

STAUNTON RIVER REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

June 28, 2019

The regular meeting of the Staunton River Regional Industrial Facility Authority was convened at 12:01 p.m. on the above date at Town Hall for Hurt, Virginia, 533 Pocket Road, Hurt, Virginia 24563. Present were Pittsylvania County members Chairman Elton W. Blackstock and Ben Farmer; alternate Dr. Charles H. Miller was absent. Town of Hurt members present were Vice-Chairman Gary Poindexter and alternate Collin Adams; Steve Watson was absent. City of Danville members present were Sherman Saunders, Fred Shanks, and alternate J. Lee Vogler. There were no Town of Altavista members present.

County/Town/City staff members attending were: County Administrator David Smitherman; City Manager Ken Larking; County Director of Economic Development Matt Rowe; City Director of Economic Development Telly Tucker; Director of Finance Kim Van Der Hyde; County Project Manager Susan McCulloch; Secretary Hollye Keesee; and Clement Wheatley Attorney Michael Guanzon. Jennifer Burnett, Clement Wheatly attorney was available by phone.

ROLL CALL AND CONFIRMATION OF QUORUM

Hollye Keesee, Secretary, read the roll call and confirmed that a quorum was present.

PUBLIC COMMENT PERIOD

No one desired to be heard.

APPROVAL OF MINUTES OF THE FEBRUARY 8, 2019 MEETING

Upon **Motion** by Mr. Shanks and **seconded** by Mr. Farmer, Minutes of the April 12, 2019 Meeting were approved as presented.

OLD BUSINESS

A. Consideration of Resolution No. 2019-06-28-5A, approving that certain SVMP Development and Option Agreement by and between the Authority, as optionee, and Hurt Partners, LLC, a North Carolina limited liability company, for the Southern Virginia Multi-Modal Park in Hurt, Virginia – Matthew Rowe, Director, Economic Development, Pittsylvania County

The Development and Option Agreement was presented. It shows a \$50,000 option fee and would lock in the sale price for \$15,000 per acre. It also includes making improvements to the property. Hurt Partners, LLC has begun staging equipment on the property for completing these improvements. The document had been reviewed by legal counsel and staff for each locality.

Mr. Poindexter **moved** to approve Resolution 2019-06-28-5A; the Motion was **seconded** by Mr. Farmer and carried by the following vote:

VOTE: 6-0

AYE: Blackstock; Farmer; Poindexter; Shanks; Adams; Saunders (6)

NAY: None (0)

NEW BUSINESS

A. Financial Status Report as of May 31, 2019 – Kim Van Der Hyde, Director of Finance, Pittsylvania County

Ms. Van Der Hyde discussed the current status of FY2019 budget and also provided a FY2020 budget.

Mr. Saunders **moved** to accept the Treasurer's Report; the Motion was **seconded** by Mr. Adams and unanimously approved.

B. Consideration of Resolution No. 2019-06-28-6B, to approve the Self Insurance Proposal received from VACORP presented at the meeting, and to purchase for the Authority the insurance at the coverages described therein, in connection with the Authority's operations and the due diligence and other activities of the Authority at the Southern Virginia Multi-Modal Park under the SVMP Development and Option Agreement – Ms. Van Der Hyde [NO WRITTEN RESOLUTION]

Virginia Association of Counties Group Self-Insurance Risk Pool (VACORP) was contacted and asked to provide an estimate for insurance coverage for SR RIFA. They provided a premium amount of \$1,625 for coverage of multiple areas. Ms. Van Der Hyde feels that the premium is reasonable for the amount of coverage provided.

Mr. Shanks **moved** to approve Resolution 2019-06-28-6B; the Motion was **seconded** by Mr. Poindexter and unanimously approved.

C. Consideration of Resolution No. 2019-06-28-6C, to approve the selection of Robinson, Farmer, Cox and Associates to perform audit services for the Authority for a period for three (3) years with two (2) optional one (1) year renewals, at an initial cost of \$5,200.00 for fiscal year 2019, with 3% increases each subsequent year – Ms. Van Der Hyde [NO WRITTEN RESOLUTION]

Pittsylvania County's Procurement Manager issued an RFP for Audit Services and three proposals were received. A panel, which consisted of Ms. Van Der Hyde, Mr. Saunders and Mr. Mattox, reviewed the proposals and selected Robinson, Farmer, Cox and Associates.

Mr. Saunders **moved** to approve Resolution 2019-06-28-6C; the Motion was **seconded** by Mr. Poindexter and unanimously approved.

D. Consideration of Resolution No. 2019-06-28-6D, to amend the Fiscal Year 2020 Budget approved at the April 12, 2019, meeting of the Authority Board, to add a line item for the cost of the insurance being purchased for the Authority pursuant to Resolution No. 2019-06-28-6B, and to add a line item for the cost of the fiscal year 2019 audit pursuant to Resolution No. 2019-06-28-6C, all as set forth in the Amended Budget For Fiscal Year 2020 presented at the meeting – Ms. Van Der Hyde [NO WRITTEN RESOLUTION]

Mr. Shanks **moved** to approve Resolution 2019-06-28-6D; the Motion was **seconded** by Mr. Poindexter and unanimously approved.

E. Next Meeting Date/Time/Place

The next meeting was scheduled to be held at the Pittsylvania County Administration office on October 4, 2019 at 12 p.m.

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 12:25 p.m. Mr. Farmer **moved** that the meeting of the Staunton River Industrial Facility Authority be recessed in a closed meeting for the following purposes:

A. 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) 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

B. 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 commonly known as the Southern Virginia Multimodal Park, in Hurt, Virginia, 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: 6-0
AYE: Blackstock; Farmer; Poindexter; Shanks; Adams; Saunders (6)
NAY: None (0)

RETURN TO OPEN SESSION

C. Confirmation of Motion and Vote to Reconvene in Open Meeting

On **Motion** by Mr. Shanks and **seconded** by Mr. Farmer and by unanimous vote at 1:07 p.m., the Authority returned to open meeting.

D. Motion to Certify Closed Meeting

Mr. Poindexter **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: 6-0
AYE: Blackstock; Farmer; Poindexter; Shanks; Adams; Saunders (6)
NAY: None (0)

COMMUNICATIONS

Mr. Rowe stated that the County received a Resolution from the Town of Altavista to withdraw from SR RIFA. Staff has been working with legal counsel on the proper procedures for the formal withdrawal from the Authority. Virginia Code states that the Authority would need to be accepted by a unanimous vote by the remaining localities and then have to figure out an exit strategy.

Mr. Guanzon stated that he would be joining the law firm of Christian & Barton in Richmond and that Ms. Burnett would continue to be the lead counsel.

Staunton River RIFA
June 28, 2019

Meeting adjourned at 1:51 p.m.

A handwritten signature in black ink, appearing to read "D. L. Blay", written over a horizontal line.

Chairman

A handwritten signature in black ink, appearing to read "H. J. Reese", written over a horizontal line.

Secretary to the Authority