Stockbridge

Where Community Connects

City of Stockbridge
Citywide Development Authority

STOCKBRIDGE

Development Authority

Ariel Shaw, Chair

Samantha Samuels, Vice Chair

Mark Glenn, Secretary

Gadson Woodall, Treasurer

Terri Gleaton, Board Member

Monica Jones, Board Member

Kim Mays, Board Member

Ivy Sears, Board Member

LaKeisha Gantt, Council Member

Frederick Gardiner, City Manager

Vacant

Economic Development Director

Vanessa Holiday, Recorder

STOCKBRIDGE CITY HALL
4640 NORTH HENRY BLVD.
STOCKBRIDGE, GA 30281
Website: www.stockbridgega.org
Phone: 770-389-7900
Fax: 770-389-7912

Citywide Development Authority Meeting Agenda VIA ZOOM July 9, 2024 6:00 PM

Citywide Development Authority (DA) The work of development authorities is crucial for the ability for local government to create a legacy of sustained prosperity and requires strong leadership from board members, staff, and elected officials. The Citywide Development Authority is a (7) seven-member authority consisting of (6) residents of the City and/or business owners and operators preferably with subject-matter expertise such as attorneys, realtors, developers, and zoning experts and (1) member of the Governing Body. The directors shall be taxpayers residing in the county or municipal corporation for which the authority is created, and their successors shall be appointed as provided by the resolution provided for in Code Section 36-62-4

Stockbridge

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AGENDA
CITYWIDE DEVELOPMENT AUTHORITY MEETING
CITY OF STOCKBRIDGE

TUESDAY, JULY 9, 2024 6:00 PM

I. Welcome & Call to Order - Board Chair

1. Roll Call
2. Approval of Agenda

II. New Business

3. Welcome New Board Members
4. Chair Updates
   State Economic Conference
   Fall Citywide Development Authority Brokers Open
5. Personnel - Commercial Broker & Staff
6. Treasurer's Report

III. Old Business

7. Review and Approval of May 14, 2024 Minutes
8. ByLaws

IV. Executive Session (if needed)

V. Adjourn

Stockbridge

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Citywide Development Authority

Citywide Development Authority
Meeting Minutes
Tuesday, May 14, 2024
Stockbridge City Hall (Via Zoom) 6:00 P.M.

Ariel Shaw, Chair Present	Mark Glenn, Secretary Present
Samantha Samuels, Vice-Chair Present	Gadson Woodall, Treasurer Present
Vacant – Board Member	Terri Gleaton – Board Member Present
LaKeisha Gantt, Council Member - Present	LaTonya Wiley, Board Attorney Present

Also Present: City Clerk, Vanessa Holiday
City Manager, Frederick Gardiner

Presenter: Ms. Aisha Thomas of the Thomas Agency

The Meeting was called to order by Chair Shaw at 6:02 p.m.

Roll Call by Chair Shaw; all members were present except Councilwoman Gantt.

Motion to approve the Agenda was made by Chair Shaw; seconded by Vice-Chair Samuels. The motion passed unanimously 5-0.

Following review of the Minutes, Chair Shaw motioned to approve the April 9, 2024 Minutes with edit to page 7; and the April 16, 2024 Special Called Meeting Minutes; seconded by Board Member Gleaton. The motion passed unanimously 5-0.

Councilwoman Gantt joined the meeting at 6:20 p.m.

Executive Session
Motion to convene Executive Session for Real Estate was made by Chair Shaw; seconded by Board Member Gleaton. The motion passed unanimously 6-0.

Motion to adjourn Executive Session at 7:39 p.m. was made by Chair Shaw; seconded by Board member Gleaton. The motion passed unanimously 6-0.

Motion to sign an Executive Session Affidavit was made by Chair Shaw; seconded by Board member Gleaton. The motion passed unanimously 6-0.

Motion to reconvene the meeting at 8:55 p.m. was made by Chair Shaw; seconded by Board member Gleaton. The motion passed unanimously 6-0.

Motion to approve an amendment to the Purchase and Sale Agreement removing paragraph 3 and paragraph 4 and requiring the purchaser to sign with a new signature with a limited time offer and submit additional Earnest Money by Close of Business by 5pm on Friday, May 17, 2024, otherwise the Purchase and Sale Agreement is null and voided was made by Chair Shaw; seconded by Councilwoman Gantt. The motion passed unanimously 6-0.

Motion to approve the Draw Down of $5,000 Earnest Money and authorizing the Chair to sign related documents was made by Chair Shaw; seconded by Councilwoman Gantt. The motion passed unanimously 6-0.

New Business
3-Way Sponsorship
Chair Shaw noted conversation with the city's former Economic Development Director, Kim Allonce, regarding a 3-way sponsorship with the Citywide Development Authority, Downtown Development Authority and the city Economic Development staff for a table during the Amphitheater Concert Series, with each entity receiving (3) three seats, with requests submitted to the Chair, for (16) shows and a total investment of $3500 from the CDA, noting the focus would

be economic development and include a video, banner with logos. Additional details can be found in the Joint Sponsorship proposal.

Chair Shaw noted the idea is to bring investors and/or developers to promote economic development in the city, distribute rack cards and promote the Select Stockbridge webpage.

Mr. Gardiner stated the tickets would be comped, noting the idea is to promote economic development in the city.

Board Member Gleaton asked how the distribution of tickets would work.

Chair Shaw stated that determination would be made by the Chair, and that requests would need to be submitted to the Chair.

Board Member Glenn noted the idea is a great opportunity to bring in investors and encourage business, and asked where the funding will come from.

Chair Shaw noted the funds would come from the draw down from the proceeds of the real estate transaction.

Chair Shaw motioned to approve the 3-way Sponsorship with the Downtown Development Authority and Stockbridge Economic Development Department; seconded by Vice-Chair Samuels.

Board Member Glenn asked about the process for approval and how the Citywide Development Authority would work with the Downtown Development Authority and Economic Development Department when it comes to unused tickets.

Chair Shaw noted the city's Economic Development Department may be the only entity that would not use tickets, and the CDA or DDA would need to make the request for the unused tickets to the City Manager.

Mr. Gardiner noted that if the Economic Development Department tickets were not used, they could be distributed to one of the other entities, noting that he would come down and meet & greet potential investors, developers and/or sponsors.

Board Member Glenn noted there needs to be a form of equity on how the tickets are issued.

Councilwoman Gantt noted seats are first come first serve and recommends the City Council meet & greet sponsors or potential investors while in attendance of a concert.

Mr. Gardiner noted an Economic Development Table would be designated.

Vice-Chair Samuels asked if commercial real estate agents will be invited.

Mr. Gardiner responded that everyone who is willing to bring business to the city is welcome and recommends a table to be reserved for Economic Development.

Chair Shaw noted the 2nd Brokers Open scheduled for August in the Amphitheater Green Room, specifically for commercial brokers, and noted the brokers need to be serious about bringing deals to the city and not just there for entertainment.

Vice-Chair Samuels noted there are no guarantees until there is an actual deal on the table, and asked how the tickets will be allocated, and asked how everyone will be made aware.

Mr. Gardiner noted the entities will receive information regarding the concerts and dates.

Board Member Glenn asked how much is currently in the bank and noted that he does not feel comfortable with making financial decisions without having a true accounting of the Board's bank balances, noting the board needs to be fiscally responsible.

Chair Shaw noted the April bank statement has not been received, and noted there will be no impact to the budget as the sponsorship funds will be pulled down from the real estate transaction.

The motion to approve the 3-Way Sponsorship made by Chair Shaw and seconded by Vice-Chair Samuels passed 5-1 (Glenn Opposed).

Chair Updates
Chair Shaw referenced the upcoming Economic Development Conference in Savannah in July.

Councilwoman Gantt noted the Council is considering increasing the number of members on the Citywide Development Authority Board from seven to nine and wanted to hear from the members of the Board on that proposal.

Chair Shaw supports increasing the board members to nine.

Vice-Chair Samuels asked how the members were selected.

The City Clerk referenced the process for advertising vacancies and noted the City Council appoints board members.

Board member Glenn motioned to amend the Agenda to discuss the Bylaws; seconded by Councilwoman Gantt. The motion passed unanimously 6-0.

Board member Glenn motioned to reconvene the Bylaws Committee to edit the Bylaws accordingly. The motion failed for lack of a second.

Vice-Chair Samuels asked why members of the Board oppose the Bylaws being reviewed by the Committee, noting the previous members were Mark Glenn, Samantha Samuels and former member, Cathy Hill.

Board member Glenn noted he has previously asked for advance notice of changes to the Bylaws, and stated the committee still exist and operates, and that any changes to the Bylaws should have gone through the committee.
Attorney Wiley noted the proposed changes to the Bylaws were received from the Chair.

Councilwoman Gantt asked if the Chair could serve on the Bylaws Committee.

Attorney Wiley confirmed that the Chair could serve as a member.

Councilwoman Gantt supports changes to the Bylaws accordingly.

Attorney Wiley noted she would need to refer to the record regarding vacancies on the Bylaws Committee.

Councilwoman Gantt motioned to Table amendments to the Bylaws and allow the Attorney to review the Bylaws and records relating to the Bylaws and Bylaws Committee; seconded by Vice-Chair Samuels. The motion passed unanimously 6-0.

Motion to adjourn the meeting at 8:57 p.m. was made by Chair Shaw; seconded by Board Member Woodall. The motion passed unanimously 6-0.

Minutes recorded by: Vanessa Holiday, City Clerk

STATE OF GEORGIA
COUNTY OF HENRY

FIRST AMENDMENT TO THE BYLAWS OF THE DEVELOPMENT AUTHORITY OF THE CITY OF STOCKBRIDGE

This First Amendment to the Bylaws of the Development Authority of the City of Stockbridge (the "**First Amendment**") is made this ____ day of ____________________, 2024 ("**Date of First Amendment**") by the Stockbridge Development Authority (d/b/a Citywide Development Authority), a public body corporate and politic established pursuant to the laws of the State of Georgia (the "**Authority**").

WITNESSETH:

WHEREAS, the Authority is established pursuant to O.C.G.A. 36-62-1, et seq. and by resolution duly adopted on April 12, 2021 by the Mayor and Council of the City of Stockbridge, Georgia (the "**City**"); and

WHEREAS, the purpose of the Authority shall be to develop and promote, for the public good and general welfare, trade, commerce, industry, and employment opportunities within the City; and

WHEREAS, to accomplish such development and promotion, the Authority's Board of Directors ("**Board**") adopted the Bylaws of the Development Authority of the City of Stockbridge (the "**Bylaws**") on April 11, 2023, more particularly described in **Exhibit A** attached hereto and incorporated herein; and

WHEREAS, subsequent to the full execution of the Bylaws, the Authority has by majority vote on July 9, 2024 at the Authority's Board meeting authorized certain provisions of the Bylaws to be amended; and

WHEREAS, the Authority intends that the terms, conditions, duties, and language otherwise set forth in the Agreement and not expressly addressed or modified herein to remain in full force and effect.

NOW, THEREFORE, in consideration of the foregoing recitals and the covenants, promises, terms, and conditions set forth below, and for other good and valuable consideration, the receipt, adequacy, and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Authority agrees as follows:

TERMS:

1. The provisions and recitals stated above are incorporated by reference in their entirety as if fully set forth herein.

2. Section 3.1 "Membership" of the Bylaws are hereby amended with permanent additions in **bold** and permanent deletions in ~~strikethrough~~ font to be read and codified as follows:

> Section 3.1 Membership. The Board of Directors (the "Board") of the Authority shall be composed of seven (7) members, each of whom shall be a taxpayer residing in the City of Stockbridge~~ and none of whom shall be a member of the governing body of the City~~.

3. Section 5.3 "Duties of Chairperson" of the Bylaws are hereby amended with permanent additions in **bold** and permanent deletions in ~~strikethrough~~ font to be read and codified as follows:

> Section 5.3 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 of the Authority.

4. Except as expressly set forth herein, the Bylaws remain unmodified and unchanged. In the event of any conflict or inconsistency between the terms and conditions of the Bylaws and the terms and conditions of this First Amendment, the terms and conditions of the latter shall control.

5. This First Amendment shall be governed by and construed in accordance with the laws of the State of Georgia.

6. The provisions of this First Amendment shall inure to the benefit of and shall be binding upon the Authority's Board hereto and their respective successors, devisees, and assigns.

7. This First Amendment may be executed in multiple counterparts, each of which shall constitute an original, but all of which taken together shall constitute one and the same Amendment. Faxed or email signatures shall be acceptable as original signatures.

IN WITNESS WHEREOF, the Authority's Board have caused this First Amendment to be executed by its duly authorized Chairperson as of the Date of First Amendment.

[SIGNATURES SHALL APPEAR ON THE FOLLOWING PAGE]

STOCKBRIDGE DEVELOPMENT AUTHORITY
(d/b/a Citywide Development Authority)

By: ____

Name: ARIEL SHAW

Title: CHAIRPERSON

Date: ____

ATTEST:

____
Authority Secretary / Treasurer

APPROVE AS TO FORM:

____
Authority Attorney

EXHIBIT A

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 POWER

Section 2.1. Purpose. The Authority is a "public body, corporate and politic" instrumentality and political subdivision of the State of Georgia established pursuant to the authority of the Official Code of Georgia, Annotated, §36-62-1, *et seq.*, as amended, and by resolution duly adopted on April 12, 2021 by the Mayor and Council of the City of Stockbridge, Georgia ("City of Stockbridge"). The purpose of the Authority shall be to develop and promote, for the public good and general welfare, trade, commerce, industry and employment opportunities within the City of Stockbridge.

Section 2.2. Powers. The powers and duties of the Authority shall be those granted by the Constitution and laws of the State of Georgia. The Authority shall have the power to make such rules, regulations and policies consistent with state law as expressly provided under O.C.G.A. § 36-62-6 *et seq* and as incorporated herein.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1. Membership. The Board of Directors (the "Board") of the Authority shall be composed of seven (7) members, each of whom shall be a taxpayer residing in the City of Stockbridge and none of whom shall be a member of the governing body of the City.

Section 3.2. Terms. The initial terms of office of the Board shall be staggered to include four (4) members to serve an initial term of two (2) years and three (3) members to serve an initial term of four (4) years. Thereafter, any succeeding Board member shall serve a term of four (4) years as set forth by Law. If, at the end of any term of office of any Board member, a successor thereto has not been elected, the Board members 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 3.3. Reimbursement. The Board shall receive no compensation for their services but shall be reimbursed for their actual expenses incurred in the performance of their duties.

Section 3.4. Vacancies. A vacancy on the Board shall exist in the event of any member of the Board being convicted of a felony, or a member being convicted of a crime which involves moral turpitude or entering a plea of nolo contendere thereto; 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 an appointment by resolution of the Mayor and Council of the City.

ARTICLE IV
MEETINGS

Section 4.1. Regular Meetings. Regular meetings shall be determined by the resolution of the Authority. Unless otherwise suspended by action of the Board, meetings shall be held not less than once per quarter. Notice of meetings shall be given in accordance with the Georgia Open Meetings Act, O.C.G.A. § 50-14-1, *et seq.*

Section 4.2. Special Meetings. Special meetings may be called by the Chairperson or any three members of the Board. Notice of any special meeting shall be given in accordance with the Georgia Open Meetings Act, O.C.G.A. § 50-14-1, *et seq.* at such place within the City of Stockbridge, Georgia, as shall be specified in the notice of such meeting.

Section 4.3. 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.*).

Section 4.4. Notice of Special Meetings. 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 a meeting needs to be given to the Board unless such the Board states an objection to the place and time of the meeting. The Board may object to the manner in which a meeting has been called or convened or to the transaction of business. No notice shall be required by the Board if at any time before or after the meeting, such notice was waived in writing.

Section 4.5. Quorum. Four (4) members or a majority of the directors, including either the Chairperson or Vice-Chairperson to preside, at a meeting duly assembled and present to vote, shall constitute a quorum for the transaction of business. However, 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 and or postpone the meeting to another date, time place without further notice, subject to all requirements of these bylaws and the Open Meetings Law. This Authority shall also comply with any additional requirements of the Open Meetings Law pertaining to its minutes.

Section 4.6. Executive Session. For the purposes of these bylaws 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.

Section 4.7. Scope of Executive Sessions. Consistent with the scope detailed under O.C.G.A. §50-14-3(6) and §50-14- 1(d)(I) of the Open Meetings Act, the Board may enter into Executive Session if authorized by the majority of a quorum to (1) consult and meet with legal counsel pertaining to pending or potential litigation, settlement, claims, administrative proceedings, or other judicial actions pending or threatened by or against the Authority, or any of the members of the Board in their official capacity as Board members; (2) discuss the acquisition of real estate; (3) discuss or deliberate upon personnel matters; or (4) for any other reason recognized by the Open Meetings Act.

Section 4.8. Procedures. Executive sessions shall be closed to the public. 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. §50-14-1, *et seq.,* shall not be binding. Voting on issues discussed in executive session shall only be made binding by a vote in an open meeting.

Section 4.9. 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 V
OFFICERS

Section 5.1. 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 5 . 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 5.3. 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 5.4. 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 5.5. Duties of Secretary. The Secretary shall act as custodian of Authority records, books, as well as the Seal of the Authority. 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 maintain a current list of the names, addressed and telephone numbers of the Chairperson, Vice Chairperson, the officers, and legal counsel. The Secretary shall give appropriate notices in accordance with the bylaws and as required by law. .

Section 5.6. 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 member of the board. If a non-member, the Recording Secretary shall not have any of the powers, rights, or duties of directors.

Section 5.7. Duties of Treasurer. The treasurer shall be the chief financial officer and 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 accounts including banks, trust companies and any other depositories institutions. The Treasurer shall have the responsibility of keeping an accurate list and descriptions of all financial records, accounts, properties and business transactions of the Authority. The Treasurer shall receive and give receipts for monies due and payable to the Authority from any source. The Treasurer shall make or cause to be made such disbursements as the Authority may direct and to see to the proper drafting of all checks, drafts, notes and order for the payment of the money as required in the business of the Authority and as the Authority may direct. 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 that audits the books of the City of Stockbridge and present such audit to the Boards members 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 of the board. If a non-member, the Treasurer will not have any of the powers, rights, or duties of the Board.

Section 5.8. 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 attendance and compliance with "Open Meeting" Laws and quorums at meetings. If the Authority votes 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 5.9. External Advisors. The Board may appoint professional advisors such as engineers, attorneys, fiscal agents, accountants, and employees and may assign such duties as are necessary to accomplish the purpose of the Authority. Professional advisors and legal counsel serve at the pleasure of the Authority and may be dismissed by a majority vote of the Board. The Board may provide for their compensation and duties.

Section 5.10. 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 VI
CONFLICT OF INTEREST AND CODE OF ETHICS

Section 6.1. 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 Board members 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 VII
FISCAL YEAR

Section 7.1. 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 7.2. 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 that audits the books of the City of Stockbridge and present such audit to the Board members 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 VIII
BYLAWS, SEAL AND POLICIES

Section 8.1. 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 8.2. Rules, Regulations and Policies. 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 8.3. 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 IX
LEGAL AND FINANCIAL AUTHORITY TO ACT

Section 9.1. Finances. All funds of the Authority shall be deposited into a bank account or depository as designated by the Authority. All funds must remain in the care and custody of the Treasurer or Chairperson until such bank deposit occurs.

Section 9.2. Execution of Notes, Drafts, and Checks. All drafts, checks, etc. drawn against accounts of the Authority shall be approved by the Board and signed by the Chairperson or the Vice Chairperson or Treasurer.

Section 9.3. Bookkeeping. The Treasurer shall keep regular books of accounts showing receipts and expenditures and shall render to the members of the Board of the Authority and the Mayor and City Council for the City of Stockbridge, at least quarterly, an account of Authority transactions, and also of the financial condition of the Authority.

Section 9.4. Contracts and legal Instruments. When necessary and proper for carrying into execution the powers and purposes set forth under 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.

Section 9.5. 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 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 9.6. 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 X
AMENDMENTS

Section 10.1. Amendments. The by-laws of the Authority shall be amended, revised, suspended or released by a majority vote of at least five (5) members of the Board who must be present to vote. Notice of proposed amendments shall be submitted in writing via certified mail or by electronic mail to each member of the Board at least ten (10) days prior to such meeting at which such proposed amendment(s) shall be presented. The notice must include a fair statement of what amendment or revision is proposed.

ARTICLE XI
ATTENDANCE

Section 11.1. Attendance. In the event of a state of emergency or emergency conditions, the Authority may call a virtual teleconference meeting pursuant to Section 4.1, as provided herein. The Authority may meet by virtual teleconference, so long as the notice requirements are adhered to according to the Georgia Open Meetings Act under O.C.G.A. § 50-14-1 *et. seq.* The Authority shall afford means for the public to have simultaneous access to the teleconference meeting. Emergency conditions shall include but are not limited to, a threat to public safety, a threat to the preservation of property, or a threat to public services. If the Authority meets in-person, and any one member of the Board suffers from an emergency condition, and if no undue burden is presented, there may be an option for a hybrid, virtual teleconference and in-person meeting.

The foregoing Bylaws were adopted by the Development Authority of the City of Stockbridge this 11th day of April, 2023.

____
Chairperson of the Authority

____
Secretary of the Authority

STATE OF GEORGIA
COUNTY OF HENRY

RESOLUTION NO. ____

A RESOLUTION BY THE STOCKBRIDGE DEVELOPMENT AUTHORITY (D/B/A CITYWIDE DEVELOPMENT AUTHORITY) TO ADOPT THE FIRST AMENDMENT TO THE BYLAWS OF THE DEVELOPMENT AUTHORITY OF THE CITY OF STOCKBRIDGE TO PROVIDE FOR THE CHAIRPERSON TO VOTE IN ALL MOTIONS AND TO ALLOW FOR MEMBERS OF THE BOARD OF DIRECTORS TO BE A MEMBER OF THE GOVERNING BODY OF THE CITY.

WHEREAS, the Stockbridge Development Authority (d/b/a Citywide Development Authority) (the "Authority") is a public body corporate and politic established pursuant to the laws of the State of Georgia and by resolution duly adopted on April 12, 2021 by the Mayor and Council of the City of Stockbridge, Georgia (the "City"); and

WHEREAS, the Georgia General Assembly authorized the Authority to adopt rules and regulations for its own government, such as bylaws;

WHEREAS, the Authority's Board of Directors (the "Board") adopted the Bylaws of the Development Authority of the City of Stockbridge (the "Bylaws") on April 11, 2023; and

WHEREAS, on July 9, 2024 the Board, by majority vote, adopted the First Amendment to the Bylaws of the Development Authority of the City of Stockbridge (the "First Amendment"); and

WHEREAS, the Authority desires to amend the Bylaws in Section 3.1 to allow members of the governing body of the City to be a member of the Authority and Section 5.3 to allow the Chairperson to vote on all motions.

NOW THEREFORE, BE IT RESOLVED, the Stockbridge Development Authority (d/b/a Citywide Development Authority) hereby amends Section 3.1 in Article II ("Board of Directors") of the Bylaws to be read and codified follows:

> "Section 3.1 Membership. The Board of Directors (the "Board") of the Authority shall be composed of seven (7) members, each of whom shall be a taxpayer residing in the City of Stockbridge."

BE IT FURTHER RESOLVED, the Stockbridge Development Authority (d/b/a Citywide Development Authority) hereby amends Section 5.3 in Article V ("Officers") of the Bylaws to be read and codified as follows:

> "Section 5.3 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. 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 of the Authority."

BE IT FURTHER RESOLVED, that this Resolution shall become effective upon adoption.

SO RESOLVED, this ____ day of ________________________, 2024.

STOCKBRIDGE DEVELOPMENT AUTHORITY

(d/b/a Citywide Development Authority)

____

Ariel Shaw, *Chairperson*

ATTEST:

____

Authority Secretary

APPROVED AS TO FORM:

____

Authority Attorney

STATE OF GEORGIA
COUNTY OF HENRY

RESOLUTION NO. ____

A RESOLUTION BY THE STOCKBRIDGE DEVELOPMENT AUTHORITY (D/B/A CITYWIDE DEVELOPMENT AUTHORITY) TO APPOINT MEMBERS AND ESTABLISH THE BYLAWS SUBCOMMITTEE AND OTHERWISE PERFORM ALL OTHER ACTS NECESSARY TO ACCOMPLISH THE INTENT OF THE RESOLUTION; TO PROVIDE AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.

WHEREAS, the Stockbridge Development Authority (d/b/a Citywide Development Authority) (the "Authority") is a public body corporate and politic established pursuant to the laws of the State of Georgia and by resolution duly adopted on April 12, 2021 by the Mayor and Council of the City of Stockbridge, Georgia (the "City"); and

WHEREAS, the Georgia General Assembly authorized the Authority to adopt rules and regulations for its own government, such as bylaws; and

WHEREAS, the Authority's Board of Directors (the "Board") adopted the Bylaws of the Development Authority of the City of Stockbridge (the "Bylaws") on April 11, 2023; and

WHEREAS, Article V ("Officers"), Section 5.10 ("Subcommittees") of the Bylaws state, "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"; and

WHEREAS, pursuant to Section 5.10 of the Bylaws, there shall be a standing Bylaws Subcommittee established by the Chairperson or a majority of the members of the Board; and

WHEREAS, pursuant to Section 5.10 of the Bylaws, there shall be a Chairperson of the Bylaws Committee submitted by the Chairperson of the Stockbridge Development Authority; and

WHEREAS, the purpose of the Bylaws Subcommittee is to review the Bylaws and to make recommendations to the Board about further amendments to the living document; and

WHEREAS, the standing Bylaws Subcommittee shall be comprised of three (3) persons and shall serve in an advisory capacity to the Board; and

WHEREAS, the members shall serve a two (2) year term and shall be appointed initially in such manner as to permit one term to terminate each year; and

WHEREAS, members of the Bylaws Subcommittee shall serve without compensation.

BE IT AND IT IS HEREBY RESOLVED, by Stockbridge Development Authority (d/b/a Citywide Development Authority), and by the authority thereof, that: ____, ____, and ______________________________________ shall be appointed to the Bylaws Subcommittee.

BE IT FURTHER RESOLVED, that ____ shall be the Chairperson of the Bylaws Subcommittee as submitted by Ariel Shaw, Chairperson of the Stockbridge Development Authority (d/b/a Citywide Development Authority).

BE IT FURTHER RESOLVED, that the Chairperson of the Authority is authorized to execute any required document and otherwise perform all other acts necessary to accomplish the intent of this Resolution.

BE IT FURTHER RESOLVED, that this Resolution shall be effective on the date of its approval by the Chairperson of the Authority.

SO RESOLVED AND ADOPTED this _____ day of ________________________, 2024.

STOCKBRIDGE DEVELOPMENT AUTHORITY
(d/b/a Citywide Development Authority)

____
Ariel Shaw, *Chairperson*

ATTEST:

____
Authority Secretary

APPROVED AS TO FORM:

____
Authority Attorney