015, to the Tobacco Commission (a copy of which is attached as **Exhibit A**, incorporated herein by this reference), an extension and revision to the grant project budget and reallocate funding for Grant #2264, as more particularly described therein (the “**Letter Request**”); however, the amount of Grant #2264 request remains the same; and

WHEREAS, the Board of Directors of the Authority has hereby determined, in open session, that the requests and other content in the Letter Request, in furtherance of the development of the Berry Hill Project, serves the purpose of the Authority to enhance the economic base of the City of Danville and Pittsylvania County by developing, owning, and operating the Berry Hill Project on a cooperative basis involving the City and the County, and that it is in the best interests of the Authority and the citizens of the City and the County for the Authority to ratify, confirm, approve, and adopt in all respects the Letter Request.

NOW, THEREFORE, BE IT RESOLVED BY THE DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY, THAT:

Resolution No. 2015-05-11-5B

1. The Authority hereby ratifies, confirms, approves, and adopts in all respects the Letter Request and any and all actions previously taken by the Authority and by the members of its Board of Directors in connection therewith.

2. All actions of the Chairman, the Vice Chairman and any other officers or agents of the Authority for and on behalf of the Authority prior to the date hereof in connection with the Letter Request are in all respects ratified, confirmed, approved and adopted. All other actions of officers of the Authority in conformity with the purposes and intent of this Resolution, regardless of whether such actions occurred before or occur after the enactment of this Resolution, are hereby ratified, approved and confirmed.

3. This Resolution shall take effect immediately upon its adoption.

CERTIFICATE

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a meeting duly called and held on May 11, 2015, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

WITNESS my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority as of the 11th day of May 2015.

SUSAN M. DeMASI, Secretary
Danville-Pittsylvania Regional Industrial Facility
Authority

(SEAL)

Exhibit A

[Letter Request]



City of Danville Economic Development
427 Patton Street • P.O. Box 3300
Danville, VA 24543-3300
Ph: (434) 793-1753 • Fax: (434) 797-9606
www.discoverdanville.com

May 1, 2015

Tim Pfohl
Interim Executive Director
The Virginia Tobacco Indemnification
and Community Revitalization Commission
701 E. Franklin St., Ste. 501
Richmond, Virginia 23219

RE: SPECIAL PROJECTS GRANTS #2264
Danville –Pittsylvania Regional Industrial Facility Authority (RIFA)
Berry Hill Industrial Park (#2264) Awarded \$2,700,000.

Status: Full grant balance remaining in project account. Expiration 1/10/2015 (4th year extension)

Dear Mr. Pfohl:

Funds were originally requested by the revenue-sharing RIFA to continue engineering (\$3.9 million) and utility development (\$6.1 million) on the 3,500 acre Berry Hill Industrial Park west of Danville. The revised and approved budget reduced the requested amount to \$2.7 million to be matched with **\$1 million** of local funds as follows:

- Contractual services to design a new electrical transmission line and substation (\$1,279,800)
- Engineering and Acquisition of ROW for natural gas (\$462,000)
- Engineer and acquire ROW for a new connector road from U.S. 58 (\$1,981,920)

Over the last four years, RIFA staff has received feedback from the Virginia Department of Transportation (VDOT), the United States Army Corps of Engineers (USACE), and Dewberry Consulting Engineers related to development planning for Berry Hill Industrial Park. The previous letter to the Tobacco Commission dated December 8, 2015 RE: "SPECIAL PROJECTS GRANTS #2491 and #2264" summarizes the delay and much of the feedback RIFA has received from the United States Army Corps of Engineers (USACE). In our attempt to work within many constraints, there exists a need for RIFA to modify its development plan for the park. Accordingly, RIFA requests permission to revise the project budget and reallocate funding for Grant #2264 as described below.

Electrical Utility – (\$1.5 million) - The Berry Hill Industrial Park is in the City of Danville's electric utility service area. The aforementioned estimates for the design of electrical transmission and substation were to be completed by the City of Danville Power and Light Utility Division. However, since the deregulation of the industry, Danville's power rates are less competitive than Appalachian Power, rendering the site less attractive to an industrial client if they have to purchase power from the City at higher rates. RIFA staff has had preliminary conversations with Appalachian Power about serving the Berry Hill IP with a 6.5 mile feed from the "Danville/Axton Line" and both parties are mutually agreeable that this would provide the most competitive rates for the end user. For these reasons, RIFA is seeking special permission from the Tobacco Commission to allow the previously approved funds under Grant (#2264) for contractual service to design a new electrical transmission line and substation to be utilized to engage Appalachian Power to provide electrical service to Berry Hill as.

- **Total Engineering Costs: \$525,000**
 - Siting study - \$50,000
 - SCC Certification - \$125,000
 - Engineering Costs - \$350,000:
 - Line design
 - Prepare construction packages
 - Survey & staking
 - Right of Way Acquisition: \$1 million

Natural Gas (\$462,000) - The cost estimates for engineering and acquisition of Right of Way for natural gas remain unchanged from the original grant request and will still be completed by the City of Danville.

Connector Road Access (\$1,738,000)- After much consideration, RIFA has made the decision to not proceed with the new connector road at this time based on residential impacts, property condemnation and the inability to use eminent domain for economic development purposes. As a preferred alternative, RIFA has revisited the possibility of an interchange at Danville Expressway and Berry Hill Road with VDOT. VDOT has been receptive to this modification. For these reasons, RIFA would like to request that the amount listed above which includes the local match of \$1 million be used to facilitate additional transportation access improvements in the existing Berry Hill corridor which includes the Danville Expressway, Berry Hill Road Interchange, the existing Berry Hill Road/SR-58 business intersection, or the potential widening of sections Berry Hill Road.

RIFA understands that consideration for an extension is at the sole discretion of the Commission. We also understand that this extraordinary request for extension beyond the fourth year exceeds the staff's authority and must be presented to the Commission for consideration. We sincerely thank and appreciate the Commission's commitment to economic development in the Danville – Pittsylvania County region. We thank you in advance for your attention and consideration.

Sincerely,



Telly D. Tucker
Director of Economic Development

cc: RIFA Board
Sarah Capps – Grants Program Administrator –Southside
Joe King, Danville City Manager
Clarence Monday, Pittsylvania County Administrator

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5-C
Meeting Date:	05/11/2015
Subject:	Consideration of Resolution 2015-05-11-5C
From:	Tommy Anderson, Director Danville Operations, Lorillard Tobacco Company

SUMMARY

Attached for the Board's Review and Approval is Resolution 2015-05-11-5C, approving the transfer of a one acre tract of land fronting on Tom Fork Road, GPIN 2347-33-1347.

ATTACHMENT

Resolution 2015-05-11-5C

Deed and Map

A RESOLUTION APPROVING THE TRANSFER OF THAT CERTAIN ONE (1) ACRE TRACT OF LAND FRONTING ON TOM FORK ROAD, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA, COMMONLY KNOWN AS GPIN 2347-33-1347, FROM LORILLARD TOBACCO COMPANY, A DELAWARE CORPORATION, TO A SUBSIDIARY OF IMPERIAL TOBACCO GROUP, PLC, A BRITISH MULTINATIONAL TOBACCO COMPANY, WHERE SUCH APPROVAL IS REQUIRED UNDER THAT CERTAIN DEED DATED JANUARY 17, 2007, AND RECORDED IN THE CLERK’S OFFICE OF THE CIRCUIT COURT OF PITTSYLVANIA COUNTY, VIRGINIA, AS INSTRUMENT NO. 07-00558, AT PAGE 209.

WHEREAS, the Danville-Pittsylvania Regional Industrial Facility Authority (the “**Authority**”) is a political subdivision of the Commonwealth of Virginia duly created pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

WHEREAS, as part of its development of the Authority’s Cane Creek Centre Industrial Park project (the “**Cane Creek Project**”), located in Pittsylvania County, Virginia, the Authority executed that certain deed dated January 17, 2007, conveying to Lorillard Tobacco Company, a Delaware corporation (“**Lorillard**”), that certain one (1) acre tract of land, fronting on Tom Forks Road (commonly known as GPIN 2347-33-1347), located in the Cane Creek Project (the “**Property**”), recorded in the Clerk’s Office of the Circuit Court of Pittsylvania County, Virginia (the “**Clerk’s Office**”), as Instrument No. 07-00558, at page 209, a copy of which is attached hereto as **Exhibit A**, incorporated herein by this reference (the “**Source Deed**”);

WHEREAS, the Property is subject to those certain Cane Creek Centre Declaration of Protective Covenants dated July 12, 2005, recorded in the Clerk’s Office in Deed Book 1505, at page 237, as amended (the “**Protective Covenants**”); and

WHEREAS, the Source Deed requires, in part, that Lorillard, as grantee, “shall not construct or place any improvements on the Property, nor shall [Lorillard] transfer the Property to any other entity or place any lien, encumbrance, or other restriction on the Property, without the express written consent of [the Authority], which consent may be withheld in the sole discretion of [the Authority]”; and

WHEREAS, Lorillard desires to make such a transfer of the Property to a subsidiary of Imperial Tobacco Group, PLC, a British multinational tobacco company (“**Imperial Subsidiary**”), as part of Lorillard’s acquisition by Reynolds American, Inc., a North Carolina corporation; and Lorillard has requested the Authority for approval under the Source Deed (the “**Transfer Approval Request**”); and

WHEREAS, the Authority finds it proper to agree to, and approve, the Transfer Approval Request of the Property to Imperial Subsidiary, so long as the Property remains subject to the Protective Covenants; and

Resolution No. 2015-05-11-5C

WHEREAS, the Board of Directors of the Authority has hereby determined, in open session, that approval of the Transfer Approval Request, in furtherance of the development of the Cane Creek Project, serves the purpose of the Authority to enhance the economic base of the City of Danville and Pittsylvania County by developing, owning, and operating the Cane Creek Project on a cooperative basis involving the City and the County, and that it is in the best interests of the Authority and the citizens of the City and the County for the Authority to approve the Transfer Approval Request.

NOW, THEREFORE, BE IT RESOLVED BY THE DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY, THAT:

1. The Authority hereby authorizes and directs its Chairman and/or Vice Chairman, either of whom may act independently of the other, to execute and deliver, and otherwise pursue, an instrument approving the Transfer Approval Request, conditioned on the Property remaining subject to the Protective Covenants, together with such further amendments, deletions or additions thereto as may be approved by its Chairman or Vice Chairman (as the case may be), and such execution of the same by its Chairman or Vice Chairman (as the case may be) to conclusively establish his approval of any further amendments, deletions or additions thereto.

2. The Authority hereby authorizes its Chairman and Vice Chairman, either of whom may act independently of the other, to execute and deliver such other documents in connection with approval of the Transfer Approval Request, as may be approved by its Chairman or Vice Chairman (as the case may be), such execution by its Chairman or Vice Chairman (as the case may be) to conclusively establish his approval of such other documents.

3. The Authority hereby authorizes and directs staff and other agents and representatives working on behalf of the Authority to take such actions and to do all such things as are contemplated by the Source Deed and approval of the Transfer Approval Request or as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of this Resolution.

4. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Authority, its agents and representatives, in respect to approving the Transfer Approval Request and the matters contemplated in this Resolution.

5. This Resolution shall take effect immediately upon its adoption.

-#-

CERTIFICATE

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a meeting duly called and held on May 11, 2015, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

WITNESS my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority as of the 11th day of May 2015.

SUSAN M. DeMASI, Secretary
Danville-Pittsylvania Regional Industrial Facility
Authority

(SEAL)

Exhibit A

[Deed]

07-00558

This Deed was Prepared without the Benefit of a Title Examination
Part of GPIN#: 2347-15-7092; Part of PIN#: 166-A-42

THIS DEED made this 17th day of January, 2007, by and
between DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY
AUTHORITY, a political subdivision of the Commonwealth of
Virginia, hereafter referred to as Grantor; and LORILLARD TOBACCO
COMPANY, a Delaware corporation, hereafter referred to as
Grantee;

W I T N E S S E T H

THAT for and in consideration of the sum of TEN DOLLARS
(\$10.00) cash in hand paid and other good and valuable
consideration, the receipt and sufficiency of which are hereby
acknowledged, Grantor does hereby grant, bargain, transfer, and
convey, with Special Warranty of Title, unto Grantee, all of that
certain lot or parcel of land, together with improvements thereon
and appurtenances thereunto belonging, situate in the Dan River
Magisterial District of Pittsylvania County, Virginia, and more
particularly described as follows:

That certain tract located on the northeastern
side of Tom Fork Road, described as follows: N. 43°
43' 16" W. 192.00 feet along the northeastern side of
Tom Fork Road, to a point; thence N. 30° 39' 04" E.
225.76 feet to a point; thence S. 52° 07' 06" E. 180.00
feet to a point; thence S. 29° 13' 39" W. 254.90 to the
point and place of beginning (the "Property"), and more
particularly depicted on a plat entitled "Pittsylvania
County, Virginia, Dan River Magisterial District, Plat

1

of Survey For: Danville-Pittsylvania Regional Industrial Facility Authority," dated January 5, 2007, prepared by Dewberry & Davis, Inc. (the "Plat"), to be recorded in the Clerk's Office of the Circuit Court of Pittsylvania County, Virginia (the "Clerk's Office"), contemporaneously herewith; and being, in fact, a part of the same property conveyed to Danville-Pittsylvania Regional Industrial Facility Authority, a political subdivision of the Commonwealth of Virginia, from Janice McCormick Randall and James Randall, her husband, by deed dated May 16, 2003, recorded in the Clerk's Office in Deed Book 1373, at page 179, to which map and deed specific reference is here made for a more particular description of the property herein conveyed.

This conveyance is made subject to all easements, conditions, restrictions and agreements of record affecting the real estate hereby conveyed or any part thereof. This conveyance is further made specifically subject to that certain Cane Creek Centre Declaration of Protective Covenants dated July 12, 2005, by the Danville-Pittsylvania Regional Industrial Facility Authority, a political subdivision of the Commonwealth of Virginia, recorded in the aforesaid Clerk's Office in Deed Book 1505, at page 237.

The parties understand and agree that the Property is being conveyed subject to a proposed 50' DP&L Airside to Cane Creek Transmission Route Line Easement (the "Easement"), as shown on the Plat, for the construction, use, and maintenance of any utility transmission lines. The Grantee joins in this Deed to evidence its consent to any placement or re-location of this 50' Easement on the Property.

It is further understood and agreed that if, at any time, Grantee ceases to use the Retained Property (hereafter defined) for tobacco storage, Grantee agrees to re-convey the Property to Grantor, at a cost of One Dollar (\$1.00), and Grantee will notify Grantor in writing when it has ceased using the Retained Property for tobacco storage. Grantor shall have sixty (60) days after receipt of such notice to notify Grantee of its desire to have the Property re-conveyed to Grantor in accordance with this paragraph. So long as Grantee owns any interest in the Property but for the maximum period permitted by law from the time of the conveyance of the Property to Grantee, Grantee shall not

construct or place any improvements on the Property, nor shall Grantee transfer the Property to any other entity or place any lien, encumbrance, or other restriction on the Property, without the express written consent of Grantor, which consent may be withheld in the sole discretion of Grantor. For the purpose of this Deed, "Retained Property" shall mean that parcel of real property presently owned by Grantee which is adjacent to Tract B, containing approximately 33.85 acres, more or less, located off of State Route 729, as shown on Map Showing Survey of Property For P. Lorillard Co., Inc., dated August 28, 1975, revised September 8, 1975, recorded in the Clerk's Office in Map Book 19, at page 26 (Plat Cabinet 2, Page 260B).

This deed is exempt from recordation taxes under the provisions of § 58.1-802 of the Code of Virginia, 1950, as amended (the "Code"), pursuant to the provisions of § 58.1-811(C)(4) of the Code.

WITNESS the following signatures:

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY, a political subdivision of the Commonwealth of Virginia

By: Robert W. Scarce, Jr.
Title: Vice Chair & Sec.

COMMONWEALTH OF VIRGINIA, AT LARGE
CITY OF DANVILLE, to-wit:

The foregoing instrument was acknowledged before me in my jurisdiction aforesaid on this 22nd day of January, 2007, by Robert W. Scarce, Jr., in his/~~her~~ capacity as Vice Chair & Secretary of DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY, a political subdivision of the Commonwealth of Virginia, as Grantor.

My commission expires 6-30-07.

Lisa R. Perkins
Notary Public

LORILLARD TOBACCO COMPANY,
a Delaware corporation

By: Mark Bissett
Title: V.P. - Leaf Operations

STATE OF Virginia
CITY/COUNTY OF Roanoke, to-wit:

The foregoing instrument was acknowledged before me in my jurisdiction aforesaid on this 22nd day of January, 2007, by Mark Bissett acting in his/her capacity as V.P. - Leaf Operations of LORILLARD TOBACCO COMPANY, a Delaware corporation, as Grantee.

My commission expires 10-31-2009.

(SEAL)

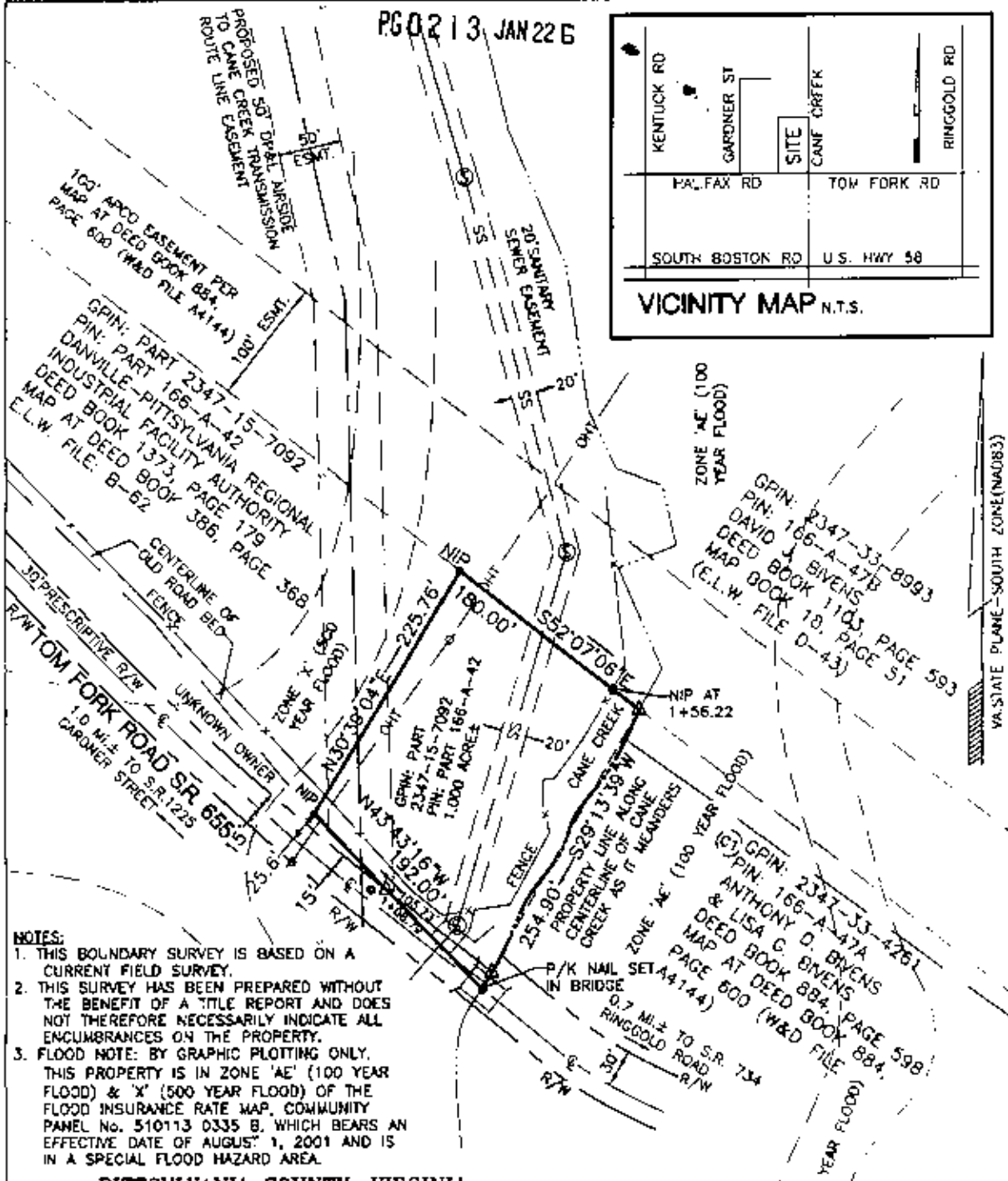
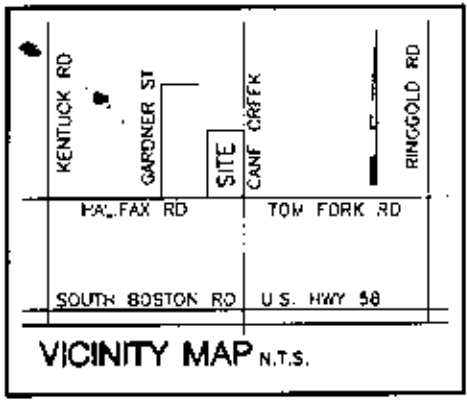
Lora D. Blair
Notary Public

INSTRUMENT #07000558
RECORDED IN THE CLERK'S OFFICE OF
PITTSYLVANIA COUNTY ON
JANUARY 22, 2007 AT 03:43PM
H. F. HAYMORE, CLERK

4

RECORDED BY: LAK

CLEMENT & WHEATLEY
ATTORNEYS AT LAW
1000 BANKERS BUILDING
FLOOR 1000
1000 BANKERS BUILDING



- NOTES:**
1. THIS BOUNDARY SURVEY IS BASED ON A CURRENT FIELD SURVEY.
 2. THIS SURVEY HAS BEEN PREPARED WITHOUT THE BENEFIT OF A TITLE REPORT AND DOES NOT THEREFORE NECESSARILY INDICATE ALL ENCUMBRANCES ON THE PROPERTY.
 3. FLOOD NOTE: BY GRAPHIC PLOTTING ONLY, THIS PROPERTY IS IN ZONE 'AE' (100 YEAR FLOOD) & 'X' (500 YEAR FLOOD) OF THE FLOOD INSURANCE RATE MAP, COMMUNITY PANEL No. 510113 0335 B, WHICH BEARS AN EFFECTIVE DATE OF AUGUST 1, 2001 AND IS IN A SPECIAL FLOOD HAZARD AREA.

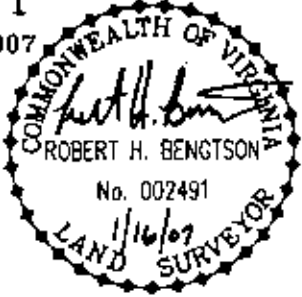
PITTSYLVANIA COUNTY, VIRGINIA
DAN RIVER MAGISTERIAL DISTRICT
 PLAT OF SURVEY FOR:
DANVILLE-PITTSYLVANIA
REGIONAL INDUSTRIAL
FACILITY AUTHORITY

This survey does not require approval by the Pittsylvania County Subdivision Agent
[Signature] 1-17-07
 Pittsylvania County Subdivision Agent

SCALE: 1"=100' DATE: JANUARY 5, 2007

Dewberry

Dewberry & Davis, Inc.
 551 PINEY FOREST ROAD
 DANVILLE, VA 24150
 PHONE: 434.797.4497
 FAX: 434.797.4341
 FILE: 50002633 \LORILARD



- LEGEND:**
- EIP-EXISTING IRON PIN
 - ◆ NIP-NEW IRON PIN
 - △ COMPUTED POINT
 - OHE-OVERHEAD UTILITY
 - - - OHT-OVERHEAD UTILITY
 - ⊗ UTILITY POLE
 - SS-SANITARY SEWER
 - ⊙ SANITARY SEWER MANHOLE

Math By	Ka	Party Chief		File No.	V2983A
Checked By	PL	Fld Bk / Pp			

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:

Meeting Date: 5/11/2015

Subject: Financial Status Reports – April 30, 2015

From: Michael L. Adkins, Authority Treasurer

SUMMARY

A review of the financial status reports through April 30, 2015 will be provided at the meeting. The financial status reports as of April 30, 2015 are attached for the DPRIFA Board's review.

RECOMMENDATION

Staff recommends approving the financial status reports as of April 30, 2015 as presented.

ATTACHMENTS

Financial Status Reports

Financial Status

Table of Contents

- A. \$7.3 Million Bonds - Cane Creek Centre
- B. General Expenditure for FY 2015
- C. Mega Park – Funding Other than Bond Funds
- D. Berry Hill Mega Park – Lot 4 Site Development
- E. Rent, Interest, and Other Income Realized
- F. Unaudited Financial Statements

Danville-Pittsylvania Regional Industrial Facility Authority

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

As of April 30, 2015

Funding	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
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}		71,881.00	22,479.12	49,401.88	
Land		-	2,792,945.57	-	
Demolition services		71,261.62	71,261.62	-	
Legal fees		-	55,344.30	-	
CCC - Lots 3 & 9 project - RIFA Local Share ⁶		142,190.00	112,464.98	-	
Other expenditures		-	330,057.70	-	
Total	\$ 7,578,582.12	\$ 4,311,140.12	\$ 7,311,569.65	\$ 49,401.88	\$ 217,610.59

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 September 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 August 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 2015
As of April 30, 2015

	<u>Funding</u>	<u>Budget</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended / Unencumbered</u>
Funding					
City Contribution	\$ 75,000.00				
County Contribution	75,000.00				
Carryforward from FY2014	114,807.25				
City Contribution - remaining FY2011 Allocation	55,000.00				
County Contribution - remaining FY2011 Allocation	55,000.00				
Contingency					
Miscellaneous contingency items		\$ 31,403.90	\$ 452.29	\$ -	\$ 30,951.61
Jones Lang LaSalle - Berry Hill Market Study Analysis		95,000.00	95,000.00	-	-
Jones Lang LaSalle - Berry Hill Economic Analysis		12,000.00	12,000.00	-	-
Dewberry Engineers, Inc. - Berry Hill		108,603.35	108,603.35	-	-
Total Contingency Budget		<u>247,007.25</u>	<u>216,055.64</u>	-	30,951.61
Legal		100,000.00	30,854.50	-	69,145.50
Accounting		19,600.00	19,100.00	500.00	-
Annual Bank Fees		600.00	550.00	-	50.00
Postage & Shipping		100.00	-	-	100.00
Meals		4,000.00	1,893.38	-	2,106.62
Utilities		500.00	274.99	-	225.01
Insurance		3,000.00	-	-	3,000.00
Total	<u>\$ 374,807.25</u>	<u>\$ 374,807.25</u>	<u>\$ 268,728.51</u>	<u>\$ 500.00</u>	<u>\$ 105,578.74</u>

Danville-Pittsylvania Regional Industrial Facility Authority

Mega Park - Funding Other than Bond Funds

As of April 30, 2015

<u>Funding</u>	<u>Funding</u>	<u>Budget / Contract</u> <u>Amount</u>	<u>Expenditures</u>	<u>Encumbered</u>	<u>Unexpended /</u> <u>Unencumbered</u>
Funding					
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 Commission 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				
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	-	
Other					
Dewberry & Davis		28,965.00	28,965.00	-	
Dewberry & Davis ³		990,850.00	973,629.29	17,220.71	
Consulting Services - McCallum Sweeney ⁷		115,000.00	103,796.85	-	
Transfer available funds to "Berry Hill Mega Park - Lot 4 Site Development" Project ⁸		-	11,203.15	-	
Total	\$ 14,231,524.83	\$ 14,231,524.83	\$ 14,214,304.12	\$ 17,220.71	\$ (0.00)

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
Berry Hill Mega Park - Lot 4 Site Development
As of April 30, 2015

Funding	Funding	Budget / Contract Amount	Expenditures	Encumbered	Unexpended / Unencumbered
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.		1,593,487.00	623,377.70	970,109.30	
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.		141,996.00	59,366.82	82,629.18	
Transfers to "General Expenditures Fiscal Year 2015" Contingency ³					
Dewberry Engineers Inc.		(108,603.35)	(108,603.35)	-	
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	\$ 1,684,719.65	\$ 631,981.17	\$ 1,052,738.48	\$ 6,215,636.50

¹ \$300,000 of this was received from each locality in June 2014. \$450,000 received in August 2014. \$450,000 received in September 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

Danville-Pittsylvania Regional Industrial Facility Authority
 Rent, Interest, and Other Income Realized
 As of April 30, 2015

<u>Source of Funds</u>	<u>Funding Receipts</u>			<u>Expenditures</u> <u>FY2015</u>	<u>Unexpended /</u> <u>Unencumbered</u>
	<u>Carryforward</u> <u>from FY2014</u>	<u>Current</u> <u>Month</u>	<u>Receipts</u> <u>FY2015</u>		
<u>Carryforward</u>	\$ 429,892.53				
<u>Current Lessees</u>					
	<u>Park</u>	<u>Property</u>			
Institute for Advanced Learning and Research (IALR) ¹	Cyberpark	Hawkins Research Bldg. at 230 Slayton Ave.	\$ 6,673.24	\$ 66,732.40	
Institute for Advanced Learning and Research (IALR)	Cyberpark	IALR Building at 150 Slayton Ave.	-	-	
Securitas	Cyberpark	Gilbert Building at 1260 South Boston Rd.	300.00	3,000.00	
Guilford Whitetail Management	Berry Hill	Klutz Farm off State Rd. 863/U.S. 311	5,000.00	5,000.00	
Mountain View Farms of Virginia, L.C.	Berry Hill	30 acre tract on Stateline Bridge Rd.	-	1,200.00	
Osborne Company of North Carolina, Inc.	Berry Hill	4380 Berry Hill Road Pastureland	-	-	
Clodfelter Hunting Lease	Berry Hill	371.13 acres off State Road 863	-	2,000.00	
<u>Total Rent</u>			<u>\$ 11,973.24</u>	<u>\$ 77,932.40</u>	
<u>Interest Received</u> ²			\$ 116.44	\$ 964.34	
<u>Yorktowne Repayment</u>			\$ -	\$ 14,425.20	
<u>Expenditures</u>					
Hawkins Research Bldg. Property Mgmt. Fee				\$ 60,059.16	
Totals			<u>\$ 429,892.53</u>	<u>\$ 12,089.68</u>	<u>\$ 93,321.94</u>
				<u>\$ 60,059.16</u>	<u>\$ 463,155.31</u>

Restricted ¹ \$ 364,064.30
Unrestricted \$ 99,091.01

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 Industrial Facility Authority
Statement of Net Position ^{1, 2}
April 30, 2015*

	Unaudited FY 2015
Assets	
<i>Current assets</i>	
Cash - checking	\$ 1,160,683
Cash - money market	1,142,595
Prepays	230
<i>Total current assets</i>	2,303,508
<i>Noncurrent assets</i>	
Restricted cash - project fund CCC bonds	283,730
Restricted cash - debt service fund CCC bonds	1,027,744
Restricted cash - debt service fund Berry Hill bonds	-
Restricted cash - debt service reserve fund Berry Hill bonds	2,000,116
Capital assets not being depreciated	25,055,863
Capital assets being depreciated, net	25,883,079
Construction in progress	3,632,297
<i>Total noncurrent assets</i>	57,882,829
Total assets	60,186,337
Liabilities	
<i>Current liabilities</i>	
Unearned income	4,975
Bonds payable - current portion	1,128,450
<i>Total current liabilities</i>	1,133,425
<i>Noncurrent liabilities</i>	
Bonds payable - less current portion	8,058,540
<i>Total noncurrent liabilities</i>	8,058,540
Total liabilities	9,191,965
Net Position	
Net investment in capital assets	45,667,979
Restricted - debt reserves	3,027,860
Unrestricted	2,298,533
Total net position	\$ 50,994,372

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.

*Please note these statements are for the period ended April 30, 2015 as of April 30, 2015, the date of preparation. Due to statement preparation occurring in close proximity to month-end, these statements may not include some pending adjustments for the period.

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Revenues and Expenses and Changes in Fund Net Position
*April 30, 2015**

	Unaudited FY 2015
Operating revenues	
Virginia Tobacco Commission Grants	57,840
Reimbursement of incentive grants	14,425
Rental income	78,507
Total operating revenues	150,772
Operating expenses ⁴	
Mega Park expenses ³	207,006
Cane Creek Centre expenses ³	24,042
Cyber Park expenses ³	60,792
Professional fees	42,813
Insurance	2,416
Other operating expenses	2,207
Total operating expenses	339,276
Operating loss	(188,504)
Non-operating revenues (expenses)	
Interest income	1,033
Interest expense	(197,565)
Total non-operating expenses, net	(196,532)
Net loss before capital contributions	(385,036)
Capital contributions	
Contribution - City of Danville	1,164,774
Contribution - Pittsylvania County	1,164,774
Total capital contributions	2,329,548
Change in net position	1,944,512
Net position at July 1,	49,049,860
Net position at April 30,	\$ 50,994,372

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.

Danville-Pittsylvania Regional Industrial Facility Authority
Statement of Cash Flows
*April 30, 2015**

	Unaudited FY 2015
Operating activities	
Receipts from grant reimbursement requests	\$ 57,840
Receipts from reimbursement of incentive grants	14,425
Receipts from leases	71,257
Payments to suppliers for goods and services	(711,285)
Net cash used by operating activities	(567,763)
Capital and related financing activities	
Capital contributions	2,329,548
Interest paid on bonds	(274,949)
Principal repayments on bonds	(1,080,000)
Net cash provided by capital and related financing activities	974,599
Investing activities	
Interest received	1,033
Net cash provided by investing activities	1,033
Net increase in cash and cash equivalents	407,869
Cash and cash equivalents - beginning of year (including restricted cash)	5,206,999
Cash and cash equivalents - through April 30, 2015 (including restricted cash)	\$ 5,614,868
Reconciliation of operating loss before capital contributions to net cash used by operating activities:	
Operating loss	\$ (188,504)
Adjustments to reconcile operating loss to net cash used by operating activities:	
Non-cash operating in-kind expenses	-
Changes in assets and liabilities:	
Change in prepaids	2,394
Change in due from other governments	-
Change in other receivables	2,500
Change in accounts payable	(383,278)
Change in unearned income	(875)
Net cash used by operating activities	\$ (567,763)

Components of cash and cash equivalents at April 30, 2015:	
American National - Checking	\$ 1,160,683
American National - General money market	1,142,595
Wells Fargo - \$7.3M Bonds CCC Debt service fund	1,027,744
Wells Fargo - \$7.3M Bonds CCC Project fund	283,730
US Bank - \$11.25M Bonds Berry Hill Debt service fund	-
US Bank - \$11.25M Bonds Berry Hill Debt service reserve fund	2,000,116
	\$ 5,614,868

Danville-Pittsylvania Regional Industrial Facility Authority

Executive Summary

Agenda Item No.:	Item 5-E
Meeting Date:	05/11/2015
Subject:	Discussion of Joint Meeting
From:	Clarence C. Monday, County Administrator Pittsylvania County

SUMMARY

Mr. Monday will discuss with the RIFA Board, a joint meeting with the Danville City Council, Pittsylvania County Board of Supervisors and the Authority at the June 8, 2015 meeting of the Authority.