



City of Conway, Arkansas
Resolution No. R-10-37

A RESOLUTION AUTHORIZING THE MAYOR AND CITY CLERK TO ENTER INTO THE TERMINATION AND ASSIGNMENT AGREEMENT WITH THE CO-OWNERS OF THE INDEPENDENCE STEAM ELECTRIC STATION 2, AND FOR OTHER PURPOSES

WHEREAS, the City of Conway, Arkansas is a co-owner in the Independence Steam Electric Station (ISES) together with Entergy Arkansas, Inc. (EAI); Entergy Mississippi Inc. (EMI); Entergy Power Inc. (EPI); Arkansas Electric Cooperative Corporation (AECC); the City of West Memphis, Arkansas; the City of Osceola, Arkansas; City Water & Light of Jonesboro, Arkansas and the East Texas Electric Cooperatives Inc. (ETEC); and

WHEREAS, all of the Co-owners are parties to the ISES Ownership and Operating Agreements respective to their ownership shares in ISES; and

WHEREAS, the Bank of New York Mellon (BNY), as the owner and trustee for co-owner AECC under a Trust Agreement dated December 4, 1984, with respect to a beneficial interest in ISES Unit 2 is transferring all of its interest in ISES Unit 2 to AECC; and

WHEREAS, Section 12.1 of the ISES Ownership Agreement provides that before any other co-owner can assign or transfer interest of ISES to another party, consent is required from the other co-owner parties; and

WHEREAS, the Termination and Assignment Agreement at issue under this Resolution, attached hereto as Exhibit A, allows the City of Conway to consent to such transfer; and

WHEREAS, it has been recommended that it is in the interest of all of the co-owners to consent to the transfer and assignment of rights from BNY to AECC in ISES; and

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

SECTION 1. That the Mayor and City Clerk are hereby authorized to enter into and execute the Termination and Assignment Agreement with the remaining co-owners in ISES, and the Mayor is hereby authorized to make any modifications, amendments or changes that may be necessary in the ongoing process of finalization of the contract terms. Said agreement is hereby approved and is attached hereto and incorporated as Exhibit A.

SECTION 2. That this Resolution shall be in full force and effect from and after its passage and approval.

PASSED on this 27th day of July 2010.

Approved


Mayor Tab Townsell

Attest:


Michael O. Garrett
City Clerk/Treasurer