

STATE OF GEORGIA

COUNTY OF CLAYTON

RESOLUTION NO. 2009- 12

A RESOLUTION AUTHORIZING THE COUNTY TO TERMINATE THE PROFESSIONAL SERVICES AGREEMENT WITH EDMUND J. WALL TO PROVIDE INVESTMENT BANKING SERVICES FOR CLAYTON COUNTY; TO PROVIDE AN EFFECTIVE DATE OF THIS RESOLUTION AND FOR OTHER PURPOSES.

WHEREAS, Clayton County (the "County") through its elected governing body the Clayton County Board of Commissioners (the "Board") is charged with the finances of the County; and

WHEREAS, the Board from time to time needs the services of an Investment Banker to advise the Board on financial matters; and

WHEREAS, an agreement to provide Investment Banker services with Edmund J. Wall was authorized by Resolution No. 2008 -161; and

WHEREAS, the Board is desirous to now terminate its relationship with Mr. Wall and it is in the best interests of the County to terminate the agreement.

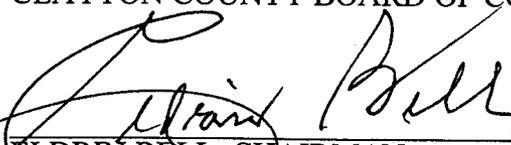
NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF CLAYTON COUNTY, GEORGIA, AND IT IS HEREBY RESOLVED

Section 1. The Board of Commissioners hereby authorizes Clayton County to terminate the Agreement with Edmund J Wall, Managing Director, Sterne Agee & Leach, Inc. to serve as the County's Investment Banker. The Board of Commissioners hereby authorizes the Chairman to notify Mr. Wall that the agreement with the County is terminated effective thirty days from the date of termination. During the thirty day notice period Mr. Wall is not to present himself as the County's Financial Advisor, or Investment Banker to any third parties, nor is he to act in anyway on behalf of the County.

Section 2. This Resolution shall be effective on the date of its approval by the Board of Commissioners.

SO RESOLVED, this the 6th day of January, 2009.

CLAYTON COUNTY BOARD OF COMMISSIONERS

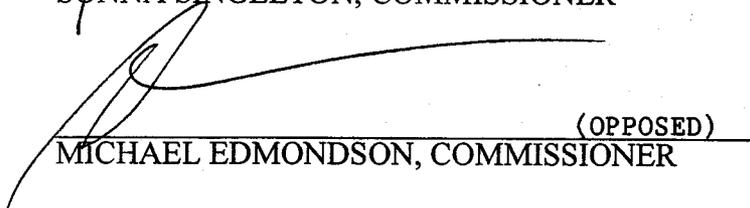

ELDRIN BELL, CHAIRMAN

(OPPOSED)


GAIL B. HAMBRICK, COMMISSIONER

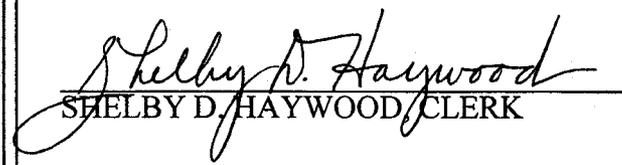

WOLE RALPH, VICE-CHAIRMAN


SONNA SINGLETON, COMMISSIONER


MICHAEL EDMONDSON, COMMISSIONER

(OPPOSED)

ATTEST:


SHELBY D. HAYWOOD, CLERK