

**STATE OF GEORGIA
CITY OF DUNWOODY**

RESOLUTION 2015-XX-XX

**RESOLUTION APPROVING THE FINANCING BY THE PUBLIC FINANCE
AUTHORITY OF A CAPITAL IMPROVEMENT PROJECT TO BE LOCATED
PARTIALLY WITHIN THE CITY OF DUNWOODY**

WHEREAS, the City of Dunwoody (the "City") is a municipal corporation duly created and validly existing under and pursuant to the laws of the State of Georgia; and

WHEREAS, the State Road and Tollway Authority (the "Road Authority") proposes to issue project certificates (the "Project Certificates") to SBB 285-400 Partners, LLC (the "Developer") pursuant to the terms of a Design, Build, and Finance Agreement for I-285 and SR-400 Reconstruction Project (the "DBF Agreement"), to be entered into between the Road Authority and the Developer, if the Developer is selected by the Road Authority, for the purpose of evidencing obligations of the Road Authority to pay the Developer for designing and constructing capital improvements to public highways to be owned by the Road Authority and located partially within the corporate limits of the City (the "Project"); and

WHEREAS, the Public Finance Authority (the "Finance Authority"), a Wisconsin bond issuing commission created under Sections 66.0301 and 66.0304 of the Wisconsin Statutes, proposes to borrow money to fund the purchase from the Developer of amounts owed by the Road Authority to the Developer under the DBF Agreement, which are evidenced by Project Certificates, in order to enable the Developer to finance the costs of designing and constructing the Project pursuant to the DBF Agreement; and

WHEREAS, Section 66.0304(11)(a) of the Wisconsin Statutes prohibits the Finance Authority from issuing bonds (which are defined to mean any bond, note, or other obligation issued or entered into by the Finance Authority, including any financing agreement) to finance a capital improvement project in any state of the United States unless a political subdivision (which is defined to include any city in another state) within whose boundaries the project is to be located has approved the financing of the project, which approval may be made by the governing body of the political subdivision; and

WHEREAS, the Developer has requested the City to approve the financing by the Finance Authority of the portion of the Project to be located within the corporate limits of the City, in order to satisfy the requirements of Section 4 of the Amended and Restated Joint Exercise of Powers Agreement Relating to the Public Finance Authority, dated as of September 28, 2010 (the "Joint Exercise Agreement"), and Section 66.0304(11)(a) of the Wisconsin Statutes;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DUNWOODY AS FOLLOWS:

1. For the sole purpose of satisfying the requirements of Section 66.0304(11)(a) of the Wisconsin Statutes and Section 4 of the Joint Exercise

Agreement, the City Council of the City hereby approves the financing by the Finance Authority of the portion of the Project to be located within the corporate limits of the City.

2. This approval is solely for the purpose of enabling the Finance Authority to comply with, and is to be construed in accordance with, the provisions of Section 66.0304(11)(a) of the Wisconsin Statutes, and shall not result in or impose any pecuniary liability upon or constitute a lien upon the property of or a claim against the City or in any way constitute an obligation on the part of the City with respect to the Project Certificates or the Project.

3. All motions, orders, ordinances, bylaws, resolutions, and parts thereof in conflict herewith are hereby repealed to the extent only of such conflict. This repealer shall not be construed as reviving any motion, order, ordinance, bylaw, resolution, or part thereof.

4. This Resolution shall become effective immediately, and if any section, paragraph, clause, or provision hereof shall for any reason be held invalid or unenforceable, the invalidity or unenforceability thereof shall not affect any of the remaining provisions hereof.

PASSED, ADOPTED, SIGNED, APPROVED, and EFFECTIVE this 14th day of September 2015.

CITY OF DUNWOODY

By: _____
Michael G. Davis, Mayor

(SEAL)

Attest:

Sharon Lowery, City Clerk

Approved as to Form and Content:

City Attorney

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CITY CLERK’S CERTIFICATE

I, **SHARON LOWERY**, the duly appointed, qualified, and acting City Clerk of the City of Dunwoody (the “City”), **DO HEREBY CERTIFY** that the foregoing pages of typewritten matter pertaining to the approval by the City of the financing by the Public Finance Authority of a capital improvement project to be located partially within the City, constitute a true and correct copy of a resolution adopted on September 14, 2015 by the City Council of the City in a meeting duly called and assembled, after due and reasonable notice was given in accordance with the procedures of the City and with applicable provisions of law, which was open to the public and at which a quorum was present and acting throughout, and that the original of such resolution appears of public record in the Minute Book of the City, which is in my custody and control.

I further certify that such resolution has not been rescinded, repealed, or modified.

Given under my signature and the seal of the City, this 14th day of September 2015.

City Clerk, City of Dunwoody

(SEAL)