

RESOLUTION OF THE BOARD OF DIRECTORS OF THE DOWNTOWN DEVELOPMENT AUTHORITY OF THE CITY OF ATLANTA AUTHORIZING THE CREATION OF A CLEAN ENERGY ATLANTA PROGRAM FOR OPERATION WITHIN ANY PROPERTY ASSESSED CLEAN ENERGY FINANCING DISTRICT CREATED BY THE CITY OF ATLANTA AND THE NEGOTIATION, EXECUTION, DELIVERY AND PERFORMANCE OF A NON-EXCLUSIVE PUBLIC-PRIVATE PARTNERSHIP AGREEMENT WITH YGRENE ENERGY FUND GEORGIA, LLC; AND FOR OTHER PURPOSES

WHEREAS, the Downtown Development Authority of the City of Atlanta (the "Authority") has been created and is existing under and by virtue of the Constitution and the laws of the State of Georgia (the "State"), in particular, the Downtown Development Authorities Law (O.C.G.A. §36-42-1, *et seq.*, as amended) and an activating resolution of the City Council of the City of Atlanta (the "City"), duly adopted on March 2, 1982 and approved by the Mayor of the City on March 9, 1982, and is now existing and operating as a public body corporate and politic of the State; and

WHEREAS, the Authority desires to create a Clean Energy Atlanta program (the "Program") to finance energy efficient projects within the boundaries of any Property Assessed Clean Energy ("PACE") Financing District hereafter created by the City (the "District"); and

WHEREAS, initially the Program is expected to provide commercial building owners with access to at least \$200 million in private capital to finance building improvements to reduce energy and water consumption; and

WHEREAS, the Program will require the City to levy and collect voluntary property assessments used to pay for clean energy improvements (the "PACE Assessment"); and

WHEREAS, Ygrene Energy Fund Georgia, LLC ("Ygrene") has developed a proprietary program design, implementation, administration and funding plan for application under existing State law and the Authority desires to enter into a public-private partnership with Ygrene for the purpose of implementing the Program utilizing Ygrene's systems and procedures; and

WHEREAS, it is the Authority's desire that future administration and funding of PACE projects within the District shall be open to any reputable provider of PACE financing and administrative services, including Ygrene, as determined by the City and the Authority; provided that, to the extent legally permissible, Ygrene's proprietary systems and programs shall be not be shared with or utilized by other providers; and

WHEREAS, the Authority desires to enter into a non-exclusive public-private partnership with Ygrene Energy Fund Georgia, LLC ("Ygrene") to carry out the initial Program and to negotiate, execute, deliver and perform a public-private partnership agreement with Ygrene to define the respective responsibilities of the Authority and Ygrene with respect to the Program, substantially in the form of Exhibit A attached hereto and incorporated herein by this reference (the "Public-Private Partnership Agreement"); and

NOW, THEREFORE BE IT RESOLVED, by the Board of Directors of the Authority, and it is hereby resolved by the authority of the same as follows:

Section 1. Authorization to Create the Program for operation within the District. The Authority hereby authorizes the creation of the Program to operate within the corporate boundaries of the hereafter created District.

Section 2. Authorization of the Public-Private Partnership Agreement for Clean Energy Atlanta Program. The Authority hereby authorizes the negotiation, execution, delivery and performance of a non-exclusive Public-Private Partnership Agreement, subject to such changes, insertions, and omissions approved by the Chair, Vice Chair, President/CEO, Executive Vice President/COO and General Counsel of the Authority, and the execution and delivery by the Chair, the Vice Chair or the President/CEO or the Executive Vice President/COO of the Authority, as hereby authorized shall be conclusive evidence of any such approval.

Section 3. General Authority. It is hereby ratified and approved that the President/CEO, Executive Vice President/COO and any other proper officers, members, agents and employees of the Authority hereby are 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 further are authorized to take any and all actions and execute and deliver any and all other certificates, papers and documents as may be necessary or desirable to effect the actions contemplated by this Resolution. Such other certificates, papers and documents shall be in such form and contain such terms and conditions as may be approved by the Chair, Vice Chair, President/CEO or Executive Vice President/COO of the Authority, and the execution of such other certificates, papers and documents by the Chair, Vice Chair, President/CEO or Executive Vice President/COO of the Authority as herein authorized shall be conclusive evidence of any such approval. The Secretary or any Assistant Secretary of the Authority is hereby authorized to attest the signature of the Chair, Vice Chair, President/CEO or Executive Vice President/COO of the Authority and impress, imprint or otherwise affix the seal of the Authority on any of the certificates, papers and documents executed in connection with this Resolution, but shall not be obligated to do so, and the absence of the signature of the Secretary or Assistant Secretary or the Authority's seal on any such other certificates, papers and documents shall not affect the validity or enforceability of the Authority's obligations thereunder.

Section 4. Actions Approved and Confirmed. It is hereby ratified and approved that all acts and doings of the officers, employees or agents of the Authority whether done before, on or after the date of adoption of this Resolution which are in conformity with the purposes and intents of this Resolution shall be, and the same hereby are, in all respects approved, ratified and confirmed.

Section 5. Partial Invalidity. If any one or more of the provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separate from the remaining agreements and provisions and shall in no way effect the validity of any of the other agreements and provisions hereof.

Section 6. Conflicts. All resolutions or parts thereof of the Authority in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 7. Effective Date. This Resolution shall take effect immediately upon its passage.

Adopted and approved this 18th day of October, 2012.

**DOWNTOWN DEVELOPMENT
AUTHORITY OF THE CITY OF ATLANTA**

By: _____
Chair

Attest:

Secretary

[SEAL]

Exhibit A

Form of Public-Private Partnership Agreement for Clean Energy Atlanta Program

SECRETARY'S CERTIFICATE

I, Joseph A. Brown, the duly appointed, qualified and acting Secretary of the Downtown Development Authority of the City of Atlanta (the "Authority"), do hereby certify that the foregoing pages of typewritten matter constitute a true and correct copy of a Resolution adopted on October 18, 2012, by the members of the Board of Directors of Invest Atlanta in a meeting duly called and assembled, after due and reasonable notice was given in accordance with applicable laws and with the procedures of the Authority, by a vote of a majority of the directors present and voting, which meeting was open to the public and at which a quorum was present and acting throughout and that the original of the foregoing Resolution appears of public record in the Minute Book of the Authority, which is in my custody and control. I further certify that such Resolution has not been rescinded, repealed or modified.

Given under my signature and seal of the Authority, this 18th day of October, 2012.

Secretary

[SEAL]