

**DEVELOPMENT AUTHORITY OF FULTON COUNTY
REGULAR MEETING HELD ON
TUESDAY, FEBRUARY 22, 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. 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 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 2:05 p.m.

RECOGNITION OF VISITORS: Also present were Mr. Samir Abdullahi of Select Fulton, Mr. Demetrius Myatt of Commissioner Hall's office, Ms. Jenn Thomas of Commissioner Morris' office, Mr. Tad Leithead of Leithead Consulting, LLC, Ms. Diana Reddy and Mr. Jim Stevens of On-Call Accounting, Mr. Mark Goodman of Greater North Fulton Chamber of Commerce, Ms. Michelle Anderson of Fulton County, Mr. Julian Bene of Fulton County, Mr. John Woodham of Woodham Law, LLC 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 January 25, 2022 were presented to the Authority for approval. Upon a motion made by Mayor Bodker, which was seconded by Mr. Lamont, 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, which would include adding a discussion item regarding the approval of the 2021 financial audit as Item I.2. under Items for Discussion/Approval.

PUBLIC COMMENTS: Chairman Turpeau stated that while the request for a Letter of Inducement for Tilford Land Partners, LLC (“Tilford”) would not be on this meeting agenda, Chairman Turpeau announced that the Authority’s staff had received two public comments regarding Tilford in advance of this Regular Meeting. Ms. Langford read the public comments, which are attached hereto as “Exhibit A.”

OLD BUSINESS:

Assignment of Vesta Red Oak, LLC Project (the “Vesta Red Oak Project”) to Vesta Properties 2021 LLC (“Vesta Properties 2021”). Ms. Michelle Barnett of Seyfarth Shaw LLP, Mr. Michael Bediones of Middleburg Communities and Mr. Ferd Niemann of KRCE Law appeared in connection with the request to approve the assignment of the Vesta Red Oak Project to Vesta Properties 2021. 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 assignment to Vesta Properties 2021.

Modification for Robert W. Woodruff Arts Center, Inc. Project, Series 2009A (“Woodruff Arts Center, Inc. Project”). Mr. Matt Nichols of King & Spalding LLP appeared in connection with the request to approve an amendment to the Amended and Restated Trust Indenture relating to the Authority’s Refunding Revenue Bonds (Robert W. Woodruff Arts Center, Inc. Project), Series 2009A (the “Bonds”). Mr. Nichols reminded the Authority that the Bonds were issued in connection with the refunding of a federally tax-exempt transaction and explained that the amendments would include (i) converting the interest rate on the Bonds from LIBOR to Term SOFR; and (ii) extending the Purchaser Put Date to February 25, 2032. Upon a motion made by Mr. Lamont, which was seconded by Ms. Long and Mayor Bodker, the Authority unanimously approved the modification.

Parameters Bond Resolution for Technology Enterprise Park Project (VLP 3, LLC and VLP 4, LLC) and Supplemental Bond Resolution for Phase 1. Ms. Allison Dyer of Holland & Knight LLP and Ms. Katherine Lynch and Mr. Nick Frank of Trammell Crow Company appeared in connection with the request to approve a (i) parameters bond resolution for the issuance of \$647,529,448 in taxable revenue bonds for all phases of Technology Enterprise Park; and (ii) supplemental bond resolution for the issuance of \$227,100,000 in taxable revenue bonds for Phase 1 of Technology Enterprise Park. More specific details are described in the Fact Sheet included as part of this item posted on the Authority’s website. In response to questions from the Board, Ms. Zayac explained that they were ready to proceed with Phase 1 and that company representatives would be required to return and present before the Board to close on subsequent phases of the project. Upon a motion made by Mr. Lamont, which was seconded by Dr. Looney, the Authority unanimously approved the parameters bond resolution for all phases of Technology Enterprise Park and the supplemental bond resolution for Phase 1 of Technology Enterprise Park.

NEW BUSINESS:

Letter of Inducement for AIDS Healthcare Foundation. Mr. Sam Balisy of Kutak Rock LLP, Mr. Lyle Honig of AIDS Healthcare Foundation and Mr. John Wooten of Wells Fargo appeared in connection with the request to approve a letter of inducement for the issuance of \$14,000,000 in federally tax-exempt revenue bonds to finance the acquisition of real property and improvements, consisting of a two-story

building with approximately 42,362 square feet of office space and 117 covered parking spaces, to be located at 1438 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 and Dr. Looney, the Authority unanimously approved the letter of inducement for AIDS Healthcare Foundation.

ITEMS FOR DISCUSSION/APPROVAL:

Presentation and Consideration of Certain Amendments to DAFC Bylaws, Policies and Procedures. Mayor Bodker led discussion by reminding the Authority of the proposed Rules and Procedures for Development Authority of Fulton County Meetings and Public Hearings (the "Rules and Procedures") that he distributed previously, which would govern how the Authority's meetings would be conducted. The Authority then discussed proposed revisions to Sections 11 and 19, which outlined the location of Regular Meetings and the procedure for public comments, respectively. After discussion among the Authority, the Board preferred to have greater flexibility in setting the regular meeting location. Upon a motion by Ms. Long, which was seconded by Mr. Lamont, the Authority unanimously approved the Rules and Procedures, excluding the proposed revision to Section 11. A copy of the Rules and Procedures adopted by the Authority is attached hereto as "Exhibit B."

2021 Financial Audit. Mayor Bodker led discussion by announcing recent correspondence from Tabb & Tabb, LLC ("Tabb & Tabb") about the upcoming audit of the Authority, stating that the cost of the audit would be \$18,000 plus out of pocket expenses. Mayor Bodker explained that the cost would be within budget and as planned. Upon a motion made by Dr. Looney, which was seconded by Mr. Lamont, the Authority unanimously approved to authorize Tabb & Tabb to complete the audit of the Authority's fiscal year 2021.

REPORTS AND PRESENTATIONS:

Update from the Interim Executive Director. Ms. Langford announced her upcoming speaking engagements at the South Metro Development Outlook Conference and the Greater North Fulton Chamber of Commerce, as well as upcoming meetings with Atlanta BeltLine, Inc. leadership to continue the discussion as the Board evaluates economic development opportunities in the BeltLine. Ms. Langford also updated the Board on her recent meetings regarding legislation that would impact economic development and ongoing conversations with Mayor Dickens' administration to address affordable housing development. Ms. Langford concluded her update by announcing that she would circulate proposed dates for the next Strategic Board Retreat.

Committee Updates. Mayor Bodker, on behalf of the Financial Review/Audit Committee, announced that the 2021 financial statements had been finalized and informed the Board that the January 2022 financials were in line with expectations overall. Mayor Bodker also encouraged the Board to review the summary of feedback he had received from each Board Member regarding suggested improvements to the Bylaws, policies and procedures of the Authority prior to the Strategic Board Retreat in order to solidify which items should be prioritized for discussion. The Board agreed that such prioritization should happen at the committee level prior to the retreat. The Executive Committee, the Strategic Initiative Committee and the MFBE Committee had no updates to report.

EXECUTIVE SESSION:

A motion to enter into Executive Session to discuss legal and personnel matters was made by Mayor Bodker, seconded by Dr. Looney, and approved by all Members present. An Open Meetings Affidavit is attached hereto as "Exhibit C."

The Authority entered Executive Session at approximately 3:09 p.m.

A motion to exit Executive Session was made by Mr. Lamont, seconded by Vice Chairman Beach, and approved by all Members present.

The Authority exited Executive Session at approximately 3:45 p.m.

Upon a motion made by Dr. Looney, which was seconded by Mr. Lamont, the Authority unanimously moved to accept the findings of the report and refer the matter to law enforcement.

NEXT MEETING:

Chairman Turpeau announced that the Authority's next Regular Meeting is scheduled for Tuesday, March 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 Mr. Lamont, seconded by Vice Chairman Beach, and approved by all Members present.

There being no further business to discuss, the meeting was adjourned at approximately 3:46 p.m.

Kyle Lamont
Mr. Kyle Lamont, Secretary

Exhibit A

(Attached)

February 14, 2022

Chairperson Michael M. Turpeau
Development Authority of Fulton County
141 Pryor Street S.W., Suite 2052
Atlanta, Georgia 30303

Re: Project Revive Phase II

Dear Chairperson Turpeau and members of the Board:

We are writing a letter regarding Tilford Phase II industrial development project located the Bolton neighborhood. While we both serve as volunteer neighborhood representatives (NPU-D representatives), this letter has been drafted not as neighborhood leaders but as homeowners and private citizens of Bolton. Please note that one of us (Heather) lives immediately adjacent to the property (Marietta Road, Adams Drive & Wood Trail). As much as we would like to write this letter on behalf of all of Bolton, we have not held a neighborhood meeting on this topic. Rather, we feel it is more appropriate to write as private citizens and our perspective on the project, and our collaboration to date with the development team.

In our roles as both neighborhood representatives and as private interested homeowners, we have met both at the leadership level and neighborhood level with representatives of the developers for Tilford Phase II numerous times over the past nine months due to heightened neighborhood interests and concerns. We are supportive of their efforts to revitalize the site of the former CSX train yard. Over the years, maintenance of the train yard and the surrounding property has fallen into neglect, becoming a dangerous and unattractive eyesore, as well as an area that attracted the wrong types of use (street racers, etc.). It is our greatest hope that the new use of the former Tilford property will not only reverse the negative trend and the unwanted attention paid to the site and will instead benefit the neighborhood and reduce the attractiveness of the site for less desirable activities.

Since a concern of the neighborhood is regarding increased traffic along our residential roads, we appreciate and recognize the efforts of the development to shift truck traffic off Marietta Road and onto Marietta Boulevard through the $\frac{3}{4}$ mile extension of the private drive formerly known as Thomas Street as well providing a Thomas Street (rather than Marietta Road) address. All efforts and planning to reroute traffic will benefit both Bolton and our future light-industrial neighbors.

Included in our discussions with the development team is the request to enhance landscaping along Marietta Road to assist with maintaining the visual separation of the project and neighborhood; maintaining a green buffer between both is considered positive and an indication of collaboration and courtesy between Bolton and the developer. We appreciate the collaboration with the developer to date and look forward to continuing positive and open communications as this development progresses, maximizing the benefits for both tenants and neighborhood members alike. While the ideal situation would have been to remediate the Yard and turn it into community spaces (green space,

etc.), we realize that this type of change not realistic. We believe that the best option is to continue to collaborate with the developer to identify and attract the best quality tenant for the new development that fits both development and neighborhood goals.

Thank you for the opportunity to share our thoughts and perspectives as long-time Bolton homeowners. We thank you for including our input in your decision and welcome any questions you may have.

Sincerely,

Heather Shankwiler & Mike Lash

Heather Shankwiler,
2022 NPU-D Bolton Representative (Bolton neighborhood), NPU-D Vice Chair, Bolton neighborhood homeowner

Mike Lash
2022 NPU-D Bolton Representative (Bolton neighborhood), Bolton neighborhood homeowner

My name is Jim Martin. I live in Northwest Atlanta, where I have served as the chairman of neighborhood planning unit D (NPU-D) for the past 15 years. I would like to address the board with regard to the bond for title deal for the Tilford Yard site, which is a business item on the February 22nd DAFC agenda. This property is located entirely in NPU-D where the Atlanta City Council, the Atlanta School Board, the Atlanta Development Authority, and the Atlanta Planning Advisory Board (of which NPU-D is a member) have all unanimously requested that DAFC cease granting incentive tax abatements.

The redevelopment of Tilford Yard (both phase one and phase two) is currently underway and will clearly occur with or without the abatement, thus making it a needless waste of \$5.3 million of future tax revenue from the public's perspective.

All of the development challenges posed by this site and/or its deed restrictions were known to Tilford Land Partners (TPA) at the time that it purchased the site for \$40 million from CSX and should have been accounted for in this purchase price. Unlike many developers who come before this board, TPA has already closed on the purchase of this site without any contingency tied to an incentive tax abatement. This clearly and unambiguously indicates their willingness to proceed without one.

NPU-D voted to recommend denial of the only zoning concession (a special exception to reduce parking) sought by TPA for this site. NPU-D has never voted in support of any aspect this development. Normally, parking reductions are approved with little controversy. The rejection of this one appeared indicative of the community's unhappiness with the entirety of the project as it has been proposed. NPU-D was unaware of the requested tax abatement when we made this decision on January 25th. It seems unlikely that our recommendation would have changed if we had known that TPA was seeking both a parking exception and a \$5.3-million handout. NPU-D's next meeting is in the evening on February 22nd. At that meeting, we will vote on a resolution stating our opposition to the proposed tax abatement that is before the board earlier on the same day.

The central portion of the Tilford Yard site is flat and level. This should be no surprise since it used to be a rail yard. All of the "topographic challenges", which are alleged to justify the incentive abatement, are on the periphery of the site where grading and redevelopment are encroaching on an extant buffer to adjacent residential neighborhoods. Although TPA has the right to develop the site in a manner consistent with its current zoning, the interests of the surrounding community would be better served if the steeply graded areas on the periphery of the site remained undisturbed. Thus, it is absurd for the public to subsidize their disturbance.

Some of the improvements cited by TPA as rationale for the abatement tied to phase two of this project (i.e. the extension of Thomas Street and the construction of a roundabout on Marietta Road) are in fact elements of phase one of this project (which has already committed to Amazon.com as its sole tenant) and will occur regardless of whether or not phase two is built. Thus, there is no reason for the public to subsidize these.

Some of the "public" improvements cited by TPA as rationale for the abatement, such as the roundabout on Marietta Road and the fence that will preclude public access to portions of the site, were not sought by the community, but rather proposed by TPA for its own benefit over objections from the community. Thus, there is no point in forcing the public to subsidize these.

Ecommerce logistics jobs, such as those that will be offered by Amazon.com in phase one of the Tilford Yard development and those that are imagined for the unidentified tenant of phase two, tend to pay low wages, tend not to support labor unions, and tend not to offer good working conditions.

Ecommerce revenue is largely generated at the expense of existing local businesses that offer better and more numerous jobs. There are clearly better ways to promote job creation and economic mobility than by gifting money to developers promising imaginary low-wage jobs. Those preferable alternatives (e.g. improved public education) would be shortchanged by the diversion of \$5.3 million in property tax revenue into the hands of TPA. Thus, it would run counter to the public's interest to do this.

Assertions by TPA that the value of the abatement will be passed through to their tenants in the form of triple-net leases are clearly disingenuous. This will simply permit TPA to charge these tenants higher base rents and thereby reap greater profits. TPA is in business to make money. It will obviously seek the highest rents that this development is capable of generating regardless of whether or not the abatement is granted or whether the lease terms are triple-net or full service. Thus, it would be insulting to the public's intelligence so accept this rationale for a subsidy.

As with all development sites in Georgia, any significant expenses tied to the remediation of the Tilford Yard site could be recouped through the state brownfield program. Thus, the nature or extent of any soil contamination need not concern DAFC and cannot justify an incentive abatement.

I urge you to deny this incentive tax abatement for the reasons stated here.

Exhibit B

(Attached)

**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 open meetings) 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. 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.

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 or moved to another location with 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. Reserved.

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 doris.coleman@fultoncountyga.gov prior to 9:00 am on the date of the applicable Authority meeting and must appear in person to provide their public comment. In the event of teleconference or videoconference meetings resulting from an emergency declaration, public comments will only be accepted electronically as described below and the time limits will apply. In the event of teleconference or videoconference meetings resulting from an emergency declaration, Public Comment shall be accepted electronically by the individual wishing to make the public comment by either (i) emailing the public comment to doris.coleman@fultoncountyga.gov prior to 9:00 am on the date of the applicable Authority meeting, in which case the public comment will be distributed to the Board Members and will be attached to the official minutes of the Authority, but not otherwise read into the record; or (ii) appearing via teleconference or videoconference at the Authority meeting to orally provide his or her public comment into the record; provided, however, the individual must provide his or her name and the topic of his or her comments to doris.coleman@fultoncountyga.gov prior to 9:00 am on the date of the applicable Authority meeting in accordance with the provisions of this paragraph, after which time the directions for meeting access will be provided.

(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 _____,
2022

Exhibit C

(Attached)

OPEN MEETINGS AFFIDAVIT

The undersigned Chairman or person presiding over the meeting (the "Chairman"), under oath, certifies that at a meeting of the Board of Directors of the Development Authority of Fulton County (the "Authority") held today, the Authority closed its meeting as permitted by the Open Meetings Act of Georgia. The only matters considered or discussed during the closed portion or executive session of its meeting is as checked below:

- ☒ To consult and meet with legal counsel pertaining to pending or potential litigation, settlement, claims, administrative proceedings, or other judicial actions brought or to be brought by or against the Authority or an officer or employee or in which the officer or employee may be directly involved. [O.C.G.A. § 50-14-2(1)]
- ☐ To authorize the settlement of a matter which was properly discussed in executive session in accordance with O.C.G.A. § 50-14-2(1) subject to subsequent public vote. [O.C.G.A. § 50-14-3(b)(1)(A)]
- ☐ To authorize negotiations to purchase, dispose of, or lease property. [O.C.G.A. § 50-14-3(b)(1)(B)]
- ☐ To authorize the ordering of an appraisal related to the acquisition or disposal of real estate.
[O.C.G.A. § 50-14-3(b)(1)(C)]
- ☐ To enter into a contract to purchase, dispose of, or lease property subject to approval in a subsequent public vote.
[O.C.G.A. § 50-14-3(b)(1)(D)]
- ☐ To enter into an option to purchase, dispose of, or lease real estate subject to approval in subsequent public vote.
[O.C.G.A. § 50-14-3(b)(1)(E)]
- ☒ To discuss or deliberate upon the appointment, employment, compensation, hiring, disciplinary action or dismissal, or periodic evaluation or rating of a public officer or employee or interviewing applicants for the position of executive head of the agency, but not to discuss the receipt of evidence or hearing of arguments on personnel matters, including whether to impose disciplinary action or dismiss a public officer or employee or when considering or discussing matters of policy regarding the employment or hiring practices of the agency; votes on any of the foregoing matters must be public. [O.C.G.A. § 50-14-3(b)(2)]
- ☐ To discuss matters pertaining to investment securities trading or investment portfolio positions and composition of a public retirement plan created by or subject to Title 47 of the Georgia Code. [O.C.G.A. § 50-14-3(b)(3)]
- ☐ To discuss a portion of a record that is exempt from public inspection or disclosure pursuant to O.C.G.A. § 50-18-70 et seq. where there are no reasonable means by which the agency can consider the record without disclosing the exempt portions if the meeting were not closed. [O.C.G.A. § 50-14-3(b)(4)]

The undersigned Chairman certifies that he or she has been advised that O.C.G.A. § 50-14-4(b) requires that when any meeting of the Authority is closed in accordance with an exception to the Open Meetings Law that:

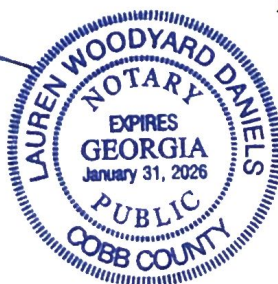
- (i) the specific reason for the closure is to be entered into the official minutes of the meeting;
- (ii) the meeting is to be closed only upon a majority vote of a quorum present for the meeting;
- (iii) the minutes are to reflect the names of the members present and those voting for the closure; and
- (iv) the person presiding over the meeting is to execute and file with the official minutes of the meeting a notarized affidavit stating under oath that the subject matter of the meeting or the closed portion thereof was devoted to matters within the exceptions provided by law and identifying the specific relevant exception.

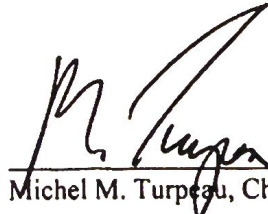
This 22nd day of February, 2022.

Sworn to and subscribed before
me this the 22nd day of
February, 2022.

Notary Public

My Commission Expires: 01/31/2026




Michel M. Turpeau, Chairman