

**DEVELOPMENT AUTHORITY OF FULTON COUNTY
REGULAR MEETING HELD ON
TUESDAY, SEPTEMBER 28, 2021 AT 2:00 P.M.
HELD VIA VIDEOCONFERENCE**

MINUTES

Present were the following Members of the Authority:

Mr. Michel M. Turpeau – Chairman
Mr. Brandon Beach – Vice Chairman
Mr. Kyle Lamont – Secretary
Mayor Mike Bodker – Acting Treasurer
Mr. Tom Tidwell – Board Member
Ms. Jo Anna Potts – Board Member
Ms. Erica Long – Board Member

Board Members Absent: Dr. Mike Looney

Also present were Ms. Sarah-Elizabeth Langford, Interim Executive Director of the Authority, Ms. Sandra Z. Zayac and Ms. Lauren W. Daniels, attorneys for the Authority, and Ms. Marva Bryan, Ms. Doris Coleman, and Ms. Sabrina Kirkland, staff of the Authority.

Mr. Lamont gave the invocation and Chairman Turpeau called the meeting to order.

RECOGNITION OF VISITORS: Also present were Commissioner Hausmann, Mr. Fred Hoffman and Ms. Renee Starzyk of Commissioner Ellis' office, Mr. Tad Leithead of Leithead Consulting, LLC, Mr. Jim Stevens and Ms. Diana Reddy of On-Call Accounting, Ms. Susan Pease Langford of Butler Snow LLP, Mr. Scott Trubey of The Atlanta Journal-Constitution, Mr. John Woodham of Woodham Law, LLC and Mr. Julian Bene, a citizen of Fulton County.

COVID-19 UPDATE, GROUND RULES AND PUBLIC COMMENT: Chairman Turpeau explained the Authority would continue to temporarily hold its monthly Board meetings via Zoom videoconference and teleconference in accordance with the Open Meetings Act (O.C.G.A. Section 50-14-1 (g)) in light of the COVID-19 pandemic and the emergency declaration by Governor Brian Kemp.

Chairman Turpeau explained the ground rules for participating in the Zoom videoconference and teleconference meeting and announced that the Board would accept public comments in advance of Authority meetings via email. Chairman Turpeau announced that all such comments should be sent to Doris.Coleman@fultoncountyga.gov before 10:00 a.m. on the date of the applicable meeting in order for the comments to be included in the official minutes of the Authority.

Chairman Turpeau further announced that any guests that would like to be recognized as being present for the Regular Meeting should also send an email to Doris.Coleman@fultoncountyga.gov so that their attendance may be formally documented in the minutes. Chairman Turpeau invited the public to visit the homepage of the DAFC website at www.developfultoncounty.com for the most up-to-date information regarding DAFC meetings.

MINUTES: The minutes from the Regular Meeting held on August 24, 2021 and the Special Call Meeting held on September 3, 2021 were presented to the Authority for approval. Upon a motion made by Mayor

Bodker, which was seconded by Vice Chairman Beach, the Authority unanimously approved the minutes as presented.

APPROVAL OF MEETING AGENDA: Upon a motion made by Mayor Bodker, which was seconded by Mr. Lamont, the Authority unanimously approved the agenda as presented.

PUBLIC COMMENT: Chairman Turpeau announced that the Authority's staff had received one public comment in advance of this Regular Meeting. Ms. Langford read the public comment, which is attached hereto as "Exhibit A." Chairman Turpeau further announced that since the public comment was made by an individual who is in active litigation against the Authority and the public comment covered certain projects being litigated against, the Authority provided the developers of the projects with an opportunity to respond. Such responses are attached hereto as "Exhibit B."

OLD BUSINESS:

Assignment of Westside Village Atlanta, LLC, Series 2018-A and Series 2018-B Projects (collectively, the "Westside Village Parcel A and Parcel B Projects") to Stockbridge 2250 and 2260 Marietta Blvd LLC ("Stockbridge"). Ms. Amber Pelot of Alston & Bird LLP, Mr. Brandon Ashkouti of Eden Rock Real Estate Partners, Mr. Adam Zuckerman of Stein Investment Group and Mr. Will Pickens of Eversheds Sutherland (US) LLP appeared in connection with the request to approve the assignments of the Westside Village Parcel A and Parcel B Projects to Stockbridge. More specific details are described in the Fact Sheet included as part of this item posted on the Authority's website. Upon a motion made by Mayor Bodker, which was seconded by Mr. Lamont, the Authority unanimously approved the assignments to Stockbridge.

NEW BUSINESS:

Letter of Inducement for Heritage Station Senior LLC ("Heritage Station Senior") and Letter of Inducement for Heritage Station Family LLC ("Heritage Station Family"). Mr. David Williams and Ms. Lesly Murray of Butler Snow LLP and Mr. Phil Kennedy of AOF Georgia Affordable Housing Corp. appeared in connection with the request to approve a (i) letter of inducement for the issuance of \$23,000,000 in federally taxable and tax-exempt bonds for Heritage Station Senior for the acquisition and preservation of an affordable/workforce housing facility, including approximately 150 affordable/workforce housing units for seniors; and (ii) letter of inducement for the issuance of \$35,000,000 in federally taxable and tax-exempt bonds for Heritage Station Family for the acquisition and preservation of an affordable/workforce housing facility, including approximately 220 affordable/workforce housing units located at 765 McDaniel Street SW in the City of Atlanta. More specific details are described in the Fact Sheets included as part of these items posted on the Authority's website. Upon a motion made by Mayor Bodker, which was seconded by Ms. Long, the Authority unanimously approved the letter of inducement for Heritage Station Senior and the letter of inducement for Heritage Station Family.

Letter of Inducement for Trinity School, Inc. ("Trinity"). Ms. Allison Dyer of Holland & Knight LLP and Mr. Ken Bomar of Trinity appeared in connection with the request to approve a letter of inducement for the issuance of \$22,000,000 in federally tax-exempt bonds (the "Series 2021 Bonds") for the purposes of (i) refunding the Series 2000A, Series 2000B, Series 2001A and Series 2001B Bonds previously issued by the Authority; (ii) financing or refinancing improvements to the school campus located at 4301 Northside Parkway NW in the City of Atlanta; and (iii) paying costs of issuance of the Series 2021 Bonds. More specific details are described in the Fact Sheet included as part of this item posted on the Authority's website. Upon a motion made by Mayor Bodker, which was seconded by Vice Chairman Beach, the Authority unanimously approved the letter of inducement for Trinity.

ITEMS FOR DISCUSSION/APPROVAL:

Election of Treasurer. Chairman Turpeau reminded the Authority that since Mr. Bacote had resigned from the Authority, the Members of the Authority would need to choose a successor for the Treasurer position.

Chairman Turpeau further reminded the Authority that in accordance with Section 4.8 of the Bylaws, he had appointed Mayor Bodker as the Acting Treasurer to serve from the period of time in which the Treasurer position was vacant until this Regular Meeting, at which time the Members of the Authority would need to choose a successor.

Mr. Lamont nominated Mayor Bodker for the position of Treasurer, which was seconded by Vice Chairman Beach and Ms. Long. Upon a motion made by Vice Chairman Beach, which was seconded by Chairman Turpeau, the nominations for the position of Treasurer were closed. The Authority voted, with the exception of Mayor Bodker who abstained, to elect Mayor Bodker to serve as Treasurer for the remaining unexpired term of Mr. Bacote.

Update from the Interim Executive Director. Ms. Langford provided an update to the Authority, including discussing meetings that have been conducted and continue to be conducted with Members of the Authority, staff of the Authority, Select Fulton, Commissioners, city leadership, state legislators, and other stakeholders. Ms. Langford concluded her update by commending the work of the Authority, including the Authority's facilitation of the preservation of an affordable housing community known as the Phoenix Ridge project. Ms. Langford explained that community needed innovation and the Members of the Authority should be proud to be part of uplifting that community.

REPORTS AND PRESENTATIONS: Chairman Turpeau provided an update on behalf of the Executive Committee, Mayor Bodker provided an update on behalf of the Financial Review/Audit Sub-Committee, Mr. Lamont provided an update on behalf of the Strategic Initiative Committee, and Ms. Long provided an update on behalf of the MFBE Committee.

EXECUTIVE SESSION:

A motion to enter into Executive Session for legal discussion was made by Mayor Bodker, seconded by Ms. Long, and approved by all Members present. An Open Meetings Affidavit is attached hereto as "Exhibit C".

The Authority entered into Executive Session at approximately 2:49 p.m.

A motion to exit Executive Session was made by Mayor Bodker, seconded by Mr. Tidwell, and approved by all Members present.

The Authority exited Executive Session at approximately 3:12 p.m.

NEXT MEETING:

Chairman Turpeau announced that the Joint Development Authority of Metro Atlanta ("JDAMA") Quarterly Meeting is scheduled for Tuesday, October 12, 2021 via Zoom videoconference and teleconference and the Authority's next Regular Meeting is scheduled for Tuesday, October 26, 2021 via Zoom videoconference and teleconference. Chairman Turpeau reminded the public to visit the Authority's website at <http://www.developfultoncounty.com> for updates on upcoming meetings.

A motion to adjourn the meeting was made by Mayor Bodker, seconded by Ms. Long, and approved by all Members present.

There being no further business to discuss, the meeting was adjourned at approximately 3:14 p.m.

Kyle Lamont
Mr. Kyle Lamont, Secretary

Exhibit A

[Attached.]

From: Julian bene [<mailto:julianbene@gmail.com>]
Sent: Monday, September 27, 2021 6:15 PM
To: Coleman, Doris <Doris.Coleman@fultoncountyga.gov>
Subject: Public comment to board of DAFC

Dear Ms Coleman

Please would you arrange to include this message in public comment. Thank you.

From Julian Bene, resident of Atlanta & Fulton County District 3.

Following up on previous communication about the types of projects that merit tax abatements from DAFC, here's additional data corroborating that projects in hot markets don't need breaks.

DAFC granted abatements to 4 projects last November. I challenged those deals in court in December and the cases are at the court of appeals. Since the bonds have not been validated, the developers do not have abatements in their pockets.

However, lenders have granted 3 of the 4 projects construction loans and those projects are already moving forward. They are a mixed use project in West Midtown and apartment projects in West Midtown and on the SW Beltline. Since construction lenders are conservative, this means that the projects did not need tax breaks for the numbers to work. Yet DAFC's then-CEO, Al Nash, told the court that the project developers had all told DAFC they would not go forward without the incentive.

At the very least, this suggests that board members cannot rely on declarations from developers or their representatives that, But For your approving a tax abatement, the project will stall. You have no choice but to make your own reasonable judgment of whether the proposed type of project at the proposed location is in strong enough demand to work without a public incentive. Apartment projects in Midtown and near the Beltline are clearly in hot demand, as are mixed use projects in West Midtown.

This might also suggest that DAFC consider a policy for dealing with future situations where developers' actions belie their 'But For' assurances.

Details of the 3 projects obtaining construction loans and moving ahead prior to receiving abatements are appended below. ***The Board Secretary should feel free to refer to these details without reading them into the record.***

Sincerely, Julian Bene

On April 27, 2021, **The Interlock II, LLC**, closed on a \$19,000,000 construction loan with Ameris Bank, as evidenced by a Construction Leasehold Deed to Secure Debt, Assignment of Leases and Rents, Security Agreement and Fixture Filing recorded in Deed Book 63801, Page 78, Records of Fulton County, Georgia. On April 12, 2021, the developer publicly announced a new lease with Publix, and that construction would begin in May 2021.

CC West Midtown Owner, LLC purchased the subject property on April 27, 2021 for a total purchase price of \$7.5 million, as per Limited Warranty Deed(s) recorded in Deed Book 63659, Page 368, and in Deed Book 63659, Page 373, Records of Fulton County, Georgia. Simultaneously, the company closed on a \$52,846,043 construction loan with PAH Lender, LLC, as evidenced by a Deed to Secure Debt, Assignment, Security Agreement and Fixture Filing recorded in Deed Book 63659, Page 384, aforesaid records. The developer publicly announced the commencement of construction on April 29, 2021

1246 Allene Owner, LP purchased the subject property on August 5, 2021 for \$5.4 million, as per Limited Warranty Deed recorded in Deed Book 64268, Page 255, Records of Fulton County, Georgia. Simultaneously, the company closed on a \$40 million construction loan with PNC Bank, National Association, as evidenced by a Deed to Secure Debt, Security Agreement and Fixture Filing recorded in Deed Book 64268, Page 264, aforesaid records. On August 11, 2021, the developer publicly announced its groundbreaking.

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Julian Bene
julianbene@gmail.com
404.317.9320

Exhibit B

[Attached.]

Responses to Public Comment

DAFC Regular Meeting September 28, 2021

Statement submitted on behalf of 1246 Allene Owner, LP: “Prior to the Company closing on the land and the construction financing, the Bonds for the 1246 Allene Project were validated by the Superior Court of Fulton County under well-established law and precedent following an extensive hearing and over the objections of Mr. Bene. The Company proceeded with its closing on the acquisition of the land and construction financing in anticipation and confidence that the validation order will be upheld on appeal, and to avoid further delay and expense caused by the unjustified intervention.”

Statement submitted on behalf of The Interlock II, LLC: “This construction loan is interim construction financing and is an extremely small portion of the capital stack for a very large mixed use project. Multiple, additional conditions exist in order to obtain additional debt and equity funding that is needed to complete the project. Based on the adopted DAFC inducement resolution, adopted DAFC bond resolution, and bond validation by the Fulton County Superior Court, as well as long-standing precedent across the state for bonds and projects like this, our team had to proceed forward with certain preliminary steps for a critically important development for this community and our stakeholders.”

CC West Midtown Owner, LLC: While the main company contact for CC West Midtown Owner, LLC is out of town, the company’s counsel shared similar sentiments with the above-referenced statements.

Exhibit C

[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:

- ✓ 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 28th day of September, 2021.

Sworn to and subscribed before me this the 28th day of September, 2021

Michel M. Turpeau, Chairman

Notary Public

My Commission Expires: 01/23/22

