

**DEVELOPMENT AUTHORITY OF FULTON COUNTY
REGULAR MEETING HELD ON
TUESDAY, MARCH 28, 2017 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 (via teleconference)
Mr. Penn Hodge – Vice Chairman
Dr. Samuel D. Jolley, Jr. – Secretary
Mr. Steve Broadbent– Board Member
Ms. Sam Bacote – Board Member
Ms. Sarah Cash – Board Member

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

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

RECOGNITION OF VISITORS: Also present were Commissioner Liz Hausmann, Mr. Edward Leidemejer of Commissioner Hausmann’s office, Ms. Harriett Thomas of Commissioner Morris’ office, Mr. Jordan Williams of the City of Atlanta Office of Housing and Community Development, and Ms. Savannah Potter Miller.

OLD BUSINESS:

Final Bond Resolution for BR Vickers Roswell, LLC (“BR Vickers”): Mr. Andrew Egan of Kutak Rock LLP and Mr. Beau King of Kim King Associates, LLC appeared in connection with the request for a final bond resolution for the issuance of \$32,000,000 in taxable bonds for the development of an approximately 80-unit boutique mixed-use multifamily and retail project known as “Vickers”. Mr. Egan informed the Authority that BR Vickers was induced by the Authority at the January 24, 2017 meeting and that the bond documents have been drafted and are in final form. Upon questions from the Authority, Mr. King confirmed that BR Vickers has assembled four parcels of land aggregating approximately 2.01 acres located at the corner of Canton Street and Woodstock Road in downtown Roswell. Mr. Nash informed the Authority that BR Vickers has worked in concert with the local community and the City of Roswell to get this project approved. Mr. Nash recommended approval of the project and commended BR Vickers for their hard work. Upon a motion made by Mr. Broadbent, which was seconded by Mr. Jolley, the Authority unanimously approved the final bond resolution for BR Vickers.

Supplemental Final Bond Resolution for Children’s Healthcare of Atlanta, Inc. (“CHOA”): Mr. Ryan Pratt of King & Spalding LLP appeared in connection with the request for a supplemental final bond resolution for the issuance of \$57,000,000 in revenue bonds for the reimbursement of 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. Pratt confirmed that CHOA will not be refinancing the bonds issued by the Authority in 2009. Mr. Pratt explained that, unfortunately, the refinancing would not generate sufficient savings at this time. Mr. Pratt informed the Authority that the bonds are variable rate bonds that are being directly placed with SunTrust Bank. The final maturity of the bonds is July 1, 2051. Mr. Nash recommended approval of the supplemental final bond resolution. Upon a motion made by Mr. Broadbent, which was seconded by Dr. Jolley, the Authority unanimously approved the supplemental final bond resolution for CHOA.

Assignment of Dogwood Apartments Project to Dashiell Realty, Inc.: Ms. Caryl Greenberg Smith of Hunton & Williams LLP appeared in connection with the request for an assignment of the Dogwood Apartments project to Dashiell Realty, Inc. Ms. Zayac informed the Authority that the Dogwood Apartments project was sold in November of 2016 and the bonds were paid off. The former purchaser of the Dogwood Apartments project is now assigning the project to Dashiell Realty, Inc. Ms. Zayac explained that even though the bonds have been paid off, the Authority is still involved because it was a party to the land use restriction agreement because the project involved low income housing. Upon questions from the Authority, Ms. Zayac confirmed that there are no bonds and that the Authority is merely consenting to the subsequent sale of the project. Mr. Nash recommended approval of the assignment. Upon a motion made by Dr. Jolley, which was seconded by Ms. Cash, the Authority unanimously approved the assignment of the Dogwood Apartments project to Dashiell Realty Inc.

NEW BUSINESS:

Letter of Inducement for Palmetto ROPLR LLC ("Palmetto ROPLR"): Mr. Chris Compton of Seyfarth Shaw LLP and Mr. Eben Hardie III and Mr. Daniel Hanison of Hardie Real Estate Group appeared in connection with the request for a letter of inducement for the issuance of \$115,000,000 in revenue bonds for the development of Palmetto Logistics Park, a state of the art e-commerce oriented business park. Mr. Compton informed the Authority that the project site is the former South Fulton Airport. The airport has been abandoned and dilapidated. Mr. Hardie explained that the project will involve two phases. The first phase and building will be an approximately 1,054,000 square foot spec building, expandable by 256,500 square feet, and will cost approximately \$51,000,000. The second phase and building will be an approximately 1,320,000 square foot building and cost approximately \$64,000,000. Mr. Hardie informed the Authority that he has worked with the City of Palmetto and the neighboring residential subdivision for over a year. Mr. Hardie explained that the project will voluntarily set aside 4.36 acres for a buffer to the residential subdivision. Mr. Hardie stated that this project is crucial to the continued emergence of South Fulton as a home to e-commerce facilities. The Project will be the City of Palmetto's first e-commerce development and will act as a catalyst toward the City of Palmetto becoming a crucial player in the e-commerce business. Mr. Hardie stated that the project will add approximately 2,000 jobs including office jobs, engineering jobs and equipment maintenance jobs. Upon questions from the Authority, Mr. Hardie confirmed that he has had discussions with prospective tenants and hopes to secure a single tenant for each building. Mr. Hardie also confirmed that the site is not environmentally contaminated and has passed all appropriate environmental tests. Mr. Nash recommended approval of the project and stressed the importance and need for inventory warehouses due to the significant increase in online shopping over the years. Upon a motion made by Mr. Broadbent, which was seconded by Dr. Jolley, the

Authority unanimously approved the letter of inducement for Palmetto ROPLR.

Letter of Inducement for Wellstar Atlanta Medical Center, Inc. and WellStar North Fulton Hospital, Inc. (collectively, “WellStar”): Mr. Matt Nichols of Parker Poe Adams & Bernstein LLP and Mr. Jim Budzinski of WellStar Health System, Inc. appeared in connection with the request for a letter of inducement for the issuance of \$355,000,000 in revenue bonds for the refinancing of three hospitals WellStar purchased from Tenet Healthcare located at 303 Parkway Drive NE, 1170 Cleveland Avenue, and 3000 Hospital Boulevard in Fulton County. Mr. Nichols informed the Authority that WellStar used a bridge loan to purchase the three hospitals and now wants to use revenue bonds to refinance the loans on a long-term basis. Mr. Budzinski provided the Authority with a brief background on the WellStar organization. Mr. Budzinski stated that WellStar is a 501(c)(3) corporation. Mr. Budzinski stated that the three hospitals employ 3,111 people. Mr. Budzinski provided the Authority with a copy of WellStar’s 2016 annual report. Upon questions from the Authority, Mr. Budzinski explained that the three hospitals need significant infrastructure improvements such as new elevators, phone systems, and medical record systems that need to be addressed before any expansions can be made. Mr. Budzinski confirmed that WellStar has significant expansion plans for all three hospitals, but refinancing the loans is the first step. 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 letter of inducement for WellStar.

Chairman Shaw joined the meeting via teleconference at approximately 2:40 p.m.

EXECUTIVE SESSION

A motion to enter into Executive Session for legal discussion was made by Mr. Broadbent, seconded by Ms. Cash, and unanimously approved by the Authority. See Exhibit “A” Open Meetings Affidavit attached hereto.

The Board entered into Executive Session at approximately 2:45 p.m.

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

Executive Session concluded at approximately 2:55 p.m.

ITEMS FOR APPROVAL:

Minutes. The minutes from the Regular Monthly Meeting held on February 28, 2017 were presented to the Authority for approval. Upon a motion made by Dr. Jolley, which was seconded by Mr. Broadbent, the Authority unanimously approved, the minutes as presented.

2017 Budget. Ms. Bryan provided the Authority with a draft of the Authority’s 2017 budget. Mr. Nash asked the Authority to review the budget for approval. Upon a motion by Chairman Shaw, which was seconded by Mr. Broadbent, the Authority unanimously approved the 2017 budget as presented.

DISCUSSION:

The JDAMA meeting will be held on April 11, 2017 at Miller Zell’s headquarters located at 6100 Fulton Industrial Boulevard SW.

NEXT MEETING:

Chairman Shaw announced that the Authority's next Regular Meeting will be held on Tuesday, April 25, 2017, 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