

STAUNTON RIVER REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

April 24, 2020

The regular meeting of the Staunton River Regional Industrial Facility Authority was convened at 12:07 p.m. on the above date at the Chatham Community Center, 115 S. Main Street, Chatham, Virginia 24531. Present were Pittsylvania County members (elected Vice-Chairman) Tim W. Dudley, Ben L. Farmer, and alternate Dr. Charles H. Miller. Town of Hurt members present were Shirley Barksdale-Hill and Steve Watson; alternate Collin Adams was absent. City of Danville members present were (elected Chairman) Sherman M. Saunders, Fred O. Shanks, III, and alternate J. Lee Vogler.

County/Town/City staff members attending were: Hurt Town Mayor Gary Hodnett; City Manager Ken Larking; County Administrator David Smitherman by-phone; County Director of Economic Development Matt Rowe; City Director of Economic Development Corrie Bobe; County Director of Finance Kim Van Der Hyde; and Clement Wheatley Attorney Jennifer H. Burnett.

CALL MEETING TO ORDER

At 12:07 p.m. the meeting of the Staunton River Regional Industrial Facility Authority was called to order by Mr. Saunders.

Mr. Saunders appointed Mr. Rowe, Pittsylvania County Director of Economic Development to record and prepare the minutes for the meeting in the absence of the Authority's Secretary Ms. Keesee.

ROLL CALL AND CONFIRMATION OF QUORUM

Mr. Rowe 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 JANUARY 24, 2020 MEETING

Attorney Ms. Burnett informed the Authority that the minutes were not available for approval due to the absence of the Authority's Secretary Ms. Keesee. She stated that the minutes would be finalized and presented during the Authority's next meeting.

Upon a **motion** by Mr. Dudley and **seconded** by Mr. Watson, the approval of the January 24, 2020 meeting minutes was **tabled** until the Authority's next meeting. The motion to table was unanimously approved.

NEW BUSINESS

Consideration of Resolution No. 2020-04-24-5A, to amend and restate the Bylaws of the Authority to remove the Town of Altavista, Virginia therefrom as a Member Locality, to make conforming changes in connection therewith and consistent with the Amended and Restated Cost and Revenue Sharing Agreement, which has been approved by the governing bodies of the remaining Member Localities, and to change the Chairman and Vice Chairman rotations

STAUNTON RIVER REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

April 24, 2020

Attorney Ms. Burnett discussed changes to the Bylaws and Cost-Revenue Sharing Agreement due to the Town of Altavista providing a resolution of withdrawal to the Authority. She also explained the recommended change to the order of localities for Chairman and Vice-Chairman and the number needed to establish a quorum of the Authority.

A **motion** by Mr. Shanks and **seconded** by Mr. Dudley was made to accept the resolution and changes as presented.

There was discussion on the motion. Mr. Saunders questioned the rationale behind a quorum consisting of 2 members rather than 3 members with a member of each locality being present. Mr. Vogler stated that he agreed with Mr. Saunders and said that he believed a quorum should be 3 members with a member of each locality being present. Other members shared their agreement.

Mr. Dudley asked Ms. Burnett about the possibility of having a call-in protocol given the difficulties presented by COVID-19. Ms. Burnett stated that the Authority would need to establish a policy if they wanted to pursue this option. Mr. Saunders reiterated the need to wait for guidance from the State Attorney General's Office on remote participation in public meetings.

Mr. Shanks **amended** his original motion of approval, with the change being a quorum consisting of 3 members, with a member of each locality being present. Mr. Dudley **seconded** the amended motion and it was **approved** unanimously.

ELECTION AND APPOINTMENT OF OFFICERS FOR REMAINDER OF CALENDAR YEAR 2020

Attorney Ms. Burnett briefly explained the process for electing and appointing officers for the remainder calendar year 2020. She referenced the recently changed Bylaws of the Authority as establishing order of officers from locales. The election of officers proceeded as follows:

Election of Chairman from City of Danville Member Locality

Mr. Shanks **nominated** Mr. Saunders as Chairman of the Authority; the Motion was **seconded** by Mr. Dudley. Mr. Shanks stated that he knows that Mr. Saunders will do a great job as Chairman of the Authority, due to his extensive experience of serving on other similar boards and committees. Mr. Vogler reiterated Mr. Shank's sentiments and stated that Mr. Saunders' will do a great job for the Authority and region.

There were no other nominations, and the motion was unanimously **approved**.

Mr. Saunders took control over the meeting.

Election of Vice Chairman from Pittsylvania County Member Locality

Mr. Farmer **nominated** Mr. Dudley as Vice Chairman of the Authority; the Motion was **seconded** by Mr. Shanks.

There were no other nominations, and the motion was unanimously **approved**.

Chairman Saunders thanked his fellow Authority members, and reflected upon his ties to Pittsylvania County, and his service to both locales and the entire region. He stated his appreciation of confidence from the Authority.

STAUNTON RIVER REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

April 24, 2020

Chairman Saunders' first act as Chairman was to welcome Ms. Shirley Barksdale-Hill, newly appointed member from the Town of Hurt, to the Authority. He stated that he and the Authority looked forward to successfully working with her on impactful and transformational projects for the Town of Hurt and the region.

Ms. Barksdale-Hill thanked Chairman Saunders and the Authority and welcomed her role.

Financial Status Reports as of January 31, 2020, February 29, 2020, and March 31, 2020

Kim Van Der Hyde, County Director of Finance, gave and presented the finance reports to the Authority. She informed them of upcoming land option fee payments. There were no questions from the Authority.

A **motion** by Mr. Shanks and **seconded** by Mr. Watson was made to **approve** the financial status reports as presented.

Next Meeting Date/Time/Place

Chairman Saunders asked Authority members and Staff of a proposed next meeting date. Mr. Rowe recommended not setting a date at this time due to the likely need of an upcoming special called meeting.

Chairman Saunders and Authority members agreed.

The next meeting of the Staunton River Regional Industrial Facility Authority will be established as needed via a likely special called meeting in early-to-mid May. Once a meeting date is established, Attorney and Staff will properly provide meeting notice that meets Virginia public meeting notice requirements.

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 12:35 p.m. Mr. Shanks **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

STAUNTON RIVER REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

April 24, 2020

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 **approved** unanimously.

RETURN TO OPEN SESSION

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

On **Motion** by Mr. Shanks and **seconded** by Mr. Watson and by unanimous vote at 1:03 p.m., the Authority returned to open meeting.

D. Motion to Certify Closed Meeting

Mr. Shanks **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. Dudley and was **approved** unanimously.

D. Consideration of Resolution No. 2020-04-24-6G, regarding settlement of certain additional matters related to Altavista's withdrawal from the Authority

Attorney Ms. Burnett stated that the Authority accepted Altavista's resolution to withdraw from the Staunton River Region Industrial Facility Authority during its October 4, 2019 meeting. She said that the Authority now needed to determine Altavista's settlement offer for leaving the Authority.

A **motion** by Mr. Shanks and **seconded** by Mr. Farmer was made to **approve** the resolution and accept Altavista's offer as presented.

COMMUNICATIONS

Mr. Dudley informed Authority members of community efforts to feed students at Hurt Elementary School during these challenging times. Thus far they have prepared over 700 meals for children who would otherwise likely not have access to adequate food. He encouraged members to get involved in their communities with similar efforts and programs.

Mr. Farmer thanked members and stressed the importance of the Authority to citizens in northern Pittsylvania County.

STAUNTON RIVER REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes
April 24, 2020

Ms. Barksdale-Hill stated that she was appreciative of the Authority's efforts to attract and bring business to the Town of Hurt.

Mr. Watson thanked fellow members for their involvement and said that he was looking forward to the future.

Chairman Saunders thanked his colleagues for their confidence in his chairmanship and said that he would faithfully represent all participating communities.

Mr. Shanks stated that he is proud of the City's involvement in the Authority.

Mr. Vogler mentioned that he was confident that the Authority would be a model of regional cooperation for the State.

Chairman Saunders declared the meeting **adjourned** at 1:08 p.m.



Sherman M. Saunders

Chairman



Matthew D. Rowe

(Meeting Appointed) Secretary to the Authority

