

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF DEKALB COUNTY, GEORGIA AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND NOTICE OF SALE RELATING TO DEKALB COUNTY, GEORGIA TAX ANTICIPATION NOTES; AUTHORIZING THE SOLICITATION OF OFFERS FOR THE PURCHASE OF THE SAME; 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 2017; 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 in an aggregate principal amount not to exceed \$ 90,000,000 (the "Notes"); and

WHEREAS, in connection with the offering of the Notes, the County will prepare or will cause to be prepared a preliminary official statement relating to such Notes (the "Preliminary Official Statement"), and an official notice of sale relating thereto (the "Official Notice of Sale"), and the County proposes to authorize the use of the same in connection with the offering of the Notes; and

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

Section 1. Authorization of Distribution of Preliminary Official Statement and the Official Notice of Sale. The distribution of the Preliminary Official Statement and the Official Notice of Sale relating to the Notes, and the solicitation of offers for purchase of the Notes from prospective purchasers by or on behalf of the County are hereby authorized. The Preliminary Official Statement and the Official Notice of Sale will be in the forms to be approved by the Interim Chief Financial Officer of the County, and the distribution or publication of the Preliminary Official Statement and the Official Notice of Sale shall be conclusive evidence of any such approval.

Section 2. Approval and Ratification of Certain Documents and Actions. The actions of the Interim Chief Financial Officer of the County and the financial advisors to the County in causing information with respect to the County and the Notes to be prepared and distributed to potential purchasers of the Notes, and in advertising the Notes for sale, including the preparation, use and circulation of the Preliminary Official Statement and the Official Notice of Sale, are hereby approved, ratified and confirmed.

Section 3. Rule 15c2-12 Certificate. The Interim Chief Financial Officer is hereby authorized to execute and deliver a certificate "deeming final" the Preliminary Official Statement on behalf of the County in accordance with Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities and Exchange Act of 1934, as amended.

Section 4. 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 5. 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.

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ADOPTED by the Board of Commissioners of DeKalb County, this \_\_\_\_ day of May, 2017.

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Kathie Gannon  
Presiding Officer  
Board of Commissioners  
DeKalb County, Georgia

APPROVED by the Chief Executive Officer of DeKalb County, this \_\_\_\_ day of May, 2017.

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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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Thomas P. Lauth  
Kutak Rock LLP,  
as Bond Counsel to DeKalb County, Georgia

**CLERK'S CERTIFICATE**

I, Barbara H. Sanders, 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 May \_\_, 2017 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 May 2017.

(SEAL)

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