ORDINANCE NO. 2007-12

AN ORDINANCE AUTHORIZING THE ISSUANCE OF SALES AND USE TAX BONDS FOR THE PURPOSE OF FINANCING ALL OR A PORTION OF THE COST OF WATER IMPROVEMENTS; PLEDGING A 1.5% SALES AND USE TAX TO PAY THE PRINCIPAL OF AND INTEREST ON THE BONDS; PRESCRIBING OTHER MATTERS RELATING THERETO; AND DECLARING AN EMERGENCY.

WHEREAS, there was submitted to the qualified electors of the City of Atkins, Arkansas (the "City") the question of issuing, under Amendment No. 62 to the Constitution of the State of Arkansas (the "State") and under Title 14, Chapter 164, Subchapter 3 of the Arkansas Code of 1987 Annotated (the "Authorizing Legislation"), capital improvement bonds in the maximum principal amount of $4,580,000 for the purpose of financing all or a portion of the costs of extensions, betterments and improvements to the City's water system (the "Water Improvements"); and

WHEREAS, at the special election held June 12, 2007, a majority of the electors voting on the question approved the issuance of such bonds; and

WHEREAS, the City Council has determined to issue bonds in the aggregate principal amount of $4,335,000 designated as "City of Atkins, Arkansas Sales and Use Tax Bonds, Series 2007" (the "Series 2007 Bonds") for the purpose of accomplishing all or a portion of the costs of the Water Improvements; and

WHEREAS, the City has made arrangements for the sale of the Series 2007 Bonds to Stephens Inc. (the "Purchaser"), at a price of 98.50% of par plus accrued interest (the "Purchase Price"), pursuant to a Bond Purchase Agreement between the Purchaser and the City (the "Purchase Agreement"), which has been presented to and is before this meeting; and

WHEREAS, the Preliminary Official Statement, dated July 23, 2007, offering the Series 2007 Bonds for sale (the "Preliminary Official Statement"), has been presented to and is before this meeting; and

WHEREAS, the Limited Continuing Disclosure Agreement between the City and Bank of the Ozarks, Little Rock, Arkansas (the "Disclosure Agreement"), providing for the disclosure obligations of the City with respect to the Series 2007 Bonds, has been presented to and is before this meeting; and

WHEREAS, the balance of the capital improvement bonds approved at the special election on June 12, 2007 are hereinafter referred to as "Additional Parity Bonds" and the Series 2007 Bonds and the Additional Parity Bonds are hereinafter referred to collectively as the "bonds";

NOW, THEREFORE, BE IT ORDAINED by the City Council of the City of Atkins, Arkansas:

Section 1. The offer of the Purchaser for the purchase of the Series 2007 Bonds from the City at the Purchase Price, for Series 2007 Bonds bearing interest at the rates per annum, maturing and otherwise subject to the terms and provisions hereafter in this Ordinance set forth in detail is hereby accepted and the Purchase Agreement, in substantially the form submitted to this meeting, is approved and the Series 2007 Bonds are hereby sold to the Purchaser. The Mayor is hereby authorized and directed to execute and deliver the Purchase Agreement on behalf of the City and to take all action required on the part of the City to fulfill its obligations under the Purchase Agreement.

Section 2. The Preliminary Official Statement is hereby approved and the previous use of the Preliminary Official Statement by the Purchaser in connection with the sale of the Series 2007 Bonds is hereby in all respects approved and confirmed, and the Mayor is hereby authorized and directed, for and on behalf of the City, to execute the Preliminary Official Statement and the final Official Statement in the name of the City for use in connection with the sale of the Series 2007 Bonds as set forth in the Purchase Agreement.

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

Section 4. Under the authority of the Constitution and laws of the State, including particularly Amendment No. 62 to the Constitution of the State and the Authorizing Legislation, the Series 2007 Bonds are hereby authorized and ordered issued in the total principal amount of $4,335,000, the proceeds of the sale of which are necessary to provide all or a portion of the funds for accomplishing the Water Improvements, paying expenses incidental thereto, funding a debt service reserve, and paying expenses of issuing the Series 2007 Bonds.

The Series 2007 Bonds shall bear interest at the rates and shall mature on September 1 in the amounts and in the years as follows:

Year (September 1)	Principal Amount	Interest Rate
2010	$ 155,000	4.000%
2012	170,000	4.100
2014	185,000	4.200
2016	200,000	4.250
2017	105,000	4.300
2018	110,000	4.350
2019	115,000	4.375
2020	120,000	4.400
2021	125,000	4.450
2022	130,000	4.500
2023	140,000	4.550
2024	145,000	4.600
2025	150,000	4.625
2027	325,000	4.700
2032	955,000	4.750
2037	1,205,000	4.800

The Series 2007 Bonds shall be issuable only as fully registered bonds without coupons in the denomination of $5,000 or any integral multiple thereof. Unless the City shall otherwise direct, the Series 2007 Bonds shall be numbered from 1 upward in order of issuance. Each Series 2007 Bond shall have a CUSIP number but the failure of a CUSIP number to appear on any Series 2007 Bond shall not affect its validity.

The Series 2007 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 Series 2007 Bonds for all purposes under this Ordinance, including, without limitation, payment by the City of principal of, redemption price, premium, if any, and interest on the Series 2007 Bonds, and receipt of notices and exercise of rights of registered owners. There shall be one certificated, typewritten Series 2007 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 Series 2007 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 Series 2007 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 City having no responsibility therefor. DTC is expected to maintain records of the positions of participants in the Series 2007 Bonds, and the participants and persons acting through participants are expected to maintain records of the purchasers of beneficial interests in the Series 2007 Bonds. The Series 2007 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 City.

If any securities depository determines not to continue to act as a securities depository for the Series 2007 Bonds for use in a book-entry system, the City may establish a securities depository/ book-entry system relationship with another securities depository. If the City does not or is unable to do so, or upon request of the beneficial owners of all outstanding Series 2007 Bonds, the City and the Trustee (hereinafter identified), after the Trustee has made provision for notification of the beneficial owners by the then securities depository, shall permit withdrawal of the Series 2007 Bonds from the securities depository, and authenticate and deliver Series 2007 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 City, if the City 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 Series 2007 Bonds, the City 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 City with respect to the Series 2007 Bonds so long as the Series 2007 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 City any obligation whatsoever with respect to persons having interests in the Series 2007 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 City in the Representation Letter with respect to the Trustee to at all times be complied with.

The authorized officers of the Trustee and the City shall do or perform such acts and execute all such certificates, documents and other instruments as they or any of them deem

necessary or advisable to facilitate the efficient use of a securities depository for all or any portion of the Series 2007 Bonds; provided that neither the Trustee nor the City may assume any obligations to such securities depository or beneficial owners of Series 2007 Bonds that are inconsistent with their obligations to any registered owner under this Ordinance.

Each Series 2007 Bond shall be dated as of September 1, 2007. Interest on the Series 2007 Bonds shall be payable on March 1, 2008, and semiannually thereafter on March 1 and September 1 of each year. Payment of each installment of interest shall be made to the person in whose name the Series 2007 Bond is registered on the registration books of the City maintained by Bank of the Ozarks, Little Rock, Arkansas, as Trustee and Paying Agent (the "Trustee"), at the close of business on the fifteenth day of the month (whether or not a business day) next preceding each interest payment date (the "Record Date"), irrespective of any transfer or exchange of any such Series 2007 Bond subsequent to such Record Date and prior to such interest payment date, by check or draft mailed by the Trustee to such owner at his address on such registration books. Principal of the Series 2007 Bonds shall be payable at the corporate trust office of the Trustee.

Each Series 2007 Bond shall bear interest from the payment date next preceding the date on which it is authenticated unless it is authenticated on an interest payment date, in which event it shall bear interest from such date, or unless it is authenticated prior to the first interest payment date, in which event it shall bear interest from September 1, 2007, or unless it is authenticated during the period from the Record Date 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 thereof interest is in default thereon, in which event it shall bear interest from the date to which interest has been paid.

Only such Series 2007 Bonds as shall have endorsed thereon a Certificate of Authentication substantially in the form set forth in Section 6 hereof (the "Certificate") duly executed by the Trustee shall be entitled to any right or benefit under this Ordinance. No Series 2007 Bond shall be valid and obligatory for any purpose unless and until the Certificate shall have been duly executed by the Trustee, and the Certificate of the Trustee upon any such Series 2007 Bond shall be conclusive evidence that such Series 2007 Bond has been authenticated and delivered under this Ordinance. The Certificate on any Series 2007 Bond shall be deemed to have been executed if signed by an authorized officer of the Trustee, but it shall not be necessary that the same officer sign the Certificate on all of the Series 2007 Bonds.

In case any bond shall become mutilated or be destroyed or lost, the City shall, if not then prohibited by law, cause to be executed and the Trustee may authenticate and deliver a new bond of like date, series, 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 owner paying the reasonable expenses and charges of the City 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 bond was destroyed or lost, and of his ownership thereof, and furnishing the City and Trustee with indemnity satisfactory to them. The Trustee is hereby authorized to authenticate any such new bond. In the event any such bond shall have matured, instead of issuing a new bond, the City may pay the same without the surrender thereof. Upon the issuance of a new bond under this Section, the City 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.

The City shall cause books to be maintained for the registration and for the transfer of the bonds as provided herein and in the bonds. The Trustee shall act as the bond registrar. Each bond is transferable by the registered owner thereof or by his attorney duly authorized in writing at the principal office of the Trustee. Upon such transfer a new fully registered bond or bonds of the same series and maturity, of authorized denomination or denominations, for the same aggregate principal amount will be issued to the transferee in exchange therefor.

Bonds may be exchanged at the principal corporate trust office of the Trustee for an equal aggregate principal amount of bonds of any other authorized denomination or denominations of the same series. The City shall execute and the Trustee shall authenticate and deliver bonds which the registered owner making the exchange is entitled to receive. The execution by the City of any bond of any denomination shall constitute full and due authorization of such denomination and the Trustee shall be thereby authorized to authenticate and deliver such bond.

No charge shall be made to any owner of any bond for the privilege of transfer or exchange, but any owner of any bond requesting any such transfer or exchange shall pay any tax or other governmental charge required to be paid with respect thereto. Except as otherwise provided in the immediately preceding sentence, the cost of preparing each new bond upon each exchange or transfer and any other expenses of the City or the Trustee incurred in connection therewith shall be paid by the City. Neither the

Trustee nor the City shall be required to transfer or exchange any bonds selected for redemption in whole or in part.

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

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

Section 5. The bonds shall be executed on behalf of the City by the manual or facsimile signatures of the Mayor and City Clerk and shall have impressed or imprinted thereon the seal of the City.

Section 6. The Series 2007 Bonds and the Certificate shall be in substantially the following form and the Mayor and City Clerk are hereby expressly authorized and directed to make all recitals contained therein:

(Form of Series 2007 Bond)

REGISTERED

REGISTERED

No.____

$_____

UNITED STATES OF AMERICA
STATE OF ARKANSAS
COUNTY OF POPE
CITY OF ATKINS
SALES AND USE TAX BOND
SERIES 2007

Interest Rate: _____% Maturity Date: September 1, _____
Dated Date: September 1, 2007
Registered Owner: Cede & Co.
Principal Amount: _____ Dollars
CUSIP No.: _____

KNOW ALL MEN BY THESE PRESENTS:

That the City of Atkins, County of Pope, State of Arkansas (the "City"), for value received, hereby promises to pay to the Registered Owner shown above upon the presentation and surrender hereof at the principal corporate trust office of Bank of the Ozarks, Little Rock, Arkansas, or its successor or successors, as Trustee and Paying Agent (the "Trustee"), on the Maturity Date shown above, the Principal Amount shown above, in such coin or currency of the United States of America as at the time of payment shall be legal tender for the payment of public and private debts and to pay by check or draft to the Registered Owner shown above interest thereon, in like coin or currency from the interest commencement date described below at the Interest Rate per annum shown above, payable on each March 1 and September 1 after the Dated Date shown above, until payment of such Principal Amount or, if this bond or a portion hereof shall be duly called for redemption, until the date fixed for redemption, and to pay interest on overdue principal and interest (to the extent legally enforceable) at the rate borne by this bond. 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 City maintained by the Trustee at the close of business on the fifteenth day of the month (whether or not a business day) 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.

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

This bond is one of an issue of City of Atkins, Arkansas Sales and Use Tax Bonds, Series 2007, aggregating Four Million Three Hundred Thirty-Five Thousand Dollars ($4,335,000) in aggregate principal amount (the "bonds"), and is issued for the purpose of financing all or a portion of the costs of extensions, betterments and improvements to the City's water system, paying necessary expenses incidental thereto, paying expenses of authorizing and issuing the bonds, and funding a debt service reserve.

The bonds are issued pursuant to and in full compliance with the Constitution and laws of the State of Arkansas (the "State"), particularly Amendment No. 62 to the Constitution of the State and Title 14, Chapter 164, Subchapter 3 of the Arkansas Code of 1987 Annotated (the "Authorizing Legislation"), and pursuant to Ordinance No. _____ of the City, duly adopted on August 2, 2007 (the "Authorizing Ordinance"), and an election duly held at which the majority of the legal voters of the City voting on the question approved the issuance of the bonds. Reference is hereby made to the Authorizing Ordinance for the details of the nature and extent of the security and of the rights and obligations of the City, the Trustee and the registered owners of the bonds. The bonds are special obligations of the City, payable from and secured by a pledge of the proceeds derived by the City from a 1.5% sales and use tax (the "Tax") levied by the City under Title 26, Chapter 75,

Subchapter 2 of the Arkansas Code of 1987 Annotated and Ordinance No. 2007-08 of the City duly adopted on April 24, 2007, and the City hereby pledges its collections of the Tax for the payment of this bond. The City has reserved the right in the Authorizing Ordinance to issue additional bonds under the Authorizing Ordinance on a parity of security with the bonds ("Additional Parity Bonds").

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

(1) The bonds shall be redeemed by the City from proceeds of the bonds not needed for the intended purposes and Surplus Tax Receipts (defined below) on any interest payment date, in whole or in part, in inverse order of maturity (and by lot within a maturity in such manner as the Trustee shall determine) at a redemption price equal to the principal amount being redeemed plus accrued interest to the redemption date.

The City has covenanted in the Authorizing Ordinance that "Surplus Tax Receipts", being collections of the Tax in excess of the amount necessary to (1) insure the prompt payment of the principal of, interest on and Trustee's fees and expenses in connection with the bonds and any Additional Parity Bonds and (2) maintain the Debt Service Reserve Account in the required amount, must be used from time to time, at least annually, as and to the extent available, to redeem outstanding bonds prior to maturity. The City shall use Surplus Tax Receipts to redeem all of the bonds prior to redeeming any Additional Parity Bonds.

In the case of any defeasance of the bonds, redemption of defeased bonds shall be scheduled on the basis of the mandatory redemption requirements and assuming collections of the Tax in an amount equal to receipts for the most recent twelve-month period.

(2) The bonds are subject to redemption at the option of the City, from funds from any source, on and after September 1, 2012, in whole at any time or in part on any interest payment date, at a redemption price equal to the principal amount being redeemed plus accrued interest to the redemption date. If fewer than all of the bonds shall be called for redemption, the particular maturities of the bonds to be redeemed shall be selected by the City in its discretion. If fewer than all of the bonds of any one maturity shall be called for redemption, the particular bonds or portion thereof to be redeemed from such maturity shall be selected by lot by the Trustee.

(3) To the extent not previously redeemed, the bonds maturing on September 1 in the years 2010, 2012, 2014, 2016, 2027,

2032 and 2037 are subject to mandatory sinking fund redemption by lot in such manner as the Trustee shall determine, on September 1 in the years and in the amounts set forth below, at a redemption price equal to the principal amount being redeemed plus accrued interest to the date of redemption:

Bonds Maturing September 1, 2010

Years	Principal Amounts
2009	$75,000
2010 (maturity)	80,000

Bonds Maturing September 1, 2012

Years	Principal Amounts
2011	$85,000
2012 (maturity)	85,000

Bonds Maturing September 1, 2014

Years	Principal Amounts
2013	$90,000
2014 (maturity)	95,000

Bonds Maturing September 1, 2016

Years	Principal Amounts
2015	$100,000
2016 (maturity)	100,000

Bonds Maturing September 1, 2027

Years	Principal Amounts
2026	$160,000
2027 (maturity)	165,000

Bonds Maturing September 1, 2032

Years	Principal Amounts
2028	$175,000
2029	180,000
2030	190,000
2031	200,000
2032 (maturity)	210,000

Bonds Maturing September 1, 2037

Years	Principal Amounts
2033	$220,000
2034	230,000
2035	240,000
2036	250,000
2037 (maturity)	265,000

The provisions for extraordinary and mandatory sinking fund redemption of the bonds are subject to the provisions of the Authorizing Ordinance which permit the City to use moneys available for such redemption in the bond fund established for the bonds to purchase bonds having a maturity that would be subject to redemption on the next interest payment date at a price not in excess of par plus accrued interest, inclusive of brokerage fees. The City shall receive credit, at par, for bonds acquired by the City and surrendered to the Trustee not less than 40 days prior to the redemption date.

In case any outstanding bond is in a denomination greater than $5,000, each $5,000 of face value of such bond shall be treated as a separate bond of the denomination of $5,000.

Notice of redemption identifying the bonds or portions thereof (which shall be $5,000 or a multiple thereof) to be redeemed and the date they shall be presented for payment shall be given by the Trustee, not less than 30 nor more than 60 days prior to the date fixed for redemption, by mailing a copy of the redemption notice 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 in proper and timely fashion. All such bonds or portions thereof thus called for redemption and for the retirement of which funds are duly provided in accordance with the

Authorizing Ordinance prior to the date fixed for redemption will cease to bear interest on such redemption date.

This bond is transferable by the Registered Owner shown above in person or by his attorney-in-fact duly authorized in writing at the principal corporate trust office of the Trustee, but only in the manner, subject to the limitations and upon payment of the charges provided in the Authorizing Ordinance, and upon surrender and cancellation of this bond. 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. This bond is issued with the intent that the laws of the State shall govern its construction.

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

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

This bond shall not be valid until it shall have been authenticated by the Certificate hereon duly signed by the Trustee.

THE CITY HAS DESIGNATED THIS BOND AS A "QUALIFIED TAX-EXEMPT OBLIGATION" WITHIN THE MEANING OF SECTION 265(b) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required to exist, happen and be performed, under the Constitution and laws of the State, particularly Amendment No. 62 to the Constitution of the State and the Authorizing Legislation, precedent to and in the issuance of this bond have existed, have happened and have been performed in due time, form and manner as required by law; that the indebtedness represented by this bond and the issue of which it forms a part does not exceed any constitutional or statutory limitation; and that tax collections sufficient to pay the bonds and interest thereon have been duly pledged in accordance with the Authorizing Legislation to the payment of the bonds and interest thereon.

IN WITNESS WHEREOF, the City of Atkins, Arkansas has caused this bond to be executed by its Mayor and City Clerk and its corporate seal to be impressed or imprinted on this bond, all as of the Dated Date shown above.

CITY OF ATKINS, ARKANSAS

ATTEST:

By _____
Mayor

_____
City Clerk

(SEAL)

(Form of Trustee's Certificate)

TRUSTEE'S CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds issued under the provisions of the within mentioned Authorizing Ordinance.

Date of Authentication: _____.

BANK OF THE OZARKS
Little Rock, Arkansas
TRUSTEE

By _____
Authorized Signature

(Form of Assignment)

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 member of or participant in the Securities Transfer Agents Medallion Program

(STAMP), or in another signature guaranty program recognized by the Trustee.

Section 7. The City hereby expressly pledges and appropriates all of the revenues derived by the City from the City's 1.5% sales and use tax levied by Ordinance No. 2007-08 passed April 24, 2007 (the "Tax"), to the payment of the principal of and interest on the bonds when due at maturity or at redemption prior to maturity and to the payment of the Trustee's fees and expenses. The City covenants that the Tax shall never be repealed or reduced while any of the bonds are outstanding. The City further covenants to use due diligence in collecting the Tax. Nothing herein shall prohibit the City from increasing the Tax from time to time, to the extent permitted by law, and no part of the revenues derived from any such increase shall become part of the revenues pledged hereunder.

Section 8. (a) The City hereby designates Bank of the Ozarks, Little Rock, Arkansas as the bank which shall receive collections of the Tax (the "Pledged Revenues") from the State Treasurer and the City covenants to file a written designation thereof with the State Treasurer prior to the issuance of the bonds. The Trustee shall deposit all collections of the Tax as and when received into a special fund of the City in the Trustee which is hereby created and designated "2007 Sales and Use Tax Bond Fund" (the "Bond Fund") for the purpose of providing funds for the payment of principal of and interest on the bonds as they become due at maturity or at redemption prior to maturity, and the Trustee's fees and expenses. Moneys in the Bond Fund shall be used on each interest payment date in the following order of priority as and when necessary:

(1) to pay the interest on the bonds then due; and

(2) to pay the principal of the bonds then due at maturity or upon mandatory sinking fund redemption; and

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

(4) to transfer into the Debt Service Reserve Account (hereinafter identified) such amounts as necessary to increase the Debt Service Reserve Account to the required level; and

(5) to pay the Trustee's fees and expenses then due; and

(6) to purchase or redeem the bonds prior to maturity.

Moneys in the Bond Fund available for extraordinary or mandatory sinking fund redemption of bonds may also be used by the Trustee, at the direction of the City, to purchase, not less than 40 days prior to an interest payment date, bonds having a maturity that are subject to redemption on the next redemption date at a price not in excess of par plus accrued interest, inclusive of brokerage fees. If the bonds have been acquired to meet the mandatory sinking fund requirements, the City shall receive a credit under this Ordinance for Bonds so acquired, in an amount equal to the principal amount thereof for and of the next mandatory sinking fund redemption date of bonds of the same maturity. If the bonds have been acquired pursuant to clause (6) above, the City shall receive a credit under this Ordinance in an amount equal to the principal amount so acquired. All bonds so purchased shall be cancelled by the Trustee and not reissued.

The Bond Fund (excluding those moneys in the Debt Service Reserve Account and the Redemption Account (hereinafter identified)) shall, except as provided in this Section, be depleted once a year except for a carryover amount not to exceed the greater of (i) one year's earnings on the Bond Fund or (ii) 1/12 of the annual debt service on the bonds. Any moneys in the Bond Fund shall, except as provided in this Section, be spent for one of the above purposes within a thirteen-month period beginning on the date of deposit, and any amount received from investment of money held in the Bond Fund will be spent within a one-year period beginning on the date of receipt.

(b) There shall be established and maintained in the Bond Fund a Debt Service Reserve Account in an amount equal to one-half of the maximum annual debt service requirements on the bonds (the "required level"). Moneys in the Debt Service Reserve Account over and above the required level shall be immediately transferred from the Debt Service Reserve Account into the Bond Fund.

(c) When the moneys in the Bond Fund, including the Debt Service Reserve Account and the Redemption Account, shall be and remain sufficient to pay (1) the principal of all the bonds then outstanding, (2) interest on the bonds until the next interest payment date and (3) the Trustee's fees and expenses, there shall be no obligation to make any further payments into the Bond Fund and any Pledged Revenues remaining in the Bond Fund after the principal of, premium, if any and interest on the bonds have been paid may be used by the City for any lawful purpose.

(d) All moneys in the Bond Fund shall be used solely for the purpose of paying the principal of and interest on the bonds and the Trustee's fees and expenses, as the same become due or for the purchase of the bonds as described in subsection (a) above. There shall be established and maintained in the Bond Fund a Redemption Account into which there shall be deposited all Pledged Revenues remaining after making the applications required by clauses (1) through (5) of subsection (a) above ("Surplus Tax Receipts") and Series 2007 Bond proceeds pursuant to Section 15 of this Ordinance. Moneys in the Redemption Account shall be used on the next available interest payment date for the purpose of redeeming bonds or for the purchase of the bonds as described in subsection (a) above.

(e) The Trustee is authorized and directed to withdraw moneys from the Bond Fund from time to time as necessary for paying principal of and interest on the bonds when due at maturity or at redemption prior to maturity and for making other authorized Bond Fund expenditures.

(f) The bonds shall be specifically secured by a pledge of the Pledged Revenues, which pledge in favor of the bonds is hereby irrevocably made according to the terms of this Ordinance, and the City, and the officers and employees of the City, shall execute, perform and carry out the terms thereof in strict conformity with the provisions of this Ordinance.

Section 9. Any bond shall be deemed to be paid within the meaning of this Ordinance when payment of the principal of and interest on such bond (whether at maturity or upon redemption as provided herein, or otherwise), either (i) shall have been made or caused to be made in accordance with the terms thereof, or (ii) shall have been provided for by irrevocably depositing with the Trustee, in trust and irrevocably set aside exclusively for such payment (1) cash sufficient to make such payment and/or (2) Government Securities (as defined in Section 16 hereof) that are direct obligations of the United States of America (provided that such deposit will not cause any of the bonds to be classified as "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code")), maturing as to principal and interest in such amounts and at such times as will provide sufficient moneys to make such payment, and all necessary and proper fees, compensation and expenses of the Trustee with respect to which such deposit is made shall have been paid or the payment thereof provided for to the satisfaction of the Trustee. Any cash must be insured at all times by the Federal Deposit Insurance Corporation ("FDIC") or otherwise collateralized with

Government Securities that are direct obligations of the United States of America.

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

In the case of any defeasance of the bonds, redemption of defeased bonds shall be scheduled on the basis of the mandatory redemption requirements and assuming collections of the Tax in an amount equal to receipts for the most recent twelve-month period.

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

Section 10. The City covenants that it will not issue any additional bonds, or incur any additional obligation, secured by a lien on or pledge of the Pledged Revenues except as hereinafter provided. The City may issue Additional Parity Bonds, up to a maximum principal amount of $245,000, if Pledged Revenues received by the City for the twelve-month period ending on the last day of the month preceding the date that the Additional Parity Bonds are authorized by the City Council of the City to be issued are in excess of 125% of the maximum annual debt service requirements for the Series 2007 Bonds, any outstanding Additional Parity Bonds and the Additional Parity Bonds proposed to be issued.

Section 11. The Series 2007 Bonds shall be callable for payment prior to maturity in accordance with the terms set out in the face of the bond form set forth in Section 6 of this Ordinance. The City hereby covenants to use Series 2007 Bond proceeds not necessary for the purposes intended to redeem Series 2007 Bonds on the first available interest payment date. The City further covenants to use Surplus Tax Receipts to redeem the bonds on the first available interest payment date. The City shall use Surplus Tax Receipts to redeem all of the Series 2007 Bonds prior to redeeming any Additional Parity Bonds.

Section 12. It is hereby covenanted and agreed by the City with the owners of the bonds that the City will faithfully and punctually perform all duties with reference to the Tax and the bonds required by the Constitution and laws of the State and by this Ordinance, including the collection of the Tax, as herein

specified and covenanted and the applying of the Pledged Revenues as herein provided.

Section 13. The Trustee will keep or cause to be kept proper books of accounts and records in which complete and correct entries shall be made of all transactions relating to the Pledged Revenues and such books shall be available for inspection by the City, the Purchaser and the owner of any of the bonds at reasonable times and under reasonable circumstances. The Trustee shall furnish a report to the City on a monthly basis of all receipts and disbursements of the Pledged Revenues received by the Trustee, which monthly report shall commence one month following the first month in which the Pledged Revenues are received by the Trustee.

Section 14. (a) If there be any default in the payment of the principal of and interest on any of the bonds, or if the City defaults in the performance of any covenant contained in this Ordinance, the Trustee may, and shall, upon the written request of the owners of not less than 10% in principal amount of the bonds then outstanding, by proper suit compel the performance of the duties of the officials of the City under the Constitution and laws of the State and under this Ordinance, and to take any action or obtain any proper relief in law or equity available under the Constitution and laws of the State.

(b) No owner of any bond shall have any right to institute any suit, action, mandamus or other proceeding in equity or in law for the protection or enforcement of any right under this Ordinance or under the Constitution and laws of the State unless such owner previously shall have given to the Trustee written notice of the default on account of which such suit, action or proceeding is to be taken, and unless the owners of not less than 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, or to institute such action, suit or proceeding in its name, and unless, also, there shall have been offered to the Trustee reasonable security and indemnity against the cost, expense and liabilities to be incurred therein or thereby and the Trustee shall have refused or neglected to comply with such request within a reasonable time, and such notification, request and offer of indemnity are 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 Ordinance or to any other remedy hereunder. It is understood and intended that no one or more owners of the bonds shall have any

right in any manner whatever by his or their action to affect, disturb or prejudice the security of this Ordinance, 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 owners of the outstanding bonds, and that any individual rights of action or other right given to one or more of such owners by law are restricted by this Ordinance to the rights and remedies herein provided.

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

(d) No remedy herein conferred upon or reserved to the Trustee or to the 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.

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

(f) The Trustee may, and upon the written request of the owners of not less than a majority in principal amount of the bonds then outstanding shall, waive any default which shall have been remedied before the entry of final judgment or decree in any suit, action or proceeding instituted under the provisions of this Ordinance or before the completion of the enforcement of any other remedy, but no such waiver shall extend to or affect any other existing or any subsequent default or defaults or impair any rights or remedies consequent thereon.

Section 15. When the Series 2007 Bonds have been executed and sealed as herein provided, they shall be delivered to the Trustee, which shall authenticate them and deliver them to or at the direction of the Purchaser upon payment of the Purchase Price. The accrued interest shall be deposited in the Bond Fund. The amount necessary to establish the Debt Service Reserve Account

at the required level shall be deposited into the Debt Service Reserve Account in the Bond Fund. The expenses of issuing the Series 2007 Bonds, as set forth in the delivery instructions to the Trustee signed by the Mayor and City Clerk shall be paid from the Purchase Price.

The balance of the Purchase Price shall be deposited in a special account of the City in a bank or banks, including the Trustee, selected by the City that are members of the FDIC, hereby created and designated the "2007 Water Construction Fund" (the "Construction Fund"). The moneys in the Construction Fund shall be used for accomplishing the Water Improvements, paying expenses incidental thereto and paying expenses of issuing the Series 2007 Bonds. Moneys in the Construction Fund shall also be used to pay the principal of and interest on the Series 2007 Bonds when due if moneys in the Bond Fund are not sufficient for that purpose.

Disbursements shall be made from the Construction Fund on the basis of checks or requisitions which shall specify: the name of the person, firm or corporation to whom payment is to be made; the amount of the payment; and the purpose of the payment. Each check or requisition must be signed by the Mayor and City Clerk. The City shall keep records as to all payments made from the Construction Fund by check. If the Construction Fund is held by the Trustee, the Trustee shall keep a copy of all requisitions.

When all required expenses have been paid and expenditures have been made from the Construction Fund for and in connection with the accomplishment of the Water Improvements and the financing thereof, this fact shall, if there shall remain moneys in the Construction Fund, be evidenced by a certificate signed by the Mayor, which certificate shall state, among other things, the date of the completion and that all obligations payable from the Construction Fund have been discharged. A copy of the certificate shall be filed with the depository of the Construction Fund and the Trustee, and upon receipt thereof the depository of the Construction Fund shall transfer any remaining balance to the Trustee for deposit into the Redemption Account in the Bond Fund.

Section 16. (a) Moneys held for the credit of the Debt Service Reserve Account in the Bond Fund shall be invested and reinvested in Permitted Investments (hereinafter defined), all of which shall mature, or which shall be subject to redemption by the holder thereof, at the option of such holder, not later than five (5) years after the date of investment or the final maturity date of the outstanding bonds, whichever is earlier. The Trustee shall so invest and reinvest pursuant to the direction of the City and in

the Trustee's discretion in the absence of any direct instruction by the City.

(b) Moneys held for the credit of the Construction Fund may be invested and reinvested by or at the direction of the City in Permitted Investments or other investments from time to time permitted by law, which shall mature, or which shall be subject to redemption by the holder thereof, at the option of such holder, not later than the date or dates when such money will be required for the purposes intended.

(c) Moneys held for the credit of the Bond Fund (other than the Debt Service Reserve Account therein) shall be invested and reinvested in Permitted Investments, which shall mature, or which shall be subject to redemption by the holder thereof, at the option of such holder, not later than the date or dates when the moneys will be required for payment of the principal of and interest on the bonds when due. The Trustee shall so invest and reinvest pursuant to the direction of the City and in the Trustee's discretion in the absence of any direct instruction by the City.

(d) Obligations so purchased as an investment of moneys in any fund shall be deemed at all times to be a part of such fund and the interest accruing thereon and any profit realized from such investments shall be credited to such fund, and any loss resulting from such investment shall be charged to such fund.

(e) "Permitted Investments are defined to mean

(1) Cash (insured at all times by the FDIC or otherwise collateralized with obligations described in clause (2) below or other securities authorized by State law to secure public deposits);

(2) Direct or fully guaranteed obligations of (including obligations issued or held in book entry form on the books of) the United States of America ("Government Securities");

(3) Time deposits or certificates of deposit of banks, including the Trustee, which are members of the FDIC, to the extent insured by the FDIC, or if in excess of insurance coverage, are collateralized by Government Securities or other securities authorized by State law to secure public deposits; and

(4) Investments in a money market fund consisting primarily of Government Securities.

(f) All investments and deposits shall have a market value, exclusive of accrued interest, at least equal to the amount of money credited to such funds and shall be made in such a manner that the money required to be expended from any fund will be available at the proper time or times.

(g) Investments of moneys in all funds shall be valued in terms of current market value as of the last day of each year, except that direct obligations of the United States (State and Local Government Series) in book-entry form shall be continuously valued at par or face principal amount.

Section 17. Bank of the Ozarks, Little Rock, Arkansas is hereby appointed to act as Trustee and Paying Agent pursuant to this Ordinance. The Trustee shall be responsible for the exercise of good faith and reasonable prudence in the execution of its trusts. The recitals in this Ordinance and in the bonds are the recitals of the City and not of the Trustee. The Trustee shall not be required to take any action as Trustee unless it shall have been requested to do so in writing by the owners of not less than 10% in principal amount of bonds then outstanding and shall have been offered reasonable security and indemnity against the costs, expenses and liabilities to be incurred therein or thereby. The Trustee may resign by giving 60 days' notice in writing to the City Clerk and the owners of the bonds, and the majority in principal amount of the owners of the outstanding bonds or the City, so long as it is not in default under this Ordinance, at any time, with or without cause, may remove the Trustee. In the event of a vacancy in the office of Trustee, the City shall forthwith designate a new Trustee by a written instrument filed in the office of the City Clerk. The new Trustee shall be a bank or a trust company duly authorized to exercise trust powers and subject to examination by federal or state authority, having a reported capital and surplus of not less than $10,000,000. The Trustee and any successor Trustee shall file a written acceptance and agreement to execute the trusts imposed upon it by this Ordinance, but only upon the terms and conditions set forth in this Ordinance and subject to the provisions of this Ordinance, to all of which the respective owners of the bonds agree. Such written acceptance shall be filed with the City Clerk, and a copy thereof shall be placed in the bond transcript. Any successor Trustee shall have all the powers herein granted to the original Trustee.

Section 18. (a) The terms of this Ordinance shall constitute a contract between the City and the 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 Trustee may consent to any variation or change in this Ordinance that the Trustee determines is not to the material prejudice of the owners of the bonds or in order to cure any ambiguity, defect or omission in this Ordinance or any amendment hereto, without the consent of the owners of the bonds.

(c) The owners of not less than 75% in aggregate principal amount of the bonds then outstanding shall have the right, from time to time, anything contained in this Ordinance to the contrary notwithstanding, to consent to and approve the adoption by the City of such ordinance supplemental hereto as shall be necessary or desirable for the purpose of modifying, altering, amending, adding to or rescinding any of the terms or provisions contained in this Ordinance or in any supplemental ordinance; provided, however, that nothing contained in this Section shall permit or be construed as permitting (1) an extension of the maturity of the principal of or the interest on any bond, or (2) a reduction in the principal amount of any bond or the rate of interest thereon, or (3) the creation of a pledge of the Pledged Revenues superior to the pledge created by this Ordinance, or (4) a privilege or priority of any bond or bonds over any other bond or bonds, or (5) a reduction in the aggregate principal amount of the bonds required for consent to such supplemental ordinance.

Section 19. (a) The City covenants that it shall not take any action or suffer or permit any action to be taken or condition to exist which causes or may cause the interest payable on the bonds to be included in gross income for federal income tax purposes. Without limiting the generality of the foregoing, the City covenants that the proceeds of the sale of the bonds and the Pledged Revenues will not be used directly or indirectly in such manner as to cause the bonds to be treated as "arbitrage bonds" within the meaning of Section 148 of the Code.

(b) The City represents that it has not used or permitted the use of, and covenants that it will not use or permit the use of the Water Improvements or the proceeds of the bonds, in such manner as to cause the bonds to be "private activity bonds" within the meaning of Section 141 of the Code. In this regard, the City covenants that (i) it will not use (directly or indirectly) the proceeds of the bonds to make or finance loans to any person, and (ii) that while the bonds are outstanding the Water Improvements will only be used by state or local governmental entities or persons on a basis as members of the general public.

(c) The City covenants that it will not reimburse itself from bond proceeds for any costs paid prior to the date the bonds are issued except in compliance with United States Treasury

Regulation No. 1.150-2 (the "Regulation"). This Ordinance shall constitute an "official intent" for purposes of the Regulation.

(d) The Series 2007 Bonds are hereby designated as "qualified tax-exempt obligations" within the meaning of the Code. The City represents that neither it nor any subordinate entity of the City, reasonably expects to issue any qualified tax-exempt obligations (excluding "private activity bonds" within the meaning of Section 141 of the Code which are not "qualified 501(c)(3) bonds" within the meaning of Section 145 of the Code) in calendar year 2007 in an aggregate principal amount exceeding $10,000,000. The City further represents that it does not reasonably expect that it and all subordinate entities will issue tax-exempt obligations (not including "private activity bonds" within the meaning of Section 141 of the Code) in amounts exceeding $5,000,000 in calendar year 2007. The City covenants that at least 95% of the net proceeds of the bonds will be used to accomplish the Water Improvements.

Section 20. The City covenants that it will take no action which would cause the bonds to be "federally guaranteed" within the meaning of Section 149(b) of the Code. The City further covenants that it will submit to the Secretary of the Treasury of the United States, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Series 2007 Bonds are issued, a statement concerning the Series 2007 Bonds which contains the information required by Section 149(e) of the Code.

Section 21. The provisions of this Ordinance are separable and in the event that any section or part hereof shall be held to be invalid, such invalidity shall not affect the remainder of this Ordinance.

Section 22. All ordinances and resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 23. It is hereby ascertained and declared that the Water Improvements are immediately needed for the preservation of the public peace, health and safety and to remove existing hazards thereto. The Water Improvements cannot be accomplished without the issuance of the Series 2007 Bonds, which cannot be sold at the interest rates specified herein unless this Ordinance is immediately effective. Therefore, it is declared that an emergency exists and this Ordinance being necessary for the preservation of the public peace, health and safety shall be in force and take effect immediately upon and after its passage.

PASSED: August 2, 2007.

APPROVED:

ATTEST:

Mayor

City Clerk

(SEAL)

CERTIFICATE

The undersigned, City Clerk of the City of Atkins, Arkansas (the "City"), hereby certifies that the foregoing pages are a true and correct copy of Ordinance No. 2007-12, passed at a special session of the City Council of the City, held at the regular meeting place of the City Council at 7:00 o'clock p.m. on the 2nd day of August, 2007, and that the Ordinance is of record in Ordinance Record Book No. ____, Page ____, now in my possession.

GIVEN under my hand and seal this 2nd day of August, 2007.

Brenda Stamer
City Clerk

(SEAL)