

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF DEKALB COUNTY, GEORGIA, AUTHORIZING, *INTER ALIA*, THE EXECUTION OF DOCUMENTS RELATING TO THE ACQUISITION OF CERTAIN SANITATION VEHICLES AND EQUIPMENT TO BE USED BY THE COUNTY

WHEREAS, the Board of Commissioners of DeKalb County, Georgia and the Chief Executive Officer of DeKalb County, Georgia (collectively, the “Governing Authority”) are charged with the duties of contracting debts and managing the affairs of DeKalb County, Georgia (the “County”); and

WHEREAS, the Governing Authority has determined that a need exists for the acquisition of certain sanitation vehicles and other vehicles and equipment to be used by the County, including, but not limited to, the vehicles described in Exhibit A attached to this Resolution (collectively, the “Equipment”); and

WHEREAS, the Governing Authority has determined that it is in the best interest of the County to finance the acquisition of the Equipment pursuant to the terms of a Master Lease-Purchase Agreement, as amended and modified by a Master Lease-Purchase Addendum (collectively, the “Lease-Purchase Agreement”), each between JPMorgan Chase Bank, N.A., as lessor (the “Lessor”), and the County, as lessee, which Lease-Purchase Agreement will be subject to annual appropriation by the Governing Authority, will comply with the requirements of Section 36-60-13, Official Code of Georgia Annotated, and will have rental payments consisting of an aggregate principal component equal to \$[6,500,000] to be amortized over an approximately [9] year period and an interest component as more specifically described in Exhibit B attached to this Resolution; and

WHEREAS, the County will have the option to purchase the Equipment pursuant to the terms of the Lease-Purchase Agreement; and

WHEREAS, on the date of execution of the Lease-Purchase Agreement, the Lessor will pay \$[6,500,000] to the County to reimburse the County for the amount paid for the Equipment, and the County will transfer title to the Equipment to the Lessor; and

WHEREAS, the Governing Authority has received and reviewed a form of the Lease-Purchase Agreement;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING AUTHORITY OF DEKALB COUNTY, GEORGIA, as follows:

Section 1. Authorization of County Documents. The form, terms and provisions of the Lease-Purchase Agreement and the Escrow Agreement (collectively, the “County Documents”) presented to this meeting are hereby approved, and all of the terms and provisions thereof are hereby incorporated herein by this reference as if the County Documents were set out in this Resolution in their entirety. The Chief Executive Officer and Clerk of the Chief Executive Officer and the Board of Commissioners of the County are hereby authorized, empowered and directed to execute, acknowledge and deliver the County Documents. Each of the County Documents is to be in substantially the form now before this meeting and hereby approved, or with such changes therein as may be deemed necessary by the persons executing the same, upon advice of counsel, to accomplish the purposes of the transaction contemplated therein and in this Resolution and as shall not be inconsistent with or contrary to such purposes. The execution of the County Documents shall constitute conclusive evidence that the County Documents and any and all changes thereto have been approved by the persons executing the County Documents.

Section 2. Information Reporting. Any officer of the County is hereby authorized to sign and file or cause to be filed a completed I.R.S. Form 8038-G, "Information Return for Tax-Exempt Governmental Obligations," as required by Section 149(e) of the Internal Revenue Code of 1986, as amended (the "Code") in connection with the execution and delivery of the County Documents.

Section 3. Non-Arbitrage Tax Certification. Any officer of the County is hereby authorized to execute a tax regulatory and non-arbitrage certification in order to comply with Section 148 of the Code, and the applicable Income Tax Regulations thereunder, in connection with the execution and delivery of the County Documents.

Section 4. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in any of the County Documents shall be deemed to be a stipulation, obligation or agreement of any commissioner, officer, agent or employee of the County in his or her individual capacity, and no such officer, director, agent or employee shall be personally liable on the documents hereinabove authorized or be subject to personal liability or accountability by reason thereof.

Section 5. General Authority. From and after the execution and delivery of the documents hereinabove authorized, the Chief Executive Officer, the Clerk of the Chief Executive Officer and the Board of Commissioners of the County and the proper officers, agents and employees of the County are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of said documents as executed and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the execution and delivery of the County Documents, including any document in connection with the compliance with the Code.

Section 6. Actions Ratified, Approved and Confirmed. All acts and doings of the officers of the County which are in conformity with the purposes and intents of this Resolution and in the furtherance of the execution, delivery and performance of the County Documents shall be, and the same hereby are, in all respects ratified, approved and confirmed.

Section 7. Severability of Invalid Provisions. If any one or more of the agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof.

Section 8. Repealing Clause. All resolutions or parts thereof of the County in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 9. Effective Date. This Resolution shall take effect immediately upon its adoption.

[SIGNATURES ON FOLLOWING PAGE]

ADOPTED by the Board of Commissioners of DeKalb County, Georgia , this 13th day of April, 2021.

Stephen R. Bradshaw
Presiding Officer
Board of Commissioners
DeKalb County, Georgia

APPROVED by the Chief Executive Officer of DeKalb County, Georgia, this 13th day of April, 2021.

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

EXHIBIT A
LIST OF EQUIPMENT

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 April 13, 2021 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 April 2021.

(SEAL)

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