

**DEVELOPMENT AUTHORITY OF FULTON COUNTY
REGULAR MEETING HELD ON
TUESDAY, SEPTEMBER 25, 2018 AT 2:00 P.M.
IN THE SUITE 2052 (PEACHTREE LEVEL) CONFERENCE ROOM
FULTON COUNTY GOVERNMENT CENTER BUILDING**

MINUTES

Present were the following Members of the Authority:

Mr. Robert J. Shaw – Chairman
Mr. Steve Broadbent – Vice Chairman
Dr. Samuel D. Jolley, Jr. – Secretary
Mr. Walter Metze – Treasurer
Mr. Sam Bacote – Board Member
Mr. Brandon Beach – Board Member
Ms. Sarah Cash – Board Member

Also present were Mr. Al Nash, CEO/Executive Director, Ms. Sandra Z. Zayac, Ms. Shelby Uribe and Ms. Lauren Woodyard, attorneys for the Authority, Ms. Doris Coleman, Ms. Sabrina Kirkland, and Ms. Marva Bryan, staff of the Authority were also present.

Chairman Shaw called the meeting to order and Dr. Jolley gave the invocation.

RECOGNITION OF VISITORS: Also present were Commissioner Morris and Ms. Jenn Thomas of Commissioner Morris' office.

OLD BUSINESS:

Final Bond Resolution for Alcon Laboratories, Inc. ("Alcon"): Ms. Ansly Moyer of Smith, Gambrell & Russell, LLP appeared in connection with the request for a final bond resolution for the issuance of \$67,000,000 in revenue bonds for the development of a third expansion of Alcon's contact lens manufacturing facility located in Johns Creek. Mr. Nash provided background on the project, including that Alcon is one of the largest contact manufacturers in the world, has overseas operations and could have chosen to expand in Singapore or Germany, but chose to stay in Fulton County. Ms. Moyer provided further background on the project, including that Phase I began in 2013, followed by Phase II in 2015, and that this Phase III would add three new production lines and create approximately 50 to 100 new jobs. Ms. Moyer added that the transaction is expected to close by year-end. Mr. Broadbent commended Alcon's clean manufacturing and technology. Upon a motion made by Mr. Broadbent, which was seconded by Dr. Jolley, the Authority unanimously approved the final bond resolution for Alcon.

Amendment to Robert W. Woodruff Arts Center, Inc. Series 2009A Bonds ("Woodruff"): Ms. Caroline Loftin of King & Spalding LLP and Mr. Noel Barnes of Woodruff appeared in connection with the request for an amendment to the Woodruff Trust Indenture. Ms. Loftin informed the Authority that a recent change in federal tax law resulted in an automatic increase in the interest rate on the bonds and that SunTrust Bank and Woodruff have agreed to an adjustment in the interest rate on such bonds. Mr. Nash added that the original project was a federally tax-exempt transaction. Upon a motion made by Mr. Beach, which was seconded by

Dr. Jolley, the Authority unanimously approved the amendment for Woodruff.

Final Bond Resolution for First Industrial, L.P. (“First Industrial”): Mr. Mike Diamond of Seyfarth Shaw LLP and Mr. Corey Richardson of First Industrial Realty Trust appeared in connection with the request for a final bond resolution for the issuance of \$40,000,000 in revenue bonds for the development of an approximately 700,000 square foot distribution facility to be located at 4955 Oakley Industrial Boulevard in the City of Fairburn. The project contemplates a potential second phase, which would expand the facility. Upon questions from the Authority, Mr. Richardson explained that the project would have access to rail. Mr. Nash explained that the project is estimated to generate 48 times more in property taxes over a ten-year period compared to what was collected in 2018. Mr. Nash added that the project location would likely attract e-commerce users. Mr. Nash further added that the City of Fairburn has supported the project and recommended approval. Upon a motion made by Dr. Jolley, which was seconded by Mr. Beach, the Authority unanimously approved the final bond resolution for First Industrial.

NEW BUSINESS:

Letter of Inducement and Final Bond Resolution for Robert W. Woodruff Arts Center, Inc. (“Woodruff”): Ms. Caroline Loftin of King & Spalding LLP and Mr. Noel Barnes of Woodruff appeared in connection with the request for a letter of inducement and final bond resolution for the issuance of \$80,000,000 in one or more series of revenue bonds for a federally tax-exempt transaction. Ms. Loftin explained that the purpose of the issuance would be to refund (i) all or a portion of the Series 2009B Bonds that were previously issued; and (ii) a line of credit issued by SunTrust Bank used for various capital improvements on the Woodruff campus and related costs. Ms. Loftin added that the underwriter is Wells Fargo, they are looking to price in December 2018, and the transaction is scheduled to close in December 2018 or January 2019. Upon questions from the Authority, Mr. Barnes explained that they would have the option to refinance in 2019 and think that the environment is suitable for such refinancing. Upon a motion made by Dr. Jolley, which was seconded by Mr. Beach, the Authority unanimously approved the letter of inducement for Woodruff. Upon a motion made by Dr. Jolley, which was seconded by Mr. Beach, the Authority unanimously approved the final bond resolution for Woodruff.

Letter of Inducement for PME Oakmont Goodson II, LLC (“Oakmont”): Ms. Caroline Loftin of King & Spalding LLP and Mr. Tom Cobb of Oakmont appeared in connection with the request for a letter of inducement for the issuance of \$21,000,000 in revenue bonds for the development of a warehouse and distribution facility located in the City of Union City. Ms. Loftin reminded the Authority that this would be the third project in connection with the warehouse and distribution facility. Mr. Cobb provided background on Oakmont, including that Oakmont is an industrial developer who works in Atlanta and other major cities including Dallas, Los Angeles, and Houston. Mr. Cobb added that the first project in connection with the warehouse and distribution facility had been largely successful, as it was fully leased to Interface, the Atlanta-based carpet company, and was recently renewed for another five-year lease. Mr. Cobb explained that the project would be developed on a speculative basis for use by distribution and e-commerce users and expressed the importance of being located near population centers. Mr. Cobb added that the project would have abundant parking compared to other similar facilities, including trailer storage and separate driveways. Mr. Nash explained that the project site was particularly challenging with rock, wetlands, and requiring mass grading. Mr. Nash added that additional costs included approximately \$350,000 to make improvements to Dixon Road, including widening the road and implementing sidewalks. Mr. Nash further added that the

property is currently generating approximately \$21,000 in property taxes each year, which would significantly increase with this investment, and recommended approval. Upon questions from the Authority, Mr. Cobb confirmed the project would not have access to rail. Upon further questions from the Authority, Mr. Cobb explained that while the project would be developed on a speculative basis, the project would likely create approximately 50 full time jobs and 60 construction jobs. Upon a motion made by Mr. Broadbent, which was seconded by Ms. Cash, the Authority unanimously approved the final bond resolution for Oakmont.

Letter of Inducement for Millennia Housing Development, Ltd. (“Millennia”): Ms. Susan Langford of Butler Snow LLP and Mr. Seth Laubacher of Millennia appeared in connection with the request for a letter of inducement for the issuance of \$40,000,000 in revenue bonds for a federally tax-exempt transaction. Ms. Langford provided background on Millennia, including that Millennia is a preservation company for affordable housing in the business of buying and managing properties. Ms. Langford explained that the U.S. Department of Housing and Urban Development (HUD) had sought Millennia’s assistance in rehabilitating and preserving an affordable housing facility in the Thomasville Heights neighborhood of Atlanta and that the project would fall under Section 8 of the Housing Act of 1937. Ms. Langford further explained that the project has approximately 396 units, with two-bedroom, three-bedroom, and four-bedroom options, and that each unit would cost approximately \$83,000 to upgrade, including renovating kitchens, bathrooms, and other systems. Ms. Langford added that the project would also include the development of a new community center to house a fitness center and after school program. Ms. Langford explained that while construction would take approximately 24 months and would require on-site relocation of its residents, none of the children would be displaced from the school system. Upon questions from the Authority, Ms. Langford confirmed that the project was entirely within Section 8 of the Housing Act of 1937 and would remain as such. Mr. Nash explained that the project is a federally tax-exempt bond transaction with no impact on property taxes, the Authority would simply act as a conduit issuer with no potential liability imposed on the Authority or Fulton County, and recommended approval. Upon further questions from the Authority, Mr. Laubacher explained that the renovations would be completed on a rolling basis, building by building, and that some of the amenities would include outside landscaping, controlled access, community gardens, picnic pavilions, grills, tables, on-site after school programs and tutors. Upon a motion made by Mr. Beach, which was seconded by Mr. Broadbent, the Authority unanimously approved the letter of inducement for Millennia.

DISCUSSION:

Audit 2017. Chairman Shaw informed the Authority that since Lee Tabb of Tabb & Tabb, LLC was unable to attend today’s meeting due to a conflict, this matter would be discussed at the next Regular Monthly Meeting.

Mr. Ozzie Areu of Areu Bros. introduced himself to the Authority and explained that he has transitioned from his former role as president of Tyler Perry Studios to creating his own company to purchase the former campus of Tyler Perry Studios near Greenbriar Mall. Mr. Areu further explained his eagerness to connect with the local community and to open up a dialogue in the City of Atlanta and across the State of Georgia regarding the film industry. Mr. Nash commended Mr. Areu for his efforts in expanding the film and entertainment business in Atlanta.

ITEMS FOR APPROVAL:

Minutes. The minutes from the Regular Monthly Meeting held on July 24, 2018 and the minutes from the Regular Monthly Meeting held on August 28, 2018 were presented to the Authority for approval. Upon a motion made by Dr. Jolley, the Authority unanimously approved the minutes as presented.

NEXT MEETING:

Chairman Shaw announced that the Authority's Regular Monthly Meeting will be held on Friday, October 19, 2018 at 10:00 a.m. in the Suite 2052 (Peachtree Level) conference room. Chairman Shaw further announced that the Joint Development Authority of Metro Atlanta Quarterly Meeting will take place on Tuesday, October 9, 2018 at Cherokee Run Golf Club in Conyers, Georgia.

There being no further business, the meeting was adjourned.

Samuel D. Jolley, Jr.

Dr. Samuel D. Jolley, Jr., Secretary