A BILL TO BE ENTITLED
AN ACT

To create and establish the Whitfield County Public Facilities Authority; to provide that the authority is a body corporate and politic and an instrumentality of the State of Georgia; to authorize the authority to acquire, construct, equip, maintain, and operate certain projects, including buildings and facilities for use by Whitfield County or any municipality or political subdivision within Whitfield County for its governmental, proprietary, and administrative functions; to provide for members of the authority and their terms, organization, and reimbursement; to provide for vacancies; to provide for definitions; to confer powers and impose duties on the authority; to grant limitations to the authority; to authorize the authority to enter into contracts and leases pertaining to uses of such facilities, which contracts and leases may obligate the lessees to make payment for the use of the facilities for the term thereof and to pledge for that purpose money derived from taxation; to provide that no debt of Whitfield County or the State of Georgia shall be incurred by the exercise of any of the powers granted; to authorize the issuance of revenue bonds of the authority payable from the revenues, rents, and earnings and other functions of the authority; to authorize the collecting and pledging of such revenues, rents, and earnings for the payment of such bonds; to authorize the adoption of resolutions and the execution of trust indentures to secure the payment of such bonds and to define the rights of the holders of such bonds; to provide for a sinking fund; to make the bonds of the authority exempt from taxation; to authorize the
issuance of refunding bonds; to provide for the validation of such bonds and to fix the venue
for jurisdiction of actions relating to any provision of this Act; to provide that property
acquired by the authority is for public purposes; to provide for immunity and exemption from
liability for torts and negligence; to provide that the property of the authority shall not be
subject to levy and sale; to provide that certain moneys are trust funds; to provide for liberal
construction of Act; to define the scope of the authority's operation; to provide for disposition
of property upon authority dissolution; to provide for severability; to provide for a short title;
to provide for related matters; to repeal conflicting laws; and for other purposes.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

SECTION 1.
Short title.

This Act shall be known and may be cited as the "Whitfield County Public Facilities
Authority Act."

SECTION 2.
Whitfield County Public Facilities Authority.

There is created a public body corporate and politic to be known as the Whitfield County
Public Facilities Authority which shall be an instrumentality and a public corporation of the
State of Georgia, the purpose of which shall be to acquire, construct, equip, maintain, and
operate certain projects for use by Whitfield County or any municipality or other political
subdivision within Whitfield County for its governmental, proprietary, public, and
administrative functions. The authority shall not be a state institution, nor a department or
agency of the state, but shall be an instrumentality of the state, a mere creation of the state,
being a distinct corporate entity 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." The authority shall have its principal office in Whitfield County, and its legal situs or residence for the purposes of this chapter shall be Whitfield County.

SECTION 3.

Membership.

The authority shall consist of seven members as follows: five shall be the members of the Board of Commissioners of Whitfield County and two shall be residents of the county, to be appointed by the board of commissioners. The terms of office of the members who serve on the board of commissioners shall be concurrent with their terms of office on the board of commissioners. The terms of office of the remaining members of the authority shall be four years and until their successors are appointed and qualified. Successors to such members shall be appointed as the original members were appointed, as provided herein, and any vacancies shall be filled by the appointing authority, as provided herein, for the unexpired term. A majority of the members of the authority shall constitute a quorum, and no vacancy on the authority shall impair the right of the quorum to exercise all the rights and perform all the duties of the authority and, in every instance, a majority vote of a quorum shall authorize any legal act of the authority, including all things necessary to authorize and issue revenue bonds. One of the members of the authority who is also a member of the board of commissioners shall be the chairperson of the authority, such chairperson to be elected by the board of commissioners. The authority shall elect a secretary and treasurer neither of whom need necessarily be a member of the authority. The authority may elect a vice chairperson or any number of assistant secretaries or treasurers as it may from time to time deem necessary or desirable. The members of the authority shall not be entitled to compensation for their services but shall be entitled to and shall be reimbursed for the actual

H. B. 730
- 3 -
expenses necessarily incurred in the performance of their duties. The authority shall promulgate rules and regulations for its own governance and it shall have perpetual existence. Any change in name or composition of the authority shall in no way affect the vested rights of any person under the provisions of this Act or impair the obligations of any contracts existing under this Act.

SECTION 4.
Definitions.

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

1. "Authority" shall mean the Whitfield County Public Facilities Authority created by this Act.
2. "Board of commissioners" shall mean the Board of Commissioners of Whitfield County.
3. "Cost of project" shall include the cost of lands, buildings, improvements, machinery, equipment, property, easements, rights, franchises, material, labor, services acquired or contracted for, plans and specification, financing charges, construction costs, interest prior to and during construction; architectural, accounting, engineering, inspection, administrative, fiscal, and legal expenses; expenses incident to determining the feasibility or practicability of the project; and expenses incident to the acquiring, constructing, equipping, and operating of any project or any part thereof, and to the placing of the same in operation.
4. "Project" shall mean and include real and personal property acquired or held by the authority, including all land, buildings, structures, sanitary and surface water sewers, and other public property determined by the authority to be desirable for the efficient operation of any department, board, office, commission, or agency of Whitfield County,
any municipality or other political subdivision within Whitfield County, or of the State of Georgia, in the performance of its governmental, proprietary, and administrative functions.

(5) "Revenue bonds" shall mean revenue bonds issued under the provisions of Article 3 of Chapter 82 of Title 36 of the O.C.G.A., the "Revenue Bond Law," or under the provisions of this Act. The obligations authorized under this Act may be issued by the authority in the manner authorized under the "Revenue Bond Law."

SECTION 5.

Powers.

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

(1) To sue and be sued;
(2) To adopt and alter a corporate seal;
(3) To make and execute with public and private persons and corporations contracts, trusts, leases, rental agreements, and other instruments relating to its projects and in furtherance of the purposes of the authority, including contracts for constructing, renting, and leasing of its projects for the use of any county or municipality in this state;
(4) To acquire in its own name by purchase on such terms and conditions and in such manner as it may deem proper or by gift, grant, lease, or otherwise, real and personal property necessary or convenient for its corporate purposes, or rights and easements therein, and to use the same so long as its corporate existence shall continue and to lease or make contracts with respect to the use of or disposition of the same in any manner it deems to the best advantage of the authority. Title to any such property shall be held by the authority exclusively for the benefit of the public.
(5) To improve, extend, add to, reconstruct, renovate, or remodel any project or part thereof already acquired;

(6) To pledge or assign any revenues, income, rent, charges, and fees received by the authority;

(7) To appoint and select agents, engineers, architects, attorneys, fiscal agents, accountants, and employees and to provide for their compensation and duties;

(8) To construct, reconstruct, acquire, own, alter, repair, remodel, maintain, extend, improve, operate, manage, and equip projects located on land owned or leased by the authority;

(9) To receive, accept, and use any contributions, loans, or grants by persons, firms, or corporations, including the State of Georgia and the United States of America or any agency or instrumentality thereof, and any other contributions;

(10) To pay all or part of the costs of any project from the proceeds of revenue bonds of the authority or from other lawful sources available to it;

(11) To prescribe rules and regulations for the operation of and to exercise police powers over the projects managed or operated by the authority;

(12) To accept, receive, and administer gifts, grants, loans and devises of money, material, and property of any kind, including loans and grants from the State of Georgia or the United States of America or any agency or instrumentality thereof, upon such terms and conditions as the State of Georgia or the United States of America or such agency or instrumentality may impose;

(13) To sell, lease, exchange, transfer, assign, pledge, mortgage, dispose of, grant in trust, or grant options for any real or personal property or interest therein in furtherance of the purposes of the authority;

(14) As security for repayment of authority obligations, to pledge, mortgage, convey, assign, hypothecate, or otherwise encumber any property, real or personal, of such authority and to execute any trust agreement, indenture, or security agreement containing
any provisions not in conflict with law, which trust agreement, indenture, or security
agreement may provide for foreclosure or forced sale of any property of the authority
upon default, on such obligations, either in payment of principal or interest or in the
performance of any term or condition, as are contained in such agreement or indenture;
(15) To borrow money for any of its corporate purposes, to issue revenue bonds payable
solely from funds pledged for that purpose, and to provide for the payment of the same
and for the rights of the holders thereof;
(16) To exercise all powers usually possessed by private corporations performing similar
functions which are not in conflict with the Constitution and laws of this state; and
(17) Pursuant to proper resolution of the authority, to issue revenue bonds payable from
the rents and revenues of the authority and its projects, which bonds may be issued in
either fully negotiable coupon form, in which event they shall have all the qualities and
incidents of negotiable instruments under the laws of this state, or they may be issued in
whole or in part in nonnegotiable fully registered form without coupons, payable to a
designated payee or to the registered assigns of the payee with such conversion privileges
as the authority may provide, for the purpose of paying all or any part of the cost
associated with the projects authorized by the authority, including the cost of
constructing, reconstructing, equipping, extending, adding to, or improving such projects,
or for the purpose of refunding, as herein provided, any such bonds of the authority
theretofore issued. If the proceeds of the bonds of any issue shall exceed the amount
required for the purpose for which such bonds were issued, the surplus shall be paid into
the fund provided for the payment of principal and interest on such bonds. All such
revenue bonds shall be issued and validated under and in accordance with the procedure
of Article 3 of Chapter 82 of Title 36 of the O.C.G.A., the "Revenue Bond Law," and in
accordance with all terms and provisions thereof not in conflict herewith and in
accordance with Code Section 50-17-1 of the O.C.G.A., relating to use of facsimile
signatures on public securities authorized, and, as security for the payment of any revenue
bonds so authorized, any rents and revenue of the authority may be pledged and assigned. Such bonds are declared to be issued for an essential public and governmental purpose, and such bonds and all income therefrom shall be exempt from all taxation within the State of Georgia. For the purpose of the exemption from taxation of such bonds and the income therefrom, the authority shall be deemed to be a political subdivision of the State of Georgia.

SECTION 6.

Credit not pledged and debt not created by bonds.

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 Whitfield 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.

SECTION 7.

Trust agreement.

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 of the project or projects necessary to pay all costs of operation and all reserves provided for, all principal and interest on all bonds of the issue, all costs of collection, and all other costs reasonably necessary to accomplish the collection of such sums in the event of any default of the authority. Such resolution and such trust agreement or indenture may include covenants setting forth the duties of the authority in relation to the acquisition of property for and construction of the project and to the custody, safeguarding, and application of all funds and covenants providing for the operation, maintenance, repair, and insurance of the project or projects and may contain provisions concerning the conditions, if any, upon which additional revenue bonds may be issued. Such trust agreement or indenture may set forth the rights and remedies of the bondholders and of the trustee and may restrict the individual right of action of bondholders as is customary in securing bonds and debentures of corporations and may contain such other provisions as the authority may deem reasonable and proper for the security of the bondholders. All expenses incurred in carrying out such trust may be treated as a part of the cost of maintenance, operation, and repair of the project affected by such trust.
SECTION 8.
Refunding bonds.

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

SECTION 9.
Venue of actions, jurisdiction.

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

SECTION 10.
Revenue bond validation.

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

SECTION 11.

Interest of bondholders protected.

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

SECTION 12.

Revenues, earnings, rents, and charges; use.

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

(1) Pay the cost of operating, maintaining, and repairing the project or projects, including reserves for insurance and extraordinary repairs and other reserves required by the

H. B. 730
- 11 -
resolution or trust agreement or indenture pertaining to such bonds and the issuance
thereof, unless such cost shall be otherwise provided for;
(2) Pay the principal of and interest on such revenue bonds as the same shall become
due, including call premium, if any, the proceeds of which shall have been or will be used
to pay the cost of such project or projects;
(3) Comply with any sinking fund requirements contained in the resolution or trust
agreement or indenture pertaining to the issuance of and security for such bonds;
(4) Perform fully all provisions of such resolution and trust agreement or indenture
relating to the issuance of or security for such bonds to the payment of which such rent
is pledged;
(5) Accumulate any excess income which may be required by the purchasers of such
bonds or may be dictated by the requirements of such resolution, trust agreement, or
indenture, or of achieving ready marketability of and low interest rates on such bonds;
and
(6) Pay any expenses in connection with such bond issue or of such project or projects,
including but not limited to trustees', attorneys', and fiscal agents' fees.
(b) Such rent shall be payable at such intervals as may be agreed upon and set forth in the
rental contract or lease providing therefor, and any such contract or lease may provide for
the commencement of rent payments to the authority prior to the completion of the
undertaking by the authority of any such project and may provide for the payment of rent
during such times as such project or projects may be partially or wholly untenantable.
(c) Such rental contract or lease may obligate the tenants or lessees to operate, maintain,
and keep in good repair, including complete reconstruction, if necessary, the rented or
leased premises and projects, regardless of the cause of the necessity of such maintenance,
repair, or reconstruction.
(d) Such rental contract or lease may obligate the tenants or lessees to indemnify and save
harmless the authority from any and all damage to persons and property occurring on or
by reason of the leased property or improvements thereon and to undertake, at the expense
of the tenants or lessees, the defense of any action brought against the authority by reason
of injury or damages to persons or property occurring on or by reason of the leased
premises.
(e) In the event of any failure or refusal on the part of the tenants or lessees to perform
punctually any covenant or obligation contained in any such rental contract or lease, the
authority may enforce performance by any legal or equitable process against the tenants
or lessees.
(f) The authority shall be permitted to assign any rent payable to it, pursuant to such rental
contract or lease, to a trustee or paying agent as may be required by the terms of the
resolution or trust agreement or indenture relating to the issuance of and security for such
bonds.
(g) The use and disposition of the authority's revenue shall be subject to the provisions of
the resolution authorizing the issuance of such bonds or of the trust agreement or indenture,
if any, securing the same.

SECTION 13.

Sinking fund.

The revenue, rents, and earnings derived from any particular project or projects and any and
all revenue, rents, and earnings received by the authority, regardless of whether such
revenue, rents, and earnings were produced by a particular project for which bonds have been
issued, unless otherwise pledged, may be pledged by the authority to payment of the
principal of and interest on revenue bonds of the authority as may be provided in any
resolution authorizing the issuance of such bonds or in any trust instrument pertaining to such
bonds, and such funds so pledged, from whatever source received, may include funds
received from one or more or all sources and may be set aside at regular intervals into

H. B. 730
- 13 -
sinking funds for which provision may be made in any such resolution or trust instrument
and which may be pledged to and charged with the payment of the interest upon such
revenue bonds as such interest shall become due, the principal of the bonds as the same shall
mature, the necessary charges of any trustee or paying agent for paying such principal and
interest, and any premium upon bonds retired by call or purchase. The use and disposition
of any sinking fund may be subject to such regulation as may be provided for in the
resolution authorizing the issuance of the bonds or in the trust instrument securing the
payment of the same.

SECTION 14.

Property acquired for public purpose.

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

SECTION 15.

Immunity from tort actions.

The authority shall have the same immunity and exemption from liability for torts and
negligence as the State of Georgia; and the officers, agents, and employees of the authority,
when in performance of work of the authority, shall have the same immunity and exemption from liability for torts and negligence as officers, agents, and employees of the State of Georgia. The authority may be sued the same as private corporations on any contractual obligation of the authority.

SECTION 16.

Property not subject to levy and sale.

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

SECTION 17.

Trust funds.

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

SECTION 18.

Construction.

This Act and any other law enacted with reference to the authority shall be liberally construed for the accomplishment of its purposes.
SECTION 19.
Scope of operations.

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

SECTION 20.
Conveyance of property upon dissolution.

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

SECTION 21.
Effect of partial invalidity of Act.

Should any sentence, clause, phrase, or part of this Act be declared for any reason to be unconstitutional or invalid, the same shall not affect such remainder of this Act or any part hereof, other than the part so held to be invalid, but the remaining provisions of this Act shall remain in full force and effect. It is the express intention of this Act to enact each provision of this Act independently of any other provision hereof.
SECTION 22.

Repealer.

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