City of Stockbridge
Citywide Development Authority

Citywide Development Authority Meeting Agenda
March 14, 2023 6:00 PM

STOCKBRIDGE CITY HALL

4640 NORTH HENRY BLVD.

STOCKBRIDGE, GA 30281

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Stockbridge
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AGENDA
CITYWIDE DEVELOPMENT AUTHORITY MEETING
CITY OF STOCKBRIDGE

TUESDAY, MARCH 14, 2023 6:00 PM

I. Call to Order

1. Invocation Followed by Pledge
2. Roll Call
3. Approve Agenda
4. Approve January and February 2023 Minutes

II. Officers and City Staff Reports

III. Old Business

5. By-Laws Update

IV. New Business

6. Strategy Subcomittee Update
7. South Metro Conference Feedback
8. Finance Update – Gadson Woodall, Treasurer
9. Economic Development Update – DA Director
10. Attorney Update- Winston Denmark

V. Executive Session (if needed)

VI. Adjourn

CITY OF STOCKBRIDGE
DEVELOPMENT AUTHORITY
REGULAR MEETING
SUMMARY MINUTES
Tuesday, January 10, 2023 6:00 P.M.

Mark Glenn, Board Member
Cathy Hill, Board Member
Kalpesh Patidar, Board Member
Vacant – Board Member
Kim Allonce, Economic Development Director

Samantha Samuels, Board Member
Ariel Shaw, Board Member
Gadson Woodall, Board Member

Guest in Attendance: Attorney Winston Denmark, Attorney Kirby Glaze and Deputy City Clerk, Randi Rainey

The meeting was called to order at 6:03 p.m. by Chairwoman Shaw.

All board members were present.

Dr. Hill made a motioned to adopt the agenda as printed; Second by Mr. Woodall. The motion passed 5-0.

Dr. Hill read the December 13, 2022 minutes aloud.

Mr. Glen made a motioned to adopt the December 13, 2022 minutes with changes made by the board: Second by Mr. Patidar. The motion passed 5-0.

Old Business

Board Attorney and Subcommittee Choice:

Chairwoman Shaw presented two law firms to choose from: Fincher Denmark, LLC and Hecht Walker Jordan, P.C. with the recommendation of choosing Fincher Denmark, LLC.

Winston Denmark, representing Fincher Denmark, LLC. gave a brief overview and noted the firm has served as an appointed general council for over 30 separate local governmental entities such as the City of College Park, Lake City, Jonesboro and has also served as council for the Hapeville Development Authority and the

Stonecrest Urban Redevelopment Agency. Mr. Denmark noted providing services for developments, bonds, Tax Allocation Districts (TAD) and has specially trained contingent lawyers and support staff for over 350,000 citizens. Mr. Denmark noted the firm would provide general council for the Citywide Development Authority for $175/hour with a monthly cap for general services of $4,000 with the fees for bonds and public finance paid to the firm through the proceeds of each bond transaction with the bond fees reflecting the traditional standard rate.

Ms. Samuels made a motioned to recess the meeting for a 5-minute break: Second by Dr. Hill. The motion passed 5-0.
Dr. Hill made a motioned to reconvene the meeting: Second by Mr. Glenn. The motion passed 5-0.

Kirby Glaze, representing Hecht Walker Jordan, P.C. gave a brief overview and noted the firm being instrumental in proposing legislation and policies governing public-private partnerships in the state of Georgia and currently serves as general counsel to the East Point Business and Industrial Development Authority and the Development Authority of the City of Forest Park. Mr. Glaze noted being the president of 4PM and CDP and has helped manage the delivery of over $70 million in public and public-private developments and currently manages the development of municipal complexes for the Cities of Jonesboro and Powder Springs. Mr. Glaze noted serving as a program speaker and seminar leader for the University of Georgia's Office of Economic Assistance, the Georgia Economic Developers Association, and the Georgia Municipal Association (GMA). Mr. Glaze noted proposing a retaining fee of $2,500/month that would cover all routine day to day advice and counsel to the Authority.

Dr. Hill made a motioned to recess the meeting for a 5-minute break: Second by Mr. Glenn. The motion passed 5-0.
Dr. Hill made a motioned to reconvene the meeting: Second by Mr. Glenn. The motion passed 5-0.

Mr. Allonce, Economic Development Director introduced himself to the board and noted being from Haiti who was the previous Economic Development Manager for the City of Wilton Manors located in Florida, and the City of Orlando. Mr. Allonce worked with the Downtown Development Authority and CRA, has marketing experience and has also worked for the Department of Community Affairs (DCA). Mr. Allonce noted obtaining his master's in public administration from the University of Georgia and is currently a PHD candidate at the University of Central Florida.

Chairwoman Shaw noted Fincher Denmark, LLC. has an hourly cap and suggested

going down from $4,000 to $3,000 for the general services. Chairwoman Shaw noted Hecht Walker Jordan, P.C. recommends being paid upfront with a $2,500 retainer, which is roughly a $500 difference and suggested voting to be able to register with the State to become a legitimate board.
Dr. Hill motioned to appoint Fincher Denmark, LLC. as the Citywide Development Authority's legal counsel: Second by Mr. Glenn. The motion passed 4-1 (Woodall in opposition).

New Business
Department of Community Affairs (DCA) Bonds and Financing
No discussion

Incentive Subcommittee:
Chairwoman presented the recommendation of starting an incentives subcommittee.

Kim Allonce, Economic Development Director noted working on an incentive package and requested time to come back with recommendations.

Ms. Samuels made a motioned to put a subcommittee for the creation of bonds: Second by Dr. Hill. The motion passed 5-0. Mr. Patidar, Chairwoman Shaw, and Dr. Hill all agreed to become volunteers for the committee.

Mark Glenn left the meeting at 7:19pm.

2023 Budget:
Chairwoman Shaw noted the board having a budget of $45,000.

No action taken.

Mission and Vision Statement of the Board/Logo:
Chairwoman Shaw presented the proposed mission and vision statement read as "The City of Stockbridge Citywide Development Authority (SDA) is dedicated to stimulating & sustaining economic development and quality growth, in and throughout the entire City of Stockbridge", and suggested including in the verbiage: in alignment with the City of Stockbridge".

Dr. Hill made a motioned to approve the mission and vision statement with the added verbiage "in alignment with the City of Stockbridge": Second by Mr. Patidar. The motion passed 4-0.

Chairwoman Shaw noted Fredrick Gardiner, City Manager noting having cohesiveness and being in align with other boards. Chairwoman Shaw recommended adding the Citywide Development Authority's name to the City's current logo.

Mr. Allonce inquired if anyone has checked with the City's Public Information Officer (PIO) to see if the logo matched with the city's branding guidelines. Chairwoman Shaw noted the logo is already on the city's website and whatever is voted on could be amended later. Chairwoman Shaw also noted the board does not have to submit a logo to the city seeing the city has given the approval to place on the website.

Mr. Allonce requested more time to discuss the logo and branding before voting.

Dr. Hill inquired on the urgency with voting on a logo; Chairwoman Shaw noted being able to print business cards out for meetings outside of the city.

Ms. Samuels suggested not to put anything out and to identify themselves, and inquired on how the current logo was added to the city's website. Chairwoman Shaw noted the Information Technology Dept. (IT) added the logo to the city's website for the sake of the meeting agenda for the clerk's office. Ms. Samuels noted having the board look at the logo before being released to the city. Chairwoman Shaw noted presenting the logo to the city clerk and was unaware IT would add the logo to the website and noted taking the advice of the city manager.

Dr. Hill recommended adding to the motion once made to be recognizable, identifiable and with limited use of using the logo. Chairwoman Shaw noted "contingency" would be fine in the motion.

Mr. Allonce noted to make sure the same language is being used on how the board would like to present themselves to the community for branding purposes. Chairwoman Shaw inquired if the branding would come out of the city's budget or the Citywide Development Authority's budget. Mr. Allonce, Economic Development Director noted the board is currently new and would need to discuss what the vision looks like.

Mr. Patidar made a motion to approve for the City's Economic Director, Mr. Allonce to approve the current logo being used, take off the City of Stockbridge under city's logo with the contingency of not making any purchases until consulted with the Economic Development Director: Second by Mr. Woodall. The motion passed 4-1 (Dr. Hill in opposition).

Upcoming Meetings
Chairwoman Shaw noted Eggs and Issues will be on January 11, 2023 and the South Metro Development Conference will be on March 8, 2023 with early registration staring at $70/person and inquired on who would like to attend; Mr. Patidar, Dr. Hill and Chairwoman Shaw noted they would go.

Chairwoman Shaw noted the next board meeting will be held on February 7, 2023.

Adjourn
Dr. Hill made a motioned to adjourn the meeting at 8:08pm: Second by Ms. Samuels. The motion passed 4-0.

Minutes prepared by: Randi Rainey, Deputy City Clerk

CITY OF STOCKBRIDGE
DEVELOPMENT AUTHORITY
REGULAR MEETING
SUMMARY MINUTES
Tuesday, February 7, 2023 6:00 P.M.

Mark Glenn, Board Member
Cathy Hill, Board Member
Kalpesh Patidar, Board Member
Vacant – Board Member
Samantha Samuels, Board Member
Ariel Shaw, Board Member
Gadson Woodall, Board Member

Chair Shaw called the meeting to order at 6:01 p.m.

All board members were present except Board Member Patidar.

Attorney Winston Denmark was present along with City Clerk, Vanessa Holiday to record the Meeting Minutes.

Board member Hill motioned to amend the Agenda to add the discussion of the By-laws approval process; seconded by Board member Samuels. The motion passed unanimously.

<u>Old Business</u>
<u>Review of the January 10, 2023, Meeting Minutes</u>
Board member Hill read the January 10, 2023, Meeting Minutes aloud noting language and amendments to be made.

Motion to Table the approval of the January 10, 2023, Meeting Minutes made by Board member Hill noting amendments to be made; seconded by Board member Glenn. The motion passed unanimously.

There was a request from the City Clerk to change the procedure regarding the Minutes and have the Clerk's Office submit the Meeting Minutes for review and present to the Board for approval at the meeting. Attorney Denmark agreed to the recommended process. The Board agreed to the process as well.

Incentive Subcommittee Presentation

It was noted that committee members Shaw, Hill and Allonce met to discuss business incentives for new and established businesses, and/or business fee waivers; discussed revolving loans, workforce development, public and private partnerships and streamlining the processes for businesses to work with the city and alleviate bottlenecks; it was noted there are some tax credits already in place from the state/federal levels and the board wants to look into grants for small business owners and other tools in the tool box over time; and encourages more filming as this spurs economic development.

Attorney Denmark referenced the importance of entering into an IGA (Intergovernmental Agreement) with the City to define the roles and responsibilities each one has, and the expectations thereof; noted the Development Authority is a separate entity, relationships need to be structured. And that it is dangerous to operate without an IGA.

Mr. Allonce noted the Development Authority Board is a new board and relationships need to be defined and the board and the City should work with a common goal, and determining how to that this is key and critical for both the Development Authority and the City.

DCA (Department of Community Affairs) Registration Update

Attorney Denmark noted the Board has been officially registered effective January 2023.

Chair Shaw noted documentation has been submitted to the Secretary of State; and noted she met with the City's Treasurer, John Wiggins regarding funding, and noted the Development Authority will follow the guidelines of the Downtown Development Authority's budget.,; and made a request for (3) seats to be purchased

South Metro Conference (2023)

Chair Shaw made a request to purchase (3) seats for members Shaw, Hill and Glenn to attend the 2023 South Metro Conference at $70.00 each.

Motion to approve the purchase of (3) South Metro Conference events tickets made by Board member Hill; seconded by Board member Glenn. The motion passed unanimously.

Discussion of By-Laws Approval Process

Chair Shaw noted the By-Laws as currently drafted have been reviewed by the Attorney and need more substance.

Attorney Denmark noted he would share his template and recommendations with the Board for review.

New Business

Strategy Subcommittee Request

Mr. Allonce noted the vision for the Board is to be in alignment with the city, noting the board serves at the pleasure of the City.

Board members Hill, Shaw and Samuels and Economic Development Director, Kim Allonce noted they will serve on the Strategy Subcommittee.

Economic Development Update – Development Authority Director

Mr. Allonce noted the city would be releasing a RFP for a consultant for an Economic Development Plan as a guide for economic development, and take to the City Council for approval; noted he met with the CVB (Convention and Visitor's Bureau) Executive Director, Laura Luker to discuss promotion of the City; and is planning to meet with Southern Crescent Technical College to discuss Workforce Development.

Attorney Denmark asked what is the city's plan to fund the Economic Development Plan and spur development, and attract people to the city; and asked if the Economic Development Plan will focus SPLOST Projects, Tourism, or partnerships with the private sector?

Mr. Allonce responded all the above, noting the goal is to incentivize businesses development and to redevelopment the downtown. The City Clerk referenced the Market Study on the city's website.

Executive Session

Board member Hill motioned to convene Executive Session for Real Estate discussion; seconded by Board member Glenn. The motion passed unanimously.

Board member Hill motioned to adjourn Executive Session; seconded by Board member Samuels. The motion passed unanimously.

Board member Hill motioned to reconvene the meeting; seconded by Board member Glenn. The motion passed unanimously.

Board member Hill motioned to adjourn the meeting at 7:25 p.m.; seconded by Board member Glenn. The motion passed unanimously.

Minutes prepared by: Vanessa Holiday, City Clerk

Bylaws of the Development Authority of the City of Stockbridge

ARTICLE I - NAME

The name of the Authority shall be the Development Authority of the City of Stockbridge or Citywide Development Authority, (the "Authority").

ARTICLE II – PURPOSE AND ORGANIZATION

Section 1. Purpose. The Georgia General Assembly created in and for each municipal corporation in the State of Georgia a development authority for the purpose of promoting the public good and general welfare, trade, commerce, industry, and employment opportunities, and promoting the general welfare of the State of Georgia. On April 12, 2021, the Mayor and Council of the City of Stockbridge, Georgia (the "City") adopted a Resolution which appointed new members of the Board of Directors for the Development Authority of the City of Stockbridge and authorized them to exercise the City's development authorities pursuant to O.C.G.A. § 36-62-1 et seq. (the "Development Authorities Law").

Section 2. Powers. The powers and purposes set forth in the Development Authorities Law pursuant to O.C.G.A. § 36-62-6 et seq are expressly incorporated herein by this reference, subject to any current or future limitations or restrictions contained in the Development Authorities Law, the Resolution, or any amendments, modifications, or changes to the foregoing. The Authority shall also have such additional purposes and powers as provided pursuant to subsequent amendments to the Development Authorities Law or any other law applicable thereto subject only to any limitations which may be imposed by resolution of the City of Stockbridge Mayor and Council.

Section 3. Membership: The property, affairs and business of the Development Authority of Stockbridge, Georgia shall be managed by its directors consisting of seven persons, appointed from time to time as provided by law. The qualifications of the directors shall be as provided by law. Each director shall serve for the length of time provided by law. (O.C.G.A. § 36-62-4 et. seq.) The directors shall receive no compensation for their services but shall be reimbursed for their actual expenses incurred in the performance of their duties;

Section 4. Qualifications: The directors shall be taxpayers residing in the City of Stockbridge. The Mayor and City Council of the City of Stockbridge shall appoint as members of the Board of Directors of the Development Authority of the City of Stockbridge seven (7) named persons, each of whom, in the judgment of the Mayor and City Council, meets the qualifications set forth in the Development Authorities Law.

Section 5. Terms: The terms of all directors shall be for four years as provided under the Development Authorities Law . If, at the end of any term of office of any director, a successor thereto has not been elected, the director whose term of office has expired shall continue to hold office until his or her successor is so elected as provided under the Development Authorities Law (O.C.G.A. § 36-62-4 et. seq.).

Section 6. Vacancies: A vacancy on the Board shall exist in the event of any member of the Board being convicted of a felony or who fails to attend three (3) consecutive regular meetings of the Authority without an excused approval by the Board Chairperson. A vacancy on the Board shall also exist in the event of death, resignation, or relocation of a member outside of the City of Stockbridge, Georgia area. A vacancy shall be filled by appointment of the Mayor and Council of the City.

Section 7. Regular Meetings. Regular meetings of the Authority shall be determined by resolution of the Authority from time to time, but a regular meeting shall be held not less than once per quarter. The form and delivery of notice of the time and place of any such meeting provided to directors may from time to time be fixed by resolution of the Authority. All meetings shall be noticed and conducted in accordance with the Georgia Open Meetings Act. (O.C.G.A. § 50-14-1 et. seq.)

Section 8. Special Meetings. Special meetings may be held upon the call of the Chairperson, Secretary, Treasurer, or any two directors at such time during regular business hours and at such place within the City of Stockbridge, Georgia, as shall be specified in the notice of such meeting.

Section 9. Notice of Meetings. Notice of regular meetings, including the time and place therefore, shall be provided to the members at least two business days ahead of the scheduled meeting. Notice of special meetings must be provided no less than twenty-four (24) hours before the start of the meeting. Public notice of all meetings must be made in accordance with the appropriate provisions of the Georgia Open Meetings Act (O.C.G.A. § 50-14-1 et. seq.).

Notice of special meetings may be either oral or written. Oral notice may be delivered personally or by telephone and shall be given at least twenty-four (24) hours prior to the time of the meeting. Written notice may be sent by mail or electronic mail or delivered personally. If delivered personally or by electronic mail, such notice shall be delivered twenty-four (24) hours prior to the time of the meeting. If written notice is sent by mail, such notice shall be mailed three (3) days prior to the time of the meeting. Unless specified otherwise, any notice hereinafter called for in these by-laws shall be given as specified in this section:·· No notice of any meeting need be given any director who attends such meeting unless such director attending at the beginning of such meeting states any objection or objections to the place and time of the meeting, to the manner in which it has been called or convened or to the transaction of business. No notice shall be required to be given any director who at any time before or after the meeting waives notice of the meeting in writing.

Section 10. Quorum. A majority of the directors, including either the Chairperson or Vice-Chairperson to preside, at a meeting duly assembled, shall constitute a quorum for the transaction of business. No action may be taken by the board without the affirmative vote of a majority of the full membership of the board. If at any meeting of the Authority there shall be less than a quorum, a majority of those present may adjourn the meeting without further notice, until a quorum shall have been obtained.

Section 11. Executive Session. For the purposes of these by-laws the terms executive meeting(s) or session(s) and/or executive meeting(s) or session(s) shall mean one and the same. The Chairperson may call for an executive session of the Authority only from within an open meeting, and no additional notice is required. Subject matter for executive sessions is limited to those allowed pursuant to O.C.G.A. §50-14 et seq. specifically discussions on the purchase of property acquisition, disposal or leasing of property, discussions of personnel matters within the scope detailed under O.C.G.A. §50-14-3(6) and §50-14- 1(d)(l) and privileged consultation with the legal counsel of the Authority on matters of policy, pending or threatened litigation, claims, administrative proceedings or other topics determined to be within the scope of O.C.G.A §50-14-2 and §50-14-l(d)(l).

Any resolution, rule, regulation, ordinance, or other official action of an agency adopted, taken, or made at a meeting which is not open to the public as required by O.C.G.A. §50-14 et seq shall not be binding. Voting on issues discussed in executive session shall only be made binding by a subsequent vote in an open meeting. The Board shall not utilize the legal counsel justification for calling an executive session unless the Authority's legal counsel is in fact present to attend the executive session. Meetings cannot end in executive session. Motions to adjourn shall only be made during open meeting sessions.

Executive sessions must be documented pursuant to adoption of a resolution authorizing and directing the presiding officer to do such under O.C.G.A. §50-14-4 and §50-14-l(d)(l). The presiding officer shall execute an affidavit in compliance with O.C.G.A. §50-14-4 as ratified by the Board. The Board shall-have responsibility for insuring adherence to the requirements of O.C.G.A. §50-14 et seq during all meetings, for having the resolution and affidavits properly validated and for placing the appropriate copies into the minutes of the meeting. Executive meetings are to be captured in separate meeting minutes which shall adhere to the requirements listed O.C.G.A. § 50-14-1

Participation in executive meetings shall be limited to the Directors, assigned legal counsel, any specifically invited individuals.

Section 12. Parliamentary Procedures. In case of dispute concerning parliamentary procedures governing the conduct of meetings of the Authority, Roberts Rules of Order shall govern.

Section 13. Ex officio members. The Authority may include in its meetings and activities persons known as Ex officio members who shall be non-voting members representing governments, agencies or institutions in Henry County. Ex officio members may participate in Authority discussions and activities, provide reports from their respective agencies, and serve on Authority committees, subject to approval by the Chairperson. The Authority may create or disband Ex officio memberships as deemed necessary. Ex officio members are afforded regular participation in the Authority's public meetings and thereby contribute information and exercise influence in these discussions. As such, Ex officio Members shall agree to be bound as are Directors by the rules as they apply regarding Conflicts of Interest and Confidentiality as recorded in these Bylaws.

ARTICLE III - OFFICERS

Section 1. Election. The directors shall elect from one of their number a Chairperson, a Vice Chairperson, a Secretary, a Recording Secretary, a Treasurer and a Sergeant-at-Arms. The Treasurer and the Recording Secretary may be, but need not be, a director.

A meeting shall be held during the month of December of each year for the purpose of electing new officers for the following twelve {12) months. Notice of the time and place of such meeting shall be given by the retiring Chairperson as provided for herein for regular meetings.

Section 2. Term and Removal. All officers will serve one year terms, with no limits on the number of terms they may serve. All officers shall be elected by and serve at the discretion of the directors and any officer may be removed from office, either with or without cause, at any time, by the affirmative vote of the majority of the directors of the authority then in office. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the directors for the unexpired portion of the term. Resignations shall be submitted in writing to the Chairperson.

Section 3. Duties of Chairperson. The Chairperson shall be responsible for directing all Board affairs and shall preside at all meetings of the Board. He or she may sign any documents which have been authorized by the Board or are required by law to be signed or executed. In general, he or she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time. The Chairperson of the Authority shall be entitled to vote only in the event of a tie. The Chairperson shall appoint committees and committee chairpersons as may be necessary. The Chairperson shall be a member of all committees. The Chairperson, or its designee, shall be responsible to the City Council for reports and information on the Authority.

Section 4. Duties of Vice Chairperson. In the absence of the Chairperson, or in the event of his or her inability or refusal to act, as determined by a majority of the members present at a meeting at which a quorum is present, the Vice Chairperson shall perform the duties of the Chairperson and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties as from time to time may be assigned to him or her by the Chairperson.

Section 5. Duties of Secretary. The Secretary shall affix the Authority seal to any lawfully executed documents requiring it and shall attest to the signature of the Chairperson and/or the Vice Chairperson of the Authority who are authorized to execute documents of the Authority. The Secretary shall give appropriate notices in accordance with the bylaws and as required by law. The Secretary shall act as custodian of Authority records as well as the Seal of the Authority. In general, the Secretary shall perform all duties usually incident to the office of Secretary and such other duties as may be prescribed by the members of the Authority from time to time.

Section 6. Duties of Treasurer. The treasurer shall be the custodian of the funds of the Authority and shall supervise the collection of monies due to the Authority, the expenditures of the Authority funds, and the preparation and maintenance of appropriate books of account. The Treasurer shall have the responsibility of keeping financial records and accounts. The Treasurer shall oversee development of the Annual Budget. The Treasurer shall cause an Annual Audit of the books of the Authority to be made by the firm which audits the books of the City of Stockbridge and present such audit to the directors of the Authority. A copy of the audit shall be filed with the State Auditor, if necessary, to comply with Local Government Financial Standards Act (Georgia Laws, 1980, p. 1738). The Treasurer shall make reports to the Authority as to its financial condition. The Treasurer shall make available all financial information of the Authority to the Mayor and Council of Stockbridge, Georgia. In general, the Treasurer shall perform all duties usually incident to the office of Treasurer and such other duties as may be prescribed by the members of the Authority from time to time. The Treasurer need not be a director of the board. If a non-member, the Treasurer will not have any of the powers, rights, or duties of directors.

Section 7. Duties of Recording Secretary. The Recording Secretary shall attend meetings for the purpose of recording the minutes of such meetings. The Recording Secretary need not be a director of the board. If a non-member, the Recording Secretary shall not have any of the powers, rights, or duties of directors.

Section 8. Duties of Sergeant at Arms. Sergeant at Arms is the chief bylaws enforcement and protocol officer of the Authority and is responsible for order and efficiency during meetings. The Sergeant at Arms reviews and implements all issues relating to the safety and security of the Authority members and meeting environments.

The Sergeant-at-Arms' shall have the responsibility to verify attendnce, compliance with "Open Meeting" laws and quorums at meetings. If the Authority votes are by raised hands, the sergeant-at-arms counts the hands; if the Authority votes by ballot, the Sergeant-at-Arms will distribute, collect and count the ballots.

Section 8. Legal Counsel and Advisors. The Board may appoint officers and retain agents, engineers, attorneys, fiscal agents, accountants, and employees and may provide for their compensation and duties.

Section 9. Subcommittees. Standing or special subcommittees of the Board may be created as deemed appropriate by the Chairperson or a majority of the members of the Board. The Authority may appoint members of the subcommittees such as individuals who live or work in the City of Stockbridge as the Authority deems appropriate and such members do not have to be members of the Authority. The subcommittee shall serve in an advisory capacity to the Authority. The Chairperson of the Authority shall choose from among the members of each subcommittee a person to serve as chairperson of that subcommittee. The chairperson of each subcommittee shall serve a term assigned by a majority of the Board, and be eligible for reappointment. Each subcommittee shall make reports of its activities to the Authority as the Chairperson or the Board requests.

ARTICLE IV - CONFLICT OF INTEREST AND CODE OF ETHICS

Section 1. Code of ethics: The provisions of Georgia Code of ethics for members of boards, commissions, and authorities (.O.C.G.A. Code Sections 45-10-3 and 45-10-4) shall apply to all directors of the authority. No member or employee of the Authority shall have, directly or indirectly, any financial interest, profit, or benefit, in any contract work or business of the Authority, nor in the sale, lease, or purchase of any property to or from the Authority. Should one or more members or employees have acquired, prior to their affiliation with the Authority, property located in an area in which the Authority is undertaking to implement a development plan, and the Authority wishes to purchase or otherwise acquire such property from the employee or member, then in such event, the sale or transfer of such property, upon full disclosure of the employee or member's interest in property, shall not be deemed a violation of this Article. In addition to the foregoing, the members of the Authority may by resolution adopt a conflict of interest and ethics policy that incorporates a Code of Ethics appropriately similar to those maintained by the State of Georgia and/or City. For purposes of clarification, the members and employees of the Authority shall be required to comply with applicable provision of the laws of the State of Georgia as such relate to conflicts of interest and ethics.

ARTICLE III - FISCAL YEAR

Section 1. Time. The fiscal year of the Authority shall begin on the first day of January of each year and end on the last day of December of each year.

Section 2. Annual Audit. The Treasurer of the Development Authority shall cause an annual audit of the books of the Authority to be made by the firm which audits the books of the City of Stockbridge and present such audit to the directors of the Authority. An audited financial statement shall be provided to the City of Stockbridge fiscal officer, within six months of the end of the previous fiscal year. .A copy of the audit shall be filed with the State Auditor; if necessary, to comply with the Local Government Financial Management Standards Act. (Georgia Laws, 1980, p. 1738).

ARTICLE IV- Bylaws, Seal and Policies

Section 1. Establishment of Bylaws. These bylaws are established pursuant to further efficiency and operation of the Authority and shall become effective upon a majority vote of the members of the Board provided, however, that as and to the extent of any inconsistency between the provisions of these bylaws and state law, the provisions of state law shall prevail.

Section 2. Rules, Regulations and Polices. The Board shall have the power and authority to make such rules, regulations, and policies consistent with state law as said Board may deem expedient concerning the purpose of the Authority provided for by state law.

Section 3. Seal. The Seal of the Authority shall consist of an impression bearing the name " “Development Authority of the City of Stockbridge, Georgia" around the perimeter and the word "SEAL" and the year of activation in the center thereof. In lieu thereof, the Authority may use an impression or writing bearing the word "SEAL" enclosed in parentheses or scroll, which shall also be deemed the seal of the Authority.

ARTICLE V – Legal and Financial authority to act

Section 1. Depositories. The Authority shall from time to time provide by resolution or resolutions for the establishment of depositories for funds of the Authority.

Section 2. Execution of Notes, Drafts, and Checks. All drafts, checks, etc. drawn against accounts of the Authority shall be signed by the Chairperson or the Vice Chairperson together with the Treasurer.

Section 3. Contracts and legal Instruments. When necessary and proper for carrying into execution the powers and purposes set forth in the Development Authorities Law pursuant to O.C.G.A. § 36-62-6 et seq, contracts and other instruments to be executed by the Authority shall be signed by, unless otherwise required by law, the chairperson, and the secretary. The Board of Directors may authorize by majority vote, in writing, any officer or City of Stockbridge personnel to execute legal instruments required for carrying into execution the aforementioned powers and purposes of the Authority.

Section 4. Financial Obligations and Expenditures. When necessary and proper for carrying into execution the powers and purposes set forth in the Development Authorities Law pursuant to O.C.G.A. § 36-62-6 et seq, the Board of Directors may authorize by majority vote, in writing, any officer or City of Stockbridge personnel to execute financial transactions and undertake financial obligations required for operations of the business of the Authority. The Authority will employ the use of signed vouchers for disbursement of funds.

Section 5. Conveyance of Title. Upon the action of the Authority resolving to convey title or take title to real property, the signature of the Chairperson as well as the signature of the Secretary shall be required.

ARTICLE VI - AMENDMENTS

Section 1. Amendments. The by-laws of the Authority shall be subject to alteration, amendment or repeal, and addition of new by-laws not inconsistent with any laws of the State of Georgia creating this Authority. Proposed amendments shall be submitted in writing or by electronic mail to all directors of the Authority–These bylaws may be amended or repealed upon the affirmative vote of a majority of the Board members, provided such amendment or repeal is proposed at a prior meeting of the Board and further provided that notice of the meeting, at which the vote is to be taken, shall set forth the proposal to be acted upon.

ARTICLE VII - REMOTE ATTENDANCE

Section 1. Attendance. Under circumstances necessitated by emergency conditions involving public safety, the preservation of property, or public services, the Authority may meet by means of teleconference so long as the notice required by the Georgia Open Meetings Act is provided, and the Authority affords means for the public to have simultaneous access to the teleconference meeting.

If the Authority meets with a quorum present in person at a meeting, a director may participate by teleconference (via video conferencing or telephone conferencing) if necessary due to reasons of health or absence from the jurisdiction, so long as the requirements of the Georgia Open Meetings Act are met. A director shall not participate by teleconference more than twice in one calendar year, unless said director demonstrates emergency circumstances or provides the written opinion of a physician or other health professional showing that reasons of health prevent that person's physical presence at the meeting.

The foregoing Bylaws were adopted by the Development Authority of the City of Stockbridge this _____ day of January 2023.

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Chairperson of the Authority

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Secretary of the Authority