

AUTHORIZING RESOLUTION

A Resolution of the Newton County Board of Commissioners authorizing the execution and delivery of an Equipment Lease/Purchase Agreement with respect to the acquisition, purchase, financing and leasing of certain equipment for the public benefit; authorizing the execution and delivery of documents required in connection therewith; and authorizing the taking of all other actions necessary to the consummation of the transactions contemplated by this resolution.

WHEREAS, the Newton County Board of Commissioners, a political subdivision of the State of Georgia, is authorized by the laws of the State of Georgia to purchase, acquire and lease personal property for the benefit of Lessee and its inhabitants and to enter into contracts with respect thereto; and

WHEREAS, Lessee desires to purchase and lease certain equipment with a cost not to exceed \$14,415,098, constituting personal property necessary for Lessee to perform its essential governmental functions (the "Equipment"); and

WHEREAS, in order to lease and acquire such equipment, Lessee proposes to enter into that certain Equipment Lease/Purchase Agreement (the "Agreement") with First Security Finance, Inc. ("Lessor"), and that certain Escrow Agreement (the "Escrow Agreement") with the Lessor and The Huntington National Bank, as escrow agent, the forms of which have been presented to the governing body of Lessee at this meeting; and

WHEREAS, the governing body of Lessee deems it for the benefit of Lessee and for the efficient and effective administration thereof to enter into the Agreement and the Escrow Agreement and the documentation relating to the financing of the Equipment for the purchase, acquisition and leasing of the equipment to be therein described on the terms and conditions therein provided;

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED by the governing body of Lessee as follows:

Section 1. Approval of Documents. The leasing, acquisition and financing of the Equipment pursuant to the Lease is found to be advantageous to the Lessee, in the public interest, and authorized by O.C.G.A. § 36-60-13. The forms, terms and provisions of the Agreement and the Escrow Agreement are hereby approved in substantially the forms presented at this meeting, with such insertions, omissions and changes as shall be approved by the Chairman of the Board of Commissioners, Clerk of the Board of Commissioners or Vice Chairman of the Board of Commissioners of Lessee or other officers of the governing body of Lessee executing the same, the execution of such documents being conclusive evidence of such approval; and the Chairman of the Board of Commissioners, Clerk of the Board of Commissioners Vice Chairman of the Board of Commissioners or other officers of Lessee are hereby authorized and directed to execute, and the

Chairman of the Board of Commissioners, Clerk of the Board of Commissioners, Vice Chairman of the Board of Commissioners or other officers of Lessee are hereby authorized and directed to attest and countersign the Agreement and the Escrow Agreement and any related Exhibits attached thereto and to deliver the Agreement and the Escrow Agreement (including such Exhibits) to the respective parties thereto, and the Secretary or other officers of Lessee are hereby authorized to affix the seal of Lessee to such documents.

Section 2. Other Actions Authorized. The officers and employees of Lessee shall take all action necessary or reasonably required by the parties to the Agreement and the Escrow Agreement to carry out, give effect to and consummate the transactions contemplated thereby (including the execution and delivery of Acceptance Certificates and any tax certificate and agreement, as contemplated in the Agreement) and to take all action necessary in conformity therewith, including, without limitation, the execution and delivery of any closing and other documents required to be delivered in connection with the Agreement and the Escrow Agreement.

Section 3. Appointment of Authorized Lessee Representatives. The Clerk of the Board of Commissioners and Finance Director of Lessee are each hereby designated to act as authorized representatives of Lessee for purposes of the Agreement and the Escrow Agreement until such time as the governing body of Lessee shall designate any other or different authorized representative for purposes of the Agreement.

Section 4. Information Reporting. Any officer of the Lessee is hereby authorized to sign and file or cause to be filed a completed I.R.S. Form 8038-G, "Information Return for Tax-Exempt Governmental Obligations," as required by Section 149(e) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 5. Non-Arbitrage Certificate. Any officer of the Lessee is hereby authorized to execute a non-arbitrage certificate in order to comply with Section 148 of the Code, and the applicable income tax regulations thereunder.

Section 6. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the Agreement or the Escrow Agreement shall be deemed to be a stipulation, obligation or agreement of any member, director, officer, agent or employee of the Lessee in his or her individual capacity.

Section 7. Actions Ratified, Approved and Confirmed. All acts and doings of the officers of the Lessee which are in conformity with the purposes and intents of this Resolution and the execution, delivery and performance of the Agreement and the Escrow Agreement shall be, and the same hereby are, in all respects ratified, approved and confirmed.

Section 8. Severability. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 9. Repealer. All bylaws, orders and resolutions or parts thereof, inconsistent herewith, are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any bylaw, order, resolution or ordinance or part thereof.

Section 10. Effective Date. This Resolution shall be effective immediately upon its approval and adoption.

[Signatures on Following Page]

ADOPTED AND APPROVED by the governing body of Lessee this September 20, 2016.

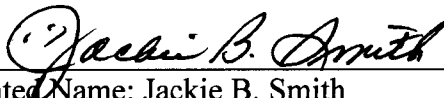


NEWTON COUNTY, GEORGIA as
Lessee

By: 

Printed Name: William K. Ellis
Title: Chairman of the Board of
Commissioners

ATTEST:

By: 
Printed Name: Jackie B. Smith
Title: County Clerk