

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

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**[Approval of Special Agreement with The City of Foley  
Public Facilities Cooperative District]**

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The City Council of the City of Foley, Alabama met in special public session at City Hall in the City of Foley, Alabama, at 5:30 p.m. on April 18, 2016.

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. Quaites

Absent:           None

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

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

## RESOLUTION

### A RESOLUTION AUTHORIZING A SPECIAL AGREEMENT BY THE CITY OF FOLEY, ALABAMA AND THE CITY OF FOLEY PUBLIC FACILITIES COOPERATIVE DISTRICT AND REGIONS BANK, AS TRUSTEE

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

Section 1. The Council, upon evidence duly presented to and considered by it, has found and determined, and does hereby find, determine and declare as follows:

(a) The City and The City of Foley Public Facilities Cooperative District (the "District") have prepared that certain Special Agreement to be dated the date of delivery (the "Special Agreement"), as set forth in Exhibit A hereto, for the purposes referenced therein.

(b) The delivery and performance of the Agreement will produce direct economic benefits to the City.

Section 2. The Council does hereby approve, adopt, authorize, direct, ratify and confirm:

(a) the agreements, covenants, and undertakings of the City set forth in the Special Agreement, and

(b) the terms and provisions of the Special Agreement, in substantially the form and of substantially the content as set forth in Exhibit A hereto, with such changes thereto (by addition or deletion) as the Mayor shall approve and as shall not increase the amount or the term of the obligations of the City thereunder, which approval shall be conclusively evidenced by execution and delivery of the Special Agreement as hereinafter provided.

Section 3. (a) The Mayor is hereby authorized and directed to execute and deliver the Special Agreement for and on behalf of and in the name of the City. The City Clerk is hereby authorized and directed to affix the official seal of the City to the Special Agreement and to attest the same.

(b) The Mayor and the officers of the City are each hereby authorized and directed to take all such actions, and execute, deliver and perform all such agreements, documents, instruments, notices, and petitions and proceedings, with respect to the Special Agreement, as the Mayor and such officers shall determine to be necessary or desirable to carry out the provisions of this resolution or the Special Agreement or duly and punctually observe and perform all agreements and obligations of the City under the Special Agreement.

Section 4. All prior actions taken, and agreements, documents or notices executed and delivered, by the Mayor or any officer or member of the Council or other representative of the City, in connection with the agreements, covenants, and undertakings of the City hereby approved, or in connection with the preparation of the Special Agreement and the terms and provisions thereof, are hereby approved, ratified and confirmed.

Section 5. All ordinances, resolutions, orders, or parts of any thereof, of the Council in conflict, or inconsistent, with any provision of this resolution hereby are, to the extent of such conflict or inconsistency, repealed.

Section 6. This resolution shall take effect immediately.

**Exhibit A**

**Special Agreement**

Duly passed and adopted this 18<sup>th</sup> day of April, 2016.

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

SEAL

Attest: \_\_\_\_\_  
City Clerk

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Transmitted to and approved by the Mayor on this 18<sup>th</sup> day of April, 2016.

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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 said 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 said resolution, the roll was called with the following results:

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

Nays:                    None

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

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

Minutes approved:

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Council President

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Member of Council

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Member of Council

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Member of Council

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Member of Council

S E A L

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 April 18, 2016, 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 28th day of April, 2016.

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Clerk of the City of Foley, Alabama

SEAL