

IN THE SUPERIOR COURT OF COWETA COUNTY

STATE OF GEORGIA

STATE OF GEORGIA,)	
)	
Plaintiff,)	CIVIL ACTION FILE
)	NO. _____
vs.)	
)	BOND VALIDATION
DEVELOPMENT AUTHORITY OF)	
COWETA COUNTY AND WEST GEORGIA)	
TECHNICAL COLLEGE FOUNDATION, INC.)	
)	
Defendants.)	

ACKNOWLEDGMENT OF SERVICE BY
DEVELOPMENT AUTHORITY OF COWETA COUNTY

Due and legal service of (i) the petition and complaint with exhibits and order dated June __, 2023 filed in this case and (ii) the answer of West Georgia Technical College Foundation, Inc. is hereby acknowledged; copy received; process and any and all other notice and service is hereby waived.

This _____ day of June, 2023.

Nathan Lee, Esq.,
Counsel for Development Authority of Coweta
County

Glover & Davis, P.A.
10 Brown Street
Newnan, GA 30263
(770) 683-6000
nlee@gloverdavis.com
State Bar No. 443770

IN THE SUPERIOR COURT OF COWETA COUNTY

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Plaintiff,)	CIVIL ACTION FILE
)	NO. _____
vs.)	
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DEVELOPMENT AUTHORITY OF)	
COWETA COUNTY AND WEST GEORGIA)	
TECHNICAL COLLEGE FOUNDATION, INC.)	
)	
Defendants.)	

ANSWER OF
DEVELOPMENT AUTHORITY OF COWETA COUNTY

COMES NOW THE DEVELOPMENT AUTHORITY OF COWETA COUNTY,
a defendant named in the above-entitled case and makes this answer to the petition and complaint
of the District Attorney of the Coweta Judicial Circuit (the “Petition and Complaint”) and the order
served on it and says:

1.

Capitalized terms used, but not defined herein, shall have the meanings assigned to
them in the Petition and Complaint.

2.

This defendant admits each and every allegation contained in each and every
paragraph of the Petition and Complaint.

3.

This defendant further shows that due and legal service was made upon it of the Petition and Complaint and of the order to show cause why the Bond and the security therefor should not be validated and confirmed.

4.

This defendant further shows that following the service of the Petition and Complaint and the order of this Honorable Court on this defendant, the Clerk of the Superior Court of Coweta County, Georgia had published in the newspaper in Coweta County in which sheriff's advertisements are published, a notice to the public, which notice was published as required by law, and a copy of said notice and affidavit as to publication are attached hereto and made a part hereof and marked Exhibit "A."

5.

This defendant further shows that the authority for the issuance by it of the Bond is the Constitution and laws of the State of Georgia, including specifically the Act, and a resolution of the Authority adopted on June 1, 2023 (the "Resolution"), a certified copy of which forms a part of the Petition and Complaint. The Resolution has been duly adopted and has not been repealed or amended. The Resolution is a legal, valid, binding and enforceable obligation of this defendant.

6.

This defendant further shows that it has the power and authority to issue the Bond, and that upon the issuance of the same, the Bond will constitute the legal, valid, binding and enforceable limited obligation of this defendant.

7.

This defendant further shows that it has the power and authority to execute, deliver and perform its obligations under the Loan Agreement and the Assignment, that the Loan Agreement and the Assignment will be executed and delivered by the parties thereto, and that upon the execution and delivery of the same, the Loan Agreement and the Assignment will constitute the legal, valid, binding and enforceable obligations of this defendant.

8.

This defendant, pursuant to the laws of the State of Georgia, in particular O.C.G.A. § 9-11-52, waives the requirement that separate findings of fact and conclusions of law be entered in this action.

9.

This defendant submits that it has in every way complied with the Constitution and laws of the State of Georgia governing the authorization, issuance and delivery of the Bond and that all steps taken pertaining thereto are legal and valid in all respects.

WHEREFORE, having answered fully, this defendant prays for judgment in favor of the issuance of the Bond, and that an order be issued validating and confirming the Bond and the security therefor.

Nathan Lee, Esq.,
Counsel for Coweta County Public Facilities
Authority

Glover & Davis, P.A.
10 Brown Street
Newnan, GA 30263
(770) 683-6000
nlee@gloverdavis.com
State Bar No. 443770

EXHIBIT A

STATE OF GEORGIA

COUNTY OF COWETA

I, _____, DO HEREBY CERTIFY that I am publisher of *The Newnan Times-Herald*, the newspaper in which sheriff's advertisements appear for Coweta County, and the attached notice of a bond validation hearing was published in said newspaper on the following dates, to-wit: June 7, 2023 and June 14, 2023.

Title:

Sworn to and subscribed
before me, this ____ day
of June, 2023.

Notary Public

My commission expires:

(NOTARIAL SEAL)

(Attach clipping)

VERIFICATION

STATE OF GEORGIA

COUNTY OF COWETA

Personally appeared before the undersigned officer authorized to administer oaths in and for said State and County, the undersigned officer of the Development Authority of Coweta County (the “Issuer”), who on oath deposes and says that he has the authority to make this affidavit; that he has read the above and foregoing answer of the Issuer and that he has knowledge of the facts therein contained and the same are true and correct.

Chairman

Sworn to and subscribed
before me, this ____ day
of June, 2023.

Notary Public

My commission expires:

(NOTARIAL SEAL)

ACKNOWLEDGMENT OF DISTRICT ATTORNEY

Due and legal service of the within and foregoing answer of the Development Authority of Coweta County is hereby acknowledged; copies received; and all other and further notice of service is hereby waived.

This _____ day of June, 2023.

District Attorney
Coweta Judicial District

IN THE SUPERIOR COURT OF COWETA COUNTY

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Plaintiff,)	CIVIL ACTION FILE
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COWETA COUNTY AND WEST GEORGIA)	
TECHNICAL COLLEGE FOUNDATION, INC.)	
)	
Defendants.)	

ACKNOWLEDGMENT OF SERVICE BY
WEST GEORGIA TECHNICAL COLLEGE FOUNDATION, INC.

Due and legal service of (i) the petition and complaint with exhibits and order dated June ___, 2023 filed in this case and (ii) the answer of the Development Authority of Coweta County is hereby acknowledged; copy received; process and any and all other notice and service is hereby waived.

This _____ day of June, 2023.

Stacey L. Blackmon, Esq.,
Counsel for West Georgia Technical College
Foundation, Inc.

Tisinger Vance, P.C.
100 Wagon Yard Plaza
Carrollton, Georgia 30117
(770) 214-5107
SBlackmon@tisingervance.com
State Bar No. 060707

IN THE SUPERIOR COURT OF COWETA COUNTY

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Plaintiff,)	CIVIL ACTION FILE
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COWETA COUNTY AND WEST GEORGIA)	
TECHNICAL COLLEGE FOUNDATION, INC.)	
)	
Defendants.)	

ANSWER OF
WEST GEORGIA TECHNICAL COLLEGE FOUNDATION, INC.

COMES NOW WEST GEORGIA TECHNICAL COLLEGE FOUNDATION, INC., a defendant named in the above-entitled case and makes this answer to the petition and complaint of the District Attorney of the Coweta Judicial Circuit (the "Petition and Complaint") and the order served on it and says:

1.

Capitalized terms used, but not defined herein, shall have the meanings assigned to them in the Petition and Complaint.

2.

This defendant admits each and every allegation contained in each and every paragraph of the Petition and Complaint.

3.

This defendant further shows that due and legal service was made upon it of the Petition and Complaint and of the order to show cause why the Bond and the security therefor should not be validated and confirmed.

4.

This defendant further shows that it has the power and authority to execute, deliver and perform its obligations under the Loan Agreement, the Security Deed and the Guaranty, that the Loan Agreement, the Security Deed and the Guaranty will be executed and delivered by the parties thereto, and that the Loan Agreement, the Security Deed and the Guaranty will constitute the legal, valid, binding and enforceable obligations of this defendant.

5.

This defendant, pursuant to the laws of the State of Georgia, in particular O.C.G.A. § 9-11-52, waives the requirement that separate findings of fact and conclusions of law be entered in this action.

WHEREFORE, having answered fully, this defendant prays for judgment in favor of the issuance of the Bond and that an order be issued validating and confirming the Bond and security therefor.

Stacey L. Blackmon, Esq.,
Counsel for West Georgia Technical College
Foundation, Inc.

Tisinger Vance, P.C.
100 Wagon Yard Plaza
Carrollton, Georgia 30117
(770) 214-5107
SBlackmon@tisingervance.com
State Bar No. 060707

MENT OF DISTRICT ATTORNEY

Due and legal service of the within and foregoing answer of West Georgia Technical College Foundation, Inc., is hereby acknowledged; copies received; and all other and further notice of service is hereby waived.

This _____ day of June, 2023.

District Attorney
Coweta Judicial District

IN THE SUPERIOR COURT OF COWETA COUNTY

STATE OF GEORGIA

STATE OF GEORGIA,)	
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Plaintiff,)	CIVIL ACTION FILE
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TECHNICAL COLLEGE FOUNDATION, INC.)	
)	
Defendants.)	

VALIDATION ORDER AND FINAL JUDGMENT

The above-entitled case coming on for a hearing pursuant to the order of this Court heretofore granted, and it appearing from an examination and inspection of the proceedings concerning the issuance of the revenue bond (the “Bond”) in the principal amount of \$6,470,000 described in the pleadings in this case, that said proceedings are regular and in due form, and after inspecting the record and hearing the evidence on all matters bearing upon the Bond, the right of the Development Authority of Coweta County (the “Issuer”) to issue the Bond, the use of proceeds of the Bond, and the security therefor; and

IT IS DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the defendants named in the petition and complaint of the District Attorney (the “Petition and Complaint”) are proper parties defendant and this Court has jurisdiction over the subject matter of this proceeding and the parties thereto; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that capitalized terms used, but not defined herein, shall have the meanings assigned to them in the Petition and Complaint; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Act has been duly enacted and approved and is legal and valid in all respects, and all rights, powers, authorities and duties therein granted and imposed are legal in all respects, and pursuant to the Act, the Issuer was legally created and is validly existing as a public body corporate and politic; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Issuer has the power and authority to (a) adopt the Resolution and to perform its obligations thereunder, (b) issue the Bond and (c) execute, deliver and perform its obligations under the Loan Agreement and the Assignment; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Resolution constitutes the legal, valid, binding and enforceable obligation of the Issuer; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Bond, when issued, will constitute the legal, valid, binding and enforceable limited obligation of the Issuer; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Loan Agreement and the Assignment, when executed and delivered, will constitute the legal, valid, binding and enforceable obligations of the Issuer; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Borrower has the power and authority to execute, deliver and perform its obligations under the Loan Agreement, the Security Deed and the Guaranty; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Loan Agreement, the Security Deed and the Guaranty, when executed and delivered, will constitute the legal, valid, binding and enforceable obligations of defendant Borrower; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Bond is being issued for the purpose of (a) paying off a loan that was incurred to finance the construction of the Allied Health Services Building, a two-story, approximately 47,000 square foot facility that houses, among other things, administrative offices, faculty offices, a lecture hall and classrooms (the “Project”) and (b) paying the costs of issuing the Bond, that such purposes are in furtherance of the public purposes for which the Issuer was created, and that the Issuer is authorized to issue the Bond for such purposes under the Act; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Issuer has assigned its interest in the Collateral to the owner of the Bond pursuant to the Resolution and that the pledge of and lien on the Collateral will be valid and binding upon the Issuer and against all parties having claims against the Issuer whether such claims arise in contract, tort or otherwise and irrespective of whether such parties have notice thereof; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Bond will be a limited obligation of the Issuer payable from and secured by the Collateral and the Guaranty, that the Bond will not constitute a debt or a general obligation or a pledge of the faith and credit of the State of Georgia or any political subdivision thereof and that no owner of the Bond shall ever have the right to compel the exercise of the taxing power of the State of Georgia or any political subdivision thereof to pay the principal of or interest on the Bond; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Project, the Bond and the security therefor are therefore, sound, feasible and reasonable; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Issuer is taking all proper and necessary steps to issue the Bond and all of the acts and doings of the Issuer set forth in the pleadings are hereby ratified and confirmed; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Bond and the security therefor be, and the same are hereby in each and every respect, validated and confirmed and the Issuer is authorized and empowered to issue the Bond; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Issuer has waived the requirement that an Independent Audit be conducted pursuant to the Audit Statute; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the parties to this proceeding have duly and lawfully

waived the requirement that separate findings of fact and conclusions of law be entered pursuant to O.C.G.A. § 9-11-52; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Clerk of the Superior Court of Coweta County, Georgia is authorized to execute the certificate of validation upon the Bond and that upon each such Bond being issued in exchange for the Bond previously issued.

Let the Issuer and the Borrower pay the cost of this proceeding from the proceeds of the sale of the Bond.

This ____ day of June, 2023.

Judge, Superior Court
Coweta County, Georgia

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STATE OF GEORGIA

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Plaintiff,)	CIVIL ACTION FILE
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TECHNICAL COLLEGE FOUNDATION, INC.)	
)	
Defendants.)	

CLERK’S CERTIFICATE

The undersigned Clerk of the Superior Court of Coweta County, Georgia, DOES HEREBY CERTIFY that she has compared the within and foregoing copy of the transcript of the proceeding for the confirmation and validation of the issuance by the Development Authority of Coweta County (the “Issuer”) of its revenue bond (the “Bond”) in the principal amount of \$6,470,000 (the “Bond”), including the petition and complaint and all exhibits, notices, orders and documents attached thereto, the answer of the Issuer, the answer of the West Georgia Technical College Foundation, Inc. and an order and final judgment of the Court dated June ___, 2023, the same constituting the entire file of the Clerk of the Court in said cause, there being no other matter of record other than the foregoing, with the original record thereof now remaining in this office, and the same is a true, correct and complete copy of and the whole of such original record, and that this Court is a Court of Record.

I FURTHER CERTIFY that no intervention or objection was raised or filed in connection with the validation of the Bond referred to in said record and that the validation order has been entered.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said court this _____ day of June, 2023.

Clerk, Superior Court
Coweta County, Georgia