A BILL TO BE ENTITLED
AN ACT

To amend Article 4 of Chapter 7 of Title 50 of the Official Code of Georgia Annotated, relating to the Georgia International and Maritime Trade Center, so as to dissolve the Georgia International and Maritime Trade Center Authority; to rename the convention center; to create the Savannah-Georgia Convention Center Authority; to provide for legislative findings; to provide for definitions; to provide for its membership, manner of appointment, terms of office, and powers and duties; to provide for exemption from taxation; to provide for venue; to provide for disposition of property; to exempt its property from levy and sale; to transfer certain assets and liabilities; to repeal certain laws; to amend Code Section 45-15-13 of the Official Code of Georgia Annotated, relating to representation of state authorities by Attorney General, so as to conform the list of authorities represented by the Attorney General; to provide for related matters; to provide for effective dates; to repeal conflicting laws; and for other purposes.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

SECTION 1.

Article 4 of Chapter 7 of Title 50 of the Official Code of Georgia Annotated, relating to the Georgia International and Maritime Trade Center, is amended by designating the existing Code sections as "Part 1" and adding a new part to read as follows:

"Part 2

50-7-55.
(a) It is declared that the Georgia International and Maritime Trade Center shall be renamed the Savannah Convention Center to better reflect the purpose of the facility. It is further declared that there exists in this state a need for a state public authority to operate the Savannah Convention Center for the purpose of developing and promoting for the public good the State of Georgia as a site for conventions, trade shows, and other tourism

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and to facilitate economic growth, and without limiting the powers granted to the authority by this part, the creation of the authority shall be and is declared to be for public and governmental purposes, that is, for the promotion of meetings, conventions, and tourism and other matters of economic development, growth, and commerce, and in an effort to better the general condition of the people of this state.

(b) As used in this part, the term:

(1) 'Authority' means the Savannah-Georgia Convention Center Authority created by this part.

(2) 'Project' or 'undertaking' shall be deemed to mean and include buildings and facilities to be used for trade shows, conferences, amusements, or educational purposes and for fairs, expositions, exhibitions, or marketing in connection therewith, together with all other undertakings which may be acquired, constructed, equipped, maintained, or operated by public authorities.

(c) There is created a body corporate and politic to be known as the Savannah-Georgia Convention Center Authority, which shall be deemed to be a public corporation and instrumentality of the state by that name, style, and title, and such body may contract and be contracted with, sue and be sued, implead and be impleaded, and complain and defend in all courts of law and equity. The authority shall have its principal office in Chatham County, and its legal situs or residence for the purposes of this part shall be Chatham County. It is found, determined, and declared that the creation of the authority and the carrying out of its corporate purposes are in all respects for the benefit of the people of this state and constitute a public purpose and that the authority will be performing an essential governmental function in the exercise of the powers conferred upon it by this part. This state covenants with the holders of any bonds issued by the authority that the authority shall be required to pay no taxes or assessments upon any of the property acquired or leased by it, or under its jurisdiction, control, possession, or supervision, or upon its activities in the operation or maintenance of the buildings erected or acquired by it, or upon any fees, rentals, or other charges received by the authority for the use of such buildings, or upon other income received by the authority and that the authority shall be exempt from all sales and use taxes. Further, this state covenants that bonds of the authority, their transfer, and the income therefrom shall at all times be exempt from all taxation within the state.

(d)(1) The authority shall consist of the following membership:

(A) Six members shall be appointed by the Governor, each of whom shall have a vote;

(B) Three members shall be appointed by the Chatham County delegation of the General Assembly, each of whom shall have a vote;

(C) The president of the Savannah Economic Development Authority, who shall serve ex officio and shall have a vote; and
(D) The president of the Savannah Area Convention and Visitors' Bureau, who shall serve ex officio and shall have a vote.

(2) Except for the ex officio members, the terms of all members shall be for three years. The initial members of the authority shall be appointed not later than June 1, 2019, and shall take office on July 1, 2019. The terms of office of the members of the Georgia International and Maritime Trade Center Authority created by Georgia Laws 1995, p. 4499, as amended, shall end on July 1, 2019. The initial members appointed by the Governor and the Chatham County legislative delegation shall each be assigned a term of office such that three members shall serve an initial term of one year, three members shall serve an initial term of two years, and three members shall serve an initial term of three years. Such members shall serve until each such member's respective successor is appointed and qualified.

(e) Vacancies on the authority by reason of expiration of term or otherwise shall be filled by the body or individual that appointed the member vacating the position.

(f) The authority shall have perpetual existence.

(g) The authority shall elect one of its members as chairperson and another as vice chairperson and shall also elect a secretary-treasurer, which offices shall act as an executive committee for the authority.

(h) Five 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 duties of the authority at every meeting, and in every instance a majority vote of those present shall authorize any legal act of the authority, including all things necessary to authorize and issue revenue bonds.

(i) A member other than an ex officio member shall be removed from office for failure to perform the appropriate duties of membership. Without limitation, this may include a member's failure to attend more than three regularly scheduled meetings of the authority during any calendar year.

(j) The members shall not be entitled to compensation for their services but shall be entitled to and shall be reimbursed for their actual expenses properly incurred in the performance of their duties. The authority may make bylaws, rules, and regulations for its governance. The members of the authority shall be accountable in all respects as trustees. The authority shall keep suitable books and records of all its obligations, contracts, transactions, and undertakings and of all income and receipts of every nature and all expenditures of every kind and shall provide for an annual independent audit of income and expenditures.

(k) The authority shall be subject to the provisions of Chapter 14 of this title, relating to open and public meetings.
(l) The authority shall prepare and submit to the Governor, the Board of Commissioners of Chatham County, the mayor and aldermen of the City of Savannah, and the Chatham County delegation of the General Assembly an annual report at the end of each fiscal year or calendar year of the authority outlining the work of the authority and furnishing the results of its most recent annual independent audit of income and expenditures.

(m) The authority is authorized:

1. To have a seal and alter the seal at its pleasure;
2. To 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;
3. To acquire in its own name by purchase, on such terms and conditions and in such manner as it may deem proper, interests in real property or rights of easements therein or franchises necessary or convenient for its corporate purposes, 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; and, if the authority shall deem it expedient to construct any property on any lands, the title to which shall then be in the State of Georgia, the Governor is authorized to convey for and on behalf of the state an interest in such lands to the authority upon payment to the State of Georgia for the credit of the general fund of the state of the reasonable value of such lands or upon the receipt of such lawful consideration as may be determined by the parties to such conveyance; provided, however, that the authority is specifically empowered to implement projects on lands of the state upon such terms and conditions as agreed upon by the authority and the state. If the authority shall deem it expedient to acquire and construct any project on any lands, the title to which shall then be in the Board of Commissioners of Chatham County, the mayor and aldermen of the City of Savannah, or any other municipality incorporated in such county, or the governing authority or body of such county or any of the municipalities is authorized to convey title to such lands to the authority, or to the state, upon the receipt of such lawful consideration as may be determined by the parties to such conveyance or upon payment for the credit of the general funds of such county or municipality of the reasonable value of such lands, such value to be determined by the mutual consent of such county or municipality and the authority or by an appraiser to be agreed upon by the governing authority or body of such county or municipality and the chairperson of the authority;
4. To select, appoint, and employ professional, administrative, clerical, or other personnel and to contract for professional or other services and to allow suitable compensation for such personnel and services;
5. To make contracts and leases and to execute all instruments necessary or convenient, including contracts for the acquisition and constructions of projects and leases of projects.
or contracts with respect to the use and management of projects which it causes to be
erected or acquired, including contracts for acquiring, constructing, renting, managing,
and leasing of its projects for use of the State of Georgia or any of its departments,
agencies, or authorities, the Board of Commissioners of Chatham County, or the mayor
and aldermen of the City of Savannah, and to dispose by conveyance of its title in fee
simple of real and personal property of every kind and character, and any and all persons,
firms, and corporations and the state and any and all political subdivisions, departments,
institutions, or agencies of the state are authorized to enter into contracts, leases, or
agreements with the authority upon such terms and for such purposes as they deem
advisable; and, without limiting the generality of the above, authority is specifically
granted to municipal corporations and counties and to the authority to enter into contracts
and lease and sublease agreements with the State of Georgia or any agencies or
departments thereof and relative to any property which such department or other agency
or department of the State of Georgia has now or may hereafter obtain by lease from the
United States government or any agency or department thereof and the authority is
specifically authorized to convey title in fee simple to any and all of its lands and any
improvements thereon to any persons, firms, corporations, political subdivisions, the
State of Georgia, or the United States government, or any agency or department thereof;
(6) To acquire, construct, erect, own, repair, remodel, maintain, add to, extend, improve,
equip, operate, and manage projects, the cost of any such project to be paid in whole or
in part from the funds of the authority or Chatham County or the City of Savannah and
any grant from the State of Georgia, its departments, agencies, or authorities, or the
United States or any agency or instrumentality thereof;
(7) To accept grants of money or materials or property of any kind from the United
States or any agency or instrumentality thereof upon such terms and conditions as the
United States or such agency or instrumentality may impose;
(8) To accept grants of money or materials or property of any kind from the State of
Georgia or any department, agency, authority, or instrumentality or political subdivision
thereof, upon such terms and conditions as the State of Georgia or such department,
agency, authority, or instrumentality or political subdivision thereof may impose;
(9) To receive, accept, and utilize gifts, grants, donations, or contributions of money,
property, facilities, or services, with or without consideration, from any person, firm,
corporation, foundation, government, or other entity;
(10) To exercise any power which is usually possessed by private corporations
performing similar functions and which is not in conflict with the Constitution and laws
of this state;
(11) From time to time to sell, lease, grant, exchange, or otherwise dispose of any surplus property, both real and personal, or interest therein not required in the normal operation of the authority and not usable in the furtherance of the purposes for which the authority was created;

(12) To advise the State of Georgia, its departments, agencies, or authorities, Chatham County, and the mayor and aldermen of the City of Savannah on land acquisition, facilities development, and other matters relating to the provision of convention and trade opportunities for the coastal region of the state;

(13) To procure insurance against any loss in connection with property and other assets of the authority;

(14) To exercise the power provided by Code Section 45-9-1 to procure policies of liability insurance or contracts of indemnity or to formulate sound programs of self-insurance to insure or indemnify members of the authority and its officers and employees against personal liability for damages arising out of the performance of their duties or in any way connected therewith to the extent that such members, officers, or employees are not immune from such liability;

(15) To make contracts and to execute all instruments necessary or convenient in connection therewith;

(16) To adopt, alter, or repeal its own bylaws, rules, and regulations governing the manner in which its business may be transacted and in which the power granted to it may be enjoyed as the authority may deem necessary or expedient in facilitating its business;

(17) To accept loans of any kind from the government of the United States or any agency or instrumentality thereof upon such terms and conditions as the federal government or such agency or instrumentality may require;

(18) To accept loans of any kind from the State of Georgia or any agency or instrumentality or political subdivision thereof upon such terms and conditions as the State of Georgia or such agency or instrumentality or political subdivision may require;

(19) To borrow money for any of its corporate purposes and 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; provided, however, that the maximum amount of bonded indebtedness that may be outstanding at any given time shall be limited to $50 million;

(20) To exercise any power usually possessed by private corporations performing similar functions, including the power to obtain long-term or short-term loans, to give deeds to secure debt on real property, security agreements on personal property, or any other security agreements, and approve, execute, and deliver appropriate evidence of such
indebtedness, provided no such power is in conflict with the Constitution or general laws of this state;

(21) To the extent that a contract between the authority and a public or private agency provides therefor, to act as an agent for such public or private agency in any matter coming within the purposes or powers of the authority; and

(22) To do all things necessary or convenient to carry out the powers expressly given in this part.

(n) The exercise of the powers conferred upon the authority in this part shall constitute an essential governmental function for a public purpose and 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 erected or acquired by it or any fees, rentals, or other charges for the use of such property or buildings or other income received by the authority. The authority shall be exempt from sales and use taxes on property purchased by or for the use of the authority.

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

(p) Any action to protect or enforce any rights under the provisions of this part or any suit or action against the authority shall be brought in the Superior Court of Chatham County.

(q) All funds received by the authority pursuant to this part, whether 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 in this part.

(r) This part and any other law enacted with reference to the authority shall be liberally construed for the accomplishment of its purposes.

(s) Should the authority for any reason be dissolved, 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 the State of Georgia; or 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.

(t) The authority shall be assigned for administrative purposes to the Department of Economic Development as provided for in Code Section 50-4-3.

(u) The Attorney General shall provide legal services for the authority in the same manner as provided for in Code Sections 45-15-13 through 45-15-16.

(v) On July 1, 2019, all powers, duties, assets, real and personal property, liabilities, and indebtedness of the Georgia International and Maritime Trade Center Authority created by Georgia Laws 1995, p. 4499, as amended, are transferred to the authority. The authority
shall be the successor to the Georgia International and Maritime Trade Center Authority in all contracts entered into by the Georgia International and Maritime Trade Center Authority which are in existence on July 1, 2019, and to all accounts of and debts owed to the Georgia International and Maritime Trade Center Authority that are outstanding on July 1, 2019."

SECTION 2.

Code Section 45-15-13 of the Official Code of Georgia Annotated, relating to representation of state authorities by Attorney General, is amended by revising the Code section as follows:

"45-15-13. As used in Code Sections 45-15-14 through 45-15-16, the term 'state authorities' means the following instrumentalities of the state: Georgia Building Authority, Georgia Education Authority (Schools), Georgia Education Authority (University), Georgia Highway Authority, Georgia Ports Authority, State Road and Tollway Authority, Jekyll Island—State Park Authority, Stone Mountain Memorial Association, and Georgia Emergency Communications Authority, and Savannah-Georgia Convention Center Authority."

SECTION 3.

An Act to create the Georgia International and Maritime Trade Center Authority, approved April 21, 1995 (Ga. L. 1995, p. 4499), and all Acts amendatory thereto are repealed.

SECTION 4.

This Act shall become effective upon its approval by the Governor or upon its becoming law without such approval for the sole purpose of appointing the initial members of the authority. The Act shall become effective for all other purposes on July 1, 2019.

SECTION 5.

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