



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
Beverly 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.

A handwritten signature in black ink, appearing to read "E. W. Blackstock", written over a horizontal line.

Chairman

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

Secretary to the Authority