

**DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**

**Minutes  
October 11, 2011**

The Regular Meeting of the Danville Pittsylvania Regional Industrial Facility Authority convened at 12:12 p.m. on the above date in the Conference Room located at the Danville Regional Airport, 424 Airport Drive. Present were City of Danville Members Vice-Chairman Sherman M. Saunders, T. David Luther and alternate Fred O. Shanks, III. Pittsylvania County Members present were Chairman Coy E. Harville and Henry A. "Hank" Davis, Jr.; Alternate Fred Ingram was absent.

City/County staff members attending were: City Manager Joe King, Pittsylvania County Administrator Dan Sleeper, Danville Finance Director/Authority Treasurer Barbara Dameron, Pittsylvania County Finance Director Kim Van der Hyde, Pittsylvania County Attorney J. Vaden Hunt, City of Danville Director of Economic Development Jeremy Stratton, Assistant County Administrator for Planning & Development Gregory Sides, Karen Cross Danville Parks, Recreation & Tourism, City of Danville Senior Accountant Patricia Conner, Clement and Wheatley Attorney Michael Guanzon, and Secretary to the Authority Susan DeMasi.

Also present was Dewberry & Davis project manager Shawn Harden.

Chairman Harville called the Meeting to order.

**PUBLIC COMMENT PERIOD**

No one desired to be heard.

**APPROVAL OF SEPTEMBER 12, 2011 MINUTES**

Upon **Motion** by Mr. Luther and **second** by Mr. Davis, Minutes of the September 12, 2011 Meeting were approved, as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

**VIRGINIA FREEDOM OF INFORMATION ACT TRAINING SESSION  
PRESENTED BY MARIA J. K. EVERETT, EXECUTIVE DIRECTOR AND SENIOR  
ATTORNEY, VIRGINIA FREEDOM OF INFORMATION ADVISORY COUNCIL**

Ms. Everett gave a presentation on the Virginia Freedom of Information Act to the RIFA Board and City and County Staff Members.

**NEW BUSINESS**

**A. UPDATE ON TRANSPORTATION PLANS FOR THE AUTHORITY'S MEGA  
PARK SITE – GREG SIDES, ASSISTANT COUNTY ADMINISTRATOR**

Greg Sides, Assistant County Administrator for Planning & Development gave a brief update on transportation plans. Mr. Sides noted the West Piedmont Planning District Commission is doing a number of corridor studies, one of which is a proposal to realign Route 863. Mr.

**DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**

**Minutes  
October 11, 2011**

Sides noted there have been two public input meetings, with no decision having been made and no alignment has been identified, as yet.

Mr. Sides then gave a brief update on a Mega Park connector road which would come from Highway 58 at the Oak Ridge Interchange and tie into Berry Hill in the Mega Park. Mr. Sides noted they are about to issue a Request for Proposal for the engineering services. This will be for truck traffic and to have two ways of accessing the Mega Park.

**B. PRESENTATION OF INFORMATION ON WALKING TRAIL CORRIDOR AT THE AUTHORITY'S CANE CREEK SITE – GREG SIDES, ASSISTANT COUNTY ADMINISTRATOR AND KAREN CROSS DIRECTOR OF OUTDOOR RECREATION, DANVILLE PARKS & RECREATION**

Karen Cross, Director of Outdoor Recreation for Danville Parks, Recreation & Tourism noted that another part of the corridor study was to study a connector trail that would connect the River Walk to the Richmond-Danville Rail Trail. The River Walk is contained within the City of Danville and the Richmond-Danville Rail Trail is within Pittsylvania County. Part of the interest in doing a connection here is to have a contiguous path across Southwest Virginia. Ms. Cross discussed the two possible routes into Cane Creek Park, and noted that she and Greg Sides have both been on the trail connection committee.

After discussion by Board members, Ms. Cross stated she believed that the Board prefers Route A but are still open to discussion. Ms. Cross noted she will bring back some additional plans for the Authority to review.

**C. CONSIDERATION OF RESOLUTION NO. 2011-10-11-6C – AUTHORIZING ISSUANCE OF REVENUE BONDS – (BERRY HILL PROJECT) – SERIES 2011 - \$13,700,000**

Authority Treasurer Barbara Dameron noted that this Resolution is to issue bonds for the purchase of land at the Mega Park. Ms. Dameron distributed two support agreements, one with the County and one with the City showing minor changes with respect to City officials that work for Council as opposed to employees of the City. Also the date in Section 8.1 has changed to June 21<sup>st</sup> as the latest date, given City Council's scheduled meeting date.

Attorney for the Authority Michael Guanzon noted that those are just small, technical revisions to documents that were already available on the website. These revisions do not impact the Resolution that was in the original packet for the Bond, these are just supporting documents that the Board might use for a basis for their decision.

Ms. Dameron noted that there are about eight documents in the packet that the Authority members are being asked to review.

Mr. Davis **moved** adoption of Resolution No. 2011-10-11-6C, with the scope of the revisions made available, authorizing the issuance of Revenue Bonds (Berry Hill Project), Series 2011

**DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**

**Minutes  
October 11, 2011**

in a principal amount not to exceed \$13,700,000, authorizing the execution and delivery of all Bond Documents in connection therewith including without limitation the Indenture, the Bonds, the Support Agreements, the Assignment agreement, the Bond Purchase Agreement, the Preliminary Official Statement and the Continuing Disclosure Agreement, and authorizing other matters in connection therewith. – Barbara A. Dameron, CPA, Authority Treasurer, and Joseph Mason, Davenport & Co., LLC.

The Motion was **seconded** by Mr. Luther.

Mr. Saunders questioned whether the Motion was “as is” or “pending final approval of both local government bodies”.

Mr. Harville noted it would be pending final approval of both the County and the City.

The Motion was **carried** by the following vote:

VOTE: 4-0  
AYE: Davis, Harville, Luther and Saunders (4)  
NAY: None (0).

**D. FINANCIAL REPORT AS OF SEPTEMBER 30, 2011.**

Barbara Dameron, Authority Treasurer gave a brief financial report as of September 30, 2011. Ms. Dameron noted that this month, the Authority received \$17,566 in rental income from the Institute for Advanced Learning and Research. In terms of operating expenses and other expenses, the Authority incurred \$42,917 in expenses.

Mr. Davis **moved** approval of the financial report as of September 30, 2011. Mr. Saunders **seconded** the motion and the Motion was carried by the following vote:

VOTE: 4-0  
AYE: Davis, Harville, Luther and Saunders (4)  
NAY: None (0).

**CLOSED MEETING**

**7.A.** At 1:55 p.m. Mr. Harville requested a Motion to go into Closed Meeting as permitted by Section 2.2-3711(A)(5) of the Code of Virginia, 1950, as amended, for discussion concerning a prospective business where no previous announcement has been made of the business' interest in locating its facilities in the community; and as permitted by Section 2.2-3711(A)(3) of the Code of Virginia, 1950, as amended, for discussion or consideration of leasing to such prospective business, (i) the house known as the Lake House and (ii) the apartments, located on a portion of real property in Pittsylvania County, Virginia, at the Authority's Cane Creek site (a portion of GPINs 2347-46-0892 and 2347-35-9903); and the lease for an initial term of five (5) months, shall be for the purpose of a temporary employee

**DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**

**Minutes  
October 11, 2011**

dormitory and no other purpose, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority.

Mr. Guanzon noted that this business has now been announced but the other exception still applies for negotiating. Mr. Guanzon stated that the name of the company is Axxor, N.A.

Mr. Luther noted that Mr. Harville stated the facility was located in the County, which should have been "community". Mr. Guanzon noted the correction could be made with the Motion.

**7.B.** As permitted by Section 2.2-3711(A)(7) of the Code of Virginia, 1950, as amended, for consultation with and briefing by legal counsel pertaining to actual litigation regarding Nancy Barbour Smith, et al. v. Pittsylvania County Board of Supervisors (Case No. CL 1000088-00), where such consultation or briefing in open meeting would adversely affect the litigating posture of the Authority; and consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel.

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

VOTE: 4-0  
AYE: Davis, Harville, Luther and Saunders (4)  
NAY: None (0).

Upon unanimous vote at 2:09 p.m., the Authority returned to open meeting and Mr. Davis **moved** adoption of the following Resolution:

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

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

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

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

VOTE: 4-0  
AYE: Davis, Harville, Luther and Saunders (4)

**DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**

**Minutes  
October 11, 2011**

NAY: None (0).

**8. ACTION ON MATTERS CONSIDERED IN CLOSED SESSION**

**A. CONSIDERATION OF RESOLUTION 2011-10-11-8A**

Mr. Luther **moved** adoption of Resolution No. 2011-10-11-8A a resolution to approve a five month lease to Axxor N.A., LLC, a Kentucky Limited Liability Company of (i) the house known as the Lake House and (ii) the apartments located on a portion of real property in Pittsylvania County, Virginia, at the Authority's Cane Creek site (a portion of GPINs 2347-46-0892 and 2347-35-9903); and the lease shall be for the purpose of a temporary employee dormitory and no other purpose, for the total price of \$6,500. [RESOLUTION 2011-10-11-8A was distributed to the Board after returning to open session].

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


VOTE: 4-0  
AYE: Davis, Harville, Luther and Saunders (4)  
NAY: None (0).

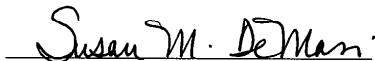
**COMMUNICATIONS**

Joe King noted the end of the lawsuit and the financing; a lot of people worked very hard on those issues and we really appreciate their hard work.

Barbara Dameron distributed a schedule of the bond financing.

Upon **Motion** by Mr. Luther and **second** by Mr. Davis, and by unanimous vote, the meeting was adjourned at 2:14 p.m.

  
Chairman

  
Clerk to the Authority