

14-R-3003
(Do Not Write Above This Line)

A RESOLUTION SUPPLEMENTING THAT BOND FINANCING ORDINANCE 11-0-0152 ADOPTED BY THE ATLANTA CITY COUNCIL ON FEBRUARY 21, 2011 AND APPROVED BY THE MAYOR ON MARCH 2, 2011, AND AS AMENDED BY FINANCING ORDINANCE 11-0-1680 ADOPTED ON NOVEMBER 21, 2011 AND APPROVED NOVEMBER 30, 2011 TO, AMONG OTHER THINGS, PROVIDE FOR THE ISSUANCE AND SALE BY THE CITY OF ATLANTA OF ITS TAX ALLOCATION BONDS (PERRY BOLTON PROJECT), SERIES 2014, IN AN AMOUNT NOT TO EXCEED THIRTY-FIVE MILLION DOLLARS \$35,000,000.00 (THE "BONDS"), WITHIN CERTAIN PARAMETERS PREVIOUSLY ESTABLISHED BY THE CITY, INCLUDING THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT, INTEREST RATES, MATURITY AMOUNTS, MATURITY DATES, REDEMPTION PROVISIONS, ANNUAL SINKING FUND INSTALLMENTS, AND THE DEBT SERVICE RESERVE REQUIREMENT WITH RESPECT THERETO; RATIFY CERTAIN PRIOR ACTIONS OF THE CITY COUNCIL AND CERTAIN OFFICERS AND AGENTS OF THE CITY WITH RESPECT TO THE ISSUANCE AND SALE OF THE BONDS; AUTHORIZE AND APPROVE THE PREPARATION, USE AND DISTRIBUTION OF A FINAL OFFICIAL STATEMENT IN CONNECTION WITH THE OFFER AND SALE OF THE FOREGOING DESCRIBED BONDS; PROVIDE AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.

substitute

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

Date Referred: 1/6/14
 Referred To: Tom Gore
 Date Referred:
 Referred To:
 Date Referred:
 Referred To:

First Reading
 Committee _____
 Date _____
 Chair _____
 Referred To _____

Committee: 5w. Committee
 Date: 1-15-14
 Chair: [Signature]
 Action: [Signature]
 Fav, Adv, Hold (see rev. side): [Signature]
 Other: [Signature]
 Members: [Signature]
 [Signature]
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 Refer To: [Signature]

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

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

FINAL COUNCIL ACTION
 2nd 1st & 2nd 3rd
 Readings
 Consent V Vote FC Vote

CERTIFIED
 FEB 03 2014
 ATLANTA CITY COUNCIL PRESIDENT
 [Signature]

CERTIFIED
 FEB 03 2014
 MAYOR'S ACTION
 [Signature]

MAYOR'S ACTION
 [Signature]
 [Signature]
 2/3/14

**A RESOLUTION
BY COUNCILMEMBER MOORE**

AS SUBSTITUTED BY THE ATLANTA CITY COUNCIL

A SUBSTITUTE RESOLUTION SUPPLEMENTING THAT BOND ORDINANCE 11-O-0152 ADOPTED BY THE ATLANTA CITY COUNCIL ON FEBRUARY 21, 2011 AND APPROVED BY THE MAYOR ON MARCH 2, 2011, AND AS AMENDED BY BOND ORDINANCE 11-O-1680 ADOPTED ON NOVEMBER 21, 2011 AND APPROVED NOVEMBER 30, 2011 TO, AMONG OTHER THINGS, PROVIDE FOR THE ISSUANCE AND SALE BY THE CITY OF ATLANTA OF ITS TAX ALLOCATION BONDS (PERRY BOLTON PROJECT), SERIES 2014, IN AN AMOUNT NOT TO EXCEED THIRTY-FIVE MILLION DOLLARS \$35,000,000.00 (THE "BONDS"), WITHIN CERTAIN PARAMETERS PREVIOUSLY ESTABLISHED BY THE CITY, INCLUDING THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT, INTEREST RATES, MATURITY AMOUNTS, MATURITY DATES, REDEMPTION PROVISIONS, ANNUAL SINKING FUND INSTALLMENTS, AND THE DEBT SERVICE RESERVE REQUIREMENT WITH RESPECT THERETO; RATIFY CERTAIN PRIOR ACTIONS OF THE CITY COUNCIL AND CERTAIN OFFICERS AND AGENTS OF THE CITY WITH RESPECT TO THE ISSUANCE AND SALE OF THE BONDS; AUTHORIZE AND APPROVE THE PREPARATION, USE AND DISTRIBUTION OF A FINAL OFFICIAL STATEMENT IN CONNECTION WITH THE OFFER AND SALE OF THE FOREGOING DESCRIBED BONDS; PROVIDE AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.

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, pursuant to Ordinance No. 11-O-0152 adopted by City Council on February 21, 2011, and approved as per City Charter Section 2-403 on March 2, 2011, as amended pursuant to Ordinance No. 11-O-1680 adopted on November 21, 2011, and approved, as per City Charter Section 2-403, on November 30, 2011 (collectively, the "Bond Ordinance"), the City has authorized the issuance of the Bonds in an aggregate principal amount not to exceed \$35,000,000; and

WHEREAS, the Bonds have been offered for sale pursuant to the terms of a Preliminary Official Statement, dated January 15, 2014, and the Bonds have been purchased by the initial purchasers thereof pursuant to a Bond Purchase Agreement, dated February 3, 2014 (the "Bond Purchase Agreement") between the City and Raymond James and Associates, Inc., acting on

behalf of itself and the underwriters named therein (the “Underwriters”) as the purchasers thereof, and the aggregate principal amounts, annual principal payments (whether at maturity or through mandatory sinking fund redemption) and initial variable interest rate have been finalized pursuant thereto; and

WHEREAS, the City desires to approve the final terms of the Bonds established pursuant to the Bond Purchase Agreement.

NOW, THEREFORE, be it resolved by the Council of the City of Atlanta, as follows:

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

Section 2. Ratification of Prior Actions. All actions heretofore taken by the City Council and the officers and agents of the City directed toward the issuance and sale of the Bonds are hereby ratified, approved, and confirmed in all respects.

Section 3. Bond Details. The City Council of the City hereby approves the terms of the Bonds as hereinafter provided:

\$21,000,000
 CITY OF ATLANTA, GEORGIA
 TAX ALLOCATION BONDS
 (PERRY BOLTON PROJECT), SERIES 2014

<u>Maturity</u> <u>July 1</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>Price</u>
2014	\$1,415,000	2.000%	0.295%	100.647%
2015	905,000	2.000	0.740	101.727
2016	925,000	3.000	1.170	104.283
2017	955,000	3.000	1.480	104.993
2018	980,000	3.000	1.900	104.601
2019	1,010,000	3.000	2.250	103.779
2020	1,040,000	4.000	2.720	107.448
2021	1,080,000	4.000	3.120	105.758
2022	1,125,000	4.000	3.470	103.822
2023	1,170,000	3.500	3.710	98.346
2024	1,210,000	3.625	3.860	98.002
2025	1,255,000	3.750	3.990	97.818
2026	1,305,000	4.000	4.100	99.032
2027	1,355,000	4.000	4.170	98.266
2028	1,410,000	4.125	4.260	98.555

\$1,485,000 — 5.00% Term Bond, Due July 1, 2034
 Yield 4.750%, Price 101.869% (priced to the par call date of July 1, 2023)



\$2,375,000 — 5.00% Term Bond, Due July 1, 2041
Yield 5.00%, Price 100.000%

Section 4. Optional Redemption of Bonds. The Bonds maturing on and after July 1, 2024, are subject to optional redemption prior to maturity at the option of the City on or after July 1, 2023, in whole or in part on any date at a redemption price of 100% of the principal amount being redeemed, plus accrued interest to the redemption date.

Section 5. Extraordinary Mandatory Redemption. The Bonds are subject to extraordinary mandatory redemption, in part, on any date, at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the redemption date to the extent a Developer reimburses the City for the disbursement of proceeds of the Bonds upon a default under the related Development Agreement. The principal amount of Bonds to be redeemed shall be an amount equal to the sum of (a) the amount, if any, of Bonds reimbursed by the Developer to the City, (b) any net proceeds of the Bonds remaining on deposit in a Series 2014 Project Account for the related Development, (c) a proportionate amount on deposit in the Series 2014 Debt Service Reserve Account, and (d) any money paid by such Developer to the Trustee as reimbursement for a proportionate amount of costs of issuance of the Bonds. Bonds to be redeemed pursuant to this paragraph shall be redeemed on a reasonably proportionate basis among each maturity of the Bonds.

Section 6. Extraordinary Optional Redemption. The Bonds are subject to extraordinary optional redemption, in whole or in part, on any date, at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the redemption date to the extent Tax Allocation Increments are on deposit in the Special Fund that are not then expected to be applied to the payment of Redevelopment Costs.

Section 7. Mandatory Redemption. The Bonds are subject to mandatory redemption prior to maturity in each of the years set forth below, in part, in each case at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the redemption date, from mandatory sinking fund installments which are required to be made in amounts sufficient to redeem on the dates shown below the principal amount of such Bonds shown below:

[Remainder of page intentionally left blank]

\$1,485,000 Series 2014 Term Bonds due July 1, 2034

Interest Rate: 5.00%

Sinking Fund Schedule

<i>July 1</i>	<i>Principal Amount</i>
2029	\$220,000
2030	230,000
2031	240,000
2032	250,000
2033	265,000
2034*	280,000

* Maturity

\$2,375,000 Series 2014 Term Bonds due July 1, 2041

Interest Rate: 5.00%

Sinking Fund Schedule

<i>July 1</i>	<i>Principal Amount</i>
2035	\$290,000
2036	305,000
2037	320,000
2038	340,000
2039	355,000
2040	375,000
2041*	390,000

* Maturity

Section 8. Application of Proceeds of Bonds. From the net proceeds derived from the sale of the Bonds, the following payments shall be made, simultaneously with the issuance and delivery of the Bonds, to the extent and in the manner herein set forth:

(a) \$19,010,068.71 shall be deposited into the Series 2014 Project Account and shall be applied to fund or reimburse all or a portion of the components of the Series 2014 Projects.

(b) \$1,382,905.74 shall be deposited into the Series 2014 Subaccount of the Debt Service Reserve Account.

(c) \$885,352.00 shall be used to pay the costs of issuance of the Bonds.

Section 9. Official Statement. The use and distribution of the Preliminary Official Statement in the form of Exhibit A attached hereto is hereby authorized, ratified, confirmed, and approved in all respects. The execution and delivery by the Mayor and the Chief Financial Officer of a final official statement with respect to the Bonds in the form of the Preliminary Official Statement, with such changes, modifications, insertions, and deletions thereto as the Mayor and the Chief Financial Officer in their discretion, may approve (the "Official Statement") shall be and is hereby authorized, confirmed, and approved in all respects. The execution of the Official Statement by the Mayor and the Chief Financial Officer shall constitute conclusive evidence of their confirmation, approval, and delivery thereof on behalf of the City.

Section 10. Bond Purchase Agreement. The proper officers, officials, agents and employees of the City are hereby authorized, empowered and directed to execute the Bond Purchase Agreement, dated February 3, 2014, in substantially similar form to the document attached hereto as Exhibit B.

Section 11. General Authority. The proper officers, officials, 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 hereof 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 Resolution.

The Mayor, or in his incapacity the Mayor Pro-Tem, and the Municipal Clerk, or in her absence or incapacity, the Deputy 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 12. 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 Resolution are in all respects approved and confirmed.

Section 13. Continuance and Effect of Bond Ordinance. The City hereby confirms the existence and applicability of the Bond Ordinance and ratifies, restates, and reaffirms its representations, warranties, covenants, and agreements and all of the applicable terms, conditions, and provisions as set forth in the Bond Ordinance, as supplemented by this Resolution. Except where otherwise expressly indicated in this Resolution, the provisions of the Bond Ordinance are to be read as part of this Resolution as though copied verbatim herein, and provisions of this Resolution shall be read as additions to, and not as substitutes for or modifications of (except as otherwise specifically provided herein), the provisions of the Bond Ordinance. Except as expressly amended, modified, or supplemented by this Resolution, all of the terms, conditions, and provisions of the Bond Ordinance shall remain in full force and effect. In executing and delivering this Resolution, the City shall be entitled to all powers, privileges,

and immunities afforded to the City and shall be subject to all the duties, responsibilities, and obligations of the City under the Bond Ordinance.

Section 14. 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 154. Effective Date. This Resolution shall take effect immediately upon its adoption and approval.

Section 16. Repealing Clause. Any and all ordinances and resolutions, or parts of ordinances or resolutions, if any, in conflict or inconsistent with this Resolution are hereby repealed insofar as there is conflict or inconsistency.

A true copy,


Municipal Clerk

ADOPTED by the Atlanta City Council
APPROVED by Mayor Kasim Reed

FEB 03, 2014
FEB 03, 2014

EXHIBIT A
PRELIMINARY OFFICIAL STATEMENT

PRELIMINARY OFFICIAL STATEMENT DATED [JANUARY 15, 2014]

NEW ISSUE - BOOK-ENTRY ONLY

RATINGS: See "RATINGS" herein

In the opinion of Kutak Rock LLP, Atlanta, Georgia, Bond Counsel, under existing laws, regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuing compliance with certain covenants, interest on the Series 2014 Bonds is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. Bond Counsel is also of the opinion that interest on the Series 2014 Bonds is excluded from present State of Georgia income taxation. For a more complete description of such opinions of Bond Counsel, see "TAX MATTERS" herein.



\$19,680,000*
CITY OF ATLANTA, GEORGIA
TAX ALLOCATION BONDS
(PERRY BOLTON PROJECT), SERIES 2014

Dated: Date of Delivery

Due: _____ 1, as shown on inside cover

The \$19,680,000* City of Atlanta Tax Allocation Bonds (Perry Bolton Project), Series 2014 (the "Series 2014 Bonds") are being issued by the City of Atlanta (the "City") pursuant to that certain Ordinance No. 11-O-0152 adopted by the City Council of the City (the "City Council") on February 21, 2011, and approved on March 2, 2011 pursuant to the provisions of Section 2-403 of the Charter (as defined herein), as amended pursuant to Ordinance No. 11-O-1680 adopted by the City Council on November 21, 2011, and approved on November 30, 2011 pursuant to the provisions of Section 2-403 of the Charter, as supplemented by that certain Resolution 14-R-_____ expected to be adopted by the City Council on February 3, 2014, and signed by the Mayor on February 3, 2014. Interest on the Series 2014 Bonds is payable on January 1 and July 1 of each year, commencing on July 1, 2014. The Series 2014 Bonds will bear interest at the rates set forth on the inside cover of this Official Statement.

The Series 2014 Bonds shall be issued by the City pursuant to that certain Indenture of Trust dated as of February 1, 2014 (the "Indenture") by and between the City and U.S. Bank National Association. The Series 2014 Bonds are being issued and the Indenture has been adopted by the City, in respect of the implementation of the Redevelopment Plan (as defined herein) adopted by the City in connection with the City of Atlanta Tax Allocation District Number Three Perry/Bolton (the "Perry Bolton TAD"). The proceeds of the Series 2014 Bonds will be used, together with other available funds, by or on behalf of the City to: (a) finance, or reimburse, as the case may be, a portion of the Redevelopment Costs (as defined herein) related to the Series 2014 Projects (as defined herein), and (b) pay certain costs of issuance of the Series 2014 Bonds. See "PLAN OF FINANCE" and "ESTIMATED SOURCES AND USES OF FUNDS" herein. All capitalized terms used herein and not otherwise defined herein are used

* Preliminary; subject to change.

This Preliminary Official Statement and any information contained herein are subject to completion and amendment. Under no circumstances may this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2014 Bonds in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

with the meanings assigned thereto by the Indenture. See "APPENDIX D - DEFINITIONS AND SUMMARY OF THE INDENTURE" attached hereto.

The Series 2014 Bonds are not general obligations of the City, but are limited obligations of the City secured solely by and payable solely from (a) amounts on deposit in the funds and accounts under the Indenture and the Pledged Revenues, except to the extent payable from the proceeds of the Series 2014 Bonds, (b) the income, if any, derived from the investment thereof, (c) certain reserves, and (d) other funds or property deposited with the Trustee and designated by the City as Pledged Revenues under the Indenture.

The Pledged Revenues only include the Tax Allocation Increments received and deposited in the Special Fund to the extent such Tax Allocation Increments are required for (a) the payment of Annual Debt Service in the next subsequent calendar year, and (b) any deposit required to be made to the Debt Service Reserve Account in the event the balance in any Series Debt Service Reserve Account falls below the applicable Series Debt Service Reserve Requirement. Amounts on deposit in the Special Fund in excess of the Pledged Revenues are not pledged by the City for the payment of the principal of or premium, if any, or interest on the Series 2014 Bonds or any Additional Parity Bonds or Subordinate Debt. See "SECURITY FOR THE SERIES 2014 BONDS - Trust Estate; Pledge of Pledged Revenues" herein.

Neither the faith and credit nor the taxing power of the State of Georgia or any political subdivision thereof, including the City and Fulton County, Georgia (the "County"), and the Atlanta Board of Education (the "Board of Education") is pledged as security for the payment of the principal of or premium, if any, or interest on the Series 2014 Bonds. See "SECURITY FOR THE SERIES 2014 BONDS" herein.

THE SERIES 2014 BONDS SHALL NOT BE DEEMED TO CONSTITUTE A DEBT OF THE CITY WITHIN THE MEANING OF ARTICLE IX, SECTION V OF THE STATE CONSTITUTION, NOR A PLEDGE OF THE FAITH AND CREDIT OF THE CITY AND SHALL NOT OTHERWISE CONSTITUTE AN INDEBTEDNESS OR A CHARGE AGAINST THE GENERAL TAXING POWER OF THE CITY, THE COUNTY, OR THE BOARD OF EDUCATION. THE SERIES 2014 BONDS SHALL NOT BE PAYABLE FROM A CHARGE UPON ANY FUNDS OTHER THAN THE REVENUES AND AMOUNTS PLEDGED TO THE PAYMENT THEREOF, NOR SHALL THE CITY BE SUBJECT TO ANY PECUNIARY LIABILITY THEREON. NO OWNER OR OWNERS OF ANY SERIES 2014 BOND SHALL EVER HAVE THE RIGHT TO COMPEL ANY EXERCISE OF THE TAXING POWER OF THE CITY TO PAY THE SERIES 2014 BONDS OR THE INTEREST THEREON, NOR TO ENFORCE PAYMENT OF THE SERIES 2014 BONDS AGAINST ANY PROPERTY OF THE CITY, NOR SHALL THE SERIES 2014 BONDS CONSTITUTE A CHARGE, LIEN, OR ENCUMBRANCE, LEGAL OR EQUITABLE, UPON ANY PROPERTY OF THE CITY, EXCEPT OF THE PLEDGED REVENUES AND ANY OTHER FUNDS PLEDGED TO SECURE THE SERIES 2014 BONDS.

This cover page contains limited information for quick reference only. It is not a summary of the matters relating to the Series 2014 Bonds. Potential investors must read the

entire Official Statement (including the cover page and all Appendices attached hereto) to obtain information essential to the making of an informed investment decision.

The Series 2014 Bonds are being offered when, as and if issued by the City and received by the Underwriters subject to prior sale and to withdrawal or modification of the offer without notice, and subject to the approving opinion of Kutak Rock LLP, Atlanta, Georgia, Bond Counsel. Certain legal matters will be passed upon for the City by the City's Department of Law. Certain legal matters will be passed upon for the City by Greenberg Traurig, LLP and Riddle and Schwartz, LLC, both of Atlanta, Georgia, Co-Disclosure Counsel. Certain legal matters will be passed upon for The Atlanta Development Authority d/b/a Invest Atlanta, as Redevelopment Agent, by Rosalind Rubens Newell, Esq., its General Counsel, and Greenberg Traurig, LLP, its Special Counsel. Certain legal matters will be passed on for the Underwriters by Hunton & Williams LLP, Atlanta, Georgia. First Southwest Company, Dallas, Texas, and Grant & Associates LLC, Atlanta, Georgia are serving as Co-Financial Advisors to the City. Backstrom McCarley Berry & Co., LLC, San Francisco, California is serving as Financial Advisor to the Redevelopment Agent. The Series 2014 Bonds are expected to be delivered through the book-entry system of DTC in New York, New York on or about February __, 2014.

Raymond James

Loop Capital Markets

Dated: _____, 2014

**MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES,
PRICES OR YIELDS AND CUSIPS[†]**

\$19,680,000*
CITY OF ATLANTA, GEORGIA
TAX ALLOCATION BONDS
(PERRY BOLTON PROJECT), SERIES 2014

Maturity (_____ 1)	Principal Amount	Interest Rate	Yield	Price	Initial CUSIP No.[†]
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\$ _____ - _____ % Term Bond, Due _____,
Yield _____ %, Price _____ %, Initial CUSIP No. _____ †

[†] CUSIP numbers have been assigned to the Series 2014 Bonds by an organization not affiliated with the City and are included solely for the convenience of the owners of the Series 2014 Bonds. Neither the City, the Redevelopment Agent, the Co-Financial Advisors nor the Underwriters are responsible for the selection, use or accuracy of the CUSIP numbers set forth herein.
 • Preliminary; subject to change.

This Official Statement does not constitute a contract between the City or the Underwriters and any one or more owners of the Series 2014 Bonds, nor does it constitute an offer to sell or the solicitation of an offer to buy the Series 2014 Bonds in any jurisdiction to any person to whom it is unlawful to make such an offer in such jurisdiction. No dealer, salesman or any other person has been authorized by the City or the Redevelopment Agent to give any information or to make any representations, other than those contained in this Official Statement, in connection with the offering of the Series 2014 Bonds, and if given or made, such information or representations must not be relied upon as having been authorized by the City, the Redevelopment Agent or any other person. The information and expressions of opinion in this Official Statement are subject to change without notice and this Official Statement speaks only as of its date. Neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create the implication that there has been no change in the matters described herein since the date hereof. Except as otherwise indicated, the information contained in this Official Statement, including in the appendices, has been obtained from representatives of the City, the Redevelopment Agent, the Underwriters and from public documents, records and other sources considered to be reliable.

The Underwriters have provided the following sentence for inclusion in this Official Statement: The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their respective responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

THIS PRELIMINARY OFFICIAL STATEMENT IS IN A FORM DEEMED FINAL BY THE CITY FOR PURPOSES OF RULE 15c2-12 ISSUED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, EXCEPT FOR CERTAIN INFORMATION PERMITTED TO BE OMITTED PURSUANT TO RULE 15c2-12(b)(1).

IN CONNECTION WITH THE OFFERING OF THE SERIES 2014 BONDS, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2014 BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THE SERIES 2014 BONDS HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933, AS AMENDED, NOR HAS THE INDENTURE BEEN QUALIFIED UNDER THE TRUST INDENTURE ACT OF 1939, AS AMENDED, IN RELIANCE UPON EXEMPTIONS CONTAINED IN SUCH ACTS. THE REGISTRATION OR QUALIFICATION OF THE SERIES 2014 BONDS IN ACCORDANCE WITH APPLICABLE PROVISIONS OF THE SECURITIES LAWS OF THE STATES, IF ANY, IN WHICH THE SERIES 2014 BONDS HAVE BEEN REGISTERED OR QUALIFIED AND THE EXEMPTION FROM REGISTRATION OR QUALIFICATION IN CERTAIN OTHER STATES CANNOT BE REGARDED AS A RECOMMENDATION THEREOF. NEITHER THESE STATES NOR ANY OF THEIR AGENCIES HAVE PASSED UPON THE MERITS OF THE SERIES 2014 BONDS OR THE ACCURACY OR COMPLETENESS OF THIS OFFICIAL

STATEMENT. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE.

In making an investment decision, investors must rely on their own examination of the City, the Tax Allocation Increments and the terms of the offering, including the merits and risks involved. The Series 2014 Bonds have not been recommended by any federal or state securities commission or regulatory authority. Any representation to the contrary may be a criminal offense.

The order and placement of information in this Official Statement, including the appendices, are not an indication of relevance, materiality or relative importance, and this Official Statement, including the appendices, must be read in its entirety. The captions and headings in this Official Statement are for convenience only and in no way define, limit or describe the scope or intent, or affect the meaning or construction, of any provision or section in this Official Statement.

THIS OFFICIAL STATEMENT IS BEING PROVIDED TO PROSPECTIVE PURCHASERS IN EITHER BOUND OR PRINTED FORMAT ("ORIGINAL BOUND FORMAT") OR IN ELECTRONIC FORMAT ON THE FOLLOWING WEBSITE: WWW.MUNIOS.COM. THIS OFFICIAL STATEMENT MAY BE RELIED ON ONLY IF IT IS IN ITS ORIGINAL BOUND FORMAT, OR IF IT IS PRINTED IN ITS ENTIRETY DIRECTLY FROM SUCH WEBSITE.

References to web site addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such web sites and the information or links contained therein are not incorporated into, and are not part of, this Official Statement for any purpose including for purposes of Rule 15c2-12 promulgated by the Securities and Exchange Commission.

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**CITY OF ATLANTA
ELECTED OFFICIALS**

Mayor
Kasim Reed

Council
Ceasar C. Mitchell, President

Carla Smith, *District 1*
Kwanza Hall, *District 2*
Ivory Lee Young, Jr., *District 3*
Cleta Winslow, *District 4*
Natalyn Mosby Archibong, *District 5*
Alex Wan, *District 6*
Howard Shook, *District 7*
Yolanda Adrean, *District 8*

Felicia A. Moore, *District 9*
Clarence Terrell (C.T.) Martin, *District 10*
Keisha Lance Bottoms, *District 11*
Joyce M. Sheperd, *District 12*
Michael Julian Bond, *Post 1, At-Large*
Mary Norwood, *Post 2, At-Large*
Andre Dickens, *Post 3, At-Large*

FINANCE/EXECUTIVE COMMITTEE OF THE COUNCIL

Alex Wan, *Chair*
Felicia A. Moore
Howard Shook
Carla Smith

C.T. Martin
Yolanda Adrean
Natalyn Mosby Archibong

BUDGET COMMISSION

Kasim Reed
Felicia A. Moore
C.T. Martin

J. Anthony "Jim" Beard
Alex Wan

APPOINTED OFFICIALS

J. Anthony "Jim" Beard, *Chief Financial Officer*
Duriya Farooqui, *Chief Operating Officer*

Cathy D. Hampton, Esq., *City Attorney*
Candace L. Byrd, Esq., *Chief of Staff*

REDEVELOPMENT AGENT

**THE ATLANTA DEVELOPMENT AUTHORITY D/B/A INVEST ATLANTA
Board**

Kasim Reed, *Chair*
Anna K. Foote, *Treasurer*
Joseph A. Brown, *Secretary*
Constance Barkley-Lewis
Julian Bene

Emma I. Darnell
Andre Dickens
J.C. Love, III
Brenda J. Muhammad

Appointed Officials and Officers

Brian P. McGowan, *President/Chief Executive Officer*
Ernestine W. Garey, *Executive Vice President/Chief Operating Officer*
Doug Ray, *Chief Financial Officer*
Rosalind Rubens Newell, Esq., *General Counsel*

CONSULTANTS TO THE CITY

Bond Counsel
Kutak Rock LLP, Atlanta, Georgia

Co-Disclosure Counsel
Greenberg Traurig, LLP, Atlanta, Georgia
Riddle & Schwartz, LLC, Atlanta, Georgia

Co-Financial Advisors
First Southwest Company, Dallas, Texas
Grant & Associates LLC, Atlanta, Georgia

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[INSERT PERRY BOLTON TAD BOUNDARY MAP]

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Atlanta City Council

14-R-3003

SUPPLEMENTING BOND ORD 11-O-0152 AND
11-O-1680 PERRY/BOLTON TAD
ADOPT ON SUB

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

Y Smith	Y Archibong	Y Moore	Y Bond
Y Hall	Y Wan	Y Martin	Y Norwood
Y Young	Y Shook	Y Bottoms	Y Dickens
Y Winslow	Y Adrean	B Sheperd	NV Mitchell

14-R-3003