

**OFFICIAL MINUTES**  
**COMMISSION MEETING OF THE CITY OF BRUNSWICK, GEORGIA**  
**RESCHEDULED REGULAR MEETING**  
**7:00 P.M., DECEMBER 10, 1997**

**PRESENT:** His Honor Mayor Homer L. Wilson, Commissioners Roosevelt Lawrence, Dr. James MacLeod, Harold E. Jennings and Jonathan Williams.

**INVOCATION:** The invocation was given by Commissioner Dr. James MacLeod.

**PLEDGE OF ALLEGIANCE:** The Pledge of Allegiance was recited by the Mayor and Commissioners and everyone in attendance.

**RESOLUTION ADOPTING 1997A GMA LEASE POOL AGREEMENT**

Commissioner MacLeod moved and Commissioner Lawrence seconded the motion unanimously adopting the following resolution:

**WHEREAS,** the Commission of the City of Brunswick (Lessee") has determined that a true and very real need exists for the acquisition of the Equipment described in the 1997A Master Lease and Option Agreement (the "Lessee"), to be entered into between Lessee, as lessee, and Georgia Municipal Association, Inc., as lessor ("Lessor"), the form of which has been presented to this meeting; and

**WHEREAS,** Pursuant to the terms of a 1997A Escrow Agreement (the "Escrow Agreement"), to be entered into among Lessor, Lessee, and The Bank of New York, as escrow agent (the "Escrow Agent"), the form of which has been presented to this meeting, (1) Lessor will deposit into the Initial Account of the Equipment Fund held under the Escrow Agreement monies to pay cost of acquiring the initial items of Equipment to be leased under the Lease, (2) Lessee will make periodic deposits of money into the Renewal Account of the Equipment Fund under the Escrow Agreement to pay the cost of acquiring subsequent items of Equipment to be leased under the Lease, (3) Lessor will initially deposit into the Reserve Fund held under the Escrow Agreement monies to fund a reserve for the payment of Rental Payments under the Lease, and (4) Lessee will make periodic deposits of money into the Rebate Fund held under the Escrow Agreement to pay rebatable arbitrage in connection with the Lease to the United States Treasury pursuant to Section 148 (f) of the Internal Revenue Code of 1986, as amended; and

**WHEREAS,** in order to raise monies to fund the initial deposits with the Escrow Agent described above, Lessor will sell Georgia Local Government Certificates of Participation, Series 1997A (the "Certificates"), to be issued pursuant to the terms of a 1997A Pooling and Servicing Agreement (the "Pooling and Servicing Agreement"), to be entered into among Lessor, as originator and seller, The Bank of New York, as servicer (the "Servicer"), and The Bank of New York, as trustee (the "Trustee"), the form of which as been presented to this meeting, which Certificates will represent fractional

undivided interests in the trust established pursuant to the Pooling and Servicing Agreement; and

**WHEREAS**, under the terms of the Pooling and Servicing Agreement (1) Lessor will establish a trust with the Trustee by selling and assigning to the Trustee certain rights in the Lease, the Escrow Agreement, other 1997A master lease and option agreements between Lessor and other governmental entities, and other 1997A escrow agreements among Lessor, the Escrow Agent, and other governmental entities, in exchange for the Certificates, and (2) the Servicer will service such contracts for Lessor; and

**WHEREAS**, Lessee has requested Lessor to sell the Certificates to Raymond James & Associates, Inc. and A.G. Edwards & Sons, Inc. (collectively the "Underwriters", pursuant to a Certificate Purchase Agreement (the Certificate Purchase Agreement") to be entered into between Lessor and the Underwriters; and

**WHEREAS**, Lessee has requested Lessor to market the Certificates by means of a Preliminary Official Statement (the "Preliminary Official Statement"), both of which shall contain information about Lessee and other governmental entities obligated under the 1997A master lease and option agreements; and

**WHEREAS**, Lessee has determined to enter into an ISDA Master Agreement and a Schedule to the Master Agreement with a counterparty to be selected by Lessor (the "Swap Counterparty"), to be supplemented by a Confirmation of Transaction relating to the Lease, to be entered into between Lessee and the Swap Counterparty (collectively the "Swap Agreement"), the forms of which have been presented to this meeting, under the terms of which, on a same-day net-payment basis determined by reference to notional amounts equal to the principal components of the rental payments under the Lease, (1) the Swap Counterparty will agree to pay Lessee an amount based on interest rates rather than are identical to the interest rates used to determine the interest components of the rental payments under the Lease, and (2) Lessee will agree to pay the Swap Counterparty a floating amount based on the PSA Municipal Swap Index; and

**WHEREAS**, MBIA Insurance Corporation (the "Insurer") will issue to the Trustee its certificate guaranty insurance policy ("The Insurance Policy"), guaranteeing regularly scheduled distributions on the Certificates without regard to any acceleration of time of payment thereof as set forth in the Insurance Policy; and

**WHEREAS**, the Insurer will issue its swap insurance policy (the "Swap Policy") guaranteeing certain payments to the Swap Counterparty under the Swap Agreement; and

**WHEREAS**, in order, among other things, to evidence and secure the obligation of Lessee to reimburse the Insurer for any payments made by the Insurer under the Insurance Policy or the Swap Policy on account of a failure by Lessee to make timely and complete payments under the Lease or the Swap Agreement, Lessee has determined to enter into a Reimbursement and Indemnity Agreement (the "Insurance Agreement") with Lessor, the Servicer, the Trustee, and the Insurer, the form of which has been presented to this

meeting; and

**WHEREAS**, after careful study and investigation, Lessee desires to enter into the Lease, the Escrow Agreement, the Swap Agreement, and the Insurance Agreement (collectively the "Contracts");

**NOW, THEREFORE, BE IT RESOLVED** by the Commission of the City of Brunswick as follows:

1. The forms, terms, and conditions and the execution, delivery, and performance of the Contracts, forms of which have been filed with Lessee, are hereby approved and authorized. The Contracts shall be in substantially the forms presented to this meeting with such change, corrections, deletions, insertions, variations, additions, or omissions as may be approved by the Mayor (the "Chief Officer") or the Mayor Pro Tem (the "Deputy Officer") of Lessee, whose approval thereof shall be conclusively evidenced by the execution of each such Contract.

2. The Chief Officer or the Deputy Officer of Lessee is hereby authorized and directed to execute on behalf of Lessee the Contracts, and the City Clerk (the "Attesting Officer") is hereby authorized and directed to affix thereto and attest the seal of Lessee, upon proper execution and delivery of the other parties thereto, provided, that in no event shall any such attestation or affixation of the seal of Lessee be required as a prerequisite to the effectiveness thereof, and the Chief Officer or the Deputy Officer and the Attesting Officer of Lessee are authorized and directed to deliver the Contracts on behalf of Lessee to the other parties thereto, and to execute and deliver all such other contracts, agreements, 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 issuance of the Certificates, the investment of amounts held under the Escrow Agreement, and the carrying out of the transactions authorized by this Resolution or contemplated by the instruments and documents referred to in this Resolution.

3. The form of the Preliminary Official Statement is hereby approved, and Lessee hereby approves and authorizes the distribution by the Underwriters of copies of the Preliminary Official Statement to potential investors; provided, however, that Lessee has not reviewed the Preliminary Official Statement or the Official Statement and takes no responsibility for and makes no representations or warranties as to the accuracy or completeness of the information contained therein, except for the information contained therein relating to Lessee, which is hereby approved. Lessee hereby "deems final" (within the meaning of Securities Exchange Act Rule 15c-12 ("Rule 15c2-12")) the information relating to Lessee contained in the Preliminary Official Statement, except for the permitted omissions described in paragraph (b) (1) of Rule 15c2-12. The Underwriters are hereby authorized and directed to prepare a definitive Official Statement placed on file with Lessee as may be appropriate and not inconsistent herewith. Lessee hereby authorizes the use of conformed copies of such definitive Official Statement.

4. The form and substance of the Pooling and Servicing Agreement and the Certificate Purchase Agreement, the forms of which have

been presented to this meeting, are hereby approved, and Lessee requires that such contracts be entered into by the parties thereto in substantially the forms presented to this meeting with such changes, corrections, insertions, deletions, variations, additions, omissions as may be approved in writing by the Chief Officer or the Deputy Officer of Lessee, whose approval thereof shall be conclusively evidenced by the execution of the Lease. Lessee hereby designates Lessor as its agent to contract with the Underwriters through the Certificate Purchase Agreement to enable the Underwriters to meet the requirements of Rule

15c2-12 (b) (3).

5. This Resolution, the Contracts, the Preliminary Official Statement, the Pooling and Servicing Agreement, and the Certificate Purchase Agreement, as approved by this Resolution, which are hereby incorporated in this Resolution by this is reference thereto, shall be placed on file at the office of Lessee and made available for public inspection by any interested party immediately following the passage and approval of this Resolution.

**PASSED, ADOPTED, SIGNED, APPROVED, AND EFFECTIVE** this 10th day of December, 1997.

**ATTESTING OFFICER'S CERTIFICATE**

I, Georgia E. Marion, the duly appointed, qualified, and acting City Clerk of the City of Brunswick ("Lessee") **DO HEREBY CERTIFY** that the foregoing pages of typewritten matter constitute a true and correct copy of a resolution adopted on December 10, 1997, by the Commission of the City of Brunswick in a meeting duly called and assembled in accordance with applicable laws and with the procedures of Lessee, by a vote of 5 Yea and 0 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 Lessee, which is in my custody and control.

**GIVEN** under my hand and the seal of Lessee, this 11th day of December, 1997.

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City Clerk

(SEAL)

**RENEWAL OF GROUP HEALTH INSURANCE**

The Director of Finance submitted bids for renewal of group Health Insurance. The Director of Finance recommended that the City remain with Administrative Claim Services. Administrative Claim Services premium is

\$5.75 for each City employee.

Commissioner Lawrence questioned whether this was bided out. He stated that \$120.00 per month was difficult for City employees to pay for Health Insurance who make minimum wage.

The City Manager pointed out that the amount the City generates is barely enough to pay claims. The City Manager stated that Administrative Claims submitted the lowest bid.

Mayor Wilson asked for a three-year claim period. The Director of Finance stated that the City received a claim for one liver transplant, a virus and open-heart surgery.

Commissioner Jennings recommended that the City look at four or five companies to see if the City can receive bids on family coverage to help supplement health coverage for families.

The City Manager stated that the City have a number of programs through the cafeteria plan for supplemental insurance.

Commissioner Williams questioned how the insurance would help him if the City is his primary carrier and he is covered by State Merit.

The City Manager stated that the insurance Company will have to determine who is primary and split the payment between the two companies.

Rev. Zack Lyde submitted a substandard inspection prepared by the Building Inspector along with some pictures of a resident to the Commission. He stated that the City should ensure that families do not have to live in unsanitary conditions.

He stated that the City should make sure that they are meeting conditions for their employees and make sure citizens of Brunswick are taken care of. Rev. Lyde further stated that there is no major prevention plan in place to bring down insurance premiums in a diseased community.

Mayor Wilson told Mr. Lyde that the Commission will discuss his concerns after a decision is made on the Group Health Insurance.

Commissioner Lawrence moved and Commissioner Williams seconded the motion accepting the low bid of Administrative Claims in the amount of \$5.75 per premium. Commissioner Jennings requested that this addendum be included: In three months the Director of Finance will let the Commission know that at least five insurance companies have submitted plans for policies for City employees. Commissioner Lawrence agreed as long as the companies are trying to bring relief to City employees. The motion passed unanimously.

Rev. Lyde stated that he found substantial housing violations existed in the house located at 1722 Albany Street. He stated that the City's Building Inspector should make sure that the landlord takes care of these risks. He stated that he does not believe that the Building Inspector wears two hats. The Building Inspector and Health Inspector. He pointed out if the Building Inspector wears two hats he cannot do a good job.

Rev. Lyde asked that the City get the Building Inspector off of his high horse. He next asked if the Building Inspector was qualified to determine whether the resident was healthy or unhealthy to live in.

Rev. Lyde explained the condition of the house on Albany Street, which he described as unhealthy to live in. He asked the Commission to look into the problem and get someone who is concerned about the environment to take care of the problem.

Commissioner Lawrence asked whether the Building Inspector presented this house as livable. Rev. Lyde stated that he wrote up the house as an endanger to the health and safety, or well being of the occupants and did nothing about the house.

Commissioner MacLeod asked what the Commission should do because he was not quite sure on what could be done. Rev. Lyde stated that the report should have been given to the Health Department and a copy given to the Building Inspector's superiors.

Mayor Wilson told Rev. Lyde that he was allowed to speak and he was not on the Agenda.

Mayor Wilson assured Rev. Lyde that the City Manager will deal with this before the next Commission meeting.

#### **ALCOHOLIC BEVERAGE LICENSE RENEWALS**

The following petitions for 1998 license renewals were submitted, having been approved by the Chief of Police and the City Manager, were on motion of Commissioner Lawrence seconded by Commissioner Jennings unanimously granted:

To retail beer only for consumption off premises:

Dale E. Caldwell at Eckerd Drugs #2341, 1945 Glynn Avenue;

Patrick James Clark at Eckerd Drugs #439, 4535 Glynn Avenue;

Jo Anne Boone at In and Out Mart, 2011 R Street.

#### **OTHER CITY BUSINESS**

The City Clerk reported the Commission will have upcoming appointments on City Board and Commissions for 1998. Commissioner Lawrence recommended that an advertisement be placed in the Brunswick News and letters or phone calls be made to each person serving on the Board to remind them about their expiration date.

Commissioner Jennings requested that the City add a People's Budget to set goals for 1998, which includes the City Manager, City Attorney and Finance Director. He stated that information will be presented at the next meeting. Commissioner Jennings questioned whether the City received information

concerning the paving of Coral Park Drive.

Mayor Wilson asked what the City will do if the paving cost \$120,000.00. The City Manager stated that the City is still waiting on information from the Department of Transportation.

Commissioner MacLeod brought up for discussion the pay increase for the Fire Department employees. He stated that the Fire Department purchased a fire engine for \$54,000.00 and would like to see the budget readjusted to add the increase of \$54,000.00 to salaries for Fire Department employees. The Fire Chief stated that the Fire Department will see a savings of \$64,000.00 from the purchase of the fire engine and requested that the budget be adjusted to place the money on salaries for the employees.

Mayor Wilson asked whether the capital outlay will be deleted and this money placed on salaries for the employees in the Fire Department.

Commissioner Lawrence asked what will happen when Public Works appear before the Commission and want to place the funds from a garbage truck on salaries. He asked what will happen when other Departments request the same thing.

The City Manager stated that this is a different situation and each situation should be looked at carefully.

Commissioner Jennings asked how much the pay raise would cost for 30 years. It was stated that the pay raise would cost one million four hundred and thirty thousand dollars. Commissioner Jennings pointed out that the City cannot afford the pay raise without raising the millage rate.

Commissioner Jennings stated that he would like to give the Fire Department and Public Works employees a raise, but it is impossible to make a big financial decision in the middle of the budget year. He expressed concerns about where the City will get the money. Commissioner Jennings stated that he could not project the 1998 budget.

Mayor Wilson stated that the City has a responsibility to maintain ad valorem taxes and cannot increase the mileage rate to give pay increases. He asked where the City could get the money from. The Fire Chief stated that he understands the concerns of the Commission. The Fire Chief stated that this is his tenth year and never asked the City for a raise. He mentioned that the Police Department received pay increases for their employees.

Commissioner Jennings stated that a recommendation was made to give Police Department raises because the City was losing one thousand six hundred dollars a year.

Commissioner Jennings stated that the issue could be looked at in the upcoming budget.

Commissioner Williams stated that the City should give everyone a raise and the Commission is not putting a deaf ear on the Fire Department. He pointed out that it is hard to look at it right now.

Commissioner Williams commended the Fire Chief for all his accomplishments. He asked the Fire Chief to wait until the new Mayor and Commissioners come in to make a better assessment.

Commissioner Jennings commended the Fire Chief for doing a good job.

The Fire Chief stated that none of his accomplishments would have happened without the Mayor and Commissioners.

Commissioner Lawrence suggested bringing improvements in the City by changing the Zoning Ordinance. Commissioner Lawrence stated that every neighborhood needs to know what type of building could be placed in their subdivision.

Mayor Wilson stated that it has been a pleasure to serve the City for 31 years like the Apostle Paul he failed in some instances. He recalled when he came to Brunswick and the conditions of the streets in the City. He stated that the Commission has enhanced a great deal and he made some contributions, which were limited. Mayor Wilson stated that he never made a trip to Atlanta, Georgia and came back fruitless. He stated that he never closed a door or turned off his telephone. He hoped that the Council would recognize those who cannot help themselves. He stated that his one desire was to serve people well and provide them with a living. He further stated that he will get involved in the Governor's race and he won't fade away.

Commissioner Lawrence presented Mayor Wilson with a gift and plaque. Commissioner Lawrence told Mayor Wilson they appreciated him for recognizing that each Commissioner had only one vote. He stated that Mayor Wilson was dedicated to the City of Brunswick. He told Mayor Wilson that the City will lose a valuable person. He stated that it was better to have had Mayor Wilson and lost than to never have had him at all.

Mayor Wilson thanked the Commission for the gift.

Commissioner Jennings also presented Commissioner MacLeod with a gift and plaque. Commissioner Jennings told Commissioner MacLeod that he admired anyone who puts his name on the ballot for public office. Commissioner Jennings told Commissioner MacLeod that he will miss sitting next to him during meetings.

Commissioner Jennings moved and Commissioner Lawrence seconded the motion to hold an Executive Session to discuss a legal matter. The motion passed by unanimous vote. Following the Executive Session Mayor Wilson stated that no action will be taken.

**MEETING ADJOURNED.**

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Mayor

Attest: \_\_\_\_\_  
City Clerk