

CERTIFICATE OF OFFICERS OF THE CITY OF FOLEY, ALABAMA

Line of Credit Agreement of even date by the City of Foley,
Alabama and The First, A National Banking Association

June __, 2020

The undersigned Mayor, Treasurer, and City Clerk of the City of Foley, Alabama (the "City") represent, certify and warrant as follows on the date hereof:

Article 1

General; Definitions

1. Delivery, Purpose, and Reliance

The City delivers this Certificate under the seal of the City on the date hereof simultaneously with the delivery of the above-referenced Line of Credit Agreement for reliance hereupon by The First, A National Banking Association for purposes thereof.

2. Incorporated Definitions

The City incorporates by this reference the meaning assigned in the Line of Credit Agreement to each capitalized term used without corresponding definition herein.

3. Defined Terms

Authorizing Resolution

Resolution No. _____ of the City attached hereto as
Exhibit A

Credit Agreement

Line of Credit Agreement of even date by the City and
the Lender

Lender

The First, A National Banking Association

Article 2

Certifications of Fact

1. The City

(a) The City is, and has been since 1915, organized and operating as a municipal corporation under the laws of the State of Alabama.

(b) The City has never, and no Person acting with or without the acquiescence of the City has ever, instituted or taken any proceeding for the dissolution of the City or any insolvency proceeding with respect to the City.

(c) The Mayor and the members of the governing body of the City have each duly qualified as required by Applicable Law to exercise and perform the duties of the respective office of the City held thereby.

2. Authorizing Resolution

(a) The governing body of the City duly adopted the Authorizing Resolution at a regular meeting thereof duly called, held and conducted on June __, 2020 in accordance with Applicable Law with quorum present and acting throughout.

(b) The Mayor of the City has duly approved the Authorizing Resolution.

(c) The Authorizing Resolution has not been amended or repealed and is in full force and effect.

(d) A true, complete and correct copy of the Authorizing Resolution is attached as Exhibit A.

3. Credit Documents

The undersigned Mayor, Treasurer, and City Clerk have executed, registered and delivered the Line of Credit Agreement and Warrant on the date hereof under the official corporate seal of the City.

4. Section 2.01 of Line of Credit Agreement

The City certifies that the representations and warranties of fact set forth in Section 2.01 of the Line of Credit Agreement on the part of the City are true and correct in all respects on the date hereof.

CERTIFICATION OF EXECUTION AND SIGNATURES

In Witness Whereof, each of the undersigned officers of the City of Foley, Alabama, certifies that such officer validly holds and executes the office set forth under the name thereof below, that the signature thereof hereon is the true and correct signature of such officer, and that such officer has executed this Certificate in the name and on behalf of the City, under seal, on the date hereof, having been duly authorized thereunto pursuant to the within-referenced Authorizing Resolution.

Mayor of the City of Foley, Alabama

Treasurer of the City of Foley, Alabama

City Clerk of the City of Foley, Alabama

EXHIBIT A

AUTHORIZING RESOLUTION