

STATE OF GEORGIA

COUNTY OF FULTON

April 14, 2014

BOND RESOLUTION

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ROSWELL, GEORGIA TO REGULATE AND PROVIDE FOR THE ISSUANCE OF \$4,940,000 IN AGGREGATE PRINCIPAL AMOUNT OF CITY OF ROSWELL, GEORGIA GENERAL OBLIGATION BONDS, SERIES 2014 (THE “SERIES 2014 BONDS”) AS AUTHORIZED BY A VOTE OF THE QUALIFIED VOTERS OF THE CITY IN AN ELECTION HELD NOVEMBER 6, 2012, PURSUANT TO AND IN CONFORMITY WITH THE CONSTITUTION AND STATUTES OF THE STATE OF GEORGIA; TO REGULATE AND PROVIDE FOR THE FORM OF THE SERIES 2014 BONDS; TO PROVIDE FOR THE ASSESSMENT AND COLLECTION OF A DIRECT ANNUAL TAX SUFFICIENT IN AMOUNT TO PAY THE PRINCIPAL OF AND INTEREST ON THE SERIES 2014 BONDS; TO PROVIDE FOR THE SALE AND ISSUANCE OF THE SERIES 2014 BONDS; AND FOR OTHER PURPOSES.

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Exhibit A:	Debt Service Payment Schedule
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PREAMBLES

WHEREAS, on August 13, 2012, the City Council of the City of Roswell, Georgia (the “City Council”), the governing body of the City of Roswell, Georgia (the “City”), a municipal corporation of the State of Georgia, adopted, at a meeting duly called and held, a resolution calling an election to be held on November 6, 2012 (the “Election”) in all the precincts in the City for the purpose of submitting to the voters of the City the question of whether or not to issue of up to \$14,700,000 in aggregate principal amount general obligation debt; and

WHEREAS, after notice thereof had been given to the qualified voters of the City for the time and in the manner required by law, a majority of the qualified voters of the City voting in the Election voted in favor of the following question:

- | | | |
|--------------------------|-----|---|
| <input type="checkbox"/> | YES | Shall general obligation bonds in the aggregate principal amount of \$14,700,000 be issued by the City of Roswell, Georgia to finance the cost of acquisition, design and/or development of real and/or personal property for transportation and public works infrastructure improvement purposes including traffic mitigation, facility design and development, pedestrian amenities, intersection improvements, sidewalks, multiuse trails and safety related street improvements; to finance the cost of acquisition, design and/or development of real and/or personal property for recreational fields and park facilities together with furniture, fixtures and equipment related thereto; and to finance the acquisition, design and/or development of a fire station together with furniture, fixtures and equipment related thereto? |
| <input type="checkbox"/> | NO | |

WHEREAS, in accordance with law, the Fulton County Board of Registration and Elections (the “Election Superintendent”) canvassed the returns, declared the results of the Election to be (i) 16,203 “Yes” votes and 9,000 “No” votes in favor of the issuance of up to \$14,700,000 in aggregate principal amount of general obligation bonds (the “Debt”), and certified the results to the Secretary of State and to the Commissioner of the Department of Revenue of the State of Georgia, declaring the results of the Election; and

WHEREAS, the results of the Election provide authorization to the City to issue the Debt for the purpose of financing (a) the cost of acquisition, design and/or development of real and/or personal property for transportation and public works infrastructure improvement purposes including traffic mitigation, facility design and development, pedestrian amenities, intersection improvements, sidewalks, multiuse trails and safety related street improvements; (b) the cost of acquisition, design and/or development of real and/or personal property for recreational fields and park facilities together with furniture, fixtures and equipment related thereto; and (c) the cost of acquisition, design and/or development of a fire station together with furniture, fixtures and equipment related thereto (collectively, the “Projects”); and

WHEREAS, the issuance of the Debt was confirmed and validated on March 12, 2013, in the manner provided by law, by order of the Superior Court of Fulton County; and

WHEREAS, a portion of the Debt was issued on April 2, 2013, in the form of \$9,760,000 in aggregate principal amount City of Roswell, Georgia General Obligation Bonds, Series 2013 (the “Series 2013 Bonds”) in order to provide funds to pay the costs of a portion of the Projects, consisting of (i) the infrastructure improvement projects; (ii) the acquisition, design and/or development of real and/or personal property for recreational fields and park facilities; and (iii) the acquisition design and/or development of a fire station (the “2013 Projects”); and

WHEREAS, the City has determined that it would be in the best interest of the citizens of the City that the remaining portion of the Debt be issued in the form of \$4,940,000 in aggregate principal amount City of Roswell, Georgia General Obligation Bonds, Series 2014 (the “Series 2014 Bonds”) in order to provide funds to pay the costs of a portion of the Projects, consisting of (i) the infrastructure improvement projects; (ii) the acquisition, design and/or development of real and/or personal property for recreational fields and park facilities; [and (iii) the acquisition design and/or development of a fire station] (the “2014 Projects”); and

WHEREAS, the City proposes to designate an Authenticating Agent, a Bond Registrar, a Paying Agent and a Sinking Fund Custodian to act in its behalf with respect to the Series 2014 Bonds; and

WHEREAS, in order to comply with Article IX, Section V, Paragraph VI of the Constitution of the State of Georgia, the City shall determine the amount to be raised by a tax on all of the property subject to taxation for bond purposes in the City for the purpose of paying the principal of and interest on the Series 2014 Bonds coming due and shall levy a tax to pay the same; and

WHEREAS, the City Council and the Election Superintendent have complied with all applicable provisions of Article 1 of Chapter 82 of Title 36 of the Official Code of Georgia Annotated, which specifically provides for the election for bonded debt for the purposes approved by the voters voting in the Election, and the City Council and the Election Superintendent have complied with all applicable provisions of the Georgia Election Code (O.C.G.A. §21-2-1 *et seq.*) in conducting and consolidating the returns of the Election; and

NOW, THEREFORE, in order to issue and deliver the general obligation debt of the City authorized by the voters, to adopt the form for the said debt, to authorize the execution of the same, and for other purposes, be it resolved by the City Council in meeting assembled, and it is hereby resolved by authority of the same, that:

ARTICLE I DEFINITIONS; RULES OF CONSTRUCTION

Section 1.01 Definitions. In addition to the words and terms elsewhere defined in this Resolution, the following words and terms used herein shall have the following meanings:

“2014 Projects” shall have the meaning as set forth in the Preambles to this Resolution.

“Authentication Agent” means The Bank of New York Mellon Trust Company, N.A., in Atlanta, Georgia, or such other bank or trust company so designated by the City.

“Bond Counsel” means an attorney at law or a firm of attorneys, designated by the City, of nationally recognized standing in matters pertaining to the tax-exempt nature of interest on bonds issued by states and their political subdivisions, duly admitted to the practice of law before the highest court of any state of the United States of America.

“Bond Date” means the date of initial issuance and delivery of the Series 2014 Bonds.

“Bondholder” or **“Holder”** means: (i) so long as a Book Entry System is in effect with respect to the Series 2014 Bonds, Cede & Co., as nominee for DTC, or its nominee, and (ii) in all other cases, the registered owner or owners of the Series 2014 Bonds as shown on the registration books maintained by the Bond Registrar and Paying Agent.

“Bond Registrar” means The Bank of New York Mellon Trust Company, N.A., in Atlanta, Georgia, or such other bank or trust company so designated by the City.

“Bond Year” means each one year period that begins on February 2 and ends on February 1 of the next ensuing year.

“Book Entry Bonds” mean the Series 2014 Bonds with respect to which the procedures set forth in Section 2.04 of this Resolution shall apply.

“Business Day” means a day which is not (a) a Saturday, a Sunday or a legal holiday on which banking institutions in the State of Georgia or the State of New York are authorized by law or executive order to close or (b) a day on which the New York Stock Exchange is authorized or obligated by law or executive order to close.

“Cede & Co.” means Cede & Co., the nominee of DTC or any successor nominee of DTC with respect to the Series 2014 Bonds.

“City Council” means the City Council of the City of Roswell, Georgia, and any successor or successors in office to the present City Council.

“Code” means the Internal Revenue Code of 1986.

“Construction Fund” means the fund authorized to be established by Section 4.01 of this Resolution.

“Construction Fund Custodian” means the Bank of North Georgia, or such other bank or trust company so designated by the City.

“Costs of Issuance” means the reasonable and necessary costs and expenses incurred by the City with respect to the issuance and sale of the Series 2014 Bonds and any transaction or event contemplated by this Resolution, including fees and expenses of engineers, accountants, attorneys, financial advisors and underwriters, and advertising, recording, validation and printing

expenses, and all other costs and expenses incurred in connection with the issuance of the Series 2014 Bonds.

“Costs of Issuance Account” means the account, authorized to be created pursuant to Section 3.02 of this Resolution for the exclusive purpose of paying Costs of Issuance.

“Debt Service” means the principal of and interest due on the Series 2014 Bonds.

“DTC” means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York, or its nominee, or any other person, firm, association or corporation designated in any supplemental Resolution of the City to serve as securities depository for the Series 2014 Bonds.

“DTC Participant” means securities brokers and dealers, banks, trust companies, clearing corporations and certain other corporations which have access to the DTC system.

“Election” means the election regarding the issuance of general obligation bonds which was duly called and held in the City on November 6, 2012.

“Federal Tax Certificate” means a certificate executed by the appropriate officer of the City, dated the date of issuance and delivery of the Series 2014 Bonds, containing, among other provisions, representations to the effect that on the basis of facts and estimates set forth therein (i) it is not expected that the proceeds of the Series 2014 Bonds will be used in a manner that would cause said bonds to be “arbitrage bonds” within the meaning of Section 148 of the Code and applicable regulations thereunder, and (ii) to the best knowledge and belief of said officer, such expectations are reasonable.

“Holder” or **“Bondholder”** means the registered owner of any Bond.

“Interest Payment Date” shall have the meaning given such term in Section 2.03 of this Resolution.

“O.C.G.A.” means Official Code of Georgia Annotated.

“Outstanding Bonds” mean all Series 2014 Bonds which have been executed and delivered pursuant to this Resolution except:

(a) Series 2014 Bonds canceled because of payment;

(b) Series 2014 Bonds for the payment of which funds or securities in which such funds are invested shall have been theretofore deposited with a duly designated Paying Agent for the Series 2014 Bonds (whether upon or prior to the maturity of any such Series 2014 Bonds), provided that if such Series 2014 Bonds are to be defeased to the maturity thereof notice of provision for payment thereof shall have been given or provision satisfactory to such Paying Agent shall have been made therefor, or a waiver of such notice, satisfactory in form to such Paying Agent shall have been filed with such Paying Agent; and

(c) Series 2014 Bonds in lieu of which other Series 2014 Bonds have been executed and delivered under the provisions of this Resolution.

“Paying Agent” means The Bank of New York Mellon Trust Company, N.A., in Atlanta, Georgia, or such other bank or trust company so designated by the City.

“Record Date” shall have the meaning given such term in Section 2.03 of this Resolution.

“Resolution” means this bond Resolution, including any supplements or amendments hereto.

“Series 2014 Bonds” mean the City of Roswell, Georgia General Obligation Bonds, Series 2014, to be issued in the aggregate principal amount of \$4,940,000, in accordance with the provisions of this Resolution.

“Sinking Fund” means the City of Roswell, Georgia General Obligation Bonds, Series 2014 Sinking Fund, authorized to be established pursuant to Section 5.01(a) of this Resolution.

“Sinking Fund Custodian” means The Bank of New York Mellon Trust Company, N.A., in Atlanta, Georgia or such other bank or trust company so designated by the City.

“State” means the State of Georgia.

Section 1.02 Rules of Construction. Unless the context clearly indicates to the contrary:

(a) “herein,” “hereby,” “hereunder,” “hereof,” “hereinbefore,” “hereinafter” and other equivalent words refer to this Resolution and not solely to the particular portion thereof in which any such word is used.

(b) any pronoun used herein shall be deemed to cover all genders;

(c) all references herein to particular Articles or Sections are references to Articles or Sections of this Resolution; and

(d) the titles preceding each Section of this Resolution are for convenience of reference only and are not intended to define, limit or describe the scope or intent of any provisions of this Resolution.

[END OF ARTICLE I]

ARTICLE II
AUTHORIZATION, TERMS, AND FORM OF SERIES 2014 BONDS

Section 2.01 Authorization of Series 2014 Bonds. General obligation bonds in the aggregate principal amount of \$4,940,000 are hereby authorized to be issued by the City, for the purposes of financing the acquisition, construction and equipping of the 2014 Projects, pursuant to the Constitution, the general laws of the State, the Election and vote, and this Resolution, and all the covenants, agreements and provisions of this Resolution shall be for the equal and proportionate benefit and security of all owners of the Series 2014 Bonds without preference, priority or distinction as to the charge, lien or otherwise of any one Series 2014 Bond over any other Series 2014 Bond.

Section 2.02 General Obligation. The Series 2014 Bonds shall constitute debt of the City within the meaning of Article IX, Section V, Paragraph I of the Constitution of the State of Georgia.

Section 2.03 Designations, Maturities, Interest Payment Dates, Date, Denominations, and Other Particulars of the Series 2014 Bonds.

(a) The bonds authorized hereby shall be designated City of Roswell, Georgia General Obligation Bonds, Series 2014.

(b) The City hereby designates the Series 2014 Bonds as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code and covenants that not more than \$10,000,000 in aggregate principal amount of obligations the interest on which is excludable from gross income for federal income tax purposes (excluding, however, private activity bonds, as defined in Section 141 of the Code, other than qualified 501(c)(3) bonds, as defined in Section 145 of the Code), including the Series 2014 Bonds, have been or shall be issued by the City, including all subordinate entities of the City and all entities that issue obligations on behalf of the City, during the calendar year 2013.

(c) The Series 2014 Bonds shall bear interest at the rates set forth below, calculated on the basis of a 360-day year consisting of twelve 30-day months, payable on February 1 and August 1 (each an “Interest Payment Date”) in each year, beginning August 1, 2014, and shall mature and be paid on February 1 in the years and principal amounts as follows:

<u>Year</u>	<u>Amount</u>	<u>Interest Rate</u>
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(d) The Series 2014 Bonds shall be dated their date of initial issuance and delivery (the “Bond Date”).

(e) The Series 2014 Bonds as originally issued shall be lettered and numbered from R-1 upward in order of maturity according to the records maintained by the Bond Registrar.

(f) Except as provided in this Section, each Series 2014 Bond shall bear interest from the Interest Payment Date next preceding the date of authentication of such Series 2014 Bond to which interest on the Series 2014 Bonds has been paid, unless (i) such date of authentication is an Interest Payment Date to which interest has been paid, in which case from such Interest Payment Date, (ii) such date of authentication of such Series 2014 Bond is after the Record Date with respect to an Interest Payment Date and prior to such Interest Payment Date, in which case from such Interest Payment Date, or (iii) no interest has been paid on the Series 2014 Bonds, in which case from the Bond Date.

(g) The person in whose name any Series 2014 Bond is registered at the close of business on any Record Date with respect to any Interest Payment Date shall be entitled to receive the interest payable on such Interest Payment Date notwithstanding any registration of transfer or exchange subsequent to such Record Date and prior to such Interest Payment Date. The term “Record Date” as used in this Section with respect to any Interest Payment Date shall mean the 15th day of the calendar month next preceding such Interest Payment Date; provided, however, that if and to the extent a default shall occur in the payment of interest due on such Interest Payment Date, such past due interest shall be paid to the persons in whose name Outstanding Bonds are registered on a subsequent date of record established by notice given by mail by the Registrar to the holders of the Series 2014 Bonds not less than 30 days preceding such subsequent date of record.

(h) The Debt Service on the Series 2014 Bonds shall be payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts. The principal of the Series 2014 Bonds shall be payable upon the presentation and surrender of the Series 2014 Bonds at the principal corporate trust office of the Paying Agent. The principal of, and the interest on the Series 2014 Bonds shall be paid by check or draft mailed by the Paying Agent by first class mail to the respective owners of the Series 2014 Bonds at their addresses as they appear on the bond register kept by the Bond Registrar (or by wire transfer to the Holder of Series 2014 Bonds in the minimum aggregate principal amount of \$1,000,000 at a wire transfer address which said Holder has provided to the Paying Agent not less than five business days prior to an Interest Payment Date, which wire instructions shall remain in effect until the Paying Agent is notified to the contrary).

Section 2.04 Book-Entry Only System. Upon the initial issuance and delivery of the Series 2014 Bonds, the Series 2014 Bonds shall be issued in the name of DTC or its nominee, Cede & Co., as registered owner of the Series 2014 Bonds, and held in the custody of DTC or its designee. A single certificate (or such number of certificates required by the procedures of DTC) will be issued and delivered to DTC (or its designee) for the Series 2014 Bonds, and the

Beneficial Owners will not receive physical delivery of certificates except as provided herein. For so long as DTC shall continue to serve as securities depository for the Series 2014 Bonds as provided herein, all transfers of beneficial ownership interests will be made by book-entry only, and no investor or other party purchasing, selling or otherwise transferring beneficial ownership of Series 2014 Bonds is to receive, hold or deliver any certificate. The City, the Bond Registrar and the Paying Agent will recognize DTC or its nominee as the Bondholder for all purposes, including notices.

The City, the Bond Registrar and the Paying Agent may rely conclusively upon (i) a certificate of DTC as to the identity of the Participants in the Book-Entry System with respect to the Series 2014 Bonds and (ii) a certificate of any such Participant as to the identity of, and the respective principal amount of Series 2014 Bonds beneficially owned by, the Beneficial Owners.

Whenever, during the term of the Series 2014 Bonds, the beneficial ownership thereof is determined by a Book-Entry System at DTC, the requirements in this Resolution of holding, delivering or transferring Series 2014 Bonds shall be deemed modified to require the appropriate person to meet the requirements of DTC as to registering or transferring the book-entry Series 2014 Bonds to produce the same effect. Any provision hereof permitting or requiring delivery of Series 2014 Bonds shall, while the Series 2014 Bonds are in the Book-Entry System, be satisfied by the notation on the books of DTC in accordance with applicable state law.

Except as otherwise specifically provided in this Resolution and the Series 2014 Bonds with respect to the rights of Participants and Beneficial Owners, when a Book-Entry System is in effect, the City may treat DTC (or its nominee) as the sole and exclusive owner of the Series 2014 Bonds registered in its name for the purposes of (i) payment of the principal or premium, if any, and interest on the Series 2014 Bonds or portion thereof to be redeemed or purchased, (ii) giving any notice permitted or required to be given to Bondholders under this Resolution, and (iii) the giving of any direction or consent or the making of any request by the Bondholders hereunder, and the City shall be affected by any notice to the contrary. The City, the Bond Registrar and the Paying Agent will not have any responsibility or obligations to DTC, any Participant, any Beneficial Owner or any other person which is not shown on the Register, with respect to (i) the accuracy of any records maintained by DTC or any Participant; (ii) the payment by DTC or by any Participant of any amount due to any Beneficial Owner in respect of the principal amount or redemption or Purchase Price of, or interest on, any Series 2014 Bonds; (iii) the delivery of any notice by DTC or any Participant; (iv) the selection of the Participants or the Beneficial Owners to receive payment in the event of any partial redemption of the Series 2014 Bonds; or (v) any consent given or any other action taken by DTC or any Participant. The Paying Agent shall pay all principal of, premium, if any, and interest on the Series 2014 Bonds registered in the name of a nominee of DTC only to or “upon the order of” DTC, and all such payments shall be valid and effective to fully satisfy and discharge the City’s obligations with respect to the principal of, premium, if any, and interest on such Series 2014 Bonds to the extent of the sum or sums so paid.

The Book-Entry System may be discontinued by the City, and the City will cause the delivery of certificates to such Beneficial Owners of the Series 2014 Bonds and the registration in the names of such Beneficial Owners as shall be specified to the Bond Registrar by DTC in writing, if DTC determines to discontinue providing its service with respect to the Series 2014

Bonds and no successor securities depository is appointed. Such a determination may be made at any time by giving 30 days' notice to the City and discharging its responsibilities with respect thereto under applicable law.

In the event the Book-Entry System is discontinued, the City, the Paying Agent or the Bond Registrar shall mail a notice to DTC for distribution to the Beneficial Owners stating (1) that DTC will no longer serve as securities depository, (2) the procedures for obtaining Series 2014 Bonds and (3) the provisions of this Resolution which govern the Series 2014 Bonds, including, but not limited to, provisions regarding authorized denominations, registration of transfer and exchange, principal and interest payment and other related matters.

When the Book-Entry System is not in effect, all references herein to DTC shall be of no further force or effect and the City shall issue Series 2014 Bonds directly to the Beneficial Owners.

If Series 2014 Bonds are issued as book-entry bonds, the form of said Series 2014 Bonds shall contain the following text:

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the City of Roswell, Georgia (the "City") or its agent for registration of transfer, exchange or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof Cede & Co., has an interest herein.

The City has established a Book-Entry System of registration for this Bond. Except as specifically provided otherwise in the hereinafter defined Resolution, Cede & Co., as nominee of The Depository Trust Company, will be the registered owner and will hold this Bond on behalf of each beneficial owner hereof. By acceptance of a confirmation of purchase, delivery or transfer, each beneficial owner of this Bond shall be deemed to have agreed to such arrangement. Cede & Co., as registered owner of this Bond, will be treated as the owner of this Bond for all purposes.

DTC may discontinue providing its services as depository with respect to this Bond at any time by giving reasonable notice to the City or the Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, certificates are required to be printed and delivered.

Section 2.05 Execution of Series 2014 Bonds. Each Series 2014 Bond will be executed with the manual or facsimile signature of the Mayor or Mayor Pro Tem of the City and the seal of the City will be impressed, imprinted or otherwise reproduced thereon and attested by the manual or facsimile signature of the City Clerk.

In case any officer whose manual or facsimile signature shall appear on the Series 2014 Bonds shall cease to be such officer before delivery of the Series 2014 Bonds, such signature, nevertheless, shall be valid and sufficient for all purposes the same as if such officer had remained in office until delivery, and the Series 2014 Bonds, nevertheless, may be issued and delivered as though the person whose signature appears on the Series 2014 Bonds had not ceased to be such officer. Any of the Series 2014 Bonds may be executed and sealed on behalf of the City by the manual or facsimile signatures of such officers who, at the time of the execution of the Series 2014 Bonds, may hold the proper offices of the City although on the date of the Series 2014 Bonds or on the date of any lawful proceedings taken in connection therewith such persons may not have held such offices.

Section 2.06 Authentication of Series 2014 Bonds. Each Series 2014 Bond shall bear thereon a certificate of authentication substantially in the form hereinafter prescribed, executed by the Authentication Agent with a manually executed signature. Only such Series 2014 Bonds as shall bear thereon such certificate of authentication shall be entitled to any right or benefit under this Resolution and no Series 2014 Bond shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by the Authentication Agent and such certificate of the Authentication Agent shall be conclusive evidence that the Series 2014 Bond so authenticated has been duly authenticated, registered and delivered under this Resolution and that the owner thereof is entitled to the benefits of this Resolution. The Authentication Agent's certificate of authentication on any Series 2014 Bond shall be deemed to have been executed by the Authentication Agent if signed manually by an authorized officer of the Authentication Agent or its authorized representative, but it shall not be necessary that the same officer or authorized representative sign the certificate of authentication on all the Series 2014 Bonds.

Section 2.07 Mutilated, Lost, Stolen, or Destroyed Series 2014 Bonds. If any Series 2014 Bond is mutilated, lost, stolen or destroyed, the City will execute and deliver a new Series 2014 Bond of like tenor as that mutilated, lost, stolen or destroyed, provided that, in the case of any such mutilated Bond, such Series 2014 Bond is first surrendered to the Paying Agent and, in the case of any such lost, stolen or destroyed Bond, there is first furnished evidence of such loss, theft or destruction satisfactory to the Bond Registrar, together with indemnity satisfactory to the Bond Registrar. No service charge shall be made for any such transaction, but a charge may be made to cover any actual expense incurred. If any such Series 2014 Bond shall have matured or become due, in lieu of issuing a duplicate Series 2014 Bond the City may pay such Series 2014 Bond without surrender thereof.

Section 2.08 Persons Treated as Owners of Series 2014 Bonds. The City and its agents, including the Paying Agent and Bond Registrar, may deem and treat the registered owner of any Series 2014 Bond as the absolute owner of such Series 2014 Bond for the purpose of receiving payment of the principal thereof and the interest thereon and for all other purposes whatsoever. All such payments of principal, premium, if any, and interest made to any such owner or upon such owner's order shall be valid and effectual to satisfy and discharge the liability upon such Series 2014 Bond to the extent of the sum or sums so paid, and neither the City nor any such agent shall be affected by any notice to the contrary.

Section 2.09 Validation Certificate. A validation certificate of the Clerk of the Superior Court of Fulton County, Georgia, bearing the manual signature or the engraved, imprinted, stamped or otherwise reproduced facsimile signature of such Clerk and the impressed, imprinted or otherwise reproduced seal of said court will be endorsed on each Series 2014 Bond and will be essential to its validity.

Section 2.10 Registration; Transfer and Exchange of Series 2014 Bonds. The Series 2014 Bonds shall be registered as to both principal and interest on registration books to be kept for that purpose by the Bond Registrar and Paying Agent. The Paying Agent will be the Bond Registrar for the Series 2014 Bonds and will keep proper registration, exchange and transfer records in which it shall register the name and address of the owner of each Bond. The Bond Registrar is hereby designated as Authentication Agent for purposes of authenticating any Series 2014 Bonds issued hereunder or issued in exchange or in replacement for Series 2014 Bonds previously issued. The Series 2014 Bonds may be transferred only on the bond register of the Bond Registrar with respect to the Series 2014 Bonds. No transfer of any Series 2014 Bond shall be permitted except upon presentation and surrender of such Series 2014 Bond at the designated corporate trust office of the Bond Registrar with a written assignment signed by the Holder of such Series 2014 Bond in person or by a duly authorized attorney in form and with guaranty of signature satisfactory to the Bond Registrar.

Upon surrender for registration of transfer of any Series 2014 Bond at the designated corporate trust office of the Bond Registrar, the City shall execute and the Authentication Agent shall authenticate and deliver to the transferee or transferees a new Series 2014 Bond or Series 2014 Bonds for a like aggregate principal amount and maturity. Series 2014 Bonds may be exchanged at the designated office of the Bond Registrar for a like aggregate principal amount of Series 2014 Bonds of authorized denominations and of like maturity. The execution by the City of any Series 2014 Bond in any authorized denomination shall constitute full and due authorization of such denomination and the Bond Registrar shall thereby be authorized to authenticate and deliver such Bond. No charge shall be made to any Bondholder for the privilege of registration of transfer or exchange, but any Bondholder requesting any such registration of transfer or exchange shall pay any tax or other governmental charge required to be paid with respect thereto.

Section 2.11 Destruction of Canceled Series 2014 Bonds. All Series 2014 Bonds paid, purchased or redeemed pursuant to Article III hereof, either at or before maturity, shall be canceled and delivered to the Bond Registrar when such payment or redemption is made. All Series 2014 Bonds so canceled shall be destroyed upon their delivery to the Bond Registrar and record of such destruction shall be furnished to the City and preserved in the permanent records of the City.

Section 2.12 Form of Series 2014 Bonds. The Series 2014 Bonds and the certificate of validation and certificate of authentication to be endorsed thereon shall be in either typewritten or printed form will be in substantially the following terms and form, with such variations, omissions, substitutions and insertions as may be required, in accordance with this Resolution, to complete properly each respective Series 2014 Bond and as may be approved by the officer or officers executing each Series 2014 Bond by manual or facsimile signature, which approval shall be conclusively evidenced by such execution:

[Form of Bond]

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the City of Roswell, Georgia (the "City") or its agent for registration of transfer, exchange or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof Cede & Co., has an interest herein.

The City has established a Book-Entry System of registration for this Bond. Except as specifically provided otherwise in the hereinafter defined Resolution, Cede & Co., as nominee of The Depository Trust Company, will be the registered owner and will hold this Bond on behalf of each beneficial owner hereof. By acceptance of a confirmation of purchase, delivery or transfer, each beneficial owner of this Bond shall be deemed to have agreed to such arrangement. Cede & Co., as registered owner of this Bond, will be treated as the owner of this Bond for all purposes.

DTC may discontinue providing its services as depository with respect to this Bond at any time by giving reasonable notice to the City or the Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, certificates are required to be printed and delivered.

No. R-

UNITED STATES OF AMERICA
STATE OF GEORGIA

CITY OF ROSWELL, GEORGIA
GENERAL OBLIGATION BOND, SERIES 2014

Maturity Date:

CUSIP:

Principal Amount:

Interest Rate:

Bond Date:

Registered Owner: Cede & Co.

The City of Roswell, Georgia (the "City"), a municipal corporation of the State of Georgia, acting by and through its governing body, the City Council of the City of Roswell, Georgia (the "City Council"), for value received hereby promises to pay or cause to be paid to the registered owner named above or its registered assigns, the principal amount specified above, on the maturity date specified above, upon presentation and surrender of this Bond at the principal corporate trust office of The Bank of New York Mellon Trust Company, N.A., in Atlanta, Georgia, as Paying Agent and Bond Registrar, in lawful money of the United States of America, and to pay to the registered owner hereof, by check or draft mailed by first class mail

(or by wire transfer to the registered owner of Series 2014 Bonds in the minimum aggregate principal amount of \$1,000,000 at a wire transfer address which said registered owner has provided to the Paying Agent not less than five business days prior to an Interest Payment Date (hereinafter defined) which wire instructions shall remain in effect until the Paying Agent is notified to the contrary), to such owner at such owner's address as it shall appear on the bond register kept by the Bond Registrar, interest on such principal sum, at the interest rate per annum specified above (calculated on the basis of a 360-day year consisting of twelve 30-day months), payable on February 1 and August 1 of each year (each an "Interest Payment Date"), beginning August 1, 2014, from the Interest Payment Date next preceding the date of authentication of this Bond to which interest on this Bond has been paid, unless (i) such date of authentication is an Interest Payment Date to which interest has been paid, in which case from such Interest Payment Date, (ii) such date of authentication is after the Record Date (hereinafter defined) with respect to an Interest Payment Date and prior to such Interest Payment Date, in which case from such Interest Payment Date, or (iii) no interest has been paid on the Series 2014 Bonds, in which case from the Bond Date, until payment is made of such principal sum in full.

The interest so payable on any such Interest Payment Date will be paid to the person in whose name this Bond is registered at the close of business on the 15th day of the calendar month preceding such Interest Payment Date (the "Record Date"); provided, however, that if and to the extent a default shall occur in the payment of interest due on said Interest Payment Date, such past due interest shall be paid to the persons in whose names outstanding Series 2014 Bonds are registered on a subsequent date of record established by notice given by mail by the Paying Agent to the holders of the Series 2014 Bonds not less than 30 days preceding such subsequent date of record. Both the principal of and interest on this Bond are payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

THE CITY HAS ESTABLISHED A BOOK-ENTRY SYSTEM OF REGISTRATION FOR THIS BOND. EXCEPT AS SPECIFICALLY PROVIDED OTHERWISE IN THE HEREINAFTER DEFINED RESOLUTION, CEDE & CO., AS NOMINEE OF DTC, WILL BE THE REGISTERED OWNER AND WILL HOLD THIS BOND ON BEHALF OF EACH BENEFICIAL OWNER HEREOF. BY ACCEPTANCE OF A CONFIRMATION OF PURCHASE, DELIVERY OR TRANSFER, EACH BENEFICIAL OWNER OF THIS BOND SHALL BE DEEMED TO HAVE AGREED TO SUCH ARRANGEMENT. CEDE & CO., AS REGISTERED OWNER OF THIS BOND, WILL BE TREATED AS THE OWNER OF THIS BOND FOR ALL PURPOSES.

This Bond is one of a duly authorized series of bonds designated City of Roswell, Georgia General Obligation Bonds, Series 2014, in the aggregate principal amount of \$4,940,000 (the "Bonds"), of like date and tenor, except as to numbers, maturities, interest rates and redemption provisions, issued under and pursuant to authority of the Constitution and laws of the State of Georgia, which issuance was duly authorized by the qualified voters of the City in an election held for that purpose on November 6, 2012 and by a bond resolution adopted by the City Council on March __, 2014 (the "Resolution"). The Bonds are issued to provide funds needed to finance, in whole or part, the costs of (i) funding infrastructure improvement projects; (ii) financing the acquisition, design and/or development of real and/or personal property for

recreational fields and park facilities; [(iii) financing the acquisition design and/or development of a fire station]; and (iv) paying all costs of issuance incident thereto (the “2014 Projects”).

At the election held on November 6, 2012, a majority of the qualified voters of the City authorized the City to issue general obligation debt in the maximum principal amount of \$14,700,000 for the purpose of financing (a) the cost of acquisition, design and/or development of real and/or personal property for transportation and public works infrastructure improvement purposes including traffic mitigation, facility design and development, pedestrian amenities, intersection improvements, sidewalks, multiuse trails and safety related street improvements; (b) the cost of acquisition, design and/or development of real and/or personal property for recreational fields and park facilities together with furniture, fixtures and equipment related thereto; and (c) the cost of acquisition, design and/or development of a fire station together with furniture, fixtures and equipment related thereto (collectively, the “Bond Projects”). The 2014 Projects constitute a portion of the Bond Projects.

The City has designated this Bond as a “qualified tax-exempt obligation” for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

Payment of this Bond constitutes a general obligation debt of the City, and payment on such debt shall be satisfied from a direct annual ad valorem tax levied upon all taxable property subject to taxation for general obligation bond purposes in an amount sufficient to pay such Debt Service.

The Bonds are not subject to redemption prior to maturity.

This Bond is issued with the intent that the laws of the State of Georgia shall govern its construction, and, in the case of default, the owner hereof shall be entitled to the remedies provided by the Resolution and by all applicable laws.

This Bond shall not be entitled to any benefit under the Resolution or be valid or become obligatory for any purpose until this Bond shall have been authenticated by the execution by the Authentication Agent of the certificate of authentication hereon.

The person in whose name this Bond is registered shall be deemed and regarded as the absolute owner hereof for all purposes, and payment of or on account of either principal or interest made to such registered owner shall be valid and effectual to satisfy and discharge the liability upon this Bond to the extent of the sum or sums so paid.

The Bonds are issued in fully registered form in the denomination of \$5,000 or any integral multiple thereof. This Bond, upon the surrender thereof at the principal corporate trust office of the Bond Registrar with a written instrument of transfer satisfactory to the Bond Registrar executed by the owner or the owner’s attorney duly authorized in writing, may be exchanged, at the option of the owner, for an equal aggregate principal amount of Bonds of the same maturity and interest rate of any other authorized denomination. No service charge shall be made for any such exchange or registration of transfer, but the Bond Registrar may require payment of such charges as shall be sufficient to cover any tax or other governmental charge, which may be payable in connection therewith.

This Bond is registrable as transferred by the owner hereof in person or by such owner's attorney duly authorized in writing at the principal corporate trust office of the Bond Registrar, all subject to the terms and conditions of the Resolution.

It is certified and recited that all acts, conditions and things required by the Constitution or statutes of the State of Georgia to exist, happen or be performed precedent to and in the issuance of this Bond, do exist, have happened and have been performed in due and legal time, form and manner as required by law, that provision has been made for the collection of a direct annual tax sufficient in amount to pay the principal of and interest on this Bond in accordance with its terms, that the total indebtedness of the City, including this Bond, does not exceed any limitation prescribed by said Constitution or statutes.

IN WITNESS WHEREOF, the City of Roswell, Georgia, acting by and through its governing body, the City Council of the City of Roswell, Georgia, has caused this Bond to be executed by the manual or facsimile signature of its Mayor and its corporate seal to be hereunto impressed or reproduced and attested by the manual or facsimile signature of its Clerk, as of the day first above written.

CITY OF ROSWELL, GEORGIA

By: _____
Mayor

Attest: _____
City Clerk

(S E A L)

STATE OF GEORGIA)
)
FULTON COUNTY)

VALIDATION CERTIFICATE

I, the undersigned Clerk of the Superior Court of Fulton County, State of Georgia, keeper of the records and seal thereof, hereby certify that this Bond was validated and confirmed by judgment of the Superior Court of Fulton County, Georgia, on March 12, 2013.

IN WITNESS WHEREOF, I hereunto have set my hand or caused my official signature and the seal of the Superior Court of Fulton County, Georgia, to be reproduced hereon.

(SEAL)

Clerk of Superior Court of Fulton County

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within-mentioned Resolution.

Date of Authentication: _____

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., as Authentication Agent

By: _____
Authorized Signatory

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

Please print or typewrite name and address, including postal zip code of transferee.

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ Agent to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Assignor

NOTICE: The signature to this Assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

Date: _____

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by a member firm of the STAMP, SEMP or MSP signature guarantee medallion programs.

[End of Bond Form]

[END OF ARTICLE II]

ARTICLE III
APPLICATION OF PROCEEDS OF SERIES 2014 BONDS;
REDEMPTION OF SERIES 2014 BONDS BEFORE MATURITY

Section 3.01 Application of Proceeds of Series 2014 Bonds. The proceeds derived from the sale of the Series 2014 Bonds shall be applied, concurrently with the delivery of the Series 2014 Bonds to the initial purchaser or purchasers thereof, as follows:

(a) All Costs of Issuance shall be paid at closing directly to those persons who shall be entitled to the same, or an amount sufficient to pay all or a portion of the same may be deposited in a Costs of Issuance Account, from which the Costs of Issuance shall be disbursed in accordance with Section 3.02 to those persons who shall be entitled to the same. At such time as all Costs of Issuance have been paid, and not later than six months from the date of issuance of the Series 2014 Bonds, any moneys remaining in a Costs of Issuance Account shall be deposited to the Construction Fund and be disbursed therefrom to pay the costs of the 2014 Projects in accordance with Section 4.02.

(b) The balance of the proceeds from the sale of the Series 2014 Bonds will be deposited in the Construction Fund.

Section 3.02 Costs of Issuance Account. A special account is hereby authorized to be created and established, in the discretion of the City, prior to the issuance and delivery of the Series 2014 Bonds, said account to be designated the City of Roswell, Georgia General Obligation Bonds, Series 2014 Costs of Issuance Account (the “Costs of Issuance Account”). Said account shall be held separate and apart from all other deposits or funds, and moneys, if any, deposited into a Costs of Issuance Account upon the issuance of the Series 2014 Bonds shall be disbursed to pay, or reimburse the City for, all or a portion of the Costs of Issuance. The City Council shall keep and maintain adequate records pertaining to the Costs of Issuance Account and all disbursements therefrom. Moneys on deposit in the Costs of Issuance Account may be invested, pending disbursement or use, in accordance with Section 6.02(a).

Section 3.03 Redemption. The Series 2014 Bonds shall not be subject to redemption prior to maturity.

[END OF ARTICLE III]

ARTICLE IV CONSTRUCTION FUND; PERFORMANCE AUDIT

Section 4.01 Construction Fund. A construction fund is hereby authorized to be established prior to or concurrently with the issuance and delivery of the Series 2014 Bonds, said fund to be designated the City of Roswell, Georgia General Obligation Bonds, Series 2014 Construction Fund (the "Construction Fund"). The Construction Fund shall be maintained by the City with the Construction Fund Custodian. Proceeds from the sale of the Series 2014 Bonds as set forth in Section 3.01 of this Resolution shall be deposited to the credit of the Construction Fund. Such moneys as are deposited in the Construction Fund shall be held by the Construction Fund Custodian and withdrawn in accordance with the provisions set forth in this Resolution; provided, however, that any moneys in the Construction Fund not needed at the time for the payment of the current obligations during the course of the acquisition, construction and equipping of the 2014 Projects may be invested and reinvested by the City in such investments as are set forth in Section 6.02(a) of this Resolution. Any such investments shall be held for the account of the Construction Fund until maturity or until sold, and at maturity or upon such sale, the proceeds received therefrom, including accrued interest and premium, if any, shall be immediately deposited in the Construction Fund and shall be disposed of in the manner and for the purposes hereinafter provided.

Notwithstanding the foregoing, the City may elect to serve as the depository and custodian for all amounts on deposit or to be deposited in the Construction Fund. If the City exercises this option, the City shall abide by the provisions of this Resolution regarding the holding, disbursement, and investment of funds within the Construction Fund.

Section 4.02 Authorized Construction Fund Disbursements. Withdrawals from the Construction Fund may be made for the purpose of paying the costs of acquiring, constructing and equipping the 2014 Projects, including reimbursing the City for advances from its other funds to accomplish the purposes hereinafter described and including the purchase of such property and equipment as may be useful in connection therewith, and, without intending thereby to limit or to restrict or to extend any proper definition of such cost as contained in the laws of the State relating to expenditure of proceeds of general obligation bonds, shall include:

- (a) The cost of indemnity and fidelity bonds either to secure deposits in the Construction Fund or to insure the faithful completion of any contract pertaining to the 2014 Projects;
- (b) Any taxes or other charges lawfully levied or assessed against the 2014 Projects;
- (c) Fees and expenses of architects and engineers for engineering studies, surveys and estimates, and the preparation of plans and supervising the acquisition, construction and equipping of the 2014 Projects;
- (d) All other items or expenses not elsewhere in this Section specified incident to the 2014 Projects;

(e) Payments made for labor, contractors, builders and materialmen in connection with the 2014 Projects and payment for machinery and equipment and for the restoration of property damaged or destroyed in connection therewith and the repayment of advances made to it for the purpose of paying any of the aforementioned costs; and

(f) The cost of acquiring by purchase, and the amount of any award or final judgment in any proceeding to acquire by condemnation, lands and rights-of-way necessary for the 2014 Projects and appurtenances in connection therewith, and options and payments thereon, and any easements or rights-of-way or any damages incident to or resulting from the acquisition, construction and equipping of the 2014 Projects.

Section 4.03 Requisition Procedure. All payments from the Construction Fund shall be made upon checks signed by an officer of the City properly authorized to sign in its behalf.

Section 4.04 Other Disbursements from the Construction Fund.

(a) If the United States of America or the State, or any department, agency or instrumentality of either, agrees to allocate moneys to be used to defray any part of the cost of the 2014 Projects upon the condition that the City appropriate a designated amount of money for said specified purpose or purposes, and the City is required to withdraw any sum so required from the Construction Fund for deposit in a special account, the City may withdraw any sum so required from the Construction Fund by appropriate transfer and deposit the same in a special account for that particular purpose.

(b) Withdrawals for investment purposes only (including authorized deposits with other banks) may be made by the Construction Fund Custodian to comply with written directions from an authorized officer of the City without any requisition other than said direction.

(c) Withdrawals from the Construction Fund may be made for purposes other than for the purpose of paying the costs of acquiring, constructing and furnishing the 2014 Projects only to the extent such withdrawals are in compliance with the provisions of O.C.G.A. § 36-82-4.2.

Section 4.05 Completion of 2014 Projects. When the acquisition, construction and equipping of the 2014 Projects have been completed, said fact shall be evidenced by a certificate to the Construction Fund Custodian from the City to such effect specifying the date of completion. Should there be any balance in the Construction Fund which is not needed to defray proper unpaid charges against said Fund, such balance shall be used to pay the next occurring principal amounts due on the Series 2014 Bonds, or otherwise applied in accordance with State law.

Section 4.06 Waiver of Performance Audit. Pursuant to a notice of waiver published in the *Fulton County Daily Report* on February 27, 2013, in compliance with the provisions of O.C.G.A. § 36-82-100, the City has waived the requirement that it select a certified public accountant or an outside auditor, consultant or provider for the purpose of providing for a continuing performance audit or performance review of the expenditure of Series 2014 Bond proceeds and otherwise complying with the provisions of O.C.G.A. § 36-82-100.

[END OF ARTICLE IV]

ARTICLE V
ASSESSMENT AND COLLECTION OF ANNUAL TAX;
FUNDS PLEDGED TO PAYMENT OF SERIES 2014 BONDS;
DEPOSITARY AGREEMENTS

Section 5.01 Payment of Debt Service on the Series 2014 Bonds.

(a) There is hereby authorized to be established, prior to or concurrently with the issuance and delivery of the Series 2014 Bonds, a special account designated the City of Roswell, Georgia General Obligation Bonds, Series 2014 Sinking Fund (the "Sinking Fund"). Money in said account shall be held and kept separate and apart from all other funds of the City and shall not in any manner be commingled with other funds of the City. The Sinking Fund will be maintained and held in trust by the City with the custodian of said account and the owners of the Series 2014 Bonds shall have a beneficial interest in the Sinking Fund. Such moneys may be invested and reinvested in such investments as are set forth in Section 6.02(b) of this Resolution.

(b) Payment of Debt Service on the Series 2014 Bonds shall be made from the Sinking Fund. The Series 2014 Bonds constitute general obligation debt of the City. The Series 2014 Bonds are valid and binding obligations of the City issued in accordance with the Constitution and laws of the State of Georgia.

Section 5.02 Assessment and Collection of Annual Tax.

(a) As required by Article IX, Section V, Paragraph VI of the Constitution of the State, any municipality of the State shall provide, at or before the time of incurring general obligation bonded indebtedness, for the assessment and collection of an annual tax sufficient in amount to pay the principal and interest of said debt. Since the Series 2014 Bonds constitute bonded indebtedness, provision is hereby made for the assessment and collection of a continuing direct annual ad valorem tax upon all the taxable property subject to taxation for bond purposes located within the City for each of the years 2014 through 2024 sufficient in amount to produce all sums required to pay the principal of and interest coming due on the Series 2014 Bonds as shown on the debt service payment schedule attached hereto as Exhibit A. Any such tax levied and collected shall be placed in the Sinking Fund, as a sinking fund, to be used exclusively for paying Debt Service on the Series 2014 Bonds, or to reimburse the City's general fund for principal of or interest on the Series 2014 Bonds theretofore paid in anticipation of the receipt of the proceeds of such tax.

(b) The City will comply with the provisions of O.C.G.A. § 48-5-32 and all other statutory requirements as may exist from time to time relating to the publication of any reports or notices required prior to establishing millage rates each year for general obligation bond purposes, including payment of Debt Service on the Series 2014 Bonds, and will take such other actions as may be required for the assessment and collection of taxes to provide funds in the years and amounts set forth in this Resolution. The City shall cause a report to be published in a newspaper of general circulation throughout the City at least two weeks prior to the establishment of the millage rates for ad valorem taxes for general obligation bond purposes during each calendar year, in accordance with O.C.G.A. § 48-5-32.

Section 5.03 Funds Pledged for Payment of Series 2014 Bonds. The Sinking Fund and any amount required from the general fund of the City are pledged irrevocably to and appropriated for the payment of the Debt Service on the Series 2014 Bonds so that all of the Series 2014 Bonds, as to both principal and interest, shall be fully paid as the same mature and become due.

Section 5.04 Depository Agreements with Sinking Fund Custodian. Any depository agreement with any bank or banks acting as Sinking Fund Custodian shall require that the Sinking Fund Custodian shall transfer to the Paying Agent for the Series 2014 Bonds, not less than one business day prior to each Interest Payment Date, such amounts as are necessary to provide for the payment of the Debt Service on the Series 2014 Bonds coming due on each Interest Payment Date, as required by the provisions of this Resolution.

[END OF ARTICLE V]

ARTICLE VI
DEFEASANCE; INVESTMENTS; TAX COVENANT;
MISCELLANEOUS PROVISIONS

Section 6.01 Defeasance.

(a) The Series 2014 Bonds shall be deemed to have been paid in full and the lien of this Resolution shall be discharged,

(i) after there shall have been irrevocably deposited in an irrevocable trust fund established for that purpose,

(A) sufficient moneys, and/or

(B) obligations of, or guaranteed as to principal and interest by, the United States of America, or certificates of an ownership interest in the principal or interest of obligations of or guaranteed as to principal and interest by the United States of America, which shall not contain provisions permitting the redemption thereof prior to their stated maturity,

the principal of and the interest on which when due, will be sufficient, without further investment or reinvestment of either the principal amount thereof or the interest earnings thereon (said earnings to be held in trust also), for the payment of the principal of the Series 2014 Bonds, plus interest thereon to the due date thereof;

(ii) after there shall have been paid, or satisfactory provision shall have been made for payment, to the Bond Registrar and Paying Agent all fees and expenses due or to become due in connection with the payment of the Series 2014 Bonds or there shall be sufficient moneys deposited with the Bond Registrar and Paying Agent to make said payments, if any; and

(iii) if the Series 2014 Bonds are to be redeemed by optional redemption on any date prior to their maturity, the City shall have given to the Bond Registrar and Paying Agent in form satisfactory to the Bond Registrar and Paying Agent irrevocable instructions to redeem such Series 2014 Bonds on such date and either evidence satisfactory to the Bond Registrar and Paying Agent that all redemption notices required by this Resolution have been given or irrevocable power authorizing the Bond Registrar and Paying Agent to give such redemption notices; and

(iv) unless all Outstanding Bonds are to mature within the next 60 days, the City shall have given the Bond Registrar and Paying Agent irrevocable instructions to give notice, as soon as practicable, to the owners of the Outstanding Bonds, by first class mail, postage prepaid, at such owners' last addresses appearing upon the books of registration, that the deposit required by subsection (a)(i) above has been made with the Bond Registrar and Paying Agent and that the Series 2014 Bonds are deemed to have been paid in accordance with this Section.

(b) In addition to the foregoing provisions of this Section, the lien of this Resolution shall only be discharged pursuant to this Section if the City delivers an opinion of Bond Counsel providing that all conditions precedent to the discharge of the lien of this Resolution pursuant to this Section have been satisfied and such deposit and discharge will not adversely affect the exclusion of the interest on the Series 2014 Bonds from federal income taxation.

Section 6.02 Authorized Investments.

(a) Construction Fund Moneys. Subject to the provisions of this Resolution, moneys in the Construction Fund may be invested and reinvested by the City in any of the following investments allowed by O.C.G.A. § 36-82-7, if and to the extent the same are at the time legal for investment of bond proceeds:

1. The local government investment pool created in O.C.G.A. § 36-83-8; or
2. The following securities and no others:
 - A. Bonds or other obligations of the City, or bonds or obligations of the State or of counties and municipal corporations of the State;
 - B. Bonds or other obligations of the United States or of subsidiary corporations of the United States government, which are fully guaranteed by such government;
 - C. Obligations of agencies of the United States government issued by the Federal Land Bank, the Federal Home Loan Bank, the Federal Intermediate Credit Bank and the Central Bank for Cooperatives;
 - D. Bonds or other obligations issued by any public housing agency or municipal corporation in the United States, which such bonds or obligations are fully secured as to payment of both principal and interest by a pledge of annual contributions under an annual contributions contract or contracts with the United States government, or project notes issued by any public housing agency, urban renewal agency or municipal corporation in the United States which are fully secured as to payment of both principal and interest by a requisition, loan or payment agreement with the United States government;
 - E. Certificates of deposit of national or state banks located within the State which have deposits insured by the Federal Deposit Insurance Corporation and certificates of deposit of federal savings and loan associations and state building and loan or savings and loan associations located within the State which have deposits insured by the Savings Association Insurance Fund of the Federal Deposit Insurance Corporation or the Georgia Credit Union Deposit Insurance Corporation, including the certificates of deposit of any bank, savings and loan association, or building and loan association acting as depository, custodian or trustee for any proceeds of the Bonds; provided, however, that the portion of such certificates of deposit in excess of the amount insured by the Federal Deposit Insurance Corporation, the Savings Association Insurance Fund of the Federal

Deposit Insurance Corporation, or the Georgia Credit Union Deposit Insurance Corporation, if any, shall be secured by deposit with the Federal Reserve Bank of Atlanta, Georgia, or with any national or state bank or federal savings and loan association or state building and loan or savings and loan association located within the State, of one or more of the following securities in an aggregate principal amount equal at least to the amount of such excess: direct and general obligations of the State or any county or municipal corporation in the State, obligations of the United States or subsidiary corporations included in subparagraph (B) above, obligations of the agencies of the United States government included in subparagraph (C) above, or bonds, obligations or project notes of public housing agencies, urban renewal agencies or municipalities included in subparagraph (D) above; and

F. Securities of or other interests in any no-load, open-end management type investment company or investment trust registered under the Investment Company Act of 1940, as from time to time amended, or any common trust fund maintained by any bank or trust company which holds such proceeds as trustee or by an affiliate thereof so long as:

(1) the portfolio of such investment company or investment trust or common trust fund is limited to the obligations referenced in subparagraph (B) above and repurchase agreements fully collateralized by any such obligations;

(2) such investment company or investment trust or common trust fund takes delivery of such collateral either directly or through an authorized custodian;

(3) such investment company or investment trust or common trust fund is managed so as to maintain its shares at a constant net asset value; and

(4) securities of or other interests in such investment company or investment trust or common trust fund are purchased and redeemed only through the use of national or state banks having corporate trust powers and located within the State.

(b) Other Moneys. Moneys in the Sinking Fund may be invested by the custodian of said account in the following investments allowed by O.C.G.A. § 36-80-3 and § 36-83-4, if and to the extent the same are at the time legal for investment of such moneys.

Pursuant to O.C.G.A. § 36-80-3, the City may invest and reinvest money subject to its control and jurisdiction in:

1. Obligations of the United States and of its agencies and instrumentalities, or obligations fully insured or guaranteed by the United States government or by one of its agencies.
2. Bonds or certificates of indebtedness of the State and of its agencies and instrumentalities.

3. Certificates of deposit of banks which have deposits insured by the Federal Deposit Insurance Corporation; provided, however, that portion of such certificates of deposit in excess of the amount insured by the Federal Deposit Insurance Corporation must be secured by direct obligations of the State or the United States which are of a par value equal to that portion of such certificates of deposit which would be uninsured.
4. The local government investment pool established by O.C.G.A. § 36-83-8.

Pursuant to O.C.G.A. § 36-83-4, the City may invest and reinvest money subject to its control and jurisdiction in:

1. obligations of the State or of other states;
2. obligations issued by the United States government;
3. obligations fully insured or guaranteed by the United States government or by one of its agencies;
4. obligations of any corporation of the United States government;
5. prime bankers' acceptances;
6. the local government investment pool established by O.C.G.A. § 36-83-8;
7. repurchase agreements; and
8. obligations of other political subdivisions of the State.

Section 6.03 Authorization for Investments by Depositories. The City, at any time and from time to time, may direct any depository or custodian for any fund or account created pursuant to the provisions of this Resolution to make specific investments of moneys on deposit in such fund or account in accordance with Section 6.02, or may provide any such depository or custodian with general and continuing authorization to invest moneys in any such fund in accordance with the provisions of Section 6.02.

Section 6.04 Designation of Depositories; Successor Fund Custodian or Depositary.

(a) The Bank of New York Mellon Trust Company, N.A., Atlanta, Georgia, is hereby designated as Paying Agent, Sinking Fund Custodian, Authentication Agent and Bond Registrar for the Series 2014 Bonds. The Bank of North Georgia is hereby designated as the Construction Fund Custodian for the Series 2014 Bonds.

(b) A successor depository or custodian of any fund or account described herein may be designated by the Mayor or Mayor Pro Tem of the City, from time to time, provided such depository or successor agrees to comply with the provisions of this Resolution.

Section 6.05 Merger of Bond Registrar, Paving Agent and Authentication Agent.

During such time as the Bond Registrar, Paving Agent and Authentication Agent is a bank or trust company, any corporation into which such entity may be merged or converted or with which it may be consolidated, or any corporation resulting from any merger, conversion or consolidation to which such entity shall be a party, or any corporation to which substantially all the corporate trust business of the entity may be transferred, subject to the terms of this Resolution, shall be Paying Agent under this Resolution without further act.

Section 6.06 Resolution Constitutes Contract. The provisions, terms and conditions of this Resolution shall constitute a contract by and between the City and the owners of the Series 2014 Bonds, and, after the issuance of the Series 2014 Bonds, this Resolution shall not be repealed or amended in any respect which will adversely affect the rights and interest of the owners of the Series 2014 Bonds nor shall the City adopt any ordinance or resolution (unless in the written opinion of Bond Counsel such ordinance or resolution does not adversely affect the rights of such owners) so long as any of the Series 2014 Bonds or the interest thereon shall remain unpaid, without the consent of holders of a majority of the principal amount of the Series 2014 Bonds outstanding.

Section 6.07 Limitation on Liability. Should any of the Series 2014 Bonds not be presented for payment when due, the Paying Agent shall retain, for the benefit of the owners thereof, a sum of money sufficient to pay such Series 2014 Bonds when the same are presented by the owners thereof for payment. All liability of the City to the owners of such Series 2014 Bonds and all rights of such owners against the City under the Series 2014 Bonds or under this Resolution shall thereupon terminate, and the sole right of such owners shall thereafter be against such funds on deposit with the Paying Agent.

If any Series 2014 Bond shall not be presented for payment within a period of five years following the date when such Series 2014 Bond becomes due, the Paying Agent, at the written request of the City, shall transfer to the City's general fund all funds theretofore held by it for payment of such Bond. The Paying Agent thereupon shall be released and discharged with respect to such Bond, and such Bond, subject to the defense of any applicable statute of limitations, thereafter shall be an obligation of the general fund of the City.

Section 6.08 Validation. The Series 2014 Bonds were confirmed and validated on March 12, 2013, in the manner provided by law, by the Superior Court of Fulton County, Civil Action 2013CV227712. All actions taken with respect to the validation of the Series 2014 Bonds are hereby confirmed and ratified.

Section 6.09 Payments Due on Saturdays, Sundays, and Holidays. In any case where the Interest Payment Date or the date fixed for redemption of any Series 2014 Bonds shall be a Saturday, Sunday or a legal holiday or a day on which banking institutions are authorized by law to close in the city where the Paying Agent is located, then payment of such principal or interest need not be made on such date but may be made on the next succeeding business day with the same force and effect as if made on the Interest Payment Date or the date fixed for redemption, and no additional interest shall accrue on the Series 2014 Bonds after such Interest Payment Date.

Section 6.10 Federal Tax Certificate and Tax Policy. In order to maintain the exclusion from federal gross income of interest on the Series 2014 Bonds, the City covenants to comply with the applicable requirements of the Code. In furtherance of this covenant, for the benefit of the Bondholders, the City agrees to comply with the provisions of a Federal Tax Certificate to be executed by the City and delivered concurrently with the issuance and delivery of the Series 2014 Bonds. The City hereby adopts and agrees to comply with the Tax Policy, attached hereto as Exhibit B.

Section 6.12 Continuing Disclosure. The City agrees to undertake all responsibility for compliance with the continuing disclosure requirements contained in Securities and Exchange Commission Rule 15c2-12(b)(5) pursuant to a Continuing Disclosure Certificate (the “Continuing Disclosure Certificate”), in substantially the form described in the Official Statement for the Series 2014 Bonds, to be executed on or before the date of issuance and delivery of the Series 2014 Bonds. Notwithstanding any other provision of this Resolution, failure of the City to comply with the Continuing Disclosure Certificate shall not be considered a default on the Series 2014 Bonds; however, any Holder or Beneficial Owner of Series 2014 Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under this Resolution and the Series 2014 Bonds. For purposes of this Section, “Beneficial Owner” means any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Series 2014 Bonds (including persons holding Series 2014 Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Series 2014 Bonds for federal income tax purposes.

Section 6.13 Advertisement of Election. The notice of Election providing for the calling and holding of the Election, was duly published as required by law. The City published no brochure, listing or other advertisement relating to the Election which is in anyway inconsistent with said resolution of the City.

Section 6.14 Applicable Provisions of Law. This Resolution shall be governed by and construed in accordance with the laws of the State.

Section 6.15 Captions. The captions or headings in this Resolution are for convenience only and in no way limit or describe the scope or intent of any provisions or sections of this Resolution.

Section 6.16 Partial Invalidity. If any one or more of the provisions of this Resolution or of any supplemental resolution or of the Series 2014 Bonds shall for any reason be held to be illegal or invalid by a court of competent jurisdiction, such illegality or invalidity shall not affect any other provisions hereof or thereof or of the Series 2014 Bonds unless expressly so held, but this Resolution, such supplemental resolution and the Series 2014 Bonds shall be construed and enforced as if such illegal or invalid provisions had not been contained herein or therein, and, if any provisions hereof or thereof conflict with any applicable provisions of the laws of the State, the latter as adopted by the legislature and as interpreted by the courts of the State shall prevail and shall be substituted for any provisions hereof or thereof in conflict or not in harmony therewith.

Section 6.17 Official Statement. The City has caused to be distributed a Preliminary Official Statement with respect to the Series 2014 Bonds and Mayor or Mayor Pro Tem of the City shall execute and deliver an Official Statement in final form, and the execution and delivery of the Official Statement in final form be and the same is hereby authorized and approved. The use and distribution of a Preliminary Official Statement with respect to the Series 2014 Bonds and the execution by the Mayor, Mayor Pro Tem or any city administrator acting on behalf of the City, of a certificate which “deemed final” the Preliminary Official Statement within the meaning of Securities Exchange Act Rule 15c2-12 be and the same are hereby ratified and confirmed. The Official Statement shall be in substantially the form of the Preliminary Official Statement as presented to the City and filed with the City Clerk, subject to such minor changes, insertions or omissions as may be approved by the Mayor or Mayor Pro Tem, and the execution of said Official Statement by the Mayor or Mayor Pro Tem as hereby authorized shall be conclusive evidence of any such approval. The distribution of the Official Statement for and on behalf of the City is hereby authorized and approved.

Section 6.18 Ratification of Acceptance of Bids. By resolution adopted _____, 2014, the City authorized the Mayor of the City, to award the sale of the Series 2014 Bonds to the bidder(s) submitting bids resulting in the highest and best bids, with the lowest true interest costs to the City. In accordance with an Official Notice of Sale, the City received electronic bids for the purchase of the Series 2014 Bonds on _____, 2014, and the Mayor and Finance Director of the City, with the assistance of First Southwest Company, Dallas, Texas, as municipal advisor to the City, reviewed the bids and determined that the best bid for the Series 2014 Bonds was submitted by _____, and said bid was accepted on behalf of the City. The award of the bid as described herein is ratified and confirmed.

Section 6.19 General Authorization. The proper officers of the City 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 this Resolution and are further authorized to take any and all further actions and execute and deliver any and all other documents as may be necessary in the issuance of the Series 2014 Bonds.

Section 6.20 Repealer. Any and all ordinances or resolutions or parts of ordinances or resolutions in conflict with this Resolution shall be and the same hereby are repealed, and this Resolution shall be in full force and effect from and after its adoption.

[END OF ARTICLE VI]

APPROVED AND ADOPTED this April ____, 2014.

CITY OF ROSWELL, GEORGIA

(SEAL)

Councilmember Jerry Orlans

Councilmember Rebecca Wynn

Councilmember Betty Price

Councilmember Richard Dippolito

Councilmember Kent Igleheart

Councilmember Nancy Diamond

The foregoing resolution is approved.

Jere Wood, Mayor

ATTEST: _____
Clerk, City of Roswell, Georgia

[SIGNATURE PAGE TO BOND RESOLUTION]

EXHIBIT A

DEBT SERVICE PAYMENT SCHEDULE

EXHIBIT B
TAX POLICY

POLICY WITH RESPECT TO TAX-EXEMPT DEBT

OBJECTIVE

To comply with all applicable federal and state laws, rules and regulations related to the issuance of tax-exempt debt (the “Debt”).

SCOPE

This policy applies to all Debt issued for the benefit of the City of Roswell, Georgia (the “City”) and its related entities.

POLICY

The City shall comply with all federal and state laws, rules and regulations related to the issuance of Debt.

RESPONSIBILITY

The City’s Director of Finance shall be administratively responsible for the policy with respect to Debt of the City (the “Finance Director”).

DISSEMINATION AND TRAINING

The policy shall be disseminated to all personnel in the finance department of the City and to the auditor for the City.

REVIEW

The policy shall be reviewed and revised annually by the Finance Director and redistributed to all personnel in the finance departments and to the auditors.

PROVISIONS

Record Keeping

All records relating to the Debt needed to comply with Section 6001 of the Internal Revenue Code of 1986, as amended (the “Code”) shall be maintained. These records shall be kept in paper or electronic form and shall include, among other things, (i) basic records relating to the transaction (including the bond documents, the opinion of bond counsel, etc.), (ii) documents evidencing the expenditure of the proceeds of the Debt, (iii) documentation evidencing the use of Debt-financed property by public and private entities (e.g., copies of management contracts, leases and research agreements) and (iv) documentation pertaining to any investment of Debt proceeds (including the purchase and sale of securities, SLG subscriptions, yield calculations for each class of investments, actual investment income received from the

investment of the proceeds of the Debt, guaranteed investment contracts and rebate calculations. Such records must be maintained as long as the Debt is outstanding, plus three years after the final payment or redemption date.

Use of Proceeds

A list of all property financed with the proceeds of the Debt shall be created and maintained. The use of such property shall be monitored to ensure that such use does not constitute “private business use” within the meaning of the Code. Without limiting the foregoing, each contract, including but not limited to management contracts and leases, relating to such property shall be reviewed by legal counsel prior to the execution of such contract. The list of property shall be reviewed at least annually to ensure that none of the property has been sold.

Remedial Action

In the event that property financed with the proceeds of the Debt is used in a manner that constitutes “private business use” or the property is sold, the remediation provisions of Treasury Regulation § 1.141-12 shall be carried out.

Yield Restriction

If bond counsel advises that a fund or account needs to be yield restricted (i.e., not invested at a yield in excess of the Debt), the moneys on deposit in such fund or account shall be invested in United States Treasury Obligations – State and Local Government Series, appropriate “yield reduction payments” shall be made if permitted by the Code or the Finance Director shall establish other procedures to ensure that such fund or account is yield restricted.

Rebate

At the time the Debt is issued, the Finance Director shall determine if he or she reasonably expects that one of the arbitrage rebate exceptions will be satisfied or that positive arbitrage will not be earned. If the arbitrage rebate exception relates to the time period over which the proceeds of the Debt are spent, the Finance Director shall verify that the appropriate expenditures have been made at each milestone. If one of the milestones is not satisfied or the Finance Director does not reasonably expect that one of the arbitrage rebate exceptions will be satisfied, an outside arbitrage rebate consultant shall be retained unless the Finance Director has determined that positive arbitrage will not be earned.

CLERK'S CERTIFICATE

Now comes the undersigned Clerk of the City Council of the City of Roswell, Georgia (the "City Council"), keeper of the records and seal thereof, and certifies that the foregoing is a true and correct copy of a bond resolution approved and adopted by the City Council in public meeting properly and lawfully held and assembled on April ___, 2014, the original of which resolution has been entered in the official records of the City Council under my supervision and is in my official possession, custody and control.

I further certify that the meeting was held in conformity with the requirements of Title 50, Chapter 14 of the Official Code of Georgia Annotated.

(S E A L)

City Clerk,
City of Roswell, Georgia