

AUTHORIZING RESOLUTION

WHEREAS, Article IX, Section III, Paragraph I of the Constitution of the State of Georgia of 1983 authorizes DeKalb County, Georgia (the “**County**”) to contract for any period not exceeding fifty years with any public corporation or public authority for joint services, for the provision of services, or for the joint or separate use of facilities or equipment, if such contract deals with activities, services, or facilities that the contracting parties are authorized by law to undertake or provide; and

WHEREAS, the hereinafter defined Governing Authority has determined that it is in the best interest of the citizens of DeKalb County, Georgia that the County borrow up to \$[6,000,000] from the Georgia Fund administered by the Georgia Environmental Financial Authority (“**GEFA**”) for the purpose of financing the costs of acquiring, constructing and installing the environmental facilities described in Exhibit A attached to the hereinafter defined Loan Agreement, pursuant to the terms of a Loan Agreement (the “**Loan Agreement**”) between GEFA, as lender, and the County, as borrower; and

WHEREAS, the County’s obligation to repay the loan pursuant to the Loan Agreement will be evidenced by a Promissory Note (the “**Note**”) of the County in favor of GEFA in substantially the form attached as Exhibit B to the Loan Agreement, which shall bear interest at a rate equal to []% per annum and shall mature on the date that is [30] years from the Amortization Commencement Date (as defined in the Note); and

WHEREAS, the County will agree to repay any amount due pursuant to the Loan Agreement and the Note in accordance with the terms and provisions of the Loan Agreement and of the Note; and

WHEREAS, after careful study and investigation, the County desires to execute and deliver the Loan Agreement and the Note;

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of DeKalb County, Georgia and the Chief Executive Officer of DeKalb County, Georgia (collectively, the “**Governing Authority**”) as follows:

1. The form, terms, and conditions and the execution, delivery, and performance of the Loan Agreement and the Note, which have been filed with the County, are hereby approved and authorized. Each of the Loan Agreement and the Note shall be in substantially the form submitted to the Governing Authority with such changes, corrections, deletions, insertions, variations, additions, or omissions as may be approved by the Chief Executive Officer of the County.

2. The Chief Executive Officer of the County is hereby authorized and directed to execute, on behalf of the County, the Loan Agreement and the Note, and the Clerk to the Board of Commissioners and the Chief Executive Officer of the County is hereby authorized and directed to affix thereto and attest the seal of the County, upon proper execution and delivery of the other party thereto, provided, that in no event shall any such attestation or affixation of the seal of the County be required as a prerequisite to the effectiveness thereof, and the Chief Executive Officer and Clerk to the Board of Commissioners and the Chief Executive Officer of the County are authorized and directed to deliver the Loan Agreement and the Note on behalf of the County to GEFA, and to execute and deliver all such other 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 execution and delivery of the Loan Agreement and the Note and the carrying out of the transactions authorized by this Resolution or contemplated by the instruments and documents referred to in this Resolution.

3. This Resolution and the Loan Agreement and the Note, as approved by this Resolution, which are hereby incorporated in this Resolution by this reference thereto, shall be placed on file at the office of the County and made available for public inspection by any interested party immediately following the passage and approval of this Resolution.

[SIGNATURES ON FOLLOWING PAGE]

[COUNTERPART SIGNATURE PAGE TO AUTHORIZING RESOLUTION]

ADOPTED by the Board of Commissioners of DeKalb County, this ____ day of _____, 2023.

Robert Patrick
Presiding Officer
Board of Commissioners
DeKalb County, Georgia

APPROVED by the Chief Executive Officer of DeKalb County, this ____ day of _____, 2023.

Michael L. Thurmond
Chief Executive Officer
DeKalb County, Georgia

ATTEST:

Barbara H. Sanders-Norwood, CCC, CMC
Clerk to the Board of Commissioners and
Chief Executive Officer
DeKalb County, Georgia

APPROVED AS TO SUBSTANCE:

Zachary L. Williams
Executive Assistant and Chief Operating Officer

APPROVED AS TO FORM:

Viviane H. Ernstes
County Attorney

CLERK’S CERTIFICATE

I, Barbara H. Sanders-Norwood, the duly appointed, qualified, and acting Clerk to the Board of Commissioners and the Chief Executive Officer of DeKalb County, Georgia (the “County”), DO HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of a resolution adopted on [REDACTED], 2023 by the Board of Commissioners of the County in a meeting duly called and assembled in accordance with applicable laws and with the procedures of the County, by a vote of ____ Yea and ____ 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 the County, which is in my custody and control.

GIVEN under my hand and the seal of the County, this ____ day of _____ 2023.

(SEAL)

Clerk to Board of Commissioners and Chief
Executive Officer of DeKalb County