

**AMENDED AND RESTATED RULES AND PROCEDURES FOR
DEVELOPMENT AUTHORITY OF FULTON COUNTY
MEETINGS AND PUBLIC HEARINGS**

Section 1. Open Meetings. All meetings of the Development Authority of Fulton County (the “Authority”) shall be held in accordance with the provisions of Title 50, Chapter 14 of the Official Code of Georgia Annotated (the “Open Meetings Law”). The public shall be afforded access to meetings other than Executive Sessions, in compliance with Georgia law. Only Executive Sessions held in accordance with Georgia law may be closed to the public.

Section 2. Executive Sessions. Executive sessions of the Authority may be held for the purpose of discussing topics exempted from public access requirements by Title 50, Chapter 14 of the Official Code of Georgia Annotated. Meetings will only be closed to the public for the purposes allowed within State law.

(a) Non-Exempt Topics. If a Board Member attempts to discuss a non-exempt topic during an Executive Session, the Chairman shall immediately rule that Board Member out of order and such discussion shall cease. If the Board Member persists in discussing the non-exempt topic, the Chairman shall adjourn the meeting immediately.

(b) Procedure for Entering Into Executive Sessions. No Executive Session shall be held except pursuant to a majority affirmative vote of the full membership of the Board with the vote taken in a public meeting. The minutes of the public meeting shall reflect the names of the Board Members present, those voting for the Executive Session, and the specific reasons for the Executive Session. All votes taken on items discussed in Executive Session shall be taken in an open meeting.

(c) Executive Session Minutes. Minutes of Executive Sessions devoted to any permissible topic shall be maintained by the Secretary and/or Assistant Secretary in accordance with State of Georgia law.

(d) Chairman or Presiding Officer Affidavit. The Chairman or other presiding officer shall execute an affidavit stating, under oath, that the Executive Session was devoted to topics exempt from the public access requirements. The affidavit shall include the specific exemption to the Open Meetings Law. The General Counsel shall review and approve the form of the affidavit to be utilized, as well as the completed affidavit to be executed for each Executive Session. The affidavit shall be notarized and filed with the minutes of the open meeting.

[Cross Reference: O.C.G.A. §§ 50-14-2, 50-14-3 and 50-14-4]

Section 3. Visual and Sound Recordings. Visual, sound, and visual and sound recordings shall be permitted for all public meetings and public hearings, as long as such recordings are in accordance with State law.

[Cross-reference: O.C.G.A. § 50-14-1(c)]

Section 4. Quorum and Voting. A quorum must be present for conducting meetings of the Authority. A majority of the Board Members shall constitute a quorum. Any action item of the Authority must receive a minimum of five (5) affirmative votes (a majority of the full membership of the Board) in order to pass or a minimum of five (5) negative votes in order to fail. In any situation in which there are neither a minimum of five (5) affirmative votes nor a minimum of five (5) negative votes, the action item will be automatically included on the next regularly scheduled meeting agenda in order for the Board Members to reconsider the merits of the action item. Notwithstanding the foregoing: (i) a third-party representative or Authority representative, as applicable, presenting any action item (the “Presenting Party”) may request that the action item be removed from consideration at any time; and (ii) in the event that neither five affirmative votes nor five negative votes are achieved, the Presenting Party may request that the action item be reconsidered at a future regularly scheduled meeting date, with such date to be determined by the Presenting Party and approved by the Chairman of the Authority.

It is the duty of the Chairman or presiding officer to enforce these rules. Any Board Member may raise a point of order directed to the Chairman or presiding officer if he or she believes that a quorum is not present. If, during the course of a meeting, a Board Member or Board Members leave and a quorum no longer exist, the meeting may not continue. If a quorum is not attained within thirty minutes, the meeting may be rescheduled by the Chairman or presiding officer with the approval of the Board Members present.

Section 5. Chairman. As provided in Section 4.3 of the Authority’s Amended and Restated Bylaws (the “Bylaws”), the Chairman is the presiding officer, and he or she is responsible for the orderly conduct of the meeting. In order to fulfill this duty, the Chairman shall enforce the rules of procedure that are adopted by the Authority. The Chairman shall be impartial and conduct the meetings in a fair manner. The Chairman may name a Sergeant-at-Arms to assist in maintaining the orderly conduct of the Board meetings.

Section 6. Reserved.

Section 7. Presiding Officer. If the Chairman and the Vice Chairman are absent or otherwise unable to serve as presiding officer at a meeting and a quorum of Board Members is present, then any member of the Executive Committee may serve as presiding officer of the meeting until either the Chairman or Vice Chairman is present at the meeting.

Section 8. Parliamentarian. The Chairman shall designate a parliamentarian for Board meetings.

Section 9. Amendments to the Rules. Any amendments to the rules of order may be made by five (5) affirmative votes of the Board in accordance with Section 4 hereof.

Section 10. Suspending the Rules of Order. Rules of Order may be suspended in the case of an emergency. A motion to suspend the rules requires a second, is debatable, and requires a two-thirds vote of the Board Members. Rules governing quorums (Section 4 hereof), voting methods and requirements (Section 4 hereof), the notification to Board Members of meetings (Section 3.3

of the Bylaws) and rules necessary for compliance with state law (including the Open Meetings Law) may not be suspended.

Section 11. Regular Meetings. Regular meetings of the Authority shall be held once per month, as provided in Section 3.2 of the Bylaws. No later than the month of December for each year, the Chairman will approve an annual Meeting Calendar for the following calendar year that prescribes the dates and times of regular meetings for such following year. All regular meetings shall be held in the Fulton County Government Center, provided however, that other sites may be used that are within the County and appropriate public notice is given as provided by other sections of this document, and provided, further, that meetings may be held by teleconference so long as the notice required by the Open Meetings Law is provided and, if fewer than a quorum of the Board Members are physically present, means have been afforded for the public to have simultaneous access to the teleconference meeting. A notice containing the foregoing information shall be posted and maintained in a conspicuous place available to the general public at the regular meeting place of the Authority as well as on the Authority's website.

Section 12. Meetings Other Than Regular Meetings. The Authority may meet at times and locations other than those regularly scheduled meetings.

(a) Special Meetings and Rescheduled Regular Meetings. A regular meeting may be canceled, rescheduled, held by teleconference or moved to another location within the County by the Chairman for any reason, provided the Board Members are given 24 hours' notice. Special Meetings of the Authority may be held on call of the Chairman or a majority of the Board Members. Notice of such special meetings shall be served on all other members personally, or by telephone personally, at least 24 hours in advance of the meeting. Such notice shall not be required if the Board Members are present when the Special Meeting is called. Such notice of any Special Meeting, canceled or rescheduled meeting may be waived by a Board Member in writing before or after such a meeting. Attendance at a meeting shall also constitute a waiver of notice on any business transacted in such Board Member's presence. Only the business stated in the call may be transacted at the Special Meeting. Notice to the public shall be given in accordance with State law. *[Cross-reference: O.C.G.A. § 50-14-1(d)]*

(b) Meetings With Less Than 24 Hours Notice. When emergency circumstances occur, the Authority may hold a meeting as allowed by State law. When such meetings are to be held, the Authority shall provide notice to the legal organ of the County and to each Board Member as soon as possible. The notice shall include the subjects expected to be considered at the meeting. In addition, the minutes shall reflect the reason for the emergency meeting and the nature of the notice given to the media and public. *[Cross-reference: O.C.G.A. § 50-14-1-(d)]*

(c) Meetings during a State of Emergency. In accordance with the Open Meetings Law, during emergency conditions involving public safety or the preservation of property or public services, the Authority may conduct meetings via telephonic or videoconference provided that the public has simultaneous access to the teleconference or videoconference meeting. *[Cross-reference: O.C.G.A. § 50-14-1-(g)]*

Section 13. Order of Business. All regular Authority meetings shall substantially follow an established order of business. The order shall be as follows:

1. Invocation
2. Call to Order
3. Roll Call
4. Opening Remarks by Chairman
5. Minutes
6. Approval of Meeting Agenda
7. Public Comment
8. Old Business
9. New Business
10. Other Business
11. Reports and Presentations
12. Executive Session (if needed)
13. Next Meeting
14. Adjournment

Section 14. Agenda. The Chairman or a designee shall prepare an agenda of subjects to be acted on for each meeting. The agenda shall be made available to the Board Members at least one business day before every Authority meeting.

(a) Requests For Agenda Items. Board Members may request that a particular subject be placed on the agenda for a meeting. To be considered, this request shall be submitted in writing to the Executive Director.

(b) Changing The Agenda. The order of the agenda may be changed during a meeting by a majority vote of the Authority. A new item may be added to the agenda by a majority vote of the Authority only if it becomes necessary to address the item during the meeting. An existing item may be removed from the agenda by the majority vote of the Authority.

(c) Agenda Must Be Made Public. The agenda of all matters to come before the Authority shall be made available to the public upon request and shall be posted at the meeting site as far in advance as reasonably possible, but not less than 24 hours prior to the start of the meeting. Notice of the agenda for emergency meetings will be handled in accordance with State law. *[Cross-reference: O.C.G.A. §§ 50-14-1(e)(1)]*

Section 15. Meetings by Teleconference. Meetings of the Authority and any committee thereof may be conducted by teleconference, provided that any such meeting shall be considered to be conducted in compliance with the these rules and the Open Meetings Law so long as the notice required by the Open Meetings Law is provided and, if fewer than a quorum of the Members of the Board or committee thereof are physically present, means have been afforded for the public to have simultaneous access to the teleconference meeting. The participation by teleconference of Members of the Board or any committee thereof means full participation in the same manner as if such Members were physically present. In the event such teleconference meeting is a public

hearing, and if fewer than a quorum of the Members of the Board or committee thereof are physically present, then members of the public shall be afforded the means to participate fully in the same manner as if such members of the public were physically present. *[Cross-reference: O.C.G.A. §§ 50-14-1(h)]*

Section 16. Decorum. All Board Members shall conduct themselves in a professional and respectful manner. All remarks shall be directed to the Chairman and not to individual Board Members, staff, or citizens in attendance. Personal remarks are inappropriate and may be ruled out of order. A Board Member may not speak at a meeting until he or she has been recognized by the Chairman. All comments made by a Board Member shall address the motion that is being discussed. The Chairman shall enforce these rules of decorum. If a Board Member believes that a rule has been broken, he or she may raise a point of order. A second is not required. The Chairman may rule on the question or may allow the Board Members to debate the issue and decide by majority vote.

Section 17. Reserved.

Section 18. Abstentions. No Board Member shall abstain from voting except in the case of a conflict of interest or if absent when a motion being voted upon was made. If a conflict of interest does exist, the Board Member shall provide a specific explanation of the conflict, and the explanation shall be recorded in the minutes.

Section 19. Public Participation. Public participation in meetings of the Authority shall be permitted in accordance with the provisions of this section.

(a) Public Comments. The floor shall be open for public comments during the meeting, as further defined in Section 13 hereof. The Public Comment Period will last a maximum of thirty (30) minutes, speakers' comments will be limited to three (3) minutes, and comments will be made on a first come, first served basis. All members of the public wishing to address the Authority shall submit their name and the topic of their comments to publiccomment@dafc.us prior to 9:00 am on the date of the applicable Authority meeting and must appear in person or via teleconference at the Authority meeting to provide their public comment.

(b) Public Hearings. The Authority may schedule public hearings for the purpose of holding TEFRA hearings. The Authority's General Counsel has been designated as the official hearing officers for TEFRA hearings. The purpose of the TEFRA hearings is to solicit public feedback on federally tax-exempt bond financing projects. No official action shall be taken during any such public hearing.

(c) Decorum. Members of the public shall not make inappropriate or offensive comments at a Board meeting and are expected to comply with the rules of decorum that are established for Board Members. Individuals violating any rules of the Authority may be ruled out of order by the Chairman or on a point of order made by a Board Member. A majority vote of the Authority shall rule on the point out of order. An individual violating the rules of decorum may be removed from the meeting at the direction of the Chairman.

Section 20. Meeting Summary. A summary of the subjects acted upon in a meeting and the names of the Board Members present at a meeting shall be prepared by the Authority staff and made available to the public for inspection within two business days of the adjournment of the meeting. This summary will be noted as unofficial prior to adoption by the Authority of the minutes for the meeting. *[Cross-reference: O.C.G.A. § 50-14-1(e)(2)]*

Section 21. Minutes. The Secretary, Assistant Secretary or a designee shall promptly record the minutes for each Authority meeting. The minutes shall specify the names of Board Members present at the meeting, a description of each motion or other proposal made at the meeting, the name of the Board Member who proposed each motion, the name of the Board Member who seconded each motion, and a record of all votes. In the case of a roll call vote, the name of each Board Member voting for or against a proposal shall be recorded. It shall be presumed that a Board Member has voted in the affirmative unless the minutes show otherwise. More detailed information may be included in the minutes at the request of the Authority.

The Board Members shall approve the minutes before they may be considered as an official record of the Authority. The minutes shall be open for public inspection once approved as official by the Authority but in no case later than immediately following the next regular meeting of the Authority. A copy of the minutes from the previous meeting shall be distributed to the Board Members in the agenda package for the following meeting. The minutes of the previous meeting shall be corrected, if necessary, and approved by the Board Members at the beginning of each meeting. A majority vote is required for approval. Conflicts regarding the content of the minutes shall be decided by a majority vote. Upon being approved, the minutes shall be signed by the Secretary of the Authority. *[Cross-reference: O.C.G.A. § 50-14-1(e)(2)]*

Section 22. Procedure and Deadline. The Chairman and Executive Director are authorized to establish detailed procedures and deadlines as necessary to ensure the effective organization of Authority proceedings and orderly handling of business to come before the Authority, in accordance with the Rules and Procedures adopted by the Authority.

Section 23. Roberts Rules of Order. This document shall serve as the rules and procedures of the Authority. In the absence of applicable rules and procedures which may from time to time be encountered during the public meetings, Roberts Rules of Order shall be followed.

**APPROVED BY THE DEVELOPMENT AUTHORITY
OF FULTON COUNTY BOARD ON FEBRUARY 22,
2022, AS AMENDED ON MARCH 26, 2024**