

## **RESOLUTION 23 -04**

### **RESOLUTION AUTHORIZING MUNICIPAL PROPERTY 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”) owns certain Easement for Right-of-Way made by Tawfeek Shaheen for the benefit of Georgia Power Company dated October 19, 1987 and recorded in Deed Book 1052 Page 344-346, Whitfield County, Georgia and that certain Easement for Right-of-Way made by Shaheen Shaheen, Lindsey Dinnard (Dennard), and Charlotte Crutchfield for the benefit of Georgia Power Company dated October 19, 1987 and recorded in Book 1052, Page 347-348 of the records of Whitfield County, Georgia, each having been conveyed to the City of Dalton in Deed Book 4040 Page 277, Whitfield County, Georgia Land Records (collectively the “Dalton Utilities Easement”); and

**WHEREAS**, Hammond Creek Capital, LLC (“Hammond Creek”) is the owner of certain real property being more particularly described as follows (the “Hammond Creek Property”):

All that tract or parcel of land lying and being in Land Lot No. 140 in the 12th District and 3rd Section of Whitfield County, Georgia and being more particularly described as Tracts. 1, 2, 3, 4 according to plat of survey prepared for Hammond Creek Capital, LLC by David L. Hester, Georgia Registered Land Surveyor No. 3042, dated September 6, 2022, and recorded in Plat Book F Page 566, Whitfield County, Georgia Land Records, reference to which plat is hereby made and incorporated herein by reference; and

**WHEREAS**, Hammond Creek desires to convey to Dalton Utilities an easement for the right to construct, maintain, operate, repair and remove certain overhead and underground electric transmission, distribution, and communication lines, though, over or under a portion of the Hammond Creek Property and the right of ingress and egress upon, over, and around the Hammond Creek Property for accessing said easement for the purposes of installation, maintenance, operation, repair, and removal of said utility lines as more particularly described in that certain Easement attached hereto as Exhibit “A” and incorporated herein by reference (the “Hammond Creek Utility Easement”); and

**WHEREAS**, in exchange for the Hammond Creek Utility Easement, Dalton Utilities, under the authority of O.C.G.A. § 36-37-6 (c), has proposed to transfer to Hammond Creek a portion of the Dalton Utilities Easement as more particularly described in that certain Quit Claim Deed attached hereto as Exhibit “B” and incorporated herein by reference; and

**WHEREAS**, Dalton Utilities and Hammond Creek agree that the fair exchange values of the portion of the Dalton Utilities Easement to be transferred and the Hammond Creek Utility Easement are, respectively, \$39,600 and \$39,500, with the difference in value thereof to be equalized by payment from Hammond Creek of \$100 to Dalton Utilities in cash at closing (the “Equalization Payment”) so that the parties will be transferring and receiving properties of equal value; and

**WHEREAS**, the Board of Water, Light and Sinking Fund Commissioners of the City of Dalton, Georgia has determined that it is consistent with the best interests of Dalton Utilities that Dalton Utilities enter into the above described exchange and accordingly has approved such transactions and recommended approval of such transactions to the Mayor and Council of the City

of Dalton, a copy of such resolution of the Board of Water, Light and Sinking Fund Commissioners of the City of Dalton, Georgia is attached hereto as Exhibit "C" and incorporated herein by reference;

**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 proposed transfer and disposition of a portion of the Dalton Utilities Easement, the acquisition of the Hammond Creek Utility Easement, and the receipt of the Equalization Payment as of the date of closing, 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 he hereby is, authorized and empowered to take such action and to execute for and on behalf of the City a Quit Claim Deed and such other documents, instruments, certificates, assignments, and papers which, in the judgment of the Mayor, may be necessary and desirable to effect the proposed transaction. Such agreements, instruments, certificates, assignments, papers and/or documents shall be in such form and contain such terms and conditions as may be approved by the Mayor on behalf of the City in accordance with this Resolution, and the execution of such agreements, instruments, certificates, assignments, papers, and 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 consents, agreements, instruments, certificates, assignments, papers, and documents executed and delivered in connection therewith shall be conclusive evidence of the authority of the Mayor to execute and deliver such consents, agreements, instruments, certificates, assignments, papers, and other 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 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 Clerk or any Assistant Clerk of the City or the City's seal on any such document 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 \_\_\_\_\_, 2023.

**The City Of Dalton, Georgia**

By: \_\_\_\_\_  
David Pennington, Mayor

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

(seal)

## **EXHIBIT “A”**

### **Easement**

See attached.

## **EXHIBIT “B”**

### **Quit Claim Deed**

See attached.

## **EXHIBIT “C”**

### **RESOLUTIONS OF THE BOARD OF WATER, LIGHT AND SINKING FUND COMMISSIONERS, UTILITY EASEMENT 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 (the “Board of Commissioners”) of the City of Dalton, Georgia, d/b/a Dalton Utilities (“Dalton Utilities”) owns that certain Easement for Right-of-Way made by Tawfeek Shaheen for the benefit of Georgia Power Company dated October 19, 1987 and recorded in Deed Book 1052 Page 344-346, Whitfield County, Georgia and that certain Easement for Right-of-Way made by Shaheen Shaheen, Lindsey Dennard (Dennard), and Charlotte Crutchfield for the benefit of Georgia Power Company dated October 19, 1987 and recorded in Book 1052, Page 347-348 of the records of Whitfield County, Georgia, each having been conveyed to the City of Dalton in Deed Book 4040 Page 277, Whitfield County, Georgia Land Records (collectively the “Dalton Utilities Easement”); and

**WHEREAS**, Hammond Creek Capital, LLC (“Hammond Creek”) is the owner of certain real property being more particularly described as follows (the “Hammond Creek Property”):

All that tract or parcel of land lying and being in Land Lot No. 140 in the 12th District and 3rd Section of Whitfield County, Georgia and being more particularly described as Tracts. 1, 2, 3, 4 according to plat of survey prepared for Hammond Creek Capital, LLC by David L. Hester, Georgia Registered Land Surveyor No. 3042, dated September 6, 2022, and recorded in Plat Book F Page 566, Whitfield County, Georgia Land Records, reference to which plat is hereby made and incorporated herein by reference; and

**WHEREAS**, Hammond Creek desires to convey to Dalton Utilities an Easement for the right to construct, maintain, operate, repair and remove certain overhead and underground electric transmission, distribution, and communication lines, though, over or under a portion of the Hammond Creek Property and the right of ingress and egress upon, over, and around the Hammond Creek Property for accessing said easement for the purposes of installation, maintenance, operation, repair, and removal of said utility lines as more particularly described in that certain Easement attached hereto as Exhibit “1” and incorporated herein by reference (the “Hammond Creek Utility Easement”); and

**WHEREAS**, in exchange for the Hammond Creek Utility Easement, Dalton Utilities, under the authority of O.C.G.A. § 36-37-6 (c), has proposed to transfer to Hammond Creek a portion of the Dalton Utilities Easement as more particularly described in that certain Quit Claim Deed attached hereto as Exhibit “2” and incorporated herein by reference; and

**WHEREAS**, Dalton Utilities and Hammond Creek agree that the fair exchange values of the portion of the Dalton Utilities Easement being transferred and the Hammond Creek Utility Easement are, respectively, \$39,600 and \$39,500, with the difference in value thereof to be equalized by payment from Hammond Creek of \$100 to Dalton Utilities in cash at closing (the “Equalization Payment”), so that Dalton utilities shall acquire property of equal or greater value to the property exchanged by Dalton Utilities;

**WHEREAS**, the Board of Commissioners has determined with the concurrence of the City of Dalton that it is consistent with the best interests of Dalton Utilities that Dalton Utilities for City of Dalton to transfer a portion of the Dalton Utilities Easement to Hammond Creek and acquire

the Hammond Creek Utility Easement, subject to the parties' satisfaction of statutory formalities governing the effectuation of the exchange of such property;

**NOW, THEREFORE, BE IT RESOLVED**, that the proposed transfer and disposition of a portion of the Dalton Utilities Easement, acquisition of the Hammond Creek Utility Easement, and receipt of the Equalization Payment is hereby approved and Dalton Utilities is hereby authorized to enter into and perform the obligations required of it pursuant to the proposed agreement to transfer and dispose of the portion of the Dalton Utilities Easement and to acquire the Hammond Creek Utility Easement, subject to satisfaction of certain statutory formalities for effectuation of such transaction.

**BE IT FURTHER RESOLVED**, that the Board of Commissioners recommends to the Mayor and Council of the City of Dalton that they approve the proposed transfer and disposition of the portion of the Dalton Utilities Easement and acquisition of the Hammond Creek Utility Easement and authorize the appropriate officials of the City of Dalton to enter into and perform the obligations required of it to consummate this transaction, subject to fulfillment of all legal conditions precedent.

**BE IT FURTHER RESOLVED**, that that subject to fulfillment of all legal conditions precedent, the Chairman, Vice Chairman, and/or President of Dalton Utilities (the "Authorized Officers") be, and each hereby is, authorized and empowered to take such action and to execute for and on behalf of Dalton Utilities the Quit Claim Deed and such other documents, instruments, certificates, assignments, and papers which, in the judgment of any of the Authorized Officers, may be necessary and desirable to effect the proposed transaction. Such agreements, instruments, certificates, assignments, papers and/or 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 is herein authorized and 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 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 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 other 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 transaction be, and the same hereby are, approved, ratified, and confirmed as the 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' 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' seal on any such

agreement, instrument, certificate, financing statement, assignment, paper or other documents 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 \_\_\_\_ day of \_\_\_\_\_, 2023.

BOARD OF WATER, LIGHT AND SINKING  
FUND COMMISSIONERS

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

Chairman

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

Secretary

(SEAL)



## **EXHIBIT “1”**

### **Easement**

See attached.

## **EXHIBIT “2”**

### **Quit Claim Deed**

See attached.