

## **RESOLUTIONS OF THE BOARD OF WATER, LIGHT AND SINKING FUND COMMISSIONERS FOR SALE OF PROPERTY**

**WHEREAS**, the Board of Water, Light and Sinking Fund Commissioners, d/b/a Dalton Utilities (“Dalton Utilities”) has determined that it is consistent with the best interests of Dalton Utilities that Dalton Utilities sell certain real property (the “Real Property”) owned by the City of Dalton and operated by Dalton Utilities, as contemplated by O.C.G.A. § 36-37-7, for the price of \$13,500.00 to 3P Services, Inc., a Georgia corporation (the “Proposed Sale”); and

**WHEREAS**, the Proposed Sale potentially affects the ownership rights of the City of Dalton and as such the consent of the Mayor and Council of the City of Dalton will be required to legally effect the same;

**NOW, THEREFORE, BE IT RESOLVED**, that the Proposed Sale is hereby approved, and Dalton Utilities is hereby authorized to enter into and perform the obligations required of it pursuant to the Proposed Sale, subject to the approval of the Mayor and Council of Dalton, and the satisfaction of certain statutory formalities for effectuation of such Proposed Sale.

**BE IT FURTHER RESOLVED**, the Board recommends to the Mayor and Council of the City of Dalton that they authorize the City of Dalton to enter into and perform all contacts relating to the Proposed Sale, subject to fulfillment of all legal conditions precedent.

**BE IT FURTHER RESOLVED**, that subject to fulfillment of all legal conditions precedent, the Chairman, or the President of Dalton Utilities (the “Authorized Officers”) be, and each hereby are, authorized and empowered to take such actions and to execute those certain Warranty Deeds, Settlement Statements, Affidavits, and such other agreements, instruments, certificates, assignments, papers and documents which, may be necessary or desirable to effect the said sale of property, which, in the judgment of any of the Authorized Officers, may be necessary or desirable to effect the said sale. Such agreements, instruments, certificates, assignments, papers and documents shall be in such form and contain such terms and conditions as may be approved by any of the Authorized Officers on behalf of Dalton Utilities, and the execution of such agreements, instruments, certificates, assignments, papers and documents by any of the Authorized Officers on behalf of Dalton Utilities as herein authorized shall be conclusive evidence of any such approval.

**BE IT FURTHER RESOLVED**, that all acts and doings of the Authorized Officers in connection with the Proposed Sale which are in conformity with the purposes and intents of these Resolutions and in the furtherance of the transactions contemplated hereby and thereby shall be, and the same hereby are, in all respects approved and confirmed.

**BE IT FURTHER RESOLVED**, that the signature of any Authorized Officer to any of the consents, agreements, instruments, certificates, assignments, papers and documents executed and delivered in connection therewith shall be conclusive evidence of the authority of such

Authorized Officer to execute and deliver such consents, agreements, instruments, certificates, assignments, papers and documents on behalf of Dalton Utilities.

**BE IT FURTHER RESOLVED**, that any and all actions heretofore taken by any of the Authorized Officers of Dalton Utilities relating to or in connection with the Proposed Sale be, and the same hereby are, approved, ratified and affirmed as duly authorized actions of Dalton Utilities.

**BE IT FURTHER RESOLVED**, that the Secretary or any Assistant Secretary of Dalton Utilities be, and each hereby is, authorized to attest the signature of any officer of Dalton Utilities and impress or attest Dalton Utilities's seal appearing on any agreement, instrument, certificate, financing statement, assignment, paper or document executed in connection with any of the foregoing Resolutions, but shall not be obligated to do so, and the absence of the signature of the Secretary or any Assistant Secretary of Dalton Utilities or Dalton Utilities's seal on any such agreement, instrument, certificate, financing statement, assignment, paper or other document shall not affect its validity or the obligation of Dalton Utilities thereunder.

**BE IT FURTHER RESOLVED**, that all resolutions or parts thereof of Dalton Utilities in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

**BE IT FURTHER RESOLVED**, that these Resolutions shall take effect immediately upon their adoption.

SO ADOPTED this 16<sup>th</sup> day of March, 2020.

**BOARD OF WATER, LIGHT AND SINKING  
FUND COMMISSIONERS**

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

Chairman



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

Secretary



(SEAL)