

STATE OF GEORGIA
COUNTY OF HENRY
CITY OF STOCKBRIDGE

RESOLUTION NO. R13-582

A RESOLUTION OF THE MAYOR AND CITY COUNCIL OF THE CITY OF STOCKBRIDGE, GEORGIA TO CONFIRM THE AUTHORIZATION, EXECUTION AND DELIVERY OF AN INTERGOVERNMENTAL CONTRACT TO BE ENTERED INTO BETWEEN THE CITY OF STOCKBRIDGE, GEORGIA, DOWNTOWN DEVELOPMENT AUTHORITY (THE "DOWNTOWN DEVELOPMENT AUTHORITY") AND THE CITY PROVIDING FOR SAID AUTHORITY TO PROVIDE CERTAIN ECONOMIC DEVELOPMENT SERVICES AND FACILITIES AND FOR THE CITY TO AGREE TO MAKE CERTAIN PAYMENTS, IF REQUIRED, IN SUPPORT OF THE PROJECT; TO CANCEL A LOAN MADE BY THE CITY TO THE DOWNTOWN DEVELOPMENT AUTHORITY; AND FOR OTHER PURPOSES.

WHEREAS, the City of Stockbridge, Georgia (the "**City**") is a municipal corporation located within Henry County, Georgia duly authorized and existing under the laws of the State of Georgia and is charged with providing public services to residents located within the corporate limits of the City; and

WHEREAS, the City of Stockbridge, Georgia Downtown Development Authority (the "**Authority**") is a public corporation duly created for the purpose, *inter alia*, of promoting for the public good and general welfare trade, commerce, industry, and employment opportunities and is existing under the laws of the State of Georgia, and particularly by O.C.G.A. §§ 36-42-1 *et seq.*, as amended (the "**Act**") as reinstated by a resolution of the Mayor and Council of the City adopted on April 8, 2013 ("**Activating Resolution**"); and

WHEREAS, in furtherance of its public purpose, the Authority entered into a Public Private Partnership Agreement as of December 10, 2013 (the "**Public Private Partnership Agreement**") with World Internet Group, LLC (the "**Company**"), a limited liability company duly formed and existing under and by virtue of the laws of the State of Georgia, for the acquisition, construction, and installation of business parks, initially consisting of a high speed data campus for technology companies (the "**Project**"), located within the downtown development area designated by the governing body of the City; and

WHEREAS, in accordance with Resolution R13-569, adopted on December 9, 2013, the City previously loaned \$5,000,000 (the "**City Loan**") to the Authority to be used toward the cost of the Project, including debt service, and both the City and the Authority now desire to deem the

loan to be repaid and the debt cancelled in accordance with Section 5.1(a) of the Contract (as hereinafter defined); and

WHEREAS, in order to provide funds necessary to pay or reimburse the cost of the acquisition, construction and installation of the Project, the Authority determined, by its resolution adopted December 9, 2013 (the “**Authority Intent Resolution**”) to issue its revenue bonds and/or secure additional loans in an amount not to exceed \$25,000,000, including the City Loan (the “**Authority Obligations**”); and

WHEREAS, in accordance with Resolution _____, adopted on December 20, 2013 (the “Commitment Letter Resolution”), the City executed a commitment letter that memorialized the City’s financial commitment to the Project as further described therein; and

WHEREAS, the City now desires to confirm the authorization, execution and delivery of the Intergovernmental Agreement as contemplated in the Commitment Letter Resolution (the “**Contract**”), in substantially the form attached hereto as Exhibit “A”, pursuant to which the City will pledge its full faith and credit and, to the extent required, exercise its power of taxation within the limits of Georgia law to meet its contractual obligation thereunder, up to a maximum amount of \$20,000,000; and

NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF STOCKBRIDGE, GEORGIA, AND IT IS HEREBY RESOLVED 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, including the Act.

Section 2. Cancellation of City Loan. The City Loan between the City and the Authority is hereby repaid and the debt cancelled in accordance with Section 5.1(a) of the Contract.

Section 3. Execution of Intergovernmental Agreement. The Contract, in substantially the form attached hereto as Exhibit “A”, is hereby approved by the City, and by this reference, the Contract is made a part hereof. The execution, delivery and performance of the Contract provided in this Section are hereby authorized. The Contract shall be executed on behalf of the City by the Mayor and the seal thereof impressed thereon and attested by the City Clerk. The Mayor may agree to such changes, alterations or corrections to the Contract as may be necessary to affect the purposes thereof, and the execution of the Contract by such official shall constitute approval of such alterations, changes or corrections.

Section 4. Binding Agreement. The execution of the Contract shall constitute a binding agreement on the part of the City and the City acknowledges that the Authority and the Company are entitled to rely upon the Contract in performing their obligations under the Public Private Partnership Agreement.

Section 5. Actions of the Mayor and the City Manager. The Mayor and the City Manager and other appropriate officials of the City are authorized to certify any documents and execute any receipts or other closing papers necessary to affect the purposes of the Contract.

Section 6. Contract Payments Shall Constitute a General Obligation. To the extent revenues received by the Authority from the Project and from other resources available to it to make debt service payments on the Authority Obligations (other than the City Loan) are insufficient, then the City will make payments to the Authority to enable such debt service payments to be made. The obligation of the City to make the payments provided for pursuant to the terms of the Contract shall constitute a general obligation of the City, payable out of any funds lawfully available to it for such purpose, from whatever source derived (including general funds or franchise fees). The City has covenanted in the Contract, to the extent necessary, to levy an annual ad valorem tax on all taxable property located within the territorial limits of the City, as now existent and as the same may hereafter be extended, at such rate or rates within the three (3) mill limit authorized pursuant to O.C.G.A. § 48-5-350 or within such greater millage as may hereafter be prescribed by applicable law; and provided, that such payments shall not exceed \$1,500,000 in any one fiscal year of the City, for a term of up to thirty (30) years from the date of the issuance or incurrence of the Authority Obligations and, provided further, that the sum of all such contract payments shall not exceed \$20,000,000.

Section 7. Partial Invalidity. In case any one or more of the provisions of this resolution shall for any reason be held to be illegal or invalid by a court of competent jurisdiction, such illegality or invalidity shall not affect any other provisions hereof unless expressly so held, but this resolution shall be construed and enforced as if such illegal or invalid provisions had not been contained herein, and this resolution shall be construed to adopt, but not to enlarge upon, all applicable provisions of Georgia law, and, if any provisions hereof conflict with any applicable provision of such law, the latter as adopted by the legislature and as interpreted by the courts of this state shall prevail and shall be substituted for any provision hereof in conflict or not in harmony therewith.

Section 8. General Authority. The Mayor and City Manager are hereby authorized to execute and deliver all documents and certificates necessary to effectuate the transaction contemplated by this resolution and all actions heretofore taken and all documents heretofore executed in connection with the transaction contemplated by this resolution are hereby ratified and approved.

Section 9. Repealer. Any and all resolutions or parts of resolutions in conflict with this resolution shall be and the same hereby are repealed, and this resolution shall be in full force and effect from and after its adoption.

Section 10. Effective Date. This resolution shall be in full force and effect immediately upon its adoption.

NOW THEREFORE BE IT RESOLVED, by the City Council of the City of Stockbridge, Georgia, this 30th day of December, 2013.

CITY OF STOCKBRIDGE, GEORGIA:

By: Mark A. Nelson

ATTEST:

Phonda A. Blackmon
City Clerk

EXHIBIT "A"

CONTRACT

CLERK'S CERTIFICATE

I, the undersigned Clerk of the City of Stockbridge, Georgia (the "City"), DO HEREBY CERTIFY, that the foregoing pages of typewritten matter, pertaining to the execution, delivery and performance of an Intergovernmental Agreement constitutes a true and correct copy of the Resolution adopted on December 30, 2013 by the Mayor and City Council in a meeting duly called and assembled, which was open to the public and at which a quorum was present and acting throughout, and that the original of said Resolution appears of record in the Minute Book of the Mayor and City Council which is in my custody and control.

WITNESS my hand and official seal of City of Stockbridge, Georgia, this 30th day of December, 2013.

CITY OF STOCKBRIDGE, GEORGIA

By: Phonda A Blackman
City Clerk

(SEAL)