

House Bill 792

By: Representatives Meeks of the 178th and Werkheiser of the 157th

A BILL TO BE ENTITLED

AN ACT

1 To create and establish the Wayne County Altamaha River and Leisure Services Authority;
2 to provide that the authority is a political subdivision, body corporate and politic, and an
3 instrumentality of the State of Georgia; to authorize the authority to acquire, construct, equip,
4 maintain, and operate certain facilities; to provide for members of the authority and their
5 terms, organization, and reimbursement; to provide for vacancies; to provide for definitions;
6 to confer powers and impose duties on the authority; to grant limitations to the authority; to
7 authorize the authority to enter into contracts and leases pertaining to uses of such facilities,
8 which contracts and leases may obligate the lessees to make payment for the use of the
9 facilities for the term thereof and to pledge for that purpose money derived from taxation;
10 to provide that no debt of Wayne County or the State of Georgia shall be incurred by the
11 exercise of any of the powers granted; to authorize the issuance of revenue bonds of the
12 authority payable from the revenues, rents, and earnings and other functions of the authority;
13 to authorize the collecting and pledging of such revenues, rents, and earnings for the payment
14 of such bonds; to authorize the adoption of resolutions and the execution of trust indentures
15 to secure the payment of such bonds and to define the rights of the holders of such bonds; to
16 provide for a sinking fund; to make the bonds of the authority exempt from taxation; to
17 authorize the issuance of refunding bonds; to provide for the validation of such bonds and
18 to fix the venue for jurisdiction of actions relating to any provision of this Act; to provide

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19 that property acquired by the authority is for public purposes; to provide for immunity and
20 exemption from liability for torts and negligence; to provide that the property of the authority
21 shall not be subject to levy and sale; to provide that certain moneys are trust funds; to provide
22 for liberal construction of act; to define the scope of the authority's operation; to provide for
23 disposition of property upon authority dissolution; to provide for severability; to provide for
24 a short title; to provide for related matters; to repeal conflicting laws; and for other purposes.

25 BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

26 **SECTION 1.**

27 Short title.

28 This Act shall be known and may be cited as the "Wayne County Altamaha River and
29 Leisure Services Authority Act."

30 **SECTION 2.**

31 Wayne County Altamaha River and Leisure Services Authority.

32 There is created a public body corporate and politic to be known as the Wayne County
33 Altamaha River and Leisure Services Authority which shall be an instrumentality and a
34 public corporation of the State of Georgia and shall be considered a political subdivision, the
35 purpose of which shall be to acquire, construct, equip, maintain, and operate:

- 36 (1) Upper County Landing;
37 (2) Oglethorpe Landing, also known as Pig Farm Landing;
38 (3) Jaycee Landing; and
39 (4) Williamsburg Landing;

40 and associated facilities, which shall include but not be limited to playgrounds, parks, hiking,
41 camping, and picnicking areas, lakes, and the usual and convenient facilities appertaining to
42 such undertakings. The authority shall also be authorized to acquire, operate, and maintain
43 parking areas and facilities in connection with such undertakings. The authority shall not be
44 a state institution nor a department or agency of the state, but shall be an instrumentality of
45 the state, a mere creation of the state, being a distinct corporate entity and being exempt from
46 the provisions of Article 2 of Chapter 17 of Title 50 of the O.C.G.A., the "Georgia State
47 Financing and Investment Commission Act." The authority shall have its principal office in
48 Wayne County, and its legal situs or residence for the purposes of this chapter shall be
49 Wayne County.

50 **SECTION 3.**

51 **Membership.**

52 (a) The authority shall consist of seven members appointed by the Board of
53 Commissioners of Wayne County. All members of the authority shall be residents of the
54 county. Each member of the board of commissioners shall appoint one member of the
55 authority, with the remaining two authority members being nominated collectively by the
56 board of commissioners. Authority members shall serve four-year terms of office and until
57 their successors are appointed and qualified. Successors to such members shall be
58 appointed as the original members were appointed, as provided herein, and any vacancies
59 shall be filled by the appointing authority, as provided herein, for the unexpired term. A
60 majority of the members of the authority shall constitute a quorum, and no vacancy on the
61 authority shall impair the right of the quorum to exercise all the rights and perform all the
62 duties of the authority and, in every instance, a majority vote of a quorum shall authorize
63 any legal act of the authority, including all things necessary to authorize and issue revenue
64 bonds. The authority shall elect a chairperson from among its membership, and the

65 chairperson shall be authorized to vote on all matters before the authority. The authority
66 shall elect a secretary and treasurer, neither of whom need necessarily be a member of the
67 authority. The authority may elect a vice-chairperson or any number of assistant
68 secretaries or treasurers as it may from time to time deem necessary or desirable. The
69 members of the authority shall not be entitled to compensation for their services but shall
70 be entitled to and shall be reimbursed for the actual expenses necessarily incurred in the
71 performance of their duties. The authority shall promulgate rules and regulations for its
72 own governance, and it shall have perpetual existence. Any change in name or
73 composition of the authority shall in no way affect the vested rights of any person under
74 the provisions of this Act or impair the obligations of any contracts existing under this Act.
75 (b) In addition to any other requirements provided for in this Act, at least one member
76 must have experience in grant writing.

77 **SECTION 4.**

78 **Definitions.**

79 As used herein, the following words and terms shall have the following meanings unless a
80 different meaning clearly appears from the context:

81 (1) "Authority" shall mean the Wayne County Altamaha River and Leisure Services
82 Authority created by this Act.

83 (2) "Board of commissioners" shall mean the Board of Commissioners of Wayne
84 County.

85 (3) "Cost of project" shall include the cost of lands, buildings, improvements, machinery,
86 equipment, property, easements, rights, franchises, material, labor, services acquired or
87 contracted for, plans and specification, financing charges, construction costs, interest
88 prior to and during construction; architectural, accounting, engineering, inspection,
89 administrative, fiscal, and legal expenses; expenses incident to determining the feasibility

90 or practicability of the project; and expenses incident to the acquiring, constructing,
91 equipping, and operating of any project or any part thereof, and to the placing of the same
92 in operation.

93 (4) "County" shall mean Wayne County, Georgia;

94 (5) "Project" shall mean and include real and personal property acquired or held by the
95 authority, including all land, buildings, structures, and other public property determined
96 by the authority to be desirable for the efficient operation of any undertaking.

97 (6) "Revenue bonds" shall mean revenue bonds issued under the provisions of the
98 Revenue Bond Law, or under the provisions of this Act. The obligations authorized
99 under this Act may be issued by the authority in the manner authorized under the
100 Revenue Bond Law.

101 (7) "Revenue Bond Law" shall mean Article 3 of Chapter 82 of Title 36 of the O.C.G.A.

102 (8) "Undertaking" shall mean:

103 (A) Upper County Landing;

104 (B) Oglethorpe Landing, also known as Pig Farm Landing;

105 (C) Jaycee Landing;

106 (D) Williamsburg Landing; and

107 (E) Facilities associated therewith.

108 **SECTION 5.**

109 Powers.

110 (a) The authority shall have all the powers necessary or convenient to carry out and
111 effectuate the purposes and provisions of this Act including, but without limiting the
112 generality of the foregoing, the power:

113 (1) To sue and be sued;

114 (2) To adopt and alter a corporate seal;

- 115 (3) To make and execute with public and private persons and corporations contracts,
116 trusts, leases, rental agreements, and other instruments relating to its projects and in
117 furtherance of the purposes of the authority, including contracts for constructing, renting,
118 and leasing of its projects for the use of any county, municipality, or political subdivision
119 in this state;
- 120 (4) With the prior approval of the board of commissioners, to acquire in its own name
121 by purchase on such terms and conditions and in such manner as it may deem proper or
122 by gift, grant, lease, or otherwise, real and personal property necessary or convenient for
123 its corporate purposes, or rights and easements therein, and to use the same so long as its
124 corporate existence shall continue and to lease or make contracts with respect to the use
125 of or disposition of the same in any manner it deems to the best advantage of the
126 authority. Title to any such property shall be held by the authority exclusively for the
127 benefit of the public;
- 128 (5) To improve, extend, add to, reconstruct, renovate, or remodel any project or part
129 thereof already acquired;
- 130 (6) To pledge or assign any revenues, income, rent, charges, and fees received by the
131 authority;
- 132 (7) To appoint and select agents, engineers, architects, attorneys, fiscal agents,
133 accountants, and employees and to provide for their compensation and duties;
- 134 (8) To construct, reconstruct, acquire, own, alter, repair, remodel, maintain, extend,
135 improve, operate, manage, and equip projects located on land owned or leased by the
136 authority;
- 137 (9) To receive, accept, and use any contributions, loans, or grants by persons, firms, or
138 corporations, including the State of Georgia and the United States of America or any
139 agency or instrumentality thereof, and any other contributions;
- 140 (10) To pay all or part of the costs of any project from the proceeds of revenue bonds of
141 the authority or from other lawful sources available to it;

- 142 (11) To prescribe rules and regulations for the operation of and to exercise police powers
143 over the projects managed or operated by the authority;
- 144 (12) To accept, receive, and administer gifts, grants, loans and devises of money,
145 material, and property of any kind, including loans and grants from the State of Georgia
146 or the United States of America or any agency or instrumentality thereof, upon such
147 terms and conditions as the State of Georgia or the United States of America or such
148 agency or instrumentality may impose;
- 149 (13) With the prior approval of the board of commissioners, to lease, exchange, transfer,
150 assign, pledge, mortgage, dispose of, grant in trust, or grant options for any real or
151 personal property or interest therein in furtherance of the purposes of the authority;
- 152 (14) As security for repayment of authority obligations, to pledge, mortgage, convey,
153 assign, hypothecate, or otherwise encumber any property, real or personal, of such
154 authority and to execute any trust agreement, indenture, or security agreement containing
155 any provisions not in conflict with law, which trust agreement, indenture, or security
156 agreement may provide for foreclosure or forced sale of any property of the authority
157 upon default, on such obligations, either in payment of principal or interest or in the
158 performance of any term or condition, as are contained in such agreement or indenture;
- 159 (15) To borrow money for any of its corporate purposes, to issue revenue bonds payable
160 solely from funds pledged for that purpose, and to provide for the payment of the same
161 and for the rights of the holders thereof;
- 162 (16) To exercise all powers usually possessed by private corporations performing similar
163 functions which are not in conflict with the Constitution and laws of this state; and
- 164 (17) Pursuant to proper resolution of the authority, to issue revenue bonds payable from
165 the rents and revenues of the authority and its projects, which bonds may be issued in
166 either fully negotiable coupon form, in which event they shall have all the qualities and
167 incidents of negotiable instruments under the laws of this state, or they may be issued in
168 whole or in part in nonnegotiable fully registered form without coupons, payable to a

169 designated payee or to the registered assigns of the payee with such conversion privileges
170 as the authority may provide, for the purpose of paying all or any part of the cost
171 associated with the projects authorized by the authority, including the cost of
172 constructing, reconstructing, equipping, extending, adding to, or improving such projects,
173 or for the purpose of refunding, as herein provided, any such bonds of the authority
174 theretofore issued. If the proceeds of the bonds of any issue shall exceed the amount
175 required for the purpose for which such bonds were issued, the surplus shall be paid into
176 the fund provided for the payment of principal and interest on such bonds. All such
177 revenue bonds shall be issued and validated under and in accordance with the procedure
178 of the Revenue Bond Law, and in accordance with all terms and provisions thereof not
179 in conflict herewith and in accordance with Code Section 50-17-1 of the O.C.G.A.,
180 relating to use of facsimile signatures on public securities authorized, and, as security for
181 the payment of any revenue bonds so authorized, any rents and revenue of the authority
182 may be pledged and assigned. Such bonds are declared to be issued for an essential
183 public and governmental purpose, and such bonds and all income therefrom shall be
184 exempt from all taxation within the State of Georgia. For the purpose of the exemption
185 from taxation of such bonds and the income therefrom, the authority shall be deemed to
186 be a political subdivision of the State of Georgia.

187 (b) Nothing in this Act shall provide the authority with more power to encumber
188 Williamsburg Landing beyond any such powers granted to the county by the State in any
189 agreement governing the lease or operation of such facility.

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SECTION 6.

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Credit not pledged and debt not created by bonds.

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Revenue bonds issued under the provisions of this Act shall not constitute a debt or a pledge of the faith and credit of the State of Georgia or Wayne County; but such bonds shall be payable from the rentals, revenue, earnings, and funds of the authority as provided in the resolution, trust agreement, or indenture authorizing the issuance and securing the payment of such bonds. The issuance of such bonds shall not directly, indirectly, or contingently obligate the state or said county to levy or pledge any form of taxation whatever for the payment thereof. No holder of any bond or receiver or trustee in connection therewith shall have the right to enforce the payment thereof against any property of the state or of said county, nor shall any such bond constitute a charge, lien, or encumbrance, legal or equitable, upon any such property. All such bonds shall contain on their face a recital setting forth substantially the foregoing provisions of this section.

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SECTION 7.

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Trust agreement.

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In the discretion of the authority, any issue of revenue bonds may be secured by an agreement or indenture made by the authority with a corporate trustee, which may be any trust company or bank having the powers of a trust company within or without this state. Such trust agreement or indenture may pledge and assign rents, fees, charges, revenues, and earnings to be received by the authority. The resolution providing for the issuance of revenue bonds and such trust agreements or indenture may contain provisions for protecting and enforcing the rights and remedies of the bondholders, including the right of appointment of a receiver upon default of the payment of any principal or interest obligation and the right of any receiver or trustee to enforce collection of any rents, fees, charges, or revenues for use

214 of the project or projects necessary to pay all costs of operation and all reserves provided for,
215 all principal and interest on all bonds of the issue, all costs of collection, and all other costs
216 reasonably necessary to accomplish the collection of such sums in the event of any default
217 of the authority. Such resolution and such trust agreement or indenture may include
218 covenants setting forth the duties of the authority in relation to the acquisition of property for
219 and construction of the project and to the custody, safeguarding, and application of all funds
220 and covenants providing for the operation, maintenance, repair, and insurance of the project
221 or projects and may contain provisions concerning the conditions, if any, upon which
222 additional revenue bonds may be issued. Such trust agreement or indenture may set forth the
223 rights and remedies of the bondholders and of the trustee and may restrict the individual right
224 of action of bondholders as is customary in securing bonds and debentures of corporations
225 and may contain such other provisions as the authority may deem reasonable and proper for
226 the security of the bondholders. All expenses incurred in carrying out such trust may be
227 treated as a part of the cost of maintenance, operation, and repair of the project affected by
228 such trust.

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SECTION 8.

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Refunding bonds.

231 The authority is authorized to provide by resolution for the issuance of revenue bonds of the
232 authority for the purpose of calling, refunding, or refinancing any revenue bonds issued
233 under the provisions hereof and then outstanding and to include in the amount of such
234 refunding bonds all interest and any call premiums that may be required for the redemption
235 and refunding of such outstanding bonds.

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SECTION 9.

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Venue of actions, jurisdiction.

238 Any action to protect or enforce any rights under the provisions hereof or any action against
239 the authority brought in the courts of the State of Georgia shall be brought in the Superior
240 Court of Wayne County; and any action pertaining to validation of any bonds issued under
241 the provisions hereof shall be brought in said court, which shall have exclusive, original
242 jurisdiction of such actions.

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SECTION 10.

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Revenue bond validation.

245 The petition for validation of all revenue bonds of the authority shall be brought against the
246 authority and any contracting party whose obligation is pledged as security for the payment
247 of the bonds sought to be validated, as defendants; and the defendants shall be required to
248 show cause, if any exists, as to why such contract or contracts and the terms and conditions
249 thereof shall not be adjudicated to be in all respects valid and binding upon such contracting
250 parties. It shall be incumbent upon such defendants to defend against adjudication of the
251 validity and binding effect of such contract or contracts or be forever bound thereby. Notice
252 of such proceedings shall be included in the notice of the validation hearing required to be
253 issued and published by the clerk of the Superior Court of Wayne County in which court
254 such validation proceedings shall be initiated.

255 **SECTION 11.**

256 Interest of bondholders protected.

257 While any of the bonds issued by the authority remain outstanding, the powers, duties, or
258 existence of the authority or of its officers, employees, or agents shall not be diminished,
259 impaired, or affected in any manner that will affect adversely the interest and rights of the
260 holders of such bonds. The provisions hereof shall be for the benefit of the authority and the
261 holders of any such bonds and, upon the issuance of bonds under the provisions hereof, shall
262 constitute a contract with the holders of such bonds.

263 **SECTION 12.**

264 Revenues, earnings, rents, and charges; use.

265 (a) For the purpose of earning sufficient revenue to make possible the financing of the
266 construction of the project or projects of the authority with revenue bonds, the authority is
267 authorized and empowered to fix, revise, and collect rents, fees, and charges on each
268 project which it shall cause to be acquired or constructed. Such rents, fees, or charges to
269 be paid for the use of such project or projects shall be so fixed and adjusted as to provide
270 a fund sufficient with other revenue, if any, of such project or projects or of the authority
271 to:

272 (1) Pay the cost of operating, maintaining, and repairing the project or projects, including
273 reserves for insurance and extraordinary repairs and other reserves required by the
274 resolution or trust agreement or indenture pertaining to such bonds and the issuance
275 thereof, unless such cost shall be otherwise provided for;

276 (2) Pay the principal of and interest on such revenue bonds as the same shall become
277 due, including call premium, if any, the proceeds of which shall have been or will be used
278 to pay the cost of such project or projects;

- 279 (3) Comply with any sinking fund requirements contained in the resolution or trust
280 agreement or indenture pertaining to the issuance of and security for such bonds;
- 281 (4) Perform fully all provisions of such resolution and trust agreement or indenture
282 relating to the issuance of or security for such bonds to the payment of which such rent
283 is pledged;
- 284 (5) Accumulate any excess income which may be required by the purchasers of such
285 bonds or may be dictated by the requirements of such resolution, trust agreement, or
286 indenture, or of achieving ready marketability of and low interest rates on such bonds;
287 and
- 288 (6) Pay any expenses in connection with such bond issue or of such project or projects,
289 including but not limited to trustees', attorneys', and fiscal agents' fees.
- 290 (b) Such rent shall be payable at such intervals as may be agreed upon and set forth in the
291 rental contract or lease providing therefor, and any such contract or lease may provide for
292 the commencement of rent payments to the authority prior to the completion of the
293 undertaking by the authority of any such project and may provide for the payment of rent
294 during such times as such project or projects may be partially or wholly untenable.
- 295 (c) Such rental contract or lease may obligate the tenants or lessees to operate, maintain,
296 and keep in good repair, including complete reconstruction, if necessary, the rented or
297 leased premises and projects, regardless of the cause of the necessity of such maintenance,
298 repair, or reconstruction.
- 299 (d) Such rental contract or lease may obligate the tenants or lessees to indemnify and save
300 harmless the authority from any and all damage to persons and property occurring on or
301 by reason of the leased property or improvements thereon and to undertake, at the expense
302 of the tenants or lessees, the defense of any action brought against the authority by reason
303 of injury or damages to persons or property occurring on or by reason of the leased
304 premises.

305 (e) In the event of any failure or refusal on the part of the tenants or lessees to perform
306 punctually any covenant or obligation contained in any such rental contract or lease, the
307 authority may enforce performance by any legal or equitable process against the tenants
308 or lessees.

309 (f) The authority shall be permitted to assign any rent payable to it, pursuant to such rental
310 contract or lease, to a trustee or paying agent as may be required by the terms of the
311 resolution or trust agreement or indenture relating to the issuance of and security for such
312 bonds.

313 (g) The use and disposition of the authority's revenue shall be subject to the provisions of
314 the resolution authorizing the issuance of such bonds or of the trust agreement or indenture,
315 if any, securing the same.

316 **SECTION 13.**

317 Sinking fund.

318 The revenue, rents, and earnings derived from any particular project or projects and any and
319 all revenue, rents, and earnings received by the authority, regardless of whether such
320 revenue, rents, and earnings were produced by a particular project for which bonds have been
321 issued, unless otherwise pledged, may be pledged by the authority to payment of the
322 principal of and interest on revenue bonds of the authority as may be provided in any
323 resolution authorizing the issuance of such bonds or in any trust instrument pertaining to such
324 bonds; and such funds so pledged, from whatever source received, may include funds
325 received from one or more or all sources and may be set aside at regular intervals into
326 sinking funds for which provision may be made in any such resolution or trust instrument
327 and which may be pledged to and charged with the payment of the interest upon such
328 revenue bonds as such interest shall become due, the principal of the bonds as the same shall
329 mature, the necessary charges of any trustee or paying agent for paying such principal and

330 interest, and any premium upon bonds retired by call or purchase. The use and disposition
331 of any sinking fund may be subject to such regulation as may be provided for in the
332 resolution authorizing the issuance of the bonds or in the trust instrument securing the
333 payment of the same.

334 **SECTION 14.**

335 Property acquired for public purpose.

336 The exercise of the powers conferred upon the authority hereunder shall constitute an
337 essential governmental function for a public purpose, and to the extent permitted by the
338 general laws of this state, the authority shall be required to pay no taxes or assessments upon
339 any of the property acquired by it or under its jurisdiction, control, possession, or supervision
340 or upon its activities in the operation and maintenance of property acquired by it or of
341 buildings or other improvements erected or acquired by it or any fees, rents, or other charges
342 for the use of such property or buildings or improvements or other income received by the
343 authority. Nothing herein provided shall include an exemption from sales and use tax on
344 property purchased by or for the use of the authority.

345 **SECTION 15.**

346 Immunity from tort actions.

347 The authority shall have the same immunity and exemption from liability for torts and
348 negligence as the county; and the officers, agents, and employees of the authority, when in
349 performance of work of the authority, shall have the same immunity and exemption from
350 liability for torts and negligence as officers, agents, and employees of the county. The
351 authority may be sued the same as private corporations on any contractual obligation of the
352 authority.

353 **SECTION 16.**

354 Property not subject to levy and sale.

355 The property of the authority shall not be subject to levy and sale under legal process.

356 **SECTION 17.**

357 Trust funds.

358 All funds received pursuant to the authority as outlined in Section 12, whether as proceeds
359 from the sale of revenue bonds or as revenue, rents, fees, charges, or other earnings or as
360 grants, gifts, or other contributions shall be deemed to be trust funds to be held and applied
361 by the authority, solely as provided herein. The bondholders entitled to receive the benefits
362 of such funds shall have a lien on all such funds until the same are applied as provided for
363 in any such resolution or trust instrument of the authority.

364 **SECTION 18.**

365 Construction.

366 This Act and any other law enacted with reference to the authority shall be liberally
367 construed for the accomplishment of its purposes.

368 **SECTION 19.**

369 Scope of operations.

370 The projects of the authority's operation shall be located in the territory embraced within the
371 jurisdictional limits of Wayne County, as the same now or may hereafter exist.

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SECTION 20.

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Conveyance of property upon dissolution.

374 Should the authority for any reason be dissolved after full payment of all bonded
375 indebtedness incurred hereunder, both as to principal and interest, title to all property of any
376 kind and nature, real and personal, held by the authority at the time of such dissolution shall
377 be conveyed to Wayne County. The title to any such property may be conveyed prior to such
378 dissolution in accordance with provisions which may be made therefor in any resolution or
379 trust instrument relating to such property, subject to any liens, leases, or other encumbrances
380 outstanding against or in respect to said property at the time of such conveyance.

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SECTION 21.

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Effect of partial invalidity of Act.

383 Should any sentence, clause, phrase, or part of this Act be declared for any reason to be
384 unconstitutional or invalid, the same shall not affect such remainder of this Act or any part
385 hereof, other than the part so held to be invalid, but the remaining provisions of this Act shall
386 remain in full force and effect. It is the express intention of this Act to enact each provision
387 of this Act independently of any other provision hereof.

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SECTION 22.

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Repealer.

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