

**RESOLUTION NO. R-05-02**

**A RESOLUTION AUTHORIZING THE PREPARATION OF CERTAIN DOCUMENTATION FOR THE SUBSEQUENT APPROVAL OF THE CITY COUNCIL RELATED TO THE PROPOSED ISSUANCE BY THE CITY OF WATER REVENUE REFUNDING BONDS, SERIES 2005, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$8,500,000 (THE "BONDS") FOR THE PURPOSE OF REFUNDING THE CITY'S OUTSTANDING (1) WATER IMPROVEMENT REVENUE BONDS, SERIES 1977, (2) WATER REVENUE REFUNDING BONDS, SERIES 1993, (3) WATER REVENUE IMPROVEMENT BONDS, SERIES 1995, AND (4) WATER REVENUE IMPROVEMENT BONDS, SERIES 2000A; AND PRESCRIBING OTHER MATTERS RELATING THERETO.**

WHEREAS, Conway Corporation, an Arkansas nonprofit corporation (the "Corporation"), has requested that the City consider the refinancing of certain outstanding indebtedness of the City secured by water revenues in order to achieve interest cost savings; and

WHEREAS, it has been determined that the most advantageous method of refinancing such indebtedness is through the issuance by the City of an issue of tax-exempt bonds (the "Bonds") pursuant to Arkansas law; and

WHEREAS, the City has determined to consider the issuance of the Bonds, subject to the final approval of terms of the Bonds by ordinance of the City Council, and to authorize the Underwriters and Bond Counsel, hereinafter designated in Sections 2 and 3, respectively, with the advice and assistance of the Corporation, to take certain actions in preparation for the issuance and sale of the Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF CONWAY, ARKANSAS THAT:

**Section 1.** The Bond Counsel, as hereinafter defined, with the advice and assistance of officers of the Corporation, is hereby authorized to prepare documents relating to the issuance and sale of the Bonds and the refunding of the outstanding water revenue indebtedness described above, provided, however, the City Council shall first adopt an approving ordinance before any such documents are binding upon the City.

**Section 2.** The firm of Kutak Rock LLP is hereby designated as bond counsel ("Bond Counsel") in connection with the issuance and sale of the Bonds.

**Section 3.** The firms of Morgan Keegan & Company, Inc., Stephens Inc. and Crews & Associates, Inc. (with Morgan Keegan & Company, Inc. being the managing underwriter) are hereby designated as underwriters (the "Underwriter") for the purpose of marketing the Bonds and advising the Corporation and the City concerning the refunding of the prior indebtedness. The sale of the Bonds to the Underwriters will be accomplished pursuant to the terms of a bond purchase agreement to be presented for the approval of the City Council.

**Section 4.** The provisions of this resolution are hereby declared to be separable and if a section, phrase or provision shall be declared to be invalid, such declaration shall not affect the validity of the remainder of the resolution.

**Section 5.** All resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

ADOPTED: January 25, 2005.

By:   
Mayor

ATTEST:

By:   
City Clerk