

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

[Approval of Disclosure Controls and Procedures]

The City Council of the City of Foley, Alabama met in regular public session at City Hall in the City of Foley, Alabama, at _____ p.m. on November 20, 2014.

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

Present: J. Wayne Trawick
 Ralph G. Hellmich
 Rick Blackwell
 Charles J. Ebert III
 Vera J. Quaite

Absent: _____

* * *

The Mayor, Hon. John E. Koniar, was also present.

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

* * *

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

A RESOLUTION APPROVING DISCLOSURE CONTROLS AND PROCEDURES AND CERTAIN RELATED MATTERS

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

Section 1. The City Council has found and determined, and does hereby find, determine and declare as follows:

(a) When City of Foley, Alabama, a municipal corporation organized under the laws of the State of Alabama (the "City"), issues general obligation or revenue bonds, warrants, notes or other obligations or when the City is committed by contract or other arrangement to support payment of all or part of the debt service on bonds, warrants, notes or other obligations, the City typically prepares a preliminary offering statement and a final offering statement and the City typically agrees to comply with the continuing disclosure filing requirements of Rule 15c2-12 of the United States Securities and Exchange Commission (the "SEC").

(b) In order to ensure compliance with the City's disclosure obligations under federal securities laws, the City Council of the City desires to adopt disclosure controls and procedures for reviewing, updating and maintaining such offering statements and continuing disclosure filings and to approve certain related matters.

Section 2.

(a) The City Council of the City does hereby approve, authorize, ratify and confirm the "Disclosure Controls and Procedures" in substantially the form attached hereto as Exhibit A and presented to the City Council of the City at this meeting, and, by adopting such disclosure controls and procedures and by requiring staff of the City to adhere to such disclosure controls and procedures, the City hereby formalizes appropriate controls and procedures to ensure compliance with the City's disclosure obligations under the federal securities laws.

(b) The City Council of the City hereby (a) designates the Mayor and City Clerk to implement such disclosure controls and procedures and (b) authorizes the Mayor and City Clerk, on a periodic basis, to review such disclosure controls and procedures basis and, as necessary, to update them.

Section 3. The officers of the City and any person or persons designated and authorized by any officer of the City to act in the name and on behalf of the City, or any one or more of them, are authorized to do and perform or cause to be done and performed in the name and on behalf of the City such other acts, to pay or cause to be paid on behalf of the City such related costs and expenses, and to execute and deliver or cause to be executed and delivered in the name and on behalf of the City such other notices, requests, demands, directions, consents, approvals, orders, applications, certificates, agreements, further assurances, or other instruments or communications, under the corporate seal of the City, or otherwise, as they or any of them may deem necessary, advisable, or appropriate in order (a) to carry into effect the intent of the provisions of this resolution and the disclosure controls and procedures approved hereby and (b) to demonstrate the absence of any pending or threatened litigation with respect to the City's outstanding bonds, warrants, notes or other obligations or any outstanding bonds, warrants, notes or other obligations with respect to which the City is committed by contract or other arrangement to support payment of all or part of the debt

service, including by means of self-reporting under the SEC's Municipalities Continuing Disclosure Cooperation Initiative by completing an appropriate questionnaire and submitting it to the SEC within the appropriate time period.

Section 4. Each act of any officer or officers of the City or any person or persons designated and authorized to act by any officer of the City, which act would have been authorized by the foregoing provisions of this resolution except that such action was taken prior to the adoption of this resolution, is hereby ratified, confirmed, approved and adopted.

Section 5.

(a) All ordinances, orders or resolutions of the City, or any part or provision of any thereof, in conflict or inconsistent with the provisions of this resolution are hereby, to the extent of such conflict or inconsistency, repealed.

(b) This resolution shall take effect immediately.

Duly passed and adopted this 20th day of November, 2014.

President of the City Council of the City
of Foley, Alabama

SEAL

Attest:

-
City Clerk

Transmitted to and approved by the Mayor this ____ day of November, 2014.

Mayor of the City of Foley, Alabama

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

Ayes: J. Wayne Trawick
 Ralph G. Hellmich
 Rick Blackwell
 Charles J. Ebert III
 Vera J. Quaites

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.

Minutes approved:

Mayor

Member of Council

Member of Council

Member of Council

Member of Council

Member of Council

SEAL

Attest:

City Clerk

STATE OF ALABAMA

BALDWIN COUNTY

CERTIFICATE OF CITY CLERK

I, the undersigned, do hereby certify that: (1) I am the duly elected, qualified and acting Clerk of the City of Foley, Alabama (the "City"), (2) as City Clerk of the City I have access to all original records of the City and I am duly authorized to make certified copies of its records on its behalf, (3) the above and foregoing pages constitute a complete, verbatim and compared copy of excerpts from the minutes of a special meeting of the City Council of the City duly held on November 20, 2014, the original of which is on file and of record in the minute book of the City Council in my custody, (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 (5) said resolution 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 City of Foley, Alabama, and have affixed the official seal of the City, this _____ day of November, 2014.

Clerk of the City of Foley, Alabama

SEAL