



**A RESOLUTION BY COUNCIL MEMBER FELICIA A. MOORE SUPPLEMENTING THAT BOND FINANCING 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 FINANCING 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 Financing 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 Financing 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 “Financing 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 \_\_\_\_\_, 2014, and the Bonds have been purchased by the initial purchasers thereof pursuant to a Purchase Contract, dated \_\_\_\_\_, 2014 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 Purchase Contract.

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 Series 2014 Bonds are hereby ratified, approved, and confirmed in all respects.

Section 3. Series 2014 Bond Details. The City Council of the City hereby approves the terms of the Bonds as hereinafter provided:

[\$\_\_\_\_\_]  
CITY OF ATLANTA, GEORGIA  
TAX ALLOCATION BOND SERIES  
(PERRY BOLTON PROJECT), 2014

**Maturity** (         1)      **Principal** Amount      **Interest Rate**      **Yield**      **Price**

\$\_\_\_\_\_ - \_\_\_\_\_%      Term      Bond,      Due \_\_\_\_\_,  
Yield \_\_\_\_\_%, Price \_\_\_\_\_%

\$\_\_\_\_\_ - \_\_\_\_\_%      Term      Bond,      Due \_\_\_\_\_,  
Yield \_\_\_\_\_%, Price \_\_\_\_\_%

[Remainder of page intentionally left blank]

Section 4. Optional Redemption of Series 2014 Bonds. The Series 2014 Bonds maturing on and after \_\_\_\_\_ 1, \_\_\_\_\_, are subject to optional redemption prior to maturity at the option of the City on or after \_\_\_\_\_ 1, \_\_\_\_\_, 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 Series 2014 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 Series 2014 Bonds upon a default under the related Development Agreement. The principal amount of Series 2014 Bonds to be redeemed shall be an amount equal to the sum of (a) the amount, if any, of Series 2014 Bonds reimbursed by the Developer to the City, (b) any net proceeds of the Series 2014 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 Series 2014 Bonds. Series 2014 Bonds to be redeemed pursuant to this paragraph shall be redeemed on a reasonably proportionate basis among each maturity of Series 2014 Bonds.

Section 6. Extraordinary Optional Redemption. The Series 2014 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 Series 2014 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 Series 2014 Bonds shown below:

[Remainder of page intentionally left blank]

\$[ ] Series 2014 Term Bonds due [ ]

Interest Rate: %

*Sinking Fund Schedule*

<i>Year</i>	<i>Principal Amount</i>
	\$

\*

\_ \* Maturity

\$[ ] Series 2014 Term Bonds due [ ]

Interest Rate: %

*Sinking Fund Schedule*

<i>Year</i>	<i>Principal Amount</i>
	\$

\*

\_ \* Maturity

Section 8. Application of Proceeds of Series 2014 Bonds. From the net proceeds derived from the sale of the Series 2014 Bonds, the following payments shall be made, simultaneously with the issuance and delivery of the Series 2014 Bonds, to the extent and in the manner herein set forth:

(a) \$ 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) \$ shall be deposited into the Series 2014 Subaccount of the Debt Service Reserve Account.

(c) \$ shall be used to pay the costs of issuance of the Series 2014 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 Series 2014 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. 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 11. 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 12. Continuance and Effect of Financing Ordinance. The City hereby confirms the existence and applicability of the Financing 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 Financing Ordinance, as supplemented by this Resolution. Except where otherwise expressly indicated in this Resolution, the provisions of the Financing 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 Financing Ordinance. Except as expressly amended, modified, or supplemented by this Resolution, all of the terms, conditions, and provisions of the Financing 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 Financing Ordinance.

Section 13. 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 14. Effective Date. This Resolution shall take effect immediately upon its adoption and approval.

Section 15. 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.

EXHIBIT A

PRELIMINARY OFFICIAL STATEMENT

.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 Financing 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 Financing 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 "Financing Ordinance"), the City has authorized the issuance of the Bonds in an aggregate principal amount not to exceed \$35,000,000; and

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

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Section 3. Series 2014 Bond Details. The City Council of the City hereby approves the terms of the Bonds as hereinafter provided:

[\$\_\_\_\_\_]  
CITY OF ATLANTA, GEORGIA  
TAX ALLOCATION BOND  
(PERRY BOLTON PROJECT), SERIES 2014

**Maturity**      **Principal**      **Interest Rate**      **Yield**      **Price**  
(\_\_\_\_\_ 1)      **Amount**

\$\_\_\_\_\_ - \_\_\_\_\_%      Term      Bond,      Due      \_\_\_\_\_,  
Yield \_\_\_\_\_%, Price \_\_\_\_\_%

\$ \_\_\_\_\_ - \_\_\_\_\_% Term Bond, Due \_\_\_\_\_,  
Yield \_\_\_\_\_%, Price \_\_\_\_\_%  
[Remainder of page intentionally left blank]

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Section 7. Mandatory Redemption. The Series 2014 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 Series 2014 Bonds shown below:

[Remainder of page intentionally left blank]

\$[ ] Series 2014 Term Bonds due [ ]

Interest Rate: %

*Sinking Fund Schedule*

<i>Year</i>	<i>Principal Amount</i>
	\$

\*

\_ \* Maturity

\$[ ] Series 2014 Term Bonds due [ ]

Interest Rate: %

*Sinking Fund Schedule*

<i>Year</i>	<i>Principal Amount</i>
	\$

\*

\_ \* Maturity

Section 8. Application of Proceeds of Series 2014 Bonds. From the net proceeds derived from the sale of the Series 2014 Bonds, the following payments shall be made, simultaneously with the issuance and delivery of the Series 2014 Bonds, to the extent and in the manner herein set forth:

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- (b) \$ shall be deposited into the Series 2014 Subaccount of the Debt Service Reserve Account.
- (c) \$ shall be used to pay the costs of issuance of the Series 2014 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 Series 2014 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. 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.

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Section 13. 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 14. Effective Date. This Resolution shall take effect immediately upon its adoption and approval.

Section 15. 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.

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