

NEW ISSUE

**BOOK-ENTRY ONLY**

**RATING: Moody's "Aa2"**

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

**OFFICIAL STATEMENT**

**\$31,435,000  
Crossett School District No. 52  
of Ashley County, Arkansas Refunding and  
Construction Bonds, Series 2016**

**Dated: September 21, 2016**

**Due: December 1**

The Bonds are limited, general obligations of the Crossett School District No. 52 of Ashley County, Arkansas. Interest on the Bonds is payable on June 1 and December 1, commencing June 1, 2017, and the Bonds mature (on December 1 of each year), bear interest and are priced as follows:

[See inside cover]

The Bonds of each maturity will be initially issued as a single registered Bond registered in the name of Cede & Co., the nominee of The Depository Trust Company ("DTC"), New York, New York. The Bonds will be available for purchase in book entry form only, in denominations of \$5,000 or any integral multiple thereof. Except in limited circumstances described herein, purchasers of the Bonds will not receive physical delivery of Bonds. Payments of principal of and interest on the Bonds will be made by U.S. Bank, Olive Branch, Mississippi, as the Trustee, directly to Cede & Co., as nominee for DTC, as registered owner of the Bonds, to be subsequently disbursed to DTC Participants and thereafter to the Beneficial Owners of the Bonds, all as further described herein. The Bonds are subject to optional redemption on and after December 1, 2021.

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

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

**Raymond James & Associates, Inc.**

Morgan Stanley & Co, LLC  
Intercoastal Capital Markets Inc.  
Jefferies LLC  
Duncan-Williams, Inc.  
Ramirez & Co., Inc.  
City Securities Corp.  
Avondale Partners, LLC  
Fidelity Capital Markets

Official Statement dated: August 24, 2016

**\$31,435,000**  
**Crossett School District No. 52**  
**of Ashley County, Arkansas Refunding and**  
**Construction Bonds, Series 2016**

**\$17,920,000 Serial Bonds**

<u>Maturity</u>	<u>Amount</u>	<u>Interest Rate</u>	<u>Price or Yield</u>	<u>CUSIPS*</u>
2017	\$ 100,000.00	2.000%	0.650%	227615KJ(9)
2018	770,000.00	2.000%	0.750%	227615KK(6)
2019	785,000.00	2.000%	0.830%	227615KL(4)
2020	805,000.00	2.000%	0.950%	227615KM(2)
2021	820,000.00	2.000%	1.150%	227615KN(0)
2022	835,000.00	2.000%	1.350%	227615KP(5)
2023	855,000.00	2.000%	1.470%	227615KQ(3)
2024	870,000.00	2.000%	1.610%	227615KR(1)
2025	885,000.00	2.000%	1.780%	227615KS(9)
2026	905,000.00	2.000%	1.920%	227615KT(7)
2027	925,000.00	2.000%	2.050%	227615KU(4)
2028	945,000.00	2.125%	2.250%	227615KV(2)
2029	965,000.00	2.250%	2.400%	227615KW(0)
2030	985,000.00	2.375%	2.500%	227615KX(8)
2031	1,010,000.00	2.500%	2.600%	227615KY(6)
2032	1,035,000.00	2.500%	2.650%	227615KZ(3)
2033	1,065,000.00	2.625%	2.700%	227615LA(7)
2034	1,090,000.00	2.625%	2.750%	227615LB(5)
2035	1,120,000.00	2.750%	2.800%	227615LC(3)
2036	1,150,000.00	2.750%	2.830%	227615LD(1)

**\$13,515,000 Term Bonds**

\$4,935,000 2.750% Term Bonds due December 1, 2040 to Yield 2.900%  
 \$4,095,000 3.000% Term Bonds due December 1, 2043 to Yield 3.000%  
 \$4,485,000 3.000% Term Bonds due December 1, 2046 to Yield 3.000%

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

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## INTRODUCTION TO THE OFFICIAL STATEMENT

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

Purpose of Official Statement. This Official Statement is provided to furnish certain information in connection with the issuance by Crossett School District No. 52 of Ashley County, Arkansas (the "District"), of its Refunding and Construction Bonds, dated September 21, 2016, in the aggregate principal amount of \$31,435,000 (the "Bonds").

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

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

Purpose. The Bonds are being issued to currently refund the District's Construction Bonds, dated March 1, 2006 (the "2006 Bonds") and its Refunding Bonds, dated February 1, 2013 (the "2013 Bonds") (collectively, the "Bonds Being Refunded") and to finance the erecting and equipping of a new high school and safe room facilities and making additions and improvements to existing school facilities. See **BONDS BEING OFFERED, Purpose.**

Security and Source of Payment. The Bonds will be limited, general obligations of the District, secured by a pledge of the proceeds of a continuing debt service tax voted at the 2016 annual school election and pledged specifically for the payment of the Bonds. See **BONDS BEING OFFERED, Security and Source of Payment.**

Litigation Over State Funding for Schools. In an Order issued November 9, 1994, the Honorable Annabelle C. Imber held that the existing state funding system for public education violated the equal protection provision of the Arkansas Constitution and violated Article 14, § 1 of the Arkansas Constitution by "failing to provide a general, suitable and efficient system of free public education." Lake View School Dist. No. 25 of Phillips County, Arkansas v. Jim Guy Tucker, Case No. 92-5318 (1994). Judge Imber stayed the effect of her judgment for two years to allow the General Assembly to adopt and implement legislation consistent with her Order. The case was appealed to the Arkansas Supreme Court. The Supreme Court remanded the case back to the Chancery Court to determine whether the system of public school finance is in compliance with Judge Imber's original Order and whether the amount of funding is sufficient to provide all Arkansas students with an adequate education.

On May 25, 2001, the Chancery Court ruled that the present system of school funding is inequitable and inadequate under the Arkansas Constitution. On November 21, 2002, the Arkansas Supreme Court affirmed the Chancery Court and held the current school funding system unconstitutional. In order to allow the General Assembly and the Department of Education time to correct the constitutional disability, the Court stayed the issuance of its mandate until January 1, 2004. On January 2, 2004, the Lake View School District, the Class Member, filed a Motion for Writ of Prohibition, requesting that

the Supreme Court prohibit the State from spending money until the State corrected the unconstitutional school system. The Class Member also requested that all funds appropriated by the State for the purpose of supporting the school system be held in escrow until the unconstitutional system was corrected. On January 22, 2004, the Supreme Court issued an opinion recalling its mandate and ruling that there had been noncompliance with its November 21, 2002 opinion. As a result, the Court appointed two special masters, charged with the responsibility of overseeing the legislative actions regarding school finance. The masters issued their report on April 2, 2004. The Court, on June 18, 2004, released jurisdiction of the case. On April 14, 2005, the Rogers School District of Benton County, Arkansas, asked the Court to reopen the Lake View case, arguing that lawmakers “reverted back to their old ways” and had failed to follow the Court’s mandate to fund public education adequately. The Rogers School District maintained that the Arkansas General Assembly had not increased foundation funding as it had promised in the extraordinary session of 2004. On April 25, 2005, four additional petitions were filed with the Court by a combined 46 districts asking the Court to reopen the Lake View case. On June 9, 2005, the Court once again reopened the case and reappointed the two special masters to assess whether the Governor and the General Assembly had complied with the Lake View ruling. On October 3, 2005, the masters issued their findings and concluded that the General Assembly had not complied with the Lake View ruling and had not made education the State’s first priority. The Supreme Court agreed with the masters and held that the General Assembly had retreated from its prior actions to comply with the Court’s directive in Lake View and that the public school funding system continued to be inadequate. The Supreme Court further held that the public schools were operating under a constitutional infirmity which must be corrected immediately. The Court stayed the issuance of its mandate until December 1, 2006 to allow the necessary time to correct the constitutional deficiencies. In April 2006, the General Assembly met in special session to address some of the Court’s concerns. The General Assembly appropriated more money to the State Department of Education for public school operation and school buildings. The General Assembly, among other things, also increased per student funding and the minimum teacher salary schedule. On December 1, 2006, the Supreme Court ruled that it would keep jurisdiction over the case and reappointed the two special masters to evaluate whether the State met the constitutional requirements of an adequate and equitable education system. The Court delayed the case deadline for 180 days, to give the State time to provide documents, the masters time to evaluate the State’s actions and the Court time to rule. **On May 31, 2007, the Court concluded that the system of public school financing is now in constitutional compliance.**

At the 1996 general election, a Constitutional Amendment was passed ("Amendment No. 74") which establishes a statewide 25-mill property tax minimum for maintenance and operation of the public schools (the "Uniform Rate of Tax"). The Uniform Rate of Tax replaces that portion of local school district ad valorem taxes available for maintenance and operation. The Uniform Rate of Tax is to be collected in the same manner as other school property taxes, but the revenues generated from the Uniform Rate of Tax are remitted to the State Treasurer for distribution to the school districts. The method for distributing the state aid back to the individual school districts, and the authorized uses of the state aid once received by the school districts are set forth in Act 1300 of 1997.

Redemption. The Bonds are subject to optional redemption on and after December 1, 2021. The Bonds are also subject to redemption from proceeds of Bond not needed for the purposes intended. Term Bonds, if any, will be subject to mandatory sinking fund redemption on December 1 in the year or years immediately prior to the stated maturity of such Term Bonds in such years as are specified by the successful bidder. The Trustee shall give at least thirty (30) days' notice of redemption. If fewer than all of the Bonds are called for redemption, the particular maturities to be redeemed shall be selected by the District in its discretion. If fewer than all of the Bonds of any maturity shall be called

for redemption, the particular Bonds or portion thereof to be redeemed from such maturity shall be selected by lot by the Trustee. See **BONDS BEING OFFERED, Redemption.**

Denominations and Registration. The Bonds are issuable only as fully registered bonds, without coupons, in the denomination of \$5,000 or an integral multiple thereof. Interest is payable June 1, 2017, and semiannually thereafter on each June 1 and December 1. Unless the Bonds are in book-entry form, payment of principal of the Bonds will be made to the owners of the Bonds at the principal office of U.S. Bank, Olive Branch, Mississippi (the "Trustee"). Interest is payable by check mailed by the Trustee to the registered owners as of the Record Date (herein defined) for each interest payment date. A bond may be transferred, in whole or in part (in integral multiples of \$5,000), but only upon delivery of the bond, together with a written instrument of transfer, to the Trustee. See **BONDS BEING OFFERED, Generally and Book-Entry Only System.**

Tax Exemption. In the opinion of Bond Counsel, Wright, Lindsey & Jennings LLP, under existing law, assuming compliance with certain covenants described herein, (i) interest on the Bonds is excluded from gross income for federal income tax purposes, (ii) interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, (iii) with respect to corporations, interest on the Bonds will be taken into account in determining adjusted current earnings for the purpose of computing the federal alternative minimum tax, (iv) interest on the Bonds is exempt from State of Arkansas income tax and (v) the Bonds are exempt from property taxes in the State of Arkansas (see **LEGAL MATTERS, Tax Exemption.**)

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

Authority. The Bonds are being issued under the authority of the Constitution and laws of the State of Arkansas, including particularly Amendments No. 40 and No. 74 to the Arkansas Constitution and A.C.A. §§ 6-20-1201 et. seq. (Supp. 2007), and a resolution of the Board of Directors of the District (the "Resolution") and approval by the Commissioner of the Department of Education. See **BONDS BEING OFFERED, Authority, and THE RESOLUTION.**

Delivery of Bonds. It is expected that the Bonds will be available for delivery on or about September 21, 2016.

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

## **BONDS BEING OFFERED**

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

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial

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

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

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

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

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

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the District as soon as possible after the



record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

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

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

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

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

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

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

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

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

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

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

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

Purpose. The Bonds are being issued (i) to finance the Project described as follows: erecting and equipping a new high school and safe room facilities and making additions and improvements to existing facilities, and (ii) to currently refund the Bonds Being Refunded as follows:

<u>Date of Issue</u>	<u>Principal Outstanding</u>	<u>Redemption Date</u>
March 1, 2006	\$ 1,390,000	10/24/16
February 1, 2013	\$ 9,230,000	10/24/16

Sources and Uses of Funds. The estimated sources and uses of funds to accomplish the current refunding of the Bonds Being Refunded and to accomplish the Project, are as follows:

<b>Sources</b>	
Proceeds for Sale of the Bonds	\$31,435,000.00
Original Issue Discount	<u>(61,373.55)</u>
Total	\$31,373,626.45
<b>Uses</b>	
Constructing and Equipping Project	\$20,169,044.39
Refunding of Series 2006 Bonds	1,411,709.40
Refunding of Series 2013 Bonds	9,283,658.42
Bond Issuance Costs (Including Underwriter's Discount)	<u>509,214.24</u>
Total	\$31,373,626.45

For a description of how Bond proceeds are to be invested pending closing, the provisions governing those investments, and the conditions that must be satisfied before the proceeds may be applied to these intended uses, see THE RESOLUTION, Investments.

Security and Source of Payment. The Bonds will be limited, general obligations of the District, secured by a pledge of (1) the proceeds of a continuing debt service tax voted at the 2016 school election specifically for the payment of the Bonds, and (2) surplus revenues (being revenues in excess of the amount necessary to insure the payment when due of principal of, interest on and trustee's and paying agent's fees in connection with the bonds for which voted) derived from debt service taxes heretofore or hereafter voted for payment of other bond issues of the District (subject to prior pledges of such surplus revenues) that may legally be used for the purpose of paying the principal of and interest on the Bonds.

The tax specifically pledged for payment of the Bonds is a tax of 13.97 mills on the dollar of the assessed valuation of taxable property in the District. See **DEBT STRUCTURE**, Computation of Dollar Amount of Debt Service Tax Levied.

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

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

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

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

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

1. Limits the amount of assessment increases following reappraisal;
2. Limits assessment increases for people who are disabled or who are 65 years of age;
3. Provides for an annual state credit against ad valorem property tax on a homestead;
4. Equalizes real and personal millage rates;
5. Provides that reassessment must occur at least once every five years; and
6. Provides that rollback adjustments under Amendment No. 59 shall be determined after the adjustments are made to assessed value under Amendment No. 79.

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

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

(1) Extraordinary Redemption. The Bonds must be redeemed from proceeds of the Bonds not needed for the purposes intended, on any interest payment date, in whole or in part, at a price equal to the principal amount being redeemed plus accrued interest to the redemption date, in inverse order of maturity (and by lot within a maturity in such manner as the Trustee may determine).

(2) Optional Redemption. The Bonds are subject to redemption prior to maturity at the option of the District, in whole, or in part, at any time on or after December 1, 2021, at a redemption price equal to 100% of the principal amount redeemed plus accrued interest to the redemption date. If fewer than all of the Bonds are called for redemption, the particular maturities to be redeemed shall be selected by the District in its discretion. If fewer of the Bonds of any maturity shall be called for redemption, the particular Bonds or portion thereof to be redeemed from such maturity shall be selected by lot by the Trustee.

(3) Mandatory Sinking Fund Redemption. The Bonds maturing December 1, 2040, are subject to mandatory sinking fund redemption by lot in such manner as the Trustee shall determine on each December 1 in the years and principal amounts set forth in the following table, at a redemption price equal to the principal amount thereof plus accrued interest to the date of redemption as follows:

<u>Year</u>	<u>Principal Amount</u>
2037	\$ 1,185,000
2038	1,215,000
2039	1,250,000
2040 (Maturity)	1,285,000

The Bonds maturing December 1, 2043, are subject to mandatory sinking fund redemption by lot in such manner as the Trustee shall determine on each December 1 in the years and principal amounts set forth in the following table, at a redemption price equal to the principal amount thereof plus accrued interest to the date of redemption as follows:

<u>Year</u>	<u>Principal Amount</u>
2041	\$ 1,325,000
2042	1,365,000
2043 (Maturity)	1,405,000

The Bonds maturing December 1, 2046, are subject to mandatory sinking fund redemption by lot in such manner as the Trustee shall determine on each December 1 in the years and principal amounts set forth in the following table, at a redemption price equal to the principal amount thereof plus accrued interest to the date of redemption as follows:

<u>Year</u>	<u>Principal Amount</u>
2044	\$ 1,450,000
2045	1,495,000
2046 (Maturity)	1,540,000

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

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

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

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

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

Priority Among Successive Bond Issues. Other additional bonds may be issued by the District from time to time in accordance with law for the purpose of financing additional capital improvements. If the District, prior to issuance of these Bonds, has reserved the right to issue additional bonds on a parity of security with previously issued bonds, such additional bonds will have a prior claim and pledge over these Bonds as to all revenues pledged to such additional bonds. See **DEBT STRUCTURE, Parity Debt**, for a description of any authorized and unissued parity debt. Otherwise, any additional bonds shall be subordinate to these Bonds and the pledge of revenues to these Bonds.

### DESCRIPTION OF THE SCHOOL DISTRICT

Area. The area of the District is approximately 214.90 square miles, all of which are located in Ashley County. The incorporated municipality located, in whole or in part, within the boundaries of the District is Crossett, Arkansas.

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

<u>Name</u>	<u>Term Expires</u>
Keith Medders, President	2016
Keith Carter, Vice President	2017
Eddie Goodson, Secretary	2019
Katie Jordan	2020
Robert Cornelius	2018

At the first regular meeting following the annual school election, the Board of Directors elects one of their number President, one of their number Vice President, and also elects a Secretary who may, but need not be, a member of the Board. These officers serve terms of one year.

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

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

Services Provided. The District operates a public school system, consisting of kindergarten and grades 1 through 12, for the purpose of educating the children residing within the District. The principal

funding sources for the District are: (1) funds received from the State of Arkansas, (2) ad valorem taxes on the real and tangible personal property located within the boundaries of the District (see **BONDS BEING OFFERED, Developments**), and (3) funds received from the United States of America.

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

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

<u>Name of School</u>	<u>Grades Housed</u>	<u>Year in Which Construction or Most Recent Renovation Completed</u>	<u>Present Condition (Good, Fair or Poor)</u>
Crossett Learning Center	Pre-K	2011	Fair
Crossett Elementary	1-4	2005	Good
Crossett Middle School	5-8	1998	Good
Crossett High School	9-12	2011	Fair

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

<u>Fiscal Year Ending June 30</u>	<u>Average Daily Membership</u>	<u>Estimated Population</u>
2015-2016	1,716	6,865
2014-2015	1,766	7,065
2013-2014	1,775	7,101
2012-2013	1,824	7,299
2011-2012	1,868	7,474

Accreditation. In accordance with the requirements of The Quality Education Act of 1983 (Subchapter 2 of Chapter 15, Title 6, Ark. Code Ann. (1987)), the State Board of Education adopted new, more stringent educational standards that all public elementary and secondary schools in the State must meet to be accredited. The Act provides that any school not meeting these standards will be eliminated, and that any school district operating one or more of such schools is to be dissolved and its territory annexed to another district or districts which operate all schools therein in compliance with the minimum standards. The Arkansas Department of Education (the "ADE") reviews annual reports to determine whether the school district is in compliance with the standards and conducts an in-depth review every five years.

Under the ADE regulations and guidelines, schools may be classified as accredited, accredited-cited, accredited-probationary or non-accredited. Schools which meet all policies and standards promulgated by the ADE are classified as accredited. Schools which meet all policies and standards, with the exception of certification requirements or ratio/class size discrepancies related to unexpected population shifts, are classified as accredited-cited. Schools which have previously met all applicable policies and standards, and subsequently fall below those standards, are classified as accredited-probationary. For those schools classified as accredited-cited or accredited-probationary, the ADE has promulgated maximum times allowable for correction of particular violations of standards. A school that has been classified as accredited-cited and does not correct the violation in the allowable time will be placed on probation. If a school in probationary status fails to comply within the allotted timeframe,

the school falls into loss of accreditation status. A school or district that is in loss of accreditation status for two years is subject to dissolution and annexation. The two-year period begins on the date the school was placed on probation.

The District currently meets all standards and policies and is fully accredited.

Schools that meet the standards of the AdvancEd (“AE”) may, upon request, be admitted to AE membership. Eligible schools in Arkansas and other states hold membership in the AE. All schools are members of the AE.

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

<u>Year</u>	<u>Real Estate</u>	<u>Personal Property</u>	<u>Utilities and Regulated Carriers</u>	<u>Total Assessed Value</u>
2015	\$ 96,081,017	\$ 144,554,160	\$ 7,557,920	\$ 248,193,097
2014	93,163,073	144,990,410	7,487,010	245,640,493
2013	92,758,430	139,278,244	7,365,620	239,402,294
2012	94,334,743	141,805,300	7,677,150	243,817,193
2011	94,002,163	132,949,510	7,418,140	234,369,813

Financial Institution Deposits. The total deposits of banks with principal offices within the boundaries of the District as of March 30 of each year shown have been as follows:

<u>Year</u>	<u>Bank Deposits</u>
2015	\$ 158,129,000
2014	161,007,000
2013	156,442,000
2012	164,864,000
2011	162,651,000

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

<u>Company</u>	<u>Business or Product</u>	<u>Approximate Number of Employees</u>
Georgia Pacific Corporation	Consumer, Building and Chemical Products Divisions	1247
Crossett School District	Public Schools	255
City of Crossett	City Government	89
Ashley County Medical Center	Hospital	150-180
Wal-Mart	Retail	150-200
Bemis Company	Packaging Products	150-200



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

	<u>Number</u>
Superintendent and Central District Staff	12
Principals	7
Classroom Teachers	125
Other Non-Teaching Personnel	111
TOTAL	<u>255</u>

Approximately twenty-five percent (25%) of the District's employees belong to organized unions. The total number of employees has not varied by more than fifteen percent (15%) within the previous three years.

### DEBT STRUCTURE

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

The present outstanding debt of the District is as follows:

<u>Date of Obligations</u>	<u>Amount Outstanding Immediately After Issuance of These Bonds</u>	<u>Final Maturity</u>	<u>Tax Rate (in mills per dollar) Voted for Payment as Rolled Back After Reassessment (applicable to real estate)</u>
<b>COMMERCIAL BONDS</b>			
9/21/16	\$ 31,435,000	12/1/46	13.97

### REVOLVING LOAN BONDS AND/OR CERTIFICATES OF INDEBTEDNESS

None

### POST-DATED WARRANTS

None

## INSTALLMENT CONTRACTS

None

## LEASE-PURCHASE OBLIGATIONS

None

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

Debt Ratio. The ratio of outstanding debt after issuance of these Bonds (\$31,435,000) to current assessed valuation (\$248,193,097) will be 12.67%.

Computation of Dollar Amount of Debt Service Tax Levied. The most recent county-wide reassessment of taxable property was completed in Ashley County in 2013. **The next county-wide reassessment for Ashley County is scheduled to be completed in 2018.** For purposes of Amendment 59, the year in which the reassessment is completed is known as the "Base Year." For a general discussion of the reassessment requirement and its effect on assessed value and tax rate, see **FINANCIAL INFORMATION, Constitutional Amendment No. 59, infra.**

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

Pursuant to Act 1492 of 1999, the taxing units within the county are entitled to reimbursement of the reduction from the annual state credit. However, questions were raised concerning the constitutionality of Act 1492. On December 14, 2000, the Governor of the State called a special legislative session to head off potential lawsuits challenging Act 1492. As a result, House Bill 1002 was passed by both the House and Senate and signed by the Governor.

Under Act 1492 and House Bill 1002, the state sales tax increases from 4.625% to 5.125%. The purpose of the legislation is to raise revenue that the State will send back to school districts to replace the money they would lose as a result of the state credit. Therefore, for purposes of calculating projected revenues available for debt service discussed below, the District has assumed that it will receive debt service revenues equal to the debt service revenues it would have received prior to the adoption of Amendment No. 79.

The debt service tax levied for collection in 2016 for use in the 2016-2017 school year has been computed by multiplying the 2015 assessment (\$248,193,097) by the number of available debt service mills (13.97 mills).

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

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

<u>Fiscal Year Ending</u>	<u>Principal and Interest of These Bonds</u>	<u>Total Principal &amp; Interest of all Outstanding Bonds</u>	<u>Total Estimated Revenue Available for Debt Service</u>	<u>Coverage</u>
2017	\$ 555,221.35	\$ 555,221.35	\$ 2,407,473	4.34
2018	898,518.76	898,518.76	3,467,258	3.86
2019	1,559,818.76	1,559,818.76	3,467,258	2.22
2020	1,559,268.76	1,559,268.76	3,467,258	2.22
2021	1,563,368.76	1,563,368.76	3,467,258	2.22
2022	1,562,118.76	1,562,118.76	3,467,258	2.22
2023	1,560,568.76	1,560,568.76	3,467,258	2.22
2024	1,563,668.76	1,563,668.76	3,467,258	2.22
2025	1,561,418.76	1,561,418.76	3,467,258	2.22
2026	1,558,868.76	1,558,868.76	3,467,258	2.22
2027	1,560,968.76	1,560,968.76	3,467,258	2.22
2028	1,562,668.76	1,562,668.76	3,467,258	2.22
2029	1,563,378.13	1,563,378.13	3,467,258	2.22
2030	1,562,481.25	1,562,481.25	3,467,258	2.22
2031	1,559,928.13	1,559,928.13	3,467,258	2.22
2032	1,560,606.26	1,560,606.26	3,467,258	2.22
2033	1,560,043.76	1,560,043.76	3,467,258	2.22
2034	1,563,128.13	1,563,128.13	3,467,258	2.22
2035	1,559,843.75	1,559,843.75	3,467,258	2.22
2036	1,560,137.50	1,560,137.50	3,467,258	2.22
2037	1,558,925.00	1,558,925.00	3,467,258	2.22
2038	1,561,818.75	1,561,818.75	3,467,258	2.22
2039	1,558,818.75	1,558,818.75	3,467,258	2.22
2040	1,559,925.00	1,559,925.00	3,467,258	2.22
2041	1,560,068.75	1,560,068.75	3,467,258	2.22
2042	1,562,525.00	1,562,525.00	3,467,258	2.22
2043	1,562,175.00	1,562,175.00	3,467,258	2.22
2044	1,560,625.00	1,560,625.00	3,467,258	2.22
2045	1,562,800.00	1,562,800.00	3,467,258	2.22
2046	1,563,625.00	1,563,625.00	3,467,258	2.22
2047	1,563,100.00	1,563,100.00	3,467,258	2.22

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

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

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

## **THE RESOLUTION**

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

Bond Fund. The pledged revenues will be deposited into a Bond Fund which will be held by, or under the direction of, the District. Moneys in the Bond Fund will be used solely for the payment of principal of, interest on and Trustee's fees in connection with the Bonds, except as otherwise specifically provided in the Resolution. Any surplus of the pledged revenues over and above the amount necessary to insure the payment as due of principal of, interest on and Trustee's fees in connection with the Bonds will be released from the pledge and may be withdrawn from the Bond Fund and used for other school purposes. The Treasurer of the District will withdraw from the Bond Fund and deposit with the Trustee, on or before fifteen (15) calendar days each interest payment date and on or before fifteen (15) calendar days on or before prior to the due date of any trustee fees, moneys in an amount equal to the amount of such Bonds or interest, or Trustee's fees, for the sole purpose of paying the same, and the Trustee shall apply such moneys for such purpose.

Deposit of Sale Proceeds. The Bonds will be delivered to the Trustee upon payment by the purchaser of the Bonds in cash of the purchase price, plus accrued interest from the date of the Bonds to the date of delivery ("total sale proceeds"). The amount sufficient to accomplish the refunding of the Bonds Being Refunded shall be applied for such purpose. The amount sufficient to pay the costs and expenses of issuing the Bonds shall be applied for such purpose. The balance of the total sale proceeds will be deposited to the Construction Fund created in the Resolution (the "Construction Fund"). Amounts in the Construction Fund will be disbursed for costs and expenses of the Project (including interest on the Bonds during the Construction period) upon filing in the official records pertaining to said Fund of a certificate of the District setting forth the information provided for in the Resolution.

Investments. (a) The District may, from time to time, invest moneys held for the credit of the Bond Fund in Authorized Investments or in bank certificates of deposit.

(b) The District may from time to time invest moneys held for the creation of the Bond Fund in Authorized Investments or in bank certificates of deposit the principal of and interest on which are fully guaranteed by the Federal Deposit Insurance Corporation.

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

(d) The term "Authorized Investments" means direct obligations of the United States of America as obligations the principal of and interest on which are fully guaranteed by the United States of America or units of participation in a common trust fund created pursuant to the Local Government and Investment Trust Act (Subchapter 3 of Chapter 8, Title 19, Code of 1987).

Trustee. The Trustee was designated by the Underwriter.

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

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

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

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

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

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

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

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

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

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

## FINANCIAL INFORMATION

Sources and Uses of Funds. The following combined summary of Revenues, Expenditures and Fund Balances are taken from the District's 2015, 2014 and 2013 Audits. For complete information concerning the District, please review the actual Audits at <http://www.arklegaudit.gov/>.

### Year Ending June 30

Source of Revenues	2015	2014	2013
<b>Revenues</b>			
Property taxes	\$ 7,982,133	\$ 7,907,001	\$ 7,821,071
State Assistance	7,045,551	7,286,391	7,255,758
Federal Assistance	85,791	59,020	59,073
Activity Revenues	98,160	138,650	131,361
Investment Income	29,541	34,967	47,320
Other revenues	358,418	438,241	232,171
<b>Total Revenues</b>	<b>\$ 15,599,594</b>	<b>\$ 15,864,270</b>	<b>\$ 15,546,754</b>
<b>Expenditures</b>			
Regular Programs	6,211,895	6,362,181	6,797,545
Special Education	537,845	556,655	629,147
Workforce Education	442,849	451,048	532,161
Compensatory Education	104,533	54,104	162,031
Other Instructional Programs	340,066	394,948	627,988
Support Services	5,349,506	5,307,323	5,738,421
Community Service	0	0	17
Facilities acquisition and const.	95,445	77,447	0
Non-programmed costs	0	142	327
Activity expenditures	117,333	189,771	75,554
Principal retirement	1,915	27,550	26,081
Interest and fiscal changes	20	957	2,426
<b>Total Expenditures</b>	<b>\$ 13,201,407</b>	<b>\$ 13,422,126</b>	<b>\$ 14,591,698</b>
Excess of Revenues Over (Under) Expenditures	2,398,187	2,442,144	955,056
Other Financing Sources (Uses)	(2,397,242)	(2,403,170)	(870,547)
Excess of Revenues and Other Sources Over (Under) Expenditures and Other Uses	945	38,974	84,509
Fund Balance, Beginning of Year	\$ 3,555,597	\$ 3,516,623	\$ 3,432,114
Fund Balance, End of Year	\$ 3,556,542	\$ 3,555,597	\$ 3,516,623



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

<u>School Year</u>	<u>School Tax Levied</u>	<u>School Tax Collected</u>	<u>Rate of Collections (net of collection fees)</u>
2014-2015	\$ 9,736,165	\$ 7,982,133	81.98 %
2013-2014	8,770,104	7,920,766	90.32 %
2012-2013	8,460,282	7,833,762	92.92 %
2011-2012*	8,202,230	6,700,345*	81.69 %
2010-2011	8,080,621	7,898,686	97.75 %

\*In 2011-2012, the District did not accrue the 40% pullback due to a new state law, which caused a one-time decrease in taxes of \$1.3 million.

5-year average rate of collections – 88.70%

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

<u>Name of Overlapping Entity</u>	<u>Total Tax Rate (in mills)</u>
Ashley County	7.3
City of Crossett	7.7

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

Amendment No. 59 provides that, except as otherwise provided therein in connection with the transition period following a county-wide reassessment (see Constitutional Amendment Nos. 59 and 79, infra), (1) residential property used solely as the principal place of residence of the owner shall be assessed in accordance with its value as a residence, (2) land (but not improvements thereon) used primarily for agricultural, pasture, timber, residential and commercial purposes shall be assessed upon

the basis of its value for such use, and (3) all other real and tangible personal property subject to taxation shall be assessed according to its value (the Arkansas Supreme Court has held that the unqualified word "value," as used in a prior, substantially identical, constitutional provision, means "current market value").

(b) Property owned by public utilities and common carriers and "used and/or held for use in the operation of the company ..." is assessed for tax purposes by the Tax Division of the Arkansas Public Service Commission. A. C. A. § 26-26-1605 (1997 Repl.) provides that the Tax Division "shall assess the property at its true and full market or actual value" and that all utility property of a company, whether located within or without the State of Arkansas, is to be valued as a unit. Annually, the company files a report with the Tax Division. The Tax Division reviews these reports, along with other reports (such as reports to shareholders, the Federal Communications Commission, the Federal Energy Regulatory Commission and the Interstate Commerce Commission), to determine the value of the property. Valuation is currently made on the basis of a formula, as set forth in A.C.A. § 26-26-1607 (2012 Repl.), with consideration given to (i) original cost less depreciation, replacement cost less depreciation or reconstruction cost less depreciation; (ii) market value of capital stock and funded debt; and (iii) capitalization of income. As provided in A.C.A. § 26-26-1611 (2012 Repl.), once the value of a company's property as a unit is determined, the Tax Division removes the value allocable to out-of-state property and assigns the remainder among Arkansas taxing units on the basis of value within each jurisdiction. The Tax Division certifies the assessment to the county assessor who enters the assessment as certified on the county assessment roll. County officials have no authority to change such assessment. See **LEGAL MATTERS**, Legal Proceedings.

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

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

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

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

(d) If a homestead is purchased or constructed on or after January 1, 2001 by a disabled person or by a person over age 65, then that parcel will be assessed based on the lower of the assessed value as of the date of purchase (or construction) or a later assessed value. If a person is disabled or is at least

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

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

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

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

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

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

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

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

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

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

Legislative studies indicated that the effect of the Court-ordered reassessment would be to substantially increase real estate assessments in most or all counties of the State, with the result being, if tax rates remained the same, to substantially increase real estate taxes. The Arkansas General Assembly submitted to the electors of the State a proposed Constitutional amendment designed to prevent the substantial tax increase that would otherwise result from the reassessment. The proposed Amendment was approved at the 1980 General Election and is now Amendment No. 59 to the Arkansas Constitution.

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

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

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

The General Assembly, in Act No. 848 of 1981, implemented the procedures of Amendment No. 59. A. C. A. § 26-26-404 (2012 Repl. ), provides that the computation is to be made separately for each tax source or millage levy (in the case of the school districts this would require separate computations for operation and maintenance millage and debt service millage), with the new tax rate for each millage levy to be rounded up to the nearest 1/10 mill. In the case of debt service millage, the tax rate as so adjusted will continue as the continuing annual tax rate until retirement of the bonds to which pledged. The adjusted rate for operation and maintenance millage would be subject to change at each annual school election in accordance with law.

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

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

"The General Assembly shall, by law, provide for procedures to be followed with respect to adjusting ad valorem taxes or millage pledged for bonded indebtedness purposes, to assure that the adjusted or rolled-back rate of tax or millage levied for bonded indebtedness purposes will, at all times, provide a level of income sufficient to meet the current requirements of all principal, interest, Paying Agent's fees, reserves, and other requirements of the bond indenture."

A.C.A. § 26-26-402(b) (2012 Repl.) provides:

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

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

Major Taxpayers. For 2015 taxes levied for collection in 2016 (based on the 2015 assessed valuation), Georgia Pacific Corporation and its affiliates will provide approximately 55% of the local school district tax.

## LEGAL MATTERS

Litigation Over State Funding for Schools. In an Order issued November 9, 1994, the Honorable Annabelle C. Imber held that the existing state funding system for public education violated the equal

protection provision of the Arkansas Constitution and violated Article 14, §1 of the Arkansas Constitution by “failing to provide a general, suitable and efficient system of free public education.” Lake View School Dist. No. 25 of Phillips County, Arkansas v. Jim Guy Tucker, Case No. 92-5318 (1994). Judge Imber stayed the effect of her judgment for two years to allow the General Assembly to adopt and implement legislation consistent with her Order. The case was appealed to the Arkansas Supreme Court. The Supreme Court remanded the case back to the Chancery Court to determine whether the present system of public school finance is in compliance with Judge Imber’s original Order and whether the amount of funding is sufficient to provide all Arkansas students with an adequate education. On May 25, 2001, the Chancery Court ruled that the present system of school funding was inequitable and inadequate under the Arkansas Constitution. On November 21, 2002, the Arkansas Supreme Court affirmed the Chancery Court and held the current school funding system unconstitutional. In order to allow the General Assembly and the Department of Education time to correct the constitutional disability, the Court stayed the issuance of its mandate until January 1, 2004. On January 2, 2004, the Lake View School District, the Class Member, filed a Motion for Writ of Prohibition, requesting that the Supreme Court prohibit the State from spending money until the State corrected the unconstitutional school system. The Class Member also requested that all funds appropriated by the State for the purpose of supporting the school system be held in escrow until the unconstitutional system was corrected. On January 22, 2004, the Supreme Court issued an opinion recalling its mandate and ruling that there had been noncompliance with its November 21, 2002 opinion. As a result, the Court appointed two special masters, charged with the responsibility of overseeing legislative actions regarding school finance. The masters issued their report on April 2, 2004. The Court, on June 18, 2004, released jurisdiction of the case. On April 14, 2005, the Rogers School District of Benton County, Arkansas, asked the Court to reopen the Lake View case, arguing that lawmakers “reverted back to their old ways” and had failed to follow the Court’s mandate to fund public education adequately. The Rogers School District maintained that the Arkansas General Assembly had not increased foundation funding as it had promised in the extraordinary session of 2004. On April 25, 2005, four additional petitions were filed with the Court by a combined 46 districts asking the Court to reopen the Lake View case. On June 9, 2005, the Court once again reopened the case and reappointed the two special masters to assess whether the Governor and the General Assembly had complied with the Lake View ruling. On October 3, 2005, the masters issued their findings and concluded that the General Assembly had not complied with the Lake View ruling and has not made education the State’s first priority. The Supreme Court agreed with the masters and held that the General Assembly had retreated from its prior actions to comply with the Court’s directives in Lake View and that the public school funding system continued to be inadequate. The Supreme Court further held that the public schools are operating under a constitutional infirmity which must be corrected immediately. The Court stayed the issuance of its mandate until December 1, 2006 to allow the necessary time to correct the constitutional deficiencies. In April 2006, the General Assembly met in special session to address some of the Court’s concerns. The General Assembly appropriated more money to the State Department of Education for public school operation and school buildings. The General Assembly, among other things, also increased per student funding and the minimum teacher salary schedule. On December 1, 2006, the Supreme Court ruled that it would keep jurisdiction over the case and reappointed the two special masters to evaluate whether the State met the constitutional requirements of an adequate and equitable education system. The Court delayed the case deadline for 180 days, to give the State time to provide documents, the masters time to evaluate the State’s actions and the Court time to rule. **On May 31, 2007, the Court concluded that the system of public school financing is now in constitutional compliance.**

At the 1996 general election, a Constitutional Amendment was passed (“Amendment No. 74”) which establishes a statewide 25-mill property tax minimum for maintenance and operation of the public schools (the “Uniform Rate of Tax”). The Uniform Rate of Tax replaces that portion of local school

district ad valorem taxes available for maintenance and operation. The Uniform Rate of Tax is to be collected in the same manner as other school property taxes, but the revenues generated from the Uniform Rate of Tax are remitted to the State Treasurer for distribution to the school districts. The method for distributing the state aid back to the individual school districts, and the authorized uses of the state aid once received by the school districts are set forth in Act 1300 of 1997.

Legal Proceedings. No litigation is pending, or to the best knowledge of the District threatened, questioning the existence of the District, its boundaries, the assessed value of taxable property located within the District, any taxes levied by the District, the title of any member of the Board of Directors to his office, or questioning the authority of the District to issue the Bonds or any proceedings relating thereto.

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

Tax Exemption. In the opinion of Wright, Lindsey & Jennings LLP, Bond Counsel, under existing law, the interest on the Bonds is exempt from Arkansas income tax and from property taxes.

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

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

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

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

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

**Current or future legislative proposals, if enacted into law, may cause interest on the Bonds to be subject, directly or indirectly, to federal income taxation or otherwise prevent holders of the Bonds from realizing the full current benefit of the tax status of such interest. President Obama’s standard budget proposal and recent legislative proposals include provisions that would limit the amount of exclusions (including tax-exempt interest) and deductions available to certain 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 Bonds. Prospective purchasers of the Bonds should consult their own tax advisors regarding any such 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 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.**

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

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

## **CONTINUING DISCLOSURE AGREEMENT**

In accordance with the requirements of Rule 15c2-12 (the “Rule”) promulgated by the Securities and Exchange Commission, as the same may be amended from time to time, the District will agree to provide,

(i) not later than ninety (90) days after the end of the District’s fiscal year, commencing with the fiscal year ending June 30, 2017, to the Municipal Securities Rulemaking Board (“MSRB”), its LEA Financial Report and certain annual financial information and operating data as follows: the information contained under **DESCRIPTION OF THE SCHOOL**



**DISTRICT**, Assessed Valuation, **DEBT STRUCTURE**, Outstanding Indebtedness, **DEBT STRUCTURE**, Debt Service Schedule and Coverage, **FINANCIAL INFORMATION**, Sources and Uses of Funds, and **FINANCIAL INFORMATION**, Collection of Taxes (the “Annual Report”).

(ii) within ninety (90) days after the audit has been completed and received by the District, to the MSRB, a copy of the District’s audit.

(iii) to the MSRB, notice of the occurrence of any of the following events with respect to the Bonds, in a timely manner not in excess of ten (10) business days after the occurrence of such event:

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

The District may from time to time choose to provide notice of the occurrence of certain other

events, in addition to those listed above, if, in the judgment of the District, such other event is material with respect to the Bonds.

The foregoing information, data and notices can be obtained from Gary Williams, Superintendent, 219 Main Street, Crossett, Arkansas 71671; (870) 364-3112.

The District reserves the right to modify from time to time the specific types of information provided or the format of the presentation of such information, to the extent necessary or appropriate in the judgment of the District, provided that, the District agrees that any such modification will be done in a manner consistent with the Rule. The District reserves the right to terminate its obligation to provide annual financial information and notices of material events, as set forth above, if and when the District no longer remains an obligated person with respect to the Bonds within the meaning of the Rule. The District acknowledges that its undertaking pursuant to the Rule described under this heading is intended to be for the benefit of the beneficial owners of the Bonds.

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

#### **CONTINUING DISCLOSURE PAST COMPLIANCE**

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

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**Annual Financial Information and  
Operating Data  
("Annual Report")**

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

<b>Fiscal Year</b>			<b>Status of Material</b>
<b><u>Ending June 30</u></b>	<b><u>Submittal Deadline</u></b>	<b><u>Date Filed</u></b> <sup>(1)</sup>	<b><u>Compliance</u></b>
2011	09/28/11	07/19/11	Compliant
2012	09/28/12	07/17/12	Compliant
2013	09/28/13	07/22/13	Compliant
2014	09/28/14	09/26/14	Compliant
2015	09/28/15	09/17/15	Compliant

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

**Audited Financial Statements  
("AFS")**

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

<b>Audit for</b>			<b>Status of Material</b>
<b><u>Fiscal Year</u></b>	<b><u>Audit</u></b>		<b><u>Compliance</u></b>
<b><u>Ending June 30</u></b>	<b><u>Release Date</u></b>	<b><u>Date Filed</u></b> <sup>(1)</sup>	
2011	02/22/11	04/13/12	Compliant
2012	03/12/12	03/19/13	Compliant
2013	04/14/13	01/30/14	Compliant
2014	03/13/15	03/30/15	Compliant
2015	03/11/16	03/22/16	Compliant

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

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## Listed Events

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

<u>The Listed Event</u>	<u>Audit Release Date</u>	<u>Date Filed<sup>(1)</sup></u>	<u>Status of Material Compliance</u>
Moody's Rating Action	04/10/13	05/02/13	Filed Late
Moody's withdrawing enhanced rating	09/27/13	06/09/14	Filed Late
Call Notice (Series 10-1-09)	03/21/13	08/08/2016	Filed Late
Change of Trustee (Series 3/1/06)	06/16/14	06/16/14	Compliant

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

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

## MISCELLANEOUS

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

Underwriting. The Underwriter has purchased the Bonds from the District at public sale upon competitive bids at a price of \$30,992,972.21 (which represents the par amount of \$31,435,000 less original issue discount of \$61,373.55 less total underwriter's discount of \$380,654.24), plus accrued interest from the date of the Bonds to the date of delivery to the Underwriter, if any.

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

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

CROSSETT SCHOOL DISTRICT NO. 52 OF ASHLEY  
COUNTY, ARKANSAS

By /s/ Jason Holsclaw, Municipal Advisor

Jason Holsclaw, Municipal Advisor  
Stephens Inc.