

**DEVELOPMENT AUTHORITY OF FULTON COUNTY
REGULAR MEETING HELD ON
TUESDAY, JANUARY 25, 2022 AT 2:00 P.M.
HELD VIA VIDEOCONFERENCE**

MINUTES

Present were the following Members of the Authority:

Mr. Michel M. Turpeau – Chairman
Mr. Brandon Beach – Vice Chairman
Mr. Kyle Lamont – Secretary
Mayor Mike Bodker – Treasurer
Mr. Tom Tidwell – Board Member
Ms. Erica Long – Board Member
Ms. Jo Anna Potts – Board Member
Ms. Pinky Cole – Board Member
Dr. Mike Looney – Board Member

Also present were Ms. Sarah-Elizabeth Langford, Interim Executive Director of the Authority, Ms. Sandra Z. Zayac, Ms. Lauren W. Daniels, Ms. Maggie Scharle and Ms. Eunice Lim, attorneys for the Authority, and Ms. Marva Bryan, Ms. Doris Coleman and Ms. Sabrina Kirkland, staff of the Authority.

Mr. Lamont gave the invocation and Chairman Turpeau called the meeting to order at approximately 2:07 p.m.

RECOGNITION OF VISITORS: Also present were Mr. Demetrius Myatt of Commissioner Hall's office, Mr. Fred Hoffman of Commissioner Ellis' office, Ms. Jenn Thomas of Commissioner Morris' office, Mr. Tad Leithead of Leithead Consulting, LLC, Mr. Craig Kidd of Johns Creek, Ms. Diana Reddy and Mr. Jim Stevens of On-Call Accounting, Ms. Susan Pease Langford of Butler Snow LLP, Mr. Julian Bene of Fulton County, and Mr. Scott Trubey of The Atlanta Journal-Constitution.

COVID-19 UPDATE, GROUND RULES AND PUBLIC COMMENT: Chairman Turpeau explained the Authority would continue to temporarily hold its monthly Board meetings via Zoom videoconference and teleconference in accordance with the Open Meetings Act (O.C.G.A. Section 50-14-1 (g)) in light of the COVID-19 pandemic and the emergency declaration by Governor Brian Kemp.

Chairman Turpeau explained the ground rules for participating in the Zoom videoconference and teleconference meeting and announced that the Board would accept public comments in advance of Authority meetings via email. Chairman Turpeau announced that all such comments should be sent to Doris.Coleman@fultoncountyga.gov before 10:00 a.m. on the date of the applicable meeting in order for the comments to be included in the official minutes of the Authority.

Chairman Turpeau further announced that any guests that would like to be recognized as being present for the Regular Meeting should also send an email to Doris.Coleman@fultoncountyga.gov so that their attendance may be formally documented in the minutes. Chairman Turpeau invited the public to visit the homepage of the DAFC website at www.developfultoncounty.com for the most up-to-date information regarding DAFC meetings.

MINUTES: The minutes from the Regular Meeting held on December 7, 2021 and the Special Call Meetings held on December 28, 2021 and January 14, 2022 were presented to the Authority for approval.

Upon a motion made by Mayor Bodker, which was seconded by Ms. Long, the Authority unanimously approved the minutes as presented.

APPROVAL OF MEETING AGENDA: Upon a motion made by Mayor Bodker, which was seconded by Mr. Lamont, the Authority unanimously approved the agenda as presented.

PUBLIC COMMENTS: Chairman Turpeau announced that the Authority's staff had received no public comments in advance of this Regular Meeting.

REBA GRANT:

REBA Grant for Micron Technology, Inc. ("Micron Technology"). Mr. Samir Abdullahi of Select Fulton, Ms. Alex Curd and Ms. Puja Zalavadia of Micron Technology and Mr. Elliot Rasmuson and Ms. Lara Wigmore of Deloitte appeared in connection with the request for a Regional Economic Business Assistance ("REBA") Grant award in the amount of \$1,500,000 to offset the costs of equipment in connection with establishing a research and development office to be located at 712 W. Peachtree Street NW in the City of Atlanta. More specific details are described in the Fact Sheet included as part of this item posted on the Authority's website. Upon a motion made by Mayor Bodker, which was seconded by Mr. Lamont, the Authority unanimously approved the REBA Grant for Micron Technology.

OLD BUSINESS:

Assignment of Vesta Adams Park, LLC Project (the "Vesta Adams Park Project") to BR Adams Park, DST ("BR Adams Park"). Ms. Michelle Barnett of Seyfarth Shaw LLP, Mr. Michael Bediones of Middleburg Communities, Mr. Andrew Egan of Kutak Rock LLP and Ms. Molly Brown and Mr. Rick Murphy of Bluerock Real Estate Holdings, LLC appeared in connection with the request to approve the assignment of the Vesta Adams Park Project to BR Adams Park. More specific details are described in the Fact Sheet included as part of this item posted on the Authority's website. Upon a motion made by Dr. Looney, which was seconded by Ms. Long, the Authority unanimously approved the assignment to BR Adams Park.

Assignment of RB Preston Ridge Co-Tenant, LLC Project (the "Goat Farm Project") to TBR 1200 Foster Street Owner, LLC ("TBR"). Mr. Jeff Chesnut and Mr. Kevin Brown of Seyfarth Shaw LLP and Mr. David Weissman of TriBridge Residential appeared in connection with the request to approve the assignment of the Goat Farm Project to TBR. More specific details are described in the Fact Sheet included as part of this item posted on the Authority's website. Upon a motion made by Mayor Bodker, which was seconded by Ms. Long and Mr. Tidwell, the Authority unanimously approved the assignment to TBR.

NEW BUSINESS:

Letter of Inducement for Trammell Crow Company ("Trammell Crow"). Mr. Samir Abdullahi of Select Fulton, Ms. Allison Dyer of Holland & Knight LLP, Mr. Chris Burke of the Georgia Institute of Technology and Mr. Adam Weers, Ms. Katherine Lynch, Mr. Brandon Houston and Mr. Nick Frank of Trammell Crow appeared in connection with the request to approve a letter of inducement for the issuance of \$647,529,448 in taxable revenue bonds to finance the development of a commercial life science research and development center with supporting commercial space and residential units, including affordable housing units, to be located at a site generally bounded by North Avenue on the north, Northside Drive NW on the west, Cameron Madison Alexander Boulevard NW on the south, and Marietta Street NW on the east in the City of Atlanta to be developed in one or more phases over the next several years. More specific details are described in the Fact Sheet included as part of this item posted on the Authority's website. The presenters discussed in depth the project's potential community impact, the opportunity to position the State of Georgia as a hub for the life sciences industry and the logistical breakdown of the project's phases and tax benefits. Members of the Board expressed excitement for the project and posed a range of questions regarding equity and distribution of the project's benefits across the community, as well as how the project would work to strengthen the local educational programs. The presenters addressed these issues, citing their

conversations with community stakeholders and the wide support they have received, as well as the project's specific commitments to bettering the educational and labor ecosystem of the State. Vice Chairman Beach made a motion to approve the letter of inducement for Trammell Crow, which was seconded by Mr. Lamont. After further discussion among the Authority, Mr. Tidwell proposed a friendly amendment to Vice Chairman Beach's motion, which was seconded by Mayor Bodker, to approve the letter of inducement for all phases of the project, but (i) require that Trammell Crow Company receive additional approval from the Authority for each phase of the project prior to the issuance of any bonds for such phase; and (ii) emphasize that this approval of the letter of inducement shall not be relied on by Trammell Crow as a promise or guarantee of approval by the Authority of any future phases. Vice Chairman Beach accepted the friendly amendment and the Authority unanimously approved the motion as amended.

ITEMS FOR DISCUSSION/APPROVAL:

Greater North Fulton Chamber of Commerce 2022 Proposal. Ms. Kali Boatright and Mr. Mark Goodman of Greater North Fulton Chamber of Commerce appeared to commend the Board for its ongoing partnership, present recent updates, and present an investment request for the 2022 fiscal year. Ms. Boatright discussed the Chamber's continued efforts in improving business retention and expansion in North Fulton and highlighted how the Chamber promotes the Authority's contributions in its marketing initiatives. Lastly, Ms. Boatright provided updates on the Leadership North Fulton training program. More details are included in the presentation, a copy which is attached hereto as Exhibit A. Upon a motion made by Vice Chairman Beach, which was seconded by Mr. Lamont, the Authority unanimously agreed, with the exception of Ms. Long who was absent for the vote, to approve the investment in the Greater North Fulton Chamber of Commerce in the amount of \$50,000.

Presentation and Consideration of Certain Amendments to DAFC Bylaws/Policies. Mayor Bodker led discussion by presenting three proposals, some of which were discussed at previous meetings, including (i) amending the DAFC Bylaws, a copy of such amendment which is attached hereto as Exhibit B (the "Amendment to the Bylaws"), to reflect the current language in the Activating Resolution of the Authority, as amended, by no longer prohibiting an officer or employee of the Fulton County Board of Education or the Atlanta Board of Education from serving on the Board; (ii) adopting the Director Voting Policy, a copy of which is attached hereto as Exhibit C (the "Director Voting Policy"), which would clarify that in the event that neither a minimum of five affirmative votes nor a minimum of five negative votes is achieved on any action item, the action item would be automatically included on the next regularly scheduling meeting agenda for reconsideration; and (iii) considering adopting certain rules and procedures (the "Rules and Procedures") for all meetings of the Authority, which would consist of applicable legal requirements, the process for setting the agenda and conducting meetings, and following Roberts Rules of Order in the absence of applicable rules and procedures.

After discussion among the Authority, Mayor Bodker outlined the terms of the Director Voting Policy, including how an item could be withdrawn or deferred to a future regularly scheduled meeting and why abstentions should be limited to conflicts of interest. After further discussion among the Authority, the Authority agreed to consider the Rules and Procedures at an upcoming meeting. Upon a motion made by Mr. Tidwell, which was seconded by Vice Chairman Beach, the Authority unanimously approved the Amendment to the Bylaws, with the exception of Dr. Looney who abstained from the vote due to a potential conflict of interest and Ms. Long who was absent for the vote. Upon a motion made by Mr. Tidwell, which was seconded by Mr. Lamont, the Authority also unanimously approved the Director Voting Policy, with the exception of Ms. Long who was absent for the vote.

REPORTS AND PRESENTATIONS:

Update from the Interim Executive Director. Ms. Langford informed the Board about meetings with Chairman Turpeau and City of Atlanta leadership to further the conversation on creating a collaborative approach for preserving and creating affordable housing in the City of Atlanta. Ms. Langford then discussed

her recent presentation before the Fulton Delegation, where many elected officials and members of the Board of Commissioners were in attendance. Ms. Langford concluded her update by welcoming Ohio River South and commending its efforts to bridge positive connections with legislators.

Legislative Update. Mr. Howard Franklin, Ms. Brandeis Parkman, Ms. Arteen Afshar and Ms. Diana Srivilay of Ohio River South appeared to update the Board on its collaboration with the Fulton Delegation and various stakeholders to address legislation affecting regional development authorities and equitable development. Ms. Parkman provided highlights on certain bills and said the Ohio River South team would continue to track all relevant legislation. Chairman Turpeau thanked Ohio River South for its continued efforts and for introducing the Board to key stakeholders throughout Fulton County and the State of Georgia to stay up to date with legislative changes.

Committee Updates. Mayor Bodker, on behalf of the Financial Review/Audit Committee, announced he would like to defer the committee's report on the financials until another meeting in the interest of time. Mayor Bodker said he would be prepared to present a summary of the Board's financial priorities at that time. The Executive Committee, the Strategic Initiative Committee and the MFBE Committee had no updates to report.

NEXT MEETING:

Chairman Turpeau announced that the Authority's next Regular Meeting is scheduled for Tuesday, February 22, 2022 at 2:00 p.m. Chairman Turpeau reminded the public to visit the Authority's website at <http://www.developfultoncounty.com> for updates on upcoming meetings.

A motion to adjourn the meeting was made by Vice Chairman Beach, seconded by Dr. Looney, and approved by all Members present.

There being no further business to discuss, the meeting was adjourned at approximately 4:26 p.m.

Kyle Lamont
Mr. Kyle Lamont, Secretary

Exhibit A

(Attached)



Proposal for FY22 Program Funding

About the Greater North Fulton Chamber

Mission: To be the recognized leader for business growth, talent development and regional prosperity.

Vision: To be the premier business organization driving member and community success.

Values:

Collaboration
Engagement
Inclusion
Innovation
Integrity
Leadership
Member-Focused

Strategic Objectives:

Member Value and Engagement
Business Growth and Economic Expansion
Talent Development
Influence and Advocate
Operational Excellence – **5-Star Accredited Chamber**



North Fulton County Economic Development

Economic Development Initiatives, Collaborative Marketing Campaigns, Economic Recovery

- The Authority and the Chamber recognize the strength and successes of collaboration and cooperation and are partners in the process of shaping North Fulton County's economic development environment and ultimately, its quality of life.
- Collaborate with City, County & State Partners on Business Recruitment, Retention and Expansion Projects to create jobs and capital investments.
- The Chamber and DAFC shall collaborate for marketing and branding North Fulton County as a pro-business destination.
- Facilitate monthly meetings with North Fulton Economic Development Partners.
- GNFC will implement a collaborative Regional Marketing Campaign placing advertorials in Georgia Trend Magazine, Atlanta Business Chronicle North Fulton Market Report, Bisnow North Fulton Outlook and Business Radio X.
- Economic Recovery - In response to pandemic recovery, GNFC provides leadership and resources for area businesses including Workforce/Unemployment, Small Business/Entrepreneurism, Cash Flow/Liquidity, and Public Policy & Liability.
- GNFC serves as the Camera-Ready liaison in North Fulton and works closely with our partner cities to ensure production companies have access to the services they need.

Benefits: Logo & banner ad on GNFC Economic Development website. Collaborative marketing advertorials.

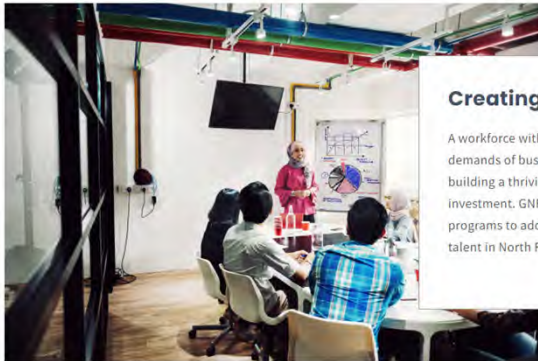
Requested Investment: \$30,000



DAFC logo featured on Chamber website banner ads for workforce and business development. GNFC worked with the Development Authority and the editorial staffs at GA Trend and ABC on topics of interest for September and October North Fulton editions.



Talent Development



Creating A Pipeline

A workforce with the right talents and skills to meet the demands of business remains one of the top factors in building a thriving economy and attracting corporate investment. GNFC drives focus and change through programs to address the job skills gap and create a pipeline of talent in North Fulton.



Business Retention and Expansion

GNFCC organizes monthly Economic Development Partner meetings to strengthen partnerships with Economic Development professionals across the region ensuring there is a cooperative approach to understanding business needs and responding collaboratively and accordingly.



Collaborative Regional Marketing



ATLANTA BUSINESS CHRONICLE



GEORGIA TREND



BISNOW



BUSINESS RADIO X



Atlanta Business Chronicle & Georgia Trend Ad Campaign

6 DISTINCT CITIES.

1 OUTSTANDING REGION.

MILTON
ALPHARETTA
MOUNTAIN PARK
ROSWELL
JOHNS CREEK
SANDY SPRINGS

NORTH FULTON

North Fulton is known as Atlanta's Golden Corridor because of its well-educated workforce, world-class infrastructure and nearly 1,000 technology companies that call the Georgia 400 corridor home. Top ranked schools, five major hospitals, numerous Fortune 500 companies and the fiber-optic backbone of the East Coast make this region one of the best places to do business in the country. Alpharetta, Johns Creek, Milton, Mountain Park, Roswell and Sandy Springs work together to ensure there is no better place to live, work and play.

Visit www.GMFCC.com to learn more about the unique opportunities that North Fulton can offer you and your business.

ALPHARETTA
DAFC
DEVELOPMENT AUTHORITY
OF FULTON COUNTY
GREATER
NORTH
FULTON
CHAMBER
JOHNS CREEK
MILTON
ROSWELL [inc]
SANDY SPRINGS

Samir Abdullahi, Deputy Director of Economic Development for Select Fulton, served as moderator for the North Fulton Bisnow Event and as a featured guest on Business Radio X.



Workforce Development Taskforce, with Misty Fernandez, Georgia Power, and Samir Abdullahi, Select Fulton

March 1, 2021 by John Ray



Workforce Development Taskforce (GNFCC 400 Insider, Episode 58) The Greater North Fulton Chamber’s Economic Recovery Task Force was created to connect businesses and jobseekers to much-needed resources. Misty Fernandez, North Fulton Area Manager for Georgia Power serves as the Chair of the Chamber’s Workforce Committee. Samir Abdullahi is the Deputy Director of Economic Development for [...]



NorthFultonJobs.com

Businesses locate near high quality talent.



The Greater North Fulton Chamber is the only regional Chamber in North Fulton and serves as the recognized leader for business growth, talent development and regional prosperity. The Chamber launched NorthFultonJobs.com as a workforce development initiative connecting jobs and talent in North Fulton.

North Fulton Jobs offers an avenue to promote current positions open for hire. The Chamber is dedicated to regional prosperity, which includes securing high-quality talent for all business types in North Fulton. The Chamber is making it easy for businesses to post their open positions or internships to find the best candidates right here in North Fulton.

NorthFultonJobs.com currently has over 100 open positions available for interested jobseekers. Our region's businesses, workers and families will thrive when we unlock the potential of everyone in North Fulton to succeed. Finding a job is not easy. NorthFultonJobs.com is here to help.

Benefits: Naming Sponsorship, logo on dedicated website page, weekly recognition in Chamberlink e-newsletter, logo recognition on all brochures and marketing collateral.

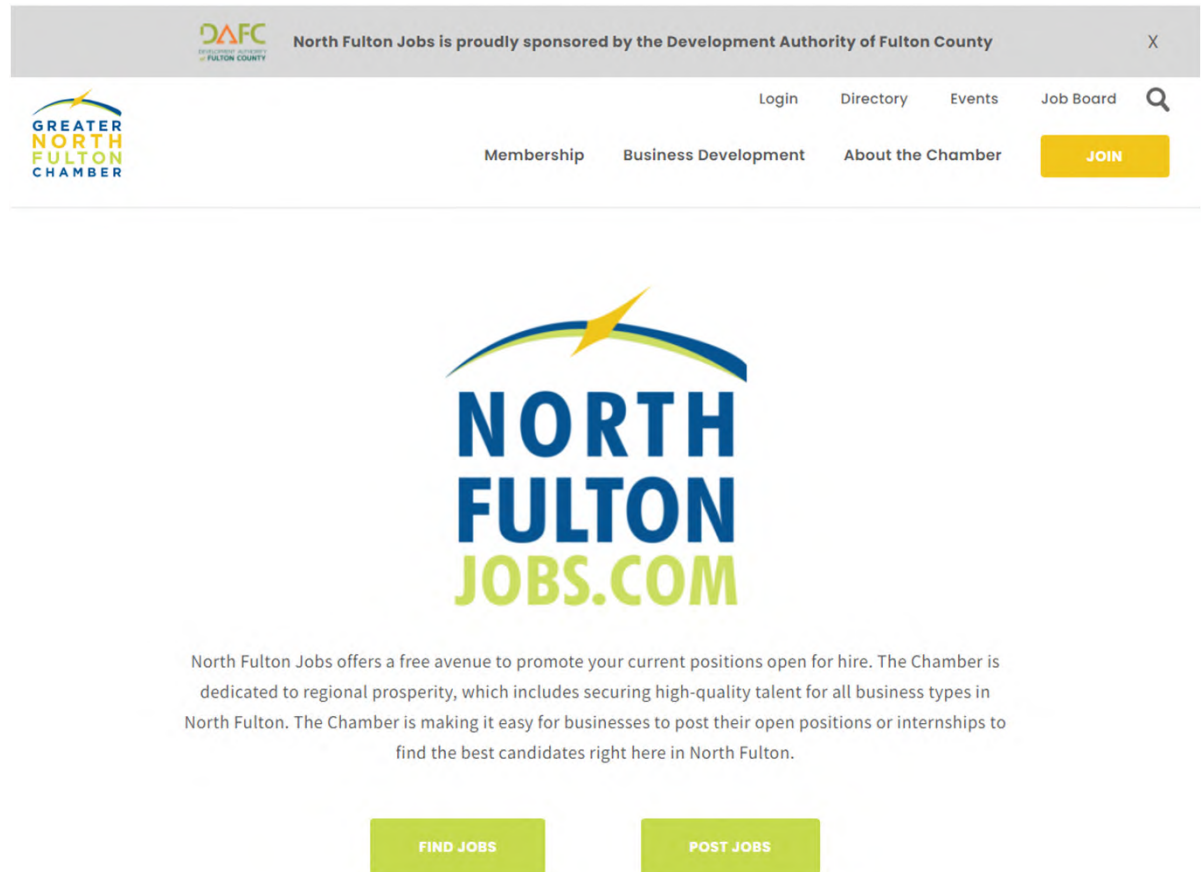
Requested Investment: \$10,000

Featured on the Chamber Website

NorthFultonJobs.com

Workforce Development Initiative Connecting Jobs and Talent in North Fulton

Sponsored by the Development Authority of Fulton County



The screenshot shows the homepage of NorthFultonJobs.com. At the top, there is a grey banner with the DAFFC logo on the left, the text "North Fulton Jobs is proudly sponsored by the Development Authority of Fulton County" in the center, and a close button "X" on the right. Below the banner is a navigation bar with the Greater North Fulton Chamber logo on the left. The navigation menu includes "Login", "Directory", "Events", "Job Board" (with a search icon), "Membership", "Business Development", "About the Chamber", and a yellow "JOIN" button. The main content area features a large logo for "NORTH FULTON JOBS.COM" with a stylized blue and yellow arc above the text. Below the logo is a paragraph of text: "North Fulton Jobs offers a free avenue to promote your current positions open for hire. The Chamber is dedicated to regional prosperity, which includes securing high-quality talent for all business types in North Fulton. The Chamber is making it easy for businesses to post their open positions or internships to find the best candidates right here in North Fulton." At the bottom of the main content area are two yellow buttons: "FIND JOBS" and "POST JOBS".

Featured every week in Chamberlink e-Newsletter



NORTH FULTON JOBS.COM

**NEED HELP FINDING QUALITY CANDIDATES?
POST YOUR OPEN POSITIONS ON NORTH FULTON JOBS.**

CONTACT MARK GOODMAN AT MGOODMAN@GNFCC.COM.

SPONSORED BY **DAFC**
DEVELOPMENT AUTHORITY
of FULTON COUNTY

2021 Leadership North Fulton



The Program

Leadership North Fulton (LNF), has been the region's signature leadership development program for more than 30 years. Each year, graduating participants join the ranks of more than 500 LNF alumni and continue to invest in our communities through their time and talent.

The Purpose

Pillars of the program include promoting community awareness, instilling civic responsibility, and building relationships. Participants engage civic leaders through program class days, and many alumni have gone on to serve on community non-profit boards or as elected officials. The relationships that are forged through participation and investment in LNF by business and nonprofit partners continue to affirm the program's foundational role in community leadership development.

The Project

LNF service projects continue to impact the region in a lasting way. Notable examples include the founding of The Drake House in 2004 and the Emerging Leaders Youth Program in 2009, as well as the establishment of The Drake House Young Professionals Advisory Council in 2017.

Benefits: One Registration for DAFC / Select Fulton and logo on marketing collateral

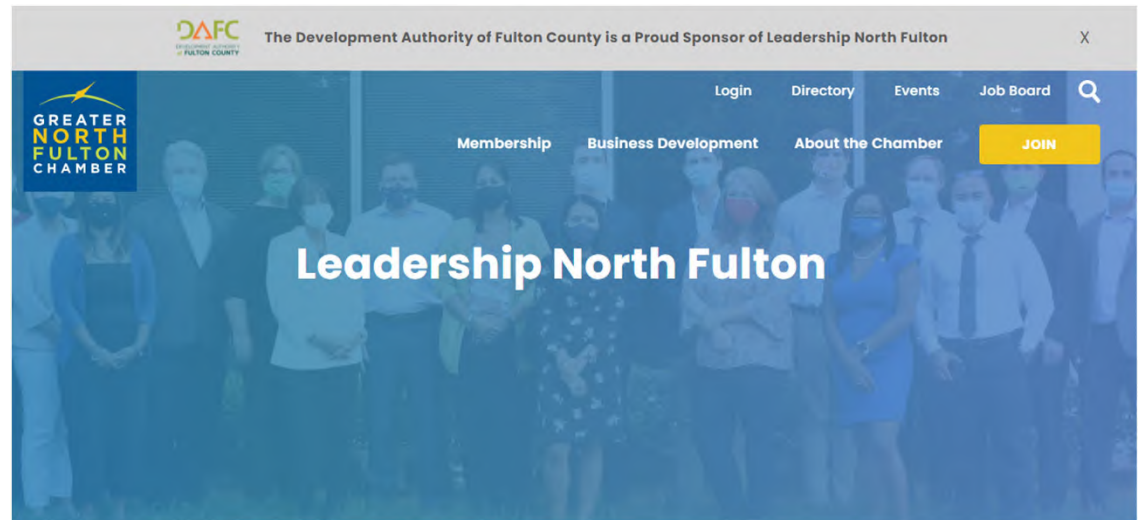
Requested Investment: \$10,000



Featured on the
Chamber Website

Leadership North Fulton

Sponsored by the
Development Authority
of Fulton County



Featured on LNF marketing collateral, agendas, emails



Leadership North Fulton (LNF) identifies and develops leaders in the North Fulton region by promoting community awareness, instilling civic responsibility and building long-lasting relationships.

Date	October 21, 2021
Location	2006 Heritage Walk, Milton GA 30004
Topic(s)	North Fulton Overview

- 8:30am Welcome with Mayor Joe Lockwood and Mayor Elect Peyton Jamison
- 9:00am North Fulton by the Numbers: Mike Alexander Director for the Center for Livable Communities--Atlanta Regional Commission
- Noon Lunch: Off-site
Tour of Orkin & Associates new development with Josh Barnes
- 1:00pm Poverty Simulation: Holly York, Executive Director North Fulton Community Charities
- 3:00pm Poverty Simulation Learning Review
- 3:30pm Class Project Discussion
- 4:30pm: Session Wrap-up

Sponsored by:



Leadership North Fulton Naming Sponsor:



Tonight's LNF Orientation and Business After Hours

Hi LNF Class,

This a reminder that tonight we have our LNF Program Orientation to take place from 4-5:15pm in Roswell City Hall, room 220. Your Class Chairs will provide a thorough overview of the LNF Year, and most important, you will finally get to meet your classmates! After the formal orientation, you will be introduced to the Chamber as a class and have the opportunity to socialize with one another at the Chamber's Business After Hours at Gate City Brewing Co. from 5:30-7pm. A few of you have declined the BAH reminder sent out by Debbie today. I have asked her to keep everyone in the class on the list. Please plan to attend, we will be walking over as a class.

If you have any questions, please let me know and I look forward to seeing you tonight!

LNF Class of 2022 Presenting Sponsor – Development Authority of Fulton County
LNF Orientation Sponsor – Georgia Power



RACHEL DANGERFIELD
Leadership Programs Coordinator
11605 Haynes Bridge Road, Suite 100
Alpharetta, GA 30009
(P): 678.397.0571 |
www.qnfcc.com

FY22 Proposal for Program Funding

Greater North Fulton Chamber		
FY22 Program Funded Projects	Amount	Description
Economic Development Initiatives	\$ 30,000	Economic Development Initiatives, Collaborative Marketing, Economic Recovery
NorthFultonJobs.com	\$ 10,000	Workforce Development Initiative Connecting Jobs and Talent in North Fulton
Leadership North Fulton	\$ 10,000	8 Month Leadership Program (October 2022 - May 2023)
Total	\$ 50,000	



Total Funding Request Amount: \$50,000

Thank you for your consideration of renewing this funding request.

Please Contact:
Kali Boatright
President & CEO
Greater North Fulton Chamber
kboatright@gnfcc.com
(770) 993-8806



Exhibit B

(Attached)

DEVELOPMENT AUTHORITY OF FULTON COUNTY

AMENDED AND RESTATED BY-LAWS

Dated ~~August 24, 2021~~ January 25, 2022

ARTICLE 1-NAME AND OFFICES

1.1 The Development Authority of Fulton County (the “Authority”) has been created in accordance with Georgia Law (*Ga. L. 1969, page 137, O.C.G.A. Chapter 36-62-1 et seq.*) (the “Act”) and activated by a resolution of the Fulton County Board of Commissioners on May 16, 1973, as amended (the “Activating Resolution”). The Authority shall maintain offices in the Fulton County Administration Building or at such other location within Fulton County as may be determined by the Authority.

ARTICLE 2-MISSION

2.1 The mission of the Authority is to stimulate quality economic development in Fulton County by expanding and diversifying the tax base, creating jobs, retaining existing businesses and sustaining quality of life for residents throughout Fulton County (the “Mission”).

ARTICLE 3-DIRECTORS

3.1 The directors of the Authority (each a “Director” or “Member” and collectively, the “Board of Directors”, the “Board” or the “BoardMembers”) are appointed by the Board of Commissioners of Fulton County for terms of four (4) years unless as otherwise set forth herein and pursuant to lawful Board action. Terms shall commence on June 1 and expire on May 31 four (4) years thereafter, except as set forth herein and that a Member shall serve until his or her successor is appointed and sworn by oath as required by law. As required by the Act and the Activating Resolution, each such DirectorMember of the Authority (a) shall be a taxpayer residing in Fulton County and (b) shall not be an officer or employee of Fulton County, ~~the Fulton County Board of Education or the Atlanta Board of Education~~. A majority of the DirectorsMembers shall have full authority to conduct any and all business, which the Authority is authorized by law to conduct in accordance with Section 3.5 herein.

3.2 Regular meetings of the Board of Directors shall be held at the Fulton County Government Center Building on the fourth Tuesday of each month at 2:00 P.M.

Such meetings may be cancelled or postponed by the Chairman; provided that at least 24 hours' notice of such action is given to all Members of the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman, or by a majority of the Directors. Each Director shall receive at least 24 hours' notice of any special meeting of the Board of Directors.

3.3 Whenever these By-Laws require any notice to be given to the Board of Directors, such notice may be given by mailing the same in writing to the last known address of the Director by the close of business on the last business day preceding the date when notice is required to be given to the Directors, by email, or by a telephone call to the business or home telephone of the Director.

3.4 Notice of any special or postponed meeting of the Board of Directors may be waived by instrument in writing. Attendance in person or participation in any manner at any such meeting shall constitute a waiver of notice thereof and the vote of any Director approving the Minutes of any meeting of the Board of Directors shall be effective to the same extent as if such Director had been present at such meeting.

3.5 A majority of the Board of Directors shall constitute a quorum but no action shall be taken by the Board without the affirmative vote of a majority of the full membership of the Board.

3.6 All meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order, except where expressly provided to the contrary by these By-Laws or by other resolution of the Board of Directors.

3.7 Any meeting of the Authority may be held by telephone or other similar means as authorized by O.C.G.A. § 50-1-5 or O.C.G.A. § 50-14-1, *et seq.*

3.8 Each Director shall act in the best interest of the Authority and in furtherance of the Mission of the Authority.

ARTICLE 4 OFFICERS

4.1 The officers of the Authority shall consist of a Chairman, a Vice Chairman, a Secretary and a Treasurer, (each an "Officer" and collectively, the "Officers"), all of whom shall be Members of the Authority. In accordance with Section 4.2 hereof, each Officer shall be elected by a majority vote of the Board.

4.2 Beginning June 2022 and every two years thereafter, Officer elections shall take place. Such Officers shall serve for a term of two (2) years commencing with the date of election, or such other date that is approved by the Board of Directors, and thereafter until their successors are elected or as otherwise permitted by lawful action of the Board or the Authority (each, an "Officer Term"). Notwithstanding anything to the contrary contained herein, in the event that there shall be a failure to elect Officers at the

applicable June meeting of the Board of Directors, the Board may, but shall not be obligated to, elect Officers at any subsequent meeting of the Board.

4.3 The Chairman of the Board of Directors shall have the authority to preside at all meetings of the Board of Directors and shall have the authority to postpone regular meetings of the Board of Directors and to call special meetings of the Board of Directors, as hereinbefore provided. The Chairman shall have the authority to execute any and all documents on behalf of the Authority, including contracts and any other such documents. Except as expressly stated in Article 5 herein and in furtherance of the Mission, the Chairman shall have authority to create committees of the Authority and appoint the chairperson and Members of such committees. The Chairman shall also perform such other duties as may be delegated to the Chairman by the Board of Directors.

4.4 The Vice Chairman of the Board of Directors shall preside at meetings in the absence of the Chairman and shall be authorized to perform all functions of the Chairman in his absence. In the event that the Chairman shall die or resign from the Authority, the Vice Chairman shall become acting Chairman until a successor is chosen as the Chairman, in accordance with Section 4.8 below.

4.5 The Secretary shall be charged with keeping custody of Minutes of the meetings of the Directors and the Seal of the Authority and shall perform such other duties and shall have such other powers as may from time to time be delegated to him or her by the Board of Directors.

4.6 The Treasurer shall be charged with maintaining the financial records of the Authority, including its checking account and any special accounts which may be established from time to time and shall cause an annual audit of all such accounts to be presented to the Authority; provided, however, the Chairman, Vice Chairman, the Executive Director and/or CEO and the Treasurer shall be authorized to sign checks on behalf of the Authority and all checks issued on behalf of the Authority shall be signed by at least two (2) of such persons who are so designated.

4.7 The Directors are authorized to appoint assistants to the Officers who shall perform such duties as may be delegated to them

4.8 In the event the positions of Vice Chairman, Secretary, or Treasurer become vacant before the end of the applicable Officer Term, the Chairman shall immediately appoint a Director to replace such Officer until the next regular meeting of the Board of Directors at which time a successor shall be chosen by the Board for the unexpired term. If the Chairman position is vacated before the end of the applicable Officer Term, the Vice Chairman shall become acting Chairman until the next regular meeting of the Board of Directors at which time a successor shall be chosen as the Chairman to fill the unexpired Chairman's term.

ARTICLE 5-EXECUTIVE COMMITTEE

5.1 There shall be an Executive Committee of the Board of Directors composed of the Chairman, Vice Chairman, Secretary, and Treasurer. In the event that a Chairman Emeritus has been named, but is not a Director, the Chairman Emeritus shall serve as a non-voting advisor to the Executive Committee. Three (3) Members of the Executive Committee shall constitute a quorum for the transaction of business at meetings of the Committee and the act of the majority of the Members present at any meeting at which there is a quorum shall constitute the action of the Committee.

5.2 The Executive Committee shall work closely with the Chairman and Executive Director and/or CEO by providing guidance in the Board's overall decision making and maintaining oversight of the Authority. The Executive Committee shall have authority to handle urgent issues that arise in between regular monthly Board meetings. All meetings and decisions of the Executive Committee must be reported to the Board at the next regular meeting and any actions taken by the Executive Committee may be overruled by simple majority vote of the full Board.

5.3 The Chairman shall be authorized to call meetings of the Executive Committee at any time. Notice of the meetings of the Executive Committee shall be given in the same manner as provided for notices of special meetings of the Board of Directors in accordance with Sections 3.2 and 3.3 hereof. Where exigent circumstances require, meetings may be called with less than 24 hours' notice.

ARTICLE 6 SEAL

6.1 The Seal of the Authority shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient or difficult to use such a seal at any time, the typed name of the Authority followed by the word "SEAL", enclosed in parentheses or scroll, shall be deemed the Seal of the Authority. The Seal shall be in the custody of the Secretary or his or her assistant, and affixed by him or her to official documents of the Authority which have been executed by order of the Board of Directors.

ARTICLE 7 EXECUTIVE DIRECTOR AND/OR CHIEF EXECUTIVE OFFICER

7.1 The Authority may have an Executive Director and/or Chief Executive Officer ("CEO") who may or may not be a Member of the Authority. The Executive Director and/or CEO shall be appointed by the Board of Directors for such term and for such compensation as may be determined by the Board of Directors.

7.2 The Executive Director and/or CEO shall, consistent with the direction of the Board, oversee the operations of the Authority's office, shall have direct day-to-day responsibility for the administrative, financial and operational affairs of the Authority,

including and without limitation, business development responsibilities, supervision of administrative staff, the marketing and other business activities of the Authority and such other duties as the Board of Directors may assign from time to time. The Executive Director and/or CEO shall serve as the Authority's liaison to other similar authorities. The Executive Director and/or CEO shall report directly to the Board of Directors.

ARTICLE 8-BUDGET

8.1 The Board of Directors shall adopt a line-item budget for the Authority on or before January 31 of each year. In the event that there shall be a failure to adopt a line-item budget before January 31 of any given year, such adoption may occur at any subsequent meeting of the Board.

8.2 Upon the adoption of a budget for the Authority for any given year, there shall be no expenditure in excess of any line-item contained in any such budget without the prior approval of the Executive Committee.

~~ARTICLE 9~~ ARTICLE 9- INDEMNIFICATION

9.1 The Authority shall, to the extent permitted by applicable law, indemnify and save the Directors and Officers harmless against and from claims by or on behalf of any person, firm or corporation or governmental entity arising, directly or indirectly, from any services as a Director or Officer or any lawful work or action done on behalf of the Authority during a Director or Officer's board membership term. Nothing contained herein shall require the Authority to indemnify the Directors and Officers for any claim or liability resulting from the Directors and Officers own willful misconduct or negligence, or from any claim or liability between and among any Director and/or Officer, on the one hand, and the Authority, on the other hand. The Directors and Officers shall have the right to employ separate counsel in any such action and participate in the investigation and defense thereof, but the fees and expenses of such counsel shall be paid by the Directors and Officers individually unless the employment of such counsel has been authorized by the Authority.

ARTICLE 10-CONFLICTS OF INTEREST

10.1 Pursuant to O.C.G.A. § 36-62-5, the Authority may purchase from, sell to, borrow from, loan to, contract with, or otherwise deal with any Director or any organization or person with which any Director of the Authority is in any way interested or involved, provided that (1) any interest or involvement by such Director is disclosed in advance to the Directors of the Authority and is recorded in the minutes of the Authority; (2) any interest or involvement by such Director with a value in excess of \$200 per calendar quarter is published by the Authority one time in the legal organ in which notices of sheriffs' sales are

published in each county affected by such interest, at least 30 days in advance of consummating or closing such transaction; (3) no Director having a substantial interest or involvement may be present at that portion of an Authority meeting during which discussion of any matter is conducted involving any such organization or person; and (4) no Director having a substantial interest or involvement may participate in any decision of the Authority relating to any matter involving such organization or person. A “substantial interest or involvement” means any interest or involvement which reasonably may be expected to result in a direct financial benefit to such Director as determined by the Authority, which determination shall be final and not subject to review.

ARTICLE 11-SUSPENSION AND/OR REMOVAL FOR CAUSE

11.1 Notwithstanding the provisions of Article 3 herein and unless as otherwise precluded by applicable law, any Director may be suspended for one or more meetings and/or removed from the Board by a majority vote of the disinterested Members of the Board determining, in the good faith determination of the Board, that the Director has engaged in “Cause.” For the purpose of these By-Laws, “Cause” shall include any of the following: (a) the Director engaging in any conflicted transaction without disclosing the transaction to the Board in accordance with Article 10 above and O.C.G.A. § 36-62-5; (b) the Director engaging in conduct in violation of applicable law governing the Authority’s business, including, without limitation, any provision of Georgia law governing development authorities (including, without limitation, the conflict of interest prohibitions set forth in O.C.G.A. §§ 36-62-5 and 45-10-3; (c) the Director engaging in conduct contrary to the Authority’s best interests, including, without limitation, the Mission of the Authority and/or the lawful actions of the Authority authorized by Board action; (d) the Director violating any policies and procedures adopted by the Executive Committee; (e) the Director committing any felony or any misdemeanor involving dishonesty or moral turpitude; (f) the Director being unable to serve on the Board, either with or without reasonable accommodation, due to the Director’s disability for a period of at least 180 days within any 365 day period; and/or (g) the Director’s failure to exercise the Director’s fiduciary duties owed to the Authority. Before any vote is taken to potentially suspend and/or remove a Director for Cause, the Board and/or any designee of the Board shall provide the involved Director with at least thirty (30) days of advance notice setting forth the grounds for Cause in reasonable detail so that the Director respond to any Cause allegations at the noticed meeting held to vote on the Director’s potential suspension or removal from the Board, as applicable, understanding that only disinterested Directors may vote on such Director’s potential suspension or removal. For the avoidance of doubt, the decision of whether to suspend or remove any Director for Cause shall be left to the sole discretion of the Board.

11.2 Upon the removal of any Director pursuant to Article 11.1, the vacant director seat shall be filled as soon as is practicable by the Board of Commissioners of Fulton County.

11.3 Any Officer may be removed from his or her Officer position with or without Cause by the Board, at the discretion of the Board, upon the affirmative vote of two-thirds (2/3rds) of the Members of the Board. In the event the Officer is removed from his or her Officer position pursuant to this Section 11.3, the Officer will continue to serve as a Director unless such Officer is also removed for Cause, as outlined in Sections 11.1 and 11.2 hereof. Nothing in this Section 11.3 shall be construed as permitting the removal of a Director without Cause.

~~ARTICLE 12~~ ARTICLE 12- AMENDMENT AND OTHER GENERAL PROVISIONS

~~12.1~~ 12.1 These By-Laws may be amended at any regular or special meeting of the Directors of the Authority by the affirmative vote of a majority of the Directors provided, however, that written notice of any proposed Amendment to the By-Laws must be given to each Member of the Board of Directors at least 24 hours prior to the meeting where the action is taken.

~~12.2~~ 12.2 Nothing in these By-Laws shall be construed to the contrary of any provision of O.C.G.A. § 36-62-1, *et seq.*, as amended from time to time, and in the event of a conflict, the latter shall control.

THESE BY-LAWS WERE AMENDED AND RESTATED BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE DIRECTORS THIS ~~24~~25th DAY OF ~~AUGUST~~JANUARY, ~~2021~~2022.

**DEVELOPMENT AUTHORITY OF FULTON
COUNTY**

By: *Michel M.*
Turpeau
Michel M. Turpeau
Chairman

By: *Kyle*
Lamont
Kyle Lamont
Secretary

Exhibit C

(Attached)

Development Authority of Fulton County

Director Voting Policy

Preface: Pursuant to the Development Authorities Law (O.C.G.A § 36-62-4) (the “Act”) “a majority of the directors shall constitute a quorum, but no action may be taken by the board without the affirmative vote of a majority of the full membership of the board.” In accordance with the Act, Section 3.5 of the Development Authority of Fulton County’s Amended and Restated Bylaws provide that a majority of the Board of Directors (the “Board”) shall constitute a quorum but no action shall be taken by the Board without the affirmative vote of a majority of the full membership of the Board.

Purpose: In order to provide clarity to Development Authority of Fulton County action items and to avoid ambiguity on the status of any actions taken, the Board has enacted this Director Voting Policy.

Policy: Any action item of the Development Authority of Fulton County Board must receive a minimum of five affirmative votes (a majority of the full membership of the Board) in order to pass or a minimum of five negative votes in order to fail. In any situation in which there are neither a minimum of five affirmative votes nor a minimum of five negative votes, the action item will be automatically included on the next regularly scheduled meeting agenda in order for the Board to reconsider the merits of the action item.

Notwithstanding the foregoing:

- (i) A third-party representative or Development Authority of Fulton County 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 Development Authority of Fulton County.

Requirements: Each director is required to vote either in favor of or against an action item. An abstention is only permitted in the event of a financial or other disclosed conflict of interest.

**APPROVED BY DEVELOPMENT AUTHORITY OF FULTON COUNTY
BOARD OF DIRECTORS ON JANUARY 25, 2022**