

September 25, 2023

Via Hand Delivery

Ms. Tonya Grier
Clerk to the Commission
Fulton County Board of Commissioners
141 Pryor Street, S.W.
Atlanta, Georgia 30303

Re: Development Authority of Fulton County – Georgia Tech Athletic Association

Dear Ms. Grier:

As attorney for the Development Authority of Fulton County (the “Issuer”), I am enclosing herewith for the signature of Chairman Pitts four copies of the TEFRA certificate, with attached standard supporting documentation, pertaining to the proposed issuance of its Development Authority of Fulton County Revenue Bonds, in an amount not to exceed \$40,000,000 (the “Bonds”). The Bonds will be issued for the benefit of Georgia Tech Athletic Association, a Georgia non-profit corporation (the “Borrower”) and an affiliated organization of the Georgia Institute of Technology, a unit of the University System of Georgia (“Georgia Tech”), for the purpose of financing (a) certain capital projects on the campus of Georgia Tech at 225 North Avenue, NW, Atlanta, Georgia 30332, including the construction, installation, renovation, extension and equipping of athletic facilities including, but not limited to construction of a new approximately 96,000 square foot student-athlete performance center in the northeast corner of Bobby Dodd Stadium comprising strength and conditioning, a dining hall and nutrition center, a dedicated sports science and data analytics area, a sports medicine and recovery room, programming space, offices and meeting rooms, and improvements to the Wardlaw Center and several other areas in Bobby Dodd Stadium, and (b) costs of issuance of the Bonds. The Borrower’s facilities financed by the Bonds will be operated by Georgia Tech or entities affiliated with Georgia Tech.

Please note that the Borrower commits to comply with the Issuer’s Minority and Female Business Enterprises Policy, which was revised April 22, 2008, in accordance with the Fulton County Board of Commissioners Resolution adopted April 2, 2008, and the Borrower projects minority and female participation in the project to be approximately 10% to 15%.

If you or Chairman Pitts have any questions, please call me. Otherwise, please ask Chairman Pitts to execute the enclosed certificates at his earliest opportunity, and please then

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return at least three executed certificates with supporting documentation to me at your earliest opportunity for further processing.

Thank you for your cooperation in this matter.

Sincerely,



Sandra Z. Zayac

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Enclosures

cc: Mr. Richard Anderson (w/o encl.)

County Manager

cc: Ms. Y. Soo Jo

County Attorney

**CERTIFICATE OF CHAIRMAN OF FULTON COUNTY BOARD OF
COMMISSIONERS REGARDING PUBLIC APPROVAL FOR DEVELOPMENT
AUTHORITY OF FULTON COUNTY
PROPOSED REVENUE BONDS FOR
GEORGIA TECH ATHLETIC ASSOCIATION**

The undersigned is the Chairman of the Fulton County Board of Commissioners, and as such is the designated chief elected executive official of Fulton County. Georgia Tech Athletic Association, a Georgia non-profit corporation (the "Company") and an affiliated organization of the Georgia Institute of Technology, a unit of the University System of Georgia ("Georgia Tech") proposes to finance (a) certain capital projects on the campus of Georgia Tech at 225 North Avenue, NW, Atlanta, Georgia 30332, including the construction, installation, renovation, extension and equipping of athletic facilities including, but not limited to construction of a new approximately 96,000 square foot student-athlete performance center in the northeast corner of Bobby Dodd Stadium comprising strength and conditioning, a dining hall and nutrition center, a dedicated sports science and data analytics area, a sports medicine and recovery room, programming space, offices and meeting rooms, and improvements to the Wardlaw Center and several other areas in Bobby Dodd Stadium, and (b) costs of issuance of the Bonds (collectively, the "Project").

The Project is to be financed from the proceeds of revenue bonds to be issued by the Development Authority of Fulton County (the "Issuer") in the aggregate principal amount of not to exceed \$40,000,000 (the "Bonds"). The initial owner, operator or manager of the facilities financed by the Bonds will be Georgia Tech. The facilities financed by the Bonds are located in Fulton County.

On September 11, 2023, notice of the public hearing (the "Notice") was published on the website of the Issuer. The Notice was designed to apprise residents of Fulton County of the proposed issuance of the Bonds by the Issuer and was published not less than 7 days before the scheduled date of the public hearing referred to in the Notice. A copy of the Publisher's Affidavit including a copy of the Notice is attached as Exhibit "A" to the Certification of Hearing Officer (the "Certification") dated September 25, 2023, which is attached hereto.

On September 25, 2023, a public hearing (the "Hearing") with regard to the issuance of the Bonds was held at 11:00 a.m. via teleconference in accordance with Revenue Procedure 2022-20. The Hearing was accessible to the residents of the approving governmental unit by calling a toll-free telephone number. The public was invited to join by dialing 833-928-4609 (Meeting ID: 821 4293 4703). The Hearing was conducted in a manner that provided a reasonable opportunity for persons with differing views on both the issuance of the Bonds and the location and nature of the Project to be heard, as evidenced by the Certification, which is attached hereto.

The proceedings have been reviewed and determination made that the issuance of the Bonds is legally proper and a placement/investment letter and a Minority and Female Business Enterprise Policy ("MFBE") Utilization Report has been received, as evidenced by the Exhibits "C", "D" and "E", respectively, to the Certification, which is attached hereto.

Based on the foregoing, the undersigned duly approves the issuance of the Bonds as contemplated by the Notice for the purpose of financing the Project for the Company. This approval is solely intended to comply with the provisions of Section 147(f) of the Internal Revenue Code of 1986, as amended, and shall not result in or impose any pecuniary liability upon or constitute a lien upon the property or a claim against Fulton County, the State of Georgia, or a political subdivision thereof.

This ____ day of _____, 2023.

Robert L. Pitts
Chairman, Board of Commissioners of
Fulton County, Georgia

Approved as to form:



Attorney

**CERTIFICATION
RELATIVE TO THE ISSUANCE OF
DEVELOPMENT AUTHORITY OF FULTON COUNTY
PROPOSED REVENUE BONDS
(GEORGIA TECH ATHLETIC ASSOCIATION)**

WHEREAS, the DEVELOPMENT AUTHORITY OF FULTON COUNTY (the “Issuer”) is considering adoption of or has adopted a Resolution (the “Resolution”) providing for the issuance of Development Authority of Fulton County Revenue Bonds related to the Project, in an amount not to exceed \$40,000,000 (the “Bonds”); and

WHEREAS, prior to the adoption of the Resolution, notice of public hearing (the “Notice”) was published on September 11, 2023 on the website of the Issuer, as evidenced by the copy of Publisher's Affidavit including a copy of the Notice attached hereto as Exhibit “A”. The Notice was designed to apprise residents of Fulton County of the proposed issuance of the Bonds by the Issuer and was published not less than 7 days before the scheduled date of the public hearing referred to in the Notice; and

WHEREAS, on September 25, 2023, a public hearing (the “Hearing”) with regard to the issuance of the Bonds was held at 11:00 a.m. via teleconference in accordance with Revenue Procedure 2022-20. The Hearing was accessible to the residents of the approving governmental unit by calling a toll-free telephone number. The public was invited to join by dialing 833-928-4609 (Meeting ID: 821 4293 4703). The Hearing was conducted by the undersigned as authorized hearing officer for the Issuer in a manner that provided a reasonable opportunity to be heard for persons with differing views on both the issuance of the Bonds and the location and nature of the Project; and

WHEREAS, the names and addresses of all parties attending the Hearing, together with a summary of matters discussed at the Hearing, are set forth on the Hearing Report attached hereto as Exhibit “B”; and

WHEREAS, the documents involved in the proposed issuance of the Bonds have been approved by the attorney for the Issuer, as evidenced by an opinion letter attached hereto as Exhibit “C”; and

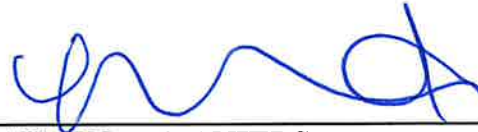
WHEREAS, a placement/investment letter relating to the contemplated placement or underwriting and sale of the Bonds, a copy of which is attached hereto as Exhibit “D”, has been furnished to the Issuer, as required by procedures adopted by the Board of Commissioners of Fulton County;

WHEREAS, a Minority and Female Business Enterprise Policy (“MFBE”) Utilization Report, a copy of which is attached hereto as Exhibit “E”, has been furnished to the Issuer, as required by procedures adopted by the Board of Commissioners of Fulton County;

WHEREAS, a copy of the Issuer's Minority and Female Business Enterprise Policy is attached hereto as Exhibit “F”, as required by procedures adopted by the Board of Commissioners of Fulton County;

NOW, THEREFORE, the undersigned does hereby certify the above facts are true and correct and does request the Board of Commissioners of Fulton County approve the issuance of the Development Authority of Fulton County Revenue Bonds (Georgia Tech Athletic Association Project) Series 2023, for the purpose of complying with Section 147(f) of the Internal Revenue Code of 1986.

Given under my hand and seal of the Issuer, this 25th day of September, 2023.



LAUREN W. DANIELS
Hearing Officer, Development
Authority of Fulton County

EXHIBIT "A"

(PUBLISHER'S AFFIDAVIT)

TEFRA Notices

Georgia Tech Athletic Association (Date Posted: September 11, 2023)

Atlanta International School, Inc. (Date Posted: September 11, 2023)

Young Men's Christian Association of Metropolitan Atlanta, Inc. (Date Posted: September 10, 2023)

Shepherd Center, Inc. (Date Posted: October 19, 2022)

The Westminster Schools, Inc. (Date Posted: October 19, 2022)

Beverly J. Searles Foundation (Langston Hughes Apartments) (Date Posted: September 12, 2022)

Beverly J. Searles Foundation (Piedmont Senior Apartments) (Date Posted: September 12, 2022)

Beverly J. Searles Foundation (Sandtown Senior Apartments) (Date Posted: September 12, 2022)

Beverly J. Searles Foundation (Shannon Senior Apartments) (Date Posted: September 12, 2022)

East Point Abbington Point, LP (Date Posted: September 12, 2022)

TUFF-Atlanta Housing 2022 (Date Posted: November 24, 2021)

Phoenix Ridge (North) (Date Posted: May 26, 2021)

Phoenix Ridge (South) (Date Posted: May 26, 2021)

Reserva at Hollywood, LLC (Date Posted: May 26, 2021)

AMC Campus Project J, LLC (Date Posted: April 12, 2021)

**NOTICE OF PUBLIC HEARING ON PROPOSED
REVENUE BONDS TO BE ISSUED BY THE
DEVELOPMENT AUTHORITY OF FULTON COUNTY**

Notice is hereby given that on the 25 day of September, 2023, at 11:00 a.m. the hearing officer of the Development Authority of Fulton County (the “Issuer”) will hold a public hearing via teleconference concerning the proposed issuance of revenue bonds in one or more series (the “Bonds”) by the Issuer in the aggregate principal amount of not to exceed \$40,000,000, to be issued for the benefit of Georgia Tech Athletic Association, a Georgia non-profit corporation (the “Borrower”) and an affiliated organization of the Georgia Institute of Technology, a unit of the University System of Georgia (“Georgia Tech”), for the purpose of financing (a) certain capital projects on the campus of Georgia Tech at 225 North Avenue, NW, Atlanta, Georgia 30332, including the construction, installation, renovation, extension and equipping of athletic facilities including, but not limited to construction of a new approximately 96,000 square foot student-athlete performance center in the northeast corner of Bobby Dodd Stadium comprising strength and conditioning, a dining hall and nutrition center, a dedicated sports science and data analytics area, a sports medicine and recovery room, programming space, offices and meeting rooms, and improvements to the Wardlaw Center and several other areas in Bobby Dodd Stadium (the “Facilities”), and (b) costs of issuance of the Bonds. The Facilities will be operated by Georgia Tech or entities affiliated with Georgia Tech.

The Bonds, when and if issued, will be the limited obligation of the Issuer and will not constitute a general obligation of the State of Georgia, Fulton County, Georgia or the Issuer, nor shall the Bonds be payable in any manner by taxation, but are payable solely from the payments made by or on behalf of the Issuer, pursuant to an agreement between the Issuer and the Borrower which are pledged to the payment of the Bonds. The issuance of Bonds is in furtherance of the public purpose of the Issuer.

The hearing will be held before a hearing officer designated by the Issuer via teleconference in accordance with Revenue Procedure 2022-20 and will be accessible to the residents of the approving governmental unit by dialing 833-928-4609 (Meeting ID: 821 4293 4703). Any interested party having views on the proposed issuance of the Bonds or the nature or location of the proposed Project may be heard at such public hearing by joining the teleconference meeting as instructed herein.

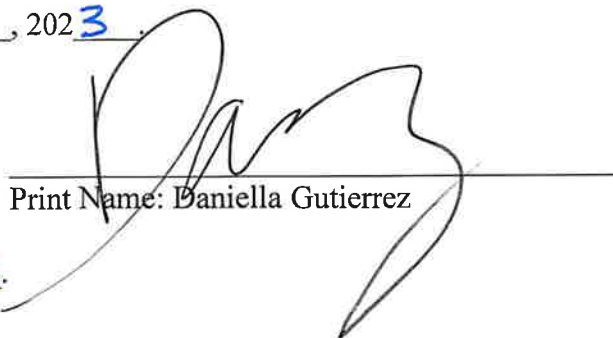
THE ISSUER WILL NOT CONDUCT ANY PERFORMANCE AUDIT OR PERFORMANCE REVIEW WITH RESPECT TO THE BONDS AS SUCH TERMS ARE DESCRIBED IN SECTION 36-82-100, OFFICIAL CODE OF GEORGIA ANNOTATED.

DEVELOPMENT AUTHORITY OF FULTON COUNTY


AFFIDAVIT OF PUBLICATION

Personally appeared before the undersigned officer authorized to administer oaths, Daniella Gutierrez, who upon being duly sworn deposes and says as follows:

I am the Marketing & Community Relations Manager of the *Development Authority of Fulton County*, a public body corporate and politic, duly created by the Development Authorities Law, O.C.G.A. § 36-62-1, *et seq.* and activated by resolution, as amended, of the governing body of Fulton County. Pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (26 C.F.R. § 1.147(f)-1 (2018)), public notice has been given by electronic posting on the public website of the *Development Authority of Fulton County*, the on-behalf-of issuer, as an alternative to the public website of the approving governmental unit. Attached hereto is a true and correct copy of the publication of the TEFRA Notice concerning Georgia Tech Athletic Association, which was published on the *Development Authority of Fulton County* website (<https://www.developfultoncounty.com/tefra-notices>) in an area of the website used to inform its residents about events affecting the residents on the following date: September 11, 2023.


Print Name: Daniella Gutierrez

Sworn to and subscribed before me this 11th day of September, 2023.


Notary Public, State of Georgia

My commission expires: 01/31/2026

[NOTARY SEAL]

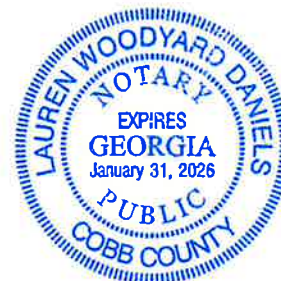


EXHIBIT "B"

(HEARING REPORT)

1. The names and addresses of all parties present for the Hearing are as follows:

No parties were in attendance.

2. The matters discussed at the Hearing are summarized as follows:

Because no parties were present at the Hearing, no matters were discussed.

EXHIBIT "C"

(LETTER OF AUTHORITY ATTORNEY)

September 25, 2023

The Board of Commissioners
of Fulton County
Atlanta, Georgia

Development Authority of
Fulton County
Atlanta, Georgia

Dear Sir or Madam:

We are delivering this opinion in compliance with the requirements of the Chairman of the Fulton County Commission relative to approval of financing.

This opinion is to accompany the approval of the Issuer and Financing described as follows:

Issuer: Development Authority of Fulton County

Financing: Revenue Bonds in the aggregate principal amount not to exceed \$40,000,000 (the "Bonds")

Borrower: Georgia Tech Athletic Association.

Project: to finance (a) certain capital projects on the campus of the Georgia Institute of Technology at 225 North Avenue, NW, Atlanta, Georgia 30332, including the construction, installation, renovation, extension and equipping of athletic facilities including, but not limited to construction of a new approximately 96,000 square foot student-athlete performance center in the northeast corner of Bobby Dodd Stadium comprising strength and conditioning, a dining hall and nutrition center, a dedicated sports science and data analytics area, a sports medicine and recovery room, programming space, offices and meeting rooms, and improvements to the Wardlaw Center and several other areas in Bobby Dodd Stadium, and (b) costs of issuance of the Bonds.

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Public hearing was held before the Development Authority of Fulton County on September 25, 2023, pursuant to an advertisement appearing on the website of the Development Authority of Fulton County on September 11, 2023.

In rendering this opinion, with your permission, we have relied conclusively on representations of representatives of the Issuer, the Borrower, or both as to the correctness of the information set forth above.

Based on the foregoing, we are of the opinion that the Issuer is authorized under the laws of the State of Georgia to issue financing for projects of the type and nature described hereinabove pursuant to Article IX, Section VI, Paragraph III, of the Constitution of Georgia of 1983, as amended, the Development Authorities Law (O.C.G.A. 36-62-1 et seq.) and the Revenue Bond Law (O.C.G.A. 36-82-60 et seq.).

This opinion relates solely to the application relating to the Financing identified above as submitted by or on behalf of the Borrower to the Issuer, and is rendered solely to the parties to whom it is addressed. This opinion is not to be used for any other purpose, quoted in whole or in part, relied upon by or delivered to any other person or party.

Sincerely,



Sandra Z. Zayac

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Enclosures

EXHIBIT "D"

(Placement/Investment Letter)

September 14, 2023

Development Authority of Fulton County
c/o Sandy Zayac, Esq.
Arnall Golden Gregory LLP
171 17th Street NW, Suite 2100
Atlanta, Georgia 30363

Dear Sir or Madam:

In connection with the public hearing, pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended, relating to the Development Authority of Fulton County (the "Issuer") and Georgia Tech Athletic Association. (the "Borrower"), we are pleased to provide our preliminary view regarding the ability of the Issuer and the Borrower to raise up to \$40,000,000 of debt financing. Our view is based on our understanding of the transaction as it is presently structured, including our current knowledge of the operations, tax status, financial results, conditions and prospects of the Issuer and the Borrower and general economic, industry and market conditions. We note also that our view is based upon the limited information we have been provided by the Issuer and the Borrower to date regarding the transaction and, as we have not had the opportunity to conduct due diligence, we understand that we will be provided the opportunity to conduct thorough due diligence prior to any financing or commitment.

Based upon and subject to the terms of this letter, we are pleased to confirm that it is our preliminary view that, based upon current market conditions, up to \$40,000,000 of debt securities of the Issuer could be sold in the debt capital markets. Our views in this letter are based on our understanding of the transaction as currently contemplated and are also subject to (i) satisfactory completion of the financing documents; (ii) satisfactory completion of an offering document for the financing; (iii) satisfactory completion of legal, accounting, financial and other due diligence customary in similar capital markets transactions; and (iv) the absence of any material adverse change in the condition, business, results, operations or prospects of the Issuer or the Borrower.

Furthermore, our view is subject to there not having occurred; (a) any general suspension of, or limitation on prices for, trading in securities in the New York Stock Exchange; (b) any suspension of trading in any securities of the Issuer or the Borrower; (c) any material adverse change in financial market conditions; (d) any declaration of a banking moratorium or any suspension of payments in respect of banks generally in New York or Georgia; or (e) any outbreak or escalation of hostilities or any other calamity or crisis that, in our judgment, is material and adverse.

This letter does not represent and should not be construed as a commitment by JP Morgan Securities LLC or any of our respective affiliates to underwrite or arrange any financing for the Issuer or the Borrower and does not constitute an undertaking or contractual commitment to purchase on a principal or agency basis any debt securities of the Issuer or the Borrower. Any commitment to underwrite debt securities of the Issuer or the Borrower will be conditioned on the execution of a mutually acceptable definitive bond purchase agreement. Nothing expressed or

J.P.Morgan


implied in this letter is intended to create legal relations between us or to constitute representations or warranties on which the Issuer or the Borrower may rely.

This letter has been delivered to you for your informational purposes only and is not to be distributed or disclosed to, or otherwise relied upon by, any other person without our consent, except as required by law.

If you have any questions with respect to this letter, do not hesitate to call the undersigned.

Very truly yours,

JP MORGAN SECURITIES LLC as Underwriter

By: 

Executive Director

EXHIBIT “E”

(Minority and Female Business Enterprise Policy Utilization Report of Company)

BORROWER'S MFBE UTILIZATION REPORT

This report must be submitted at the earlier of the date of TEFRA approval or final bond resolution, and thereafter, updated reports must be submitted on a quarterly basis, beginning with the first full quarter following the date of final bond resolution, to be received by the tenth day following the last day of the relevant quarter. The report should be mailed/mailed to: Development Authority of Fulton County, 141 Pryor Street, S.W., Suite 2052 (Peachtree Level), Atlanta, Georgia 30303 (sandra.zayac@agg.com). Upon the first submission of this report, please attach a copy of the Borrower's policy on hiring of minorities and females or the Prime Contractor's policy on the utilization of minority and female-owned businesses, as applicable. Please complete the report with "N/A" - not applicable for refunding transactions" or mark "Not yet engaged" if contractors or subcontractors have not yet been retained.

REPORTING PERIOD	PROJECT NAME:	Student Athlete Performance Center (SAPC)
FROM:	BOND CAPTION:	
TO:	PROJECT ADDRESS:	

PRIME CONTRACTOR (Identify if MFBE)			Contract Award Date	Contract Award Amount	Change Order Amount	Contract Period
Name:	DPR Construction		11/21/2022	\$577,789	N/A	11/21/2022 - September 2025
Address:	3301 Windy Ridge Pkwy SE #200 Atlanta, Ga 30339					
Telephone #:	(404) 264-0404					

AMOUNT OF REQUISITION THIS PERIOD: \$0
TOTAL AMOUNT REQUISITION TO DATE: \$0

Name of Sub-Contractor or Vendor (Identify if MFBE)	Description of Work or Goods Purchased	Contract Amount	Amount Paid To Date	Amount Requisition This Period	Contract Period	
					Starting Date	Ending Date
Not Yet Engaged						
TOTALS						

SUBCONTRACTOR or VENDOR UTILIZATION (for equipping of Project or acquisition of personal property) Continue on additional page if necessary

Borrower's Representative by: Brad Stricklin **Address:** 150 Bobby Dodd Way, Atlanta, Ga
Phone: 470-927-9318
Executed By:  EF85A679011445... **Date:** 9/22/2023 6:04 PM EDT
Title: Chief Financial Officer **Email:** bstricklin@gatech.edu

EXHIBIT "F"

**(Copy of Authority's Minority and Female Business Enterprise Policy
Revisions Adopted April 22, 2008)**

It is the policy of the Development Authority of Fulton County that discrimination against businesses by reason of the race, color, gender or national origin of the ownership of any such business is prohibited. The Company shall utilize contractors, subcontractors, suppliers and vendors that do not discriminate against employees or employment applicants because of race, color, gender or national origin, in connection with the development of the Project. The Company shall also make a good faith effort to utilize, to the extent feasible and reasonable under the circumstances, minority or female owned enterprises in connection with the development of the Project. In furtherance of this effort, the Company shall furnish to the Authority, at or before the earlier of the date of submission of TEFRA approval documentation, if applicable, or of the final bond resolution, a written report (i) projecting its utilization of minority and female owned business enterprises in connection with the construction and/or equipping of the proposed Project, (ii) identifying all significant contractors, subcontractors, suppliers, or vendors engaged or utilized to date in connection with the development of the Project, and (iii) specifically identifying all minority or female owned contractors, subcontractors, suppliers or vendors engaged or utilized to date. The report shall also identify a Company representative who will be responsible for future contact and information regarding minority and female owned business enterprise utilization in connection with Project construction and/or acquisition of personal property in conjunction with the Project. In addition to the aforementioned initial written report, the Company shall file updated reports with the Authority on a quarterly basis, beginning with the first full quarter following the date of final bond resolution and continuing through the date of completion of the Project. The Company shall also consent to on-site monitoring visits by the Authority to evaluate compliance with the Policy.