



A RESOLUTION

BY TRANSPORTATION COMMITTEE

04- R -1981

A RESOLUTION AUTHORIZING THE MAYOR OR HER DESIGNEE TO EXECUTE A MEMORANDUM OF AGREEMENT WITH THE CITY OF COLLEGE PARK AND THE COLLEGE PARK BUSINESS AND INDUSTRIAL DEVELOPMENT AUTHORITY TO PROVIDE FINANCING FOR CERTAIN CAPITAL IMPROVEMENTS ASSOCIATED WITH THE CONSOLIDATED RENTAL CAR FACILITY (CONRAC) PROJECT OF THE HARTSFIELD-JACKSON DEVELOPMENT PROGRAM; AND FOR OTHER PURPOSES.

WHEREAS, the City of Atlanta (the "City") owns and operates the Hartsfield-Jackson Atlanta International Airport (the "Airport"); and

WHEREAS, the Airport is undergoing a major expansion, including the construction of a Consolidated Rental Car Facility (CONRAC) Project which will relocate all car rental agency operations from the Airport terminal to a site in College Park; and

WHEREAS, the City of College Park ("College Park"), the College Park Business and Industrial Development Authority (the "Authority") and the City entered into an Intergovernmental Agreement dated March 16, 2000, setting forth their mutually satisfactory understanding regarding issues pertaining to the Airport expansion; and

WHEREAS, College Park has prepared roadways and infrastructure to serve the CONRAC Facility and has cooperated with the City in the acquisition of the CONRAC site; and

WHEREAS, College Park and the Authority offer to provide financing for the City for the CONRAC Facility project.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF ATLANTA, GEORGIA, that the Mayor or her designee be and hereby is authorized to execute, on behalf of the City of Atlanta, a Memorandum of Agreement with College Park and the College Park Business and Industrial Development Authority, agreeing in principle that the Authority will provide financing for the CONRAC Facility project, subject to certain conditions set forth in the Memorandum of Agreement attached hereto.

BE IT FURTHER RESOLVED that the City Attorney be and hereby is directed to finalize said Memorandum of Agreement for execution by the Mayor.

BE IT FINALLY RESOLVED that said Memorandum of Agreement shall not become binding upon the City, and the City shall incur no obligation or liability thereunder until the same has been signed by the Mayor and delivered to the City of College Park.

A true copy,

Rhonda Daughin Johnson
Municipal Clerk, CMC

ADOPTED by the Council
APPROVED by the Mayor

DEC 06, 2004
DEC 10, 2004

MEMORANDUM OF AGREEMENT

WHEREAS, the City of Atlanta owns and, through its department of Aviation, operates Hartsfield-Jackson Atlanta International Airport; and

WHEREAS, a significant portion of the airport lies within the corporate limits of the City of College Park; and

WHEREAS, in March 2000 the City of Atlanta (“Atlanta”), the City of College Park (“College Park”) and the College Park Business and Industrial Development Authority (Authority”) entered into an Intergovernmental agreement to permit Atlanta to expand the Airport further into College Park, to consent to Atlanta’s exercise of the power of eminent domain in College Park, to acquire public property, to close streets and roadways and other necessary actions in the Airport Fifth Runway Project; and

WHEREAS, as a part of the Capital Improvement Program (CIP), Atlanta wishes to relocate all car rental agency operations from the Airport terminal area to a site in College Park adjacent to the Georgia International Convention Center and Hotel district, which site has been purchased by Atlanta and incorporated into the Airport layout plan expanding the Airport as approved by the Federal Aviation Administration; and

WHEREAS, College Park, in anticipation of the new Consolidated Car Rental Facility (“CONRAC”), has prepared roadways and infrastructure to serve the facility; and

WHEREAS, the plans for CONRAC call for the Car Rental Agency structure to be served by an automated people mover system (“APM”) and an access road from the Airport terminal; and

WHEREAS, College Park and Authority have cooperated with Atlanta in the acquisition of the CONRAC site; have planned for the alignment of structures to accommodate the APM and have granted, without charge, easements for the APM; and

WHEREAS, College Park has, at its expense, provided professional services and surveys to assist Atlanta in applications to the Federal Aviation Administration ("FAA") for approval for the use of Airline Passenger Facility Charges ("PFC") to fund APM and access road; and

WHEREAS, pursuant to the Intergovernmental Agreement dated March 16, 2000 College Park and the Authority agreed to reimburse Atlanta for a portion of the cost of building and operating the APM; and

WHEREAS, College Park has cooperated and assisted Atlanta in the Airport Fifth Runway Expansion program in many ways; and

WHEREAS, College Park has adopted restrictive acoustical building codes to reduce the potential for claims against Atlanta due to airport operations; and

WHEREAS, College Park has approved a Right of Flight Easement that permits heavier aircraft payloads over a portion of College Park, thereby increasing airport revenues; and

WHEREAS, College Park has agreed in principle to a change in the sewer line routing that saved Atlanta considerable construction funds; and

WHEREAS, in the spirit of continued co-operation and mutual benefit College Park through the Authority offers and desires to provide conduit financing for the CONRAC Project, including the Automated People Mover System.



NOW, therefore, in consideration of the premises, and the mutual covenants, promises, agreements, representations hereinafter set forth, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Atlanta, College Park and the Authority do hereby covenant, promise, agree and represent as follows:

1.

College Park and the Authority and Atlanta will enter into an Intergovernmental Agreement whereby the Authority will issue bonds for the CONRAC project.

2.

A portion of the debt service for the APM and the access road and bridge to serve the car rental facility will be funded by air Passenger Facilities Charges collected by Atlanta and further secured by a subordinate lien on Airport general revenues under the hybrid PFC bond structure utilized by Atlanta. College Park, the Authority and Atlanta acknowledge, understand and agree that College Park, the Authority and Atlanta must obtain approval from the Federal Aviation Administration prior to College Park's issuance of the bonds that will be funded and secured by air Passenger Facility Charges.

3.

The debt service for the Car Rental Facility will be funded by rental car Customer Facilities Charges collected by Atlanta.

4.

Bond proceeds will be placed with a Trustee approved by the Atlanta Chief Financial Officer, College Park and the Authority such as a U. S. bank.



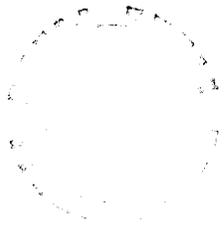
Atlanta will have exclusive control of the Trust account and funds will be withdrawn from the Trust Account only upon the approval and request by the Atlanta designee, under terms and conditions acceptable to the Atlanta Chief Financial Officer.

5.

College Park and the Authority recognize the value of market timing in the sale of bonds and commit to a responsive and prompt expedited process. Nevertheless, if College Park and the Authority cannot close on the bond sale and make the proceeds available to Atlanta within three (3) months following approval by the Atlanta City Council and the Federal Aviation Administration, Atlanta may seek alternate means of obtaining the financing which is the subject of this Memorandum of Agreement.

6.

In consideration of Atlanta allowing the Authority to issue bonds for the CONRAC project, and recognizing the numerous permits, governmental approvals and regulatory constraints that must be satisfied before commencing construction of the project, College Park and the Authority agree to amend that INTERGOVERNMENTAL AGREEMENT BETWEEN THE CITY OF COLLEGE PARK, GEORGIA, THE COLLEGE PARK BUSINESS AND INDUSTRIAL DEVELOPMENT AUTHORITY AND THE CITY OF ATLANTA, GEORGIA, DATED AS OF MARCH 16, 2000, to relieve Atlanta from the obligation to commence construction of the "CONRAC FACILITY", within five (5) years from the date of the Deed for the purchase of the property by Atlanta from College Park and the Authority by extending the date for commencement by one (1) year.



7.

College Park and the Authority commits to Atlanta that the total cost of the financing will be no more and possibly less than the total cost if the financing was completed by Atlanta. Accordingly, all costs of issuance will be approved by the Atlanta Chief Financial Officer.

8.

The Car Rental Facility, the Automatic People Mover and access road will be owned, controlled, and operated by Atlanta.

9.

Atlanta will determine the scope of the project and the amount of financing needed for the CONRAC Project.

10.

Atlanta will design and construct the CONRAC Project, including the APM and access roads.

11.

All existing studies, consulting reports and materials will be utilized and their cost reimbursed to Atlanta from bond proceeds, including all existing and future consultant and administrative costs.

12.

College Park will have a representative present for consulting and coordination during the planning, design and construction of the Automatic People Mover System as it relates to an interim station located within the GICC-Gateway Hotel Complex property.

13.

College Park and the Authority represent they are in full compliance with Atlanta's EBO Program and state that they have engaged minority participation in the professionals associated with the proposed financing. It is the policy of The City of College Park and The College Park Business and Industrial Development Authority to require minority participation on all contracts and services.

14.

The underwriting team selected by College Park is Knox Wall, Goldman Sachs, Jackson Securities and Doley Securities. Jackson Securities and Doley Securities are 100% minority bond-underwriting firms, which together will have a participation of no less than 40% in this issue.

The bond counsel selected by College Park is Kilpatrick Stockton and George L. Howell. George L. Howell and Associates is a minority firm with a one third participation. Kilpatrick Stockton and George L. Howell have been approved by The City of Atlanta and as a team is currently acting as bond counsel on other City of Atlanta bond issues.

The co-underwriters counsels are McGuire Woods LLP and Thomas, Kennedy, Sampson & Patterson, a minority firm.

Joe M. Harris, Jr. of Glaze, Harris, Arnold & Mack, P.C., is General Counsel to the College Park Business and Industrial Authority. Robert L. Mack, Jr. is an African-American and a full partner in the firm. The firm has one associate attorney, Stephanie K. Jones, an African-American female.

15.

This Agreement shall be effective on the date of execution by the last authorized official representing each party.

COLLEGE PARK:

CITY OF COLLEGE PARK, GEORGIA

This ____ day of _____, 2004.

By: _____
Jack Longino
Mayor

ATTESTED TO:

By: _____
Lakeitha Reeves
City Clerk
[SEAL]

AUTHORITY

**COLLEGE PARK BUSINESS
AND INDUSTRIAL DEVELOPMENT
AUTHORITY**

This ____ day of _____, 2004.

By: _____
Walter Bellamy

ATTESTED TO:

By: _____
Secretary
[SEAL]



ATLANTA

CITY OF ATLANTA, GEORGIA

This ___ day of _____, 2004.

By: _____
Shirley Franklin
Mayor

ATTESTED TO:

By: _____
Clerk
[SEAL]

Recommended:

By: _____
Chief Operating Officer

Recommended:

By: _____
Aviation General Manager

Recommended:

By: _____
Chief Financial Officer

Recommended:

By: _____
City Attorney

RCS# 6362
12/06/04
8:17 PM

Atlanta City Council

Regular Session

04-R-1981 MEMO OF AGRMNT W/COCP & CP BUSI & INDUST
 DEV AUTH FINANCING W/CONRAC PROJECT
 ADOPT

YEAS: 14
NAYS: 0
ABSTENTIONS: 0
NOT VOTING: 1
EXCUSED: 1
ABSENT 0

Y Smith	Y Archibong	Y Moore	Y Mitchell
Y Starnes	Y Fauver	Y Martin	E Norwood
Y Young	Y Shook	Y Maddox	Y Willis
Y Winslow	Y Muller	Y Sheperd	NV Borders

04-1981

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A RESOLUTION

BY TRANSPORTATION COMMITTEE

A RESOLUTION AUTHORIZING THE MAYOR OR HER DESIGNEE TO EXECUTE A MEMORANDUM OF AGREEMENT WITH THE CITY OF COLLEGE PARK AND THE COLLEGE PARK BUSINESS AND INDUSTRIAL DEVELOPMENT AUTHORITY TO PROVIDE FINANCING FOR CERTAIN CAPITAL IMPROVEMENTS ASSOCIATED WITH THE CONSOLIDATED RENTAL CAR FACILITY (CONRAC) PROJECT OF THE HARTSFIELD-JACKSON DEVELOPMENT PROGRAM; AND FOR OTHER PURPOSES.

ADOPTED BY

DEC 06 2004

COUNCIL

- CONSENT REFER
- REGULAR REPORT REFER
- ADVERTISE & REFER
- 1st ADOPT 2nd READ & REFER
- PERSONAL PAPER REFER

Date Referred

Referred To:

Date Referred

Referred To:

Date Referred

First Reading

Committee _____
 Date _____
 Chair W.D.
 Referred To _____

TRANSPORTATION

12/16/04 Date

Chair

Fav, Adv, Hold (see rev. side) Other

Members

Joseph M. Sheppard

Refer To

TRANSPORTATION

12/16/04 Date

Chair

Action

Fav, Adv, Hold (see rev. side) Other

Members

Refer To

William T. 1988

Dean Mueller

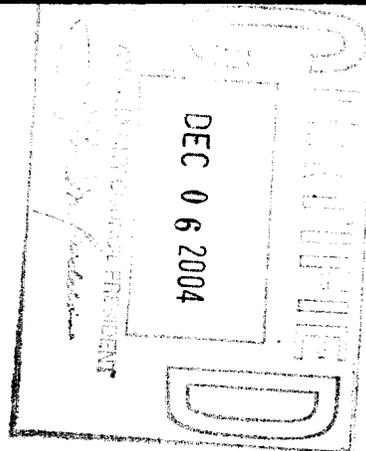
Refer To

FINAL COUNCIL ACTION

- 2nd
- 1st & 2nd Readings
- Consent
- V Vote
- RC

CERTIFIED

DEC 06 2004



MAYOR'S ACTION

Mayor's Signature

DEC 10 2004