

**DEVELOPMENT AUTHORITY OF FULTON COUNTY  
SPECIAL MEETING HELD ON  
FRIDAY, JUNE 20, 2014 AT 2:00 P.M.  
IN THE 2<sup>nd</sup> FLOOR TAX ASSESSORS CONFERENCE ROOM (2052)  
FULTON COUNTY GOVERNMENT CENTER BUILDING**

**MINUTES**

Present were the following Members of the Authority:

Mr. Robert J. Shaw – Chairman  
Dr. John E. Maupin, Jr. – Vice Chairman  
Dr. Samuel D. Jolley, Jr. – Secretary  
Mr. Walter Metze – Treasurer  
Mr. Sam Bacote – Board Member  
Mr. Steve Broadbent – Board Member

Also present were Mr. Lewis C. Horne, Jr. and Senator Leroy Johnson, attorneys for the Authority, and Ms. Sandra Z. Zayac of Schiff Hardin LLP. Ms. Doris Coleman, staff of the Authority, was also present.

The meeting was called to order by Chairman Shaw.

INVOCATION: Chairman Shaw gave the invocation.

RECOGNITION OF VISITORS: None.

Approval of Amended and Restated By-Laws of the Authority. The Authority members discussed the proposed changes to the By-Laws which were intended to delete the position of president, clarify the position of executive director and add express indemnification protection for board members. Upon motion by Dr. Maupin, which was seconded by Mr. Broadbent, the Authority unanimously approved the Amended and Restated By-Laws.

Authority Legal Representation. Senator Johnson presented a letter of resignation to the Authority. The Authority discussed the resignation as well as the status of its legal counsel and heard statements from both Senator Johnson and Mr. Horne. Upon motion by Dr. Maupin, which was seconded by Mr. Broadbent, the DAFC unanimously accepted the resignation of Senator Johnson and unanimously approved that Senator Johnson should be compensated for all DAFC bond transactions which have closed to date and for any work actually performed on any other DAFC bond transactions to date. The DAFC expressed its sincere gratitude for the Senator's service to the DAFC.

Mr. Broadbent then made the motion that in recognition for Sandy Zayac's continued exemplary service to the Authority and outstanding legal capabilities and, consistent with the Authority's policy of retaining a diverse team of legal counsel, the Authority now desires to appoint Sandy Zayac as co-counsel to serve, together with Lewis Horne, as the sole and exclusive legal counsel to the DAFC. Dr. Maupin seconded the motion. All members were in favor of the motion except for Mr. Bacote who voted against the motion.

There being no further business, the meeting was adjourned.

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Dr. Samuel D. Jolley, Jr., Secretary