

**DEVELOPMENT AUTHORITY OF CLAYTON COUNTY,
REDEVELOPMENT AUTHORITY OF CLAYTON COUNTY,
AND
URBAN REDEVELOPMENT AGENCY OF CLAYTON COUNTY**

**MINUTES OF REGULAR SESSION MEETING
TUESDAY, MAY 8, 2018**

The regular monthly meeting of the Development Authority of Clayton County, Redevelopment Authority of Clayton County, and Urban Redevelopment Agency of Clayton County was held on Tuesday, May 8, 2018, at 5:00 p.m., in the Conference Room at the Clayton County Office of Economic Development, 1588 Westwood Way, Morrow, Georgia.

Members present at the meeting were Michael Edmondson, Chairman; Eldrin Bell, Vice-Chair; Don McMillian, Assistant Secretary/Treasurer; Dr. Tim Gilrane; Dr. Alieka Anderson; and Louis Johnson. Also present were Authority counsel, M. Michelle Youngblood; Ed Wall, financial advisor; Bill Keir, Deputy Director, Office of Economic Development; and members of the public.

Call to Order and Welcome of Guests

Chairman Edmondson called the meeting to order at 5:05 p.m.

Approval of Agenda

Chairman Edmondson presented the agenda and inquired as to whether there were any additions, changes, or deletions. After a general discussion, upon motion by Eldrin Bell, seconded by Don McMillian, it was unanimously:

RESOLVED: That the Agenda be approved as amended.

Approval of Minutes

Chairman Edmondson presented the minutes of the regular meeting on April 10, 2018 (regular and executive session), and inquired whether there were any additions, changes, or deletions. On page 4, add the words "with the consent of the County" to the resolution. After a general discussion, upon motion by Don McMillian, seconded by Eldrin Bell, it was unanimously:

RESOLVED: That the minutes of the regular meeting on April 10, 2018 (regular and executive session) be approved as amended. A copy is available in the Authority's office.

Approval of Treasurer's Report

Assistant Treasurer Don McMillian reported that the Authority's operating account ended the month of March with a balance of \$5,582,712.07; the University Station account had an ending balance of approximately \$104,535.92; the Castellini REBA grant account had a balance

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of \$56.55, and the Chime Solutions REBA grant account had a balance of \$125.69. He also reported that the Urban Redevelopment Agency has a balance of \$24,251.80. Invoices for Freeman Mathis & Gary, LLP were approved in the amount of \$3,720.00 (operating account); and Marsh Services for \$3,500.00. After a general discussion, upon motion by Eldrin Bell, seconded by Tim Gilrane, it was unanimously:

RESOLVED: That the Treasurer's Report be approved and the officers be and hereby are authorized to pay invoices as outlined above.

Michelle Youngblood reported that the Authority had received an IRS Notice CP142, which relates to the Urban Redevelopment Agency bonds issued last year for the Ellenwood project. She reported that, according to the notice, the IRS Form 8038-G, which is prepared and filed by bond counsel with the IRS after issuance of bonds, was received late. After a general discussion, the Authority authorized Ms. Youngblood to contact bond counsel for that transaction, Earle Taylor, and have him prepare the letter required by the IRS. After a general discussion, upon motion by Eldrin Bell, seconded by Tim Gilrane, it was unanimously:

RESOLVED: That Authority counsel be and hereby is authorized to communicate with bond counsel as outlined above.

OLD BUSINESS

1. Update on CC Kitchens, LLC Bond Issue

Authority counsel Michelle Youngblood reported that the applicant has asked to proceed with the bond issue. However, counsel and the Authority's financial advisor, Ed Wall, noted that the revised documents incorporating the claw back provisions and payment of the financial advisor's fee, had not been received until the meeting. Ms. Youngblood reported that she had a conversation with their counsel immediately prior to the meeting, and the terms of the claw back provisions were different from those discussed by the Authority. Mr. Wall reported that they did not want the claw back provisions to kick in unless they failed to achieve at least 80% of the promised employment (163 of the promised 204 jobs) for four (4) consecutive quarters. It was the recommendation of Ms. Youngblood and Mr. Wall that the claw back provisions be calculated on an annual basis (the same term as the tax calculations) and that they apply if the applicant failed to achieve 95% of the promised FTEs (194 out of 204). The Authority determined that the claw back provisions should be calculated on an annual basis (January 1 – December 31) and would apply if the applicant failed to maintain at least 95% of the promised FTEs. After a general discussion, upon motion by Eldrin Bell, seconded by Alieka Anderson, it was unanimously:

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RESOLVED: That the clawback provisions be calculated on an annual basis (January 1 – December 31) and apply if the applicant failed to maintain at least 95% of the promised FTEs.

2. Consideration of proposed Employee Handbook

Chairman Edmondson asked for approval of the Employee Handbook he had circulated, which had been reviewed and revised by Virgil Fludd and Ricky Clark. Authority counsel noted that the Handbook could be revised in the future if the need arose. After a general discussion, upon motion by Eldrin Bell, seconded by Louis Johnson, it was unanimously:

RESOLVED: That the handbook be approved as presented.

3. Consideration of revised Intergovernmental Agreement

Chairman Edmondson discussed revisions made to the intergovernmental agreement between the Authority and Clayton County for the provision of economic development services and the funding thereof. He reported that the agreement had been revised to address employee benefits and the timing of fund transfers each year. After a general discussion, upon motion by Tim Gilrane, seconded by Eldrin Bell, it was unanimously:

RESOLVED: That the agreement be approved as amended.

4. Consideration of proposed Employment Agreement for position of Executive Director

Chairman Edmondson presented for approval the employment agreement for the position of Executive Director. Authority counsel Michelle Youngblood noted that she had some additional changes that had not been incorporated yet into the circulated version. After a general discussion, it was the consensus of the Authority to table consideration until Authority counsel had completed her recommended revisions.

5. Update on sale of Rainwood Apartments

Authority counsel Michelle Youngblood reported that the sale of the Rainwood Apartments had been completed and the funds wired to the Authority's operating account. Ed Wall reported that the purchase price was \$12 million. The reported that the purchase price was reduced by approximately \$647,000 for the credit for the roofs and other matters. Ms. Youngblood reminded the Board that the credit negotiated for the roofs was approximately \$314,000; Berkadia's commission was approximately \$233,000, security deposits credited to the purchaser totaled approximately \$57,000, approximately \$33,000 was the pro-ratio of rent for the month of April (the purchaser being entitled to rents for the part of the month occurring after

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the date of closing), and miscellaneous credits of approximately \$10,000. Mr. Wall reported that \$6.9 million was sent to Wells Fargo, bondholder, to defease the series 2015A bonds. Ms. Youngblood noted that Wells Fargo had agreed to waive the pre-payment penalty and allow the bonds to be defeased immediately, so there was no need for an escrow account. After payment of fees, the net proceeds to the Authority were approximately \$4.4 million.

6. Consideration of Agreement for use of CCPD Community Room

Authority counsel Michelle Youngblood reported that there is an agreement with the Police Department for the use of the Community Room as a meeting location. It was the consensus of the Authority to delay changing the meeting location and revising the issue in June. The June meeting still will be held at 1588 Westwood Way.

7. Update to Master Planning Services for Mountain View and Old Dixie Highway

Chairman Edmondson reported that the kick-off meeting was held on May 3. The first visioning session meeting with key stakeholders will be 10:00 a.m. – noon in the Community Room at Southern Regional Medical Center on Monday, May 21. Chairman Edmondson asked for feedback on key stakeholders to invite to join the Advisory Committee that participate in the visioning session. Recommendations included Commissioner Hambrick, City of Atlanta, MARTA, Porsche, Chamber of Commerce, Aerotropolis, Southern Regional Medical Center, Clayton State University, Clayton County Water Authority, Hartsfield-Jackson Atlanta International Airport, Georgia Department of Economic Development, Sheriff Victor Hill, and Lt. Governor Casey Cagle. Chairman Edmondson reported that Sizemore expects to produce the master plan in October of this year.

NEW BUSINESS

1. Consideration of proposed property tax abatement for Lidl Grocery

It was the consensus of the Authority to hold this matter until the June meeting.

2. Consider payroll and retirement benefits for proposed DACC staff

Louis Johnson discussed the options for payroll services and retirement benefits for Authority employees once the transition from the County takes place. He reported that the goals are to attract and retain highly qualified candidates and to have a more engaged staff, among other things. He had obtained quotes from Nationwide (used by Clayton County), ADP, Schwab, Fidelity, Prudential, and others. After comparing the services offered by each, and the relatives costs, he recommended using ADP for payroll services and Nationwide for retirement benefits. After a general discussion, upon motion by Don McMillian, seconded by Tim Gilrane, it was:

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RESOLVED: That the recommendation be approved as presented, to use ADP for payroll services and Nationwide for retirement benefits.
Vote 5-0-0 (Chairman Edmondson recused).

OTHER BUSINESS

1. Executive Session to Discuss Real Estate and Personnel Matters

Chairman Edmondson noted that there was a need for an Executive Session for the purposes of discussing real estate and personnel matters. Upon motion by Eldrin Bell, seconded by Alieka Anderson, it was unanimously:

RESOLVED: To adjourn into executive session for the purposes of discussing real estate and personnel matters.

Whereupon, the open meeting adjourned into executive session at 6:23 p.m. Upon motion by Alieka Anderson, seconded by Tim Gilrane, it was unanimously:

RESOLVED: That the open meeting reconvene.

Whereupon, the open meeting reconvened at 7:18 p.m.

2. Consideration of Items, if any, Discussed in Executive Session

None.

Chairman Edmondson inquired as to whether there was any additional business to come before the Board. There being none, upon motion by Eldrin Bell, seconded by Louis Johnson, it was unanimously:

RESOLVED: That the meeting be adjourned.

Whereupon, the meeting adjourned at 7:20 p.m.



Ricky L. Clark, Jr., Secretary/Treasurer

OR

Don McMillian, Assistant Secretary/Treasurer