

ORDINANCE NO. O-13-10

**An Ordinance Approving Amendment No. 3 to
Letter of Credit Reimbursement Agreement**

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GADSDEN, ALABAMA, AS GOVERNING BODY OF GADSDEN, ALABAMA ("the "City"), as follows:

1. The City has heretofore, upon evidence duly presented to and considered by it, found and determined, and does hereby find, determine and declare that:

(a) The City and Wachovia Bank, National Association (the "Bank") have heretofore delivered that certain Letter of Credit Reimbursement Agreement dated August 1, 2004, as heretofore amended by that certain Amendment No. 1 to Letter of Credit Reimbursement Agreement dated as of December 23, 2008 and that certain Amendment No. 2 to Letter of Credit Reimbursement Agreement dated as of August 10, 2009 (the Letter of Credit Reimbursement Agreement, as heretofore amended, shall be referred to herein as the "Original Reimbursement Agreement") pursuant to which the Bank has issued the Irrevocable Letter of Credit No. 04.OD.06647, dated August 31, 2004, as heretofore amended by that certain Amendment to Irrevocable Letter of Credit No. 04.DO.06647, dated August 10, 2009 (the Irrevocable Letter of Credit, as heretofore amended, shall be referred to herein as the "Letter of Credit").

(b) Pursuant to the terms and conditions of that certain Amendment No. 3 to Letter of Credit Reimbursement Agreement dated as of March __, 2010 (the "Agreement"), the City and the Bank have agreed to amend:

(1) Section 1.1 of the Original Reimbursement Agreement by extending the stated termination date of the Letter of Credit from March 31, 2010 to May 31, 2011; and

(2) the Letter of Credit, pursuant to that certain Amendment No. 2 to Irrevocable Letter of Credit No. 04.OD.06647, dated March __, 2010 (the "Amendment"), as authorized by the Agreement, to extend the stated termination date of the Letter of Credit from March 31, 2010 to May 31, 2011.

2. The City does hereby approve, adopt, authorize, direct, ratify and confirm the terms and provisions of, and the transactions to be undertaken pursuant to, the following documents:

(1) the Agreement, in form and of content as attached hereto as Exhibit A;

(2) the Amendment, in the form and of content as attached hereto as Exhibit B; and

(3) all agreements, contracts, documents, instruments and notices as shall be required by the terms of, or otherwise necessary or desirable to carry out the provisions and purposes of, the Agreement and the Amendment.

3. The documents described in Section 1 of this ordinance (herein collectively the “Documents”) are approved in substantially the form and of substantially the content as the Documents presented to and considered by the City Council, with such changes or additions thereto or deletions therefrom as the officer of the City executing those of the Documents to which the City is a party signatory thereto (herein collectively the “City Documents”) shall approve, which approval shall be conclusively evidenced by execution of the City Documents by such officer as hereinafter provided.

4. The Documents presented to, considered and adopted by the City Council shall be filed in the permanent records of the City.

5. The Mayor is hereby authorized and directed to execute, acknowledge and deliver the City Documents for and on behalf of and in the name of the City. The Clerk of the City is hereby authorized and directed to attest the same.

6. The officers of the City, or any one or more of them, are hereby authorized and directed to do and perform or cause to be done or performed in the name and on behalf of the City such other acts, and execute, deliver, file and record such other instruments, documents, certificates, notifications and related documents, all as shall be required by law or necessary or desirable to carry out the provisions and purposes of this Ordinance and the documents.

7. Any prior actions taken or agreements made or documents executed by any officers of the City in connection with the Documents and the transactions herein authorized and approved are hereby ratified and confirmed.

8. This Ordinance shall take effect immediately and all ordinances, resolutions, orders, or parts thereof in conflict or inconsistent with any provision herein hereby are, to the extent of such conflict or inconsistency, repealed.

I certify that the City Council of the City of Gadsden, Alabama, duly adopted this ordinance at an open public meeting held on March 9, 2010.

Iva Nelson, City Clerk

APPROVED on March _____, 2010

Sherman Guyton, Mayor