

## **RESOLUTION 25-20**

### **RESOLUTION AUTHORIZING EXCHANGE**

**WHEREAS**, the City of Dalton, Georgia, an incorporated municipality of the State of Georgia (the “City”), acting by and through the Board of Water, Light and Sinking Fund Commissioners of the City of Dalton, Georgia, d/b/a Dalton Utilities (“Dalton Utilities”) along with Georgia Power Company (“GPC”), a Georgia corporation, Oglethorpe Power Corporation (“OPC”), a corporation organized and existing under the Georgia Electric Membership Corporation Act, and the Municipal Electric Authority of Georgia (“MEAG”), a Municipal Electrical Authority organized and existing under O.C.G.A. § 46-3-110, own certain real property located in Heard County, Georgia (the “Wansley Real Property”); and

**WHEREAS**, the City owns a 1.4% undivided interest in the Wansley Real Property; and

**WHEREAS**, Dalton Utilities, under the authority of O.C.G.A. § 36-37-7, and GPC mutually propose to exchange the 1.4% undivided interest in the Wansley Real Property owed by Dalton Utilities so that Dalton will acquire from Georgia Power a 1.5% interest in certain generation facilities to be constructed by GPC (the “GPC New Generation Project”); and

**WHEREAS**, , as part of the proposed transaction, Dalton Utilities and GPC propose enter an agreement wherein Dalton Utilities will become the owner of a 1.5% undivided interest in the GPC New Generation Project; and

**WHEREAS**, Dalton Utilities and GPC have previously agreed that the fair exchange value of the undivided interest of Dalton Utilities in the Wansley Real Property is approximately \$2,000,000 and the fair exchange value of the undivided interest of Dalton Utilities in the GPC New Generation Project is approximately \$2,000,000; and

**WHEREAS**, Dalton Utilities has determined that it is consistent with the best interests of Dalton Utilities that the City Utilities approve the exchange of the undivided interest of Dalton Utilities in the Wansley Real Property for the undivided interest of Dalton Utilities in the GPC New Generation Project (the “Exchange Transaction”); and

**WHEREAS**, the Board of Water, Light and Sinking Fund Commissioners of the City of Dalton, Georgia has approved the Exchange Transaction and recommended approval of the Exchange Transaction to the Mayor and Council of the City of Dalton;

**NOW, THEREFORE, BE IT RESOLVED**, that Dalton Utilities or the City, as the case may be, is hereby authorized to enter into and perform the obligations required of it pursuant to the Exchange Transaction, subject to satisfaction of certain statutory formalities for effectuation of such transaction.

**BE IT FURTHER RESOLVED**, that the Mayor of the City of Dalton be, and she hereby is, authorized and empowered to take such action and to execute for and on behalf of the City agreements, deeds, instruments, affidavits, certificates, assignments, papers and such other

documents, which, in the judgment of any of the Authorized Officers, may be necessary and desirable to effect the proposed transaction (the “Documents”); which, in the judgment of the Mayor, may be necessary and desirable to effect the proposed transaction, and such Documents shall be in such form and contain such terms and conditions as may be approved by the Mayor on behalf of the City, and the execution of such Documents by the Mayor on behalf of the City is herein authorized and shall be conclusive evidence of any such approval.

**BE IT FURTHER RESOLVED**, that all acts and doings of the Mayor in connection with the proposed transaction which are in conformity with the purposes and intents of these Resolutions and in furtherance of the transaction 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 the Mayor to any of the Documents executed and delivered in connection therewith shall be conclusive evidence of the authority of the Mayor to execute and deliver such Documents on behalf of the City.

**BE IT FURTHER RESOLVED**, that the Clerk or any Assistant Clerk of the City of Dalton be, and each hereby is, authorized to attest the signature of any officer of the City of Dalton and impress or attest the City of Dalton’s seal appearing on any Document, but shall not be obligated to do so, and the absence of the signature of the Clerk or any Assistant Clerk of the City or the City’s seal on any such documents shall not affect its validity or the obligation of the Mayor and Council thereunder.

**BE IT FURTHER RESOLVED**, that all resolutions or parts thereof of the City of Dalton 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 RESOLVED** this \_\_\_\_\_ day of \_\_\_\_\_, 2025.

**The City of Dalton, Georgia**

By: \_\_\_\_\_  
Annalee Sams, Mayor

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

(Seal)