

**RESOLUTION
OF THE BOARD OF GOVERNORS
OF THE GEO. L. SMITH II
GEORGIA WORLD CONGRESS CENTER AUTHORITY**

WHEREAS, the Geo. L. Smith II Georgia World Congress Center Authority (the “Authority”) operates the convention and tradeshow facility known as the Georgia World Congress Center, the multipurpose domed stadium facility known as the Georgia Dome, and other facilities (“Project”); and

WHEREAS, pursuant to O.C.G.A. § 10-9-4(a), the general public purpose of the Authority is to acquire, construct, equip, maintain, and operate the Project, including but not limited to the Georgia World Congress Center, the Georgia Dome, and other facilities, in whole or in part, directly or under contract with the Department of Economic Development (“Department”) or others, and to engage in such other activities as the Authority 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, the Georgia General Assembly passed legislation essentially authorizing the extension of the designated hotel and motel taxes (“H/MT”) with such H/MT proceeds required to be used to fund a successor facility to the Georgia Dome on the condition that the Authority enters into a long-term agreement with a National Football League (“NFL”) franchise to play its home games in such successor facility; and

WHEREAS, the Atlanta Football Club, LLC, owner of the franchise known as the “Atlanta Falcons” (the “Team”), has determined that it is in the best interests of the Team and its fans for the Team’s home field to be relocated to a new multi-purpose stadium (the “New Stadium Project” or “NSP”) to be located and constructed on land that will ultimately be under the 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, the Authority has determined that the funding of the NSP with the proceeds of the H/MT as a successor facility to the Georgia Dome is in the best interests of the citizens of the State of Georgia and is consistent with its statutory public purpose; and

WHEREAS, pursuant to that certain Project Development Agreement (“PDA”) and that certain Stadium Licensing and Management Agreement (“License Agreement”), both by and among the Geo. L. Smith II Georgia World Congress Center Authority, the Atlanta Falcons Stadium Company, LLC, and the Atlanta Falcons Football Club, LLC, the Atlanta Falcons Stadium Company, LLC (“StadCo”) is obligated to design, develop, and construct the NSP, and to operate the NSP for an initial period of thirty (30) years with the option of two five (5) year extensions; and

WHEREAS, pursuant to the PDA and the License Agreement, the Authority is obligated to make available to StadCo all real property necessary for the construction of the NSP; and

WHEREAS, the acquisition of real property is necessary for the Authority to meet its obligation under the PDA and the License Agreement (“Additional Required Parcels”); and

WHEREAS, pursuant to the provisions of O.C.G.A. § 50-7-40, the Department is authorized with the approval of the State Properties Commission (“Commission”), to acquire land for projects and facilities of the Authority; and

WHEREAS, the General Appropriations Act for fiscal year 2012-2013, adopted at the 2012 Regular Session of the General Assembly, provided for the appropriation of FIFTEEN MILLION DOLLARS AND 00/CENTS (\$15,000,000) to the Department for the purpose of financing projects and facilities of the Geo. L. Smith II Georgia World Congress Center through the issuance of general obligation debt of the State of Georgia; and

WHEREAS, such general obligation debt has been issued by the Georgia State Financing and Investment Commission to finance objects and facilities of the Georgia World Congress Center; and

WHEREAS, pursuant to an agreement dated April 8, 1974, as amended and supplemented, the Authority essentially is authorized to act as the agent of the Department in the acquisition of real property for the Georgia World Congress Center and specifically to acquire, in the name of the State of Georgia, real property for the expansion of the Georgia World Congress Center and to do all other things necessary and incident to the acquisition of real property for such expansion; and

WHEREAS, on behalf of the Department, the Authority has negotiated the acquisition of the Additional Required Parcels as more particularly described on Exhibit “A” at the purchase price listed on Exhibit “B” (“Negotiated Purchase Price”); and

NOW, THEREFORE, BE IT HEREBY RESOLVED THAT THE BOARD OF THE GEORGIA WORLD CONGRESS CENTER AUTHORITY request that the Department of Economic Development request that the State Properties Commission authorize the acquisition of the Additional Required Parcels as more particularly described in Exhibit “A” at the respective Negotiated Purchase Price listed on Exhibit “B.”

BE IT FURTHER RESOLVED, that nothing herein shall preclude the Authority or the Commission from continuing negotiations with the owners of the Additional Required Parcels if it determined that further negotiations are prudent.

BE IT FURTHER RESOLVED, that the Additional Required Parcels are necessary for the development of the NSP.

AND BE IT FURTHER RESOLVED that the Executive Director is hereby authorized to do all things necessary and proper to implement the purpose of this resolution.

Adopted this 3rd day of December, 2013



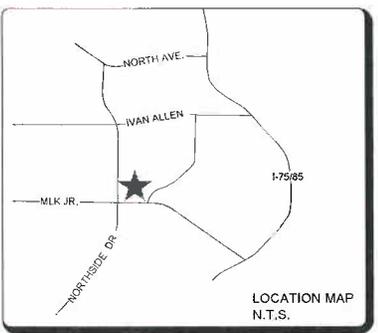
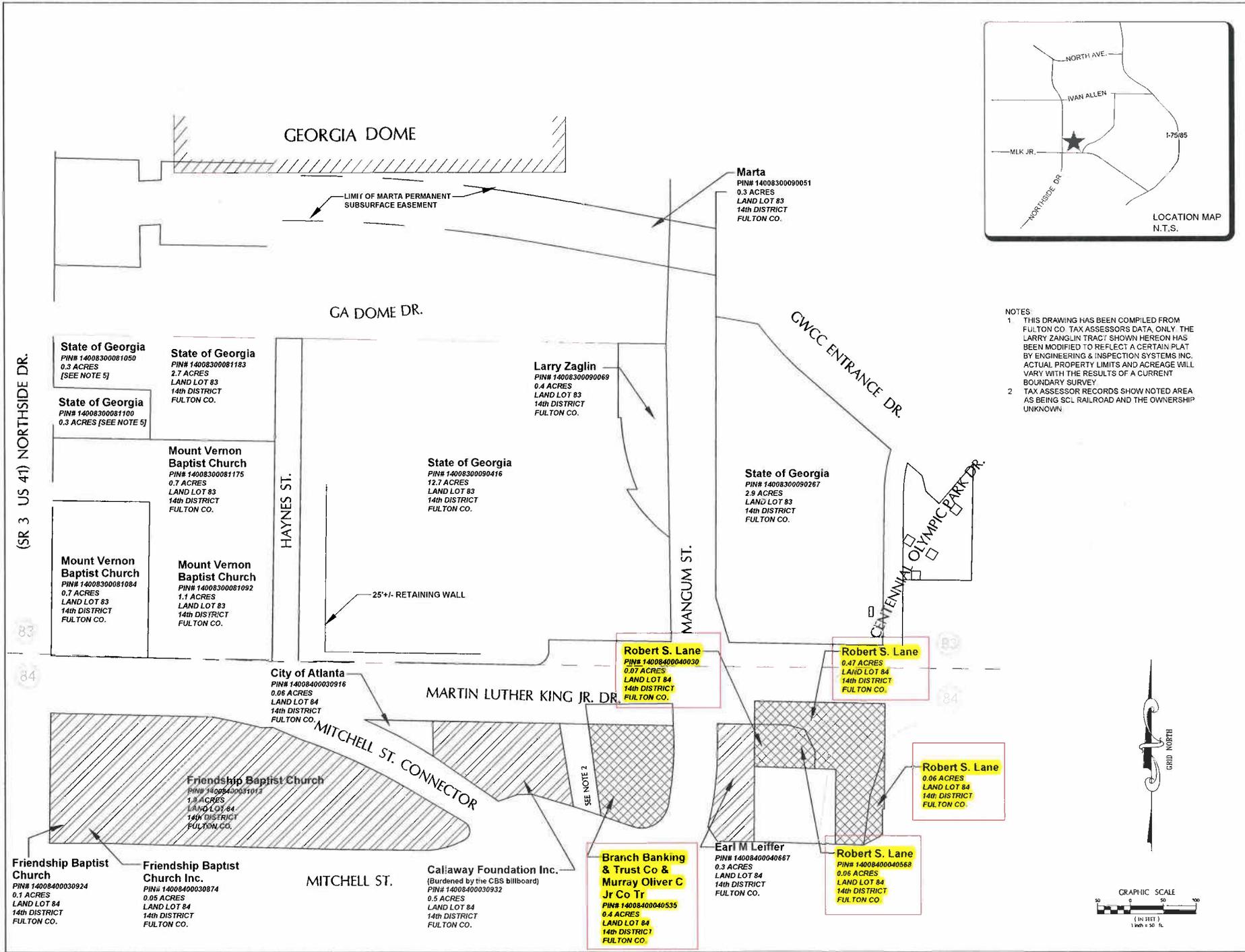
Tim Lowe, Chair
Board of Governors
Geo. L. Smith II Georgia World Congress Center Authority

Attest: 
Dale Aiken, Assistant Secretary

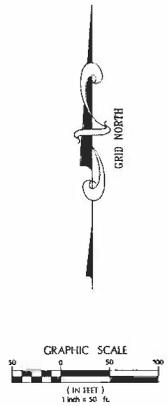
{Authority Seal}

EXHIBIT “A”

(Exhibit A follows this page.)



- NOTES
1. THIS DRAWING HAS BEEN COMPILED FROM FULTON CO. TAX ASSESSORS DATA. ONLY THE LARRY ZANGLIN TRACT SHOWN HEREON HAS BEEN MODIFIED TO REFLECT A CERTAIN PLAT BY ENGINEERING & INSPECTION SYSTEMS INC. ACTUAL PROPERTY LIMITS AND ACREAGE WILL VARY WITH THE RESULTS OF A CURRENT BOUNDARY SURVEY.
 2. TAX ASSESSOR RECORDS SHOW NOTED AREA AS BEING SCL RAILROAD AND THE OWNERSHIP UNKNOWN.



NO.	DATE	DESCRIPTION

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LONG
 ENGINEERING, INC.

FULTON COUNTY, GA

PROPERTY EXHIBIT
 FOR
 NEW ATLANTA STADIUM PROJECT
 CITY OF ATLANTA

LL 83 & 84, MTH DIST.

EXHIBIT "B"

SELLER/DESCRIPTION	PURCHASE PRICE
Robert Lane Tract, 0.6548± acre, Land Lot 84, 14 th District, City of Atlanta, Fulton County	\$747,000
BB&T/Murray Tract, 0.3963± acre, Land Lot 84, 14 th District, City of Atlanta, Fulton County	\$693,000

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: December 3, 2013



Dale Aiken, Assistant Secretary

{Authority Seal}