

Exhibit A

**LEGAL NOTICE
OF
PUBLIC MEETING OF FOLEY CITY COUNCIL**

Regarding Economic Development Action Under Alabama Constitutional Amendment
No. 772
for
Cultural and Entertainment Facilities

Notice is hereby given that the City Council (the "City Council") of the City of Foley, Alabama (the "City") will meet in public session at 5:30 p.m. on Monday, December 2, 2013, in City Hall in the City for the purpose of consideration of the transaction of any business that may properly come before the City Council; such business to include, but not be limited to, the authorization by the City Council of a resolution (the "Resolution") authorizing the execution and delivery of a Funding Agreement by the City (the "Funding Agreement") with respect to the unconditional obligation of the City to pay the principal of, premium, if any, and interest on, the \$19,865,000 maximum principal amount Cultural and Entertainment Facilities Revenue Bonds (Federally Taxable), Series 2013 (the "Bonds") to be issued by The Cultural and Entertainment Facilities Cooperative District of the City of Foley, Alabama (the "District") under Chapter 99B of Title 11 of the Code of Alabama 1975 (the "Enabling Law") to finance a portion of the costs of the Project hereinafter referenced, as more particularly described hereinbelow.

The Funding Agreement will be executed and delivered by the City to the District, as issuer of the Bonds, and to The Bank of New York Mellon Trust Company, National Association, as trustee for the registered owners of the Bonds.

The District is a public corporation created by the City of Foley, Alabama and The Public Park and Recreation Board of the City of Foley, Alabama, under the Enabling Law, and the certificate of incorporation thereof is recorded in the office of the Judge of Probate of Baldwin County, Alabama.

The Bonds shall be issued to finance a portion of the costs of acquisition, construction and installation of “projects” (within the meaning of the Enabling Law; herein collectively the “Project”) to be located in the City of Foley and to include some or all of the following, as to be determined by the City and the District:

(i) public meeting, entertainment, event, and recreational facilities, including without limitation facilities or facility to serve as an auditorium, music hall, art center, athletic fields and sportsplex, and related municipal buildings for community activities of every kind and nature;

(ii) buildings, facilities and improvements for the accommodation of visitors and users to the facilities described in (i), including without limitation hotel and motel facilities and food service facilities;

(iii) roads, streets, public ways, sidewalks, lighting, facilities for the provision of water, sewer, gas and electric power service, facilities for waste disposal, facilities for public safety and security, drainage and flood control facilities and improvements, and related infrastructure improvements.

The Bonds are special, limited, obligations of the District payable solely from moneys provided by the City pursuant to the Funding Agreement with respect to the Bonds.

The Funding Agreement will be issued and delivered by the City simultaneously with the issuance of the Bonds and pursuant to Amendment No. 772 to the Constitution of Alabama of 1901, as amended, as a full faith and credit general obligation of the City, and will provide for payments by the City on dates and in amounts sufficient to provide for the payment of the principal of and interest on the Bonds when due and payable in

each fiscal year. The principal of and interest on the Bonds payable from amounts provided by the City under the Funding Agreement shall be determined upon sale of the Bonds and shall be set forth in the Funding Agreement. The City expects the aggregate amount to be paid in any single fiscal year by the City pursuant to the Funding Agreement for the Bonds shall not exceed \$2,500,000. The amounts payable by the City under the Funding Agreement are payable from all general revenues of the City lawfully available for such purpose. The Funding Agreement will be effective on the date of delivery of the Bonds and shall continue in effect until the date on which the Bonds are paid in full and retired.

The Bonds shall be payable in annual stated principal amounts on December 1 in each year during a period beginning on December 1, 2021 and ending no later than December 1, 2043.

The Bonds shall never constitute or give rise to an indebtedness or pecuniary liability payable from, or a charge against, the revenues, assets, credit, or taxing powers of the State of Alabama, or any political subdivision thereof (except as specifically undertaken by the City under the Funding Agreement) within the meaning of any constitutional provision or statutory limitation whatsoever.

The City seeks to achieve, by undertaking its obligations pursuant to the Funding Agreement, to promote the local economic, commercial and industrial development of the City and to increase employment in the City and to promote and develop for the public good and welfare trade, commerce, industry, and employment opportunities in the City. The public corporation to whom and for whose benefit the City proposes to lend its credit and grant public funds or thing of value is the District.

As noted, the proceeds of the Bonds (issued by the District and paid by the City) will finance only a portion of the costs of the Project. The balance of the costs of the Project will be paid by funds to be made available therefor under the New Market Tax Credit Program established under Section 45D of the Internal Revenue Code of 1986, as amended, with respect to federal income tax, and under applicable Alabama law with respect to state income tax (the "NMTC Program"). The NMTC Program requires that the Project be partially financed, and owned for the first seven years of the Project, by a private corporation or partnership designated as a "qualified active low-income community business" under said Section 45D (the "Qualified Business"). Under the NMTC Program, the Qualified Business will receive funds from private investors and will in turn apply such funds to the payment of the costs of the Project in accordance with the requirements of the NMTC Program. The combination of proceeds of the Bonds and the funds to be made available by the Qualified Business under the NMTC Program will be determined in such amounts as shall be sufficient to pay in full the costs of the Project. The private investors who provide such funds to the Qualified Business for the Project will receive credits against federal and state income taxes, as applicable, to the direct financial benefit of such investors. The use of the funds made available by the Qualified Business under the NMTC Program to pay a portion of the costs of the Project directly reduces the costs of the Project which the City would otherwise have to pay, by an amount equal to the amount of the funds so made available under the NMTC Program, and is therefore of direct financial benefit to the City and the taxpayers and citizens thereof.

During the first seven years of the Project, the Qualified Business will own the Project and lease the Project to the City. After such seven year period, title to the Project shall transfer to the City. At all times, the City shall have the right of use and possession of the Project, shall control and direct the management and operation of the Project, and shall receive all revenues from the Project.

As a result of the above financing program and the requirements of the NMTC Program, the private business entity to whom and for whose benefit the City proposes to lend its credit and grant public funds or thing of value is the Qualified Business. Except as described herein, no funds or revenues of the City shall be provided to the Qualified Business, or any other person or entity, for any use or purpose.

All interested persons may examine and review the Bonds, the Funding Agreement, and all relevant documents pursuant to which the Bonds are to be issued, and make copies thereof at personal expense, at the offices of the City Manager of the City in City Hall, Foley, Alabama, during normal business hours, before and after the meeting of the City Council referenced herein.

Further information concerning the information in this Notice may be obtained from the City Manager of the City at the offices thereof in City Hall during normal business hours.