

McPherson Implementing Local Redevelopment Authority

Board of Directors Special Called Meeting

June 26, 2015

A **Special Called Board Meeting** of the McPherson Implementing Local Redevelopment Authority (MILRA) was held on Friday, June 26, 2015 at 1794 Walker Ave. Atlanta, GA 30310.

Board Members:

Felker Ward, Jr., Chairman
Richard Holmes, Vice Chair
Marvin Arrington, Jr.
Kenneth Deleon
Meredith Lilly
Brian McGowan
T. Rogers Wade
Aaron Watson
Thomas Weyandt

Ex-Officio:

Joyce Sheperd, Atlanta City Councilmember

Staff, Legal Counsel and Others:

Brian Hooker, MILRA
Sandra Tennyson, MILRA
Michael Lusk, MILRA
James McCormick, MILRA
Mia McKinney, MILRA (Fellow)
Kenneth Neighbors, Attorney, Greenberg Traurig
Jocelyn Bivens, City of Atlanta Council Staff

Guests:

Cleta Winslow, Atlanta City Councilmember
Leonard Adams, Quest Communities
E. Faircloth, Stand-Up
Marisa Ghani, ARC
Vardi YHH Yshra'EL, Oakland City
Florence Kelley
Adrienne Proeller, Capital View Manor
Althea Brown
Linda Gaffney, Lewis Contracting Svc
Corliss Claire, APRA
Maria Saporta, Saporta Report

Amy Johnson, OCCO, Oakland City
Iris Reese, Atlanta Tec
Jos R. Hudson, Atl., Br NAACP
Clarence Luchett, Best Worx Partners
Barbara Patton, ACU
Leon Stafford, Atlanta Journal
Marion Goulbourne, Quest CDO
Emerson Cunningham, NPV-s Member
Javier Garcia, Quest CDO
Bruce Gunter, PRI
James Harris, Capital View /CES Rep
Dionne Stewart, Sylvan Hills, NA
Edith Ladipo, Cascade Heights, Com., Business Ass.
Glenda Knight
Robbie Hunter, NPU-S
Harry C. Wallace
Shelly Pea
Kyeron Simmons, RAF
Dexter Wav
Barbara Landfur
Ron Shikur, Speak Up Atlanta
Roger Hicks
Allean Brown, CES-NPU-S
Michael Hopkins, NPU-X

The Chairman called the MILRA meeting to order at approximately 9:08 AM.

Announcements and Welcome:

The Chairman thanked the audience for their continued support and welcomed them to the meeting and stated that this was a very exciting day and long anticipated. The Chairman reminded the audience about the sign-in-sheet for public comment and stating that if you have not signed in on the Public Comment Sheet you will not be allowed to address the Board. The Chairman also stated that anyone making a comment to the Board to please state their name, address and to limit their comment to three minutes.

Approval of Agenda:

The Chairman recommended the approval of the agenda. Richard Holmes made a motion to approve and it was seconded by Brian McGowan. Approval was unanimous.

Approval of the Minutes:

The Chairman recommended the approval of the May 11, 2015 Minutes. Kenneth DeLeon made a motion to approve and it was seconded by Meredith Lilly. Approval was unanimous.

The Chairman recommended the approval of June 17, 2015 Minutes. T. Rogers Wade made a motion to approve and it was seconded by Kenneth DeLeon. Approval was unanimous.

Item No. 5: Executive Session: Regarding Legal Matters and Real Estate:

Chairman Ward made an announcement to move into Executive Session and read the following statement.

“Ladies and Gentleman:

In accordance with O.C.G.A. SECTION 50-14-4(B), a quorum of the McPherson Implementing LRA is present and will enter into executive session by a majority vote. The purpose for the closed session is for members to (1) deliberate regarding the acquisition of interest in real estate, (2) receive Attorney-Client Communication concerning active litigation, and (3) discuss personnel matters. The specific reasons for the closed session will be entered in the official minutes and a notarized affidavit will be executed stating that the executive session was devoted to matters within the exceptions provided by law.”

After the Chairman read the statement Kenneth DeLeon made a motion to approve and it was seconded by Aaron Watson. Approval was unanimous.

The Board went into Executive Session for approximately 2 hour and 15 minutes. Brian McGowan made a motion to end the Executive Session and it was seconded by Aaron Watson. Approval was unanimous.

After the Executive Session ended the Chairman asked that the meeting be reopened to the public. Kenneth DeLeon made a motion to approve and it was seconded by T. Rogers Wade. Approval was unanimous.

The Chairman gave a brief update on the sale of the property to Tyler Perry Studios and stated that it has been more than three years since the closing of the former Fort McPherson and that today we have taken a great step forward for the former base and for the surrounding community. The Chairman stated how it had been a long time coming and the challenges that were faced and how in the end it was the best thing that could have happened even though in the opinions of some it's not but in a couple of years it will prove to have been the best deal for the community, he then asked that Brian Hooker the Executive Director of MILRA to give a synopsis of the sales agreement:

After reading into the record the subject of the resolution, Mr. Hooker stated that with the sale of the 330 acres to Tyler Perry Studios, MILRA is now empowered to lead the redevelopment of the 145 acres that the Redevelopment Authority will own free and clear. Mr. Hooker stated MILRA's plans include walkable, mixed use development and it's connected to two MARTA stations, a vibrant historic village, mixed use retail

development supporting the Tyler Perry's film studio, office or medical space and a market rate apartment developments.

In conclusion, Mr. Hooker stated that MILRA seeks to build a walkable urban community of commercial mixed-use development anchored by the new Tyler Perry Studios, and that MILRA's planning will be informed by the results of the technical assistance panel organized by the ULI, whose market practitioners just delivered to us a robust, feasible plan grounded in knowledge of what the market can deliver and this in return enables us (MILRA) to deliver the community benefits to which we are committed.

Item No. 6: Resolution-Approval of Acquisition, Disposition, et al:

CONCERNING APPROVAL OF THE (A) ACQUISITION OF CERTAIN PROPERTY LOCATED AT THE FORMER FORT MCPHERSON MILITARY INSTALLATION, FROM THE UNITED STATES DEPARTMENT OF THE ARMY (THE "ARMY") PURSUANT TO A MEMORANDUM OF AGREEMENT (The "MOA");(B) EXECUTION AND DELIVERY OF A PURCHASE AND SALES AGREEMENT WITH FORTIFIED, LLC, AS, DESIGNEE OF TYLER PERRY STUDIOS, LLC (THE "BUYER") RELATING TO THE DISPOSITION OF A PORTION OF SAID PROPERTY; (C) LETTER OF CREDIT AGREEMENT WITH SUNTRUST BANK RELATING TO LETTERS OF CREDIT REQUIRED UNDER THE MOA; AND (D) TAKING OF CERTAIN OTHER RELATED ACTIONS AND THE ENTERING INTO OF RELATED DOCUMENTS, CERTIFICATES, INSTRUMENTS AND AGREEMENTS IN CONNECTION WITH THE TRANSACTIONS SET FORTH ABOVE

Approval of Item No. 6:

Aaron Watson made a motion to approve the resolution concerning the Approval of Acquisition, Disposition, et al and it was seconded by Brian McGowan. Approval was unanimous.

Public Comment:

Chairman Ward invited public comment and several audience members took advantage of the opportunity to speak.

The questions are below:

- Ernestine Faircloth – Q: Is this the transition period today?
A: Mr. Hooker, the Board has authorized the transaction to take place and the vote gets the ball rolling.
- Edith Ladipo – Q: (1.) When will we get a copy of the resolution?
(2.) When will the deal be completed? (3.) What are the next steps of the approval process? (4.) Who makes the final signature on the closing documents?

(5.) What does the Federal Government have to do to complete the deal? (6.)
What about the road that is being built and the Invest Atlanta Funds being sought
to pay for it?

A: (1.) Mr. Hooker: the Resolution will be posted on MILRA's website by the end
of the day and no later than the next business day.

A: (2.) The deal was completed by the Board's vote today.

A: (3.) The Board's approval of the Resolution is the final step prior to closing.

A: (4.) MILRA's Chairman.

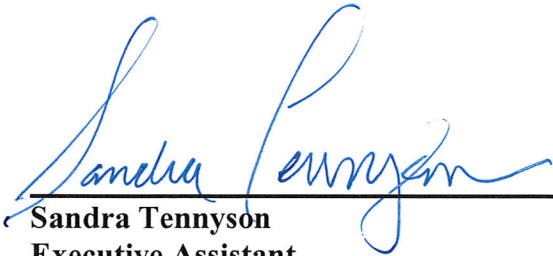
A: (5.) The US Army has already completed what they needed to do.

A: (6.) MILRA has a request pending before Invest Atlanta for infrastructure
funding to support redevelopment of the 145 acres. This road is for the
Atlanta VAMC and future occupants on the MILRA property.

Adjournment:

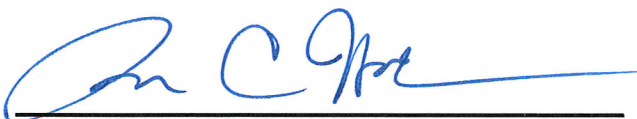
T. Rogers Wade made a motion to adjourn; it was seconded by Richard Holmes.
Approval was unanimous. The MILRA meeting ended at approximately 12:30pm.

Recorded By:



Sandra Tennyson
Executive Assistant

Approved By



Brian C. Hooker
Executive Director

OPEN MEETINGS AFFIDAVIT

PERSONALLY APPEARED before the undersigned attesting officer, duly authorized to administer oaths, Felker Ward, Jr., who, after being duly sworn in, deposes and on oath states the following:

- (1) I was the presiding officer of McPherson Implementing Local Redevelopment Authority (the "Authority") held on the 26th day of June 2015.

- (2) I have been advised that *O.C.G.A § 50-14-4(b)* requires that when any meeting of the Authority is closed in accordance with an exception to the Open Meetings Law that:
 - (i) the specific reason for the closure is to be entered upon the official minutes of the meeting;
 - (ii) the meeting is be closed only upon a majority vote of a quorum present for the meeting;
 - (iii) the minutes are to reflect the names of the members present and those voting for closure; and
 - (iv) the person presiding over the meeting is to execute and file with the official minutes of the meeting a notarized affidavit stating under oath that the subject matter of the meeting or the closed portion thereof was devoted to matters within the exceptions provided by law and identifying the specific relevant exception.

- (3) The subject matter of the closed meeting or closed portion of the meeting held on the 26th day of June 2015 which was closed for the purpose of:

DELIBERATION REGARDING PERSONNEL MATTER

X DELIBERATION REGARDING ACQUISITION/DISPOSITION OF INTEREST IN REAL ESTATE
(To be spread on minutes upon conclusion of disposition of interest in real estate)

X DELIBERATION REGARDING EXISTING LITIGATION OR OTHER LEGAL MATTERS

ATTORNEY-CLIENT COMMUNICATION

as allowed by *O.C.G. A., Title 50, Chapter 14* and was devoted to matters within those exceptions and as provided by law.

(4) This affidavit is being executed for the purpose of complying with the mandate of O.C.G.A. § 50-14-4(b) that such an affidavit be executed.

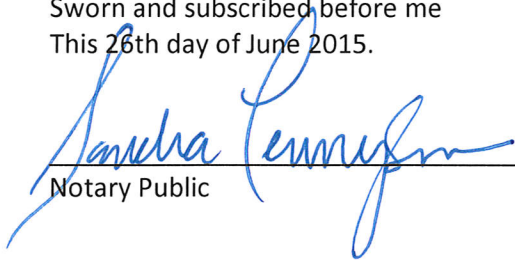
This 26th day of June 2015.




Felker Ward, Jr., Presiding Officer

Sworn and subscribed before me
This 26th day of June 2015.

Witnessed:



Notary Public (SEAL)



Witness

my commission expires on 4/20/2019