

④ City of Conway



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City of Conway, Arkansas
Ordinance No. O-10-110

by  D. C.

AN ORDINANCE AUTHORIZING AN INCREASE IN THE PRINCIPAL AMOUNT OF INDUSTRIAL DEVELOPMENT REVENUE BONDS PREVIOUSLY ISSUED; AUTHORIZING DOCUMENT AMENDMENTS IN CONNECTION THEREWITH; AUTHORIZING AND PRESCRIBING OTHER MATTERS PERTAINING THERETO; AND DECLARING AN EMERGENCY.

WHEREAS, the City of Conway, Arkansas (the "City") has issued its Taxable Industrial Development Revenue Bonds (Kimberly-Clark Corporation Project), Series 2010 (the "Bonds"), in the aggregate principal amount of not to exceed \$45,000,000, for the purpose of financing an industrial project (the "Project") for use by Kimberly-Clark Corporation, a Delaware corporation (the "Company"), and paying the expenses of issuing the Bonds; and

WHEREAS, the City has leased the Project to the Company upon the terms and conditions set forth in a Lease Agreement dated as of July 1, 2010 (the "Lease Agreement"), by and between the City and the Company; and

WHEREAS, the Bonds are secured by a Trust Indenture dated as of July 1, 2010 (the "Indenture"), by and between the Issuer and Associated Trust Company, N.A., Green Bay, Wisconsin, as Trustee (the "Trustee"); and

WHEREAS, in connection with the issuance of the Bonds, the City and the Company entered into an Agreement for Payments in Lieu of Taxes dated July 9, 2010 (the "PILOT Agreement"); and

WHEREAS, it is proposed that the scope of the Project be expanded and that the maximum principal amount of the Bonds be increased to \$75,000,000 for the purpose of financing additional costs in connection therewith, including costs for buildings, improvements, machinery, equipment, and other facilities; and

WHEREAS, pursuant to and in accordance with applicable provisions of Arkansas law, a public hearing was held on the date hereof before the City Council on the question of the proposed increase in principal amount of the Bonds; and

WHEREAS, after due consideration the City has determined to proceed with such proposal and in connection therewith to enter into amendments to the Lease Agreement, the Trust Indenture, and the PILOT Agreement (collectively, the "Amending Documents"); and

WHEREAS, forms of the Amending Documents 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 City Council hereby finds that the accomplishment of the proposed expanded Project, and the issuance of the Bonds to finance the same, will provide substantial additional investment, employment and payrolls and will thereby secure and develop industry within and near the City.

Section 2. The issuance of the Bonds in the aggregate principal amount of \$75,000,000, or such lesser amount as shall be requested by the Company, is hereby authorized.

Section 3. There is hereby authorized the execution and delivery of the Amending Documents, and the Mayor and City Clerk, as appropriate, are hereby authorized to execute, acknowledge and deliver the same for and on behalf of the City. The Amending Documents are hereby approved in substantially the forms submitted to this meeting, and the Mayor is hereby authorized to confer with the Company, the Trustee, and others in order to complete the Amending Documents in substantially the forms submitted to this meeting with such changes as shall be approved by such persons executing the documents, their execution to constitute conclusive evidence of such approval.

Section 4. 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 and delivery of the Amending Documents, the performance of all obligations of the City thereunder, and the performance of all acts of whatever nature necessary to effect and carry out the authority conferred by this Ordinance or by Ordinance No. O-10-42 adopted on May 11, 2010, which authorized the original issuance of the Bonds. The Mayor and 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 5. 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 Amending Documents, and such documents shall be on file for inspection by any interested person.

Section 6. 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 7. All other ordinances, resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

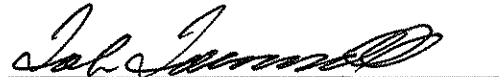
Section 8. There is hereby found and declared to be an immediate need for the securing and developing of industry in order to provide substantial employment and payrolls, thereby alleviating unemployment and otherwise benefitting the public health, safety and welfare

of the City and the inhabitants thereof, and the increase in the maximum principal amount of the Bonds authorized hereby and the taking of the other action authorized hereby are immediately necessary for the accomplishing of these public benefits and purposes. It is, therefore, declared that an emergency exists and this Ordinance being necessary for the preservation of the public peace, health and safety shall be in force and effect immediately upon and after its passage.

PASSED: October 12, 2010.

Approved:

Attest:



Mayor Tab Townsell



**Michael O. Garrett
City Clerk/Treasurer**

(SEAL)