

**SUPPLEMENTAL RESOLUTION OF  
CITY OF DALTON, GEORGIA**

WHEREAS, The City of Dalton Building Authority (the “Authority”) authorized the issuance of up to \$21,000,000 in aggregate principal amount of its Revenue Bonds (City of Dalton Projects), Series 2021 (the “Series 2021 Bonds”), in a resolution duly adopted at a meeting held on February 26, 2021 (the “Original Bond Resolution”); and

WHEREAS, the Original Bond Resolution provides that the Series 2021 Bonds shall bear interest at rates not to exceed 5.00% per annum; and

WHEREAS, the Original Bond Resolution provides that the principal amount of the Series 2021 Bonds maturing in each year (through the operation of a sinking fund or otherwise), the interest rate on each such maturity, and the optional and mandatory redemption provisions applicable thereto, will be determined by the Authority in a supplemental resolution; and

WHEREAS, on March 1, 2021, the City of Dalton, Georgia (the “City”) adopted a Resolution (the “Original Resolution”), authorizing, among other things, (1) the approval of the terms of the Original Bond Resolution and (2) the City to enter into an Intergovernmental Contract (the “Contract”) with the Authority relating to the issuance of Series 2021 Bonds; and

WHEREAS, the Authority determined the principal amount of the Series 2021 Bonds maturing in each year, the interest rate on each such maturity, and the optional redemption and mandatory redemption provisions applicable thereto, in a resolution duly adopted at a meeting held on April 5, 2021 (the “Supplemental Bond Resolution”); and

WHEREAS, it is proposed that the City approve the terms provided in the Supplemental Bond Resolution; and

WHEREAS, it is proposed that the City ratify and authorize the use and distribution of a Preliminary Official Statement, dated March 25, 2021, relating to the Series 2021 Bonds (the “Preliminary Official Statement”) and authorize the execution, delivery, use and distribution of an Official Statement, dated April 20, 2021, relating to the Series 2021 Bonds (the “Official Statement”) in connection with the sale of the Series 2021 Bonds; and

WHEREAS, it is proposed that the City authorize the execution, delivery and performance of a Continuing Disclosure Certificate, dated the date hereof, (the “Disclosure Certificate”) to assist the initial purchaser of the Series 2021 Bonds in complying with its obligations under Rule 15c2-12 of the Securities and Exchange Act of 1934, as amended; and

WHEREAS, it is proposed that the City approve the acceptance of the winning bid and the award of the sale of the Series 2021 Bonds; and

NOW, THEREFORE, BE IT RESOLVED by the Mayor and Council of the City as follows:

Section 1. The execution, delivery and performance of the Contract, a copy of which are attached hereto as Exhibit A, are hereby authorized. The Contract shall be in substantially the form attached hereto, with such changes, insertions or omissions as may be approved by the Mayor, and the execution and delivery by the Mayor as hereby authorized shall be conclusive evidence of the approval of any such changes, insertions or omissions.

Section 2. The execution, delivery and performance of the Disclosure Certificate are hereby authorized. The Disclosure Certificate shall be in substantially the form attached to the Preliminary Official Statement, with such changes, insertions or omissions as may be approved by the Mayor, and the execution and delivery by the Mayor as hereby authorized shall be conclusive evidence of the approval of any such changes, insertions or omissions.

Section 3. The use and distribution of the Preliminary Official Statement are hereby ratified and approved. The use, distribution and execution of the Official Statement are hereby authorized, provided that the Official Statement is in substantially the same form as the Preliminary Official Statement. The execution of the Official Statement by the Mayor of the City, as hereby authorized shall be conclusive evidence of the approval of any such changes.

Section 4. The execution and delivery of the certificate deeming the Preliminary Official Statement final for purpose of Rule 15c2-12 promulgated under the Securities and Exchange Act of 1934, as amended, are hereby ratified and approved.

Section 5. The Mayor and City Council hereby acknowledge that they have received a copy of the Bond Resolution, adopted by the Authority on February 26, 2021, and the Supplemental Bond Resolution, adopted by the Authority on April 5, 2021, in substantially the form attached hereto as Exhibit B, together with such supplements and amendments which may be made thereto with the consent of the Mayor, and hereby approve the terms and provisions thereof. The Series 2021 Bonds (a)(i) shall be in the aggregate principal amount, mature, bear interest, and shall initially be dated, and (ii) shall be subject to redemption, and (b) the net proceeds of the sale of the Series 2021 Bonds shall be used and applied, as set forth in the Supplemental Bond Resolution attached hereto.

Section 6. From and after the date of adoption of this Supplemental Resolution, the proper officers, directors, agents and employees of the City are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents, instruments or certificates as may be necessary to carry out and comply with the provisions of this Supplemental Resolution and the Original Resolution and are further authorized to take any and all further actions and to execute any and all other documents, certificates and instruments as may be necessary or desirable in connection with the issuance of the Series 2021 Bonds and the execution and delivery of the Contract, the Disclosure Certificate or any other similar documents relating to the Series 2021 Bonds.

Section 7. In accordance with an Official Notice of Sale, the Authority and the City

received electronic bids for the purchase of the Series 2021 Bonds on April 2, 2021, and the City Manager and Chief Financial Officer of the City, with the assistance of Davenport & Company LLC, as municipal advisor to the City, reviewed the bids and determined that the best bid for the Series 2021 Bonds was submitted by [PURCHASER]. Said bid is hereby accepted on behalf of the City, and the award of the sale of the Series 2021 Bonds to [PURCHASER] Association is hereby authorized and approved.

Section 8. All of the terms and provisions of the Original Resolution, except as specifically modified by this Supplemental Resolution, are hereby ratified and reaffirmed.

Section 9. Any and all other resolutions, or parts of resolutions, in conflict with this Supplemental Resolution this day adopted, be and the same are hereby repealed.

Section 10. This Supplemental Resolution shall be effective immediately upon its adoption.

SO RESOLVED, this 5<sup>th</sup> day of April, 2021.

CITY OF DALTON, GEORGIA

By: \_\_\_\_\_  
Mayor

(S E A L)

Attest: \_\_\_\_\_  
Clerk

EXHIBIT A

Contract

## EXHIBIT B

### Supplemental Bond Resolution

# CLERK'S CERTIFICATE

The undersigned does hereby certify that the foregoing pages of typewritten matter constitute a true and correct copy of a resolution pertaining to the City of Dalton, Georgia, which resolution was duly adopted at a meeting of the City Council duly called and assembled on April 5, 2021, and at which a quorum was present and acting throughout and that the original of said resolution appears of record in the minute book of the City Council which is in my custody and control, and that said resolution has not been amended, repealed, revoked or rescinded as of the date hereof.

Given under my hand and the seal of the City Council this 5<sup>th</sup> day of April, 2021.

(S E A L)

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Clerk