

STATE OF ALABAMA)

BALDWIN COUNTY)

CERTIFICATE OF CITY CLERK

March 1, 2021

I, the undersigned, do hereby certify that (1) I am the duly elected, qualified and acting City Clerk of the City of Foley, Alabama (the "Municipality"); (2) as Clerk of the Municipality I have access to all original records of the Municipality and I am duly authorized to make certified copies of its records on its behalf; (3) the attached pages constitute a complete, verbatim and compared copy of excerpts from the minutes of a regular meeting of the City Council of the Municipality duly held on March 1, 2021, the original of which is on file and of record in the minute book of the City Council in my custody, meeting; and (4) the Resolution set forth in such excerpts is a complete, verbatim and compared copy of such Resolution as introduced and adopted by the City Council on such date and is in full force and effect and has not been repealed, amended or changed.

IN WITNESS WHEREOF, I have hereunto set my hand as Clerk of the Municipality and have affixed the official seal of the Municipality on the above date.

City Clerk of the City of Foley, Alabama

SEAL

**EXCERPTS FROM THE MINUTES OF A REGULAR MEETING
OF THE CITY COUNCIL OF THE CITY OF FOLEY, ALABAMA**

**Resolution
for
General Obligation Warrants (Federally Taxable), Series 2021-A**

The City Council of the City of Foley, Alabama met in public session at City Hall in the City of Foley, Alabama, at 5:30 p.m. on March 4, 2021.

The meeting was called to order by the Council President and the roll was called with the following results:

Present: J. Wayne Trawick, Council President
 Vera J. Quaites
 Richard Dayton
 C. Rick Blackwell
 Charles J. Ebert III

Absent:

The Mayor, Hon. .Ralph G. Hellmich, was also present.

* * *

The Council President stated that a quorum was present and that the meeting was open for the transaction of business.

The Council President stated that notice of this meeting had been given in the manner provided by law.

* * *

Thereupon, the following Resolution was introduced in writing by the Council President and considered by the City Council:

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF GENERAL OBLIGATION WARRANTS (FEDERALLY TAXABLE), SERIES 2021-A, AND THE EXECUTION AND DELIVERY OF RELATED TRANSACTION DOCUMENTS

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FOLEY, ALABAMA as follows:

Section 1. Definitions

City	City of Foley, Alabama
Council President	President of the governing body of the City
Indenture	Indenture dated January 1, 2021, as supplemented by Series 2021-A Supplemental Indenture dated March 1, 2021, by the City and the Paying Agent
Mayor	Mayor of the City
Official Statement	Official Statement dated February 10, 2021 of the City with respect to the Warrants
Paying Agent	Regions Bank
Transaction Documents	The documents referenced in Section 2(b)
Underwriter	The Frazer Lanier Company, Incorporated
Warrants	General Obligation Warrants (Federally Taxable), Series 2021-A

Section 2. Authorization of Transactions and Documents

The City does hereby approve, adopt, authorize, direct, ratify and confirm:

(a) the issuance and sale of the Warrants to provide for (i) the refunding of outstanding long-term indebtedness of the City and (iii) payment of the costs of issuance of the Warrants;

(b) the representations of fact and covenants and agreements made by the City in, the terms and provisions of, and the transactions to be undertaken pursuant to, the following documents, in substantially the form and content as presented to the City (collectively, the "Transaction Documents");

(1) the Indenture;

(2) the Refunding Trust Agreement dated March 1, 2021 by the City and Regions Bank, as trustee;

(3) the Continuing Disclosure and Dissemination Agent Agreement dated the date of delivery by the City and Digital Assurance Certification, L.L.C.;

(4) the Purchase Agreement dated February 9, 2021 by the City and the Underwriter;

(5) any agreement, contract, document, instrument, notice or other proceeding determined by the City to be necessary, desirable or required by applicable law or any of the Transaction Documents to evidence, secure or give notice of the obligations of the City with respect to, the Warrants;

(c) the Official Statement, which the City does hereby find and determine is correct and does not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances in which they were made, not misleading;

(d) the seal impressed on this Resolution as the official corporate seal of the City.

**Section 3. Authorization and Direction of Execution, Authentication and Delivery;
Ratification**

(a) The Mayor, Finance Director, and City Clerk of the City are hereby authorized and directed, in the name and on behalf of the City:

(1) to execute, seal, attest and deliver the Transaction Documents with such changes (by addition or deletion) thereto as such officers shall approve and as shall not increase or extend the obligations of the City thereunder, which approval shall be conclusively evidenced by such execution as so provided;

(2) to execute, seal, and register (to the extent required) the Warrants in the form provided therefor in the Indenture and to deliver the Warrants to the Trustee;

(3) to execute and deliver the Official Statement;

(3) to execute, deliver, file and record such agreements, certificates, documents, instruments, and notices as may be necessary, desirable or required by applicable law, governmental authority, or the Indenture to comply with, or effect the purposes of, the Transaction Documents and provide for the exclusion of interest on the Warrants from State of Alabama income taxation

(b) All actions taken, and all agreements, certificates, documents, or notices executed and delivered, by any officer or legal representative of the City in connection with the Transaction Documents, or any action or transaction authorized thereby, are hereby approved, ratified and confirmed in all respects.

(c) The Paying Agent is hereby authorized and directed to authenticate and register the Warrants and to deliver the Warrants to, or as directed by the Underwriter as provided in the Indenture.

Section 4. General

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

(b) This Resolution shall be irrevocable and take effect immediately.

The foregoing Resolution is adopted on this 1st day of March, 2021.

Council President

S E A L

Attest: _____
City Clerk

* * * * *

Transmitted to and approved by the Mayor this 1st day of March 2021.

Mayor of the City of Foley, Alabama

After said Resolution had been discussed and considered in full by the Council, it was moved by Councilmember _____ that the Resolution be now placed upon its final passage and adopted. The motion was seconded by Councilmember _____. The question being put as to the adoption of said motion and the final passage and adoption of the Resolution, the roll was called with the following results:

Ayes: J. Wayne Trawick, Council President
 Vera J. Quaites
 Richard Dayton
 C. Rick Blackwell
 Charles J. Ebert III

Nays: None

The Council President thereupon declared said motion carried and the Resolution passed and adopted as introduced and read.

* * * *

There being no further business to come before the meeting, it was moved and seconded that the meeting be adjourned. Motion carried.

Approval of Minutes and Waiver of Notice

Each of the undersigned does hereby approve, and waive notice of, the date, time, place and purposes of the meeting of the City Council of the City of Foley, Alabama recorded in, the above and foregoing minutes thereof and does hereby approve the form and content of the above and foregoing minutes and Resolution therein.

Council President

Member of the City Council

Member of the City Council

Member of the City Council

Member of the City Council

S E A L

Attest: _____
City Clerk