
EXCERPTS FROM THE MINUTES OF A REGULAR MEETING
OF THE BALDWIN COUNTY COMMISSION

The Baldwin County Commission (the "Commission"), the governing body of Baldwin County (the "County"), met in public session at the Baldwin County Administration Building, County Commission Chambers, located at 322 Courthouse Square in the City of Bay Minette at 8:30 a.m. on the 20th day of July, 2021. The meeting was called to order by the Chairman, and the roll was called with the following results:

Present: Joe Davis III, Chairman
 Billie Jo Underwood
 Charles F. "Skip" Gruber
 James E. Ball

Absent: None

* * *

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

* * *

Thereupon, the following resolution and order was introduced in writing by the Chairman, and considered by the County Commission:

A RESOLUTION APPROVING THE EXECUTION AND DELIVERY OF A FIRST SUPPLEMENTAL LEASE AGREEMENT BETWEEN THE COUNTY AND THE PUBLIC BUILDING AUTHORITY OF BALDWIN COUNTY, ALABAMA ("PBA") IN CONNECTION WITH THE ISSUANCE, SALE AND DELIVERY BY THE PBA OF ITS \$19,735,000 PRINCIPAL AMOUNT OF BUILDING REVENUE WARRANTS, SERIES 2021 (JAIL PROJECT), TO BE DATED THE DATE OF DELIVERY

BE IT RESOLVED BY THE COUNTY COMMISSION (the "Commission") OF BALDWIN COUNTY (the "County"), as follows:

1. The Commission has found and determined that it is in furtherance of its essential governmental function to operate a public jail, and that it is further necessary for the Commission to complete the acquisition, construction, and equipping of the new jail facility begun last year with the proceeds of the Authority's Building Revenue Warrants, Series 2020 (Jail Project) (collectively the "Project"). The Commission does hereby further find and determine as follows:

(a) The Baldwin County Public Building Authority (the "Authority") was heretofore incorporated pursuant to ALA. CODE § 11-15-1 et seq. (1975) by an approving resolution of the Commission, and its Certificate of Incorporation was duly filed for record thereafter in the Office of the Judge of Probate of Baldwin County.

(b) The Authority, its Certificate of Incorporation and the approving resolution are hereby ratified, certified and approved. The current appointments to the Authority's Board of Directors, which may be expired, are extended to the date hereof and further ratified, confirmed and approved as follows for the terms ending on the dates indicated below:

| | |
|-----------------|-------------------|
| Locke Williams | February 18, 2026 |
| Donna Givens | February 18, 2024 |
| Harry B. Archer | February 18, 2022 |

(c) The Commission is considering this resolution in connection with the issuance of \$19,735,000 aggregate principal amount of Building Revenue Warrants, Series 2021 (Jail Project), dated the date of delivery (the "Series 2021 Warrants") by the Authority, issued pursuant to that certain First Supplemental Indenture dated as of July 27, 2021, supplementing the Mortgage Indenture and Deed of Trust dated March 5, 2020 (collectively the "Indenture") between the Authority and Regions Bank, as trustee (the "Trustee").

(d) Contemporaneously with and as a condition to the issuance of the Series 2021 Warrants, the Authority and Baldwin County, Alabama (the "County"), will enter into a First Supplemental Lease Agreement dated as of July 27, 2021, supplementing the Lease Agreement dated March 5, 2020 (collectively the "Lease"), pursuant to which the Authority will agree to lease the Project (as defined in the Indenture) to the County for a term not longer than the current fiscal year of the County ending on September 30, 2021; provided, however, that the Lease shall contain a grant to the County of successive options to renew the Lease annually until the Series 2021 Warrants are paid. Pursuant to the Lease, but only during the term thereof (including any renewal terms), the County will pay to the Authority from its available general revenues basic

rentals sufficient to pay the principal of and the interest on the Series 2021 Warrants due during the term of the Lease.

(e) The Commission agrees with the Authority for purposes of maintaining the federal tax exemption on the Series 2021 Warrants that no federal prisoners will be held at the Project. The Commission will house any federal prisoners at the County's other public jail facility, which can accommodate approximately 651 prisoners at any time, which is more than reasonable and sufficient to house the approximately 120 federal prisoners that the County houses on average each month.

(f) The Series 2021 Warrants will be secured by a non-foreclosable mortgage lien on the Project, an assignment of the rights of the Authority under the Lease and by a pledge of the revenues and receipts derived by the Authority from the leasing or, under certain circumstances, the sale of the Project; provided, that the said mortgage of the Project contained in the Indenture will not be subject to foreclosure.

(g) The Series 2021 Warrants is to be issued for the purposes of (i) completing the acquisition, construction, and equipping of the new county public jail facility for local prisoners only and related improvements on property transferred to the Authority by the County (collectively the "Series 2021 Improvements"), and (ii) paying issuance expenses.

2. The Commission does hereby approve, adopt, authorize, ratify and confirm the following:

(a) the financing, acquisition, construction, equipment, operation and maintenance of a new county jail facility to serve the essential governmental function of providing a county jail for prisoners other than federal prisoners and

(b) the terms and provisions of the Lease between the Authority and the County, and the terms of the Indenture with respect to the County. The Chairman and Administrator are authorized to execute, seal, deliver and attest the Lease and the County Government Bond Financing Review Form, copies of which have been presented to and considered at this meeting.

3. The documents described in Section 2 of this resolution (herein collectively the "Financing Documents") are approved in substantially the form and of substantially the content as the Financing Documents presented to and considered by the Commission. Copies of the Financing Documents are ordered to be inserted in the permanent records of the County.

4. The Lease, with such changes or additions thereto or deletions therefrom as the Chairman shall approve, which approval shall be conclusively evidenced by his executing the same.

5. The Chairman of the County is hereby authorized and directed to execute, acknowledge and deliver the Lease for and on behalf of and in the name of the County. The County Administrator is hereby authorized and directed to attest the same. Any prior execution of the Lease by any of the aforesaid officers is hereby ratified and confirmed.

6. The transfer of the property for the Project is hereby ratified, adopted, and confirmed and made in furtherance of the power of the County under Ala. Code § 11-15-16 (1975).

7. The Chairman and the County Administrator, or either of them, are hereby authorized and directed to manually execute, deliver and file such related contracts, documents, certificates, and financing and security agreements, as may be necessary or desirable to carry out the provisions of this resolution or complete the financing herein authorized; and execute and deliver to the purchasers and to the attorneys approving the legality of the Series 2021 Warrants such certified copies of proceedings of the County and

such documents, contracts, closing papers, proofs and statements containing such representations of fact and law as may be necessary to demonstrate the validity of the Series 2021 Warrants and the Financing Documents, the absence of any pending or threatened litigation with respect to the Series 2021 Warrants and such instruments or any matter referred to therein or in this resolution, the exclusion of interest on the Series 2021 Warrants from gross income for federal income taxation, and the exemption of interest on the Series 2021 Warrants from State of Alabama income taxation.

8. Construction of the Project is ordered to proceed with all due diligence in accordance with the plans and specifications heretofore approved by the County. All such action heretofore taken with respect to the Project is hereby ratified, adopted, and confirmed. The County agrees to construct the Project in accordance with the requirements set forth in the Lease and the Non-Arbitrage Certificate.

9. The County may cause a validation notice to be published pursuant to Ala. Code 11-15-10 (1975) in the Press-Register and the Gulf Coast Media newspapers. Such publication is approved by the County, and the County reports that as of this date that the Authority and the County have not received any notice of any civil actions thereunder.

10. If any space in the Project becomes vacant following its construction and operation, the County shall not enter into any lease or rental agreement for similar space until all space in the Project has been filled.

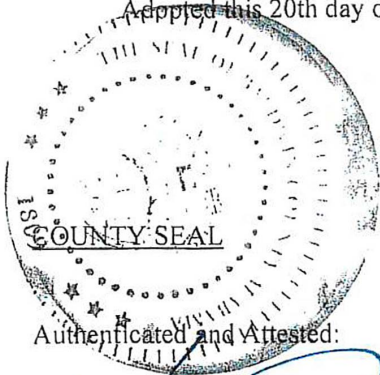
After said resolution and order had been discussed and considered in full by the Commission, it was moved by Commissioner Ball that said resolution and order be now adopted. The motion was seconded by Commissioner Underwood. The question being put as to the adoption of said motion and the passage and adoption of said resolution and order, the roll was called with the following results:

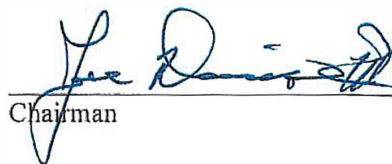
Ayes: Joe Davis III, Chairman
Billie Jo Underwood
Charles F. "Skip" Gruber
James E. Ball

Nays: None

The Chairman thereupon declared said motion carried and the resolution and order passed and adopted as introduced and read.

Adopted this 20th day of July, 2021.




Chairman

Authenticated and Attested:

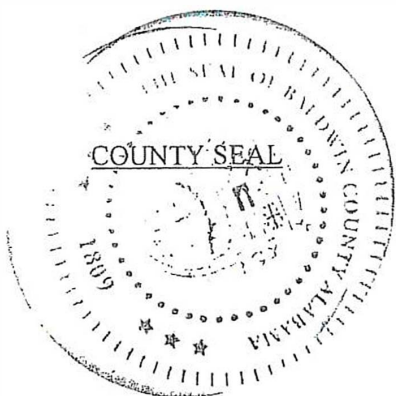

County Administrator


* * *

CERTIFICATE OF CHAIRMAN

I, the undersigned, do hereby certify as follows: (1) I am the duly elected, qualified and acting Chairman of the County Commission of Baldwin County, Alabama (the "County"), (2) as such I have access to all original records of the County 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 regular meeting of the County Commission duly held on July 20, 2021, the original of which is on file and of record in the minute book of the County Commission 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 County Commission 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 Chairman and have affixed the official seal of the County this 20th day of July, 2021.




Chairman