SEYFARTH SHAW LLP
ATTORNEYS

THE DYNAMIC DDA

UNDERSTANDING DOWNTOWN DEVELOPMENT AUTHORITIES

Daniel M. McRae

Seyfarth Shaw LLP

404-888-1883

dmcrae@seyfarth.com

danmcrae.com

FACEBOOK
http://facebook.com/danmcrae68

LINKEDIN
http://linkedin.com/in/danmcrae2

TWITTER
@McRaeDan

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BEFORE WE START, HERE'S A GLOSSARY

DA = development authority

DDA = downtown development authority

IGA = intergovernmental agreement

JDA = joint development authority

Statutory = created under the Development Authorities Law or the Downtown Development Authorities Law

DAL = the Development Authorities Law

DDAL = the Downtown Development Authorities Law

Constitutional = created by an LCA

LCA = local constitutional amendment

Local Government = city or county

Authority includes a DA, a DDA and a JDA

THE DYNAMIC DDA

- DDA'S ARE NO LONGER ACT LIKE A MERCHANT'S ASSOCIATION OR A MAINSTREET ORGANIZATION
- THEY ARE DYNAMIC, THEY DO DEALS
- GET READY TO RAMP UP AND TAKE OFF!

THE RAMP UP
HOW THIS PRESENTATION IS ORGANIZED

1	Fundamentals	6	Constitutional Limits
2	Governance	7	Rules to Follow
3	Jurisdiction	8	Stakeholders
4	Projects	9	Financing Powers
5	Public Projects and Public/Private Projects	10	Special Powers/ Imported Powers

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FUNDAMENTALS

UNDER THE HOOD OF THE DDA

WHY DDAs

PROTECT LOCAL GOVERNMENT

The city or county is not liable for the DDAs's debts or contracts.

Members of statutory DDAs are appointed, not elected. They buffer the elected officials from temporary political pressure.

ADD POWERS

The Georgia Constitution authorizes certain powers (like economic development through revitalization and redevelopment) for DDAs that cities don't have.

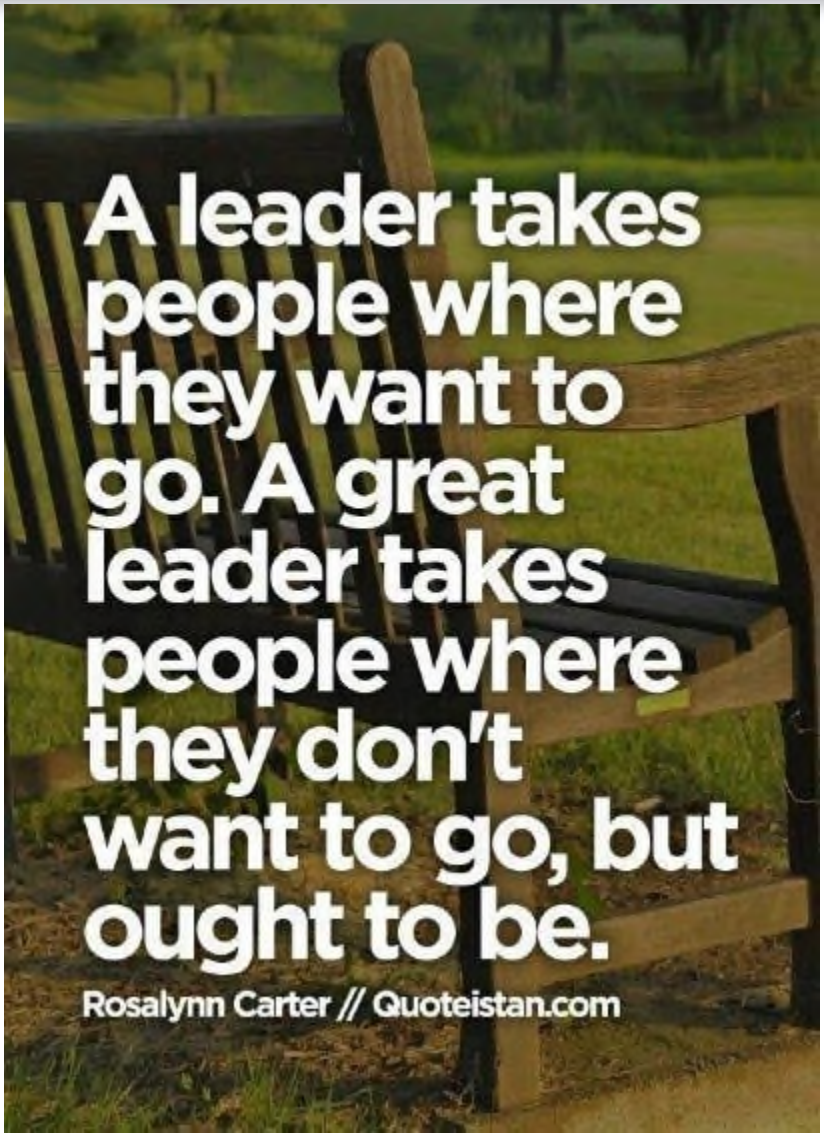
Some other powers (like community development) are shared. If the city works through the DDA instead, it is protected by the DDA.

BECOME EXPERTS

DDA board members are concerned only with the "governmental mission" of their DDA, not the burdens of a local government.

By specializing in redevelopment, DDA board members are better able to solve problems and realize redevelopment.

- THE DDA BOARD IS LIKE A “SUBJECT MATTER EXPERT”
- THE SUBJECT IS REVITALIZATION AND REDEVELOPMENT



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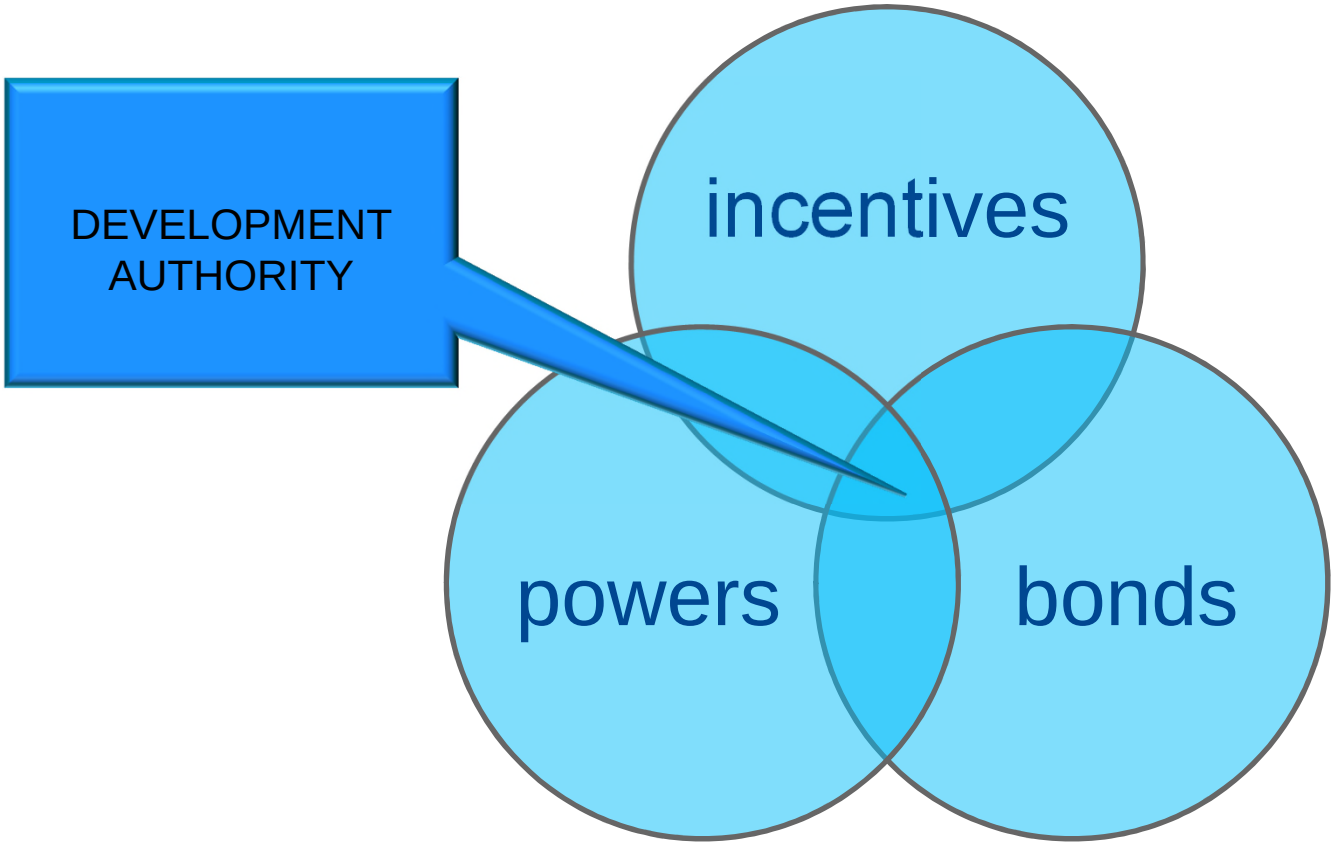
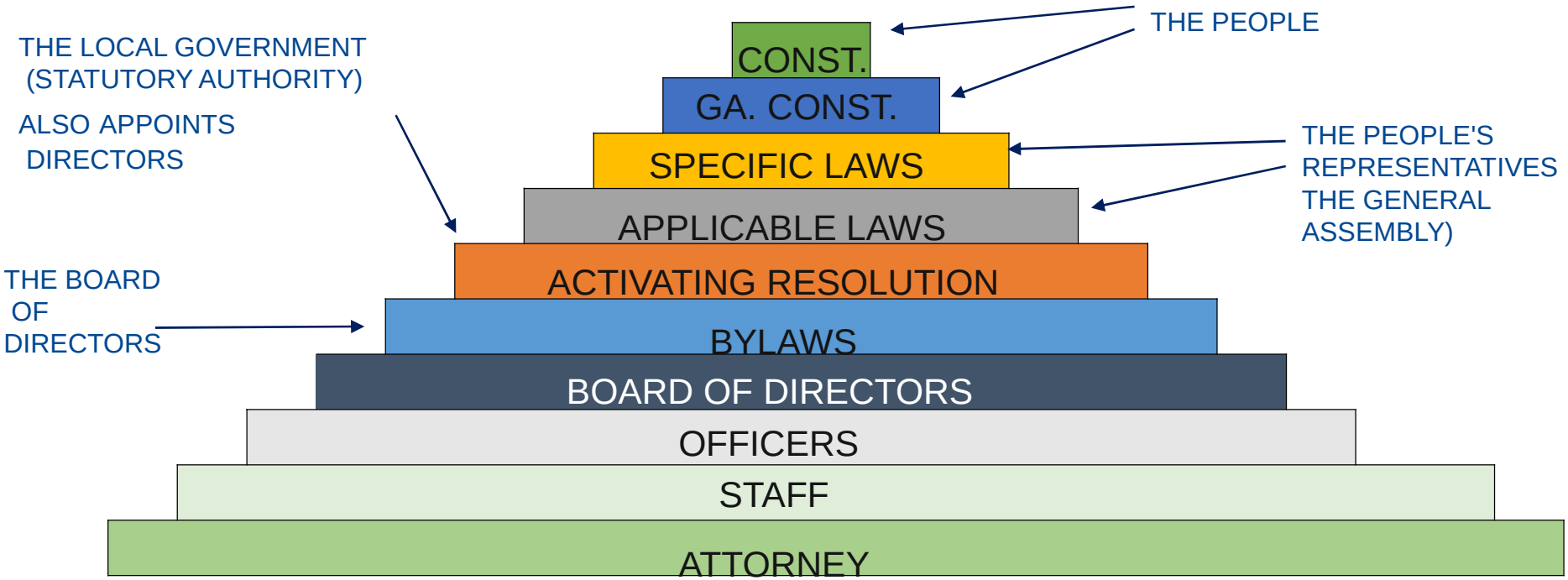
GEORGIA IS DEVELOPMENT AUTHORITY-CENTRIC



We the people of the United States, in order to form a more perfect union, establish justice, insure domestic tranquility, provide for the common defense, promote the general welfare, and secure the blessings of liberty to ourselves and our posterity, do ordain and establish this Constitution for the United States of America.



THE HIERARCHY OF A DEVELOPMENT AUTHORITY

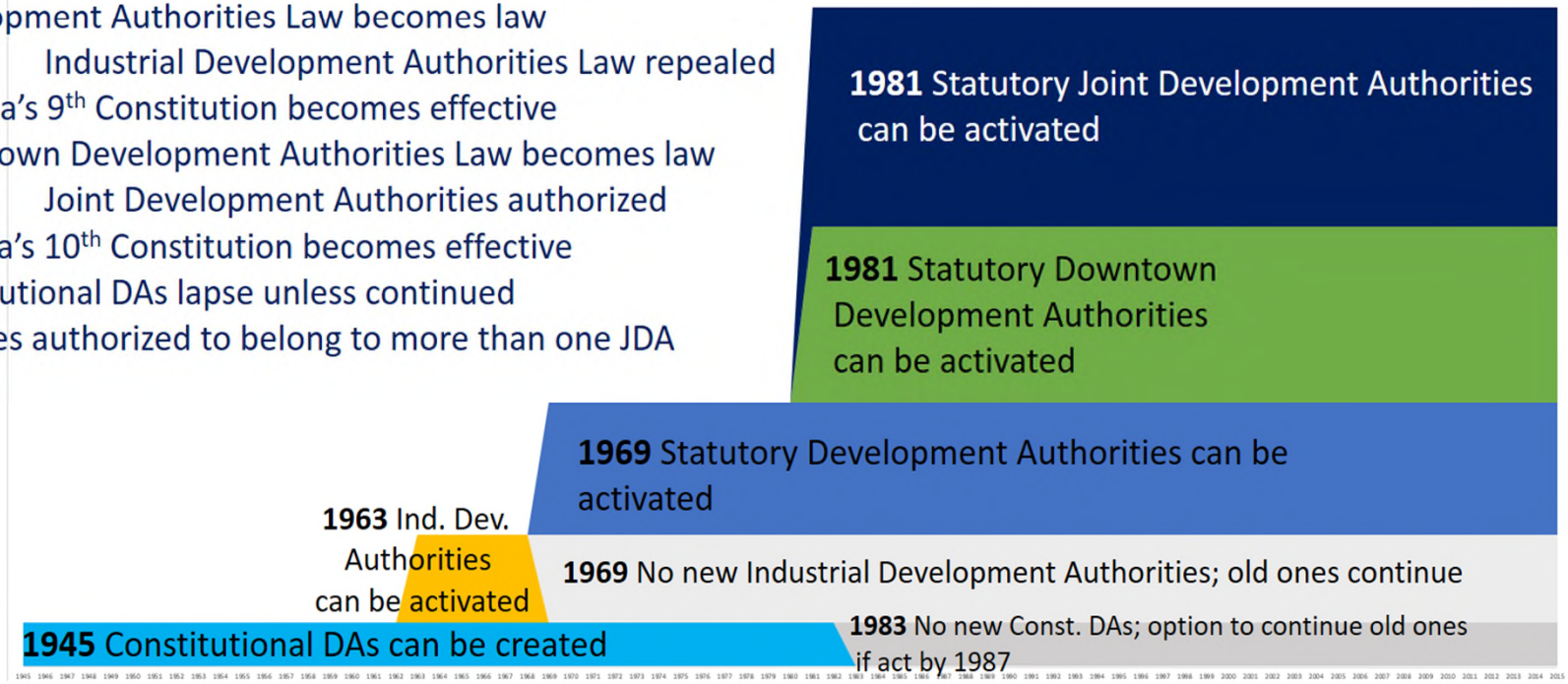
MOST "IN CHARGE" AT THE TOP

LEAST "IN CHARGE" AT THE BOTTOM

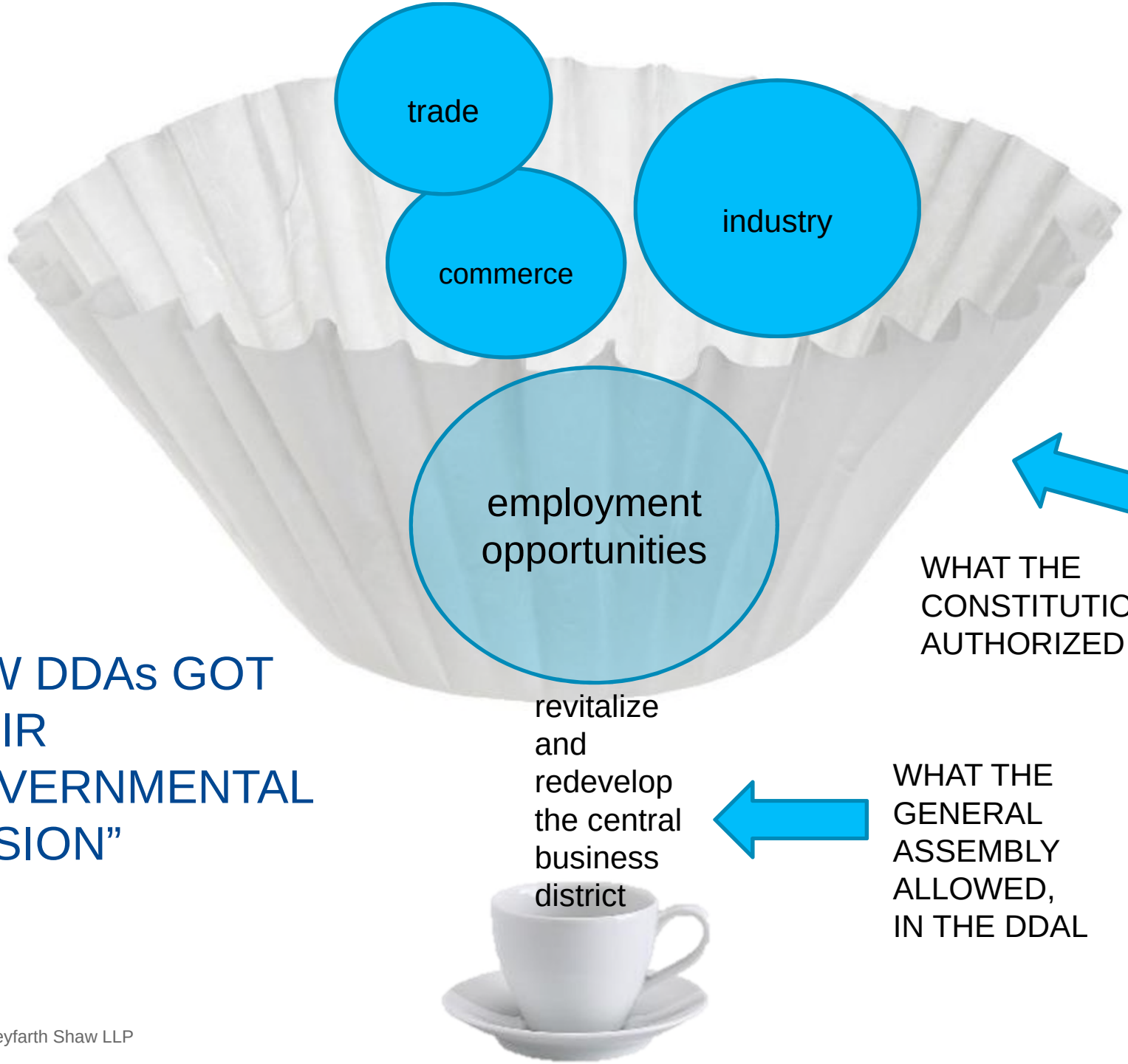
THE DEVELOPMENT OF DEVELOPMENT AUTHORITIES IN GEORGIA

TIMELINE

1945 Georgia's 8th Constitution becomes effective
1963 Industrial Development Authorities Law becomes law
1968 Georgia Constitution amended to authorize development authorities
1969 Development Authorities Law becomes law
Industrial Development Authorities Law repealed
1976 Georgia's 9th Constitution becomes effective
1981 Downtown Development Authorities Law becomes law
Joint Development Authorities authorized
1983 Georgia's 10th Constitution becomes effective
1987 Constitutional DAs lapse unless continued
2004 Counties authorized to belong to more than one JDA



HOW DDAs GOT THEIR "GOVERNMENTAL MISSION"



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GOVERNANCE OF THE DDA

STATUTORY DDA ACTIVATING RESOLUTION

- The governing body of the city “activates” the DDA via an “activating resolution”
  - The General Assembly has already created a DDA for each city
- The DDA cannot transact any business or exercise any powers until the city activates it
- In the activating resolution, the city must-
  - designate the city’s downtown development area (the geographical jurisdiction of the DDA)
  - appoint the initial directors of the DDA O.C.G.A. Sec. 36-42-5

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- The activation, the designation and the appointment are all supposed to be done at the same time
- What's the result if there never was a resolution that designated the downtown development area?
- What's the result if the activation, the designation, and the appointment were done, but were done by different resolutions adopted at different times?

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ORGANIZING THE DDA

BOARD	BYLAWS	OFFICERS
• Statutory DDA: 7 members; (can include 1 person from mayor or council); term (after first appointments) 4 years (city official's term ends when no longer in office); majority of quorum to pass resolution except issuing debt (needs majority of whole board) • Constitutional DDA- all set by LCA	• Adopted by board • Best practice: include only matters not dictated by governing law, such as officer terms, calling special meetings, meeting schedule • Directors must comply with procedures in bylaws such as notice required before amending bylaws	• Statutory DDA: Chair and Vice Chair (both members), Secretary and Treasurer or Secretary-Treasurer (membership optional) • Constitutional authority- all per LCA

STATUTORY DDA DIRECTOR QUALIFICATIONS

A DIRECTOR OF A STATUTORY DDA HAS TO HAVE (AND MAINTAIN AT ALL TIMES) ONE OF THESE QUALIFICATIONS-

1. City resident
2. Resident of City's County and own or operate a business in the downtown development area
3. Qualified under both 1 and 2
4. Member of City's governing body

(at least 4 of the Directors in the above categories have to have or represent a party who has an economic interest in the redevelopment and revitalization of the downtown development area)

5. Resident of Georgia and own a business in the downtown development area

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CONSTITUTIONAL DDA DIRECTORS

MEMBERSHIP DEPENDS ON THE LOCAL CONSTITUTIONAL AMENDMENT (LCA) AND ANY IMPLEMENTING LOCAL LAWS.

FOR EXAMPLE,

"The authority shall be composed of nine members to be appointed and elected as hereinafter provided. One member of the authority shall be appointed by the mayor and city council of the City…. Five members of the authority shall represent the owners of real property and shall be known as Real Property Owner Group. The remaining three members of the authority shall represent the owners of business establishments whose principal place of business is located in the downtown [City] district and shall be the person or persons actually licensed and operating a business in the district. These members shall be known as the Business Owner Group. The appointment of the representative for the City … to the authority shall be mandatory."

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STAFF

- Provides Support to Officers and Board
- Can be hired and compensated
- Can be loaned, assigned or "seconded" by city to DDA
  - Regular salary wouldn't be paid by DDA, so are really appointed instead of hired
  - Sometimes DDA pays additional compensation
  - Careful with bonuses- could be prohibited "gift or gratuity"
  - Understand issues about who is the employer and who has what liabilities

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STAFF

Conflict of interest situations can arise

- Classic example: executive director is city employee and city (or city manager) disagrees with DDA policies or actions

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ATTORNEY

- DDA engages its own attorney
  - city attorney not automatically attorney for DDA
  - if city attorney also engaged by DDA conflicts of interest can arise
  - Example- intergovernmental agreement
- Advises board, officers and staff
- Represents interests of DDA
  - For example, acts as its “Issuer’s Counsel” when it issues revenue bonds

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THE DDA'S JURISDICTION

WHERE IT CAN OPERATE

STATUTORY DDA AREA OF OPERATIONS

- The DDA is supposed to operate in the downtown development area.
- How is the downtown development area determined?
  - This is the "geographical area within the municipal corporation which, in the judgment of the governing body [of the city], constitutes the central business district." O.C.G.A. Sec. 36-42-5(a).
- The City from DDA to time can update the authorized area by adopting a resolution specifying the area which, in the judgment of the City, "at the time constitutes the central business district." O.C.G.A. Sec. 36-42-6(1)
- Is designation or redesignation subject to challenge?
  - In at least one Superior Court case a few years ago, businessmen in the traditional historical central business district successfully convinced the judge that the expansion of the designated area across a river so as to accommodate a big box retailer was improper.

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CONSTITUTIONAL DDA
WHERE CAN IT OPERATE?

LOOK AT WHAT ITS LOCAL CONSTITUTIONAL AMENDMENT SAYS (SUBJECT TO THE ORIGINAL REFERENDUM AND THE OTHER PROVISIONS OF THE CONSTITUTION)-

FOR EXAMPLE-

"The above area encompassed shall also allow real property owners within 200 feet of the outer boundary with property contiguous to the district to become a part of the territory encompassed by the Downtown [City] Development Authority District, provided such businesses or property are not located more than 200 feet from the outer boundary as described above."

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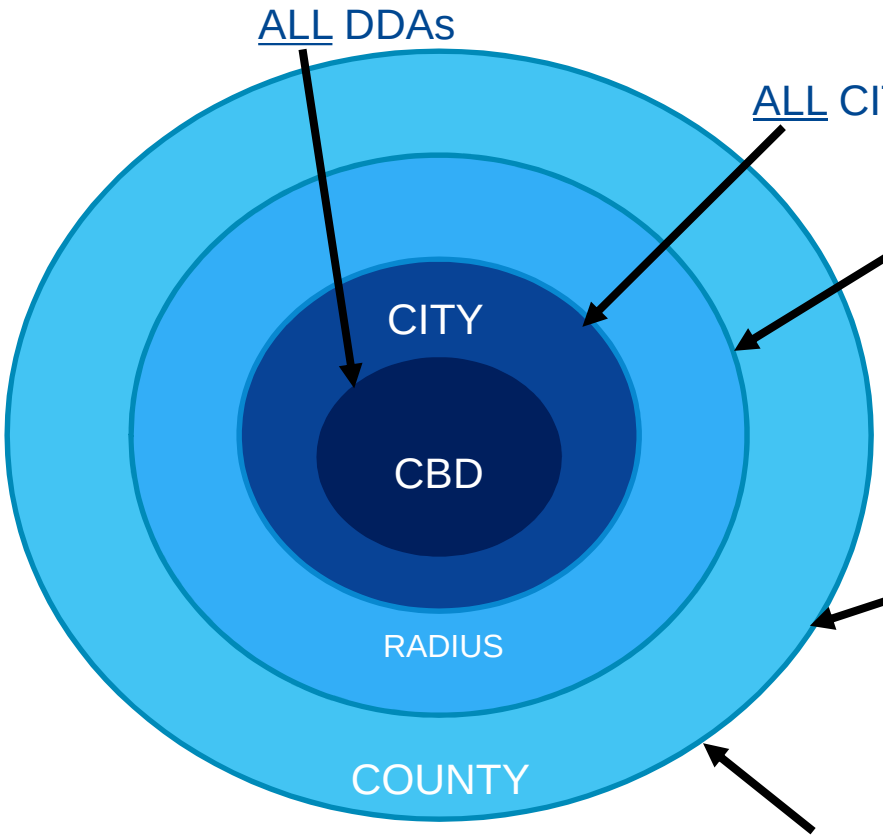
YOU ARE NOT ALONE

jurisdiction begins at center and extends to where arrow points



ALL DDAs

ALL CITY DEVELOPMENT AUTHORITIES

SOME CONSTITUTIONAL CITY DEVELOPMENT AUTHORITIES AND DDAs

ALL COUNTY DEVELOPMENT AUTHORITIES

SOME CONSTITUTIONAL CITY DEVELOPMENT AUTHORITIES

Statutory DDAs have citywide jurisdiction for certain PACE-type projects.

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PROJECTS

WHAT THE DDA CAN DO

THINK BIG

WHEN THE GENERAL ASSEMBLY DEFINED "PROJECT" FOR DDAS, THE LEGISLATIVE INTENT WAS TO CONFER UPON DDAs THE POWER TO ACT UP TO THE FULL CONSTITUTIONAL LIMIT.

- "[The Downtown Development Authorities Law] expands the scope of permissible authority projects beyond that of the DAL to include all types of commercial projects…. This expansion obviously stemmed from the legislative recognition that much of downtown business tends to consist of commerce, and that the effectiveness of the authorities in revitalizing downtown areas would be diminished if they were unable to dangle the lure of revenue financing before the full range of retail and wholesale business."

Odom v. Union City Downtown Development Authority, 251 Ga. 248, 305 S.E.2d 110,114 (1983).

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WHAT'S A "PROJECT"?

STATUTORY DDAs HAVE THE POWER TO CARRY OUT "PROJECTS."

"Project" means:

(A) The acquisition, construction, installation, modification, renovation, or rehabilitation of land, interests in land, buildings, structures, facilities, or other improvements located or to be located within the downtown development area, and the acquisition, installation, modification, renovation, rehabilitation, or furnishing of fixtures, machinery, equipment, furniture, or other property of any nature whatsoever used on, in, or in connection with any such land, interest in land, building, structure, facility, or other improvement, …;

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BROAD SCOPE

A project may be for any industrial, commercial, business, office, parking, **public**, or other use, provided that a majority of the members of the authority determine, by a duly adopted resolution, that the project and such use thereof would further the public purpose of this chapter. …"
O.C.G.A. Sec. 36-42-3(6).

- Note that the DDAL was amended to authorize DDAs to carry out PACE (property assessed clean energy) projects citywide.

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PUBLIC PROJECTS
AND
PUBLIC/PRIVATE PROJECTS (P/3)

DDA PROJECTS CAN'T BE TOO "PUBLIC"

For DDAs, whether or not a project is too "public" is an everyday issue.

Recent guidance- *Bremen*, 1999.

- "[The Development Authority's] proposal to construct an 18-hole public golf course is designed to fulfill the **governmental function** of providing **recreational** facilities and services to area residents. Despite charging admission fees in an attempt to cover its operating expenses and debt service, the project is **not a traditional business enterprise conducted for profit** and thus does not meet the definition of a trade, industry, or commerce."

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HOW “PUBLIC” IS TOO “PUBLIC”?

- Although the DDAL authorizes “public” projects, the case law does not, and the case law controls.
- What is the difference between a DDA-owned golf course, that is operated by a management company, and a DDA-owned farmer’s market?
- Note- Some Constitutional DDAs are authorized under their LCAs to carry out even purely public projects.

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THE EVOLUTION OF PUBLIC/PRIVATE PARTNERSHIPS (P3)

- The Georgia Supreme Court is most comfortable with development authorities when they only finance private projects.
- However, in the 21st Century, many private projects have public involvement.
- Our Courts are receptive to some public/private partnership projects (P3) if they are properly "integrated."
  - ❑ *Odom* case, 1983.

    "This Project is designed to fulfill the **governmental functions** of improving streets and of providing facilities for municipal administration and police and jail services. Accordingly, it does not appear to fit within the definitions of commerce, trade, or industry."
  - ❑ *Nations I case*, 1985 (Underground Atlanta project).

    In the case before us the project is comprised of **both public and private components** which are i**ntegrated** so as to produce the desired purposes. The trial court found that the project will promote and develop the public purposes of trade, commerce, industry, and employment opportunities. There is evidence in the record to support this determination."
- Both *Odom* and *Nations I* involved statutory downtown development authorities.

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LIMITS THE CONSTITUTION SETS ON DDA POWERS

THE CONSTITUTION SETS SOME LIMITS

THE GEORGIA CONSTITUTION-

- PROHIBITS PUBLIC SECTOR FROM CONFERRING A "GIFT OR GRATUITY" ON THE PRIVATE SECTOR
  - Everyday Issue with Incentives

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WHY “GIFTS AND GRATUITIES” WERE PROHIBITED

"The Yazoo land controversy was a massive, real estate fraud perpetrated, in the mid-1790s, by Georgia governor George Mathews and the Georgia General Assembly. Georgia politicians sold large tracts of territory in the Yazoo lands, in what are now portions of the present-day states of Alabama and Mississippi, to political insiders at very low prices in 1794….In the landmark decision in Fletcher v. Peck (1810), the [U.S. Supreme] Court ruled that the contracts were binding and the state could not retroactively invalidate the earlier land sales." Source: Wikipedia

Source: alabamapioneers.com

THE CONSTITUTION SETS SOME LIMITS

THE GEORGIA CONSTITUTION-

- PROHIBITS STATUTORY LOCAL AUTHORITIES FROM ROAD CONSTRUCTION PROJECTS INVOLVING LOCAL GOVERNMENTS
  - CID Can Be Useful Partner in Road Projects

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RULES THE DDA MUST FOLLOW

YOU HAVE TO FOLLOW THE RULES

Applicable Laws

- Example: Open Meetings Act, O.C.G.A. Sec. 50-14-1 *et seq*.,
- Example: Open Records Act, O.C.G.A. Sec. 50-18-70, *et seq*.
- Example: State Code of Ethics, O.C.G.A. Sec. 45-10-3

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YOU HAVE TO FOLLOW THE RULES

Applicable Laws

- Example- Reporting of “public “benefits” it provides (applies to certain incentives). *See* O.C.G.A. Sec. 50-36-1
- Example: Georgia Local Government Public Works Construction Law. O.C.G.A. Sec. 36-91-1 *et seq.*
  - for DDA projects
  - doesn’t cover properly structured projects for prospects
- Federal and State environmental laws

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GETTING ALONG WITH STAKEHOLDERS A “MUST” FOR THE DDA

YOU HAVE TO GET ALONG WITH YOUR STAKEHOLDERS

- A DDA has a different cast of stakeholders than a citywide development authority or a countywide development authority
- DDA stakeholders include-
  - City
  - City Manager
  - City offices like planning & zoning, building permits
  - Business Owners
  - Property Owners
  - Chamber of Commerce

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STAKEHOLDERS

- DDA stakeholders include-
- County
- Other Local Authorities and Local Officials
- The Public
- The State
  - Georgia Department of Community Affairs
- State Legislative Delegation

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WHAT IF YOU CAN'T GET ALONG?

IS DISSOLVING THE DDA AN OPTION?

- Statutory DDAs have "perpetual existence". O.C.G.A. Sec. 36-42-7.
- A similar provision (O.C.G.A. Sec. 36-62-14) for statutory citywide and countywide development authorities under the Development Authorities prevented dissolution of such an authority by the parent local government.
- This Section of the Development Authorities Law was amended by the General Assembly in 2000 to allow the parent local government to dissolve a statutory citywide or countywide development authority if it did not have bonds (or bond anticipation notes) outstanding.
- No corresponding amendment was made to the Downtown Development Authorities Law.

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WHAT IF YOU CAN'T GET ALONG?

IS DISSOLVING THE DDA AN OPTION?

- Constitutional DDAs-
  - They exist under their respective Local Constitutional Amendments (LCAs).
  - An LCA can be repealed (but not amended). A referendum is required.
  - Some LCAs have special dissolution provisions, typically providing for the Constitutional DDA's property to pass to the City if the DDA is dissolved.
  - Unlikely that a Court would permit a dissolution in a situation where it jeopardized repayment of any outstanding bonds.

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WHAT IF YOU CAN'T GET ALONG?

CAN THE CITY REMOVE DIRECTORS FROM OFFICE?

- STATUTORY DDAs- NO REMOVAL PROVISION.

  "The City takes the position that because the Act is silent as to removal, it must be presumed that the directors who are appointed by the City serve at the City's pleasure. We do not agree. The fact that the legislation provides specified terms for the office of director is inconsistent with the idea of tenure at the pleasure of the City." … "Because the matter is not before us, we express no opinion as to whether directors may be removed for cause, or under what procedures that might be done." *Hernandez v. Downtown Development Authority of the City of St. Marys*, 56 Ga. 356, 349 S.E.2d 449 (1986).

- CONSTITUTIONAL DDAs- REMOVAL POSSIBILITY DEPENDS ON LOCAL CONSTITUTIONAL AMENDMENT.
  - SOME LCAs HAVE REMOVAL PROVISIONS.

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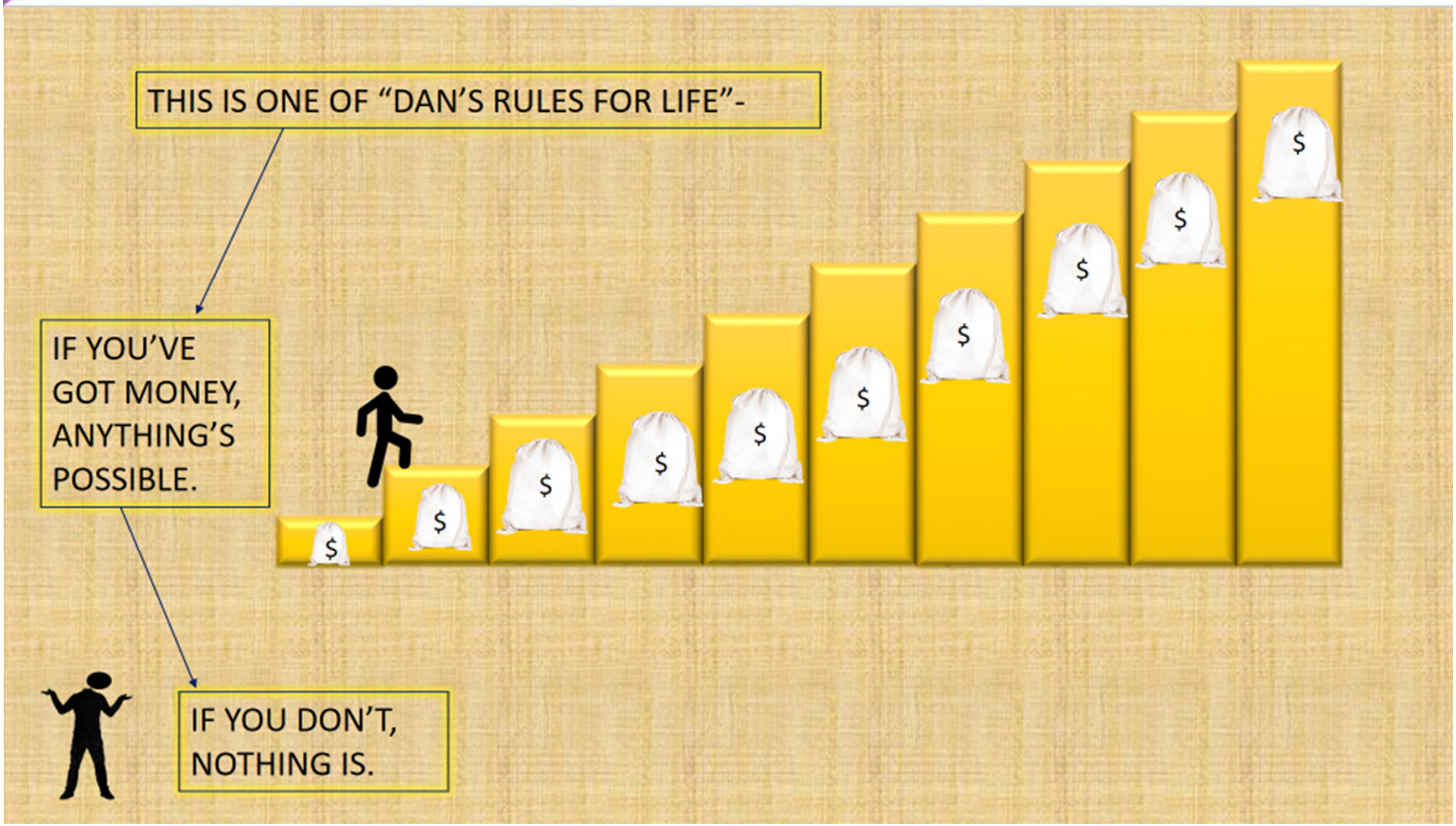
FINANCING POWERS

HOW THE DDA GETS PROJECTS DONE

ONE OF “DAN’S RULES FOR LIFE”



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DDAs HAVE SPECIAL FINANCING POWERS

- LIKE OTHER DEVELOPENT AUTHORITIES, DDAs CAN ISSUE REVENUE BONDS O.C.G.A. Sec. 36-42-8(a)(6)
- BUT DDAs CAN ALSO ISSUE PROMISSORY NOTES. O.C.G.A. Sec. 36-42-8(a)(6).
  - DDA NOTES HAVE TO BE “REVENUE NOTES” PAYABLE OUT OF PLEDGED REVENUE, NOT OUT OF THE FULL FAITH AND CREDIT OF THE DDA. O.C.G.A. Sec. 36-42-9(a)

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DDAs HAVE SPECIAL FINANCING POWERS

- THE CITY IS NOT LIABLE FOR DDA REVENUE BONDS OR NOTES.
- BUT DDA REVENUE BONDS AND NOTES CAN BE SUPPORTED BY AN INTERGOVERNMENTAL AGREEMENT WITH THE CITY.
- GEORGIA CONSTITUTION AUTHORIZES STATE, LOCAL GOVERNMENTS, AND LOCAL AUTHORITIES TO ENTER INTO CONTRACTS AMONG THEMSELVES FOR UP TO 50 YEARS
- Georgia Supreme Court Upheld "Right to Bind Successors" in 2015
- Confirmed Bonds for Braves and Falcons

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DDAs HAVE SPECIAL FINANCING POWERS

- THE CITY CAN COMMIT UP TO 3 MILLS TO FINANCIALLY ASSIST THE DDA PER O.C.G.A. SEC. 48-5-350
  - CHARTER CONSTRAINTS ON CITY MILLAGE SHOULD BE CONSIDERED
- THE DDA CAN PLEDGE THE IGA'S REVENUES TO REPAY DDA BONDS OR NOTES.
- DDA BONDS OR NOTES SECURED BY A CITY IGA ARE VERY MARKETABLE.
- INTEREST RATES AND TERMS ARE VERY GOOD.

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DDAs HAVE SPECIAL FINANCING POWERS

- CONSISTENT WITH GENERAL PATTERN, DDA REVENUE BONDS HAVE TO BE JUDICIALLY VALIDATED. O.C.G.A. Sec. 36-42-10(a)
- SPECIAL RIGHT- DDA HAS THE OPTION TO GET ITS PROMISSORY NOTES JUDICIALLY VALIDATED. O.C.G.A. Sec. 36-42-10(a)

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SPECIAL POWERS
IMPORTED POWERS

DDAs HAVE OTHER SPECIAL POWERS

- CONSTITUTIONAL DDAs HAVE WHATEVER POWERS WERE INCLUDED IN THEIR LOCAL CONSTITUTIONAL AMENDMENTS AND RELATED LOCAL ACTS
- BUT EVEN STATUTORY DDAs HAVE SOME POWERS THAT CITYWIDE OR COUNTYWIDE DEVELOPMENT AUTHORITIES DON'T HAVE UNDER THE DEVELOPMENT AUTHORITIES LAW
- SPECIAL STATUTORY DDA POWERS-
  - OPERATE OR MANAGE PROJECTS. O.C.G.A. Sec.. 36-42-8(a)(5)
    - APPARENTLY DDA CAN GO INTO BUSINESS.
    - IN REALITY, THERE ARE CONSTITUTIONAL LIMITS. *See Smith v. State*, 222 Ga. 552, 150 S.E.2d 868 (1966)(Constitutional amendment invalid, in part, because it did not limit the activities of the county in furnishing facilities to private enterprise to relieve unemployment, or for any other public purpose).
  - "EXERCISE ANY POWER GRANTED BY THE LAWS OF THIS STATE TO PUBLIC OR PRIVATE CORPORATIONS WHICH IS NOT IN CONFLICT WITH THE PUBLIC PURPOSE OF THE [DDA]. O.C.G.A. Sec.. 36-42-8(a)(20)
    - THIS POWER COULD HAVE AUTHORIZED CONFERENCE CALL MEETINGS OF THE DIRECTORS PRIOR TO THE EFFECTIVENESS OF HB 397 (NEW OPEN MEETINGS/OPEN RECORDS LAW)

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DDAs HAVE OTHER SPECIAL POWERS

SPECIAL STATUTORY DDA POWERS-

- PER O.C.G.A. SEC. 36-42-3(6), A DDA CAN IMPORT POWERS UNDER-
  - CITY BUSINESS IMPROVEMENT DISTRICT ACT (O.C.G.A. Sec. 36-43-1 et seq.)

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DDAs HAVE OTHER SPECIAL POWERS

- PER O.C.G.A. SEC. 36-42-3(6), A DDA CAN IMPORT POWERS UNDER-
  - REDEVELOPMENT POWERS LAW (O.C.G.A. Sec. 36-44-1 et seq.) WHEN THE CITY HAS REDEVELOPMENT POWERS AND THE DDA HAS BEEN DESIGNED AS A REDEVELOPMENT AGENCY (O.C.G.A. Sec. 36-61-1 et seq.)
  - URBAN REDEVELOPMENT LAW (O.C.G.A. Sec. 36-61-1 et seq.)
    - *WHEN THE DDA HAS BEEN DESIGNATED AS AN URBAN REDEVELOPMENT AGENCY*
- DDA CAN ENTER INTO COOPERATION AGREEMENTS WITH THE CITY'S URBAN RESIDENTIAL FINANCE AUTHORITY
  - WHEN THE CITY QUALIFIES FOR AN URFA

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DDAs HAVE OTHER SPECIAL POWERS

- A CITY CAN HAVE TWO REDEVELOPMENT AGENCIES
  - DDA WITHIN THE DOWNTOWN AREA IF IT'S WITHIN THE REDEVELOPMENT AREA
  - ANOTHER REDEVELOPMENT AGENCY FOR THE REST OF THE REDEVELOPMENT AREA. O.C.G.A. Sec. 36-44-4(f)
- IF A TAD IS CREATED UNDER THE REDEVELOPMENT POWERS LAW AND TAX ALLOCATION BONDS WILL BE ISSUED, THOSE BONDS ARE ISSUED BY THE CITY, NOT THE DDA.
  - DDA CAN ACT AS "PROGRAM MANAGER"

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TAKE OFF!

WHAT SOME DDAs ARE DOING WITH THEIR POWERS

FAÇADE GRANT PROGRAMS

- Around 40 DDAs have them
- Must promote revitalization of CBD
- Must be structured to avoid violating Georgia Constitution's prohibition on "Gifts and Gratuities"
- Process should be transparent
- A good application form solves many issues

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REDEVELOPMENT

Typical DDA activities-

- Property acquisition
- Town Center
- Town Green
- Incentives for redevelopment by private sector
- Public/Private Partnership Projects (P3) with private sector developers

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REDEVELOPMENT

DUBLIN "SKYSCRAPER"

"The restoration of the seven-story building known as Dublin's skyscraper is a partnership with the Dublin Downtown Development Authority, Walters Management Co. and Georgia Military College. It has been called the tallest building between Macon and Savannah.

The downtown development authority began preparing the building for development in 2013, which included getting an option to purchase, gaining approval for state and federal historic tax credits and securing a developer and tenants."

Source: press release

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THE DYNAMIC DDA
CONCLUSION

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DDAs ARE IMPORTANT

BOTH CITYWIDE DEVELOPMENT AUTHORITIES AND COUNTY DEVELOPMENT AUTHORITIES HAVE JURISDICTION WITHIN A DDA'S AREA OF OPERATIONS. SO, WHY DO WE NEED DDAs? ANSWER

- ONE SIZE DOES NOT FIT ALL;
- DDAs ARE A SPECIALIZED RESPONSE TO A SPECIALIZED NEED;
- DDAs ARE THE MOST INVOLVED WITH THE DOWNTOWN DEVELOPMENT AREA;
- DDAs HAVE SOME SPECIAL POWERS THAT CAN BE VERY HELPFUL IN SPECIAL SITUATIONS;
- DDAs' DIRECTORS REPRESENT THE DOWNTOWN STAKEHOLDERS; AND
- DDAs HAVE AN IMPORTANT ROLE TO PLAY!

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QUESTIONS?

Daniel M. McRae, Partner

Seyfarth Shaw LLP

1075 Peachtree Street, N.E., Suite 2500
Atlanta, Georgia 30309
Telephone: 404.888.1883
dmcrae@seyfarth.com

http://danmcrae.info

FOR MORE INFORMATION

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SCOPE

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