

STATE OF GEORGIA

COUNTY OF CLAYTON

RESOLUTION NO. 2010-200

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF CLAYTON COUNTY, GEORGIA (THE "COUNTY") APPROVING A BOND RESOLUTION ADOPTED BY THE DEVELOPMENT AUTHORITY OF CLAYTON COUNTY (THE "AUTHORITY") AUTHORIZING THE ISSUANCE OF ONE OR MORE SERIES OF THE AUTHORITY'S REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$3,000,000 (THE "BONDS"); TO AUTHORIZE THE EXECUTION OF AN INTERGOVERNMENTAL CONTRACT BETWEEN THE COUNTY AND THE AUTHORITY TO SECURE PAYMENT OF THE BONDS; AND FOR OTHER PURPOSES.

WITNESSETH:

WHEREAS, in accordance with O.C.G.A. § 48-5-220(20), Clayton County, Georgia (the "County") may levy and collect an annual tax to provide financial assistance to the Issuer for the purpose of developing trade, commerce, industry, and employment opportunities; provided, however, that the tax for such purpose shall not exceed one mill per dollar upon the assessed value of the taxable property in the County; and

WHEREAS, the Development Authority of Clayton County (the "Authority") is a development authority and public body corporate and politic duly created by the Development Authorities Law of the State of Georgia, O.C.G.A. § 36-62-1, *et seq.* (the "Act"), and activated pursuant to the Act and by a resolution of the governing body of the County; and

WHEREAS, the Act provides that the Authority is created to develop and promote trade, commerce, industry and employment opportunities for the public good and the general welfare within the County and is authorized by the Act to issue its revenue bonds to finance land, buildings and related personal property for industrial, commercial, business, office, parking, public, or other use, provided that a majority of the members of the Authority determine by a duly adopted resolution that the project and the use thereof would further the public purposes described in the Act, which revenue bonds are required to be validated pursuant to the provisions of the Revenue Bond Law (O.C.G.A. § 36-82-61, *et seq.*); and

WHEREAS, the County has contracted to purchase the Lake City Crossing shopping center located in Lake City, Georgia and consisting of approximately 65,100 square feet of gross leasable area for which the County intends that (i) approximately 60,000 square feet will be used by the County as a public library or such other public purpose facility as may be permitted under the Act (the "Public Space") and (ii) the remaining approximately 5,100 square feet will be transferred to DACC Public Purpose Corporation III, a Georgia nonprofit corporation (the

“Company”), and leased to one or more private entities for use as retail facilities (the “Retail Space”, and collectively with the Public Space, the “Project”); and

WHEREAS, in order to finance a part or all of the costs of the Project, the Issuer has determined to issue its revenue bonds in an aggregate principal amount not to exceed \$3,000,000 and designated (i) “Development Authority of Clayton County Taxable Revenue Bonds (Lake City Crossing Project), Series 2010A (the “Series 2010A Bonds”) and (ii) “Development Authority of Clayton County Taxable Revenue Bonds (Lake City Crossing Project), Series 2010B (the “Series 2010B Bonds”, and collectively with the Series 2010A Bonds, the “Bonds”), pursuant to a bond resolution adopted by the Issuer on September 29, 2010, which will be amended and restated to incorporate final pricing information within the parameters set forth in the original resolution (collectively, the “Resolution”); and

WHEREAS, in accordance with O.C.G.A. § 48-5-220(20), the County may levy and collect an annual tax to provide financial assistance to the Issuer for the purpose of developing trade, commerce, industry, and employment opportunities; provided, however, that the tax for such purpose shall not exceed one mill per dollar upon the assessed value of the taxable property in the County; and

WHEREAS, Article IX, Section III, Paragraph I(a) of the Constitution of the State of Georgia authorizes, among other things, any county, municipality or other political subdivision of the State to contract, for a period not exceeding fifty (50) years, with another county, municipality or political subdivision or with any other public agency, public corporation or public authority for joint services, for the provision of services, or for the provision or separate use of facilities or equipment, provided that such contract deals with activities, services or facilities which the contracting parties are authorized by law to undertake or to provide; and

WHEREAS, in order to facilitate the financing for the Project, the Authority and the County desire to enter into an Intergovernmental Contract (the “Contract”), pursuant to which the Authority will agree, among other things, to issue the Bonds and use the proceeds thereof to finance the acquisition of the Project, and the County will agree, among other things, to pay to the Authority amounts sufficient to enable the Authority to pay the debt service on the Bonds; and

WHEREAS, the County is authorized to levy taxes, and to expend tax moneys and other available funds and to make payment thereof to the Authority of the amounts provided for in the Contract; and

WHEREAS, the County proposes to enter into a Bond Purchase Agreement (the “Bond Purchase Agreement”), by and among the County, the Authority and George K. Baum & Company, as underwriter (the “Underwriter”), under the terms of which the Underwriter will agree to purchase the Bonds from the Authority on the terms and subject to the conditions set forth therein; and

WHEREAS, for the benefit of the holders of the Bonds, the County proposes to enter into a Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”) between

the County and MuniCap, Inc., as disclosure agent, the execution of which the County desires to authorize and approve; and

WHEREAS, in connection with the offering of the Bonds to the public, there will be prepared one or more offering documents, the execution, use and distribution of which the County desires to authorize and approve; and

WHEREAS, following study and investigation, the County has determined that it is in its best interests to enter into the Contract, approve the form of Bond Resolution and enter into the Bond Purchase Agreement in furtherance of the purposes for which the Authority was created and for the benefit of the County and its citizens.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Clayton County (the "**Board of Commissioners**") as follows:

1. The Chairman of the Board of Commissioners (the "**Chairman**") is hereby authorized on behalf of the County to execute the Contract between the Authority and the County, substantially in the form attached hereto as Exhibit A. The Chairman, with the advice of the County Attorney, is authorized to agree to such changes to the Contract as may be necessary prior to execution thereof, and the execution and delivery of the Contract shall be conclusive evidence of such approval. The Clerk of the Board of Commissioners is authorized to attest the execution by the Chairman of the Contract and to affix the seal of the County to such document.

2. Prior to the execution of the Contract or other documents, the Chairman may approve any exhibits thereto and such other changes or additions as may be necessary and desirable to effect the purposes of this resolution, and the execution of the Contract by the Chairman shall be conclusive evidence of such approval.

3. The Board of Commissioners hereby approves the Bond Resolution in substantially the form attached hereto as Exhibit B. Pursuant to its terms, the Bond Resolution may be amended or supplemented to incorporate final pricing information within the parameters set forth therein. The Chairman, with the advice of the County Attorney, is authorized to agree to such changes to the Bond Resolution ; provided that in no event shall the Bonds mature more than 30 years after the initial date of issuance thereof, nor shall any Bonds bear interest at an interest rate in excess of 7.5% per annum, and the aggregate amount of principal and interest coming due in any year with respect to the Bonds shall not exceed \$260,000; and the execution and delivery of the Contract and the Bond Purchase Agreement shall be conclusive evidence of such approval.

4. The Chairman is hereby authorized on behalf of the County to execute the Bond Purchase Agreement among the Authority, the County and the Underwriter, in substantially the form attached hereto as Exhibit C. The Chairman, with the advice of the County Attorney, is authorized to agree to such changes to the Bond Purchase Agreement as may be necessary prior to execution thereof, including incorporation of final pricing information within the parameters set forth in Section 3 hereof, and the execution and delivery of the Bond Purchase Agreement shall be conclusive evidence of such approval.

5. The Chairman is hereby authorized on behalf of the County to execute the Continuing Disclosure Agreement, in substantially the form attached hereto as Exhibit D. The Chairman, with the advice of the County Attorney, is authorized to agree to such changes to the Continuing Disclosure Agreement as may be necessary prior to execution thereof, and the execution and delivery of the Continuing Disclosure Agreement shall be conclusive evidence of such approval.

6. In connection with the initial offering of the Bonds to the public, a preliminary official statement, a preliminary placement memorandum or other preliminary offering document (collectively, the "**Preliminary Official Statement**") and a final official statement, final placement memorandum or other final offering document (the "**Official Statement**") may be used. The use and distribution of the Preliminary Official Statement in substantially the form presented at the meeting at which this resolution is adopted, subject to such changes, insertions or omissions as may be approved by the Chairman with the advice of the County Attorney, is hereby authorized and approved, and the "deeming final" of the Preliminary Official Statement by the Chairman, with the advice of the County Attorney, as hereby authorized will be conclusive evidence of any such approval. The Chairman is hereby authorized to "deem final" the Preliminary Official Statement within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934. The use and distribution of the Official Statement are hereby authorized and approved, and the Chairman is hereby authorized to execute the Official Statement in substantially in the form of the Preliminary Official Statement, subject to changes, insertions or omissions as may be approved by the Chairman, with the advice of the County Attorney. The execution of the Official Statement by the Chairman as hereby authorized shall be conclusive evidence of any such approval.

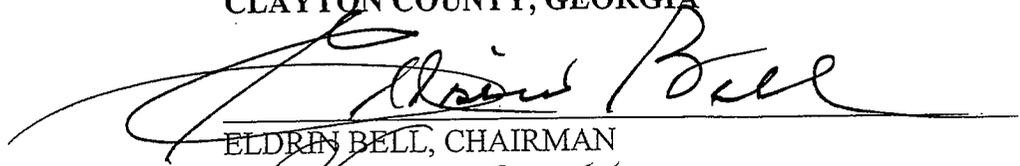
7. The Chairman, with the advice of the County Attorney, is authorized and directed to cause to be prepared an answer to be filed in validation proceedings for the Bonds and request that the Bonds and the security therefor be declared valid in all respects.

8. The Chairman, County Attorney, the Clerk, and such other officials as may be required are directed to take such actions and to complete such transfers as are necessary to provide security for payment of the Bonds in accordance with the Bond Resolution and any supplemental resolutions of the Authority and to fulfill the obligations of the County pursuant to the Contract, the Bond Purchase Agreement and the Continuing Disclosure Agreement, as the same may be hereafter amended, and to take such other actions as may be required in accordance with the intents and purposes of this resolution.

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APPROVED AND ADOPTED this 5th day of October, 2010.

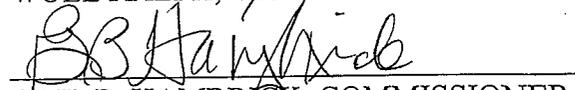
CLAYTON COUNTY, GEORGIA


ELDRIN BELL, CHAIRMAN

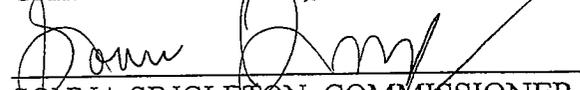
ELDRIN BELL, CHAIRMAN


WOLE RALPH, VICE CHAIRMAN

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GAIL B. HAMBRICK, COMMISSIONER

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SONNA SINGLETON, COMMISSIONER

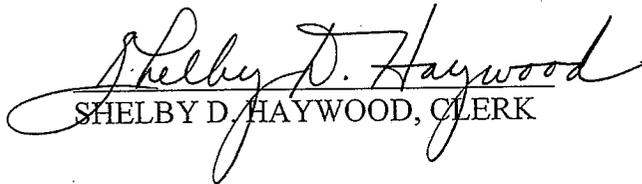
SONNA SINGLETON, COMMISSIONER

(Absent)
MICHAEL EDMONDSON, COMMISSIONER

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(SEAL)

ATTEST:


SHELBY D. HAYWOOD, CLERK