

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

June 8, 2020

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:08 p.m. on the above date at the Institute for Advanced Learning and Research, 150 Slayton Avenue, Room 207, Danville, Virginia. Present were City of Danville Members Vice Chairman Fred O. Shanks, III, Sherman M. Saunders and Alternate J. Lee Vogler. Pittsylvania County Members present were Chairman Robert W. Warren, Ronald S. Searce, and Alternate Vic Ingram.

City/County staff members attending were: Deputy City Manager Earl Reynolds, County Administrator David Smitherman, City of Danville Interim Director of Economic Development Corrie Bobe, Pittsylvania County Director of Economic Development Matt Rowe, Christian & Barton Attorney Michael C. Guanzon, and Secretary to the Authority Susan DeMasi. Also present was Shawn Harden from Dewberry and Danville City Council Member Madison Whittle. *Director of Finance Michael Adkins and City of Danville Accountant Henrietta Weaver attended the meeting electronically.*

Chairman Robert W. Warren presided.

**CONFIRMATION OF MEETING LOGISTICS**

*Legal Counsel to the Authority Michael Guanzon stated, because of the COVID plan the Board instituted, as a reminder, there were assigned seats; to keep distancing please stay at your seats unless leaving the room. When RIFA does have Closed Session, the press could wait in the lobby because the other parts of the Institute are closed to the public, and staff will call them back. Under the Governor's order about wearing masks in public buildings, RIFA takes the position that because this meeting was not for public services, people are not coming to the meeting to obtain services, that the mask requirement does not apply to RIFA.*

**PUBLIC COMMENT PERIOD**

No one present desired to be heard.

**APPROVAL OF MINUTES OF THE MAY 11, 2020 MEETING**

Upon **Motion** by Mr. Saunders and **second** by Mr. Searce, Minutes of the May 11, 2020 Meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

**NEW BUSINESS**

**5A. CONSIDERATION OF RESOLUTION NO. 2020-06-08-5A RATIFYING THE SECOND AMENDMENT TO CONTRACT OF SALE WITH REALTYLINK**

Pittsylvania County Director of Economic Development Matt Rowe explained this item was regarding Aerofarms, to ratify the extension which had already been signed by the Chairman. The due diligence period goes to July 31<sup>st</sup> and the closing will be by the end of September.

Mr. Shanks **moved** for adoption of Resolution No. 2020-06-08-5A, ratifying that certain Second Amendment to Contract of Sale dated May 21, 2020, between the Authority and RealtyLink Investments, LLC, a South Carolina limited liability company, pursuant to Resolution Nos. 2019-09-09-5E, 2019-11-12-5A, 2019-12-09-5B, and 2020-05-11-5F, for

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*Lots 3A and 3B in the Authority's Cane Creek Centre Industrial Park Project, located in Pittsylvania County, Virginia, to extend contractual deadlines to facilitate purchaser to proceed to closing.*

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

VOTE: 4-0  
AYE: Warren, Searce, Shanks, Saunders (4)  
NAY: None (0)

**5B. CONSIDERATION OF RESOLUTION NO. 2020-06-08-5B RATIFYING SURVEYING AND SUBDIVISION PLAT SERVICES BY DEWBERRY**

Mr. Rowe noted this item also regarded Aerofarms; there was a title objection and at the last meeting, Mr. Shanks came up with the suggestion of trying to turn the cemetery lot into its own lot of record, and doing a boundary line adjustment. Staff has taken that to RealtyLink, their legal counsel signed off on it, staff also showed it to the County Subdivision agent, and it meets the County's subdivision ordinance. Dewberry has finalized the plats and they will go to the subdivision agent with VDOT and the Department of Health over the next ten days for approval. Mr. Guanzon noted this was a ratification done pursuant to the bylaws; it had both the City Manager and County Administrator's approval.

Mr. Searce **moved** for adoption of *Resolution No. 2020-06-08-5B, ratifying one-time surveying and subdivision plat services performed by Dewberry Engineers Inc., a New York corporation, for Lot 3 of the Authority's Cane Creek Centre Industrial Park Project, located in Pittsylvania County, Virginia, for a fee of \$2,500.*

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

VOTE: 4-0  
AYE: Warren, Searce, Shanks, Saunders (4)  
NAY: None (0)

**5C. CONSIDERATION OF RESOLUTION NO. 2020-06-08-5C AUTHORIZING NEGOTIATION, EXECUTION AND DELIVERY OF A DEED OF DEDICATION FOR LOT 7C IN CANE CREEK**

Mr. Rowe noted this item was for Morgan Olsen Way which the County Board petitioned to rename from IKEA Drive. The portion where that roadway extends beyond the intersection of where Cane Creek meets the stop sign, going right into the rest of the Morgan Olsen property, that was currently a private drive. Looking at interest from potential suppliers to Morgan Olsen, staff feels it was in the best interest of RIFA to be able to put that portion of roadway back under VDOT control in order to ensure that RIFA has the maximum amount of developable properties around the Morgan Olsen plant. According to the zoning ordinance, the subdivision ordinance has to have room for public road frontage; this allows them to have a higher linear of public roadway. Ultimately, the Pittsylvania County Board of Supervisors also has to pass a resolution and petition VDOT to take some action.

County Administrator David Smitherman stated there was a fee involved with VDOT, and staff wanted to make sure RIFA understands that RIFA would be the appropriate party to pay that

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fee, since it was RIFA's road they would have to inspect before they make it a state road. Mr. Shanks questioned if that was constructed as a public road originally and Mr. Harden explained when Swedwood Drive was designed, it was designed as a public road. At some point, IKEA wanted to put a scale house on it, so the Board of Supervisors abandoned that part of the road to allow IKEA to do that; they never did. This was to put it back to what it was originally designed for. Mr. Shanks noted it would be prudent to ask for a waiver since they have already done that and Mr. Smitherman noted that was a good idea. Mr. Warren questioned if the wording needed to be changed in the Motion to include that RIFA was going to request a waiver and if not RIFA was responsible for the expense. Mr. Guanzon noted they could amend it to add the cost, they don't have to include the waiver language, but would if the Board requested.

Mr. Shanks **moved** for adoption *Resolution No. 2020-06-08-5C, authorizing the negotiation, execution and delivery of a Deed of Dedication for public street purposes, consisting of a portion of Lot 7C in the Authority's Cane Creek Centre Industrial Park Project, located in Pittsylvania County, Virginia, and Morgan Olson Way (formerly known as IKEA Drive), and the fees associated and required by VDOT.*

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

VOTE: 4-0  
AYE: Warren, Scarce, Shanks, Saunders (4)  
NAY: None (0)

**5D. FINANCIAL STATUS REPORTS AS OF MAY 31, 2020**

Mr. Adkins gave the Financial Status report as of May 31, 2020, beginning with the Cane Creek Bonds which showed no expenditures for the month of May. General Expenditures for the current fiscal year show RIFA expended \$10,157 to Marshall Construction for debris removal, that action was approved at the last meeting, \$254 to Abstracts & Titles for a title exam, \$38,494 to Christian & Barton for legal fees, \$108 for meals and \$31 for monthly utilities. Mr. Adkins noted the legal budget was \$200,000 for this fiscal year; RIFA has exceeded that by about \$12,000 at this point, and they will discuss that in the next agenda item. Funding Other than Bonds for the Mega Site, Lot 4 Site Development, Lot 8 Site Development, and Water and Sewer showed no expenditures for May. Rent, Interest and Other Income show RIFA received \$50,825 from the Institute for the Hawkins' maintenance; because of timing, that was two months worth, April and May. RIFA also received \$1,000 from the Osborne Company for their annual lease renewal, and the account earned \$279 in interest income. They also received funding from Pittsylvania County for incentives that were shared between the City and County; \$27,280 was received from the County for their share of the Harlow Fastech incentives, and \$15,863 from Pittsylvania County for the Gefertec rent. RIFA expended \$25,412 to the Institute for the Hawkins' Building maintenance and \$2,115 to the Institute which was the monthly amount for the Gefertec's rent. RIFA also paid \$54,559 to Harlow Fastech, which was part of their Industrial Enhancement Grant and paid \$7,057 to Gefertec for some Harlow Fastech equipment, which also includes the wire fee; those were incentive funds. Under the Unrestricted Fund Balance, at the end of May, RIFA currently has a little over \$280,000 and he will discuss that in the next agenda item. Page 40 was a summary of the cash disbursements for the month of May.

Mr. Saunders **moved** to accept the Financial Report as presented. The Motion was

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**seconded** by Mr. Searce and carried by the following vote:

VOTE: 4-0  
AYE: Warren, Searce, Shanks, Saunders (4)  
NAY: None (0)

**5E. CONSIDERATION OF RESOLUTION 2020-06-08-5E APPROVING (i) THE FISCAL YEAR 2020 GENERAL EXPENDITURE BUDGET TRANSFER TO LEGAL BUDGET, AND (ii) FISCAL YEAR 2021 GENERAL EXPENDITURES BUDGET**

Director of Finance Michael Adkins explained the current year's budget, as discussed in the Financial Report, shows RIFA was over budget on legal expenses. Staff was asking the Board to approve using some of the Unrestricted Funds to cover the legal expenses for the remainder of this fiscal year. About \$12,000 was needed currently to cover legal expenses through April; there were a few more months of legal expenses to cover and staff recommended another \$48,000 to make sure there was enough. A total of \$60,000 would come out of the unrestricted fund balance to cover legal expenses; any unspent money at the end of the fiscal year will roll over to the next fiscal year.

Mr. Adkins noted the other part of this agenda item was the budget for Fiscal Year 2021. The budget remains relatively unchanged; staff increased the Audit line item to cover the upcoming audit for FY 2021. Mr. Adkins stated the funding sources from the City and County were set at \$25,000 per locality. A couple of years ago, it was routine to collect \$75,000 from each locality but because RIFA had some Unrestricted Fund Balance to help the localities with their budgeting process over the last couple years, that was reduced to \$25,000. To make up the gap for what was needed for RIFA to operate, they were proposing, in FY 2021, to use \$200,000 from the Unrestricted Fund Balance. There was about \$280,000 in Unrestricted, staff already asked for \$60,000 to cover the legal expenses, and this item will pull another \$200,000 from that. This uses almost all of the Unrestricted Fund Balance for RIFA's General Operating Expenses. If additional Board approved expenditures come up during FY 2021, RIFA may have to seek additional funding from the localities to cover that. Looking forward to the FY 2022 budget, staff will definitely have to increase the amount that was coming from the localities, perhaps back up to the \$75,000.

Mr. Searce **moved** for adoption of *Resolution No. 2020-06-08-5E, approving the (i) FY 2020 General Expenditure Budget Transfer of up to \$60,000 from Unrestricted Funds to Legal Budget; and (ii) FY 2021 General Expenditures Budget. [No written resolution.]*

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

VOTE: 4-0  
AYE: Warren, Searce, Shanks, Saunders (4)  
NAY: None (0)

**5F. CONSIDERATION OF RESOLUTION 2020-06-08-5F APPROVING THE FORM OF THE ANNUAL REPORT TO THE BOARD OF SUPERVISORS AND DANVILLE CITY COUNCIL**

City of Danville Interim Director of Economic Development Corrie Bobe distributed documents to the Board noting according to RIFA's bylaws, staff will provide the Board of Supervisors and Danville City Council with an annual review of activity that was taking place. The first

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document was a copy of the Financial Report from the last audited financials, as of June 30, 2019; the current financials will be available in the fall of this year. There was also a recap of the activity within RIFA parks. Staff wanted to share this with the Board to see if this was how they would like to move forward with receiving the annual report.

Mr. Searce **moved** for adoption of *Resolution No. 2020-06-08-5F, approving the form of the Annual Report to County Board of Supervisors and City Council, pursuant to the Authority's Bylaws Article IX, Paragraph 1(c) – [No written resolution.]*

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

VOTE: 4-0  
AYE: Warren, Searce, Shanks, Saunders (4)  
NAY: None (0)

**5G. REPORT ON PIPELINE RIGHT OF WAY AND EASEMENT AGREEMENT WITH MVP**

Mr. Rowe noted staff had received an agreement that Mountain Valley Pipeline has requested RIFA review and consider; staff has done that, legal counsel reviewed the document in addition to having the Dewberry engineering team review the mapping of the route. This project was separate from the Mountain Valley Pipeline Project which goes from West Virginia to Chatham. This project was called Mountain Valley Pipeline Southgate which goes from Chatham, paralleling the Transco line all the way down to Alamance, North Carolina. Dewberry has reviewed the map, it does have the most limited impact on the Mega Site and does create the least amount of land taken from RIFA. Staff wanted to ensure that the line stayed on the north side of the Transco line to keep it away from the Mega Site area. The MVP team has worked with RIFA on that.

Mr. Harden explained they tried to make MVP hold as close to the Transco line as possible. They had some constraints where they crossed environmental features and had to deviate out. There were a few more areas where they are still working out. As they got closer to Oak Hill Road, to accommodate the Lot 7 development as planned, staff has asked them to come out and hug the property line of Lot 7 to avoid any impact to that project. They went around the AEP substation lot, the permanent easement will be in the center, it will be fifty feet wide and they were asking for some temporary easements and workspace on either side of that. Mr. Rowe noted this was going through the FERC process and they will discuss additional details in closed session.

Mr. Vogler questioned if there were any estimates on a time line and Mr. Rowe noted what they understand was the timeline was as prompt as possible; the key was to take the position that RIFA was a facilitator and all the process was out of their hands. Staff has been trying to ensure that the project has minimal impact on the Mega Site as possible. Mr. Shanks questioned where it juts out in the middle, were the Transco lines being relocated as well and Mr. Harden noted they were not.

Mr. Shanks **moved** to TABLE 5G. The Motion was **seconded** by Mr. Searce and carried by the following vote:

VOTE: 4-0  
AYE: Warren, Searce, Shanks, Saunders (4)

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NAY: None (0)

**5H. REPORT ON SELECTION OF LEGAL COUNSEL TO THE AUTHORITY**

Mr. Guanzon noted when the Board selected his firm last year, the agreement was for one year, an RFP was sent out by the City on behalf of RIFA, and there were certain responses. Mr. Adkins stated there were three responses to be considered, and the decision needs to be made in closed session so the City can issue an acceptance and reward of the RFP.

Mr. Shanks **moved** to TABLE Item 5H. The Motion was **seconded** by Mr. Searce and carried by the following vote:

VOTE: 4-0

AYE: Warren, Searce, Shanks, Saunders (4)

NAY: None (0)

**6. CLOSED SESSION**

*[During the closed session, all matters discussed shall involve receiving advice from legal counsel, and as such all communications during the closed session shall be considered attorney-client privileged.]*

At 12:40 p.m. Mr. Shanks **moved** that the Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority be recessed in a Closed Meeting for the following purposes:

A. As permitted by Section 2.2-3711(A)(5) of the Code of Virginia, 1950, as amended ("Virginia Code"), for discussion concerning one or more prospective businesses where no previous announcement has been made of that business's interest in locating its facilities in one or more of the Authority's projects, located in Pittsylvania County, Virginia, and/or Danville, Virginia; and

B. As permitted by Virginia Code § 2.2-3711(A)(39) for discussion or consideration of records excluded under Virginia Code § 2.2-3705.6(3) (including without limitation (i) those certain confidential proprietary records voluntarily provided by private business pursuant to a promise of confidentiality from the Authority, and used by the Authority for business and trade development and (ii) those certain memoranda, working papers, or other information related to businesses that are considering locating or expanding in Virginia, prepared by the Authority, where competition or bargaining is involved and where disclosure of such information would adversely affect the financial interest of the Authority); such information being excluded from mandatory disclosure under Virginia Code § 2.2-3705.1(12) (information relating to the negotiation and award of a specific contract pertaining to the Authority's Southern Virginia Megasite at Berry Hill project, Cyber Park project and/or Cane Creek Centre project, where competition or bargaining is involved and where the release of such information would adversely affect the bargaining power or negotiating strategy of the Authority) and Virginia Code § 2.2-3705.1(8) (appraisals and cost estimates of real property in one or more of the Authority's projects subject to a proposed purchase, sale, or lease, prior to the completion of such purchase, sale, or lease); and

C. As permitted by Virginia Code § 2.2-3711(A)(3) for discussion or consideration of the acquisition and/or the disposition of publicly held real property, where discussion in an open

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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 Mr. Guanzon regarding specific legal matters requiring the provision of legal advice by Mr. Guanzon; 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.

And also to include an invitation to Council Member Whittle to attend the closed session.

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

VOTE: 4-0  
AYE: Warren, Searce, Shanks, Saunders (4)  
NAY: None (0)

D. On **Motion** by Mr. Searce and **second** by Mr. Shanks and by unanimous vote at 1:49 p.m., the Authority returned to open meeting.

(Reinstatement/Unmuting of Conference Line *[see Agenda Item 5D above]*.)

E. Mr. Searce **moved** for adoption of the following Resolution:

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

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

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

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

VOTE: 4-0  
AYE: Warren, Searce, Shanks, Vogler (4)  
NAY: None (0)

**7A. CONTINUATION OF AGENDA ITEM 5G – CONSIDERATION OF RESOLUTION NO. 2020-06-08-7A, AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF A RIGHT OF WAY AND EASEMENT AGREEMENT WITH MVP**

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Mr. Shanks **moved** that the Board ask Mr. Smitherman, Mr. Guanzon and necessary staff to further negotiate with MVP. The Motion was **seconded** by Mr. Searce and carried by the following vote:

VOTE: 4-0

AYE: Warren, Searce, Shanks, Vogler (4)

NAY: None (0)

**7B. CONTINUATION OF AGENDA ITEM 5H – CONSIDERATION OF RESOLUTION NO. 2020-06-08-7B SELECTION OF LEGAL COUNSEL**

Mr. Shanks noted due to the COVID issues the Authority has been dealing with for the last few months, he **moved** to ask that further consideration of this matter be dealt with in the next three months with a study being brought back to the RIFA board by the September meeting, and during that process the Board continue its relationship with the current law firm.

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

VOTE: 4-0

AYE: Warren, Searce, Shanks, Saunders (4)

NAY: None (0)

**7C. CONSIDERATION OF RESOLUTION NO 2020-06-08-7C IN RECOGNITION OF DISTINGUISHED SERVICE BY FRED O. SHANKS, III TO THE AUTHORITY**

Mr. Warren noted it was tradition for the current Chairman to read these resolutions but would like to yield to one of the past Chairmen to make this presentation to one of the Board's distinguished members.

Mr. Saunders read and presented the following resolution to Mr. Shanks.

**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 June 17, 2008, the Honorable Fred O. Shanks, III, served as Chairman, Vice Chairman, Member or Alternate 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**, Fred O. Shanks, III's service on the Authority's Board of Directors ends contemporaneously with the June 30, 2020, expiration of his term of office as a Member of the Danville City Council.

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**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 Fred O. Shanks, III, to the Authority; recognizes his devotion, duty and exemplary leadership to the Authority; and wishes him success in his future endeavors.

Mr. Shanks thanked fellow board members and staff noting that serving on RIFA has been a tremendous pleasure and a true highlight of his time on City Council. He recalls the negotiations for the Hairston property and the consideration of not including mineral rights as part of that purchase. Consideration of other properties had been purchased for the park and before RIFA could close on the properties, in October 2008 the bond market fell and all the plans to close on that real estate fell to pieces. Lyle Lacey made a decision for the City to offer to temporarily finance the purchase of the properties. Today, RIFA was at the cusp of seeing the Southern Virginia Mega Park at Berry Hill transform into a regional game changer they have all envisioned. RIFA has had some other successes along the way, not the least of which were several announcements made last year. It was possible that this was not his final farewell. With the help of Council Member Saunders, Vogler, and Whittle, and two other Council Members he could possibly be back in that seat next month. City Council could if they chose appoint him to serve as Council Member Tomer's interim replacement until an election could be held in November. A RIFA appointment could make this a seamless transition. While this might be a good-bye, there may be a hello next month and that was what he truly hoped would happen. Mr. Shanks noted he appreciated the opportunity to work with everyone and many of those who have served on RIFA in the past.

Mr. Saunders **moved** to approve Resolution No. 2020-06-08-7C in recognition of distinguished service by Fred O. Shanks, III, to the Authority, as Chairman, Vice Chairman, Member and Alternate Member of the Board of Directors.

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

VOTE: 4-0  
AYE: Warren, Searce, Shanks, Saunders (4)  
NAY: None (0)

**8. COMMUNICATIONS**

Board Members and Staff thanked Mr. Shanks for his service to the RIFA Board, it has been a pleasure to work with him, and have appreciated his support for RIFA projects and Industrial development within the City.

Mr. Guanzon noted there was an issue that needed to be discussed regarding Mid Atlantic Broadband Corporation. They have a general request of staff to lay down more lines for easements; Mr. Rowe noted they are mobilized right now running new conduit to the Morgan Olsen Plant. MAB wants to know if RIFA will support them, of course at their cost, of laying additional conduits throughout Cane Creek Park. There were looking for was a consensus for staff to go ahead and work with Dewberry on RIFA's behalf to facilitate that. Staff did not want to give them the go ahead unless the Board was in agreement. Mr. Guanzon noted this would not require a motion as it was not an action item. Board Members indicated their agreement for staff to work with Dewberry on this item.

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Meeting adjourned at 2:11 p.m.

APPROVED:

s/ Robert W. Warren  
Chairman

s/ Susan M. DeMasi  
Secretary to the Authority