

AN ORDINANCE BY COUNCILMEMBER ALEX WAN AS SUBSTITUTED BY FINANCE/EXECUTIVE COMMITTEE TO REQUEST THE ISSUANCE BY THE ATLANTA PUBLIC SAFETY AND JUDICIAL FACILITIES AUTHORITY (THE "AUTHORITY") OF ITS REVENUE REFUNDING BONDS (PUBLIC SAFETY FACILITY PROJECT), SERIES 2016, IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$32,000,000 (THE "SERIES 2016 BONDS"), TO FINANCE THE REFUNDING OF ALL OR PART OF THE OUTSTANDING ATLANTA PUBLIC SAFETY AND JUDICIAL FACILITIES AUTHORITY REVENUE BONDS (PUBLIC SAFETY FACILITY PROJECT), SERIES 2006, AND TO PAY THE COSTS OF ISSUING SUCH SERIES 2016 BONDS; TO AUTHORIZE THE MAYOR TO EXECUTE, DELIVER AND PERFORM A FIRST AMENDMENT TO LEASE AGREEMENT BY AND BETWEEN THE AUTHORITY AND THE CITY OF ATLANTA; TO AUTHORIZE ACKNOWLEDGMENT OF SERVICE AND THE FILING OF AN ANSWER ON BEHALF OF THE CITY IN VALIDATION PROCEEDINGS TO BE BROUGHT IN VALIDATING THE SERIES 2016 BONDS; TO AUTHORIZE THE MAYOR TO ENTER INTO A BOND PURCHASE AGREEMENT AND CONTINUING DISCLOSURE AGREEMENT IN CONNECTION WITH THE SALE OF THE SERIES 2016 BONDS; TO APPROVE RELEVANT PORTIONS OF A PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL STATEMENT; TO AUTHORIZE CERTAIN RELATED ACTIONS ALL IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2016 BONDS; AND FOR OTHER PURPOSES.

WHEREAS, the Atlanta Public Safety and Judicial Facilities Authority (the "Authority") has been created and is existing as a body corporate and politic and an instrumentality of the State of Georgia and a public corporation pursuant to the provisions of the War on Terrorism Local Assistance Act, O.C.G.A. §§ 36-75-1, *et seq.*, as amended (the "Act"), Ordinance No. 05-O-1910 adopted by the City Council of the City of Atlanta (the "City") on November 7, 2005 and approved by the Mayor of the City on November 14, 2005, and Resolution No. 15-R-4417 adopted by the City Council of the City on November 16, 2015 and approved by operation of law on November 25, 2015; and

WHEREAS, the Act permits the Authority to undertake and finance one or more "projects," as defined in the Act to mean the acquisition, construction, equipping, operation, maintenance and repairing of county or municipal corporation judicial, detention, or other public safety facilities; and

WHEREAS, the Authority has the power under the Act, among other things, to acquire, construct, improve, or modify, to place into operation, and to operate or cause to be placed into operation, either as owner of all or of any part in common with others, a project or projects within the political subdivision in which the Authority is activated and within other political subdivisions, and to pay all or part of the cost of any such project or projects from the proceeds of revenue bonds of the Authority or from any contribution or loans by persons, firms, or corporations or any other contribution, all of which the Authority is authorized to receive, accept, and use, and the Authority has the power further to borrow money and issue its revenue bonds and bond anticipation notes from time to time and to use the proceeds thereof for the purpose of paying all or part of the cost of any project, including the cost of extending, adding to, or improving such project, or for the purpose of refunding any such bonds of the Authority theretofore issued; and

WHEREAS, pursuant to the laws of the State of Georgia, including specifically, but without limitation, O.C.G.A. §36-82-61(G) and (L), the City is authorized to undertake the acquisition, construction, reconstruction, improvement, operation and maintenance of public parking areas and public parking buildings and jails and other structures and facilities which are necessary and convenient for the operation of jails; and

WHEREAS, pursuant to Section 1-102(c)(14) of the Charter of the City (Ga. Laws 1996, p. 4469), as amended, the City is authorized to acquire, lease, construct, operate, maintain, regulate, control, sell and dispose of public buildings, corrective, detention and penal facilities, and any other public improvements; and

WHEREAS, pursuant to the Act, all bonds issued thereunder shall be issued and validated in accordance with Article 3 of Chapter 82 of Title 36 of the Official Code of Georgia Annotated (the “Revenue Bond Law”); and

WHEREAS, Article IX, Section III, Paragraph I(a) of the Constitution of the State of Georgia authorizes, among other things, any county, municipality or other political subdivision of the State of Georgia to contract, for any period not exceeding fifty (50) years, with another county, municipality or political subdivision for the provision of services or for the joint or separate use of facilities or equipment, provided that such contract deals with activities, services or facilities which the contracting parties are authorized by law to undertake or provide; and

WHEREAS, the Authority and the City previously entered into a Lease Agreement, dated as of October 1, 2006 (the “Lease Agreement”), pursuant to which the Authority agreed to acquire, construct, equip, operate and maintain a public safety headquarters and a parking deck for lease to the City (the “Project”), and the City agreed to lease the Project from the Authority and in consideration therefor to make certain rental payments to the Authority as set forth in the Lease Agreement; and

WHEREAS, pursuant to a Bond Resolution (the “Master Bond Resolution”) of the Board of Directors of the Authority adopted on September 15, 2006, the Authority has previously issued its Atlanta Public Safety and Judicial Facilities Authority Revenue Bonds (Public Safety Facility Project), Series 2006 (the “Series 2006 Bonds”), in the original aggregate principal amount of \$50,000,000, for the purpose of financing the costs related to the acquisition, design, construction, improvement, and equipping of the Project and certain administrative and issuance costs in connection therewith; and

WHEREAS, pursuant to the Master Bond Resolution, the Authority pledged for the benefit of the holders of the Series 2006 Bonds the rents and other payments derived and to be derived by the Authority pursuant to the Lease Agreement (excepting only any indemnification payments and payments to the Authority for expenses incurred under Sections 6.7, 6.8, and 10.4 thereof), the funds and accounts created under the Master Bond Resolution (excepting only the Rebate Fund created under Sections 5.10 thereof), and any and all other revenues, rents, and earnings arising out of or in connection with the Authority’s interest in the Project (the “Pledged Property”); and

WHEREAS, the Master Bond Resolution authorizes the issuance of Additional Bonds (as defined in the Master Bond Resolution), under the conditions set forth in Section 2.08 of the Master Bond Resolution and Section 9.8 of the Lease Agreement, which rank *pari passu* with the Series 2006 Bonds as to the lien on the Pledged Property; and

WHEREAS, after extensive study and investigation, the Authority has determined that it is in the best interest of the Authority to provide for the issuance of a series of Additional Bonds under the Master Bond Resolution in the form of its “Atlanta Public Safety and Judicial Facilities Authority Revenue Bonds (Public Safety Facility Refunding Project), Series 2016,” in the aggregate principal amount of not to exceed \$32,000,000 (the “Series 2016 Bonds”), in order to provide for the refunding of all or part of the outstanding Series 2006 Bonds (collectively, the “Refunded Bonds”) and to pay certain costs of issuance related to the Series 2016 Bonds; and

WHEREAS, the Series 2016 Bonds shall be issued pursuant to the Master Bond Resolution and a Series 2016 Supplemental Bond Resolution to be adopted by the Authority (the “Series 2016 Resolution”); and

WHEREAS, the Series 2016 Bonds shall be payable from and secured by the Pledged Property, and shall rank on a parity as to the pledge of and lien on the Pledged Property with any Bonds outstanding under the Master Bond Resolution; and

WHEREAS, the City proposes to enter into a First Amendment to Lease Agreement with the Authority (the “First Amendment to Lease Agreement” and, together with the Lease Agreement, the “Agreement”) to provide for additional payments, to the extent necessary, to pay the principal of, redemption premium, if any, and interest on the Series 2016 Bonds; and

WHEREAS, the Project is located on real property which secures certain outstanding obligations of the Georgia Municipal Association, Inc. (“GMA”), namely, the Installment Sale Program Certificates of Participation (City of Atlanta, Georgia Detention Center, Municipal Court and City Hall East Projects), Series 1998 and a Deed to Secure Debt and Security Agreement dated as of November 1, 1998 (the “GMA Security Deed”) from the City to GMA; and

WHEREAS, GMA as entered into that certain Subordination, Non-Disturbance and Attornment Agreement, dated as of October 1, 2006 (“Subordination Agreement”) which establishes the relative priorities of the City, the Authority and the trustee for the GMA indebtedness; and

WHEREAS, the City authorizes the Authority to seek a continuation of the Subordination Agreement with GMA in connection with the Series 2016 Bonds of the Authority; and

WHEREAS, in order to accomplish the sale of the Series 2016 Bonds, the City proposes to enter into an agreement with the Authority and the purchaser(s) of the Series 2016 Bonds (collectively or singularly, the “Purchaser”) in connection with the sale of the Series 2016 Bonds; and

WHEREAS, to ensure compliance with Securities and Exchange Commission Rule 15c2-12 (the “Rule”), it is necessary and desirable to authorize the execution and delivery by the City of a continuing disclosure agreement (the “Continuing Disclosure Agreement”) with respect to the Series 2016 Bonds, pursuant to which the City will agree to provide notices of certain events and to submit annually certain financial information and operating data to specified information repositories; and

WHEREAS, the Authority is expected to authorize the preparation of a Preliminary Official Statement and a Final Official Statement (collectively, the “Official Statement”) setting forth the terms of the Series 2016 Bonds and the security therefor, including financial and other information about the City and a certification by an appropriate official of the City as to the accuracy of certain information contained in the Official Statement; and

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF ATLANTA, GEORGIA as follows:

Section 1. Authority for Ordinance. This ordinance is adopted pursuant to the provisions of the Constitution and the laws of the State of Georgia.

Section 2. First Amendment to Lease Agreement. The Mayor is hereby authorized to execute, deliver and cause the City to perform the obligations on its part contained in the First Amendment to Lease Agreement by and between the Authority and the City. The First Amendment to Lease Agreement shall be in substantially the form attached hereto as Exhibit A, subject to such changes, insertions or omissions as may be approved by the Mayor and Chief Financial Officer, and the execution of the First Amendment to Lease Agreement by the Mayor as hereby authorized shall constitute conclusive evidence of any such approval.

Section 3. Official Statement. The Mayor, Chief Financial Officer and other staff of the City are hereby authorized and directed to assist the Purchaser and the Authority in the preparation of the Official Statement, and the City hereby approves the use and distribution of the same. The Mayor or Chief Financial Officer are authorized to execute the Official Statement on behalf of the City and to certify as to information about the City contained in the Official Statement, and as to whether such information contains any untrue statement of a material act or omits to state any material fact necessary to make the statements made therein, in light of the circumstances under which they are made, not misleading.

Section 4. Bond Purchase Agreement. The Mayor is hereby authorized to execute, deliver and cause the City to perform the obligations on its part contained in the Bond Purchase Agreement by and among the Authority, the Purchaser and the City (the "Bond Purchase Agreement"). The provisions of the executed version of the Bond Purchase Agreement shall provide for a sale of Series 2016 Bonds within the maximum not to exceed principal amount referenced in the recitals and at interest rates not to exceed 6.00% per annum. The Bond Purchase Agreement shall be in a form acceptable to the Mayor and/or Chief Financial Officer.

Section 5. Continuing Disclosure Agreement. The Mayor and/or Chief Financial Officer are hereby authorized to execute, delivery and cause the City to perform the obligations on its part contained in the Continuing Disclosure Agreement pursuant to which the City will agree to provide notices of certain events and to submit annually certain financial information and operating data to specified information repositories. The Continuing Disclosure Agreement shall be in form and substance approved by Disclosure Counsel and as required to permit the Purchaser to comply with the Rule.

Section 6. Actions of the Mayor and Chief Financial Officer. The Mayor, Chief Financial Officer and other appropriate officials of the City are hereby authorized to certify any documents and execute any receipts or other closing papers necessary to effect the purposes of the First Amendment to Lease Agreement, the Bond Purchase Agreement, the Continuing Disclosure Agreement and the Series 2016 Resolution. All acts and doing of such officers of the City which are in conformity with the purposes and intents of this ordinance and in furtherance of the execution, delivery and performance of the First Amendment to Lease Agreement, the Bond Purchase Agreement and the Continuing Disclosure Agreement, shall be, and the same hereby are, in all respects approved and confirmed.

Section 7. Validation. The Mayor is hereby authorized to acknowledge service on behalf of the City of the validation petition to be filed by the District Attorney for the Atlanta Judicial Circuit seeking the validation of the Series 2016 Bonds and to verify the allegations contained in an answer to be prepared by the City Attorney seeking the validation of the Series 2016 Bonds and the security to be provided therefor.

Section 8. Obligations Absolute and Unconditional. The obligation of the City to make payments under the Agreement and to perform its other obligations under the Agreement are absolute and unconditional and shall constitute a general obligation of the City and a pledge of the full faith and credit and taxing power of the City to provide the funds required to fulfill such obligations. The City is hereby authorized to exercise its power of taxation to the extent necessary to fulfill its payment obligations under the Agreement and to make available and use for the payment of such obligations, all such taxes levied and collected for that purpose together with funds received from any sources.

Section 9. Partial Invalidity. In case any one or more of the provisions of this ordinance shall for any reason be held to be illegal or invalid by a court of competent jurisdiction, such illegality or invalidity shall not affect any other provisions hereof unless expressly so held, but this ordinance shall be construed and enforced as if such illegal or invalid provisions had not been contained herein, and this ordinance shall be construed to adopt, but not to enlarge upon, all applicable provisions of Georgia law, and, if any provisions hereof conflict with any applicable provision of such law, the latter as adopted by

the legislature and as interpreted by the courts of this state shall prevail and shall be substituted for any provision hereof in conflict or not in harmony therewith.

Section 10. Repealer. Any and all ordinances or resolutions or parts of ordinances or resolutions in conflict with this ordinance shall be and the same hereby are repealed, and this ordinance shall be in full force and effect from and after its adoption.

Section 11. Effective Date. This ordinance shall be in full force and effect immediately upon its adoption.

CITY COUNCIL
ATLANTA, GEORGIA

16-O-1362

SPONSOR SIGNATURES


Alex Wan, Councilmember, District 6

**CITY COUNCIL
ATLANTA, GEORGIA**

16-O-1362

AN ORDINANCE BY COUNCILMEMBER ALEX WAN AS SUBSTITUTED BY FINANCE/EXECUTIVE COMMITTEE TO REQUEST THE ISSUANCE BY THE ATLANTA PUBLIC SAFETY AND JUDICIAL FACILITIES AUTHORITY (THE "AUTHORITY") OF ITS REVENUE REFUNDING BONDS (PUBLIC SAFETY FACILITY PROJECT), SERIES 2016, IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$32,000,000 (THE "SERIES 2016 BONDS"), TO FINANCE THE REFUNDING OF ALL OR PART OF THE OUTSTANDING ATLANTA PUBLIC SAFETY AND JUDICIAL FACILITIES AUTHORITY REVENUE BONDS (PUBLIC SAFETY FACILITY PROJECT), SERIES 2006, AND TO PAY THE COSTS OF ISSUING SUCH SERIES 2016 BONDS; TO AUTHORIZE THE MAYOR TO EXECUTE, DELIVER AND PERFORM A FIRST AMENDMENT TO LEASE AGREEMENT BY AND BETWEEN THE AUTHORITY AND THE CITY OF ATLANTA; TO AUTHORIZE ACKNOWLEDGMENT OF SERVICE AND THE FILING OF AN ANSWER ON BEHALF OF THE CITY IN VALIDATION PROCEEDINGS TO BE BROUGHT IN VALIDATING THE SERIES 2016 BONDS; TO AUTHORIZE THE MAYOR TO ENTER INTO A BOND PURCHASE AGREEMENT AND CONTINUING DISCLOSURE AGREEMENT IN CONNECTION WITH THE SALE OF THE SERIES 2016 BONDS; TO APPROVE RELEVANT PORTIONS OF A PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL STATEMENT; TO AUTHORIZE CERTAIN RELATED ACTIONS ALL IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2016 BONDS; AND FOR OTHER PURPOSES.

Workflow List:

Cathy Hampton	Skipped	06/22/2016 9:31 AM
Finance	Skipped	06/22/2016 9:31 AM
Information Technology	Skipped	06/22/2016 9:31 AM
Procurement	Skipped	06/22/2016 9:31 AM
Adam Smith	Skipped	06/22/2016 9:31 AM
Mayor's Office	Skipped	06/22/2016 9:31 AM
Office of Research and Policy Analysis	Skipped	06/22/2016 9:31 AM
Atlanta City Council	Completed	06/20/2016 1:00 PM
Finance/Executive Committee	Completed	06/29/2016 1:00 PM
Atlanta City Council	Completed	07/05/2016 1:00 PM
Mayor's Office	Pending	

HISTORY:

06/20/16 Atlanta City Council REFERRED WITHOUT OBJECTION

RESULT:	REFERRED WITHOUT OBJECTION	Next: 6/29/2016 1:00 PM
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06/29/16 Finance/Executive Committee FAVORABLE/SUBSTITUTE

RESULT:	FAVORABLE/SUBSTITUTE [5 TO 0]	Next: 7/5/2016 1:00 PM
AYES:	Wan, Shook, Adrean, Martin, Moore	
ABSENT:	Natalyn Mosby Archibong	
AWAY:	Andre Dickens	

RESULT:	ADOPTED SUBSTITUTE BY CONSENT VOTE [13 TO 0]
AYES:	Bond, Norwood, Dickens, Smith, Young Jr., Winslow, Archibong, Wan, Shook, Moore, Martin, Bottoms, Sheperd
ABSENT:	Yolanda Adrean
AWAY:	Kwanza Hall

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VOTE RECORD - ORDINANCE 16-O-1362						
<input type="checkbox"/> ADOPTED <input type="checkbox"/> ADVERSED <input type="checkbox"/> FAVORABLE <input type="checkbox"/> ACCEPTED AND FILED <input type="checkbox"/> FIRST READING <input type="checkbox"/> SECOND READING <input type="checkbox"/> THIRD READING <input type="checkbox"/> FOURTH READING <input type="checkbox"/> FIFTH READING <input type="checkbox"/> REFERRED TO COMMITTEE <input type="checkbox"/> HELD IN COMMITTEE <input type="checkbox"/> TABLED <input type="checkbox"/> DEFERRED <input type="checkbox"/> RECONSIDERED <input type="checkbox"/> FILED <input type="checkbox"/> ADOPTED AS AMENDED <input type="checkbox"/> AMENDED <input type="checkbox"/> ACCEPTED <input type="checkbox"/> SUBSTITUTED <input type="checkbox"/> AMENDED SUBSTITUTE <input type="checkbox"/> FILED BY COMMITTEE <input type="checkbox"/> REFERRED TO ZRB AND ZC <input type="checkbox"/> REFERRED WITHOUT OBJECTION			YES/AYE	NO/NAY	ABSTAIN	ABSENT
		MICHAEL JULIAN BOND	VOTER	<input checked="" type="radio"/>	<input type="checkbox"/>	<input type="checkbox"/>
	MARY NORWOOD	VOTER	<input checked="" type="radio"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	ANDRE DICKENS	VOTER	<input checked="" type="radio"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	CARLA SMITH	VOTER	<input checked="" type="radio"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	KWANZA HALL	VOTER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	AWAY
	IVORY LEE YOUNG JR.	VOTER	<input checked="" type="radio"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	CLETA WINSLOW	VOTER	<input checked="" type="radio"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	NATALYN MOSBY ARCHIBONG	VOTER	<input checked="" type="radio"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	ALEX WAN	VOTER	<input checked="" type="radio"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	HOWARD SHOOK	VOTER	<input checked="" type="radio"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	YOLANDA ADREAN	VOTER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="radio"/>
	FELICIA A. MOORE	VOTER	<input checked="" type="radio"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	CLARENCE "C. T." MARTIN	VOTER	<input checked="" type="radio"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	KEISHA LANCE BOTTOMS	VOTER	<input checked="" type="radio"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	JOYCE SHEPERD	VOTER	<input checked="" type="radio"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<ul style="list-style-type: none"> <input checked="" type="checkbox"/> ADOPTED SUBSTITUTE <input type="checkbox"/> ADOPTED SUBSTITUTE AS AMENDED <input type="checkbox"/> FORWARDED WITH NO RECOMMENDATI <input type="checkbox"/> REFERRED TO SC <input type="checkbox"/> FILED WITHOUT OBJECTION <input type="checkbox"/> FAILED <input type="checkbox"/> FORWARDED TO FC/NQ <input type="checkbox"/> FAVORABLE/SUBSTITUTE <input type="checkbox"/> FAVORABLE/SUB/AMENDED <input type="checkbox"/> FAVORABLE/SUB/AMND/COND <input type="checkbox"/> FAVORABLE/AMND/COND <input type="checkbox"/> FAVORABLE/AMENDED <input type="checkbox"/> RETURNED AS HELD <input type="checkbox"/> FAVORABLE ON CONDITION <input type="checkbox"/> FAVORABLE/SUB/CONDITION <input type="checkbox"/> QUADRENNIALY TERMINATED <input type="checkbox"/> QUESTION CALLED <input type="checkbox"/> ROUTED TO COW <input type="checkbox"/> SUSTAINED <input type="checkbox"/> OVERRIDEN <input type="checkbox"/> NOT ACCEPTED BY COMMITTEE <input type="checkbox"/> SUSTAINED W/O OBJECTION <input type="checkbox"/> TABLED W/O OBJECTION 	
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[Unanimous]

Certified by Presiding Officer	Certified by Clerk
<p>Mayor's Action</p> <p><i>See Authentication Page Attachment</i></p>	