STATE OF GEORGIA
COUNTY OF CLAYTON

RESOLUTION NO. 2015-08

A RESOLUTION AUTHORIZING THE ADDITION OF THE CITY OF COLLEGE PARK, GEORGIA TO THE CLAYTON COUNTY LAND BANK

WHEREAS, in enacting Section 48-4-100 et seq. of the Official Code of Georgia Annotated (hereinafter the "Land Bank Act"), the Georgia General Assembly found that there exists in the State of Georgia a continuing need to strengthen and revitalize the economy of the State of Georgia and local units of government in this state and that it is in the best interests of the State of Georgia and local units of government in this State to assemble or dispose of public property, including dilapidated, abandoned and tax delinquent property, in a coordinated manner to foster the development of that property and to promote economic growth in the State of Georgia;

WHEREAS, the Land Bank Act permits any county or counties and at least one city located in each participating county to enter into an intergovernmental contract establishing a land bank, the purpose of which would be to acquire tax delinquent and other properties in order to foster the public purpose of returning property which is non-revenue generating and non-tax producing to an effective utilization status in order to provide housing, new industry and jobs for the citizens of the State of Georgia;

WHEREAS, the Clayton County Board of Commissioners and the City Council of the City of Forest Park, Georgia (hereinafter "the Parties"), have previously established the Clayton County Land Bank to benefit the citizens and governments of and located within Clayton County and the City of Forest Park, Georgia;

WHEREAS, the City of College Park, Georgia, desires to join the Clayton County Land Bank as a municipal partner, recognizing that the Clayton County Land Bank exists as a public body corporate and politic within the State of Georgia to exercise the powers, duties, functions, and responsibilities of a land bank under the Land Bank Act;

WHEREAS, there exist in the City of College Park, Georgia, properties which are vacant and dilapidated and which are not in compliance with applicable building and property maintenance codes;

WHEREAS, there exist in the City of College Park, Georgia, properties which are tax-delinquent and for which there may be no private purchasers at tax foreclosure sales;

WHEREAS, there may exist in the future properties which are forfeited pursuant to O.C.G.A. § 16-13-49;

WHEREAS, these properties contribute to the blight and deterioration of the community and constitute an economic burden to the community;

WHEREAS, the City of College Park, Georgia, desires to join the Clayton County Land Bank as a municipal partner to benefit the health and safety of the citizens of Clayton County and the City of College Park, Georgia.

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF COLLEGE PARK, GEORGIA, AND IT IS HEREBY RESOLVED THAT THE CITY OF COLLEGE PARK HEREBY JOINS THE CLAYTON COUNTY LAND BANK ON THE FOLLOWING TERMS AND CONDITIONS:

ARTICLE I: CREATION OF LAND BANK

Section 1.01. Creation and Legal Status of Land Bank. The Land Bank exists as a separate legal entity and public body corporate, to be known as the "Clayton County Land Bank," for the purposes of acting as a land bank under the Land Bank Act and implementing and administering this Resolution.

Section 1.02. By-Laws, and Policies and Procedures. The Board of the Land Bank has adopted by-laws, policies, and procedures consistent with the provisions of this Resolution and the Land Bank Act.

Section 1.03. Principal Office. The principal office and meeting location of the Land Bank shall be at a location within the geographical boundaries of Clayton County, as determined by the Board.

Section 1.04. Title to Land Bank Assets. Except as otherwise provided in this Resolution, the Land Bank shall have title to all of its Real Property and no Party shall have an ownership interest in Real Property owned by the Land Bank.

Section 1.05. Tax-Exempt Status. The Parties intend the activities of the Land Bank to be governmental functions carried out by an instrumentality or political subdivision of the State as described in Section 115 of Title 26 of the United States Internal Revenue Code, or any corresponding provisions of any future tax code. The

Parties also intend the activities of the Land Bank to be governmental functions carried out by a political subdivision of this State, exempt to the extent provided under Georgia law from taxation by this State, including, but not limited to, ad valorem property tax exemption pursuant to Section 48-5-41 of the Official Code of Georgia Annotated or corresponding provisions of future State tax laws.

Section 1.06. Waiver of Special Assessments. Upon the request of the Land Bank and for the purposes of fostering the goals and objectives of the Land Bank, any Party, at its option and in its discretion, may extinguish special assessments levied by the Party prior to the date of acquisition by the Land Bank against Real Property owned by the Land Bank, or may exempt Real Property owned by the Land Bank from the imposition of special assessments.

Section 1.07. Compliance with Law. The Land Bank shall comply with all federal and state laws, rules, regulations and orders applicable to this Resolution.

Section 1.08. Relationship of Parties. The Parties agree that no Party shall be responsible, in whole or in part, for the acts of the employees, agents, and servants of any other Party, whether acting separately or in conjunction with the implementation of this Resolution. The Parties shall only be bound and obligated under this Resolution as expressly agreed to by each Party. The Land Bank shall not obligate any Party nor shall any obligation of the Land Bank constitute an obligation of any Party.

Section 1.09. No Third-Party Beneficiaries. Except as otherwise specifically provided, this Resolution does not create in any Person, other than a Party, and is not intended to create by implication or otherwise, any direct or indirect benefit, obligation, duty, promise, right to be indemnified (such as contractually, legally, equitably or by implication), right to be subrogated to any Party's rights under this Resolution, or any other right or benefit.

Section 1.10. Additional Parties to Contract. At any time subsequent to the Effective Date, in accordance with the Land Bank Act, an additional city located in whole or in part within Clayton County may become a Party to the Clayton County Land Bank by completing the following requirements:

(a) unanimous approval of the Board as it exists before the addition of the applicable city and execution by the Board chairperson of the signature page attached hereto as Appendix I;

(b) adoption of this resolution; and

(c) execution by an authorized representative of the applicable city of the signature page attached hereto as Appendix I.

ARTICLE II: BOARD, EXECUTIVE DIRECTOR AND STAFF

Section 2.01. Board Composition. The Land Bank shall be governed by a Board of Directors that shall be appointed within ninety (90) calendar days of the Effective Date. Each member shall serve at the pleasure of the appointing Party and shall serve without compensation. The members shall be residents of their respective appointing Parties and may be employees of the Parties. The members shall be persons who have at least five (5) years of experience or education in urban planning, community development, real estate, law, finance, or related areas. The requisite five (5) years of experience may be satisfied by a combination of experience and education.

The Board shall consist of the following members:

(a) Three (3) members appointed by the Board of Commissioners of Clayton County, one (1) of which will serve for an initial term of two (2) years, and two (2) of which will serve for an initial term of four (4) years. The three (3) board members shall be as follows:

1. Mr. Dave Murphy (Four year term), Nominated by Commissioner Edmondson
2. Ms. Latrice Mitchell (Four year term), Nominated by Chairman Turner
3. Latrevia P. Kates, Esq. (Two year term), Nominated by Vice Chairman Rooks

(b) Two (2) members appointed by the City of Forest Park, one (1) of which will serve for an initial term of two (2) years, and one (1) of which will serve for an initial term of four (4) years. The two (2) board members shall be as follows:

1. Mr. Al Wiggins (Four year term)
2. Mr. John Westervelt (Two year term)

(c) The City of College Park, Georgia, by the passage of this Resolution, approves the Board of the Clayton County Land Bank Board as stated above. In anticipation of the City of College Park, Georgia's inclusion as a municipal partner, the City of College Park, Georgia, hereby proposes the following language to be approved by the Board of Commissioners of Clayton County, Georgia, and the City of Forest Park, Georgia:

Two (2) members appointed by the City of College Park, one (1) of which will serve for an initial term of two (2) years, and one (1) of which will serve for an initial term of four (4) years. The two (2) board members shall be as follows:

1. Artie Jones, III (Four year term)

2. Terrence Moore (Two year term)

Section 2.02. Term of Office. Except as otherwise provided in this section, the members

of the Board appointed under Section 2.01 shall be appointed for staggered terms as indicated above. All subsequent board appointments and re-appointments shall be for terms of four (4) years. The first term of the initial Board members shall commence on the date of the first Board meeting. Each Board member at the election of his or her appointing Party may serve an unlimited number of terms. In the event State law is amended to provide for different terms or composition of the Board, then the Board as it exists at the time of such amendment shall be authorized to take any action required such that the Board complies with any requirements of State law.

Section 2.03. Removal. Board members serve at the pleasure of their appointing Party and may be removed by the appointing Party at any time with or without cause, or may be removed pursuant to any other provision of Georgia law.

Section 2.04. Vacancies. A vacancy among the members of the Board appointed under Section 2.01, whether caused by the death, resignation, or removal of a Board member, shall be filled in the same manner as the original appointment for the balance of the unexpired term. Such vacancy shall be filled as soon as practicable.

Section 2.05. Participation by School Districts. Each school district containing within its geographical boundaries Real Property owned by the Land Bank shall be given advance notice of each Board meeting and may designate a School District Advisor to the Board.

Section 2.06. Meetings. The Board shall meet at least four (4) times annually and hold such other meetings at the place, date and time as the Board shall determine. All meetings of the Board shall comply with the provisions of Sections 50-14-1 et seq. of the Official Code of Georgia Annotated, including, but not limited to, the provisions requiring public notice of the time, place and date of the meetings.

Section 2.07. Records of Meetings. The Board shall maintain a written record of each meeting. Meeting summaries and minutes shall be kept in accordance with Sections 50-14-1 et seq. and 50-18-70 et seq. of the Official Code of Georgia Annotated.

Section 2.08. Quorum and Voting. Presence for both quorum and voting at a Board meeting may include electronic communication by which such member of the Board is both seen and heard by the members of the Board and any members of the public at the meeting. All actions of the Board shall be approved by the affirmative vote of a majority of the members of the Board present and voting; provided, however, that no action of the Board shall be authorized on the following matters unless approved by a majority of the entire Board membership:

(a) Adoption of by-laws and other rules and regulations for conduct of the Land Bank's business;

(b) Hiring or firing of any employee or contractor of the Land Bank. This function may, by a majority vote of the total Board membership, be delegated to a specific officer or committee of the Land Bank, under such terms and conditions and to the extent that the Board may specify;

(c) The incurring of debt;

(d) Adoption or amendment of the annual budget;

(e) Sale, lease, encumbrance, or alienation of real property, improvements or personal property with a value of more than $50,000; and

(f) Discharge and extinguishment of liens or claims for real property taxes owed to one or more of the Parties on Real Property acquired by the Land Bank.

Section 2.09. Board Responsibilities. The Board shall have all powers necessary to carry out and effectuate the purposes and provisions of this Resolution and the Land Bank Act, including, but not limited to, the powers set forth in Sections 48-4-106 and 48-4-112 of the Land Bank Act.

Section 2.10. Fiduciary Duty. The members of the Board are under a fiduciary duty to conduct the activities and affairs of the Land Bank in the best interests of the Land Bank, including the safekeeping and use of all Land Bank monies and assets. The members of the Board shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 2.11. Compensation. The members of the Board shall receive no compensation for the performance of their duties. A Board member may engage in private or public employment, or in a profession or business, except to the extent prohibited by Georgia law. The Land Bank may reimburse members of the Board for actual and necessary expenses incurred in the discharge of their official duties on behalf of the Land Bank.

Section 2.12. Executive Director.

(This section is reserved and may be amended by the passage of an amendment to this Resolution by all the parties to the Land Bank.)

Section 2.13. Employees.

(This section is reserved and may be amended by the passage of an amendment to this Resolution by all the parties to the Land Bank.)

Section. 2.14. Expertise of Land Bank Staff.

(This section is reserved and may be amended by the passage of an amendment to this Resolution by all the parties to the Land Bank.)

Section 2.15. Ethics. The Board has adopted an ethics policy governing the conduct of Board members, officers, appointees, employees and independent contractors. In the event that the ethics policy is revised, the policy shall be no less stringent than those provided for public officers and employees under Section 45-10-1 et seq. of the Official Code of Georgia Annotated, or corresponding provisions of future State code of ethics.

Section 2.16. Conflicts of Interest. Members of the Board and officers, appointees, employees and independent contractors of the Land Bank shall be deemed to be public officials for the purposes of Section 45-10-20 et seq. of the Official Code of Georgia Annotated, or corresponding provisions of future State conflicts of interest law, and are subject to any other applicable law with respect to conflicts of interest. The Land Bank has established policies and procedures requiring the disclosure of relationships that may give rise to a conflict of interest. The Board requires that any member of the Board with a direct or indirect interest in any matter before the Board disclose the member's interest to the Board before the Board takes any action on the matter.

ARTICLE III: GENERAL POWERS OF LAND BANK

Section 3.01. General Powers Under Land Bank Act. The Land Bank may exercise all of the powers, duties, functions and responsibilities of a land bank under the Land Bank Act to the extent authorized by the Land Bank Act and any other Georgia law.

Section 3.02. Tax Limitation. The Land Bank shall not levy any type of tax or special assessment.

Section 3.03. Eminent Domain Prohibited. The Land Bank shall neither possess nor exercise the power of eminent domain.

Section 3.04. Limitation on Political Activities. The Land Bank shall not spend any public funds on political activities. Subject to the foregoing, this section is not intended to prohibit the Land Bank from engaging in activities authorized by applicable law.

Section 3.05. No Waiver of Governmental Immunity. The Parties agree that no provision of the Resolution is intended, nor shall it be construed, as a waiver by any Party of any governmental immunity provided under any applicable law.

Section 3.06. Non-Discrimination. The Land Bank shall comply with all applicable law prohibiting discrimination.

(a) The Land Bank shall not provide services in a manner that discriminates against an individual because of religion, race, color, national origin, age, sex, sexual orientation, height, weight, marital status, partisan considerations, disability or genetic information.

(b) The Land Bank shall not fail or refuse to hire, recruit, promote, demote, discharge or otherwise discriminate against an individual with respect to employment, compensation, or a term, condition or privilege of employment because of religion, race, color, national origin, age, sex, sexual orientation, height, weight, marital status, partisan considerations, disability or genetic information.

ARTICLE IV: SPECIFIC POWERS OF THE LAND BANK

Section 4.01. Acquisition of Real Property. Except as otherwise provided in this Resolution or under the Land Bank Act, the Land Bank may acquire, by gift, devise, transfer, exchange, foreclosure, purchase or otherwise, Real Property or personal property, or rights or interests in Real Property or personal property, on terms and conditions and in a manner the Board considers is in the best interest of the Land Bank. The Land Bank may purchase Real Property by purchase contract, lease purchase

contract or otherwise. The Land Bank may acquire Real Property or rights or interests in Real Property for any purpose the Land Bank considers necessary to carry out the purposes of the Land Bank Act.

Section 4.02. Tax Delinquent Real Property. Subject to the notice provided to school districts pursuant to Section 48-4-112(a) of the Land Bank Act, and by resolution of the Board subject to the requirements of Section 4.08 of this Resolution, the Land Bank may discharge and extinguish Real Property tax liens and claims owed to one or more of the Parties that encumber Real Property owned by the Land Bank. The Land Bank may bid on and acquire title to Real Property in judicial and non-judicial tax enforcement proceedings in accordance with Section 48-4-112 of the Land Bank Act or such other general, special or local laws as may be applicable to the property tax enforcement procedures of the Parties. The Land Bank may negotiate the acquisition of tax executions in accordance with Section 48-4-112 of the Land Bank Act or such other general, special or local laws as may be applicable to the property tax enforcement procedures of the Parties.

Section 4.03. Quiet Title Actions. The Land Bank may initiate a quiet title action to quiet title to interests in Land Bank Real Property.

Section 4.04. Execution of Legal Documents Relating to Real Property. All deeds, mortgages, contracts, leases, purchases or other contracts regarding Real Property of the Land Bank, including contracts to acquire or dispose of Real Property, shall be approved by the Board or by a Land Bank staff member designated by the Board, and executed in the name of the Land Bank.

Section 4.05. Holding and Managing Real Property. The Land Bank may hold and own in its name any Real Property acquired by the Land Bank or conveyed to the Land Bank by the State, a Party to the Intergovernmental Agreement establishing the Land Bank, a local unit of government, an intergovernmental entity created under the laws of the State, or any other public or private Person, including, but not limited to, Real Property with or without clear title. The Land Bank may, without the approval of a local unit of government in which Real Property held by the Land Bank is located, control, hold, manage, maintain, operate, repair, lease as lessor, secure, prevent the waste or deterioration of, demolish, and take all other actions necessary to preserve the value of the Real Property it holds or owns. The Land Bank shall maintain all Real Property held

by the Land Bank in accordance with applicable laws and codes. Real Property held by the Land Bank shall be inventoried and appraised and classified by the Land Bank according to the title status of the Real Property and suitability for use. The inventory shall be maintained as a public record and shall be filed in the principal office of the Land Bank. The Land Bank may take or perform actions with respect to Real Property held or owned by the Land Bank, including, but not limited to, the following:

(a) grant or acquire a license, easement, or option with respect to Real Property as the Land Bank determines is reasonably necessary to achieve the purposes of this Resolution and the Land Bank Act;

(b) fix, charge, and collect rents, fees, and charges for use of Land Bank Real Property or for services provided by the Land Bank;

(c) pay any tax or special assessment due on Real Property acquired or owned by the Land Bank;

(d) take any action, provide any notice, or institute any proceeding required to clear or quiet title to Real Property held by the Land Bank in order to establish ownership by and vest title to Real Property in the Land Bank; and

(e) remediate environmental contamination on any Real Property held by the Land Bank.

Section 4.06. Civil Action to Protect Land Bank Real Property. The Land Bank may institute a civil action to prevent, restrain or enjoin the waste of or unlawful removal of any Real Property held by the Land Bank.

Section 4.07. Environmental Contamination. If the Land Bank has reason to believe that Real Property held by the Land Bank may be the site of environmental contamination, the Land Bank shall provide the Environmental Protection Division of the Georgia Department of Natural Resources with any information in the possession of the Land Bank that suggests that the Real Property may be the site of environmental contamination. The Land Bank shall cooperate with the Georgia Department of Natural Resources with regard to any request made or action taken by the Department of Natural Resources.

Section 4.08. Transfer of Interests in Real Property by Land Bank. On terms and conditions, in a manner, and for an amount of consideration the Land Bank considers proper, fair and reasonable, including for no monetary consideration, the Land Bank may

convey, sell, transfer, exchange, lease as lessor, mortgage as mortgagor or otherwise dispose of Real Property or rights or interests in Real Property in which the Land Bank holds a legal interest to any public or private Person.

Section 4.09. Criteria for Conveyance. Land Bank Real Property shall be conveyed in accordance with the Land Bank Act and according to criteria determined in the discretion of the Board and contained in the policies and procedures adopted by the Board. The Board may adopt policies and procedures that set forth priorities for a transferee's use of Real Property conveyed by the Land Bank, including, but not limited to, a return of the property to tax-generating status.

Section 4.10. Structure of Conveyances. Transactions shall be structured in a manner that permits the Land Bank to enforce contractual agreements, real covenants and the provisions of any subordinate financing held by the Land Bank pertaining to development and use of the Real Property.

Section 4.11. Disposition of Proceeds. Any proceeds from the sale or transfer of Real Property by the Land Bank shall be retained, expended, or transferred by the Land Bank as determined by the Board in the best interests of the Land Bank and in accordance with the Land Bank Act.

ARTICLE V: BOOKS, RECORDS, AND FINANCES

Section 5.01. Land Bank Records. The Land Bank shall keep and maintain at the principal office of the Land Bank all documents and records of the Land Bank. The records of the Land Bank, which shall be available to the Parties, shall include, but not be limited to, a copy of this Resolution along with any amendments to the Resolution, and any Intergovernmental Contract regarding the Land Bank between Clayton County and any city that enters into the Contract, along with any amendments to the Contract. The records and documents shall be maintained until the termination of the Resolution and/or any Intergovernmental Contract regarding the Land Bank and shall be delivered to any successor entity.

Section 5.02. Financial Statements and Reports. The Land Bank shall cause to be prepared, at the Land Bank's expense, audited financial statements (balance sheet, statement of revenue and expense, statement of cash flows and changes in fund balance) on an annual basis. Such financial statements shall be prepared in accordance with

generally accepted accounting principles and accompanied by a written opinion of an independent certified public accounting firm.

Section 5.03. Annual Budget. The Board shall prepare annually a budget for the Land Bank. The Board shall review and approve a budget for the Land Bank immediately preceding each Fiscal Year.

Section 5.04. Deposits and Investments. The Land Bank shall deposit and invest funds of the Land Bank, not otherwise employed in carrying out the purposes of the Land Bank, in accordance with an investment policy established by the Board consistent with laws and regulations regarding investment of public funds.

Section 5.05. Disbursements. Disbursements of funds shall be in accordance with guidelines established by the Board.

Section 5.06. Performance Objectives. Each Fiscal Year, the Board shall prepare objectives for the Land Bank's performance that shall be approved by the Board.

ARTICLE VI: FUNDING AND EXPENDITURES

Section 6.01. Budget Contributions. While under no obligation, the Parties may contribute to the annual Land Bank budget in such manner as approved by the Parties.

Section 6.02. Tax Allocation. In accordance with O.C.G.A. § 48-4-110(c) of the Land Bank Act, the Land Bank shall not receive an allocation of the Real Property taxes collected on Real Property. The Parties expressly reserve the right to modify and amend this section to provide for an allocation of the Real Property taxes, in accordance with O.C.G.A. § 48-4-110(c).

Section 6.03. Management of Funds. The Land Bank Board, or other individual designated by the Board, shall be designated the fiscal agent of the Land Bank's account established for the management of sales proceeds, monetary contributions made by the Parties, and other Land Bank funds. Standard accounting procedures shall be used in the management of the accounts.

Section 6.04. Authorized Expenditures. The Land Bank shall in its sole discretion and within its budget expend such funds as necessary to carry out the powers, duties, functions and responsibilities of a land bank under the Land Bank Act consistent with this Resolution.

ARTICLE VII: DURATION OF RESOLUTION

Section 7.01. Duration. The Resolution shall commence on the Effective Date and shall remain in full force and effect until such time as it has been terminated by the Parties.

Section 7.02. Withdrawal by Party. Any Party may withdraw from the Land Bank upon six (6) months prior notice in writing to the Land Bank and all Parties as provided under Section 8.01, as such section may be amended. Upon the effective withdrawal of any Party to the Land Bank, the Party so withdrawing will no longer have any rights to funds or other assets of the Land Bank. The Land Bank shall not automatically dissolve upon the withdrawal of one or more Parties except that no City may maintain the existence of a land bank if the County in which the City is located withdraws from the Land Bank, and no County may maintain the existence of a Land Bank if the single City that is both located within that county and a Party withdraws from the Land Bank.

Section 7.03. Termination. The Land Bank shall be terminated by (i) agreement by all Parties, (ii) by affirmative resolution approved by two-thirds of the membership of the Board and in accordance with O.C.G.A. § 48-4-111 of the Land Bank Act, or (iii) by withdrawal of one or more Parties such that only one Party remains.

Section 7.04. Disposition upon Termination. As soon as possible after termination, the Land Bank shall finish its affairs as follows:

(a) all of the Land Bank's debts, liabilities, and obligations to its creditors and all expenses incurred in connection with the termination of the Land Bank and distribution of its assets shall be paid first;

(b) the remaining Real Property and personal property owned by the Land Bank, if any, shall be distributed to any successor entity, subject to approval by the Parties. In the event that no successor entity exists, the remaining Real Property and personal property, and other assets of the Land Bank, shall become assets of the city or county in which the Real Property is located, unless provided otherwise in any applicable intergovernmental contracts; and

(c) liability shall be absorbed upon termination as agreed upon by the Board of the Land Bank. In the absence of agreement by the Board, liability associated with each property shall be with the Party in which the property is located.

ARTICLE VIII: MISCELLANEOUS

Section 8.01. Notices. Any and all correspondence or notices required, permitted or provided for under this Resolution to be delivered to any Party shall be sent to that Party by first-class mail. All such written notices, including any notice of withdrawal under Article VII, shall be sent to each other Party's signatory, or that signatory's successor. All correspondence shall be considered delivered to a Party as of the date that such notice is deposited with sufficient postage with the United States Postal Service. Any notice of withdrawal shall be sent via certified mail, return receipt requested. Notices to Clayton County shall be sent to: Clayton County Board of Commissioners, 112 Smith St., Jonesboro, GA, 30236. Notices to the City of Forest Park shall be sent to: City of Forest Park, 745 Forest Parkway, Forest Park, GA 30297. Notices to the City of College Park shall be sent to: City of College Park, College Park City Hall, 3667 Main St., College Park, GA 30337. Notices to any additional city parties shall be sent in accordance with the terms of the Resolutions as adopted by the Parties. Notices to the Land Bank shall be sent to the Land Bank Principal Office. All notices sent to the Parties to the Land Bank shall be binding unless said address is changed in writing.

Section 8.02. Entire Agreement. This Resolution sets forth the entire agreement between the Parties and supersedes any and all prior contracts or understandings between them in any way related to the subject matter of this Resolution. It is further understood and agreed that the terms and conditions of this Resolution are not a mere recital and that there are no other contracts, understandings or representations between the Parties in any way related to the subject matter of this Resolution, except as expressly stated in this Resolution.

Section 8.03. Interpretation of Resolution. The Parties intend that this Resolution shall be construed liberally to effectuate the intent and purposes of this Resolution and the legislative intent and purposes of the Land Bank Act as complete and independent authorization for the performance of each and every act and thing authorized by this Resolution and the Land Bank Act. All powers granted to the Land Bank under this Resolution and the Land Bank Act shall be broadly interpreted to effectuate the intent and purposes and not as a limitation of powers.

Section 8.04. Severability of Provisions. If any provision of this Resolution, or its application to any Person, Party or circumstance, is invalid or unenforceable, the remainder of this Resolution and the application of that provision to other Persons,

Parties or circumstances is not affected but will be enforced to the extent permitted by law.

Section 8.05. Governing Law. This Resolution is made and entered into in the State of Georgia and shall in all respects be interpreted, enforced and governed under the laws of the State of Georgia without regard to the doctrines of conflict of laws. The language of all parts of this Resolution shall in all cases be construed as a whole according to its plain and fair meaning, and not construed strictly for or against any Party.

Section 8.06. Captions and Headings. The captions, headings, and titles in this Resolution are intended for the convenience of the reader and are not intended to have any substantive meaning or to be interpreted as part of this Resolution.

Section 8.07. Terminology. All terms and words used in this Resolution, regardless of the number or gender in which they are used, are deemed to include any other number and any other gender as the context may require.

Section 8.08. Cross-References. References in this Resolution to any article include all sections, subsections, and paragraphs in the article, unless specifically noted otherwise. References in this Resolution to any section include all subsections and paragraphs in the section.

Section 8.09. Jurisdiction and Venue. In the event of any disputes between the Parties over the meaning, interpretation or implementation of the terms, covenants or conditions of this Resolution, the matter under dispute, unless resolved between the Parties, shall be submitted to the Superior Courts of Clayton County.

Section 8.10. Amendments to Resolution. With the exception of the addition of a new Party pursuant to the provisions of Section 1.10 of this Resolution, this Resolution may be amended or an alternative form of this Resolution adopted only upon written amendment approved by all Parties.

Section 8.11. Amendments to Land Bank Act. The Land Bank and Board shall have any powers authorized pursuant to any amendments, replacements or substitutions to the Land Bank Act, unless the Resolution is amended by the Parties to provide

Section 8.12. Effective Date. This Resolution shall become effective at such time as the Resolution has been approved by at least one (1) municipality.

So Resolved, this 21st day of April, 2015.

CITY OF COLLEGE PARK, GEORGIA

Jack P. Longino, Mayor

Ambrose Clay, Councilman Ward 1

Joe Carn, Councilman Ward 2

Tracey Wyatt, Councilman Ward 3

Roderick D. Gay, Councilman Ward 4

ATTEST:

Melissa Brooks, CITY CLERK