

**DEVELOPMENT AUTHORITY OF FULTON COUNTY
SPECIAL CALL MEETING HELD ON
WEDNESDAY, DECEMBER 5, 2018 AT 10:00 A.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. Brandon Beach – Board Member
Mr. Michel Turpeau – 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 Mr. Henry Chalmers of Arnall Golden Gregory LLP, Mr. Cary Ichter of Ichter Davis, LLC, Mr. Edward Leidelmejer of Commissioner Hausmann's office, and Ms. Savannah Potter-Miller, a citizen of Fulton County.

OLD BUSINESS:

Supplemental Final Bond Resolution for Robert W. Woodruff Arts Center, Inc. ("Woodruff"): Ms. Caroline Loftin of King & Spalding LLP appeared in connection with the request for a supplemental final bond resolution for the issuance of \$64,820,000 in revenue bonds for a federally tax-exempt transaction. Ms. Loftin reminded the Authority that the Authority previously approved the final bond resolution in September 2018 and that the transaction consisted of two series of bonds. Ms. Loftin specified that the 2019A Bonds would refund the 2009B Bonds and pay certain costs of issuance and the 2019B Bonds would be used to refinance a SunTrust Bank loan and to fund certain corporate purposes and costs of issuance. Ms. Loftin informed the Authority that the bonds had been successfully priced and that they would be scheduled to close on January 10, 2019. Ms. Zayac confirmed that the documents were in order and Mr. Nash recommended approval. Upon a motion made by Mr. Beach, which was seconded by Mr. Turpeau, the Authority unanimously approved the supplemental final bond resolution for Woodruff.

EXECUTIVE SESSION:

A motion to enter into Executive Session for legal discussion was made by Mr. Broadbent, seconded by Mr. Beach, and unanimously approved by the Authority. An Open Meetings Affidavit is attached hereto as Exhibit A.

The Board entered into Executive Session at approximately 10:05 a.m.

A motion to exit Executive Session was made by Dr. Jolley, seconded by Mr. Broadbent, and unanimously approved by the Authority.

The Board exited Executive Session at 11:07 a.m.

NEXT MEETING:

Chairman Shaw announced that the Authority's Special Call Meeting would be moved from Friday, December 7, 2018, to Tuesday, December 18, 2018 at 2:00 p.m. in the Suite 2052 (Peachtree Level) conference room.

There being no further business, the meeting was adjourned.

Samuel D. Jolley, Jr.
Dr. Samuel D. Jolley, Jr., Secretary

EXHIBIT A

OPEN MEETINGS AFFIDAVIT

[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:

- X 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 5th day of Dec., 2018.

Sworn to and subscribed before me this the 5th day of Dec., 2018

Sandra M. [Signature]
Notary Public



My Commission Expires:

[Signature]
Robert J. Shaw, Chairman