SUPPLEMENTAL NOTE RESOLUTION

WHEREAS, the City of Sandy Springs, Georgia (the "Issuer") pursuant to the Note Resolution, adopted on January 3, 2006 (the "Original Resolution"), authorized the issuance of its $10,000,000 City of Sandy Springs (Georgia) Tax Anticipation Notes, Series 2006 (the "Notes"); and

WHEREAS, pursuant to the terms of the Original Resolution, the Notes were to bear interest at a floating LIBOR-based rate not to exceed 3.9% per annum; and

WHEREAS, the Issuer has determined it to be in the best interest of the Issuer that the Notes bear interest at a fixed rate; and

WHEREAS, the interest rate on and certain other terms of the Notes have been amended as set forth on Exhibit "A" attached hereto;

NOW, THEREFORE, be it resolved, as follows:

Section 1. Terms of the Notes. The Original Resolution is hereby amended and supplemented to provide that the Notes shall bear interest at the rates and have the other terms set forth on Exhibit "A" attached hereto and by this reference incorporated herein. Those terms of the Notes set forth in the Original Resolution which are not affected or changed by the terms set forth in Exhibit "A" are hereby ratified and confirmed in every respect.

Section 2. Form of the Notes. Attached hereto as Exhibit "B" is a substantially final form of the Notes. The form of the Notes is hereby approved in the form attached hereto, subject to any final revisions approved by counsel to the Issuer and King & Spalding LLP, bond counsel.

Section 3. Actions Approved and Confirmed. All acts and doings of the officers of the Issuer which are in conformity with the purpose and intent of this Supplemental Note Resolution and the Original Resolution and in the furtherance of the issuance of the Notes shall be, and the same hereby are, in all respects approved and confirmed.

Section 4. Severability of Invalid Provisions. If any one or more of the agreements or provisions herein contained shall be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the Notes authorized hereunder.

Section 5. Effective Date. This Supplemental Note Resolution shall take effect immediately upon its adoption.

[Remainder of page intentionally left blank.]

ADOPTED this 5th day of January, 2006.

CITY OF SANDY SPRINGS, GEORGIA

(SEAL)

By: _____
Mayor

Attest:

_____
Clerk

EXHIBIT "A"

1. Interest Rate: 3.875% per annum, calculated on the basis of a 360-day year (comprised of twelve 30 day months).

2. Prepayment: The Notes are not subject to redemption or prepayment prior to maturity.

EXHIBIT "B"

FORM OF NOTE

UNITED STATES OF AMERICA

STATE OF GEORGIA

CITY OF SANDY SPRINGS, GEORGIA
TAX ANTICIPATION NOTES,
SERIES 2006

Number R-1

Maturity Date: December 29, 2006	Date of Original Issue: January ___, 2006
Principal Amount: $10,000,000	Interest Rate: 3.875% per annum
Registered Owner: CEDE & Co.	CUSIP:

KNOW ALL MEN BY THESE PRESENTS: CITY OF SANDY SPRINGS, GEORGIA, a municipal corporation of the State of Georgia (the "Issuer"), for value received, hereby promises to pay the principal amount set forth above in immediately available funds, on the maturity date set forth above, to Cede & Co., or its assignee, at such location as Cede & Co., or its assignee, shall direct in writing. The Issuer also promises to pay interest on the unpaid principal amount calculated as follows.

This Note shall bear interest at a rate equal to 3.875% per annum. Interest shall be calculated on the basis of a 360-day year (comprised of twelve 30-day months).

Both principal hereof and interest hereon are payable in lawful money of the United States of America. This Note is not subject to redemption or prepayment prior to maturity.

This note is authorized by a resolution (the "Resolution") duly adopted by the Mayor and Council (the "Governing Body") of the Issuer on January 3, 2006, as supplemented by a resolution adopted by the Governing Body of the Issuer on January 5, 2006, in accordance with Article IX, Section V, Paragraph V of the Constitution of the State of Georgia and Section 36-80-2 of the Official Code of Georgia Annotated, for the purpose of making a temporary loan to pay current expenses of the Issuer in calendar year 2006.

This Note is issued in anticipation of the receipt of taxes levied or to be levied for the General Fund in calendar year 2006. The principal amount of this Note together with all

other temporary loans, notes, warrants or similar obligations does not exceed 75% of the total revenues from taxes which would have been collected for the General Fund by the Issuer in calendar year 2005 if the Issuer had been in existence during all of 2005 and does not exceed, together with other contracts, notes, warrants and obligations of the Issuer for calendar year 2006 payable from the General Fund, the total anticipated revenues from taxes of the Issuer for the General Fund for calendar year 2006.

It is hereby certified, recited and declared that all acts, conditions and things required by the Constitution and laws of the State of Georgia to be done precedent to or as a condition to the issuance of this Note have been properly done, have happened and have been performed in the manner required by the Constitution and laws of the State of Georgia; that the tax levies in anticipation of which this Note is issued are or will be valid and legal levies; that the Issuer will use a sufficient amount of the proceeds of such tax levies and other available funds for the payment of this Note and the interest hereon; and that this Note, together with all other indebtedness of the Issuer, is within every debt or other limit provided by the Constitution and laws of the State of Georgia.

The Issuer has designated this note as a "qualified tax-exempt obligation" pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986. This note shall not be entitled to any benefit under the authorizing resolution and shall not become valid or obligatory for any purpose until it shall have been authenticated by execution by the Note Registrar by manual signature of the authentication certificate hereon endorsed.

This note shall be issued and maintained in a denomination of $100,000 or integral multiples of $5,000 in excess of $100,000, at all times.

All capitalized terms used but not defined herein shall have the meanings assigned to them in the Resolution.

IN WITNESS WHEREOF, the Issuer acting by and through its Governing Body, has caused this Note to be executed in its corporate name by the manual signature of the Mayor, and attested by the manual signature of the Clerk and the corporate seal of the Issuer to be impressed or imprinted hereon, all as of the date of original issue as shown above.

CITY OF SANDY SPRINGS, GEORGIA

By:_____
Mayor

(SEAL)

Attest:

_____
Clerk

CERTIFICATE OF AUTHENTICATION

This is the Note described in the within mentioned authorizing resolution of Mayor and Council of the City of Sandy Springs, Georgia adopted on January 3, 2006, as supplemented on January 5, 2006, and is hereby authenticated.

SUNTRUST BANK

By:_____
Title:

Date of Authentication: January __, 2006

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