



DeKalb County Government

Manuel J. Maloof Center
1300 Commerce Drive
Decatur, Georgia 30030

Agenda Item

File ID: 2022-1355

Substitute

4/26/2022

Public Hearing: YES NO Department: Finance

SUBJECT:

Commission District(s): All Commission Districts

Approve the resolutions authorizing the execution and delivery of the WIFIA 2 Loan Agreement, including the interest rate and Debt Service Schedule in the WIFIA 2 Note.

Information Contact: Dianne McNabb, Chief Financial Officer and Robert Atkins, Treasurer

Phone Number: (404) 371-2174; 678-910-5638

PURPOSE:

To consider adopting (a) a resolution to authorize the execution and delivery of a WIFIA Loan Agreement and (b) a resolution to approve the WIFIA Interest Rate of 2.XX% per annum and the debt service schedule for the WIFIA Loan in connection with the execution and delivery of a WIFIA Loan Agreement between the United States Environmental Protection Agency, as lender (“WIFIA Lender”), and the County, as borrower, and related WIFIA Note from the County in favor of the WIFIA Lender, in connection with the loan of not to exceed \$285,000,000 pursuant to the Water Infrastructure Finance and Innovation Act, as amended by Section 1445 of the Fixing America’s Surface Transportation Act of 2015, as further amended by Section 5008 of the Water Infrastructure Improvements For the Nation Act of 2016 and by Section 4201 of America’s Water Infrastructure Act of 2018, to pay a portion of certain eligible costs related to the Project (as described in the WIFIA Loan Agreement).

NEED/IMPACT:

The County has determined that the acquisition and construction of Project (as described in the WIFIA Loan Agreement) will benefit the citizens of DeKalb County, and the County has determined that a portion of certain eligible costs related to the Project should be paid with the proceeds to be received by the County from the WIFIA loan.

FISCAL IMPACT:

The County will incur less interest cost because the interest rate is well below the market rate for an equivalent water & sewer revenue bond.

RECOMMENDATION:

Adopt the attached resolutions, which authorize the execution and delivery of a WIFIA 2 Loan Agreement, approve the WIFIA Interest Rate of 2.XX% per annum and the debt service schedule in the WIFIA 2 Note and authorizes the Chief Executive Officer to execute all other instruments and documents necessary and appropriate in connection with the WIFIA loan.

AUTHORIZING RESOLUTION

WHEREAS, the Congress of the United States of America enacted the Water Infrastructure Finance and Innovation Act, as amended by Section 1445 of the Fixing America’s Surface Transportation Act of 2015, as further amended by Section 5008 of the Water Infrastructure Improvements For the Nation Act of 2016 and by Section 4201 of America’s Water Infrastructure Act of 2018 (collectively, the “**WIFIA Act**”), which is codified as 33 U.S.C. §§ 3901-3914;

WHEREAS, the WIFIA Act authorizes the United States Environmental Protection Agency (the “**WIFIA Lender**”) to enter into agreements to provide financial assistance with one or more eligible entities to make loans with appropriate security features to finance a portion of the eligible costs of projects eligible for assistance;

WHEREAS, pursuant to Article IX, Section V, Paragraph IV of the Georgia Constitution, the governing authority of the County is authorized to obtain loans from the federal government or any agency thereof pursuant to conditions imposed by federal law without the necessity for a referendum to be held therefor; and

WHEREAS, pursuant to Section 36-87-2, Official Code of Georgia Annotated, the County is authorized to participate in federal programs which provide federal loans and to contract with the United States and its departments and agencies; and

WHEREAS, the County has requested that the WIFIA Lender make a loan in a principal amount not to exceed \$285,000,000 (the “**WIFIA Loan 2**”) pursuant to the WIFIA Act and the terms of a WIFIA Loan Agreement (the “**Loan Agreement**”) between the WIFIA Lender, as lender, and DeKalb County, Georgia (the “**County**”), as borrower, to be used to pay a portion of the Eligible Project Costs (as defined in the Loan Agreement) related to the Project (as defined in the Loan Agreement) pursuant to the application for WIFIA financial assistance received by the WIFIA Lender from the County on October 4, 2020 (the “**Application**”);

WHEREAS, the Administrator of the WIFIA Lender has approved WIFIA financial assistance for the Project to be provided in the form of the WIFIA Loan, subject to the terms and conditions contained in the Loan Agreement;

WHEREAS, based on the Application and the representations, warranties and covenants set forth in the Loan Agreement, the WIFIA Lender proposes to make funding available to the County through the purchase of the WIFIA Note (as defined in the Loan Agreement), upon the terms and conditions set forth in the Loan Agreement;

WHEREAS, the County will agree to repay any amount due pursuant to the Loan Agreement and the WIFIA Note in accordance with the terms and provisions of the Loan Agreement and of the WIFIA Note; and

WHEREAS, after careful study and investigation, the County desires to execute and delivery the Loan Agreement and the WIFIA Note;

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of DeKalb County, Georgia and the Chief Executive Officer of DeKalb County, Georgia (collectively, the “**Governing Authority**”) as follows:

1. The form, terms, and conditions and the execution, delivery, and performance of the Loan Agreement and the WIFIA Note, which have been filed with the County, are hereby approved and authorized. Each of the Loan Agreement and the WIFIA Note shall be in substantially the form submitted to the Governing Authority with such changes, corrections, deletions, insertions, variations, additions, or omissions as may be approved by the Chief Executive Officer of the County; *provided that* the WIFIA Interest Rate (as defined in the Loan Agreement) will be approved by the Governing Authority at a future meeting.

2. The Chief Executive Officer of the County is hereby authorized and directed to execute, on behalf of the County, the Loan Agreement and the WIFIA Note, and the Clerk to the Board of Commissioners and the Chief Executive Officer of the County is hereby authorized and directed to affix thereto and attest the seal of the County, upon proper execution and delivery of the other party thereto, provided, that in no event shall any such attestation or affixation of the seal of the County be required as a prerequisite to the effectiveness thereof, and the Chief Executive Officer and Clerk to the Board of Commissioners and the Chief Executive Officer of the County are authorized and directed to deliver the Loan Agreement and the WIFIA Note on behalf of the County to the WIFIA Lender, and to execute and deliver all such other instruments, documents, affidavits, or certificates and to do and perform all such things and acts as each shall deem necessary or appropriate in furtherance of the execution and delivery of the Loan Agreement and the WIFIA Note and the carrying out of the transactions authorized by this Resolution or contemplated by the instruments and documents referred to in this Resolution.

3. This Resolution and the Loan Agreement and the WIFIA Note, as approved by this Resolution, which are hereby incorporated in this Resolution by this reference thereto, shall be placed on file at the office of the County and made available for public inspection by any interested party immediately following the passage and approval of this Resolution.

[SIGNATURES ON FOLLOWING PAGE]

[COUNTERPART SIGNATURE PAGE TO AUTHORIZING RESOLUTION]

ADOPTED by the Board of Commissioners of DeKalb County, this ____ day of April, 2022.

Robert Patrick
Presiding Officer
Board of Commissioners
DeKalb County, Georgia

APPROVED by the Chief Executive Officer of DeKalb County, this ____ day of April, 2022.

Michael L. Thurmond
Chief Executive Officer
DeKalb County, Georgia

ATTEST:

Barbara H. Sanders-Norwood, CCC, CMC
Clerk to the Board of Commissioners and
Chief Executive Officer
DeKalb County, Georgia

APPROVED AS TO SUBSTANCE:

Zachary L. Williams
Executive Assistant and Chief Operating Officer

APPROVED AS TO FORM:

Viviane H. Ernstes
County Attorney

CLERK'S CERTIFICATE

I, Barbara H. Sanders-Norwood, the duly appointed, qualified, and acting Clerk to the Board of Commissioners and the Chief Executive Officer of DeKalb County, Georgia (the "County"), DO HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of a resolution adopted on April __, 2022 by the Board of Commissioners of the County in a meeting duly called and assembled in accordance with applicable laws and with the procedures of the County, by a vote of ____ Yea and ____ Nay, which meeting was open to the public and at which a quorum was present and acting throughout, and that the original of the foregoing resolution appears of public record in the Minute Book of the County, which is in my custody and control.

GIVEN under my hand and the seal of the County, this ____ day of April 2022.

(SEAL)

Clerk to Board of Commissioners and Chief
Executive Officer of DeKalb County

SUPPLEMENTAL AUTHORIZING RESOLUTION

WHEREAS, the Congress of the United States of America enacted the Water Infrastructure Finance and Innovation Act, as amended by Section 1445 of the Fixing America's Surface Transportation Act of 2015, as further amended by Section 5008 of the Water Infrastructure Improvements For the Nation Act of 2016 and by Section 4201 of America's Water Infrastructure Act of 2018 (collectively, the "**WIFIA Act**"), which is codified as 33 U.S.C. §§ 3901-3914;

WHEREAS, the WIFIA Act authorizes the United States Environmental Protection Agency (the "**WIFIA Lender**") to enter into agreements to provide financial assistance with one or more eligible entities to make loans with appropriate security features to finance a portion of the eligible costs of projects eligible for assistance;

WHEREAS, pursuant to Article IX, Section V, Paragraph IV of the Georgia Constitution, the governing authority of the County is authorized to obtain loans from the federal government or any agency thereof pursuant to conditions imposed by federal law without the necessity for a referendum to be held therefor; and

WHEREAS, pursuant to Section 36-87-2, Official Code of Georgia Annotated, the County is authorized to participate in federal programs which provide federal loans and to contract with the United States and its departments and agencies; and

WHEREAS, the County has requested that the WIFIA Lender make a loan in the principal amount of \$[REDACTED] (the "**WIFIA Loan II**") pursuant to the WIFIA Act and the terms of a WIFIA Loan Agreement dated April 26, 2022 (the "**Loan Agreement**") between the WIFIA Lender, as lender, and DeKalb County, Georgia (the "**County**"), as borrower, to be used to pay a portion of the Eligible Project Costs (as defined in the Loan Agreement) related to the Project (as defined in the Loan Agreement) pursuant to the application for WIFIA financial assistance received by the WIFIA Lender from the County on October 4, 2021 (the "**Application**");

WHEREAS, the Administrator of the WIFIA Lender has approved WIFIA financial assistance for the Project to be provided in the form of the WIFIA Loan II, subject to the terms and conditions contained in the Loan Agreement;

WHEREAS, based on the Application and the representations, warranties and covenants set forth in the Loan Agreement, the WIFIA Lender proposes to make funding available to the County through the purchase of the WIFIA Note (as defined in the Loan Agreement), upon the terms and conditions set forth in the Loan Agreement;

WHEREAS, the County will agree to repay any amount due pursuant to the Loan Agreement and the WIFIA Note in accordance with the terms and provisions of the Loan Agreement and of the WIFIA Note; and

WHEREAS, the Governing Authority (hereinafter defined) previously adopted and approved a resolution on March [REDACTED], 2022 (the "**Original Resolution**") which authorized the execution and delivery of the Loan Agreement and the WIFIA Note;

WHEREAS, after careful study and investigation, the County desires to approve the WIFIA Interest Rate (as defined in the Loan Agreement);

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of DeKalb County, Georgia and the Chief Executive Officer of DeKalb County, Georgia (collectively, the “**Governing Authority**”) as follows:

1. The WIFIA Interest Rate of [REDACTED] % per annum and the debt service schedule for the WIFIA Loan II attached hereto as Exhibit A pursuant to the terms of the Loan Agreement and the WIFIA Note are hereby approved.

2. The Governing Authority hereby confirms the existence and applicability of the Original Resolution and ratifies, restates, and reaffirms its representations, warranties, covenants, and agreements and all of the applicable terms, conditions, and provisions as set forth in the Original Resolution and as supplemented and amended by this Supplemental Resolution. Except where otherwise expressly indicated in this Supplemental Resolution, the provisions of the Original Resolution are to be read as part of this Supplemental Resolution as though copied verbatim herein, and provisions of this Supplemental Resolution shall be read as additions to, and not as substitutes for or modifications of (except as otherwise specifically provided herein), the provisions of the Original Resolution. Except as expressly amended, modified, or supplemented by this Supplemental Resolution, all of the terms, conditions, and provisions of the Original Resolution shall remain in full force and effect.

3. This Supplemental Resolution shall be placed on file at the office of the County and made available for public inspection by any interested party immediately following the passage and approval of this Supplemental Resolution.

[SIGNATURES ON FOLLOWING PAGE]

[COUNTERPART SIGNATURE PAGE TO SUPPLEMENTAL AUTHORIZING RESOLUTION]

ADOPTED by the Board of Commissioners of DeKalb County, this 26th day of April, 2022.

Robert Patrick
Presiding Officer
Board of Commissioners
DeKalb County, Georgia

APPROVED by the Chief Executive Officer of DeKalb County, this 26th day of April, 2022.

Michael L. Thurmond
Chief Executive Officer
DeKalb County, Georgia

ATTEST:

Barbara H. Sanders-Norwood, CCC, CMC
Clerk to the Board of Commissioners and
Chief Executive Officer
DeKalb County, Georgia

APPROVED AS TO SUBSTANCE:

Zachary L. Williams
Executive Assistant and Chief Operating Officer

APPROVED AS TO FORM:

Viviane H. Ernstes
County Attorney

EXHIBIT A
WIFIA DEBT SCHEDULE

CLERK'S CERTIFICATE

I, Barbara H. Sanders-Norwood, the duly appointed, qualified, and acting Clerk to the Board of Commissioners and the Chief Executive Officer of DeKalb County, Georgia (the "County"), DO HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of a resolution adopted on April 26, 2022 by the Board of Commissioners of the County in a meeting duly called and assembled in accordance with applicable laws and with the procedures of the County, by a vote of ____ Yea and ____ Nay, which meeting was open to the public and at which a quorum was present and acting throughout, and that the original of the foregoing resolution appears of public record in the Minute Book of the County, which is in my custody and control.

GIVEN under my hand and the seal of the County, this 26th day of April 2022.

(SEAL)

Clerk to Board of Commissioners and Chief
Executive Officer of DeKalb County