

**RESOLUTION AUTHORIZING THE EXECUTION, DELIVERY AND PERFORMANCE OF THE THIRD AMENDMENT TO TELECOMMUNICATIONS PROJECT CONTRACT WITH THE MUNICIPAL ELECTRIC AUTHORITY OF GEORGIA; AND FOR OTHER PURPOSES**

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WHEREAS, City of Elberton (the "Participant") has entered into a Telecommunications Project Contract, dated as of May 1, 1996, with the Municipal Electric Authority of Georgia ("MEAG Power"), as amended by a First Amendment to Telecommunications Contract, dated as of February 1, 1997, and a Second Amendment to Telecommunications Contract, dated as of June 1, 1997 (as amended, the "Telecommunications Contract"); and

WHEREAS, in order to effect certain changes to the Telecommunications Contract, the Participant has determined to enter into a Third Amendment to the Telecommunications Contract with MEAG Power (the "Third Amendment");

NOW, THEREFORE, BE IT RESOLVED that the Mayor is hereby authorized and directed to execute and perform, and the Clerk, or any Assistant Clerk, is hereby authorized to attest and deliver the Third Amendment, in substantially the form thereof that has been attached hereto and filed in the Minute Book of the Participant; and

FURTHER RESOLVED that the Participant hereby authorizes the City of Elberton and the Clerk, or any Assistant Clerk, to take any further actions and execute and deliver any other documents necessary to carry out the purpose of this Resolution and the Third Amendment, as amended from time to time.

This the 7<sup>th</sup> day of January, 2008.

CITY OF ELBERTON

ATTEST:

Cindy L. Chewsey  
Clerk  
[SEAL]

Larry P. [Signature]  
Mayor