

NEW ISSUE - Book-Entry Only

**RATING:
S&P “AA-”**

*In the opinion of Bond Counsel, based on existing statutes, regulations, rulings and court decisions, the interest on the Series 2017 Bonds is excludable from gross income for federal income tax purposes, subject to the condition that the City comply with all requirements of the Internal Revenue Code that must be satisfied subsequent to the issuance of the Series 2017 Bonds, and the Series 2017 Bonds and interest thereon are exempt from all Arkansas state, county and municipal tax. In the opinion of Bond Counsel, interest on the Series 2017 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, however, it should be noted that with respect to corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax. See **LEGAL MATTERS, Tax Exemption** herein.*

**\$24,655,000
CITY OF BENTONVILLE, ARKANSAS
SALES AND USE TAX BONDS
SERIES 2017**

Dated: Date of Delivery

Due: November 1, as shown below

The Series 2017 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 Series 2017 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 Series 2017 Bonds will not receive physical delivery of Series 2017 Bonds. Payments of principal of and interest on the Series 2017 Bonds will be made by Simmons Bank, Pine Bluff, Arkansas as the Trustee, directly to Cede & Co., as nominee for DTC, as registered owner of the Series 2017 Bonds, to be subsequently disbursed to DTC Participants and thereafter to the Beneficial Owners of the Series 2017 Bonds, all as further described herein.

Principal of and interest on the Series 2017 Bonds are payable from a pledge of receipts derived by the City of Bentonville, Arkansas (the “City”) from a sales and use tax levied by the City at the rate of 1%. The pledge in favor of the Series 2017 Bonds is on a parity with the City’s Sales and Use Tax Bonds, Series 2007, Series 2009 and Series 2010. See **SECURITY FOR THE SERIES 2017 BONDS** herein.

Interest on the Series 2017 Bonds is payable on each May 1 and November 1, commencing November 1, 2017. The Series 2017 Bonds mature (on November 1 of each year), bear interest and are priced to yield as follows:

MATURITY SCHEDULE

<u>Maturity</u>	<u>Amount</u>	<u>Rate (%)</u>	<u>Yield (%)</u>	<u>Maturity</u>	<u>Amount</u>	<u>Rate (%)</u>	<u>Yield (%)</u>
2017	\$910,000	2.000	0.900	2023	\$2,445,000	3.000	2.450
2018	1,995,000	3.000	1.100	2024	2,520,000	3.000	2.650
2019	2,050,000	4.000	1.350	2025	2,595,000	2.750	2.850
2020	2,135,000	5.000	1.650	2026	2,665,000	2.875	2.875
2021	2,240,000	5.000	1.900	2027	2,745,000	2.625	2.625
2022	2,355,000	4.000	2.150				

The Series 2017 Bonds are offered, subject to prior sale, when, as and if issued and received by the Underwriter named below, subject to the approval of legality by Friday, Eldredge & Clark, LLP, Little Rock, Arkansas, Bond Counsel, and subject to certain other conditions. It is expected that the Series 2017 Bonds will be available for delivery on or about April 25, 2017.

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

Stephens Inc.
Investment Bankers

Dated: March 21, 2017.

No dealer, broker, salesman or other person has been authorized by the City or the Underwriter to give any information or to make any representations, other than those 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 other solicitation of an offer to buy, nor shall there be any sale of the Series 2017 Bonds by any persons in any state in which it is unlawful for such person to make such offer, solicitation or sale. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall under any circumstances create any implication that there has been no change in the affairs of the City since the date hereof.

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OFFICIAL STATEMENT

\$24,655,000
CITY OF BENTONVILLE, ARKANSAS
SALES AND USE TAX BONDS
SERIES 2017

INTRODUCTION TO OFFICIAL STATEMENT

This Introduction is subject in all respects to the more complete information contained in this Official Statement. The offering of the bonds to potential investors is made only by means of the entire Official Statement, including the cover page hereof and exhibits hereto. A full review should be made of the entire Official Statement, as well as the Authorizing Ordinance described herein.

This Official Statement of the City of Bentonville, Arkansas (the "City") is furnished in connection with the offering by the City of its \$24,655,000 principal amount of Sales and Use Tax Bonds, Series 2017, dated the date of delivery (the "Series 2017 Bonds"). The Series 2017 Bonds are being issued for the purpose of financing all or a portion of the costs of new, and improvements to existing, streets (the "Street Improvements") and equipment, apparatus and new, or improvements to existing, facilities for the City's police department (the "Police Department Improvements").

The City is a city of the first class duly organized under the laws of the State of Arkansas (the "State") and is located in northwestern Arkansas. The City is authorized under Amendment No. 62 to the Constitution of the State ("Amendment 62") and Title 14, Chapter 164, Subchapter 3 of the Arkansas Code of 1987 Annotated (the "Authorizing Legislation") to issue capital improvement bonds and to expend the proceeds thereof for the intended purposes. See **THE CITY AND THE COUNTY**.

The Series 2017 Bonds are not general obligations of the City, but are special obligations payable solely from collections of a 1% sales and use tax (the "Tax") levied by the City (the "Pledged Revenues"). See **SECURITY FOR THE SERIES 2017 BONDS, The Tax**. The Tax is levied under Ordinance No. 2003-108 of the City adopted June 24, 2003, as amended by Ordinance No. 2007-68 of the City adopted on June 12, 2007 (collectively, the "Tax Ordinance"). The pledge of Pledged Revenues in favor of the Series 2017 Bonds is on a parity with the City's Sales and Use Tax Bonds, Series 2007 (the "Series 2007 Bonds"), the City's Sales and Use Tax Bonds, Series 2009 (the "Series 2009 Bonds") and the City's Sales and Use Tax Bonds, Series 2010 (the "Series 2010 Bonds"). The issuance of the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds and the Series 2017 Bonds and the pledging of the Pledged Revenues to the payment of the principal of and interest on the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds and the Series 2017 Bonds were approved at a special election held August 14, 2007. The Series 2017 Bonds are being issued pursuant to and in full compliance with Amendment 62 and the Authorizing Legislation and Ordinance No. 2007-118 of the City, adopted on October 9, 2007 and Ordinance No. 2017-51 of the City, adopted on March 14, 2017 (collectively, the "Authorizing Ordinance"). See **THE AUTHORIZING ORDINANCE**.

The City has reserved the right in the Authorizing Ordinance to issue additional bonds on a parity of security with the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds and the Series 2017 Bonds (the "Additional Parity Bonds"). See **THE SERIES 2017 BONDS, Security**, herein.

The Series 2017 Bonds are issuable only as fully registered bonds, without coupons, in the denomination of \$5,000 or integral multiple thereof. Interest is payable on November 1, 2017, and semiannually thereafter on each May 1 and November 1. Principal is payable at the principal office of Simmons Bank, Pine Bluff, Arkansas, as trustee and paying agent for the Series 2017 Bonds (the "Trustee"). Interest is payable by the Trustee to the registered owners as of the record date for each interest payment date. The record date for payment of interest on the Series 2017 Bonds shall be the fifteenth day of the calendar month next preceding each interest payment date. A Series 2017 Bond may be transferred, in whole or in part (in integral multiples of \$5,000), but only upon delivery of the Series 2017 Bond, together with a written instrument of transfer, to the Trustee. See **THE SERIES 2017 BONDS, Generally**.

The Series 2017 Bonds will be initially issued in book-entry form and purchasers of the Series 2017 Bonds will not receive certificates representing their interest in the Series 2017 Bonds purchased. See **THE SERIES 2017 BONDS, Book-Entry Only System**. The Series 2017 Bonds will contain such other terms and provisions as described herein. See **THE SERIES 2017 BONDS, Generally**.

The Series 2017 Bonds are subject to extraordinary redemption from Surplus Pledged Revenues (as hereinafter defined) and from proceeds of the Series 2017 Bonds not needed for the purposes intended and optional redemption on and after November 1, 2025. The Trustee shall give at least thirty (30) days' notice of redemption. See **THE SERIES 2017 BONDS, Redemption**.

Under existing law and assuming compliance with certain covenants described herein, (i) interest on the Series 2017 Bonds is excludable from gross income for federal income tax purposes, (ii) interest on the Series 2017 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, however, it should be noted that with respect to corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax, and (iii) the Series 2017 Bonds and interest thereon are exempt from all State, county and municipal tax. See **LEGAL MATTERS, Tax Exemption**.

It is expected that the Series 2017 Bonds will be available for delivery on or about April 25, 2017 through the facilities of the Depository Trust Company in New York, New York.

The City and the Trustee have entered into a Continuing Disclosure Agreement in order to assist the Underwriter in complying with Securities and Exchange Commission Rule 15c2-12(b)(5) (the "Continuing Disclosure Agreement"). See **CONTINUING DISCLOSURE AGREEMENT**.

This Official Statement speaks only as of its date, and the information contained herein is subject to change. Copies of the Authorizing Ordinance and the Continuing Disclosure Agreement summarized herein are available upon request from Stephens Inc., 111 Center Street, Suite 2300, Little Rock, Arkansas 72201, Attention: Public Finance.

THE SERIES 2017 BONDS

Book-Entry Only System. The Depository Trust Company ("DTC"), New York, New York, or its successor, will act as securities depository for the Series 2017 Bonds. The Series 2017 Bonds will each be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee). One fully-registered Series 2017 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 changes in 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, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Government Securities Clearing Corporation, MBS Clearing Corporation, and Emerging Markets Clearing Corporation (NSCC, GSCC, MBSCC, and EMCC, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange, Inc., and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as 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 Series 2017 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2017 Bonds on DTC’s records. The ownership interest of each actual purchaser of each Series 2017 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, but Beneficial Owners are 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 Series 2017 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 Series 2017 Bonds, except in the event that use of the book-entry system for the Series 2017 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2017 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 Series 2017 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 Series 2017 Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Series 2017 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 to Cede & Co. If fewer than all of the Series 2017 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 Series 2017 Bonds unless authorized by a Direct Participant in accordance with DTC’s Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Trustee 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 Series 2017 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 Series 2017 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 City 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 City, 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 Series 2017 Bonds at any time by giving reasonable notice to the City or the Trustee. Under such circumstances, in the event

that a successor securities depository is not obtained, Series 2017 Bonds are required to be printed and delivered. The City may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Series 2017 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 City make any representation or warranty regarding the accuracy or completeness thereof.

So long as the Series 2017 Bonds are in book-entry only form, Cede & Co., as nominee for DTC, will be treated as the sole owner of the Series 2017 Bonds for all purposes under the Authorizing Ordinance, including receipt of all principal of and interest on the Series 2017 Bonds, receipt of notices, voting and requesting or directing the Trustee to take or not to take, or consenting to, certain actions under the Authorizing Ordinance. The City 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 Series 2017 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 Authorizing Ordinance to be given to owners of Series 2017 Bonds; or (d) other action taken by DTC or Cede & Co. as owner of the Series 2017 Bonds.

Generally. The Series 2017 Bonds are dated, mature and bear interest as set forth on the cover page hereof. The principal of the Series 2017 Bonds is payable upon presentation and surrender at the principal office of the Trustee. Payment of interest on the Series 2017 Bonds will be made to each registered owner thereof by check or draft mailed by the Trustee to such owner at his address as such name and address appear on the registration book of the City kept by the Trustee on the record date which is the fifteenth day of the calendar month next preceding the calendar month in which such interest payment date falls. All such payments will be made in lawful money of the United States of America.

The Series 2017 Bonds are issuable in the form of registered Series 2017 Bonds without coupons in the denomination of \$5,000 each or any integral multiple thereof, interchangeable in accordance with the provisions of the Authorizing Ordinance. In the event any Series 2017 Bond is mutilated, lost or destroyed, the City shall, if not then prohibited by law, execute and the Trustee may authenticate a new Series 2017 Bond in accordance with the provisions therefor in the Authorizing Ordinance.

Each Series 2017 Bond is transferable by the registered owner thereof or by his attorney duly authorized in writing at the principal office of the Trustee. Upon such transfer a new fully registered Series 2017 Bond or Series 2017 Bonds of the same maturity, of authorized denomination or denominations, for the same aggregate principal amount will be issued to the transferee in exchange therefor.

No charge shall be made to any owner of any Series 2017 Bond for the privilege of registration, but any owner of any Series 2017 Bond requesting any such registration shall pay any tax or other governmental charge required to be paid with respect thereto. Except as otherwise provided in the immediately preceding sentence, the cost of preparing each new Series 2017 Bond upon each exchange or transfer and any other expenses of the City or the Trustee incurred in connection therewith shall be paid by the City. Neither the City nor the Trustee shall be required to transfer or exchange any Series 2017 Bonds selected for redemption in whole or in part.

The person in whose name any Series 2017 Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of or on account of the principal or interest of any Series 2017 Bond shall be made only to or upon the order of the registered owner thereof or his legal representative, but such registration may be changed as hereinabove provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Series 2017 Bond to the extent of the sum or sums so paid.

In any case where the date of maturity of interest on or principal of the Series 2017 Bonds or the date fixed for redemption of any Series 2017 Bonds shall be a Saturday or Sunday or shall be in the State a legal

holiday or a day on which banking institutions are authorized by law to close, then payment of interest or principal need not be made on such date but may be made on the next succeeding business day with the same force and effect as if made on the date of maturity or the date fixed for redemption, and no interest shall accrue for the period after the date of maturity or date fixed for redemption.

Redemption. The Series 2017 Bonds are subject to extraordinary and optional redemption as follows:

(1) Extraordinary Redemption. The Series 2017 Bonds shall be redeemed from proceeds of the Series 2017 Bonds not needed for the purposes intended and Surplus Pledged Revenues (hereinafter defined) on any interest payment date, at least annually, in inverse order of maturity (and by lot within a maturity in such manner as the Trustee shall determine), in whole or in part, at a redemption price equal to the principal amount being redeemed plus accrued interest to the redemption date. "Surplus Pledged Revenues" are 80% of the Pledged Revenues less the amount necessary to (1) insure the prompt payment of the principal, interest on, Trustee's, bond insurer's and administrative fees and expenses in connection with the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds, the Series 2017 Bonds and any Additional Parity Bonds, (2) maintain a debt service reserve in the required amount, and (3) pay any arbitrage rebate due under Section 148(f) of the Internal Revenue Code of 1986, as amended (the "Code").

While the Series 2007 Bonds are outstanding, the City shall use 30% of Surplus Pledged Revenues to redeem the Series 2007 Bonds and the balance shall be allocated ratably (based on relative outstanding principal amounts) to redeem the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds, the Series 2017 Bonds and Additional Parity Bonds. If the Series 2007 Bonds are no longer outstanding, the City shall allocate the Surplus Pledged Revenues ratably (based on relative outstanding principal amounts) to redeem the Series 2009 Bonds, the Series 2010 Bonds, the Series 2017 Bonds and Additional Parity Bonds. In the event of an extraordinary redemption, the Series 2017 Bonds shall be redeemed in inverse order of maturity and by lot within a maturity in such manner as the Trustee shall determine.

In the case of any defeasance of the Series 2017 Bonds, redemption of defeased Series 2017 Bonds shall be scheduled on the basis of the mandatory redemption requirements and assuming annual Tax receipts in an amount equal to Tax receipts for a twelve-month period that ends not less than 30 and not more than 90 days prior to the defeasance.

(2) Optional Redemption. The Series 2017 Bonds are subject to redemption at the option of the City, from funds from any source, on and after November 1, 2025, in whole at any time or in part on any interest payment date, at a redemption price equal to the principal amount being redeemed plus accrued interest to the redemption date. If fewer than all of the Series 2017 Bonds shall be called for redemption, the particular maturities and interest rates of the Series 2017 Bonds to be redeemed shall be selected by the City in its discretion. If fewer than all of the Series 2017 Bonds of any one maturity and interest rate shall be called for redemption, the particular Series 2017 Bonds or portion thereof to be redeemed from such maturity and interest rate shall be selected by lot by the Trustee.

In the case of any redemption of Series 2017 Bonds prior to maturity, the Trustee shall mail a copy of the redemption notice, or by other standard means, including facsimile transmission and electric communication, to the registered owners of the Series 2017 Bonds to be redeemed, in each case not less than 30 nor more than 60 days prior to the date of redemption. After the date for redemption no further interest shall accrue on any Series 2017 Bond called for redemption if funds for redemption of such Series 2017 Bond have been deposited with the Trustee as provided in the Authorizing Ordinance.

Notwithstanding the above, so long as the Series 2017 Bonds are issued in book-entry only form, if fewer than all the Series 2017 Bonds of an issue are called for redemption, the particular Series 2017 Bonds to be redeemed will be selected pursuant to the procedures established by DTC. So long as the Series 2017 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 Series 2017 Bonds.**

Otherwise, any selection of Series 2017 Bonds by lot shall be effected by the Trustee, by any method chosen by the Trustee in its discretion.

PURPOSES FOR THE SERIES 2017 BONDS

At the special election held August 14, 2007, there was approved the issuance of bonds (including the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds, the Series 2017 Bonds and additional bonds expected to be issued in the future as Additional Parity Bonds) for the purpose of financing the following:

(a) the Street Improvements, including particularly, without limitation, any curb, gutter and drainage improvements, equipment, land acquisition, street lighting, utility adjustments, sidewalks and traffic signals related thereto - \$91,000,000;

(b) the Park and Recreation Improvements, including particularly, without limitation, any necessary land acquisition, equipment and parking, drainage, lighting and utility improvements therefor - \$16,100,000;

(c) the Fire Department Improvements, including particularly, without limitation, any necessary land acquisition and parking improvements therefor - \$5,000,000;

(d) the Police Department Improvements, including particularly, without limitation, any necessary land acquisition and parking improvements therefor - \$5,000,000; and

(e) the Airport Improvements, including particularly, without limitation, improvements to the runway and taxiway and any land acquisition related thereto - \$800,000.

The principal amount of the indebtedness represented by the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds, the Series 2017 Bonds and Additional Parity Bonds is allocated among each of the five purposes described above as follows:

	<u>Series 2007 Bonds</u>	<u>Series 2009 Bonds</u>	<u>Series 2010 Bonds</u>	<u>Series 2017 Bonds</u>	<u>Additional Parity Bonds*</u>
Street Improvements	\$28,546,783	\$18,625,000	\$21,505,000	\$21,380,000	\$943,217
Park and Recreational Improvements	5,257,234	10,840,000			
Airport Improvements	262,862	535,000			
Police Department Improvements	1,577,170			3,275,000	147,830
Fire Department Improvements	<u>2,507,701</u>	_____	_____	_____	<u>\$2,492,299</u>
TOTALS	\$38,151,750	\$30,000,000	\$21,505,000	\$24,655,000	\$3,583,346

* Only includes principal amounts above \$5,000.

The City will provide a debt service reserve and pay costs of issuing the Series 2017 Bonds from Series 2017 Bond proceeds. The proceeds of the Series 2017 Bonds are estimated to be expended by the City as follows:

Sources:	
Principal Amount of Bonds	\$24,655,000
Net Original Issue Premium	<u>1,084,704</u>
	<u>\$25,739,704</u>
Uses:	
Costs of Street Improvements	\$20,962,000
Costs of Police Department Improvements	3,212,000
Debt Service Reserve	1,232,750
Underwriter's Discount	234,223
Costs of Issuance	<u>98,731</u>
	<u>\$25,739,704</u>

The payment of Underwriter's discount and the costs of issuing the Series 2017 Bonds relating to the payment of professional fees will be contingent on the Series 2017 Bonds being issued. See MISCELLANEOUS, Underwriting for a description of the Underwriter's discount. The City will deposit the net proceeds of the Series 2017 Bonds (principal amount less Underwriter's discount plus net original issue premium), into two special funds in the Trustee designated the "2017 Street Improvement Fund" and the "2017 Police Department Fund" (collectively, the "Construction Fund"). Moneys contained in the Construction Fund will be disbursed by the Trustee solely in payment of costs of the Street Improvements and the Police Department Improvements, paying necessary expenses incidental thereto and paying expenses of issuing the Series 2017 Bonds. Disbursements shall be on the basis of requisitions which shall contain at least the following information: the person to whom payment is being made; the amount of the payment; and the purpose by general classification of the payment. For a description of how the Series 2017 Bond proceeds are to be invested pending use and the provisions governing those investments, see **THE AUTHORIZING ORDINANCE**, Investments.

SECURITY FOR THE SERIES 2017 BONDS

General. The Series 2017 Bonds are not general obligations of the City but are special obligations, secured by a first and prior pledge of the Pledged Revenues ranking on a parity with the pledge in favor of the Series 2007 Bonds, the Series 2009 Bonds and the Series 2010 Bonds. Pledged Revenues shall be used first to pay the principal of and interest on the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds, the Series 2017 Bonds and any Additional Parity Bonds, and thereafter to pay Trustee's fees and expenses, the fees and expenses of any insurer of the Series 2007 Bonds or any Additional Parity Bonds (an "Insurer") and other administrative charges, to pay any arbitrage rebate due under Section 148(f) of the Code, and to pay the issuer of a surety bond or debt service reserve fund policy for any amounts owing such issuer with respect thereto, and to maintain the debt service reserve, hereinafter described, at the required level. Any balance may be used by the City for any lawful purpose. The Series 2017 Bonds are secured under the Authorizing Ordinance. For a summary of the terms of the Authorizing Ordinance, see **THE AUTHORIZING ORDINANCE**.

Debt Service Reserve. A debt service reserve will be maintained in the Bond Fund in an amount equal to 5% of the original principal amount of the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds, the Series 2017 Bonds and any Additional Parity Bonds. See **THE AUTHORIZING ORDINANCE**, The Bond Fund. The debt service reserve has initially been funded with a Surety Bond issued by the Insurer of the Series 2007 Bonds which is Ambac Assurance Corporation (the "Series 2007 Insurer"). The debt service reserve was increased to its required level with proceeds of the Series 2009 Bonds and the Series 2010 Bonds. The debt service reserve will be further increased with Series 2017 Bond proceeds by an amount equal to 5% of the original principal amount of the Series 2017 Bonds. At the time any Additional Parity Bonds are issued, the City will fund an additional amount for the debt service reserve equal to 5% of the original principal amount of the Additional Parity Bonds being issued. The debt service reserve may be reduced at the time the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010

Bonds, the Series 2017 Bonds or an issue of Additional Parity Bonds are no longer outstanding. The required level shall always be an amount equal to 5% of the original principal amount of the issues of bonds (Series 2007 Bonds, Series 2009 Bonds, Series 2010 Bonds, the Series 2017 Bonds and Additional Parity Bonds) that are outstanding at the time. For instance, when the Series 2007 Bonds are retired, the Surety Bond issued by the Series 2007 Insurer will be terminated and the debt service reserve will be in an amount equal to 5% of the original principal amount of the Series 2009 Bonds, the Series 2010 Bonds, the Series 2017 Bonds and each issue of Additional Parity Bonds that remain outstanding. See **THE AUTHORIZING ORDINANCE, The Bond Fund**.

Additional Bonds. The City covenants that it will not issue any additional bonds, or incur any other additional obligations, secured by a lien on or pledge of the Pledged Revenues, other than Additional Parity Bonds and obligations to the Series 2007 Insurer and the issuer of a debt service reserve fund insurance policy or surety bond with respect to any outstanding Additional Parity Bonds then due and owing. Additional Parity Bonds may be issued so long as (a) the City has received collections from the Tax for a 12 month period that ends not less than 30 and not more than 90 days prior to the date that the Additional Parity Bonds are authorized by the City Council of the City to be issued, in an amount equal to or in excess of (A) 125% of the maximum annual debt service requirement for the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds, the Series 2017 Bonds, any outstanding Additional Parity Bonds and the Additional Parity Bonds proposed to be issued and (B) the City's outstanding obligations to the Series 2007 Insurer and the issuer of a debt service reserve fund insurance policy or surety bond with respect to any outstanding Additional Parity Bonds, and (b) the City has received the consent of the Series 2007 Insurer and the issuer of a debt service reserve fund policy or surety bond with respect to any outstanding Additional Parity Bonds if the City is past due on any sums owing such issuer with respect thereto. Notwithstanding the above, nothing shall be construed to prohibit the City from refunding any Series 2007 Bonds, Series 2009 Bonds, Series 2010 Bonds, the Series 2017 Bonds or Additional Parity Bonds and pledging the Pledged Revenues to the refunding bonds on a parity with the non-refunded Series 2007 Bonds, Series 2009 Bonds, Series 2010 Bonds, the Series 2017 Bonds or Additional Parity Bonds.

The Tax. Pursuant to Title 26, Chapter 75, Subchapter 2 of the Arkansas Code of 1987 Annotated (the "Tax Legislation"), the City has levied the Tax pursuant to the Tax Ordinance. The Tax is a tax within the City on all items which are subject to taxation under The Arkansas Gross Receipts Act of 1941 and a tax on the receipts from storing, distributing, using or consuming tangible personal property under The Arkansas Compensating (Use) Tax Act of 1949. Pursuant to the Authorizing Ordinance, the City has pledged the Tax receipts to the payment of the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds and the Series 2017 Bonds. The Tax was approved at the special election held August 12, 2003.

The Streamline Sales and Use Tax Agreement ("Streamline") has been adopted by the State and became effective on January 1, 2008. Streamline amended Arkansas sales and use tax law to allow the State to collect sales and use taxes from internet sales from vendors outside the State. Streamline limits the collection of the local sales and use tax on the first \$2,500 of sales proceeds only on the following sales: motor vehicles, aircraft, watercraft, modular homes, manufactured homes or mobile homes. There is no limit of the amount of local sales and use tax to be paid on all other items. The State allows businesses, nonprofits and governmental entities to file for a credit or rebate on a local sales and use tax if the amount on an invoice totals more than \$2,500 on certain qualified purchases. Claims for credit or rebates must be filed with the Arkansas Department of Finance and Administration ("DF&A") within one (1) year from the date of purchase or one (1) year from the date of payment, if later. DF&A will then cause the State Treasurer to withhold the amount of the refund from future disbursements to the local government levying the sales and use tax. Prior to January 1, 2008, sales and use taxes were collected on the first \$2,500 of sales proceeds for each single transaction, as defined by the City.

Pursuant to Act 757 of 2011 (the "Sales Tax Holiday Act"), the State has created an annual sales tax holiday in which clothing (which are less than \$100 per item), clothing accessories or equipment (which are less than \$50 per item), school art supplies, school instructional materials and school supplies are exempt from taxation under The Arkansas Gross Receipts Tax Act of 1941. The annual sales tax holiday is from 12:01 a.m. on the first Saturday in August until 11:59 p.m. the following Sunday. The City cannot predict the future impact of the Sales Tax Holiday Act.

Set forth in Exhibit A attached hereto is a summary of certain provisions of the statutes authorizing the Tax. The summary does not purport to be complete statements of the laws. Reference is made to the Arkansas Code Annotated §§26-52-101 et seq. and 26-53-101 et seq. for the full text and complete descriptions of such provisions.

Administration. Pursuant to the Tax Legislation, the Commissioner of Revenues of the State (the “Commissioner”) performs all functions incidental to the administration, collection, enforcement and operation of the Tax. All Tax receipts collected, less certain charges payable and retainage due the Commissioner for administrative services in the amount of 3% of the gross Tax receipts and any required rebates, shall be remitted by the State Treasurer to the Trustee monthly for deposit into the Revenue Fund. See **THE AUTHORIZING ORDINANCE**, The Revenue Fund.

Tax Receipts. The City has collected the Tax since October 1, 2003. According to the Office of the State Treasurer, collections of the Tax remitted to the City since 2012 (net of the 3% retainage and any required rebates) are as follows:

<u>Calendar Year</u>	<u>1% Tax Collections</u>	<u>Average Annual Growth (Decline) (%)</u>
2012	\$9,266,381	--
2013	10,200,044	10.08
2014	9,907,847	(2.86)
2015	11,401,828	15.08
2016	11,303,642	(0.86)

Future Tax Receipts. Tax receipts will be contingent upon the sale and use of property and services within the City, which activity is generally dependent upon economic conditions within the City and surrounding trade area. Also, Tax receipts may be affected by changes to transactions exempted from the Tax made by legislation adopted by the General Assembly of the State or by the people of the State in the form of a constitutional amendment. In the past the General Assembly of the State has considered new exemptions to the sales tax, such as food sales, which, if adopted, would materially reduce Tax receipts. The City has no control over actions of the General Assembly or the people of the State and cannot predict whether changes to the Tax may be made. Accordingly, the City cannot predict with certainty the expected amount of Tax receipts to be received and, therefore, there can be no assurance that Pledged Revenues will be sufficient to pay the principal of and interest on the Series 2017 Bonds.

DEBT SERVICE REQUIREMENTS

The City expects to retire the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds and the Series 2017 Bonds earlier than scheduled from Surplus Pledged Revenues (as defined herein) through the use of redemptions of the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds and the Series 2017 Bonds. See **THE SERIES 2017 BONDS**, Redemption and **PROJECTED MANDATORY REDEMPTION**.

The following table shows amounts required to pay scheduled principal and interest on the Series 2017 Bonds during each year:

<u>Year</u>	<u>Series 2017 Bond Principal</u>	<u>Series 2017 Bond Interest</u>	<u>Total Debt Service</u>
2017	\$910,000	\$435,026.88	\$1,345,026.88
2018	1,995,000	823,787.50	2,818,787.50
2019	2,050,000	763,937.50	2,813,937.50
2020	2,135,000	681,937.50	2,816,937.50
2021	2,240,000	575,187.50	2,815,187.50
2022	2,355,000	463,187.50	2,818,187.50
2023	2,445,000	368,987.50	2,813,987.50
2024	2,520,000	295,637.50	2,815,637.50
2025	2,595,000	220,037.50	2,815,037.50
2026	2,665,000	148,675.00	2,813,675.00
2027	2,745,000	72,056.26	2,817,056.26
Totals:	\$24,655,000	\$4,848,458.14	\$29,503,458.14

The following table shows amounts required to pay the remaining scheduled principal of and interest on the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds and the Series 2017 Bonds during each year commencing in 2011:

<u>Year</u>	<u>Series 2007 Bond Debt Service</u>	<u>Series 2009 Bond Debt Service</u>	<u>Series 2010 Bond Debt Service</u>	<u>Series 2017 Bond Debt Service</u>	<u>Total Debt Service</u>
2017	\$2,057,087.50	\$2,238,287.50	\$1,445,617.50	\$1,345,026.88	\$7,086,019.38
2018	2,057,687.50	2,238,087.50	1,446,367.50	2,818,787.50	8,560,930.00
2019	2,055,437.50	2,240,487.50	1,446,217.50	2,813,937.50	8,556,080.00
2020	2,054,437.50	2,237,137.50	1,450,167.50	2,816,937.50	8,558,680.00
2021	2,059,437.50	2,240,637.50	1,441,462.50	2,815,187.50	8,556,725.00
2022	2,054,937.50	2,240,537.50	1,445,327.50	2,818,187.50	8,558,990.00
2023	2,056,187.50	2,236,837.50	1,447,872.50	2,813,987.50	8,554,885.00
2024		2,239,537.50	1,446,747.50	2,815,637.50	6,501,922.50
2025		2,240,800.00	1,449,222.50	2,815,037.50	6,505,060.00
2026		880,912.50	1,963,862.50	2,813,675.00	5,658,450.00
2027			1,997,975.00	2,817,056.26	4,815,031.26
Totals:	\$14,395,212.50	\$21,033,262.50	\$16,980,840.00	\$29,503,458.14	\$81,912,773.14

DEBT SERVICE COVERAGE

Set forth below is the debt service coverage information for the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds and the Series 2017 Bonds. In arriving at the estimate of annual Pledged Revenues for this calculation, the City examined collections of the 1% sales and use tax for 2016. See **SECURITY FOR THE SERIES 2017 BONDS**, Historical Tax Receipts.

Actual Tax receipts collected by the City will depend upon, among other things, the level of retail activity within the City, the economic health of the City and surrounding trade area, possible future actions by the people of the State or General Assembly of the State defining transactions subject to the Tax and granting exemptions from the Tax, such as exemptions for food sales. The figure set forth below is only an estimate based on actual collections of the Tax and there can be no assurance that future Tax receipts will equal the estimate shown below. See **SECURITY FOR THE SERIES 2017 BONDS**, Future Tax Receipts.

Estimated debt service coverage is as follows:

Pledged Revenues Available for Debt Service ^(A)	\$11,303,642
Maximum Annual Debt Service for Series 2007 Bonds, Series 2009 Bonds, Series 2010 Bonds and the Series 2017 Bonds ^(B)	8,560,930
Estimated Coverage ^(A/B)	1.32x

PROJECTED MANDATORY REDEMPTION

The table under the caption **DEBT SERVICE REQUIREMENTS** does not reflect possible redemptions from the Surplus Pledged Revenues, if available. Surplus Pledged Revenues are 80% of the Pledged Revenues less the amount necessary to (1) insure the prompt payment of the principal, interest on, Trustee's, bond insurer's and administrative fees and expenses in connection with the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds, the Series 2017 Bonds and any Additional Parity Bonds, (2) maintain a debt service reserve in the required amount, and (3) pay any arbitrage rebate due under Section 148(f) of the Code. Based upon Pledged Revenues received in 2016 and no projected growth, the City estimates the Tax collections will be \$11,303,642 for each year while the Series 2017 Bonds are outstanding. **THERE IS NO GUARANTEE THAT THESE ESTIMATES WILL BE TRUE.** See **THE TAX**, Future Tax Receipts. The Series 2017 Bonds would be paid in full by May 1, 2025 from Surplus Pledged Revenues, if these estimates are correct, as follows:

<u>Year</u>	<u>Scheduled Principal</u>	<u>Bonds Redeemed Prior to Maturity</u>	<u>Total Principal Retired</u>
11/01/17	\$910,000	\$95,000	\$1,005,000
05/01/18		80,000	80,000
11/01/18	1,995,000	80,000	2,075,000
05/01/19		85,000	85,000
11/01/19	2,050,000	90,000	2,140,000
05/01/20		90,000	90,000
11/01/20	2,135,000	95,000	2,230,000
05/01/21		95,000	95,000
11/01/21	2,240,000	105,000	2,345,000
05/01/22		110,000	110,000
11/01/22	2,355,000	230,000	2,585,000
05/01/23		655,000	655,000
11/01/23	2,445,000	690,000	3,135,000
05/01/24		705,000	705,000
11/01/24	2,520,000	1,240,000	3,760,000
05/01/25		3,560,000	3,560,000
Totals	\$16,650,000	\$8,005,000	\$24,655,000

THE CITY AND THE COUNTY

Location. The City is a city of the first class organized and existing under the laws of the State. The City is the seat of government of Benton County, Arkansas (the “County”). The City is located in the northwest part of the State.

The Population. The estimated population trends for the City and County for the years indicated are set forth below:

<u>Year</u>	<u>City of Bentonville</u>	<u>Benton County</u>
2010 ⁽¹⁾	35,301	221,339
2011 ⁽²⁾	36,995	227,899
2012 ⁽²⁾	38,416	232,973
2013 ⁽²⁾	40,172	237,580
2014 ⁽²⁾	41,709	242,868
2015 ⁽²⁾	44,499	249,672

⁽¹⁾ Census

⁽²⁾ Estimate

Transportation. The City is served by Interstate No. 49 and U.S. Highway No. 71. Approximately 25 motor freight carriers (interstate common carriers and contract carriers) make daily shipments from the City to major cities across the United States. The City is also served by the Arkansas & Missouri Railroad.

Bentonville Municipal Airport-Louise Thaden Field has a 4,426 feet paved and lighted runway. The City is also served by Northwest Arkansas Regional Airport, which is approximately 12 miles from the City in Highfill, Arkansas.

Government. The City has the Mayor-City Council form of government. The Mayor is elected for a four-year term (current term expires December 31, 2018) and members of the City Council serve two-year terms (current terms expire December 31, 2018). The current Mayor and members of the City Council are as follows:

<u>Name</u>	<u>Occupation</u>
Bob McCaslin	Mayor
Bill Burckart	Commercial Contractor and Residential Builder
Chad Goss	VP of Sales, Blue Ocean Innovative Solutions
Stephanie Orman	Marketing Director, Reliable Imports and RVs
Tim Robinson	Sr. Director Merchandising Strategy, Walmart, Inc.
Octavio Sanchez	Database Administrator, Walmart Stores, Inc.
James Smith	Banker
Chris Sooter	CFO, Member Services, Inc.
Jim Webb	Account Manager (Sales), Pacific Cycle, Inc.

Medical Facilities. There is one hospital located in the City with 128 beds. Another hospital with 200 beds is located within nine miles of the City.

Education. Primary and secondary education for the City’s inhabitants is provided by one public school system. Located within the school district, there are ten elementary schools, four middle schools, three junior highs, and two high schools.

The University of Arkansas, Fayetteville, is located in Fayetteville, Arkansas, approximately 26 miles from the City. Northwest Arkansas Community College is located in the City.

Economy. The economy of the County is a mixture of industry, agriculture and commercial trade. The City serves as headquarters for the company which owns and operates Wal-Mart Stores, Inc. and various related companies. According to the City, the following are the major employers located within the City:

<u>Employer</u>	<u>Approximate Number of Employees</u>	<u>Product or Service</u>
Wal-Mart Stores, Inc.	10,000+	Retail
Northwest Arkansas Health Systems	2,200	Health Care
Bentonville School District	2,050	Education
Mercy Health Systems of NWA	1,800	Health Care
Northwest Arkansas Community College	850	Education
Benton County	650	Government
City of Bentonville	300	Government
Arvest Bank Group	300	Financial Services

Litigation. There are no lawsuits or regulatory proceedings pending or, to the knowledge of the City, threatened against the City, in which claims of damage are made which, individually or in the aggregate, create a financial exposure which would substantially impair the financial solvency of the City.

County Economic Data. Per capita personal income estimates for the County are as follows for the years indicated:⁽¹⁾

<u>Year</u>	<u>Per Capita Personal Income</u>	<u>Average Annual Growth (Decline) (%)</u>
2011	\$56,918	--
2012	67,303	18.25
2013	64,305	(4.45)
2014	71,617	11.37
2015	71,787	0.24

Total personal income estimates for the County are as follows for the years indicated:⁽¹⁾

<u>Year</u>	<u>Total Personal Income</u>	<u>Average Annual Growth (Decline) (%)</u>
2011	\$12,971,618,000	--
2012	15,679,729,000	20.88
2013	15,277,544,000	(2.56)
2014	17,393,521,000	13.85
2015	17,923,306,000	3.05

Set forth below are the annual average unemployment rates for the City, the County and the State since 2012 according to the Arkansas Department of Workforce Services:

<u>Year</u>	<u>Annual Average Unemployment Rate (%)</u>		
	<u>City</u>	<u>County</u>	<u>State</u>
2012	5.5	5.6	7.6
2013	5.1	5.4	7.3
2014	4.2	4.4	6.1
2015	3.5	3.6	5.2
2016*	2.3	2.4	3.5

* As of November 2016.

THE AUTHORIZING ORDINANCE

Set forth below is a summary of certain portions of the Authorizing Ordinance. This summary does not purport to be comprehensive and reference is made to the full text of the Authorizing Ordinance for a complete description of its provisions. **Unless the context clearly indicates otherwise, all references under this heading to the “Bonds” shall include the Series 2007 Bonds, the Series 2009 Bonds, the Series 2010 Bonds, the Series 2017 Bonds and the Additional Parity Bonds.** The City will covenant as set forth below in the Authorizing Ordinance.

The Revenue Fund. The Trustee shall deposit Pledged Revenues as and when received by it into a special fund of the City in the Trustee which is created by the Authorizing Ordinance and designated “Sales and Use Tax Revenue Fund, Series 2007” (the “Revenue Fund”). There is created in the Revenue Fund the following accounts: Bond Account and Surplus Revenues Account. Eighty percent (80%) of the Pledged Revenues shall be deposited into the Bond Account as and when received by the Trustee. The balance of the Pledged Revenues shall be deposited into the Surplus Revenues Account. Moneys in the Bond Account

⁽¹⁾ Source: Bureau of Economic Analysis, U.S. Department of Commerce.

shall, within two (2) days of receipt, be transferred to the following accounts each month, in the following order of priority:

- (1) 1/6 of the interest on the Bonds next due - Debt Service Account in the Bond Fund; and
- (2) 1/12 of the principal of the Bonds next due at maturity or upon mandatory sinking fund redemption - Debt Service Account in the Bond Fund; and
- (3) the Trustee's and Insurer's fees and expenses and other administrative charges next due - Expense Account in the Bond Fund; and
- (4) the amount necessary to repay the issuer of a Revenue Fund Credit (hereinafter defined) - Reimbursement Account in the Bond Fund; and
- (5) the amount which may be necessary to increase the cash portion of the Debt Service Reserve Account to the required level - Debt Service Reserve Account in the Bond Fund; and
- (6) the amount necessary to pay any arbitrage rebate due the United States Treasury under Section 148(f) of the Code - Expense Account in the Bond Fund; and
- (7) balance - the Redemption Account in the Bond Fund.

The deposits made into the Debt Service Account in the Bond Fund shall be reduced in order to take into account as a credit (1) interest earnings on moneys in the Debt Service Account, (2) accrued interest deposited therein from Bond proceeds and (3) transfers from the Debt Service Reserve Account. The deposits made into the Debt Service Account shall be increased as needed (a) so that approximately level payments are made in order to make the first two debt service payments on the Bonds and (b) in order to make up any deficiencies in prior months' deposits.

Moneys in the Surplus Revenues Account shall be applied by the Trustee within two business day of receipt by the Trustee in the following order of priority:

- (A) in the event moneys in the Bond Account are insufficient to make the deposits required by clauses (1) through (6) above, moneys in the Surplus Revenues Account shall be used for such purpose in the order of priority listed above; and
- (B) the balance shall be transferred to the City for the City to use for any lawful purpose.

The Bond Fund. (a) The Trustee shall maintain a special fund of the City in the Trustee which is created by the Authorizing Ordinance and designated "Sales and Use Tax Bond Fund, Series 2007" (the "Bond Fund"), for the purpose of providing funds for the payment of principal of and interest on the Bonds as they become due at maturity or at redemption prior to maturity, the Trustee's and Insurer's fees and expenses and other administrative charges, and any arbitrage rebate due under Section 148(f) of the Code and any amounts owing the issuer of a Reserve Fund Credit (hereinafter identified). Moneys in the Bond Fund shall be used on each interest payment date (or in the case of a rebate payment under clause (7) or the payment to the issuer of a Reserve Fund Credit on any date due) in the following order of priority as and when necessary:

- (1) to pay the interest on the Bonds then due; and
- (2) to pay the principal of the Bonds then due at maturity or upon mandatory sinking fund redemption; and
- (3) to make provision in the Bond Fund for payment of one-half of the principal next due on the Bonds at maturity or upon mandatory sinking fund redemption if principal is not due on such interest payment date; and

(4) to pay any amounts owed to the issuer of a Reserve Fund Credit (“Reserve Fund Credit Provider”) when due; and

(5) to transfer into the Debt Service Reserve Account (hereinafter identified) such amounts as necessary to increase the cash portion of the Debt Service Reserve Account to the required level (hereinafter defined); and

(6) to pay the Trustee’s and Insurer’s fees and expenses and other administrative charges then due; and

(7) to pay the amount which is payable as arbitrage rebate to the United States Treasury under Section 148(f) of the Code; and

(8) to redeem Bonds prior to maturity according to the redemption provisions of the Bonds.

Moneys in the Bond Fund available for redemption of Bonds may also be used by the Trustee, at the direction of the City, to purchase, not less than 40 days prior to an interest payment date, Bonds having a maturity that are subject to redemption on the next redemption date at a price not in excess of par plus accrued interest, inclusive of brokerage fees. If the Bonds have been acquired pursuant to clause (8) above, the City shall receive a credit under the Authorizing Ordinance in an amount equal to the principal amount so acquired. All Bonds so purchased shall be cancelled by the Trustee and not reissued.

(b) There shall be established and maintained in the Bond Fund a Debt Service Reserve Account in an amount equal to 5% of the original principal amount of the Bonds when issued (the “required level”). The City shall fund the Debt Service Reserve Account at the times the Bonds are issued. The required level may be satisfied either with cash or with a surety bond or insurance policy. Moneys in the Debt Service Reserve Account shall be used to make the payments required by clauses (1) and (2) of paragraph (a) above if moneys in the Bond Fund are not otherwise sufficient for that purpose. Moneys in the Debt Service Reserve Account over and above the required level shall be immediately transferred from the Debt Service Reserve Account into the Bond Fund. The required level for the Debt Service Reserve Account shall be reduced at the time an issue of Bonds is no longer outstanding to an amount equal to 5% of the original principal amount of the issues of Bonds that remain outstanding.

For all purposes of the Authorizing Ordinance, the required level may be satisfied by cash which may be invested in Permitted Investments (as hereinafter defined) or by one or more Reserve Fund Credits, or by a combination of either. In all provisions of the Authorizing Ordinance whereby it is required that the Debt Service Reserve be maintained at or restored to the required level, a Reserve Fund Credit held in the Debt Service Reserve shall be taken into account at par or face amount thereof. As used herein, the term “Reserve Fund Credit” means the Surety Bond issued by the Series 2007 Insurer to initially fund the Debt Service Reserve Account for the Series 2007 Bonds, or a surety bond or insurance policy issued to the Trustee by a “Reserve Fund Credit Provider” which is defined to be (i) the Series 2007 Insurer or (ii) another company licensed to issue an insurance policy guaranteeing the timely payment of debt service on municipal bonds, if the claims ability of such company is rated in the highest category by S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC (“S&P”) and Moody’s Investors Service Inc.

(c) When the moneys in the Bond Fund shall be and remain sufficient to pay (1) the principal of all the Bonds then outstanding, (2) interest on the Bonds until the next interest payment date, (3) the Trustee’s and Insurer’s fees and expenses and other administrative charges, (4) any arbitrage rebate due the United States Treasury under Section 148(f) of the Code and (5) any amounts due each Reserve Fund Credit Provider, there shall be no obligation to make any further payments into the Bond Fund and any Pledged Revenues remaining in the Bond Fund after the principal of, premium, if any and interest on the Bonds have been paid may be used by the City for any lawful purpose.

Investments. (a) Moneys held for the credit of the Construction Fund shall be invested and reinvested in Permitted Investments which shall mature, or which shall be subject to redemption by the holder thereof, at

the option of such holder, not later than the date or dates when such money will be required for the purposes intended.

(b) Moneys held for the credit of the Debt Service Reserve Account shall be invested and reinvested in Permitted Investments, which shall mature, or which shall be subject to redemption by the holder thereof at the option of the holder, not later than final maturity date of the Bonds that are outstanding on the date of the investment.

(c) Moneys held for the credit of the Bond Fund (other than the Debt Service Reserve Account) and the Reserve Fund shall be invested and reinvested in Permitted Investments, which will mature, or which will be subject to redemption by the holder thereof at the option of the holder, not later than the date or dates on which the money shall be required for the payment of the principal of and interest on the Bonds when due.

(d) Obligations purchased as an investment of any fund or account shall be deemed at all times a part of such fund. Any profit or loss realized on investments of moneys in any fund shall be charged to said fund.

(e) The Trustee shall so invest and reinvest pursuant to the direction of the City and in the Trustee's discretion in the absence of any direct instructions from the City.

(f) "Permitted Investments" are defined to mean:

(1) Direct obligations (other than an obligation subject to variation in principal repayment) of the United States of America ("Government Securities");

(2) Obligations guaranteed as to payment of principal and interest by the United States of America ("Government Guaranteed Securities");

(3) Cash (insured at all times by the FDIC or otherwise collateralized with obligations described in clauses (1) or (2) above); and

(4) Certificates of deposit and time deposits of banks, including the Trustee, which are members of the FDIC to the extent insured by FDIC, or if in excess of insurance coverage, are collateralized by Government Securities or Government Guaranteed Securities.

(g) The value of the Permitted Investments shall be determined as follows:

"Value," which shall be determined as of the end of each month, means that the value of any investments shall be calculated as follows:

(ii) for the purpose of determining the amount in any fund, all Permitted Investments credited to such fund shall be valued at fair market value. The Trustee shall determine the fair market value based on accepted industry standards and from accepted industry providers.

(iii) as to certificates of deposit and bankers' acceptances: the face amount thereof, plus accrued interest; and

(iv) as to any investment not specified above: the value thereof established among the City, the Trustee and the Insurers.

Certain Covenants. The City covenants that: (a) it will not take, suffer or permit any action which may cause the interest payable on the Bonds to be included in gross income for federal income tax purposes, including any use of proceeds of the sale of the Bonds or Pledged Revenues directly or indirectly in such manner as to cause the Bonds to be treated as "arbitrage bonds" within the meaning of Section 148 of the Code.

(b) It will not use or permit the use of the improvements financed by the proceeds of the Bonds or the proceeds of the Bonds in such manner as to cause the Bonds to be private activity bonds within the meaning of Section 141 of the Code.

(c) It will faithfully and punctually perform all duties with reference to the Tax and the Bonds, required by the Constitution and laws of the State and by the Authorizing Ordinance, including the collection of Tax, as therein specified and covenanted, the segregating of the Pledged Revenues and the applying of the Pledged Revenues as provided in the Authorizing Ordinance.

(d) It will make any arbitrage rebate payment due the United States under Section 148(f) of the Code from moneys in the Bond Fund.

Defaults and Remedies. (a) Subject to the provisions of subparagraph (g) below, if there be any default in the payment of the principal of and interest on the Bonds, or if the City defaults in the performance of any covenant contained in the Authorizing Ordinance, the Trustee may, and upon the written request of (1) an Insurer or (2) with the consent of each Insurer, the owners of not less than 25% in principal amount of the Bonds then outstanding shall, by proper suit compel the performance of the duties of the officials of the City and officials of the State, under the Authorizing Ordinance, to take any action or obtain any proper relief in law or equity available under the Constitution and laws of the State.

(b) No owner of any Bond shall have any right to institute any suit, action, mandamus or other proceeding in equity or in law for the protection or enforcement of any right under the Authorizing Ordinance or under the Constitution and laws of the State unless (1) such owner or the Trustee shall have given written notice of such default to each Insurer and (2) such owner previously shall have given to the Trustee written notice of the default on account of which such suit, action or proceeding is to be taken, and unless the owners of not less than 25% in principal amount of the Bonds then outstanding shall have made written request of the Trustee after the right to exercise such powers or right of action, as the case may be, shall have accrued, and shall have afforded the Trustee a reasonable opportunity either to proceed to exercise the powers herein granted or granted by the Constitution and laws of the State, or to institute such action, suit or proceeding in its name, and unless, also, there shall have been offered to the Trustee reasonable security and indemnity against the cost, expense and liabilities to be incurred therein or thereby and the Trustee shall have refused or neglected to comply with such request within a reasonable time, and such notification, request and offer of indemnity are in every such case, at the option of the Trustee, to be conditions precedent to the execution of the powers and trust of the Authorizing Ordinance or to any other remedy thereunder. No one or more owners of the Bonds shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security of the Authorizing Ordinance, or to enforce any right thereunder except in the manner therein provided, that all proceedings at law or in equity shall be instituted, had and maintained in the manner therein provided and for the benefit of all owners of the outstanding Bonds, and any individual rights of action or other right given to one or more of such owners by law are restricted by the Authorizing Ordinance to the rights and remedies therein detailed.

(c) All rights of action under the Authorizing Ordinance or under any of the Bonds secured thereby, enforceable by the Trustee, may be enforced by it without the possession of any of the Bonds, and any such suit, action or proceeding instituted by the Trustee shall be brought in its name and for the benefit of all the owners of the Bonds, subject to the provisions of the Authorizing Ordinance.

(d) No remedy conferred upon or reserved to the Trustee, an Insurer or to the owners of the Bonds is intended to be exclusive of any other remedy or remedies, and each and every such remedy shall be cumulative and shall be in addition to every other remedy given under the Authorizing Ordinance or given by any law or by the Constitution of the State.

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

(f) The Trustee may, and upon the written request of the owners of not less than a majority 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 instituted under the provision of the Authorizing Ordinance or before the completion of the enforcement of any other remedy, but no such waiver shall extend to or affect any other existing or any subsequent default or defaults or impair any rights or remedies consequent thereon; provided, however, no default shall be waived by the Trustee without the prior written consent of each Insurer.

(g) NOTWITHSTANDING ANYTHING SET FORTH ABOVE, PROVIDED THAT AN INSURER IS NOT IN DEFAULT UNDER ITS INSURANCE POLICY, SUCH INSURER IS SUBROGATED TO, AND MAY ENJOY AND EXERCISE, ALL RIGHTS AND REMEDIES OF THE OWNERS OF THE BONDS WITH RESPECT TO WHICH ITS POLICY HAS BEEN ISSUED AND MAY DIRECT THE TRUSTEE IN THE EXERCISE OF ANY REMEDIES SET FORTH ABOVE. NO REMEDY SET FORTH ABOVE MAY BE EXERCISED BY THE TRUSTEE OR BY ANY OWNER OF ANY OF THE BONDS WITHOUT THE PRIOR WRITTEN APPROVAL OF EACH INSURER.

Defeasance. The Bonds shall be deemed paid when there has been deposited with the Trustee in the Bond Fund an amount sufficient to pay the principal or redemption price of and interest on the Bonds to the date of maturity or redemption. The Bonds shall also be deemed paid if there shall be irrevocably deposited with the Trustee cash sufficient to make such payment and/or non-callable Government Securities maturing as to principal and interest in such amounts and at such times as will provide sufficient moneys to make such payment, and all necessary and proper fees, compensation and expenses of the Trustee with respect to which such deposit is made shall have been paid or the payment thereof provided for to the satisfaction of the Trustee. Any cash must be insured at all times by FDIC or otherwise collateralized with Government Securities.

On the payment of any Bonds within the meaning of the Authorizing Ordinance, the Trustee shall hold in trust, for the benefit of the owners of such Bonds, all such moneys and/or Government Securities.

When all the Bonds shall have been paid within the meaning of the Authorizing Ordinance, if the Trustee has been paid its fees and expenses or provision has been made therefor, if any arbitrage rebate payment has been paid to the United States or provision made therefor, the Trustee shall take all appropriate action to cause (i) the pledge and lien of the Authorizing Ordinance to be discharged and cancelled, (ii) all moneys held by it pursuant to the Authorizing Ordinance and which are not required for the payment of such Bonds and any rebate due the United States, to be paid over or delivered to or at the direction of the City.

The Trustee. The Trustee shall be responsible for the exercise of good faith and ordinary prudence in the execution of its trusts and duties. The recitals in the Authorizing Ordinance and in the Bonds are the recitals of the City and not of the Trustee. The Trustee shall not be required to take any action unless it shall have been requested to do so in writing by the owners of not less than 25% in principal amount of Bonds then outstanding and shall have been offered reasonable security and indemnity against the costs, expenses and liabilities to be incurred therein or thereby. The Trustee may resign at any time by 60 days' notice in writing to the City, each Insurer, and the owners of the Bonds, and either the City, so long as it is not in default under the Authorizing Ordinance, or the majority in principal amount of the owners of the outstanding Bonds may at any time, upon written notice to each Insurer, with or without cause, remove the Trustee. In the event of a vacancy in the office of Trustee either by resignation or by removal, the City shall forthwith designate a new Trustee. Every successor Trustee shall be a trust company or bank duly authorized to exercise trust powers and subject to examination by federal or state authority, having a reported capital and surplus of not less than \$75,000,000, unless each Insurer shall otherwise approve. The preceding criteria may be met by a parent corporation if the parent corporation has guaranteed the obligations of the successor trustee. The Trustee and any successor Trustee shall file a written acceptance and agreement to execute the trusts and duties imposed upon it by the Authorizing Ordinance, but only upon the terms and conditions set forth in the Authorizing Ordinance and subject to the provisions of the Authorizing Ordinance, to all of which the respective owners of the Bonds agree. Such written acceptance shall be filed with the City and each Insurer and a copy thereof shall be placed in the bond transcript. Any successor Trustee shall have all the powers herein granted to the original Trustee.

Supplemental Ordinances. The terms of the Authorizing Ordinance constitute a contract between the City and the owners of the Bonds and no variation or change in the undertaking set forth in the Authorizing Ordinance shall be made while any of the Bonds are outstanding, except as hereinafter set forth. The owners of not less than 75% in aggregate principal amount of the Bonds then outstanding, with the prior written consent of each Insurer, shall have the right, from time to time, to consent to and approve the adoption by the City of a supplemental ordinance as shall be necessary or desirable for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained in the Authorizing Ordinance or in any supplemental ordinance. The Trustee may consent to any change without the consent of 75% of the owners of the aggregate principal amount of Bonds outstanding, but with the prior written consent of each Insurer, (i) that the Trustee determines is not to the material prejudice of the owners of the Bonds, (ii) in order to cure any ambiguity or formal defect or omission in the Authorizing Ordinance or any amendment thereto or (iii) in connection with the issuance of the Additional Parity Bonds, provided, however, that nothing therein contained shall permit or be construed as permitting (a) an extension of the maturity of the principal of or the interest on any Bond issued thereunder, or (b) a reduction in the principal amount of any Bond or the rate of interest thereon, or (c) the creation of a pledge of Pledged Revenues superior to the pledge created by the Authorizing Ordinance, 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 consent to such supplemental ordinance.

CONTINUING DISCLOSURE AGREEMENT

In the past five years, the City has been a party to certain continuing disclosure agreements in connection with its outstanding bonds. Such agreements require the City to file annual reports with the Municipal Securities Rulemaking Board on its Electronic Municipal Market Access system (“EMMA”) within the time periods set forth in the agreements. The following summarizes a non-exhaustive discussion of the City’s compliance with its continuing disclosure obligations over the past five years.

As part of each annual report, the City has been obligated to file annual audited financial statements of the City’s general purpose funds or the City’s electric, water and sewer system (the “System”), both of which are contained in the City’s Comprehensive Annual Financial Report (“CAFR”). The City filed the CAFR on a timely basis during each of the past five years.

All of the continuing disclosure agreements require that certain supplemental financial and operating data be provided as part of the annual report. The supplemental data to be provided varies depending on the type of bond issue and how each is secured.

For bond issues secured by sales and use taxes, the supplemental data was filed in a timely manner for the years ended December 31, 2012 through 2015. The supplemental data for the year ended December 31, 2011 was filed approximately 52 days late. The City has filed in connection with the offering of the 2017 Bonds a notice concerning the City’s failure to timely file such supplemental data.

For bond issues secured by electric, water and sewer revenues, the supplemental data was filed in a timely manner for each of the past five years. The supplemental data, however, failed to include all of the required information each year. In each year, the City failed to report the top five users of the System as was required by the continuing disclosure agreements. The City has filed in connection with the offering of the 2017 Bonds a failure to file notice, which provides the missing user data.

The continuing disclosure agreements also obligated the City to file a notice of the occurrence of any event listed in Securities and Exchange Commission, Rule 15c2-12(b)(5). Included in the listed events are rating changes. During the past five years, notices concerning changes to the ratings of a bond insurer were not filed on EMMA. The City has filed in connection with the offering of the 2017 Bonds a notice concerning such rating changes.

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

Purpose of the Continuing Disclosure Agreement. The Continuing Disclosure Agreement is executed and delivered by the City and the Trustee for the benefit of the Beneficial Owners of the Series 2017 Bonds and in order to assist the Underwriter in complying with the Securities and Exchange Commission, Rule 15c2-12(b)(5).

Definitions. In addition to the definitions set forth in this Official Statement, the following capitalized terms shall have the following meanings:

“Annual Report” shall mean any annual report provided by the City pursuant to, and as described in, the Continuing Disclosure Agreement.

“Beneficial Owner” of a Series 2017 Bond shall mean any person who has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Series 2017 Bonds (including persons holding Series 2017 Bonds through nominees, depositories or other intermediaries).

“Dissemination Agent” shall mean the Trustee, acting in its capacity as Dissemination Agent, or any successor Dissemination Agent designated in writing by the City and which has filed with the Trustee a written acceptance of such designation.

“EMMA” shall mean the Electronic Municipal Market Access system as described in 1934 Act Release No. 59062 and maintained by the MSRB for purposes of the Rule.

“Listed Events” shall mean any of the events listed hereunder.

“MSRB” shall mean the Municipal Securities Rulemaking Board.

“Rule” shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

Provision of Annual Report. (a) The City shall, or cause the Dissemination Agent to, not later than one hundred eighty (180) days after the end of the City’s fiscal year (presently December 31), commencing with the report after the end of the 2017 fiscal year, provide to the MSRB, through its continuing disclosure service portal provided through EMMA at <http://www.emma.msrb.org> or any similar system acceptable to the Securities and Exchange Commission, an Annual Report which is consistent with the requirements of the Continuing Disclosure Agreement. The Annual Report shall be in electronic format as prescribed by the MSRB and shall be accompanied by identifying information as prescribed by the MSRB. The Annual Report may be submitted as a single document or as separate documents comprising a package and may cross-reference other information as provided in the Continuing Disclosure Agreement; provided that the audited financial statements of the City may be submitted separately from the balance of the Annual Report and later than the date required above for the filing of the Annual Report if they are not available by that date, but, in such event, such audited financial statements shall be submitted within thirty (30) days after receipt thereof by the City. If the City’s fiscal year changes, it shall give notice of such change in the manner as for a Listed Event.

(b) Not later than fifteen (15) days prior to the date specified in subsection (a) for providing the Annual Report to the MSRB, the City shall provide the Annual Report to the Dissemination Agent and the Trustee (if the Trustee is not the Dissemination Agent). If by such date, the Trustee has not received a copy of the Annual Report, the Trustee shall contact the City and the Dissemination Agent to determine if the City is in compliance with the first sentence of this subsection (b).

(c) If the Trustee is unable to verify that an Annual Report (containing the information set forth in 1 and 2 under Content of Annual Reports, below) has been provided to the MSRB by the date required in subsection (a), the Trustee shall file a notice with the MSRB.

Content of Annual Reports. The City's City's Annual Report shall contain or incorporate by reference the following:

1. Information of the type set forth in this Official Statement under the caption THE CITY AND THE COUNTY with respect to (i) City and County population in the latest year for which available and the four (4) previous years for which figures are available; (ii) unemployment rates in the latest year for which available and the four (4) previous years; and (iii) major employers at the City on the date of the report.

2. Tax receipts for the latest calendar year and the four (4) previous years, if available.

3. The annual financial statements of the general fund of the City prepared using accounting practices prescribed by Arkansas Code Annotated Section 10-4-412, as it may be amended from time to time, or successor statute and which shall be audited by the Legislative Auditing Committee or an independent certified public accountant.

Any or all of the items above may be incorporated by reference from other documents, including official statements of debt issues of the City or related public entities, which have been submitted to the MSRB or the Securities and Exchange Commission. If the document incorporated by reference is a final official statement, it must be available from the MSRB. The City shall clearly identify each such other document so incorporated by reference.

Reporting of Listed Events. (a) This caption describes the giving of notices of the occurrence of any of the following events:

1. Principal and interest payment delinquencies.

2. Non-payment related defaults, if material.

3. Unscheduled draws on debt service reserves reflecting financial difficulties.

4. Unscheduled draws on credit enhancements reflecting financial difficulties.

5. Substitution of credit or liquidity providers, or their failure to perform.

6. 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.

7. Modifications to rights of security holders, if material.

8. Bond calls (excluding mandatory sinking fund redemptions), if material.

9. Defeasances and tender offers.

10. Release, substitution, or sale of property securing repayment of the securities, if material.

11. Rating changes.

12. Bankruptcy, insolvency, receivership or similar event of the obligated person.

13. 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.

14. Appointment of a successor or additional trustee or the change of name of a trustee, if material.

(b) After the occurrence of a Listed Event (excluding an event described in (a)8 above), the City shall promptly notify the Dissemination Agent (if other than the City) in writing. Such notice shall instruct the Dissemination Agent to report the occurrence.

(c) After the occurrence of a Listed Event (excluding an event described in (a)8 above), whether by notice from the Trustee or otherwise, the City shall file (or shall cause the Dissemination Agent to file), in a timely manner not in excess of ten (10) business days after the occurrence of such Listed Event, a notice of such occurrence with the MSRB, through its continuing disclosure service portal provided through EMMA at <http://www.emma.msrb.org> or any other similar system that is acceptable to the Securities and Exchange Commission, with a copy to the Trustee (if the Trustee is not the Dissemination Agent). Each notice of the occurrence of a Listed Event shall be captioned "Notice of Listed Event" and shall be filed in electronic format as prescribed by the MSRB and shall be accompanied by identifying information as prescribed by the MSRB. In the event of a Listed Event described in (a)8 above, the Trustee shall make the filing in a timely manner not in excess of ten (10) business days after the occurrence of such Listed Event.

Termination of Reporting Obligation. The City's obligations under the Continuing Disclosure Agreement shall terminate upon the defeasance, prior redemption or payment in full of all the Series 2017 Bonds.

Dissemination Agent. The City may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under the Continuing Disclosure Agreement, and may discharge any such Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the City pursuant to the Continuing Disclosure Agreement. If at any time there is not any other designated Dissemination Agent, the Trustee shall be the Dissemination Agent. The initial Dissemination Agent shall be the Trustee.

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

(a) If the amendment or waiver relates to the requirements for providing an Annual Report, to the contents of the Annual Report or the reporting of Listed Events, it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of an obligated person with respect to the Series 2017 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 Series 2017 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 Beneficial Owners of the Series 2017 Bonds in the same manner as provided in the Authorizing Ordinance for amendments to the Authorizing Ordinance with the consent of Beneficial Owners, or (ii) does not, in the opinion of the Trustee, materially impair the interests of the Beneficial Owners of the Series 2017 Bonds.

In the event of any amendment or waiver of a provision of the Continuing Disclosure Agreement, the City shall describe such amendment in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason of 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 City. 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, and (ii) the Annual Report 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 Agreement shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in the

Continuing Disclosure Agreement or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by the Continuing Disclosure Agreement. If the City chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by the Continuing Disclosure Agreement, the City shall have no obligation under the Continuing Disclosure Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

Default. In the event of a failure of the City or the Trustee to comply with any provision of the Continuing Disclosure Agreement, the Trustee, the City or any Beneficial Owner may (and the Trustee, at the request of the Underwriter or the Beneficial Owners of at least 25% aggregate principal amount of outstanding Series 2017 Bonds, shall) take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the City or the Trustee, as the case may be, to comply with its obligations under the Continuing Disclosure Agreement. A default under the Continuing Disclosure Agreement shall not be deemed a default under the Authorizing Ordinance, and the sole remedy under the Continuing Disclosure Agreement in the event of any failure of the City or the Trustee to comply with the Continuing Disclosure Agreement shall be an action to compel performance.

Duties of Trustee and Dissemination Agent and Right of Indemnity. The Dissemination Agent (if other than the Trustee) and the Trustee in its capacity as Dissemination Agent shall have only such duties as are specifically set forth in the Continuing Disclosure Agreement, and the City agrees to indemnify and save the Dissemination Agent and the Trustee, their officers, directors, employees and agents, harmless against any loss, expense and liabilities which they may incur arising out of or in the exercise or performance of their powers and duties hereunder, including the costs and expenses (including attorney's fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's or the Trustee's gross negligence or willful misconduct.

Beneficiaries. The Continuing Disclosure Agreement shall inure solely to the benefit of the City, the Trustee, the Dissemination Agent, the Underwriter and the Beneficial Owners and shall create no rights in any other person or entity.

LEGAL MATTERS

Legal Proceedings. There is no litigation pending seeking to restrain or enjoin the Tax or the issuance or delivery of the Series 2017 Bonds, or questioning or affecting the legality of the Tax or Series 2017 Bonds or the proceedings and authority under which the Series 2017 Bonds are to be issued, or questioning the right of the City to adopt the Authorizing Ordinance, to issue the Series 2017 Bonds, to levy the Tax or to pledge the Pledged Revenues.

Legal Opinions. Legal matters incident to the authorization and issuance of the Series 2017 Bonds are subject to the unqualified approving opinion of Friday, Eldredge & Clark, LLP, Little Rock, Arkansas, Bond Counsel.

Tax Exemption. In the opinion of Friday, Eldredge & Clark, LLP, Bond Counsel, under existing law the interest on the Series 2017 Bonds is exempt from all Arkansas state, county and municipal tax.

In the opinion of Bond Counsel, interest on the Series 2017 Bonds under existing law is excludable from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, however, it should be noted that with respect to corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax. The opinions set forth in the preceding sentence are subject to the condition that the City comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Series 2017 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, the use of the proceeds of the Series 2017 Bonds and the facilities financed thereby. Failure to comply with certain of such requirements could cause

the interest on the Series 2017 Bonds to be so included in gross income retroactive to the date of issuance of the Series 2017 Bonds. The City has covenanted to comply with all such requirements in the Authorizing Ordinance.

Prospective purchasers of the Series 2017 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 Series 2017 Bonds, (ii) interest on the Series 2017 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 Series 2017 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 Series 2017 Bonds.

Prospective purchasers of the Series 2017 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 Series 2017 Bonds or, in the case of a financial institution, that portion of a holder's interest expense allocated to interest on the Series 2017 Bonds, except with respect to certain financial institutions (within the meaning of Section 265(b)(5) of the Code).

As shown on the cover page of this Official Statement, certain of the Series 2017 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.

As shown on the cover page of this Official Statement, certain of the Series 2017 Bonds are being sold at an original issue premium (collectively, the "Premium Bonds"). An amount equal to the excess of the issue price of a Premium Bond over its stated redemption price at maturity constitutes premium on such Premium Bond. An initial purchaser of a Premium Bond must amortize any premium over such Premium Bond's term using constant yield principles, based on the purchaser's yield to maturity (or, in the case of Premium

Bonds callable prior to their maturity, by amortizing the premium to the call date, based on the purchaser's yield to the call date and giving effect to the call premium). As premium is amortized, the amount of the amortization offsets a corresponding amount of interest for the period and the purchaser's basis in such Premium Bond is reduced by a corresponding amount resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Premium Bond prior to its maturity. Even though the purchaser's basis may be reduced, no federal income tax deduction is allowed. Purchasers of the Premium Bonds should consult their tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to the state and local tax consequences of owning a Premium Bond.

Current or future legislative proposals, if enacted into law, may cause interest on the Series 2017 Bonds to be subject, directly or indirectly, to federal income taxation or otherwise prevent holders of the Series 2017 Bonds from realizing the full current benefit of the tax status of such interest. Recent legislative proposals include provisions that would limit the amount of exclusions (including tax-exempt interest) and deductions available to certain high income taxpayers. It cannot be predicted whether or in what form any such proposal might be enacted or whether, if enacted, it would apply to bonds issued prior to enactment. The introduction or enactment of any such legislative proposals may also affect the market price for, or marketability of, the Series 2017 Bonds. Prospective purchasers of the Series 2017 Bonds should consult their own tax advisors regarding any pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel expresses no opinion.

It is not an event of default on the Series 2017 Bonds if legislation is enacted reducing or eliminating the exclusion of interest on state and local government bonds from gross income for federal or state income tax purposes.

MISCELLANEOUS

Underwriting. Under a Bond Purchase Agreement (the "Agreement") entered into by and between the City and the Underwriter, Stephens Inc., the Series 2017 Bonds are being purchased at a price of \$25,505,481.80 (principal amount plus net original issue premium of \$1,084,704.30 less Underwriter's discount of \$234,222.50 or 0.950% of par). The Agreement provides that the Underwriter will purchase all of the Series 2017 Bonds if any are purchased. The obligation of the Underwriter to accept delivery of the Series 2017 Bonds is subject to various conditions contained in the Agreement, including the absence of pending or threatened litigation questioning the validity of the Series 2017 Bonds or any proceedings in connection with the issuance thereof, and the absence of material adverse changes in the financial or business condition of the City.

The Underwriter intends to offer the Series 2017 Bonds to the public initially at the offering prices set forth on the cover page of this Official Statement, which prices may subsequently change without any requirement of prior notice. The Underwriter reserves the right to join with dealers and other underwriters in offering the Series 2017 Bonds to the public. The Underwriter may offer and sell Series 2017 Bonds to certain dealers (including dealers depositing Series 2017 Bonds into investment trusts) at prices lower than the public offering price.

The City has agreed to indemnify the Underwriter against certain civil liabilities in connection with the offering and sale of the Series 2017 Bonds, including certain liabilities under federal securities laws.

Mark C. Doramus, Chief Financial Officer of Stephens Inc., the Underwriter, serves on the Board of Directors of the Trustee.

Enforceability of Remedies. Rights of the registered owners of the Series 2017 Bonds and the enforceability of the remedies available under the Authorizing Ordinance may depend on judicial action and may be subject to the valid exercise of the constitutional powers of the United States of America and of the sovereign police powers of the State or other governmental units having jurisdiction, and to the application of federal bankruptcy laws or other debtor relief or moratorium laws in general. Therefore, enforcement of those remedies may be delayed or limited, or the remedies may be modified or unavailable,

subject to the exercise of judicial discretion in accordance with general principles of equity. Bond Counsel expresses no opinion as to any effect upon any right, title, interest or relationship created by or arising under the Authorizing Ordinance resulting from the application of state or federal bankruptcy, insolvency, reorganization, moratorium or similar debtor relief laws affecting creditors' rights which are presently or may from time to time be in effect.

Rating. S&P has assigned an underlying rating of "AA-" to the Series 2017 Bonds. An explanation of the significance of such ratings may be obtained from S&P. The City furnished to S&P the information contained in a preliminary form of this Official Statement and other information. Generally, rating agencies base their ratings on such material and information, as well as their own investigations, studies, assumptions, and policies. It should be noted that ratings may be changed at any time and that no assurance can be given that they will not be revised or withdrawn by the rating agencies if, in their respective judgments, circumstances should warrant such action. Any downward revision or withdrawal of a rating could have an adverse effect on market prices of the Series 2017 Bonds.

Information in Official Statement. Any statements made in this Official Statement involving matters of opinion or of estimates, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized. This Official Statement is not to be construed as a contract or agreement between the City and the purchasers or owners of any of the Series 2017 Bonds.

The information contained in this Official Statement has been taken from sources considered to be reliable, but is not guaranteed. To the best of the knowledge of the undersigned the Official Statement does not include any untrue statement of a material fact, nor does it omit the statement of any material fact required to be stated therein, or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

The execution of this Official Statement has been duly authorized by the City.

CITY OF BENTONVILLE, ARKANSAS

By /s/ Bob McCaslin
Mayor

Dated: As of the Cover Page hereof.

EXHIBIT A

SUMMARY OF STATE SALES AND USE TAX PROVISIONS

Sales Tax. The sales tax portion of the Tax is generally levied upon the gross proceeds and receipts derived from all sales to any person within the City of the following (list not exclusive):

- (a) Tangible personal property;
- (b) Natural or artificial gas, electricity, water, ice, steam, or any other utility or public service except transportation services, sewer services and sanitation or garbage collection services;
- (c)
 - (i) Service by telephone, telecommunications and telegraph companies to subscribers or users, including transmission of messages or images, whether local or long distance, including all service, installation, construction and rental charges having any connection with transmission of any message or image;
 - (ii) Service of furnishing rooms, suites, condominiums, townhouses, rental houses or other accommodations by hotels, apartment hotels, lodging houses, tourist camps, tourist courts, property management companies, or any other provider of accommodations to transient guests;
 - (iii) Service of cable television, community antenna television, and any and all other distribution of television, video, or radio services with or without the use of wires provided to subscribers, paying customers or users, including installation, service, rental, repair and other charges having any connection with the providing of the said services;
 - (iv) Service of initial installation, alteration, addition, cleaning, refinishing, replacement and repair of motor vehicles, aircraft, farm machinery and implements, motors of all kinds, tires and batteries, boats, electrical appliances and devices, furniture, rugs, flooring, upholstery, household appliances, televisions and radios, jewelry, watches and clocks, engineering instruments, medical and surgical instruments, machinery of all kinds, bicycles, office machines and equipment, shoes, tin and sheet metal, mechanical tools and shop equipment; however, the tax does not apply to (A) coin operated car washes, (B) the maintenance or repair of railroad parts, railroad cars and equipment brought into the City solely and exclusively for the purpose of being repaired, refurbished, modified, or converted within the City, (C) the service of alteration, addition, cleaning, refinishing, replacement or repair of commercial jet aircraft or commercial jet aircraft components or subcomponents, (D) the repair or remanufacture of industrial metal rollers or platens that have a remanufactured non-metallic material covering on all or a part of the roller or platen surface, or (E) the initial installation, alteration, addition, cleaning, refinishing, replacement or repair of non-mechanical, passive or manually operated components of buildings or other improvements or structures affixed to real estate;
 - (v) Service of providing transportation or delivery of money, property or valuables by armored car; service of providing cleaning or janitorial work; service of pool cleaning and servicing; pager services; telephone answering services; landscaping and non-residential lawn care services; service of parking a motor vehicle or allowing a motor vehicle to be parked; service of storing a motor vehicle; service of storing furs; and the service of providing indoor tanning at a tanning salon;
- (d) Printing of all kinds, types and characters, including the service of overprinting, and photography of all kinds;
- (e) Tickets or admissions to places of amusement, to athletic, entertainment, recreational events, or fees for the privilege of having access to or the use of amusement, entertainment,

athletic or recreational facilities, including free or complimentary passes and tickets, admissions, dues or fees;

(f) Dues and fees to health spas, health clubs and fitness clubs; dues and fees to private clubs which hold any permit from the Alcoholic Beverage Control Board allowing the sale, dispensing or serving of alcoholic beverages of any kind on the premises;

(g) Contracts, including service contracts, maintenance agreements, and extended warranties, which in whole or in part provide for future performance of or payment for services which are subject to gross receipts tax;

(h) Retail sale of any device used in playing bingo and any charge for admittance to facilities or for the right to play bingo or other games of chance;

(i) Prepaid telephone calling cards or prepaid authorization numbers and the recharge of such cards or numbers;

(j) Beer, wine, liquor, or any intoxicating beverages;

(k) Tangible personal property and services sold to financial institutions.

(l) Wrecker and towing services;

(m) Collection and disposal of solid wastes;

(n) Cleaning of parking lots and gutters;

(o) Dry cleaning and laundry services;

(p) Industrial laundry services;

(q) Body piercing, tattooing, and electrolysis services;

(r) Pest control services;

(s) Security and alarm monitoring services;

(t) Boat storage and docking fees;

(u) Furnishing camping spaces or trailer spaces at public or privately-owned campgrounds, except for federal campgrounds, on less than a month-to-month basis;

(v) Locksmith services;

(w) Pet grooming and kennel services; and

(x) Portable toilet lease or rental and services associated with the lease or rental of portable toilets.

Exemptions from Sales Tax. As summarized below, several types of transactions have been exempted from the sales tax by the General Assembly of the State. Some of the current exemptions include the sale of:

(a) New or used house trailers, mobile homes, aircraft, motor vehicles, trailers or semi-trailers and a used house trailer, mobile home, aircraft, motor vehicle, trailer or semi-trailer is taken as a credit or part payment of the purchase price, when the total consideration is less than the following: \$2,000

for aircraft, house trailers and mobile homes (or \$10,000 in case the house trailer or mobile home is a “manufactured home”); and \$4,000 for motor vehicles, trailers and semi-trailers;

(b) Aircraft held for resale and used for rental or charter, whether by a business or an individual for a period not to exceed one year from the date of purchase of aircraft;

(c) Tangible personal property or services by churches, except where such organizations may be engaged in business for profit;

(d) Tangible personal property or services by charitable organizations, except where such organizations may be engaged in business for profit;

(e) Food in public, common, high school or college cafeterias and lunchrooms operated primarily for teachers and pupils, and not operated primarily for the public or for profit;

(f) Newspapers;

(g) Property or services to the United States Government; motor vehicles and adaptive equipment to disabled veterans who have purchased said vehicles or equipment with financial assistance of the Veterans Administration; tangible personal property to and leasing motor vehicles to the Boy Scouts of America, the Girl Scouts of America or any of the Scout Councils in the State; tangible personal property or service to the Salvation Army, Heifer Project International, Inc., or Habitat for Humanity; tangible personal property or service to the Boys Clubs of America or any local councils or organizations of the Boys Clubs of America, the Girls Clubs of America or any local councils or organizations of the Girls Clubs of America, to the Poets’ Roundtable of Arkansas, to 4-H Clubs and FFA Clubs, to the Arkansas 4-H Foundation, the Arkansas Future Farmers of America Foundation and the Arkansas Future Farmers of America Association;

(h) Gasoline or motor vehicle fuel on which the motor vehicle fuel or gasoline tax has been paid to the State, special fuel or petroleum products sold for consumption by vessels, barges and other commercial watercraft and railroads, dyed distillable special fuel on which a tax has been paid and biodiesel fuel;

(i) Property resales to persons regularly engaged in the business of reselling the articles purchased;

(j) Advertising space in newspapers and publications and billboard advertising services;

(k) Gate admissions at State, district, county or township fairs or at any rodeo if the receipts derived from gate admissions to the rodeo are used exclusively for the improvement, maintenance and operation of such rodeo, and if no part of the net earnings thereof inures to the benefit of any private stockholder or individual;

(l) Property or services which the State is prohibited by the constitution or laws of the United States or by the constitution of the State from taxing or further taxing and tangible personal property exempted from taxation by the Arkansas Compensating (Use) Tax Act of 1949, as amended;

(m) Isolated sales not made by an established business;

(n) Cotton, seed cotton, lint cotton, baled cotton, whether compressed or not, or cotton seed in its original condition; seed for use in commercial production of an agricultural product or of seed; raw products from the farm, orchard or garden, where such sale is made by the producer of such raw products directly to the consumer and user; livestock, poultry, poultry products and dairy products of producers owning not more than five cows; and baby chickens;

(o) Foodstuffs to governmental agencies for free distribution to any public, penal and eleemosynary institutions or for free distribution to the poor and needy, and the rental or sale of medical equipment, for the benefit of persons enrolled in and eligible for Medicare or Medicaid programs;

(p) Tangible personal property or services provided to any hospital or sanitarium operated for charitable and nonprofit purposes or any nonprofit organization whose sole purpose is to provide temporary housing to the family members of patients in a hospital or sanitarium;

(q) Used tangible personal property when the used property was (1) traded in and accepted by the seller as part of the sale of other tangible personal property and (2) the Arkansas Gross Receipts Tax was collected and paid on the total amount of consideration for the sale of the other tangible personal property without any deduction or credit for the value of the used tangible personal property; provided, however, this exemption does not apply to transactions involving used automobiles or used aircraft;

(r) Unprocessed crude oil;

(s) Tangible personal property consisting of machinery and equipment used directly in producing, manufacturing, fabricating, assembling, processing, finishing or packaging of articles of commerce at (i) new manufacturing or processing plants or facilities in the State or (ii) existing manufacturing or processing plants or facilities in the State if the tangible personal property is used to replace existing machinery and equipment;

(t) Property consisting of machinery and equipment required by State or federal law or regulations to be installed and utilized by manufacturing or processing plants or facilities, cities or towns in this State to prevent or reduce air and/or water pollution or contamination;

(u) Electricity used in the manufacture of aluminum metal by the electrolytic reduction process and sale of articles sold on the premises of the Arkansas Veterans Home;

(v) Automobile parts which constitute "core charges," which are received for the purpose of securing a trade-in for the article purchased;

(w) Bagging and other packaging and tie materials sold to and used by cotton gins for packaging and/or tying baled cotton and from the sale of twine which is used in the production of tomato crops;

(x) Prescription drugs by licensed pharmacists, hospitals, or physicians, and oxygen sold for human use on prescription of a licensed physician;

(y) Property or services to humane societies;

(z) Vessels, barges and towboats of at least fifty tons load displacement and parts and labor used in the repair and construction of the same;

(aa) Property or sales to all orphans' homes, or children's homes, which are not operated for profit and whether operated by a church, religious organization or other benevolent charitable association;

(bb) Agricultural fertilizer, agricultural limestone, agricultural chemicals, and water purchased from a public surface-water delivery project to reduce or replace water used for in-ground irrigation or reduce dependence on ground water for agriculture.

(cc) Sale of tickets or admissions, by municipalities and counties, to places of amusement, to athletic entertainment, recreational events, or fees for the privilege of having access to or the use of amusement, entertainment, athletic or recreational facilities, including free or complimentary passes, tickets, admissions, dues or fees;

(dd) New and used farm machinery and equipment;

(ee) New automobiles to a veteran of the United States Armed Services who is blind as a result of a service connected injury;

(ff) Motor vehicles sold to municipalities, counties, school districts, and state supported colleges and universities;

(gg) School buses sold to school districts and, in certain cases, to other purchasers providing school bus service to school districts;

(hh) Catalysts, chemicals, reagents, and solutions which are consumed or used by manufacturing or processing plants or facilities in the State in producing, manufacturing, fabricating, processing, or finishing articles of commerce or to prevent or reduce air or water pollution or contamination;

(ii) Feedstuffs used in the commercial production of livestock or poultry;

(jj) New custom manufactured homes constructed from materials on which the State sales tax has been paid;

(kk) The first 500 kilowatt hours of electricity per month and the total franchise tax billed to each residential customer whose household income is less than \$12,000 per year;

(ll) Electricity and natural gas to qualified steel manufacturers;

(mm) Tangible personal property lawfully purchased with food stamps, food coupons, food instruments or vouchers in connection with certain Federal programs;

(nn) Publications sold through regular subscriptions;

(oo) Tickets for admission to athletic events and interscholastic activities of public and private elementary and secondary schools in the State and tickets for admission to athletic events at public and private colleges and universities in the State;

(pp) Prescriptive adaptive medical equipment and prescriptive disposable medical equipment;

(qq) Insulin and test strips for testing blood sugar levels in humans;

(rr) Telephone instruments sent into the State for refurbishing or repair and then shipped back to the state of origin;

(ss) Industrial metal rollers sent into the State for repair or remanufacture and then shipped back to the state of origin;

(tt) New motor vehicles purchased by non-profit organizations and used for the performance of contracts with the Department of Human Services, and new motor vehicles purchased with Urban Mass Transit Administration funds if (i) the vehicles are purchased in lots of ten vehicles, (ii) meet

minimum State specifications, and (iii) vehicles are used for transportation under the Department of Human Services' programs for the aging, disabled, mentally ill, and children and family services;

(uu) Motor fuels to owners or operators of motor buses operated on designated streets according to regular schedule and under municipal franchise which are used for municipal transportation purposes;

(vv) Parts or other tangible personal property incorporated into or which become a part of commercial jet aircraft component or subcomponents;

(ww) Transfer of fill material by a business engaged in transporting or delivering fill material;

(xx) Long-term leases, thirty days or more, of commercial trucks used for interstate transportation of goods under certain conditions;

(yy) Foodstuffs to nonprofit agencies;

(zz) Tangible personal property consisting of forms constructed of plaster, cardboard, fiberglass, natural fibers, synthetic fibers or composites and which are destroyed or consumed during the manufacture of the item;

(aaa) Natural gas used as a fuel in the process of manufacturing glass;

(bbb) Sales to Fort Smith Clearinghouse;

(ccc) Substitute fuel used in producing, manufacturing, fabrication, assembling, processing, finishing or packaging of articles at manufacturing facilities or processing plants in the State;

(ddd) Railroad rolling stock used in transporting persons or property in interstate commerce;

(eee) Parts or other tangible personal property which become a part of railroad parts, railroad cars and equipment brought into the State for the purpose of being repaired, refurbished, modified or converted within the State;

(fff) Fire protection and emergency equipment to be owned by and exclusively used by a volunteer fire department, and supplies and materials to be used in the construction and maintenance of volunteer fire departments;

(ggg) Gas produced from biomass and sold for the purpose of generating steam, hot air or electricity to be sold to the gas producer;

(hhh) Fuel packaging materials sold to a person engaged in the business of processing hazardous and non-hazardous waste materials into fuel products at an approved site and machinery and equipment, including analytical equipment and chemicals used directly in the processing and packaging of hazardous and non-hazardous waste materials into fuel products at an approved site;

(iii) Electricity and natural gas used in the manufacturing of wall and floor tile by approved manufacturers;

(jjj) Textbooks, library books, and instructional materials purchased by an Arkansas school district or the State for free distribution to Arkansas schools or school districts;

(kkk) Tangible personal property or services to the Arkansas Symphony Orchestra, Inc.;

(lll) Electricity used for the production of chlorine and other chemicals using a chlor-alkali manufacturing process;

(mmm) Tangible personal property or services to a qualified museum;

(nnn) Livestock reproduction equipment or substances;

(ooo) Natural gas and electricity used in the manufacturing of tires in the State;

(ppp) Thermal imaging equipment purchased by a county government for use by law enforcement aircraft;

(qqq) Tangible property or services to the Arkansas Scent Dog Association, Inc.;

(rrr) Certain new or used trucks to be engaged in interstate commerce;

(sss) Tangible personal property or services to the Arkansas Black Hall of Fame Foundation;

(ttt) Kegs purchased by a wholesale beer manufacturer and used to sell beer wholesale;

(uuu) Repair parts and labor for pollution control machinery and equipment;

(vvv) Sales by commercial farmers of certain baling twine, net wrap, silage wrap, and similar products;

(www) Sales of tangible personal property or a service to a nonprofit blood donation organization;

(xxx) Sales of utilities used by qualifying agriculture and horticultural equipment;

(yyy) Sales of utilities used by a grain drying and storage facility;

(zzz) Dental appliances sold by or to dentists or certain other professionals; and

(aaaa) Machinery, new and used equipment, and related attachments that are sold to or used by a person engaged primarily in the harvesting of timber.

Reference is made to "The Arkansas Gross Receipts Act of 1941," Title 26, Chapter 52 of the Arkansas Code of 1987 Annotated, for more information concerning the sales tax.

Use Tax. The use tax portion of the Tax is levied on every person for the privilege of storing, using, distributing or consuming in the City any article of tangible personal property purchased for storage, use, distribution or consumption. The use tax applies to the use, distribution, storage or consumption of every article of tangible personal property except as hereinafter provided. The use tax does not apply to aircraft equipment, and railroad parts, cars, and equipment, nor to tangible personal property owned or leased by aircraft, automotive or railroad companies brought into the City solely and exclusively for refurbishing, conversion, or modification within the City or storage for use outside or inside the City regardless of the length of time any such property is so stored in the City. The use tax is levied on the following described tangible personal property:

(a) Tractors, trailers, semi-trailers, trucks, buses and other rolling stock, including replacement tires, used directly in the transportation of persons or property in intrastate or interstate common carrier transportations;

- (b) Property (except fuel) consumed in the operation of railroad rolling stock;
- (c) Transmission lines and pumping or pressure control equipment used directly in or connected to the primary pipeline facility engaged in intrastate or interstate common carrier transportation of property;
- (d) Airplanes and navigation instruments used directly in or becoming a part of flight aircraft engaged in transportations of persons or property in regular scheduled intrastate or interstate common carrier transportation;
- (e) Exchange equipment, lines, boards and all accessory devices used directly in and connected to the primary facility engaged in the transmission of messages;
- (f) Transmission and distribution pipelines in pumping or pressure control and equipment used in connection therewith used directly in primary pipeline facility for the purpose of transporting and delivering natural gas;
- (g) Transmission and distribution lines, pumping machinery and controls used in connection therewith in cleaning or treating equipment of primary water distribution system;
- (h) Property of public electric power companies consisting of all machinery and equipment including reactor cores and related accessory devices used in the generation and production of electric power and energy and transmission facilities consisting of the lines, including poles, towers and other supporting structures, transmitting electric power and energy together with substations located on or attached to such lines;
- (i) Computer software; and
- (j) Tangible personal property provided to a financial institution.

Exemptions from Use Tax. Some of the property exempted from the use tax by the General Assembly of the State is as follows:

- (a) Property, the storage, use or consumption of which the State is prohibited from taxing under the Constitution or laws of the United States of America or the State;
- (b) Sales of tangible personal property in which the tax under the Arkansas Gross Receipts Act of 1941 is levied;
- (c) Tangible personal property which is exempted from the sales tax under the Arkansas Gross Receipts Act of 1941;
- (d) Feedstuffs used in the commercial production of livestock or poultry in the State;
- (e) Unprocessed crude oil;
- (f) Machinery and equipment used directly in producing, manufacturing, fabricating, assembling, processing, finishing or packaging of articles of commerce at manufacturing or processing plants or facilities in the State, including facilities and plants for manufacturing feed, processing of poultry and/or eggs and livestock and the hatching of poultry and such equipment is either (1) purchased to create or expand manufacturing or processing plants in the State, (2) purchased to replace existing machinery and used directly in producing, manufacturing, fabricating, assembling, processing, finishing or packaging of articles of commerce at manufacturing or processing plants in the State, or (3) required by State law to be installed and utilized by manufacturing or processing plants to prevent or reduce air and/or water pollution or contamination;

- (g) Custom manufactured homes constructed with materials on which the sales or use tax has once been paid;
- (h) Aircraft, aircraft equipment, railroad parts, cars, and equipment, and tangible personal property owned or leased by aircraft, airmotive, or railroad companies, brought into the State solely and exclusively for refurbishing, conversion, or modification or for storage for use outside or inside the State;
- (i) Vessels, barges, and towboats of at least 50 tons load displacement and parts and labor used in the repair and construction of them;
- (j) Motor fuels to the owners or operators of motor buses operated on designated streets according to regular schedule, under municipal franchise, which are used for municipal transportation purposes;
- (k) Agricultural fertilizer, agricultural limestone, agricultural chemicals, including agricultural pesticides and herbicides used in commercial production of agricultural products, and vaccines, medications, and medicinal preparations, used in treating livestock and poultry being grown for commercial purposes and other ingredients used in the commercial production of yeast;
- (l) All new and used motor vehicles, trailers or semi-trailers that are purchased for a total consideration of less than \$4,000;
- (m) Any tangible personal property used, consumed, distributed, or stored in this State upon which a like tax, equal to or greater than the Arkansas Compensating (Use) Tax, has been paid in another state;
- (n) Prescriptive adaptive medical equipment and prescriptive disposable medical equipment;
- (o) Fire protection and emergency equipment to be owned by and exclusively used by a volunteer fire department, and supplies and materials to be used in the construction and maintenance of volunteer fire departments;
- (p) Electricity and natural gas used in the manufacturing of wall and floor tile by approved manufacturers;
- (q) Tangible personal property consisting of forms constructed of plaster, cardboard, fiberglass, natural fibers, synthetic fibers or composites and which are destroyed or consumed during the manufacture of the item;
- (r) Natural gas used as a fuel in the process of manufacturing glass;
- (s) Sales to Fort Smith Clearinghouse;
- (t) Prepaid telephone calling cards or prepaid authorization numbers and the recharge of such cards or numbers;
- (u) Foodstuffs to nonprofit agencies;
- (v) Tangible personal property or services for a qualified museum;
- (w) Certain new or used trucks to be engaged in interstate;

- (x) Railroad rolling stock manufactured for use in transporting persons or property in interstate commerce;
- (y) Sales of tangible personal property or a service to a nonprofit blood donation organization;
- (z) Sales of utilities used by qualifying agriculture and horticultural equipment;
- (aa) Sales of utilities used by grain drying and storage facilities; and
- (bb) Dental appliances sold by or to dentists or certain other professionals.

Reference is made to “The Arkansas Compensating (Use) Tax Act of 1949,” Title 26, Chapter 53 of the Arkansas Code of 1987 Annotated, for more information concerning the use tax.

FORM OF BOND COUNSEL OPINION

April 25, 2017

Simmons Bank
Pine Bluff, Arkansas, as Trustee

Stephens Inc.
Little Rock, Arkansas

Re: \$24,655,000 City of Bentonville, Arkansas Sales and Use Tax Bonds, Series 2017

Ladies and Gentlemen:

We have acted as Bond Counsel in connection with the issuance by the City of Bentonville, Arkansas (the "City") of \$24,655,000 City of Bentonville, Arkansas Sales and Use Tax Bonds, Series 2017, dated the date hereof (the "Series 2017 Bonds"). The Series 2017 Bonds are being issued to finance the costs of capital improvements, provide a debt service reserve and pay expenses of authorizing and issuing the Series 2017 Bonds. We have examined the law and such certified proceedings and other papers as we deem necessary to render this opinion, including particularly a certified copy of Ordinance No. 2007-118 of the City adopted on October 9, 2007 and Ordinance No. 2017-51 of the City adopted on March 14, 2017, authorizing the issuance of the Series 2017 Bonds (collectively, the "Authorizing Ordinance"), and Ordinance No. 2003-108 of the City adopted on June 24, 2003, as amended by Ordinance No. 2007-68 of the City, adopted on June 12, 2007 (the "Tax Ordinance"), levying a 1% sales and use tax within the City ("Tax").

As to questions of fact material to our opinion we have relied upon the certified proceedings and other certifications of public officials furnished to us without undertaking to verify such facts by independent investigation.

Based on our examination, we are of the opinion, as of the date hereof and under existing law, as follows:

1. The Series 2017 Bonds have been lawfully authorized and issued under the Constitution and laws of the State of Arkansas now in force, including particularly Amendment No. 62 to the Constitution of the State of Arkansas and Title 14, Chapter 164, Subchapter 3 of the Arkansas Code of 1987 Annotated (the "Authorizing Legislation"), and are valid and binding obligations of the City enforceable in accordance with their terms.

2. The Series 2017 Bonds are not general obligations of the City but are special obligations payable from and secured by a pledge of collections of the Tax duly levied by the City under the authority of Title 14, Chapter 75, Subchapter 2 of the Arkansas Code of 1987 Annotated and the Tax Ordinance. The pledge of Tax collections in favor of the Series 2017 Bonds is on a parity with the pledge of Tax collections in favor of the City's Sales and Use Tax Bonds, Series 2007, Series 2009 and Series 2010. The Series 2017 Bonds are not secured by any lien on or security interest in any physical properties of the City.

3. The interest on the Series 2017 Bonds (including any original issue discount properly allocable thereto) is excludable from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, however, it should be noted that with respect to corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax. The opinions set forth in the preceding sentence are subject to the condition that the City comply with all requirements of the Internal Revenue Code of 1986, as amended, that must be

satisfied subsequent to the issuance of the Series 2017 Bonds in order that interest thereon be (or continue to be) excluded from gross income for federal income tax purposes. The City has covenanted in the Authorizing Ordinance to comply with all such requirements. Failure to comply with certain of such requirements could cause the interest on the Series 2017 Bonds to be so included in gross income retroactive to the date of issuance of the Series 2017 Bonds. We express no opinion regarding other federal tax consequences arising with respect to the Series 2017 Bonds.

4. The Series 2017 Bonds and income thereon are exempt from all Arkansas state, county and municipal tax.

It is to be understood that the rights of the registered owners of the Series 2017 Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted and that their enforcement may be subject to the exercise of judicial discretion in accordance with general principles of equity.

Sincerely yours,

FRIDAY, ELDREDGE & CLARK, LLP