

MEETING OF THE
MAYOR AND CITY COUNCIL
OF HAMILTON, ALABAMA

December 13, 1988

The Mayor and City Council of the City of Hamilton, Alabama, met in regular session on Tuesday, December 13, 1988, at 6:00 P.M. in the Council Room of the City Hall Building. Those present were as follows:

Mayor: E. T. Sims, Jr.

Council: Larry Nix
Thomas Peoples
Randy Sanderson
Paul Stidham
Randal Stidham

Clerk: Barbara Partain

Councilman Thomas Peoples introduced the following ordinance in writing:

ORDINANCE NO. 469

BE IT ORDAINED by the Mayor and City Council of the City of Hamilton, Alabama, as follows:

Section 1. Findings. The Mayor and City Council (herein together called the "Council") of the City of Hamilton, Alabama (herein called the "City") have found and ascertained and do hereby declare as follows:

(a) in order to finance the costs of purchasing various items of equipment for the City and also to pay certain extraordinary expenses of operating the City, the City has heretofore issued and sold its General Obligation Warrants, Series 1985, dated December 1, 1985 (herein called the "Series 1985 Warrants"), originally issued and now outstanding in the aggregate principal amount of \$250,000;

(b) in order to refund certain outstanding indebtedness of the City and thereby to realize a savings in interest costs to it, the City has heretofore issued and sold its General Obligation Refunding Warrants, Series 1985, dated December 1, 1985 (herein called the "Series 1985 Refunding Warrants"), originally issued in the aggregate principal amount of \$1,000,000 and now outstanding in the aggregate principal amount of \$885,000;

(c) the City will realize a savings in interest cost if the Series 1985 Warrants, as well as those of the Series 1985 Refunding Warrants having stated maturities in 1992 and thereafter (which are herein called the "Callable Series 1985 Refunding Warrants") are refunded by the issuance of certain of the Series 1988 Warrants hereinafter authorized; and

(d) in order to refund the principal of, the premium payable on redemption of, the interest accrued upon and certain interest that will accrue in the future on the Series 1985 Warrants and the Callable Series 1985 Refunding Warrants and also to pay the expenses of issuing the said Series 1988 Warrants, it is therefore necessary and desirable for the City to issue and sell the Series 1988 Warrants hereinafter described.

The Series 1985 Warrants and the Series 1985 Refunding Warrants are hereby ratified in all respects, and the Series 1985 Warrants and the Series 1985 Refunding Warrants are hereby declared to be and to represent valid and subsisting general obligation indebtedness of the City.

Section 2. Authorization of the Series 1988 Warrants. Pursuant to the provisions of the constitution and laws of the State of Alabama, including particularly Amendment No. 246 to the Constitution of Alabama of 1901, Section 11-81-4, Code of Alabama 1975 and Section 11-47-2, Code of Alabama 1975, and for the purposes of (i) refunding the principal of, the premium payable on redemption if, the interest accrued upon and certain interest that will accrue prior to redemption of the Series 1985 Warrants, (ii) refunding the principal of, the premium payable on redemption of, the interest accrued upon and certain interest that will accrue prior to redemption of the Callable Series 1985 Refunding Warrants, and (iii) paying the expenses of issuing the Series 1988 Warrants hereinafter referred to, there are hereby authorized to be issued by the City its General Obligation Refunding Warrants, Series 1988 (herein called the "Series 1988 Warrants"), in the aggregate principal amount of \$1,115,000. The Series 1988 Warrants shall be dated December 1, 1988, shall be numbered from

R-1 up, shall be in the denomination of \$5,000 or any integral multiple thereof, and shall mature on December 1 in the following respective principal amounts and years:

<u>Year of Maturity</u>	<u>Aggregate Principal Amount Maturing</u>
1992	\$ 95,000
1993	100,000
1994	105,000
1995	115,000
1996	125,000
1997	130,000
1998	135,000
1999	150,000
2000	160,000

The Council hereby finds and declares that \$45,000 in principal amount of those of the Series 1988 Warrants maturing in 1992 are being issued for the purpose of paying the expenses of issuing the Series 1988 Warrants; that \$50,000 in principal amount of those of the Series 1988 Warrants maturing in 1992, as well as those of the Series 1988 Warrants maturing in 1993 and 1994 and \$15,000 in principal amount of those of the Series 1988 Warrants maturing in 1995 are being issued for the purpose of refunding the principal of, the premium payable on redemption of, the interest accrued upon and certain interest that will accrue in the future prior to redemption of the Series 1985 Warrants; and \$100,000 in principal amount of those of the Series 1988 Warrants maturing in 1995, as well as those of the Series 1988 Warrants maturing in 1996 to 2000, inclusive, are being issued to refund the principal of, the premium payable on redemption of, the interest accrued upon and certain interest that will accrue in the future prior to redemption of the Callable Series 1985 Refunding Warrants.

Section 3. Interest Rates and Place of Payment. The Series 1988 Warrants shall bear interest from their date until their respective maturities at the following per annum rates:

- 6.40% on those having stated maturities in 1992;
- 6.50% on those having stated maturities in 1993;
- 6.60% on those having stated maturities in 1994;
- 6.70% on those having stated maturities in 1995;
- 6.80% on those having stated maturities in 1996;
- 6.90% on those having stated maturities in 1997;
- 7.00% on those having stated maturities in 1998;
- 7.10% on those having stated maturities in 1999; and
- 7.20% on those having stated maturities in 2000.

Such interest shall be payable on June 1, 1989, and semiannually on each June 1 and December 1 thereafter until and at the maturity of the Series 1988 Warrants. The principal of and premium, if any, on the Series 1988 Warrants shall be payable at the principal office of SouthTrust Bank of Alabama, National Association, in Birmingham,

Alabama, and interest on the Series 1988 Warrants shall be paid by check or draft mailed or otherwise delivered by the said SouthTrust Bank of Alabama, National Association (herein called the "Bank") to the persons to whom the Series 1988 Warrants are respectively payable at their addresses as they appear on the registry books of the Bank pertaining to the Series 1988 Warrants; provided that the final payment of such interest shall be made only upon surrender of the appropriate Series 1988 Warrant or Series 1988 Warrants to the Bank. The principal of and the interest on the Warrants shall bear interest after their respective due dates until paid at the rate of eight percent (8%) per annum.

Section 4. Optional Redemption of Callable Series 1988 Warrants.

Those of the Series 1988 Warrants having stated maturities in 1992 and thereafter (herein called the "Callable Series 1988 Warrants") shall be subject to redemption and payment prior to their respective maturities at the option of the City, while it is not in default in payment of the principal of or the interest on any of the Series 1988 Warrants, on December 1, 1991 and on any interest payment date thereafter, as a whole or in part (but if in part, in the inverse order of their principal maturity dates, but if less than all of the Series 1988 Warrants having a single principal maturity date are to be redeemed, then those having said single principal maturity date to be redeemed shall be selected by lot), at a redemption price, with respect to each Callable Series 1988 Warrant redeemed, equal to its par or face amount plus accrued interest to the date of redemption and the following premium (expressed as a percentage of the said par or face amount so redeemed):

If the date of redemption is December 1, 1991 or June 1, 1992	3%
If the date of redemption is December 1, 1992 or June 1, 1993	2-1/2%
If the date of redemption is December 1, 1993 or June 1, 1994	2%
If the date of redemption is December 1, 1994 or June 1, 1995	1-1/2%
If the date of redemption is December 1, 1995 or June 1, 1996	1%
If the date of redemption is December 1, 1996 or June 1, 1997	1/2 of 1%
If the date of redemption is December 1, 1997 or thereafter	None

Any such redemption shall be effected in the following manner:

(a) The Council shall adopt a resolution calling for redemption on a stated date when they are by their terms subject to redemption Callable Series 1988 Warrants bearing stated numbers and in a stated aggregate

principal amount and shall recite in such resolution that the City is not in default in payment of the principal of or the interest on any of the Series 1988 Warrants.

(b) Not more than sixty (60) nor less than thirty (30) days prior to the date fixed for redemption the City shall give notice, or shall cause the Bank on its behalf to give notice, of the redemption of such Callable Series 1988 Warrants by depositing into the United States registered or certified mail, addressed to the named payee of each Callable Series 1988 Warrant, at the address of such payee as the same appears on the registry books of the Bank pertaining to the Series 1988 Warrants, a notice which shall state the following: that Callable Series 1988 Warrants bearing stated numbers and in a stated aggregate principal amount have been called for redemption and will become due and payable at the applicable redemption price or prices on a specified redemption date, and that all interest thereon will cease after such redemption date. The payee of any Callable Series 1988 Warrant may waive the requirements of this subsection with respect to the Callable Series 1988 Warrant or Callable Series 1988 Warrants held by him or it without affecting the validity of the call for redemption of any other Callable Series 1988 Warrants.

(c) On or prior to the date fixed for redemption the City shall notify the Bank (or any other bank at which the Series 1988 Warrants are payable) of the City's compliance with the requirements of paragraphs (a) and (b) of this section and shall further make available at said bank the total redemption price of the Callable Series 1988 Warrants so called.

Upon compliance with the foregoing requirements on its part contained in this section, and if on the redemption date specified in said resolution and notice the City is not in default in payment of the principal of or the interest on any of the Series 1988 Warrants, the Callable Series 1988 Warrants so called for redemption shall become due and payable at the redemption price on the date fixed for redemption, and interest thereon shall thereafter cease. No bank at which the Series 1988 Warrants may at any time be payable shall be required to pay any interest maturing on the date fixed for redemption which is applicable to any Callable Series 1988 Warrant so called for redemption on that date unless the Callable Series 1988 Warrant to which such interest is applicable is presented for payment on such date; provided that in the event any such bank should pay any such interest without payment of the applicable Callable Series 1988 Warrant it shall not be liable to the holder of such applicable Callable Series 1988 Warrant or to the City or to anyone whomsoever.

Section 5. General Obligation Pledge. The indebtedness evidenced and ordered paid by the Series 1988 Warrants is and shall be a general obligation of the City for payment of the principal of and the interest on which the full faith and credit of the City are hereby irrevocably pledged.

Section 6. Series 1988 Warrant Fund. There is hereby created a special trust fund designated the "Series 1988 Warrant Principal and Interest Fund"

(herein called the "Series 1988 Warrant Fund"), which shall be maintained until the principal of and the interest on the Series 1988 Warrants shall have been paid in full. The City will pay or cause to be paid into the Series 1988 Warrant Fund the following:

(a) Promptly upon the sale of the Series 1988 Warrants, the City will pay into the Series 1988 Warrant Fund or cause to be paid therein the amounts required to be paid therein under the provisions of Section 18 hereof;

(b) On or before the last business day of December, 1988, and on or before the last business day of each succeeding calendar month thereafter until the principal of and the interest on the Series 1988 Warrants have been paid in full or until provision shall have been made for the payment thereof, the City will pay into the Series 1988 Warrant Fund an amount which, when added to the amounts on deposit in the Series 1988 Warrant Fund and available for that purpose, will be equal to one-sixth (1/6) of the semiannual installment of interest that will mature with respect to the Series 1988 Warrants on the then next succeeding interest payment date plus one-twelfth (1/12) of the installment of principal that will mature with respect to the Series 1988 Warrants on the then next ensuing December 1;

provided that there shall be credited against any amount required to be paid into the Series 1988 Warrant Fund any amount then held in the Series 1988 Warrant Fund, from whatever source derived (including, without limitation, interest earnings on amounts held in the Series 1988 Warrant Fund), but only to the extent that the amount so held in the Series 1988 Warrant Fund does not itself consist of the proceeds of prior payments made pursuant to the provisions of clause (b) of this sentence and has not theretofore been credited against a previously due payment into the Series 1988 Warrant Fund pursuant to the provisions of this section.

The payments herein required to be made into the Series 1988 Warrant Fund shall [except as otherwise provided in the preceding clause (a) of this section and in the succeeding provisions of this paragraph] be made from any available funds or revenues of the City, and the City will in no event allow a default to occur in the payments into the Series 1988 Warrant Fund. The moneys in the Series 1988 Warrant Fund shall be used solely for payment of the principal of and the interest on the Series 1988 Warrants upon or after their respective maturities. Whenever there is on deposit in the Series 1988 Warrant Fund an amount equal to or in excess of the aggregate of the principal and interest thereafter coming due on the Series 1988 Warrants then outstanding, the City shall not be required to make any further payments therein except to make good any moneys therein that may become lost or otherwise unavailable for withdrawal. When all the Series 1988 Warrants have been retired and no principal or interest shall be outstanding with respect thereto, any moneys then remaining on deposit in the Series 1988 Warrant Fund shall be returned to the City.

Section 7. Concerning the Series 1988 Warrant Fund. The Bank is hereby designated as the custodian, depository and disbursing agent for the Series 1988 Warrant Fund. In the event that the Bank (or any successor depository for the

Series 1988 Warrant Fund that may be hereafter designated as herein provided) should at any time decline to act as such depository, or should resign as such depository, or should cease to be a member of the Federal Deposit Insurance Corporation (or any agency of the United States of America that may succeed to its functions), or should cease to be duly qualified to do business within the State of Alabama, then the Council shall by resolution designate a successor to such depository; provided that any successor depository so designated shall be and remain a member of the Federal Deposit Insurance Corporation (or of any agency of the United States of America that may succeed to its functions) and shall be and remain duly qualified to do business in the State of Alabama. The moneys on deposit in the Series 1988 Warrant Fund shall constitute public funds impressed with a trust for the benefit of the City and the holders of the Series 1988 Warrants. The depository for the Series 1988 Warrant Fund shall at all times keep all moneys on deposit therein secured by pledging securities that are direct general obligations of the United States of America or securities with respect to which payment of the principal and interest is unconditionally guaranteed by the United States of America (any such securities being herein called "Federal Securities") having a market value at least equal to the amount on deposit therein, said pledge to be accomplished either

(a) by the deposit of such Federal Securities, in trust for the benefit of the City and the holders of the Series 1988 Warrants, with another bank or trust company, or

(b) by the deposit of such Federal Securities, in trust for the benefit of the City and the holders of the Series 1988 Warrants, with its own trust department, wholly separate and apart from its other assets;

provided however, that such depository shall not be required so to secure any portion of the moneys on deposit in the Series 1988 Warrant Fund that is insured by the Federal Deposit Insurance Corporation or by any agency of the United States of America that may succeed to its functions.

The Bank shall, to the extent practicable, cause all the moneys held in the Series 1988 Warrant Fund (exclusive of any amount held therein for payment of matured but unpaid Series 1988 Warrants, Series 1988 Warrants called for redemption but not yet redeemed and matured but unpaid interest) that will not be needed, during the then next ensuing ten days, for payment of any maturing installment of principal or of interest on the Series 1988 Warrants or for payment of the redemption price of any Series 1988 Warrant called for redemption, to be kept continuously invested in Federal Securities or in interest-bearing bank deposits having such stated maturities as will assure the availability of cash moneys necessary to provide for payment and redemption of the principal of and the interest on the Series 1988 Warrants, as such principal and interest respectively become due and payable (whether at maturity, upon earlier call for redemption or otherwise). Moneys held in the Series 1988 Warrant Fund shall not be invested to produce a yield (as the term "yield" is used in Regulations published by the United States Treasury pursuant to Section 148 of the Internal Revenue Code of 1986, or any predecessor or successor rule or regulation) greater than the yield on the Series 1988 Warrants. All Federal Securities or interest-bearing bank deposits in which any portion of the moneys in the Series 1988 Warrant Fund are invested, together with all income therefrom, shall become a part of the Series 1988 Warrant Fund.

In the event that at any time the moneys held in the Series 1988 Warrant Fund are sufficient to effect retirement of all the Series 1988 Warrants or in the event that at any time the total of the moneys held in the Series 1988 Warrant Fund equals or exceeds the aggregate principal of the Series 1988 Warrants then outstanding plus the aggregate interest thereon then due and to become due until the maturity thereof, then and in either of such events no further payments need thereafter be made into the Series 1988 Warrant Fund unless (i) further payments are needed to make good moneys paid therein that may have been lost for any reason whatsoever, or (ii) the Series 1988 Warrants thereafter become subject to redemption under any of the provisions hereof and further payments into the Series 1988 Warrant Fund are needed to effect such redemption.

Section 9. Form of Series 1988 Warrants, Etc. The Series 1988 Warrants, the Registration Certificate applicable thereto and the provisions for assignment thereof shall be in substantially the following forms, with appropriate insertions and variations therein to conform to the provisions hereof:

[Form of Series 1988 Warrant]

No. R-__

\$ _____

UNITED STATES OF AMERICA

STATE OF ALABAMA

CITY OF HAMILTON

GENERAL OBLIGATION REFUNDING WARRANT
Series 1988

INTEREST RATE

MATURITY DATE

REGISTRATION DATE

CUSIP

Subject to prior payment and other provisions as herein provided

The City Treasurer of the CITY OF HAMILTON, a municipal corporation under the laws of the State of Alabama (herein called the "City"), is hereby ordered and directed to pay to _____ or registered assigns, to whom the City acknowledges itself indebted as herein set out, the principal sum of

D O L L A R S

on the date specified above with interest thereon from the date hereof until the maturity hereof at the per annum rate of interest specified above (computed on the basis of a 360-day year of twelve consecutive 30-day months), payable on June 1, 1989, and semiannually on each June 1 and December 1 thereafter until and at the maturity hereof. The principal hereof shall be payable in lawful money of the United States of America at the principal office of SouthTrust Bank of Alabama, National Association, Birmingham, Alabama (herein called the "Bank"), and the interest hereon shall be paid by check or money order mailed to the named payee hereof at the address of the said payee as it appears on the registry books of the Bank pertaining to the Series 1988 Warrants hereinafter referred to. Both the principal hereof and the interest hereon shall bear interest after their respective due dates until paid at the rate of Eight Percent (8%) per annum.

This warrant is one of an issue aggregating \$1,115,000 in principal amount (herein called the "Series 1988 Warrants"), which are authorized to be issued pursuant to the applicable provisions of the constitution and laws of Alabama, including particularly Amendment No. 246 to the Constitution of Alabama of 1901 and Sections 11-47-2 and 11-81-4, Code of Alabama, 1975, as well as an ordinance duly adopted by the governing body of the City, for purposes for which the City is authorized by law to borrow money and to issue warrants. Those of the Series 1988 Warrants having stated maturities in 1992 and thereafter are subject to redemption and payment prior to their respective maturities, at the option of the City, as a whole or in part (but if in part, in the inverse order of their principal maturity dates, but if less than all of the Series 1988 Warrants having a single principal maturity date are to be redeemed, those having said single principal maturity date to be redeemed shall be selected by lot), on December 1, 1991, and on any interest payment date thereafter, upon not less than thirty (30) days prior written notice given by United States certified or registered mail to the named payee of each of the Series 1988 Warrants, at and for a redemption price, with respect to each warrant redeemed, equal to its par or face value plus accrued interest thereon to the date of redemption and the following premium (expressed as a percentage of the par or face value of each Series 1988 Warrant so redeemed):

If the date of redemption is December 1, 1991 or June 1, 1992	3%
If the date of redemption is December 1, 1992 or June 1, 1993	2-1/2%
If the date of redemption is December 1, 1993 or June 1, 1994	2%
If the date of redemption is December 1, 1994 or June 1, 1995	1-1/2%
If the date of redemption is December 1, 1995 or June 1, 1996	1%
If the date of redemption is December 1, 1996 or June 1, 1997	1/2 of 1%

If the date of redemption is December 1, 1997
or thereafter

None

The indebtedness evidenced and ordered paid by this warrant is a general obligation of the City for payment of the principal of and the interest on which the full faith and credit of the City have been irrevocably pledged.

It is hereby certified and recited that the indebtedness evidenced and ordered paid by this warrant is lawfully due without condition, abatement or offset of any description; that this warrant has been registered in the manner provided by law; that all conditions, actions and things required by the constitution and laws of the State of Alabama to exist, be performed or happen precedent to and in the issuance of this warrant exist, have been performed and have happened; and that the indebtedness evidenced and ordered paid by this warrant, together with all other indebtedness of the City, was at the time the same was created and is now within every applicable debt and other limit prescribed by the constitution and laws of the State of Alabama.

The Series 1988 Warrants are issuable only as fully registered warrants in the denomination of \$5,000 or any integral multiple thereof. Provision is made in the ordinance of the City under which the Series 1988 Warrants were authorized to be issued for the exchange of Series 1988 Warrants for a like aggregate principal amount of Series 1988 Warrants of the same maturity and in authorized denominations, all upon the terms and subject to the conditions set forth in the aforesaid ordinance of the City.

This warrant is transferable by the named payee hereof, in person or by authorized attorney, only on the books of the Bank (the registrar and transfer agent of the City) and only upon surrender of this warrant to the Bank for cancellation, and upon any such transfer a new warrant of like tenor hereof will be issued to the transferee in exchange therefor, all as more particularly described in the aforesaid ordinance of the City. Each holder, by receiving or accepting this warrant shall consent and agree and shall be estopped to deny that, insofar as the City and the Bank are concerned, this warrant may be transferred only in accordance with the provisions of the aforesaid ordinance of the City.

The Bank shall not be required to transfer or exchange this warrant during the period of fifteen (15) days next preceding any June 1 or December 1; and, in the event that this warrant (or any principal portion hereof) is duly called for redemption and prepayment, the Bank shall not be required to register or transfer this warrant during the period of thirty (30) days next preceding the date fixed for such redemption and prepayment.

Execution by the Bank of the registration certificate hereon is essential to the validity hereof.

IN WITNESS WHEREOF, the City has caused this warrant to be executed with the facsimile signature of its Mayor, has caused a facsimile of its official seal to be hereunto imprinted, has caused this warrant to be attested by the facsimile

signature of its City Clerk imprinted on each of the Series 1988 Warrants, and has caused this warrant to be dated December 1, 1988.

CITY OF HAMILTON

By _____
Its Mayor

Attest:

Its City Clerk

[Form of Registration Certificate]

This warrant was registered in the name of the above-registered owner this ____ day of _____, 19__.

**SOUTHTRUST BANK OF ALABAMA,
NATIONAL ASSOCIATION**

By _____
Its Authorized Officer

[Form of Assignment]

For value received _____ hereby sell(s), assign(s) and transfer(s) unto _____ the within warrant and hereby irrevocably constitute(s) and appoint(s) _____, attorney, with full power of substitution in the premises, to transfer this warrant on the books of the within-mentioned Bank.

Dated this ____ day of _____, 19__.

NOTE: The signature on this assignment must correspond with the name of the registered owner as it appears on the face of the within warrant in every particular, without alteration, enlargement or change whatsoever.

Signature guaranteed:

(Bank, Trust Company or Firm)

By _____
(Authorized Officer)

Section 9. Execution of Series 1988 Warrants by City. The Series 1988 Warrants shall be executed on behalf of the City by its Mayor and attested by its City Clerk, and the seal of the City shall be impressed on each of the Series 1988 Warrants. The signatures of the said Mayor and the said City Clerk may be facsimile signatures of said officers, and the seal of the City imprinted on the Series 1988 Warrants may be a facsimile of such seal (it being understood that a condition to the validity of each Series 1988 Warrant is the appearance on such Series 1988 Warrant of a registration certificate, substantially in the form hereinabove provided, executed by the manual signature of the Bank). Signatures on the Series 1988 Warrants by persons who are officers of the City at the times such signatures were written or printed shall continue to be effective although such persons cease to be such officers prior to the delivery of the Series 1988 Warrants, whether initially issued or exchanged for Series 1988 Warrants of different denominations from those initially issued.

Section 10. Registration Certificate on Series 1988 Warrants. A registration certificate by the Bank, in substantially the form hereinabove recited, duly executed by the manual signature of the Bank, shall be endorsed on each of the Series 1988 Warrants and shall be essential to its validity.

Section 11. Registration and Transfer of Series 1988 Warrants. All the Series 1988 Warrants shall be registered as to both principal and interest, and shall be transferable only on the registry books of the Bank. The Bank shall be the registrar and transfer agent of the City and shall keep at its office proper registry and transfer books in which it will note the registration and transfer of such Series 1988 Warrants as are presented for those purposes, all in the manner and to the extent hereinafter specified.

No transfer of a Series 1988 Warrant shall be valid hereunder except upon presentation and surrender of such Series 1988 Warrant at the office of the Bank with written power to transfer signed by the registered owner thereof in person or by duly authorized attorney, properly stamped if required, in form and with guaranty of signature satisfactory to the Bank, whereupon the City shall execute, and the Bank shall register and deliver to the transferee, a new Series 1988 Warrant, registered in the name of such transferee and of like tenor as that presented for transfer. The person in whose name a Series 1988 Warrant is registered on the books of the Bank shall be the sole person to whom or on whose order payments on account of the

principal thereof and of the interest (and premium, if any) thereon may be made. Each named payee of any of the Series 1988 Warrants by receiving or accepting such Series 1988 Warrant, shall consent and agree and shall be estopped to deny that, insofar as the City and the Bank are concerned, the Series 1988 Warrants may be transferred only in accordance with the provisions of this ordinance.

The Bank shall not be required to register or transfer any Series 1988 Warrant during the period of fifteen (15) days next preceding any interest payment date with respect thereto; and if any Series 1988 Warrant is duly called for redemption (in whole or in part), the Bank shall not be required to register or transfer such Series 1988 Warrant during the period of thirty (30) days next preceding the redemption date.

Section 12. Exchange of Series 1988 Warrants. Upon the request of the named payee of two or more Series 1988 Warrants, the City shall execute, and the Bank shall register and deliver, upon surrender to the Bank of such Series 1988 Warrant or Series 1988 Warrants in exchange thereof, a Series 1988 Warrant or Series 1988 Warrants in the denomination of \$10,000 or any other integral multiple of \$5,000 of the same maturity and interest rate and together aggregating the same principal amount as the then unpaid principal of the Series 1988 Warrant or Series 1988 Warrants so surrendered, all as may be requested by the person surrendering such Series 1988 Warrant or Series 1988 Warrants.

Upon the exchange of any Series 1988 Warrant for any other Series 1988 Warrant or Series 1988 Warrants a number shall be assigned by the Bank to the Series 1988 Warrant or Series 1988 Warrants so issued in any such exchange which number shall correspond to the number or numbers of any Series 1988 Warrant or Series 1988 Warrants originally issued hereunder. The said numbers shall be reserved in the event of any subsequent exchange of Series 1988 Warrants hereunder and shall be assigned to any Series 1988 Warrant or Series 1988 Warrants issued in any subsequent exchange pursuant to the provisions of this ordinance.

The registration, transfer and exchange of Series 1988 Warrants (other than pursuant to Section 16 hereof) shall be without expense to the payee thereof or any transferee thereof. In every case involving any transfer, registration or exchange, such named payee shall pay all taxes and other governmental charges, if any, required to be paid in connection with such transfer, registration or exchange.

Section 13. Accrual of Interest on Series 1988 Warrants. All Series 1988 Warrants issued prior to June 1, 1989, in exchange for Series 1988 Warrants initially delivered hereunder, shall bear interest from the date of issuance of the Series 1988 Warrants, and all Series 1988 Warrants issued on or after June 1, 1989, shall bear interest from the June 1 or December 1, as the case may be, next preceding the date of its issuance and delivery unless (1) such date of delivery is an June 1 or December 1, in which event such Series 1988 Warrant shall bear interest from the date of its issuance and delivery, or (2) at the time of such delivery the City is in default in the payment of interest on the in lieu of which such new Series 1988 Warrant is issued, in which event such new Series 1988 Warrant shall bear interest from the last interest payment date to which interest has previously been paid. The

preceding provision shall be construed to the end that the issuance of a Series 1988 Warrant shall not affect any gain or loss in interest to the named payee thereof.

Section 14. Persons to Whom Payment of Interest on Series 1988 Warrants is to be Made. Interest on the Series 1988 Warrants shall be payable in lawful money of the United States of America by check or draft mailed by the Bank to the respective named payees of the Series 1988 Warrants at their respective addresses shown on the registry books of the Bank pertaining to the Series 1988 Warrants. Overdue interest shall be paid by check or draft mailed by the Bank to the respective named payees of the Series 1988 Warrants on the date upon which any such overdue interest shall be paid. Payment of interest in the manner described in this paragraph to the respective named payees of the Series 1988 Warrants on the overdue interest payment date shall fully discharge and satisfy all liability for the same.

Section 15. Persons Deemed Owners of Series 1988 Warrants. The City and the Bank may deem and treat the person in whose name a Series 1988 Warrant is registered on the registry books of the Bank as the absolute owner thereof for all purposes; they shall not be affected by notice to the contrary; and all payments by any of them to the person in whose name a Series 1988 Warrant is registered, shall to the extent thereof fully discharge and satisfy all liability for the same.

Section 16. Replacement of Mutilated, Lost, Stolen or Destroyed Series 1988 Warrants. In the event any Series 1988 Warrant is mutilated, lost, stolen or destroyed, the City may execute and deliver a new Series 1988 Warrant of like tenor as that mutilated, lost, stolen or destroyed; provided that (a) in the case of any such mutilated Series 1988 Warrant, such Series 1988 Warrant is first surrendered to the City and the Bank, and (b) in the case of any such lost, stolen or destroyed Series 1988 Warrant, there is first furnished to the City and the Bank evidence of such loss, theft or destruction satisfactory to each of them, together with indemnity satisfactory to each of them. The City may charge the named payee with the expense of issuing any such new Series 1988 Warrant.

Section 17. Sale of Series 1988 Warrants. The Series 1988 Warrants are hereby sold to SouthTrust Bank of Alabama, National Association, at and for a purchase price of \$1,092,700, which is 98% of the par or face value of the Series 1988 Warrants. The Series 1988 Warrants shall be initially registered in the name of the said SouthTrust Bank of Alabama, National Association,, or in the names of such other persons, firms or corporations as may be designated by the said SouthTrust Bank of Alabama, National Association, prior to the time of delivery of the Series 1988 Warrants. The City Clerk of the City is hereby authorized and directed to deliver the Series 1988 Warrants to the said SouthTrust Bank of Alabama, National Association, upon payment to the City of the purchase price of the Series 1988 Warrants.

Section 18. Use of Proceeds from Sale of Series 1988 Warrants. The proceeds from the sale of the Series 1988 Warrants shall be applied as follows:

(a) that part of the said proceeds that represents accrued interest on the Series 1988 Warrants from their date to the date of payment therefor shall be deposited in the Series 1988 Warrant Fund and shall be applied for payment of the interest which will mature on the Series 1988 Warrants on December 1, 1988;

(b) the sum of \$1,070,995 shall be paid to SouthTrust Bank of Alabama, National Association to be deposited in the escrow fund created in the Escrow Agreement authorized in Section 26 hereof; and

(c) the balance of the said proceeds shall be applied to payment of the expenses of issuance of the Series 1988 Warrants.

Section 19. Provisions Respecting Registration of Series 1988 Warrants to Comply with Provisions of Internal Revenue Code of 1986. The City and the Bank recognize that the provisions of the Internal Revenue Code of 1986 require that the Series 1988 Warrants be in "registered form", and that each Series 1988 Warrant must be registered as to both principal and interest and any transfer of any Series 1988 Warrant must be effected only by the surrender of the old Series 1988 Warrant and either by the reissuance of the old Series 1988 Warrant to a new named payee or the issuance of a new Series 1988 Warrant to a new such named payee. The Bank may rely upon an opinion of recognized bond counsel with respect to any question which may arise pertaining to the transfer, exchange or reissuance of Series 1988 Warrants. The provisions of this ordinance pertaining to transfer, exchange or reissuance of Series 1988 Warrant need not or shall not be followed if the Bank receives an opinion of nationally recognized bond counsel that compliance with requirements in addition to or in lieu of the requirements of this ordinance pertaining to such transfer, exchange or reissuance is required or permitted under the provisions of the Internal Revenue Code of 1986 or under other applicable laws and regulations.

Section 20. Provisions Constitute Contract. The provisions of this ordinance shall constitute a contract between the City and the holders of the Series 1988 Warrants.

Section 21. Series 1988 Warrants Payable at Par. Each bank at which the Series 1988 Warrants shall at any time be payable, by acceptance of its duties as paying agent therefor, shall be considered to have agreed thereby with the holders of the Series 1988 Warrants that all payments made by it of the Series 1988 Warrants shall be made in bankable funds at par and without deduction for exchange, fees or expenses. The City agrees with the holders of the Series 1988 Warrants that it will pay all charges for exchange, fees or expenses which may be made by any such bank in the making of payments in bankable funds of the Series 1988 Warrants.

Section 22. Provisions of Ordinance Severable. The various provisions of this ordinance are hereby declared to be severable. In the event any provision hereof shall be held invalid or unenforceable by a court of competent jurisdiction, such holding shall not affect the validity or enforceability of any other portion of this ordinance.

Section 23. Authorization of Official Statement. The Mayor of the City is hereby authorized to execute and deliver, for and in the name and behalf of the City, an Official Statement with respect to the Series 1988 Warrants in such form as the said Mayor shall determine to be necessary or desirable in carrying out the offering and sale of the Series 1988 Warrants. The determination by the Mayor of the definitive form of such Official Statement shall be conclusively established by his execution thereof, and such Official Statement, as executed by the said Mayor, is hereby approved, and the use thereof in the offering and sale of the Series 1988 Warrants is hereby authorized.

Section 24. Execution of Ancillary Documents. The Mayor and the City Clerk of the City are hereby authorized and directed to execute, deliver, seal and attest such other ancillary documents and certificates (including, without limitation, a so-called "No-Arbitrage Certificate") as may be necessary to consummate the issuance and sale of the Series 1988 Warrants and to carry out fully the financing authorized by this ordinance.

Section 25. Series 1988 Warrants Designated as Qualified Tax-exempt Obligations. The City does hereby find and determine that the reasonably anticipated amount of tax-exempt obligations which will be issued by the City and all subordinate entities thereof during the current calendar year, namely the 1987 calendar year, does not exceed \$10,000,000. Pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986 the City does hereby designate the Series 1988 Warrants as "qualified tax-exempt obligations" for purposes of said Section 265(b)(3) of the Internal Revenue Code of 1986.

Section 26. Authorization of Escrow Trust Agreement. In order to provide for the refunding and retirement of the Callable Series 1985 Warrants and the Callable Series 1985 Warrants, the Mayor of the City is hereby authorized and directed to execute and deliver, for and on behalf of the City, an Escrow Trust Agreement between the City and SouthTrust Bank of Alabama, National Association, Birmingham, Alabama, and the City Clerk of the City is also authorized and directed to affix the seal of the City to the said Escrow Trust Agreement and to attest the same. The said Escrow Trust Agreement shall be in substantially the form that is attached to the minutes of the City of which this ordinance forms a part, with such changes therein and additions thereto as the said Mayor of the City shall deem appropriate.

Section 27. Call of the Callable Series 1985 Refunding Warrants for Redemption. The City hereby calls the Callable Series 1985 Refunding Warrants for

redemption on December 1, 1991, and will redeem and pay the Callable Series 1985 Refunding Warrants on that date, at and for a redemption price equal to the par or face amount of each Callable Series 1985 Warrant redeemed plus accrued interest to December 1, 1991 and a premium of two percent (2%) of the said par or face amount of each Callable Series 1985 Refunding Warrant so redeemed.

Section 28. Call of the Series 1985 Warrants for Redemption. The City hereby calls the Series 1985 Warrants for redemption on December 1, 1991, and will redeem and pay the Series 1985 Warrants on that date, at and for a redemption price equal to the par or face amount of each Series 1985 Warrant redeemed plus accrued interest to December 1, 1991, and a premium of two percent (2%) of the said par or face amount of each Callable Series 1987 Warrant so redeemed.

ADOPTED this 13th day of December, 1988.

Mayor

Authenticated:

City Clerk

Councilmember Thomas Peoples moved that unanimous consent be given for the immediate consideration of and action on said ordinance, which motion was seconded by Councilmember Paul Stidham, and, upon said motion being put to vote, the following vote was recorded:

YEAS:

NAYS:

Mayor E. T. Sims, Jr.
Councilmembers Larry Nix
Thomas Peoples
Randy Sanderson
Paul Stidham
Randal Stidham

The Mayor thereupon announced that said motion had been unanimously carried.

Councilmember Thomas Peoples moved that said ordinance be finally

adopted, which motion was seconded by Councilmember Paul Stidham,
and, upon said motion being put to vote, the following vote was recorded:

YEAS:

Mayor E. T. Sims, Jr.
Councilmembers Larry Nix
Thomas Peoples
Randy Sanderson
Paul Stidham
Randal Stidham

NAYS:

The Mayor thereupon announced that said motion had been carried.

* * *

There being no further business to come before the meeting, the same was
adjourned upon motion duly made, seconded and unanimously adopted.

Authenticated:

Mayor

City Clerk