

STATE OF GEORGIA
COUNTY OF CLAYTON

RESOLUTION NO. 2010- 104

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF CLAYTON COUNTY, GEORGIA AUTHORIZING THE EXECUTION AND PERFORMANCE OF AN AGREEMENT WITH TRINITY CARBON MANAGEMENT, LLC TO DEVELOP A CARBON CREDIT PROJECT AT THE CLAYTON COUNTY LANDFILL AS PART OF THE TRANE COMFORT SOLUTIONS INC. ENERGY SAVINGS AND CONSERVATION AGREEMENT; TO PROVIDE AN EFFECTIVE DATE OF THIS RESOLUTION; AND FOR OTHER PURPOSES.

WHEREAS, in order to provide energy savings and conservation measures in Clayton, County, Georgia (the "County"), the Board of Commissioners (the "Board") entered into a Performance Agreement for Comfort from Trane (the "Trane Performance Contract") by and between the County and Trane Comfort Solutions, Inc. ("Trane"), under the terms of which Trane agrees to furnish certain services to the County designed to reduce energy consumption and operational costs at certain sites throughout the County, including the acquisition and installation of certain energy savings equipment and performing specified maintenance; and

WHEREAS, in order to provide certain additional energy savings and conservation measures in the County the Board also desires to enter into a Carbon Project Development Agreement with Trinity Carbon Management, LLC to assist the county with a project improvement to the county through revenue generation from carbon credits as a result of implementing a Landfill Gas Collection and Control System.; and

WHEREAS, as provided in the Trane agreement, the County agreed to select and enter into an agreement with a carbon credit brokerage firm in order to sell carbon credits

that may be achieved through the implementation of a landfill gas and collection system improvement measure; and

WHEREAS, the county, working with Trane evaluated three different firms and recommend selection of Trinity Carbon Management, LLC; and

WHEREAS, O.C.G.A. § 36-60-13, authorizes each county and municipality in the State of Georgia to enter into multi-year lease purchase agreements for the acquisition of goods, materials, real and personal property, services, and supplies.

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

Section 1. In order to provide energy savings and conservation measures to the County, the Board of Commissioners authorizes the execution, of the Carbon Project Development Agreement with Trinity Carbon Management, LLC, which agreement shall be in substantially the form attached hereto as Exhibit "A," subject to the approval as to form by the Chief Staff Attorney and subject to such changes, insertions or omissions as may be approved by the Chairman.

Section 2. The Chairman is hereby authorized to execute any document relating to, and in furtherance of the purpose of this Resolution and otherwise to perform all acts necessary to accomplish the purpose of this Resolution.

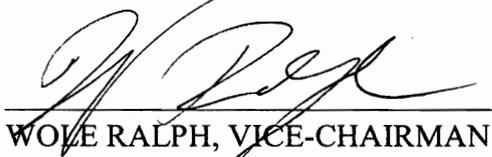
Section 3. This Resolution shall take effect immediately upon its adoption, by the Board of Commissioners.

{SIGNATURES NEXT PAGE}

SO RESOLVED, this 18th day of May 2010.

CLAYTON COUNTY BOARD OF COMMISSIONERS


ELDRIN BELL, CHAIRMAN

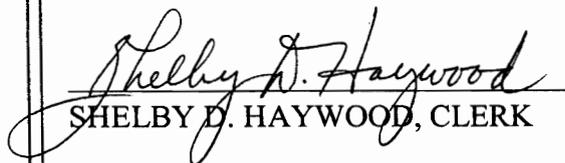

WOLE RALPH, VICE-CHAIRMAN


SONNA SINGLETON, COMMISSIONER


MICHAEL EDMONDSON, COMMISSIONER


GAIL B. HAMBRICK, COMMISSIONER

ATTEST:


SHELBY D. HAYWOOD, CLERK