

STAUNTON RIVER REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes
May 18, 2022

The regular meeting of the Staunton River Regional Industrial Facility Authority was convened at 12:04 p.m. on the above date at the Board Meeting Room, 39 Bank Street Chatham, VA 24531. Present were Pittsylvania County members Darrell Dalton, Jessie Barksdale, and alternate Tim Dudley. Town of Hurt members present were Gary Hodnett, Gary Poindexter, and alternate Donney Johnson. City of Danville members present were Lee Vogler, and alternate Larry Campbell.

County/Town/City staff members in attendance were: City Manager Ken Larking; Interim County Administrator Clarence Monday; County Director of Economic Development Matthew Rowe; City Director of Economic Development Corrie Bobe; County Project Manager Kattie Saunders; County Finance Director Kim Van Der Hyde; County Accountant Brandy Yeatts; Secretary to the Authority Hollye Keese; and Clement Wheatley Attorney Ted Hodges.

ROLL CALL AND CONFIRMATION OF QUORUM

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

Mr. Rowe asked that the agenda be amended to add under New Business, 5C the approval of the audit and 5D the FY23 budget, both to be brought forth by Ms. Van Der Hyde.

Sherman Saunders arrived at 12:06 pm.

PUBLIC COMMENT PERIOD

No one desired to be heard.

APPROVAL OF MINUTES

Upon **Motion** by Mr. Vogler and **seconded** by Mr. Saunders, minutes of the May 25, 2021, meeting was unanimously approved as presented.

NEW BUSINESS

A. ELECTION AND APPOINTMENT OF OFFICERS FOR CALENDAR YEAR 2021 – Edward F. Hodges, Jr Esq., Clement Wheatley, Legal Counsel to the Authority

1. Election of Chairman from Pittsylvania County Locality (*see* Bylaws, Article VI, paragraph 1)

Mr. Hodges explained that due to the By-Laws, it is now Pittsylvania County's year in the rotation for Chairman.

Mr. Saunders **nominated** Darrell Dalton for Chairman of the Authority; the nomination was **seconded** by Mr. Poindexter with no other nominations.

The appointment of Mr. Dalton was carried with the following vote:

VOTE: 6-0
AYE: Barksdale; Dalton; Hodnett; Poindexter; Saunders; Vogler (6)
NAY: None (0)

Mr. Dalton thanked Mr. Saunders for the nomination and everyone's support.

2. Election of Vice Chairman from Town of Hurt Locality (see Bylaws, Article VI, paragraph 4)

Mr. Vogler **nominated** Gary Hodnett for Vice Chairman of the Authority; the nomination was **seconded** by Mr. Saunders with no other nominations.

The appointment of Mr. Hodnett was carried with the following vote:

VOTE: 6-0
AYE: Barksdale; Dalton; Hodnett; Poindexter; Saunders; Vogler (6)
NAY: None (0)

3. Reappointment of Secretary from the Authority's staff – Hollye M. Keesee, Executive Assistant, Pittsylvania County, Virginia

Mr. Rowe stated that Ms. Keesee has been serving in this role and this body recommends her reappointment.

Mr. Hodnett **moved** to reappoint Hollye Keesee as Secretary of the Authority; the nomination was **seconded** by Mr. Vogler and carried with the following vote:

VOTE: 6-0
AYE: Barksdale; Dalton; Hodnett; Poindexter; Saunders; Vogler (6)
NAY: None (0)

4. Reappointment of Treasurer from the Authority's staff – Kim Van Der Hyde, Director of Finance, Pittsylvania County, Virginia

Mr. Rowe stated that Ms. Van Der Hyde, who serves as Finance Director for the County has been serving in this role and this body recommends her reappointment.

Mr. Poindexter **moved** to reappoint Kim Van Der Hyde as Treasurer of the Authority; the nomination was **seconded** by Mr. Hodnett and carried with the following vote:

VOTE: 6-0
AYE: Barksdale; Dalton; Hodnett; Poindexter; Saunders; Vogler (6)
NAY: None (0)

B. General Expenditures Reports as of May 1, 2021 through April 30, 2022 – Kim Van Der Hyde, Director of Finance, Pittsylvania County

Ms. Van Der Hyde provided twelve months of financial statements since the last meeting was held in May 2021. She went over some of the revenue and expenditures and explained that we have received the last payment from the Town of Altavista where they decided to opt out of SR RIFA. There was no questions.

C. Financial Audit - Kim Van Der Hyde, Director of Finance, Pittsylvania County

Ms. Van Der Hyde passed out the Authority Audit documents that was performed by Robinson, Farmer & Cox. There was one management issue that pertained to the Conflict-of-Interest Forms, there were some that we not complete. Staff will make sure that when they are returned annually that they are complete. Ms. Van Der Hyde stated that we did get a “Clean Opinion” and that is that the highest that you can receive when audited and there was no problems with the audit. There was no questions.

D. FY23 Budget - Kim Van Der Hyde, Director of Finance, Pittsylvania County

Ms. Van Der Hyde went of the budget for the upcoming fiscal year. She explained that she did not included revenue from Clean Source since they have the right to not exercise that option. There is an increase of three percent for audit fees but mostly everything is the same as last year. There was no questions.

Staunton River Regional Industrial Facility Authority
Budget
For Fiscal Year 2023

	<u>Proposed Budget</u>
Funding	
Locality Contributions:	
City of Danville (35%)	35,000.00
Pittsylvania County (61%)	61,000.00
Town of Hurt (4%)	4,000.00
Total Funding	<u>100,000.00</u>
Expense	
Accounting-Audit Fees	5,150.00
Legal Fees	40,000.00
Land Option Fee	40,000.00
Postage, Mailing Service	100.00
Supplies	1,200.00
Meetings and Incidentals	800.00
Insurance	1,625.00
Total Expense	<u>88,875.00</u>
Total Unobligated Funds	<u><u>11,125.00</u></u>

Mr. Poindexter **moved** to approve 5A, 5B, and 5C; the motion was **seconded** by Mr. Vogler and carried with the following vote:

VOTE: 6-0
AYE: Barksdale; Dalton; Hodnett; Poindexter; Saunders; Vogler (6)
NAY: None (0)

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 12:28 p.m. Mr. Saunders **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)(5) for discussion concerning a prospective business or industry or the expansion of an existing business or industry where no previous announcement has been made of the business' or industry's interest in locating or expanding its facilities in Pittsylvania County, 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); and
- C. As permitted by Virginia Code § 2.2-3711(A)(8) for consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel.

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

VOTE:	6-0
AYE:	Barksdale; Dalton; Hodnett; Poindexter; Saunders; Vogler (6)
NAY:	None (0)

RETURN TO OPEN SESSION

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

On **Motion** by Mr. Vogler and **seconded** by Mr. Hodnett and by unanimous vote at 12:49 p.m., the Authority returned to open meeting.

E. Motion to Certify Closed Meeting

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

VOTE: 6-0
AYE: Barksdale; Dalton; Hodnett; Poindexter; Saunders; Vogler (6)
NAY: None (0)

F. Consideration of Resolution No. 2022-05-18-6F: (i) approving and authorizing the reimbursement or expenditure, as a fifty percent (50%) shared cost with the prospect, of certain due diligence testing of up to \$20,000.00 for the Authority's portion, in connection with Project Matterhorn, with the agreement that prospect shall reimburse the Authority for its portion of the expense paid in the event that Project Matterhorn does not materialize or proceed for any reason, to be funded from existing available Authority funds; (ii) authorizing the Chairman or Vice Chairman of the Authority, either of whom may act alone, to enter into any such agreement(s) reasonably necessary or required, consistent with the foregoing and/or as approved by the Authority at this meeting, and on such additional terms and conditions as may be approved by the Authority's Chairman or Vice Chairman, the execution of the same to conclusively establish such approval; (iii) authorizing and directing 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 in this Resolution or as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of this Resolution; and (iv) approving, ratifying and confirming any and all actions previously taken by the Authority, its agents and representatives, in respect to the matters contemplated in this Resolution. *[NO SEPARATE WRITTEN RESOLUTION]*

There was no discussion.

Mr. Poindexter **moved** to approve Resolution No. 2022-05-18-6F; the Motion was **seconded** by Mr. Hodnett and the motion carried with the following vote:

VOTE: 6-0
AYE: Barksdale; Dalton; Hodnett; Poindexter; Saunders; Vogler (6)
NAY: None (0)

COMMUNICATIONS

1. Update on Project Emotion – Staunton River Plastics project – Mr. Rowe

Mr. Rowe provided a status update from Arco on the Staunton River Plastics building for Project Emotion. Mr. Rowe thanked those that came to the tilt up ceremony. HVAC units are planned to happen next, the parking lot and painting will start next week. The project is running smoothly and this was a great first project for the Authority.

2. Update on legislative developments – House Bill 184 (“Virginia Stormwater Management Programs; Regional Industrial Facility Authorities”) – Mr. Rowe and Legal Counsel

Mr. Rowe stated that Pittsylvania County was thankful for Danville for being a supportive partner and submitting the paperwork for this program. The next steps would be to create a support agreement between Danville, Pittsylvania County, the Town of Hurt, SR RIFA, and DEQ to opt in to allow the City of Danville to administer forward programming. Authority legal counsel will draft those documents.

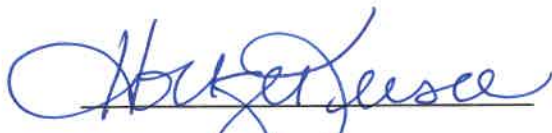
NEXT MEETING

Mr. Rowe said that the next meeting would be a special called meeting.

The meeting adjourned at 1:01 p.m.



Chairman



Secretary to the Authority

