

1 **ORDINANCE NO. _____**

2
3 **AN ORDINANCE AUTHORIZING THE ISSUANCE OF LIMITED TAX**
4 **GENERAL OBLIGATION CAPITAL IMPROVEMENT BONDS; PLEDGING**
5 **TAX REVENUES SUFFICIENT TO PAY THE PRINCIPAL OF AND INTEREST**
6 **ON THE BONDS; PRESCRIBING OTHER MATTERS RELATING THERETO;**
7 **AND DECLARING AN EMERGENCY.**

8
9 **WHEREAS**, by Ordinance No. 22,132 duly adopted by the Board of Directors on May 17, 2022
10 ("Ordinance No. 22,132"), there was submitted to the qualified electors of the City of Little Rock, Arkansas
11 (the "City"), the questions of the issuance of capital improvement bonds in the following maximum amounts
12 for the following purposes as more particularly described in the ballot form contained in Ordinance No.
13 22,132: \$40,500,000 to finance Street Improvements; \$40,500,000 to finance facilities for Drainage
14 Improvements; \$19,500,000 to finance Fire Apparatus; \$37,000,000 to finance Park and Recreational
15 Improvements; \$8,500,000 to finance District Court Facility Improvements; and \$15,800,000 to finance
16 Port Industrial Park Improvements; and

17 **WHEREAS**, at the special election held on August 9, 2022, the electors approved the issuance of
18 capital improvement bonds for each of said purposes; and

19 **WHEREAS**, pursuant to Ordinance No. 22,192 duly adopted by the Board of Directors on November
20 15, 2022 ("Ordinance No. 22,192"), the City issued its Limited Tax General Obligation Capital
21 Improvement Bonds, Series 2022A in the aggregate principal amount of \$53,510,000 (the "Series 2022
22 Bonds") and its Limited Tax General Obligation Capital Improvement Bonds, Taxable Series 2022B in the
23 aggregate principal amount of \$5,055,000 (the "Series 2022B Bonds"); and

24 **WHEREAS**, the principal amount of the Series 2022A Bonds plus net original issue premium
25 (\$53,792,462) were allocated as follows: \$23,070,791.50 for Street Improvements; \$12,968,086.15 for
26 Drainage Improvements; \$7,077,503.30 for Fire Apparatus; \$10,107,994.25 for Park and Recreational
27 Improvements; and \$568,086.80 for District Court Facility Improvements; and

28 **WHEREAS**, the principal amount of the Series 2022B Bonds was allocated to Port Industrial Park
29 Improvements; and

30 **WHEREAS**, the Series 2022B Bonds matured on February 1, 2024; and

31 **WHEREAS**, the Board of Directors has determined to issue a third series of capital improvement bonds
32 in the aggregate principal amount of \$_____ designated as "City of Little Rock, Arkansas Limited Tax
33 General Obligation Capital Improvement Bonds, Series 2024A" (the "Series 2024A Bonds") for the purpose

1 of financing District Court Facility Improvements, Park and Recreational Improvements and Fire Apparatus
2 (collectively, the "Series 2024A Improvements"); and

3 **WHEREAS**, the Board of Directors has determined to issue a fourth series of capital improvement
4 bonds in the aggregate principal amount of \$_____ designated as "City of Little Rock, Arkansas
5 Limited Tax General Obligation Capital Improvement Bonds, Taxable Series 2024B" (the "Series 2024B
6 Bonds") for the purpose of financing Port Industrial Park Improvements; and

7 **WHEREAS**, the Series 2024A Bonds and the Series 2024B Bonds (collectively, the "Series 2024
8 Bonds") are being issued pursuant to Ordinance No. 22,192 as "Additional Parity Bonds" thereunder; and

9 **WHEREAS**, the City has fixed, established and levied an ad valorem tax on taxable property located
10 within the City at the rate of 3.0 mills on the dollar of assessed valuation (the "Special Tax") which will,
11 subject to rollback as provided in Amendment No. 59 to the Arkansas Constitution ("Amendment 59"),
12 constitute a continuing annual tax to be collected each year so long as necessary to pay the principal of and
13 interest on the Series 2022 Bonds and the Series 2024 Bonds; and

14 **WHEREAS**, the City has made arrangements for the sale of the Series 2024A Bonds to Stephens Inc.
15 and Crews & Associates, Inc. (the "Underwriters"), at a price of \$_____ (principal amount less
16 Underwriters' discount of \$_____ plus net original issue premium of \$_____) (the "Series
17 2024A Purchase Price"), pursuant to a Bond Purchase Agreement between the Underwriters and the City
18 (the "Bond Purchase Agreement"), which has been exhibited to and is before the Board of Directors at the
19 meeting at which this Ordinance is adopted; and

20 **WHEREAS**, the City has made arrangements for the sale of the Series 2024B Bonds to the
21 Underwriters, at a price of \$_____ (principal amount less Underwriters' discount of \$_____) (the
22 "Series 2024B Purchase Price"), pursuant to the Bond Purchase Agreement; and

23 **WHEREAS**, the Preliminary Official Statement dated November 12, 2024, offering the Series 2024
24 Bonds for sale (the "Preliminary Official Statement"), has been exhibited to and is before the Board of
25 Directors at the meeting at which this Ordinance is adopted; and

26 **WHEREAS**, the Continuing Disclosure Agreement (the "Disclosure Agreement"), providing for the
27 ongoing disclosure obligations of the City with respect to the Series 2024 Bonds, has been exhibited to and
28 is before the Board of Directors at the meeting at which this Ordinance is adopted;

29 **NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF DIRECTORS OF THE CITY**
30 **OF LITTLE ROCK, ARKANSAS:**

31 **Section 1.** The Series 2024 Bonds are hereby sold to the Underwriters at the purchase prices specified
32 above. The Bond Purchase Agreement, in substantially the form exhibited to this meeting, is approved and
33 confirmed. The Mayor is hereby authorized and directed to execute and deliver the Bond Purchase

1 Agreement for and on behalf of the City and to take all action required on the part of the City to fulfill its
2 obligations under the Bond Purchase Agreement.

3 **Section 2.** The Preliminary Official Statement is hereby approved and the previous use of the
4 Preliminary Official Statement by the Underwriters in connection with the sale of the Series 2024 Bonds is
5 in all respects authorized, approved and confirmed. The Mayor is hereby authorized and directed, for and
6 on behalf of the City, to execute a final official statement and deliver the same to the Underwriters for use
7 in connection with the sale of the Series 2024 Bonds as set forth in the Bond Purchase Agreement.

8 **Section 3.** The Disclosure Agreement, in substantially the form submitted to this meeting, is
9 approved, and the Mayor is hereby authorized and directed to execute and deliver the Disclosure Agreement
10 for and on behalf of the City. The Mayor and other officials of the City are authorized and directed to take
11 all action required on the part of the City to fulfill the City's obligations under the Disclosure Agreement.

12 **Section 4.** Under the authority of the Constitution and laws of the State of Arkansas, including
13 particularly Amendment No. 62 to the Constitution of the State of Arkansas, and Title 14, Chapter 164,
14 Subchapter 3 of the Arkansas Code of 1987 Annotated, the Series 2024 Bonds are hereby authorized and
15 ordered issued in the following principal amounts: \$_____ of Series 2024A Bonds and \$_____
16 of Series 2024B Bonds. The proceeds of the Series 2024A Bonds shall be used to finance the Series 2024A
17 Improvements and to pay costs of issuing the Series 2024A Bonds. The proceeds of the Series 2024B
18 Bonds shall be used to finance Port Industrial Park Improvements and to pay costs of issuing the Series
19 2024B Bonds.

20 The Series 2024 Bonds shall be dated the date of issuance and delivery to the Underwriters. Interest
21 shall be payable semiannually on February 1 and August 1 of each year commencing August 1, 2025. The
22 Series 2024 Bonds shall be fully registered bonds in the denomination of \$5,000 or an integral multiple
23 thereof. Payment of each installment of interest shall be made to the person in whose name the Series 2024
24 Bond is registered on the registration books of the City maintained by First Security Bank, Searcy,
25 Arkansas, as Trustee and Paying Agent (the "Trustee"), at the close of business on the fifteenth day of the
26 month (whether or not a business day) next preceding each interest payment date (the "Record Date"),
27 irrespective of any transfer or exchange of any such bond subsequent to such Record Date and prior to such
28 interest payment date, by check or draft mailed by the Trustee to such owner at his address on such
29 registration books; provided, however, payment of interest shall be made by wire transfer if requested by a
30 registered owner of the Series 2024 Bonds of a particular series in the aggregate principal amount of
31 \$1,000,000 or more. Principal of the Series 2024 Bonds shall be payable at the principal corporate trust
32 office of the Trustee. Each Series 2024 Bond shall have a CUSIP number but the failure of a CUSIP number
33 to appear on any Series 2024 Bond shall not affect its validity.

1 The Series 2024 Bonds of each series shall be numbered from R-1 upward in order of issuance and
2 shall mature (or become subject to mandatory sinking fund redemption) on February 1 of each year and
3 bear interest as follows:

4 **SERIES 2024A BONDS**

Maturity Date <u>(February 1)</u>	Principal Amount	Interest Rate
--------------------------------------------------	-----------------------------	--------------------------

5
6

SERIES 2024B BONDS

Maturity Date <u>(February 1)</u>	Principal Amount	Interest Rate
--------------------------------------------------	-----------------------------	--------------------------

7
8 Each Series 2024 Bond shall bear interest from the payment date next preceding the date on which it is
9 authenticated unless it is authenticated on an interest payment date, in which event it shall bear interest
10 from such date, or unless it is authenticated prior to the first interest payment date, in which event it shall

1 bear interest from its dated date, or unless it is authenticated during the period from the Record Date to the
2 next interest payment date, in which case it shall bear interest from such interest payment date, or unless at
3 the time of authentication thereof interest is in default thereon, in which event it shall bear interest from the
4 date to which interest has been paid.

5 Only such Series 2024 Bonds as shall have endorsed thereon a Certificate of Authentication
6 substantially in the form set forth in Section 5 hereof (the "Certificate") duly executed by the Trustee shall
7 be entitled to any right or benefit under this Ordinance. No Series 2024 Bond shall be valid and obligatory
8 for any purpose unless and until the Certificate shall have been duly executed by the Trustee, and the
9 Certificate of the Trustee upon any such Series 2024 Bond shall be conclusive evidence that such Series
10 2024 Bond has been authenticated and delivered under this Ordinance. The Certificate on any Series 2024
11 Bond shall be deemed to have been executed if signed by an authorized officer of the Trustee, but it shall
12 not be necessary that the same officer sign the Certificate on all of the Series 2024 Bonds.

13 **Section 5.** The Series 2024 Bonds and the Trustee’s Certificate of Authentication shall be in
14 substantially the following form with appropriate variations between the Series 2024A Bonds and the Series
15 2024B Bonds:

16 **(Form of Series 2024 Bond)**

17
18 **REGISTERED** **REGISTERED**
19 **No. _____** **\$ _____**

18 **UNITED STATES OF AMERICA**
19 **STATE OF ARKANSAS**
20 **COUNTY OF PULASKI**
21 **CITY OF LITTLE ROCK**
22 **LIMITED TAX GENERAL OBLIGATION**
23 **CAPITAL IMPROVEMENT BOND**
24 **[SERIES 2024A]**
25 **[TAXABLE SERIES 2024B]**

26 **Dated Date: _____, 2024** **Interest Rate: _____%**
Maturity Date: February 1, _____ **CUSIP: _____**
Principal Amount: _____ Dollars
Registered Owner: Cede & Co.

1 That the City of Little Rock, County of Pulaski, State of Arkansas (the "City"), for value received,
2 hereby promises to pay to the Registered Owner shown above upon the presentation and surrender hereof
3 at the principal corporate trust office of First Security Bank, Searcy, Arkansas, or its successor or
4 successors, as Trustee and Paying Agent (the "Trustee"), on the Maturity Date shown above, the Principal
5 Amount shown above, in such coin or currency of the United States of America as at the time of payment
6 shall be legal tender for the payment of public and private debts and to pay by check or draft to the
7 Registered Owner shown above interest thereon, in like coin or currency from the interest commencement
8 date described below at the Interest Rate per annum shown above, payable on each February 1 and August
9 1 after the Dated Date shown above, commencing August 1, 2025, until payment of such Principal Amount
10 or, if this bond or a portion hereof shall be duly called for redemption, until the date fixed for redemption,
11 and to pay interest on overdue principal and interest (to the extent legally enforceable) at the rate borne by
12 this bond. Payment of each installment of interest shall be made to the person in whose name this bond is
13 registered on the registration books of the City maintained by the Trustee at the close of business on the
14 fifteenth day of the month (whether or not a business day) next preceding each interest payment date (the
15 "Record Date"), irrespective of any transfer or exchange of this bond subsequent to such Record Date and
16 prior to such interest payment date. Notwithstanding the above, payment of interest shall be made by wire
17 transfer when requested by the Registered Owner hereof if it is the registered owner of bonds of this issue
18 in the aggregate principal amount of \$1,000,000 or more.

19 Unless this bond is presented by an authorized representative of The Depository Trust Company, a New
20 York corporation ("DTC"), to the Trustee for registration of transfer, exchange or payment, and any
21 certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an
22 authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is
23 required by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE
24 HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the
25 registered owner hereof, Cede & Co., has an interest herein.

26 This bond shall bear interest from the payment date next preceding the date on which it is authenticated
27 unless it is authenticated on an interest payment date, in which event it shall bear interest from such date,
28 or unless it is authenticated during the period from the Record Date to the next interest payment date, in
29 which case it shall bear interest from such interest payment date, or unless it is authenticated prior to the
30 first interest payment date, in which event it shall bear interest from the Dated Date shown above, or unless
31 at the time of authentication hereof interest is in default hereon, in which event it shall bear interest from
32 the date to which interest has been paid.

33 This bond is issued under the authority of the Constitution and laws of the State of Arkansas, including
34 particularly Amendment 62 to the Arkansas Constitution ("Amendment 62") and Title 14, Chapter 164,

1 Subchapter 3 of the Arkansas Code of 1987 Annotated (the "Authorizing Legislation"). It shall not be valid
2 unless the Certificate of Authentication shall have been signed by the Trustee.

3 This bond is one of an issue of bonds of the City designated "Limited Tax General Obligation Capital
4 Improvement Bonds, [Series 2024A] [Taxable Series 2024B]"(the "Series 2024_ Bonds") in the aggregate
5 principal amount of \$_____. The City is also issuing simultaneously with the issuance of the Series
6 2024_ Bonds, an issue of bonds of the City designated "Limited Tax General Obligation Capital
7 Improvement Bonds, [Series 2024A] [Taxable Series 2024B] in the aggregate principal amount of
8 \$_____ (the "Series 2024_ Bonds"). The Series 2024A Bonds and the Series 2024B Bonds are equally
9 and ratably secured and are hereafter collectively referred to as the "Bonds."

10 The Bonds are limited tax general obligations of the City, payable from the proceeds of a continuing
11 annual tax of 3.0 mills on the dollar of the assessed valuation of the taxable real and personal property in
12 the City, subject to rollback as provided in Amendment No. 59 to the Arkansas Constitution (the "Special
13 Tax"), including penalties and interest payable with respect thereto, and all payments received by the City
14 from the State of Arkansas in lieu thereof under Amendment No. 79 to the Arkansas Constitution
15 (collectively, the "Special Tax Collections"), levied by the Board of Directors under the authority of
16 Amendment 62 and the Authorizing Legislation. The City hereby pledges the Special Tax Collections for
17 the equal and ratable payment of the Bonds on a parity with the pledge in favor of the City's Limited Tax
18 General Obligation Capital Improvement Bonds, Series 2022A (the "Series 2022 Bonds"). The Special
19 Tax shall be collected with the property taxes payable in 2024 and continuing annually thereafter until all
20 of the Bonds and interest thereon have been paid in full or deemed paid in accordance with the provisions
21 of Ordinance No. 22,192 of the City duly adopted on November 15, 2022 and Ordinance No. _____ of
22 the City duly adopted on _____, 2024 (collectively, the "Authorizing Ordinance"). The City has
23 reserved the right in the Authorizing Ordinance to issue additional bonds under the Authorizing Ordinance
24 on a parity of security with the Bonds (the "Additional Parity Bonds").

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

26 This Bond is transferable by the Registered Owner shown above in person or by his attorney-in-fact
27 duly authorized in writing at the principal corporate trust office of the Trustee, but only in the manner,
28 subject to the limitations and upon payment of the charges provided in the Authorizing Ordinance, and
29 upon surrender and cancellation of this bond. Upon such transfer a new fully registered Bond or Bonds of
30 the same maturity and series, of authorized denomination or denominations, for the same aggregate
31 principal amount, will be issued to the transferee in exchange therefor. This Bond is issued with the intent
32 that the laws of the State of Arkansas shall govern its construction.

1 The City and the Trustee may deem and treat the Registered Owner shown above as the absolute owner
2 hereof for the purpose of receiving payment of or on account of principal hereof and interest due hereon
3 and for all other purposes, and neither the City nor the Trustee shall be affected by any notice to the contrary.

4 The Bonds are issuable only as fully registered bonds in the denomination of \$5,000, and any integral
5 multiple thereof. Subject to the limitations and upon payment of the charges provided in the Authorizing
6 Ordinance, fully registered bonds may be exchanged for a like aggregate principal amount of fully
7 registered bonds of the same maturity, series and interest rate of other authorized denominations.

8 The Series 2024_ Bonds are subject to special mandatory, optional and mandatory sinking fund
9 redemption prior to maturity as follows:

10 (1) The Series 2024_ Bonds shall be redeemed from Surplus Tax Collections (hereinafter defined) to
11 the extent available therefor, on each February 1, in inverse order of maturity (and by lot within a maturity
12 in such manner as the Trustee may determine), in whole or in part, at a redemption price equal to the
13 principal amount being redeemed plus accrued interest to the redemption date. Surplus Tax Collections are
14 the Special Tax Collections in excess of the amount necessary to (1) make the next two interest payments,
15 the next principal payment, the Trustee's fees and expenses and other administrative charges with respect
16 to the Bonds, the Series 2022 Bonds and the Additional Parity Bonds and (2) pay any arbitrage rebate due
17 under Section 148(f) of the Internal Revenue Code of 1986, as amended.

18 While the Series 2022 Bonds are outstanding, the City shall apply 100% of the Surplus Tax Collections
19 to the redemption of the Series 2022 Bonds. Thereafter, Surplus Tax Collections shall be used to redeem
20 the Series 2024B Bonds. Once the Series 2022 Bonds and the Series 2024B Bonds are no longer
21 outstanding, Surplus Tax Collections shall be used to redeem the Series 2024A Bonds, and after the Series
22 2024A Bonds are no longer outstanding, Surplus Tax Collections shall be used to redeem Additional Parity
23 Bonds. In the event of a redemption from Surplus Tax Collections, the bonds of a particular series shall be
24 redeemed in inverse order of maturity and by lot within a maturity in such manner as the Trustee shall
25 determine.

26 In case of any defeasance of the Bonds, redemption of defeased Bonds shall be scheduled on the basis
27 of mandatory redemption requirements and assuming annual Special Tax Collections in an amount equal
28 to receipts for the most recent twelve-month period.

29 (2) The Series 2024_ Bonds may be redeemed at the option of the City on and after _____ 1, 20___,
30 from funds from any source, in whole or in part at any time, at a redemption price equal to the principal
31 amount being redeemed plus accrued interest to the redemption date. If fewer than all of the Series 2024_
32 Bonds shall be called for redemption, the particular maturities and interest rates of the Series 2024_ Bonds
33 to be redeemed shall be selected by the City in its discretion. If fewer than all of the Series 2024_ Bonds

1 of any one maturity and interest rate shall be called for redemption, the particular Series 2024_ Bonds or
2 portion thereof to be redeemed from such maturity and interest rate shall be selected by lot by the Trustee.

3 (3) To the extent not previously redeemed, the Series 2024_ Bonds maturing February 1 in the years
4 ____ and ____ are subject to mandatory sinking fund redemption by lot in such manner as the Trustee may
5 determine, on February 1 in the years and in the amounts set forth below, at a redemption price equal to the
6 principal amount being redeemed plus accrued interest to the date of redemption:
7

8 **Series 2024_ Bonds Maturing February 1, 20__**

Years

Principal Amounts

9
10 **Series 2024_ Bonds Maturing February 1, 20__**

Years

Principal Amounts

11
12 (4) Bonds of denominations greater than \$5,000 may be redeemed partially in the amount of \$5,000 or
13 any integral multiple thereof.

14 (5) Notice of redemption identifying the Bonds or portions thereof to be redeemed shall be given by
15 the Trustee, not less than thirty nor more than sixty days prior to the date fixed for redemption, by mailing
16 a copy of the redemption notice by first class mail, postage prepaid, to all registered owners of Bonds to be
17 redeemed. Failure to mail an appropriate notice or any such notice to one or more registered owners of
18 Bonds to be redeemed shall not affect the validity of the proceedings for redemption of other Bonds as to
19 which notice of redemption is duly given and in proper and timely fashion. All such Bonds or portions
20 thereof thus called for redemption shall cease to bear interest on and after the date fixed for redemption,
21 provided funds for their redemption are on deposit with the Trustee at that time. With respect to notice of
22 redemption of the Bonds, unless moneys sufficient to pay the principal of and interest on the Bonds to be
23 redeemed shall have been received by the Trustee prior to the giving of such notice, such notice shall state
24 that such redemption shall be conditional upon the receipt of such moneys by the Trustee on or prior to the
25 date fixed for such redemption. If such moneys shall not have been so received, such notice shall be of no
26 force and effect, the City shall not redeem such Bonds and the Trustee shall give notice, in the manner in
27 which the notice of redemption was given, that such moneys were not so received.

28 IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things
29 required to exist, happen and be performed precedent to and in the issuance of this bond have existed, have

1 happened and have been performed in due time, form and manner as required by law; that the indebtedness
2 represented by this bond and the issue of which it forms a part does not exceed any constitutional or
3 statutory limitation; and that a tax sufficient to pay the Bonds has been duly levied in accordance with
4 Amendment 62 and the Authorizing Legislation and made payable annually until all of the Bonds and
5 interest thereon have been fully paid and discharged.

6 IN WITNESS WHEREOF, the City has caused this bond to be executed by its Mayor and City Clerk,
7 thereunto duly authorized, and its corporate seal to be impressed hereon all as of the Dated Date shown
8 above.

9 **CITY OF LITTLE ROCK, ARKANSAS**

10
11 By _____
12 **Mayor**

13 **ATTEST:**

14
15 By _____
16 **City Clerk**

17
18 **(SEAL)**

19
20 **CERTIFICATE OF AUTHENTICATION**

21
22 This bond is one of the bonds described in the within mentioned Authorizing Ordinance and is one of
23 the Limited Tax General Obligation Capital Improvement Bonds, [Series 2024A] [Taxable Series 2024B],
24 of the City of Little Rock, Arkansas.

25
26 Date of Authentication: _____

27
28 **FIRST SECURITY BANK**

29 **Searcy, Arkansas**

30 **Trustee**

31
32 By: _____

33 **Authorized Officer**

34
35 (A Form of Assignment shall be attached to the Series 2024 Bonds.)

1 **Section 6.** For the prompt payment of the Series 2024 Bonds with interest, the City pledges collections
2 of the Special Tax (levied at the rate of 3.0 mills, subject to rollback as provided in Amendment 59) that it
3 receives, including penalties and interest payable with respect thereto, and all payments received by the
4 City from the State of Arkansas in lieu thereof under Amendment No. 79 to the Arkansas Constitution
5 (collectively, the "Special Tax Collections"). The pledge of Special Tax Collections in favor of the Series
6 2024 Bonds is on a parity with the pledge in favor of the Series 2022 Bonds. The Series 2024 Bonds are
7 being issued as "Additional Parity Bonds" under Ordinance No. 22,192 and shall be a part of the "Bonds"
8 within the meaning of such Ordinance. In this regard, all provisions of Ordinance No. 22,192 pertaining to
9 the "Bonds" shall inure and appertain to the Series 2024 Bonds to the same extent and with like force and
10 effect as if herein set out in full. The effect of the above provisions shall be to continue the applicable
11 provisions of Ordinance No. 22,192 in full force and effect after the Series 2022 Bonds are paid or provision
12 is made therefor.

13 **Section 7.** The Series 2024 Bonds shall be callable for payment prior to maturity in accordance with
14 the terms set out in the Series 2024 Bond form in Section 5 of this Ordinance.

15 **Section 8.** When the Series 2024A Bonds have been executed and sealed as herein provided, they
16 shall be delivered to the Trustee, which shall authenticate them and deliver them to the Underwriters upon
17 payment of the Series 2024A Purchase Price. The expenses of issuing the Series 2024A Bonds as set forth
18 in the delivery instructions to the Trustee signed by the Mayor and City Clerk (the "Delivery Instructions")
19 shall be paid from the Series 2024A Purchase Price.

20 The balance of the Series 2024A Purchase Price shall be deposited into three special accounts of the
21 City hereby created in the Trustee (each a "2024A Construction Fund" and collectively, the "2024A
22 Construction Funds"). Moneys shall be allocated among the 2024A Construction Funds in proportion to
23 the principal amount of Series 2024A Bonds allocated for each purpose. Each 2024A Construction Fund
24 shall be designated to reflect the purpose, e.g., "District Court Facility Construction Fund." The amounts
25 credited to each 2024A Construction Fund shall be expended to accomplish the purpose for which the
26 account was created. Costs of issuing the Series 2024A Bonds and other expenses not specific to any one
27 purpose shall be joint obligations to be paid from each 2024A Construction Fund in proportion to the initial
28 moneys credited thereto.

29 Disbursements shall be made from each 2024A Construction Fund on the basis of requisitions which
30 shall specify: the name of the person, firm or corporation to whom payment is to be made; the amount of
31 the payment; and the purpose by general classification of the payment. Each requisition must be signed by
32 the Chief Financial Officer or Comptroller of the City or such person or persons serving on an interim basis
33 in such offices. The Trustee shall keep records as to all payments made from the 2024A Construction
34 Funds.

1 Moneys in each 2024A Construction Fund shall also be used to pay the principal of and interest on the
2 Series 2024A Bonds when due if moneys in the Bond Fund are not sufficient for that purpose.

3 **Section 9.** When the Series 2024B Bonds have been executed and sealed as herein provided, they
4 shall be delivered to the Trustee, which shall authenticate them and deliver them to the Underwriters upon
5 payment of the Series 2024B Purchase Price. The expenses of issuing the Series 2024B Bonds as set forth
6 in the Delivery Instructions shall be paid from the Series 2024B Purchase Price.

7 The balance of the Series 2024B Purchase Price shall be deposited in a special account of the City
8 hereby created in the Trustee designated the "2024B Port Industrial Park Construction Fund" (the "2024B
9 Construction Fund"). Moneys credited to the 2024B Construction Fund shall be used to accomplish Port
10 Industrial Park Improvements and to pay expenses of issuing the Series 2024B Bonds.

11 Disbursements shall be made from the 2024B Construction Fund on the basis of requisitions which
12 shall specify: the name of the person, firm or corporation to whom payment is to be made; the amount of
13 the payment; and the purpose by general classification of the payment. Each requisition must be signed by
14 the Chief Financial Officer or Comptroller of the City or such person or persons serving on an interim basis
15 in such offices. The Trustee shall keep records as to all payments made from the 2024B Construction Fund.

16 Moneys in the 2024B Construction Fund shall also be used to pay the principal of and interest on the
17 Series 2024B Bonds when due if moneys in the Bond Fund are not sufficient for that purpose.

18 **Section 10.** Moneys held for the credit of the 2024A Construction Funds and the 2024B Construction
19 Fund may be invested and reinvested in Permitted Investments (as defined in Ordinance No. 22,192) or
20 other investments permitted by Arkansas law, which shall mature, or which shall be subject to redemption
21 by the holder thereof, at the option of such holder, not later than the date or dates when such money will be
22 required for the purposes intended. The Trustee may so invest and reinvest pursuant to the direction of the
23 City and in the Trustee's discretion in the absence of any direct instructions from the City.

24 **Section 11.** (a) The City covenants that it shall not take any action or suffer or permit any action to be
25 taken or condition to exist which causes or may cause the interest payable on the Series 2024A Bonds to
26 be included in gross income for federal income tax purposes. Without limiting the generality of the
27 foregoing, the City covenants that the proceeds of the sale of the Series 2024A Bonds and the Special Tax
28 Collections will not be used directly or indirectly in such manner as to cause the Series 2024A Bonds to be
29 treated as "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as
30 amended (the "Code").

31 (b) The City represents that it has not used or permitted the use of, and covenants that it will not use or
32 permit the use of the Series 2024A Improvements financed by the Series 2024A Bonds or the proceeds of
33 the Series 2024A Bonds, in such manner as to cause the Series 2024A Bonds to be "private activity bonds"
34 within the meaning of Section 141 of the Code. In this regard, the City covenants that (i) it will not use

1 (directly or indirectly) the proceeds of the Series 2024A Bonds to make or finance loans to any person, and
2 (ii) that while the Series 2024A Bonds are outstanding the Series 2024A Improvements financed by the
3 Series 2024A Bonds will only be used by state and local governmental entities and by persons on a basis
4 as members of the general public.

5 (c) The City covenants that it will not reimburse itself from Series 2024A Bond proceeds for any costs
6 paid prior to the date the Series 2024A Bonds are issued except in compliance with United States Treasury
7 Regulation § 1.150-2 (the "Regulation"). This Ordinance shall constitute an "official intent" within the
8 meaning of the Regulation.

9 (d) The City covenants that it will, in compliance with the requirements of Section 148(f) of the Code,
10 pay with moneys in the Bond Fund to the United States Government in accordance with the requirements
11 of Section 148(f) of the Code, from time to time, an amount equal to the sum of (1) the excess of (A) the
12 amount earned on all Non-purpose Investments (as therein defined) attributable to the Series 2024A Bonds,
13 other than investments attributable to such excess over (B) the amount which would have been earned if
14 such Non-purpose Investments attributable to the Series 2024A Bonds were invested at a rate equal to the
15 Yield (as defined in the Code) on the Series 2024A Bonds, plus (2) any income attributable to the excess
16 described in (1), subject to the exceptions set forth in Section 148 of the Code. The City further covenants
17 that in order to assure compliance with its covenants herein, it will employ a qualified consultant to advise
18 the City in making the determination required to comply with this subsection (d). Anything herein to the
19 contrary notwithstanding this provision may be modified or rescinded if in the opinion of Bond Counsel
20 such modification or rescission will not affect the tax-exempt status of the Series 2024A Bonds for federal
21 income tax purposes.

22 **Section 12.** The City covenants that it will take no action which would cause the Series 2024A Bonds
23 to be "federally guaranteed" within the meaning of Section 149(b) of the Code. The City further covenants
24 that it will submit to the Secretary of the Treasury of the United States, not later than the 15th day of the
25 second calendar month after the close of the calendar quarter in which the Series 2024A Bonds are issued,
26 a statement concerning the Series 2024A Bonds which contains the information required by Section 149(e)
27 of the Code.

28 **Section 13. Severability.** In the event any title, section, paragraph, item, sentence, clause, phrase, or
29 word of this ordinance is declared or adjudged to be invalid or unconstitutional, such declaration or
30 adjudication shall not affect the remaining portions of the ordinance which shall remain in full force and
31 effect as if the portion so declared or adjudged invalid or unconstitutional was not originally a part of the
32 ordinance.

33 **Section 14. Repealer.** All laws, ordinances, resolutions, or parts of the same that are inconsistent with
34 the provisions of this ordinance are hereby repealed to the extent of such inconsistency.

1 **Section 15. Emergency Clause.** *It is hereby ascertained and declared that the improvements to be*
2 *financed with proceeds of the Bonds are immediately needed for the preservation of the public peace, health*
3 *and safety and to remove existing hazards thereto. Such improvements cannot be accomplished without*
4 *the issuance of the Bonds, which cannot be sold at the interest rates specified herein unless this ordinance*
5 *is immediately effective. Therefore, it is declared that an emergency exists and this ordinance being*
6 *necessary for the preservation of the public peace, health and safety shall be in force and take effect*
7 *immediately upon and after its passage.*

8 **PASSED: November 19, 2024**

9 **ATTEST:**

APPROVED:

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11 _____
12 **Allison Segars, Acting City Clerk**
13 **APPROVED AS TO LEGAL FORM:**

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15 _____
16 **Thomas M. Carpenter, City Attorney**

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