

Special Called Meeting of the Public Facilities Authority was held at Sandy Springs City Hall, 7840 Roswell Road, Building 500, Sandy Springs, Georgia, 30350, on November 7, 2017, at 6:00 p.m.

There was no invocation.

CALL TO ORDER

1. **PFA17-52 Chairman Rusty Paul** called the meeting to order at 6:00 p.m.

ROLL CALL

2. **PFA17-53 Secretary Michael Casey** called the roll.

Authority Members Present: Chairman Rusty Paul, Member John Paulson, Member Ken Dishman, Member Chris Burnett, Member Gabriel Sterling, Member Tibby DeJulio, and Member Andy Bauman were present.

APPROVAL OF MEETING AGENDA

3. **PFA17-54** Add or remove items from agenda

Motion and Vote: Member DeJulio moved to approve the Public Facilities Authority meeting agenda for the November 7, 2017 Special Called Meeting. Member Dishman seconded the motion. The motion carried unanimously.

NEW BUSINESS

4. **PFA17-55** Approval of Public Facilities Authority minutes from the October 17, 2017 meeting.

Motion and Vote: Member Sterling moved to approve Agenda Item No. PFA17-55, the October 17, 2017 Public Facilities Authority meeting minutes. Member Burnett seconded the motion. The motion carried unanimously.

5. **PFA17-56** Consideration of Naming Rights Opportunities Associated with City Springs Facilities

General Manager John McDonough introduced the Chairman of the Sandy Springs Foundation, Ken Byers.

Sandy Springs Foundation Chairman Ken Byers gave the Sandy Springs Foundation PowerPoint presentation.

Chairman Rusty Paul thanked Mr. Byers for the presentation.

Sandy Springs Foundation Chairman Byers stated the Foundation has been held up over various legal issues and this is very frustrating. The Foundation would like to move forward on raising money and the naming rights.

General Manager John McDonough began the Naming Opportunities at City Springs PowerPoint presentation. Staff and Spectra identified various potential naming opportunities, listed on slide 5. He

asked if there was a consensus of the Authority members to use this list as a starting point. The list can always be revised. The final decision of naming opportunities rests with the Public Facilities Authority.

Chairman Paul stated any funds received as a result of naming opportunities go to the Foundation. Those funds will assist in providing additional programming at the facility. He asked for the desire of the Authority regarding considering naming opportunities.

Authority Member John Paulson stated he has studied the naming concept. The purpose of a fundraising campaign is usually so that something can be built. These opportunities are to enhance what will occur in the facility. The arts activities can be enhanced by the Foundation's fundraising. He likes the idea of having naming opportunities. He asked if the naming opportunities will always contain the name "Sandy Springs".

General Manager McDonough stated that could be something considered on a case-by-case basis. If someone were to name the facility then we have taken the position that the Sandy Springs PAC can be sponsored by a corporation or a foundation. The entire facility would be the largest naming opportunity.

Authority Member Andy Bauman stated he echoes that the facility has been primarily paid for by the citizens of Sandy Springs at a cost of approximately \$40 million. This is unique. Typically the naming opportunities go along with a vision of people or corporations in a community that are trying to build something. For a philanthropic individual, foundation, or corporation that wants to leave a legacy to the arts, that can be done. The idea that the funds will enhance the project should be very appealing to people. He supports the naming opportunities, because they fully support what we do as a City, similar to our public/private partnerships. It allows the community to engage and take a real ownership stake in this project.

Authority Member Ken Dishman stated in principle, he supports having naming opportunities in this facility. He wants to make sure we do not dilute the effectiveness of this vehicle in having so many naming opportunities that it will be hard to differentiate between levels of giving. A significant contribution should have a commensurate part of the facility when the naming occurs. There should also be a wall displaying foundational contributors.

Authority Member Tibby DeJulio stated he is in favor of public cooperation and public support of this venture. We as a City cannot afford to do this strictly on our own. He wants to make sure we do not dilute the recognition from the citizens of Sandy Springs. This is their facility. The facility will not belong to a corporation just because they are allowed to name the facility after their company. It does make sense to have multiple opportunities for naming rights. He wants to make sure we do not lose the main objective and vision that this facility belongs to the citizens of Sandy Springs.

Authority Member Chris Burnett stated if he is interpreting the comments correctly, then it seems that we do not want the facility to look like the NASCAR museum. There is a way to do the naming tastefully. Because of public/private partnerships, we rely heavily on the local business community. We owe it to the citizens to manage this facility with as much fiscal responsibility as we can. If we can do this tastefully while augmenting and supporting the financial needs to provide great entertainment to residents, then this is a win-win situation. He is supportive of the naming rights opportunities.

Authority Member Gabriel Sterling stated he thinks we should do this. This is an initial list of ideas to consider. He understands Authority Member Dishman's concern about diluting the naming. This can be done tastefully by following a public/private model. The more money we get, the better programming we can have.

Chairman Paul stated the whole purpose is to raise money to augment this facility. The Authority would be empowering the Foundation to go into the community to determine what the market values of these opportunities are. The Foundation will only make recommendations. This is a great way to connect the community to this facility. You want to be able to walk through this area 25 years from now and point out to your grandchildren that you were a part of making this happen. When artists come to the City, we do not want them to just hold a performance. We want them to engage our community. This is an important part of the facility's mission. This is not just about entertaining ourselves, but creating a new generation of artists and creating an opportunity for young individuals in the community. Those individuals can live up to their dreams and aspirations whether it be performing arts, visual arts, theatre, or music. This will give everyone an opportunity to learn from the artists that come through the City. He hopes this is part of the Foundation's educational mission. He hopes the Foundation will also look at naming opportunities for people who cannot afford the naming opportunities currently presented, allowing them to have their imprint on the project. He hears a consensus that Authority members want to move forward with this item.

General Manager McDonough stated the Authority can amend this anytime in the future.

Authority Member Burnett asked if we are comfortable with individual naming rights, as well as making it available to corporations.

Chairman Paul stated we need to be very clear that the Foundation will approach businesses and individuals with the possibility of donating to the Foundation. One of the returns they may receive is a naming opportunity, if the Foundation thinks the monetary gift is adequate and justifies the naming. The Authority members are the only ones who have the authority to name the facility and the various locations within. The recommendations will be based on what the Foundation feels is appropriate for whatever the donor may or may not do. The donor may want the studio theatre to be the "anonymous" studio theatre. There are a lot of people who give money in significant amounts and do not want anyone to know. We are empowering the Foundation to go out into the community to raise money.

Authority Member John Paulson stated, for example, he is not ready for this to be the "Wendy's" Performing Arts Center. He asked how the naming will be decided.

Chairman Paul stated that is why there is a bifurcation. The Foundation will make a recommendation. If the Authority does not feel it is appropriate, then they will not vote to approve the naming. This body has the final say. The Foundation will just be making recommendations. Whatever group, individual, or business will be vetted in this forum, the Authority will make a decision accordingly.

Authority Member Paulson stated he has nothing against Wendy's. That was just an example.

Authority Member Bauman stated the first part of this consideration is to state this is a preliminary list of naming opportunities. He would suggest criteria that may be more relevant to what is being discussed.

Chairman Paul stated if a motion is made, he would restrict that motion to currently authorizing the Foundation to go into the community and start raising money for the purpose of arts education and supporting the programming. This is not a definitive list. He would not include the list as part of a motion. The Foundation can approach the community and bring it back to the Authority.

General Manager McDonough stated this is just a guideline. The important point is the community knows that the Public Facilities Authority has had these conversations. This list is a representative sample of potential naming opportunities.

Chairman Paul stated the naming will not be limited to just these items. There may be other things the Foundation feels that they can engage the community on that may not be as grandiose. He wants to make sure the Foundation has latitude to sell naming rights to sidewalk bricks or seats, if they wish.

General Manager McDonough asked about a consensus of the Authority, if they agree that the list is appropriate for naming opportunities.

There was a consensus of the Authority that the initial naming opportunities list is appropriate.

6. PFA17-57 Consideration of Criteria for Review and Approval of Naming Rights

City Attorney Dan Lee presented slide six of the Naming Opportunities at City Springs PowerPoint presentation. He stated the process that was discussed was identifying areas of assets and properties owned by the Public Facilities Authority. They will consider the recommendations for those areas to be named by those who provide contributions of different kinds, including monetary. The Public Facilities Authority has the sole discretion in naming its assets at City Springs. This is established that way so that it covers the consensus that was mentioned earlier. The citizens of Sandy Springs will always own and control the construction and operation of the Public Facilities Authority property, which includes City Hall and City Springs. The naming of the City Springs assets is appropriate only when a significant gift is made to benefit the City, its citizens, or its purposes. All requests and recommendations for naming shall be consistent with the values and standards of the City and the named person shall have ties to the community. All requests and recommendations for naming shall be approved by specific terms. All requests and recommendations for naming shall be reviewed carefully for full compliance with applicable laws and ethical principles. What should be kept separate is the gaining of funds versus the naming of any assets. According to the IRS, these are tax free bonds. The process that has been laid out has been approved by a bond and tax law firm. The recommendations on the criteria this evening give the Authority guidelines as they seek funds to contribute to arts and education.

Authority Member Gabriel Sterling asked if the criteria precludes corporate giving.

City Attorney Lee responded it does not. The Authority can decide on their own to name a portion of the facility.

Chairman Rusty Paul asked about Georgia law regarding corporations.

City Attorney Lee stated regarding the naming, the name does not have to be a recognized legal entity.

Motion and Second: Authority Member Sterling moved to approve Agenda Item PFA17-57, the Criteria for Review and Approval of Naming Rights. Authority Member Bauman seconded the motion.

Authority Member Chris Burnett asked if the Foundation will come back to the Facilities Authority with a recommendation on an individual or corporation and the amount of money to be donated.

Chairman Paul stated the Foundation will bring the Authority a proposal for consideration.

City Attorney Lee stated anyone can bring a naming proposal to the Authority. The Authority may want to let the Foundation vet the proposal and then make a recommendation to the Authority.

Authority Member John Paulson stated if someone comes to the Authority, they would then be referred to the Foundation for further discussion.

City Attorney Lee stated if there is an operation like the Foundation whose sole purpose is to promote Sandy Springs and the PAC, then you could use that as an arm to vet any company that wants to be recommended for a naming opportunity.

Authority Member Andy Bauman stated he hopes the community receives the message that this is an extraordinary opportunity for our community and individuals who have interests in the arts. The citizens of Sandy Springs have delivered an amazing project that a lot of people have had an opportunity to see and thousands more will see in the next few months. For individuals, nonprofits, or corporations who want to leave an imprint in this community, it is a remarkable opportunity to do that with this incredible facility and see the results right away. We are very grateful for the tremendous leadership of the Foundation. This is a great way to engage the community and to take something we have and bring it to life.

Authority Member Sterling stated this whole process sounds convoluted and circuitous. This is a standard practice for facilities built with tax free bonds.

Chairman Paul thanked the legal staff, particularly City Attorney Lee and Staff Attorney Kathy Williams. They both assisted in finding the appropriate experts in guiding us through this process.

Chairman Paul recognized Representative Silcox and Senator Kilpatrick who were in attendance at this meeting.

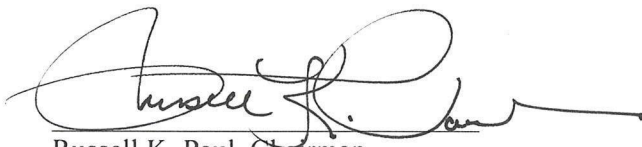
Vote on the Motion: The motion carried unanimously.

ADJOURNMENT

7. PFA17-58 Adjournment

Motion and Vote: Member DeJulio moved to adjourn the meeting. Member Dishman seconded the motion. The motion carried unanimously. The meeting adjourned at 6:40 p.m.

Date Approved: December 5, 2017



Russell K. Paul, Chairman



Michael D. Casey, Secretary