



CITY COUNCIL
ATLANTA, GEORGIA

01-O-1116

AN ORDINANCE BY COUNCILMEMBERS
MICHAEL BOND, SHERRY DORSEY, VERN McCARTY,
DEBI STARNES AND CLETA WINSLOW

AS SUBSTITUTED BY: FULL COUNCIL

AN ORDINANCE OF THE CITY OF ATLANTA, GEORGIA, TO PROVIDE FOR THE ISSUANCE AND SALE OF TAX ALLOCATION BONDS (ATLANTIC STATION PROJECT), SERIES 2001, IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$75,000,000 (THE "BONDS"), FOR THE PURPOSE OF PROVIDING FUNDS TO PAY, OR TO BE APPLIED OR CONTRIBUTED TOWARD, THE COST OF (I) CLEARING, GRADING AND OTHERWISE PREPARING PROPERTY FOR REDEVELOPMENT, (II) ENVIRONMENTAL REMEDIATION OF PROPERTY, (III) DESIGN, CONSTRUCTION AND INSTALLATION OF UTILITIES SUCH AS WATER, SEWER, STORM DRAINAGE, ELECTRIC, GAS AND TELECOMMUNICATIONS, (IV) DESIGN, CONSTRUCTION AND INSTALLATION OF STREETS, SIDEWALKS, BIKEWAYS, CURBS, GUTTERS AND OTHER PUBLIC WORKS, (V) DESIGN AND CONSTRUCTION OF PARKING FACILITIES AND (VI) ANY OTHER FACILITIES AND IMPROVEMENTS LOCATED IN OR OTHERWISE RELATED TO TAX ALLOCATION DISTRICT NUMBER TWO - ATLANTIC STEEL; FOR THE PURPOSE OF PAYING EXPENSES INCIDENT TO ACCOMPLISHING THE FOREGOING; FOR THE PURPOSE OF AUTHORIZING AN INDENTURE OF TRUST, AN INTERGOVERNMENTAL AGREEMENT, A LOCAL OPTION SALES TAX DETERMINATION AGREEMENT, A PURCHASE CONTRACT, AND APPROVING A PRELIMINARY OFFERING MEMORANDUM; FOR THE PURPOSE OF DESIGNATING THE BANK OF NEW YORK AS TRUSTEE, PAYING AGENT AND REGISTRAR; FOR THE PURPOSE OF AUTHORIZING AN AUTHORIZED OFFICER TO "DEEM FINAL" THE PRELIMINARY OFFERING MEMORANDUM PURSUANT TO RULE 15C2-12 PROMULGATED BY THE SECURITIES AND EXCHANGE COMMISSION; AND FOR CERTAIN OTHER PURPOSES, ALL IN CONNECTION WITH THE ISSUANCE AND SALE OF THE FOREGOING DESCRIBED BONDS.

WHEREAS, the City of Atlanta, Georgia (the "City") is a municipal corporation of the State of Georgia and a "political subdivision" as defined in Chapter 44 of Title 36 of the Official Code of Georgia Annotated, as amended (the "Redevelopment Powers Law"); and

WHEREAS, the City is authorized pursuant to the Constitution of the State of Georgia and the various statutes of the State of Georgia, including specifically the Redevelopment Powers Law, to issue its tax allocation bonds in order to finance certain Redevelopment Costs, as defined in the Redevelopment Powers Law; and

WHEREAS, in order to encourage the development of an economically and socially depressed area in the City, the City Council of the City (the "City Council"), by Resolution 99-R-1344, adopted on October 4, 1999 and signed by the Mayor on October 5, 1999, among other matters (i) adopted the Atlantic Steel Brownfield Redevelopment Plan pursuant to the authority granted to the City under the Redevelopment Powers Law, (ii) created the Tax Allocation District Number Two - Atlantic Steel (the "Atlantic Steel TAD"), and (iii) authorized the pledge of positive



ad valorem tax allocation increments ("Tax Allocation Increments") derived from the Atlantic Steel TAD for the payment or as security for the payment of tax allocation bonds; and

WHEREAS, pursuant to the Redevelopment Powers Law, the City is authorized to finance certain Redevelopment Costs, including without limitation, (i) clearing, grading and otherwise preparing property for redevelopment, (ii) environmental remediation of property, (iii) design, construction and installation of utilities such as water, sewer, storm drainage, electric, gas and telecommunications, (iv) design, construction and installation of streets, sidewalks, bikeways, curbs, gutters and other public works, (v) design and construction of parking facilities and (vi) any other facilities and improvements located in or otherwise related to the Atlantic Steel TAD that are eligible to be financed or refinanced as Redevelopment Costs under the Redevelopment Powers Law (collectively, the "Project"); and

WHEREAS, it is proposed that the City finance a portion of the costs of the Project through the issuance of its Tax Allocation Bonds (Atlantic Station Project), Series 2001 (the "Bonds"), in the aggregate principal amount of not to exceed \$75,000,000; and

WHEREAS, the Bonds shall be authorized and issued pursuant to the terms of an Indenture of Trust (the "Indenture") between the City and The Bank of New York, as trustee (the "Trustee"); and

WHEREAS, the Board of Commissioners of Fulton County, Georgia ("the Board of Commissioners"), by resolution adopted on November 29, 1999, and the Board of Education of the City (the "Atlanta School Board"), by resolution adopted on December 13, 1999, consented to the inclusion of their respective shares of positive ad valorem tax increments derived from the Atlantic Steel TAD as security for the Bonds; and

WHEREAS, the City Council by Resolution 99-R-1344 and the Board of Commissioners by the resolution adopted on November 29, 1999, consented to the inclusion of the portion of general fund revenues derived from the Atlantic Steel TAD that is attributable to local option sales taxes ("Local Option Sales Tax Revenues") as further security for the Bonds for a specified period; and

WHEREAS, in evaluating the additional security provided by the Local Option Sales Tax Revenues, the City's advisors have determined that there is no existing means of determining the exact amount of annual Local Option Sales Tax Revenues of the City and Fulton County, Georgia ("Fulton County") that is attributable to the Atlantic Steel TAD; and

WHEREAS, it is proposed that the City and Fulton County enter into a Local Option Sales Tax Determination Agreement (the "Determination Agreement") under which the procedures for determining the amount and allocation of the Local Option Sales Tax Revenues between the City and Fulton County shall be set forth; and

WHEREAS, the City Council, pursuant to the authority granted to the City under Article IX, Section II, Paragraph VI of the Constitution of the State of Georgia, by Ordinance 01-0-0223 adopted on February 19, 2001, created a special district approved by the Mayor on February 24, 2001, (the "Special District"), the boundaries of which are substantially coterminous with those of the Atlantic Steel TAD; and



WHEREAS, as further security for the Bonds, it is proposed that the City and the Downtown Development Authority of the City of Atlanta (the "DDA") shall enter into an Intergovernmental Agreement (the "Intergovernmental Agreement") under which (a) the City will agree (i) to levy a special district tax (the "Special District Tax") in the Special District and (ii) to pay the proceeds of the Special District Tax to the Trustee, as assignee of the DDA, and (b) the DDA will agree to issue its revenue bonds pursuant to which the DDA will cause amounts payable under the Intergovernmental Agreement (the "DDA Revenues") to be paid to the Trustee; and

WHEREAS, as further security for the Bonds, Atlantic Station, LLC, a Delaware limited liability company, as developer, shall deliver a letter of credit, bond insurance policy or other form of security instrument in an amount not to exceed the maximum amount permitted by Treasury Regulations Section 1.141-4(b)(2) (the "Private Payment Guarantee") to secure the payment of a portion of the principal of, premium, if any, and interest on the Bonds; and

WHEREAS, it is proposed that in order to accomplish the sale of the Bonds, the City should enter into a Purchase Contract (the "Purchase Contract") with A.G. Edwards & Sons, Inc. (the "Underwriter") and the other parties thereto, the terms of which will provide for the purchase of the Bonds; and

WHEREAS, it is proposed that in order to facilitate the purchase of the Bonds, the City should provide for the use and distribution by the Underwriter of a Preliminary Offering Memorandum (the "Preliminary Offering Memorandum") and a final Offering Memorandum (the "Offering Memorandum"); and

WHEREAS, it is also proposed that the City should authorize the Mayor or the Chief Financial Officer of the City to "deem final" the Preliminary Offering Memorandum within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934; and

NOW, THEREFORE, be it ordained by the City Council, and it is hereby ordained by authority of the same, as follows:

Section 1. Authority for Ordinance. This Ordinance is adopted pursuant to the provisions of the Constitution and the laws of the State of Georgia.

Section 2. Findings. It is hereby ascertained, determined and declared that:

(a) the financing of the costs of the Project is a lawful and valid undertaking pursuant to the Redevelopment Powers Law;

(b) the payments from the Tax Allocation Increments, Local Option Sales Tax Revenues, and DDA Revenues to be received by the Trustee and the payments under the Private Payment Guarantee will be fully sufficient to pay the principal of, redemption premium, if any, and interest on the Bonds as the same become due; and

(c) the Bonds will constitute only limited obligations of the City and will be payable solely from the revenues to be assigned and pledged to the payment thereof and will not constitute a debt or a general obligation or a pledge of the faith and credit of the State of Georgia or any political subdivision, county or independent board of education



thereof, including the City, Fulton County, and the Atlanta School Board and will not directly or indirectly obligate such State or political subdivision, county or independent board of education thereof, including the City, Fulton County, and the Atlanta School Board, to levy or to pledge any form of taxation whatever for the payment thereof.

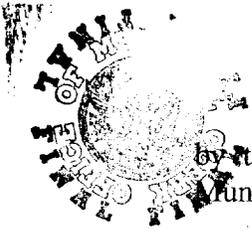
Section 3. Authorization of the Financing of the Project. The financing of all or a portion of the cost of the Project by using the proceeds of the sale of the Bonds is hereby authorized.

Section 4. Authorization of Bonds. For the purpose of financing the Project, the issuance of not to exceed \$75,000,000 in aggregate principal amount of tax allocation bonds of the City known as "Tax Allocation Bonds (Atlantic Station Project), Series 2001," is hereby authorized. The Bonds shall be dated, bear interest, be subject to redemption prior to maturity and be payable as set forth in Articles II and III of the Indenture, provided that the Bonds shall mature on December 1, 2024, the interest rate on the Bonds shall not exceed 9.0% per annum and the maximum principal and interest due in any year shall not exceed \$8,218,150. The City shall adopt a supplemental ordinance prior to the issuance of the Bonds approving the final principal amount, interest rate or rates and debt service schedule. The Bonds shall be issued as registered bonds without coupons in denominations of \$5,000 or whole multiples thereof, with such rights of exchangeability and transfer of registration and shall be in the form and executed and authenticated in the manner provided in the Indenture. The term "Bonds" as used herein shall be deemed to mean and include the Bonds as initially issued and delivered and Bonds issued in exchange therefor or in exchange for Bonds previously issued.

Any Bonds hereafter issued in exchange or for transfer of registration for the Bonds initially issued and delivered pursuant to the Indenture shall be executed in accordance with the provisions of the Indenture and such execution by the Mayor and the Municipal Clerk, whether present or future, is hereby authorized. A certificate of validation shall be endorsed upon each of such Bonds hereafter issued, and the Clerk of the Superior Court of Fulton County, Georgia, is instructed to execute such certificate of validation upon the written request of the Trustee or the City, specifying that such Bonds are being issued in exchange or for transfer of registration for one of the Bonds issued and delivered to the initial purchaser or purchasers thereof or one of the Bonds previously issued in exchange therefor.

Section 5. Authorization of Indenture. In order to secure the payment of the principal of, redemption premium, if any, and interest on the Bonds herein authorized, and in order to secure the performance and observance of all the agreements and conditions in the Bonds, the execution, delivery and performance of the Indenture relating to the Bonds by and between the City and the Trustee are hereby authorized. The Indenture shall be in substantially the form attached hereto as Exhibit "1," subject to such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of the Indenture by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

Section 6. Authorization of Determination Agreement. The execution, delivery and performance of the Determination Agreement by and between the City and Fulton County are hereby authorized. The Determination Agreement shall be in substantially the form attached hereto as Exhibit "2," subject to such minor changes, insertions or omissions as may be approved



by the Mayor, and the execution of the Determination Agreement by the Mayor and the Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

Section 7. Authorization of Intergovernmental Agreement. The execution, delivery and performance of the Intergovernmental Agreement by and between the City and the DDA are hereby authorized. The Intergovernmental Agreement shall be in substantially the form attached hereto as Exhibit "3," subject to such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of the Intergovernmental Agreement by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

Section 8. Authorization of Purchase Contract. The execution, delivery and performance of the Purchase Contract providing for the purchase of the Bonds, by and between the City, the Underwriter and the other parties thereto are hereby authorized. The Purchase Contract shall be in substantially the form attached hereto as Exhibit "4," subject to minor changes, insertions or omissions as may be approved by the Mayor and the execution of the Purchase Contract by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval. Anything herein or in the Purchase Contract to the contrary notwithstanding, the Chief Financial Officer of the City is hereby authorized to execute the Purchase Contract in the event of the absence or incapacity of the Mayor.

Section 9. Authorization of Offering Memorandum; Authorization to "Deem Final" Preliminary Offering Memorandum. The use and distribution of the Preliminary Offering Memorandum and a final Offering Memorandum with respect to the Bonds are hereby authorized and approved, and said Preliminary Offering Memorandum and said final Offering Memorandum shall be in substantially the form attached hereto as Exhibit "5," subject to such minor changes, insertions or omissions as may be approved by the Mayor. The Mayor is hereby authorized to "deem final" the Preliminary Offering Memorandum in accordance with Rule 15c2-12 promulgated under the Securities Exchange Act of 1934. Anything herein to the contrary notwithstanding, the Chief Financial Officer of the City is hereby authorized to "deem final" the Preliminary Offering Memorandum in the event of the absence or incapacity of the Mayor. The execution of such "deemed final certificate" of the Preliminary Offering Memorandum by the Mayor or the Chief Financial Officer of the City and the execution of the final Offering Memorandum by the Mayor as hereby authorized shall be conclusive evidence of any such approval.

Section 10. Designation of Trustee, Paying Agent, and Registrar. The Bank of New York, a banking corporation organized and existing under and by virtue of the laws of the State of New York and having a corporate trust office in the City, is hereby designated Trustee, Paying Agent and Registrar for the Bonds.

Section 11. Execution of Bonds. The Bonds shall be executed in the manner provided in the Indenture and the same shall be delivered to the Trustee for proper authentication and delivery to the Underwriter with instructions to that effect as provided in the Indenture.

Section 12. Validation of Bonds. The Mayor is hereby authorized and directed to immediately notify the District Attorney of the Atlanta Judicial Circuit of the action taken by the



City, to request the District Attorney to institute a proceeding to confirm and validate the Bonds and to pass upon the security therefor, and the Mayor and the Municipal Clerk are further authorized to acknowledge service and make answer in such proceeding.

Section 13. Non-Arbitrage Certification. Any officer of the City is hereby authorized to execute one or more non-arbitrage certifications with respect to the Bonds or any series thereof in order to comply with Section 148 of the Code, and the applicable Treasury Regulations thereunder.

Section 14. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the Intergovernmental Agreement, the Indenture, the Determination Agreement or the Purchase Contract shall be deemed to be a stipulation, obligation or agreement of any officer, director, agent or employee of the City in his individual capacity, and no such officer, director, agent or employee shall be personally liable on the Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 15. General Authority. From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents and employees of the City are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the documents as authorized herein and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the issuance of the Bonds and in conformity with the purposes and intents of this Ordinance.

The Mayor and the Municipal Clerk are hereby authorized and directed to prepare and furnish to the purchasers of the Bonds, when the Bonds are issued, certified copies of all the proceedings and records of the City relating to the Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the City as to the truth of all statements contained therein.

Section 16. Actions Approved and Confirmed. All acts and doings of the officers of the City which are in conformity with the purposes and intents of this Ordinance and in furtherance of the issuance of the Bonds and the execution, delivery and performance of the Indenture, the Intergovernmental Agreement, the Determination Agreement and the Purchase Contract and the approval of the Offering Memorandum, shall be, and the same hereby are, in all respects approved and confirmed.

Section 17. Severability of Invalid Provision. If any one or more of the agreements or provisions herein contained 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 or of the Bonds authorized hereunder.



Section 18. Repealing Clause. All ordinances or parts thereof of the City in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 19. Effective Date. This Ordinance shall take effect immediately upon its adoption.

A true copy,

Rhonda Daughtry Johnson
Municipal Clerk, CMQ

ADOPTED by the Council
APPROVED by the Mayor

SEP 17, 2001
SEP 25, 2001

RCS# 3128
9/17/01
7:05 PM

Atlanta City Council

Regular Session

01-O-1116

Regarding Tax Allocation Bonds
for Atlantic Station
ADOPT ON SUB

YEAS: 13
NAYS: 0
ABSTENTIONS: 0
NOT VOTING: 2
EXCUSED: 1
ABSENT 0

NV McCarty	Y Dorsey	Y Moore	Y Thomas
Y Starnes	Y Woolard	Y Martin	Y Emmons
Y Bond	Y Morris	E Maddox	Y Alexander
Y Winslow	Y Muller	Y Boazman	NV Pitts

01-O-1116

LARGE ATTACHMENT:

DOCUMENT(S),

MANUAL(S)

OR

MAP(S)

NOT COPIED,

PULL ORIGINAL

FOR COPY OR TO VIEW

01-0-1116

(Do Not Write Above This Line)

AN ORDINANCE

BY

[Handwritten signatures]

AN OF THE CITY OF ATLANTA, GEORGIA, TO PROVIDE FOR THE ISSUANCE AND THE SALE OF TAX ALLOCATION BONDS (ATLANTIC STATION PROJECT) SERIES 2001, IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$ (THE "BONDS") FOR THE PURPOSE OF PROVIDING FUNDS TO PAY, OR TO BE APPLIED OR CONTRIBUTED TOWARDS THE COST OF (I) CLEARING, GRADING AND OTHERWISE PREPARING THE ATLANTIC STATION PROPERTY FOR REDEVELOPMENT; (II) ENVIRONMENTAL REMEDIATION OF THE ATLANTIC STATION PROPERTY, (III) DESIGN, CONSTRUCTION AND THE INSTALLATION OF STREETS, SIDEWALKS, B-KEWAYS, CURBS, GUTTERS AND OTHER PUBLIC WORKS AND (V) DESIGN AND CONSTRUCTION OF PARKING FACILITIES TO BE LOCATED WITHIN THE TAX ALLOCATION DISTRICT NUMBER TWO- ATLANTIC STEEL; AND FOR OTHER PURPOSES
TABLED By Voice Vote - 8/16/01

- ADOPTED BY**
- CONSENT REFER
 - REGULAR REPORT REFER
 - ADVERTISE & REFER
 - 1st ADOPT 2nd READ & REFER SEP 17 2001
 - PERSONAL PAPER REFER
- COUNCIL**

Date Referred *7/16/01*

Referred To: *Finance/Executive*

Date Referred

Referred To:

Date Referred

Referred To:

First Reading

Committee _____
 Date _____
 Chair _____
 Referred to _____

Committee *FIN EXEC*
 Date *8-1-01*
 Chair _____
 Action: _____
 Fav, Adv, Hold (see rev. side) _____
 Other: *Forwarded to Board*
 Members: *See Board*

Committee _____
 Date _____
 Chair _____
 Action: _____
 Fav, Adv, Hold (see rev. side) _____
 Other: _____
 Members _____

FINAL COUNCIL ACTION

2nd 1st & 2nd 3rd
 Readings

Consent V Vote RC Vote

CERTIFIED

CERTIFIED

SEP 17 2001

ATLANTA CITY COUNCIL PRESIDENT

[Signature]

CERTIFIED

SEP 17 2001

[Signature]
 DEPUTY MUNICIPAL CLERK

MAYOR'S ACTION

CERTIFIED

SEP 17 2001

[Signature]