

RESOLUTION 17-13

A RESOLUTION AUTHORIZING THE ISSUANCE OF THE CITY'S \$600,000 PROMISSORY NOTE FOR THE PURPOSE OF FINANCING THE ACQUISITION OF CERTAIN PROPERTY LOCATED WITHIN THE CITY

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MILLBROOK, ALABAMA (the "Council"), as follows:

Section 1. Findings of Fact. The Council has determined and hereby finds and declares that the following facts are true and correct:

(a) The Council has resolved that the City of Millbrook, Alabama (the "City") shall purchase certain property (the "Property") pursuant to Resolution No. 17-01, approved on January 10, 2017;

(b) The Council has found and determined that the City would be required to make significant capital expenditures relating to the acquisition of the Property, and the City intends to issue its tax-exempt indebtedness for the purpose of financing such capital expenditures for the acquisition of the Property;

(c) The City plans to issue its Promissory Note in the principal amount of \$600,000 (the "Note") to First Community Bank (the "Bank") to be secured as a general obligation of the City, the proceeds of which will be used for the purpose of financing the acquisition of the Property;

(d) The Council has determined that it is necessary and advisable to approve the issuance of the Note and such other documents as are necessary to achieve the purposes as set forth in this Resolution.

Section 2. Official Intent. The Council hereby declares its official intent to reimburse prior expenditures relating to the above-referenced purposes with proceeds from the issuance of the Note pursuant to Treasury Regulation Section 1.150-2.

Section 3. Authorization of Note. There is hereby authorized to be issued by the City its tax-exempt Promissory Note in the principal amount of \$600,000 in substantially the form set forth in Exhibit "A" hereto with such changes as shall be deemed necessary by the Mayor, under the terms, conditions, and provisions set forth in the Note, to be secured as a general obligation of the City. The Mayor is authorized to execute the Note on behalf of the City, and the City Clerk is hereby authorized to and directed to cause the corporate seal of the City to be imprinted on the Note, and to attest, by manual signature, as necessary, the seal and the Note. The Treasurer is hereby authorized to register the Note in the records maintained by the Treasurer, as a claim against the City. The said officers are hereby directed to cause the Note to be executed, sealed and registered in the manner provided by this section.

Section 4. Qualified Tax-Exempt Obligation. The City hereby designates the Note

as a “qualified tax-exempt obligations” of the City for purposes of Section 265(b)(3)(B)(i)(III) of the Internal Revenue Code. The City certifies, as to itself, all subordinate entities and all entities which issue obligations on behalf of the City, that the total amount of tax-exempt obligations heretofore issued and reasonably anticipated to be issued by the City and such other entities during fiscal year 2017 will not exceed \$10,000,000.00. The Mayor and the City Clerk shall execute and deliver an appropriate certificate of the City (the “Tax Compliance Certificate”) with respect to the Note and will comply with all applicable provisions of the Internal Revenue Code (including, without limitation, the provisions relating to post-issuance actions) to the extent necessary to maintain the intended treatment of the Note under the federal income tax law.

Section 5. Authorization of Financing Documents. The Mayor and such other proper officers of the City are hereby authorized and directed to execute and deliver such other documents, instruments and certificates (the “Financing Documents”) and to take such further actions as shall be necessary to carry out the provisions of this resolution and the agreements authorized hereby.

Section 6. Severability. The provisions of this resolution are hereby declared to be severable. In the event any court of competent jurisdiction should hold any provision hereof to be invalid or unenforceable, such holding shall not invalidate or render unenforceable any other provisions of this ordinance.

Section 7. Effective Date. This resolution shall become effective upon its approval as provided by law.

ADOPTED this 28th day of March, 2017.

Council President

ATTEST:

City Clerk

EXHIBIT “A”

Form of Promissory Note

CERTIFICATE OF CITY CLERK

The undersigned duly elected, qualified and acting City Clerk of the City of Millbrook hereby certifies that: (1) the above and foregoing pages constitute a complete, verbatim and compared copy of excerpts from all those parts of the minutes of a regular meeting of the City Council of the City duly held on March 28, 2017, pertaining to the matters therein referred to, the original of which is on file and of record in the minute book of the City Council in my custody; and (2) the resolutions set forth in such excerpts are complete, verbatim and compared copies of such resolutions as introduced and adopted by the City Council on such date and have not been repealed, amended, or changed.

IN WITNESS WHEREOF, I have hereunto set my hand as City Clerk of the City of Millbrook and have affixed the official seal of the City of Millbrook, this 28th day of March, 2017.

City Clerk of the City of Millbrook, Alabama

S E A L