

**RESOLUTION  
OF THE CITY OF MONROE**

WHEREAS, the City of Monroe (the "Municipality"), a municipal corporation of the State of Georgia, has determined that it is in the best interest of the Municipality to lease from the Municipal Gas Authority of Georgia (the "Gas Authority") certain gas distribution and delivery point facilities improvements as a part of, or to serve, the Municipality's gas distribution system; and

WHEREAS, it is therefore necessary that the Municipality approve and execute the hereinafter defined Lease, and Agency Agreement and that it approve the hereinafter defined Assignment; and

WHEREAS, in order to lease such gas distribution and delivery point facilities improvements from the Gas Authority and provide for such improvements' acquisition, construction and installation, it is necessary for the Municipality to enter into a certain Lease, dated as of September 1, 1999 (the "Lease"), between the Municipality and the Gas Authority, and a certain Agency Agreement, dated as of September 1, 1999 (the "Agency Agreement"), between the Municipality and the Gas Authority, and to approve a certain Sale, Assignment and Transfer, dated as of September 1, 1999 (the "Assignment"), from the Gas Authority to Wachovia Bank, N.A. (the "Bank"), providing for the assignment of the Base Rentals payable by the Municipality under the terms of the Lease to the Bank;

THE MAYOR AND COUNCIL OF THE CITY OF MONROE HEREBY  
RESOLVE as follows:

Section 1. The Mayor and Clerk of the Municipality be and are hereby authorized and directed to execute and deliver the Lease, a form of which is attached hereto as Exhibit "A," and, by this reference thereto, incorporated herein as a part hereof. The Lease shall be in substantially the form attached hereto as Exhibit "A," subject to such changes, insertions and omissions as may be approved by the Mayor of the Municipality. The execution of the Lease by the Mayor as herein authorized shall be conclusive evidence of any such approval.

Section 2. The Mayor and Clerk of the Municipality be and are hereby authorized and directed to execute and deliver the Agency Agreement, a form of which is attached hereto as Exhibit "B" and, by this reference thereto, incorporated herein as a part hereof. The Agency Agreement shall be in substantially the form attached hereto as Exhibit "B," subject to such changes, insertions and omissions as may be approved by the Mayor of the Municipality. The execution of the Agency Agreement by the Mayor as herein authorized shall be conclusive evidence of any such approval.

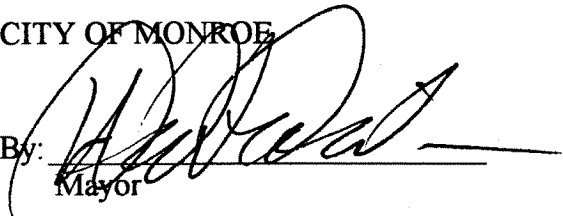
Section 3. The form of the Assignment is hereby authorized and approved. The Mayor and Clerk of the Municipality be and the same are hereby authorized and directed to acknowledge the Assignment, a form of which is attached hereto as Exhibit "C" and, by this reference hereto, incorporated herein as a part hereof. The Assignment shall be in substantially the form attached hereto as Exhibit "C," subject to such changes, insertions and omissions as may be approved by the Mayor of the Municipality. The acknowledgment of the Assignment by the Mayor as herein authorized shall be conclusive evidence of any such approval.

Section 4. All actions of the Municipality, its officers and staff in connection with the execution, delivery and performance of the Lease and the Agency Agreement are hereby approved, ratified and confirmed. In order to carry out the transactions contemplated by the Lease, the Agency Agreement and the Assignment, the Mayor and the Clerk are hereby authorized and directed to execute and deliver any closing papers and certificates, or to take any other actions as may be necessary to effect performance of the Lease, the Agency Agreement and the Assignment consistent with the terms of the Lease, the Agency Agreement, the Assignment and this Resolution.

Section 5. This Resolution shall take effect immediately upon its adoption. Any and all resolutions, or parts of resolutions, or any prior proceedings in conflict with this Resolution this day will be and are repealed, and this Resolution shall be in full force and effect from and after this adoption, the welfare of the Municipality requiring it.

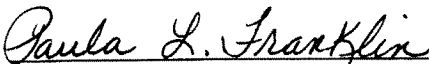
SO ADOPTED and APPROVED by the City of Monroe this 22<sup>nd</sup> day of September, 1999.

APPROVED:

CITY OF MONROE  
By:   
Mayor

(SEAL)

ATTEST:

  
Clerk

# CLERK'S CERTIFICATE

I, Paula L. Franklin, the undersigned Clerk of the City of Monroe, Georgia (the "Municipality"), DO HEREBY CERTIFY the foregoing pages constitute a true and correct copy of the Resolution adopted by the Mayor and Council at an open public meeting duly and lawfully assembled in accordance with Official Code of Georgia Annotated Section 50-14-1, on the 22<sup>nd</sup> day of September, 1999, approving the execution, delivery and performance of a Lease and an Agency Agreement, each dated as of September 1, 1999 and between the City of Monroe and the Municipal Gas Authority of Georgia, and the acknowledgment of a Sale, Assignment and Transfer, dated as of September 1, 1999, between such Authority and Wachovia Bank of Georgia:

WITNESS MY HAND this 22<sup>nd</sup> day of September, 1999.

Paula L. Franklin  
Clerk

(SEAL)