

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

**MINUTES OF SPECIAL CALLED MEETING  
MONDAY, AUGUST 3, 2015**

The special called meeting of the Development Authority of Clayton County, Redevelopment Authority of Clayton County, and Urban Redevelopment Agency of Clayton County was held on Monday, August 3, 2015, at 4:00 p.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; Helen McSwain, Assistant Secretary/Treasurer; Eldrin Bell; and Tameka West. Also present were Authority Counsel, G. Robert Oliver and M. Michelle Youngblood; and Courtney Pogue, Executive Director, Clayton County Office of Economic Development. Also present were guests Ed Wall, Piper Jaffray, and Ramona Bivins, Clayton County CFO.

**Call to Order and Welcome of Guests**

Chairman Vincent called the meeting to order at 4:05 p.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. There being none,

Upon motion by Kalanos Johnson, seconded by Eldrin Bell, it was unanimously:

**RESOLVED:** That the agenda be approved as presented.

**NEW BUSINESS**

**1. Refinancing of DACC Refunding Revenue Bonds, Series 2015A and 2015B**

Chairman Vincent called on Michelle Youngblood for a report. Ms. Youngblood presented the bond resolution, including exhibits (Intergovernmental Economic Development Contract with Clayton County, Bond Purchase Agreement and Assignment and Security Agreement). She reminded the Board that the pending transaction will refund the Series 2005A and B bonds, which relate to the property in Gateway and the Rainwood Apartments. She reported that, as with the 2005 bonds, Clayton County will secure the bonds. She reported that the Intergovernmental Economic Development Contract is the mechanism by which the County undertakes that obligation. The Bond Purchase Agreement is the agreement for Wells Fargo to purchase the bonds in a private placement. The Assignment and Security Agreement assigns to Wells Fargo as bond purchaser the right to collect monies from the County intended for the

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

bond. Ms. Youngblood introduced Ed Wall with Piper Jaffray to discuss the cost savings that would be achieved through the refunding bonds.

Mr. Wall distributed a hand-out, which he discussed with the Authority. The existing bonds have a total debt service outstanding of \$17,260,000.00. The interest rate ranges from 4.0% to 5.45% on the outstanding bonds, with an average blended rate of 4.78%. The refunding bonds, which would mature at the same time as the existing bonds, thus not extending the term of the bonds at all, have a projected interest rate of 1.98% to 3.05%, with a blended average rate of 2.54%. The aggregate principle amount of the proposed bonds is \$18,775,000.00. The proceeds will be used to pay off the 2005 bonds, reimburse the County for \$1,088,434.81, for the payment just made on August 1, 2015, on the 2005 bonds, and includes all costs of issuance, totaling \$306,625.00. In addition, the refunding bonds will generate an additional savings over the life of the bonds of slightly more than \$205,000, bringing the total net present value savings to \$1,293,481.00, a savings of 7.49% of the refunded bonds. Mr. Wall reported that the industry standard for refunded bonds is 3% savings or better. He also reported that the projected interest rate he discussed is approximately three weeks old. As of this past Friday, July 31, interest rates had declined slightly, which would best produce a slightly greater savings. He reported that the bonds would be priced closer to closing. He also noted that the bonds must close before the end of the month, in order to reimburse the County for the payment made on August 1.

Ms. Youngblood discussed the parameters of the bond resolution, including a maximum interest rate of 3.55%. Ms. Youngblood and Mr. Wall reiterated that, should interest rates rise in the next couple of weeks, the Authority has the option not to issue the bonds, if the projected cost savings would not be realized.

After a general discussion, upon motion by Eldrin Bell, seconded by Kalanos Johnson, it was unanimously:

**RESOLVED:** That the bond resolution be adopted and approved in the form as presented, and attached hereto.

**2. Financial Services Agreement**

Chairman Vincent called on Michelle Youngblood for a report. Ms. Youngblood reported that, in connection with the refunding bonds just approved, Mr. Wall has acted as financial advisor to the County and the Authority. Mr. Wall reported that the recent regulatory changes require him to have a Financial Services Agreement with the issuer. Ms. Youngblood noted that the agreement was solely for the purpose of the 2015 refunding bonds, and did not extend past that transaction.

After a general discussion, upon motion by Eldrin Bell, seconded by Kalanos Johnson, it was unanimously:

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

**RESOLVED:** That the Financial Services Agreement be approved and adopted in the form as presented.

**3. Insurance**

Chairman Vincent called on Michelle Youngblood for a report. Ms. Youngblood reminded the Authority that its umbrella liability coverage expires on Sunday, August 9, immediately before the next Authority meeting. Therefore, she presented the proposal from the broker to renew the existing liability coverage at a premium of \$26,182.

After a general discussion, upon motion by Eldrin Bell, seconded by Lee Camp, it was unanimously:

**RESOLVED:** That the proposal be approved as presented, and that the officers hereby be authorized to execute all necessary documents to secure liability coverage, and to pay the specified premium.

**4. Report from Legal Counsel**

There was no further report from legal counsel.

Chairman Vincent reported there was no need for an executive session.

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, Helen McSawin, it was unanimously:

**RESOLVED:** That the meeting be adjourned.

Whereupon, the meeting adjourned at 4:34 p.m.

  
ASST.  
~~L. Lee Camp, Secretary/Treasurer~~