

**SUPERIOR COURT OF FULTON COUNTY
STATE OF GEORGIA**

STATE OF GEORGIA

CIVIL ACTION NO. _____

vs

MUNICIPAL ELECTRIC AUTHORITY
OF GEORGIA,
GEORGIA POWER COMPANY,
GEORGIA PUBLIC WEB, INC.,
OGLETHORPE POWER CORPORATION,
CRISP COUNTY,
THE CITY OF DALTON,
THE CITY OF ACWORTH,
THE CITY OF ADEL,
THE CITY OF ALBANY,
THE CITY OF BARNESVILLE,
THE CITY OF BLAKELY,
THE TOWN OF BRINSON,
THE CITY OF BUFORD,
THE CITY OF CAIRO,
THE CITY OF CALHOUN,
THE CITY OF CAMILLA,
THE CITY OF CARTERSVILLE,
THE CITY OF COLLEGE PARK,
THE CITY OF COMMERCE,
THE CITY OF COVINGTON,
THE CITY OF DOERUN,
THE CITY OF DOUGLAS,
THE CITY OF EAST POINT,
THE CITY OF ELBERTON,
THE CITY OF ELLAVILLE,
THE CITY OF FAIRBURN,
THE CITY OF FITZGERALD,
THE CITY OF FORSYTH,
THE CITY OF FORT VALLEY,
THE CITY OF GRANTVILLE,
THE CITY OF GRIFFIN,
THE CITY OF HOGANSVILLE,
THE CITY OF JACKSON,
THE CITY OF LAFAYETTE,
THE CITY OF LAGRANGE,
THE CITY OF LAWRENCEVILLE,
THE CITY OF MANSFIELD,
THE CITY OF MARIETTA,
THE CITY OF MONROE,
THE CITY OF MONTICELLO,

THE CITY OF MOULTRIE,
THE CITY OF NEWNAN,
THE CITY OF NORCROSS,
THE CITY OF OXFORD,
THE CITY OF PALMETTO,
THE CITY OF QUITMAN,
THE CITY OF SANDERSVILLE,
THE CITY OF SYLVANIA,
THE CITY OF SYLVESTER,
THE CITY OF THOMASTON,
THE CITY OF THOMASVILLE,
THE CITY OF WASHINGTON,
THE CITY OF WEST POINT,
THE CITY OF WHIGHAM,

The Board of Water, Light
and Sinking Fund Commissioners
of the City of Dalton,

The Crisp County
Power Commission,

The Water, Light and Bond
Commission of the
City of Fitzgerald,

The Utilities Commission of
the City of Fort Valley,

The Board of Water, Sewerage
and Light Commissioners of
the City of Newnan, and

The City of Marietta Board of Lights and
Water.

ANSWER OF ALL DEFENDANTS EXCEPT
GEORGIA POWER COMPANY, OGLETHORPE POWER CORPORATION,

Now come all of the defendants in the above-styled cause, with the exception of Georgia Power Company and Oglethorpe Power Corporation, which have filed separate answers thereto, and said defendants (each a “Defendant,” and collectively, the “Defendants”) in answer to the Petition and Complaint of the State of Georgia, respectfully show:

ANSWER TO JURISDICTION AND FACTUAL BACKGROUND

1. Each Defendant admits the allegations of Paragraphs 1-26 of the Petition and Complaint (capitalized terms used herein and not otherwise defined herein shall have the meaning given to them in the Petition and Complaint).

2. Defendants admit that the Petition and Complaint and Order to show cause why the Additional Project One Senior Bonds sought to be confirmed and validated in Count One, the Additional Project One Subordinated Bonds sought to be confirmed and validated in Count Two, the Additional General Resolution Projects Senior Bonds sought to be confirmed and validated in Count Three and the Additional General Resolution Projects Subordinated Bonds sought to be confirmed and validated in Count Four, respectively, of the Petition and Complaint and the security for the payment thereof should not be confirmed and validated has been properly served upon each such Defendant, and each Defendant hereby waives any and all other notice and service.

3. Defendants admit that the Clerk of the Superior Court of Fulton County, in which said cause is to be heard, has published in the newspaper in Fulton County in which sheriff’s advertisements for Fulton County are published, and in each county in which there lies any portion of any of the defendant political subdivisions, once during each of the two

successive weeks immediately preceding the week of the hearing, a notice to the public that on the day specified in the order providing for the hearing of said cause the same will be heard, and the affidavit of the publisher of each of said newspapers, including a copy of such advertisement, is attached hereto collectively as Exhibit "A" and made a part hereof by this reference.

ANSWER TO COUNT ONE

ADDITIONAL PROJECT ONE SENIOR BONDS

4. Defendants cannot show cause and allege there is no cause why the Power Resolution (and amendments related thereto as described in the Petition and Complaint) and the Additional Project One Senior Bonds sought to be confirmed and validated in Count One of the Petition and Complaint and the security therefor should not be confirmed and validated.

WHEREFORE, Defendants pray that (i) the Power Resolution, as heretofore supplemented, amended and restated, including, particularly, the amendments thereto effected by the Second Amended and Restated Power Resolution and the amendments thereto to be effected by the Power Resolution Amendatory Supplemental Resolution, and (ii) the Additional Project One Senior Bonds in an aggregate principal amount, together with the Additional Project One Subordinated Bonds sought to be validated pursuant to Count Two below, of \$4,706,900,000 to be issued from time to time in separate series or installments in accordance with the provisions of the Power Resolution and the security therefor, it being understood that such aggregate principal amount may be issued entirely as "**Additional Bonds**," entirely as "**Refunding Bonds**" (as each is defined in the Power Resolution) or in such lesser amount(s) of either or both thereof as determined by MEAG Power, should not be confirmed and validated, and that (a) upon the Court granting each

and every prayer requested herein by the execution of an Order and Final Judgment prepared with the consent of defendants, (b) following the filing of verified answers by each of the defendants admitting and averring to each of the allegations contained herein and (c) following the required hearing without motion for or intervention by any other party, the State of Georgia, by and through the undersigned, be granted the right to waive the time to allow and otherwise assert any right of appeal or post-judgment relief from said Order and Final Judgment, for which plaintiff shall be deemed to have so waived and consented upon entry of said Order and Final Judgment.

ANSWER TO COUNT TWO

ADDITIONAL PROJECT ONE SUBORDINATED BONDS

5. Defendants cannot show cause and allege there is no cause why the Power Resolution (and amendments related thereto as described in the Petition and Complaint) and the Additional Project One Subordinated Bonds sought to be confirmed and validated in Count Two of the Petition and Complaint and the security therefor should not be confirmed and validated.

WHEREFORE, Defendants pray that (i) the Power Resolution, as heretofore supplemented, amended and restated, including, particularly, the amendments thereto effected by the Second Amended and Restated Power Resolution and the amendments thereto to be effected by the Power Resolution Amendatory Supplemental Resolution, and (ii) the Additional Project One Subordinated Bonds in an aggregate principal amount, together with the Additional Project One Senior Bonds sought to be validated pursuant to Count One above, of \$4,706,900,000 to be issued from time to time in separate series or installments in accordance with the provisions of the Power Resolution and the Project One Subordinated Bond Resolution and the security therefor should not be confirmed and

validated, and that (a) upon the Court granting each and every prayer requested herein by the execution of an Order and Final Judgment prepared with the consent of defendants, (b) following the filing of verified answers by each of the defendants admitting and averring to each of the allegations contained herein and (c) following the required hearing without motion for or intervention by any other party, the State of Georgia, by and through the undersigned, be granted the right to waive the time to allow and otherwise assert any right of appeal or post-judgment relief from said Order and Final Judgment, for which plaintiff shall be deemed to have so waived and consented upon entry of said Order and Final Judgment.

ANSWER TO COUNT THREE

ADDITIONAL GENERAL RESOLUTION PROJECTS SENIOR BONDS

6. Defendants cannot show cause and allege there is no cause why the General Resolution (and amendments related thereto as described in the Petition and Complaint) and the Additional General Resolution Project Senior Bonds sought to be confirmed and validated in Count Three of the Petition and Complaint and the security therefor should not be confirmed and validated..

WHEREFORE, Defendants pray that (i) the General Resolution, as heretofore supplemented, amended and restated, including, particularly, the amendments thereto effected by the Second Amended and Restated General Resolution and the amendments thereto to be effected by the General Resolution Amendatory Supplemental Resolution, (ii) the Additional Project Two Senior Bonds in an aggregate principal amount, together with the Additional Project Two Subordinated Bonds sought to be validated pursuant to Count Four below, of \$318,800,000, (iii) the Additional Project Three Senior Bonds in an aggregate principal amount, together with the Additional Project Three Subordinated

Bonds sought to be validated pursuant to Count Four below, of \$686,000,000, and (iv) the Additional Project Four Senior Bonds in an aggregate principal amount, together with the Additional Project Four Subordinated Bonds sought to be validated pursuant to Count Four below, of \$392,100,000, each to be issued from time to time in separate series or installments in accordance with the provisions of the General Resolution and the General Resolution Projects Subordinated Bond Resolution and the security therefor, it being understood that each such aggregate principal amount may be issued entirely as “**Additional Bonds**,” entirely as “**Refunding Bonds**” (as each is defined in the General Resolution) or in such lesser amount(s) of either or both thereof as determined by MEAG Power, should not be confirmed and validated, and that upon (a) the Court granting each and every prayer requested herein by the execution of an Order and Final Judgment prepared with the consent of defendants, (b) following the filing of verified answers by each of the defendants admitting and averring to each of the allegations contained herein and (c) following the required hearing without motion for or intervention by any other party, the State of Georgia, by and through the undersigned, be granted the right to waive the time to allow and otherwise assert any right of appeal or post-judgment relief from said Order and Final Judgment, for which plaintiff shall be deemed to have so waived and consented upon entry of said Order and Final Judgment.

COUNT FOUR

ADDITIONAL GENERAL RESOLUTION PROJECTS SUBORDINATED BONDS

7. Defendants cannot show cause and allege there is no cause why the General Resolution (and amendments related thereto as described in the Petition and Complaint) and the Additional General Resolution Project Subordinated Bonds sought to

be confirmed and validated in Count Three of the Petition and Complaint and the security therefor should not be confirmed and validated.

WHEREFORE, Defendants pray that (i) the General Resolution, as heretofore supplemented, amended and restated, including, particularly, the amendments thereto effected by the Second Amended and Restated General Resolution and the amendments thereto to be effected by the General Resolution Amendatory Supplemental Resolution, (ii) the Additional Project Two Subordinated Bonds in an aggregate principal amount, together with the Additional Project Two Senior Bonds sought to be validated pursuant to Count Three above, of \$318,800,000, (iii) the Additional Project Three Subordinated Bonds in an aggregate principal amount, together with the Additional Project Three Senior Bonds sought to be validated pursuant to Count Three above, of \$686,000,000, and (iv) the Additional Project Four Subordinated Bonds in an aggregate principal amount, together with the Additional Project Four Senior Bonds sought to be validated pursuant to Count Three above, of \$392,100,000, each to be issued from time to time in separate series or installments in accordance with the provisions of the General Resolution and the General Resolution Projects Subordinated Bond Resolution and the security therefor, should not be confirmed and validated, and that (a) upon the Court granting each and every prayer requested herein by the execution of an Order and Final Judgment prepared with the consent of defendants, (b) following the filing of verified answers by each of the defendants admitting and averring to each of the allegations contained herein and (c) following the required hearing without motion for or intervention by any other party, the State of Georgia, by and through the undersigned, be granted the right to waive the time to allow and otherwise assert any right of appeal or post-judgment relief from said Order and Final

Judgment, for which plaintiff shall be deemed to have so waived and consented upon entry of said Order and Final Judgment.

A copy of the foregoing Answer has been delivered to Petitioner's attorney of record.

This ____ day of _____, 2018

ATTORNEY FOR THE MUNICIPAL
ELECTRIC AUTHORITY OF GEORGIA

Daniel M. McRae, Esq.
State Bar No. 499050

Kevin T. Brown, Esq.
State Bar No. 088516

SEYFARTH SHAW LLP
1075 Peachtree Street N.E., Suite 2500
Atlanta, Georgia 30309
(404) 885-1500

[Respective Counsel Signature Pages for each Participant defendant to be conformed from following, except answers of GPC and OPC]

A copy of the foregoing Answer has been delivered to Petitioner's attorney of record.

This ____ day of _____, 2018

ATTORNEY FOR:

CITY OF _____ / [or] _____ COUNTY

_____, Esq.

State Bar No. _____

Address

City State Zip Code

EXHIBIT “A”

[Publisher’s Affidavits from each required Publication will be attached here]

[Respective Verifications for each Participant defendant will be conformed from following, except for GPC and OPC]

VERIFICATION

Before the undersigned attesting officer, duly authorized by law to administer oaths, personally appeared the undersigned officer of the below named Defendant, who, being duly sworn, on oath says that said officer has read the foregoing Answer, and that the allegations contained therein, insofar as such allegations are applicable to such Defendant, are true.

CITY OF _____ / [or] _____ COUNTY

By: _____

Title: _____

Sworn to and subscribed before
me this ____ day of _____, 2018,

NOTARY PUBLIC

[NOTARY SEAL]

My Commission Expires:

**[Respective Acknowledgements of the Petition and Complaint for each Participant
defendant to be conformed from following, except for GPC and OPC]**

**ACKNOWLEDGMENT OF SERVICE OF
PETITION AND COMPLAINT**

The undersigned hereby acknowledges service of the foregoing Petition and Complaint with Exhibits and Order, dated _____, 2018, copy received; process and any and all other notice, summons and service waived this ____ day of _____, 2018.

CITY OF _____ / [or] _____ COUNTY

By: _____

Title: _____

VERIFICATION

Before the undersigned attesting officer, duly authorized by law to administer oaths, personally appeared the undersigned officer of the below named Defendant, who, being duly sworn, on oath says that said officer has read the foregoing Answer, and that the allegations contained therein, insofar as such allegations are applicable to such Defendant, are true.

MUNICIPAL ELECTRIC AUTHORITY
OF GEORGIA

By: _____
Title: President and Chief Executive Officer

Sworn to and subscribed before
me this ____ day of _____, 2018

NOTARY PUBLIC

[NOTARY SEAL]

My Commission Expires:

ACKNOWLEDGMENT OF SERVICE OF
PETITION AND COMPLAINT

The undersigned hereby acknowledges service of the foregoing Petition and Complaint with Exhibits and Order, dated _____, 2018, copy received; process and any and all other notice, summons and service waived this ____ day of _____, 2018.

MUNICIPAL ELECTRIC AUTHORITY
OF GEORGIA

By: _____
Title: President and Chief Executive Officer