

McPherson Implementing Local Redevelopment Authority

Board of Directors Meeting

September 7, 2011

Minutes

A meeting of the McPherson Implementing Local Redevelopment Authority (MILRA) was held on Wednesday, September 7, 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

John Akin

Chandra Houston

Ayesha Khanna (via conference call)

Richard Holmes

David Todd, Jr.

T. Rogers Wade

Ex-Officio Members:

Joyce Sheperd, Atlanta City Councilmember

Ralph A. Long, State House of Representative

Vincent Fort, State Senator

Staff, Legal Counsel and Others:

Jack Sprott, MILRA

Sandra Tennyson, MILRA

Darlene Hawksley, MILRA

Michael Lusk, MILRA

Frank Barton, DOD/OEA

Michelynn G. Carellas, BRAC Army, Fort McPherson

Ken Neighbors, Greenberg Traurig, LLP

Kristin Denius, Assistant City Attorney, City of Atlanta

Guests

Dustin Drabot, Colonial Hills N. A.

Connie Johnson, MARTA

Mark Sanders, GA Research Alliance

Starlyn Baxter, ACU

Cynthia Easley, DCA

Albert Murphy, Frazier Services Co.

Dianese Howard, MILRA Subcommittee & NPU-S

Paul Brightbill, Ft. Mac Restoration Board

L. Robinson, Jr., United Consulting

Kim Sanders, Weston Solutions

Ron Wilson, Wilson & Assoc.

Daniel Whitner, Jr, Dr. Whitner, DDS
Judy Walker, OCCO
Chase Randall, NPUX
Deborah Scott, GA Stand Up
Abdus Raof, Shaheeds Construction
Michael Henderson, GA Health Policy Center
Major Erika Shields, APD
Mike Cassidy, GRA

Chairman Ward called the MILRA meeting to order at approximately 1:01 p.m.

Announcements and Welcome:

Chairman Ward thanked the audience for their continued support and interest in the development of Fort McPherson. Chairman Ward 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. Chairman Ward introduced Mike Cassidy of the Georgia Research Alliance (GRA) and asked him to give a brief introduction about the GRA.

Approval of the Agenda:

Chairman Ward recommended the adoption of the agenda. John Akin made a motion to approve and it was seconded by Chandra Houston. Approval was unanimous.

Approval of Minutes:

Chairman Ward called for the approval of the August 9, 2011 Minutes. T. Rogers Wade made a motion to approve and it was seconded by Chandra Houston. Approval was unanimous.

Regular Session:

Item No. 4: Closure/Transition Preparation Report:

Mr. Sprott stated that on September 2, 2011 the U.S. Department of Housing and Urban Development approved the Fort McPherson Redevelopment Plan and HUD application. Chairman Ward interjected by stating that this is the only federal agency approval that is required. Mr. Sprott stated that the MILRA now has the green light from the Army to begin the marketing of the properties and that the legal documents and leasing contracts now have to be put in place. Mr. Sprott also stated that the Army will execute a lease with the MILRA and in return the MILRA will sublease to tenants.

Mr. Sprott also stated that Barbara Schwartz has been hired by the caretaker group to assist with management which includes administration and labor necessary to perform real property operations, maintenance, repair, construction and other related services for the closed installation. Mr. Sprott stated that closure of the base (BRAC) caretaker function will be headed by Glynn Ryan and a staff of

twelve. Mr. Sprott also stated that 2 credit unions and BRAC office Building 65 will remain open. The Veteran's Administration will start working on their site and we will also start working with the HUD providers.

A letter from Under the Secretary Of Defense was enclosed in the Board member's packet stating that the request to continue Commissary Operations at Fort McPherson, Georgia for one year prior to the closing of the base has been approved. Also enclosed in the Board member's packet was a timeline of fiscal year 2012 activities for Fort McPherson.

Item No. 5: Resource Subcommittee Report:

Vice-Chairman Richard Holmes stated that the Resource Subcommittee met on August 25, 2011 with Curley Dossman, President of Georgia Pacific Foundation (via phone); Mike Anderson, President of Georgia Power Foundation; Brian McGowan, President of Atlanta Development Authority; Hans Gant, SVP Metro Chamber of Commerce; Bob Voyles, President of Seven Oaks Development Company; Jack Sprott and Michael Lusk, McPherson ILRA.

Mr. Holmes stated that the meeting focused on finding bridge funding for marketing and operations of the LRA. Curley Dossman and Mike Anderson gave the current status and focus of the philanthropic community at this point in time and shared that the state of the economy and the jobless rate in the metro area has this community focusing primarily on the many health and human service needs for Metro Atlanta. Mr. Holmes stated that they felt that finding funding support in this area would not yield any positive results at this time. He stated that the discussion then focused on the development community in which companies in this area have experienced some significant losses due to the slow economy. Mr. Holmes stated that at this point it was the opinion of the economic development members that we did not have a lot to offer a developer at this point that would entice them to provide bridge funds for the LRA. He stated that they also discussed in length other possible places to seek funding and that they all agreed that we should go back and follow up with the City and State for assistance in this area. In conclusion of their meeting it was agreed that he, Jack Sprott and Chairman Ward, would follow up with the city and state governments to seek bridge funding.

Item No. 6: Bylaws Review & Officer Nominating Subcommittee:

Mr. Sprott stated that the purpose of this agenda item is to have the current Bylaws of the MILRA studied and reviewed for modification. Chairman Ward proposed that a Nominating Committee be created to review the current Bylaws with an emphasis on the duties of elected officers and to recommend a slate of officers, Vice-Chair, Secretary and optionally a Treasurer (or Secretary/Treasurer) to be considered for election at our next meeting.

Chairman Ward asked for volunteers and the following Board members volunteered:

- **Chandra Houston to serve as the Coordinator**
- **Ayesha Khanna**
- **John Akin**
- **Richard Holmes**

Approval of Item No. 6:

Chairman Ward made a motion to select members to serve on a Bylaws Review & Officer Nominating Subcommittee to review and recommend changes/amendments to the Bylaws and to recommend a slate of officers: Vice-Chair, Secretary and optionally a Secretary/Treasurer to be considered for the next meeting. It was seconded by Richard Holmes. Approval was unanimous.

Item No. 7: Excused Absence Resolution:

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 meeting of the authority without an excuse approved by a resolution of the authority.”

Mr. Sprott introduced a resolution that will grant an excused absence to Board members who were absent for reasons acceptable to the Board. A copy of the resolution was enclosed in the Board member’s handout for their perusal.

Approval of Item No. 7:

Kenneth DeLeon made a motion to approve the proposed resolution granting an excused absence to Board Members who were absent from one or more meetings since March 15, 2011. It was seconded by Chandra Houston. Approval was unanimous.

Item No. 8: Financial Report for MILRA/MPLRA:

Mr. Sprott briefly reviewed the current financial report for the period of July 1, 2011 to August 31, 2011 for the MILRA and the MPLRA. A copy of the report was attached for the Board Members perusal.

Item No. 9: Fiscal Year 2011-2012 Budget:

Mr. Sprott stated that on June 13, 2011 the Office of Economic Adjustment awarded a \$697, 844 grant to the MILRA in anticipation of receiving additional matching funds and proceeds from the leasing of real property and that the MILRA staff has prepared a draft budget for the fiscal year 2011-2012. Mr. Sprott also stated that the total proposed budget is \$1,051,969 and proposes that the Authority receive OEA grant funding in the amount of \$697,844 to be supported by a match from the state and local government of \$200,000 plus \$154,125 in future leasing revenues plus anticipated additional development expenses of \$1,206,750 will require non-debt additional grants or funding and/or line of credit debt funding.

An operating budget breakdown and a budget worksheet were enclosed for the board member perusal.

Approval of Item No. 9:

Kenneth DeLeon made a motion to approve the MILRA budget for Fiscal Year 2011-2012. It was seconded by David Todd. Approval was unanimous.

Item No. 10: Public/Private Partnership RFQ:

Mr. Sprott stated that the MILRA has been asked by the Army to prepare a Request For Qualification (RFQ) soliciting interest in a proposed selection of a private sector development partner “Master Developer “with a view toward creating an effective public/private partnership arrangement to advance the development of the 113-acre Science and Technology Park Parcel with the Fort McPherson Master Plan.

Mr. Sprott also stated that the overview is designed to provide context only and is expected to lead to development of a formal Request for Qualifications upon further understanding and resolution of issues relating to the timing and manner of conveyance of the property and related rights within Fort McPherson by the Army to the McPherson Implementing Local Redevelopment Authority. The Master Developer selection process and all related decisions remain subject to the approval of the Board of Directors of the MILRA. He stated the MILRA also reserves the right to advance the project by entering into an intergovernmental agreement with another government agency with a view toward affecting a public-private or public-public private partnership.

Mr. Sprott stated that the MILRA has to demonstrate to the Army that they are moving to locate a Master Developer that will create jobs and he also stated that the main focus is the Science and Technology Center.

Enclosed in the Board member’s handout for their perusal was an ***“Overview of the proposed master developer selection process and related considerations concerning the redevelopment of Fort McPherson- preliminary public-private partnership framework.”***

Public Comments:

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

Executive Session:

Item No. 13: Economic Development Conveyance Application:

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 Richard Holmes. The vote was unanimous.

The Board went into Executive Session for approximately 1 hour and 3 minutes. David Todd made a motion to end the Executive Session and it was seconded by Richard Holmes. Approval was unanimous.

After the Executive Session had ended Chairman Ward asked that the meeting be reopened to the public and a vote on the EDC application would be voted on by the Board.

Approval of Item No. 13:

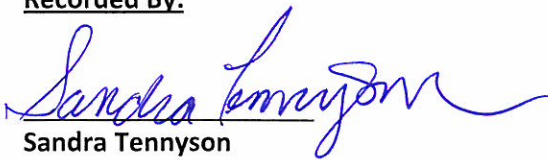
Kenneth DeLeon made a motion to approve the plan of real estate acquisition relating to the subject Fort McPherson properties and taking of all necessary and appropriate actions required by the chairman, vice chairman, secretary, treasurer and staff of MILRA relating thereto. It was seconded by Richard Holmes. Approval was unanimous.

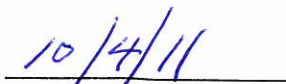
Adjournment:

Kenneth DeLeon made a motion to adjourn. It was seconded by David Todd. Approval was unanimous.

The MILRA meeting ended at approximately 3:53 p.m.

Recorded By:


Sandra Tennyson
Executive Assistant


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 7th day of September, 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 7th day of September, 2011 which was closed for the purpose of:

DELIBERATION REGARDING PERSONNEL MATTER

- X DELIBERATION REGARDING ACQUISITION OF INTEREST IN REAL ESTATE**
(To be spread on minutes upon conclusion of disposition of interest in real estate)

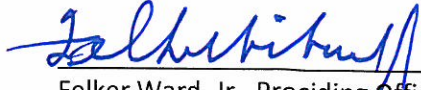
DELIBERATION REGARDING EXISTING LITIGATION

- X 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.

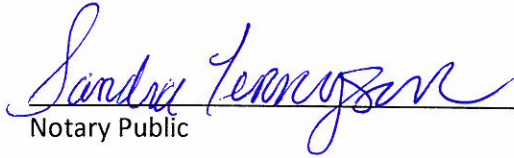
This 7th day of September, 2011.



Felker Ward, Jr., Presiding Officer

Sworn and subscribed before me
This 7th day of September, 2011.

Witnessed:



Notary Public

(SEAL)



Witness

my commission expires on the 17th of May 2015