

## SUPPLEMENTAL BOND RESOLUTION

**WHEREAS**, the Development Authority of Fulton County (the “Issuer”) has heretofore adopted on February 26, 2019, a Bond Resolution (the “Bond Resolution”) for the benefit of Georgia Tech Facilities, Inc., a Georgia non-profit corporation (the “Borrower”), authorizing the issuance and delivery of Development Authority of Fulton County Georgia Tech Facilities Revenue Bonds, Series 2019 (the “Bonds”), in an aggregate principal amount of not to exceed \$115,000,000, to finance (i) the costs of the acquisition, construction, installation, renovation, extension and equipping of a new campus center, including a student center, exhibition hall, dining facilities, café and related facilities to be located on the campus of the Georgia Institute of Technology (“Georgia Tech”), Atlanta, Fulton County, Georgia (the “Project”), (ii) capitalized interest on the Bonds during construction of the Project, and (iii) all or a portion of the costs of issuance of the Bonds; and

**WHEREAS**, the Bond Resolution provided that prior to the issuance of the Bonds, the Issuer would adopt a supplemental resolution approving the final terms of the Bonds; and

**WHEREAS**, the Issuer desires to authorize the execution and delivery of a Bond Purchase Agreement (the “Bond Purchase Agreement”) among the Issuer, the Borrower and Merrill Lynch, Pierce, Fenner & Smith Incorporated, on behalf of itself and J.P. Morgan Securities, LLC and Wells Fargo Bank, National Association (collectively, the “Underwriters”); and

**WHEREAS**, the Issuer desires to ratify the distribution of the Preliminary Official Statement, dated March 21, 2019 (the “Preliminary Official Statement”), relating to the Bonds; and

**WHEREAS**, the Issuer desires to authorize the execution, delivery and distribution of an Official Statement, dated the date hereof (the “Official Statement”), relating to the Bonds.

**NOW, THEREFORE, BE IT RESOLVED BY THE ISSUER**, as follows:

**Section 1. Approval of Final Aggregate Principal Amount, Interest Rates and Debt Service Schedule for the Bonds.** The final aggregate principal amount of the Bonds and the interest rates and debt service schedule applicable thereto are set forth on Exhibit “A” attached hereto and are hereby approved.

**Section 2. Ratification of Preliminary Official Statement and Authorization of Official Statement.** The use and distribution of the Preliminary Official Statement, a copy of which is attached hereto as Exhibit “B”, are hereby approved, ratified and confirmed. The use, execution and distribution of the Official Statement are hereby authorized and approved. The Official Statement shall be in substantially the same form as the Preliminary Official Statement, subject to such minor changes, insertions or omissions as may be approved by the Chairman or Vice Chairman, and the execution of the Official Statement by the Chairman or Vice Chairman as hereby authorized shall be conclusive evidence of any such approval.

**Section 3. Authorization of the Bond Purchase Agreement.** The execution, delivery and performance of the Bond Purchase Agreement providing for the sale of the Bonds, by and among the Issuer, the Borrower and the Underwriters, are hereby authorized. The Bond Purchase Agreement shall be in substantially the form attached hereto as Exhibit “C,” subject to such minor changes, insertions or omissions as may be approved by the Chairman or Vice Chairman of the Issuer and the execution of the Bond Purchase Agreement by the Chairman or Vice Chairman of the Issuer as hereby authorized shall be conclusive evidence of any such approval.

**Section 4. Actions Approved, Ratified and Confirmed.** All acts and doings of the officers, directors, members, employees and agents of the Issuer which are in conformity with the purposes and intent of this Supplemental Bond Resolution and in furtherance of the issuance of the Bonds, including, but not limited to, the execution and delivery of any certificates, instruments and documents necessary in connection therewith, are hereby approved, ratified and confirmed.

**Section 5. Severability of Invalid Provisions.** If any one or more of the agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof.

**Section 6. Definitions.** All capitalized, undefined terms used herein shall have the meanings ascribed to them in the Indenture.

**Section 7. Confirmation of Bond Resolution.** Except as provided in this Supplemental Bond Resolution, the Bond Resolution has not been repealed, revoked, rescinded or amended and is in full force and effect as of the date hereof. The Issuer hereby ratifies and confirms all of the provisions of the Bond Resolution, as supplemented hereby.

**Section 8. Effective Date.** This Supplemental Bond Resolution shall take effect immediately upon its adoption.

ADOPTED this 28<sup>th</sup> day of March, 2019.

**DEVELOPMENT AUTHORITY OF  
FULTON COUNTY**

By: \_\_\_\_\_  
Chairman

(SEAL)

ATTEST:

By: \_\_\_\_\_  
Secretary

**SECRETARY’S CERTIFICATE**

The undersigned Secretary of the Development Authority of Fulton County (the “Issuer”), DOES HEREBY CERTIFY that the foregoing pages of typewritten matter pertaining to the Development Authority of Fulton County Georgia Tech Facilities Revenue Bonds, Series 2019, constitute a true and correct copy of the Supplemental Bond Resolution duly adopted on March 28, 2019 by a majority of the directors of the Issuer in a meeting duly called and assembled, which was open to the public and at which a quorum was present and acting throughout, and that the original of said Supplemental Bond Resolution appears of record in the Minute Book of the Issuer which is in the undersigned’s custody and control.

WITNESS my hand and the official seal of the Development Authority of Fulton County, this 28<sup>th</sup> day of March, 2019.

\_\_\_\_\_  
Secretary  
Development Authority of Fulton County

(SEAL)

**FINAL AGGREGATE PRINCIPAL AMOUNT,  
INTEREST RATES AND PRICES  
AND OPTIONAL REDEMPTION**

\$ \_\_\_\_\_  
**Development Authority of Fulton County  
Georgia Tech Facilities Revenue Bonds, Series 2019**

<u>Maturity</u> <u>(June 15)</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>Price</u>
2022				
2023				
2024				
2025				
2026				
2027				
2028				
2029				
2030				
2031				
2032				
2033				
2034				
2035				
2036				
2037				
2038				
2039				

\$ \_\_\_\_\_ % Term Bond due June 15, 20\_\_ Priced to Yield \_\_\_\_%

\$ \_\_\_\_\_ % Term Bond due June 15, 20\_\_ Priced to Yield \_\_\_\_%

<sup>c</sup> Priced to par call date of June 15, 20\_\_.

***Optional Redemption.*** The Bonds maturing on or after June 15, 20\_\_ may be redeemed by the Authority, at the written direction of the Borrower, in whole or in part at any time on or after June 15, 20\_\_ at a redemption price equal to the principal amount of Bonds to be redeemed plus accrued interest to the date of redemption.

***Mandatory Sinking Fund Redemption.***

(a) The Bonds maturing on June 15, 20\_\_ are subject to mandatory sinking fund redemption prior to maturity in part, on June 15 of the years and in the amounts set forth below, at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the redemption date:

<u>Year</u>	<u>Amount</u>
-------------	---------------

\* Final Maturity

(b) The Bonds maturing on June 15, 20\_\_ are subject to mandatory sinking fund redemption prior to maturity in part, on June 15 of the years and in the amounts set forth below, at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the redemption date:

<u>Year</u>	<u>Amount</u>
-------------	---------------

\* Final Maturity

**PRELIMINARY OFFICIAL STATEMENT**

**BOND PURCHASE AGREEMENT**