

RESOLUTION AUTHORIZING A PROJECT AGREEMENT AMONG
THE CITY OF FOLEY, ALABAMA, ROHR, INC.,
AND BALDWIN COUNTY, ALABAMA AND RELATED BORROWING
AND ISSUANCE OF WARRANTS OR OTHER OBLIGATIONS

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FOLEY, ALABAMA (the "Council"), GOVERNING BODY OF THE CITY OF FOLEY, ALABAMA (the "City"), as follows:

Section 1. The City has heretofore, upon evidence duly presented to and considered by it, found and determined, and does hereby find, determine and declare that:

(a) ROHR, Inc., a Delaware corporation ("ROHR") owns certain industrial facilities in the City in Baldwin County (the "County") and currently employs approximately 798 persons in the City. The City and ROHR, along with the County, propose to execute and deliver a Development Agreement (the "Development Agreement") wherein, in order to induce the Corporation to further develop and expand its operation within the City and County, and to maintain at least the yearly average number of employees as defined in the Development Agreement for the time period set forth in the Development Agreement, the City desires, along with the County, to transfer funds to the Corporation to facilitate the expansion of its facilities within the City, and the City desires to enter into a line of credit, warrants or other loan transaction in the maximum amount of \$1,500,000, the proceeds of which will be used to fund the payments to be made by the City pursuant to the Development Agreement (the "Loan").

(b) The Development Agreement will be executed and delivered by ROHR, the City and the County.

(c) Pursuant to Amendment No. 772 and/or Amendment No. 750 to the Constitution of Alabama of 1901, as amended, the City has caused the Notice attached hereto as Exhibit A (the "Notice") to be published on May 4, 2016 in *The Foley Onlooker* with respect to certain actions proposed to be taken, including the Loan, and the Development Agreement proposed to be made and delivered, by the parties, to provide for the economic development of the City thereby. The information set forth in the Notice is true and correct and the publication of the Notice is hereby ratified and confirmed.

(d) The Development Agreement and information regarding the Loan have been made available for public inspection with respect to the transactions described in the Notice and the undertakings by the City in connection therewith.

(e) The expenditure of public funds and the Loan for the purposes specified in the Notice and the Development Agreement will serve a valid and sufficient public purpose, notwithstanding any incidental benefit accruing to any private entity or entities.

(f) The City seeks to achieve, by undertaking its obligations pursuant to the Development Agreement and the Loan, to promote the local economic and commercial development of the City; to promote the expansion and retention of business enterprise within the City; to increase employment in the City; to promote and develop for the public good and welfare trade, commerce, industry, and employment opportunities in the City; to increase the tax and revenue base of the City and property values of the City; and to promote the convenience, order, prosperity and welfare of its citizens. The increased tax revenues, additional economic activity, creation of new jobs and the other benefits will directly benefit the City.

(g) It is necessary, desirable, and in the best interests of the taxpayers and citizens of the City for the City to deliver and perform the agreements and undertakings of the City set forth in the Development Agreement and to enter into the Loan.

Section 2. The City does hereby approve, ratify and confirm (i) the form and content of, and the statements set forth in, the Notice and (ii) the publication of the Notice as set forth in Section 1 of this resolution.

Section 3. The City does hereby approve, adopt, authorize, direct, ratify and confirm the representations, agreements and covenants of the City set forth in, and the transactions to be undertaken by the City pursuant to, the Development Agreement.

Section 4. The Development Agreement is approved in substantially the form and the content attached hereto as Exhibit B.

Section 5. The Development Agreement presented to, considered and adopted by the City Council shall be filed in the permanent records of the City.

Section 6. The Mayor of the City is hereby authorized to execute, acknowledge and deliver on behalf of the City a Development Agreement in substantially the form attached hereto as Exhibit B, with any revisions thereto as may be approved by the Mayor of the City, with such execution and delivery to be conclusive proof of the Mayor's approval.

Section 7. The City does hereby approve the Loan and the issuance of its warrants or other obligations in the maximum amount of \$1,500,000 upon the terms attached hereto as Exhibit C and the officers of the City, or any one of them are hereby authorized to have an authorizing ordinance and such documents as are necessary for same prepared and submitted to the Council at a subsequent meeting.

Section 8. The officers of the City, or any one or more of them, are hereby authorized and directed to do and perform or cause to be done or performed in the name and on behalf of the City such other acts, and execute, deliver, file and record such other instruments, documents, certificates, notifications and related documents, all as shall be required by law or necessary or desirable to carry out the provisions and purposes of this Resolution and the Development Agreement.

Section 9.

(a) All ordinances, resolutions, orders, or parts thereof in conflict or inconsistent with any provision herein hereby are, to the extent of such conflict or inconsistency, repealed.

(b) This resolution shall take effect immediately.

EXHIBIT A
LEGAL NOTICE
(See Attached)

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

Regarding Economic Development Action Under Alabama Constitutional Amendment No. 772
and/or Alabama Constitutional Amendment No. 750
for
ROHR, Inc.

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 Thursday, May 19, 2016, 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 pursuant to Amendment No. 772 and/or Amendment No. 750 of the Constitution of Alabama of 1901, as amended, of a resolution (the “Resolution”) authorizing (i) the execution and delivery of a Project Agreement by the City (the “Project Agreement”) to be entered by the City, Baldwin County, Alabama (the “County”), and ROHR, Inc, and (ii) the City entering into a line of credit or other loan transaction, the proceeds of which will be used to fund the payments to be made by the City pursuant to the Project Agreement (the “Loan”).

The Project Agreement will be executed and delivered by the Corporation to the City and the County.

The Corporation is a private corporation that will design, manufacture and service aerospace and defense products, systems and components, and will be the direct beneficiary of the Project Agreement and the Incentive (as defined below).

The Corporation owns certain industrial facilities in the City and County and currently employs approximately 798 persons in the City and County. In order to induce the Corporation to further develop and expand its operations within the City and the County, and to maintain at least the yearly average number of employees as defined in the Project Agreement for the time period set forth in the Project Agreement, the City desires, along with the County, to transfer funds to the Corporation to facilitate the expansion of its facilities within the City and the County.

Pursuant to Amendment No. 772 and/or No. 750 of the Constitution of Alabama of 1901, as amended, and the Project Agreement, for the purpose of the economic development of the City, the City will enter into the Loan and provide to the Corporation certain City funds for the purpose of the improvements to the Corporation’s facilities located in the City.

As described in the Project Agreement, the City will expend up to \$1,500,000 for capital expenditures and related permitting, design and engineering costs to be incurred in connection with the development, expansion and equipping of the Project (as defined in Project Agreement) (the “Incentive”). The County and the State of Alabama will also each expend up to \$1,500,000 for the above described expenditures.

The Project Agreement and the Loan will be issued and delivered by the City pursuant to Amendment No. 772 and/or No. 750 to the Constitution of Alabama of 1901, as amended. The amounts payable by the City under the Project Agreement are payable from all general revenues of the City lawfully available for such purpose. The Project Agreement will be effective on the date of full execution and delivery of the Project Agreement.

The City seeks to achieve, by undertaking its obligations pursuant to the Project Agreement and the Loan, to promote the local economic and commercial development of the City; to promote the expansion and retention of business enterprise within the City; to increase employment in the City; to promote and develop for the public good and welfare trade, commerce, industry, and employment opportunities in the City; to increase the tax and revenue base of the City and property values of the City; and to promote the convenience, order, prosperity and welfare of its citizens. The increased tax revenues, additional economic activity, creation of new jobs and the other benefits will directly benefit the City and serve a valid and sufficient public purpose.

The City Council expects to determine at its public meeting that the grant of funds and things of value in connection with the transactions described above will serve a valid and sufficient public purpose, notwithstanding any incidental benefit accruing to the Corporation or any other private entity or entities.

All interested persons may examine and review the Project Agreement, the Loan and all relevant documents pursuant to which the Incentive is to be issued, and make copies thereof at personal expense, at the offices of the City Clerk 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 Clerk of the City at the offices thereof in City Hall during normal business hours.

EXHIBIT B
DEVELOPMENT AGREEMENT
(See Attached)

EXHIBIT C

1. Three year term, draw down taxable warrants or other obligations, with no origination fees, with Merchant Marine Bank.
2. 2.00% fixed interest rate or as otherwise approved by subsequent action of the City Council.

I, Vickey Southern, City Clerk of the City of Foley, Alabama, do hereby certify that the attached is a true and correct copy of the Resolution Authorizing a Project Agreement among the City of Foley, Alabama, ROHR, Inc., and Baldwin County, Alabama and related borrowing and/or warrants, duly passed by the City Council in their meeting of May 19, 2016, as to which proper notice was given and at which a quorum was in attendance and acting. I further certify that the said resolution has not been amended, repealed or revoked.

WITNESS my hand and seal of the City of Foley, Alabama, this the ____ day of _____, 2016.

[SEAL]

Vickey Southern,
City Clerk of the City of Foley, Alabama