



REGULAR MEETING MINUTES
TUESDAY, SEPTEMBER 13, 2022 at 4:00 PM
THE COLONNADE
264 CATOOSA CIR., RINGGOLD, GA 30736

TIME AND PLACE OF THE MEETING

The regular meeting of the Catoosa County Development Authority/Development Authority of Catoosa County (EDA) was held on September 13, 2022 at 4:00 PM at The Colonnade located at 264 Catoosa Cir., Ringgold, GA 30736.

CALL TO ORDER

Chair Rick Partain established that a quorum was present and called the meeting to order at 4:06 PM.

- ❖ The following board members were present: Rick Partain, Stephanie Dickert, Ray Johnson, Charles Lancaster
- ❖ The following board members were absent: Mike Signiski, Jim Cutler, Paul Lee
- ❖ The following ex officio members were present: Vanita Hullander
- ❖ The following staff were present: Dan Wright, Rachel Clark, Chris Harris, Meghan Trusley
- ❖ The following guests were present: Phyllis Williams, Nick Ware

AGENDA SETTING

PROPOSED APPROVAL OF AGENDA FOR REGULAR MEETING ON SEPTEMBER 13, 2022

Stephanie Dickert made a motion to approve the presented agenda of the Regular EDA Meeting held on September 13, 2022. Charles Lancaster seconded the motion. Chair Partain called for all those in favor of approving the motion to indicate so by saying aye. There was no opposition, and the motion was approved by unanimous consent.

MINUTES

PROPOSED APPROVAL OF MINUTES OF THE REGULAR EDA MEETING HELD ON AUGUST 9, 2022

Ray Johnson made a motion to approve the minutes of the Regular EDA Meeting held on August 9, 2022. Stephanie Dickert seconded the motion. Chair Partain called for all those in favor of approving the motion to indicate so by saying aye. There was no opposition, and the motion was approved by unanimous consent.

OLD BUSINESS

None.



NEW BUSINESS

PROPOSED APPROVAL OF INVOICES RELATED TO HOSPITAL PROPERTY

CFO Rachel Clark presented two invoices related to the operation of the hospital property located at 100 Gross Crescent Circle in Fort Oglethorpe for ratification. The first, from North Georgia EMC, totaled \$81,604.78. The second, from the City of Fort Oglethorpe for water and sewer, totaled \$18,468.46.

Stephanie Dickert made a motion to ratify the payment of the invoices. Charles Lancaster seconded the motion. Chair Partain called for all those in favor of approving the motion to indicate so by saying aye. There was no opposition, and the motion was approved by unanimous consent.

PROPOSED APPOINTMENT OF REPRESENTATIVE TO CATOOSA COUNTY CHAMBER OF COMMERCE BOARD OF DIRECTORS AS EDA EX OFFICIO MEMBER

Attorney Chris Harris facilitated the appointment of a representative to the Catoosa County Chamber of Commerce Board of Directors. Prior to March 2022, the Economic Development Director served as the EDA's Ex Officio member on the Board of Directors. Chris Harris requested a nomination for the Ex Officio EDA Representative on the Catoosa County Chamber of Commerce Board of Directors.

Ray Johnson made a motion to appoint Chairman Rick Partain as the Ex Officio EDA Representative on the Catoosa County Chamber of Commerce Board of Directors. Charles Lancaster seconded the motion. Chair Partain called for all those in favor of approving the motion to indicate so by saying aye. There was no opposition, and the motion was approved by unanimous consent.

PROPOSED TRANSFER OF HUTCHESON MEDICAL CENTER PROPERTY AND ASSIGNMENT/TRANSFER OF LEASES AND OBLIGATIONS TO THE CATOOSA COUNTY PUBLIC FACILITIES AUTHORITY, WITH AN EFFECTIVE DATE OF 10/01/2022

Attorney Chris Harris presented to the Board the transfer of the Hutcheson Medical Center property, leases, and obligations from the Economic Development Authority to the Public Facilities Authority. He noted that the Public Facilities Authority would take responsibility for the property, leases, and obligations on October 1, 2022 to align with the County's fiscal year, if the transfer was approved.

(See Attached Resolution)

Stephanie Dickert made a motion to transfer Hutcheson Medical Center Property and Leases and Obligations to the Catoosa County Public Facilities Authority, effective 10/01/2022. Ray Johnson seconded the motion. Chair Partain called for all those in favor of approving the motion to indicate so by saying aye. There was no opposition, and the motion was approved by unanimous consent.

REPORTS/DISCUSSIONS

FINANCE

CFO Rachel Clark updated the Board's financial position with a report from July. In July, the EDA Cash Balance was \$1,240,484.95 which included lease payments from both tenants located at 100 Gross Crescent Circle. The majority of this balance is due to the County to pay for Hospital building expenses. Available 2019 SPLOST funds were \$123,099.



A new Hutcheson Building Budget Report was also presented to the board which showed a loss of \$16,366.88 in July.

ECONOMIC DEVELOPMENT REPORT

Meghan Trusley updated the board with a verbal report regarding current Economic Development Activity in the County. She noted that the Economic Development had received a Notice to Proceed on road construction at the Business Park from TVA in regards to their InvestPrep Grant. Staff has met with Barge Engineering and is currently reviewing their proposed scope of work to provide surveying and civil engineering design services for an internal road for the Catoosa County Business Park.

EXECUTIVE SESSION

Stephanie Dickert made a motion to enter Executive Session for the purposes of Legal and Real Estate discussions. Charles Lancaster seconded the motion. Chair Partain called for all those in favor of approving the motion to indicate so by saying aye. There was no opposition, and the motion was approved by unanimous consent. The board entered Executive Session at 4:24 PM.

Stephanie Dickert made a motion to exit Executive Session. Charles Lancaster seconded the motion. Chair Partain called for all those in favor of approving the motion to indicate so by saying aye. There was no opposition, and the motion was approved by unanimous consent. The board exited Executive Session at 4:50 PM.

OPEN SESSION

None.

ADJOURN

*Stephanie Dickert made a motion to adjourn. Ray Johson seconded the motion. Chair Partain called for all those in favor of approving the motion to indicate so by saying aye. There was no opposition, and the motion was approved by unanimous consent. **The board adjourned at 4:50 PM.***

Officer Approval of Minutes

Name _____

Position _____

RESOLUTION OF THE CATOOSA COUNTY DEVELOPMENT AUTHORITY

WHEREAS, the Catoosa County Development Authority, a development authority created under the Development Authorities Law, O.C.G.A. § 36-62-1 *et seq.* (the “*Authority*”) is aware that CHI Memorial Hospital – Georgia, Inc. (“*Memorial*”), a Georgia nonprofit corporation presently owns and operates the sole community hospital in Catoosa County (the “*Hospital*”); and

WHEREAS, the Authority is also aware that Memorial proposes the construction of a replacement hospital with sixty-four (64) medical/surgical beds, an emergency department, and necessary medical equipment, along with related on-site infrastructure (the “*Project*”) in Ringgold, Catoosa County, Georgia, which is within the area of operation of the Authority; and

WHEREAS, by separate Resolutions previously adopted and execution of a Memorandum of Understanding in conjunction with said Resolutions, both the Authority and the Board of Commissioners of Catoosa County have indicated their support of the Project and willingness to utilize bond financing for the Project, all pursuant to the terms, conditions and provisions of said Resolutions and Memorandum of Understanding; and

WHEREAS, Memorial currently operates the Hospital in and on a portion of the real property and improvements located at 100 Gross Crescent Circle, Ft. Oglethorpe, Catoosa and Walker Counties, Georgia 30742 (the “*Property*”) pursuant to a Lease Agreement (the “*Memorial Lease*”) with ENOTS, LLC, a Georgia limited liability company, as assigned to the Authority; and

WHEREAS, upon the completion of the Project, Memorial intends to re-locate its Hospital operations from the Property to the newly constructed facility which is a part of the Project and the Memorial Lease will be terminated; and

WHEREAS, a portion of the Property is also occupied and utilized by a third party which operates a Skilled Nursing Facility pursuant to the a separate Lease Agreement with ENOTS, LLC, a Georgia limited liability company, as assigned to the Authority (the “*SNF Lease*”); and

WHEREAS, the effective December 27, 2021, the prior owner of the Property (ENOTS, LLC) donated the Property, together with its interest in the Memorial Lease and the SNF Lease, to the Authority as a tax-exempt third-party entity in order to realize the tax benefits in connection with said donation; and

WHEREAS, the Authority accepted the donation of the Property and the assignment of the Memorial Lease and the SNF Lease as a part of its support for Memorial, the Hospital and the Project, and in order to participate in the economic redevelopment of the Property upon completion of the Project and termination of the Memorial Lease, all in furtherance of job creation, attraction of capital investment, increasing the local tax base, overall economic development and other public purposes for which the Authority was created, the Authority desires to accept the donation of the Property from the Owner; and

WHEREAS, pursuant to Local Act of the Georgia General Assembly, the Catoosa County Public Facilities Authority (the “PFA”) was created for the purposes of owning, operating, maintaining, improving and leasing publicly owned properties and facilities of Catoosa County, in addition to other purposes more particularly described in said Local Act; and

WHEREAS, in order to carry out the foregoing purposes, the Authority agreed to receive the donation of the Property and hold and maintain the Property until such time as the PFA could appoint and establish its governing body and meet to adopt its By-Laws, Rules of Procedure and other operating procedures and, upon completion of said items, to transfer the Property, the Memorial Lease and the SNF Lease to the PFA to hold and maintain for future use by the County; and

WHEREAS, in consideration of the above referenced support for the Project and the proposed donation of the Property as referenced herein, and after careful study and investigation of the same, at a meeting open to the public, held in accordance with the Open Meetings Act, the Authority has determined transferring the Property, the Memorial Lease and the SNF Lease to the PFA for maintenance and redevelopment of the same, is in furtherance of the public purposes for which both the Authority and the PFA were created. Without limiting the foregoing, the said transactions reflect a commitment of the County and the Authority to economic development in Catoosa County and a desire to make our community more attractive places to live and work; and

WHEREAS, the Authority has determined that it is in the best interests of the inhabitants of the area served by the Authority that the transactions described herein move forward without delay.

NOW, THEREFORE, BE IT SO RESOLVED as follows:

1. The Authority hereby finds that the proposed Project, as well as accepting the donation of the Property and transferring the same to the PFA for maintenance and the redevelopment of the same, will develop and promote for the public good and general welfare trade, commerce, industry and employment opportunities, and will increase employment opportunities and lessen unemployment and underemployment within Catoosa County, all for the promotion of the general welfare of the area of operation of the Authority and of the State of Georgia.

2. Based upon the findings set forth herein, the Authority is hereby authorized to transfer the Property to the PFA, including but not limited to (i) transferring fee simple title to the Property such that the PFA becomes the record owner thereof; (ii) transferring the obligations of the Authority as the Lessor under the Memorial Lease and the SNF Lease to the PFA; (iii) authorizing the PFA to receive any and all revenues generated by or from the Property, including but not limited to the payments and revenues generated from the Memorial Lease and the SNF Lease; (iv) transferring the responsibility for all operational or other expenses or liabilities for the Property to the PFA; and (v) payment of the Authority’s proportionate share of any and all fees or other expenses which are necessary to complete the transactions contemplated herein.

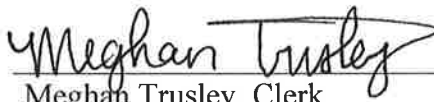
3. The Chair or Vice Chair and Secretary or their authorized designees are further hereby authorized to take any and all further action and execute and deliver any and all agreements or other documents which are or may be convenient or necessary to carry out the transactions contemplated by this Resolution, including the transfer of the Property.

4. Irrespective of the date of the approval and adoption of this Resolution, the transactions contemplated herein shall not become effective until October 1, 2022.

Adopted this 13th day of September, 2022.

CATOOSA COUNTY DEVELOPMENT AUTHORITY

By: 
Rick Partain, Chairman

Attest: 
Meghan Trusley, Clerk

(SEAL)