

RESOLUTION APPROVING AN AGREEMENT BY MESQUITE INDUSTRIAL DEVELOPMENT CORPORATION TO ISSUE BONDS FOR MORRISON PRODUCTS, INC. AND THE BOND RESOLUTION PROVIDING FOR THE ISSUANCE OF SUCH BONDS

WHEREAS, Mesquite Industrial Development Corporation (the "Issuer") was created under the auspices of the City of Mesquite, Texas (the "Governmental Unit"); and

WHEREAS, the Issuer proposes to issue bonds to pay the costs of certain manufacturing facilities to serve the Mesquite plant of Morrison Products, Inc. (the "Company") in Dallas County, Texas, in a principal amount of \$4,500,000; and

WHEREAS, on August 1, 1994, the Issuer adopted a Resolution With Respect to the Issuance of Bonds to Finance Facilities for Morrison Products, Inc. (the "Inducement Resolution"); and

WHEREAS, on August 8, 1994, the Governmental Unit received an allocation of \$4,500,000 in state private activity bond ceiling pursuant to Texas Bond Review Board Docket No. 994 (the "Reservation"); and

WHEREAS, the Governmental Unit and the Issuer have agreed that it is desirable that the Issuer be the issuer of the Bonds.

WHEREAS, it is deemed necessary and advisable that this Resolution be adopted.

THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MESQUITE, TEXAS, THAT:

Section 1. The "Loan Agreement between Mesquite Industrial Development Corporation and Morrison Products, Inc.," in substantially the form and substance as attached to this Resolution and made a part hereof for all purposes, is hereby approved, and Bonds in a principal amount of \$4,500,000, are approved to be issued pursuant thereto for the purpose of paying the costs of certain manufacturing facilities to serve the plant of the Company, located in the City of Mesquite, Dallas County, Texas.

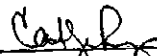
Section 2. The "Resolution Authorizing the Issuance of Mesquite Industrial Development Corporation Industrial Development Revenue Bonds (Morrison Products, Inc. Project) Series 1994; the Execution of an Indenture of Trust, a Loan Agreement, and a Placement Agreement; Approval of a Placement Memorandum; and Other Matters in Connection Therewith", in substantially the form and substance attached to this Resolution and made a part hereof for all purposes, is hereby specifically approved, and the Bonds may be issued as provided for therein.

Section 3. The approvals contained herein are solely for the purposes of Section 25(f) of the Development Corporation Act of 1979, as amended (Article 5190.6, Vernon's Texas Civil Statutes) and Section 147(f) of the Internal Revenue Code of 1986, as amended, and the Governmental Unit shall have no liability for the payment of the Bonds nor shall any of its assets be pledged to the payment of the Bonds.

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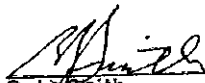
DULY PASSED AND APPROVED by the City Council of the City of Mesquite, Texas, on the 3rd day of October, 1994.

  
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Cathye Ray  
Mayor

ATTEST:

APPROVED:

  
\_\_\_\_\_  
Lynn Prugel  
City Secretary

  
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B.J. Smith  
City Attorney