ORDINANCE NO. 01-01

ORDINANCE AUTHORIZING THE COUNTY OF CAPE GIRARDEAU, MISSOURI TO ISSUE ITS TAXABLE INDUSTRIAL REVENUE BONDS (THE PROCTER & GAMBLE PAPER PRODUCTS COMPANY PROJECT), SERIES 2001, IN A PRINCIPAL AMOUNT NOT TO EXCEED $200,000,000, FOR THE PURPOSE OF PROVIDING FUNDS TO PAY THE COSTS OF ACQUIRING, CONSTRUCTING AND EQUIPPING A PROJECT FOR INDUSTRIAL DEVELOPMENT; AUTHORIZING THE COUNTY TO ENTER INTO CERTAIN AGREEMENTS IN CONNECTION WITH THE ISSUANCE OF THE BONDS; AND AUTHORIZING THE COUNTY TO TAKE CERTAIN OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

WHEREAS, the County of Cape Girardeau, Missouri, a first-class county and political subdivision of the State of Missouri (the "Issuer"), is authorized and empowered pursuant to the provisions of Article VI, Section 27 of the Missouri Constitution, as amended, and Sections 100.010 to 100.200, inclusive, of the Missouri Revised Statutes, as amended (the "Act"), to purchase, construct, extend and improve certain industrial development projects (as defined in the Act), and to issue revenue bonds for the purpose of (i) providing funds to pay the costs of such projects and to lease or sell such projects to others, (ii) loaning the proceeds of such bonds to others to provide funds to pay the costs of such projects, and to pledge the rents, revenues and receipts from such projects as security for the payment of the principal of, premium, if any, and interest on such bonds, or (iii) refunding revenue bonds previously issued by the Issuer; and

WHEREAS, the County Commission of the Issuer does now find and determine that it is desirable for the improvement of the economic welfare and development of the County of Cape Girardeau, Missouri, and its people, and that it is within the authority and public purposes of the Act, that the Issuer issue its Taxable Industrial Revenue Bonds (The Procter & Gamble Paper Products Company Project), Series 2001, in a principal amount not to exceed $200,000,000 (the "Bonds"), for the purpose of providing funds to pay the costs of acquiring, constructing and equipping a facility to be located in Cape Girardeau County, Missouri, and used for the manufacture of diapers, paper and other products (the "Project"); and

WHEREAS, the Issuer initially will lease the Project to The Procter & Gamble Paper Products Company, an Ohio corporation (the "Company"), pursuant to the terms of a Lease and Financing Agreement dated as of December 1, 2001 (the "Agreement"), and the rental payments therefrom shall be applied to pay the debt service on the Bonds; and

WHEREAS, the County Commission of the Issuer finds and determines that it is necessary and desirable in connection with the issuance of the Bonds that the Issuer take certain actions and approve the execution of certain documents as herein provided;

NOW, THEREFORE, BE IT ORDAINED BY THE COUNTY COMMISSION OF THE COUNTY OF CAPE GIRARDEAU, MISSOURI, AS FOLLOWS:

Section 1. Authorization of the Bonds. The Issuer is hereby authorized to issue and sell its Taxable Industrial Revenue Bonds (The Procter & Gamble Paper Products Company Project), Series 2001, in a principal amount not to exceed $200,000,000, for the purpose of paying the costs of acquiring, constructing and equipping the Project. The Bonds shall bear such dates, shall mature at such times and in the amounts, shall be in such denominations, shall bear interest at such rates, shall be in such forms, shall be subject to redemption, shall have such other terms and provisions, and shall be issued, executed and delivered in such manner subject to such provisions, covenants and agreements, as are set forth in the Agreement.

Section 2. Limited Obligations. The Bonds and the interest thereon shall be special, limited obligations of the Issuer payable solely out of the rents, revenues and receipts derived by the Issuer from the Project, including the rents payable under the Agreement, and such rents, revenues and receipts shall be pledged and assigned to the owners of the Bonds as security for the payment thereof as provided in the Agreement. The Bonds and the interest thereon shall not be a debt of the Issuer or the State of Missouri, and neither the Issuer nor the State shall be liable thereon, and the Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

Section 3. Authorization of Agreement. The Issuer is hereby authorized to enter into the Agreement in substantially the form attached hereto as **Exhibit A**, under which the Bonds shall be issued and the Issuer shall pledge and assign the rents, revenues and receipts derived from the Project to the holders of the Bonds upon the terms and conditions as set forth in said form of Agreement, submitted to and reviewed by the County Commission of the Issuer on the date hereof, with such changes therein as shall be approved by the officers of the Issuer executing the Agreement, such officers' signatures thereon being conclusive evidence of their approval thereof.

Section 4. Authorization of Bond Form. The Issuer hereby approves the Bond Form in substantially the form attached hereto as **Exhibit B**.

Section 5. Execution of Bonds and Documents. The Commissioners are hereby authorized and directed to execute the Bonds and to deliver the Bonds to the holders thereof in the manner provided in the Agreement. The Commissioners are hereby authorized and directed to execute and deliver the Agreement and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance for and on behalf of and as the act and deed of the Issuer. The Clerk of the County Commission is hereby authorized and directed to attest to the Bonds, the Agreement and to such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance.

Section 6. Further Authority. The Issuer shall, and the officers, agents and employees of the Issuer are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance, to carry out the purchase and construction of the Project, and to carry out, comply with and perform the duties of the Issuer with respect to the Bonds and the Agreement.

Section 7. Effective Date. This Ordinance shall take effect and be in full force upon passage by the County Commission.

PASSED by the County Commission this 17th day of December, 2001.

Gerald W. Jones
Presiding Commissioner

Larry L. Bock
First District Commissioner

Joe F. Gambill
Second District Commissioner

(SEAL)

ATTEST:

By: _____
Rodney E. Miller
Clerk of the County Commission