



Development Authority of DeKalb County, Georgia
d.b.a.

Decide DeKalb Development Authority

DECIDE DEKALB DEVELOPMENT AUTHORITY
BOARD MEETING MINUTES

**Board Members
Officers**

Mr. Don Bolia
Chair of the Authority
Partner
Peachtree Government
Relations

Mr. Kevin Gooch, Esq.
Vice-Chair of the Authority
Partner
Alston & Bird LLP

Ms. Miranda Mack
McKenzie
Secretary of the Authority

Mr. Baoky Vu
Treasurer of the Authority

Mr. Andrew Greenberg
Board Member of the
Authority
Executive Director
Georgia Game Developers
Association

Mr. James P. Monacell, Esq.
Counsel to the Authority
Smith, Gambrell & Russell,
LLP

Date: Thursday, April 13, 2017
Time: 8:30 am
Location: Task Force for Global Health
325 Swanton Way
Decatur, GA 30030

Board Members Present:

Don Bolia, Chair
Kevin Gooch, Vice Chair
Baoky Vu, Treasurer
Tyrone Rachal, Board Member
Andrew Greenberg, Board Member

Board Members Absent:

Miranda Mack McKenzie, Secretary

Legal Counsel Present:

Jim Monacell, Smith, Gambrell & Russell, LLP

Staff Members Present:

Ray Gilley, President
Rolanda Daniel Thomas, Vice President of Operations & Business Development
Dorian DeBarr, Vice President of Finance & Administration
T.J. Filipowicz, Senior Manager, Marketing & Communications
Mechel McKinley, Senior Project Manager
Kara Cooper, Project Manager
Toyasha Vaughn, Project Coordinator
Shelbia Jackson, Project Coordinator
Lesia Evans, Office Coordinator

Others Present:

Luz Borrero, DeKalb County
Mark Niese, The Atlanta Journal-Constitution
John Manson, DeKalb County
Ryan Pratt, King & Spalding
Brandy Campbell, FPA
Darlene Daly, City of Lithonia
Doug Mosses, Mauldin & Jenkins

The April meeting of the Decide DeKalb Development Authority was called to order at 9:02 a.m. on Thursday, April 13, 2017 at Task Force for Global Health, 325 Swanton Way, Decatur, GA 30030. At the start of meeting, Chair Tyrone Rachal announced that his official resignation from the Board would be effective at the close of this meeting, and he turned the meeting over to new Chair Don Bolia who conducted the meeting.

I. CALL TO ORDER

Chairman Don Bolia presided and welcomed guests.

II. ITEMS FOR DECISION

A. Minutes:

March 2017 Minutes

Mr. Rachal made a motion to approve the March Board meeting minutes of the Decide DeKalb Development Authority. Mr. Gooch seconded the motion, which was unanimously approved.

B. Financial Report

March Financials:

Mr. DeBarr presented the March 2017 financial performance dashboard.

Mr. Rachal made a motion to approve the March financials. Mr. Greenberg seconded the motion, which was unanimously approved.

C. Adoption of Resolutions to approve the Assumption by FPA5 Prelude LLC of Fairfield Clairmont I Project and to approve the Assumption by FPA5 Encore LLC of Fairfield Clairmont Project:

In 2008, the Development Authority issued two bonds to Fairfield Clairmont, LLC. Fairfield Clairmont, LLC plans to sell the bonds to FPA5. FPA5 currently owns and operates thirteen community properties in Metro Atlanta and plans to continue upholding strict rental criteria and maintaining property enhancements. The average lease per rental is 12 months and the property currently reported sustaining 94% occupancy. No changes will be made to the tax incentive schedule.

Mr. Rachal made a motion to approve the Adoption of Resolutions to approve the Assumption by FPA5 Prelude LLC of Fairfield Clairmont I Project and to approve the Assumption by FPA5 Encore LLC of Fairfield Clairmont Project. Mr. Greenberg seconded the motion, which was unanimously approved.

D. Recommendation of Auditor for 2016 Audit:

Rhodes, Young, Black & Duncan was selected to complete the Authority's 2016 financial statement audit. During the audit, it was determined that they were not qualified to conduct a GASB audit, which is the type of audit that the Development Authority requires. To bring on a qualified auditor, the Authority requested quotes from qualified audit firms, and from the quotes obtained the Authority has decided to utilize Mauldin & Jenkins for only the 2016 audit. Mauldin & Jenkins will audit the 2016 financial statements (which includes a review of all opening balances) in accordance with GASB. Decide DeKalb nor its employees have any equity or stake in Mauldin & Jenkins.

Mr. Rachal made a motion to approve the Recommendation of the Auditor selection for 2016 Audit. Mr. Vu seconded the motion, which was unanimously approved.

E. Approval of IGA between DDDA and DPHA:

The Intergovernmental Agreement between Decide DeKalb Development Authority and DeKalb Private Hospital Authority allows Decide DeKalb to provide administrative, business development and financial services to the Hospital Authority to include staff time. The Hospital Authority will reimburse Decide

DeKalb 20% of its operating budget for all reasonable expenses incurred by Decide DeKalb in providing administrative and development services. The Development Authority will provide the DeKalb Hospital Authority with an annual statement of services provided. The Film Commission will not be included in reimbursable expenses.

Mr. Gooch made a motion to approve the IGA between DDDA and DPHA. Mr. Rachal seconded the motion, which was unanimously approved.

F. Resolution to Appoint Committee Members:

The following Board officers were appointed to serve on the following Board committees:

Personnel Committee

Don Bolia, Chair
Kevin Gooch
Baoky Vu

Projects Incentives Review Committee

Kevin Gooch, Chair
Miranda Mack McKenzie
Andrew Greenberg

Finance & Audit Committee

Baoky Vu, Chair
Don Bolia

Brownfield Loan Fund Committee

Miranda Mack McKenzie, Chair
Plus 6 other community representatives

G. Approval of Amended and Restated Bylaws:

During the January Work Session, Board members agreed to review, update and clarify the current existing Bylaws of the Development Authority. Provisions were made to the Office of President and Committee of Directors which is not present in the existing Bylaws. The Personnel Committee reviewed the Bylaws and recommended approval to the full Board. Each Board member received a copy of the existing Bylaws and draft edited Bylaws for review and approval. A copy of the Approved Amended and Restated Bylaws is provided in the meeting file.

Mr. Rachal made a motion to approve the Amended and Restated Bylaws. Mr. Greenberg seconded the motion, which was unanimously approved.

DISCUSSION/PRESENTATIONS

A. Presentation of Procurement Policy:

Mr. DeBarr presented a draft form of the Procurement Policy for review and discussion by members of the Board. The Procurement Policy is a process by which expenditures for services or goods are acquired from a qualified and competent vendor through a competitive process and are properly obtained, monitored and controlled. The policy must be followed to ensure the minimization of financial risk and to protect the core value and integrity of the Development Authority.

B. Presentation of Expenditure & Reimbursement Policy:

Mr. DeBarr presented a draft form of the Expenditure & Reimbursement Policy for review and discussion by members of the Board. The Expenditure & Reimbursement Policy establishes formal guidelines for costs incurred by employees of the Decide DeKalb Development Authority. Costs incurred by an employee must demonstrate a clear business purpose and have clear documentation to substantiate the cost. Eligible expenses include travel, meal, seminars and/or conferences, organization memberships and parking/toll incidentals.

C. Presentation of Credit Card Policy

Mr. DeBarr presented a draft form of the Credit Card Policy for review and discussion by members of the Board. The Credit Card Policy establishes formal guidelines for use of the company's credit card by employees of Decide DeKalb Development Authority. Credit cards may be used by staff for purchasing

goods and services directly from vendors when such items are needed. The Department of Finance will select a company to establish an appropriate line of credit. The President of the Authority shall determine how many cards are needed and individuals who may receive credit cards. All employees receiving credit cards must sign a letter of acknowledgement stating their responsibility to comply with the Credit Card Policy. The Chair of the Audit and Finance Committee shall review the President's credit card expenses on a monthly basis. Credit card expenses are not scrutinized by auditors but random charges are selected and reviewed during the audit process. The current Board will decide if they want to continue with the existing process and asked Mr. Gilley to work with staff to make policies available online.

D. President's Report

Mr. Gilley presented the President's Report which included business development highlights, marketing, film & entertainment and WE DeKalb. The Board asked that the presentation on the Entertainment Commission be shared with the Board. Mr. Gilley acknowledged Mr. Rachal's last meeting as a Board member recognized his stellar leadership and hours of dedicated service. A copy of the President's Report is included in the meeting file.

Mr. Rachal moved to adjourn the DDDA April Board meeting. Mr. Greenberg seconded the motion. Mr. Bolia adjourned the meeting at 9:34 a.m.

Adopted by the Board in the meeting

of _____,
(Date of Meeting)

(Signature of Presiding Officer)