



Order of Business for the Atlanta City Council

Special Call Meeting

Wednesday, January 16, 2019

12:00 PM

The Honorable Felicia A. Moore, Presiding

- A. CALL TO ORDER**
- B. ROLL CALL**
- C. INVOCATION**
- D. PLEDGE OF ALLEGIANCE**
- E. REMARKS BY THE PUBLIC**
- F. COMMUNICATIONS**

19-C-0008 (1) - A COMMUNICATION FROM COUNCIL PRESIDENT FELICIA A. MOORE CALLING A SPECIAL CALL MEETING OF THE ATLANTA CITY COUNCIL ON WEDNESDAY, JANUARY 16, 2019 AT 12:00 NOON. (19-R-3083)
STAFF RECOMMENDATION TO ACCEPT AND FILE

G. ADOPTION OF AGENDA

H. LEGISLATION FOR CONSIDERATION

19-R-3083 (1) - A RESOLUTION SUPPLEMENTING THAT CERTAIN SERIES 2018D BOND ORDINANCE (18-O-1664), ADOPTED BY THE ATLANTA CITY COUNCIL ON NOVEMBER 19, 2018 AND APPROVED BY OPERATION OF LAW ON NOVEMBER 28, 2018, TO, AMONG OTHER THINGS, SET FORTH THE TERMS OF THE CITY OF ATLANTA WATER AND WASTEWATER ENVIRONMENTAL IMPACT SUBORDINATE LIEN REVENUE BONDS (PROCTOR CREEK WATERSHED PROJECT), SERIES 2018D, INCLUDING THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT, INTEREST RATES, MATURITY AMOUNTS AND MATURITY DATES; RATIFYING CERTAIN PRIOR ACTIONS OF THE OFFICERS OF THE CITY WITH RESPECT TO THE ISSUANCE AND SALE OF THE SERIES 2018D BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT; RATIFYING AND APPROVING THE PREPARATION, USE AND DISTRIBUTION OF A PRELIMINARY LIMITED OFFERING MEMORANDUM AND THE EXECUTION AND DELIVERY OF A FINAL LIMITED OFFERING MEMORANDUM IN CONNECTION WITH THE OFFER AND SALE OF THE SERIES 2018D BONDS; AND APPROVING OTHER MATTERS IN CONNECTION WITH THE FOREGOING.

I. GENERAL REMARKS

J. ADJOURNING ROLL CALL

A COMMUNICATION FROM COUNCIL PRESIDENT FELICIA A. MOORE CALLING A SPECIAL CALL MEETING OF THE ATLANTA CITY COUNCIL ON WEDNESDAY, JANUARY 16, 2019 AT 12:00 NOON. (19-R-3083)

Workflow List:

Clerk of Council	Pending	
Atlanta City Council	Pending	01/16/2019 12:00 PM
Mayor's Office	Pending	

LEGISLATION HISTORY – BLUE BACK

19-C-0008

A COMMUNICATION FROM COUNCIL PRESIDENT FELICIA A. MOORE CALLING A SPECIAL CALL MEETING OF THE ATLANTA CITY COUNCIL ON WEDNESDAY, JANUARY 16, 2019 AT 12:00 NOON. (19-R-3083)

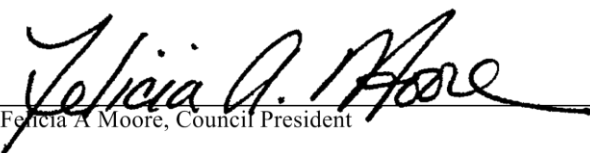
Certified by Presiding Officer	Certified by Clerk

FELICIA A. MOORE

19-C-0008

**A COMMUNICATION FROM COUNCIL PRESIDENT FELICIA A. MOORE
CALLING A SPECIAL CALL MEETING OF THE ATLANTA CITY COUNCIL
ON WEDNESDAY, JANUARY 16, 2019 AT 12:00 NOON. (19-R-3083)**

A RESOLUTION SUPPLEMENTING THAT CERTAIN SERIES 2018D BOND ORDINANCE (18-O-1664), ADOPTED BY THE ATLANTA CITY COUNCIL ON NOVEMBER 19, 2018 AND APPROVED BY OPERATION OF LAW ON NOVEMBER 28, 2018, TO, AMONG OTHER THINGS, SET FORTH THE TERMS OF THE CITY OF ATLANTA WATER AND WASTEWATER ENVIRONMENTAL IMPACT SUBORDINATE LIEN REVENUE BONDS (PROCTOR CREEK WATERSHED PROJECT), SERIES 2018D, INCLUDING THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT, INTEREST RATES, MATURITY AMOUNTS AND MATURITY DATES; RATIFYING CERTAIN PRIOR ACTIONS OF THE OFFICERS OF THE CITY WITH RESPECT TO THE ISSUANCE AND SALE OF THE SERIES 2018D BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT; RATIFYING AND APPROVING THE PREPARATION, USE AND DISTRIBUTION OF A PRELIMINARY LIMITED OFFERING MEMORANDUM AND THE EXECUTION AND DELIVERY OF A FINAL LIMITED OFFERING MEMORANDUM IN CONNECTION WITH THE OFFER AND SALE OF THE SERIES 2018D BONDS; AND APPROVING OTHER MATTERS IN CONNECTION WITH THE FOREGOING.


Felicia A Moore, Council President



ATLANTA CITY COUNCIL

FELICIA A. MOORE
President

55 TRINITY AVENUE, S.W.
SECOND FLOOR EAST
ATLANTA, GEORGIA 30303
DIRECT 404-330-6052
FAX 404-739-9240

INTEROFFICE MEMORANDUM

TO: All Members of Council

FROM: Felicia A. Moore, President *FAM*

CC: The Honorable Mayor Keisha Lance Bottoms
Roosevelt Council – Chief Financial Officer
Foris Webb, III – Municipal Clerk
Theo Pace – Council Staff Director
Marva Lewis – Chief of Staff (Mayor’s Office)
Richard Cox – Chief Operating Officer
Nina Hickson – City Attorney
Dexter Chambers – Director of Council Communications
Kelly Beaty – Interim Director of Communications (Mayor’s Office)
Lanese Harris – Director, Channel 26

DATE: January 11, 2019

SUBJECT: Special Call Meeting – January 16, 2019

Please accept this communication as official notice of a Special Call Meeting on **Wednesday, January 16, 2019 at 12:00 noon**. I am requesting all Members of Council to convene in the Council Chamber to consider the following:

A RESOLUTION SUPPLEMENTING THAT CERTAIN SERIES 2018D BOND ORDINANCE (18-O-1664), ADOPTED BY THE ATLANTA CITY COUNCIL ON NOVEMBER 19, 2018 AND APPROVED BY OPERATION OF LAW ON NOVEMBER 28, 2018, TO, AMONG OTHER THINGS, SET FORTH THE TERMS OF THE CITY OF ATLANTA WATER AND WASTEWATER ENVIRONMENTAL IMPACT SUBORDINATE LIEN REVENUE BONDS (PROCTOR CREEK WATERSHED PROJECT), SERIES 2018D, INCLUDING THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT, INTEREST RATES, MATURITY AMOUNTS AND MATURITY DATES; RATIFYING CERTAIN PRIOR ACTIONS OF THE OFFICERS OF THE CITY WITH RESPECT TO THE ISSUANCE AND SALE OF THE SERIES 2018D BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT; RATIFYING AND APPROVING THE PREPARATION, USE AND DISTRIBUTION OF A PRELIMINARY LIMITED OFFERING MEMORANDUM AND THE EXECUTION AND DELIVERY OF A FINAL LIMITED OFFERING MEMORANDUM IN CONNECTION WITH THE OFFER AND SALE OF THE SERIES 2018D BONDS; AND APPROVING OTHER MATTERS IN CONNECTION WITH THE FOREGOING.

Attachment: Special Call Meeting - 1.16.19 (19-C-0008 : Special Call Meeting - January 16, 2019)

A RESOLUTION SUPPLEMENTING THAT CERTAIN SERIES 2018D BOND ORDINANCE (18-O-1664), ADOPTED BY THE ATLANTA CITY COUNCIL ON NOVEMBER 19, 2018 AND APPROVED BY OPERATION OF LAW ON NOVEMBER 28, 2018, TO, AMONG OTHER THINGS, SET FORTH THE TERMS OF THE CITY OF ATLANTA WATER AND WASTEWATER ENVIRONMENTAL IMPACT SUBORDINATE LIEN REVENUE BONDS (PROCTOR CREEK WATERSHED PROJECT), SERIES 2018D, INCLUDING THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT, INTEREST RATES, MATURITY AMOUNTS AND MATURITY DATES; RATIFYING CERTAIN PRIOR ACTIONS OF THE OFFICERS OF THE CITY WITH RESPECT TO THE ISSUANCE AND SALE OF THE SERIES 2018D BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT; RATIFYING AND APPROVING THE PREPARATION, USE AND DISTRIBUTION OF A PRELIMINARY LIMITED OFFERING MEMORANDUM AND THE EXECUTION AND DELIVERY OF A FINAL LIMITED OFFERING MEMORANDUM IN CONNECTION WITH THE OFFER AND SALE OF THE SERIES 2018D BONDS; AND APPROVING OTHER MATTERS IN CONNECTION WITH THE FOREGOING.

WHEREAS, the City of Atlanta (the “City”) adopted its Series 2018D Bond Ordinance (No. 18-O-1664) (the “Series 2018D Bond Ordinance”) on November 19, 2018, as approved by operation of law on November 28, 2018, authorizing the issuance and sale of its Water and Wastewater Environmental Impact Subordinate Lien Revenue Bonds (Proctor Creek Watershed Project), Series 2018D (the “Series 2018D Bonds”), in one or more subseries, for the purpose of financing certain additions, extensions and improvements to the City’s water and sewer system in the Proctor Creek watershed basin, including the design, acquisition, construction, reconstruction and installation of six bio-retention, stream and wetland restoration and green street projects; and

WHEREAS, certain capitalized terms used in this Series 2018D Supplemental Pricing Resolution (this “Supplemental Pricing Resolution”) shall have the meaning given to them in the Series 2018D Bond Ordinance; and

WHEREAS, the Series 2018D Bond Ordinance provides that the Series 2018D Bonds shall be issued in an original aggregate principal amount specified in a Supplemental Pricing Resolution to be adopted by the City Council of the City (the “Governing Body”) and approved by the Mayor following pricing, provided that said Series 2018D Bonds shall (1) be issued in an aggregate principal amount not to exceed \$14,500,000; (2) bear interest at a fixed interest rate not to exceed 7.00%; (3) be payable, as to interest, on May 1, 2019, and semiannually thereafter on each May 1 and November 1 of each year and shall be payable, as to principal, on November 1, in the years and in the principal amounts specified in a Supplemental Pricing Resolution, with a final maturity date of November 1, 2028; and (4) not require the payment of principal of, and interest on, such Series 2018D Bonds in any Fiscal Year to exceed a maximum amount of \$2,000,000 (collectively, the “Pricing Parameters”); and

WHEREAS, the Series 2018D Bond Ordinance provides that the City shall, after the Series 2018D Bonds have actually been sold and subject to compliance with the Pricing Parameters, adopt a Supplemental Pricing Resolution which, among other things, will specify the interest rate or rates which the Series 2018D Bonds shall bear, the principal amount of Series 2018D Bonds to mature in each year, the maturities of the Series 2018D Bonds, if any, which will be designated as term bonds subject to mandatory redemption, the optional redemption provisions applicable to the Series 2018D Bonds, the application of the proceeds of the Series 2018D Bonds and other particulars of the Series 2018D Bonds and will provide for the actual issuance and delivery of the Series 2018D Bonds upon the payment therefor by the purchaser or purchasers thereof; and

WHEREAS, the City desires to ratify the preparation, use and distribution of the Preliminary Limited Offering Memorandum, dated January 3, 2019, regarding the Series 2018D Bonds, in the form attached hereto as Exhibit A (the “Preliminary Limited Offering Memorandum”), and authorize the preparation and delivery to the hereinafter defined Underwriters of a final limited offering memorandum with respect to the Series 2018D Bonds; and

WHEREAS, the Series 2018D Bonds are proposed to be sold pursuant to a Bond Purchase Agreement (the “Bond Purchase Agreement”), by and between the City and Neighborly Securities, Inc., as representative of itself and the other underwriters listed in the Preliminary Limited Offering Memorandum (collectively, the “Underwriters”), a form of which is attached hereto as Exhibit B, including the aggregate principal amount of and other terms which are within the Pricing Parameters approved in the Series 2018D Bond Ordinance;

NOW, THEREFORE, The City Council of the City of Atlanta, hereby resolves as follows:

Section 1. Ratification of Prior Actions. All actions heretofore taken by the Governing Body and the officers and agents of the City directed toward the issuance and sale of the Series 2018D Bonds be and the same are in all respects hereby ratified, approved and confirmed.

Section 2. Definitions. The definitions contained in the Series 2018D Bond Ordinance, particularly Article I thereof, are hereby supplemented and amended as follows, and the following terms shall have the meanings specified below, unless the context clearly requires otherwise.

“Series 2018D Bonds” means the City of Atlanta Water and Wastewater Environmental Impact Subordinate Lien Revenue Bonds (Proctor Creek Watershed Project), Series 2018D, in the original aggregate principal of \$14,500,000.

Section 3. Series 2018D Bond Details. (a) The Series 2018D Bonds shall be issued as a single “term bond” in the original aggregate principal amount of \$[Aggregate Principal Amount] and shall be designated “City of Atlanta Water and Wastewater Environmental Impact Subordinate Lien Revenue Bonds (Proctor Creek Watershed Project), Series 2018D,” and shall bear interest as specified below and shall mature on November 1, 2028 in the principal amount as follows, unless earlier called for redemption:

Series 2018D Term Bond

<u>Principal Amount</u>	<u>Interest Rate</u>
\$ _____	% _____

Section 4. Mandatory Redemption. The Series 2018D Bonds are not subject to optional redemption prior to maturity. If less than all Series 2018D Bonds of like maturity shall be called for redemption, the particular Series 2018D Bonds, or portion of Series 2018D Bonds, to be redeemed shall be redeemed proportionately (as to registered owners) within each maturity or in such other manner as the City in its sole discretion may deem proper. The Series 2018D Bonds are subject to mandatory redemption prior to maturity by application of payments from the Sinking Fund at a redemption price equal to the principal amounts of the Series 2018D Bonds set forth below plus the interest due thereon on the redemption date, on the dates set forth below:

<u>November 1 of the Year</u>	<u>Principal Amount</u>
_____	\$ _____
2028*	\$ _____
_____	\$ _____

* Final maturity.

Section 5. Sale of Series 2018D Bonds. The City hereby authorizes the sale of the Series 2018D Bonds to the Underwriters for the purchase price of \$_____ (par amount of \$_____, plus original issue premium of \$_____, and less an Underwriters' discount of \$_____). The execution and delivery of the Bond Purchase Agreement by the Chief Officer or the City Finance Officer pursuant to Section 8 of this Supplemental Pricing Resolution shall constitute conclusive evidence of the ratification, confirmation and approval by the City of the terms and conditions of the Bond Purchase Agreement.

Section 6. Application of Proceeds of Series 2018D Bonds and other Funds of City. From the net proceeds derived from the sale of the Series 2018D Bonds, together with other funds of the City (if any), the following payments shall be made simultaneously with the issuance and delivery of the Series 2018D Bonds, to the extent and in the manner herein set forth:

(a) The aggregate sum of \$_____ derived from the proceeds of the Series 2018D Bonds shall be deposited into the 2018D Project Account of the Project Fund; and

(b) \$_____ shall be deposited into the Series 2018D Performance Payment Account of the Project Fund; and

(c) \$_____ shall be deposited into the Debt Service Reserve Account of the Sinking Fund; and

(d) \$_____ shall be used to pay the costs of issuance of the Series 2018D Bonds.

Section 7. Authorization of Preliminary Limited Offering Memorandum. The preparation, use and distribution of the Preliminary Limited Offering Memorandum, in the form of Exhibit A attached hereto, is hereby ratified, confirmed and approved in all respects. The execution and delivery by the Chief Officer or the City Finance Officer of the City of a final limited offering memorandum with respect to the Series 2018D Bonds in the form of the Preliminary Limited Offering Memorandum, with such changes, modifications, insertions and deletions thereto as the Chief Officer or the City Finance Officer may approve (the "Limited Offering Memorandum") shall be and is hereby authorized, confirmed and approved. The execution of the Limited Offering Memorandum by the Chief Officer or the City Finance Officer of the City, as hereby authorized, shall be conclusive evidence of any such approval.

Section 8. Bond Purchase Agreement. The execution, delivery and performance by the City of a Bond Purchase Agreement providing for the sale of the Series 2018D Bonds, in substantially the form attached hereto as Exhibit B, subject to such changes, insertions and omissions and filling of blanks therein as may be approved and made in such form by and in the discretion of the Chief Officer or the City Finance Officer in a manner consistent with the terms of this Supplemental Pricing Resolution are hereby authorized. The Chief Officer or the City Finance Officer are hereby authorized to execute the Bond Purchase Agreement, such execution and delivery to be conclusive evidence of such approval, and the corporate seal of the City shall be affixed to the Bond Purchase Agreement and attested by the Attesting Officer, if required.

Section 9. Continuance and Effect of Series 2018D Bond Ordinance. The City hereby confirms the existence and applicability of the Series 2018D Bond Ordinance and ratifies, restates, and reaffirms its representations, warranties, covenants, and agreements and all of the applicable terms, conditions, and provisions as set forth in the Series 2018D Bond Ordinance, as supplemented and amended by this Supplemental Pricing Resolution. Except where otherwise expressly indicated in this

Supplemental Pricing Resolution, the provisions of the Series 2018D Bond Ordinance are to be read as part of this Supplemental Pricing Resolution as though copied verbatim herein, and provisions of this Supplemental Pricing Resolution shall be read as additions to, and not as substitutes for or modifications of (except as otherwise specifically provided herein), the provisions of the Series 2018D Bond Ordinance. Except as expressly amended, modified, or supplemented by this Supplemental Pricing Resolution, all of the terms, conditions, and provisions of the Series 2018D Bond Ordinance shall remain in full force and effect. In executing and delivering this Supplemental Pricing Resolution, the City shall be entitled to all powers, privileges, and immunities afforded to the City and shall be subject to all the duties, responsibilities, and obligations of the City under the Series 2018D Bond Ordinance.

Section 10. General Authorization. From and after the date of adoption of this Supplemental Pricing Resolution, the officials, employees and agents of the City are hereby authorized to do all such acts and things and to execute and deliver any and all other documents, agreements, certificates and instruments (including, without limitation, a certificate regarding the preparation of a Preliminary Limited Offering Memorandum in connection with the Series 2018D Bonds) and the execution of a Paying Agent and Bond Registrar Agreement as may be necessary or desirable in connection with the actions authorized by and the transactions contemplated on the part of the City pursuant to this Supplemental Pricing Resolution.

Section 11. Effective Date. This Supplemental Pricing Resolution shall take effect immediately upon its adoption and approval.

Section 12. Waiver of Conflicting Ordinances and Resolutions. Any and all ordinances and resolutions, or parts of ordinances or resolutions, if any, in conflict with this Supplemental Pricing Resolution are hereby waived.

Section 13. Bond Ordinance Constitutes a Contract. This Supplemental Pricing Resolution supplements and amends a contract with the Bondholders binding the City.

**CITY COUNCIL
ATLANTA, GEORGIA**

19-R-3083

A RESOLUTION SUPPLEMENTING THAT CERTAIN SERIES 2018D BOND ORDINANCE (18-O-1664), ADOPTED BY THE ATLANTA CITY COUNCIL ON NOVEMBER 19, 2018 AND APPROVED BY OPERATION OF LAW ON NOVEMBER 28, 2018, TO, AMONG OTHER THINGS, SET FORTH THE TERMS OF THE CITY OF ATLANTA WATER AND WASTEWATER ENVIRONMENTAL IMPACT SUBORDINATE LIEN REVENUE BONDS (PROCTOR CREEK WATERSHED PROJECT), SERIES 2018D, INCLUDING THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT, INTEREST RATES, MATURITY AMOUNTS AND MATURITY DATES; RATIFYING CERTAIN PRIOR ACTIONS OF THE OFFICERS OF THE CITY WITH RESPECT TO THE ISSUANCE AND SALE OF THE SERIES 2018D BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT; RATIFYING AND APPROVING THE PREPARATION, USE AND DISTRIBUTION OF A PRELIMINARY LIMITED OFFERING MEMORANDUM AND THE EXECUTION AND DELIVERY OF A FINAL LIMITED OFFERING MEMORANDUM IN CONNECTION WITH THE OFFER AND SALE OF THE SERIES 2018D BONDS; AND APPROVING OTHER MATTERS IN CONNECTION WITH THE FOREGOING.

Workflow List:

Roosevelt Council	Pending	
Finance	Pending	
Mayor's Office	Pending	
Office of Research and Policy Analysis	Pending	
Atlanta City Council	Pending	02/04/2019 1:00 PM
Mayor's Office	Pending	

19-R-3083

A RESOLUTION SUPPLEMENTING THAT CERTAIN SERIES 2018D BOND ORDINANCE (18-O-1664), ADOPTED BY THE ATLANTA CITY COUNCIL ON NOVEMBER 19, 2018 AND APPROVED BY OPERATION OF LAW ON NOVEMBER 28, 2018, TO, AMONG OTHER THINGS, SET FORTH THE TERMS OF THE CITY OF ATLANTA WATER AND WASTEWATER ENVIRONMENTAL IMPACT SUBORDINATE LIEN REVENUE BONDS (PROCTOR CREEK WATERSHED PROJECT), SERIES 2018D, INCLUDING THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT, INTEREST RATES, MATURITY AMOUNTS AND MATURITY DATES; RATIFYING CERTAIN PRIOR ACTIONS OF THE OFFICERS OF THE CITY WITH RESPECT TO THE ISSUANCE AND SALE OF THE SERIES 2018D BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT; RATIFYING AND APPROVING THE PREPARATION, USE AND DISTRIBUTION OF A PRELIMINARY LIMITED OFFERING MEMORANDUM AND THE EXECUTION AND DELIVERY OF A FINAL LIMITED OFFERING MEMORANDUM IN CONNECTION WITH THE OFFER AND SALE OF THE SERIES 2018D BONDS; AND APPROVING OTHER MATTERS IN CONNECTION WITH THE FOREGOING.

Certified by Presiding Officer	Certified by Clerk
<p style="text-align: center;">Mayor's Action <i>See Authentication Page Attachment</i></p>	

**A RESOLUTION BY
THE ATLANTA CITY COUNCIL**

19-R-_____

A RESOLUTION SUPPLEMENTING THAT CERTAIN SERIES 2018D BOND ORDINANCE (18-O-1664), ADOPTED BY THE ATLANTA CITY COUNCIL ON NOVEMBER 19, 2018 AND APPROVED BY OPERATION OF LAW ON NOVEMBER 28, 2018, TO, AMONG OTHER THINGS, SET FORTH THE TERMS OF THE CITY OF ATLANTA WATER AND WASTEWATER ENVIRONMENTAL IMPACT SUBORDINATE LIEN REVENUE BONDS (PROCTOR CREEK WATERSHED PROJECT), SERIES 2018D, INCLUDING THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT, INTEREST RATES, MATURITY AMOUNTS AND MATURITY DATES; RATIFYING CERTAIN PRIOR ACTIONS OF THE OFFICERS OF THE CITY WITH RESPECT TO THE ISSUANCE AND SALE OF THE SERIES 2018D BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT; RATIFYING AND APPROVING THE PREPARATION, USE AND DISTRIBUTION OF A PRELIMINARY LIMITED OFFERING MEMORANDUM AND THE EXECUTION AND DELIVERY OF A FINAL LIMITED OFFERING MEMORANDUM IN CONNECTION WITH THE OFFER AND SALE OF THE SERIES 2018D BONDS; AND APPROVING OTHER MATTERS IN CONNECTION WITH THE FOREGOING.

SERIES 2018D SUPPLEMENTAL PRICING RESOLUTION

WHEREAS, the City of Atlanta (the “**City**”) adopted its Series 2018D Bond Ordinance (No. 18-O-1664) (the “**Series 2018D Bond Ordinance**”) on November 19, 2018, as approved by operation of law on November 28, 2018, authorizing the issuance and sale of its Water and Wastewater Environmental Impact Subordinate Lien Revenue Bonds (Proctor Creek Watershed Project), Series 2018D (the “**Series 2018D Bonds**”), in one or more subseries, for the purpose of financing certain additions, extensions and improvements to the City’s water and sewer system in the Proctor Creek watershed basin, including the design, acquisition, construction, reconstruction and installation of six bio-retention, stream and wetland restoration and green street projects; and

WHEREAS, certain capitalized terms used in this Series 2018D Supplemental Pricing Resolution (this “**Supplemental Pricing Resolution**”) shall have the meaning given to them in the Series 2018D Bond Ordinance; and

WHEREAS, the Series 2018D Bond Ordinance provides that the Series 2018D Bonds shall be issued in an original aggregate principal amount specified in a Supplemental Pricing Resolution to be adopted by the City Council of the City (the “**Governing Body**”) and approved by the Mayor following pricing, provided that said Series 2018D Bonds shall (1) be issued in an aggregate principal amount not to exceed \$14,500,000; (2) bear interest at a fixed interest rate not to exceed 7.00%; (3) be payable, as to interest, on May 1, 2019, and semiannually thereafter on each May 1 and November 1 of each year and shall be payable, as to principal, on November

1, in the years and in the principal amounts specified in a Supplemental Pricing Resolution, with a final maturity date of November 1, 2028; and (4) not require the payment of principal of, and interest on, such Series 2018D Bonds in any Fiscal Year to exceed a maximum amount of \$2,000,000 (collectively, the “**Pricing Parameters**”); and

WHEREAS, the Series 2018D Bond Ordinance provides that the City shall, after the Series 2018D Bonds have actually been sold and subject to compliance with the Pricing Parameters, adopt a Supplemental Pricing Resolution which, among other things, will specify the interest rate or rates which the Series 2018D Bonds shall bear, the principal amount of Series 2018D Bonds to mature in each year, the maturities of the Series 2018D Bonds, if any, which will be designated as term bonds subject to mandatory redemption, the optional redemption provisions applicable to the Series 2018D Bonds, the application of the proceeds of the Series 2018D Bonds and other particulars of the Series 2018D Bonds and will provide for the actual issuance and delivery of the Series 2018D Bonds upon the payment therefor by the purchaser or purchasers thereof; and

WHEREAS, the City desires to ratify the preparation, use and distribution of the Preliminary Limited Offering Memorandum, dated January 3, 2019, regarding the Series 2018D Bonds, in the form attached hereto as Exhibit A (the “**Preliminary Limited Offering Memorandum**”), and authorize the preparation and delivery to the hereinafter defined Underwriters of a final limited offering memorandum with respect to the Series 2018D Bonds; and

WHEREAS, the Series 2018D Bonds are proposed to be sold pursuant to a Bond Purchase Agreement (the “**Bond Purchase Agreement**”), by and between the City and Neighborly Securities, Inc., as representative of itself and the other underwriters listed in the Preliminary Limited Offering Memorandum (collectively, the “**Underwriters**”), a form of which is attached hereto as Exhibit B, including the aggregate principal amount of and other terms which are within the Pricing Parameters approved in the Series 2018D Bond Ordinance;

NOW, THEREFORE, The City Council of the City of Atlanta, hereby resolves as follows:

Section 1. Ratification of Prior Actions. All actions heretofore taken by the Governing Body and the officers and agents of the City directed toward the issuance and sale of the Series 2018D Bonds be and the same are in all respects hereby ratified, approved and confirmed.

Section 2. Definitions. The definitions contained in the Series 2018D Bond Ordinance, particularly Article I thereof, are hereby supplemented and amended as follows, and the following terms shall have the meanings specified below, unless the context clearly requires otherwise.

“**Series 2018D Bonds**” means the City of Atlanta Water and Wastewater Environmental Impact Subordinate Lien Revenue Bonds (Proctor Creek Watershed Project), Series 2018D, in the original aggregate principal of \$14,500,000.

Section 6. Application of Proceeds of Series 2018D Bonds and other Funds of City.

From the net proceeds derived from the sale of the Series 2018D Bonds, together with other funds of the City (if any), the following payments shall be made simultaneously with the issuance and delivery of the Series 2018D Bonds, to the extent and in the manner herein set forth:

(a) The aggregate sum of \$_____ derived from the proceeds of the Series 2018D Bonds shall be deposited into the 2018D Project Account of the Project Fund; and

(b) \$_____ shall be deposited into the Series 2018D Performance Payment Account of the Project Fund; and

(c) \$_____ shall be deposited into the Debt Service Reserve Account of the Sinking Fund; and

(d) \$_____ shall be used to pay the costs of issuance of the Series 2018D Bonds.

Section 7. Authorization of Preliminary Limited Offering Memorandum. The preparation, use and distribution of the Preliminary Limited Offering Memorandum, in the form of Exhibit A attached hereto, is hereby ratified, confirmed and approved in all respects. The execution and delivery by the Chief Officer or the City Finance Officer of the City of a final limited offering memorandum with respect to the Series 2018D Bonds in the form of the Preliminary Limited Offering Memorandum, with such changes, modifications, insertions and deletions thereto as the Chief Officer or the City Finance Officer may approve (the “Limited Offering Memorandum”) shall be and is hereby authorized, confirmed and approved. The execution of the Limited Offering Memorandum by the Chief Officer or the City Finance Officer of the City, as hereby authorized, shall be conclusive evidence of any such approval.

Section 8. Bond Purchase Agreement. The execution, delivery and performance by the City of a Bond Purchase Agreement providing for the sale of the Series 2018D Bonds, in substantially the form attached hereto as Exhibit B, subject to such changes, insertions and omissions and filling of blanks therein as may be approved and made in such form by and in the discretion of the Chief Officer or the City Finance Officer in a manner consistent with the terms of this Supplemental Pricing Resolution are hereby authorized. The Chief Officer or the City Finance Officer are hereby authorized to execute the Bond Purchase Agreement, such execution and delivery to be conclusive evidence of such approval, and the corporate seal of the City shall be affixed to the Bond Purchase Agreement and attested by the Attesting Officer, if required.

Section 9. Continuance and Effect of Series 2018D Bond Ordinance. The City hereby confirms the existence and applicability of the Series 2018D Bond Ordinance and ratifies, restates, and reaffirms its representations, warranties, covenants, and agreements and all of the applicable terms, conditions, and provisions as set forth in the Series 2018D Bond Ordinance, as supplemented and amended by this Supplemental Pricing Resolution. Except where otherwise expressly indicated in this Supplemental Pricing Resolution, the provisions of the Series 2018D Bond Ordinance are to be read as part of this Supplemental Pricing Resolution as though copied verbatim herein, and provisions of this Supplemental Pricing Resolution shall be read as

additions to, and not as substitutes for or modifications of (except as otherwise specifically provided herein), the provisions of the Series 2018D Bond Ordinance. Except as expressly amended, modified, or supplemented by this Supplemental Pricing Resolution, all of the terms, conditions, and provisions of the Series 2018D Bond Ordinance shall remain in full force and effect. In executing and delivering this Supplemental Pricing Resolution, the City shall be entitled to all powers, privileges, and immunities afforded to the City and shall be subject to all the duties, responsibilities, and obligations of the City under the Series 2018D Bond Ordinance.

Section 10. General Authorization. From and after the date of adoption of this Supplemental Pricing Resolution, the officials, employees and agents of the City are hereby authorized to do all such acts and things and to execute and deliver any and all other documents, agreements, certificates and instruments (including, without limitation, a certificate regarding the preparation of a Preliminary Limited Offering Memorandum in connection with the Series 2018D Bonds) and the execution of a Paying Agent and Bond Registrar Agreement as may be necessary or desirable in connection with the actions authorized by and the transactions contemplated on the part of the City pursuant to this Supplemental Pricing Resolution.

Section 11. Effective Date. This Supplemental Pricing Resolution shall take effect immediately upon its adoption and approval.

Section 12. Waiver of Conflicting Ordinances and Resolutions. Any and all ordinances and resolutions, or parts of ordinances or resolutions, if any, in conflict with this Supplemental Pricing Resolution are hereby waived.

Section 13. Bond Ordinance Constitutes a Contract. This Supplemental Pricing Resolution supplements and amends a contract with the Bondholders binding the City.

Exhibit A

PRELIMINARY LIMITED OFFERING MEMORANDUM

(See Attached)

Exhibit B
BOND PURCHASE AGREEMENT

(See Attached)