

**A RESOLUTION
BY FINANCE/ EXECUTIVE COMMITTEE**

A RESOLUTION AUTHORIZING THE CITY ATTORNEY TO RETAIN THE EXISTING TEAM OF BOND COUNSEL PROFESSIONALS PREVIOUSLY AUTHORIZED BY CITY COUNCIL, TO ASSIST THE CITY IN THE ISSUANCE OF WATER AND WATSEWATER REVENUE BONDS, SERIES 2009; TO AUTHORIZE THE EXECUTION OF ANY NECESSARY RETAINER AGREEMENT; TO AUTHORIZE THE CHIEF FINANCIAL OFFICER TO PAY FEES AND COSTS FOR LEGAL SERVICES RENDERED IN AN AMOUNT NOT TO EXCEED \$120,000 PLUS EXPENSES PURSUANT TO SAID RETAINER AGREEMENT; AND FOR OTHER PURPOSES.

WHEREAS, the City of Atlanta (the "City") , pursuant to section 2-991 of the Code of Ordinances adopted resolution 04-R-0494 which authorized the City Attorney to execute a retainer agreement with Kilpatrick Stockton, LLP and minority joint venture partner Howell & Associates to serve as co-bond counsel to the city in connection with the issuance of Water Sewer Revenue Bonds; and

WHEREAS, under the current plan of financing the City expects to issue Water and Wastewater Revenue Bonds to finance the cost of making additions, extension, and improvements to its water and sewer system and to refund outstanding commercial paper notes; and

WHEREAS, due to the intricacy and complexity of the transaction and in order to contain costs incurred by the City, the City Attorney in consultation with the Chief Financial Officer, recommends retaining the existing team of bond counsel professionals to assist the city in the completion of the transaction.

THE CITY COUNCIL OF THE CITY OF ATLANTA, GEORGIA, HEREBY RESOLVES, that the City Attorney of the City be and is hereby authorized to execute a retainer agreement with the law firms of Kilpatrick Stockton, LLP and Howell & Associates, to serve as Co-bond Counsel on behalf of the City in connection with the issuance of the Bonds, and to provide such other legal services related to the transaction as may be necessary or required from time to time by the City Attorney, including services related to post-issuance tax compliance.

BE IT FURTHER RESOLVED that the Chief Financial Officer is hereby authorized to remit and otherwise approve payment of all legal fees, expenses and costs due for bond counsel services rendered by Kilpatrick Stockton, LLP and Howell & Associates in connection with the issuance of the Bonds, such

amounts to be paid from the proceeds of the Bonds; provided that the legal fees authorized herein based on the current plan of finance are currently estimated to be not in excess of \$120,000.00, plus actual expenses incurred; and provided further that in the event that the financing deviates from the current plan of finance or Co-bond Counsel is requested to perform additional services not related to customary bond counsel services, the City Attorney (in consultation with the Chief Financial Officer) shall be authorized to reasonably adjust the fee to Co-bond Counsel accordingly.

BE IT FINALLY RESOLVED that all resolutions or parts of resolutions in conflict herewith are hereby waived to the extent of the conflict.