

Staunton River Regional Industrial Facility Authority

Pittsylvania County, Virginia
Town of Hurt, Virginia
Town of Altavista, Virginia
City of Danville, Virginia

AGENDA

April 12, 2019

12:00 P.M.

**Pittsylvania County Administration Building
Main Conference Room
1 Center Street
Chatham, Virginia**

County of Pittsylvania Members

Elton W. Blackstock, Chairman
Ben L. Farmer
Dr. Charles H. Miller, Alternate

Town of Hurt Members

Gary Poindexter, Vice Chairman
Steve Watson
Collin Adams, Alternate

Town of Altavista Members

Mike Mattox
Wayne Mitchell
Reggie Bennett, Alternate

City of Danville Members

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

Staunton River Regional Industrial Facility Authority

1. MEETING CALLED TO ORDER

2. ROLL CALL

3. CONFIRMATION OF CHANGE IN BOARD MEMBERS FOR TOWN OF ALTAVISTA – Jennifer H. Burnett, Esq., Clement & Wheatley, Legal Counsel to Authority

The Governing Body of the Town of Altavista has approved the following changes to the members of its Governing Body serving on the Staunton River RIFA Board of Directors, due to the inability of Beverley Dalton, Vice Mayor, to serve: Wayne Mitchell, Councilmember, who was an Alternate Board Member is now a Regular Board Member, and Reggie Bennett, Councilmember, is now the Alternate Board Member. Mr. Bennett has taken his Oath of Office and submitted his required financial disclosure.

4. APPOINTMENT OF HOLLYE M. KEESSEE, EXECUTIVE ASSISTANT, PITTSYLVANIA COUNTY ADMINISTRATION, AS SECRETARY OF THE STAUNTON RIVER RIFA – Ms. Burnett

Due to Ms. Keesee being unable to attend the first meeting of the Staunton River RIFA Board of Directors, Mr. Matthew Rowe, Director, Economic Development, Pittsylvania County, was appointed as the Secretary of the Staunton River RIFA. Mr. Rowe desires to tender to the Board his resignation as Secretary of the Staunton River RIFA, and he recommends that Ms. Keesee be appointed as such in his stead.

5. 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 must identify themselves and state their address, and 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.]*

6. APPROVAL OF MINUTES OF THE FEBRUARY 8, 2019 MEETING

7. OLD BUSINESS

- A. Report on Status of Development of Southern Virginia MultiModal Park – Matthew Rowe, Director, Economic Development, Pittsylvania County
- B. Consideration of Resolution 2019-04-12-7B, approving the Authority Staff's recommendation that Clement & Wheatley continue to serve as General Legal Counsel to the Authority, and authorizing the Chairman of the Staunton River RIFA to enter into an amendment to the its engagement letter with Clement & Wheatley accordingly – Mr. Rowe

8. NEW BUSINESS

- A. Financial Status Report as of March 31, 2019 – Kim Van Der Hyde, Director of Finance, Pittsylvania County
- B. Consideration of Resolution 2019-04-12-8B, approving the Authority’s Fiscal Year 2019 Budget – Ms. Van Der Hyde *[NO WRITTEN RESOLUTION]*
- C. Consideration of Resolution 2019-04-12-8C, approving the Authority’s Fiscal Year 2020 Budget – Ms. Van Der Hyde *[NO WRITTEN RESOLUTION]*
- D. Next Meeting Date/Time/Place

9. 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 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.

RETURN TO OPEN SESSION

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

10. COMMUNICATIONS FROM:

- Authority Board Members
- Authority Staff

11. ADJOURN



February 8, 2019
Minutes

The initial meeting of the Staunton River Regional Industrial Facility Authority was convened at 12:03 p.m. on the above date at Town Hall for Hurt, Virginia, 533 Pocket Road, Hurt, Virginia 24563. Present were Pittsylvania County members (elected Chairman) Elton W. Blackstock, Ben L. Farmer, and alternate Dr. Charles H. Miller. Town of Hurt members present were (elected Vice-Chairman) Gary Poindexter, Steve Watson, and alternate Collin Adams. Town of Altavista members present were Mike Mattox and alternate Wayne Mitchell; Beverly Dalton was absent. City of Danville members present were Fred O. Shanks, III and Sherman M. Saunders; alternate J. Lee Vogler was absent.

County/Town/City staff members attending were: Clerk of the Circuit Court of Pittsylvania County, Mark W. Scarce; County Administrator David Smitherman; City Manager Ken Larking; Town of Altavista Manager Waverly Coggsdale, III; County Director of Economic Development Matt Rowe; City Director of Economic Development Telly Tucker; County Director of Finance Kim Van Der Hyde; County Project Manager Susan McCulloch; and Clement Wheatley Attorney Jennifer H. Burnett.

CONFIRMATION OF FORMATION OF STAUNTON RIVER REGIONAL INDUSTRIAL FACILITY AUTHORITY

Attorney Jennifer H. Burnett read the following confirmation statement received from the Secretary of the Commonwealth:

On December 28, 2018, the Secretary of the Commonwealth issued her certification of receipt and filing of the ordinances establishing the Staunton River Regional Industrial Facility Authority (the "Authority"), comprised of the following Member Localities: Town of Hurt, Virginia, Town of Altavista, Virginia, Pittsylvania County, Virginia and City of Danville, Virginia. The Member Localities have approved and entered into a Revenue and Cost-Sharing Agreement, copies of which are available for review in the administrative offices of Pittsylvania County, Virginia, staff of which will serve the Authority's fiscal agent.

CONFIRMATION OF BOARD MEMBERS

Attorney Jennifer H. Burnett stated for the record that the Governing Bodies of the Member Localities have appointed the individuals named below to serve as the members of the Board of the Authority for calendar year 2019, and each shall serve subject to satisfying the requirements of taking the Oath of Office and submitting their respective required financial disclosure form:

Town of Hurt: Gary Poindexter, Mayor
Steve Watson, Council member
Alternate: Collin Adams, Council member

Town of Altavista: Mike Mattox, Mayor
Beverley Dalton, Vice Mayor
Alternate: Wayne Mitchell, Council member

Pittsylvania County: Elton W. Blackstock, Board Member
Ben L. Farmer, Board Member
Alternate: Dr. Charles H. Miller, Board Member

City of Danville: Fred O. Shanks, III, Council member
Sherman M. Saunders, Council member
Alternate: L. Lee Vogler, Jr., Council member

INITIAL ROLL CALL

Attorney Jennifer H. Burnett completed the Authority's initial roll call to determine those members which were either present or absent.

ADMINISTERING OF OATHS OF OFFICE

Attorney Jennifer H. Burnett asked the Hon. Mark W. Scarce, Clerk of the Circuit Court of Pittsylvania County, Virginia, to come forward to administer the oaths of office. Mr. Scarce asked all members to stand as he read the oaths to which all members verbally restated and attested to by their respective signatures.

CONFIRMATION OF RECEIPT OF FINANCIAL DISCLOSURES FOR BOARD MEMBERS IN ATTENDANCE

Attorney Jennifer H. Burnett thoroughly went over financial disclosure forms that had been provided to members in advance of the meeting for their review and consideration. She asked all members present to sign and certify the form, to which all members completed. Ms. Burnett then collected the executed forms for official record keeping.

CALL MEETING TO ORDER

At 12:22 p.m. the initial meeting of the Staunton River Regional Industrial Facility Authority was called to order by Mr. Blackstock.

ROLL CALL AND CONFIRMATION OF QUORUM

Matthew D. Rowe, Director of Economic Development, read the roll call and confirmed that a quorum was present.

ELECTION AND APPOINTMENT OF OFFICERS FOR CALENDAR YEAR 2019

Attorney Jennifer H. Burnett briefly explained the process for electing and appointing officers for calendar year 2019. She referenced the proposed Bylaws of the Authority as establishing order of officers from locales. The election of officers proceeded as follows:

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

Mr. Farmer **nominated** Mr. Blackstock as Chairman of the Authority; the Motion was **seconded** by Mr. Shanks and carried by the following vote:

VOTE: 8-0

AYE: Poindexter; Watson; Mattox; Mitchell; Blackstock; Farmer; Shanks; Saunders (8)

NAY: None (0)

Mr. Blackstock took control over the meeting.

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

Mr. Watson **nominated** Mr. Poindexter as Vice Chairman of the Authority; the Motion was **seconded** by Mr. Saunders and carried by the following vote:

VOTE: 8-0

AYE: Poindexter; Watson; Mattox; Mitchell; Blackstock; Farmer; Shanks; Saunders (8)

NAY: None (0)

Appointment of Secretary from the Authority's staff

Mr. Shanks **moved** to appoint Matthew Rowe, County Director of Economic Development as Secretary of the Authority for the initial meeting; the Motion was **seconded** by Mr. Mattox and carried by the following vote:

VOTE: 8-0

AYE: Poindexter; Watson; Mattox; Mitchell; Blackstock; Farmer; Shanks; Saunders (8)

NAY: None (0)

Appointment of Treasurer from the Authority's staff

Mr. Mattox **moved** to appoint Kim Van Der Hyde, County Director of Finance as Treasurer of the Authority; the Motion was **seconded** by Mr. Mitchell and carried by the following vote:

VOTE: 8-0

AYE: Poindexter; Watson; Mattox; Mitchell; Blackstock; Farmer; Shanks; Saunders (8)

NAY: None (0)

PUBLIC COMMENT PERIOD

No one desired to be heard.

BOARD MEMBER ORIENTATION

Attorney Jennifer H. Burnett conducted a brief orientation on the following topics for Authority members:

Open Meeting Requirements; FOIA; Confidentiality; Chairman/Vice Chairman Rotation; Quorum and Voting; and E-mail Address Confirmations.

Ms. Burnett explained to Authority members that the Staunton River Regional Industrial Facility Authority is a separate political subdivision which will have its own Bylaws. Mr. Mitchell asked about other governing body officials that are not members of the Authority, and their possible involvement in the Authority's closed session periods. Ms. Burnett told Authority members, that governing body officials that are non-members in attendance at meetings may go into the Authority's closed sessions if they are willing to sign a confidentiality agreement at the given meeting.

NEW BUSINESS

A. Consideration of Resolution No. 2019-02-08-11A, approving and adopting the Bylaws of the Authority

Attorney Jennifer H. Burnett reviewed the proposed Bylaws for the Authority.

Mr. Mattox **moved** to approve and adopt the proposed Bylaws of the Authority as presented; the Motion was **seconded** by Mr. Saunders and carried by the following vote:

VOTE: 8-0

AYE: Poindexter; Watson; Mattox; Mitchell; Blackstock; Farmer; Shanks; Saunders (8)

NAY: None (0)

B. Consideration of Resolution No. 2019-02-08-11B, authorizing Kim Van Der Hyde, Director of Finance, Pittsylvania County, Virginia to act on behalf of the Authority

Attorney Jennifer H. Burnett explained to Authority members that the Authority's Treasurer, Ms. Van Der Hyde, would need to take certain actions on behalf of the Authority, which would include: (i) to take all actions necessary to obtain an EIN for the Authority, including without limitation executing and filing with the Internal Revenue Service Form SS-4 to obtain same, and (ii) to open for the Authority at such bank(s) as determined by the Authority's Treasurer, separate accounts, checks drawn on which are to be signed by either the Chairman/Vice Chairman or the Treasurer, or such other person as the Board may deem appropriate; and that all resolutions for such purposes, on the printed forms of the bank(s), are adopted.

Mr. Shanks **moved** to authorize Kim Van Der Hyde, Authority Treasurer, to act on behalf of the Authority as presented; the Motion was **seconded** by Mr. Poindexter and carried by the following vote:

VOTE: 8-0

AYE: Poindexter; Watson; Mattox; Mitchell; Blackstock; Farmer; Shanks; Saunders (8)

NAY: None (0)

C. Financial Status Reports

Kim Van Der Hyde, County Director of Finance, described her anticipated role for the Authority. She also went over the Staunton River Revenue and Cost Sharing Agreement, annual contributions by member localities, and the expected process of developing a budget. Ms. Van Der Hyde thanked the Authority for their confidence, and stated that she would be sending out annual member contribution invoices in the coming weeks. Other steps she has taken in preparation of serving as Treasurer for the Authority was purchasing separate financial software to manage transactions. She then asked Mr. Rowe for an update regarding a site development grant.

Mr. Rowe informed the Authority that Pittsylvania County had been recently awarded a \$99,800 grant from the Virginia Brownfields Restoration and Economic Redevelopment Assistance Fund (VBAF). He explained that the dollar-for-dollar match was being provided by Hurt Partners, LLC, and the release of the funds would be provided retroactively. The grant and match will be utilized to make the site more marketable, and ready for development by removing non-utilized infrastructure still present on the site (smokestacks, silos, power lines, substations, etc.).

D. Consideration of Resolution 2019-02-08-11D, appointing and authorizing Clement & Wheatley to continue serving as Legal Counsel to the Authority

Mr. Rowe explained to the Authority about the original procurement process taken by the County to hire legal counsel as part of the Authority's formation. He stated that through this process, the County ultimately selected the firm Clement Wheatley and that the contract signed was only for the Authority's creation and did not include ongoing representation. As such, the Authority will need to direct staff to solicit for such legal representation in the near future. However, in the meantime, staff recommends that the Authority maintain legal services with Clement Wheatley.

Chairman Blackstock stated that Clement and Wheatley does a great job representing the Danville-Pittsylvania Regional Industrial Facility Authority, and had gone above and beyond as part of the process for the creation of the Staunton River Regional Industrial Facility Authority.

Mr. Shanks echoed Chairman Blackstock's sentiment, to which Mr. Watson agreed.

Mr. Saunders **moved** to appoint and authorize Clement and Wheatley to continue serving as legal counsel to the Authority until Authority Staff has received and reviewed RFPs and is ready to present a recommendation to the Authority; the Motion was **seconded** by Mr. Watson and carried by the following vote:

VOTE: 8-0

AYE: Poindexter; Watson; Mattox; Mitchell; Blackstock; Farmer; Shanks; Saunders (8)

NAY: None (0)

E. Next Meeting Date/Time/Place

Chairman Blackstock asked if April 12, 2019 at 12 p.m. would be suitable for the next meeting date. He proposed that the meeting be at the County Administration Building, 1 Center Street, Chatham, Virginia. All members present agreed with the date and time. Mr. Mattox recommended that the meetings rotate between the County Administration Building in Chatham and the Hurt Town Hall in Hurt. All members present agreed with the rotation of meeting locations.

The next meeting of the Staunton River Regional Industrial Facility Authority will be held on Friday, April 12, 2019, at the County Administration Building in Chatham.

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 12:51 p.m. Mr. Poindexter **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. Farmer and carried by the following vote:

VOTE: 8-0

AYE: Poindexter; Watson; Mattox; Mitchell; Blackstock; Farmer; Shanks; Saunders (8)

NAY: None (0)

RETURN TO OPEN SESSION

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

On **Motion** by Mr. Saunders and **seconded** by Mr. Mitchell and by unanimous vote at 1:06 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: 8-0

AYE: Poindexter; Watson; Mattox; Mitchell; Blackstock; Farmer; Shanks; Saunders (8)

NAY: None (0)

COMMUNICATIONS

Mr. Poindexter formally welcomed his colleagues on the Authority to the Town of Hurt, and was honored that the Town could host this special first meeting. He reflected back on the progress made over the past 3 years and he is optimistic that this meeting is the first concrete step towards revitalizing an important regional site. He thanked everyone for their commitment to the Authority.

Mr. Farmer stated that he looks forward to working with everyone.

Mr. Shanks stated that he was truly thankful for this opportunity and is proud of the City's involvement in the Authority.

Mr. Mattox said that it was an honor to serve on the Authority and he is pleased to see that the participating locales understand that regional cooperation is better than competition.

Dr. Miller echoed previously shared sentiments and added that he was glad to see action being focused on the northern and central areas of the County and Dan River / Staunton River Region.

Chairman Blackstock shared that he was honored to serve as the Authority's first chairman. He shared his fond memories of industry that once was located on the Southern Virginia Multimodal Park site, the number of people that were employed there, and the heartbreaking loss of those jobs. He feels that the creation of the Authority is a major positive step toward moving the Town of Hurt and the entire region forward, along with recently announced improvements to the Main Street bridge and Wayside Park. He stated that he was excited about what the future holds, and looks forward to working with all locales and that they are truly friends to the Town of Hurt and Pittsylvania County. He appreciated the entire region coming together, both northern and southern sections, and that there were no divisions.

Meeting adjourned at 1:15 p.m.

Chairman

Secretary to the Authority

Resolution No. 2019-04-12-7B

A RESOLUTION APPROVING AND ACCEPTING THE AUTHORITY STAFF'S RECOMMENDATION THAT CLEMENT & WHEATLEY CONTINUE TO SERVE AS GENERAL LEGAL COUNSEL TO THE AUTHORITY, AND AUTHORIZING THE CHAIRMAN OF THE AUTHORITY TO ENTER INTO AN AMENDMENT TO ITS ENGAGEMENT LETTER WITH CLEMENT & WHEATLEY ACCORDINGLY.

WHEREAS, the Staunton River 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, at its February 8, 2019, meeting, the Board of Directors of the Authority approved and adopted Resolution 2019-02-08-11D, appointing and authorizing Clement & Wheatley to continue serving as Legal Counsel to the Authority until such time as the Staff of the Authority presents a recommendation to the Board of Directors of the Authority; and

WHEREAS, after careful consideration, the Staff of the Authority has now recommended to the Board of Directors of the Authority that Clement & Wheatley continue to serve as General Legal Counsel to the Authority (the “**Recommendation**”), and that the Authority enter into an amendment to its engagement letter with Clement & Wheatley accordingly, in the form attached hereto as **Exhibit A** and incorporated herein by this reference (the “**Engagement Letter Amendment**”); and

WHEREAS, the Board desires to approve and accept the Recommendation and authorize the Chairman to enter into the Engagement Letter Amendment, and to approve, ratify, and confirm any and all actions previously taken by the Authority, its agents and representatives, pursuant thereto and/or as authorized herein.

NOW, THEREFORE, BE IT RESOLVED, that

1. The Board hereby approves and accepts the Recommendation, authorizes the Chairman of the Authority to enter into the Engagement Letter Amendment, and approves, ratifies, and confirms any and all actions previously taken by the Authority, its agents and representatives, pursuant thereto and/or as authorized therein.

2. 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 they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of these resolutions.

3. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Authority, its agents and representatives, with respect to the matters contemplated herein.

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

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CERTIFICATE

I, the undersigned Secretary of the Staunton River 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 Staunton River Regional Industrial Facility Authority at its meeting duly called and held on April 12, 2019, 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 Staunton River Regional Industrial Facility Authority this 12th day of April 2019.

(SEAL)

Hollye M. Keesee
Secretary, Staunton River Regional Industrial
Facility Authority

EXHIBIT A

April 12, 2019

Mr. Elton W. Blackstock
Chairman
Staunton River Regional Industrial Facility Authority
Pittsylvania County Administration Building
1 Center Street
Chatham, Virginia 24531

RE: *Amendment to Engagement Letter for Representation Regarding Formation of Staunton River Regional Industrial Facility Authority and Related Work*

Dear Mr. Blackstock:

On May 2, 2017, our firm provided an engagement letter to Ms. Connie Gibson, Pittsylvania County Purchasing Department (the “**Original Engagement Letter**”), in connection with the selection of our firm to provide certain legal services to the Staunton River Regional Industrial Facility Authority (“**SR RIFA**”).

We are pleased that the Staff of SR RIFA has recommended that our firm continue to provide legal services to SR RIFA as its general counsel. This letter will serve to amend the Original Engagement Letter with respect to the scope of our work and our legal fees concerning our representation of SR RIFA and related matters (the “**Representation**”). Except as amended herein, all other terms, provisions, and conditions of the Original Engagement Letter shall remain in full force and effect. The Original Engagement Letter, together with this letter, constitute the entire agreement among our firm and SR RIFA with respect to the subject matter hereof, and are not assignable without the consent of all parties.

Section 2 of the Original Engagement Letter is amended and restated in its entirety effective as of the date hereof to read as follows:

- “2. Scope of Work - Our firm will provide general counsel legal services in connection with the Representation, including the following:
- a. Providing legal advice, counsel, training, consultation, and opinions for the benefit of the SR RIFA board, as a regional industrial facility authority established under Virginia Code §§ 15.2-6400 et seq.
 - b. Attending all SR RIFA Board meetings, and other meetings as requested, and providing advice on the conduct and notice of public meetings, compliance with open meeting requirements and the Virginia Freedom of Information Act, Virginia Code §§ 2.2-3700 et seq., compliance with the SR RIFA bylaws and on such other issues that may be requested from time to time by the Board.

Resolution No. 2019-04-12-7B

- c. Appearing before courts and administrative agencies to represent the SR RIFA's interests as determined necessary, subject to the Rules of Professional Conduct of the Virginia State Bar, as approved by the Supreme Court of Virginia.
- d. Preparing and reviewing memorandums, orders, resolutions, contracts, and other documents for legal correctness when requested by the SR RIFA Board or SRI RIFA Staff.
- e. Working cooperatively with all attorneys for the member localities of the SR RIFA, whether regular counsel or special legal counsel retained by such member locality or the SR RIFA for special projects.
- f. Coordinating with special counsel as needed to ensure proper management of legal issues and proper coordination and transition of legal issues among legal counsel.
- g. Assisting SR RIFA Board and Staff to maintain an awareness of ethical standards and appearance of fairness standards, and to avoid potential conflicts of interest, prohibited transactions, and appearance of prohibited transactions.
- h. Performing other legal services and tasks as assigned by the SR RIFA Board, subject to the Rules of Professional Conduct of the Virginia State Bar, as approved by the Supreme Court of Virginia.
- i. Avoiding conflicts of interest, as governed by the Rules of Professional Conduct of the Virginia State Bar, as approved by the Supreme Court of Virginia.”

Section 4 of the Original Engagement Letter is hereby amended as follows: Jennifer H. Burnett (Designated Attorney), Hourly Rate: \$230.

We look forward to continuing to work with SR RIFA. If you have questions concerning this letter, please do not hesitate to contact me. If this letter meets with the SR RIFA Board's approval, please confirm by executing below on behalf of SR RIFA.

CLEMENT WHEATLEY

By: _____
Jennifer H. Burnett
Vice President

Resolution No. 2019-04-12-7B

**AGREED UPON AS OF THE
DATE FIRST ABOVE WRITTEN:**

**STAUNTON RIVER REGIONAL INDUSTRIAL
FACILITY AUTHORITY**, a political subdivision
of the Commonwealth of Virginia

By: _____
Elton W. Blackstock, Chairman

Staunton River Regional Industrial Facility Authority
General Expenditures for Fiscal Year 2019
As of March 31, 2019

	<u>Current</u>	<u>YTD Total</u>
<i>Funding</i>		
Locality Contributions:		
City of Danville	23,000.00	23,000.00
Pittsylvania County	50,000.00	50,000.00
Town of Altavista	23,000.00	23,000.00
Town of Hurt	4,000.00	4,000.00
Total Funding	<u>100,000.00</u>	<u>100,000.00</u>
Investments:		
Interest Earned	3.06	3.06
Total Investments	<u>3.06</u>	<u>3.06</u>
Total Income	<u>100,003.06</u>	<u>100,003.06</u>
 <i>Expense</i>		
Legal Fees	28,198.82	28,198.82
Postage, Mailing Service	11.00	11.00
Supplies	1,022.56	1,022.56
Meetings and Incidentals	131.77	131.77
Total Expense	<u>29,364.15</u>	<u>29,364.15</u>
Net Income	<u><u>70,638.91</u></u>	<u><u>70,638.91</u></u>

Staunton River Regional Industrial Facility Authority
Proposed Budget
For Fiscal Year 2019

	Proposed Budget
<i>Funding</i>	
Locality Contributions:	
City of Danville	23,000.00
Pittsylvania County	50,000.00
Town of Altavista	23,000.00
Town of Hurt	4,000.00
Total Funding	<u>100,000.00</u>
<i>Expense</i>	
Accounting-Audit Fees	4,000.00
Legal Fees	41,000.00
Land Option Fee	50,000.00
Postage, Mailing Service	40.00
Supplies	1,100.00
Meetings and Incidentals	435.00
Total Expense	<u>96,575.00</u>
Total Unobligated Funds	<u><u>3,425.00</u></u>

Staunton River Regional Industrial Facility Authority
Proposed Budget
For Fiscal Year 2020

	<u>Proposed Budget</u>
<i>Funding</i>	
Locality Contributions:	
City of Danville	23,000.00
Pittsylvania County	50,000.00
Town of Altavista	23,000.00
Town of Hurt	4,000.00
Total Funding	<u>100,000.00</u>
<i>Expense</i>	
Accounting-Audit Fees	4,000.00
Legal Fees	40,000.00
Land Option Fee	50,000.00
Postage, Mailing Service	100.00
Supplies	1,200.00
Meetings and Incidentals	675.00
Total Expense	<u>95,975.00</u>
Total Unobligated Funds	<u><u>4,025.00</u></u>