



R052113

RESOLUTION OF THE NEWTON COUNTY BOARD OF COMMISSIONERS APPROVING AND AUTHORIZING, AMONG OTHER THINGS, THE EXECUTION, DELIVERY AND PERFORMANCE OF AN INTERGOVERNMENTAL CONTRACT WITH THE NEWTON COUNTY WATER AND SEWERAGE AUTHORITY

WHEREAS, the Newton County Water and Sewerage Authority (the “Authority”) was duly created and is validly existing pursuant to the Newton County Water and Sewerage Authority Act (1970 Ga. Laws p. 2449, *et seq.*), as amended (the “Act”); and

WHEREAS, pursuant to the Act, the Authority has the power to (a) construct, erect, acquire, own, repair, remodel, maintain, add to, extend, improve, equip, operate and manage “projects” (as defined in the Act), (b) make contracts and leases and to execute all instruments necessary or convenient with respect to the use of projects which it causes to be erected or acquired and (c) borrow money for any of its corporate purposes and to issue negotiable revenue bonds; and

WHEREAS, pursuant to Article IX, Section II, Paragraph III of the Constitution of the State of Georgia, Newton County, Georgia (the “County”) has the power to provide storm water and sewage collection and disposal systems and to provide for the development, storage, treatment, purification, and distribution of water, and pursuant to the Revenue Bond Law (O.C.G.A. Section 36-82-60 *et seq.*, as amended), the County has the power to provide systems, plants, works, instrumentalities, and properties used or useful in connection with the obtaining of a water supply and the conservation, treatment, and disposal of water and used or useful in connection with the collection, treatment, reuse, or disposal of sewage, waste, and storm water; 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 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, the Authority issued its Revenue Bonds, Series 1979 (the “Series 1979 Bonds”) pursuant to a resolution adopted on June 5, 1979 (the “1979 Resolution”); and

WHEREAS, the Authority issued its Revenue Bonds, Series 1981 (together with the Series 1979 Bonds, the “First Lien Bonds”) pursuant to the 1979 Resolution and a parity bond resolution adopted on April 20, 1981; and

WHEREAS, the First Lien Bonds are secured by a first lien on the net revenues of the System (the “Net Revenues”); and

WHEREAS, the Authority issued its Revenue Bonds, Series 2003A (the “Series 2003A Bonds”) pursuant to a resolution adopted on June 26, 1992 (the “1992 Resolution”) and a parity bond resolution adopted on November 19, 2003; and

WHEREAS, the Authority issued its Revenue Bonds, Series 2004 (together with the Series 2003A Bonds, the “Second Lien Bonds”) pursuant to the 1992 Resolution and a parity bond resolution adopted on January 20, 2004; and

WHEREAS, due to present market conditions and in order to effect a savings in the debt service requirements, the Authority proposes to refund the Second Lien Bonds with the proceeds derived from the issuance of the Authority’s Refunding Revenue Bond, Series 2013 (the “Series 2013 Bond”); and

WHEREAS, the Authority and the County propose to enter into an Intergovernmental Contract, dated as of June 1, 2013 or the first day of the month in which the Series 2013 Bond is issued (the “Contract”), pursuant to which the Authority will agree to, among other things, issue the Series 2013 Bond and operate the System, and in the event that the Net Revenues are insufficient to pay debt service on the Series 2013 Bond, the County will agree to, among other things, pay the Authority amounts sufficient to enable the Authority to pay the debt service on the Series 2013 Bond (the “Contract Payments”) and to levy an ad valorem property tax on all property in the County subject to such tax in order to make such Contract Payments; and

WHEREAS, the Series 2013 Bond will be secured by a second lien on the Net Revenues and a first lien on the Contract and the Contract Payments; and

WHEREAS, the Series 2013 Bond will be issued pursuant to a Bond Resolution adopted by the Authority on May 21, 2013 (the “Bond Resolution”).

NOW, THEREFORE, BE IT RESOLVED by the Newton County Board of Commissioners, as follows:

Section 1. The County hereby acknowledges receipt of the Bond Resolution.

Section 2. The execution, delivery and performance of the Contract are hereby authorized. The Chairman of the Newton County Board of Commissioners (the “Chairman”) is hereby authorized to execute and deliver the Contract on behalf of the County. The Contract shall be in substantially the form attached hereto as Exhibit A with such minor changes, insertions or omissions as may be approved by the Chairman, and the execution of the Contract by the Chairman as hereby authorized shall be conclusive evidence of any such approval. The Contract is by this reference thereto incorporated herein and spread upon the minutes.

Section 3. From and after the execution and delivery of the Contract, the proper officers, agents and employees of the County are hereby authorized, empowered and

directed to do all such acts and things and to execute all such documents and certificates as may be necessary to carry out and comply with the provisions of the Contract and are further authorized to take any and all further actions and to execute and deliver any and all further documents and certificates as may be necessary or desirable in connection with the issuance of the Series 2013 Bond and the execution, delivery and performance of the Contract.

Section 4. All acts and doings of the officers, agents and employees of the County which are in conformity with the purposes and intents of this resolution and in furtherance of the issuance of the Series 2013 Bond and the execution, delivery and performance of the Contract shall be, and the same hereby are, in all respects, approved and confirmed.

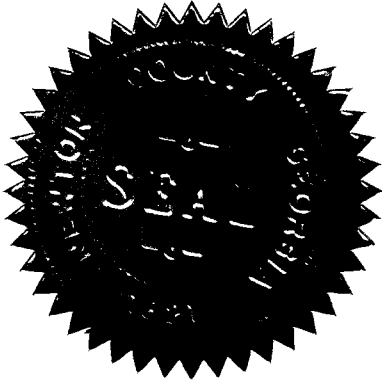
Section 5. In the event that the Chairman is unavailable to execute the documents herein authorized to be executed, the Vice-Chairman is hereby authorized to execute all such documents on his behalf.

Section 6. This resolution shall take effect immediately upon its adoption.

Section 7. All resolutions in conflict with this resolution are hereby repealed.

Adopted this 21st day of May, 2013.

NEWTON COUNTY, GEORGIA



By: William K. Eel
Chairman

Jackie B. Smith
Clerk

EXHIBIT A

FORM OF CONTRACT

CLERK'S CERTIFICATE

I, the undersigned Clerk of the Newton County Board of Commissioners (the "Board"), DO HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of a resolution pertaining to, among other things, an Intergovernmental Contract to be executed by Newton County (the "County") in connection with the issuance by the Newton County Water and Sewerage Authority of its Refunding Revenue Bond, Series 2013, which resolution was adopted by a majority of the members of the Board in a meeting duly called and assembled on the 21st day of May, 2013, which meeting was open to the public and at which a quorum was present and acting throughout, and that the original of said resolution and said Intergovernmental Contract have been recorded in the minute book of the Board which is in my custody and control.

Witness my hand and seal of the County, this 21st day of May, 2013.

Clerk

(SEAL)