

AN ORDINANCE AUTHORIZING THE ISSUANCE OF INDUSTRIAL DEVELOPMENT REVENUE REFUNDING BONDS UNDER ACT NO. 9 OF 1960, AS AMENDED, FOR THE PURPOSE OF REFUNDING PRIOR INDUSTRIAL REVENUE BONDS OF THE CITY; AUTHORIZING A FIRST SUPPLEMENTAL INDENTURE BETWEEN THE CITY OF CONWAY, ARKANSAS AND THE FIRST NATIONAL BANK OF NEENAH SECURING THE BONDS; AUTHORIZING A FIRST SUPPLEMENTAL LOAN AGREEMENT BETWEEN THE CITY OF CONWAY, ARKANSAS AND KIMBERLY-CLARK CORPORATION; AUTHORIZING THE SALE OF THE BONDS AND THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT IN CONNECTION THEREWITH; AUTHORIZING THE EXECUTION AND DISTRIBUTION OF AN OFFICIAL STATEMENT WITH RESPECT TO THE BONDS; PRESCRIBING OTHER MATTERS RELATING THERETO; AND DECLARING AN EMERGENCY

WHEREAS, the City of Conway, Arkansas (the "City"), is authorized and empowered under the provisions of Act No. 9 of the First Extraordinary Session of the Sixty-Second General Assembly of the State of Arkansas, approved January 21, 1960, as amended (the "Act"), to issue revenue bonds and to expend the proceeds thereof to finance the acquisition, construction and equipment of land, buildings or facilities which can be used in securing or developing industry; and

WHEREAS, the City is authorized under the Act to issue refunding bonds and to devote the proceeds thereof to the payment of prior revenue bonds of the City issued under the Act; and

WHEREAS, by the issuance of its \$1,000,000 aggregate principal amount of Industrial Development Revenue Bonds (Kimberly-Clark Corporation Project), Series 1981 (the "1981 Bonds"), pursuant to a Trust Indenture dated as of December 1, 1981 (the "Original Indenture") between the City and The First National Bank of Neenah, the City provided interim financing of the costs of acquiring and equipping certain industrial facilities consisting of machinery and equipment (the "Project") installed by Kimberly-Clark Corporation, a Delaware corporation (the "Company") at its ~~Conway Mills facility, such acquisition and equipping by the~~ Company being financed by a loan from the City to the Company of the proceeds from the sale of the 1981 Bonds pursuant to a Loan Agreement dated as of December 1, 1981 (the "Original Loan Agreement"); and

WHEREAS, pursuant to and in accordance with the provisions of the Act, the City is now prepared to proceed with the permanent financing of the Project through the issuance and sale of \$1,000,000 in principal amount of its Industrial Development Revenue Refunding Bonds (Kimberly-Clark Corporation Project), Series 1983 (the "1983 Bonds"), to provide such permanent financing; and

WHEREAS, copies of the hereinafter described First Supplemental Indenture, First Supplemental Loan Agreement, Official Statement and Bond Purchase Agreement have been presented to and are before this meeting.

NOW, THEREFORE, BE IT ORDAINED by the City Council of the City of Conway, Arkansas:

Section 1. The issuance of the 1983 Bonds is hereby authorized. The Bonds shall be issued as Additional Bonds under the Original Indenture, and shall be in the forms and denominations, shall be dated, shall be numbered, shall mature, shall bear interest, and shall be subject to redemption prior to maturity, all upon the terms and conditions described and provided for in the Original Indenture, as supplemented by the First Supplemental Indenture dated as of December 1, 1983 (the "First Supplemental Indenture") which is proposed to be entered into between the City and The First National Bank of Neenah, as Trustee.

Section 2. The 1983 Bonds are hereby awarded and ordered sold to Thornton, Farish & Gauntt, Inc. (the "Underwriter") for a purchase price of ~~98.5%~~ of the face amount thereof, plus accrued interest, upon the terms and conditions set forth in the Bond Purchase Agreement dated December 13, 1983, to be entered into between the City and the Underwriter (the "Bond Purchase Agreement"), a copy of which has been submitted to this meeting and is directed to be attached to the minutes of the meeting and thereby made a permanent part of the records of the City. The Bond Purchase Agreement is hereby approved in substantially the form submitted to this meeting, and the Mayor is hereby authorized and directed to execute and deliver the same on behalf of the City in substantially the form presented to this meeting with such changes thereto and deletions therefrom as may be approved by the Mayor, his execution thereof to constitute conclusive evidence of such approval. 99

Section 3. The City Council has ascertained and does hereby find and declare that entry by the City into the First Supplemental Loan Agreement which is proposed to be entered into between the City and the Company (the "First Supplemental Loan Agreement"), and the carrying out by the City of its obligations thereunder, including the loan of the proceeds from the sale of the 1983 Bonds to the Company, to be used to provide for the payment of the 1981 Bonds, are within the powers of the City under the Act and are in every respect in furtherance of the objectives of the Act. The performance by the City of the said First Supplemental Loan Agreement, including the loan of the proceeds from the sale of the 1983 Bonds to the Company under and in accordance with the terms of the said First Supplemental Loan Agreement, is hereby authorized. The City Council hereby adopts and approves the form of First Supplemental Loan Agreement submitted to this meeting, with such changes or additions thereto and deletions therefrom as the Mayor shall approve as reasonable and in keeping with the powers of the City and the objectives of the Act, which approval shall be evidenced by, and need be evidenced only by, the execution of the said First Supplemental Loan Agreement by the said Mayor. The Mayor is hereby authorized and directed to execute and deliver said First Supplemental Loan Agreement, with such changes, additions or deletions, if any, as aforesaid, for and in the name and behalf of the City, and the City Clerk is hereby authorized and directed to affix the corporate seal of the City to said First Supplemental Loan Agreement and to attest the same. The form of the First Supplemental Loan Agreement submitted to this meeting is directed to be attached to the minutes of the meeting and thereby made a part of the permanent records of the City.

Section 4. The City Council has ascertained and does hereby find and declare that entry by the City into the First Supplemental Indenture which is proposed to be entered

into between the City and The First National Bank of Neenah, as Trustee, and the carrying out by the City of its obligations thereunder, including the issuance, execution, delivery and sale of the 1983 Bonds, are within the powers of the City under the Act, and are in every respect in furtherance of the objectives of the Act. The entry by the City into the First Supplemental Indenture and the carrying out of the obligations of the City thereunder, including the issuance, execution, delivery and sale of the 1983 Bonds are hereby authorized. The City Council hereby adopts and approves the form of First Supplemental Indenture submitted to this meeting, with such changes or additions thereto and deletions therefrom as the Mayor shall approve as reasonable and in keeping with the powers of the City and the objectives of the Act, which approval shall be evidenced by, and need be evidenced only by, the execution of the First Supplemental Indenture by the said Mayor. The Mayor is hereby authorized and directed to execute and deliver said First Supplemental Indenture, with such changes, additions or deletions, as aforesaid, for and in the name and behalf of the City, and the City Clerk is hereby authorized and directed to affix the corporate seal of the City to said First Supplemental Indenture and to attest the same. The form of the First Supplemental Indenture submitted to this meeting is directed to be attached to the minutes of the meeting and thereby made a part of the permanent records of the City.

Section 5. In connection with the Bond Purchase Agreement and the sale of the 1983 Bonds by the Underwriter, the City Council hereby approves the distribution of the Official Statement dated December 13, 1983, with such changes or additions thereto and deletions therefrom as the Mayor shall approve as reasonable and in keeping with the powers of the City and the objectives of the Act, which approval shall be evidenced by, and need be evidenced only by, execution of the said Official Statement by the Mayor. The Mayor is hereby authorized and directed to execute and deliver said Official Statement for and in the name and behalf of the City. The Mayor is further authorized to cause and permit the said Official Statement and any supplements or amendments thereto to be distributed as may be desired by the Underwriter. The form of said Official Statement submitted to this meeting is directed to be attached to the minutes of the meeting and thereby made a part of the permanent records of the City.

Section 6. The Mayor and City Clerk, for and on behalf of the City, are hereby authorized and directed to do any and all things necessary to effect the execution, delivery and performance of all obligations of the City under the First Supplemental Indenture, the First Supplemental Loan Agreement, the Bond Purchase Agreement, the Official Statement and the 1983 Bonds. The Mayor and the City Clerk are hereby further authorized and directed, for

and on behalf of the City, to execute all papers, documents, certificates and other instruments that may be required for the carrying out of such authority or to evidence the exercise thereof.

Section 7. The City Clerk is hereby authorized and directed to file in the office of the City Clerk, as a part of the minutes of the meeting at which this Ordinance is adopted, for inspection by any interested person, copies of the First Supplemental Indenture, First Supplemental Loan Agreement, Bond Purchase Agreement, and Official Statement.

Section 8. The law firm of Balch Bingham Baker Ward Smith Bowman & Thagard, Birmingham, Alabama, is hereby appointed to act as Bond Counsel on behalf of the City in connection with the issuance and sale of the 1983 Bonds.

Section 9. The provisions of this Ordinance are hereby declared to be separable, and if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions.

Section 10. All ordinances and resolutions of the City Council and all parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 11. There is hereby found and declared to be an immediate need for the securing and developing of industry in order to provide employment and payrolls, alleviate unemployment and otherwise benefit the public health, safety and welfare of the City and the inhabitants thereof, and the issuance of the 1983 Bonds authorized hereby and the taking of the other action authorized hereby are immediately necessary for the accomplishing of these public benefits and purposes. An emergency is therefore declared to exist and this Ordinance, being necessary for the immediate preservation of the public peace, health and safety, shall be in force and effect immediately upon and after its passage.

PASSED: December 13, 1983.

ATTEST:

APPROVED:

Martha Hartwick
City Clerk

Bill W. [Signature]
Mayor

(SEAL)

CERTIFICATE

The undersigned, City Clerk of the City of Conway, Arkansas, hereby certifies that the foregoing pages are a true, correct and complete copy of Ordinance No. 0-83-43, adopted at a regular session of the City Council of the City of Conway, Arkansas, held at the regular meeting place in the City at 6:30 o'clock p.m., on the 13th day of December, 1983, and that the Ordinance is of record in Ordinance Record Book No. 10, at page 228, now in my possession.

GIVEN under my hand and seal on this 13th day of December, 1983.

Martha Hartwick
City Clerk

(SEAL)

CERTIFICATE OF RECORD

STATE OF ARKANSAS }
COUNTY OF FAULKNER } SS

I, LUCY GLOVER, Circuit Clerk and Ex-Officio Recorder within and for the county and state aforesaid, do hereby certify that the annexed and foregoing instrument of writing was filed for record in my office on the 19th day of December, 1983, at 8:55 o'clock A. M., and the same is now duly recorded, with acknowledgement _____ and certificate _____ thereon, in Record Book 326, Page 795.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court this 20th day of December, 1983

LUCY GLOVER, Clerk

By Penny Blake, D.C.