



**SEDA Board of Directors Meeting
Agenda
Tuesday, November 8, 2022
10:30 AM**

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| I. Call to Order | Hinchey |
| II. Approval of Minutes
A. Approval of Minutes from October 11, 2022 Board Meeting | Hinchey |
| III. Financial Report
A. Approval of September 2022 Financials | |
| IV. Action Items
A. Approval of Bond Resolution for International Paper | Hinchey |
| V. Comments for the Good of the Order | Hinchey |
| VI. Adjourn | Hinchey |
| VII. Tour of SCAD | Tollison |

**** Next scheduled board meeting is December 13, 2022.**

PROPOSED MINUTES
Savannah Economic Development Authority
Board Meeting
October 11, 2022
10:30 AM

PRESENT

Board of Directors: John Coleman, Joyce Roche', Kal Patel, Karen Bogans, Nina Gompels, Paul Hinchey, Cheri Dean, Trey Thompson, Bob James, Ruel Joyner, Kay Ford, Greg Parker, Steve Green

SEDA Employees: Trip Tollison, Angela Hendrix, Yvonne Wilemon, Antwone Smoak, Beth Nelson, Liz Ely, Jesse Dillon, Mark Sprosty, Caleb Kitchings, Morgan Ferguson, Chris Ahern, Leigh Acevedo,

Guests: Bill Hubbard, David Paddison, Greg Marini, Xavier Miranda, Brandon Tatom, Leon Davenport, Christopher Curtis, Bart Gobeil, Laura Moore, Ashley Dubois, Martin Hogan, Pritpal Singh, Marshal Showalter, Dorie Bacon, Jared Downs, Stephanie Dammen Morrell

Counsel: Jon Pannell

CALL TO ORDER

Chairman Paul Hinchey called the meeting to order at 10:30 a.m. with thanking everyone for being here today. He asked Katelyn Satterthwaite if the meeting was posted, and the media notified in accordance with the Georgia Open Meetings Law. Ms. Satterthwaite responded yes. He then asked Ms. Satterthwaite if there was a quorum present to which Ms. Satterthwaite responded yes. Mr. Hinchey asked that everyone in the room introduce themselves.

ACTION ITEMS

A) Approval of Minutes from September 13, 2022

Mr. Hinchey asked if there were any comments or corrections to the proposed minutes from the September 13, 2022, Board Meeting that were uploaded to BoardEffect, and email notification was sent to board members on Wednesday October 5, 2022. There were no comments or corrections.

MOTION was made by Joyce Roche' to approve the minutes of the September 13, 2022 Board Meeting. The motion was seconded by Greg Parker. The board approved the minutes by unanimous vote.

B) Approval of August 2022 Financials

Mr. Hinchey stated that the SEDA financial statements for August 2022 were uploaded to BoardEffect, and email notification was sent to board members on Wednesday October 5, 2022. He then called on Mark Sprosty for comments.

Mr. Sprosty shared that the Financial Statements presented are for August 2022. The Statement of Assets, Liabilities & Net Assets (Balance Sheets) shows - operating cash, Veterans Parkway and GEFA accounts all decreased in August. Investments show a loss. Real property held for sale or development increased for improvements at Crossroads Site 8 as well as Savannah Manufacturing Center. The Statement of Revenues & Expenses shows a net loss due to losses in investments, but net ordinary income was strong for the month. We are still at an overall net loss for the year due to investment losses; but we are right on budget for revenue YTD. Expenses are below budget creating a solid net ordinary income.

There were no questions or comments from the board.

MOTION was made by Greg Parker to approve the August 2022 financial statements. The motion was seconded by Kay Ford. The board approved the financials by unanimous vote.

PRESIDENT'S REPORT

At this time, Mr. Hinchey turned the meeting over to Trip Tollison for the president's report.

A. Forsyth Mansion Renovation – Pritpal Singh

Mr. Tollison called on Pritpal Singh to provide an update on the Forsyth Mansion renovations. Mr. Tollison shared that the Board previously approved the use and lease of the land behind the SEDA office as parking for the Mansion. Mr. Singh thanked Mr. Tollison and the Board for having him today and for all the support on this project. The Mansion on Forsyth Park is one of Savannah's most treasured and historic hotels. Originally built in 1888, it has been operating as a hotel since 2005. In Fall 2022, the property will begin a thoughtful and comprehensive multi-million-dollar phased renovation, expansion, and luxury rebranding – offering a completely reconceptualized urban resort, which will debut in early 2024. Upon completion, the resort will feature 149 guest rooms (129 rooms and 20 suits), and a selection of distinct food & beverage concepts, consisting of a main restaurant, club bar and lounge, pool restaurant and bar, lobby bar, as well as multiple event spaces, spa, retail and more. The property will debut a new restaurant concept in Spring 2023 inside the original mansion, which sits on the hotel's picturesque grounds. Built in 1888 as a private residence for the Lewis Kayton family, the original mansion currently serves as the hotel's restaurant. The restaurant, Coastal Italian is expected to open on April 1, 2023. The restaurant also houses a cooking school offering hands-on classes five nights a week, from farmers market hauls to pasta workshop, which will remain. A private members club will occupy the second floor. The membership will provide access to the hotels pool, sauna, gym, food, event space, and use of other hotel facilities. Mr. Parker asked about club membership and if it will be reciprocal to any other clubs. At this time membership will not be reciprocal to any other clubs but members will be provided with access to other Left Lane properties here in Savannah. Inspired by the Mediterranean coast, the courtyard, pool, lawn and outdoor pool bar will serve a lively mix of sunbathers and locals in the know in the ultimate escapist setting. The new property will feature holistic wellness programming elevated with luxurious and restorative experiences tailored to each guest. Guests will have the option to rejuvenate poolside, indulge at the spa, relax in the sanctuary of their rooms, and explore several hidden hideaways that will be found throughout the grounds. The courtyard and pool deck are expected to open Feb. 1, 2024. Left Lane Hospitality consists of a seasoned developer committed to Savannah with projects including Drayton Tower, Perry Lane Hotel, The Mansion, and the upcoming 111 Ann Street. Left Lane Hospitality is a vertically integrated real estate company with deep hotel and residential expertise that has a creative and collaborative multi-disciplinary team focused on world-class design, community engagement through placemaking and adaptive reuse of iconic historic buildings. The renovations will begin next week and include 24 additional hotel rooms, a larger pool, and the addition of an outdoor meeting space area. The restaurant will be closed from January 2023 to April 2023 with the hotel closing from August 2023 to February 2024.

B. Beth Nelson Announcement and Replacement

Mr. Tollison informed the group that Beth Nelson, Executive Director of the Savannah Regional Film Commission is set to leave her role at the end of the year. Ms. Nelson will stay on doing contract work with the Savannah Regional Film Commission upon her departure. Mr. Tollison thanked Ms. Nelson for her many years of service in her role, states she will be missed and wishes her the best in her next venture. The position has been posted, and the process to begin looking for a replacement has begun.

C. TSPLOST Presentation – Leon Davenport

Mr. Tollison called on Leon Davenport to provide an update on TSPLOST. Mr. Davenport explained that TSPLOST stands for the Transportation Special Purpose Local Option Sales Tax. TSPLOST has the following eligible expenses: road and bridge improvements / construction, engineering, utility relocation, environmental and ROW costs, improvement of surface-water drainage from roads and bridges, repairs necessary for the preservation of transportation facilities, and stormwater and drainage capital outlay projects in conjunction with transportation capital outlay projects. Mr. Davenport presented the distribution summary for the total TSPLOST revenue totaling \$420,000,000. Mr. Davenport presented the Tier One sponsored projects and the estimated costs associated with those. Tier One road resurfacing distribution totals \$48,360,000. Chatham County projects were presented and are projected to total \$187,400,300. City of Savannah projects were presented and are projected to total \$143,869,608. City of Pooler projects were presented and are projected to total \$31,835,692. City of Garden City projects were presented and are projected to total \$18,249,858. City of Bloomingdale projects were presented and are projected to total \$4,503,316. Town of Thunderbolt projects were presented and are projected to total \$4,585,210. City of Port Wentworth projects were presented and are projected to total \$19,300,000. City of Tybee Island projects were presented and are projected to total \$5,747,707. Non-motorized projects are expected total \$47,790,000. Traffic calming projects are expected to total \$7,669,608. TSPLOST could potentially leverage up to \$550 million in federal dollars. It is projected that \$420M will be collected locally by TSPLOST (35-40% from visitors), \$110M of the projects could qualify for federal 80/20% match totaling \$550M, with a total impact of \$970M or more to our community. With the Hyundai project, heavy industrial companies calling this area home, and the population expected to double in the next five years, the county needs this funding to get the roads and infrastructure ready to handle. Chatham County is the only county in the area that does not have TSPLOST, as all neighboring counties do. Bill Hubbard, President and CEO of the Savannah Area Chamber of Commerce, urged everyone to vote on election day and shared that additional information can be found at tsplostchatham.com.

D. 2022 SEDA Board Nominating Committee

Mr. Tollison presented to the group the 2022 SEDA Board Nominating Committee, which consists of Paul Hinchey - Chair, John Coleman - Immediate Past Chair, Kevin Jackson Past Chair, Kay Ford, Vice Chair and Bob James, Past Chair. A total of four board members are rotating off in January 2023. SEDA has one appointed member rotating off and can appoint two new members. The two new appointed members will be voted on at the December Board meeting.

E. BoardEffect

Trip Tollison informed the group that SEDA's BoardEffect is coming up for renewal. Mr. Tollison informed the group that based on reports of usage it appears not many board members are utilizing the platform. Mr. Tollison asked the Board if they would be in favor of not renewing BoardEffect. It was approved by unanimous vote to discontinue the use of BoardEffect.

F. Hyundai Motor Group Metaplant America Community Celebration

Mr. Tollison informed the group that invites have gone out for the Hyundai Motor Group Metaplant groundbreaking. Mr. Tollison requested that if the Board can make the event, it would mean a lot, as now is the time for the Board and community to show their support. All top Hyundai execs will be at the event, so attendance is highly encouraged. The community celebration is scheduled for Oct. 25, 2022, at EnMarket Arena. The event starts with an Expo from 11:45AM to 1:30PM followed by the Program at 1:30PM lasting until 3:30PM. It is an event not to be missed. Mr. Steve Green asked about Board nametags so that the Hyundai team would know that they were SEDA Board members. All agreed that would be a good idea to have.

EXECUTIVE SESSION

Mr. Hinchey stated there was a need to go into Executive Session (to discuss real estate matters).

MOTION was made by Kay Ford to move into Executive Session to discuss real estate matters. The motion was seconded by Kal Patel. The board approved the motion by unanimous vote.

MOTION was made by Trey Thompson to move out of Executive Session. The motion was seconded by Kay Ford. The board approved the motion by unanimous vote.

NEXT MEETING

November 8, 2022, at 10:30 a.m. at SCAD.

FOR THE GOOD OF THE ORDER

There being no further business, the meeting was adjourned.

Respectfully submitted,

Katelyn Satterthwaite
Assistant Secretary



**Management Analysis for Board of Directors
September 2022**

The September 2022 Statement of Assets, Liabilities & Net Assets records \$18.5m in operating cash, a \$619k decrease from August. The Veterans Parkway account decreased \$2.3m in September.

The market value of investments decreased \$1.3m and the balance as of September 30 is \$21.4m the lowest since August 2019.

Vehicles increase is due to the purchase of the first of the Genesis G80s.

Deferred Income decreased to \$2m, representing the amount of billing that has been invoiced but not yet recognized.

The September 2022 Statement of Revenues & Expenses records Net Ordinary Income of \$285k and Non-Operating Loss of nearly \$1.3m, creating a Net Loss for September of \$971k.

Year to Date (YTD) Net Ordinary Income is \$1.6m after nine months of operations. YTD Non-Operating Loss is \$4.6m.

SAVANNAH ECONOMIC DEVELOPMENT AUTHORITY
Statement of Assets, Liabilities & Net Assets
As of September 30, 2022

	Sep 30, 22	Aug 31, 22	\$ Change	Sep 30, 21	\$ Change
ASSETS					
Current Assets					
Checking/Savings					
OPERATING CHECKING & MM ACCTS	18,535,817.09	19,155,245.05	-619,427.96	19,013,198.44	-477,381.35
SOUTH STATE VETERANS PKWY CKI...	8,960,711.94	11,306,216.97	-2,345,505.03	22,300,580.40	-13,339,868.46
UNITED COMMUNITY BANK GEFA	3,681,519.24	3,698,581.00	-17,061.76	475,002.60	3,206,516.64
Total Checking/Savings	31,178,048.27	34,160,043.02	-2,981,994.75	41,788,781.44	-10,610,733.17
Accounts Receivable					
ACCOUNTS RECEIVABLE	592,321.52	543,416.57	48,904.95	155,875.59	436,445.93
Total Accounts Receivable	592,321.52	543,416.57	48,904.95	155,875.59	436,445.93
Other Current Assets					
A/R-MISCELLANEOUS	503,529.95	537,389.73	-33,859.78	2,186,129.67	-1,682,599.72
DEPOSITS	1,535,855.83	1,535,855.83	0.00	0.00	1,535,855.83
INVESTMENTS @ MKT VALUE	21,386,618.31	22,651,242.87	-1,264,624.56	25,789,934.52	-4,403,316.21
PREPAID EXPENSES	68,765.00	62,981.00	5,784.00	155,579.50	-86,814.50
Total Other Current Assets	23,494,769.09	24,787,469.43	-1,292,700.34	28,131,643.69	-4,636,874.60
Total Current Assets	55,265,138.88	59,490,929.02	-4,225,790.14	70,076,300.72	-14,811,161.84
Fixed Assets					
ACCUMULATED DEPRECIATION	-538,013.34	-512,656.30	-25,357.04	-231,999.73	-306,013.61
AMORTIZATION OF DEFERRED COST	-883,502.33	-876,202.33	-7,300.00	-795,882.75	-87,619.58
BUILDINGS	7,255,331.17	7,255,331.17	0.00	8,468,211.67	-1,212,880.50
FURNITURE & EQUIPMENT	709,346.19	709,346.19	0.00	685,912.94	23,433.25
GULFSTREAM DEFERRED COST	1,752,391.58	1,752,391.58	0.00	1,752,391.58	0.00
LAND AND LAND IMPROVEMENTS	1,200,000.00	1,200,000.00	0.00	0.00	1,200,000.00
VEHICLES	159,118.83	86,091.45	73,027.38	86,091.45	73,027.38
Total Fixed Assets	9,654,672.10	9,614,301.76	40,370.34	9,964,725.16	-310,053.06
Other Assets					
INVESTMENT IN SEDA I, LLC	709,941.73	702,287.17	7,654.56	380,150.16	329,791.57
OTHER RECEIVABLE	215,538.00	215,538.00	0.00	445,460.00	-229,922.00
REAL PROP.HELD-SALE/DEVELOPMENT	11,473,034.46	11,406,121.06	66,913.40	11,385,031.73	88,002.73
Total Other Assets	12,398,514.19	12,323,946.23	74,567.96	12,210,641.89	187,872.30
TOTAL ASSETS	77,318,325.17	81,429,177.01	-4,110,851.84	92,251,667.77	-14,933,342.60

SAVANNAH ECONOMIC DEVELOPMENT AUTHORITY
Statement of Assets, Liabilities & Net Assets
As of September 30, 2022

	Sep 30, 22	Aug 31, 22	\$ Change	Sep 30, 21	\$ Change
LIABILITIES & EQUITY					
Liabilities					
Current Liabilities					
Accounts Payable					
ACCOUNTS PAYABLE	186,797.61	2,182,664.29	-1,995,866.68	317,629.95	-130,832.34
Total Accounts Payable	186,797.61	2,182,664.29	-1,995,866.68	317,629.95	-130,832.34
Credit Cards	27,970.56	47,703.92	-19,733.36	44,898.65	-16,928.09
Other Current Liabilities					
A/P-MISCELLANEOUS	0.00	0.00	0.00	-99,997.40	99,997.40
ACCRUED EXPENSES	2,033,373.13	2,008,748.13	24,625.00	525,381.50	1,507,991.63
DEFERRED INCOME	1,917,306.80	2,604,277.80	-686,971.00	2,054,438.27	-137,131.47
TENANT DEPOSITS-SEDA OFC BLDG	1,500.00	1,500.00	0.00	1,500.00	0.00
UNITED WAY PAYABLE	600.00	600.00	0.00	608.34	-8.34
Total Other Current Liabilities	3,952,779.93	4,615,125.93	-662,346.00	2,481,930.71	1,470,849.22
Total Current Liabilities	4,167,548.10	6,845,494.14	-2,677,946.04	2,844,459.31	1,323,088.79
Long Term Liabilities					
DEFERRED INTERCHANGE COSTS	8,896,136.57	9,357,528.75	-461,392.18	22,153,256.72	-13,257,120.15
Total Long Term Liabilities	8,896,136.57	9,357,528.75	-461,392.18	22,153,256.72	-13,257,120.15
Total Liabilities	13,063,684.67	16,203,022.89	-3,139,338.22	24,997,716.03	-11,934,031.36
Equity					
NET ASSETS-INVSTD IN CAP ASSETS	8,933,074.09	8,933,074.09	0.00	6,210,611.09	2,722,463.00
NET ASSETS-UNRESTRICTED	58,293,163.31	58,293,163.31	0.00	56,927,359.71	1,365,803.60
Net Income	-2,971,596.90	-2,000,083.28	-971,513.62	4,115,980.94	-7,087,577.84
Total Equity	64,254,640.50	65,226,154.12	-971,513.62	67,253,951.74	-2,999,311.24
TOTAL LIABILITIES & EQUITY	77,318,325.17	81,429,177.01	-4,110,851.84	92,251,667.77	-14,933,342.60

SAVANNAH ECONOMIC DEVELOPMENT AUTHORITY
Statement of Revenues & Expenses - Actual vs. Budget
September 2022

	Sep 22	Budget	\$ Over Budget	Jan - Sep 22	YTD Budget	\$ Over Budget	Annual Budget
Ordinary Income/Expense							
Income							
BOND FEES	22,345.00	21,000.00	1,345.00	201,165.12	189,000.00	12,165.12	252,000.00
FOREIGN TRADE ZONE REVENUE	19,690.00	18,750.00	940.00	174,409.45	168,750.00	5,659.45	225,000.00
INFRASTRUCTURE FEES	643,961.00	651,700.00	-7,739.00	5,795,643.17	5,864,900.00	-69,256.83	7,820,000.00
MISCELLANEOUS INCOME	2,875.47	1,250.00	1,625.47	17,474.58	11,250.00	6,224.58	15,000.00
RENTAL INCOME - OTHER	0.00	0.00	0.00	20,006.12	3,000.00	17,006.12	3,000.00
TRADE SERVICES INCOME	12,664.00	19,200.00	-6,536.00	199,152.13	172,400.00	26,752.13	230,000.00
Total Income	701,535.47	711,900.00	-10,364.53	6,407,850.57	6,409,300.00	-1,449.43	8,545,000.00
Gross Profit	701,535.47	711,900.00	-10,364.53	6,407,850.57	6,409,300.00	-1,449.43	8,545,000.00
Expense							
ADMIN. OPERATING EXPENSES	286,693.03	318,009.00	-31,315.97	2,871,248.69	2,854,863.00	16,385.69	3,809,000.00
ASSESSMENTS-CROSSROADS OWNE...	20,143.98	0.00	20,143.98	39,482.23	21,000.00	18,482.23	21,000.00
DEPRECIATION & AMORTIZATION	32,657.04	43,340.00	-10,682.96	287,998.10	388,000.00	-100,001.90	518,000.00
ENG,ENV,MITIGATION,SURVEY,LEGAL	4,755.04	54,170.00	-49,414.96	60,168.21	487,500.00	-427,331.79	650,000.00
PROPERTY MAINTENANCE	13,341.93	3,420.00	9,921.93	63,279.25	30,750.00	32,529.25	41,000.00
SALES,MKT,PR,RES,PROJ MGT EXP.	59,203.48	274,365.00	-215,161.52	1,437,981.79	2,288,405.00	-850,423.21	3,114,400.00
Total Expense	416,794.50	693,304.00	-276,509.50	4,760,158.27	6,070,518.00	-1,310,359.73	8,153,400.00
Net Ordinary Income	284,740.97	18,596.00	266,144.97	1,647,692.30	338,782.00	1,308,910.30	391,600.00
Other Income/Expense							
Other Income							
NON-OPERATING REVENUE(EXPENSE)	-1,256,254.59	56,700.00	-1,312,954.59	-4,619,289.20	374,900.00	-4,994,189.20	500,000.00
Total Other Income	-1,256,254.59	56,700.00	-1,312,954.59	-4,619,289.20	374,900.00	-4,994,189.20	500,000.00
Net Other Income	-1,256,254.59	56,700.00	-1,312,954.59	-4,619,289.20	374,900.00	-4,994,189.20	500,000.00
Net Income	-971,513.62	75,296.00	-1,046,809.62	-2,971,596.90	713,682.00	-3,685,278.90	891,600.00

SAVANNAH ECONOMIC DEVELOPMENT AUTHORITY

A RESOLUTION

ENTITLED

A **RESOLUTION** (i) authorizing and providing for the issuance, sale and delivery by the Savannah Economic Development Authority from time to time or at one time in one or more issues or series of its revenue bonds in an aggregate principal amount not to exceed \$75,000,000 to be designated “Savannah Economic Development Authority Environmental Improvement Revenue Bonds (International Paper Company Project), Series 2022A” and in an aggregate principal amount not to exceed \$30,000,000 to be designated “Savannah Economic Development Authority Environmental Improvement Revenue Bonds (International Paper Company Project), Series 2022B” (together, the “Bonds”), pursuant to the provisions of the Act (hereinafter defined), in order to lend the proceeds thereof to the Company (hereinafter defined), for the purpose of financing the costs of certain projects of the Company and costs of issuing the Bonds, as more particularly described herein; (ii) making certain findings required by the Act; (iii) ratifying and confirming the scheduling, publication of notice and holding of one or more public hearings pursuant to Section 147(f) of the IRS Code (hereinafter defined); and (iv) authorizing certain other actions in connection with such revenue bonds.

RECITALS

WHEREAS, the Savannah Economic Development Authority (the “Authority”) is a public body corporate and politic created and validly existing pursuant to the Constitution and laws of the State of Georgia (the “State”), including specifically, without limitation, the amendments to the Constitution of the State contained in Georgia Laws 1951, page 854, et seq., Georgia Laws 1965, page 675, et seq., and Georgia Laws 1972, page 1569, et seq., and those acts of the General Assembly of Georgia contained in Georgia Laws 1925, page 1451, et seq., Georgia Laws 1951, page 190, et seq., Georgia Laws 1955, page 170, et seq., Georgia Laws 1972, page 1186, et seq., Georgia Laws 1975, page 3131, et seq., Georgia Laws 1977, page 184, et seq., Georgia Laws 1977, page 898, et seq., Georgia Laws 1980, page 380, et seq., Georgia Laws 1982, page 993, et seq., and Georgia Laws 1989, page 47, et seq. (the “Act”); and

WHEREAS, the Authority is authorized to issue its revenue bonds for the purpose of, among other things, making loans to any person, firm, corporation or other industrial entity for the planning, design, construction, acquisition or carrying out of any project, which loan may be secured by loan agreements, mortgages, security agreements, contracts and all other pertinent instruments, upon such terms and conditions as the Authority shall determine reasonable in connection with such loans; and

WHEREAS, International Paper Company, a New York corporation (the “Company”), is undertaking the acquisition, construction, installation and equipping of certain (a) sewage and/or solid waste disposal facilities at its Savannah Mill, including, but not limited to, improvements to the Savannah Mill’s wastewater treatment system, effluent system, wastewater treatment ponds, wastewater pipelines and boiler facilities (the “Savannah Project”), and (b) sewage and/or solid waste disposal facilities at its Port Wentworth Mill, including, but not limited to, improvements to the Port Wentworth Mill’s wastewater treatment system, effluent system, wastewater treatment ponds, wastewater pipelines and boiler facilities (the “Port Wentworth Project” and, together with the Savannah Project, the “Projects” and each a “Project”); and

WHEREAS, on January 25, 2018, the Authority adopted a declaration of official intent (the “Inducement Resolution”) expressing the Authority’s intent to issue its revenue bonds in an aggregate principal amount not to exceed \$175,000,000 to finance the Savannah Project and in an aggregate principal amount not to exceed \$20,000,000 to finance the Port Wentworth Project; and

WHEREAS, the Company has requested that the Authority participate in the financing of each Project and costs of issuing the Bonds by authorizing, issuing and selling one or more series or issues, from time to time, of its revenue bonds in an aggregate principal amount not to exceed \$75,000,000 (the “Series 2022A Bonds”) and in an aggregate principal amount not to exceed

\$30,000,000 (the “Series 2022B Bonds” and, together with the Series 2022A Bonds, the “Bonds”), and lending the proceeds thereof to the Company to finance the Savannah Project and the Port Wentworth Project, respectively, and costs of issuing the Bonds; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the “IRS Code”), provides that the Bonds must be approved by the applicable elected representative of the appropriate governmental unit following a public hearing pursuant to reasonable public notice in order for interest on such Bonds to be tax exempt; and

WHEREAS, on August 24, 2022, the Chairman of the Board of Commissioners of Chatham County approved the issuance of the Bonds to finance the Projects following a public hearing that was held on August 2, 2022, pursuant to a notice published in *The Savannah Morning News* on July 22, 2022; and

WHEREAS, the Company requests that the Authority adopt this resolution (this “Resolution”) to (i) authorize and approve the issuance, sale and delivery, at any time and from time to time, in one or more series or issues, of the Bonds to finance the Projects and costs of issuing the Bonds; (ii) ratify and confirm the scheduling, publication of notice and holding of the public hearing in connection with the Bonds pursuant to Section 147(f) of the IRS Code; (iii) make certain findings required by the Act; and (iv) authorize certain other actions in connection with the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE SAVANNAH ECONOMIC DEVELOPMENT AUTHORITY, AS FOLLOWS:

SECTION 1. The Authority hereby finds that (i) the financing of the Projects with the proceeds of the Bonds will develop and promote trade, commerce, industry and employment

opportunities for the public good and the general welfare and will promote the general welfare of the State and (ii) each Project constitutes a “project” within the meaning of the Act.

SECTION 2. The Authority hereby finds and determines that the Bonds shall constitute only limited obligations of the Authority, and shall not constitute an indebtedness or obligation of the State or any political subdivision thereof, and shall not directly or indirectly obligate the State or any political subdivision thereof to levy or pledge any form of taxation for the payment thereof. The Bonds and the interest and premium, if any, thereon shall be payable solely from the revenues derived from the Loan Agreement (hereinafter defined) and pledged therefor pursuant to the Indenture (hereinafter defined), and no holder or holders of any Bonds shall ever have the right to compel any exercise of the taxing power of the State or any political subdivision thereof, nor to enforce the payment thereof against any property of the State or any such political subdivision, including the Authority.

SECTION 3. The Authority hereby approves the issuance, sale and delivery, at any time and from time to time, in one or more series or issues, of (a) the Series 2022A Bonds, in the aggregate principal amount not to exceed \$75,000,000, and (b) the Series 2022B Bonds, in the aggregate principal amount not to exceed \$30,000,000, each pursuant to the Act and this Resolution.

SECTION 4. The Authority hereby finds and determines that the proceeds of the Series 2022A Bonds will be loaned to the Company to finance the Savannah Project and costs of issuing the Series 2022A Bonds.

SECTION 5. The Authority hereby finds and determines that the proceeds of the Series 2022B Bonds will be loaned to the Company to finance the Port Wentworth Project and costs of issuing the Series 2022B Bonds. As a supplement to the Inducement Resolution, this Resolution

shall also constitute an expression of the official intent of the Authority (within the meaning of Treas. Reg. Section 1.150-2(e)) toward the issuance of revenue bonds in an aggregate principal amount not to exceed \$30,000,000 (comprising \$20,000,000 as stated in the Inducement Resolution and increased hereunder by \$10,000,000 to \$30,000,000) to finance the Port Wentworth Project.

SECTION 6. The Bonds shall be issued pursuant to a Trust Indenture (the “Indenture”), to be entered into by and between the Authority and a corporate trustee to be selected by the Company (the “Trustee”), the substantially final form of which Indenture has been delivered to the Authority, as security for the Bonds and for the purpose of assigning or pledging revenues received in connection with the financing of the respective Project and costs of issuance of the Bonds. Except for certain rights of the Authority to indemnification and to payments with respect to its administrative fees and expenses, the entire revenues derived from payments on the loan of the proceeds of the Bonds shall be set apart and applied to the payment of the principal of, premium, if any, and interest on the Bonds.

SECTION 7. The Authority shall lend the proceeds of the Bonds to the Company pursuant to the terms and provisions of a Loan Agreement (the “Loan Agreement”), to be entered into by and between the Authority and the Company, the substantially final form of which Loan Agreement has been delivered to the Authority. Pursuant to the terms and provisions of the Loan Agreement, the Authority will lend the proceeds of the Bonds to the Company, by causing such proceeds to be deposited with the Trustee, who will apply such proceeds in accordance with the provisions of the Indenture and the Loan Agreement.

SECTION 8. Each series or issue of the Bonds may be sold at private (negotiated) sale to a purchaser selected by the Company (the “Purchaser”), pursuant to and at the price contained in

a Contract of Purchase (the “Contract of Purchase”), to be entered into by and among the Authority, the Company and the Purchaser, the substantially final form of which Contract of Purchase has been delivered to the Authority.

SECTION 9. The Authority hereby authorizes its counsel and McGuireWoods LLP to arrange for validation proceedings with respect to the Bonds with the District Attorney of the Eastern Judicial Circuit of Georgia.

SECTION 10. Any Bonds to be issued pursuant to this Resolution and the Indenture and sold pursuant to the Contract of Purchase shall:

(a) be issued in the aggregate principal amount not to exceed \$75,000,000, with respect to the Series 2022A Bonds, and \$30,000,000, with respect to the Series 2022B Bonds;

(b) be in substantially the form of bond set forth in the Indenture, and contain the terms and provisions of such form of bond, which terms and provisions are hereby incorporated by reference into and made a part of this Resolution, and which form of Bond is hereby adopted and approved as the form, tenor and substance of the Bonds;

(c) be issuable in the denomination of \$5,000 or \$100,000 or any integral multiple thereof, or at the direction of the Company in the denomination of \$100,000 or any integral multiple of \$100,000, or such other denomination approved by the Chairman or President of the Authority;

(d) bear interest at the fixed rate or variable rate to be set forth in the Indenture, with such fixed or variable interest rate not exceeding twelve percent (12%) per annum. The maximum annual payment of principal and interest on the Series 2022A Bonds shall be \$84,000,000 and on the Series 2022B Bonds shall be \$33,600,000;

- (e) be issuable only in fully registered form without coupons;
- (f) mature in the amounts and on dates not more than forty (40) years from their dated date, as set forth in the Indenture;
- (g) be secured as provided in the Indenture and pursuant to a Guaranty Agreement to be executed by the Company, the substantially final form of which has been delivered to the Authority, with respect to the Bonds;
- (h) be payable in such amounts, at such times and at such place or places as provided in the Indenture; and
- (i) be subject to tender, redemption or prepayment prior to maturity and be subject to purchase at such price or prices and under such terms and conditions as set forth in the applicable Indenture.

SECTION 12. The Indenture, the Loan Agreement and the Contract of Purchase shall be substantially in the form delivered to the Authority, in each case subject to such changes or modifications as the Company and Chairman or President of the Authority, or the agents or designees of the Chairman or President may deem to be required or appropriate in order to accomplish the purpose of the transactions authorized by this Resolution and the terms, provisions, form, content and substance of each of such documents are hereby adopted and approved. Such other documents as the Authority deems necessary to accomplish the purposes of this Resolution shall be in such form and shall contain such provisions as the Chairman or President of the Authority, or the agents or designees of the Chairman or President, shall approve. The execution by the Chairman, the President, the Secretary, the Assistant Secretary and such other officers and officials of the Authority of the Bonds, the Indenture, the Loan Agreement, the Contract of Purchase and such other documents authorized hereunder (collectively, the “Bond Documents”)

shall be conclusive evidence of approval of the final terms, provisions, form, content and substance of the Bond Documents, which shall thereupon become binding upon the Authority.

SECTION 13. The Chairman, the President, the Secretary, the Assistant Secretary and such other officers and officials of the Authority as may be appropriate are hereby authorized to execute, seal, attest and deliver, for and on behalf of the Authority, the Bonds and the Bond Documents and to execute any and all additional certificates and documents or other papers and, with the assistance of counsel, to do any and all things necessary or appropriate in order to effect the issuance and sale of the Bonds and to consummate the transactions contemplated by this Resolution; provided that no such actions and no such documents shall require the Authority to incur any pecuniary liability.

SECTION 14. (a) The Chairman or President of the Authority, by his manual or facsimile signature, is hereby authorized and directed to execute the Bonds in the name and on behalf of the Authority and to deliver the Bonds to the Purchaser, and the Chairman or President of the Authority shall direct that the corporate seal of the Authority be impressed or imprinted on the Bonds and attested by the manual or facsimile signature of the Secretary or Assistant Secretary of the Authority;

(b) If any officer or employee of the Authority who shall have signed or sealed the Bonds or any of the Bond Documents or any other documents in connection with the issuance of the Bonds shall cease to be such officer or employee before the delivery of the Bonds, any Bond Documents or other documents, the signature or countersignature shall nevertheless be valid and sufficient for all purposes, as if the officer or employee had remained in the office or position until delivery of the Bonds, Bond Documents or any such other documents.

SECTION 15. The Chairman and President of the Authority are each hereby designated to be an authorized representative of the Authority for any and all purposes required or permitted by the Act, this Resolution or the Bond Documents. Each of the Chairman and President of the Authority is hereby empowered, in his discretion, to specify, prescribe, determine, provide for and approve all matters, details, forms, documents or procedures contemplated by this Resolution without further action by the Authority.

SECTION 16. The Authority hereby specifically waives the requirements of O.C.G.A. Section 36-82-100 that the expenditures of the proceeds of the Bonds be subject to an ongoing performance audit or performance review, and authorizes such waiver to be included in the notice of hearing to be published with respect to the validation of the Bonds.

SECTION 17. The Authority ratifies and confirms the public hearing with respect to the Bonds, which was held on August 2, 2022, pursuant to the provisions of Section 147(f) of the IRS Code, and the publication of notice of such public hearing in *The Savannah Morning News* on July 22, 2022.

SECTION 18. The provisions of this Resolution are severable, and if any provision, sentence, clause, section or part hereof is held or determined to be illegal, invalid, unconstitutional or inapplicable to any person or circumstance, such illegality, invalidity, unconstitutionality or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Resolution or their application to other persons or circumstances. It is hereby declared to be the intent of the Authority that this Resolution would have been adopted if such illegal, invalid, unconstitutional or inapplicable provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Resolution or any part hereof are inapplicable had been specifically exempted herefrom.

SECTION 19. Notwithstanding anything contained in this Resolution, the Bonds or the Bond Documents, the transactions authorized hereby shall not give rise to any pecuniary liability of the Authority.

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ADOPTED THIS ___ DAY OF NOVEMBER, 2022.

**SAVANNAH ECONOMIC
DEVELOPMENT AUTHORITY**

By: _____
Hugh K. Tollison, President

ASSISTANT SECRETARY'S CERTIFICATE

The undersigned Assistant Secretary of the Savannah Economic Development Authority (the "Authority"), does hereby certify that the foregoing pages of typewritten matter pertaining to the issuance of the Bonds described therein constitute a true and correct copy of the Resolution lawfully adopted on November ____, 2022, by a majority of the Directors of the Authority in a meeting duly called and assembled, which was open to the public and at which a quorum was present and acting throughout, and that the original of the Resolution appears of record in the minute book of the Authority which is in the undersigned's custody and control.

WITNESS my hand and the official seal of the Savannah Economic Development Authority, this ____ day of November, 2022.

Assistant Secretary

(SEAL)