

RECORDS AND PROCEEDINGS

A regular meeting of the Board of Education of the Pulaski County Special School District was held at 925 East Dixon Road on the 9th day of June, 2009. The following business was transacted:

Opening
6/09/09

President Tim Clark called the meeting to order at 6:05 pm.

Present: Mrs. Shana Chaplin, Mr. Tim Clark, Mrs. Mildred Tatum, Mr. Bill Vasquez, Ms. Gwen Williams, Mr. Charlie Wood, and Acting Superintendent Rob McGill

Absent: Mr. Danny Gililand

The National Anthem was a pre-recorded rendition by the Jacksonville Middle School Boys.

Special Recognition
6/09/09

Good Apple Award Emily Johnson, a second grade teacher at Oak Grove Elementary School, was awarded the Good Apple Award.

Certificates of Achievement Mary Woodruff, Media Specialist at Baker Elementary, was presented a Certificate of Achievement for being chosen the Arkansas Association of Instructional Media, 2009 School Library Media Specialist of the Year.

Sarah Tangog, a 5th grade student at Arnold Drive Elementary, was presented a Certificate of Achievement for winning 1st place in the Pulaski County Arbor Day Poster Contest in addition to winning 4th place in the state.

Students of the Odyssey of the Mind Program at Sherwood Elementary were presented a Certificate of Achievement for placing ninth place in the World Competition. Dr. Humphries was commended for the excellent accomplishments her program and students make each year.

First United Methodist Church of Jacksonville and the McArthur Assembly of God Church of Jacksonville were presented Certificates of Achievement for their volunteer hours at Jacksonville Middle School Boys.

Recognition of Retiring Employees Plaques were presented to 88 employees in honor of their retirement and in recognition of outstanding service.

Minutes
6/09/09

Ms. Williams moved, seconded by Mr. Vasquez, approval of the May 12, 2009 regular board meeting with a correction on page 13. The motion carried with the correction noted.

Reports
6/09/09

Smart Accountability Dee Cox, Ed. D., Special Assistant Commissioner with the Arkansas Department of Education, presented a report on Smart Accountability.

Restructuring Report Dr. Ruthven, Deputy Superintendent for Learning Services, provided handouts regarding Smart Accountability Models, Whole School Intensive Improvement, and School Required Interventions. Schools involved and giving reports were: Landmark Elementary School (Blaine Alexander); Taylor Elementary (Jackie Smith); Sylvan Hills High School (Danny

Ebbs); Sylvan Hills Middle School (Cherrie Walker); Fuller Middle School (Don Booth); Northwood Middle School (Kim Forrest); Robinson High School (June Haynie); North Pulaski High School (Tracy Allen); Jacksonville High School (Ken Clark); and Oak Grove High School (Joy Plants).

2008-2009
Annual Report of
Health Services

Saundra Meeks, RN, Facilitator of Health Services, presented the 2008-2009 Annual Report of Health Services.

In-District and
M-to-M Student
Enrollment Trends

Dr. Robert Clowers, Director of Accountability, presented the 2008-2009 In-District and M-to-M Student Enrollment Trends. A comprehensive survey was requested to indentify why students were leaving the District.

2008-2009 Annual
Minority Partici-
pation in Athletics
Report

Kevin Downing, District Athletic Coordinator, presented the 2008-2009 Annual Minority Participation in Athletics Report.

Johanson Report

Blair Johanson with the Johanson Group presented a report by PowerPoint and handouts regarding the Support Staff Salary Schedule.

Public Comments

6/09/09

Rizelle Aaron, a patron from Jacksonville and member of the NAACP, voiced his concerns regarding Jacksonville principals being moved. He stated that he had received a complaint regarding an incident between a teacher and student at Northwood Middle School which was taped on video and asked the Board to look into this situation.

Kirsten Elliott, Zachary Roberts, Vincent Gammill, and YaZan Al-Fanek asked for assistance from the Board and the administration regarding scheduling conflicts with the counselor at Mills University High School Studies. President Clark commented that after these students' presentation he was very proud to be a member of the school board.

Gary Fletcher, Mayor of Jacksonville, stated concerns regarding the portables being used in Jacksonville and asked that the District work with Jacksonville to establish separate boundaries for the Jacksonville School District. He stated he wanted to extend his hands out to work with the District and requested that by next month he would like to tie up loose ends regarding the complications in the desegregation case regarding portables and boundaries.

Chip McCulley, City Planner for Jacksonville, thanked Gary Beck, Gerald Tatum, Jack Lemmer, and Mr. Holder for their input in the meeting at Jacksonville.

PACT

Marty Nix, President of PACT, wished Emery Chesterfield a speedy recovery following knee surgery. She congratulated the Sherwood Elementary Odyssey of the Mind students on placing 9th in the World; and congratulated all the retirees. She thanked all the PCSSD educators and wished them a relaxing summer. Ms. Nix addressed concerns regarding the

Jacksonville Middle School campuses, that the administration has done nothing regarding the move and everything had been placed on the shoulders of the teachers. She stated that PACT and the District's negotiators had met four times and no progress had been made due to lack of experience on the District team. Ms. Nix said she was told the budget would be discussed at tonight's meeting, but it was not on the agenda. She asked the Board's assistance in being proactive; focusing on Pre-K to 3rd grades; and reducing paperwork and giving more time for teachers in the classroom. She stated that PACT had received a letter for a vote of no confidence and requested the Board to listen to the faculty in that building in order for the school environment to be conducive to learning. She stated that in the survey to see why students are leaving the District, to see why teachers are leaving.

PASS

Don Clevenger, chief PASS negotiator, congratulated the retirees. He reported on the PASS negotiations and stated the contract was going smoothly. He said they were waiting on the salary schedule from the Johansson report before finalizing the contract.

ODM, Joshua
and Knight
Intervenors,
PCSSD Equity/
Pupil Services

No representative from ODM, Joshua and Knight Intervenors, or PCSSD Equity and Pupil Services expressed a desire to address the Board.

Board Member
Comments
6/09/09

Mrs. Tatum thanked all the retirees and stated that combined there were 497 years of service from retirees in Zone 1.

Mr. Wood commented on Jacksonville issues and stated that the boundary issue could not be settled quickly. He said the District needed to find out what the people of the different areas want. He said that despite what is being written in the Leader, there have been different opinions from groups regarding the combination of the Jacksonville Middle Schools. He said that areas like Bayou Meto needed to be consulted to see whether they want to be part of the Jacksonville School District. Mr. Wood said he did not know if he made the right decision to combine the Jacksonville Middle School; that he and the Board felt they had made the right decision. He said he felt there was a legitimate question regarding crowding and the issue of the portables at the middle school. He said the District could still combine the genders but use two separate buildings especially if the STAR program was going to be put in the Middle School Girls building. He stated he thought the Board should not necessarily go back on the original motion to combine the campuses, but to stay in the two buildings which would relieve some of the teachers' frustration of being over crowded and the Jacksonville mayor's and the city planner's issue regarding portables. He said that if he could get other Board members to support him, he would

move toward not undoing the first vote, but implementing both buildings to be open instead of using portable buildings.

Mr. Vasquez remarked on the end of the school year and all that had to be done before the start of school next year. He congratulated the Sherwood Elementary Odyssey of the Mind students and stated there was nothing like rising to the high levels of achievement, and this group did it year after year. He congratulated the retirees and said 2000 years of experience had just left the District and there was no way to retain the wisdom that was lost. He stated that the kids in America understand how important it is to learn well and learn early. Mr. Vasquez said that students already understood that those students that acted up in the classroom were those that could not function in the classroom because they could not read; that it was all about literacy. He commented on Oak Grove High School regarding how they would track their students on multiple intelligence to see how they learn things. He stated he made all the graduation ceremonies this year along with Ms. Williams and Mrs. Tatum; and he heard thirty-six of the District's brightest and best give speeches and each of those students stated they wanted to thank their teachers, parents and peers. He said three of those students thanked their principals, but no one thanked the Board members...that was good thing. Mr. Vasquez stated that across the District when parents were asked what is our most valuable asset, it was answered by either, our kids and teachers or our teachers and kids. He thanked the teachers and the bus drivers for all they did every day. He encouraged all teachers to attend graduation ceremonies next year to see what that first grader looked like twelve years ago, where they are now, and to be proud that you had something to do with their progress. He stated that the big issue was cooperation in school improvement and achievement, but questioned how much follow through was being done. He stated there had to be a change in the way we do business. He said the District was going in the right direction to make kids learn. Mr. Vasquez said that regarding surveys, we have got to know what people think, what they expect, and what we need to do to deliver. He stated he hoped the District would address the request by the students at Mills.

Mrs. Tatum requested Mr. McGill, Dr. Ruthven and Mr. Barnes to follow-up with the students' request to solve these scheduling issues.

Mr. Vasquez stated that any young lady that wants to take microbiology and genetics should be able to. He wished Mr. Chesterfield a quick recovery and stated that he would be in his prayers.

Mr. Wood also asked that the situation at Mills be investigated and see what can be done for the students that spoke tonight regarding scheduling.

Ms. Williams wished Mr. Chesterfield the best and everyone a happy and safe summer. She congratulated the retirees, thanked them for all their service in the classroom and for the

services of the bus drivers and, wished them all the best. She invited everyone to the 6th Annual McAlmont Days on June 19th and 20th, and stated that Harris Alumni would be having their event on June 26th and 27th for all that had attended Harris Elementary. She stated that the Harris Alumni Association had been a great asset for the community and the school.

Mrs. Chaplin congratulated the retirees and wished them a good retirement. She congratulated the Odyssey of the Mind students not only for their accomplishment but how they followed through using the system to obtain funding. She thanked all the parents of PTO and PTA organizations for their support especially at the end of school. She stated they moved furniture, cleaned carpet, provided the funding to have these things done or providing resources for the teachers. She complimented them for the extravagant events, field days and extras provided for the students through their fundraising, etc. She thanked the parents and stated they are our true customers. She stated they provided their children to our District if it was only their desire or wish to do so. She thanked parents for attending the board meetings and for their continued support and input. Mrs. Chaplin congratulated all the graduating seniors and wished them the best.

Mr. Clark commented on the motivational comments made by Mr. Vasquez. He thanked everyone for attending the board meeting and for being very cordial during the meeting. He wished everyone a good summer and encouraged every kid to read a book. He congratulated the retirees and stated that Mrs. Fikes, principal at Crystal Hill Elementary School, will be missed. He congratulated all the retirees and thanked them for their years of service.

Old Business

6/09/09

Arkansas
Leadership
Academy
Leadership
Development
School Support

Mrs. Chaplin moved, seconded by Mrs. Tatum, to approve the Arkansas Leadership Academy (ALA) Leadership Development School Support for Taylor Elementary, Landmark Elementary, Sylvan Hills Middle School and Oak Grove High School. The cost for Taylor and Landmark would be \$147,200 from Stimulus money; and \$143,200 for Oak Grove High School and Sylvan Hills Middle School from Operating Funds. The motion carried.

Revisions of
Board Policy IG
Third Reading

Mrs. Chaplin moved, seconded by Ms. Williams, to adopt the revisions of board policy IG, Curriculum Development/Adoption/Review. The motion carried.

Revisions of
Board Policy IAA
Third Reading

Mrs. Tatum moved, seconded by Mrs. Chaplin, to adopt the revisions of board policy IAA, Planning for Educational Improvement. The motion carried.

Revision of Board
Policy JLF/JLF-R
Second Reading

Ms. Williams moved, seconded by Mrs. Chaplin, to adopt the revision to correct board policy JLF, JLF-R, Reporting Child Abuse/Child Protection. The motion carried.

New Business

6/09/09

- | | |
|------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Approval of Bank Resolutions | Mrs. Chaplin moved, seconded by Mr. Vasquez, approval of the signatures listed on the resolution for update of the bank signature cards. The motion carried. |
| Activity Fund Balance | Mrs. Tatum moved, seconded by Mr. Vasquez, approval to allow funds to be carried forward for Sylvan Hills Elementary, Oak Grove Elementary, Pine Forest Elementary, Dupree Elementary, Arnold Drive Elementary and Adkins Pre-K Schools. The motion carried. |
| Mental Health Providers | Ms. Williams moved, seconded by Mr. Vasquez, to approve the following as mental health service providers for the 2009-2010 school year in the Pulaski County Special School District Schools: Centers for Youth and Families, Professional Counseling Associates, Rivendell, Life Strategies, The P.A.T. Center (People Advocating Transition), Pathfinders, Youth Home, NuVision, and the UAMS Strive Program. The motion carried. |
| Lawn Care Services, Inc. Bid | Mrs. Tatum moved, seconded by Mrs. Chaplin, approval of the Lawn Care Service bid to B & R Lawn Service, Inc. A roll call vote was requested. |

Roll Call Vote

Yes: Chaplin, Tatum, Vasquez,
No: Williams, Wood, Clark

Tie vote, the motion failed.

- | | |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Consideration of Second Lien Bond Resolution | Ms. Williams moved, seconded by Mr. Wood, to approve the adoption of the Resolution for issuance of bonds to construct the new middle school in Sherwood and the new high school in Maumelle. The motion carried. (See attached resolution) |
| American Recovery and Reinvestment Act (ARRA) Plan | Mrs. Tatum moved, seconded by Mr. Vasquez, approval of the revised American Recovery and Reinvestment Act (AARA) Plan. The motion carried. |
| Adoption of the Business, Marketing and Career Guidance, Exploration and Preparation Textbooks | Ms. Williams moved, seconded by Mrs. Chaplin, to approve the committee's recommendations for the adoption of Business, Marketing and Career Guidance, Exploration and Preparation textbooks. The motion carried. |
| Implementation of the Johanson Group's 2008-2009 Salary Study | Ms. Williams moved, seconded by Mr. Wood, to table the Superintendent's recommendation to implement the Support Staff Salary Schedule developed by Johanson until the study could be presented to the PASS negotiation team. The motion carried. |

Pennies for Pals
Fundraiser

Mrs. Chaplin moved, seconded by Mr. Vasquez, to table the Pennies for Pals fundraiser to benefit the Arkansas Fallen Firefighters Memorial. Superintendent McGill was directed to draft a board policy regarding fundraising. The motion carried. Ms. Williams voted no to table.

Superintendents

Report

6/09/09

Mr. McGill commended Ester Parks, a student from Robinson Middle School, who placed 16th in the National Spelling Bee Contest. He announced that a total value of \$10,910,885.00 had been awarded PCSSD for Scholarships for the 2008-2009 school year. He congratulated the students from the Sherwood Elementary Odyssey of the Mind program. Mr. McGill thanked the retirees for all their years of service.

Consent Agenda

6/09/09

Mrs. Tatum moved, seconded by Mrs. Chaplin, approval of the consent agenda with a correction in the financial report. The motion carried with correction noted.

Those items included:

- expulsions
- personnel
- the bills for payment
- award of bids
- financial report

Mr. McGill introduced Anita Farver, Chief Financial Officer Officer; Rebecca Gardner, the Academic Dean of Robinson/K-12 Social Studies Coordinator; Stacy Donaghy (Crystal Hill Elementary Principal), Charlotte Wallace (College Station Elementary Principal), Jason Young (Sylvan Hills Elementary Principal), and Michael Nellums, (North Pulaski High School Principal).

Adjournment

6/09/09

The meeting was adjourned at 11:40 pm.

Board President

Board Secretary

**RESOLUTION AUTHORIZING THE ISSUANCE AND DELIVERY OF BONDS; AND
PRESCRIBING OTHER MATTERS PERTAINING THERETO**

BE IT RESOLVED by the Board of Directors of Pulaski County Special School District of Pulaski County, Arkansas:

Section 1. Sale of Bonds by District. (a) Pulaski County Special School District of Pulaski County, Arkansas (the "District"), has offered its \$81,365,000 Construction Bonds, dated June 15, 2009 (the "Bonds"), for public sale on competitive bids. The District received four (4) bids for its Bonds as follows:

<u>Bidder</u>	<u>True Interest Cost</u>
Crews & Associates, Inc.	4.695280
Stephens Inc.	4.791996
Merrill Lynch & Co.	4.894724
Morgan Keegan & Co., Inc.	4.997238

The bid submitted by an account managed by Crews & Associates, Inc. (the "Purchaser") has been accepted.

(b) The District has previously employed Stephens Inc. as fiscal agent for the District (the "Fiscal Agent") in connection with the sale and issuance of the Bonds pursuant to the terms of a contract (the "Fiscal Agent Contract"). The Fiscal Agent Contract is ratified, approved and confirmed.

(c) The Fiscal Agent prepared and distributed a Preliminary Official Statement in connection with the offering of the Bonds for public sale. The Preliminary Official Statement is ratified, approved and confirmed. The Fiscal Agent is authorized to prepare and deliver to the successful bidder a final Official Statement. The Official Statement shall be in substantially the form of the Preliminary Official Statement, with such additions, deletions and modifications as deemed appropriate by the District's fiscal agent.

(d) The execution and delivery of the Bonds to the Purchaser, for the purchase price specified in the bid of the Purchaser, is authorized and directed.

Section 2. The Bonds. Under the authority of the Constitution and laws of the State of Arkansas, including particularly Subchapter 12 of Chapter 20, Title 6, Ark. Code Ann. (2007 Supp.), the Bonds are hereby authorized and ordered issued in the principal amount of \$81,365,000 for the purpose of providing financing of capital improvements as described in the Preliminary Official Statement prepared and distributed by the District's fiscal agent. The Bonds shall be fully registered bonds without coupons and shall be in denominations of \$5,000 or an integral multiple thereof.

The Bonds shall be registered initially in the name of Cede & Co., as nominee for the Depository Trust Company ("DTC"), which shall be considered to be the registered owner of the Bonds for all purposes under this Resolution, including, without limitation, payment by the District of principal of, redemption price, premium, if any, and interest on the Bonds, and receipt of notices and exercise of rights of registered owners. There shall be one certificated, typewritten bond for each stated maturity date which shall be immobilized in the custody of DTC with the beneficial owners having no right to receive the Bonds in the form of physical securities or certificates. DTC and its participants shall be responsible for maintenance of records of the ownership of beneficial interests in the Bonds by book-entry on the system maintained and operated by DTC and its participants, and transfers of ownership of beneficial interests shall be made only by DTC and its participants, by book-entry, the District having no responsibility therefor. DTC is expected to maintain records of the positions of participants in the Bonds, and the participants and persons acting through participants are expected to maintain records of the purchasers of beneficial interests in the Bonds. The Bonds as such shall not be transferable or exchangeable, except for transfer to another securities depository or to another nominee of a securities depository, without further action by the District.

If any securities depository determines not to continue to act as a securities depository for the Bonds for use in a book-entry system, the District may establish a securities depository/ book-entry system relationship with another securities depository. If the District does not or is unable to do so, or upon request of the beneficial owners of all outstanding Bonds, the District and the Trustee, after the Trustee has made provision for notification of the beneficial owners by the then securities depository, shall permit withdrawal of the Bonds from the securities depository, and authenticate and deliver bond certificates in fully registered form (in denominations of \$5,000 or integral multiples thereof) to the assigns of the securities depository or its nominee, all at the cost and expense

(including costs of printing definitive bonds) of the District, if the District fails to maintain a securities depository/book-entry system, or of the beneficial owners, if they request termination of the system.

Prior to issuance of the Bonds, the District shall have executed and delivered to DTC a written agreement (the "Representation Letter") setting forth (or incorporating therein by reference) certain undertakings and responsibilities of the District with respect to the Bonds so long as the Bonds or a portion thereof are registered in the name of Cede & Co. (or a substitute nominee) and held by DTC. Notwithstanding such execution and delivery of the Representation Letter, the terms thereof shall not in any way limit the provisions of this Section or in any other way impose upon the District any obligation whatsoever with respect to persons having interests in the Bonds other than the registered owners, as shown on the registration books kept by the Trustee. The Trustee shall take all action necessary for all representations of the District in the Representation Letter with respect to which the Trustee shall at all times comply.

Principal of the Bonds shall be payable to the registered owners thereof upon presentation at the principal corporate trust office of Bank of the Ozarks (the "Trustee"), in the City of Little Rock, Arkansas. Interest is payable August 1, 2009, and semiannually thereafter on each February 1 and August 1. Payment of each installment of interest shall be made at the time and in the manner specified in the bond form in Section 4. The Bonds shall be numbered from 1 upward in order of issuance and shall mature on February 1 of each year and bear interest as follows:

<u>Maturity</u>	<u>Amount</u>	<u>Interest Rate</u>	<u>Maturity</u>	<u>Amount</u>	<u>Interest Rate</u>
2010	\$ 2,965,000	3.000%	2021	\$ 2,680,000	4.000%
2011	1,995,000	3.000%	2022	2,790,000	4.100%
2012	2,040,000	3.000%	2023	2,905,000	4.200%
2013	2,090,000	3.000%	2024	3,030,000	4.300%
2014	2,140,000	3.000%	2025	3,160,000	4.400%
2015	2,200,000	3.000%	2026	3,305,000	4.500%
2016	2,265,000	3.000%	2027	3,460,000	4.600%
2017	2,330,000	3.250%	2028	3,620,000	4.700%
2018	2,410,000	3.375%	2029	3,795,000	4.800%
2019	2,490,000	3.625%	2032*	12,550,000	5.000%
2020	2,580,000	4.000%	2035*	14,565,000	5.000%

*Term Bonds. Subject to mandatory sinking fund redemption.

Section 3. Definitions. In addition to other definitions herein, capitalized terms used in this Resolution shall, unless the context requires a different meaning, have the meanings specified below.

The term "Code" means the Internal Revenue Code of 1986, as amended.

The term "Debt Service" means the scheduled amount of interest and amortization of principal payable on the Bonds during the period of computation, excluding amounts scheduled during such period which relate to principal which has been retired before the beginning of such period.

The term "Net Proceeds", when used with reference to the Bonds, means the face amount of the Bonds, plus accrued interest and premium, if any, less original issue discount.

The term "Private Business Use" means use directly or indirectly in a trade or business carried on by a natural person or in any activity carried on by a person other than a natural person, excluding, however, use by a state or local governmental unit and use as a member of the general public.

The term "Project" means the erecting and equipping of new school facilities as will be more specifically described in the District's certificate regarding use of proceeds of the Bonds to be delivered to the Trustee at the time of issuance of the Bonds.

The term "Purchase Price," for the purpose of computation of the Yield of the Bonds, has the same meaning as the term "issue price" in Sections 1273 and 1274 of the Code, and, in general, means the initial offering price of the Bonds to the public (not including bond houses and brokers, or similar persons or organizations acting in the capacity of underwriters or wholesalers) at which price a substantial amount of the Bonds of each maturity are sold or, if the Bonds are privately placed, the price paid by the first buyer of the Bonds or the acquisition cost of the first buyer.

The term "Regulations" means temporary and permanent regulations promulgated under the Code.

The term "Yield" means that yield which, when used in computing the present worth of all payments of principal and interest on the Bonds produces an amount equal to the Purchase Price of the Bonds, all computed as prescribed in applicable Regulations.

Section 4. Bond Form. The Bonds shall be executed on behalf of the District by the manual signatures of the President and Secretary of the Board and shall have impressed thereon the corporate seal of the District. The Bonds shall be in substantially the following form:

(Face of Bond)

REGISTERED
No. _____

REGISTERED

**STATE OF ARKANSAS
PULASKI COUNTY SPECIAL SCHOOL DISTRICT
OF PULASKI COUNTY, ARKANSAS
CONSTRUCTION BOND**

Dated Date: June 15, 2009

Interest Rate: _____

Maturity Date: _____ **CUSIP:** _____

Registered Owner: Cede & Co.

Principal Amount: _____ **Dollars**

For value received, Pulaski County Special School District of Pulaski County, Arkansas, promises to pay to the Registered Owner shown above the Principal Amount shown above on the Maturity Date identified above and to pay interest (computed on the basis of a 360-day year of twelve 30-day months) on the unpaid principal amount hereof at the Interest Rate per annum set forth above from the interest payment date next preceding the date on which this bond is authenticated unless this bond is authenticated on an interest payment date, in which case it shall bear interest from such date, or unless this bond is authenticated prior to the first interest payment date for the bonds of this issue, in which case it shall bear interest from the Dated Date, or unless this bond is authenticated during the period from the Record Date (as defined below) to the next interest payment date, in which case it shall bear interest from such interest payment date, or unless at the time of authentication of this bond, interest is in default hereon, in which case it shall bear interest from the date to which interest has been paid. Interest is payable on each February 1 and August 1, commencing August 1, 2009.

Principal of this bond is payable to the Registered Owner, in lawful money of the United States of America, upon presentation when due at the principal corporate trust office of Bank of the Ozarks (the "Trustee"), in Little Rock, Arkansas. Payment of each installment of interest shall be made to the person in whose name this bond is registered on the registration books of the District maintained by the Trustee at the end of the fifteenth day of the month next preceding each interest payment date (the "Record Date"), irrespective of any transfer or exchange of this bond subsequent to such Record Date and prior to such interest payment date. Such interest payments shall be by check of the Trustee mailed to such Registered Owner at the address appearing on such registration books.

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

This bond is issued under the authority of the Constitution and laws of the State of Arkansas, including particularly Subchapter 12 of Chapter 20, Title 6, Ark. Code Ann. (2007 Supp.). It shall not be valid unless the Certificate of Authentication shall have been signed by the Trustee.

This bond is one of an issue of bonds of the District designated "Construction Bonds," dated June 15, 2009 (the "Bonds"), in the principal amount of \$81,365,000.00. The Bonds are being issued for the purpose of financing capital improvements for the public schools of the District. The Bonds have been issued and delivered in full compliance with the Constitution and laws of the State of Arkansas and pursuant to a Resolution (the "Resolution") of the Board of Directors of the District duly adopted by the Board in a legal meeting held for that purpose.

The Bonds are limited, general obligations of the District. No specific tax has been voted for the payment of these Bonds, but the Bonds are secured by a pledge of surplus revenues (being revenues in excess of the amounts necessary to insure the payment when due of principal of, interest on and fees of trustees and paying agents 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 and interest on the Bonds. Any surplus of the pledged revenues over and above the amount necessary to insure the payment as due of principal of, interest on and fees of the Trustee in connection with the Bonds will be released from the pledge and may be used for other school purposes.

In addition to the pledged revenues, the District also covenants 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 Bonds are not secured by any lien on or security interest in any physical properties of the District.

The Bonds are issuable only in the form of registered bonds without coupons in denominations of \$5,000 or an integral multiple thereof. The District and the Trustee may deem and treat the registered owner hereof as the absolute owner of this bond for the purpose of receiving payment of or on account of principal hereof and interest due hereon and for all other purposes, and shall not be affected by any notice to the contrary.

This bond is transferable, in whole or in part, only upon delivery to the Trustee of the bond, accompanied by a written instrument of transfer in substantially the form endorsed hereon, duly executed by the registered owner or his attorney-in-fact or legal representative. Upon such transfer, the Trustee shall enter the transfer of ownership in the registration books and shall authenticate and deliver in the name or names of the new registered owner or owners a new fully registered bond or bonds of authorized denominations of the same maturity and interest rate for the aggregate principal amount of the bond transferred at the earliest practicable time. There shall be no charge to the transferor or transferee for any transfer, except an amount or amounts sufficient to reimburse the District and the Trustee for any tax, fee or other governmental charge required to be paid with respect to such transfer. The District and the Trustee shall not be required to transfer any bond which has been called for redemption in whole or in part.

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 inverse order of maturities (less than all of the bonds of a single maturity to be selected by lot by the Trustee in such manner as it may determine), in whole at any time on or after August 1, 2014, or in part on any interest payment date on or after August 1, 2014, at a redemption price equal to 100% of the principal amount redeemed plus accrued interest to the redemption date.

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

Bonds Maturing February 1, 2032

<u>Redemption Dates</u>	<u>Principal Amount</u>
February 1, 2030	\$3,980,000
February 1, 2031	4,180,000
February 1, 2032 (Maturity)	4,390,000

(b) To the extent not previously redeemed, the Bonds maturing on February 1, 2035, are subject to mandatory sinking fund redemption in such manner as the Trustee may determine, on the dates and in the amounts set forth below, at a redemption price equal to the principal amount thereof plus accrued interest to date of redemption:

Bonds Maturing February 1, 2035

<u>Redemption Dates</u>	<u>Principal Amount</u>
February 1, 2033	\$4,615,000
February 1, 2034	4,850,000
February 1, 2035 (Maturity)	5,100,000

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 as 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.

The District covenants that it will not, so long as any of these Bonds remain outstanding, redeem any bonds of another issue for the payment of which a specific debt service tax was voted prior to issuance of these Bonds if the result of the redemption would be to reduce either the rate or duration of the aggregate debt service taxes of the District.

The District hereby covenants and warrants that it is duly and legally existing as a school district under the Constitution and laws of the State of Arkansas, that all acts, conditions and things required precedent to and in the issuance of this bond have been done, have happened and have been performed in due time, form and manner as required by the Constitution and laws of the State of Arkansas; and that the total indebtedness of the District does not exceed any constitutional or statutory limitation.

IN WITNESS WHEREOF, the Board of Directors of the District has caused this bond to be executed by its President and Secretary by their manual signatures and its corporate seal to be reproduced hereon all as of the Dated Date set forth above.

President

Secretary

CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds described in the within mentioned Resolution and is one of the Construction Bonds, dated June 15, 2009, of Pulaski County Special School District of Pulaski County, Arkansas.

Date of Authentication: _____

BANK OF THE OZARKS

By: _____
Authorized Officer

ASSIGNMENT

FOR VALUE RECEIVED, _____ (“Transferor”), hereby sells, assigns and transfers unto _____ the within bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ as attorney to transfer the within bond on the books kept for registration thereof with full power of substitution in the premises.

Date: _____

(Transferor)

GUARANTEED BY:

NOTICE: Signature(s) must be guaranteed by a guarantor acceptable to the Trustee.

Section 5. Security and Source of Payment. (a) For the punctual payment of the Bonds and all interest thereon when and as due and payable, the District irrevocably pledges all surplus revenues (being revenues in excess of the amounts necessary to insure the payment when due of principal of, interest on and trustee's and paying agent's fees in connection with the bonds for which voted) derived from debt service taxes heretofore or hereafter voted for payment of other debts 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.

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

(c) In addition to the pledged revenues, the District covenants 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 lawfully be used for the purpose.

Section 6. Bond Fund. The pledged revenues shall be set aside into a separate account designated “Bond Fund”, which is hereby created and shall continue until the principal of and interest on the Bonds are paid in full. The Bond Fund shall be held by, or under the direction of, the District. Moneys in the Bond Fund shall 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 herein. 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 of this issue will be released from the pledge and may be withdrawn from the Bond Fund and used for other school purposes.

Section 7. Redemption. The Bonds shall be subject to extraordinary, optional and mandatory sinking fund redemption prior to maturity, in whole or in part, in accordance with the terms set out in the face of the bond form in Section 4 of this Resolution. If any bond redeemed only in part shall be surrendered to the Trustee the Trustee shall, without further direction of the District and without charge to the registered owner, authenticate and deliver to the registered owner a new bond or bonds of the same maturity and interest rate of any authorized denomination or denominations, in aggregate principal amount equal to and in exchange for the unredeemed portion of the principal of the bond so surrendered.

The District covenants and agrees to cause to be paid into the Bond Fund created in Section 6 hereof sufficient funds to redeem the Bonds subject to mandatory sinking fund redemption in the amounts and on the dates set forth in the Bonds. Therefore, in calculating the payments to be deposited into the Bond Fund, the term “principal” shall include the principal of the Bonds maturing on the next principal payment date and the principal of the Bonds which will be redeemed in accordance with the mandatory sinking fund redemption provisions of the Bonds on the next interest payment date scheduled for such redemption.

The District may acquire Bonds by purchase at a price not in excess of par plus accrued interest, inclusive of brokerage fees, and surrender to the Trustee any Bonds so acquired, in exchange for which the District shall receive a credit hereunder in an amount equal to the principal amount of the Bonds so acquired and surrendered, for and of the then next date for mandatory sinking fund redemption of Bonds of the same maturity.

Section 8. Withdrawal from Bond Fund. The Treasurer of the District is hereby ordered and directed to withdraw from the Bond Fund and to deposit with the Trustee, on or before one (1) business day prior to the maturity date of any bond issued hereunder, on or before one (1) business day prior to each interest payment date and on or before one (1) business day 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. The term "moneys" as used in this Section is defined as coin or currency which is legal tender for payment of debts due the United States of America and in remitting funds by warrant or other instrument for the payment of moneys there shall be taken into consideration the time required for the Trustee to convert such instrument into "moneys" as herein defined. This instruction to the Treasurer and to the Trustee is irrevocable and may be enforced by mandamus.

If a District shall fail to make any payment required pursuant to this Section when due, the Trustee shall, within two (2) business days of the date payment was due, notify the Commissioner of the Arkansas Department of Education, General Education Division, the Arkansas Department of Education's Coordinator of Loans and Bonds and the Superintendent of that District by telephone, facsimile, or other similar communication, followed by written verification, that the District has failed to satisfy its obligations hereunder. Within three (3) business days of receipt of notice from the Trustee, the Commissioner of General Education or the Coordinator of Loans and Bonds shall notify the Superintendent, that the State Board of Education shall withhold an amount of money equal to the payment deficiency (including interest on the amount of the deficiency at the existing interest rate on the Bonds from the date due until the deficiency is paid in full) from the next available state aid to be distributed to the District unless the District makes the required payment to the Trustee (the deficiency plus interest on the deficiency) within seven (7) business days from the date the Superintendent receives notice from the Commissioner. Unless the payment deficiency has been cured within the time limits set forth above, the Arkansas Board of Education shall withhold from the District's next distribution of state aid, the amount of state aid equal to the payment deficiency plus interest on the amount of the deficiency from the date due until the date the state aid is received by the Trustee. In the event the state aid next due to be distributed to the delinquent District is not sufficient to cure the delinquency, the Commissioner of the Arkansas Department of Education, General Education Division, shall continue to withhold the state aid as due and remit it to the Trustee.

Section 9. Default. (a) If there be any default in the payment of the principal of or interest on any of the bonds, or if the District defaults in the performance of any other covenant contained in this Resolution, the Trustee may, and upon the written request of the registered owners of not less than ten percent (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 this Resolution and protect and enforce the rights of the registered 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 of or interest on the bonds shall continue for thirty days the Trustee may, and upon request of the registered owners of not less than ten percent (10%) in principal amount of the outstanding bonds shall, declare all outstanding bonds immediately due and payable together with accrued interest thereon.

(b) No registered 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 this Resolution or under the Constitution and laws of the State of Arkansas unless such registered owner previously shall have given to the Trustee written notice of the default on account of which such suit, action or proceeding is to be taken, and unless the registered owners of not less than ten percent (10%) in principal amount of the bonds then outstanding shall have made written request of the Trustee after the right to exercise such powers or right of action, as the case may be, shall have accrued, and shall have afforded the Trustee a reasonable opportunity either to proceed to exercise the powers herein granted or granted by the Constitution and laws of the State of Arkansas, or to institute such action, suit or proceeding in its name, and unless, also, there shall have been offered to the Trustee reasonable security and indemnity against the cost, expenses and liabilities to be incurred thereon or thereby and the Trustee shall have refused or neglected to comply with such request within a reasonable time, and such notification, request and offer of indemnity are hereby declared in every such case, at the option of the Trustee, to be conditions precedent to the execution of the powers and trust of this Resolution or to any other remedy hereunder. It is understood and intended that no one or more registered owners of the bonds hereby secured shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security of this Resolution, or to enforce any right hereunder except in the manner herein provided, that all proceedings at law or in equity shall be instituted, had and maintained in the manner herein provided and for the benefit of all registered owners of the outstanding bonds, and that any individual rights of action or other right given to one or more of such registered owners by law are restricted by this Resolution to the rights and remedies herein provided. Nothing in this Resolution shall, however, affect or impair the right of any registered owner to enforce the payment of the principal of and interest on any bond at and after the maturity

thereof, or the obligation of the District to pay the principal of and interest on each of the bonds issued hereunder to the registered owner thereof at the time and place specified in the bonds.

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

(d) No remedy herein conferred upon or reserved to the Trustee or to the registered owners of the bonds is intended to be exclusive of any other remedy or remedies herein provided, and each and every such remedy shall be cumulative and shall be in addition to every other remedy given hereunder or given by any law or by the Constitution of the State of Arkansas.

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

(f) The Trustee may, and upon the written request of the registered owners of not less than ten percent (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 instituted under the provisions of this Resolution or before the completion of the enforcement of any other remedy, but no such waiver shall extend to or affect any other existing or any subsequent default or defaults or impair any rights or remedies consequent thereon.

Section 10. Deposit of Sale Proceeds. (a) The Bonds shall be delivered to the Trustee, which shall authenticate them and deliver them to the Purchaser upon payment in cash of the purchase price, plus accrued interest from the date of the Bonds to the date of delivery (“total sale proceeds”). The total sale proceeds shall be disbursed as provided below:

(b) (i) The accrued interest shall be deposited in the Bond Fund.

(ii) The balance of the total sale proceeds (less certain costs of issuance) shall be deposited in the Construction Fund.

(c) There is hereby created a separate account to be named the “Construction Fund” to be held by, or under the direction of, the District. Amounts in the Construction Fund shall be disbursed for capital expenditures (as defined in the Code) 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 describing such disbursement, setting forth the portion, if any, of the Net Proceeds of the Bonds to be used for a Private Business Use or to make or finance a loan to other than a state or local governmental unit and certifying that there has been compliance with Sections 18 and 19 hereof relating to the Private Business Use limitation and the private loan limitation. Amounts, if any, remaining in the Construction Fund shall, upon filing in the official records pertaining to the Fund of a certificate of the District to the effect that no further amounts are required to be disbursed for costs and expenses of the Project, be transferred into the Redemption Fund created by subsection (d) and the Construction Fund shall be closed.

(d) There is hereby created a separate account to be named the “Redemption Fund” to be held by the Trustee. Amounts in the Redemption Fund shall be used by the Trustee to the extent available for the redemption prior to maturity of Bonds on the first date on which the Bonds are subject to redemption prior to maturity. Any amount not used for redemption shall be used to pay interest on the Bonds due on the redemption date and the Redemption Fund shall be closed.

(e) The District shall keep detailed records of all expenditures.

Section 11. Investments. (a) The District may, from time to time, invest moneys held for the credit of the Construction Fund in Authorized Investments or in bank certificates of deposit.

(b) 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 the principal of and interest on which are fully insured by the Federal Deposit Insurance Corporation.

(c) The Trustee shall, to the extent practicable, invest moneys held for the credit of the Redemption Fund in Government Obligations at a Yield not in excess of the Yield on the Bonds. All Government Obligations purchased pursuant to this subsection (c) shall be purchased at prevailing market prices and shall be limited to securities for which there is an established market. To the extent that eligible Government Obligations are not available at a Yield not in excess of the Yield on the Bonds, the Trustee shall hold amounts in the Redemption Fund uninvested.

(d) 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.

(e) All investments made pursuant to subsections (a), (b) or (c) shall have maturity dates on or before the dates that the invested funds will be needed for authorized purposes.

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

(g) The District shall keep detailed records of all investments.

Section 12. Trustee. The Trustee shall only be responsible for the exercise of good faith and reasonable prudence in the execution of its trust. The recitals in this Resolution and in the face of the Bonds are the recitals of the Board and not of the Trustee. Except as specifically provided herein, the Trustee shall not be required to take any action as Trustee for the protection of registered owners of the bonds unless it shall have been requested to do so in writing by the registered owners of not less than ten percent (10%) in principal amount of the bonds then outstanding and shall have been offered reasonable security and indemnity against the costs, expenses and liabilities to be incurred therein or thereby. The Trustee shall be entitled to reasonable compensation from the District for performing its services, such compensation to be subject to all applicable rules and regulations of the State Board of Education. The Trustee may resign by giving notice in writing to the Secretary of the Board. 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 registered owners of a majority in principal amount of the outstanding bonds may at any time, with or without cause, remove the Trustee and appoint a successor Trustee by a written instrument or instruments filed with the Secretary of the Board. The original Resolution shall be filed with the Secretary of the Board. A copy of the written instrument or instruments or Resolution designating a successor Trustee shall be mailed by first class mail to the registered owners of all outstanding bonds. The original Trustee (by endorsement hereon) and any successor Trustee (by separate instrument) shall file a written acceptance and agreement to execute the trusts imposed upon it by this Resolution, but only upon the terms and conditions set forth in this Resolution and subject to the provisions of this Resolution, to all of which the registered owners of the bonds agree. The written acceptance of each successor shall be filed with the Board and a copy thereof, together with a copy of the instrument of appointment, shall be placed in the bond transcript. Any successor Trustee shall have all the rights, powers and responsibilities herein granted to the original Trustee.

Section 13. Payment of Principal and Interest. The Trustee shall maintain at its principal corporate trust office a registration book showing the registered owners of all outstanding bonds, together with their addresses and social security or federal employer identification numbers. Payment of interest on the Bonds shall be by check of the Trustee mailed to the registered owners at their addresses as reflected on the bond registration book. The Trustee shall make payment of principal of the bonds to the registered owners upon presentation at the principal corporate trust office of the Trustee, such presentation to be made on or after the maturity of the bond.

Section 14. Defeasance. Any bond issued under this Resolution shall be deemed to be paid when payment of the principal of and interest on such bond (whether at maturity or upon redemption prior to maturity as provided in this Resolution, or otherwise), either (a) shall have been made or caused to be made in accordance with the terms of this Resolution, or (b) shall have been provided for by irrevocably depositing 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), in trust and irrevocably setting aside exclusively for such payment, (i) moneys sufficient to make such payment or (ii) noncallable Government Obligations (provided that such deposit will not affect the tax exempt status of the interest on any of the bonds or cause any of the bonds to be classified as arbitrage bonds within the meaning of Section 148 of the Code), maturing as to principal and interest in such amounts and at such times as will provide sufficient moneys to make such payments, together with all necessary and proper fees, compensation and expenses of the Trustee pertaining to the Bonds with respect to which such deposit is made and all other liabilities of the District under this Resolution shall have been paid or the payment thereof provided for to the satisfaction of the Trustee.

The District may at any time surrender to the Trustee for cancellation by it any bonds previously authenticated and delivered hereunder, which the District may have acquired in any manner whatsoever, and such bonds, upon such surrender and cancellation, shall be deemed to be

paid and retired.

All bonds which are paid, either at maturity or redemption prior to maturity shall be canceled and returned to the District, unless the District directs the Trustee to dispose of the bonds. If the Trustee is directed to dispose of the bonds it shall do so by cremating, shredding or other disposition and shall execute and forward to the District an appropriate certificate describing the bonds involved and the manner of disposition.

Section 15. Modification of Resolution and of Bonds. (a) The terms of this Resolution and of the Bonds shall constitute a contract between the District and the registered owners of the bonds and no variation or change in the undertaking herein set forth shall be made while any of the bonds are outstanding, except as hereinafter set forth in subsections (b) and (c)

(b) The District shall make such additions, deletions or modifications of this Resolution as may be necessary to assure compliance with Section 148(f) of the Code relating to required rebate of excess investment earnings to the United States of America or otherwise as may be necessary to assure exemption from federal income taxation of interest on the Bonds.

(c) The registered owners of not less than seventy- five percent (75%) in aggregate principal amount of the bonds then outstanding shall have the right, from time to time, anything contained in this Resolution to the contrary notwithstanding, to consent to and approve the adoption by the Board of such Resolution supplemental hereto as shall be necessary or desirable for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained in this Resolution or in any supplemental resolution; provided, however, that nothing herein contained shall permit or be construed as permitting (a) an extension of the maturity of the principal of or interest on any bond issued hereunder, 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 the pledge created, and other pledges authorized, by this 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 consent to such supplemental resolution.

Section 16. Tax Covenants. The District covenants that it will not take any action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of the interest on the Bonds under Section 103 of the Code. The District will not directly or indirectly use or permit the use of any proceeds of the Bonds or any other funds of the District, or take or omit to take any action that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148(a) of the Code. To that end, the District will comply with all requirements of Section 148 of the Code to the extent applicable to the Bonds. In the event that at any time the District is of the opinion that for purposes of this Section 16 it is necessary to restrict or limit the Yield on the investment of any moneys held by the Trustee under this Resolution, the District shall so instruct the Trustee in writing, and the Trustee shall take such action as may be necessary in accordance with such instructions.

Section 17. Rebate Covenant. The District covenants that it will, in compliance with the requirements of Section 148(f) of the Code, pay to the United States Government in accordance with the requirements of Section 148(f) of the Code, from time to time, an amount equal to the sum of (1) the excess of (A) the amount earned on all nonpurpose investments attributable to the Bonds, other than investments attributable to such excess over (B) the amount which would have been earned if such nonpurpose investments attributable to the Bonds were invested at a rate equal to the Yield on the Bonds, plus (2) any income attributable to the excess described in (1), subject to the exceptions set forth in Section 148 of the Code. Anything herein to the contrary notwithstanding this provision may be modified or rescinded if in the opinion of Bond Counsel such modification or rescission will not affect the tax-exempt status of the Bonds for federal income tax purposes.

Section 18. Private Business Use Limitation. The District shall assure that (i) not in excess of ten percent (10%) of the Net Proceeds of the Bonds is used for Private Business Use if, in addition, the payment of more than ten percent (10%) of the principal or ten percent (10%) of the interest due on the Bonds during the term thereof is, under the terms of the Bonds or any underlying arrangement, directly or indirectly secured by any interest in property used or to be used for a Private Business Use or in payments in respect of property used or to be used for a Private Business Use or is to be derived from payments, whether or not to the District, in respect of property or borrowed moneys used or to be used for a Private Business Use; and (ii) that, in the event that both (A) in excess of five percent (5%) of the Net Proceeds of the Bonds are used for a Private Business Use, and (B) an amount in excess of five percent (5%) of the principal or five percent (5%) of the interest due on the Bonds during the term thereof is, under the terms of the Bonds or any underlying arrangement, directly or indirectly, secured by any interest in property used or to be used for said Private Business Use or in payments in respect of property used or to be used for said Private Business Use or is to be derived from payments, whether or not to the District, in respect of property or borrowed money used

or to be used for said Private Business Use, then said excess over said five percent (5%) of Net Proceeds of the Bonds used for a Private Business Use shall be used for a Private Business Use related to the governmental use of the Project.

Section 19. Private Loan Limitation. The District shall assure that not in excess of five percent (5%) of the Net Proceeds of the Bonds are used, directly or indirectly, to make or finance a loan to persons other than state or local government units.

Section 20. Federal Guarantee Prohibition. The District shall not take any action or permit or suffer any action to be taken if the result of the same would be to cause the Bonds to be “federally guaranteed” within the meaning of Section 149(b) of the Code and Regulations promulgated thereunder.

Section 21. Continuing Disclosure. The District hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate. Notwithstanding any other provision of this Resolution, failure of the District to comply with the Continuing Disclosure Certificate shall not be considered an Event of Default; however, any owner of the Bonds 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 this Section.

“Continuing Disclosure Certificate” shall mean that certain Continuing Disclosure Certificate dated the date of issuance and delivery of the Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof.

Section 22. Information Reporting. The President or Vice President of the Board of Directors of the District shall, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Bonds are issued, submit to the Secretary of the Treasury a statement concerning the Bonds which will satisfy the requirements of paragraph (2) of Section 149(e) of the Code and applicable Regulations.

Section 23. Extension and Collection of Taxes Levied. The District covenants that it will cause all taxes levied by the District to be extended and collected as provided by law, and that all debt service taxes will be extended and collected from year to year until retirement of the indebtedness for which voted.

Section 24. Transfer of Bonds. Each of the bonds is transferable by the registered owner thereof or by his attorney duly authorized in writing at the principal corporate trust office of the Trustee. Upon such transfer a new fully registered bond or bonds of the same maturity, of authorized denomination or denominations, for the same aggregate principal amount will be issued to the transferee in exchange therefor. The Trustee shall, without further direction from the District, make all such transfers as are requested.

Section 25. Mutilated, Destroyed or Lost Bonds. In case any bond shall become mutilated or be destroyed or lost, the District shall, if not then prohibited by law, cause to be executed and the Trustee may authenticate and deliver a new bond of like date, number, maturity and tenor in exchange and substitution for and upon cancellation of such mutilated bond, or in lieu of and in substitution for such bond destroyed or lost, upon the holder's paying the reasonable expenses and charges of the District and Trustee in connection therewith, and, in the case of a bond destroyed or lost, his filing with the Trustee evidence satisfactory to it that such bonds were destroyed or lost, and of his ownership thereof, and furnishing the District and the Trustee with indemnity satisfactory to them. The Trustee is hereby authorized to authenticate any such new bond. In the event any such bonds shall have matured, instead of issuing a new bond, the District may pay the same without surrender thereof. Upon the issuance of a new bond under this Section 25, the District may require the payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses (including the fees and expenses of the Trustee) connected therewith.

Section 26. Provisions of Resolution are Separable. The provisions of this Resolution are hereby declared to be separable, and in the event that any section, phrase or provision shall be held or declared to be invalid, such holding or declaration shall not affect the remainder of the provisions, sections and phrases of this Resolution.

Section 27. Repealer. All resolutions in conflict herewith are repealed to the extent of such conflict.

Section 28. Emergency. This Resolution shall be in full force and effect from and after its adoption.

CERTIFICATE

I, the undersigned, Secretary of the Board of Directors of the above District, certify the foregoing to be a true copy of a Resolution duly adopted by the Board at a regular meeting of the Board held on the 9th day of June, 2009. The Resolution appears in the official minutes of the meeting which are in my custody. At the time of the meeting the duly elected (or appointed), qualified and serving members of the Board and their respective votes on the adoption of the Resolution were as follows:

<u>Director</u>	<u>Vote</u> <u>(Aye, Nay, Abstain or Absent)</u>
Shana Chaplin	_____
Tim Clark	_____
Danny Gililand	_____
Mildred Tatum	_____
William Vasquez	_____
Gwendolyn Williams	_____
Charlie Wood	_____

I further certify that the meeting of the Board was duly convened and held in all respects according to law; that to the extent required by law due and proper notice of the meeting was given to the members of the Board and to the public; that the meeting was open to the public; that a legal quorum was present throughout the meeting; that all other requirements and proceedings under the law incident to the proper adoption and passage of the Resolution have been duly fulfilled, carried out and otherwise observed; and that I am authorized to execute this Certificate.

CERTIFIED under my hand and seal of the District this 9th day of June, 2009.

Secretary

(SEAL)