

WHITE COUNTY BOARD OF COMMISSIONERS

MINUTES FROM PUBLIC HEARING AND CALLED MEETING

OF SEPTEMBER 24, 2007 AT 9:00 A.M.

The White County Board of Commissioners held a Public Hearing and met in a Called Meeting beginning at 9:00 A.M. on September 24, 2007 in the Grand Jury Room of the White County Courthouse, Cleveland, Georgia. Present at the meeting were: Chairman Chris R. Nonnemaker, Post 2 Commissioner Craig Bryant, County Manager Alton Brown, Chief Financial Officer Vickie Neikirk, and County Clerk Jean Welborn.

Chairman Nonnemaker called to order the Public Hearing concerning a proposed plan for the County to enter into with Association County Commissioners of Georgia a Multiyear Contract, subject to annual renewal, for the Lease or Purchase Financing by the County pursuant to the authority of O.C.G.A. Section 36-60-13 of a Fire Station and/or other projects authorized in the most recent SPLOST referendum.

Vickie Neikirk explained that the county was borrowing \$1 million in order to finance SPLOST approved projects in advance of the SPLOST collections. Ms. Neikirk explained that the County had 27 to 28 more months of collections on the current SPLOST and that the \$1 million would be repaid during that period of time.

Commissioner Bryant stated that he had talked with Mayor Stanley of the City of Cleveland concerning SPLOST Roads and Bridges funds held by the City; that they had discussed the possibility of the County borrowing the funds from the City of Cleveland rather than incur the interest and attorney's fees of the ACCG lease/financing. Commissioner Bryant stated that the City of Cleveland would discuss this at their next meeting.

Sheriff Walden asked about the possibility of using some of this money to perform some major maintenance at the detention center, such as painting and redoing the floors. Alton Brown stated that they would look into the possibility of getting this done.

There being no further discussion, Chairman Nonnemaker called the Called Meeting to Order.

Upon motion made by Commissioner Bryant, seconded by Chairman Nonnemaker, the following Resolution was unanimously adopted:

“WHITE COUNTY BOARD OF COMMISSIONERS

RESOLUTION NO. 2007-32

TO AUTHORIZE AND DIRECT THE EXECUTION BY WHITE COUNTY, GEORGIA (THE “COUNTY”) OF A CERTAIN INSTALLMENT SALE AGREEMENT WITH ASSOCIATION COUNTY COMMISSIONERS OF GEORGIA (“ACCG”) AND A CERTAIN AGREEMENT REGARDING ENVIRONMENTAL ACTIVITY IN CONNECTION THEREWITH; TO PROVIDE A STATEMENT OF LEGISLATIVE FINDINGS AND INTENT; TO MAKE AN APPROPRIATION IN CONNECTION THEREWITH; TO DESIGNATE SUCH INSTALLMENT SALE AGREEMENT AS A QUALIFIED TAX-EXEMPT OBLIGATION; TO AUTHORIZE A TRANSFER OF PROPERTY; TO PROVIDE AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.

Minutes from Public Hearing and Called Meeting of September 24, 2007, Continued

WHEREAS, the County desires to enter into an installment sale agreement (the "Installment Sale Agreement") with ACCG, as authorized by O.C.G.A. §36-60-13, in order to provide installment sale financing in the amount of \$1,000,000 (the "Installment Sale Amount"); and

WHEREAS, the County desires to sell the real property constituting the site of Fire Station No. 3 (the "Subject Property"), in consideration of the amount of \$1,000,000 to ACCG; and

WHEREAS, said amount received will be deposited by the County in the Disbursement Account established pursuant to the Installment Sale Agreement, which will be applied to the costs of the County SPLOST projects in accordance with the terms of the Installment Sale Agreement; and

WHEREAS, ACCG will transfer certain of its interest in the Installment Sale Agreement under the terms of the Transfer Agreement (the "Transfer Agreement") by and between ACCG and Wachovia Bank, National Association (the "Bank") and will secure such assignment and the stated obligations under the Installment Sale Agreement with security title to the Subject Property pursuant to a Deed to Secure Debt from ACCG to the Bank (the "Security Deed"); and

WHEREAS, pursuant to the Installment Sale Agreement, the County shall acquire the Subject Property from ACCG subject to the lien of the Security Deed referred to above; and

WHEREAS, the Installment Sale Agreement includes interest payments at a rate of 4.02% per annum, and is renewable annually and calls for the principal and interest to be payable in equal monthly installments over the remaining term of the current SPLOST (November, 2009); and

WHEREAS, to induce the Bank to fund the Installment Sale Amount under the Installment Sale Agreement, the County must enter into and deliver an Agreement Regarding Environmental Activity (the "Environmental Agreement") in favor of ACCG; and

WHEREAS, in order to give effect to, and comply with, the foregoing agreements and instruments, and in order to authorize payments under the Installment Sale Agreement, the County does hereby appropriate and make provision for the payment of the amount of the Minimum Annual Appropriated Amount for the current Fiscal Year, as such terms are used in the Installment Sale Agreement (the total of payments required on the Installment Sale Agreement during the current Fiscal Year); and

WHEREAS, the documents referred to in the foregoing shall be substantially in the form of the documents prepared and attached, with such other minor changes as the Chairman of the Board of Commissioners shall deem to be necessary by the execution thereof.

BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF WHITE COUNTY, GEORGIA, AND IT IS HEREBY RESOLVED BY AUTHORITY OF THE SAME:

Section 1. The County, after investigation and following the holding of the required public hearing, has determined and hereby finds that obtaining the financing by the Installment Sale Agreement furthers the public good and general welfare and is a compelling need, and that the Installment Sale Agreement is desirable, necessary and within the lawful scope of its powers. The County further finds that the Installment Sale Agreement is on favorable terms. It is the intent of this Resolution to authorize and direct the taking of such actions and the execution of such documents as may be necessary to effectuate these purposes.

Section 2. The financing substantially as contemplated above, as well as the execution, delivery and performance of the Installment Sale Agreement and the Environmental Agreement (together, the "County Documents") are hereby authorized, ratified and approved. The execution by the Chairman and Clerk or Assistant Clerk of the Board of Commissioners of the County of the said County Documents in such form as shall be approved by the officer who executes the same, and such other documents as deemed by such officers to be necessary or desirable to effect the purposes of this Resolution, including a limited warranty deed for the real property constituting the site of Fire Station No. 3 by the County to ACCG, is authorized, directed and approved. Such execution shall constitute conclusive evidence that the executed documents have been authorized, directed and approved by this Resolution. The aforesaid officers are further authorized to do all things necessary or appropriate to effectuate the purposes hereof.

Section 3. The Transfer Agreement and the Security Deed to be executed and delivered by ACCG to the Bank, concerning the assignment of and security for the Installment Sale Agreement, are hereby approved.

Section 4. The Installment Sale Agreement is hereby designated as a "qualified tax-exempt obligation" within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 5. Any officer of the County is hereby authorized to sign and file or cause to be filed a completed IRS Form 8038-G ("Information Return for Governmental Bond Issues"), as required by Section 149(e) of the Code. Further, the execution of a non-arbitrage certification in order to comply with Section 148 of the Code and the applicable Treasury Regulations promulgated thereunder is hereby authorized.

Section 6. The public hearing held with respect to the Installment Sale Agreement as required by O.C.G.A. § 36-60-13 hereby is ratified and approved. The approval of the Installment Sale Agreement takes into account the results of such public hearing.

Section 7. The appropriation referred to in the preambles of these resolutions hereby is committed and made.

Section 8. No stipulation, obligation or agreement herein contained or contained in the Installment Sale Agreement, the Environmental Agreement or any related documents shall be deemed to be a stipulation, obligation or agreement of any council member, officer, agent or employee of the County in his or her individual capacity, and no such council member, officer, director, agent or employee shall be personally liable under the terms of the Installment Sale Agreement or the Environmental Agreement or any related documents or be subject to personal liability or accountability by reason of the execution, delivery and performance thereof.

Section 9. From and after the execution and delivery of the Installment Sale Agreement, the Chairman and Clerk or Assistant Clerk of the Board of Commissioners each are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of said documents as executed and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the execution and delivery of the Installment Sale Agreement, the Environmental Agreement or any other agreement necessary to effect the transactions contemplated herein and to document compliance with the Code, and the same are hereby ratified.

Section 10. All actions and doings of the officers of the County which are in conformity with the purposes and intents of this Resolution and (including the letting of bids for the Transferred Property and the conduct of a public hearing concerning the Installment Sale Agreement) in the furtherance of the execution, delivery and

performance of the Installment Sale Agreement and the Environmental Agreement and any related documents shall be, and the same hereby are, in all respects approved, ratified and confirmed.

Section 11. If any one or more of the agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed severable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof.

Section 12. All resolutions or parts thereof of the County which conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 13. This Resolution shall be effective immediately upon adoption.

Resolved on September 24, 2007.

WHITE COUNTY BOARD OF
COMMISSIONERS

s/Chris R. Nonnemaker
Chris R. Nonnemaker, Chairman

s/Joe Campbell
Joe Campbell, Post 1

s/Craig Bryant
Craig Bryant, Post 2

ATTEST:

s/Jean Welborn
Jean Welborn, County Clerk”

Upon motion made by Commissioner Bryant, seconded by Chairman Nonnemaker, the meeting was adjourned to a work session.

Chris R. Nonnemaker, Chairman

Craig Bryant, Post 2

Jean Welborn, County Clerk