

ORDINANCE NO. B-409

AN ORDINANCE AUTHORIZING THE ISSUANCE OF INDUSTRIAL DEVELOPMENT REVENUE BONDS FOR THE PURPOSE OF PROVIDING PERMANENT FINANCING FOR INDUSTRIAL FACILITIES; AUTHORIZING A TRUST INDENTURE SECURING THE BONDS; AUTHORIZING A LEASE AND AGREEMENT BETWEEN THE CITY OF ARKADELPHIA, ARKANSAS, AS LESSOR, AND QUALITY AUTOMOTIVE INVESTMENT COMPANY OF ARKANSAS, AS LESSEE; AUTHORIZING THE SALE OF THE BONDS AND THE EXECUTION OF A BOND PURCHASE AGREEMENT IN CONNECTION THEREWITH; AUTHORIZING AND PRESCRIBING OTHER MATTERS PERTAINING THERETO; AND DECLARING AN EMERGENCY.

WHEREAS, the City of Arkadelphia, 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, it is proposed that the City provide permanent financing, through the issuance of revenue bonds under the Act, of the costs of acquiring, constructing and equipping certain industrial facilities consisting of lands, buildings, improvements, machinery, equipment and facilities (the "Project"), and that the City lease the Project to Quality Automotive Investment Company of Arkansas, a Delaware corporation (the "Company"), as part of an industrial plant to be operated by the Company (or its successors or assigns) at the City and that the Company's obligations under the lease between the City and the Company will be guaranteed by Automotive Investment Corporation, a Delaware corporation; and

WHEREAS, pursuant to and in accordance with the provisions of the Act, the City is now prepared to proceed with financing the Project and to issue and sell \$1,000,000 in principal amount of its Industrial Development Revenue Bonds - Quality Automotive Project, Series 1982 (the "Bonds"), to provide such financing; and

WHEREAS, copies of the hereinafter described Trust Indenture and Lease and Agreement have been presented to and are before this meeting;

NOW, THEREFORE, BE IT ORDAINED by the Board of Directors of the City of Arkadelphia, Arkansas:

Section 1. The City makes the following findings with respect to the issuance of the Bonds and to the Project:

A. The issuance of the Bonds will not create an unjustified competitive disadvantage to existing businesses in the City.

B. The issuance of the Bonds will stimulate the City's economy.

C. The issuance of the Bonds will result in the creation of a significant number of jobs for the inhabitants of the City.

D. The Project would not, based upon representation and certification of the Company, be undertaken by the Company unless the City authorized, issued and sold the Bonds.

Section 2. That the issuance of the Bonds is hereby authorized. The Bonds shall be issued in the forms and denominations, shall be dated, shall be numbered, shall mature (over a period not to exceed thirty (30) years), shall bear interest (at a rate or rates), and shall be subject to redemption prior to maturity all upon the terms and conditions recommended by the Company and to be set forth in the Trust Indenture (hereinafter authorized) securing the Bonds.

Section 2. That the Bonds be sold to T.J. Raney & Sons, Inc. and Stephens Inc., both of Little Rock, Arkansas (the "Purchasers"), for the purchase price recommended by the Company and upon the terms and conditions set forth in a Bond Purchase Agreement to be entered into between the City and the Purchasers (the "Bond Purchase Agreement").

Section 3. To prescribe the terms and conditions upon which the Bonds are to be executed, authenticated, issued, accepted, held and secured, the Mayor is hereby authorized and directed to execute and acknowledge a Trust Indenture by and between the City and a bank or trust company which will act as Trustee thereunder, dated as of the date of the Bonds (the "Indenture"), and the City Clerk is hereby authorized and directed to execute and acknowledge the Indenture and to affix the seal of the City thereto, and the Mayor and City Clerk are hereby authorized and directed to cause the Indenture to be accepted, executed and acknowledged by the Trustee. The Indenture is hereby approved in substantially the form submitted to this meeting, and the Mayor is hereby authorized to confer with the Trustee, the

Company and the Purchasers in order to complete the Indenture in substantially the form submitted to this meeting with such changes as shall be approved by such persons executing the document, their execution to constitute conclusive evidence of such approval.

Section 4. That there be, and there is hereby authorized the execution and delivery of a Lease and Agreement by and between the City as Lessor, and the Company as Lessee (the "Lease Agreement"), and the Mayor and City Clerk be, and they are hereby, authorized to execute, acknowledge and deliver the Lease Agreement for and on behalf of the City. The Lease Agreement is hereby approved in substantially the form submitted to this meeting, and the Mayor is hereby authorized to confer with the Company, the Trustee and the Purchasers in order to complete the Lease Agreement in substantially the form submitted to this meeting with such changes as shall be approved by such persons executing the document, their execution to constitute conclusive evidence of such approval. The Company is a subsidiary of Automotive Investment Corporation, a Delaware corporation, and the obligations of the Company under the Lease Agreement will be guaranteed by Automotive Investment Corporation.

Section 5. That there be, and there is hereby, authorized the preparation and distribution to various prospective and actual purchasers of the Bonds of an Official Statement (and preliminary official statement), in the name of the City, describing the City, the Bonds, the Indenture, the Lease Agreement, and setting forth such other information as may be determined to be necessary or desirable by the Purchasers and the Company. The Mayor is authorized to execute such official statement on behalf of the City.

Section 6. That the Mayor and City Clerk, for and on behalf of the City, be, and they are hereby, authorized and directed to do any and all things necessary to effect the execution and delivery of the Lease Agreement, the performance of all obligations of the City under the Lease Agreement, the execution and delivery of the Indenture, the performance of all obligations of the City under and pursuant to the Indenture, the issuance, execution, sale and delivery of the Bonds, the execution and delivery of the Bond Purchase Agreement, the execution, delivery and distribution of an official statement, and the performance of all acts of whatever nature necessary to effect and carry out the authority conferred by this Ordinance. That the Mayor and City Clerk be, and they 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. That the City is hereby involved with the acquiring, constructing and equipping of industrial facilities, and pursuant to applicable laws of the State of Arkansas, including particularly the Act, competitive bidding is waived.

Section 8. That 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 a copy of the Indenture, Lease Agreement, and Bond Purchase Agreement, and such documents shall be on file for inspection by any interested person.

Section 9. That the law firm of Friday, Eldredge & Clark, Little Rock, Arkansas, be appointed to act as Bond Counsel on behalf of the City in connection with the issuance and sale of the Bonds.

Section 10. That 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 11. That all ordinances, resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 12. That 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 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 immediate preservation of the public peace, health and safety shall be in force and effect immediately upon and after its passage.

PASSED: January 7, 1982.

ATTEST:

APPROVED:

Mayor

City Clerk

(SEAL)