

STATE OF GEORGIA
COUNTY OF CLAYTON

RESOLUTION NO. 2009- 64

A RESOLUTION AUTHORIZING THE COUNTY TO ENTER INTO A PROFESSIONAL SERVICES AGREEMENT WITH MALACHI FINANCIAL PRODUCT, INC., TO PROVIDE FINANCIAL ADVISORY AND INVESTMENT BANKING SERVICES FOR CLAYTON COUNTY; TO AUTHORIZE THE CHAIRMAN TO EXECUTE THE AGREEMENT, AND OTHERWISE PERFORM ALL ACTS NECESSARY TO ACCOMPLISH THE INTENT OF THIS RESOLUTION; 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 overseeing 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, Malachi Financial Product, Inc submitted a proposal to provide Financial Advisory and Investment Banking Services to the County as set forth in Attachment "A".

WHEREAS, the Board desires to enter into an agreement with Malachi Financial Product, Inc. to provide Financial Advisory and Investment Banking Services.

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 enter into an Agreement with Malachi Financial Product Inc. and its principal Porter Bingham, to serve as the County's Investment Banker and Financial Advisor. The Board of Commissioners hereby authorizes the Chairman to execute an agreement and to perform all other acts necessary to accomplish the intent of this Resolution, which shall be substantially in the form of the attached agreement, attached hereto as Attachment "B". The Board of Commissioners further hereby authorizes the Director of Finance to amend

the budget where necessary to reflect an appropriate revenue source and expense, all as may be required under the terms of the Agreement. The agreement shall be subject to such minor changes insertions or deletions as the Chairman of the Board of Commissioners may approve consistent with the terms of the proposal.

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

SO RESOLVED, this the 14th day of April, 2009.

CLAYTON COUNTY BOARD OF COMMISSIONERS


ELDRIN BELL, CHAIRMAN

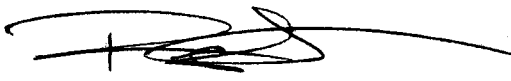

WOLE RALPH, VICE CHAIRMAN (OPPOSED)


GAIL B. HAMBRICK, COMMISSIONER (OPPOSED)


SONNA SINGLETON, COMMISSIONER (OPPOSED)


MICHAEL EDMONDSON, COMMISSIONER

ATTEST:


REGINA SMITH, ASSISTANT CLERK