

**DEVELOPMENT AUTHORITY OF FULTON COUNTY
REGULAR MEETING HELD ON
TUESDAY, AUGUST 22, 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
Mr. Penn Hodge – Vice Chairman
Dr. Samuel D. Jolley, Jr. – Secretary
Mr. Walter Metze – Treasurer
Mr. Sam Bacote – Board Member
Mr. Steve Broadbent– Board Member
Mr. Michel Turpeau – Board Member
Ms. Sarah Cash – Board Member
Dr. Michael Bell – Board Member

Also present were Mr. Al Nash, CEO/Executive Director, Ms. Sandra Z. Zayac and Ms. Shelby Uribe, attorneys for the Authority, Mr. Samir Abdullahi, Ms. Doris Coleman 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 Leidelmejer of Commissioner Hausmann’s office, Ms. Harriett Thomas of Commissioner Morris’ office, Ms. Dorsha Dawkins of Commissioner Arrington’s office and Mr. Jordan Williams of the City of Atlanta Office of Housing and Community Development.

OLD BUSINESS:

Final Bond Resolution for The Residences at Maggie Capitol, LLC (“Maggie Capitol”): Ms. Susan Langford of Butler Snow LLP appeared in connection with the request for a final bond resolution for the issuance of \$25,000,000 in revenue bonds for the acquisition, rehab, and consolidation of the Maggie Russell Tower and Capitol Vanira Apartments into one proposed development to be called The Residences at Maggie Capitol. Ms. Langford informed the Authority that the Maggie Russell Tower is a 150 unit senior mid-rise building located at 400 Ralph McGill Boulevard NE and the Capitol Vanira Apartments is a 60 unit multifamily garden style community located at 942 Hank Aaron Drive SE. Ms. Langford informed the Authority that the proposed Maggie Capitol development merges the two projects into one 210 unit scattered site. Ms. Langford also informed the Authority that both Maggie Russell Tower and Capitol Vanira Apartments are fully occupied. Ms. Langford explained that during rehab, occupants will be moved to alternative housing units that are within the same school district. If housing cannot be found within the same school district, HJ Russell Company will provide transportation to those in need of assistance to and from school. Mr. Nash recommended approval of the project and confirmed that the project is a federally tax-exempt transaction. Upon a motion made by Mr. Broadbent, which was seconded by Mr. Metze, the Authority unanimously approved the final

bond resolution for Maggie Capitol.

Separation of Avalon North LLC Project Stage III into Stage IV and V and Assignment of Avalon North LLP (Stage IV) to PR Avalon Phase II Owner, LLC: Mr. Joe Krolikowski of Dentons US LLP appeared in connection with the request for the separation of Avalon North LLC Project Stage III into Stages IV and V and the assignment of Avalon North LLP (Stage IV) to PR Avalon Phase II Owner, LLC. Mr. Krolikowski provided the Authority with a map of the Avalon development to date. Ms. Zayac confirmed that the Authority has authorized similar separations and assignments for the Avalon project in the past. Mr. Nash commended the Avalon project and stated that it is a phenomenal development. Mr. Nash recommended approval of the separation and assignment. Upon a motion by Dr. Jolley, which was seconded by Ms. Cash, the Authority unanimously approved the separation of Avalon North LLC Project Stage III into Stages IV and V and Assignment of Avalon North LLP (Stage IV) to PR Avalon Phase II Owner, LLC.

Amended and Restated Final Bond Resolution for Grow America Now, LLC (Induced as “Small Business Credit Cooperative, Inc.”) (“Grow America Now”): Mr. Ken Neighbors of Greenberg Traurig LLP, Mr. John Hayes of NOWAccount Corporation and Ms. Angela Avery of IFS Securities appeared in connection with the request for approval of an amended and restated final bond resolution for the issuance of \$100,000,000 in revenue bonds for the expansion of NOWAccount, the first payment solution that works for business-to-business. Mr. Neighbors provided the Authority with a brief summary of the NOWAccount system. Mr. Neighbors stated that NOWAccount enables businesses that sell to other commercial and government customers to be paid now, while not disrupting the free and flexible accounts payable required by businesses and governments. Mr. Neighbors stated that most of the bond documents, pricing ratios, and annex have been finalized. Mr. Neighbors confirmed that the next step will be to proceed to validation and then appear before the end of September to approve the final pricing numbers. Upon questions from the Authority, Mr. Neighbors explained that additional insurance will be provided that provides the Authority with back up to the indemnification provisions in the bond documents. Upon a motion made by Mr. Broadbent, which was seconded by Mr. Bell, the Authority unanimously approved the amended and restated final bond resolution for Grow America Now.

NEW BUSINESS:

Letter of Inducement for Majestic Realty Co. (“Majestic”): Ms. Caryl Smith of Hunton & Williams LLP appeared in connection with the request for a letter of inducement for the refunding of the Development Authority of Fulton County Taxable Revenue (MAC IV Project) Series 2015A Bonds outstanding in the aggregate principal amount of \$116,197,000 and the issuance of an additional \$135,000,000 in revenue bonds for the expansion of an existing e-commerce distribution facility and acquisition of related personal property and improvements located or to be located at 6055 South Fulton Parkway in Union City. Mr. Nash informed the Authority that existing distribution facility’s tenant is Wal-Mart and the expansion will require far greater capital expense than Wal-Mart ever foresaw when it began the project development several years ago. Ms. Smith stated that approximately 300 to 400 permanent jobs will be created as a result of the expansion. Upon a motion made by Mr. Hodge, which was seconded by Mr. Turpeau, the Authority unanimously, with the exception of Dr. Bell, approved the letter of inducement for Majestic.

Letter of Inducement for Royal South Parkway Investors, LLC (“Royal South”): Mr. Will Pickens of Eversheds Sutherland (US) LLP and Mr. John Bateman and Mr. Frank Fallen of Crow Holdings Industrial appeared in connection with the request for a letter of inducement for the issuance of \$17,200,000 in revenue bonds for the development of Royal 85 Business Center, a state of the art industrial building composed of approximately 304,000 square feet. Mr. Bateman informed the Authority that the development site is 38 acres located in Union City off Royal South Parkway at the Flat Shoals and I-85 interchange. The site has two main access points off Royal South Parkway providing exceptional access and traffic flow, while also allowing the building to accommodate multiple tenants. Mr. Bateman explained that Royal 85 will be a best in class development catering to e-commerce, light industrial and logistics users. Mr. Bateman stated that the building has been designed to the latest market specifications and believes this location and design are superior to any existing options. The development will be built with high quality materials that are designed to last over the long term. By developing a Class A building of this size in an infill location, Mr. Bateman stated that Royal South will be able to offer a product that is only currently available to larger users. Upon questions from the Authority, Mr. Bateman confirmed that it is Royal South’s intent to pass along a portion of the tax savings to future tenants to allow our development to be competitive. Mr. Bateman also confirmed that the building is being built on a speculative basis in hopes of attracting a local consumer products company or e-commerce tenant. Mr. Bateman informed the authority that Royal South expects to generate 100 to 150 construction jobs and 150 to 300 full time jobs depending on the tenant or tenants secured. Mr. Nash recommended approval of the project. Upon a motion made by Mr. Broadbent, which was seconded by Mr. Hodge, the Authority unanimously, with the exception of Dr. Bell, approved the letter of inducement for Royal South.

ITEMS FOR APPROVAL:

Election of DAFC Officers: Chairman Shaw asked Ms. Cash, Chairman of the Nominating Committee to provide a report from the Nominating Committee regarding the election of the Authority officers. Ms. Cash stated that the Nominating Committee nominated all of the current officers to retain their current positions including Dr. Jolley to serve as Secretary of the Board, Mr. Shaw as Chairman of the Board, Mr. Hodge as Vice Chairman, and Mr. Metze as Treasurer. Additionally, Ms. Cash nominated Dr. Jolley to also serve as Assistant Treasurer. Upon a motion made by the Nominating Committee, which was seconded by Mr. Hodge, the Authority unanimously approved the retention of all officers in their current positions and that Dr. Jolley also serve as Assistant Treasurer.

Minutes. The minutes from the Regular Monthly Meeting held on July 25, 2017 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 Meeting will be held on Tuesday, September 26, 2017, at 2:00 p.m. in the Suite 2052 (Peachtree Level) conference room.

EXECUTIVE SESSION

A motion to enter into Executive Session for legal discussion was made by Ms. Cash, seconded by Dr. Jolley, and unanimously approved by the Authority.

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.

A motion to approve the legal expenditure discussed in Executive Session was made by Mr. Broadbent, seconded by Dr. Jolley, and unanimously approved by the Authority.

Executive Session concluded at approximately 3:00 p.m.

There being no further business, the meeting was adjourned.

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