

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF DEKALB COUNTY, GEORGIA AUTHORIZING THE APPOINTMENT OF A PLACEMENT AGENT IN CONNECTION WITH THE PROPOSED ISSUANCE AND SALE BY DEKALB COUNTY, GEORGIA OF ITS TAX ANTICIPATION NOTES (FEDERALLY TAXABLE); AND RELATED MATTERS.

WHEREAS, the Board of Commissioners of DeKalb County (the “Board of Commissioners”) is charged with the duties of contracting debts and managing the affairs of DeKalb County, Georgia (the “County”); and

WHEREAS, the Board of Commissioners has determined that it is in the best interest of the County to obtain a temporary loan in anticipation of the receipt of taxes levied or to be levied for the General Fund of the County for calendar year 2021; and

WHEREAS, the County is authorized by Article IX, Section V, Paragraph V of the Georgia Constitution of 1983 and Section 36-80-2 of the Official Code of Georgia Annotated, as amended and supplemented, to obtain a temporary loan to pay current expenses during any calendar year and to evidence such loan by issuing tax anticipation notes in anticipation of the receipt of revenues from taxes levied or to be levied for the General Fund for expenses payable in such calendar year; and

WHEREAS, the County is considering issuing such tax anticipation notes (federally taxable) in an aggregate principal amount not to exceed \$70,000,000 (the “Notes”); and

WHEREAS, Piper Sandler & Co., as placement agent, will privately place pursuant to a competitive process of the Notes with a “qualified institutional buyer” as defined under Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”) or an institutional “accredited investor” within the meaning of Rule 501(a)(1), (2), (3) or (7) under the Securities Act; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF DEKALB COUNTY, GEORGIA, as follows:

Section 1. Appointment of Piper Sander & Co. as Placement Agent. The appointment of Piper Sandler & Co. as placement agent for the Notes (the “Placement Agent”) is hereby approved. The Placement Agent will privately place pursuant to a competitive process the Notes with a “qualified institutional buyer” as defined under Rule 144A of the Securities Act or an institutional “accredited investor” within the meaning of Rule 501(a)(1), (2), (3) or (7) under the Securities Act.

Section 2. Approval and Ratification of Certain Documents and Actions. The actions of the Chief Financial Officer of the County and the Placement Agent in causing information with respect to the County and the Notes to be prepared and distributed to potential purchasers of the Notes are hereby approved, ratified and confirmed.

Section 3. General Authority. From and after the date of adoption of this Resolution, the Board of Commissioners and the officers and agents of the County are hereby authorized to do all such acts and things, and to execute and deliver all such documents, certificates or agreements as may be necessary or desirable in connection with the offering of the Notes. All actions of the Board of Commissioners, officers or agents of the County taken in connection therewith prior to the date hereof are hereby ratified and confirmed.

Section 4. Effective Date. This Resolution will be in full force and effect immediately upon its adoption and any and all resolutions or parts of resolutions in conflict with this Resolution will be and the same are, to the extent of such conflict, hereby repealed.

ADOPTED by the Board of Commissioners of DeKalb County, this \_\_\_\_ day of June, 2021.

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

APPROVED by the Chief Executive Officer of DeKalb County, this \_\_\_\_ day of June, 2021.

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Michael L. Thurmond  
Chief Executive Officer  
DeKalb County, Georgia

ATTEST:

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

APPROVED AS TO SUBSTANCE:

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Zachary L. Williams  
Executive Assistant and Chief Operating Officer  
DeKalb County, Georgia

APPROVED AS TO FORM:

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Viviane H. Ernstes  
County Attorney

**CLERK'S CERTIFICATE**

I, Barbara 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 June \_\_, 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, \_\_ 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 June 2021.

(SEAL)

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