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

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The Baldwin County Commission (the "County Commission"), the governing body of Baldwin County, met in regular public session at the Baldwin County Administration Building, County Commission Chambers, located at 322 Courthouse Square in Bay Minette, Alabama at 8:30 a.m. on the 16<sup>th</sup> day of December, 2014. The meeting was called to order by the Chairman, and the roll was called with the following results:

Present: Charles F. Gruber, Chairman  
J. Tucker Dorsey  
Chris Elliott  
Frank Burt, Jr.

Absent: None

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

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The following resolution and order was introduced in writing and its immediate adoption was moved by Comm. J. Tucker Dorsey and the resolution and order was read in full and considered by the County Commission:

**RESOLUTION AND ORDER 2015 - 057**

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**A RESOLUTION AND ORDER CONFIRMING THE CONTINUED LEVY AND COLLECTION OF BALDWIN COUNTY'S ALA. CODE § 40-12-4 ET SEQ. (1975) SALES AND USE TAX AND ACT NO. 83-532 SALES AND USE TAX THROUGH THE FINAL MATURITY OR PRIOR PAYMENT OF THE COUNTY BOARD OF EDUCATION OF BALDWIN COUNTY'S PROPOSED REFUNDING SCHOOL WARRANTS, SERIES 2015 TO WHICH THE AFORESAID SALES AND USE TAXES WILL BE PLEDGED THEREBY**

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WHEREAS, the County Commission has heretofore levied a special privilege license and excise tax exclusively for educational purposes (collectively the "School Tax") under ALA. CODE § 40-12-4 et seq. (1975) pursuant to ordinances and resolutions heretofore adopted on December 20, 1988, March 5, 1991, June 6, 1991, March 1, 2005 and August 21, 2012 (the "School Tax Resolution"); and

WHEREAS, the County Board of Education of Baldwin County (the "Board") has heretofore issued its \$150,000,000 Capital Outlay School Warrants, Series 2007, dated July 1, 2007 (the "Series 2007 Warrants") pursuant to a resolution duly adopted by the Board on June 21, 2007; and

WHEREAS, the Series 2007 Warrants were secured solely by the Board's portion of the proceeds of an additional sales tax levied in the County pursuant to Act No. 83-532 adopted at the 1983 Regular Session of the Alabama Legislature, as amended by Act No. 84-523 (the "1983 Sales Tax").

WHEREAS, the Board has proposed to issue its Refunding School Warrants, Series 2015, to be dated either January 1, 2015 or the date of issuance (the "Series 2015 Warrants") pursuant to Act No. 2011-631 adopted at the 2011 Regular Session of the Alabama Legislature, codified as ALA. CODE § 16-13-300 et seq. (1975), for the purpose of providing for the prior payment of certain of the Series 2007 Warrants (the "Refunded Series 2007 Warrants") by advance refunding and redeeming a portion thereof on July 1, 2017 pursuant to the terms of a Refunding Trust Agreement dated as of January 1, 2015 between the Board and Regions Bank; and

WHEREAS, the Board has heretofore pledged the School Tax, along with the 1983 Sales Tax and the five mill ad valorem tax hereinafter described to the payment of its \$39,860,000 original principal amount Refunding School Warrants, Series 2012, dated September 1, 2012 (the "Series 2012 Warrants"); and

WHEREAS, the County Commission, pursuant to resolutions duly adopted on August 21, 2012, heretofore agreed to continue to levy the School Tax and the 1983 Sales Tax until such time as the entire principal of, premium (if any) and interest on the Series 2012 Warrants was paid in full or provision for the payment thereof duly provided for. The Series 2012 Warrants have a final maturity date of June 1, 2029 and are outstanding in the remaining principal amount of \$36,645,000; and

WHEREAS, the Board anticipates that the advance refunding and redemption of the Refunded Series 2007 Warrants on July 1, 2017, will result in substantial present value debt service savings; and

WHEREAS, the Board has proposed to pledge the following taxes to the payment of the Series 2015 Warrants:

- (1) the School Tax; and
- (2) the five mill county-wide ad valorem tax levied in the County pursuant to Amendment No. 162 to the Alabama Constitution of 1901, as amended (the "Five Mill Tax"); and
- (3) the 1983 Sales Tax.

WHEREAS, in connection with the proposed issuance of the Series 2015 Warrants and the simultaneous advance refunding and redemption of the Refunded Series 2007 Warrants, the Board has requested that the County Commission agree to continue to levy the School Tax and the 1983 Sales Tax until such time as the entire principal of, premium (if any) and interest on the Remaining Series 2007 Warrants, the Series 2012 Warrants and the Series 2015 Warrants shall have been paid in full or provision for the payment thereof duly provided for. The Series 2015 Warrants have an expected final maturity date of June 1, 2033, and the final maturity date of the Series 2007 Warrants, will remain July 1, 2037.

WHEREAS, the proposed Preliminary Official Statement to be issued by the Board has been provided to the County Commission and shall be attached to this resolution and order.

NOW THEREFORE, BE IT RESOLVED AND ORDERED BY THE BALDWIN COUNTY COMMISSION (the "County Commission"), the governing body of Baldwin County, Alabama (the "County"), as follows:

Section 1. The foregoing "WHEREAS" clauses are hereby incorporated herein by reference.

Section 2. Those certain ordinances and resolutions heretofore adopted by the County Commission on December 20, 1988, March 5, 1991, June 6, 1991, March 1, 2005 and August 21, 2012 (collectively the "School Tax Resolution") levying a special privilege license and excise tax (the "School Tax") for public school purposes in the County pursuant to ALA. CODE § 40-12-4 et seq. (1975) are hereby approved, ratified, confirmed and supplemented.

Section 3. That certain resolution heretofore adopted by the County Commission on August 21, 2012 (the "1983 Sales Tax Resolution") levying a special privilege license and excise tax (the "1983 Sales Tax") for public school purposes pursuant to Act No. 83-532 adopted at the 1983 Regular Session of the Alabama Legislature, as amended by Act No. 84-523, is hereby ratified, adopted and confirmed

Section 4. Anything herein to the contrary notwithstanding, the actions taken or contemplated herein with respect to the School Tax and the 1983 Sales Tax shall in no way be construed or read to extend the 1% sales tax levied pursuant to the Constitutional Amendment approved at the election held on November 6, 2012, which sales tax expires on May 31, 2018.

Section 5. The County Commission acknowledges and agrees that the proceeds of the School Tax and the 1983 Sales Tax are required to be distributed to the Chief School Financial Officer of the Board.

Section 6. The County Commission further acknowledges that the Board has determined that it is necessary and desirable to issue its Refunding School Warrants, Series 2015 (the "Series 2015 Warrants") pursuant to Act No. 2011-631 adopted at the 2011 Regular Session of the Alabama Legislature, codified as ALA. CODE § 16-13-300 et seq. (1975) for the purposes of (1) advance

refunding and redeeming a portion of the Series 2007 Warrants on July 1, 2017 and (2) paying issuance expenses, all as shall be set forth in the proceedings of the Board authorizing the issuance of the Series 2015 Warrants, and that it is further necessary and desirable for the Board to pledge to the payment thereof, along with the Five Mill Tax, the proceeds of the 1983 Sales Tax and the proceeds of the School Tax.

Section 7. Until such time as the entire principal of, premium (if any) and interest on the Series 2015 Warrants, the Series 2012 Warrants and the Remaining Series 2007 Warrants (and any obligations issued to refund any of the foregoing) shall have been paid in full or provision for the payment thereof duly provided for, (1) the County Commission shall continue to levy and to provide for the assessment and collection of the School Tax and the 1983 Sales Tax at rates not less than those presently provided for in the School Tax Resolution and the 1983 Sales Tax Resolution, (2) the proceeds of the School Tax and the 1983 Sales Tax shall be distributed as provided under applicable law to the Board, and (3) the School Tax and the 1983 Sales Tax shall be used as provided under applicable law for public school purposes, including payment of the principal of, premium (if any) and interest on the Series 2015 Warrants, the Series 2012 Warrants and the Remaining Series 2007 Warrants.

Section 8. The provisions of the School Tax Resolution and the 1983 Sales Tax Resolution, as hereby confirmed and supplemented by this resolution, shall constitute a contract with the holders from time to time of the Series 2015 Warrants.

Section 9. This resolution and order shall become effective on the date of adoption hereof.

After said resolution and order had been discussed and considered in full by the County Commission, it was moved by Commissioner Dorsey that said resolution and order be now adopted. The motion was seconded by Commissioner Elliott. 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: Charles F. Gruber, Chairman  
J. Tucker Dorsey  
Chris Elliott  
Frank Burt, Jr.

Nays: None

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

Adopted this 16<sup>th</sup> day of December, 2014.



Charles F. Gruber  
CHARLES F. GRUBER, Chairman

Attest: Kimberly W. Creech  
KIMBERLY W. CREECH, County Clerk/Treasurer

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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.

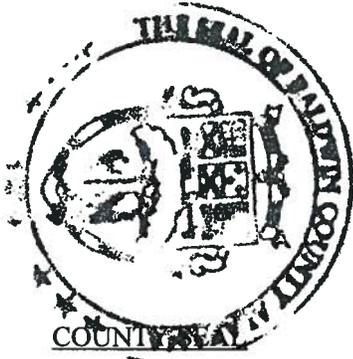
Minutes approved:

  
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CHARLES F. GRUBER, Chairman

  
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CHRIS ELLIOTT, Commissioner

  
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J. TUCKER DORSEY, Commissioner

  
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FRANK BURT, JR., Commissioner



Authenticated and Attested:

  
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KIMBERLY W. CREECH, County Clerk/Treasurer

**CERTIFICATE OF CHAIRMAN**

I, the undersigned, do hereby certify that I am the duly elected, qualified and acting Chairman of the Baldwin County Commission. I do further certify that as Chairman of the Baldwin County Commission 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, the above and foregoing pages constitute a complete, verbatim and compared copy of excerpts from the minutes of a regular meeting of the Baldwin County Commission duly held on the 16<sup>th</sup> day of December, 2014, the original of which is on file and of record in the minute book of the Baldwin County Commission in my custody, the resolution and order set forth in such excerpts is a, verbatim and compared copy of such resolution and order as introduced and adopted by the County Commission on such date, and said resolution and order 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 of the Baldwin County Commission this 16<sup>th</sup> day of December, 2014.

  
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Chairman