

Senate Bill 563

By: Senators Ragan of the 11th, Bowen of the 13th and Golden of the 8th

AS PASSED SENATE

A BILL TO BE ENTITLED

AN ACT

1 To create the Joint Recreation Authority of Brooks, Colquitt, Grady, Mitchell, and Thomas
 2 Counties and to authorize such authority to acquire, own, operate, manage, construct, equip,
 3 maintain, modify, improve, expand, and operate sports, cultural, and recreational facilities
 4 and areas of all kinds and descriptions, including, but not limited to, playgrounds, parks,
 5 amusement parks, hiking, camping, and picnicking areas and facilities, swimming and
 6 wading pools, lakes, ponds, marinas, tennis courts, handball courts, squash courts, racket ball
 7 courts, frontons, basketball courts, ice rinks, facilities for track and field events, rifle,
 8 archery, skeet, and trap ranges and facilities, athletic fields and courts, club houses,
 9 gymnasiums, museums, libraries, concert halls, theaters, amphitheaters, auditoriums, arenas,
 10 stadiums, grandstands, facilities for fairs, livestock shows, trade shows, exhibitions, and
 11 conventions, youth centers, senior citizen centers, recreation centers and other recreational
 12 buildings, golf courses, driving ranges, stables, hunting preserves, lodges and resorts, fishing
 13 lodges and resorts, boats, historic sites and attractions, and facilities for the recreation and
 14 accommodation of tourists, including hotels, motels, convention centers, conference centers,
 15 and restaurants and ancillary and related facilities and areas serving the foregoing or to be
 16 used in connection therewith, including, but not limited to, parking facilities, food and
 17 beverage service facilities, and retail and service facilities associated therewith and to acquire
 18 the necessary property therefor, both real and personal, and to lease or sell any or all of such
 19 facilities, including real property; to confer powers on the authority; to provide for the
 20 membership and for the appointment of members of the authority and for their removal from
 21 office; to provide for officers and employees of the authority; to authorize the authority to
 22 contract with others pertaining to such recreational facilities, to lease such facilities, either
 23 as lessor or lessee, to convey title to real property of the authority in fee simple, to convey
 24 title to personal property, and to do all things deemed necessary or convenient for the
 25 operation of such undertakings; to authorize the authority and other political subdivisions
 26 to enter into intergovernmental contracts pertaining to such facilities and areas, which
 27 contracts may obligate the authority or such other political subdivisions to make payment
 28 for the use or provision of such facilities and areas or for the provisions of services relating

1 thereto, including but not limited to services pertaining to the acquisition, construction,
 2 equipping, maintenance, modification, improvement, expansion, or operation of such
 3 facilities or areas, for the term of such intergovernmental contract and to pledge to that
 4 purpose revenues derived from taxation; to authorize the authority to issue revenue bonds
 5 and other obligations of the authority to finance costs of such facilities and areas and to
 6 refund any such revenue bonds or other obligations, provided that such revenue bonds and
 7 other obligations of the authority shall not constitute a debt of Brooks, Colquitt, Grady,
 8 Mitchell, or Thomas County or any other political subdivision, within the meaning of Article
 9 IX, Section V, Paragraph I of the state Constitution; to authorize the collection and pledging
 10 of the revenues and earnings of the authority for the payment of such bonds or other
 11 obligations and to secure the payment thereof; to define the rights of the holders of such
 12 bonds or other obligations; to make the revenue bonds and other obligations, the income
 13 therefrom, and the property of the authority exempt from taxation and assessment; to provide
 14 for the validation of revenue bonds and supporting agreements pursuant to the provisions of
 15 Article 3 of Chapter 82 of Title 36 of the O.C.G.A., the "Revenue Bond Law"; to grant to
 16 the authority sovereign immunity; to fix the venue or jurisdiction of actions to which the
 17 authority shall be a party; to provide for construction of this Act; to provide for conveyance
 18 of property upon dissolution; to provide an effective date; to repeal conflicting laws; and for
 19 other purposes.

20 **BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:**

21 **SECTION 1.**

22 Short title.

23 This Act shall be known and may be cited as the "Joint Recreation Authority of Brooks,
 24 Colquitt, Grady, Mitchell, and Thomas Counties Act."

25 **SECTION 2.**

26 Findings.

27 It is found, determined, and declared that:

28 (1) The availability of sports, cultural, tourism, hospitality, and recreational facilities and
 29 areas within Brooks, Colquitt, Grady, Mitchell, and Thomas counties is important to
 30 meet the recreational needs and for the general welfare and well-being of the residents
 31 of Brooks, Colquitt, Grady, Mitchell, and Thomas counties, of contiguous counties, and
 32 of the state and is important for the economic well-being of said counties and of the state
 33 in that such facilities and areas create employment, attract tourists, and enhance the

1 attractiveness of said counties to companies seeking sites for new industrial and
2 commercial facilities;

3 (2) Achieving the objectives described in paragraph (1) above constitutes the
4 governmental mission of the authority created hereby, and said objectives can best be
5 achieved by creating a local joint recreation authority, as contemplated by this Act, which
6 is authorized to acquire, own, operate, manage, construct, equip, modify, improve,
7 expand, lease, sell, maintain, and finance such facilities and to promote and assist the
8 acquisition, ownership, operation, management, construction, equipping, modification,
9 improvement, expansion, maintaining, and financing of such facilities located in any one
10 or more of said counties by any one or more of said counties, by municipalities located
11 in any one or more of said counties, and by private sector entities to raise, administer, and
12 spend funds for that purpose, including revenues derived by the authority under
13 intergovernmental contracts and from grants, and to issue revenue bonds and other
14 obligations to finance the cost of such facilities; and

15 (3) The activities herein authorized to be undertaken and conducted by the authority
16 serve a public purpose and are hereby declared to serve a county purpose of each of
17 Brooks, Colquitt, Grady, Mitchell, and Thomas counties, a municipal purpose of the
18 municipalities located in such respective counties, and a state purpose of the state.

19 **SECTION 3.**

20 **Definitions.**

21 As used in this Act, the following terms shall have the following meanings:

22 (1) "Authority" means the Joint Recreation Authority of Brooks, Colquitt, Grady,
23 Mitchell, and Thomas Counties created in Section 4 of this Act.

24 (2) "Board of commissioners" means the board of commissioners of a particular county.

25 (3) "Cost," when used with reference to any project, means and shall embrace and
26 include all costs of acquisition, construction, equipping, modification, improvement, and
27 expansion of such project; all costs of financing or refinancing such project; and, during
28 the period of the acquisition, construction, equipping, modification, improvement, or
29 expansion of such project and for a period ending one year following the completion of
30 the acquisition, construction, equipping, modification, improvement, or expansion of
31 such project shall include interest on revenue bonds or other obligations issued to finance
32 or refinance such project, startup costs, costs of maintaining and operating such project,
33 and administrative and other costs relating to such project or relating to any revenue
34 bonds or other obligations issued to finance or refinance such project, including, but not
35 limited to: (i) costs of acquiring, leasing, constructing, fabricating, and installing real

1 property, fixtures, furnishings, machinery, equipment, and other tangible and intangible
2 personal property and interests, rights, easements, and franchises therein including, but
3 not limited to, the cost of all conveyances and leases thereof to or by the authority and
4 costs of labor, materials, supplies, equipment rental charges, premiums on performance
5 and payment bonds, builder's risk and liability insurance, and other costs associated with
6 the construction or fabrication of any project or any part thereof; (ii) costs of plans and
7 specifications, engineering, architectural, and design services, soil testing and
8 stabilization, land surveys, environmental studies, and other preconstruction expenses
9 and expenses necessary or incident to determining the feasibility or practicability of the
10 project; (iii) costs of applying for and obtaining grants relating to any project; (iv) costs
11 relating to the issuance of revenue bonds and other obligations to finance or refinance
12 any such project and relating to any forward purchase contract or any option agreement
13 relating to the future issuance by the authority of any revenue bonds or other obligations,
14 including, but not limited to, any "points," commitment fee, or other fee charged by any
15 lender, original issue discount, underwriter's discount, the fees and expenses of any
16 securities depository, placement agents, financial advisers, attorneys, trustees, registrars,
17 paying agents, remarketing agents, indexing agents, escrow agents, tender agents, or
18 other agents and consultants for services relating to the financing or refinancing of such
19 project; (v) costs relating to obtaining ratings and complying with applicable securities
20 laws; (vi) costs of any bond insurance policy, letter of credit, surety bond, other financial
21 guaranty, or other credit facility or liquidity facility relating to such revenue bonds or
22 other obligations or the refunding thereof; (vii) costs of any hedge facility, including any
23 currency swap, interest rate swap, interest rate cap, interest rate collar, or other financial
24 product relating to such revenue bonds or other obligations; (viii) costs, in the case of the
25 refinancing and refunding of previously issued revenue bonds or other obligations
26 relating to any project, of any investment securities, guaranteed investment contract,
27 forward purchase contract, and other financial products to be used to retire or defease
28 such previously issued revenue bonds or other obligations; (ix) costs incurred during the
29 period of the acquisition, construction, equipping, modification, improvement, or
30 expansion of such project and for a period ending one year following the completion of
31 the acquisition, construction, equipping, modification, improvement, or expansion of
32 such project, for the payment of interest on the revenue bonds or other obligations issued
33 to finance or refinance such project, startup costs of such project, costs of maintaining
34 and operating such project, and administrative and other costs relating to such project or
35 relating to any revenue bonds or other obligations issued to finance or refinance such
36 project; and (x) any other costs relating to any project that would be classified as a "cost"
37 of a "project" under the Revenue Bond Law. Any obligation or expense incurred for any

1 of the foregoing purposes shall be regarded as a part of the cost of the project and may
 2 be paid or reimbursed as such out of the proceeds of revenue bonds or other obligations
 3 issued under the provisions of this Act with respect to such project.

4 (4) "Counterparty" means any person that is a party to any contract or agreement with
 5 the authority.

6 (5) "Counties" means Brooks, Colquitt, Grady, Mitchell, and Thomas counties.

7 (6) "County" means one of the counties.

8 (7) "Other obligations" means debt obligations of the authority other than revenue
 9 bonds.

10 (8) "Project" means and includes sports, cultural, and recreational facilities and areas of
 11 all kinds and descriptions, including, but not limited to, playgrounds, parks, amusement
 12 parks, hiking, camping, and picnicking areas and facilities, swimming and wading pools,
 13 lakes, ponds, marinas, tennis courts, handball courts, squash courts, racket ball courts,
 14 frontons, basketball courts, ice rinks, facilities for track and field events, rifle, archery,
 15 skeet, and trap ranges and facilities, athletic fields and courts, club houses, gymnasiums,
 16 museums, libraries, concert halls, theaters, amphitheaters, auditoriums, arenas, stadiums,
 17 grandstands, facilities for fairs, livestock shows, trade shows, exhibitions, and
 18 conventions, youth centers, senior citizen centers, recreation centers and other
 19 recreational buildings, golf courses, driving ranges, stables, hunting preserves, lodges and
 20 resorts, fishing lodges and resorts, boats, historic sites and attractions, and facilities for
 21 the recreation and accommodation of tourists and of visitors to and citizens of said
 22 counties, including hotels, motels, convention centers, conference centers, and restaurants
 23 and ancillary and related facilities and areas serving the foregoing or to be used in
 24 connection therewith, including, but not limited to, offices, parking facilities, food and
 25 beverage service facilities, and retail and service facilities associated therewith.

26 (9) "Revenue Bond Law" means Article 3 of Chapter 82 of Title 36 of the O.C.G.A., as
 27 the same exists on the date of enactment of this Act and as the same may hereafter be
 28 amended.

29 (10) "Revenue bonds" and "bonds" shall mean revenue bonds described in Section 8
 30 of this Act.

31 **SECTION 4.**

32 Creation of authority, situs, tax exemption,
 33 sovereign immunity, venue, and other matters.

34
 35 (a) *Creation.* There is created a public body corporate and politic to be known as the "Joint
 36 Recreation Authority of Brooks, Colquitt, Grady, Mitchell, and Thomas Counties," which

1 shall be deemed to be a political subdivision of the state, a body corporate and politic, and
2 a public corporation of the state. By that name, style, and title, the authority may contract
3 and be contracted with, sue and be sued, implead and be impleaded, complain and defend
4 in courts of law and equity, and participate in mediation and arbitration proceedings. The
5 authority shall not be a state institution nor a department or agency of the state but shall be
6 an instrumentality of the state, a mere creation of the state, having a distinct corporate
7 identity, and shall be exempt from the provisions of Article 2 of Chapter 17 of Title 50 of
8 the O.C.G.A., the "Georgia State Financing and Investment Commission Act." The
9 authority shall have perpetual existence.

10 (b) *Situs*. The authority shall have its principal office in one of the counties, and its legal
11 situs, domicile, and residence for the purposes of this Act shall be the counties.

12 (c) *Tax exemption*. The exercise of the powers conferred upon the authority in this Act shall
13 constitute an essential governmental function for a public purpose. The properties of the
14 authority and leasehold interests therein, whether such leasehold interest is a usufruct or an
15 estate for years and whether or not the lease giving rise to such leasehold interest could be
16 construed to be an installment sale agreement, both real and personal, and the income of the
17 authority are declared to be public properties and income used for the benefit and welfare
18 of the people of the respective counties and not for the purpose of private or corporate
19 benefit, and the authority, its income, its property, its revenue bonds, and other obligations
20 and all interest and other income derived therefrom shall be exempt from all taxes and
21 special assessments of the state or any city, county, or other political subdivision thereof.
22 The authority and its property shall have all of the exemptions and exclusions from taxes as
23 are now granted to cities and counties for the operation of properties or facilities similar to
24 the properties and facilities to be owned or operated, or both, by the authority. For purposes
25 hereof, property shall be deemed to be "owned" by the authority if legal or equitable title is
26 in the authority, even though security title thereto may be held by another person under a
27 deed to secure debt and even though a third party may have the right, under the terms of a
28 lease, option, or installment sale agreement, to acquire full ownership of such property.

29 (d) *Sovereign immunity, venue, and other matters*. The authority shall have the same
30 immunity and exemption from liability for torts and negligence as the state, and the officers,
31 agents, and employees of the authority, when in performance of work of the authority, shall
32 have the same immunity and exemption from liability for torts and negligence as officers,
33 agents, and employees of the State of Georgia. The authority may be sued the same as
34 private corporations on any contractual obligation of the authority. Any action to protect or
35 enforce any rights under the provisions of this Act or any suit or action against the authority
36 shall be brought in the Superior Court of Colquitt County, and any action pertaining to
37 validation of any bonds issued under the provisions of this Act shall likewise be brought in

1 such court which shall have exclusive, original jurisdiction of such actions. The property
2 of the authority shall not be subject to levy and sale under legal process, provided that the
3 authority may convey by deed to secure debt or deed absolute, mortgage, pledge,
4 hypothecate, and grant a security interest in any of its property, real or personal, as security
5 for its obligations and remedies provided for in any deed to secure debt, mortgage, indenture,
6 pledge agreement, or security agreement executed by the authority shall be enforceable in
7 accordance with the terms thereof. The records of the authority shall be public records
8 which are subject to Article 4 of Chapter 18 of Title 50 of the O.C.G.A. Nothing in this Act
9 shall be construed to abridge or change the powers and duties of other authorities,
10 departments, boards, and like agencies of the respective counties.

11 **SECTION 5.**

12 **Members, meetings, and related matters.**

13 (a) *Members.* The persons who from time to time are serving as the members of the Joint
14 Development Authority of Brooks, Colquitt, Grady, Mitchell, and Thomas counties shall
15 be the members of the authority. The members of the authority shall constitute its board of
16 directors. A majority of the members of the authority shall constitute a quorum, but no
17 action may be taken by the authority without the affirmative vote of a majority of the full
18 membership of the authority.

19 (b) *Compensation.* The members shall receive no compensation for their services as
20 members or directors of the authority but shall be reimbursed for their actual expenses
21 incurred in the performance of their duties.

22 (c) *Ethics.* The provisions of Code Section 45-10-3 of the O.C.G.A. shall apply to the
23 members of the authority, and a member of the authority shall not engage in any transaction
24 with the authority. The provisions of the immediately preceding sentence and the provisions
25 of paragraph (9) of Code Section 45-10-3 shall be deemed to have been complied with and
26 the authority may purchase from, sell to, borrow from, loan to, contract with, or otherwise
27 deal with any member or any organization or person with which any member of the authority
28 is in any way interested or involved, provided that (i) any interest or involvement by such
29 members is disclosed in advance to the members of the authority who will be voting on the
30 matter or transaction and such disclosure is recorded in the minutes of the authority, (ii) no
31 member having a substantial interest or involvement may be present at that portion of any
32 meeting of the members during which discussion of such matter or transaction is conducted,
33 and (iii) no member having a substantial interest or involvement may participate in any
34 decision of the members relating to any such matter or transaction. As used in this
35 subsection, a "substantial interest or involvement" shall mean any interest or involvement

1 which reasonably may be expected to result in a direct financial benefit to such member, as
2 determined by the members by vote, which determination shall be final and not subject to
3 review. A member who has any interest or involvement shall be entitled to participate in
4 discussions of whether such interest or involvement is a "substantial interest or involvement"
5 but shall not be entitled to vote on the question. Nothing contained in this subsection or in
6 Code Section 45-10-3 of the O.C.G.A. shall be deemed to prohibit any member from
7 providing legal services to the authority, being paid for such services and related expenses,
8 participating in discussions relating to his or her engagement, scope of services,
9 compensation, or related matters or from voting on such matters.

10 (d) *Meetings.* An annual meeting of the authority shall be held in January of each year for
11 the election of officers and for the conduct of such other business as the authority shall elect
12 to conduct thereat. Such annual meeting shall be held on such date and at such time and
13 place as shall be established by or pursuant to the rules and regulations of the authority or,
14 if no rules and regulations have been adopted, such annual meeting shall be held on such
15 date and at such time and place as shall be established by the chairperson in the notice
16 calling the meeting. The authority, in its rules and regulations, may schedule additional
17 regular meetings. Special meetings of the authority may be called by the chairperson or vice
18 chairperson of the authority and may be held on not less than 18 hours notice or such lesser
19 notice as may be specified in rules and regulations adopted by the authority. Notice of all
20 meetings shall be given to the members and to the public. Notice to the members may be
21 given orally, by telephone, or in writing. Notice to the public shall be given as mandated by
22 the laws of the state. Meetings of the authority shall be open to the public as mandated by
23 the laws of the state. Written minutes of all meetings shall be kept and the authority shall
24 comply with the state's open records laws, found at Code Sections 50-18-70 through
25 50-18-76 of the O.C.G.A., with respect to its minutes and other records.

26

SECTION 6.

27

Officers, employees, counsel, and consultants.

28 (a) *Officers.* At the first meeting of the authority in 2002 and at the annual meeting held in
29 each calendar year thereafter, the authority shall elect one of its members as chairperson,
30 another member as vice chairperson, and shall also elect a secretary, who need not be a
31 member of the authority, and treasurer, who need not be a member of the authority, or one
32 individual to serve as both secretary and treasurer, who need not be a member of the
33 authority. If the secretary or treasurer is not a member of the authority, such officer shall be
34 entitled to participate in meetings of the authority but shall not be entitled to vote. Such
35 officers shall serve in such offices until the annual meeting of the authority held in the next

1 succeeding year and until their successors are elected and assume the duties of office.
2 Whether or not the authority has employed an executive director, who shall serve as assistant
3 secretary, as provided below, the authority may elect one or more persons, other than a
4 person serving as chairperson or vice chairperson, to serve as an assistant secretary. The
5 chairperson shall preside at meetings of the authority; in the absence of the chairperson, the
6 vice chairperson shall preside and in the absence of both of them, the members present at the
7 meeting shall elect from their number an acting chairperson for such meeting or for such
8 portion thereof during which the chairperson and vice chairperson shall both be absent. All
9 contracts, leases, indentures, deeds, revenue bonds, or other contractual or financial
10 obligations of the authority shall be executed by the chairperson or, in the absence of the
11 chairperson, shall be executed by the vice chairperson or, in the absence of both of them, by
12 any member of the authority. The secretary shall be the custodian of the records of the
13 authority other than any financial records. Any instrument that is required to be attested
14 shall be attested by the secretary or any assistant secretary or, in the absence of both of them,
15 by any member of the authority or by its executive director, if any, and if the form of such
16 instrument requires a seal, the official seal of the authority may be impressed thereon or a
17 facsimile thereof may be imprinted or printed thereon. The treasurer shall keep or cause to
18 be kept the financial books and records of the authority except for (i) books and records
19 required to be kept by any trustee or escrow agent or custodian of funds under any trust
20 indenture or other instrument relating to the issuance of revenue bonds and other obligations
21 of the authority or pursuant to any agreement to which the authority is a party and (ii) books
22 and records required to be kept by the clerk under any intergovernmental contract relating
23 to funds being administered by the clerk as assistant treasurer of the authority.

24 (b) *Employees.* The authority is authorized to employ such employees as are necessary or
25 desirable for the operation of the authority. The authority may employ an executive director
26 and may delegate to such executive director duties and powers of the type normally
27 possessed by the president of a Georgia for profit corporation, except for those powers herein
28 reserved to the officers of the authority. Any such executive director shall, ex officio, serve
29 as an assistant secretary of the authority and shall be entitled to attest instruments executed
30 by the chairperson or vice chairperson and to execute certificates on behalf of the authority
31 and shall serve as recording secretary of the authority and, in such capacity, be responsible
32 for the recording of minutes of meetings of the authority.

33 (c) *Counsel.* The authority is authorized to employ legal counsel of its choice to serve as
34 general counsel to the authority and is authorized to employ other legal counsel in
35 connection with the issuance of revenue bonds and other obligations and other matters of a
36 type that are not regularly and routinely handled by its general counsel.

- 1 (d) *Consultants*. The authority may retain, employ, and engage the services of such
2 independent consultants and accountants as it deems necessary.

3 **SECTION 7.**

4 Powers of the authority.

- 5 (a) The authority shall have the following powers:

6 (1) To have a seal and alter the same at pleasure;

7 (2) To lend financial support through grants, contributions, or otherwise to other
8 governmental entities in furtherance of the authority's public purpose, provided that the
9 benefits to be received by the residents of the counties as a result thereof are determined
10 by the authority to be of sufficient value to prevent the same from violating Article III,
11 Section VI, Paragraph VI of the state Constitution; any such determination shall be
12 presumed to be correct and shall not judicially be set aside unless the court finds such
13 determination to be clearly erroneous;

14 (3) To conduct studies of the recreational needs of the counties, to develop plans for
15 meeting those needs, to consult with other public and private sector entities in connection
16 with the meeting of those needs, to conduct activities to encourage governmental and
17 private sector entities to locate projects in the counties, to advertise and promote facilities
18 and areas which are owned by the authority, and to promote the development of the
19 tourism, recreation, and hospitality industries in its area of operations;

20 (4) To lend financial support through grants, contributions, loans, or otherwise to private
21 sector for profit and not for profit entities in furtherance of its corporate purposes,
22 provided that the benefits to be received by the residents of the counties as a result
23 thereof are determined by the authority to be of sufficient value to prevent the same from
24 violating Article III, Section VI, Paragraph VI of the state Constitution; any such
25 determination shall be presumed to be correct and shall not judicially be set aside unless
26 the court finds such determination to be clearly erroneous;

27 (5) To engaging in fundraising activities to raise moneys to be used in furtherance of its
28 corporate purposes;

29 (6) To apply for and accept grants of money or materials or property of any kind from
30 the United States of America or any agency or instrumentality thereof upon such terms
31 and conditions as the United States of America or such agency or instrumentality may
32 impose;

33 (7) To apply for and accept grants of money or materials or property of any kind from
34 the State of Georgia or any agency or instrumentality or political subdivision thereof

1 upon such terms and conditions as the State of Georgia or such agency or instrumentality
2 or political subdivision may impose;

3 (8) To issue and validate revenue bonds, as provided in Section 8 of this Act, and to
4 enter into contracts and agreements in connection therewith, including but not limited to
5 (i) any lease, installment sale agreement, loan agreement, or other agreement between the
6 authority and any user of the project to be financed or refinanced with the proceeds of
7 such revenue bonds, any of which revenues from such project are to be used as a source
8 of payment or as security for such revenue bonds, (ii) intergovernmental contracts
9 between the authority and the state or any agency or instrumentality of the state or
10 between the authority and the United States government or any agency or instrumentality
11 thereof or between the authority and any county, municipality, political subdivision,
12 public body, or public corporation of the state, any of the revenues from which are to be
13 used as a source of payment or as security for such revenue bonds, (iii) agreements under
14 which the authority obtains a credit facility, liquidity facility, or hedge facility including
15 any currency swap agreement, interest rate swap agreement, interest rate cap, or interest
16 rate collar from a counterparty in connection with the issuance of such revenue bonds if
17 any of the amounts to be paid by the counterparty thereunder are to serve as a source of
18 payment or as security for such revenue bonds or otherwise provide security to the
19 holders of such revenue bonds, and (iv) agreements under which the authority sells such
20 revenue bonds for future delivery or sells call options, to be exercisable at a future date,
21 on revenue bonds that have been authorized and may be issued at a future date if such
22 options are exercised by the holders of such options;

23 (9) To borrow money for any of its corporate purposes and to issue, as evidence thereof,
24 other obligations which are not expressly prohibited by the state Constitution, including,
25 but not limited to: (i) bond anticipation notes issued in anticipation of the issuance of
26 validated revenue bonds relating to any project on which notes are to be paid with
27 proceeds of such revenue bonds and the proceeds of which are to be used to pay costs of
28 such project, (ii) grant anticipation notes issued in anticipation of the receipt of proceeds
29 of any grant that has be authorized by the grantor, which notes are to be repaid from the
30 proceeds of such grant and the proceeds of which notes are to be used for the purposes
31 specified in the grant or, if no purpose is specified, the proceeds of such notes may be
32 used for any lawful purpose of the authority, and (iii) intergovernmental contract
33 payment anticipation notes issued in anticipation of the receipt of revenues under an
34 intergovernmental contract, which notes are to be repaid from the revenues received
35 under such intergovernmental contract and the proceeds of which notes are to be used for
36 the purposes specified in the intergovernmental contract or, if no purpose is specified, the
37 proceeds of such notes may be used for any lawful purpose of the authority. Such notes

1 and other obligations may be, but shall not be required to be, validated, unless required
2 to be validated by the state Constitution or general law in effect at the time such other
3 obligations are issued; such other obligations may, to the extent not prohibited by law,
4 be payable from and secured by a pledge of funds to be received by the authority from
5 any source;

6 (10) To sue and be sued in contract and in tort and to complain and defend in all courts;

7 (11) To acquire by purchase, lease, or otherwise, by public bidding or negotiated
8 transaction, on such terms and conditions and in such manner as it may deem proper
9 personal property of every kind and description and real property and rights or
10 easements therein or franchises necessary or convenient for its corporate purposes, to use
11 the same so long as its corporate existence shall continue, to lease or make contracts with
12 respect to the use of the same, or to dispose of the same in any manner it deems to the
13 best advantage of the authority. If the authority shall deem it expedient to construct any
14 project on any lands or property the title to which shall then be in the state, the Governor
15 is authorized to convey for and in behalf of the state title to such lands to the authority
16 upon payment to the state for the credit of the general fund of the state the reasonable
17 value of such lands or upon the receipt of such lawful consideration as may be
18 determined by the parties to such conveyance. If the authority shall deem it expedient
19 to acquire and construct any project on any lands the title to which shall then be in the
20 name of the board of commissioners of any of the counties or any municipality
21 incorporated in any of said counties, the board of commissioners of such particular
22 county or governing authority or body of said municipality is authorized to convey title
23 to such lands or to lease such lands to the authority upon the receipt of such lawful
24 consideration as may be determined by the parties to such conveyances or leases upon
25 payment of the reasonable value of such lands or leasehold interest, such value to be
26 determined by mutual agreement of the authority and said county or municipality or by
27 an appraiser agreed upon by the board of commissioners of such county or the governing
28 authority or body of said municipality, as applicable; land and other property of the state,
29 of any of the counties, of any municipality within any such county, or of any department,
30 agency, or instrumentality thereof may be contributed by grant to the authority in
31 furtherance of the authority's public purpose, provided that the benefits to be received
32 by the residents of such county or municipality as a result thereof are determined by the
33 authority to be of sufficient value to prevent the same from violating Article III, Section
34 VI, Paragraph VI of the state Constitution; any such determination shall be presumed to
35 be correct and shall not judicially be set aside unless the court finds such determination
36 to be clearly erroneous;

1 (12) To make contracts and leases and to execute all instruments necessary or convenient
2 including contracts for the acquisition and construction of projects and leases of projects
3 or contracts with respect to the use of projects which it causes to be erected or acquired
4 and including contracts for acquiring, constructing, renting, and leasing of its projects for
5 use by any one or more of the counties or any municipality in any such county or for use
6 by any public or private sector entity and to dispose by conveyance of its title and interest
7 in real and personal property of every kind and character; and any and all persons, firms,
8 and corporations and the state and any and all political subdivisions, departments,
9 institutions, instrumentalities, or agencies of any of the foregoing are authorized to enter
10 into contracts, leases, or agreements with the authority upon such terms and for such
11 purposes as they deem advisable and to donate and convey to the authority real and
12 personal property, including, but not limited to parks; and, without limiting the generality
13 of the foregoing, the authority and the state and any and all political subdivisions,
14 departments, institutions, or agencies of any of the foregoing may lease property to or
15 from the United States government or any agency or department thereof; the authority
16 is specifically authorized to convey title to any and all of its lands and any improvements
17 thereon to any person, firm, corporation, the state, or any political subdivision,
18 department, institution, or agency of any of the foregoing, subject to the rights and
19 interest of the holders of any revenue bonds or other obligations authorized to be issued
20 pursuant to this Act and by the resolution authorizing the issuance of any of such revenue
21 bonds or other obligations as provided in this Act;

22 (13) To construct, erect, acquire, own, operate, manage, repair, remodel, maintain, add
23 to, expand, extend, improve, and equip projects and to enter into management contracts
24 and construction contracts relating thereto by public bidding, by competitive sealed
25 proposals or subject, in the case of construction, to any contrary provision of general law,
26 by negotiated transaction without public bidding or competitive sealed proposals; in
27 connection with any such construction contract, the authority may, but shall not be
28 required to, require the contractor to post a payment and performance bond unless so
29 required by general law;

30 (14) To sell, lease, grant, exchange, or otherwise dispose of, by competitive bidding or
31 by negotiated transaction, any property, both real and personal, or any interest therein not
32 required in the normal operation of and usable in the furtherance of the purpose for which
33 the authority was created;

34 (15) To convey, mortgage, pledge, hypothecate, and grant a security interest in any of
35 its revenues, receipts, and property, real or personal, as security for its revenue bonds,
36 other obligations, and contractual obligations;

- 1 (16) To make recommendations to the counties and municipalities within the respective
2 counties on land acquisition, facilities development, and other matters relating to the
3 provision of sports, cultural, or recreation facilities and areas within the counties;
- 4 (17) To appoint, select, retain, and employ employees, agents, consultants, and
5 independent contractors and to fix their respective compensation;
- 6 (18) To exercise the power of eminent domain to acquire property for public use in
7 furtherance of its public purpose in accordance with general law;
- 8 (19) To establish fees, rates, and charges for the use of its facilities and regulations
9 relating to the use thereof;
- 10 (20) To provide water service and facilities and waste-water and storm-water disposal
11 and treatment service and facilities to the counties and to any municipality located
12 therein and to obtain water service and facilities and waste-water and storm-water
13 disposal and treatment service and facilities from the counties or any municipality located
14 therein and to enter into contracts in connection therewith with any of the counties or
15 with any municipality located therein as the authority and such county or such
16 municipality may agree, including, without limitation, contracts relating to portions of
17 the authority's property being used for waste-water or storm-water retention, treatment,
18 or disposal; any such intergovernmental contract shall be deemed pursuant to, and shall
19 be subject to, Article IX, Section III, Paragraph I(a) of the state Constitution;
- 20 (21) To provide such assistance or facilities and to enter into such contracts in
21 connection therewith to any such county and any municipality located therein with
22 respect to the provision of health and fitness services to the authority or to the public or
23 to employees of any of the counties or of any such municipality as the authority and any
24 such county or any such municipality may agree; any such intergovernmental contract
25 shall be deemed pursuant to and shall be subject to Article IX, Section III, Paragraph I
26 of the state Constitution; and
- 27 (22) To do all things necessary or convenient to carry out the powers expressly given in
28 this Act; and to exercise any power usually possessed by private corporations performing
29 similar functions which is not expressly in conflict with the state Constitution and general
30 laws of the state.
- 31 (b) The powers enumerated in each paragraph of subsection (a) of this section are
32 cumulative of and in addition to those powers enumerated in the other paragraphs of
33 subsection (a) of this section and any other powers elsewhere in this Act or which may
34 reasonably be inferred from the provisions of this Act. This Act shall be liberally construed
35 to effect the purposes hereof, and, in interpreting this Act, the courts are not to apply
36 "Dillon's Rule."

SECTION 8.

Revenue bonds.

1
2
3 (a) *Authorization.* The authority or any authority or body which has or which may in the
4 future succeed to the powers, duties, and liabilities vested in the authority created by this Act
5 shall have power and is authorized at one time or from time to time to provide by resolution
6 for the issuance of revenue bonds for the purpose of paying all or any part of the cost of any
7 one or more projects. The principal of and interest on such revenue bonds shall be payable
8 solely from the sources provided for in this Act for such payment. The revenue bonds of
9 each issue shall be dated and shall bear interest at such rate or rates as determined by the
10 authority or as provided by the authority, payable on such dates as determined by the
11 authority. Principal on such revenue bonds shall mature at such time or times not exceeding
12 40 years from their date or dates, shall be payable in such medium of payment as to both
13 principal and interest as may be determined by the authority, and may be made redeemable
14 or subject to purchase before maturity at such price or prices and under such terms and
15 conditions as may be fixed by the authority. Such revenue bonds shall be issued pursuant
16 to and in conformity with the Revenue Bond Law and all procedures pertaining to such
17 issuance and the conditions thereof shall be the same as those contained in said Revenue
18 Bond Law.

19 (b) *Sale.* The authority may sell such revenue bonds in such manner and for such prices
20 as it may determine to be for the best interest of the authority.

21 (c) *Use of proceeds.* The proceeds derived from the sale of such revenue bonds shall be
22 used solely for the purpose of paying costs of the project, as provided in the proceedings
23 authorizing the issuance of such revenue bonds.

24 (d) *Proceedings.* Such revenue bonds shall be issued pursuant to a resolution of the
25 authority and may be issued without any other proceedings or the happening of any other
26 conditions or things than those proceedings, conditions, and things which are specified or
27 required by this Act and the Revenue Bond Law. Any resolution providing for the issuance
28 of revenue bonds under the provisions of this Act shall become effective immediately upon
29 its passage and need not be published or posted, and any such resolution may be passed at
30 any regular or special or adjourned meeting of the authority by a majority of its members.

31 (e) *Special and limited obligations.* Revenue bonds issued under the provisions of this Act
32 shall not be deemed to constitute a debt of the state or of the county or a pledge of the faith
33 and credit thereof; but such bonds shall be payable solely from the rentals, revenues,
34 earnings, and funds of the authority as provided in the resolution authorizing the issuance
35 of such revenue bonds or in documents approved by such resolution. The issuance of such
36 revenue bonds shall not directly, indirectly, or contingently obligate the state or any political

1 subdivision thereof including specifically said counties to levy or to pledge any form of
2 taxation whatever therefor or to make any appropriation for their payment, and all such
3 bonds shall contain recitals on their face covering substantially the foregoing provisions of
4 this subsection. However, any county or any other political subdivision contracting with the
5 authority may obligate itself to pay the amounts required under any contract entered into
6 with the authority from funds received from taxes to be levied and collected for that purpose
7 to the extent necessary to pay the obligations contractually incurred under this subsection,
8 and from any other source; and the obligation to make such payments shall constitute a
9 general obligation and a pledge of the full faith and credit of the obligor but shall not
10 constitute a debt of the obligor within the meaning of Article IX, Section V, Paragraph I of
11 the state Constitution. When such obligation is made to make such payments from taxes to
12 be levied for that purpose, then the obligation shall be mandatory to levy and collect such
13 taxes from year to year in an amount sufficient to fulfill and fully comply with the terms of
14 such obligation.

15 (f) *Pledge of projects and revenues.* Any one of more projects and the revenues, rents, and
16 earnings derived from any particular project or projects and any and all revenues, rents, and
17 earnings received by the authority, regardless of whether such revenues, rents, and earnings
18 were produced by a particular project for which revenue bonds or other obligations have
19 been issued, unless otherwise pledged, may be pledged by the authority to the payment of
20 the principal of and interest on the revenue bonds and other obligations of the authority as
21 may be provided in any resolution authorizing the issuance of such bonds or in any
22 document approved by such resolution. Such funds so pledged from whatever source
23 received, which may include funds received from one or more or all sources, may be set
24 aside at regular intervals into sinking funds for which provision may be made in any such
25 resolution or document approved by such resolution and which may be pledged to and
26 charged with the payment of: (i) the interest upon such revenue bonds as such interest shall
27 become due, (ii) the principal of the bonds as the same shall mature, (iii) the necessary
28 charges of any trustee, paying agent, registrar, tender agent, indexing agent, remarketing
29 agent, or other agent involved in the administration of such revenue bonds, (iv) the
30 redemption price, including any premium, of any of such revenue bonds that is payable upon
31 the redemption thereof prior to maturity, (v) the purchase price of any revenue bonds that
32 are required to be purchased pursuant to the terms of such resolution or any document
33 approved thereby, and (vi) any amounts payable by the authority or in behalf of the authority
34 to any counterparty to any agreement under which a credit facility, liquidity facility, or
35 hedge facility has been issued by such counterparty in connection with the issuance of such
36 revenue bonds. The use and disposition of any sinking fund or other pledged fund securing

1 any revenue bonds shall be as provided for in the resolution authorizing the issuance of the
2 bonds or in any document approved thereby.

3 (g) *Validation.* Revenue bonds issued by the authority shall be confirmed and validated
4 in accordance with the procedures provided for in the Revenue Bond Law. At the request
5 of the authority in the notice filed with the district attorney for the Southern Circuit relating
6 to validation, such district attorney shall file a petition for validation of such revenue bonds
7 in the Superior Court of Colquitt County and may include in the petition a request for the
8 validation of the authority's obligations to any counterparty under (i) any lease, installment
9 sale agreement, loan agreement, or intergovernmental contract or other agreement, the
10 payments by the counterparty which are to serve as a source of payment or as security for
11 any of such revenue bonds, (ii) any agreement relating to any credit facility, liquidity facility,
12 or hedge facility the payments by the counterparty under which are to serve as a source of
13 payments to the holders of any of such revenue bonds, and (iii) any agreement providing for
14 the future issuance and delivery of any such revenue bonds, including any forward sale
15 contract or option agreement, and, if so requested by the authority and if the counterparty
16 is subject to suit or consents to the jurisdiction of the court, the petition shall also make the
17 counterparty a party defendant to such validation action and shall request that the
18 counterparty show cause, if any, why such contract or agreement and the counterparty's
19 obligations thereunder should not be inquired into by the court and the validity of the terms
20 thereof be determined and the validity of the counterparty's obligations thereunder be
21 adjudicated to be valid. If the petition requests that the validity of the obligations of the
22 authority and the counterparty be determined and if the counterparty is subject to suit or
23 consents to the jurisdiction of the court, the court may validate the obligations of both the
24 authority and the counterparty under such contract or agreement, but if the counterparty is
25 not subject to suit and does not consent to jurisdiction, the court may nonetheless determine
26 the validity of the authority's obligations under such contract or agreement and for such
27 purpose may assume that the agreement or contract is the duly authorized, legal, and binding
28 obligation of the counterparty, and if the authority's obligations are validated on the basis
29 of such assumption, the authority shall be barred from raising any defense in any action by
30 the counterparty to enforce the authority's obligations under such contract or agreement
31 other than the defense of lack of mutuality on the grounds that the contact or agreement is
32 not legal, valid, and binding on the counterparty. The revenue bonds when validated and the
33 judgment of validation shall be final and conclusive with respect to such revenue bonds and
34 the security for the payment thereof and interest thereon and against the authority issuing the
35 same, and if any such counterparty is a party to the validation proceedings, the judgment of
36 validation shall be final and conclusive with respect to such counterparty.

SECTION 9.

Budget and finance.

The authority shall prepare an annual budget and file a copy thereof and any amendments thereto with the clerk of the board of county commissioners of each of the counties.

SECTION 10.

Rules and regulations; bylaws.

The authority may by affirmative vote of a majority of all members adopt rules and regulations or bylaws to govern the authority, its employees, and operations and may by affirmative vote of all members repeal, replace, or amend such rules and regulations or bylaws.

SECTION 11.

Liability limited.

Neither the members of the authority nor any person executing bonds, notes, leases, or other agreements or obligations on behalf of the authority shall be personally liable thereon by reason of such execution.

SECTION 12.

Oversight.

The boards of commissioners of the counties are authorized by and through a committee of their own number or by any one or more persons they may select to inspect at their pleasure the state and condition of the authority, its properties, and all books and records pertaining to the authority and its affairs, and the authority shall give and furnish assistance in making such inspections.

SECTION 13.

Dissolution.

The authority may be dissolved by the General Assembly, provided that all financial obligations of the authority have been paid or assumed by the counties and all other contractual obligations of the authority have been performed or assumed by the counties. Upon such dissolution all property of the authority that is located in a county shall be

1 conveyed to that county, subject to any rights of third parties therein at the time of such
2 conveyance. Should the authority for any reason be dissolved after full payment of all
3 indebtedness incurred under the provisions of this Act, both as to principal and interest, title
4 to all property of any kind and nature, real and personal, held by the authority at the time of
5 such dissolution shall be conveyed to the particular county in which it is located; or title to
6 any such property may be conveyed prior to such dissolution in accordance with provisions
7 which may be made therefor in any resolution or trust instrument relating to such property,
8 subject to any liens, leases, or other encumbrances outstanding against or in respect to said
9 property at the time of such conveyance.

10 **SECTION 14.**

11 No impairment.

12 While any of the revenue bonds or other obligations issued by the authority remain
13 outstanding, the powers, duties, or existence of said authority or of its officers, employees,
14 or agents shall not be diminished or impaired in any manner that will affect adversely the
15 interest and rights of the holders of such bonds, and no other entity, department, agency, or
16 authority will be created which will compete with the authority to such an extent as to affect
17 adversely the interest and rights of the holders of such bonds, nor will the state itself so
18 compete with the authority. The provisions of this Act shall be for the benefit of the
19 authority and the holders of any such bonds or other obligations and the issuance of bonds
20 or other obligations under the provisions of this Act shall constitute a contract with the
21 holders of such bonds or other obligations.

22 **SECTION 15.**

23 Trust funds.

24 All funds received pursuant to the authority of this Act whether as proceeds from sale of
25 revenue bonds or other obligations or as revenues, rents, fees, charges, or other earnings or
26 as grants, gifts, or other contributions shall be deemed to be trust funds to be held and
27 applied by the authority solely as provided in this Act, and the bondholders or holders of
28 other obligations that are entitled to receive the benefits of such funds shall have a lien on
29 all such funds until the same are applied as provided for in any such resolution or trust
30 instrument of the authority.

