

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN
AMENDED AND RESTATED POWER SALES CONTRACTS RESPECTING THE
PLANT VOGTLE ADDITIONAL UNITS; AND FOR OTHER PURPOSES

WHEREAS, the CITY OF GRIFFIN ("City") is a Participant of the Municipal Electric Authority of Georgia ("MEAG Power"); and

WHEREAS, the City is party to (i) a certain Plant Vogtle Additional Units Non-PPA Power Sales Contract (the "Non-PPA Contract"), (ii) a certain Plant Vogtle Additional Units PPA Power Sales Contract (the "PPA Contract") and (iii) a certain Plant Vogtle Additional Units PPA-2 Power Sales Contract (the "PPA-2 Contract," and together with the Non-PPA Contract and the PPA Contract, the "Contracts"), each dated as of June 15, 2008, with MEAG Power; and

WHEREAS, the Contracts, along with substantially similar contracts between MEAG Power and certain other Participants, and the bonds and bond resolutions related thereto were validated in Superior Court of Fulton County, Georgia in Civil Action File Nos. 2008CV159297 and 2009CV179503; and

WHEREAS, the City and MEAG Power desire to amend the Contracts, and have caused certain amendments and restatements thereof to be prepared (the "Amendments"), to accommodate, among other things, the DOE Guaranteed Loan (as defined in the Amendments) in order to effect lower financing costs for the Plant Vogtle Additional Units Non-PPA Project, the Plant Vogtle Additional Units PPA Project and the Plant Vogtle Additional Units PPA-2 Project, drafts of which are attached hereto as Exhibits **A**, **B** and **C**, respectively;

NOW, THEREFORE, BE IT RESOLVED that the Chairman ("Authorized Official") is hereby authorized and directed to execute, and the Clerk, or any Assistant Clerk, is hereby authorized to attest and deliver the Amendments, in substantially the forms thereof attached hereto, with such changes thereto as the Authorized Official deems necessary or appropriate, including changes requested by DOE (as defined in the Amendments) in connection with the DOE Guaranteed Loan, the execution of the Amendments by the Authorized Official being conclusive evidence of the approval of such changes; and

FURTHER RESOLVED that the City hereby authorizes the Chairman 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, as amended from time to time, including, but not limited to, executing all documents necessary for validation and confirmation of the Amendments and other matters respecting the DOE Guaranteed Loan.

This the ____ day of _____, 2014.

CITY OF GRIFFIN

Chairman

ATTEST:

Clerk

[SEAL]

[Insert 3 Exhibit(s)]

CLERK'S CERTIFICATE

I, the undersigned Clerk of the CITY OF GRIFFIN (the "City"), DO HEREBY CERTIFY that the foregoing pages constitute a true and correct copy of a Resolution adopted by the City at an open public meeting duly and lawfully assembled in accordance with Official Code of Georgia Annotated Section 50-14-1, at which a quorum was present and acting throughout. The original of the Resolution has been duly recorded in the minute book of the City, which is in my custody and control.

WITNESS MY HAND this ____ day of _____, 2014.

(SEAL)

Clerk

ADDITIONAL UNITS PPA PARTICIPANT

CITY OF GRIFFIN

BY: _____
TITLE: Chairman

ATTEST:

BY: _____
TITLE: Clerk

(SEAL)

ADDITIONAL UNITS PPA-2 PARTICIPANT

CITY OF GRIFFIN

BY: _____
TITLE: Chairman

ATTEST:

BY: _____
TITLE: Clerk

(SEAL)

ADDITIONAL UNITS NON-PPA PARTICIPANT

CITY OF GRIFFIN

BY: _____
TITLE: Chairman

ATTEST:

BY: _____
TITLE: Clerk

(SEAL)