

ORDINANCE NO. _____

AN ORDINANCE AUTHORIZING THE ISSUANCE OF CAPITAL IMPROVEMENT REVENUE BONDS, SERIES 2019A; AUTHORIZING A TRUST INDENTURE SECURING THE BONDS; AUTHORIZING THE SALE OF THE BONDS AND THE EXECUTION OF A BOND PURCHASE AGREEMENT; PRESCRIBING OTHER MATTERS PERTAINING THERETO; REPEALING ORDINANCE NO. 9165; AND DECLARING AN EMERGENCY.

WHEREAS, the City Council of the City of North Little Rock, Arkansas (the "City") has determined that the City is in need of capital improvements including particularly, without limitation, a new police and courts facility (the "Police and Courts Facility"); and

WHEREAS, the City can obtain a portion of the costs of the Police and Courts Facility by the issuance of Capital Improvement Revenue Bonds, Series 2019A, in the maximum principal amount of \$10,875,000 (the "Bonds"); and

WHEREAS, the Bonds will be equally and ratably secured by and payable from all revenues received by the City from the franchise fees charged to public utilities for the privilege of using the streets, highways and other public places in the City, pursuant to the authority contained in Title 14, Chapter 200, Subchapters 101 through 112 and Title 23, Chapter 19, Subchapters 201 through 210 of the Arkansas Code of 1987 Annotated or successor statutes ("Franchise Fee Revenues").

NOW, THEREFORE, BE IT ORDAINED by the City Council of the City of North Little Rock, Arkansas as follows:

SECTION 1: The issuance of the Bonds in the aggregate principal amount not to exceed \$10,875,000 is hereby authorized. The Bonds shall be issued as tax-exempt bonds for federal income tax purposes. The true interest cost of the Bonds (after taking into account underwriter's discount and original issue premium or discount, if any) shall not exceed 4% per annum. The weighted average maturity of the Bonds (taking into account mandatory sinking fund redemptions, if any) shall not be greater than twelve (12) years. The Bonds shall mature not later than fifteen (15) years after issuance. The underwriter's discount shall not exceed 1.05%.

SECTION 2: Following the offering of the Bonds under the terms set forth in Section 1, the Mayor is authorized to execute and deliver a Bond Purchase Agreement (the "Purchase Agreement") with Stephens Inc. (the "Underwriter") for and on behalf of the City. The Purchase Agreement is hereby approved in substantially the form submitted at this meeting, with such appropriate modifications as shall be agreed to by the Mayor, his execution to constitute conclusive evidence of such approval.

SECTION 3: To prescribe the terms and conditions upon which the Bonds are to be executed, authenticated, delivered, issued, accepted, held and secured, the Mayor and City Clerk are hereby authorized and directed to execute and acknowledge a Trust Indenture (the "Indenture"), by and between the City and a bank to be selected by the Underwriter (the "Trustee"). The Indenture is hereby approved in substantially the form submitted at this meeting, and the Mayor and City Clerk are hereby authorized to execute and deliver the Indenture with such modifications as shall be approved by the Mayor and City Clerk, their execution to constitute conclusive evidence of such approval. The Bonds shall be secured by Franchise Fee Revenues.

SECTION 4: The preparation and distribution, to various prospective and actual purchasers of the Bonds, of the Preliminary Official Statement and final Official Statement describing the City, the Bonds, the Indenture and other information, is hereby authorized, and the Preliminary Official Statement is approved in substantially the form submitted at this meeting. The Underwriter is authorized to use the Preliminary Official Statement in connection with the sale of the Bonds. The execution of the Preliminary Official Statement and final Official Statement by the Mayor, for and on behalf of the City, is hereby authorized. The action of the Mayor to "deem final" the Preliminary Official Statement in accordance with Securities and Exchange Commission Rule 15c2-12(b)(5) is hereby authorized.

SECTION 5: The Continuing Disclosure Agreement (the "Disclosure Agreement") between the City and the Trustee providing for the disclosure obligations of the City with respect to the Bonds, in substantially the form submitted to this meeting, is approved and the Mayor is hereby authorized and directed, for and on behalf of the City, to execute and deliver the Disclosure Agreement.

SECTION 6: 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 Preliminary Official Statement; the execution and delivery of the Indenture; the execution and delivery of the Purchase Agreement; the execution and delivery of the Disclosure Agreement; the execution, delivery and distribution of a final Official Statement; and the performance of all acts of whatever nature necessary to effect and carry out the authority conferred by this Ordinance. 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 as to evidence the exercise thereof.

SECTION 7: The City Clerk shall maintain, in the permanent records of the City, for inspection by any interested person, a copy of the Indenture, the Preliminary Official Statement, final Official Statement, the Disclosure Agreement and the Purchase Agreement.

SECTION 8: The provisions of this Ordinance are hereby declared to be severable and if any provision shall for any reason be held illegal or invalid, such holding shall not affect the validity of the remainder of the Ordinance.

SECTION 9: Ordinance No. 9165 is hereby repealed. All Ordinances and resolutions or parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

SECTION 10: Following adoption, this Ordinance shall be posted in the following public places in the City: City Hall, City Services Building, Layman Library, Pat Hayes Senior Center and North Little Rock Chamber of Commerce.

SECTION 11: It is hereby ascertained and declared that the Police and Courts Facility are immediately needed for the preservation of the public peace, health and safety and to remove existing hazards thereto. The Police and Courts Facility cannot be accomplished without the issuance of the Bonds, which cannot be sold as specified herein unless this Ordinance is immediately effective. Therefore, it is 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 take effect immediately upon and after its passage.

PASSED:

APPROVED:

Mayor Joe A. Smith

SPONSOR:

ATTEST:



Mayor Joe A. Smith *by AF*

Diane Whitbey, City Clerk

APPROVED AS TO FORM:



Amy Beckman Fields, City Attorney

Prepared by:

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Friday, Eldredge & Clark, LLC
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Little Rock, AR 72201-3522

APPROVED BY THE OFFICE OF THE CITY ATTORNEY

FILED _____ A.M. _____ P.M.
By _____
DATE _____
Diane Whitbey, City Clerk and Collector North Little Rock, Arkansas
RECEIVED BY _____