

AMENDED AND RESTATED BYLAWS
of the
WESTSIDE TAD NEIGHBORHOOD ADVISORY BOARD
ADOPTED JULY 27, 2006

By Resolution 98-R-0777 the Westside Redevelopment Plan and Tax Allocation Bond District (Westside TAD) was adopted by the Atlanta City Council on July 6, 1998 and approved July 13, 1998. Within the plan it was deemed that in order to most effectively implement the plan there should be the establishment of an Advisory Board for both the Downtown and Neighborhood Areas within the TAD to work with the City of Atlanta's redevelopment agent. The City's redevelopment agent is the Atlanta Development Authority (ADA). The following are the bylaws governing the Westside TAD Neighborhood Advisory Board.

NAME AND LOCATION

The name of the advisory board will be the WESTSIDE TAD NEIGHBORHOOD ADVISORY BOARD, hereinafter referred to as the "Board". The principal office of the Board (until otherwise designated by the redevelopment agent or the Board as hereinafter defined) shall be located at c/o Atlanta Development Authority (ADA), 86 Pryor St SW, Suite 300, Atlanta, GA 30303-3131 and meetings will be held within said location.

PREAMBLE

It is the role of the Board to advise the ADA's Board of directors in their TAD financing decision for proposed development projects seeking TAD financing within the downtown area. The Advisory Board will use the Westside Redevelopment Plan & Tax Allocation Bond District document as a guide for project approval. The Board will also work for the restoration of the urban fabric of Downtown and the affected Westside Neighborhoods of Castleberry Hill, Herndon Homes, Vine City and English Avenue; expanded housing opportunities, improvements to the public environment, and retail and entertainment uses deserve the careful consideration of the Advisory Board. The following criteria will be used to determine the eligibility of a project:

- Depressed area clean-up;
- Improvement of infrastructure;
- Environmental clean-up (EPA, EPD);
- Incent development of housing and supporting retail;
- Foster pedestrian linkages between activity centers within TAD;
- Supports a pedestrian-sensitive traffic system, and pedestrian/urban building design;
- Provide a better overall atmosphere and environment, including greater public safety;
- Enhancement of sites, streets, and the visual environment;

- Current landuse
- Context – (how project relates to its surrounding area in function and form/ relates to any historic structures or districts)
- Consistent with the redevelopment plans of the TAD sub-area;

Increase area tax base and/or stimulate private investment. The Boards purpose is to ensure that the sentiments of stakeholders within the areas most effected by the proposed development are heard and these sentiments are taken into consideration by the final decision-makers in the TAD financing process.

The Board will have an opportunity to make recommendations for the improvement of projects placed before the board. Those recommendations will be forwarded to both the project developer and the ADA’s Board of Directors.

Developers submitting a project for TAD financing will be required to provide a project package that will include: the specific location of the project, total cost of the project, current parcel property tax, a thorough description of the project, and a funding level request. ADA will review all projects prior to the Board’s review and will provide the Board with an evaluation of the level of TAD funding the project will support. ADA will also use the same criteria that the board uses to determine the eligibility of the project for TAD funding to make a TAD funding level recommendation.

ARTICLE 1 MEMBERS

The Board will consist of one voting representative from the following:

VOTING MEMBERS

1. Vine City Neighborhood
2. English Avenue Neighborhood
3. Neighborhood Community Development Corporations (CDC’s)
4. Neighborhood Churches
5. Neighborhood Merchants
6. NPU-L Representative
7. Neighborhood Non-Profit Organizations

The above organizations will submit the name of three possible representatives from which the Mayor of Atlanta will choose one.

Each organization will reselect their representative every other year. Organizations with an odd number by their name will resubmit three names for the Mayor to review on odd number years. Organizations with an even number by their name will resubmit three names for the Mayors review on even number years. It is intended that representatives of voting organizations serve at least 2 years and no more than 6 years.

The following will be non-voting members of the Board:

NON-VOTING MEMBERS

- Atlanta Development Authority (ADA)
- City of Atlanta Department of Planning, Development & Neighborhood Conservation (DPDNC)
- Fulton County Health Department
- Atlanta Board of Education

Compensation. No member of the Board shall receive compensation for any service he may render on the Boards behalf. However, any member may be reimbursed for his actual expenses incurred in the performance of his duties, at the Boards election.

Board Expenses. Any Board expenses will be considered administrative expenses incurred in the management of the Westside Tax Allocation District and will handled as directed by the laws that address administration of Tax Allocation Districts under the “Urban Redevelopment Act”.

ARTICLE 2 OFFICERS

Officers. At the first Board meeting the Board will elect a Chairman and a Vice-Chairman from the **voting members** of the Board. It will be the Chairman’s responsibility to conduct all board and special meetings, verify and attest to the accuracy of the minutes of any meeting (actual minutes will be taken and transcribed by ADA), and conduct any other business the Board may authorize. It will be the Vice-Chairman’s responsibility to perform the Chairman’s responsibilities in his/her absence.

Nomination. Nominations for the officers may be made by any member of the Board voting or non-voting.

Election. The Board shall elect their officers at their first Board meeting and then at the first Board meetings of a fiscal year after the officers have served an entire year.

Term of Office. Officers shall be elected annually by the Board and each shall hold office for a term of (1) year or until his or her successor is elected, unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve. If an Officer is elected in the middle of a fiscal year that Officer will serve for the remainder of the year elected and the following year.

Resignation and Removal. Any Officer may be removed from office, with or without cause, by the Board. Any Officer may resign at any time by giving written notice to the Board, the organization he/she represents, and the redevelopment agent. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein,

and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE 3 MEETINGS

Meetings. The regular meetings of the members of the Board shall be held every three months on a date (which is not a legal holiday) established by the Atlanta Development Authority (ADA) who is the redevelopment agent for the Westside TAD. Meetings will be held at ADA's office unless otherwise stated. The members shall at such quarterly meetings advise the redevelopment agent as to which projects within the TAD they would like to support and at what level within their designated areas.

Special Meetings of the Board. Special meetings of members shall be held, at ADA's office unless otherwise stated, as shall be designated in the call of the meeting. Special meetings may be called by the redevelopment agent for the Westside TAD at any time.

Telephone and Similar Meetings. To the extent legally permissible, members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Notice of Meetings. Written notice of the place, date and time of every Quarterly or Special Meeting of members shall be mailed/e-mailed at least seven (7) days before such meeting. Each member shall register its mailing and/or e-mail address with the redevelopment agent of the Westside TAD, and notices of such meetings will be sent to address of record. If for a special meeting, such notice shall state the object or objects of the meeting. It shall not be necessary for quarterly meeting notices to state the object of the meeting.

Quorum. A quorum at any meeting of the Board, whether quarterly or special, shall consist of the presence at such meeting, in person or by proxy, of at least four voting members.

Voting. Members appointed by Vine City Neighborhood, English Avenue Neighborhood, Neighborhood Community Development Corporations (CDC's), Neighborhood Churches, Neighborhood Merchants, Neighborhood Non-Profit Organizations, and NPU-L Representative, will each have one vote. Non-voting members do not have a vote.

ARTICLE 4
MISCELLANEOUS

Books and Records. The books, records and minutes of the Board shall be kept by the redevelopment agent and will be open for inspection by the members to be view by at the offices of the redevelopment agent during business hours.

Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Board against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Board, judgments, fines and amounts paid in settlement), reasonably incurred by such person in connection with such action, suit, or proceeding by reason of the fact that such persons is or was a member both voting and non-voting or is or was serving at the request of the Board as officer, employee, trustee, or agent of another entity, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by court, the Board shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the persons claiming such indemnification has met the applicable standards set forth by Georgia law. The person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by the Georgia law.

Parliamentary Rules, Roberts Rules of Order (current edition) shall govern the conduct of all Board proceedings, when not in conflict with Georgia law or these bylaws.

Fiscal Year. The fiscal year of the Board shall commence on July 1 of each year, and end on June 30 of the following year, commencing July 1, 2006.