

A RESOLUTION
NO. _____

A RESOLUTION OF THE COUNCIL OF COLUMBUS, GEORGIA (THE “**COUNCIL**”), APPROVING RESOLUTIONS OF THE COLUMBUS BUILDING AUTHORITY (THE “**AUTHORITY**”) AUTHORIZING THE ISSUANCE OF ITS SERIES 2024 TAXABLE LEASE REVENUE BONDS IN ACCORDANCE WITH A REQUEST OF THE COUNCIL CONTAINED IN ITS RESOLUTION NO. 463-23; TO APPROVE THE BEST BID FOR THE SERIES 2024 TAXABLE BONDS; TO AUTHORIZE THE MAYOR TO TRANSFER PROPERTY TO THE AUTHORITY AND TO EXECUTE THE LEASE; TO AUTHORIZE THE MAYOR AND OTHER OFFICIALS OF COLUMBUS TO TAKE SUCH FURTHER ACTIONS AS ARE NECESSARY TO PROVIDE FOR THE ISSUANCE AND DELIVERY OF THE SERIES 2024 TAXABLE BONDS; AND FOR OTHER PURPOSES.

WHEREAS, the Council, as the governing body of Columbus, Georgia (“**Columbus**”), has requested, by Resolution No. 463-23, adopted on December 21, 2023, that the Authority finance the acquisition, renovations, additions and improvements to Golden Park, in accordance with the plans and specifications more particularly described in documents on file with the Clerk of Council; and

WHEREAS, the Authority by a bond resolution adopted on January 22, 2024 (the “**Parameters Resolution**”), authorized the issuance of its COLUMBUS BUILDING AUTHORITY TAXABLE LEASE REVENUE BONDS, SERIES 2024 (the “**Series 2024 Taxable Bonds**”), in the aggregate principal amount not to exceed \$50,000,000, to provide funds needed to pay the costs, of the acquisition, renovation, improving, and equipping of Golden Park and other South Commons improvements, for use by Columbus (the “**Projects**”) and paying the costs of issuing the Series 2024 Taxable Bonds; and

WHEREAS, payment of the Series 2024 Taxable Bonds and the interest thereon shall be secured by a first and prior pledge of and charge or lien on the Basic Rent (such term being defined in the hereinafter defined Lease) to be paid henceforth by Columbus for the use of the Projects pursuant to the provisions of a lease contract to be entered into as of the date of issuance of the Series 2024 Taxable Bonds (the “**Lease**”), the form of which is attached to the Parameters Resolution; and

WHEREAS, the Lease provides for the payment by Columbus, as Lessee, to the Authority or to its assignee for the account of the Authority, of the amounts to be set forth in the Lease sufficient to pay the principal of and interest due on the Series 2024 Taxable Bonds authorized, as the same shall become due and payable; and

WHEREAS, on February 16, 2024, the Superior Court of Muscogee County confirmed and validated the Series 2024 Taxable Bonds and the security therefor, and the form of the Lease to be entered into between the Authority and the Columbus, which will be pledged to the security and payment of the Series 2024 Taxable Bonds, was submitted as an integral part of the validation proceedings (Civil Action No. SU2024CV000224); and

WHEREAS, in anticipation of the offering and sale of the Series 2024 Taxable Bonds, officers of the Authority and Columbus have caused to be prepared and distributed a Preliminary Official Statement dated March 20, 2024, and have authorized the publication and distribution of an Official Notice of Sale dated March 20, 2024, seeking bids for the purchase of the Series 2024 Taxable Bonds of the Authority; and

WHEREAS, in accordance with the Official Notice of Sale, the Authority received electronic bids for the purchase of the Series 2024 Taxable Bonds on March 26, 2024, and the Finance Director of Columbus, with the assistance of Davenport & Company LLC, as financial advisor, reviewed the bids and determined that the best bid for the Series 2024 Taxable Bonds was submitted by Robert W. Baird & Co., Inc., and said bid is subject to approval by the Council and the Authority; and

WHEREAS, based on the best bid received and in order to establish the precise terms, conditions and particulars with respect to the sale, issuance and delivery of the Series 2024 Taxable Bonds, Council is requesting that the Authority adopt a supplemental bond resolution on March 27, 2024 (the “**Supplemental Resolution**”, and together with the Parameters Resolution, the “**Bond Resolution**”), which Supplemental Resolution supplements and amends the Parameters Resolution to establish, among other particulars of the Series 2024 Taxable Bonds, the principal amounts, maturity dates, interest payment dates, interest rates, and redemption provisions for each bond maturity within the parameters specified in the Parameters Resolution; and

WHEREAS, a certified copy of the Parameters Resolution is attached hereto as Exhibit A, and a copy of the form of the Supplemental Resolution to be adopted by the Authority is attached hereto as Exhibit B; and

WHEREAS, it is proper that the Council to approve the best bid for the Series 2024 Taxable Bonds, ratify the provisions of the Parameters Bond Resolution of the Authority and form of the Lease attached thereto, approve the form of the Supplemental Resolution of the Authority, and authorize the officials of Columbus to take such actions as are necessary and proper to carry out the execution of the Lease and the issuance and delivery of the Series 2024 Taxable Bonds.

NOW, THEREFORE, BE IT RESOLVED by the Council as follows:

1. The Council hereby approves and ratifies the actions of the Authority in proceeding with financing the acquisition, renovation, and equipping of the Projects through the issuance of the Series 2024 Taxable Bonds in accordance with the Bond Resolution, and hereby approves the actions taken or to be taken by the Authority, the Finance Director of Columbus, and officials of Columbus, including specifically the acceptance of the best bid from Robert W. Baird & Co., Inc. (copies of bids are on file with Columbus), ratification of the Parameters Resolution, approval of the form of the Supplemental Resolution, and the approval of the issuance of the Series 2024 Taxable Bonds.

2. Council authorizes the Mayor to execute such assignments, contracts or deeds as may be required to convey property to the Authority, which is to be property subject to the Lease and to direct any intermediaries which may acquire or hold property which is to become subject

to the Lease to convey the same to the Authority, and the Mayor is authorized to approve the form of such deeds and the exhibits thereto, and the Clerk of Council is authorized to attest the execution by the Mayor of such deeds and to affix the seal of Columbus to such documents.

3. The Council hereby approves the form of the Lease, the form of which is attached hereto as Exhibit C, and authorizes the Mayor, with the advice of the City Attorney, to negotiate and finalize the terms of the Lease, and the execution of the Lease by the Mayor shall be conclusive evidence of such approval.

4. The City Manager, Deputy City Manager, Finance Director, and other officials of Columbus are authorized and directed to provide such information as shall be necessary in connection with the preparation and delivery of the final Official Statement relating to the Series 2024 Taxable Bonds and the Mayor or Mayor Pro-tem is authorized to execute the final Official Statement

5. The Mayor, City Manager, Deputy City Manager, Finance Director, City Attorney and such other officers or agents of Columbus as may be required are directed to take such actions as are necessary to provide security for payment of the Series 2024 Taxable Bonds, to fulfill the obligations of Columbus pursuant to the Lease, and to execute closing documents necessary for the issuance of the Series 2024 Taxable Bonds, as the same shall be delivered, supplemented, or amended, and to take such other actions as may be required in accordance with the intents and purposes of this resolution.

6. All provisions of Resolution No. 463-23, which are not in conflict herewith, are hereby restated, ratified, and confirmed, as fully as if set forth herein verbatim.

INTRODUCED at a regular meeting of the Council of Columbus, Georgia, held on March 26, 2024, and adopted at said meeting by the affirmative vote of _____ members of said Council.

- Councilor Allen voting _____.
- Councilor Barnes voting _____.
- Councilor Begly voting _____.
- Councilor Cogle voting _____.
- Councilor Crabb voting _____.
- Councilor Davis voting _____.
- Councilor Garrett voting _____.
- Councilor Huff voting _____.
- Councilor Thomas voting _____.
- Councilor Tucker voting _____.

Sandra T. Davis
Clerk of Council

B.H. "Skip" Henderson, III
Mayor

(S E A L)

CERTIFICATE OF CLERK OF COUNCIL

I, the undersigned Clerk of Council of Columbus, Georgia, keeper of the records and the seal thereof, hereby certify that the foregoing is a true and correct copy of a resolution of the Council of Columbus, Georgia, adopted March 26, 2024, an original of which resolution has been entered in the official records of Columbus, Georgia, under my supervision and is in my official possession, custody, and control.

I further certify that the meeting was held in conformity with the requirements of Title 50, Chapter 14 of the Official Code of Georgia Annotated.

(S E A L)

Sandra T. Davis
Clerk of Council