

**Resolution 2261:**

This resolution was amended during the Council Meeting of January 12, 1995, to include the following stipulation.

"that the bonds be completely repaid by 1999 and the property returned to the tax roll at that time, rather than leaving a \$20,000 balance due until 2013"

A representative of First National Tower, Ltd. present at the meeting indicated the stipulation would be unacceptable to them.

RESOLUTION NO. 2261

**RELATING TO THE APPROVAL OF CHANGES IN THE FORM OF DOCUMENTS WHICH WERE APPROVED BY THE CITY COUNCIL IN ORDINANCE 1115 (THE "ORDINANCE") WHICH WAS PASSED WITH RESPECT TO THE CITY OF ROSWELL INDUSTRIAL DEVELOPMENT REVENUE BONDS (FIRST NATIONAL TOWER LIMITED PARTNERSHIP PROJECT) (THE "BONDS"); APPROVING THE FORM OF DOCUMENTS SUBMITTED TO THE CITY COUNCIL HERewith; AND RATIFYING ALL ACTION HERETOFORE TAKEN.**

**WHEREAS**, on December 28, 1983, pursuant to the terms of the Ordinance, there were delivered \$1,000,000 aggregate principal amount of the Bonds to the purchaser thereof, El Paso National Bank; and

**WHEREAS**, El Paso National Bank is now known as Texas Commerce Bank National Association, and is hereafter referred to as the "Bank"; and

**WHEREAS**, Charter Bank Northwest (the "Purchaser") has acquired the Bonds from the Bank and is the current holder and owner of the Bonds pursuant to the terms of that certain Mortgage and Indenture of Trust dated December 1, 1983, between the City and the Bank, as trustee (the "Indenture"); and

**WHEREAS**, First National Tower, Ltd. (the "Company") and the Purchaser desire to change certain terms and conditions with respect to the payment of interest on the Bonds; and

**WHEREAS**, it is necessary to amend the Indenture and the Lease Agreement between the City and the Company to effect such changes described in the preceding clause; and

**WHEREAS**, the Purchaser and the Company have executed consents necessary to effect an amendment to the Indenture and the necessary parties have consented to amendment to the Lease Agreement, as set forth in the hereinafter described First Supplemental Trust Indenture and Second Amendment to Lease Agreement; and

**WHEREAS**, the City Clerk has presented the proposed First Supplemental Trust Indenture and Second Amendment to Lease Agreement, as well as other documents necessary and advisable for this City Council to approve to implement the changes described in said First Supplemental Trust Indenture and Second Amendment to Lease Agreement;

**BE IT RESOLVED BY THE CITY COUNCIL, THE GOVERNING BODY OF THE CITY OF ROSWELL:**

Section 1. The forms, terms and provisions of the First Supplemental Mortgage and Indenture of Trust (the "First Supplemental Trust Indenture"), between the City and the Bank, as trustee, be and are hereby approved in the form as presented herewith by the City Clerk, and

the City shall enter into the First Supplemental Trust Indenture in the form as presented herewith; and the Mayor is hereby authorized and directed to execute and deliver such document, and the City Clerk is hereby authorized and directed to affix the seal of the City to the First Supplemental Trust Indenture and to attest the same.

Section 2. The Mayor and the City Treasurer are each hereby authorized to execute the Bond attached to the First Supplemental Trust Indenture, to be delivered to the Purchaser in exchange for the outstanding Bond currently owned by the Purchaser, and the City Clerk is hereby authorized to attest to the signatures of the Mayor and the City Treasurer and to affix the seal of the City thereto.

Section 3. The forms, terms and provisions of the Second Amendment to Lease Agreement (the "Second Amendment to Lease Agreement"), between the City and the Bank, as trustee, be and are hereby approved in the form as presented herewith by the City Clerk, and the City shall enter into the Second Amendment to Lease Agreement in the form as presented herewith; and the Mayor is hereby authorized and directed to execute and deliver such document, and the City Clerk is hereby authorized and directed to affix the seal of the City to the Second Amendment to Lease Agreement and to attest the same.

Section 4. The officers of the City of shall take all action necessary or reasonably required to carry out, give effect to and consummate the transactions contemplated by the First Supplemental Trust Indenture and the Second Amendment to Lease Agreement, including, without limitation, the execution and delivery of any closing documents to be delivered in connection therewith.

Passed, adopted, signed and approved on this 12th day of January, 1995.

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Mayor

(SEAL)

ATTEST:

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City Clerk