

**JOINT DEVELOPMENT AUTHORITY OF
JASPER, MORGAN, NEWTON AND WALTON COUNTIES**

**September 27, 2022
1:00 P.M.**

**Regular Meeting
Walton County Historic Courthouse, Second Floor
100 N Broad Street, Monroe, Georgia 30655**

A regular meeting of the Board of Directors of the Joint Development Authority of Jasper County, Morgan County, Newton County and Walton County (the “Authority”) was held on September 27, 2022 at 1pm at the Walton County Historic Courthouse, Second Floor, 100 N Broad Street, Monroe Georgia 30655.

Directors Present:

Steve Jordan, Jasper County
Gerald Stunkel, Jasper County
Jerry Silvio, Newton County
Marcello Banes, Newton County
Andy Ainslie, Morgan County

David Thompson, Walton County
Mike Owens, Walton County

Directors Absent:

Bob Hughes, Morgan County

Guests Present:

Andrea Gray, Attorney
David Dyer
Shane Short
Serra Hall
Wayne Tamplin
Pat Malcom
Ben Sheidler
Lauren Hunter

*members of the public and media included on the sign-in sheet attached

1. Call to Order

Mr. Silvio called the meeting to order at 1:05 pm. He recited the Authority’s rules of decorum to the attendees.

2. Invocation

Mr. Andy Ainslie led the invocation.

3. Pledge of Allegiance

Mr. Gerald Stunkel led the pledge of allegiance.

4. Approval or Amendment to Agenda

Ms. Gray requested that an item 9(f) be added to include a Resolution to Approve Revocable License Agreement for GDOT to construct the frontage road. Mr. Gerald Stunkel made a motion to approve the Agenda with this addition. The motion was seconded by Mr. David Thompson and unanimously approved.

5. Approval of Minutes

- a. Regular Session Minutes from the Regular Meeting on August 23, 2022: On a motion duly made by Mr. David Thompson, seconded by Mr. Gerald Stunkel and unanimously approved, the Minutes were approved as presented.
- b. Executive Session Minutes from the Regular Meeting on August 23, 2022: On a motion duly made by Mr. Gerald Stunkel, seconded by Mr. Andy Ainslie and unanimously approved, the Minutes were approved as presented.

6. Committee Chairman Reports:

a. Park Management Committee

i. Takeda Update

Mr. Thompson reported that there were no new updates from Takeda.

ii. Meta

Mr. Thomson reported collectively on the Morning Hornet and Baymare projects. Construction at both campuses is well underway with Morning Hornet working to finish its first five buildings and Baymare continuing to go vertical.

iii. Baymare Update

See above.

iv. Security Update

No updates were reported.

v. Fire/EMS/911 representatives

Mr. Thompson reported that no meetings have occurred in the last 30-days.

vi. New Matters

None.

b. Marketing Committee

Mr. Ainslie reported that the committee has not met. The Moore house property continues to be marketed.

c. Economic Development Committee

Mr. Ainslie reported that the committee had not met as the focus continues to be on Rivian. There is significant growth in all four counties.

d. Finance Committee

i. Financial Report

Mr. Steve Jordan provided the financial report for August and reviewed the current account balances and monthly expenditures that were included in the meeting packet along with the August financials.

ii. Invoices

11 invoices were presented for payment including the following:

1. \$6,105.00 from Andrea P. Gray, LLC for legal services
2. \$34,440.00 from Treadwell, Tamplin and Ewing (annual invoice for accounting services)
3. \$630,396.00 from the Newton County Industrial Development Authority
4. \$630,396.00 from the Development Authority of Walton County
5. \$1,800.00 from Allen Smith Consulting for grant administration services (Sept invoice)
6. \$54,462.49 from Thomas and Hutton for costs associated with the Rivian project (reimbursement will be sought through the REBA grant)
7. \$13,180.00 from Thomas and Hutton for survey associated with Rivian project (reimbursement will be sought through the REBA grant)
8. \$17,266.35 from Thomas & Hutton for services rendered in July (reimbursement will be sought through the REBA grant)
9. \$20,000 from Cornerstone for public relations services
10. \$29.96 from Snapping Shoals electric
11. \$65.97 from Snapping Shoals electric

On a motion duly made by Mr. David Thompson seconded by Mr. Gerald Stunkel and unanimously approved, the invoices were approved for payment.

7. Resolution re Utility Easements (4) relating to Morning Hornet Projects for water, sewer and fiber

Ms. Gray stated that this Resolution and the easements being approved therein is part of our routine practice of reviewing and approving easements relating to the properties in Stanton Springs to which the JDA has fee simple title. This Resolution approves granting 5.88 acres of waterline easements to NCWSA through the Morning Hornet property and 0.92 acres of fiber line easements to Morning Hornet through NCWSA property. A copy of the Resolution with the attached drawings of the easement areas was included in the meeting packet. On a motion duly made by Mr. David Thompson, seconded by Mr. Mike Owens and unanimously approved, the Resolution was approved.

8. Rivian Updates

Mrs. Gray gave the following update:

Since the last meeting, the JDA transferred the full 1,943.04 acres to the State (Sept 2nd). The State received the Industrial Stormwater Permit through EPD on September 20, 2022. Grading is on schedule to commence soon as we will discuss later. All state and federal permits are working through the applicable processes. GDOT is working through its bidding process for the frontage road and will start construction in early 2023.

9. Approval of Contracts, Proposals and Agreements re Rivian

a. Grading: Notice of Award, Agreement, Notice to Proceed, Change Order 1

Ms. Gray presented the documents to the Authority which were also included in the meeting packet. She summarized them as follows: At the Authority's prior meeting it approved the selection of Plateau for the contracted amount of \$47,851,445.00. Thomas & Hutton worked with Plateau Excavation and Rivian to refine and value engineer the plans to reduce the total to \$42,340,247.61. Final drawings are being prepared, but to be able to start now, work and costs are divided into two phases with Phase I at \$34,150,745.10 and Phase II at \$8,189,502.51. The Notice of Award is for the total amount of \$42,340,247.61 but Change Order 1 clarifies the phasing and approves work to commence on Phase I with a second change order expected next month to approve Phase II. The Contract Agreement is in the same form which was attached to the bid documents. The Notice to Proceed is based on the initial contract, schedule and budget but is superseded by Change Order 1. Change Order 1 includes an updated schedule, phased work, and language requiring that preference be given to local businesses and best efforts are made to utilize subconsultants and materials from Jasper, Morgan, Newton and Walton Counties.

On a motion duly made by Mr. David Thompson, seconded by Mr. Mike Owens and unanimously approved, all four documents were approved as presented including: Notice of Award, Contract Agreement, Notice to Proceed and Change Order 1.

b. Early Access Agreement

Ms. Gray presented the agreement which was included in the meeting packet. The Early Access Agreement was attached in form to the Economic Development Agreement which was approved by the Authority in April. It allows Rivian access to the site to do its own due diligence and work on the property prior to closing at its own risk. On a motion duly made by Mr. Andy Ainslie, seconded by Mr. Gerald Stunkel and unanimously approved, the Agreement was approved as presented.

c. Access Coordination Agreement

Ms. Gray presented the agreement which was included in the meeting packet. The Access Coordination Agreement specifies the procedures for coordinating access and safety protocol between the JDA and Rivian. It requires that Rivian provide 48-hours' notice, appoint a designated point of contact, keep in its possession authorization documentation, utilize the JDA-designated site access point, acknowledge that the JDA's work will be prioritized, and adhere to all permit authorizations/requirements. Mr David Thompson made a motion to approve the agreement which was seconded by Mr. Mike Owens. Mr. Ainslie asked how the access points will be secured. Ms. Gray reported that gates along with the concrete barricades are planned and that alternate construction access points are under review. Mr. Silvio called for a vote. The motion passed unanimously.

d. Programmatic Agreement re Cultural Resources

Ms. Gray presented the agreement which was included in the meeting packet. The Programmatic Agreement is between the JDA, State, USACE, SHPO, and GDOT and outlines the Section 106 process for this project. As part of this process, the State/JDA identified and the USACE/SHPO evaluated all archeological resources and historic properties on the site. Ms. Gray also stated that in response to a recent inquiry, she would like to clarify that the Native American Hightower Trail and possible burial mounds were investigated by a team of archaeologists. No physical remains of the trail or mounds were identified within Phase I. The USACE and SHPO concurred with these findings. The USACE also consulted with 14 federally recognized Indigenous Tribes who identify this area of Georgia as either ancestral lands or lands

of significance and none requested to enter into the agreement. The Agreement allows the construction to commence in phases with phase 1 being the full scope of grading work awarded today by the JDA.

On a motion duly made by Mr. David Thompson, seconded by Mr. Steve Jordan and unanimously approved, the Agreement was approved as presented.

e. Contract re asbestos remediation and soil inspections

Ms. Gray presented the proposal from Thomas & Hutton which is for additional components of the project construction which will be funded by the REBA grant. Terracon will perform the work. The total cost is \$683,000. The Asbestos remediation work will include proper disposal of homes/trailers/buildings with asbestos. Seven structures were identified as requiring abatement. For soil inspections, Terracon will preform the following:

- Soil testing throughout grading to make sure soils are suitable and backfill is adequate
- Oversight and testing relating to NPDES permit (soil erosion and sediment control); ensure that best management practices are followed, sample and test stormwater
- Reporting and oversight generally

Mr. Andy Ainslie made a motion to approve an amendment to the existing contract with Thomas and Hutton to account for these two expenses as presented in the proposal which shall be exclusively paid from the REBA Grant. The motion was seconded by Mr. Gerald Stunkel and unanimously approved.

f. Resolution to Approve Revocable License Agreement for GDOT to construct the frontage road

Ms. Gray presented the Resolution. GDOT has requested that the JDA consent to the State's grant of a revocable license agreement granting rights to GDOT because the JDA is the Lessee of the property. A map showing the areas of access is included with the Resolution. When the frontage road is complete, GDOT will relinquish the RLA and the road will be locally controlled.

10. Public Comment

Mr. Jerry Silvio stated: We value public opinion and are appreciative of those of you who took the time to attend today. All of our meetings are open to the public. Each speaker must state their name and address. Each speaker has 2 minutes. This is not a question and answer session and no response from the JDA is required. We will take your comments into consideration and may reach out to you individually to discuss them further. The total time for comments will be limited to approximately 20 minutes. The following comments were made:

1. Ron Spencer- Mr. Spencer has a mobile communications company that installs emergency communications technology in the area including at Takeda, Facebook and General Mills. He is interested in teaming up with the JDA on the Rivian project and asked to be linked with the appropriate contact at Rivian.

2. Donald Melvin- Mr. Melvin resides at 255 Landum Way, Covington Georgia. He is interested in doing work related to Rivian on utility, waterline and sewer line installation. Mr. Silvio stated that he would pass along Mr. Melvin's contact information if he provides a card. Later in the public comment portion of the

meeting, Mr. Melvin spoke again and stated that he is vice president of the local NACCP and that the organization is hosting a banquet. Ms. Gray agreed to forward the notice to the JDA members if he emailed it to her but cautioned that the JDA cannot make donations as a board.

3. Matt Bray- Mr. Bray asked to confirm that the land had been transferred to the State. The Authority confirmed. He asked whether there were links to site reports on the JDA's website. Ms. Gray responded that there were links to reports and that she would check the website to see if it is current.

4. Jay Langford- Mr. Langford is a real estate broker. He asked how the asbestos contract was bid out. The Authority stated that it would consult with Thomas & Hutton, but Terracon's work falls under the JDA's existing overall services contract with Thomas and Hutton.

5. Nicole Wassendorf- Ms. Wassendorf questioned whether the Indian Trail was on Phase II of the property. Ms. Gray stated that she did not know but would find out. (Note: following the meeting Ms. Gray confirmed with the archeologist that all phases of the property were surveyed and there is no evidence of an Indian Trail on any phase).

6. Dr. Greko- Dr. Greko is with The Joint Chiropractic office that just opened a new location in Monroe. He stated that he is interested in helping employees at Rivian prevent job injuries through his practice.

11. Board Comments-

Mr. Marcello Banes expressed his gratitude that language requiring Plateau to use best efforts to utilize local contractors was included in the grading contract.

12. Executive Session – Land acquisition, Litigation

On a motion duly made by Mr. Mike Owens, seconded by Mr. Steve Jordan and unanimously approved, the Authority moved into executive session to discuss land acquisition and litigation matters at 2:02 pm.

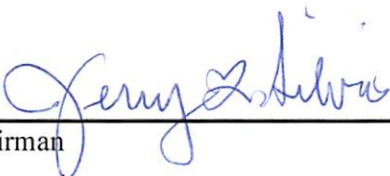
On a motion duly made by Mr. David Thompson, seconded by Mr. Andy Ainslie and unanimously approved, the Authority moved out of Executive Session at 2:27 pm.

Mr. Steve Jordan made a motion to authorize the transfer of \$1.5 million from the Capital Money Market Account to the Capital checking account. The motion was seconded by Mr. Gerald Stunkel and unanimously approved.

13. Adjourn

On a motion duly made by Mr. David Thompson, seconded by Mr. Mike Owens, and unanimously approved, the meeting was adjourned at 2:29 pm.

Attest:


Chairman


Secretary

