

A RESOLUTION
OF
THE GEO. L. SMITH II GEORGIA WORLD CONGRESS CENTER AUTHORITY

WHEREAS, pursuant to O.C.G.A. § 10-9-4(a), the general purpose of the Geo. L. Smith II Georgia World Congress Center Authority (the "Authority") is to acquire, construct, equip, maintain, and operate the project, including but not limited to the Georgia World Congress Center and the Georgia Dome, in whole or in part, directly or under contract with the Department of Economic Development or others, and engage in such other activities as it deems appropriate to promote trade shows, conventions, and political, musical, educational, entertainment, recreational, athletic, or other events and related tourism within the state so as to promote the use of the project and the use of the industrial, agricultural, educational, historical, cultural, recreational, commercial, and natural resources of the State of Georgia by those using the project or visiting the state or who may use the project or visit this state; and

WHEREAS, pursuant to O.C.G.A. §10-9-4(b)(5), the Authority has the power to acquire, by purchase, gift, lease, or otherwise and to own, hold, improve, and use real and personal property of every kind and character, or any interest therein, for its corporate purposes; and

WHEREAS, pursuant to O.C.G.A. §10-9-4(b)(6), the Authority has the power to make all contracts and to execute all instruments necessary or convenient to its purposes; and

WHEREAS, pursuant to O.C.G.A. §10-9-4(b)(8), the Authority has the power to exercise the power of eminent domain, and acquire by condemnation, in accordance with the provisions of any and all existing laws applicable to the condemnation of property for public use, real property or rights of easement therein or franchises necessary or convenient for its corporate purposes; and

WHEREAS, pursuant to O.C.G.A. §10-9-4(b)(12) and (13), the Authority shall have the power to exercise any power usually possessed by private corporations performing similar functions which is not in conflict with the Constitution and the laws of the State of Georgia and to do all things necessary or convenient to carry out the powers expressly given in Chapter 9 of Title 10 of the Official Code of Georgia Annotated; and

WHEREAS, pursuant to O.C.G.A. §10-9-7 the management of the business and affairs of the Authority shall be vested in the Board of Governors, and the Board of Governors shall have the power to make bylaws, rules, and regulations for the operation, management, and maintenance of the Georgia World Congress Center, the Georgia Dome, and all other projects and properties of the Authority or as may be under the management and control of the Authority; and

WHEREAS, pursuant to O.C.G.A. § 10-9-15(a), the Authority is required to operate the project so as to ensure its maximum use, and in connection with and incident to the operation of the project the Authority may engage in such activities as it deems appropriate to promote trade shows, conventions, and tourism within the state so as to promote the use of the project and the use of the industrial, agricultural, educational, historical, cultural, recreational, and natural resources of the State of Georgia by those using or visiting the project; and

WHEREAS, pursuant to Section 5 of Article VII of the Authority's Bylaws, the Executive Director is authorized to execute contracts related to the operation, in the ordinary course of business, of the project, including contracts for the use of the Authority's facilities, equipment, and services, but subject to the Bylaws and any policies, forms, and schedules as may be adopted or approved by the Board or Executive Director governing such contracts, and also to sign and execute other contracts in the name of the Authority when authorized to do so by resolution of the Board and to sign and execute contracts in the name of the Authority which are authorized by the Board when no other officer is designated by the Board; and

WHEREAS, pursuant to Section 14 of Article VII of the Authority's Bylaws, except to the extent such authority is conferred upon the Executive Director or other officers of the Authority under or pursuant to the Bylaws, no officer or employee of the Authority is authorized to enter into any written or oral agreement binding upon the Authority; and

WHEREAS, the Executive Director, the Chief Operating Officer, and other officers of the Authority have reported to the Board of Governors their analysis of the presumptive utility, public purpose, and other advantages and benefits of the potential acquisition of a tract of real property, a legal description of which tract is stated on Attachment A attached hereto, in respect of and as its potential acquisition may relate to the Authority's promotion of trade shows, conventions, and political, musical, educational, entertainment, recreational, athletic, or other events and related tourism within the state so as to promote the use of the project and the use of the industrial, agricultural, educational, historical, cultural, recreational, commercial, and natural resources of the State of Georgia by those using the project or visiting the state or who may use the project or visit this state;

NOW, THEREFORE, BE IT RESOLVED by the Board of Governors of the Geo. L. Smith II Georgia World Congress Center Authority that:

(1) The Executive Director expressly is authorized, though not required, to take such actions and to execute and deliver such documents as may be necessary or appropriate to effect the acquisition, through negotiated sale, of the tract of real property which is described in Attachment A, provided however that in any event the purchase price which the Executive Director is authorized on behalf of the Authority to offer to pay for acquisition of the tract shall not exceed the aggregate sum of One Million Dollars (\$1,000,000); and

(2) The Chief Financial Officer expressly is authorized and required to create, establish, and maintain a reserve fund and account for the potential acquisition of this tract of real estate, in the amount of One Million Dollars (\$1,000,000), which fund and account shall be maintained separate and apart from any other fund or account created or otherwise maintained by the Authority. Moneys may be withdrawn from this reserve fund and account by the Chief Financial Officer without further authorization from the Board so long as they are utilized for the purpose stated above. Any moneys in this reserve fund may be applied only for the purpose of acquisition of this tract of real property unless and until the Board by resolution instructs the Chief Financial Officer otherwise.

A legal description has not been provided.
The Fulton County identification number is District 14, Land Lot 83, Section 9,
Parcels 28 and 29A [previously 21 and 6].

Attachment A



CERTIFICATE

The undersigned hereby certifies that I hold the position of Secretary or Assistant Secretary, as stated below my signature, of the Geo. L. Smith II Georgia World Congress Center Authority and that the Resolution a true and correct copy of which is attached to this Certificate was duly adopted by the Board of Governors of the Authority at and in a public meeting duly scheduled and for which all public notices required by law were given.

Dated: July 30, 2012



Dale Aiken
Assistant Secretary

{Authority Seal}