Urban Redevelopment Agency
Meeting Agenda
March 28, 2024 5:00 PM
Council Chambers

1. **Call to Order / Roll Call**
2. **Approval of the Meeting Minutes**
   - A. Approval of draft meeting minutes from 12.12.22
3. **New Business**
   - A. Election of officers
   - B. Consent to Dual Representation and Waiver of Conflict of Interest
   - C. Review of Refunding of Series 2014 Urban Redevelopment Agency Bonds
4. **Public Comment**
5. **Staff Comment**
6. **Adjourn**

URBAN REDEVELOPMENT AGENCY
SPECIAL CALL MEETING

DRAFT MINUTES

December 12, 2022
City Hall; Community Development Conference Room
2:00 p.m.

I. **Call to Order**: Meeting called to order by URA Secretary, Herb Richardson.

- **a.** Members Present: Herb Richardson, Dale Hughes
- **b.** Staff Present: Luke Howe, Miranda Taylor

II. **Review of Minutes –** Minutes from the 3/4/2020 and 12/29/21 meetings were reviewed.

- a. Herb Richardson made a motion to approve the minutes from 3/4/20 as presented. Dale Hughes seconded the motion. No further discussion on the minutes. Vote taken; motion passed 1-0, with Hughes abstaining.
- b. Herb Richardson made a motion to approve the minutes from 12/29/21showing that the meeting was cancelled due to Covid-19. Dale Hughes seconded the motion. Motion passed with a vote of 1-0, with Hughes abstaining.

III. **New Business**

- **a.** Project updates: Luke Howe provided updates on the following development projects: Schoolhouse Village/Piedmont Residential, Tug Site/South Main, Columns site, East Park, Galt Commons, Common Grounds Plaza & Apotheos.
- **b.** Status of parking deck bonds: Miranda Taylor provided an update on the URA Series 2014 bonds. The annual bond payment is funded each year through General Fund revenue. The Series A bonds are set to retire in 2044 and the Series B bonds will retire in 2032. No action required; update for informational purposes only.

IV. **EXECUTIVE SESSION – Land, Legal, Personnel:** None

Pursuant to the provisions of O.C.G.A. 50-14-3, the URA could, at any time during the meeting, vote to close the public meeting and move to executive session to discuss matters relating to litigation, legal actions and/or communications from the City Attorney as provided under O.C.G.A. 50-14-2(1); and/or personnel matters as provided under O.C.G.A. 50-14-3 (4) and/or real estate matters as provided under O.C.G.A 50-14-3(6).

V. **ADJOURN:** With no further business to address, Herb Richardson made a motion to adjourn, seconded by Dale Hughes. Motion passed 2-0. Meeting adjourned at 2:47 pm.

NOTICE: Any person who desires to appeal any decision from this meeting will need a record of the proceedings, and for the purpose may need to insure that a verbatim record of the proceedings is made which includes the testimony and evidence upon which the appeal is based. The Agenda is designed to make more efficient use of the URA's time. It is not designed to curtail discussion or input.

If you need special accommodations to attend or participate in our meetings, please contact City Hall at least 24 hours in advance of the specific meeting you are planning to attend.

Item Report

TO: The Urban Redevelopment Agency

FROM:

DATE: March 28, 2024

TITLE: Election of officers

Summary:
URA needs to elect a Chair and Secretary for 2024, and appoint a staff member as Assistant Secretary.

Recommendation:

Fiscal Impact:

Attachments:
None

Item Report

TO: The Urban Redevelopment Agency

FROM:

DATE: March 28, 2024

TITLE: Consent to Dual Representation and Waiver of Conflict of Interest

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Summary:

Recommendation:

Fiscal Impact:

Attachments:

1. Conflict Waiver-Nelson Mullins

NELSON MULLINS

NELSON MULLINS RILEY & SCARBOROUGH LLP
ATTORNEYS AND COUNSELORS AT LAW

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March 25, 2024

Urban Redevelopment Agency
of the City of Kennesaw
Kennesaw, Georgia

Re: Consent to Dual Representation and Waiver of Conflict of Interest

Ladies and Gentlemen:

This letter confirms our recent conversations concerning our proposed representation of the Urban Redevelopment Agency of the City of Kennesaw ("URA") in light of our ongoing representation of Raymond James & Associates, Inc. ("Raymond James").

You have asked Nelson Mullins Riley & Scarborough LLP (the "Firm") to represent URA in connection with a public offering of its revenue bonds with Raymond James acting as underwriter (the "URA Matter"). As you know, the Firm currently represents Raymond James in connection with a variety of matters including, but not limited to, investment banking matters, and expects to represent Raymond James in future, similar matters (the "Raymond James Matters").

The interests of URA in the URA Matter are adverse to those of Raymond James. Applicable ethical rules prohibit us from undertaking the representation of parties with directly adverse interests unless we reasonably believe the representation of either client will not adversely affect our representation of the other client and unless we obtain the informed consent of both clients to the respective representations. Consequently, we want to provide you with sufficient information to allow you to evaluate the ramifications of the dual representation and the significance of granting your consent.

Because the URA Matter and the Raymond James Matters are not related, we believe that we would be able to provide appropriate representation of both URA in the URA Matter and Raymond James in the Raymond James Matters and that our representation of each client will not be materially limited by our responsibilities to the other client. Under these circumstances, we do not see any risk that information confidential to URA will be disclosed or used in a manner adverse to its interests. Nevertheless, URA should consider these matters for itself and should determine, with the assistance of independent legal counsel if it desires, whether it agrees with our conclusions and is prepared to provide its informed consent to our representation of URA and Raymond James as outlined herein.

We have obtained the written consent of Raymond James to the Firm's representation of URA in the URA Matter.

If you later decide to revoke this consent while the conflict of interest addressed by this waiver is still in existence or remains contemplated, we will have the right to withdraw from representing you and you agree that you will not object to our continuing representation of Raymond James even though that continuing representation may be adverse to you.

Thank you very much for your thoughtful consideration of this matter. If you have any questions or concerns, please feel free to contact me. If, after such review as you believe appropriate, URA is willing (1) to consent to the Firm's representation of URA in the URA Matter in which Raymond James is adverse, (2) to consent to the Firm's ongoing representation of Raymond James in the Raymond James Matters, (3) to agree that URA will not object to our representation of, or seek to disqualify us from representing, Raymond James in the Raymond James Matters, and (4) to waive any conflict of interest that otherwise could be said to be presented, please sign the enclosed counterpart of this letter in the space provided and return it to us for our files.

We appreciate your consideration with respect to this matter, and we look forward to the opportunity to serve you.

Very truly yours,

NELSON MULLINS RILEY & SCARBOROUGH LLP

By: ______________________
Earle R. Taylor, III, Partner

Consented and agreed to:

URBAN REDEVELOPMENT AGENCY OF THE CITY OF KENNESAW

By: ______________________
Title:

Date: March __, 2024

City of Kennesaw, GA

Item Report

TO: The Urban Redevelopment Agency

FROM:

DATE: March 28, 2024

TITLE: Review of Refunding of Series 2014 Urban Redevelopment Agency Bonds

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Summary:

Recommendation:

Fiscal Impact:

Attachments:
1. 3-21-24, Memo - Kennesaw URA Refunding - Raymond James
2. RevivalParkingBonds-Refunding
3. 3-22-24, Timetable - Kennesaw URA (GA) Series 2024

March 21, 2024

Urban Redevelopment Agency of the City of Kennesaw
2529 J.O. Stephenson Avenue
Kennesaw, GA 30144-2797

Re: Series 2014 Bond Refunding

The Urban Redevelopment Agency of the City of Kennesaw (the "URA") presently has outstanding $5,110,000 of its Parking Project Revenue Bonds, Series 2014 A&B (the "2014 Bonds"). These 2014 Bonds were sold with an option which allows pre-payment (or in this case refinance) on or after February 1, 2024.

The Series 2014 Bonds have an average "coupon rate" of 4.63%, which is higher than current rates available in the tax-exempt municipal bond market. **The Series 2014 can be refinanced, "refunded" in municipal bond parlance, using estimated current market rates for estimated interest rate savings of approximately $17,500 per year on average, over $350,000 in total.** The final savings from the potential refunding will depend largely on the interest rate environment at the time the bonds are priced which is projected to be in late May.

The bond working group needs to take certain steps to begin preparing for the refunding bond sale now so both the URA and City can officially act in May to finalize rates and terms on a refunding issue, locking in the savings available at that time. Final terms of the Refunding Bond sale will be brought before both the URA and City at that time for final approval.

Series 2014 Bonds Background

The 2014 Bonds were issued by the URA in furtherance of the goals and objectives of the City of Kennesaw's approved Urban Redevelopment Plan. The proceeds of the bond sale were used to construct a six-level parking structure and adjacent surface and street parking which provide additional parking for municipal court, other City purposes, and for the Revival on Main mixed-use development project.

The URA served as the issuer of the 2014 Bonds, but the material financial risks of the 2014 Bonds and the potential refunding issue will be borne by the City of Kennesaw who provides for all payments under an irrevocable, full faith and credit, intergovernmental services agreement with the URA.

Summary

With cooperation of the URA we would like to begin the process of "Refunding" the Series 2014 bonds to achieve interest rate savings which, assuming interest rates remain favorable, will result in lower debt service payments by the City of Kennesaw on the URA's Series 2014 Bonds and will not extend the life of the debt.

Sincerely,

Tom Owens, Managing Director
(404) 240-6854
tom.owens@raymondjames.com

$4,915,000.00

Urban Redevelopment Agency of the City of Kennesaw, Georgia
Refunding Revenue Bonds, Series 2024
Preliminary Numbers as of 2-20-24

Estimated Debt Service Comparison

Date	Total P+I	Net New D/S	Old Net D/S	Savings
02/01/2025	370,137.83	370,137.83	391,848.76	**21,710.93**
02/01/2026	374,693.76	374,693.76	394,563.76	**19,870.00**
02/01/2027	373,493.76	373,493.76	391,808.76	**18,315.00**
02/01/2028	372,093.76	372,093.76	393,818.76	**21,725.00**
02/01/2029	373,843.76	373,843.76	394,368.76	**20,525.00**
02/01/2030	375,093.76	375,093.76	394,393.76	**19,300.00**
02/01/2031	375,843.76	375,843.76	393,893.76	**18,050.00**
02/01/2032	371,093.76	371,093.76	392,868.76	**21,775.00**
02/01/2033	381,093.76	381,093.76	401,318.76	**20,225.00**
02/01/2034	380,093.76	380,093.76	402,318.76	**22,225.00**
02/01/2035	378,593.76	378,593.76	397,818.76	**19,225.00**
02/01/2036	381,593.76	381,593.76	402,618.76	**21,025.00**
02/01/2037	383,843.76	383,843.76	401,818.76	**17,975.00**
02/01/2038	380,343.76	380,343.76	399,918.76	**19,575.00**
02/01/2039	381,343.76	381,343.76	402,593.76	**21,250.00**
02/01/2040	381,593.76	381,593.76	399,631.26	**18,037.50**
02/01/2041	381,093.76	381,093.76	400,456.26	**19,362.50**
02/01/2042	383,093.76	383,093.76	400,606.26	**17,512.50**
02/01/2043	379,493.76	379,493.76	397,925.00	**18,431.24**
02/01/2044	380,056.26	380,056.26	399,475.00	**19,418.74**
Total	**$7,558,531.77**	**$7,558,531.77**	**$7,954,065.18**	**$395,533.41**

PV Analysis Summary (Net to Net)

Gross PV Debt Service Savings	273,875.65
Net PV Cashflow Savings @ 4.016%(AIC)	273,875.65
Contingency or Rounding Amount	962.19
Net Present Value Benefit	**$274,837.84**
Net PV Benefit / $5,110,000 Refunded Principal	**5.378%**
Net PV Benefit / $4,915,000 Refunding Principal	5.592%
DV01	4,220.65

Refunding Bond Information

Refunding Dated Date	5/02/2024
Refunding Delivery Date	5/02/2024

$4,915,000.00

Urban Redevelopment Agency of the City of Kennesaw, Georgia
Refunding Revenue Bonds, Series 2024
Preliminary Numbers as of 2-20-24

Estimated Annual Debt Service Schedule

Date	Principal	Coupon	Interest	Total P+I
02/01/2025	200,000.00	4.000%	170,137.83	370,137.83
02/01/2026	155,000.00	4.000%	219,693.76	374,693.76
02/01/2027	160,000.00	4.000%	213,493.76	373,493.76
02/01/2028	165,000.00	5.000%	207,093.76	372,093.76
02/01/2029	175,000.00	5.000%	198,843.76	373,843.76
02/01/2030	185,000.00	5.000%	190,093.76	375,093.76
02/01/2031	195,000.00	5.000%	180,843.76	375,843.76
02/01/2032	200,000.00	5.000%	171,093.76	371,093.76
02/01/2033	220,000.00	5.000%	161,093.76	381,093.76
02/01/2034	230,000.00	5.000%	150,093.76	380,093.76
02/01/2035	240,000.00	5.000%	138,593.76	378,593.76
02/01/2036	255,000.00	5.000%	126,593.76	381,593.76
02/01/2037	270,000.00	5.000%	113,843.76	383,843.76
02/01/2038	280,000.00	5.000%	100,343.76	380,343.76
02/01/2039	295,000.00	5.000%	86,343.76	381,343.76
02/01/2040	310,000.00	5.000%	71,593.76	381,593.76
02/01/2041	325,000.00	4.000%	56,093.76	381,093.76
02/01/2042	340,000.00	4.000%	43,093.76	383,093.76
02/01/2043	350,000.00	4.125%	29,493.76	379,493.76
02/01/2044	365,000.00	4.125%	15,056.26	380,056.26
Total	**$4,915,000.00**	**-**	**$2,643,531.77**	**$7,558,531.77**

Yield Statistics

Bond Year Dollars	$57,747.60
Average Life	11.749 Years
Average Coupon	4.5777347%
DV01	4,220.65
Net Interest Cost (NIC)	3.8964036%
True Interest Cost (TIC)	3.7167480%
Bond Yield for Arbitrage Purposes	**3.6012590%**
All Inclusive Cost (AIC)	4.0163674%

IRS Form 8038

Net Interest Cost	3.6325776%
Weighted Average Maturity	11.669 Years

$4,915,000.00

Urban Redevelopment Agency of the City of Kennesaw, Georgia
Refunding Revenue Bonds, Series 2024
Preliminary Numbers as of 2-20-24

Debt Service To Maturity And To Call

Date	Refunded Bonds	Interest to Call	D/S To Call	Principal	Interest	Refunded D/S
05/02/2024	5,110,000.00	59,870.11	5,169,870.11	-	-	-
08/01/2024	-	-	-	-	118,424.38	118,424.38
02/01/2025	-	-	-	155,000.00	118,424.38	273,424.38
08/01/2025	-	-	-	-	114,781.88	114,781.88
02/01/2026	-	-	-	165,000.00	114,781.88	279,781.88
08/01/2026	-	-	-	-	110,904.38	110,904.38
02/01/2027	-	-	-	170,000.00	110,904.38	280,904.38
08/01/2027	-	-	-	-	106,909.38	106,909.38
02/01/2028	-	-	-	180,000.00	106,909.38	286,909.38
08/01/2028	-	-	-	-	102,184.38	102,184.38
02/01/2029	-	-	-	190,000.00	102,184.38	292,184.38
08/01/2029	-	-	-	-	97,196.88	97,196.88
02/01/2030	-	-	-	200,000.00	97,196.88	297,196.88
08/01/2030	-	-	-	-	91,946.88	91,946.88
02/01/2031	-	-	-	210,000.00	91,946.88	301,946.88
08/01/2031	-	-	-	-	86,434.38	86,434.38
02/01/2032	-	-	-	220,000.00	86,434.38	306,434.38
08/01/2032	-	-	-	-	80,659.38	80,659.38
02/01/2033	-	-	-	240,000.00	80,659.38	320,659.38
08/01/2033	-	-	-	-	76,159.38	76,159.38
02/01/2034	-	-	-	250,000.00	76,159.38	326,159.38
08/01/2034	-	-	-	-	71,409.38	71,409.38
02/01/2035	-	-	-	255,000.00	71,409.38	326,409.38
08/01/2035	-	-	-	-	66,309.38	66,309.38
02/01/2036	-	-	-	270,000.00	66,309.38	336,309.38
08/01/2036	-	-	-	-	60,909.38	60,909.38
02/01/2037	-	-	-	280,000.00	60,909.38	340,909.38
08/01/2037	-	-	-	-	54,959.38	54,959.38
02/01/2038	-	-	-	290,000.00	54,959.38	344,959.38
08/01/2038	-	-	-	-	48,796.88	48,796.88
02/01/2039	-	-	-	305,000.00	48,796.88	353,796.88
08/01/2039	-	-	-	-	42,315.63	42,315.63
02/01/2040	-	-	-	315,000.00	42,315.63	357,315.63
08/01/2040	-	-	-	-	35,228.13	35,228.13
02/01/2041	-	-	-	330,000.00	35,228.13	365,228.13
08/01/2041	-	-	-	-	27,803.13	27,803.13
02/01/2042	-	-	-	345,000.00	27,803.13	372,803.13
08/01/2042	-	-	-	-	18,962.50	18,962.50
02/01/2043	-	-	-	360,000.00	18,962.50	378,962.50
08/01/2043	-	-	-	-	9,737.50	9,737.50
02/01/2044	-	-	-	380,000.00	9,737.50	389,737.50
Total	**$5,110,000.00**	**$59,870.11**	**$5,169,870.11**	**$5,110,000.00**	**$2,844,065.18**	**$7,954,065.18**

Yield Statistics

Base date for Avg. Life & Avg. Coupon Calculation	5/02/2024
Average Life	11.758 Years
Average Coupon	**4.6338913%**
Weighted Average Maturity (Par Basis)	11.758 Years
Weighted Average Maturity (Original Price Basis)	11.831 Years

Refunding Bond Information

Refunding Dated Date	5/02/2024
Refunding Delivery Date	5/02/2024

$4,915,000.00

Urban Redevelopment Agency of the City of Kennesaw, Georgia

Refunding Revenue Bonds, Series 2024

Preliminary Numbers as of 2-20-24

Estimated Sources & Uses

Dated 05/02/2024 | Delivered 05/02/2024

Sources Of Funds	
Par Amount of Bonds	$4,915,000.00
Reoffering Premium	393,452.30
Total Sources	**$5,308,452.30**

Uses Of Funds	
Deposit to Current Refunding Fund	5,169,870.11
Costs of Issuance	137,620.00
Rounding Amount	962.19
Total Uses	**$5,308,452.30**

Kennesaw Urban Redevelopment Agency (Georgia)
Refunding Revenue Bonds, Series 2024

Financing Timetable
(March 22, 2024)

April 2024							*May 2024*							*June 2024*						
S	*M*	*T*	*W*	*T*	*F*	*S*	*S*	*M*	*T*	*W*	*T*	*F*	*S*	*S*	*M*	*T*	*W*	*T*	*F*	*S*
	1	2	3	4	5	6				1	2	3	4							1
7	8	9	10	11	12	13	5	6	7	8	9	10	11	2	3	4	5	6	7	8
14	**15**	16	17	18	19	20	12	13	14	15	16	17	18	9	10	11	12	13	14	15
21	22	23	24	25	26	27	19	**20**	21	22	23	24	25	16	17	18	**19**	20	21	22
28	29	30					26	**27**	28	29	30	31		23	24	**25**	26	27	28	29

Regular City Council meetings are held the 1st and 3rd Monday of each month at 6:30 PM,
Work Sessions are held at 6:30 PM on the preceding Monday each Council Meetings(2nd & 4th)
when the scheduled meeting falls on a Holiday the meeting is held the following night.

Date	Task
Week of April 1, 2024	Disclosure Counsel to distribute Draft Preliminary Official Statement ("POS")
Tuesday, April 9, 2024	Bond Counsel to distribute first drafts of Bond Resolution, Intergovernmental Service Agreement and Bond Purchase Agreement.
Friday, April 12, 2024	Provide remaining outstanding information for POS and comments on all documents.
Monday, April 15, 2024	**Regular 6:30 PM Meeting of the City Council to adopt Master Bond Resolution.**
Tuesday-Friday, April 16-19	**Called Meeting of URA to adopt Master Bond Resolution.**
Wednesday, April 17, 2024	Bond and Disclosure Counsel to distribute revised bond documents and POS.
Friday, April 19, 2024	**Check Savings Estimates** and Submit Substantially complete POS, all revised bond documents, most recent 3 years Audited Financials and most recent budget to Moody's Investor Service.
Week of April 22, 2024	*File for Bond Validation (advertisement to newspaper)*
Week of April 29, 2024	Conference Call with Moody's Investor Service. *Run 1st Advertisement for Bond Validation*
Week of May 6, 2024	*Run 2nd Advertisement for Bond Validation.*
Wednesday, May 8, 2024	Receive and evaluate bond rating,
Thursday, May 9, 2024	Print and Distribute Final POS to prospective investors.
Week of May 15, 2024	*Bond Validation Hearing in Cobb County Superior Court.*
Monday, May 20, 2024	**Raymond James to price Series 2024 Refunding Bonds.** **Special Called 6:00 P.M. Meeting of the Urban Redevelop Agency to adopt Documents and Bond Purchase Agreement** **Regular 6:30 P.M. Meeting of the City Council to adopt Documents and Bond Purchase Agreement**
Tuesday, May 21, 2024	**Send Redemption Notice to Series 2014 Bondholders.**
Thursday, May 23, 2024	Print Final Official Statement
Tuesday, May 28, 2024	Distribute, Review and Sign Closing Documents. Distribute Draft Wiring Memorandum.
Tuesday, June 25, 2024	**Close Series 2024 Bonds.**