

A RESOLUTION  
OF  
CITY OF SUGAR HILL, GEORGIA

APPROVING THE AMENDED AND RESTATED GAS SUPPLY CONTRACT, BETWEEN CITY OF SUGAR HILL, GEORGIA AND MUNICIPAL GAS AUTHORITY OF GEORGIA AND AUTHORIZING THE EXECUTION, DELIVERY AND PERFORMANCE OF THE AMENDED AND RESTATED GAS SUPPLY CONTRACT, AND FOR OTHER PURPOSES.

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WHEREAS, the 1987 Session of the General Assembly of the State of Georgia adopted the Municipal Gas Authority of Georgia Act (Ga. Laws 1987, p. 745 *et seq.* (*codified* at O.C.G.A. Sections 46-4-80 through 46-4-125)), as amended (the “Act”), creating the Municipal Gas Authority of Georgia (the “Gas Authority”), providing for its organization and purposes and authorizing it to contract with certain municipalities and other political subdivisions for the provision of an adequate and dependable wholesale supply of gas to meet the needs of the gas distribution systems of such political subdivisions; and

WHEREAS, CITY OF SUGAR HILL, GEORGIA (the “Member”) has heretofore entered into a certain Gas Supply Contract, as amended (the “Gas Supply Contract”), with the Gas Authority providing for the Gas Authority's obligation to furnish the Member with its gas supply requirements and for the Member's obligation to pay for such gas supplies; and

WHEREAS, the Gas Authority functions as a governmental joint action agency operating on a nonprofit basis solely for the benefit of its Members and effectively as an extension and instrumentality of its Members, aggregating their natural gas supply, management and transportation needs for economies of scale and leveraging their human and financial resources for efficiency, resulting in lower costs and higher benefits to the Members than if each acted individually or in smaller groups; and

WHEREAS, the Members control the Gas Authority and its policies through the Board of the Gas Authority, which is composed of Member representatives, and through the Gas Supply Contracts, including the hereinafter defined Amended Contract, and the Members intend to collectively share allocable portions of all risks and rewards of the Gas Authority's operations pursuant to such contracts, and the Amended Contract will necessarily be relied upon by the other Members due, among other things, to the interrelated nature of the Gas Supply Contracts and the relationships among the Gas Authority and the Members effected thereby; and

WHEREAS, the Gas Authority has presented, and the Members have commented on, discussed, studied and reviewed their opportunity to enter into an Amended and Restated Gas Supply Contract (the “Amended Contract”), amending and restating the Gas Supply Contract;

**NOW, THEREFORE**, be it resolved by the governing body of the Member in meeting duly assembled, and it is hereby resolved by authority thereof, as follows:

**Section 1.** The Member hereby finds and determines that it is in its best interest to contract with the Gas Authority pursuant to O.C.G.A. Section 46-4-99 and the terms of the Amended Contract, and the Member hereby declares, in accordance with the Act, its intention to so contract with the Gas Authority for the purchase of its gas supply.

**Section 2.** The Member hereby approves and authorizes the execution and delivery of the Amended Contract, in substantially the form of the draft of the Amended Contract, attached to this Resolution as Exhibit "A," and hereby incorporated herein by reference, subject to such changes, additions and deletions made in the Mayor's discretion, with advice of counsel. The Amended Contract shall be executed by the Mayor, attested by the Clerk, and shall have the Member's seal affixed thereto, and shall be delivered to the Gas Authority, and when so executed and delivered, shall be binding upon the Member in accordance with its terms. Execution of the Amended Contract as authorized herein shall be conclusive evidence of the Member's approval thereof.

**Section 3.** The Mayor is hereby authorized to execute and deliver all such additional agreements, certificates, documents and other instruments reasonably required or desirable to complete the transactions contemplated by the Amended Contract, including but not limited to any necessary actions respecting the validation of the Amended Contract through the bond validation process.

**Section 4.** In the adoption of this Resolution, the Member hereby recognizes that this action will be relied upon by other municipalities that own and operate gas distribution systems and that adopt similar resolutions in furtherance of the organization of the Gas Authority under the Act, and that the Member is also relying upon the adoption of such Resolutions by such other municipalities.

**Section 5.** All resolutions or parts of resolutions in conflict herewith are hereby repealed.

[Signatures on the following page]

RESOLVED this \_\_\_\_ day of \_\_\_\_\_, 2016.

CITY OF SUGAR HILL, GEORGIA

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

[SEAL]

Attest:

\_\_\_\_\_  
Clerk

**Exhibit "A"**

**[Attach Amended and Restated Gas Supply Contract]**

**CERTIFICATION**

I, the undersigned, Clerk of CITY OF SUGAR HILL, GEORGIA (“Member”), DO HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of the Resolution duly adopted by the governing body of the Member at a public meeting held on the \_\_\_ day of \_\_\_\_\_, 2016, duly called in compliance with the laws of the State of Georgia, at which a quorum was present and acting throughout, the original of which Resolution has been duly recorded in the Minute Book of the Member, which is in my custody and control, and that the Resolution has not been rescinded or modified and is now in full force and effect.

GIVEN under the seal of the Member this \_\_\_ day of \_\_\_\_\_, 2016.

\_\_\_\_\_  
Clerk

[SEAL]