

A RESOLUTION APPROVING A MEMORANDUM OF INTENT BETWEEN THE CITY OF CONWAY AND MID-SOUTH CABINET & MILLWORK, INC., TAKING OFFICIAL ACTION TOWARD THE ISSUANCE OF REVENUE BONDS FOR THE PURPOSE OF PROVIDING PERMANENT FINANCING FOR THE ACQUISITION OF FACILITIES THAT WILL BE USED IN THE OPERATION OF A CABINET MANUFACTURING FACILITY, PRESCRIBING OTHER MATTERS PERTAINING THEREIN.

WHEREAS, Mid-South Cabinet & Millwork, Inc. ("Company") desires to acquire, maintain and improve certain facilities (the "Project") for the purposes of operating a cabinet manufacturing facility in and near the City of Conway, Arkansas (the "City").

WHEREAS, permanent financing of acquiring, maintaining and improvement of the Project and the costs of authorizing and issuing bonds is desired by the Company through the authorization of Revenue Bonds to be issued by the City in one or more series if needed for the acquiring, maintaining and improving or expansion of the facilities, under the provisions of Act No. 1 of the First Extraordinary Session of the Sixty-Second General Assembly of the State of Arkansas approved January 21, 1969 as amended (the "Act").

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

ARTICLE 1: That the Mayor and City Clerk be, and they are hereby, authorized for and on behalf of the City to enter into the Memorandum of Intent in the form and with the conditions hereafter set forth and made a part hereof:

ARTICLE 2: That the Mayor and City Clerk be, and they are hereby, authorized and directed to take all actions

necessary to perform all obligations and realize all rights
of the City set forth in the foregoing recitation of intent
and to execute all documents necessary to carry out the
authority conferred by this Ordinance or to evidence the
exercise thereof.

ISSUED: 4-26-83

CITY OF GANNEY, ARKANSAS

Bill W. [Signature]

MAYOR

ATTEST:

Martha [Signature]

CITY CLERK

MEMORANDUM OF INTENT

This MEMORANDUM OF INTENT is between the City of Conway, Faulkner County, Arkansas, (hereinafter referred to as the "City"), and Mid-South Cabinet & Millwork, Inc., an Arkansas corporation, (hereinafter referred to as the "Company").

IN CONSIDERATION of the undertakings of the parties set forth herein and the benefits to be derived therefrom and of other good and valuable considerations, receipt of which is hereby acknowledged by the parties, the City and the Company AGREE:

1. Preliminary Statement. (a) The City is a duly incorporated town existing under the Constitution and laws of the State of Arkansas and is authorized by the laws of the State of Arkansas, including particularly Act No. 9 of the Acts of the First Extraordinary Session of the Sixty-Second General Assembly of the State of Arkansas approved January 21, 1960 as amended ("Act 9"), to issue revenue bonds for financing the costs of acquiring, maintaining and improving facilities (as defined in and authorized by Act 9) that can be used for industry in or near the City and to lease, sell and/or make loans to finance the same for such rentals and payments and upon such terms and conditions as the City deems advisable.

(b) The Company proposes that a cabinet manufacturing facility and related equipment be acquired, constructed and equipped in or near the City (the "Project").

(c) The Company has determined that prior to commencement of acquisition, construction and equipment of the Project, it must obtain a commitment from the City that it will issue revenue bonds as the Company and the City, upon advice of counsel, shall deem appropriate and make the proceeds available for the permanent financing of any part or all of the costs and expenses incurred in acquiring, constructing and equipping the Project.

(d) The City is willing to so commit and to proceed with the issuance of such bonds as and when requested by the Company, in principal amounts necessary to furnish such permanent financing subject to compliance with all conditions legally applicable to the issuance of such bonds.

(e) The City considers that the acquiring, constructing and equipping of the Project, and the making of loans to finance or the leasing or sale to the Company of all such facilities as are so financed, will be in the public interest and will promote the general health and economic welfare and help alleviate unemployment of the inhabitants of the City and adjacent areas.

2. Undertakings on the Part of the City. Subject to the conditions stated herein, the City agrees as follows:

(a) That when requested by the Company, it will authorize and take, or cause to be taken, the necessary steps to issue Industrial revenue bonds under applicable law, in the aggregate principal amount necessary to furnish the permanent financing of all or any part of the costs of accomplishing the Project. In this regard, it is estimated at this time that revenue bonds in the approximate principal amount of \$2,000,000 will be issued. However, the City's commitment is to issue revenue bonds in such amount as shall be requested by the Company for accomplishing all or any part of the Project, whether that amount is more or less than the above estimate. It is understood that such bonds will not be general obligations of the City, and in no event will they constitute an indebtedness of the City within the meaning of any constitutional or statutory limitation.

(b) That it will, at the proper time and subject in all respects to the recommendation and approval of the Company, adopt, or cause to be adopted, such proceedings and authorize the execution of such documents as may be necessary and advisable for the authorization, sale and issuance of the bonds, the acquiring, constructing and equipping of the Project, and for the leasing or sale thereof or the making of loans therefor to the Company, all in conformity with Arkansas law and any other applicable laws and upon terms and conditions mutually satisfactory to the City and the Company.

(c) That the aggregate basic rents or payments (i.e., the rents or payments to be used to pay the principal of, premium, if any, and interest on the bonds) payable under leases, sale agreements or other agreements between the City and the Company, shall be sufficient to pay the principal of, premium, if any, and interest on the bonds when due. The leases, sale agreements or other agreements shall contain such provisions as are necessary or desirable, consistent with the authority conferred by applicable law.

(d) That it will take or cause to be taken such other action and adopt such further proceedings as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

3. Undertakings on the Part of the Company. Subject to the conditions stated herein, the Company agrees as follows:

(a) That the Company will cooperate with the City in the sale and issuance of the bonds.

(b) That the Company will enter into such leases, sale agreements or other appropriate agreements with the City under which the Company will obligate itself to pay to the City rents or payments sufficient to pay the principal of, premium, if any, and interest on the bonds when due and containing such other provisions as are necessary or desirable consistent with the authority conferred by applicable law.

(c) That in the case of any project properties that are exempt from ad valorem taxation, payments in lieu of taxes will be made in amounts agreed upon between the City and the Company.

(d) That the Company will pay all costs of the Project, costs and expenditures incidental thereto, and financing costs (including all costs of authorizing and issuing the bonds) not paid from the proceeds of the bonds.

(e) That the Company will take such further action and adopt such further proceedings as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

4. General Provisions. (a) This Memorandum of Intent shall continue in full force and effect until the Project and its financing by bonds is accomplished, and in this regard it is understood that there may be separate issues of bonds, and separate series within a particular issues, with different maturities, interest rates, redemption provisions and other details. In the case of each issue, and of each series, the City will take appropriate action by ordinance or resolution to sell and authorize the bonds and to authorize and execute such agreements and documents as may be determined necessary or desirable by the City and the Company.

(b) The Company's right and interest in this Memorandum of Intent may be assigned to a subsidiary of the Company if the Company desires to operate the Project through a subsidiary.

IN WITNESS WHEREOF, the City and the Company have entered into this Memorandum of Intent by their officers thereunto duly authorized, as of the 26th day of April, 1983.

CITY OF CONWAY, ARKANSAS

BY:

Bill Wright
Mayor
(title)

ATTEST:

Martha Hartwick
City Clerk
(title)

MID-SOUTH CABINET & MILLWORK, INC.

BY: Paul H. Foster
Pres.
(title)

ATTEST:
[Signature]
[Signature]
(title)

CERTIFICATE

The undersigned, City Clerk of Conway, Arkansas, hereby certifies that the foregoing pages are a true, correct and complete copy of Resolution No. 13 of Conway, Arkansas, passed at a special session of the City Council of Conway, Arkansas, held at the regular meeting place of the City Council at 6:30 o'clock p.m. on the 20th day of April 1933, and that the Resolution is so recorded in Resolution Record Book No. 10 now in my possession.

GIVEN under my hand and seal of the City this 25th day of April 1933.

Martha Hartwick

City Clerk

May 31, 1983

This letter is to notify you of a public hearing to be held at the City Council Meeting of June 14, 1983 for the purpose of obtaining public input for changing names of certain streets. Listed below are the names of streets to be changed and suggested new names:

1. Leigh Street changed to Lehigh
2. South Meadow to Meadow
3. Spencer (north of 64/65 intersection) to Ridge Road
4. South Millwood to Millwood
5. North Street (off Washington Ave.) to Meadowlake Rd.
6. Conway Street to Front Street

The following streets are the ones to be changed with input from residents of these streets:

1. Popular Street - Hayes Addition
2. East Meadow - east off Hwy 286
3. West Meadow - Bellmeade Addition
4. Sunset Street - Smoking Oaks
5. North Millwood - Pleasant Valley

If you would like to have input into the names of any of the above listed streets please be present at the City Council Meeting on June 14, 1983 at 6:30 p.m. in the courtroom of the Municipal Building.

Sincerely,

Bill Wright
Mayor
City of Conway

BW/bh

CONWAY CORPORATION

OPERATORS OF THE CITY-OWNED
ELECTRIC, ELECTRONIC & WATER SYSTEMS

P. O. BOX 99 CONWAY, ARK. 72032 329-5641

JAMES H. BREWER
General Manager

June 13, 1983

The Honorable William Wright, Mayor
and Members of the City Council
City of Conway
Conway, Arkansas 72032

Gentlemen:

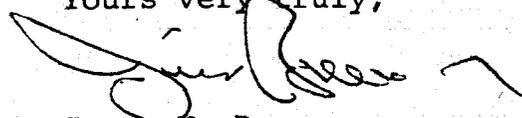
At a special meeting of the Board of Directors of the Conway Corporation on June 13, 1983, Mr. Luke Gordy was unanimously elected to a five year term on the Conway Corporation Board of Directors, beginning May 8, 1983. Mr. Gordy will replace Mr. Robert W. Henry whose term expired on that date.

I am pleased to report that Mr. Gordy has agreed to serve this term to which he has been elected.

In accordance with the terms of the Articles of Incorporation of the Conway Corporation dealing with election of board members, we herewith respectfully request confirmation of the election of Mr. Gordy by the City Council.

Thanking you kindly for your attention to this matter,
I am

Yours very truly,



James H. Brewer
Manager
CONWAY CORPORATION

JHB:mf

EXCERPTS FROM MINUTES OF A MEETING OF THE
CONWAY CITY COUNCIL

June 3, 1983

The City Council of the City of Conway,
Arkansas, met in special session at its regular meeting place
in Conway, Arkansas at 12:15 p.m. on the 3rd
day of June, 1983. The following were present:

Mayor Bill Wright; City Attorney Jesse Thompson;
and Aldermen Frank Moix, John Thompson, Jack Jumper, Woody
Cummins, Maurice Moix, Don Owen and James Ed Smith

Absent: Jack Bell

The Mayor stated that consideration should be given to
a resolution for Memorandum of Intent for Act 9 Bond issue
for Polyvend, Inc.

This was a matter with which the Council was familiar and after a
discussion, ^{Mayor} ~~XXXXXX~~ Bill Wright introduced a Resolution
entitled:

A RESOLUTION AUTHORIZING A MEMORANDUM OF
INTENT BY AND BETWEEN THE CITY OF CONWAY,
ARKANSAS, AND POLYVEND, INC. PERTAINING TO
THE ISSUANCE OF INDUSTRIAL DEVELOPMENT
REVENUE BONDS FOR FINANCING THE COSTS OF
ACQUIRING, CONSTRUCTING AND EQUIPPING
INDUSTRIAL FACILITIES; AND PRESCRIBING
OTHER MATTERS RELATING THERETO.

and the ~~XXXX~~ Mayor read the Resolution in full.

Alderman Don Owen, seconded by Alderman Maurice Moix, moved that the Resolution be adopted. The question was put by the Mayor on the adoption of the motion and the roll being called, the following voted aye:

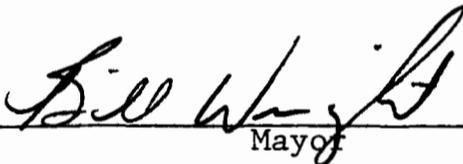
Frank Moix, John Thompson, Jack Jumper
Woody Cummins, Maurice Moix, Don Owen,
James Ed Smith

and the following voted nay:

The Mayor thereupon declared the Resolution adopted and signed the Resolution, which was attested by the City Clerk and impressed with the seal of the City. The Resolution was given No. R-83-20.

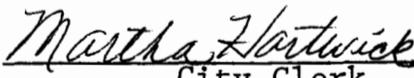
(Matters not relating to the Resolution R-83-20 _____ are omitted.)

There being no further business, the Council adjourned.



Mayor

ATTEST:



City Clerk

(SEAL)

CERTIFICATE

The undersigned, City Clerk of the City of Conway, Arkansas, hereby certifies that the foregoing pages numbered 1 and 2, are a true and correct copy of excerpts of the minutes of a meeting of the City Council of Conway, Arkansas, at a special session held at the regular meeting place of the Council in the City at 12:15 p.m. _____, on the 3rd day of June, 1983, and the time and place of the meeting was furnished to each person who made a request therefor in accordance with the provisions of Act No. 93 of the Acts of Arkansas of 1967.

Martha Hartwick

City Clerk

(SEAL)