

HENRY COUNTY DEVELOPMENT AUTHORITY

MEETING MINUTES

August 21st, 2024

I. CALL TO ORDER

A meeting of the Henry County Development Authority (HCDA) was held on August 21st, 2024, in the conference room located in their offices, at 125 Westridge Industrial Blvd, Suite 101, McDonough, GA, 30253. Board members present were Irvin Culpepper, Charles Marshall, David Crow, Cynthia Andrews, and Eddie Ausband; Siddiq Gibson, who arrived at 8:21 a.m., indicated prior to the meeting that she would arrive late. Also, in attendance were Rod Meadows, Meadows, Macie & Morris, Legal Counsel; Stephen Morris, Meadows, Macie & Morris, Legal Counsel; Sara Lithgow, Meadows, Macie & Morris, Paralegal; Josh Fenn, Executive Director; and Sharon K. Hill, Manager of Established Industry. At 8:00 a.m., Chairman Culpepper called the meeting to order.

II. CALL ROLL/QUORUM/NOTICE OF MEETING

Chairman Culpepper asked for a roll call, which indicated the presence of a quorum, and verified that meeting notices were properly posted.

III. APPROVAL OF AGENDA

Chairman Culpepper requested the inclusion of an Executive session for real estate and personnel matters, and asked the Board if there were any additional amendments to the agenda as posted, or a motion to approve the amended agenda. Ms. Andrews requested the inclusion of two items to be discussed under "Old Business", Retail Strategy and Working Group Updates, and the Chair accepted this request. Ms. Andrews then made a motion to approve the agenda with the requested amendments, and Mr. Ausband seconded; the motion to approve the agenda as amended passed unanimously.

IV. MEETING MINUTES

Chairman Culpepper confirmed that each Board member reviewed the Minutes from July 10th, 2024, and asked if there were any questions or comments from the Board, or a motion to approve the Meeting Minutes. Hearing none, Mr. Ausband then made a motion to approve the Minutes from July 10th, 2024, and Mr. Crow seconded; the motion passed unanimously.

V. STANDING REPORTS

INVOICES/FINANCIALS/CORPUS

Mr. Fenn reviewed the HCDA Consolidated Budget Statement and correlating financial reports for the month ending July 31st, 2024, and noted the monthly and year-to-date balances for the HCDA County & Corpus budgets. Mr. Fenn offered to answer any questions from the Board regarding the financial

reports. Hearing none, Mr. Crow then made a motion to approve the invoices, financials, and Corpus reports, and Mr. Ausband seconded. The motion passed unanimously.

MARKETING REPORT

Mr. Fenn presented the Marketing Report, which included metrics of the digital marketing platforms during the period.

STAFF REPORT

Mr. Fenn presented the monthly staff report for July 2024, including the current YTD number of projects, YTD Capital Investments, and number of jobs created for the fiscal year.

ESTABLISHED INDUSTRY REPORT

Ms. Hill presented the established industry report for July; 8 visits to local industries, as well as visits with various community partners. She provided the Board with an update on the Established Industry and Workforce Development events and interactions attended during the month of July, including the Local Emergency Planning Committee (LEPC).

DISTRICT REPORTS

D1: No Report

D2: No Report

D3: No Report

D4: Mr. Culpepper had no report, other than to congratulate the Executive Director, Josh Fenn, on his recent appointment to the Southern Economic Development Council Board of Directors.

D5: No Report *Answered to you hill*

County at Large: Mr. Marshall reported that he contacted Sandra Vincent, Mayor for City of McDonough, to discuss the reason the City of McDonough decided to form their own City Development Authority. He was informed that the City of McDonough is working on bringing a major project into the City, and that Mayor Vincent was advised that having their own City Development Authority would serve them better in that effort. He also stated that the City plans to maintain their City Development Authority even after the project but would expect the Henry County Development Authority to continue to work with the City. He finally reported that Mayor Vincent stated that she has no problems with the Henry County Development Authority, nor with the Henry County Board of Commissioners.

VI. OLD BUSINESS

- **Retail Strategies Update**

Mr. Fenn provided the Board with an update regarding Retail Strategies, stating that the first marketing reports, which provided key insights and recommendations for attracting retailers, were sent to the County, the City of McDonough, and the City of Locust Grove, for their review and discussion. He also indicated that a further update for Retail Strategies would be provided during the Executive Session.

- **Working Group Updates**

Mr. Fenn, Ms. Andrews, and Mr. Crow provided the Board with a status update regarding the policy task force, which included notes from Counsel and the working committee on suggested updates and/or additions to current policy and practices.

- Ms. Andrews made a motion that the HCDA Board of Directors request the Henry County BOC make the roles of Treasurer and Secretary, having originally been consolidated into one position, and since separated into two distinctive roles, be equal in compensation, and that the Henry County BOC define the oversights of the two positions. She further moved that this action not be retroactive to the date that the positions were separated. This motion was seconded by Ms. Gibson. The motion passed, with one opposition being made by Mr. Marshall.
- Mr. Marshall made a motion that the HCDA legal counsel prepare the documents required to petition the Georgia General Assembly for the right of The HCDA Board to increase the HCDA Board member compensation rates using HCDA CORPUS funds without the approval of The Henry County Board of Commissioners. This motion did not receive a second, and so the motion failed.

VII. NEW BUSINESS

- **Southern Crescent Technical College Sponsorship**

Ms. Gibson made a motion to approve the sponsorship of the SCTC "Champions for Technical Education" Gala, at the Signature Sponsor level of \$2,000.00, and Mr. Crow seconded. The motion to approve the sponsorship passed 4-0-2, with Mr. Ausband abstaining to vote due to his position on the State Technical College Board of Directors. Mr. Marshall also abstained from the vote, stating "I was not paying attention".

VIII. EXECUTIVE SESSION

At 9:05 a.m., Chairman Culpepper accepted a motion made by Mr. Ausband to enter Executive Session for the purpose of real estate and personnel matters, and Ms. Andrews seconded. The motion to move the meeting into executive session passed unanimously. At 10:14 a.m., Chairman Culpepper accepted a motion made by Mr. Ausband to exit the executive session, and Ms. Gibson seconded. The motion to exit the Executive Session passed unanimously, and the meeting was moved back into open session.

- **Motion to Adopt the Resolution to Utilize a third-party payroll processing service for the issuance of supplementary payments to Executive Director**

Upon resuming open session, Mr. Crow made a motion that the HCDA adopt the Resolution to Utilize a third-party payroll processing service for the issuance of supplementary payments to the Executive Director, as necessary to cover the differential between the County budgeted salary, and the HCDA contracted salary. The motion to adopt the Resolution was seconded by Ms. Gibson. The motion passed, with two oppositions from Mr. Marshall and Ms. Andrews.

IX. LEGAL MATTERS

- **Motion to Ratify Notice & Waiver of a Potential Conflict of Interest for Scannell & Seyfarth**

Mr. Ausband made a motion, having first ascertained that there were no conflicts of interest, that the HCDA formally ratify the acceptance of a Notice and Request for a Waiver of Potential Conflict of Interest regarding Scannell and Seyfarth law firm, as drafted by Seyfarth Counsel and reviewed by our General Counsel, along with all of the supporting documents in connection therewith, all of which having been provided electronically in advance of the days meeting, and as discussed in the days meeting. He further moved that the Officers of the Authority be granted the right and responsibility to execute such documents as are necessary or convenient in connection with the transaction, along with the discretion to make such minor amendments and corrections to any of the documents as might be suggested by counsel in conjunction with the subject transaction. The motion was seconded by Ms. Andrews and passed unanimously.

- **Motion to Adopt Inducement Resolution & Letter of Intent for Project Thundercat**

Ms. Andrews made a motion, having first ascertained that there were no conflicts of interest, that the HCDA adopt the Inducement Resolution and Letter of Intent for Project Thundercat, as drafted by Bond Counsel and reviewed by our General Counsel, along with all of the supporting documents in connection therewith, all of which having been provided electronically in advance of the days meeting, and as discussed in the days meeting. She further moved that the Officers of the Authority be granted the right and responsibility to execute such documents as are necessary or convenient in connection with the transaction, along with the discretion to make such minor amendments and corrections to any of the documents as might be suggested by

counsel in conjunction with the subject transaction. The motion was seconded by Mr. Crow and passed unanimously.

- **Motion to Adopt Memorandum of Agreement for Project Cool Breeze-US Cold Storage 2024**

Ms. Gibson made a motion, having first ascertained that there were no conflicts of interest, that the HCDA adopt the MOA regarding Project Cool Breeze, as drafted by Bond Counsel and reviewed by our General Counsel, along with all the supporting documents in connection therewith, all of which having been provided electronically in advance of the days meeting, and as discussed in the days meeting. She further moved that the Officers of the Authority be granted the right and responsibility to execute such documents as are necessary or convenient in connection with the transaction, along with the discretion to make such minor amendments and corrections to any of the documents as might be suggested by counsel in conjunction with the subject transaction. The motion was seconded by Ms. Andrews and passed unanimously.

- **Motion to Adopt & Ratify Sewer Easement for Project Summit-Renewal by Anderson**

Mr. Crow made a motion, having first ascertained that there were no conflicts of interest, that the HCDA formally adopt and ratify the Water Authority Easement documents regarding Project Summit-Renewal by Anderson, as drafted by Water Authority Counsel and reviewed by our General Counsel, along with all of the supporting documents in connection therewith, all of which having been provided electronically in advance of the days meeting, and as discussed in the days meeting. He further moved that the Officers of the Authority be granted the right and responsibility to execute such documents as are necessary or convenient in connection with the transaction, along with the discretion to make such minor amendments and corrections to any of the documents as might be suggested by counsel in conjunction with the subject transaction. The motion was seconded by Mr. Ausband and passed unanimously.

- **Motion Authorizing the Negotiation & Execution of Documents to Resolve Commitment & Exceptions Regarding Title to Airport Adjacent Property #1 (2023)**

Mr. Ausband made a motion, having first ascertained that there were no conflicts of interest, that the officers of the Authority be authorized and directed to negotiate and execute such documents as are necessary or convenient to resolve any and all requirements and/or exceptions set forth in the First American title Insurance Company commitment Number O-132/1820, having and effective date of July 31, 2024, regarding 201.27 acres of land located in Henry county, Georgia being described therein, along with those commitments and exceptions enumerated in a letter to the Henry county Development authority dated august 19, 2024, from Derek J. Kerbs, of the law firm Hotlz, Ney, Zatcoff & Wasserman LLP. He further moved that the

Officers of the Authority be granted the right and responsibility to execute such documents as are necessary or convenient in connection with the transaction, along with the discretion to make such minor amendments and corrections to any of the documents as might be suggested by counsel in conjunction with the subject transaction. Mr. Crow seconded the motion, and it passed unanimously.

X. ADJOURN

Chairman Culpepper accepted a motion made by Mr. Ausband, to adjourn the August 21st, 2024, meeting of the Henry County Development Authority Board of Directors, and Ms. Andrews seconded. At 10:28 a.m., the meeting was adjourned.

F.J. "Josh" Fenn, Acting Recording Secretary

Irvin K. Culpepper Jr., Chairman