

**NEW ISSUE
BOOK-ENTRY ONLY**

RATING: Moody's Aa2

In the opinion of Bond Counsel, under existing law, assuming compliance with certain covenants described herein, (i) interest on the Bonds is excluded from gross income for federal income tax purposes, (ii) interest on the Bonds is exempt from State of Arkansas income tax and (iii) the Bonds are exempt from property taxes in the State of Arkansas.

OFFICIAL STATEMENT

**\$3,170,000 Quitman School District No. 21 of
Cleburne County, Arkansas Refunding Bonds**

Dated: February 15, 2018

Due: February 1

The Bonds are limited, general obligations of Quitman School District No. 21 of Cleburne County, Arkansas. Interest on the Bonds is payable on February 1 and August 1, commencing August 1, 2018, and the Bonds mature (on February 1 of each year), bear interest and are priced as follows:

\$425,000	2.000%	TERM BONDS	due February 1, 2022; Yield: 2.000%
\$255,000	2.200%	TERM BONDS	due February 1, 2024; Yield: 2.200%
\$275,000	2.400%	TERM BONDS	due February 1, 2026; Yield: 2.400%
\$290,000	2.600%	TERM BONDS	due February 1, 2028; Yield: 2.600%
\$305,000	2.850%	TERM BONDS	due February 1, 2030; Yield: 2.850%
\$325,000	3.000%	TERM BONDS	due February 1, 2032; Yield: 3.000%
\$340,000	3.100%	TERM BONDS	due February 1, 2034; Yield: 3.100%
\$370,000	3.150%	TERM BONDS	due February 1, 2036; Yield: 3.200%
\$585,000	3.200%	TERM BONDS	due February 1, 2039; Yield: 3.250%

The Bonds of each maturity will be initially issued as a single registered Bond registered in the name of Cede & Co., the nominee of The Depository Trust Company ("DTC"), New York, New York. The Bonds will be available for purchase in book-entry form only, in denominations of \$5,000 or any integral multiple thereof. Except in limited circumstances described herein, purchasers of the Bonds will not receive physical delivery of Bonds. Payments of principal of and interest on the Bonds will be made by First Arkansas Bank & Trust, Jacksonville, Arkansas, as the Trustee, directly to Cede & Co., as nominee for DTC, as registered owner of the Bonds, to be subsequently disbursed to DTC Participants and thereafter to the Beneficial Owners of the Bonds, all as further described herein. The Bonds are subject to optional redemption on and after August 1, 2020.

FOR A DISCUSSION OF LITIGATION IMPACTING THE DISTRICT, SEE LEGAL MATTERS, LITIGATION. THE OUTCOME OF THESE LAWSUITS COULD HAVE A SUBSTANTIAL IMPACT ON THE FINANCIAL CONDITION OF THE DISTRICT.

This cover page contains certain information for quick reference only. It is not a summary of this issue. Investors must read the entire Official Statement to obtain information essential to the making of an informed decision.

The Bonds are offered, subject to prior sale, when, as and if issued and accepted by the Underwriter named below, subject to the approval of legality by Bond Counsel and certain other conditions.

FTN Financial Capital Markets

Official Statement dated: January 25, 2018.

No dealer, broker, salesman or other person has been authorized by the District or the Underwriter to give any information or to make any representations other than contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by any of the foregoing. This Official Statement does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any offer, solicitation or sale of the Bonds by or to any person in any jurisdiction in which it is unlawful to make such offer, solicitation or sale. Neither the delivery of this Official Statement nor the sale of any of the Bonds implies that there has been no change in the matters described herein since the date hereof or that the information herein is correct as of any time subsequent to its date.

TABLE OF CONTENTS

INTRODUCTION TO THE OFFICIAL STATEMENT	1
BONDS BEING OFFERED	4
Book-Entry Only System	4
Generally	5
Authority	6
Purpose	6
Sources and Uses of Funds	7
Security and Source of Payment	7
Developments	7
Redemption	8
Redemption of Prior Tax Bonds	9
Additional Parity Bonds	9
Priority Among Successive Bond Issues	9
DESCRIPTION OF THE SCHOOL DISTRICT	10
Area	10
Governmental Organization	10
Executive Officials	10
Services Provided	10
School Buildings	10
School Enrollment and Population	11
Accreditation	11
Assessed Valuation	12
Financial Institution Deposits	12
Major Employers	12
Employees	12
DEBT STRUCTURE	12
Outstanding Indebtedness	12
Parity Debt	13
Debt Ratio	13
Computation of Dollar Amount of Debt	
Service Tax Levied	13
Debt Service Schedule and Coverage	14
Pledge of State Aid	15
Uniform Rate of Tax	15
Defaults	15

THE RESOLUTION	15
Bond Fund	15
Deposit of Sale Proceeds	16
Investments	16
Trustee	16
Modification of Terms of Bonds	16
Defeasance	16
Defaults and Remedies	17
FINANCIAL INFORMATION	18
Sources and Uses of Funds	18
Collection of Taxes	18
Overlapping Ad Valorem Taxes	19
Assessment of Property and Collection of Property Taxes	19
Constitutional Amendment Affecting Personal Property Taxes	21
Constitutional Amendment Nos. 59 and 79	21
Major Taxpayers	23
LEGAL MATTERS	23
Litigation	23
Litigation Over State Funding for Schools	24
Legal Proceedings	25
Legal Opinion	25
Tax Exemption – Opinion of Bond Counsel	25
Tax Exemption – Original Issue Discount	26
Non-Litigation Certificate	27
Official Statement Certificate	27
CONTINUING DISCLOSURE CERTIFICATE	27
CONTINUING DISCLOSURE PAST COMPLIANCE	30
MISCELLANEOUS	31
Bond Rating	31
Underwriting	31
Interest of Certain Persons	31

INTRODUCTION TO THE OFFICIAL STATEMENT

This introduction to the Official Statement is only a brief description and is subject in all respects to the more complete information contained in the Official Statement. The offering of the Bonds to potential investors is made only by means of the entire Official Statement, including the cover page.

Purpose of Official Statement. This Official Statement is provided to furnish certain information in connection with the issuance by Quitman School District No. 21 of Cleburne County, Arkansas (the "District"), of its Refunding Bonds, dated February 15, 2018, in the aggregate principal amount of \$3,170,000 (the "Bonds").

Changes from Preliminary Official Statement. The language under the heading **INTRODUCTION TO THE OFFICIAL STATEMENT**, Litigation, and **LEGAL MATTERS**, Litigation, have been updated to add two additional lawsuits filed by SWN Production Company (Arkansas) LLC. As a result of these additional lawsuits, the section titled **DEBT STRUCTURE**, Computation of Dollar Amount of Debt Service Tax Levied, has been revised and the coverage chart under **DEBT STRUCTURE**, Debt Service Schedule and Coverage, has been revised and a second coverage chart has been added.

Book-Entry Only System. The Bonds will be initially issued in book-entry form and purchasers of Bonds will not receive certificates representing their interests in the Bonds purchased. See **BONDS BEING OFFERED**, Book-Entry Only System. The Bonds will contain such other terms and provisions as described herein. See **BONDS BEING OFFERED**, Generally.

The District. The District is a school district duly established and existing under the Constitution and laws of the State of Arkansas for the purpose of providing public school education for persons residing within the geographic boundaries of the District. See **DESCRIPTION OF THE SCHOOL DISTRICT**.

Purpose. The Bonds are being issued to refund the District's Refunding Bonds, dated May 1, 2014 (the "Bonds Being Refunded"). See **BONDS BEING OFFERED**, Purpose.

Security and Source of Payment. The Bonds will be limited, general obligations of the District, secured by a pledge of the proceeds of a continuing debt service tax voted at the 2009 school election specifically for the payment of the District's Refunding and Construction Bonds, dated May 1, 2009, which were refunded by the Bonds Being Refunded. See **BONDS BEING OFFERED**, Security and Source of Payment.

Litigation. SWN Production Company (Arkansas) LLC ("SWN") owns working interests in the minerals underlying several properties located in Cleburne County, Arkansas (the "Working Interests"). On October 28, 2016, the Cleburne County Court (the "County Court") issued its Order and denied SWN's request for relief and affirmed the market value that the Cleburne County Assessor (the "Assessor") established for the Working Interests. This finding by the County Court has been appealed to the Cleburne County Circuit Court (the "Circuit Court"). SWN Production Company (Arkansas), LLC, Plaintiff, v. Land et al, Defendants, Cleburne County, Arkansas, Case No. 12CV-16-195-4. The 2016 market value and assessed value of these Working Interests is the subject of the appeal. This appeal is pending in the Circuit Court.

The Assessor valued SWN's Working Interests using the methodology prescribed by the 2016 Guidelines for the Mass Appraisal of Minerals (the "Guidelines") issued by the Arkansas Assessment Coordination Division ("ACD"). In response to the use of the

Guidelines, SWN argues that actual gas sales and operating expenses in Cleburne County should be analyzed to determine fair market value of natural gas. SWN claims that the methodology used by the Assessor results in a higher fair market value and, in turn, a higher property tax. SWN asks the Circuit Court to find that the Assessor's assessment of the Working Interests to be arbitrary, clearly erroneous, discriminatory, confiscatory and manifestly excessive and order that the fair market value of the Working Interests should be based on SWN's gas price and lease expense data set forth in its Complaint.

SWN has also filed an appeal to the Circuit Court challenging its 2017 ad valorem tax assessment based on the same arguments set forth above. SWN Production Company (Arkansas), LLC, Plaintiff, v. Land et al, Defendants, Cleburne County, Arkansas, Case No. 12CV-17-251-1.

Two similar cases have been filed by SWN in Van Buren County, SWN Production Company (Arkansas), LLC, vs. Trina Jones, et al, Van Buren County Circuit Court No. 71 CV-17-251 and in Faulkner County, SWN Production Company (Arkansas), LLC, vs. Damon Edwards, Faulkner County Circuit No. 23 CV-17-1618. In both cases, SWN challenges the 2017 ad valorem tax assessments for its working interests. SWN makes the same arguments it did in Cleburne County.

The District has property located in Cleburne County, Faulkner County and Van Buren County. SWN owns working interests in the minerals underlying properties located in each of these counties. SWN is by far the largest taxpayer in the District, and accounted for approximately \$33,594,954 of the District's 2016 assessed value. Based on the 2016 assessed value, this calculates to approximately \$1,125,431 in District revenue (the "Disputed Tax"). The District believes that a portion of any lost revenues will be made up by the State of Arkansas. SWN has voluntarily paid 41% of the Disputed Tax due in Cleburne County. This amount may change depending on the litigation. If SWN's litigation is successful, and based on the 2016 assessed value for the District, the District projects to lose \$188,031 (each year) in debt service revenues (assuming SWN pays 41% of the Disputed Tax in Cleburne County and 0% of the Disputed Tax in Faulkner County and 0% in Van Buren County). If SWN pays none of the Disputed Tax, the District projects to lose approximately \$243,901 (each year) in debt service revenues. This is based on multiplying the District's debt service mills (7.26) by SWN's 2016 assessed value in the District (\$33,594,954).

Another lawsuit is also pending challenging assessments. Turney, et al, Plaintiffs, v. Land, et al, Defendants, Cleburne County, Arkansas, Case No.12 CV-16-193. Plaintiffs, who own real property and mineral interests, filed this action on November 23, 2016, to challenge the assessment of 2016 ad valorem taxes asserting (i) the tax is on intangible personal property not realty, (ii) the formula used does not reflect the value of oil or gas, (iii) the ad valorem tax is an illegal privilege or excise tax, (iv) the tax discriminates against owners of producing properties, and (v) the Guidelines for Mass Appraisal of Minerals used are mandatory and constitute regulations not promulgated according to the Arkansas Administrative Procedures Act. If adversely resolved, this action could also have a negative impact on the assessed value of such properties, resulting in a decrease in the tax base and ultimately tax revenues.

Litigation Over State Funding for Schools. In an Order issued November 9, 1994, the Honorable Annabelle C. Imber held that the existing state funding system for public education violated the equal protection provision of the Arkansas Constitution and violated Article 14, § 1 of the Arkansas Constitution by "failing to provide a general, suitable and efficient system of free public education." Lake View School Dist. No. 15 of Phillips County, Arkansas v. Jim Guy Tucker, Case No. 92-5318 (1994). After years of litigation and legislation, the Arkansas Supreme Court concluded (on May 31, 2007) that the system of public school financing was now in constitutional compliance.

At the 1996 general election, a Constitutional Amendment was passed (“Amendment No. 74”) which establishes a statewide 25-mill property tax minimum for maintenance and operation of the public schools (the “Uniform Rate of Tax”). The Uniform Rate of Tax replaces that portion of local school district ad valorem taxes available for maintenance and operation. The Uniform Rate of Tax is to be collected in the same manner as other school property taxes, but the revenues generated from the Uniform Rate of Tax are remitted to the State Treasurer for distribution to the school districts.

Redemption. The Bonds are subject to optional redemption on and after August 1, 2020. The Bonds maturing February 1, 2022, February 1, 2024, February 1, 2026, February 1, 2028, February 1, 2030, February 1, 2032, February 1, 2034, February 1, 2036, and February 1, 2039 (the “Term Bonds”) are subject to mandatory sinking fund redemption as described herein. The Trustee shall give at least thirty (30) days’ notice of redemption. If fewer than all of the Bonds are called for redemption, the particular maturities to be redeemed shall be selected by the District in its discretion. If fewer than all of the Bonds of any maturity shall be called for redemption, the particular Bonds or portion thereof to be redeemed from such maturity shall be selected by lot by the Trustee. See **BONDS BEING OFFERED**, Redemption.

Denominations and Registration. The Bonds are issuable only as fully registered bonds, without coupons, in the denomination of \$5,000 or an integral multiple thereof. Interest is payable August 1, 2018, and semiannually thereafter on each February 1 and August 1. Unless the Bonds are in book-entry form, payment of principal of the Bonds will be made to the owners of the Bonds at the principal office of First Arkansas Bank & Trust, Jacksonville, Arkansas (the “Trustee”). Interest is payable by check mailed by the Trustee to the registered owners as of the Record Date (herein defined) for each interest payment date. A bond may be transferred, in whole or in part (in integral multiples of \$5,000), but only upon delivery of the bond, together with a written instrument of transfer, to the Trustee. See **BONDS BEING OFFERED**, Generally and Book-Entry Only System.

Tax Exemption. In the opinion of Bond Counsel, Friday, Eldredge & Clark, LLP, under existing law, assuming compliance with certain covenants described herein, (i) interest on the Bonds is excluded from gross income for federal income tax purposes, (ii) interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax, (iii) the Bonds are “qualified tax-exempt obligations” within the meaning of Section 265 of the Internal Revenue Code of 1986, as amended, (iv) interest on the Bonds is exempt from State of Arkansas income tax and (v) the Bonds are exempt from property taxes in the State of Arkansas (see **LEGAL MATTERS**, Tax Exemption).

Municipal Advisor. The District has employed Stephens Inc. as Municipal Advisor to assist the District in the sale and issuance of the Bonds (the “Municipal Advisor”). See **MISCELLANEOUS**, Interest of Certain Persons.

Authority. The Bonds are being issued under the authority of the Constitution and laws of the State of Arkansas, including particularly Amendment No. 40 and No. 74 to the Arkansas Constitution and A.C.A. §§ 6-20-1201 et. seq., and a resolution of the Board of Directors of the District (the “Resolution”) and approval by the Commissioner of the Department of Education. See **BONDS BEING OFFERED**, Authority, and **THE RESOLUTION**.

Delivery of Bonds. It is expected that the Bonds will be available for delivery on or about February 15, 2018.

This Official Statement speaks only as of its date, and the information contained herein is subject to change.

BONDS BEING OFFERED

Book-Entry Only System. DTC, or its successor, will act as securities depository for the Bonds. The Bonds will each be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate for each maturity will be issued in the principal amount of the maturity and will be deposited with DTC.

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds securities that its participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond (referred to herein as "Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interest in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices will be sent only to Cede & Co. If fewer than all of the Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the District as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal, interest and premium, if any, payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the District or Trustee, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, interest and premium, if any, to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Bonds at any time by giving reasonable notice to the District or the Trustee. Under such circumstances, in the event that a successor securities depository is not obtained, Bonds are required to be printed and delivered. The District may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Bonds will be printed and delivered.

The information concerning DTC and DTC's book-entry system set forth above has been obtained from DTC. Neither the Underwriter nor the District make any representation or warranty regarding the accuracy or completeness thereof.

So long as the Bonds are in book-entry only form, Cede & Co., as nominee for DTC, will be treated as the sole owner of the Bonds for all purposes under the Resolution including receipt of all principal of and interest on the Bonds, receipt of notices, voting and requesting or directing the Trustee to take or not to take, or consenting to, certain actions under the Resolution. The District and the Trustee have no responsibility or obligation to the Participants or the Beneficial Owners with respect to (a) the accuracy of any records maintained by DTC or any Participant; (b) the payment by any Participant of any amount due to any Beneficial Owner in respect of the principal of and interest on the Bonds; (c) the delivery or timeliness of delivery by any Participant of any notice to any Beneficial Owner which is required or permitted under the terms of the Resolution to be given to owners of Bonds; or (d) other action taken by DTC or Cede & Co. as owner of the Bonds.

Generally. The Bonds are issuable in the form and denominations and are in the total principal amount shown on the cover page, and will be dated, mature and bear interest as set out on the cover page. The Trustee will maintain books for the registration and transfer of ownership of the Bonds. Interest due on a bond on each interest payment date will be paid to the person in whose name the bond was registered at the close of business on the fifteenth day of the month (whether or not a business day) next preceding the interest payment date (the "Record Date"), irrespective of any

transfer of the bond subsequent to the Record Date and prior to the interest payment date. Payment of interest shall be made by check mailed to such registered owner.

A bond may be transferred, in whole or in part (in integral multiples of \$5,000), but only upon delivery of the bond, together with a written instrument of transfer, to the Trustee. The transfer instrument must be signed by the registered owner or his attorney-in-fact or legal representative and the signature must be guaranteed by a guarantor acceptable to the Trustee. The transfer instrument shall state the name, mailing address and social security number or federal employer identification number of the transferee. Upon such transfer, the Trustee shall enter the transfer of ownership in the registration books and authenticate and deliver in the name or names of the new registered owner or owners a new fully registered bond or bonds of authorized denomination of the same maturity and interest rate for the aggregate principal amount of the bond transferred.

Authority. The Bonds are being issued under the authority of the Constitution and laws of the State of Arkansas, including particularly Amendments No. 40 and No. 74 to the Arkansas Constitution and Ark. Code Ann. §§ 6-20-1201 *et. seq.*, a resolution of the Board of Directors of the District (the “Resolution”) and approval by the Commissioner of the Department of Education. For a summary, see **THE RESOLUTION**.

Amendments No. 40 and No. 74 to the Arkansas Constitution requires the Board of Directors of each school district to prepare and make public not less than sixty days in advance of the annual school election a proposed budget of expenditures for the support of the public schools in the District, together with a rate of tax levy sufficient to provide the funds therefor. The tax rate is divided into (1) maintenance and operation millage, (2) continuing debt service millage previously voted for the retirement of existing indebtedness and (3) any additional debt service millage for proposed new bonded indebtedness. If the proposed rate of tax levy is approved at the school election it becomes the rate of tax levy to be collected for the District in the next ensuing calendar year for use in the school fiscal year commencing July 1 of the calendar year in which collected. Debt service millage, once approved, is a continuing levy until retirement of the indebtedness for which voted. Maintenance and operation millage is voted for one year only, except that if the overall rate of tax levy is disapproved in the school election the millage rate for maintenance and operation remains at the rate last approved.

The issuance of refunding bonds by a school district is subject to the approval of the Commissioner of the Department of Education. The bonds must be offered for public sale, and the offering is subject to the approval of the Commissioner of the Department of Education. The Commissioner has approved the issuance of these Bonds and has approved the offering of the Bonds for sale. The sale and issuance of the Bonds have been, or will be, authorized by resolution of the Board of Directors of the District, the governing body of the District.

School district bonds may be issued for the purposes of acquiring sites for, building and equipping new school buildings, making additions and repairs to and equipping existing school buildings, purchasing and refurbishing school buses and for the purpose of refunding outstanding indebtedness.

Arkansas law authorizes the State Board of Education to set a maximum rate of interest for school bonds (the “Maximum Lawful Rate”). Bonds may be sold at a discount, but in no event shall the District be required to pay more than the Maximum Lawful Rate of interest on the amount received.

Purpose. The Bonds are being issued for the purpose of refunding the Bonds Being Refunded. The Bonds Being Refunded are dated, are in the outstanding principal amount, and are to be called for redemption on the redemption date set out below:

Date of Issue
05/01/14

Principal Outstanding
\$3,075,000

Redemption Date
03/20/18

Sources and Uses of Funds. This issue of Bonds has been sized so as to provide funds only to accomplish the refunding of the Bonds Being Refunded and to pay the costs of issuance of the Bonds.

Security and Source of Payment. Pursuant to Ark. Code Ann. § 6-20-1223, the Bonds will enjoy the same security for their payment as was enjoyed by the Bonds Being Refunded prior to the defeasance. Thus, the Bonds will be limited, general obligations of the District, secured by a pledge of (1) the proceeds of a continuing debt service tax pledged specifically for the payment of the Bonds Being Refunded, and (2) surplus revenues (being revenues in excess of the amounts necessary to insure the payment when due of principal of, interest on and trustee's and paying agent's fees in connection with the bonds for which voted) derived from debt service taxes heretofore or hereafter voted for payment of other bond issues of the District (subject to prior pledges of such surplus revenues) that may legally be used for the purpose of paying the principal of and interest on these Bonds.

The tax specifically pledged for payment of the Bonds Being Refunded, and thus pledged to these Bonds, is a tax of 7.26 mills on the dollar of the assessed valuation of taxable property in the District. See **DEBT STRUCTURE**, Computation of Dollar Amount of Debt Service Tax Levied.

See **DEBT STRUCTURE**, Outstanding Indebtedness, for a description of other debt and debt service taxes pledged.

In addition to the pledged revenues, the District will also covenant to use for payment of principal of and interest on the Bonds, as and to the extent necessary, all other revenues of the District that may legally be used for the purpose. The District may not legally pay debt service from revenues derived from the tax voted for maintenance and operation of schools.

Any surplus of the pledged revenues over and above the amount necessary to insure the payment as due of principal of, interest on and trustee fees in connection with the Bonds of this issue will be released from the pledge in favor of the Bonds and may be used for other school purposes.

The Bonds are not secured by any lien on or security interest in any physical properties of the District.

Developments. Various elected officials, public interest groups and individuals have indicated publicly that they consider ad valorem property taxation reform to be of significant public interest. At the 2000 general election, the electors of the State voted in favor of a new constitutional amendment ("Amendment No. 79") which does the following:

1. Limits the amount of assessment increases following reappraisal;
2. Limits assessment increases for people who are disabled or who are 65 years of age;
3. Provides for an annual state credit against ad valorem property tax on a homestead;
4. Equalizes real and personal millage rates;
5. Provides that reassessment must occur at least once every five years; and

6. Provides that rollback adjustments under Amendment No. 59 shall be determined after the adjustments are made to assessed value under Amendment No. 79.

The annual state credit began for taxes due in calendar year 2001. The tax reduction is reflected on the tax bill sent to the property owner by the county collector. The taxing units within the county are entitled to reimbursement of the reduction. See **DEBT STRUCTURE, Computation of Dollar Amount of Debt Service Tax Levied.**

Redemption. The Bonds are subject to optional and mandatory sinking fund redemption prior to maturity, as follows:

(1) Optional Redemption. The Bonds are subject to redemption prior to maturity, at the option of the District, in whole, or in part, at any time on or after August 1, 2020, at a redemption price equal to 100% of the principal amount redeemed plus accrued interest to the redemption date. If fewer than all of the Bonds are called for redemption, the particular maturities to be redeemed shall be selected by the District in its discretion. If fewer than all of the Bonds of any maturity shall be called for redemption, the particular Bonds or portion thereof to be redeemed from such maturity shall be selected by lot by the Trustee.

(2) Mandatory Sinking Fund Redemption. To the extent not previously redeemed, the Bonds maturing on February 1, 2022, February 1, 2024, February 1, 2026, February 1, 2028, February 1, 2030, February 1, 2032, February 1, 2034, February 1, 2036, and February 1, 2039, are subject to mandatory sinking fund redemption in such manner as the Trustee may determine, on the dates and in the amounts set forth below, at a redemption price equal to the principal amount thereof plus accrued interest to date of redemption:

Bonds Maturing February 1, 2022

<u>Year</u>	<u>Amount</u>
February 1, 2019	\$ 55,000
February 1, 2020	120,000
February 1, 2021	125,000
February 1, 2022 (maturity)	125,000

Bonds Maturing February 1, 2024

<u>Year</u>	<u>Amount</u>
February 1, 2023	\$125,000
February 1, 2024 (maturity)	130,000

Bonds Maturing February 1, 2026

<u>Year</u>	<u>Amount</u>
February 1, 2025	\$135,000
February 1, 2026 (maturity)	140,000

Bonds Maturing February 1, 2028

<u>Year</u>	<u>Amount</u>
February 1, 2027	\$145,000
February 1, 2028 (maturity)	145,000

Bonds Maturing February 1, 2030

<u>Year</u>	<u>Amount</u>
February 1, 2029	\$150,000
February 1, 2030 (maturity)	155,000

Bonds Maturing February 1, 2032

<u>Year</u>	<u>Amount</u>
February 1, 2031	\$160,000
February 1, 2032 (maturity)	165,000

Bonds Maturing February 1, 2034

<u>Year</u>	<u>Amount</u>
February 1, 2033	\$165,000
February 1, 2034 (maturity)	175,000

Bonds Maturing February 1, 2036

<u>Year</u>	<u>Amount</u>
February 1, 2035	\$180,000
February 1, 2036 (maturity)	190,000

Bonds Maturing February 1, 2039

<u>Year</u>	<u>Amount</u>
February 1, 2037	\$185,000
February 1, 2038	195,000
February 1, 2039 (maturity)	205,000

The District shall be entitled to reduce any mandatory sinking fund redemption obligation in any year with respect to the Term Bonds of any maturity by the principal amount of any such Term Bond previously redeemed or acquired by the District and surrendered to the Trustee.

Notice of early redemption identifying the bonds or portions thereof (which must be \$5,000 or an integral multiple thereof) to be redeemed and the date fixed for redemption shall be sent by the Trustee, not less than 30 nor more than 60 days prior to the redemption date, by mail or by other standard means, including electronic or facsimile communications, to all registered owners of bonds to be redeemed. Failure to send an appropriate notice or any such notice to one or more registered owners of bonds to be redeemed shall not affect the validity of the proceedings for redemption of other bonds as to which notice of redemption is duly given and in proper and timely fashion. All such bonds or portions thereof thus called for redemption shall cease to bear interest on and after the date fixed for redemption, provided funds for redemption are on deposit with the Trustee at that time.

Notwithstanding the above, so long as the Bonds are issued in book-entry only form, if fewer than all the Bonds of an issue are called for redemption, the particular Bonds to be redeemed will be selected pursuant to the procedures established by DTC. So long as the Bonds are issued in book-entry only form, notice of redemption will be given only to Cede & Co., as nominee for DTC. The Trustee will not give any notice of redemption to the Beneficial Owners of the Bonds.

Redemption of Prior Tax Bonds. The District will covenant that it will not, so long as any of these Bonds remain outstanding, redeem, prior to their maturity, any bonds of another issue for the payment of which a specific debt service tax was voted prior to issuance of these Bonds unless, after such redemption, a continuing annual tax of not less than the same number of mills and of not less than the same duration as was pledged to the redeemed bonds remains pledged to these Bonds or other bonds of the District.

Additional Parity Bonds. No additional bonds may be issued on a parity of security with these Bonds.

Priority Among Successive Bond Issues. Other additional bonds may be issued by the District from time to time in accordance with law for the purpose of financing additional capital improvements. If the District, prior to issuance of these Bonds, has reserved the right to issue additional bonds on a

parity of security with previously issued bonds, such additional bonds will have a prior claim and pledge over these Bonds as to all revenues pledged to such additional bonds. See **DEBT STRUCTURE, Parity Debt**, for a description of any authorized and unissued parity debt. Otherwise, any additional bonds shall be subordinate to these Bonds and the pledge of revenues to these Bonds.

DESCRIPTION OF THE SCHOOL DISTRICT

Area. The area of the District is approximately 159 square miles, of which approximately 82 square miles are located in Cleburne County, approximately 54 square miles are located in Faulkner County, and approximately 23 square miles are located in Van Buren County. The only incorporated municipality located, in whole or in part, within the boundaries of the District is the City of Quitman.

Governmental Organization. The governing body of the District is a Board of Directors, elected for staggered terms at the annual school election. The term of each Director ends at an annual school election, but the Director continues to serve until a successor has been elected and qualified. The present members of the Board of Directors of the District are as follows:

<u>Name</u>	<u>Term Expires</u> <u>September</u>
Susan Johnson	2018
Daniel Wright	2019
Kristi McClung	2020
Julie Varvil	2021
Johnie Walters	2022

At the first regular meeting following the annual school election, the Board of Directors elects one of their number President, one of their number Vice President, and also elects a Secretary who may, but need not be, a member of the Board. These officers serve terms of one year. The present officers are: President, Susan Johnson, Vice President, Daniel Wright, and Secretary, Julie Varvil.

The Board of Directors has authority to do all things necessary for the conduct of an efficient public school system in the District.

Executive Officials. All employees of the District are employed by the Board of Directors. The chief executive employee is the Superintendent of Schools. The present Superintendent is Dennis Truxler, who has been employed by contract for a term ending June 30, 2019.

Services Provided. The District operates a public school system, consisting of pre-kindergarten, kindergarten and grades 1 through 12, for the purpose of educating the children residing within the District. The principal funding sources for the District are: (1) funds received from the State of Arkansas, (2) ad valorem taxes on the real and tangible personal property located within the boundaries of the District (see **BONDS BEING OFFERED, Developments**), and (3) funds received from the United States of America.

There have been no recent major changes or interruptions in the educational services provided by the District.

School Buildings. The school buildings presently operated by the District are as follows:

<u>Name of School</u>	<u>Grades Housed</u>	<u>Year in Which Construction Or Most Recent Renovation Completed</u>	<u>Present Condition (Good, Fair or Poor)</u>
Quitman Primary	K-3	1963	Good
Gymnasium	K-12	2014	Good
Cafeteria	K-12	1997	Good
Quitman Elementary	4-6	1963	Good
Quitman Junior High	7-9	1980	Good
Home Economic	9-12	1963	Good
Quitman High School	7-12	2010	Good
Administration	NA	2009	Good
Bus Garage	NA	2007	Good

School Enrollment and Population. The average daily membership (enrollment) of the District and estimated population of the District for each of the last five years is as follows:

<u>Fiscal Year Ending June 30</u>	<u>Average Daily Membership</u>	<u>Estimated Population</u>
2013	642.07	2,568.28
2014	653.14	2,612.56
2015	643.13	2,572.52
2016	622.39	2,489.56
2017	655.30	2,621.20

Accreditation. In accordance with the requirements of The Quality Education Act of 2003 (Subchapter 2 of Chapter 15, Title 6, Ark. Code Ann.), the State Board of Education adopted standards that all public elementary and secondary schools in the State must meet to be accredited. The Act provides that any school not meeting these standards will be eliminated, and that any school district operating one or more of such schools is to be dissolved and its territory annexed to another district or districts which operate all schools therein in compliance with the minimum standards. The Arkansas Department of Education (the "ADE") reviews annual reports to determine whether the school district is in compliance with the standards.

Under the ADE regulations and guidelines, schools may be classified as accredited, accredited-cited or probationary. Schools which meet all policies and standards promulgated by the ADE are classified as accredited. For those schools classified as accredited-cited or accredited-probationary, the ADE has promulgated maximum times allowable for correction of particular violations of standards. A school that has been classified as accredited-cited and does not correct the violation in the allowable time will be placed on probation. If a school in probationary status fails to comply within the allotted time frame, the school will be recommended to the State Board of Education for loss of accreditation status. For a district that falls into probationary status, the State Board of Education may take any number of actions listed in ADE's Rules Governing Standards For Accreditation of Arkansas Public Schools and School Districts, including dissolution and annexation.

As a result of having teachers at the Elementary and the High School being on an Alternate Licensure Plan ("ALP") in order to be fully certified in the content area of instruction, the District has been classified as accredited-cited. However, the District is still within compliance of ADE's Rules Governing Standards For Accreditation of Arkansas Public Schools and School Districts. Teachers have three (3) years to complete ALP before the District is placed on probation.

Schools that meet the standards of the AdvancEd ("AE") may, upon request, be admitted to AE membership. Eligible schools in Arkansas and other states hold membership in the AE. None of the District's schools are members of the AE.

Assessed Valuation. Taxable property is valued for tax purposes as of January 1 of each year. However, the assessment process is not completed until November of the year of assessment. See **FINANCIAL INFORMATION, Assessment of Property and Collection of Property Taxes.** The assessed valuation of taxable property located within the boundaries of the District (as of January 1) has been as follows:

<u>Year</u>	<u>Real Estate</u>	<u>Personal Property</u>	<u>Utilities and Regulated Carriers</u>	<u>Total Assessed Value</u>
2012	\$116,313,252	\$50,703,126	\$10,638,132	\$177,654,510
2013	125,286,882	42,591,770	10,173,738	178,052,390
2014	113,926,798	43,935,903	10,052,062	167,914,763
2015	118,756,772	44,260,278	10,276,592	173,293,642
2016	118,205,363	37,037,718	10,156,184	165,399,265*

*See Legal Matters, Litigation.

Financial Institution Deposits. There are no banks with principal offices within the boundaries of the District.

Major Employers. The principal industries, commercial and governmental entities, and other major employers within the boundaries of the District are as follows:

<u>Company</u>	<u>Business or Product</u>	<u>Number of Employees</u>
Calico Trailer MFG	Trailer Manufacturing	60
Bobby Kennedy Construction	Gas Quarry Construction	50

Employees. The number of persons presently employed by the District are as follows:

	<u>Number</u>
Superintendent and Central District Staff	3
Principals	2
Classroom Teachers	70
Other Non-Teaching Personnel	<u>12</u>
TOTAL	87

None of these employees belong to collective bargaining groups.

DEBT STRUCTURE

Outstanding Indebtedness. The principal categories of indebtedness which the District is authorized to incur are commercial bonds (offered at public sale on competitive bids), revolving loan bonds and certificates of indebtedness (representing loans from the State Department of Education), installment contracts (payable in subsequent fiscal years) and postdated warrants (warrants drawn in one fiscal year for payment in a subsequent fiscal year). In addition, the District is authorized to lease property from the owner under lease agreements giving the District the option to purchase the property leased. Commercial bonds and revolving loan indebtedness are payable from debt service tax revenues. Installment contracts, postdated warrants and lease-purchase obligations are payable from maintenance and operation tax revenues.

The present outstanding debt of the District is as follows:

<u>Date of Obligations</u>	Amount Outstanding Immediately After Issuance of These Bonds	Final Maturity	Tax Rate (in mills per dollar) Voted for Payment as Rolled Back After Reassessment (applicable to real estate)
COMMERCIAL BONDS			
11/09/16	\$5,520,000	02/01/39	None
08/10/17	1,965,000	02/01/38	None
02/15/18	3,170,000	02/01/39	7.26
REVOLVING LOAN BONDS AND/OR CERTIFICATES OF INDEBTEDNESS			
None			
POST-DATED WARRANTS			
None			
INSTALLMENT CONTRACTS			
05/06/16	\$52,452.41	05/06/19	
LEASE-PURCHASE OBLIGATIONS			
None			

Parity Debt. The District has not reserved the right to issue additional bonds on a parity with the outstanding debt listed above.

Debt Ratio. The ratio of outstanding debt after issuance of these Bonds (\$10,707,452.41) to current assessed valuation (\$165,399,265) will be 6.47%.

Computation of Dollar Amount of Debt Service Tax Levied. The most recent county-wide reassessment of taxable property was completed in Cleburne County in 2017, in Faulkner County in 2016 and in Van Buren County in 2015. **The next county-wide reassessment is scheduled to be completed in Cleburne County in 2022, in Faulkner County in 2021 and in Van Buren County in 2020.** For purposes of Amendment 59, the year in which the reassessment is completed is known as the “Base Year.” For a general discussion of the reassessment requirement and its effect on assessed value and tax rate, see **FINANCIAL INFORMATION, Constitutional Amendment No. 59 and 79, infra.**

Constitutional Amendment No. 79 provides for an annual state credit against ad valorem property tax on a homestead in an amount not less than \$300. Effective with the assessment year 2007, the amount of the credit was increased to \$350. The tax reduction is reflected on the tax bill sent to the property owner by the county collector. Amendment No. 79 provides that the credit shall be applied in a manner that would not impair a bondholder’s interest in ad valorem debt service revenue. In addition, Amendment No. 79 provides that the “General Assembly shall, by law, provide for procedures to be followed with respect to adjusting ad valorem taxes or millage pledged for bonded indebted purposes, to assure that the tax or millage levied for bonded indebtedness purposes will, at all times, provide a level of income sufficient to meet the current requirements of all principal, interest, paying agent fees, reserves, and other requirements of the bond indenture.”

The taxing units within the county are entitled to reimbursement of the reduction from the annual state credit. Pursuant to legislation, the state sales tax was increased by 0.5%. The purpose of the legislation is to raise revenues that the State sends back to school districts to replace the money lost

as a result of the state credit. Therefore, for purposes of calculating projected revenues available for debt service discussed below, the District has assumed that it will receive debt service revenues equal to the debt service revenues it would have received prior to the adoption of Amendment No. 79.

The debt service tax levied for collection in 2018 for use in the 2018-2019 school year and thereafter has been computed by multiplying the 2016 assessment (\$165,399,265) by the total number of debt service mills (7.26 mills) and subtracting \$188,031 (projected loss of debt service revenues assuming SWN’s appeal is successful and assuming SWN pays 41% of the Disputed Tax in Cleburne County and 0% of the Disputed Tax in both Faulkner and Van Buren counties.) For purposes of calculating revenues available for debt service in the second chart below, the District has assumed it will not receive any of the disputed debt service tax (\$243,901).

For purposes of calculating revenues available for debt service, it has also been assumed that the assessed value of all property in the District will remain the same, without increase or decrease. On this basis, the total debt service tax levied in each year will be as shown under Debt Service Schedule and Coverage, below.

Debt Service Schedule and Coverage. For purposes of the following table, it is assumed that the assumptions made in Computation of Dollar Amount of Debt Service Tax Levied are accurate and that the annual rate of tax collections in each year will be 100% (see **FINANCIAL INFORMATION, Collection of Taxes**, for the actual historical rate of collection). On this basis, the annual debt service requirements for previously issued bonds and these Bonds, the revenues available for debt service and coverage are as follows:

<u>Fiscal Year Ending June 30</u>	<u>Total Principal & Interest of Previously Issued Bonds</u>	<u>Total Principal & Interest of These Bonds</u>	<u>Revenues From Debt Service Mills</u>	<u>Coverage</u>
2019	\$240,593	\$139,201	\$1,012,768	2.67
2020	444,593	206,508	1,012,768	1.56
2021	471,286	209,108	1,012,768	1.49
2022	477,266	206,608	1,012,768	1.48
2023	472,871	204,108	1,012,768	1.50
2024	473,084	206,358	1,012,768	1.49
2025	477,921	208,498	1,012,768	1.48
2026	477,121	210,258	1,012,768	1.47
2027	480,986	211,898	1,012,768	1.46
2028	479,536	208,128	1,012,768	1.47
2029	476,743	209,358	1,012,768	1.48
2030	478,849	210,083	1,012,768	1.47
2031	475,724	210,665	1,012,768	1.48
2032	476,814	210,865	1,012,768	1.47
2033	482,656	205,915	1,012,768	1.47
2034	477,719	210,800	1,012,768	1.47
2035	477,294	210,375	1,012,768	1.47
2036	481,219	214,705	1,012,768	1.46
2037	474,350	203,720	1,012,768	1.49
2038	482,110	207,800	1,012,768	1.47
2039	354,315	211,560	1,012,768	1.79

<u>Fiscal Year Ending June 30</u>	<u>Total Principal & Interest of Previously Issued Bonds</u>	<u>Total Principal & Interest of These Bonds</u>	<u>Revenues From Debt Service Mills</u>	<u>Coverage</u>
2019	\$240,593	\$139,201	\$956,898	2.52
2020	444,593	206,508	956,898	1.47
2021	471,286	209,108	956,898	1.41
2022	477,266	206,608	956,898	1.40
2023	472,871	204,108	956,898	1.41
2024	473,084	206,358	956,898	1.41
2025	477,921	208,498	956,898	1.39
2026	477,121	210,258	956,898	1.39
2027	480,986	211,898	956,898	1.38
2028	479,536	208,128	956,898	1.39
2029	476,743	209,358	956,898	1.39
2030	478,849	210,083	956,898	1.39
2031	475,724	210,665	956,898	1.39
2032	476,814	210,865	956,898	1.39
2033	482,656	205,915	956,898	1.39
2034	477,719	210,800	956,898	1.39
2035	477,294	210,375	956,898	1.39
2036	481,219	214,705	956,898	1.38
2037	474,350	203,720	956,898	1.41
2038	482,110	207,800	956,898	1.39
2039	354,315	211,560	956,898	1.69

Pledge of State Aid. A.C.A. §6-20-1204 provides that if the Trustee does not receive the bond payment from the District at least five (5) calendar days before the principal or interest is due under the Resolution, the Department of Education immediately shall cure any deficiency in payment by making payment in the full amount of the deficiency to the Trustee. If the department makes the bond payment, and the District fails to remit the full amount to the department, the department will withhold from the District the next distribution of state funding.

Uniform Rate of Tax. Amendment No. 74 establishes a statewide 25-mill property tax minimum for maintenance and operation of the public schools (the “Uniform Rate of Tax”). The Uniform Rate of Tax replaces that portion of local school district ad valorem taxes available for maintenance and operation of schools.

Defaults. No debt obligations of the District have been in default as to principal or interest payments or in any other material respect at any time in the last 25 years.

THE RESOLUTION

Set forth below is a summary of certain provisions of the Resolution. This summary does not purport to be comprehensive and reference is made to the full text of the Resolution for a complete description of its provisions.

Bond Fund. The pledged revenues will be deposited into a Bond Fund which will be held by, or under the direction of, the District. Moneys in the Bond Fund will be used solely for the payment of principal of, interest on and Trustee’s fees in connection with the Bonds, except as otherwise specifically provided in the Resolution. Any surplus of the pledged revenues over and above the amount necessary to insure the payment as due of principal of, interest on and Trustee’s fees in connection with the Bonds will be released from the pledge and may be withdrawn from the Bond

Fund and used for other school purposes. The Treasurer of the District will withdraw from the Bond Fund and deposit with the Trustee, on or before fifteen (15) calendar days prior to each interest payment date and on or before fifteen (15) calendar days prior to the due date of any Trustee fees, moneys in an amount equal to the amount of such Bonds or interest, or Trustee's fees, for the sole purpose of paying the same, and the Trustee shall apply such moneys for such purpose.

Deposit of Sale Proceeds. The Bonds will be delivered to the Trustee upon payment by the purchaser of the Bonds in cash of the purchase price (the "total sale proceeds"). The amount sufficient to accomplish the refunding of the Bonds Being Refunded shall be applied to such purpose. The amount sufficient to pay the cost and expenses of issuing the Bonds shall be applied for such purpose. The balance of the total proceeds will be deposited into the Redemption Fund (defined in the Resolution) in integral multiples of \$5,000. Any balance remaining after making the deposit into the Redemption Fund shall be deposited into the Bond Fund.

Investments. (a) The District may, from time to time, invest moneys held for the credit of the Bond Fund in direct obligations of the United States of America or obligations the principal of and interest on which are fully guaranteed by the United States of America ("Government Obligations") or in bank certificates of deposit the principal of and interest on which are fully insured by the Federal Deposit Insurance Corporation. The Trustee shall, to the extent practicable, invest moneys held for the credit of the Redemption Fund in Government Obligations.

(b) Investments shall remain a part of the Fund from which the investment was made. All earnings and profits from investments shall be credited to and all losses charged against, the Fund from which the investment was made.

Trustee. The Trustee was designated by the Underwriter.

The Trustee shall only be responsible for the exercise of good faith and reasonable prudence in the execution of its trust. The Trustee is not required to take any action for the protection of Bondholders unless it has been requested to do so in writing by the holders of not less than 10% in principal amount of the Bonds then outstanding and offered reasonable security and indemnity against the cost, expenses and liabilities to be incurred therein or thereby.

The Trustee may resign by giving notice in writing to the Secretary of the Board of Directors. Such resignation shall be effective upon the appointment of a successor Trustee by the District and acceptance of appointment by the successor. If the District fails to appoint a successor Trustee within 30 days of receiving notice of resignation, the Trustee may apply to a court of competent jurisdiction for appointment of a successor. The holders of a majority in principal amount of outstanding Bonds, or the Board of Directors of the District, may at any time, with or without cause, remove the Trustee and appoint a successor Trustee.

Modification of Terms of Bonds. The terms of the Bonds and the Resolution will constitute a contract between the District and the registered owners of the Bonds. The owners of not less than 75% in aggregate principal amount of the Bonds then outstanding have the right, from time to time, to consent to the adoption by the District of resolutions modifying any of the terms or provisions contained in the bonds or the Resolution; provided, however, there shall not be permitted (a) any extension of the maturity of the principal of or interest on any bond, or (b) a reduction in the principal amount of any bond or the rate of interest thereon, or (c) the creation of any additional pledge on the revenues pledged to the Bonds other than as authorized in the Resolution, or (d) a privilege or priority of any bond or bonds over any other bond or bonds, or (e) a reduction in the aggregate principal amount of the Bonds required for such consent.

Defeasance. When all of the Bonds shall have been paid or deemed paid, the pledge in favor of the Bonds (see **BONDS BEING OFFERED**, Security and Source of Payment, supra) shall be

discharged and satisfied. A Bond shall be deemed paid when there shall have been deposited in trust with the Trustee or with another bank or trust company (which other bank or trust company must be a member of the Federal Reserve System), as escrow agent under an escrow deposit agreement requiring the escrow agent to apply the proceeds of the deposit to pay the principal of and interest on the Bond as due at maturity or upon redemption prior to maturity, moneys or Government Securities sufficient to pay when due the principal of and interest on the Bond. If the principal of the bond is to become due by redemption prior to maturity, notice of such redemption must have been duly given or provided for. "Government Securities" shall mean direct or fully guaranteed obligations of the United States of America, noncallable, maturing on or prior to the maturity or redemption date of the bond. In determining the sufficiency of a deposit there shall be considered the principal amount of such Government Securities and interest to be earned thereon until their maturity.

Defaults and Remedies. If there is any default in the payment of the principal of or interest on any Bond, or if the District defaults in the performance of any other covenant in the Resolution, the Trustee may, and upon the written request of the owners of not less than 10% in principal amount of the Bonds then outstanding shall, by proper suit compel the performance of the duties of the officials of the District under the Constitution and laws of the State of Arkansas and under the Resolution and protect and enforce the rights of the owners by instituting appropriate proceedings at law or in equity or by other action deemed necessary or desirable by the Trustee. If any default in the payment of principal or interest continues for 30 days the Trustee may, and upon the request of the owners of not less than 10% in principal amount of the then outstanding Bonds shall, declare all outstanding Bonds immediately due and payable together with accrued interest thereon.

No owner of any bond shall have any right to institute any suit, action, mandamus or other proceeding in equity or at law for the protection or enforcement of any right under the Bonds or the Resolution or under the Constitution and laws of the State of Arkansas, unless such owner previously shall have given written notice to the Trustee of the default, and unless the owners of not less than 10% in principal amount of the then outstanding Bonds shall have made written request of the Trustee to take action, shall have afforded the Trustee a reasonable opportunity to take such action, and shall have offered to the Trustee reasonable security and indemnity against the cost, expenses and liabilities to be incurred and the Trustee shall have refused or neglected to comply with such request within a reasonable time. No one or more owners of the Bonds shall have any right in any manner by his or their action to affect, disturb or prejudice the security of the Resolution, or to enforce any right thereunder except in the manner provided in the Resolution. All proceedings at law or in equity shall be instituted, had and maintained in the manner provided in the Resolution and for the benefit of all owners of outstanding Bonds. Any individual rights of action are restricted by the Resolution to the rights and remedies therein provided. Nothing shall, however, affect or impair the right of any owner to enforce the payment of the principal of and interest on any bond at and after the maturity thereof.

Action may be taken by the Trustee without possession of any bond, and any such action shall be brought in the name of the Trustee and for the benefits of all the owners of bonds.

No delay or omission of the Trustee or any owner of a bond to exercise any right or power accrued upon any default shall impair any such right or power or be construed to be a waiver of any such default or acquiescence therein, and every power and remedy given to the Trustee and to the owners of the Bonds may be exercised from time to time and as often as may be deemed expedient.

The Trustee may, and upon the written request of the owners of not less than 10% in principal amount of the Bonds then outstanding shall, waive any default which shall have been remedied before the entry of final judgment or decree in any suit, action or proceeding or before the completion of the enforcement of any other remedy. No such waiver shall extend to or affect any other existing or subsequent default or defaults or impair any rights or remedies consequent thereon.

There is no requirement that the District furnish periodic evidence as to the absence of default or as to the compliance with the terms of the Bonds, the Resolution or law.

FINANCIAL INFORMATION

Sources and Uses of Funds. The following combined summary of Revenues, Expenditures and Fund Balances are taken from the District's 2016, 2015 and 2014 Audits. For complete information concerning the District, please review the actual Audits at www.arklegaudit.gov/ and <https://emma.msrb.org/>.

<u>REVENUES</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Property taxes	\$5,352,523	\$5,766,488	\$5,345,681
State assistance	649,534	368,249	428,100
Federal assistance	1,775	6,297	200
Activity revenues	142,821	88,829	85,422
Investment income	23,043	17,475	25,614
Other revenues	<u>95,795</u>	<u>195,999</u>	<u>132,538</u>
<i>Total Revenues</i>	\$6,265,491	\$6,443,337	\$6,017,555
<u>EXPENDITURES</u>			
Regular programs	\$1,937,026	\$2,091,346	\$2,292,852
Special education	259,757	217,695	191,398
Workforce education	259,510	288,792	300,712
Compensatory education	34,104	0	577
Other instructional programs	280,375	330,980	258,720
Support services	2,180,956	2,317,393	2,584,705
Activity expenditures	142,690	93,603	114,702
Debt Service:			
Principal retirement	130,363	99,419	97,666
Interest and fiscal charges	<u>6,123</u>	<u>5,194</u>	<u>7,689</u>
<i>Total Expenditures</i>	\$5,230,904	\$5,444,422	\$5,849,021
EXCESS OF REV OVER (UNDER) EXPND	1,034,587	998,915	168,534
TOTAL OTHER FINANCING SRCES (USES)	(487,877)	(289,843)	(243,732)
EXCESS OF REV AND OTHER SRCES OVER (UNDER) EXPND AND OTHER USES	546,710	709,072	(75,198)
FUND BAL, BEG OF YR	\$2,450,141	\$1,741,069	\$1,816,267
FUND BAL, END OF YR	\$2,996,851	\$2,450,141	\$1,741,069

Collection of Taxes. Tax collections of the ad valorem tax levied by the District are shown in the following table. School taxes voted at the school election are collected in the next calendar year and normally received by and used by the District during the school fiscal year beginning in such calendar year.

<u>School Year</u>	<u>School Tax Levied</u>	<u>School Tax Collected</u>	<u>Rate of Collections (net of collection fees %)</u>
2011-12	\$4,496,633	\$3,921,435	87.21
2012-13	5,864,018	5,618,998	95.82
2013-14	5,951,426	5,293,978	88.95
2014-15	5,964,755	5,834,110	97.81
2015-16	5,625,145	5,880,504	104.54

5-year average rate of collections – 95.15%

Overlapping Ad Valorem Taxes. The ad valorem taxing entities in the State of Arkansas are municipalities, counties, school districts and community college districts. All taxable property located within the boundaries of a taxing entity is subject to taxation by that entity. Thus property within the District is also subject to county ad valorem taxes. Property located within a municipality and/or within a community college district is also subject to taxation by that entity or entities. The ad valorem tax entities whose boundaries overlap the District and their real estate ad valorem tax rates are:

<u>Name of Overlapping Entity</u>	<u>Total Tax Rate (in mills)</u>
Cleburne County	5.1
Faulkner County	8.3
Van Buren County	7.3
City of Quitman	3.9

Assessment of Property and Collection of Property Taxes. (a) Under Amendment No. 59 to the Arkansas Constitution, all property is subject to taxation except for the following exempt categories: (i) public property used exclusively for public purposes; (ii) churches used as such; (iii) cemeteries used exclusively as such; (iv) school buildings and apparatus; (v) libraries and grounds used exclusively for school purposes; (vi) buildings, grounds and materials used exclusively for public charity; and (vii) intangible personal property to the extent the General Assembly has exempted it from taxation, provided that it be taxed at a lower rate, or provided for its taxation on a basis other than ad valorem. Amendment No. 59 also authorizes the General Assembly to exempt from taxation the first \$20,000 of value of a homestead of a taxpayer 65 years of age or older.

Amendment No. 59 provides that, except as otherwise provided therein in connection with the transition period following a county-wide reassessment (see Constitutional Amendment Nos. 59 and 79, infra), (1) residential property used solely as the principal place of residence of the owner shall be assessed in accordance with its value as a residence, (2) land (but not improvements thereon) used primarily for agricultural, pasture, timber, residential and commercial purposes shall be assessed upon the basis of its value for such use, and (3) all other real and tangible personal property subject to taxation shall be assessed according to its value (the Arkansas Supreme Court has held that the unqualified word “value,” as used in a prior, substantially identical, constitutional provision, means “current market value”).

(b) Property owned by public utilities and common carriers and “used and/or held for use in the operation of the company . . .” is assessed for tax purposes by the Tax Division of the Arkansas Public Service Commission. A.C.A. § 26-26-1605 provides that the Tax Division “shall assess the property at its true and full market or actual value” and that all utility property of a company, whether located within or without the State of Arkansas, is to be valued as a unit. Annually, the company files a report with the Tax Division. The Tax Division reviews these reports, along with other reports (such as reports to shareholders, the Federal Communications Commission, the Federal Energy Regulatory Commission and the Interstate Commerce Commission), to determine the value of the property. Valuation is currently made on the basis of a formula, as set forth in A.C.A. § 26-26-1607, with consideration given to (i) original cost less depreciation, replacement cost less depreciation or

reconstruction cost less depreciation; (ii) market value of capital stock and funded debt; and (iii) capitalization of income. As provided in A.C.A. § 26-26-1611, once the value of a company's property as a unit is determined, the Tax Division removes the value allocable to out-of-state property and assigns the remainder among Arkansas taxing units on the basis of value within each jurisdiction. The Tax Division certifies the assessment to the county assessor who enters the assessment as certified on the county assessment roll. County officials have no authority to change such assessment. See **LEGAL MATTERS, Legal Proceedings**.

All other property is assessed by the elected assessor of each Arkansas county (or other official or officials designated by law). This includes both real and tangible personal property. Amendment No. 79 to the Arkansas Constitution requires each county to appraise all market value real estate normally assessed by the county assessor at its full and fair value at a minimum of once every five (5) years.

(c) Amendment No. 79 requires the county assessor (or other official or officials designated by law), after each county-wide reappraisal, to compare the assessed value of each parcel of real property reappraised or reassessed to the prior year's assessed value. If the assessed value of the parcel increased, then the assessed value of that parcel must be adjusted as provided below.

Subject to subsection (e) below, if the parcel is not the homestead and principal place of residence ("homestead") of a taxpayer, then any increase in the assessed value in the first year after reappraisal cannot be greater than 10% (or 5% if the parcel is the taxpayer's homestead) of the assessed value for the previous year. For each year thereafter, the assessed value shall increase by an additional 10% (or 5% if the parcel is the taxpayer's homestead) of the assessed value for the year preceding the first assessment resulting from reappraisal; however, the increase cannot exceed the assessed value determined by the reappraisal prior to adjustment under Amendment No. 79.

For property owned by public utilities and common carriers, any annual increase in the assessed value cannot exceed more than 10% of the assessed value for the previous year. The provisions of this subsection (c) do not apply to newly discovered real property, new construction or substantial improvements to real property.

(d) If a homestead is purchased or constructed on or after January 1, 2001, by a disabled person or by a person over age 65, then that parcel will be assessed based on the lower of the assessed value as of the date of purchase (or construction) or a later assessed value. If a person is disabled or is at least 65 years of age and owns a homestead on January 1, 2001, then the homestead will be assessed based on the lower of the assessed value on January 1, 2001, or a later assessed value. When a person becomes disabled or reaches age 65 on or after January 1, 2001, that person's homestead should thereafter be assessed based on the lower of the assessed value on the person's 65th birthday, on the date the person becomes disabled or a later assessed value. This subsection (d) does not apply to substantial improvements to real property. For real property subject to subsection (e) below, the applicable date in this subsection (d), in lieu of January 1, 2001, is January 1 of the year following the completion of the adjustments to assessed value required in subsection (e).

(e) If, however, there has been no county-wide reappraisal and resulting assessed value of property between January 1, 1986 and December 31, 2000, then real property in that county is adjusted differently. In that case, the assessor (or other official or officials designated by law) compares the assessed value of each parcel to the assessed value of the parcel for the previous year. If the assessed value of the parcel increases, then the assessed value of the parcel for the year in which the parcel is reappraised or reassessed is adjusted by adding one-third (1/3) of the increase to the assessed value for the year prior to appraisal or reassessment. An additional one-third (1/3) of the increase is added in each of the next two (2) years.

The adjustment contemplated by subsection (e) does not apply to the property of public utilities or common carriers. No adjustment will be made for newly discovered real property, new construction or substantial improvements to real property.

(f) Property is currently assessed in an amount equal to 20% of its value. The percentage can be increased or decreased by the General Assembly.

The total of the millage levied by each taxing entity (municipalities, counties, school districts and community college districts) in which the property is located is applied against the assessed value to determine the tax owed. The assessed value of taxable property is revised each year and the total millage levied in that calendar year is applied against the assessed value for the calendar year. Assessed value for each year is determined as of January 1 of that year. Tangible personal property, including automobiles, initially acquired after January 1 and before June 1 is required to be assessed in the year of acquisition. Otherwise, only property owned by a taxpayer on January 1 is assessed for that calendar year.

The total taxes levied by all taxing authorities are collected together by the county collector of the county in which the property is located in the calendar year immediately following the year in which levied. Taxes are due and payable between the first business day in March and October 15, inclusive. Taxes not paid by October 15 are delinquent and subject to a 10% penalty. Real estate as to which taxes are delinquent for two successive years is certified to the State Land Commissioner, who offers the property for sale. The proceeds of such sale are distributed among the taxing authorities. Delinquent real property may be redeemed by the taxpayer within two years of the delinquency. Delinquent personal property taxes may be collected by distraint and public sale of the taxpayer's property.

Constitutional Amendment Affecting Personal Property Taxes. At the 1992 general election, a Constitutional amendment was approved which exempts from all personal property taxes items of household furniture and furnishings, clothing, appliances and other personal property used within the home. The effective date of the amendment was January 1, 1993.

Constitutional Amendment Nos. 59 and 79. Prior to the adoption of Amendment No. 59 to the Arkansas Constitution, the Constitution mandated that:

“All property subject to taxation shall be taxed according to its value, that value to be ascertained in such manner as the General Assembly shall direct, making the same equal and uniform throughout the State. No one species of property from which a tax may be collected shall be taxed higher than other species of property of equal value”

In the case of Arkansas Public Service Commission v. Pulaski County Board of Equalization, 266 Ark. 64, 582 S.W.2d 942 (June 25, 1979), the Supreme Court of Arkansas held that the then current assessment process, as prescribed by certain legislation and administrative regulations, was in violation of the Constitutional mandate in that (1) it provided for the assessment of certain property on the basis of “use value” as opposed to market value, (2) it did not provide for equal and uniform assessments throughout the State and (3) it provided for assessments based on past, as opposed to current, market values. The Court ordered a statewide reassessment to bring the assessments into conformity with the constitutional requirements. It was provided that the reassessment would be completed over a five year period, with 15 of the 75 counties in the State to be reassessed each year. The reassessment was accomplished in calendar years 1981 through 1985.

Legislative studies indicated that the effect of the Court-ordered reassessment would be to substantially increase real estate assessments in most or all counties of the State, with the result being, if tax rates remained the same, to substantially increase real estate taxes. The Arkansas General

Assembly submitted to the electors of the State a proposed Constitutional amendment designed to prevent the substantial tax increase that would otherwise result from the reassessment. The proposed Amendment was approved at the 1980 General Election and is now Amendment No. 59 to the Arkansas Constitution.

At the 2000 general election, Constitutional Amendment No. 79 was adopted by a majority of the voters and went into effect on January 1, 2001. Among other things, Amendment No. 79 allows for an annual state credit against ad valorem property tax on a homestead in the amount of not less than \$300. The credit must not be applied in a manner that would impair a bondholder's interest in ad valorem debt service revenues.

Amendment No. 59 provides that whenever a county-wide reassessment results in an increase of assessed value of 10% or more, the tax rate of each taxing unit on property located in that county is to be adjusted as provided in the Amendment. The year in which the reassessment is completed is designated the "Base Year." The assessed valuation for the Base Year is based on the reassessment. Amendment No. 79 requires that rollback adjustments under Amendment No. 59 be determined after the adjustments are made to assessed value under Amendment No. 79 (see **FINANCIAL INFORMATION, Assessment of Property and Collection of Property Taxes**).

The tax rate applicable to other real property is computed by (1) deducting from the Base Year assessed value of the real estate the assessed value of newly-discovered real estate and new construction and improvements to real property to arrive at the reassessed value of previously assessed real property, (2) determining the tax rate necessary to produce from the previously assessed real property (on the basis of the Base Year assessment) the same amount of revenues produced from such property in the Base Year (on the basis of the last previous assessed value and the tax rate applicable to collections in the Base Year), and (3) either (a) fixing the tax rate determined in (2) as the tax rate for the real property, including newly-discovered real property and new construction and improvements to real estate, or (b) if the tax rate so fixed would produce less than 110% of the revenues from real estate produced in the Base Year, increasing the tax rate in an amount sufficient to produce such 110% of revenues.

The General Assembly, in Act No. 848 of 1981, implemented the procedures of Amendment No. 59. A.C.A. § 26-26-404, provides that the computation is to be made separately for each tax source or millage levy (in the case of the school districts this would require separate computations for operation and maintenance millage and debt service millage), with the new tax rate for each millage levy to be rounded up to the nearest 1/10 mill. In the case of debt service millage, the tax rate as so adjusted will continue as the continuing annual tax rate until retirement of the bonds to which pledged. The adjusted rate for operation and maintenance millage would be subject to change at each annual school election in accordance with law.

Amendment No. 79 provides that the tax rate for personal property and property of public utilities and regulated carriers should be the same as that for real property. Personal property rates currently not equal to real property rates should be reduced to the level of the real property rate unless a higher rate is "necessary to provide a level of income sufficient to meet the current requirements of all principal, interest, paying agent fees, reserves, and other requirements" of a bond issue.

Amendment No. 59 contains the following specific provision in regard to debt service millage:

"The General Assembly shall, by law, provide for procedures to be followed with respect to adjusting ad valorem taxes or millage pledged for bonded indebtedness purposes, to assure that the adjusted or rolled-back rate of tax or millage levied for bonded indebtedness purposes will, at all times, provide a level of income sufficient to

meet the current requirements of all principal, interest, Paying Agent’s fees, reserves, and other requirements of the bond indenture.”

A.C.A. § 26-26-402(b) provides:

“If it is determined that the adjustment or rollback of millages as provided for herein will render income from millages pledged to secure any bonded indebtedness insufficient to meet the current requirements of all principal, interest, paying agent fees, reserves and other requirements of a bond indenture any such pledged millage shall be rolled back or adjusted only to a level which will produce at least a level of income sufficient to meet the current requirements of all principal, interest, paying agent fees, reserves, and other requirements of the bond indenture.”

If the assessed value of all classes of taxable property located in a school district remain at the same level, without increase or decrease, and the total school tax rates applicable to real and personal property remain constant, then the annual revenues derived from taxable real and personal property will be the same in each year. This would be true of annual revenues available for debt service on bonds, as well as other annual revenues of the district.

Major Taxpayers. For 2016 taxes levied for collection in 2017 (based on the 2016 assessed valuation), the top ten taxpayers within the boundaries of the district are:

<u>Name</u>	<u>Assessed Value</u>	<u>Percentage of District’s Assessed Value (%)</u>
SWN Production (Arkansas) LLC	\$33,594,954	20.311
Desoto Gathering Company, LLC	8,588,847	5.193
DGC Compressors	5,964,799	3.606
XTO Energy, Inc	5,812,918	3.514
Andrews K E	3,723,757	2.251
CDM Resource Management LLC	2,747,740	1.661
BHP Billiton Petroleum (Fay) LLC	2,574,316	1.556
Texas Gas Transmission LLC	2,031,037	1.228
KE Andrews Company	1,739,290	1.052
Corelogic	1,555,770	0.941

LEGAL MATTERS

Litigation. SWN Production Company (Arkansas) LLC (“SWN”) owns working interests in the minerals underlying several properties located in Cleburne County, Arkansas (the “Working Interests”). On October 28, 2016, the Cleburne County Court (the “County Court”) issued its Order and denied SWN’s request for relief and affirmed the market value that the Cleburne County Assessor (the “Assessor”) established for the Working Interests. This finding by the County Court has been appealed to the Cleburne County Circuit Court (the “Circuit Court”). **SWN Production Company (Arkansas), LLC, Plaintiff, v. Land et al, Defendants, Cleburne County, Arkansas, Case No. 12CV-16-195-4.** The 2016 market value and assessed value of these Working Interests is the subject of the appeal. This appeal is pending in the Circuit Court.

The Assessor valued SWN’s Working Interests using the methodology prescribed by the 2016 Guidelines for the Mass Appraisal of Minerals (the “Guidelines”) issued by the Arkansas Assessment Coordination Division (“ACD”). In response to the use of the Guidelines, SWN argues that actual gas sales and operating expenses in Cleburne County

should be analyzed to determine fair market value of natural gas. SWN claims that the methodology used by the Assessor results in a higher fair market value and, in turn, a higher property tax. SWN asks the Circuit Court to find that the Assessor's assessment of the Working Interests to be arbitrary, clearly erroneous, discriminatory, confiscatory and manifestly excessive and order that the fair market value of the Working Interests should be based on SWN's gas price and lease expense data set forth in its Complaint.

SWN has also filed an appeal to the Circuit Court challenging its 2017 ad valorem tax assessment based on the same arguments set forth above. SWN Production Company (Arkansas), LLC, Plaintiff, v. Land et al, Defendants, Cleburne County, Arkansas, Case No. 12CV-17-251-1.

Two similar cases have been filed by SWN in Van Buren County, SWN Production Company (Arkansas), LLC, vs. Trina Jones, et al, Van Buren County Circuit Court No. 71 CV-17-251 and in Faulkner County, SWN Production Company (Arkansas), LLC, vs. Damon Edwards, Faulkner County Circuit No. 23 CV-17-1618. In both cases, SWN challenges the 2017 ad valorem tax assessments for its working interests. SWN makes the same arguments it did in Cleburne County.

The District has property located in Cleburne County, Faulkner County and Van Buren County. SWN owns working interests in the minerals underlying properties located in each of these counties. SWN is by far the largest taxpayer in the District, and accounted for approximately \$33,594,954 of the District's 2016 assessed value. Based on the 2016 assessed value, this calculates to approximately \$1,125,431 in District revenue (the "Disputed Tax"). The District believes that a portion of any lost revenues will be made up by the State of Arkansas. SWN has voluntarily paid 41% of the Disputed Tax due in Cleburne County. This amount may change depending on the litigation. If SWN's litigation is successful, and based on the 2016 assessed value for the District, the District projects to lose \$188,031 (each year) in debt service revenues (assuming SWN pays 41% of the Disputed Tax in Cleburne County and 0% of the Disputed Tax in Faulkner County and 0% in Van Buren County). If SWN pays none of the Disputed Tax, the District projects to lose approximately \$243,901 (each year) in debt service revenues. This is based on multiplying the District's debt service mills (7.26) by SWN's 2016 assessed value in the District (\$33,594,954).

Another lawsuit is also pending challenging assessments. Turney, et al, Plaintiffs, v. Land, et al, Defendants, Cleburne County, Arkansas, Case No.12 CV-16-193. Plaintiffs, who own real property and mineral interests, filed this action on November 23, 2016, to challenge the assessment of 2016 ad valorem taxes asserting (i) the tax is on intangible personal property not realty, (ii) the formula used does not reflect the value of oil or gas, (iii) the ad valorem tax is an illegal privilege or excise tax, (iv) the tax discriminates against owners of producing properties, and (v) the Guidelines for Mass Appraisal of Minerals used are mandatory and constitute regulations not promulgated according to the Arkansas Administrative Procedures Act. If adversely resolved, this action could also have a negative impact on the assessed value of such properties, resulting in a decrease in the tax base and ultimately tax revenues.

Litigation Over State Funding for Schools. In an Order issued November 9, 1994, the Honorable Annabelle C. Imber held that the existing state funding system for public education violated the equal protection provision of the Arkansas Constitution and violated Article 14, § 1 of the Arkansas Constitution by "failing to provide a general, suitable and efficient system of free public education." Lake View School Dist. No. 15 of Phillips County, Arkansas v. Jim Guy Tucker, Case No. 92-5318 (1994). After years of litigation and legislation, the Arkansas Supreme Court concluded (on May 31, 2007) that the system of public school financing was now in constitutional compliance.

At the 1996 general election, a Constitutional Amendment was passed (“Amendment No. 74”) which establishes a statewide 25-mill property tax minimum for maintenance and operation of the public schools (the “Uniform Rate of Tax”). The Uniform Rate of Tax replaces that portion of local school district ad valorem taxes available for maintenance and operation. The Uniform Rate of Tax is to be collected in the same manner as other school property taxes, but the revenues generated from the Uniform Rate of Tax are remitted to the State Treasurer for distribution to the school districts.

Legal Proceedings. No litigation is pending, or to the best knowledge of the District threatened, questioning the existence of the District, its boundaries, the title of any member of the Board of Directors to his office, or questioning the authority of the District to issue the Bonds or any proceedings relating thereto.

Legal Opinion. Issuance of the Bonds is subject to the unqualified approving opinion of Bond Counsel to the effect that the Bonds have been lawfully issued under the Constitution and laws of the State of Arkansas and constitute valid, binding and enforceable obligations of the District.

Tax Exemption – Opinion of Bond Counsel. In the opinion of Bond Counsel, under existing law, the interest on the Bonds is exempt from Arkansas income tax and from property taxes.

Also, in the opinion of Bond Counsel, interest on the Bonds under existing law (a) is excluded from gross income for federal income tax purposes, and (b) is not an item of tax preference for purposes of the federal alternative minimum tax. The opinion set forth above is subject to the condition that the District comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be (or continue to be) excluded from gross income for federal income tax purposes. These requirements generally relate to arbitrage and the use of the proceeds of the Bonds and the Project. Failure to comply with certain of such requirements could cause the interest on the Bonds to be so included in gross income retroactive to the date of issuance of the Bonds. The District has covenanted to comply with all such requirements.

Prospective purchasers of the Bonds should be aware that (i) with respect to insurance companies subject to the tax imposed by Section 831 of the Code, Section 832(b)(5)(B)(i) reduces the deduction for loss reserves by 15 percent of the sum of certain items, including interest on the Bonds, (ii) interest on the Bonds earned by certain foreign corporations doing business in the United States could be subject to a branch profits tax imposed by Section 884 of the Code, (iii) passive investment income including interest on the Bonds may be subject to federal income taxation under Section 1375 of the Code for Subchapter S corporations that have Subchapter C earnings and profits at the close of the taxable year if greater than 25% of the gross receipts of such Subchapter S corporation is passive investment income, and (iv) Section 86 of the Code requires recipients of certain Social Security and certain Railroad Retirement benefits to take into account in determining gross income, receipts or accruals of interest on the Bonds.

Prospective purchasers of the Bonds should be further aware that Section 265 of the Code denies a deduction for interest on indebtedness incurred or continued to purchase or carry the Bonds or, in the case of a financial institution, that portion of a holder’s interest expense allocated to interest on the Bonds, except with respect to certain financial institutions (within the meaning of Section 265(b)(5) of the Code).

An exception allows a deduction of certain interest expense allocable to “qualified tax-exempt obligations.” Under the Code, the term includes any obligation which (1) is not a “private activity bond” within the meaning of the Code (excluding from that term “qualified 501(c)(3) bonds”), (2) is issued by an issuer (and subordinate entities) which reasonably anticipates to issue not more than \$10,000,000 of tax-exempt obligations (other than private activity bonds (excluding from that term “qualified 501(c)(3) bonds” under Section 145 of the Code)) during the calendar year, and (3) is so designated by the issuer.

The District has designated the Bonds as “qualified tax-exempt obligations” and has covenanted not to use the proceeds of the Bonds in a manner which would cause the Bonds to be “private activity bonds,” and has represented that the District and its subordinate entities have not and do not expect to issue more than \$10,000,000 of such tax-exempt obligations during calendar year 2018.

Prospective purchasers of the Bonds should also be aware that A.C.A. § 26-51-431(b) states that Section 265(a) of the Internal Revenue Code is adopted for the purpose of computing Arkansas individual income tax liability. Subsection (c) provides that in computing Arkansas corporation income tax liability, no deduction shall be allowed for interest “on indebtedness incurred or continued to purchase or carry obligations the interest on which is wholly exempt from the taxes imposed by Arkansas law.” On December 8, 1993, the Arkansas Department of Finance and Administration Revenue Division issued Revenue Policy Statement 1993-2, which provides in part:

Financial institutions may continue to deduct interest on indebtedness incurred or continued to purchase or carry obligations which generate tax-exempt income to the same extent that the interest was deductible prior to the adoption of Section 17 of Act 785 of 1993 (A.C.A. § 26-51-431(b) and (c)).

Current and future legislative proposals, if enacted into law, clarification of the Code or court decisions may cause interest on the Bonds to be subject, directly or indirectly, in whole or in part, to federal income taxation or otherwise prevent holders of the Bonds from realizing the full current benefit of the tax status of such interest. On December 20, 2017, Congress passed The Tax Cuts and Jobs Act (the "Tax Legislation"), which, for tax years beginning after December 31, 2017, among other things, significantly changes the income tax rates for individuals and corporations, modifies the current provisions relative to the federal alternative minimum tax on individuals and eliminates the federal alternative minimum tax for corporations. The President signed the Tax Legislation on December 22, 2017. The Tax Legislation or the introduction or enactment of any other legislative proposals or clarification of the Code or court decisions may affect, perhaps significantly, the market price for, or marketability of, the Bonds. Prospective purchasers of the Bonds should consult their own tax advisors regarding any proposed or enacted federal or state tax legislation (including particularly, without limitation, the Tax Legislation), regulations or litigation, as to which Bond Counsel expresses no opinion.

Tax Exemption - Original Issue Discount. As shown on the cover page of this Official Statement, certain of the Bonds are being sold at an original issue discount (collectively, the "Discount Bonds"). The difference between the initial public offering prices, as set forth on the cover page, of such Discount Bonds and their stated amounts to be paid at maturity constitutes original issue discount treated as interest which is excluded from gross income for federal income tax purposes, as described above.

The amount of original issue discount which is treated as having accrued with respect to such Discount Bond is added to the cost basis of the owner in determining, for federal income tax purposes, gain or loss upon disposition of such Discount Bond (including its sale, redemption, or payment at maturity). Amounts received upon disposition of such Discount Bond which are attributable to accrued original issue discount will be treated as tax-exempt interest, rather than as taxable gain, for federal income tax purposes.

Original issue discount is treated as compounding semiannually, at a rate determined by reference to the yield to maturity of each individual Discount Bond, on days which are determined by reference to the maturity date of such Discount Bond. The amount treated as original issue discount on such Discount Bond for a particular semiannual accrual period is equal to the product of

(i) the yield of maturity for such Discount Bond (determined by compounding at the close of each accrual period) and (ii) the amount which would have been the tax basis of such Discount Bond at the beginning of the particular accrual period if held by the original purchaser, less the amount of any interest payable for such Discount Bond during the accrual period. The tax basis is determined by adding to the initial public offering price on such Discount Bond the sum of the amounts which have been treated as original issue discount for such purposes during all prior periods. If such Discount Bond is sold between semiannual compounding dates, original issue discount which would have been accrued for that semiannual compounding period for federal income tax purposes is to be apportioned in equal amounts among the days in such compounding period.

Owners of the Discount Bonds should consult their tax advisors with respect to the determination and treatment of original issue discount accrued as of any date and with respect to the state and local tax consequences of owning a Discount Bond.

Non-Litigation Certificate. Upon delivery of the Bonds the District will furnish a certificate to the effect that no litigation not described in the Official Statement is then pending which would affect the validity of or security for the Bonds.

Official Statement Certificate. Upon delivery of the Bonds, the District will furnish a certificate to the effect that the Official Statement does not contain any untrue statement of a material fact or omits to state a material fact required to be stated therein to make the statements therein, in the light of the circumstances under which they were made, not misleading.

CONTINUING DISCLOSURE CERTIFICATE

The following is a summary of certain provisions of the Continuing Disclosure Certificate, which will be executed by the District.

Purpose of the Continuing Disclosure Certificate. The Continuing Disclosure Certificate describes the District's continuing obligation to provide certain financial and other information with respect to the Bonds, and is for the benefit of the Beneficial Owners of the Bonds.

Provision of Annual Financial Information and Operating Data. The District has agreed to provide within ninety (90) days after the end of the District's fiscal year, its Annual Financial Report ("AFR"). The AFR will include, among other things, the information contained under **DESCRIPTION OF THE SCHOOL DISTRICT**, Assessed Valuation, **DEBT STRUCTURE**, Outstanding Indebtedness, **DEBT STRUCTURE**, Debt Service Schedule and Coverage, **FINANCIAL INFORMATION**, Sources and Uses of Funds, and **FINANCIAL INFORMATION**, Collection of Taxes. The District will also provide its audit within ninety (90) days after the audit has been completed and received by the District. The annual financial statements shall be prepared using accounting practices prescribed by A.C.A. § 10-4-313 as it may be amended from time to time, or any successor statute, and shall be audited by the Legislative Joint Auditing Committee, Division of Legislative Audit of the State of Arkansas, or by an independent certified public accountant. The District shall also provide, not later than ninety (90) days after the end of the District's fiscal year, its LEA Financial Report. Additionally, the District will provide timely notice of the occurrence of listed events relating to the Bonds as hereinafter described. The District has agreed to provide this information in an effort to comply with Rule 15c2-12 of the Securities and Exchange Commission, as the same may be amended from time to time (the "Rule").

Any or all of the foregoing information may be incorporated by reference from other documents, including official statements of debt issues with respect to the District that are available to the public on the Municipal Securities Rulemaking Board ("MSRB") website or filed with the Securities and Exchange Commission.

Notice of Listed Events. The District agrees that it will furnish to the MSRB, not later than ten (10) business days after the occurrence of such event, notice of any of the following events with respect to the Bonds:

- (a) principal and interest payment delinquencies;
- (b) non-payment related defaults, if material;
- (c) unscheduled draws on debt service reserves reflecting financial difficulties;
- (d) unscheduled draws on credit enhancements reflecting financial difficulties;
- (e) substitution of credit or liquidity providers, or their failure to perform;
- (f) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax-exempt status of the security;
- (g) modifications to rights of security holders, if material;
- (h) bond calls, if material;
- (i) defeasances and tender offers;
- (j) release, substitution, or sale of property securing repayment of the securities, if material;
- (k) rating changes;
- (l) bankruptcy, insolvency, receivership or similar event of the obligated person;
- (m) the consummation of a merger, consolidation or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- (n) appointment of a successor or additional trustee or the change of name of a trustee, if material.

The District further agrees that it will furnish to the MSRB notice of any failure of the District to provide the annual financial information or operating data required hereunder on or before the date specified.

District to Disseminate Information and Notices. The District agrees to disseminate the AFR to the MSRB, and to disseminate any notice of a material event specified above to the MSRB.

Amendment; Waiver. Notwithstanding any other provision of the Continuing Disclosure Certificate, the District may amend the Continuing Disclosure Certificate, and any provision of the Continuing Disclosure Certificate may be waived, provided that the following conditions are satisfied:

- (a) If the amendment or waiver relates to the provisions of Sections 3(A), 4, or 5(A) of the Continuing Disclosure Certificate, it may only be made in connection with a change in

circumstances that arises from a change in the identity, nature or status of an obligated person with respect to the Bonds, or the type of business conducted;

(b) The undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver either (i) is approved by the owners of the Bonds in the same manner as provided in the Resolution for amendments to the Resolution with the consent of owners, or (ii) does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the owners or Beneficial Owners of the Bonds.

In the event of any amendment or waiver of a provision of the Continuing Disclosure Certificate, the District shall describe such amendment in the next AFR, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the District. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a Listed Event under Section 5(B) of the Continuing Disclosure Certificate, and (ii) the AFR for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

Additional Information. Nothing in the Continuing Disclosure Certificate shall be deemed to prevent the District from disseminating any other information, using the means of dissemination set forth in the Continuing Disclosure Certificate or any other means of communication, or including any other information in any report or notice made hereunder, in addition to that which is required by the Continuing Disclosure Certificate. If the District chooses to include any information in any report or notice made hereunder in addition to that which is specifically required by the Continuing Disclosure Certificate, the District shall have no obligation under the Continuing Disclosure Certificate to update such information or include it in any future report or notice.

Noncompliance. In the event of a failure of the District to comply with any provision of the Continuing Disclosure Certificate, any beneficial owner may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the District to comply with its obligations under the Continuing Disclosure Certificate. Noncompliance with the Continuing Disclosure Certificate shall not be deemed an Event of Default under the Resolution, and the sole remedy under the Disclosure Agreement in the event of any failure of the District to comply with the Continuing Disclosure Certificate shall be an action to compel performance.

CONTINUING DISCLOSURE PAST COMPLIANCE

While the District has not made any determination as to materiality, the following charts reflect the District's compliance and non-compliance with previous undertakings under the Rule for the past five (5) years.

Annual Financial Information and Operating Data (“Annual Report”)

Pursuant to previous Continuing Disclosure undertakings by the District, the District has agreed to provide to the MSRB its Annual Report within ninety (90) days after the end of each fiscal year (the “Submittal Deadline”).

<u>Fiscal Year Ending June 30</u>	<u>Submittal Deadline</u>	<u>Date Filed⁽¹⁾</u>	<u>Status of Material Compliance</u>
2013 ⁽²⁾	09/28/13		
2014	09/28/14	09/26/14	Compliant
2015	09/28/15	09/23/15	Compliant
2016	09/28/16	09/28/16	Compliant
2017	09/28/17	09/27/17	Compliant

(1) Actual date Annual Report was filed on MSRB's EMMA portal.

(2) Bonds issued with limited continuing disclosure requirements (available upon request).

Audited Financial Statements (“AFS”)

Pursuant to previous Continuing Disclosure undertakings by the District, the District has agreed to provide to the MSRB its AFS within ninety (90) days after the audit has been completed and received by the District.

<u>Audit for Fiscal Year Ending June 30</u>	<u>Audit Date</u>	<u>Date Filed⁽¹⁾</u>	<u>Status of Material Compliance</u>
2012 ⁽²⁾			
2013 ⁽²⁾			
2014	03/30/15	03/30/15	Compliant
2015	03/16/16	04/01/16	Compliant
2016	06/19/17	07/05/17	Compliant

(1) Actual date AFS was filed on MSRB's EMMA portal.

(2) Bonds issued with limited continuing disclosure requirements (available upon request).

Listed Events

Within ten (10) business days after the occurrence of a Listed Event set forth in previous Continuing Disclosure undertakings (the “Listed Event”), the District has agreed to provide a notice of such Listed Event to the MSRB.

<u>The Listed Event</u>	<u>Date of Occurrence</u>	<u>Date Filed⁽¹⁾</u>	<u>Status of Material Compliance</u>
Moody's rating action	04/10/13	05/02/13	Filed Late
Moody's withdraws Arkansas School District enhancement program	09/27/13	06/12/14	Filed Late
Call Notice (5/1/2009)	08/01/14	Did Not File	
Call Notice (11/1/2013)	12/01/16	12/08/16	Compliant
Possible Loss in Tax Revenue from Southwestern Energy Co.	12/06/17	12/06/17	Compliant

(1) Actual date Listed Event was filed on MSRB's EMMA portal.

The District has taken steps to ensure that the Annual Reports, AFS and Listed Events are timely filed as required by its continuing disclosure undertakings.

MISCELLANEOUS

Bond Rating. Moody's Investors Service, Inc. ("Moody's"), has assigned an "Aa2" enhanced rating to the Bonds. Certain information was supplied to the rating agency to be considered in evaluating the Bonds. Any rating issued will reflect only the views of the rating agency, and any explanation of the significance of such rating on the Bonds should be obtained from the rating agency. There is no assurance that the ratings obtained for the Bonds will be retained for any given period of time or that the same will not be revised downward or withdrawn entirely by the rating agency for the Bonds if, in its judgment, circumstances so warrant. Neither the Underwriter nor the District undertake any responsibility to oppose any revision or withdrawal of the rating. Any such downward revision or withdrawal of the rating obtained may have an adverse effect on the market price of the Bonds. The assignment of the enhanced rating reflects the additional bond security provided by A.C.A. §6-20-1204.

Underwriting. The Underwriter has purchased the Bonds from the District at public sale upon competitive bids at a price of \$3,117,267.70 (par amount of Bonds (\$3,170,000), less reoffering discount (\$6,944.45), less underwriter's discount (\$45,787.85)).

Interest of Certain Persons. Stephens Inc. is serving as Municipal Advisor to the District in connection with the issuance of the Bonds. Stephens Inc., in its capacity as Municipal Advisor, has relied on the opinion of Bond Counsel and, other than yield and average weighted maturity calculations, has not verified and does not assume any responsibility for the information, covenants and representations contained in any of the legal documents with respect to the federal or state income tax status of the Bonds or the possible impact of any present, pending or future actions taken by any legislative or judicial bodies. The information set forth herein has been obtained from the District and other sources believed to be reliable but has not been independently verified by the Municipal Advisor.

The Municipal Advisor's fee and Bond Counsel's fee for services rendered with respect to the sale of the Bonds is contingent upon the issuance and delivery of the Bonds.

The Municipal Advisor has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to the District and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Municipal Advisor does not guarantee the accuracy or completeness of such information.

The Board of Directors of the District has authorized the preparation and distribution of this Official Statement.

QUITMAN SCHOOL DISTRICT NO. 21 OF
CLEBURNE COUNTY, ARKANSAS

By Michael McBryde
Michael McBryde
STEPHENS INC.
MUNICIPAL ADVISOR