LUMPKIN COUNTY RESOLUTION NO. 2014 – 59

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF LUMPKIN COUNTY, GEORGIA (THE "COUNTY") AUTHORIZING THE EXECUTION OF A CONTRACT BETWEEN THE COUNTY AND THE DEVELOPMENT AUTHORITY OF LUMPKIN COUNTY, GEORGIA (THE "AUTHORITY") TO SECURE PAYMENT OF TAXABLE INDUSTRIAL DEVELOPMENT REVENUE BONDS (ARCADIA LOUVERED ROOFS, INC. PROJECT), SERIES 2015 IN A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF $1,500,000 (THE "BONDS") WHICH THE AUTHORITY PROPOSES TO ISSUE IN CONNECTION WITH A CAPITAL PROJECT IN THE COUNTY; PROVIDE FOR $500,000 IN FINANCIAL ASSISTANCE IN CONNECTION WITH SUCH PROJECT; APPROVING THE EXECUTION OF A MEMORANDUM OF UNDERSTANDING IN CONNECTION WITH THE PROJECT; AND FOR OTHER RELATED PURPOSES.

W I T N E S S E T H:

WHEREAS, the Development Authority of Lumpkin County, Georgia (the "**Authority**") is a development authority and a public body corporate and politic, duly created by the Development Authorities Law of the State of Georgia, O.C.G.A. § 36-62-1, *et seq.*, as amended (the "**Act**"); and

WHEREAS, the Act provides that the Authority is created to develop and promote trade, commerce, industry and employment opportunities for the public good and the general welfare within Lumpkin County, Georgia (the "**County**"), and is authorized by the Act to issue its revenue bonds to acquire land, buildings and related personal property, which revenue bonds are required to be validated pursuant to the provisions of the Revenue Bond Law (O.C.G.A. § 36-82-60, *et seq.*); and

WHEREAS, the Authority is the owner of an approximately 3-acre site within the 400 North Industrial Park in the County (the "**Land**"); and

WHEREAS, Arcadia Louvered Roofs, Inc., a Georgia corporation (the "**Company**"), has requested the Authority to construct an approximately 32,000 square foot manufacturing building (including approximately 5,850 square feet of office space) and related improvements on the Land (the "**Improvements**"), together with building fixtures and other building equipment ("**Building Equipment**"), all as described in plans and specifications approved by the Authority and the Company; and

WHEREAS, the Authority and the Company desire that the Authority lease the Land, the Improvements and the Building Equipment (collectively, the "**Project**") to the Company for use as an aluminum louver manufacturing and distribution facility pursuant to the terms and conditions of a Lease Agreement to be entered into between the Authority and the Company (the "**Lease**"); and

WHEREAS, in order to finance a portion of the costs of the Project, the Company has requested that the Authority issue its Taxable Industrial Development Revenue Bonds (Arcadia Louvered Roofs, Inc. Project), Series 2015 in one or more series in a maximum principal amount not to exceed $1,500,000 (the "**Bonds**"); and

WHEREAS, payment of the Bonds will be secured, in part, by a pledge of rental payments paid by the Company to the Authority pursuant to the Lease; and

WHEREAS, payment of the Bonds will be further secured in accordance with the provisions of an Intergovernmental Contract, to be dated as of the date of the Bonds (the "**Contract**"), and pursuant to which the Authority will agree, among other things, to issue the Bonds and use the proceeds thereof to pay a portion of the costs of the Project in order to promote and expand for the public good and welfare, commerce and industry within the County, and the County will agree, among other things, to make payments to the Authority sufficient, when and to the extent needed, to pay the debt service on the Bonds and that such payments be pledged by the Authority to the holder of the Bonds; and

WHEREAS, in accordance with O.C.G.A. § 48-5-220(20), the County may levy and collect an annual tax to provide financial assistance to the Authority for the purpose of developing trade, commerce, industry, and employment opportunities; provided, however, that the tax for such purpose shall not exceed one mill per dollar upon the assessed value of the taxable property in the County; and

WHEREAS, in addition to financial assistance pursuant to O.C.G.A. § 48-5-220(20), the County may provide financial assistance to the Authority through other permitted sources, such as *ad valorem* tax funding for an Authority project if such project is otherwise authorized without a limitation in amount, and such as funding other than *ad valorem* taxes, and the County has determined to provide financial assistance pursuant to O.C.G.A. § 48-5-220(20) or from other permitted sources in the amount of $500,000, as contemplated in the MOU (defined below) (such assistance, the Financial Assistance); and

WHEREAS, Article IX, Section III, Paragraph I(a) of the Constitution of the State of Georgia authorizes, among other things, any county, municipality or other political subdivision of the State of Georgia to contract, for a period not exceeding fifty years, with another county, municipality or political subdivision or with any other public agency, public corporation or public authority for joint services, for the provision of services, or for the provision or separate use of facilities or equipment, provided that such contract deals with activities, services or facilities which the contracting parties are authorized by law to undertake or to provide; and

WHEREAS, the Act provides that revenue bonds issued by the Authority shall not be deemed to constitute a debt of the State of Georgia or any political subdivision thereof, and whereas no contract entered into by the Authority with any such political subdivision shall create a debt of such political subdivision within the meaning of Article IX, Section V, Paragraph I of the Constitution of the State of Georgia, but any such political subdivision

may obligate itself to make the payments required under such contract from moneys received from taxes and from any other source without creating a debt within the meaning of Article IX, Section V, Paragraph I of the Constitution of the State of Georgia; and

WHEREAS, in connection with the proposed issuance of the Bonds, the Authority and the Company will enter into a Memorandum of Understanding (the "**MOU**") with respect to the Project; and

WHEREAS, the Authority has requested that the County approve the form of the Contract and the MOU Agreement, and authorize the execution of the Contract and the acknowledgment of the MOU; and

WHEREAS, the County has been advised that the Company expects the Project to create new full-time jobs in the County and will otherwise have a favorable impact on the welfare of the County; and

WHEREAS, it is necessary and proper that the Board of Commissioners (i) approve the form of the Contract and the MOU, and (ii) authorize the Chairman to execute the Contract and execute the acknowledgment of the MOU on behalf of the County.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Lumpkin County (the "**Board**") as follows:

1. The foregoing recitals are incorporated in the body of this resolution by this reference.

2. The Board hereby approves the Contract in substantially the form attached as Exhibit A hereto, and the Chairman of the Board is hereby authorized on behalf of the County to execute the Contract. The Chairman, with the advice of the County Attorney, is authorized to agree to such changes to the Contract as may be necessary prior to execution thereof, and the execution and delivery of the Contract shall be conclusive evidence of such approval. The County Clerk is authorized to attest the execution by the Chairman of the Contract and to affix the seal of the County to such document.

3. The Board hereby approves the MOU in substantially the form attached as Exhibit B hereto, and the Chairman of the Board is hereby authorized on behalf of the County to execute the acknowledgment to the MOU. The Chairman, with the advice of the County Attorney, is authorized to agree to such changes to the MOU as may be necessary prior to execution thereof, and the execution and delivery of the acknowledgment of the MOU shall be conclusive evidence of such approval. The County Clerk is authorized to attest the execution by the Chairman of the MOU and to affix the seal of the County to such document.

4. The Chairman, with the advice of the County Attorney, is authorized and directed to cause to be prepared an answer to be filed in validation proceedings are to be filed to validate the Bonds and requesting that the Bonds and the security therefor be declared valid in all respects.

5. The Chairman, County Attorney, Clerk, and such other officials as may be required are directed to take such actions and to complete such transfers as are necessary to pay the Financial Assistance to the Authority upon execution by the County of the Contract, and to provide security for payment of the Bonds in accordance with the Resolution, and any supplemental resolutions of the Authority and to fulfill the obligations of the County pursuant to the Contract, as the same may be hereafter amended, and to take such other actions as may be required in accordance with the intents and purposes of this resolution.

6. This resolution shall take effect immediately upon its adoption.

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DULY ADOPTED this 30th day of December, 2014.

BOARD OF COMMISSIONERS
OF LUMPKIN COUNTY

By: _____
Chairman

ATTEST:

Kathleen Walker
Clerk

[SEAL]

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