

McPherson Implementing Local Redevelopment Authority

Board of Directors Meeting

March 15, 2011

Minutes

A meeting of the McPherson Implementing Local Redevelopment Authority (MILRA) was held on Tuesday, March 15, 2011 at the Atlanta Development Authority at 86 Pryor Street, Suite 300, Atlanta, Georgia 30303.

Board Members:

Felker Ward, Jr., Chairman
Peggy McCormick
Kenneth DeLeon
Tim Lowe, III
John Akin
Chandra Houston
Ayesha Khanna
Commissioner John Eaves

Ex-Officio Members:

Ralph A. Long, State House of Representative

Staff, Legal Counsel and Others:

Jack Sprott, MILRA
Sandra Tennyson, MILRA
Darlene Hawksley, MILRA
General Phil Browning, U.S. Army Retired
Kristin Denius, Assistant City Attorney, City of Atlanta
Michelynn G. Carellas, BRAC Army, Fort McPherson
Ken Neighbors, Greenberg Traurig, LLP

Guests

Albert Murphy, Frazier Services Co.
Oliver Yarbrough, Frazier Services Co.
Cynthia Easley, GA DCA
Barbara Guillory, Community Council
Leslie Caceda
Kay Wallace, GA Stand-UP
Mark Sanders
Paul Brightbill, Resident
Beth Fuller, Georgia Health Policy Center, GSU
Marc Bolden, GroundRush, Inc
Berook Moges, CAPN, Inc.
Deborah Scott, GA Stand-Up
Connie Johnson, MARTA

Chairman Ward called the MILRA meeting to order at approximately 1:02 p.m.

Announcements and Welcome:

Chairman Ward thanked the audience for their continued interest. He reminded the audience about the sign-in-sheet for public comment for non-board members asking that anyone making a comment to the Board to please state their name, address and to limit their comment to three minutes.

Approval of the Agenda:

Chairman Ward recommended the adoption of the agenda. Tim Lowe made a motion to approve, seconded by Peggy McCormick. Approval was unanimous.

Approval of Minutes:

Chairman Ward called for the approval of the January 18, 2011 Minutes. Ayesha Khanna made a motion to approve and it was seconded by Tim Lowe. Approval was unanimous.

Regular Session:

Item No. 4: Excused Absence Resolution:

Mr. Sprott stated that Section 3(h) of the McPherson Implementing Local Redevelopment Authority Act (HB 817) states:

“A vacancy on the authority shall exist in the office of any member of the authority who....fails to attend three consecutive regular meetings of the authority without an excuse approved by a resolution of the authority.”

Mr. Sprott stated that the attached resolution will grant an excused absence to Board Members who were absent from one or more meetings for reasons acceptable to the Board. He also stated that an “Excused Absence Resolution” is addressed every three meetings to assure that a vacancy is not inappropriately ordered due to the consecutive absences of any member.

Approval of Item No. 4:

Kenneth DeLeon made a motion to approve the proposed resolution granting an excused absence to Board Members who were/have been absent from one or more meetings. It was seconded by Chandra Houston. Approval was unanimous.

Item No. 5: ADA License and Services Agreement:

Mr. Sprott stated that since 2006 the MPLRA/MILRA has occupied space downtown in the offices of the Atlanta Development Authority. He stated that a “Services Agreement” has been executed each year to

cover rent and services from the ADA. He stated that this year's contract cost is \$60,700 for rent and services for a four month period ending on April 30th of this year. He is anticipating that the office of the MILRA will move to the Fort McPherson facility in May. A copy of the Services Agreement with the Atlanta Development Authority was enclosed in the Board's member's handout for their perusal.

Approval of Item No. 5:

Peggy McCormick made a motion to approve a 2011 License and Services Agreement with the Atlanta Development Authority and to authorize the chairman or executive director to execute all contracts and amendments. It was seconded by Ayesha Khanna. Approval was unanimous.

Item No. 6: ADA Public Relations Services Agreement:

Mr. Sprott stated that in anticipation of the September 2011 transfer of real property to the MILRA following the closure of Fort McPherson, the MILRA Staff has negotiated an in-house contract with the public relations office of the Atlanta Development Authority to provide public relations assistance. The ADA shall provide to the MILRA services related to government and public relations, including but not limited to community engagement, strategic planning and implementation, copy writing, market research, access to stakeholders' communication channels and interviews with elected officials and targeted media.

Mr. Sprott stated that the fee for the services would be \$150.00 for the senior level and \$100.00 for the junior level hourly beginning January 15, 2011 through June 30, 2011. Mr. Sprott stated that the Authority would reimburse the ADA upon receipt of a monthly invoice contingent upon receipt of funding under the terms of a grant from the Office of Economic Adjustment.

Approval of Item No. 6:

Ken DeLeon made a motion to approve a 2011 Public Relations Services Agreement with the Atlanta Development Authority and authorize the chairman or executive director to execute all contracts and amendments. It was seconded by Chandra Houston. Approval was unanimous

Item No. 7: Website Development Agreement:

Mr. Sprott stated that the current website being used for the MILRA is outdated, much of the graphic data cannot be altered and the Macromedia Contribute tool used to access the website is old technology and is no longer being produced. He stated that he contacted a local company (GROUND RUSH) to develop a new website for the MILRA. The developer shall design, test and deliver a website on the graphic portion of the Internet which is known as the World Wide Web at the address given as www.mcphersonredevelopment.com. The content will include the graphic user interface, text, images, music and other material developed for use on the site. The developer will prepare a design for the website which shall include drawings of the user interface, a schematic on how to navigate the website, a list of hyperlinks and other components.

A copy of the contract with all the details relating to the structure of the new website design was included in the Board Member's handout for their perusal.

Approval of Item No. 7:

Peggy McCormick made a motion to approve a website development services contract with GROUND RUSH, Inc. at a development cost of \$7,500.00 and authorize the chairman or executive director to execute all contracts and amendments. It was seconded by Tim Lowe. Approval was unanimous.

Item No. 8: Community Engagement Subcommittee Nominations:

Mr. Sprott stated that at the November 17, 2010 Board meeting the Board approved the final structure of the Community Engagement Subcommittee and tasked Councilmember Sheperd to begin the process of populating the subcommittees and at the January 18, 2011 Board meeting the Board was given an update on the progress of nominations and approved the addition of a nominee to represent the Villages of East Point on the new subcommittee.

Ms. Chandra Houston, Councilmember Joyce Sheperd, Ms. Darlene Hawksley and Mr. Ken DeLeon met on March 8, 2011 at 86 Pryor Street to discuss the role and responsibilities of the nominees from the City of Atlanta and the City of East Point who had been chosen by their NPU's and Ward's. A list of the nominees was enclosed in the board's member handout.

Approval of Item No. 8:

Mr. Lowe made a motion to approve, as recommended by the Nominating Committee, the appointment of subcommittee members Lev Sterling, Ruben Burney, Terry Allen, Judy Walker, Ramona Benson, Daniel Blackman, Dianese Howard, Sybil Robinson, Lance Rhodes, Dustin Drabot, Day Ramphal and Glenda Knight to the Community Engagement Subcommittee. It was seconded by Commissioner John Eaves. Approval was unanimous.

Public Comments:

Chairman Ward invited public comment and several participants took advantage of the opportunity to speak.

Item No. 10: Report on EDC Transfer Negotiations:

Chairman Ward made an announcement to move into Executive Session and read the required statement:

"Ladies and Gentlemen:

In accordance with O.C.G.A. SECTION 50-14-4(B), a quorum of the McPherson Implementing LRA is present and will enter into executive session by a majority vote. The purpose for the closed section is for members to (1) deliberate regarding the acquisition of interest in real estate and (2) receive Attorney-Client Communication. The specific reason for the closed session is to discuss the acquisition

of real property at Fort McPherson. The specific reasons for the closed session will be entered in the official minutes of the meeting and a notarized affidavit will be executed stating that the executive session was devoted to matters within the exceptions provided by law.”

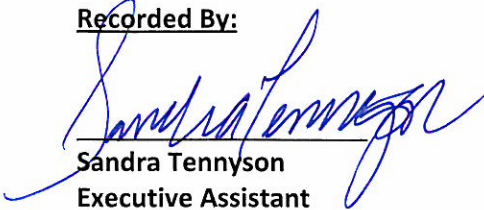
After Chairman Ward read the statement, Kenneth DeLeon made a motion to approve and it was seconded by Peggy McCormick. The vote was unanimous.

The Board went into Executive Session for approximately 54 minutes. John Akin made a motion to end the Executive Session and it was seconded by Tim Lowe. Approval was unanimous.

Adjournment:

Ayesha Khanna made a motion to adjourn. It was seconded by Tim Lowe. Approval was unanimous. The MILRA meeting ended at approximately 2:47 p.m.

Recorded By:


Sandra Tennyson
Executive Assistant

5/17/11
Date

Approved By:


Jack C. Spratt
Executive Director

OPEN MEETINGS AFFIDAVIT

PERSONALLY APPEARED before the undersigned attesting officer, duly authorized to administer oaths, Felker Ward, Jr., who, after being duly sworn in, deposes and on oath states the following:

- (1) I was the presiding officer of a meeting of the McPherson Implementing Local Redevelopment Authority (the "Authority") held on the 15th day of March, 2011.

- (2) I have 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 upon the official minutes of the meeting;
 - (ii) the meeting is 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 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.

- (3) The subject matter of the closed meeting or closed portion of the meeting held on the 15th day of 2011 which was closed for the purpose of:
 - DELIBERATION REGARDING PERSONNEL MATTER**
 - DELIBERATION REGARDING ACQUISITION OF INTEREST IN REAL ESTATE**
(To be spread on minutes upon conclusion of disposition of interest in real estate)
 - DELIBERATION REGARDING EXISTING LITIGATION**
 - ATTORNEY-CLIENT COMMUNICATION**

as allowed by *O.C.G. A.*, Title 50, Chapter 14 and was devoted to matters within those exceptions and as provided by law.

(4) This affidavit is being executed for the purpose of complying with the mandate of O.C.G.A. § 50-14-4(b) that such an affidavit be executed.

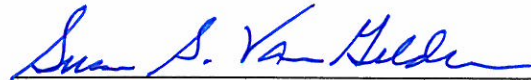
This 15th day of March, 2011.



Felker Ward, Jr., Presiding Officer

Sworn and subscribed before me
This 15th day of March, 2011.

Witnessed:



Notary Public (SEAL)
my commission expires 10/29/2014



Witness

**RESOLUTION OF THE MCPHERSON IMPLEMENTING LOCAL
REDEVELOPMENT AUTHORITY CONCERNING EXCUSED ABSENCES**

**A RESOLUTION OF THE MCPHERSON IMPLEMENTING LOCAL
REDEVELOPMENT AUTHORITY PROVIDING FOR AND EXCUSING THE
ABSENCE OF CERTAIN BOARD MEMBERS FROM ATTENDANCE AT THE
HEREIN REFERENCED BOARD MEETING; AND FOR OTHER RELATED
PURPOSES.**

WHEREAS, the McPherson Implementing Local Redevelopment Authority (the "Authority") was formed pursuant to the McPherson Implementing Local Redevelopment Authority Act (H.B. 817) (the "Act"), which became effective upon the execution of an Executive Order issued by the Governor of the State of Georgia on September 9, 2009; and

WHEREAS, under the provisions of Section 3(h) of the Act, the failure to attend three (3) consecutive regular meetings of the Authority, to the extent one or more such absences is not an excused absence, results in a vacancy in the seat of the absentee member of the Board of Directors; and

WHEREAS, Section 3(h) of the Act requires the Board of Directors of the Authority to excuse the absences of members of the Board of Directors by resolution of the Authority; and

WHEREAS, the staff of the Authority have discussed the absences of the members of the Board of Directors listed on Exhibit A hereto, and recommend that the Board of Directors excuse the absence of such Board members from today's Authority meeting for good cause; and

WHEREAS, after consideration of the staff's recommendation and based upon the facts available to it, the Board of Directors has determined that it is in the best interest of the Authority to excuse the absence of each of the members of the Board of Directors listed on Exhibit A hereto.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE AUTHORITY AS FOLLOWS:

Section 1. Authority for this Resolution. This Resolution is enacted pursuant to and in accordance with the Act, particularly, Section 3(h) of the Act.

Section 2. Absences Excused. The members of the Board of Directors listed on Exhibit A attached hereto and by this reference made a part hereof are hereby excused from attendance at the February 16, 2010 meeting of the Authority. Consistent therewith, said absence shall not be counted against any of said members of the Board of Directors or otherwise deemed an "unexcused absence" for purposes of determining compliance with the attendance requirements set forth in or contemplated by Section 3(h) of the Act.

Section 3. General Authority. The Chairperson, Vice Chairperson or Executive Director of the Authority are each hereby authorized and directed on behalf of the Authority to execute and deliver any certificates, instruments, affidavits or other documents necessary to

reflect the excusal of the absences of the listed members of the Board of Directors as contemplated in this Resolution.

The Secretary (or his or her designee) of the Authority is hereby authorized and directed to attest and affix the Authority's seal to any such certificates, instruments, affidavits or documents, as and to the extent necessary or convenient.

Section 4. Applicable Provisions of Law. This Resolution shall be governed by and construed and enforced in accordance with the laws of the State of Georgia.

Section 5. Effective Date. This Resolution shall take effect immediately upon its adoption by the Board of Directors of the Authority and any provisions of any previous resolutions in conflict with the provisions herein are hereby superseded or repealed (as and to the extent of any such conflict).

Adopted and approved this 17th day of March, 2010.

**MCPHERSON IMPLEMENTING LOCAL
REDEVELOPMENT AUTHORITY**

By:  _____

(SEAL)

ATTEST

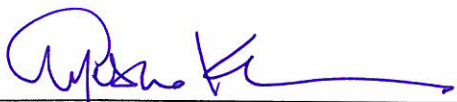
By:  _____
Secretary

EXHIBIT A

LIST OF EXCUSED BOARD MEMBERS

John H. Eaves, Chairman, Fulton County Commission

Chandra Houston, Board Member

John Akin, Board Member

Kenneth C. Stewart, Commissioner, Department of Economic Development

Chris Clark, Commissioner, Department of Natural Resources

Vance Smith, Commissioner, Department of Transportation

Michael Thurmond, Commissioner, Department of Labor

Michael Beatty, Commissioner, Department of Community Affairs

Vincent Fort, State Senator District 39

Ralph A. Long, State House of Representatives

SECRETARY'S CERTIFICATE

STATE OF GEORGIA

FULTON COUNTY

I, the undersigned Secretary of the McPherson Implementing Local Redevelopment Authority (the "Authority") and keeper of the records and seal thereof, **DO HEREBY CERTIFY** that the foregoing pages of typewritten matter constitute a true and correct copy of the Resolution adopted by the Authority in a meeting duly called and assembled on the 17th day of March, 2010, which meeting was open to the public and at which a quorum was present and acting throughout, the original of which Resolution has been duly recorded in the Minute Book of the Authority which is in my custody and control.

WITNESS my official hand and seal of the Authority, this 17th day of March, 2010.



Secretary

(CORPORATE SEAL)