

**A RESOLUTION
OF THE CITY OF ELBERTON**

APPROVING THE PARTICIPANT SERVICES AGREEMENT WITH ELECTRIC CITIES OF GEORGIA, INC. (“PROVIDER”); AUTHORIZING THE EXECUTION, DELIVERY AND PERFORMANCE OF SUCH AGREEMENT; AND FOR OTHER PURPOSES

WHEREAS, the Municipal Electric Authority of Georgia (the “Authority”) has heretofore delivered certain marketing, distribution and related services to political subdivisions desiring such services through business units of the Authority pursuant to certain Distribution Business Unit Contracts and Marketing Services Contract, respectively, in order to provide for separate accounting and payment of the costs of such services; and

WHEREAS, the Authority and the Participants (as defined in the Agreement) have determined that it is in their respective best interests to have such services provided by Electric Cities of Georgia, Inc., a Georgia nonprofit corporation organized to perform services on behalf of the respective Participants pursuant to the Georgia Nonprofit Code and Section 115 of the Internal Revenue Code (the “Provider”), pursuant to a certain Participant Services Agreement, between the Provider and the Participants (the “Agreement”);

NOW, THEREFORE, be it resolved by the governing body of the City of Elberton (the “Participant”) in meeting duly assembled, and it is hereby resolved by authority thereof, as follows:

Section 1. The Participant hereby finds and determines that it is in its best interest to contract with the Provider under the terms of the Agreement.

Section 2. The Participant hereby approves and authorizes the execution, delivery and performance of the Agreement in substantially the form of the draft thereof presented at this meeting and filed in the Participant’s meeting minutes, and hereby incorporated herein by reference, subject to such changes, additions and deletions made in the discretion of the City Manager of the Participant, with advice of counsel. The Agreement shall be executed by the City Manager, attested by the City Clerk, and shall have the Participant’s seal affixed thereto, and shall be delivered to the Provider, and when so executed and delivered, shall be binding upon the Participant in accordance with its terms. Execution of the Agreement as authorized herein shall be conclusive evidence of the Participant’s approval thereof.

Section 3. The Participant hereby authorizes the City Manager and the City Clerk to take any further actions and execute and deliver any other documents necessary to carry out the purpose of this Resolution, as amended from time to time, including, but not limited to, communicating the decisions of the Participant to the Provider with respect to any matter respecting the Agreement.

Section 4. In the adoption of this Resolution, the Participant hereby recognizes that this action will be relied upon by other municipalities and systems that own and operate electric distribution systems and that adopt similar resolutions in furtherance of joint action through the Provider, and that the Participant is also relying upon the adoption of such resolutions by such other municipalities and systems.

Section 5. All resolutions or parts of resolutions in conflict herewith are hereby repealed.

RESOLVED this 2nd day of February, 2009.