

**CITY OF DALTON  
RESOLUTION 22-10**

A RESOLUTION OF THE MAYOR AND COUNCIL OF THE CITY OF DALTON, GEORGIA TO APPROVE THE BOND RESOLUTION OF THE CITY OF DALTON BUILDING AUTHORITY AUTHORIZING THE ISSUANCE OF THE CITY OF DALTON BUILDING AUTHORITY REVENUES BOND (DALTON PUBLIC SCHOOL SYSTEM PROJECT), SERIES 2022 IN THE PRINCIPAL AMOUNT OF \$15,930,000; TO AUTHORIZE THE EXECUTION OF A CONTRACT BETWEEN THE CITY AND THE AUTHORITY; TO AUTHORIZE THE MAYOR AND OTHER OFFICERS AND OFFICIALS OF THE CITY TO TAKE SUCH FURTHER ACTIONS AS ARE NECESSARY TO PROVIDE FOR THE ISSUANCE AND DELIVERY OF THE REVENUE BONDS DESCRIBED HEREIN; AND FOR OTHER PURPOSES

WHEREAS, the City of Dalton Building Authority (the “Authority”) is a public body corporate and politic duly created and existing pursuant to an amendment to the Constitution of the State of Georgia (Ga. Laws 1968, pages 1466-1482), duly ratified and proclaimed (the “Amendment”) for the purpose of acquiring, constructing, equipping, maintaining and operating projects embracing buildings and facilities for use by the City of Dalton, Georgia (the “City”), including the Dalton Public School System (the “Dalton School System”), for its governmental, proprietary and administrative functions; and the Authority is now existing and operating and its members have been duly appointed and entered into their duties; and

WHEREAS, the Dalton School System exists pursuant to the charter of the City and is governed by the City of Dalton Board of Education (the “Board of Education”) pursuant to the City’s charter; and

WHEREAS, under the Amendment and the Revenue Bond Law (O.C.G.A. § 36-82-60 *et seq.*, as amended), the Authority has the power (a) to issue revenue bonds and use the proceeds thereof for the purpose of paying all or part of the cost of any “project” or “undertaking” (as authorized by the Amendment or the Revenue Bond Law), including the acquisition, construction and improvement of buildings and facilities for use by the Dalton School System; and (b) to make and execute contracts and other instruments necessary to exercise the powers of the Authority; and

WHEREAS, under its charter, the City has the power to acquire, construct and improve buildings and facilities for use by the Dalton School System; and

WHEREAS, pursuant to the Amendment, the Authority and the City are authorized to enter into contracts pertaining to public facilities for use by the City, including the Dalton School System, for terms not exceeding fifty (50) years for its governmental, proprietary or administrative functions; and

WHEREAS, the Authority proposes to issue its Revenue Bond (Dalton Public School System Project), Series 2022, in the principal amount of \$15,930,000 (the “Series 2022 Bond”) for the purposes of (i) providing funds to finance certain capital outlay projects for the Dalton School System consisting of the following: adding to, renovating, repairing, improving,

equipping, acquiring, and furnishing existing school buildings or other buildings or facilities useful or desirable in connection therewith, including, but not limited to, Roan School, Westwood School, Park Creek School and Fort Hill; acquiring land; acquiring new technology, safety and security equipment and other school equipment, including band instruments; acquiring, constructing and equipping new school buildings and facilities, including but not limited to educational/athletic facilities; acquiring any property necessary or desirable therefor, both real and personal; and purchasing school buses and service vehicles(collectively, the “Projects”) and (ii) paying the costs of issuing the Series 2022 Bond; and

WHEREAS, the Series 2022 Bond will be issued pursuant to the Amendment, the Revenue Bond Law, and a resolution of the Authority adopted on August 15, 2022 (the “Bond Resolution”); and

WHEREAS, it is proposed that the Authority and the City should authorize the execution and delivery of an Intergovernmental Contract, to be dated the date of its execution and delivery (the “Contract”), between the City and the Authority, pursuant to which the Authority will agree to issue the Series 2022 Bond to provide funds to finance the Projects, and the City, in consideration of the Authority’s doing so, will agree to make payments to the Authority as called for pursuant to the Contract in amounts sufficient to pay the principal of and interest on the Series 2022 Bond; and

WHEREAS, it is proposed that the City and the Board of Education should authorize the execution and delivery of an Intergovernmental Contract, to be dated the date of its execution and delivery (the “BOE Contract”), between the City and the Board of Education, pursuant to which, among other items, the City will request that the Authority issue the Series 2022 Bond to provide funds to finance the Projects, and the Board of Education, in consideration of the City’s and the Authority’s doing so, will agree to make the payments to the Sinking Fund (as defined in the Bond Resolution) in amounts sufficient to pay the principal of, redemption premium, if any, and interest on the Series 2022 Bond; and

WHEREAS, the Authority, the City and the Board of Education have made a finding of fact that the Projects are in the public interest and are projects in furtherance of the Authority’s purpose and mission under the Amendment and the Revenue Bond Law; and

WHEREAS, the Series 2022 Bond shall contain such terms and provisions as provided in the Bond Resolution; and

WHEREAS, the Series 2022 Bond will be secured by a first lien on the Contract and the Contract Payments; and

WHEREAS, it is necessary and proper that the Mayor and Council of the City approve the form of the Bond Resolution and the Contract, and authorize the Mayor of the City to execute the Contract.

NOW, THEREFORE, BE IT RESOLVED by the Mayor and Council of the City of Dalton, Georgia (the “Council”), as follows:

The City has made a finding of fact that:

(a) the issuance of the Series 2022 Bond is hereby found and declared to be within the public purposes intended to be served by the Authority; and

(b) the Projects consist of buildings and facilities for use by the Dalton School System for its governmental, proprietary and administrative functions and is in furtherance of the Authority's purpose and mission and constitutes projects which may be undertaken by the Authority pursuant to the Amendment; and

(c) By entering into the Contract, the City will be furthering the public purposes for which it was created.

BE IT FURTHER RESOLVED, as follows:

Section 1. The Council hereby approves the form of the Bond Resolution, in substantially the form attached hereto as Exhibit A, together with such supplements and amendments which may be made thereto with the consent of the Mayor of the City (the "Mayor").

Section 2. The execution, delivery and performance of the Contract are hereby authorized. The Mayor is hereby authorized to execute and deliver the Contract on behalf of the City, which Contract shall be in substantially the form attached hereto as Exhibit B with such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of the Contract by the Mayor as hereby authorized shall be conclusive evidence of any such approval.

Section 3. The execution, delivery and performance of the BOE Contract are hereby authorized. The Mayor is hereby authorized to execute and deliver the BOE Contract on behalf of the City, which BOE Contract shall be in substantially the form attached hereto as Exhibit C with such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of the BOE Contract by the Mayor as hereby authorized shall be conclusive evidence of any such approval.

Section 5. The City is authorized and directed to cause to be prepared an answer to be filed in validation proceedings requesting that the Series 2022 Bond and the security therefor be declared valid in all respects.

Section 6. From and after the execution and delivery of the documents herein authorized, the proper officers, 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 and certificates as may be necessary to carry out and comply with the provisions of the documents herein authorized and are further authorized to take any and all further actions and to execute and deliver any and all further documents and certificates as may be necessary or desirable in connection with the issuance of the Series 2022 Bond and the execution, delivery and performance of the documents herein authorized. Without limiting the foregoing, if the Mayor is

not available to execute the documents herein authorized, the Mayor Pro Tem shall execute such documents on the Mayor's behalf.

Section 7. The Mayor and such other officials as may be required are directed to take such actions and to complete such transfers as are necessary to provide security for payment of the Series 2022 Bond in accordance with the Bond Resolution and any amendments or supplemental resolutions of the Authority and to fulfill the obligations of the City pursuant to the Contract, as the same may be hereafter amended, and to take such other actions as may be required in accordance with the intents and purposes of this resolution.

Section 8. All acts and doings of the officers, agents and employees of the City which are in conformity with the purposes and intents of this resolution and in furtherance of the issuance of the Series 2022 Bond and the execution, delivery and performance of the Contract shall be, and the same hereby are, in all respects, approved and confirmed.

Section 9. No stipulation, obligation or agreement herein contained or contained in the Contract shall be deemed to be a stipulation, obligation or agreement of the Mayor or the Clerk of the City in their individual capacity, and neither the Mayor nor the Clerk of the City shall be personally liable under the Contract or on the Series 2022 Bond or be subject to personal liability or accountability by reason of the issuance thereof.

Section 10. This resolution shall take effect immediately upon its adoption. All resolutions or parts thereof in conflict with this resolution are hereby repealed.

Adopted this 15<sup>th</sup> day of August, 2022.

CITY OF DALTON, GEORGIA

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

(SEAL)

Attest:

\_\_\_\_\_  
Clerk

EXHIBIT A

BOND RESOLUTION

EXHIBIT B

INTERGOVERNMENTAL CONTRACT

EXHIBIT C

BOE CONTRACT



CLERK'S CERTIFICATE

The undersigned Clerk of the City of Dalton, Georgia (the "City") DOES HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of a resolution adopted by the Mayor and Council of the City, at a meeting open to the public which was duly called and assembled on the 15<sup>th</sup> day of August, 2022, at which meeting a quorum was present and acting throughout, and that the original of the resolution appears in the minute book of the Mayor and Council of the City which is in my custody and control.

WITNESS my hand this 15<sup>th</sup> day of August, 2022.

---

Clerk