

AUTHORIZING RESOLUTION

WHEREAS, in furtherance of the purposes for which it was created, The City of Sugar Hill Downtown Development Authority (the “Authority”) proposes to issue \$7,615,000 in original principal amount of its Economic Development Revenue Bond (Solis Sugar Hill Owner, LLC Project), Federally Taxable Series 2021C (the “Bond”), for the purpose of obtaining funds to finance a portion of the costs of acquiring, constructing, and installing a mixed-use development with uses to include luxury residential rental units (294 units), an embedded multi-level parking structure (650 spaces), and retail space (12,081 square feet) (collectively the “Project”) to be located within the downtown development area of the City of Sugar Hill, Georgia, and to finance related costs; and

WHEREAS, Article IX, Section III, Paragraph I(a) of the Constitution of the State of Georgia of 1983 authorizes any municipality of the State of Georgia to contract for any period not exceeding fifty years with the Authority for joint services, for the provision of services, or for the joint or separate use of facilities or equipment, if such contracts deal with activities, services, or facilities that the contracting parties are authorized by law to undertake or provide; and

WHEREAS, Article IX, Section VI, Paragraph III of the Constitution of the State of Georgia of 1983 provides that the development of trade, commerce, industry, and employment opportunities is a public purpose vital to the welfare of the people of the State of Georgia; and

WHEREAS, Section 48-5-350 of the Official Code of Georgia Annotated provides that municipal taxes may be levied and collected for the public purpose of providing financial assistance to municipal development authorities for the purpose of developing trade, commerce, industry, and employment opportunities, as long as any tax for this purpose does not exceed three (3) mills per dollar upon the assessed value of the taxable property in the municipality levying the tax; and

WHEREAS, Section 36-42-8(10) of the Official Code of Georgia Annotated authorizes the Authority to enter into contracts with the City of Sugar Hill, Georgia (the “City”); and

WHEREAS, in consideration of the issuance of the Bond by the Authority to finance a portion of the costs of acquiring, constructing, and installing the Project and to finance related costs, the City proposes to enter into an Intergovernmental Economic Development Contract (the “Contract”), to be dated the date of its execution and delivery, with the Authority, under the terms of which the City will agree to (i) make payments to the Authority in amounts sufficient to enable the Authority to pay, among other things, the principal of, premium, if any, and interest on the Bond when due, and (ii) levy an annual ad valorem tax on all taxable property located within the corporate limits of the City, at such rates within the three (3) mill limit authorized pursuant to Section 48-5-350 of the Official Code of Georgia Annotated or such greater millage limit hereafter authorized under applicable law, as may be necessary to produce in each year revenues that are sufficient to fulfill the City’s obligations under the Contract; and

WHEREAS, the Authority adopted a Bond Resolution on November 19, 2021 (the “Bond Resolution”) authorizing the issuance of the Bond, and the Authority has furnished the City with a certified copy of the Bond Resolution; and

WHEREAS, the Bond Resolution provides, among other things, that the Bond shall bear interest from its dated date on the outstanding principal amount thereof at the rate per annum of 2.01%, computed on the basis of a 360-day year consisting of twelve 30-day months, payable on June 1, 2022, and semi-annually thereafter on each December 1 and June 1 of each year, and principal of the Bond shall be payable on December 1 in the years and in the amounts as specified in the Bond Resolution, unless earlier called for redemption; and

WHEREAS, the Authority will sell the Bond to JPMorgan Chase Bank, N.A. (the “Bond Buyer”) pursuant to a Bond Purchase Agreement, to be dated the date of its execution and delivery, between the Authority and the Bond Buyer; and

WHEREAS, pursuant to the terms of an Assignment and Security Agreement, to be dated the date of its execution and delivery, between the Authority and the Bond Buyer, the Authority will pledge the amounts received from the City under the Contract as security for payment of the Bond; and

WHEREAS, after careful study and investigation, the City desires to enter into the Contract;

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Sugar Hill, Georgia as follows:

1. The form, terms, and conditions and the execution, delivery, and performance of the Contract, which has been filed with the City, are hereby approved and authorized. The Contract shall be in substantially the form submitted to the City Council of the City with such changes, corrections, deletions, insertions, variations, additions, or omissions as may be approved by the Mayor or Mayor Pro Tempore of the City, whose approval thereof shall be conclusively evidenced by the execution of the Contract.

2. The Mayor or Mayor Pro Tempore of the City is hereby authorized and directed to execute on behalf of the City the Contract, and the City Clerk of the City is hereby authorized and directed to affix thereto and attest the seal of the City, upon proper execution and delivery of the other parties thereto, provided, that in no event shall any such attestation or affixation of the seal of the City be required as a prerequisite to the effectiveness thereof, and the Mayor or Mayor Pro Tempore and City Clerk of the City are authorized and directed to deliver the Contract on behalf of the City to the other parties thereto, and to execute and deliver all such other contracts, instruments, documents, affidavits, or certificates and to do and perform all such things and acts as each shall deem necessary or appropriate in furtherance of the issuance of the Bond and the carrying out of the transactions authorized by this Resolution or contemplated by the instruments and documents referred to in this Resolution.

3. This Resolution and the Contract, as approved by this Resolution, which are hereby incorporated in this Resolution by this reference thereto, shall be placed on file at the office of the City and made available for public inspection by any interested party immediately following the passage and approval of this Resolution.

PASSED, ADOPTED, SIGNED, APPROVED, AND EFFECTIVE this 6th day of
December 2021.

CITY OF SUGAR HILL, GEORGIA

(SEAL)

By: _____
Mayor

Attest:

City Clerk

CITY CLERK'S CERTIFICATE

I, **JANE WHITTINGTON**, the duly appointed, qualified, and acting City Clerk of the City of Sugar Hill, Georgia (the "City"), **DO HEREBY CERTIFY** that the foregoing pages of typewritten matter constitute a true and correct copy of a resolution adopted on December 6, 2021, by the City Council of the City in a meeting duly called and assembled in accordance with applicable laws and with the procedures of the City, by a vote of ____ Yea and ____ Nay, which meeting was open to the public and at which a quorum was present and acting throughout, and that the original of the foregoing resolution appears of public record in the Minute Book of the City, which is in my custody and control.

GIVEN under my hand and the seal of the City, this 6th day of December 2021.

(SEAL)

City Clerk, City of Sugar Hill, Georgia