

**DEVELOPMENT AUTHORITY OF FULTON COUNTY
REGULAR MEETING HELD ON
THURSDAY, OCTOBER 27, 2016 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. Penn Hodge – Vice Chairman
Dr. Samuel D. Jolley, Jr. – Secretary
Mr. Walter Metze – Treasurer
Mr. Steve Broadbent– Board Member
Ms. Sam Bacote – Board Member

Also present were Mr. Al Nash, Executive Director, Mr. Lewis C. Horne, Jr. and Ms. Sandra Z. Zayac, attorneys for the Authority. Mr. Samir Abdullahi, Ms. Doris Coleman, Ms. Marva Bryan and Ms. Sabrina Kirkland, 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. Edward Leidelmeijer of Commissioner Hausmann’s office, Commissioner Liz Hausmann, Ms. Harriett Thomas of Commissioner Morris’ office, Dr. Frances of IBM, Mr. Jordan Williams of the City of Atlanta Department of Planning and Community Development, and Ms. Shelby Uribe of Arnall Golden Gregory LLP.

OLD BUSINESS:

Assignment of Courtland Properties I, LLC Project (“Courtland”) to Madison Loft, LLC (“Madison”): Ms. Zayac provided the Authority with a brief background of the Courtland project. The Courtland transaction was closed in 2013 and is a student housing project. Courtland has requested to assign its leasehold interest in the project to Madison. Ms. Zayac confirmed that all of the assignment documents have been reviewed and are in order. Upon a motion by Mr. Broadbent, which was seconded by Mr. Hodge, the Authority unanimously approved the assignment to Madison.

Supplemental Bond Resolution for Piedmont Healthcare, Inc. (“Piedmont”): Mr. Ryan Pratt of King & Spalding LLP appeared in connection with the request for a supplemental bond resolution for \$197,555,000 in tax-exempt bonds for the refinancing of bonds issued by the Authority in 2009 and the renovation, expansion and equipping of healthcare facilities located at Piedmont Hospital. Ms. Zayac reminded the Authority that the final bond resolution for Piedmont was approved earlier this year. The supplemental bond resolution allows the Authority to approve the pricing results. Mr. Pratt informed the Authority that bond pricing was successful. Mr. Pratt confirmed that the new money portion totaled approximately \$21,700,000 and will be used to renovate Piedmont’s intensive care unit, renovate the women’s center, expand the emergency room observation unit, expand the dialysis center by adding twelve rooms, and purchase and install much needed diagnostic equipment. As a result of the refunding, Mr. Pratt

stated that as a result of the refinancing, Piedmont will generate an approximate \$14,000,000 debt service savings. Mr. Pratt also informed the Authority that Piedmont is involved in similar transactions in the City of Athens, Clark County and Fayette County in order to upgrade their facilities and continue to be a leading healthcare provider. Mr. Nash recommended approval of the transaction. Upon a motion by Dr. Jolley, which was seconded by Mr. Broadbent, the Authority unanimously approved the supplemental bond resolution for Piedmont.

Final Bond Resolution for Global Payments, Inc. (“Global Payments”): Mr. Glenn Thomson of Alston & Bird LLP appeared in connection with the request for a final bond resolution for the issuance of \$157,000,000 in taxable revenue bonds for the financing, acquisition and installation of certain machinery, equipment and personal property in connection with Global Payments expansion into two office buildings, Three Alliance Center and 10 Glenlake Parkway (North Tower). Mr. Thomson reminded the Authority that the final bond resolution for the real estate portion of this project was approved at the September 19, 2016 meeting. Mr. Thomson stated that this is the equipment portion of the project. Ms. Thomson confirmed that the project will create approximately 350 new jobs in Fulton County. Mr. Nash recommended approval of the project. Upon a motion made by Mr. Broadbent, which was seconded by Mr. Hodge, the Authority unanimously approved the final bond resolution for Global Payments.

Final Bond Resolution for 2827 Peachtree, LLC (“2827 Peachtree”): Mr. Bruce McCall of Miller & Martin PLLC appeared in connection with the request for a final bond resolution for the issuance of \$50,000,000 in taxable revenue bonds for the development of a Class A office building in the Garden Hills neighborhood. Mr. McCall explained that the project will include a six-story mixed-use building with 135,332 square feet of Class A office space, 10,000 square feet of retail space, and 334 parking spaces. The project will create an estimated 285 construction jobs and upon completion, will provide first-class office space for 385 employees that will have an average salary of approximately \$100,000. Mr. Nash recommended approval of the project. Upon a motion made by Dr. Jolley, which was seconded by Mr. Metze, the Authority unanimously approved the final bond resolution for 2827 Peachtree.

Final Bond Resolution for Generation Atlanta, LLC (Kaplan Properties) (“Generation Atlanta”): Mr. Chris Compton of Seyfarth Shaw LLP appeared in connection with the request for a final bond resolution for the issuance of \$75,000,000 in taxable revenue bonds for the development of a multi-family project to be located in Downtown Atlanta. Mr. Compton explained that the project will consist of approximately 300 units in an epicore and light steel structure over three levels of podium parking. The site for the project is currently an undeveloped, overgrown vacant lot. Mr. Compton informed the Authority that Generation Atlanta will affordably price at least 5% of the total number of rental units for workforce housing, specifically households earning 120% or less of the area median income. Upon questions from the Authority, Mr. Compton confirmed that the project site address is 377 Centennial Drive. Mr. Nash recommended approval of the project. Upon a motion made by Mr. Broadbent, which was seconded by Mr. Hodge, the Authority unanimously approved the final bond resolution for Generation Atlanta.

Final Bond Resolution for Dairies Owner LLC (Paces Properties) (“Dairies Owner”): Mr. Chris Compton of Seyfarth Shaw LLP appeared in connection with the request for \$155,000,000 in taxable revenue bonds for the development of a mixed-use project to be located at 777 Memorial Drive. Mr. Compton informed the Authority that the project will include an approximately 40,000 square foot technology oriented office building with approximately 70,000 square feet of

retail, 317 apartment units, and a parking deck with approximately 800 parking spaces. Mr. Compton informed the Authority that the project site is the former Atlanta Dairies complex and has been described by Atlanta Curbed development blog as decrepit and a moldering eyesore. Mr. Compton stated that the project's design plans will radically transform Memorial Drive. The project has strong community support. Dairies Owner has committed to reserve not less than 10% of the total number of units in the project for households earning less than 80% of AMI, with rental rates that will not exceed 30% of household income. Mr. Compton noted that the original inducement was for \$145,000,000, but the final bond resolution request is for the increased amount of \$155,000,000. Mr. Nash recommended approval of the project. Upon a motion made by Mr. Broadbent, which was seconded by Dr. Jolley, the Authority unanimously approved the final bond resolution for Dairies Owner.

Modification to Catholic Education of North Georgia, Inc. Series 1999 and Series 2002 Bonds ("Catholic Education of North Georgia"): Ms. Caryl Smith of Hunton & Williams LLP appeared before the Authority with the request for a modification of the Catholic Education of North Georgia Series 1999 and Series 2002 Bonds. Ms. Smith explained that the Bonds were originally secured by a Wachovia Bank letter of credit, but were then privately placed with Wells Fargo Bank in 2012. Ms. Smith informed the Authority that Wells Fargo Bank is now selling the bonds to BB&T. The modification would allow BB&T to include its specific lending terms in the bond documents. Ms. Zayac confirmed that all of the documents have been reviewed and are in order. Upon questions from the Authority, Ms. Smith confirmed that the new BB&T terms are more favorable for Catholic Education of North Georgia. Upon a motion made by Mr. Hodge, which was seconded by Mr. Broadbent, the Authority unanimously approved the modification for Catholic Education of North Georgia.

Cancellation of Bent Creek Apartments Project/Dogwood Apartments Project Bonds and Assignment to Varden Capital Properties: Ms. Caryl Smith of Hunton & Williams LLP appeared before the Authority with the request for cancellation of the Bent Creek Apartments and Dogwood Apartments Projects. Ms. Smith provided the Authority with a brief background of both multi-family projects. Ms. Smith stated that Freddie Mac currently owns all the bonds. Ms. Smith explained that a new investor, Varden Capital Properties, has decided to buy both projects. The bonds will be cancelled. Ms. Smith requested that the Authority approve the cancellation of the bonds and approve the assignment of the land use restriction agreement to Varden Capital Properties. Upon a motion made by Dr. Jolley, which was seconded by Mr. Metze, the Authority unanimously approved the cancellation of Bent Creek Apartments Project/Dogwood Apartments Project Bonds and the assignment to Varden Capital Properties.

NEW BUSINESS:

Letter of Inducement and Final Bond Resolution for Children's Healthcare of Atlanta, Inc. ("CHOA"): Mr. Ryan Pratt of King & Spalding LLP and Mr. Anthony Meadows of CHOA appeared in connection with the request for a letter of inducement and final bond resolution for \$112,000,000 in revenue bonds for the refinancing of bonds issued by the Authority in 2009, reimbursement capital assets acquired within the last eighteen months, and financing the cost of the acquisition, construction, improvement, installation, and equipping of approximately 30,000 square feet of space to accommodate an additional 46 inpatient and 14 observation beds, located at or adjacent to the Scottish Rite Children's Medical Center located at 1001 Johnson's Ferry Road NE in Fulton County, Georgia. Upon questions from the Authority, Mr. Meadows stated that approximately \$52,000,000 will be dedicated to the expansion of the Scottish Rite

Children’s Medical Center, including the addition of a fifth floor and 46 new inpatient beds and \$8,000,000 will be used to reimburse CHOA for capital assets purchased within the last eighteen months. Upon a motion made by Mr. Broadbent, which was seconded by Dr. Jolley, the Authority, with the exception of Mr. Bacote who recused himself, unanimously approved the letter of inducement and final bond resolution for CHOA.

Letter of Inducement for Equifax, Inc. (“Equifax”): Mr. Tom Harrold of Miller & Martin PLLC and Ms. Allyson Hajdu of Equifax appeared in connection with the request for \$6,000,000 in taxable revenue bonds for the purchase of new equipment to be installed at its new administrative support facility to be located at 1201 West Peachtree Street in Midtown Atlanta. Mr. Harrold explained that the Equifax is expanding its office space to add 1000,000 square feet and relocating approximately 550 employees. Mr. Harrold stated that the project will create approximately 120 new jobs in Fulton County. Ms. Nash recommended approval of the project. Upon a motion made by Mr. Broadbent, which was seconded by Dr. Jolley, the Authority unanimously approved the letter of inducement for Equifax.

Letter of Inducement for The Coca-Cola Company (“Coca-Cola”): Mr. Bruce McCall and Mr. Tom Harrold of Miller & Martin PLLC and Ms. Shannon Hennessy of Coca-Cola appeared in connection with the request for \$30,000,000 in taxable revenue bonds for the renovation of its worldwide headquarters located at One Coca-Cola Plaza in Atlanta for the purposes of implementing significant sustainability and conservation initiatives. Mr. McCall informed the Authority that some of the sustainability and conservation initiatives include the addition of electric car charging stations, water conservation measures, and showers for employees who walk or bike to work. Upon questions from the Authority, Mr. McCall explained that the sustainability and conservation initiatives will help retain the entirety of the Coca-Cola workforce and permit Coca-Cola to be a good corporate citizen. Ms. Nash recommended approval of the project and commented on the importance of retaining talented employees. Upon a motion made by Dr. Jolley, which was seconded by Mr. Metze, the Authority unanimously approved the letter of inducement for Coca-Cola.

ITEMS FOR APPROVAL:

Minutes. The minutes from the Regular Monthly Meeting held on September 19, 2016 were presented to the Authority for approval. Upon a motion made by Dr. Jolley, which was seconded by Mr. Metze, the Authority unanimously approved, the minutes as presented.

NEXT MEETING:

Chairman Shaw announced that the Authority’s next Regular Meeting will be held on Tuesday November 15, 2016, 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