

A RESOLUTION APPROVING THE TRANSFER OF THE PROPERTY, RIGHTS AND OBLIGATIONS RELATING TO LOT B, P & R PROPERTIES ADDITION TO THE CITY OF NORTH LITTLE ROCK; DECLARING AN EMERGENCY; AND PRESCRIBING OTHER MATTERS RELATING THERETO.

WHEREAS, Perroni Development, LLC, an Arkansas limited liability company (the "Seller") is the owner of that tract of real property located in North Little Rock, Arkansas more fully described as Lot B, P & R Properties Addition to the City of North Little Rock, Pulaski County, Arkansas (the "Property"); and

WHEREAS, Seller acquired the Property from The Public Building Authority of the City of North Little Rock, Arkansas, a public corporation and a political subdivision of the State of Arkansas (the "PBA") pursuant to a Real Estate Contract dated August 29, 2005, as amended by First Amendment dated April, 2006, and as amended by Second Amendment dated June 2006 (the "PBA Contract") which obligated Seller to construct a multi-use project (the "Improvements") on the Property (a copy of the PBA Contract is marked Exhibit "A", affixed hereto and by this reference made a part hereof); and

WHEREAS, the City Council of the City of North Little Rock approved the contracts and amendments cited above through the approval of Resolution Nos. 6812, 6926, and 6966; and

WHEREAS, the Property was conveyed to Seller by that Warranty Deed dated May 16, 2007, which was recorded with the Pulaski County Circuit Clerk and Recorder's Office on June 5, 2007, as Instrument Number 2007043830 (the "PBA Deed") and PBA also granted to Seller rights of access for ingress and egress pursuant to that Access Easement Agreement dated May 21, 2007, which was recorded with the Pulaski County Circuit Clerk and Recorder's Office on June 5, 2007, as Instrument Number 2007043831 (the "PBA Easement") and the Seller, the PBA, and the City of North Little Rock entered into a Closing Memorandum dated May 21, 2007 (the "Closing Memorandum") which contained mutual rights and obligations of the parties thereto (a copy of the Closing Memorandum is marked Exhibit "B", affixed hereto and by this reference made a part hereof); and

WHEREAS, the Closing Memorandum contains in paragraph 5 thereof an obligation of the Seller to complete the construction of certain improvements within twenty-four (24) months of Seller receiving final construction plans. Buyer requests that in connection with this transfer of the Premises, that the PBA and the City of North Little Rock waive this condition to the Closing memorandum since it has not been performed by the Seller; and

WHEREAS, the Seller desires to sell and Argentco, LLC, an Arkansas limited liability company (the "Buyer") desires to buy all of Seller's right, title and interest in and to the Property together with all easements (including the PBA Easement), tenements, appurtenances, leases, hereditaments, rights and privileges now or hereafter

contained in, belonging to or in any way pertaining to or beneficial thereto (all hereinafter referred to as the "Premises"); and

WHEREAS, Buyer has been furnished a copy of the Report of Phase II Environmental Site Assessment dated February 9, 2007 by URS Corporation for the Pulaski County Brownfields Program (the "Environmental Report"), and the Implementing Agreement dated March 22, 2007, Property Development Plan dated March 15, 2007, and Final Property Development Decision Document (PDDD) dated June 19, 2007 (together the "Environmental Reports and Agreements"); and

WHEREAS, effective at the closing of the transaction, Buyer shall become the owner and be entitled to of all the rights and interests in the PBA Contract, the Environmental Reports and Agreements and the Closing Memorandum, and Buyer shall assume and be liable for all of Seller's obligations pursuant to the PBA Contract, the Environmental Reports and Agreements and the Closing Memorandum. Further, effective at the closing of the transactions, the PBA shall release Seller from any and all continuing liability pursuant to the PBA Contract, the Environmental Reports and Agreements and the Closing Memorandum; and

WHEREAS, it is anticipated that the Buyer will in the future request changes to the development plan for the premises and amendments to the mutual rights and obligations under the PBA Contract and the Closing Memorandum which will place no further financial obligation on the City of North Little Rock and the PBA than they are currently subject under the PBA Contract and the Closing Memorandum.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF NORTH LITTLE ROCK, ARKANSAS:

SECTION 1: The transfer from Perroni Development, LLC to Argentco, LLC of the Premises, the PBA Contract, the Environmental Reports and Agreements and the Closing Memorandum is hereby approved.

SECTION 2: The obligation of the Seller and/or Buyer under Paragraph 5 of the Closing Memorandum to complete the construction of certain improvements within twenty-four (24) months of the Seller receiving final construction plans is hereby waived and released effective upon the closing of the transfer.

SECTION 3: The City approves the release of Seller from any and all continuing liability pursuant to the PBA Contract, the Environmental Reports and Agreements and the Closing Memorandum effective upon the closing of the transfer.

SECTION 4: All ordinances, resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

PASSED:

APPROVED:

Mayor Patrick H. Hays

SPONSOR:

Mayor Patrick H. Hays

APPROVED AS TO FORM:

C. Jason Carter, City Attorney

PREPARED BY THE OFFICE OF THE CITY ATTORNEY

ATTEST:

Diane Whitbey, City Clerk