

Senate Bill 305

By: Senators Thompson of the 33rd, Gingrey of the 37th and Tanksley of the 32nd

AS PASSED SENATE

**A BILL TO BE ENTITLED
AN ACT**

1 To create the Gateway Regional Information Center, Inc. as a public body corporate and
2 politic, a political subdivision of the state, and a public corporation to have the responsibility
3 and authority to operate the Gateway Center, the pilot program for privatization of public rest
4 stops located in Cobb County, Georgia, and to promote tourism, conventions, trade shows,
5 and state products throughout Cobb County, Georgia, and the State of Georgia; to provide
6 a short title; to define terms; to provide for the creation, organization, powers, duties, and
7 operations of the authority; to provide for the appointment of the membership of the authority
8 and their terms of office, compensation, and qualifications; to provide for meetings; to
9 provide for legislative findings and declaration of purposes of this Act; to repeal conflicting
10 laws; and for other purposes.

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

12 **SECTION 1.**

13 Short title.

14 This Act will be known and may be cited as the "Gateway Regional Information Center, Inc.
15 Act."

16 **SECTION 2.**

17 Definitions and references.

18 As used in this Act, the term:

19 (1) "Appointing agency" means the governmental unit which is responsible for the
20 appointment of board members.

21 (2) "Area" means the geographic area of the State of Georgia.

22 (3) "Authority" means the Gateway Regional Information Center.

23 (4) "City" means the City of Kennesaw.

(5) "County" means Cobb County, Georgia.

(6) "Department" means the Department of Transportation.

(7) "Gateway Center" means the new safety rest area and information center pilot project authorized as Project 1M-75-3 (232), P.I. No. 713700.

(8) "Special events" means events which, in the judgment of the authority, will promote tourism in the area.

(9) "Tourism" means that term as used in Article 3 of Chapter 13 of Title 48 of the O.C.G.A.

(10) "Trade show" means that term as used in Article 3 of Chapter 13 of Title 48 of the O.C.G.A.

SECTION 3.

Creation of authority, status, tax exemption,
and sovereign immunity.

(a) There is created a body public and politic to be known as the Gateway Regional Information Center. The authority shall be deemed to be a political subdivision of the state and a public corporation and by that name may contract and be contracted with, sue and be sued, implead and be impleaded, and bring and defend actions. Said authority shall be an authority created by an Act of the General Assembly for the state for purposes of Chapter 82 of Title 36 of the O.C.G.A. and is intended to be an agency and instrumentality of the city and a governmental unit for purposes of Sections 103, 141, and 150 of the Internal Revenue Code of 1986, as amended, and, as to the city, is intended to be a subordinated entity for purposes of Section 265(b)(3)(E)(ii) of the Internal Revenue Code of 1986, as amended. The authority shall not be a state institution nor a department or agency of the state but shall be a creation of the state, having a distinct corporate identity and being exempt from the provisions of Article 2 of Chapter 17 of Title 50 of the O.C.G.A., the "Georgia State Financing and Investment Commission Act."

(b) The authority shall have its principal office in the city, and its legal situs or residence for the purposes of this Act shall be in the city.

(c) The exercise of the powers conferred upon the authority in this Act shall constitute an essential governmental function for a public purpose. The properties of the authority, both real and personal, and the income of the authority are declared to be public properties and income used for the benefit and welfare of the people of the state and not for the purpose of private or corporate benefit, and such properties, to the extent of the authority's ownership thereof or other interest therein, and all income and obligations of the authority shall be exempt from all taxes and special assessments of the state or any city, county, or other

1 political subdivision thereof. The authority shall have all of the exemptions and exclusions
2 from taxes as are now granted to cities and counties for the operation of properties or
3 facilities similar to the properties and facilities to be owned or operated, or both, by the
4 authority.

5 (d) The authority shall have the same immunity and exemption from liability for torts and
6 negligence as the state, and the officers, agents, and employees of the authority, when in
7 performance of work of the authority, shall have the same immunity and exemption from
8 liability for torts and negligence as officers, agents, and employees of the State of Georgia.
9 The authority may be sued the same as private corporations on any contractual obligation of
10 the authority. Any action to protect or enforce any rights under the provisions of this Act or
11 any suit or action against the authority shall be brought in the Superior Court of Cobb
12 County, Georgia, and any action pertaining to validation of any bonds issued under the
13 provisions of this Act shall likewise be brought in such court which shall have exclusive,
14 original jurisdiction of such actions. The property of the authority shall not be subject to levy
15 and sale under legal process. The records of the authority shall be public records which are
16 subject to Article 4 of Chapter 18 of Title 50 of the O.C.G.A. Nothing in this Act shall be
17 construed to abridge or change the powers and duties of other authorities, departments,
18 boards, and like agencies of the city.

19 **SECTION 4.**

20 **Members and meetings.**

21 (a) The authority shall consist of nine members who shall be natural persons who shall be
22 at least 18 years of age and shall be residents of the state. The four appointments by Cobb
23 County shall serve for an initial term of five years with the five remaining members being
24 appointed for six-year terms. Thereafter, all appointments shall be for six-year terms and the
25 terms of members shall expire on the last day of January of the sixth year and appointments
26 for the succeeding term shall be made in January with such appointments being effective as
27 of the next February 1. No official of the appointing agency shall serve as a member of the
28 authority. Any member may resign at any time by filing a written notice of resignation with
29 the clerk of the appointing agency. Members shall serve at the pleasure of the appointing
30 agency, and any member may be removed by majority vote of the appointing agency, with
31 cause, and no member of the appointing agency shall be subject to any liability on account
32 of such removal. The appointment of the members shall be made as follows:

33 (1) The governing authority of Cobb County, Georgia, shall be entitled to name four
34 appointed members;

1 (2) The Cobb County legislative delegation in the Georgia Senate shall be entitled to
2 name two appointed members;

3 (3) The Cobb County legislative delegation in the Georgia House of Representatives
4 shall be entitled to name two appointed members; and

5 (4) The Governor of the State of Georgia shall be entitled to name one appointed
6 member who shall represent product, trade, and tourism interests.

7 (b) The authority shall meet at such times as may be necessary to transact the business
8 coming before it. Meetings of the authority shall be open to the public in accordance with
9 the laws of the state. Written minutes of all meetings shall be kept, and within ten days
10 following every meeting, a copy of the minutes shall be furnished to the appointing agency.
11 Meetings shall be conducted in accordance with *Robert's Rules of Order*.

12 (c) At the first meeting of the authority, the members shall elect a chairperson, a vice
13 chairperson, and a secretary-treasurer from its membership. Commencing in the year 2002,
14 at the first meeting of the authority in February of each year, the members shall elect a
15 chairperson, a vice chairperson, and a secretary-treasurer from its membership. The
16 chairperson shall preside at meetings of the authority. The vice chairperson shall preside at
17 meetings in the absence of the chairperson. In the absence of both the chairperson and vice
18 chairperson, the members present at a meeting shall elect a temporary chairperson to preside
19 at that meeting so long as the chairperson and vice chairperson both remain absent from the
20 meeting. Four members shall constitute a quorum. Official action may be taken by majority
21 vote of those members voting on a matter if a quorum is present and voting on such matter,
22 except that the bylaws of the authority may only be initially adopted or subsequently
23 amended by majority vote of all members. All members present at a meeting, including the
24 chairperson, vice chairperson, or any other member presiding at such meeting, shall be
25 entitled to vote on all matters that come before the meeting, except as otherwise provided in
26 subsection (e) of this section. No vacancy on the authority shall impair the right of the
27 quorum to exercise all the rights and perform all the duties on the authority.

28 (d) Members shall receive no compensation for their services as members of the authority
29 but may be reimbursed for their proper and reasonable expenses incurred in the performance
30 of their duties, subject to any limitations imposed by general law on the reimbursement of
31 public officials and subject to any limitations which may be contained from time to time in
32 the bylaws of the authority.

33 (e)(1) As used in this subsection, the term "substantial interest or involvement" means
34 any interest or involvement which reasonably may be expected to result in a direct
35 financial benefit to such member, as determined by the board by vote, which
36 determination shall be final and not subject to review.

(2) The provisions of Code Section 45-10-3 of the O.C.G.A. shall apply to the members of the authority, and a member of the authority shall not engage in any transaction with the authority. The provisions of the immediately preceding sentence and the provisions of paragraph (9) of such Code section shall be deemed to have been complied with and the authority may purchase from, sell to, borrow from, loan to, contract with, or otherwise deal with any member or any organization or person with which any member of the authority is in any way interested or involved, provided that:

(A) Any interest or involvement by such member is disclosed in advance to the members of the authority who will be voting on the matter or transaction and such disclosure is recorded in the minutes of the authority;

(B) No member having a substantial interest or involvement may be present at that portion of any meeting of the board of members during which discussion of such matter or transaction is conducted; and

(C) No member having a substantial interest or involvement may participate in any decision of the board relating to any such matter or transaction. A member who may have any such substantial interest or involvement shall be entitled to participate in discussions of whether such interest or involvement is a substantial interest or involvement but shall not be entitled to vote on the question.

(3) Nothing contained in this subsection or in Code Section 45-10-3 of the O.C.G.A. shall be deemed to prohibit any member from providing legal services to the authority; being paid for such services and related expenses; participating in discussions relating to his or her engagement, scope of services, compensation, or related matters; or from voting on such matters.

(f) The day-to-day business shall be performed by an executive committee which is comprised of the chairperson, vice chairperson, and secretary-treasurer.

SECTION 5.

Purpose.

The purpose of the authority is to promote Georgia products, tourism, conventions, and trade shows within the area in such manner and manners as the authority shall determine to be appropriate.

SECTION 6.**Duty of the authority.**

It shall be the duty of the authority to plan, construct, operate, and implement the pilot Gateway Center and, as it may be reauthorized from time to time, to promote Georgia products, tourism, and trade.

SECTION 7.**Powers.**

(a) The authority shall have all powers allowed by law and consistent with the provisions of this Act as are necessary or convenient to carry out its corporate purpose, including, without limitation, the power to:

(1) Adopt and alter a corporate seal;

(2) Purchase advertising promoting tourism, conventions, trade shows, and special events;

(3) Encourage, solicit, promote, procure, sponsor, cosponsor, and service conventions, trade shows, and special events;

(4) Lend financial support through grants, contributions, or otherwise to other governmental entities in furtherance of its corporate purpose;

(5) Lend financial support through grants, contributions, or otherwise to private sector for profit and not for profit entities in furtherance of its corporate purpose, provided that the authority determines that the residents of the area shall receive a substantial benefit therefrom;

(6) Conduct activities to foster better public understanding on the part of individuals and businesses of the importance of tourism and the convention and visitors industry to the economy of the city and of the area;

(7) Conduct activities to encourage and assist the cooperation between the businesses and industries servicing tourists, conventions, and special events;

(8) Engage in fundraising activities in furtherance of its corporate purpose;

(9) Acquire by purchase, lease, or otherwise and to hold, lease, and dispose of real and personal property of every kind and character for its corporate purposes;

(10) Acquire in its own name by purchase, on such terms and conditions and in such manner as it may deem proper, real property or rights of easements therein or franchises necessary or convenient for its corporate purpose, to use the same so long as its corporate existence shall continue, to lease or make contracts with respect to the use of the same, or to dispose of the same in any manner it deems to the best advantage of the authority.

1 If the authority shall deem it expedient to construct any facility relating to tourism,
2 conventions, trade shows, or special events on any lands, the title to which shall then be
3 held by the State of Georgia, the Governor is authorized to convey for and in behalf of
4 the state title to such lands to the authority upon payment to the State of Georgia for the
5 credit of the general fund of the state of the reasonable value of such lands or upon the
6 receipt of such lawful consideration as may be determined by the parties to such
7 conveyance. If the authority shall deem it expedient to acquire and construct any such
8 facility on any lands, the title to which shall then be held by the city, the county, or any
9 other municipality incorporated in said county, the governing authority or body of the
10 city, the county, or any of the said municipalities is authorized to convey title to such
11 lands to the authority upon the receipt of such lawful consideration as may be determined
12 by the parties to such conveyance or upon payment for the credit of the general funds of
13 said county or municipalities of the reasonable value of such lands, such value to be
14 determined by mutual consent of said county or municipality and the chairperson of the
15 authority;

16 (11) Appoint, select, and employ an executive director, officers, agents, employees, and
17 independent consultants, including, but not limited to, engineering, architectural, and
18 construction experts, fiscal agents, economists, and attorneys, and fix their respective
19 compensations; and to delegate to the executive director the authority and responsibility
20 necessary properly to administer the day-to-day business of the authority within policies
21 set by the authority and subject to its review. The powers delegated to the executive
22 director may, at the election of the authority, include the making of recommendations as
23 to the hiring and termination of other employees and their compensation, the management
24 of the authority's offices and properties, the making of budget recommendations, and the
25 hiring of independent consultants;

26 (12) Appoint an advisory committee and other committees of persons from the public
27 and private sectors without regard to their place of residence;

28 (13) Accept loans and grants of money or materials or property of any kind from the
29 United States of America or any agency or instrumentality thereof, upon such terms and
30 conditions as the United States of America or such agency or instrumentality may
31 impose;

32 (14) Accept loans and grants of money or materials or property of any kind from the
33 State of Georgia or any agency or instrumentality or political subdivision thereof, upon
34 such terms and conditions as the State of Georgia or such agency or instrumentality or
35 political subdivision may impose;

36 (15) Borrow money for any of its corporate purposes and to execute evidences of such
37 indebtedness and to secure the same and to issue and validate revenue bonds pursuant to

the provisions of Article 3 of Chapter 82 of Title 36 of the O.C.G.A., the "Revenue Bond Law," to pay the project costs of any one or more facilities relating to tourism, conventions, trade shows, or special events payable solely from funds pledged for that purpose, and to refund such revenue bonds. Such facilities shall be owned by the authority and may be operated by the authority, leased by the authority in whole or in part under true leases, which shall also be known as operating leases, or operated by others pursuant to one or more management contracts. Revenues of the authority, including, but not limited to revenues derived by it from any such facilities and revenues derived from hotel-motel taxes received from the city, may be pledged to the payment of debt service on such revenue bonds and other evidences of indebtedness of the authority;

(16) Sell, lease, grant, exchange, or otherwise dispose of any property, both real and personal, or interest therein;

(17) Sue and be sued in contract and in tort and to complain and defend in all courts;

(18) Advise and recommend plans to other public and private sector entities for the promotion of tourism, conventions, and trade shows;

(19) Conduct studies and develop plans for improving tourism in the area;

(20) Receive and disburse public funds appropriated by the state and federal governments, limited to revenues derived from the hotel-motel tax collected by the city; and to receive and disburse funds from private sources and other revenues which may be received from time to time which would assist in the accomplishment of its corporate purpose; and

(21) Do all things necessary or convenient to accomplish its corporate purpose and to exercise any power permitted by the laws of the state to be exercised by private corporations which will further the authority's ability to accomplish such purpose, so long as the exercise of such power is not in conflict with the Constitution or laws of this state.

(b) The powers enumerated in each paragraph of subsection (a) of this section are cumulative of and in addition to those powers enumerated in the other paragraphs of subsection (a) of this section and any other powers elsewhere in this Act or which may reasonably be inferred from the provisions of this Act. This Act shall be liberally construed to effect the described purposes, and in interpreting this Act the courts are not to apply "Dillon's Rule."

SECTION 8.

Budget and finances.

1 The authority shall prepare an annual budget and submit the same to the department, which
2 upon approval by the department may, in the discretion of the state, be funded in whole or
3 in part with revenue received by state and federal sources, provided that the authority
4 complies with any provisions relative to the expenditure of said revenues contained in Article
5 3 of Chapter 13 of Title 48 of the O.C.G.A. as now in effect and any other conditions or
6 criteria deemed proper by the department.

7 **CHAPTER 9.**

8 **Bylaws.**

9 The authority may by affirmative vote of a majority of all members adopt bylaws to govern
10 the authority, its employees, and operation and may by affirmative vote of all members
11 repeal, replace, or amend such bylaws.

12 **SECTION 10.**

13 **Liability limited.**

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

17 **SECTION 11.**

18 **State not bound.**

19 The authority shall have no power or authority to bind the state by any contract, agreement,
20 financial obligation, indebtedness, or otherwise; and no contract, agreement, financial
21 obligation, or indebtedness incurred by the authority shall ever be a claim or charge against
22 the state, provided that both the authority and the state shall be bound to each other by
23 contracts, agreements, financial obligations, or indebtedness between themselves.

24 **SECTION 12.**

25 **Oversight.**

26 The Georgia Department of Transportation and Federal Highway Administration shall be
27 authorized, by and through a committee of their own number or by any one or more persons
28 they may select, to inspect at their pleasure the state and condition of the authority, its

1 properties, and all books and records pertaining to the authority and its affairs, and the
2 authority shall give and furnish them with assistance in making such inspections.

3 **SECTION 13.**

4 Dissolution.

5 Should the authority for any reason be dissolved after full payment of all bonded
6 indebtedness incurred under the provisions of this Act, both as to principal and interest, title
7 to all property of any kind and nature, real and personal, held by the authority at the time of
8 such dissolution shall be conveyed to the State of Georgia; or title to any such property may
9 be conveyed prior to such dissolution in accordance with provisions which may be made
10 therefor in any resolution or trust instrument relating to such property, subject to any liens,
11 leases, or other encumbrances outstanding against or in respect to such property at the time
12 of such conveyance.

13 **SECTION 14.**

14 Repealer.

15 All laws and parts of laws in conflict with this Act are repealed.