

**DEVELOPMENT AUTHORITY OF FULTON COUNTY
REGULAR MEETING HELD ON
TUESDAY, FEBRUARY 25, 2014 AT 2:00 P.M.
IN THE 4TH FLOOR CONFERENCE ROOM
FULTON COUNTY GOVERNMENT CENTER BUILDING**

MINUTES

Present were the following members of the Authority:

Mr. Robert J. Shaw – Chairman
Dr. Samuel D. Jolley, Jr. – Vice Chairman
Ms. Patrise Perkins-Hooker – Secretary
Mr. Walter Metze – Treasurer
Mr. Sam Bacote – Board Member
Mr. Steve Broadbent – Board Member
Mr. D. Penn Hodge – Board Member

Also present were Mr. Maceo Rogers, President, Dr. C. Clayton Powell, Executive Director, Mr. Lewis C. Horne, Jr. and Senator Leroy Johnson, attorneys for the Authority, and Ms. Sandra Zayac and Ms. Kristina Jones of Schiff Hardin LLP. Ms. Marva Bryan, Ms. Doris Coleman and Ms. Camille Stephens, staff of the Authority, were also present.

The meeting was called to order by Chairman Shaw at 2:00PM, and Dr. Jolley gave the invocation.

RECOGNITION OF VISITORS: Visitors present were Commissioner Hausmann, Mr. Edward Leidelmeijer of Commissioner Hausmann's office and Mrs. Deborah Powell.

REPORT: Mr. Lew Horne gave a brief report about the status of on-going discussions with Invest Atlanta regarding its affordable housing set-aside policy and answered questions posed by the members.

OLD BUSINESS:

Resolution Regarding Assignment of LCDP Condo Holdings I, LP Project ("LCDP"). Mr. Chris Compton of Seyfarth Shaw LLP appeared in connection with the request for a resolution that would permit the assignment of the LCDP Series 2009D bonds and transaction documents to BIR EON, LLC, a wholly-owned subsidiary of Berkshire Income Realty. Upon a motion made by Ms. Perkins-Hooker, which was seconded by Dr. Jolley, the Authority unanimously approved the resolution to permit the assignment.

Modification to Financing Documents for Dewberry 1155 Peachtree, LLC. Mr. Chris Compton of Seyfarth Shaw LLP appeared in connection with the request for a resolution that would permit the modification of the existing transaction documents. Mr. Compton explained that the current lender will take a subordinate position to a new lender, but the same forms of lending documents will be used. Upon questions from the Authority, Mr. Compton explained that there will be no

change in the forms of the documents. Upon a motion made by Ms. Perkins-Hooker, which was seconded by Mr. Broadbent, the Authority unanimously approved the modification.

Final Bond Resolution for Georgia Tech Facilities, Inc. ("Georgia Tech") Ms. Caryl Smith of Hunton & Williams LLP and Mr. Jim Pierce of Georgia Tech appeared in connection with the request for a final bond resolution for the issuance of \$92,000,000 in tax-exempt bonds. The bonds will be used to refund certain bonds previously issued in 2004 by the Authority that were utilized to pay the costs of the acquisition, construction, installation and equipping of an academic research facility which supports instruction and research in molecular science and engineering on the campus of The Georgia Institute of Technology, to pay certain costs associated with the issuance of the Bonds, and to pay the fee associated with the termination of an interest rate swaption agreement. Upon a motion made by Ms. Perkins-Hooker, which was seconded by Mr. Broadbent, the Authority unanimously approved the final bond resolution.

Modification to Financing Documents for Catholic Education of North Georgia, Inc. Ms. Caryl Smith of Hunton & Williams LLP appeared in connection with the request for a resolution that would permit the modification of the bond transaction documents for two series of bonds issued in 1999 and 2002. Wells Fargo currently holds the bonds and is modifying the agreements in order to extend the term of the transaction. The bonds were reissued in 2012, and the new term will be extended to 2015. Upon a motion made by Ms. Perkins-Hooker, which was seconded by Dr. Jolley, the Authority unanimously approved the modification.

Final Bond Resolution for PPF AMLI Roxboro Road, LLC. Mr. Woody Vaughan and Ms. Allison Dyer of Holland & Knight, LLP and Mr. Fred Schreiber of AMLI Residential ("AMLI") appeared in connection with the request for a final bond resolution for the issuance of \$110,000,000 in taxable bonds. Mr. Schreiber thanked the Authority for initially inducing the bonds. The inducement permitted AMLI to close on the land that had previously been bank-owned due to the default of the prior purchaser. He further explained that the bonds will be used to finance the acquisition, construction and development of a multifamily housing facility. The project will include 640 units and a 2-acre public park and result in approximately 427 new construction jobs and 14 permanent jobs. Upon questions from the Authority, Mr. Schreiber explained that AMLI will retain ownership of the park so as to provide for maintenance and up-keep, but that the park will remain open to the public. Upon a motion made by Mr. Broadbent, which was seconded by Mr. Hodge, the Authority approved the final bond resolution, excepting Ms. Perkins-Hooker who voted against the motion.

Final Bond Resolution for PPF AMLI 15th Street, LLC. Mr. Woody Vaughan and Ms. Allison Dyer of Holland & Knight, LLP and Mr. Fred Schreiber of AMLI Residential appeared in connection with the request for a final bond resolution for the issuance of \$75,000,000 in taxable bonds. The bonds will be used to finance the acquisition, construction and development of a project consisting of ground floor retail space and residential units. The company anticipates that the project will create approximately 425 construction jobs and 40 new permanent jobs. Upon questions from the Authority, Mr. Schreiber explained that the project is located across from the MARTA Arts Center location and will encourage the use of public transportation. Ms. Perkins-Hooker clarified that the project will be mixed-use. Upon a motion made by Ms. Perkins-Hooker, which was seconded by Mr. Hodge, the Authority unanimously approved the final bond resolution.

NEW BUSINESS:

Letter of Inducement for Majestic Realty Co. ("Majestic Realty") Ms. Caryl Smith of Hunton & Williams LLP and Mr. Stan Conway of Majestic Realty appeared in connection with the request for a letter of inducement for the issuance of \$250,000,000 in taxable bonds. The bonds will be used to finance the development of a first class industrial facility on 300 acres located between South Fulton Parkway and Stonewall Tell Road in Union City. Upon completion of construction of the project, approximately 500 new jobs will be created by the tenant. This project is similar to previous projects developed by Majestic Realty which resulted in tenants such as Kraft. Upon questions from the Authority, Ms. Smith and Mr. Conway gave a brief overview of economic development efforts in South Fulton County. Upon a motion made by Ms. Perkins-Hooker, which was seconded by Mr. Hodge, the Authority unanimously approved the request for a letter of inducement.

Letter of Inducement for TUFF CAUB LLC. Ms. Mae Charles Barnes of Murray Barnes Finister LLP and Mr. Robert Flanigan, Jr. of Spelman College appeared in connection with the request for a letter of inducement for the issuance of up to \$5,000,000 in tax-exempt bonds. The bonds will be used to finance the expansion of the capacity of the central utility plant located at 260 Lee Street, Atlanta to meet the increased heating and cooling requirements of Clark Atlanta University and Spelman College. The project will permit the retention of approximately 3 jobs. Upon questions from the Authority, Mr. Flanigan explained that the expansion is primarily the result of the need to modernize the current system and is not directly impacted by enrollment at either school. Upon a motion made by Ms. Perkins-Hooker, which was seconded by Dr. Jolley, the Authority unanimously approved the request for a letter of inducement.

Letter of Inducement and Final Bond Resolution for CPT Morningside Heights, LLC ("Morningside"). Ms. Caroline LaFleur Loftin of King & Spalding LLP and Mr. Chad DuBeau and Ms. Heather Correa of Fuqua Development appeared in connection with the request for a letter of inducement for the issuance of \$80,000,000 in taxable bonds. The bonds will be used to finance the acquisition and development of a mixed-use facility that includes ground floor retail, an organic grocery store, parking and multi-family housing components at the intersection of Piedmont Road and Cheshire Bridge Road in Atlanta. The project will permit the creation of approximately 100 new permanent jobs and 150 construction jobs and the retention of approximately 8 jobs. Upon questions from the Authority, Ms. Loftin explained that approximately 70% of this project is residential and that the project is being split into two segments so that each segment can be assigned to a different lender as needed. Upon a motion made by Ms. Perkins-Hooker, which was seconded by Mr. Metze, the Authority unanimously approved the request for a letter of inducement. Upon a motion made by Dr. Jolley, which was seconded by Ms. Perkins-Hooker, the Authority unanimously approved the final bond resolution for Morningside (Residential) in the amount of \$72,000,000. Upon a motion made by Ms. Perkins-Hooker, which was seconded by Dr. Jolley, the Authority unanimously approved the final bond resolution for Morningside (Retail) in the amount of \$8,000,000.

Letter of Inducement for Elan Lindbergh Property Owner LLC ("Elan"). Ms. Caroline LaFleur Loftin of King & Spalding LLP and Mr. John Riverson of Graystar appeared in connection with the request for a letter of inducement for the issuance of \$62,000,000 in taxable bonds. The bonds will be used to finance the acquisition and development of a five-story, 358-unit

multifamily development. The project will permit the creation of approximately 500 new jobs in the next 18 months including 10 permanent positions. Mr. Riverson informed the Authority that Atlanta has zoned this property as residential only and that it is located in an area that has not seen any development since 2009. Other retail projects in the area have fallen through, including a big box store, due to lack of nearby residents. Mr. Riverson also noted that this project will have no impact on the local schools because the approximately 500 residents will likely be in the age range of 26-35 and will likely not have school-age children. These residents will, however, contribute to the local tax-base and drive investment in the area. Mr. Riverson is already aware of a grocery store project on an adjacent property that will likely be constructed if this project is developed. He also informed the Authority that Elan had worked with the City of Atlanta to reroute a street, paid for the expenses itself, and then deeded the road back to the City. Upon a motion made by Mr. Broadbent, which was seconded by Mr. Hodge, the Authority approved the request for a letter of inducement, excepting Ms. Perkins-Hooker who voted against the motion.

Letter of Inducement for Holy Innocents' Episcopal School ("Holy Innocents"). Ms. Caroline LaFleur Loftin of King & Spalding LLP appeared in connection with the request for a letter of inducement for the issuance of \$15,500,000 in tax-exempt bonds. The bonds will be used to refinance previously issued revenue bonds, Series 1998 and Series 2004, which were issued to finance certain educational facilities. The project will permit the retention of approximately 302 jobs. Upon questions from the Authority, Ms. Loftin explained that the original bonds were used to finance classrooms and athletic fields. Upon a motion made by Ms. Perkins-Hooker, which was seconded by Mr. Broadbent, the Authority unanimously approved the request for a letter of inducement.

ITEMS FOR APPROVAL:

REBA Grant for The William Carter Company, a wholly-owned subsidiary of Carters, Inc. ("Carters"). Ms. Zayac informed the Authority of a request from Carters to approve the application for a \$750,000 REBA Grant to be awarded by the State of Georgia that will be used to finance the acquisition of equipment for its new headquarters facility. Carters recently moved its headquarters to Fulton County from Connecticut and currently has a bond financing transaction outstanding with the Authority. Upon questions from the Authority, Ms. Zayac clarified that the Authority is technically the applicant for the REBA Grant, but the application is made at the request of the State; the Authority is simply a conduit. Upon a motion made by Ms. Perkins-Hooker, which was seconded by Mr. Broadbent, the Authority unanimously approved the request.

Update to Post-Issuance Compliance Policy on Tax-Exempt Obligations. Ms. Zayac presented the draft of an update to the Authority's Post-Issuance Compliance Policy that was previously distributed to the members for their consideration at the December meeting. She noted that the policy was originally approved in 2012, but since that time, the Internal Revenue Service has released some "best practices," which are included in the proposed policy update. Upon a motion made by Ms. Perkins-Hooker, which was seconded by Mr. Metze, the Authority unanimously adopted the policy.

Minutes for November 12, 2013. The minutes from the Regular Meeting held on Tuesday, November 12, 2013, were presented to the Authority for approval. Upon a motion made by Ms.

Perkins-Hooker, which was seconded by Mr. Broadbent, the Authority unanimously approved the minutes as presented.

Minutes for December 10, 2013. The minutes from the Regular Meeting held on Tuesday, December 10, 2013, were presented to the Authority for approval. Upon a motion made by Ms. Perkins-Hooker, which was seconded by Dr. Jolley, the Authority unanimously approved the minutes as presented.

The regular meeting scheduled for January was cancelled due to inclement weather.

DISCUSSION:

RFP for Risk Management Consulting Services. Ms. Perkins-Hooker commented that in her role with Atlanta Beltline, she has worked with Aon Risk Services, JLM Risk Management Group ("JLM") and Resurgens Risk Management ("Resurgens") and had good experiences with each entity. She then disclosed that her sister, Ms. Denise Perkins-Griffith, was a respondent to the RFP so Ms. Perkins-Hooker left the room. Mr. Broadbent gave an update regarding the responses that were received as a result of the Authority's request for proposals for risk management and consulting services (the "RFP"). He informed the Authority that the RFP deadline was extended to February 18, 2014 and that four responses were received. He distributed a handout that summarized the key terms of each response and recommended that JLM and Resurgens be asked to appear before the task force for interviews. The task force will bring its recommendation to the Authority at the next regular meeting. Ms. Perkins-Hooker reentered the room since no decision was being made at this time. Upon a motion made by Dr. Jolley, which was seconded by Mr. Hodge, the Authority agreed to permit the task force to move forward with scheduling interviews for the respondents that it had selected.

Year-End Update and 1st Quarter Activities. Chairman Shaw thanked Mr. Horne for his help with the Authority's current legislative efforts. Mr. Horne then presented a brief summary of the Authority's year-end activities and first quarter update.

Joint Development Authority of Metropolitan Atlanta ("JDAMA"). The Authority discussed the upcoming quarterly JDAMA meeting to take place on Thursday, February 27, 2014, and Chairman Shaw encouraged each Authority member to attend.

NEXT MEETING:

Chairman Shaw announced that the next meeting will be a Regular Meeting held on March 25, 2014 at 2:00 p.m. in the 4th floor conference room, room 4056.

There being no further business, the meeting was adjourned.