

**DEVELOPMENT AUTHORITY OF CLAYTON COUNTY,
REDEVELOPMENT AUTHORITY OF CLAYTON COUNTY,
AND
URBAN REDEVELOPMENT AGENCY OF CLAYTON COUNTY**

**MINUTES OF SPECIAL CALLED MEETING
THURSDAY, MAY 5, 2016**

The regular monthly meeting of the Development Authority of Clayton County, Redevelopment Authority of Clayton County, and Urban Redevelopment Agency of Clayton County was held on Thursday, May 5, 2016, at 9:00 a.m., in the Clayton County Office of Economic Development Conference Room, 1588 Westwood Way, Morrow, Georgia.

Members present at the meeting were Larry W. Vincent, Chairman; Kalanos Johnson, Vice-Chairman; L. Lee Camp, Secretary-Treasurer; Eldrin Bell; and Shar'ron Russell. Also present were Authority Counsel, M. Michelle Youngblood; and Courtney Pogue, Director, and Bill Keir, Deputy Director, Clayton County Office of Economic Development. Also present were guests Jerry Peterson, Butler Snow, bond counsel; Steve Coma, BB&T Capital Markets; and Steve and Peter Wasserman, Alliance Fund Management, LLC.

Call to Order and Welcome of Guests

Chairman Vincent called the meeting to order at 9:01 a.m. and welcomed the guests.

Approval of Agenda

Chairman Vincent presented the agenda and inquired as to whether there were any additions, changes, or deletions. Eldrin Bell noted that he had one addition under Old Business, Number 7, Carl Vinson Institute – response regarding retreat.

Upon motion by Lee Camp, seconded by Eldrin Bell, it was unanimously:

RESOLVED: That the agenda be approved as amended.

Approval of the Minutes of April 18, 2016 Special Called Meeting

Chairman Vincent presented the minutes of the April 18, 2016, meeting, and inquired as to whether there were any additions, changes, or deletions. There being none, upon motion by Shar'ron Russell, seconded by Lee Camp, it was unanimously:

RESOLVED: That the minutes be approved as presented.

In light of the presence of guests relating to the Alliance Bond issue, Chairman Vincent asked to consider New Business prior to Old Business so the guests would be free to go once the bond issue was addressed.

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NEW BUSINESS

1. Alliance Bond: LEDAHF-ATL I, LLC Project

Chairman Vincent called on Michelle Youngblood for a report. Ms. Youngblood reminded the Board that this was the affordable housing project discussed at the March meeting. She reviewed the Bond Resolution pending for consideration. The Bond Resolution authorizes the issuance of the Bonds in the maximum aggregate principal amount not to exceed \$55 million. She reminded the Board that the Bonds would be issued in four series, some of which will be tax exempt. The Bond Resolution includes approval of documents necessary for the issuance, including the loan agreement, trust indenture, and security deed and assignments. It also includes approval of the land use restriction agreements, which will require the use of the facilities to comply with federal regulations regarding affordable housing for a minimum of fifteen years. It also approves the preliminary limited offering memorandum which will be distributed to potential institutional investors and a bond purchase agreement. It also approves the form of the tax agreement, whereby the Authority and the borrower agree to do nothing that would cause the interest on the tax exempt bonds to become taxable. She also reviewed the breakdown of the proceeds from the bond issue among the four series, noting that Steve Coma from BB&T Capital Markets, one of the underwriters, was present to discuss any questions. Ms. Youngblood noted that Jerry Peterson, bond counsel, was present to discuss any questions about the bond documents, and Steve and Peter Wasserman from the borrower are present to discuss any questions about the project itself.

After a general discussion, upon motion by Lee Camp, seconded by Shar'ron Russell, it was:

RESOLVED: That the Bond Resolution be approved in the form as presented. A copy is attached hereto.

Ms. Youngblood noted that there was also tax-exempt debt post-issuance compliance policy and procedure for consideration by the Board. She noted that, in the past, when the Authority had issued tax-exempt bonds, the bond documents included a tax agreement similar to the one just approved for this issue, and that was sufficient for the IRS. However, the IRS has since implemented a requirement that the issuer have post-issuance compliance policy and procedures in place separate and apart from any tax agreement. Ms. Youngblood reported that the policy and procedure presented for consideration does not change the past practice of the Authority, to require the borrower to bear the responsibility for compliance and monitoring. However, the policy does include a form to be completed by the borrower for each tax-exempt bond issue, acknowledging their obligations, and identifying a compliance officer.

After a general discussion, upon motion by Shar'ron Russell, seconded by Kalanos Johnson, it was:

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RESOLVED: That the tax exempt debt post-issuance compliance policy and procedure be and hereby is adopted and approved in the form as presented at the meeting. A copy is attached hereto.

Ms. Youngblood noted that she would present a revised application for bond financing for approval at the next meeting, incorporating the forms just approved.

OLD BUSINESS

1. Monthly Activity Report

Chairman Vincent called on Courtney Pogue for a report. Mr. Pogue reported that the City of Riverdale has a new director of economic development, Chantell Glenn. He reported that Jonesboro is working on its LCI initiative around the Lee Park area. He also reported that Lake City had received an approval for an opportunity zone, which does not include Lake City Crossing. He reported that the Cities of Lake City, Morrow, and Forest Park had been working on creating a tri-city opportunity zone, and the Lake City designation is the first recipient resulting from that effort. He reported that the City of Morrow will not receive such a designation, because the area must be “blighted” according to state law, and the State did not consider any part of Morrow to be blighted. There was a general discussion about an agreement that may have been entered into between the County and the Cities of Forest Park and Lake City regarding the opportunity zone. The Authority asked Mr. Pogue to look into that issue, to determine whether such an agreement was ever executed.

Mr. Pogue reported that his office is continuing to work with Project WE, an aircraft seat manufacturer which should bring 100 to 200 jobs to the County. His office is also working with Projects Bearden and TBob, both of which are expansions of existing businesses in Clayton County. He reported he is also working on Project LTI, finalizing a proposal to assist that company with a proposed expansion.

He reported that his office had conducted three business retention and expansion visits in the last two weeks. Mr. Pogue reported that the Aerotropolis Atlanta Bisnow Breakfast was a success. He noted upcoming events include the Aerotropolis CID Bus Tour on May 11, 2016, and the Georgia CCIM meeting at Porsche headquarters, at which Mr. Pogue is a panel moderator. He is also moderating a panel at the upcoming Council of Development Finance Agencies meeting on June 16, 2016.

Mr. Pogue reported that on May 13, 2016, a six to eight page Clayton County market report will be published in the Atlanta Business Chronicle. He reported that the cost was \$4,950.00 (of the \$8,250.00 approved by the Authority at last month’s meeting). Mr. Pogue requested approval to use \$2,700.00 of the unused balance for two months’ rental of a digital billboard at I-75 and Highway 54. He reported that McDonough has three billboards in Clayton County on I-75 (Live McDonough, Shop McDonough, Eat McDonough), and his office gets

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calls weekly about that advertising. He reported that renting ad space on this particular billboard is consistent with the branding recommendation in the 2013 Economic Development Strategic Plan. The \$2,700.00 will cover the cost for the ad space for two months.

After a general discussion, it was the consensus of the Authority that Mr. Pogue explore additional options for a long term solution, at least through the rest of the year.

After further discussion, upon motion by Eldrin Bell, seconded by Lee Camp, it was:

RESOLVED: That the request for \$2,700.00 for digital billboard ad space be and hereby is approved.

2. Project Silver Update

Chairman Vincent called on Michelle Youngblood for a report. Ms. Youngblood reported that a draft of the Lease Agreement had been submitted to Pacifica Ventures. She reported that they were supposed to respond to the draft within two weeks, but she had not had a response from them yet. Ms. Youngblood also reviewed the reconciliation of the funds expended to date on the acquisition from USPS.

3. REBA Grant Update

Chairman Vincent called on Michelle Youngblood for a report. Ms. Youngblood reported that she had received additional documents from Castellini. She reported that it is up to the State Department of Community Affairs whether the additional documentation provided is satisfactory. Once the State approves the documentation, the State will process the REBA Grant and deliver the funds to the Authority which will then forward them to Castellani.

4. DNR Update

Chairman Vincent called on Michelle Youngblood for a report. Ms. Youngblood reminded the Board that Rosemawr Capital acquired the bonds and taken the place of Dexia. She reminded the Board that Rosemawr had discussed the possibility of refinancing or restructuring the bonds. She reported that she had received a call from Greg Usry at Rosemawr Capital regarding their plans to refinance. She reported that they are represented by Kutak Rock in connection with possible refinancing, and that she had spoken with attorneys there. She reported that she anticipated any possible bond issue coming before the Authority late summer at the earliest.

5. Aerotropolis Alliance Update

Chairman Vincent reported that the blueprint has been finalized, and noted that he would forward an e-mail to all Authority members with a link to the blueprint. He reported that a Workforce Collective and Economic Development Collective had been formed, and Mr. Vincent is participating in the Economic Development Collective. Mr. Vincent again noted the beneficial

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effect of the Authority's participation in the Aerotropolis Alliance. He reported that the next meeting is on May 20, 2016, at 12:30 and that all Board members are invited to attend.

6. Update of Action Items from April 18, 2016 Meeting

Chairman Vincent reported that the Career Academy is moving forward, meeting with a consultant next. Shar'ron Russell distributed a handout of a quote from Waste Management for the cost of an additional day of trash pick up at the Rainwood Apartments, as well as a cost of a trash compactor. The cost for a third day of trash pickup is \$900.00, for a total monthly fee of \$2,500.00. The cost for a trash compactor is approximately \$1,700.00 a month, plus additional costs for site improvements to facilitate the compactor. Ms. Camp noted that Waste Management typically is the most expensive service provider.

After a general discussion, it was the consensus of the Authority to obtain additional quotes for the cost of a trash compactor for Rainwood Apartments.

7. Carl Vinson Institute

Chairman Vincent called on Eldrin Bell for a report. Mr. Bell reported that he had been in contact with the Carl Vinson Institute regarding training at the Authority retreat. He reported that the response he received was that the Institute needed an e-mail from the Chairman requesting a conference call in June, and expressing commitment to work together on the training. Ms. Camp noted that the training would be a half day to a whole day at the retreat.

OTHER BUSINESS

1. Approval of the Treasurer's Report

Chairman Vincent reported that the operating account began the month with an opening balance of \$838,384.56. There were deposits totaling \$13.65 for interest, and checks written in the amount of \$13,190.00, leaving a closing balance of \$825,208.21. Chairman Vincent reported that the opening balance for the Redevelopment Authority's account was \$943.74, with interest added in the amount of \$0.02, leaving an ending balance of \$943.76. Chairman Vincent also reviewed the outstanding invoices.

Therefore, the payments pending for approval are as follows:

Freeman Mathis & Gary, for services rendered through April 2016	\$2,505.00
Invoice Nos. 201788, 201789, 201791, 301793, 201794, 201795, 201796	

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Freeman Mathis & Gary to be paid by OA Development
as property manager for DACC Public Purpose Corp I - \$270.00
Invoice No. 201784

Freeman Mathis & Gary, to be paid by Richard Buckley
as property manager for DACC Public Purpose Corp II - \$195.00
Invoice No.201786

Melissa Preston, CPA \$750.00
Invoice # 1110 for Write Up Services

Total **\$3,255.00**

University Station f/k/a Gateway

Chairman Vincent reported that the University Station Account ended the month of March an ending balance of \$785,496.11. He reported that there were invoices from:

Freeman Mathis & Gary, for services rendered through March 2016 \$5,055.00
Invoice No. 201792

Larry W. Vincent \$28.07
(reimbursement for binder for Gateway account checks)

Total **\$5,083.07**

Rainwood

Chairman Vincent reported that Rainwood had submitted their report late in the day on May 4, 2016, but there were issues with printing. Therefore there was no Rainwood report at this time.

After a general discussion, upon motion by Eldrin Bell, seconded by Shar'ron Russell, it was unanimously:

RESOLVED: That the Treasurer's Report and University Station Report be and hereby are approved as presented, and that the officers be and hereby are authorized to pay all invoices (operating and Gateway accounts) as outlined above.

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Accounting Package:

There was no accounting package.

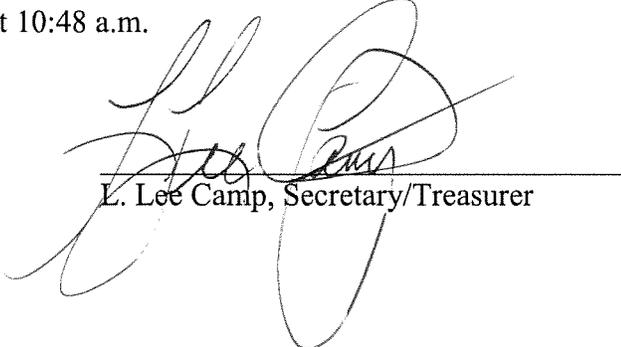
2. Report from Legal Counsel

Chairman Vincent called on Michelle Youngblood for a report. Ms. Youngblood reminded the Board that it had approved the Minutes of the March 14, 2016, with approval to revise the section regarding the Alliance bond once there was confirmation whether the management company would be retained. She did so, and circulated the revised portion of the minutes to the Board previously. She noted that, since the revision had been approved at the April meeting, no further action was necessary. A copy of the revised portion of the minutes is attached hereto.

Chairman Vincent inquired as to whether there was any further business to come before the Board. There being none, upon motion by Eldrin Bell, seconded by Kalanos Johnson, it was unanimously:

RESOLVED: That the meeting be adjourned.

Whereupon, the meeting adjourned at 10:48 a.m.



L. Lee Camp, Secretary/Treasurer