

SUPPLEMENTAL SERIES 2022 BOND RESOLUTION

WHEREAS, DeKalb County, Georgia (the “County”) adopted its Master Bond Resolution on October 25, 2011, as supplemented and amended, and its Series 2022 Bond Resolution on November [REDACTED], 2022 (collectively, the “Original Resolution”), authorizing the issuance and sale of its Water and Sewerage Revenue Bonds (Second Resolution), Series 2022 (the “Series 2022 Bonds”), for the purpose of financing the cost of the Series 2022 Project (as defined in the Original Resolution) and refunding all of the Series 2011A Bonds (as defined in the Original Resolution); and

WHEREAS, certain capitalized terms used in this Supplemental Series 2022 Bond Resolution (this “Supplemental Resolution”) shall have the meaning given to them in the Original Resolution; and

WHEREAS, the Original Resolution provides that the Series 2022 Bonds (1) shall be issued in an original aggregate principal amount to be specified in a Supplemental Resolution to be adopted by the Governing Body, but which shall not in any event exceed a maximum aggregate principal amount of \$[REDACTED], (2) shall bear interest at the rates per annum to be specified in a Supplemental Resolution to be adopted by the Governing Body (but which shall not in any event exceed a maximum per annum rate of interest of [REDACTED]%), computed on the basis of a 360-day year consisting of twelve 30-day months, payable on April 1, 2023, and semiannually thereafter on each April 1 and October 1 of each year and shall mature on October 1, in the years (with a final maturity not later than [October 1, 2052]) and in the principal amounts to be specified in a Supplemental Resolution to be adopted by the Governing Body (provided the principal of and interest on the Series 2022 Bonds payable in any Fiscal Year shall not in any event exceed a maximum amount of \$[REDACTED]), unless earlier called for redemption, (3) that mature on October 1 of the years to be specified in a Supplemental Resolution to be adopted by the Governing Body will be Term Bonds, and (4) will be subject to optional and mandatory redemption prior to maturity as specified in a Supplemental Resolution to be adopted by the Governing Body;

NOW, THEREFORE, the Board of Commissioners of DeKalb County, Georgia hereby resolve as follows:

1. All actions heretofore taken by the Governing Body and the officers and agents of the County directed toward the issuance and sale of the Series 2022 Bonds be and the same are hereby ratified, approved, and confirmed.

2. The Series 2022 Bonds shall be issued in the original aggregate principal amount of \$[REDACTED]. The Series 2022 Bonds shall bear interest at the rates per annum set forth below, computed on the basis of a 360-day year consisting of twelve 30-day months, payable on April 1, 2023, and semiannually thereafter on each April 1 and October 1 of each year and shall mature on October 1, in the years and in the principal amounts as follows, unless earlier called for redemption:

Year
of Maturity

Principal
Amount

Interest
Rate

3. The Series 2022 Bonds maturing on or after [October 1, 2033] are subject to redemption prior to maturity at the option of the County on or after [October 1, 2032], in whole or in part at any time, at the redemption price equal to the principal amount thereof plus accrued interest on such redemption date.

4. [None of the Series 2022 Bonds are Term Bonds.] [*Or insert mandatory sinking fund redemption language*]

5. Prior to the issuance and delivery of the Series 2022 Bonds, the County shall obtain and deliver a certificate from Mauldin & Jenkins, LLC, an Independent Certified Public Accountant, to the effect that the historical Net Operating Revenues and Investment Earning (excluding Investment Earning, if any, on the Project Fund) for a period of 12 consecutive months of the most recent 24 consecutive months prior to the issuance of the Series 2022 Bonds were equal to at least equal to 120% of the maximum annual Debt Service Requirement on all Prior Lien Bonds and Senior Bonds that will be Outstanding immediately after the issuance of the Series 2022 Bonds, in the then current or any succeeding Fiscal Year.

6. The County hereby accepts the bid of [Name of Winning Bidder] pursuant to the terms of the Official Notice of Sale for the purchase of the Series 2022 Bonds at the price of \$[] (representing the par amount of the Series 2022 Bonds, plus an original issue premium of \$[] and less an underwriter's discount of \$[]).

7. The use and distribution of the Preliminary Official Statement and the Official Statement with respect to the Series 2022 Bonds shall be and is hereby authorized, ratified, confirmed, and approved, and the execution and delivery of the Official Statement in final form shall be and is hereby authorized, ratified, confirmed, and approved. The Chief Officer and the Chief Financial Officer of the County are hereby authorized and directed to ratify, confirm, approve, execute, and deliver the Official Statement on behalf of the County, and the execution of an Official Statement by the Chief Officer and

the Chief Financial Officer shall constitute conclusive evidence of the Chief Officer's and the Chief Financial Officer's ratification, confirmation, approval, and delivery thereof on behalf of the County.

8. The execution, delivery and performance of the Continuing Disclosure Certificate (the "Continuing Disclosure Certificate") relating to the Series 2022 Bonds, a copy of which has been presented to the County and considered by the Governing Body and which is on file and of record with the Clerk of the Board of Commissioners and the Chief Executive Officer, by the Chief Officer is hereby authorized. The Continuing Disclosure Certificate shall be in substantially the form as presented to the County, subject to such minor changes, insertions or omissions as may be approved by the Chief Officer, and the execution of the Continuing Disclosure Certificate by the Chief Officer as hereby authorized shall be conclusive evidence of any such approval.

9. The County hereby confirms the existence and applicability of the Original Resolution and ratifies, restates, and reaffirms its representations, warranties, covenants, and agreements and all of the applicable terms, conditions, and provisions as set forth in the Original Resolution and as supplemented and amended by this Supplemental Resolution. Except where otherwise expressly indicated in this Supplemental Resolution, the provisions of the Original Resolution are to be read as part of this Supplemental Resolution as though copied verbatim herein, and provisions of this Supplemental Resolution shall be read as additions to, and not as substitutes for or modifications of (except as otherwise specifically provided herein), the provisions of the Original Resolution. Except as expressly amended, modified, or supplemented by this Supplemental Resolution, all of the terms, conditions, and provisions of the Original Resolution shall remain in full force and effect. In executing and delivering this Supplemental Resolution, the County shall be entitled to all powers, privileges, and immunities afforded to the County and shall be subject to all the duties, responsibilities, and obligations of the County under the Original Resolution.

10. This Supplemental Resolution shall take effect immediately upon its adoption.

11. Any and all resolutions, or parts of resolutions, if any, in conflict with this Supplemental Resolution are hereby repealed.

12. This Supplemental Resolution supplements and amends a contract with the Bondholders binding the County, and therefore it is proper and appropriate for the Chief Officer of the County to execute the same on behalf of the County and for the Attesting Officer to attest the same.

[SIGNATURES ON FOLLOWING PAGE]

ADOPTED by the Board of Commissioners of DeKalb County, this ____ day of December, 2022.

Robert Patrick
Presiding Officer
Board of Commissioners
DeKalb County, Georgia

APPROVED by the Chief Executive Officer of DeKalb County, this ____ day of December, 2022.

Michael L. Thurmond
Chief Executive Officer
DeKalb County, Georgia

ATTEST:

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

APPROVED AS TO SUBSTANCE:

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

APPROVED AS TO FORM:

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