

Called Council Meeting
Thursday, January 16th, 2020
10:00 a.m.

Roll Call
Prayer
Pledge

Regular Session:

- 1. Supplemental Resolution – Financing of New Municipal Court Building**

SUPPLEMENTAL RESOLUTION OF
CITY OF ASHBURN, GEORGIA

WHEREAS, on December 5, 2019, the City of Ashburn, Georgia (the "City") adopted a Resolution (the "Original Resolution"), authorizing and consenting to, among other things, (i) the purchase of a new municipal court facility (the "Project") from the Georgia Municipal Association, Inc. (the "Seller) in accordance with an Installment Sale Agreement, to be dated as of its date of execution and delivery (the "Installment Sale Agreement") and (ii) the assignment of the Seller's interest in the Installment Sale Agreement to Colony Bank, Ashburn, Georgia (the "Original Bank") pursuant to an Assignment and Transfer Agreement to be dated as of its date of execution and delivery (the "Transfer Assignment"); and

WHEREAS, the City desires to have the Installment Sale Agreement assigned and transferred to pursuant to the Transfer Agreement and enter into various other loan transaction (the "Loan") documents with Truist Bank (the "Lender") instead of the Original Bank; and

WHEREAS, it is proposed that the City approve the terms of the Loan provided by the Lender; and

NOW, THEREFORE, BE IT RESOLVED by the Mayor and Council of the City as follows:

Section 1. Terms of Loan. The financial terms of the Installment Sale Agreement are set forth in the attached Exhibit A prepared by the Lender.

Section 2. Loan Documents. Each of the documents consented to and approved in the Original Resolution with the Original Bank are hereby consented to and approved with the Lender as a party.

Section 3. General Authority. The Mayor and the Clerk are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the documents herein authorized and as may be necessary to carry out the purposes and intents of this Supplemental Resolution.

Section 4. Bank Qualification Designation. The Installment Sale Agreement is hereby designated as a "qualified tax-exempt obligation" within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986 (the "Code"). The aggregate face amount of all tax-exempt obligations (other than private activity bonds as defined in Section 141 of the Code) issued by the City and the entities with whom aggregation is required pursuant to Section 265(b)(3)(E) of the Code is not reasonably expected to exceed \$10,000,000 during the year 2020.

Section 5. Actions Ratified, Approved and Confirmed. All acts and doings of the officers, employees or agents of the City which are in conformity with the purposes and intents of this Supplemental Resolution are hereby ratified, approved and confirmed.

Section 6. No Personal Liability. No stipulation, obligation or agreement contained in this Supplemental Resolution or in the documents authorized hereby shall be deemed to be a stipulation, obligation or agreement of any officer, agent or employee of the City in his or her individual capacity, and no such officer, agent or employee shall be personally liable or be subject to personal liability or accountability.

Section 7. Original Resolution. All of the terms and provisions of the Original Resolution, except as specifically modified by this Supplemental Resolution, are hereby ratified and reaffirmed.

Section 8. Repealing Clause Any and all other resolutions, or parts of resolutions, in conflict with this Supplemental Resolution this day adopted, be and the same are hereby repealed.

Section 9. Effective Date This Supplemental Resolution shall be effective immediately upon its adoption.

Adopted this ____ day of January, 2020.

CITY OF ASHBURN, GEORGIA

(SEAL)

By: _____
Mayor

Attest:

By: _____
Clerk

EXHIBIT A

The financial terms of the Installment Sale Agreement

The Installment Sale Amount (as defined in the Installment Sale Agreement) shall be an amount not to exceed \$800,000.

The interest rate shall be equal to 2.62%.

The term shall be 10 years.

CLERK'S CERTIFICATE

The undersigned Clerk of the City, DOES HEREBY CERTIFY that the foregoing pages of typewritten matter pertaining to an Installment Sale Agreement constitute a true and correct copy of the Resolution adopted on January ___, 2020, by the Mayor and City Council in a regular meeting, which was open to the public, and the original of said Resolution appears of record in the minute book of the Mayor and City Council which is in my custody and control.

WITNESS my hand and the official seal of the City of Ashburn, Georgia this ___ day of January, 2020.

(SEAL)

Clerk