

STATE OF GEORGIA
COUNTY OF CLAYTON

RESOLUTION NO. 2009-70

A RESOLUTION AUTHORIZING THE COUNTY TO ENTER INTO A PROFESSIONAL SERVICES AGREEMENT WITH HEADLANDS CAPITAL CORPORATION, TO PROVIDE FINANCIAL ADVISORY 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, Headlands Capital Corporation submitted a proposal to provide Financial Advisory Services to the County.

WHEREAS, the Board desires to enter into an agreement with Headlands Capital Corporation to provide Financial Advisory 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 Headlands Capital Corporation and its principal Jerry W. Cutrer, to serve as the County's 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 "A". 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.

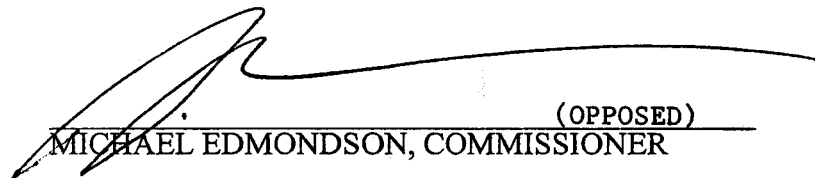
CLAYTON COUNTY BOARD OF COMMISSIONERS


ELDRIN BELL, CHAIRMAN (OPPOSED)


WOLE RALPH, VICE CHAIRMAN


GAIL B. HAMBRICK, COMMISSIONER


SONNA SINGLETON, COMMISSIONER


MICHAEL EDMONDSON, COMMISSIONER (OPPOSED)

ATTEST:



REGINA SMITH, ASSISTANT CLERK