

1           **SUPPLEMENTAL PRICING RESOLUTION OF THE BOARD OF COMMISSIONERS**  
2                                   **OF FULTON COUNTY, GEORGIA**  
3                                   **AUTHORIZING, AMONG OTHER THINGS, THE**  
4           **ISSUANCE AND SALE OF GENERAL FUND TAX ANTICIPATION NOTES**  
5                                   **IN THE AGGREGATE PRINCIPAL AMOUNT OF \$175,000,000**  
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7                   **WHEREAS**, the Board of Commissioners of Fulton County, Georgia (the  
8           **“Board of Commissioners”**) is charged with the duties of contracting debts and managing the  
9           affairs of Fulton County, Georgia (the **“County”**); and  
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11                   **WHEREAS**, the Board of Commissioners has heretofore on March 16, 2022,  
12           adopted a resolution (the **“Note Resolution”**) authorizing, among other things, the issuance of its  
13           General Fund Tax Anticipation Notes in the aggregate principal amount of \$175,000,000 (the  
14           **“Notes”**) to pay the current expenses of the County; and  
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16                   **WHEREAS**, in connection with the offering of the Notes, the County has requested  
17           bids from financial institutions for a temporary loan (including, but not limited to, a line of credit)  
18           relating to such Notes (the **“Request for Bids”**), and the County previously authorized the use of  
19           the same in connection with the offering of the Notes; and  
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21                   **WHEREAS**, pursuant to the Request for Bids, as distributed to various securities  
22           dealers, securities dealers responding to the Request for Bids were required to submit official  
23           proposals, via electronic bids, to the County (each, a **“Proposal”**) for the purchase of the Notes  
24           on April 12, 2022, and if selected, are required, to purchase all, but not less than all, of the Notes  
25           on such date; and  
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27                   **WHEREAS**, various Proposals have been received pursuant to the terms and  
28           conditions of the Request for Bids, and the County wishes to proceed with the ratification and  
29           authorization of the acceptance of the winning bid for the Notes, with the ratification and  
30           authorization of the sale of the Notes and to provide for the delivery of the Notes in accordance  
31           with the terms of the Term Sheet attached hereto as **Exhibit A** and made a part hereof (the **“Term**  
32           **Sheet”**), the Note Resolution and this Resolution; and  
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34                   **WHEREAS**, the bid of a responsible bidder resulting in the lowest true interest  
35           cost to the County was submitted by [\_\_\_\_\_] (the **“Purchaser”**) as set forth in the Term  
36           Sheet; and  
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38                   **WHEREAS**, after due consideration it is deemed advisable and in the best interest  
39           of the County that the Notes be sold to the Purchaser, the Purchaser having in all respects complied  
40           with the terms of the Term Sheet; and  
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42                   **NOW, THEREFORE, BE IT RESOLVED** by the Board of Commissioners of  
43           Fulton County, Georgia, as follows:  
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45                   **Section 1. Adoption of the Recitals; Approval of the Final Aggregate**  
46           **Principal Amount, Interest Rate, Maturity and/or Redemption Provisions for the Notes.** The  
47           Board of Commissioners hereby confirms, ratifies and approves the Recitals set forth above and  
48           in the Note Resolution as if such Recitals were set forth in this Section 1. The Board of

1 Commissioners hereby further confirms, ratifies and approves the final aggregate principal amount  
2 of the Notes, the interest rate(s) and the maturity date(s) applicable to such Notes, the repayment  
3 and redemption provisions, and the other terms and conditions in respect thereof, all as set forth in  
4 the Term Sheet. The Board of Commissioners further confirms that the amounts and terms  
5 (including the final, initial aggregate amount of the principal of the Notes, the maximum annual  
6 amount of principal and interest on the Notes, and the interest rate(s) on the Notes) are within the  
7 parameters approved by the Board of Commissioners in the Note Resolution.  
8

9 **Section 2. Ratification and Incorporation.** All terms and provisions of the  
10 Note Resolution are hereby ratified and incorporated herein.  
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12 **Section 3. Acceptance of Winning Bid.** The Board of Commissioners hereby  
13 authorizes the County Manager, after consultation with the Chief Financial Officer of the County  
14 and the County Attorney, to accept the bid as reflected in the Term Sheet and award the sale of the  
15 Notes to the Purchaser.  
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17 **Section 4. Authorization of Notes.** The Board of Commissioners hereby  
18 confirms, ratifies and approves the authorization of Notes set forth in Section 5 of the Note  
19 Resolution as if such authorization was set forth in this Section 4.  
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21 **Section 5. General Authority.** From and after the date of adoption of this  
22 Resolution, any member of the Board of Commissioners and the proper officers and employees of  
23 the County are hereby authorized to do such acts and things, and to execute and deliver all such  
24 certificates or agreements as may be necessary or desirable in connection with the issuance of the  
25 Notes, consistent with the authorizations in the Note Resolution. All actions of the Board of  
26 Commissioners, officers or agents of the County taken in connection therewith prior to the date  
27 hereof are hereby ratified and confirmed.  
28

29 **Section 6. Actions Approved and Confirmed.** It is hereby ratified and  
30 approved that all acts and doings of the officers, employees or agents of the County whether done  
31 before, on or after the date of adoption of this Resolution which are in conformity with the purposes  
32 and intents of this Resolution and the Note Resolution shall be, and the same hereby are, in all  
33 respects approved, ratified and confirmed, including, without limitation, the execution and delivery  
34 of any and all other documents, agreements, instruments and certificates necessary or appropriate  
35 to the consummation of the transactions contemplated in this Resolution and the Note Resolution.  
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37 **Section 7. No Continuing Disclosure Undertaking.** The Notes will be  
38 initially offered in authorized denominations of \$100,000 or more, with a maturity of nine months  
39 or less and as such, pursuant to paragraph (b)(5)(d)(1)(ii) of Rule 15c2-12, the Notes will be  
40 exempt from the requirements of Rule 15c2-12. Notwithstanding the foregoing, the County may  
41 agree to provide certain financial information and operating data to the Purchaser, subject to  
42 consultation with the County Attorney and Chief Financial Officer of the County.  
43

44 **Section 8. Severability of Invalid Provisions.** If any one or more of the  
45 agreements or provisions herein contained shall be held contrary to any express provision of law  
46 or contrary to the policy of express law, though not expressly prohibited, or against public policy,  
47 or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions  
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1 shall be null and void and shall be deemed separable from the remaining agreements and provisions  
2 and shall in no way affect the validity of any of the other agreements and provisions hereof.  
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4 **Section 9. Conflicts.** All resolutions or parts thereof of the County in conflict  
5 with the provisions herein contained are, to the extent of such conflict, hereby amended,  
6 superseded and repealed; but solely as and to the extent of any such conflict.  
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1 Adopted and approved this 13th day of April, 2022.

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3 Approved:

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5 [SEAL]

6  
7 By: \_\_\_\_\_  
8 Robert L. Pitts, Chairman  
9 Board of Commissioners of  
10 Fulton County, Georgia

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12  
13 ATTEST:

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16 \_\_\_\_\_  
17 Tonya R. Grier, Clerk  
18 Board of Commissioners of Fulton County, Georgia

19 Approved as to form:

20 \_\_\_\_\_  
21 Y. Soo Jo  
22 County Attorney

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**CLERK'S CERTIFICATE**

I, Tonya R. Grier, Clerk of the Board of Commissioners of Fulton County, Georgia, DO  
HEREBY CERTIFY that the foregoing pages of typewritten material constitute a true and correct  
copy of a resolution duly adopted by the Board of Commissioners of Fulton County at a duly called  
and constituted meeting of said Board held on April 13, 2022, which meeting was open to the  
public and at which a quorum was present and acting throughout, that all notices of such meeting  
required by any sunshine law to be given were duly given, and that all the original of said resolution  
appears of record in the Minute Book of the Board of Commissioners which is in my custody and  
control.

I further certify that said resolution has not been amended, modified or repealed.

WITNESS my official signature and the corporate seal of Fulton County, Georgia as of the  
\_\_\_\_ day of April, 2022.

[SEAL]

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Tonya R. Grier, Clerk  
Board of Commissioners of Fulton County,  
Georg

**EXHIBIT A**

TERM SHEET