

Special Called Meeting of the Public Facilities Authority was held on Tuesday, July 16, 2019 at 8:33 p.m., Chairman Rusty Paul presiding.

CALL TO ORDER

1. **PFA19-08** Chairman Rusty Paul called the meeting to order at 8:33 p.m.

ROLL CALL

2. **PFA19-09** – Secretary Coty Thigpen called the roll.

Authority Members present: Member John Paulson, Member Steve Soteres, Member Chris Burnett, Member Jody Reichel, Member Andy Bauman, and Member Tibby DeJulio.

APPROVAL OF MEETING AGENDA

3. **PFA19-10** Add or remove items from agenda

Motion and Vote: Council Member DeJulio moved to approve the Meeting Agenda for the July 16, 2019 Special Called Public Facilities Authority meeting. Council Member Paulson seconded the motion. The motion carried unanimously.

4. **PFA19-11** Meeting Minutes
 1. February 5, 2019 Public Facilities Authority Meeting Minutes
(Coty Thigpen, Secretary)

Motion and Vote: Council Member Paulson moved to approve the February 5, 2019 Public Facilities Authority Meeting Minutes. Council Member Soteres seconded the motion. The motion carried unanimously.

NEW BUSINESS

5. **PFA19-12** A Resolution of the City of Sandy Springs Public Facilities Authority to Support the Construction and Development of a Cultural Center in the City Of Sandy in Springs in Partnership with the Georgia Commission on the Holocaust, Subject to the Occurrence of Certain Events; and for other purposes
(Presented by John McDonough, General Manager)

Council Member Bauman disclosed his membership on the Georgia Commission on the Holocaust but under the City's guidelines and rules, there is no need for recusal in acting on behalf of the City.

John McDonough, General Manager presented that on October 9, 2018, the City of Sandy Springs Public Facilities Authority entered into a Memorandum of Understanding with the Sandy Springs Hospitality and Tourism, Inc. and the Georgia Commission on the Holocaust. The purpose of the MOU was to guide and direct the parties thereto with respect to their obligations related to the design and construction of a new building to house the Commission offices and exhibitions, Visit Sandy Springs offices, and a public rotating exhibition space. Pursuant to the MOU, the PFA agreed to commence providing land for the construction of the project including all necessary steps to evaluate any environmental issues on the project site, to include Phase I and Phase II Environmental Assessments, and to pay a portion of the construction of the cultural building, if certain obligations of others were met. Pursuant to the MOU, the Commission agreed to commit and solicit an agreed upon sum of money to contribute to a portion of the construction of the cultural building, and to enter into a Lease Agreement to house its offices and exhibitions', including the Anne Frank and the World Exhibit, if certain obligations of others were met. The Commission anticipates

that its obligations as set forth in the MOU will be met through the Friends of the Holocaust Commission, the Georgia non-profit corporation created to support and enhance a Holocaust memorial authorized by the Georgia legislature and to support the development of new exhibitions and activities of the Georgia Commission on the Holocaust; to participate in the construction of a facility to house the offices, and exhibits and other spaces for the Georgia Commission on the Holocaust and educate the public about the historical lessons learned from the Holocaust. The Commission's one-time payment, along with any future negotiated rents from the State of Georgia, shall be the Lease Payment for the space allocated to them for the negotiated length of the lease. It is anticipated the project will also incorporate Visit Sandy Springs offices and office space for the Perimeter Chamber of Commerce through Lease arrangements through the PFA and those entities. The cost assumptions offered include the soft costs, which are the architectural fees and engineering fees; program management currently estimated to be approximately \$688,000; and the construction estimate of \$7.9 million, so the two combined are about \$8.6 million. That \$8.2 million is further broken down amongst the parties, based on a total space allocation. Friends of the Holocaust are at 34.55%. The share of soft costs, approximately \$237,000; and then, the estimated up-front capital numbers here. These numbers are preliminary and until the facility design is complete and put it out for bid, there is no way to determine what the actual final costs will be. That will be subject to Mayor and Council or PFA member review, at some point in the future, approximately 1 year from now. These numbers are, again, estimated and would be incorporated in a final agreement between the City and ultimate partners through Lease Agreements that the Authority attorney would assist in developing. Furtherance of the parties commitment in the MOU to fund, design and construct a cultural building, the City of Sandy Springs, on behalf of the PFA issued its Request For Qualifications on June 27, 2018 to solicit responses from highly qualified firms to provide all personnel, materials and services necessary to provide architectural, engineering and related design services for the Project. On October 30, 2018, a contract was awarded to Houser Walker Architecture to provide design professional services for the Project. The Consultant and the parties have been engaged in discussions regarding space needs of the entities to be housed in the Cultural Building and funding for the Project. In order to memorialize their understandings and agreements regarding design and construction of the Project, it is anticipated the PFA and the Friends, on behalf of the Commission, will enter into an agreement pursuant to which Friends will acknowledge and agree, among other things, to: (a) pay the final determination of required upfront capital contribution, as may be adjusted from the estimate reflected in Exhibit A, (b) pay any other costs that may be determined in the final space allocation and funding structure, with all costs from (a) and (b) not to exceed 34.55 percent of the construction costs by the dates set forth in the agreement; and (c) agree to such other terms and conditions in the agreement as may be necessary to move the Project forward through design to completion. PFA supports the Project moving forward, contingent on Friends, on behalf of the Commission, making payment or providing guarantee of payment from an accredited banking institution of the upfront capital funds reflected on Exhibit A, as may be adjusted by final determination of space and funding allocation, no later than six (6) months following adoption of this resolution.

The Resolution for consideration authorizes two things: (1) Support the Project moving forward, subject to the receipt of upfront capital contribution from Friends, on behalf of the Commission and (2) the PFA Chairman and Attorney for the PFA are authorized to draft an agreement with the Commission and incorporate the terms and conditions stated in this resolution, and any other terms and conditions as may be deemed necessary to effectuate the intent of this resolution and the furtherance of the Project. That will then be brought back to you, the Board Members of the PFA.

Motion and Vote: Member Paulson moved to approve Agenda Item PFA19-12, A Resolution of the City of Sandy Springs Public Facilities Authority to Support the Construction and Development of a Cultural Center in the City Of Sandy Springs in Partnership with the Georgia Commission on the Holocaust, Subject to the Occurrence of Certain Events; and for other purposes. Member Soteres seconded the motion.

With a motion on the table, the Authority members offered discussion.

The motion carried on a vote of 5-1; DeJulio voting no.

6. PFA19-13 ADJOURNMENT

Motion and Vote: Member Burnett moved to approve Agenda Item PFA19-13, Adjournment. Member Paulson seconded the motion. The motion carried unanimously.

There being no further discussion, the meeting adjourned at 8:58 p.m.

Date Approved: August 20, 2019



Russell K. Paul, Mayor



Coty Thigpen, City Clerk