

PRELIMINARY OFFICIAL STATEMENT DATED AUGUST 3, 2022

**NEW ISSUE
BOOK-ENTRY ONLY**

NOT RATED

In the opinion of Kutak Rock LLP, Bond Counsel, under existing laws, regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuing compliance with certain covenants, interest on the Series 2022 Bonds (including any original issue discount properly allocable to the owner of a Series 2022 Bond) is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. Bond Counsel is also of the opinion that the Series 2022 Bonds are “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended. In Bond Counsel’s further opinion, under existing laws, regulations, rulings and judicial decisions, the Series 2022 Bonds and interest thereon are exempt from all Arkansas state, county and municipal taxes. See the caption “TAX MATTERS” herein.

\$1,900,000*

**BOARD OF TRUSTEES OF NORTH ARKANSAS COLLEGE
SPECIAL OBLIGATION CAPITAL IMPROVEMENT BONDS
SERIES 2022**

Dated: Date of Delivery

Due: August 1, as shown on inside cover

The Special Obligation Capital Improvement Bonds, Series 2022 (the “Series 2022 Bonds”), are being issued by the Board of Trustees of North Arkansas College (the “Issuer”) for the purpose of (i) financing the acquisition, construction and equipping of certain capital improvements at North Arkansas College, and (ii) paying certain expenses in connection with the issuance of the Series 2022 Bonds. See the captions “ESTIMATED SOURCES AND USES OF FUNDS” and “THE PROJECT” herein.

The Series 2022 Bonds are issuable only as fully registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company (“DTC”), New York, New York, to which principal, premium, if any, and interest payments on the Series 2022 Bonds will be made so long as Cede & Co. is the registered owner of the Series 2022 Bonds. Individual purchases of the Series 2022 Bonds will be made only in book-entry form, in denominations of \$5,000 or integral multiples thereof. Individual purchasers (“Beneficial Owners”) of the Series 2022 Bonds will not receive physical delivery of bond certificates. See the caption “BOOK-ENTRY ONLY SYSTEM” herein.

The Series 2022 Bonds shall bear interest from the date of their delivery, payable on February 1 and August 1 of each year, commencing February 1, 2023. All such interest payments shall be payable to the persons in whose name such Series 2022 Bonds are registered on the bond registration books maintained by Bank OZK, Little Rock, Arkansas, as trustee (the “Trustee”), as of the fifteenth day of the calendar month next preceding the applicable interest payment date. Principal of the Series 2022 Bonds shall be payable at the principal corporate trust office of the Trustee. So long as DTC or its nominee is the registered owner of the Series 2022 Bonds, disbursement of such payments to DTC Participants is the responsibility of DTC, and the disbursement of such payments to Beneficial Owners is the responsibility of DTC Participants or Indirect Participants, as more fully described herein.

Payments of principal of and interest on the Series 2022 Bonds are secured by and payable solely from a pledge of and lien upon the receipts of a special and continuing annual levy on taxable real and personal property located within Boone County, Arkansas (the “County”). The Series 2022 Bonds do not constitute an indebtedness of the State of Arkansas (the “State”) or the County within the meaning of any constitutional or statutory debt limitation or restriction. The issuance of the Series 2022 Bonds shall not directly, indirectly or contingently obligate the State or the County to levy or pledge any taxes whatsoever or to make any appropriation for the payment of the Series 2022 Bonds. The Issuer has no taxing power. See the caption “SECURITY FOR THE BONDS” herein.

The Series 2022 Bonds are subject to optional and mandatory redemption prior to maturity as more fully described herein under the caption “THE SERIES 2022 BONDS – Redemption Prior to Maturity.”

The Series 2022 Bonds are offered when, as and, if issued by the Issuer and are subject to the final approving opinion of Kutak Rock LLP, Little Rock, Arkansas, Bond Counsel, and subject to the satisfaction of certain other conditions. It is expected that the Series 2022 Bonds will be available for delivery in New York, New York, on or about September 13, 2022.

Stephens Inc.

The date of this Official Statement is August __, 2022.

* Preliminary; subject to change.

MATURITY SCHEDULE*

\$355,000	_____ %	Terms Bonds due August 1, 2027	– Yield _____ %	CUSIP: 65725M _____	**
\$415,000	_____ %	Terms Bonds due August 1, 2032	– Yield _____ %	CUSIP: 65725M _____	**
\$505,000	_____ %	Terms Bonds due August 1, 2037	– Yield _____ %	CUSIP: 65725M _____	**
\$625,000	_____ %	Terms Bonds due August 1, 2042	– Yield _____ %	CUSIP: 65725M _____	**

* Preliminary; subject to change.

** CUSIP® is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet Research Systems Inc. This data is not intended to create a database and does not serve in any way as a substitute for CUSIP Global Services. CUSIP numbers have been assigned by an independent company not affiliated with the Issuer and are included solely for the convenience of the registered owners of the Series 2022 Bonds. The Issuer and the Underwriter are not responsible for the selection or uses of these CUSIP numbers, and no representation is made as to their correctness by the Issuer on the Series 2022 Bonds and by the Underwriter on the Series 2022 Bonds or as included herein. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Series 2022 Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Series 2022 Bonds.

No dealer, broker, salesman or other person has been authorized by the Issuer or by Stephens Inc. (the “Underwriter”) to give any information or to make any representations, other than those contained herein; and, if given or made, such other information or representations must not be relied upon as having been authorized by either of the foregoing. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of any Series 2022 Bonds in any jurisdiction in which such offer is not authorized, or in which the person making such offer, solicitation or sale is not qualified to do so, or to any person to whom it is unlawful to make such offer, solicitation or sale. The information and expressions of opinion contained herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the College since the date hereof.

THE SERIES 2022 BONDS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, NOR HAS THE TRUST INDENTURE BEEN QUALIFIED UNDER THE TRUST INDENTURE ACT OF 1939, AS AMENDED, IN RELIANCE UPON CERTAIN EXEMPTIONS FROM SUCH REGISTRATION AND QUALIFICATION CONTAINED IN SUCH LAWS.

CERTAIN INFORMATION CONTAINED HEREIN HAS BEEN OBTAINED FROM THE ISSUER, THE DEPOSITORY TRUST COMPANY AND OTHER SOURCES WHICH ARE BELIEVED TO BE RELIABLE. THE UNDERWRITER HAS REVIEWED THE INFORMATION IN THIS OFFICIAL STATEMENT IN ACCORDANCE WITH, AND AS PART OF, ITS RESPONSIBILITIES TO INVESTORS UNDER THE FEDERAL SECURITIES LAWS AS APPLIED TO THE FACTS AND CIRCUMSTANCES OF THIS TRANSACTION, BUT THE UNDERWRITER DOES NOT GUARANTY THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2022 BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

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OFFICIAL STATEMENT

\$1,900,000*
BOARD OF TRUSTEES OF NORTH ARKANSAS COLLEGE
SPECIAL OBLIGATION CAPITAL IMPROVEMENT BONDS
SERIES 2022

This Official Statement of the Board of Trustees of North Arkansas College (the “Issuer”), including the cover page and the Appendix hereto, is provided for the purpose of setting forth certain information concerning the issuance and delivery of \$1,900,000* aggregate principal amount of the Issuer’s Special Obligation Capital Improvement Bonds, Series 2022 (the “Series 2022 Bonds”).

INTRODUCTION

The following introductory statement is subject in all respects to the more complete information set forth in this Official Statement. All descriptions and summaries of documents hereinafter set forth are qualified in their entirety by reference to each such document. Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms under the caption “CERTAIN DEFINITIONS” herein.

The Issuer is the Board of Trustees of North Arkansas College, a two-year public post-secondary educational institution (the “College”) duly established and existing under the Constitution and laws of the State of Arkansas (the “State”). The Issuer is authorized under the provisions of Amendment No. 52 to the Constitution of Arkansas (“Amendment 52”), as implemented by the Technical College and Community College Capital Improvement Act of 1993, as amended, codified at Arkansas Code Annotated §§6-61-1001 to -1014 (the “Act”), to issue its bonds for the purpose of financing and refinancing capital improvements to the College, and to secure said bonds by a pledge of certain *ad valorem* tax receipts.

The Series 2022 Bonds are to be issued pursuant to a resolution adopted by the Issuer on August __, 2022 (the “Authorizing Resolution”), for the purpose of (i) acquiring, constructing and equipping certain capital improvements to the College and (ii) paying certain costs of issuing the Series 2022 Bonds. See the captions “ESTIMATED SOURCES AND USES OF FUNDS” and “THE PROJECT” herein.

The Series 2022 Bonds are special obligations of the Issuer, secured by and payable solely from a pledge of receipts from a specially designated *ad valorem* tax (the “Special Tax”) on the taxable real and tangible personal property located within the Boone County Community College District (the “District”), which encompasses all of Boone County, Arkansas (the “County”). The pledge of the receipts of the Special Tax (the “Special Tax Receipts”) to secure the Series 2022 Bonds is made on a parity basis with the existing pledge of such Special Tax Receipts securing the Issuer’s outstanding Special Obligation Refunding Bonds, Series 2019 Bonds (the “Series 2019 Bonds”). See the caption “SECURITY FOR THE BONDS” herein.

The Series 2022 Bonds do not constitute an indebtedness of the State or the County within the meaning of any constitutional or statutory debt limitation or restriction. The issuance of the Series 2022 Bonds shall not directly, indirectly or contingently obligate the State or the County to levy or pledge any taxes whatsoever or to make any appropriation for the payment of the Series 2022 Bonds. The Issuer has no taxing power.

Additional Bonds may be issued and secured on a parity basis with the Series 2019 Bonds and the Series 2022 Bonds under the circumstances set forth in the Indenture (hereinafter defined). See the caption

* Preliminary; subject to change.

“THE SERIES 2022 BONDS – Additional Bonds” herein. The Series 2019 Bonds, the Series 2022 Bonds and any Additional Bonds hereinafter issued are referred to herein collectively as the “Bonds.”

The Series 2022 Bonds are subject to optional and mandatory redemption prior to maturity as provided under the caption “THE SERIES 2022 BONDS - Redemption Prior to Maturity” herein.

Pursuant to the provisions of a Continuing Disclosure Agreement dated as of the date of delivery of the Series 2022 Bonds (the “Continuing Disclosure Agreement”), by and between the Issuer and Bank OZK, Little Rock, Arkansas, as dissemination agent, the Issuer has undertaken certain disclosure obligations with respect to the College, the Special Tax and the occurrence of certain listed events. See the caption “SUMMARY OF PORTIONS OF THE CONTINUING DISCLOSURE AGREEMENT” herein.

This Official Statement speaks only as of its date, and the information contained herein is subject to change. Descriptions of the Issuer, the College, the Special Tax, the Series 2022 Bonds, the Continuing Disclosure Agreement and the Trust Indenture dated as of November 1, 2007, as supplemented and amended by a First Supplemental Trust Indenture dated as of August 1, 2012, by a Second Supplemental Trust Indenture dated as of November 1, 2012, by a Third Supplemental Trust Indenture dated as of November 1, 2019, and by a Fourth Supplemental Trust Indenture to be dated September 1, 2022 (as supplemented and amended, the “Indenture”), by and between the Issuer and Bank OZK (formerly, Bank of the Ozarks), Little Rock, Arkansas, as trustee (the “Trustee”), pursuant to which the Series 2022 Bonds are issued and secured, are included in this Official Statement. All references to the Indenture and the Continuing Disclosure Agreement are qualified in their entirety by reference to such documents, copies of which are available from the Underwriter during the offering period and from the Trustee thereafter, and all references to the Series 2022 Bonds are qualified in their entirety by reference to the definitive form thereof and the information with respect thereto included in the Indenture. Certain data concerning the Special Tax and the receipts therefrom has been obtained from the Issuer and the County and certain demographic information has been obtained from other sources which are believed to be reliable.

THE SERIES 2022 BONDS

General

The Series 2022 Bonds, when originally issued, will be dated as of the date of their delivery and will bear interest from such date, payable on February 1 and August 1 of each year, commencing February 1, 2023, at the rates set forth on the inside cover page hereof. The Series 2022 Bonds will mature on August 1 of the years and in the principal amounts shown on the inside cover page of this Official Statement. Interest shall be computed on the basis of a 360-day year having twelve 30-day months.

The Series 2022 Bonds are issuable only in the form of fully registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company (“DTC”), New York, New York, to which principal and interest payments on the Series 2022 Bonds will be made so long as Cede & Co. is the registered owner of the Series 2022 Bonds. Individual purchases of the Series 2022 Bonds will be made only in book-entry form, in denominations of \$5,000 or integral multiples thereof. Individual purchasers (“Beneficial Owners”) of the Series 2022 Bonds will not receive physical delivery of bond certificates. See the caption “BOOK-ENTRY ONLY SYSTEM” herein.

All interest payments on the Series 2022 Bonds shall be payable to the persons in whose names such Series 2022 Bonds are registered on the bond registration books maintained by the Trustee, as of the fifteenth day of the calendar month preceding the applicable interest payment date (the “Record Date”). The principal of the Series 2022 Bonds is payable upon presentation and surrender at the principal corporate trust office of the Trustee in Little Rock, Arkansas, or at the principal corporate trust office of any successor trustee. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Series 2022 Bonds to the extent of the sum or sums so paid. So long as DTC or its nominee is

the registered owner of the Series 2022 Bonds, disbursement of such payments to DTC Participants is the responsibility of DTC, and the disbursement of such payments to Beneficial Owners is the responsibility of DTC Participants or Indirect Participants, as more fully described herein. All such payments will be made in lawful money of the United States of America.

In any case where the date of payment of interest on or principal of the Series 2022 Bonds or the date fixed for redemption of any Series 2022 Bonds shall not be a business day, 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 such date.

Transferability

The Series 2022 Bonds are transferable by the registered owner thereof in person, or by his attorney duly authorized in writing, at the principal corporate trust office of the Trustee, but only upon surrender and cancellation of such Series 2022 Bonds. No charge will be made to any Bondowner for the privilege of registration and transfer, but any Bondowner requesting such registration or transfer will be required to pay any tax or other governmental charge required to be paid with respect thereto. Upon any such transfer, a new registered Series 2022 Bond or Series 2022 Bonds of the same maturity, interest rate and in authorized denominations for the same aggregate principal amount will be issued to the transferee in exchange therefor.

The Trustee will not be required to transfer or exchange Series 2022 Bonds (i) during any period which begins on a Record Date and ends at the close of business on the related interest payment date, or (ii) in the case of any proposed redemption of Series 2022 Bonds, after the mailing of notice calling such Series 2022 Bonds or portions thereof for redemption as provided in the Indenture.

So long as DTC or its nominee is the sole registered owner of the Series 2022 Bonds, transfers of beneficial interests in the Series 2022 Bonds shall be made in accordance with the rules and procedures of DTC and its direct and indirect participants. See “BOOK-ENTRY ONLY SYSTEM” herein.

Redemption Prior to Maturity

(i) The Series 2022 Bonds are subject to redemption prior to maturity, at the option of the Issuer, in whole or in part at any time on or after August 1, 2027, from funds from any source, at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the redemption date. If fewer than all of the Series 2022 Bonds shall be called for redemption, the particular maturities of the Series 2022 Bonds to be redeemed shall be selected by the Issuer in its discretion.

(ii) The Series 2022 Bonds maturing on August 1, 2027, are subject to mandatory sinking fund redemption prior to maturity in part, on August 1 in the years and amounts set forth below at a redemption price equal to the principal amount thereof plus accrued interest to the date of redemption, without premium.

Year	Principal Amount*
2023	\$ 65,000
2024	70,000
2025	70,000
2026	75,000
2027 (maturity)	75,000

*Preliminary, subject to change.

(iii) The Series 2022 Bonds maturing on August 1, 2032, are subject to mandatory sinking fund redemption prior to maturity in part, on August 1 in the years and amounts set forth below at a redemption price equal to the principal amount thereof plus accrued interest to the date of redemption, without premium.

Year	Principal Amount*
2028	\$ 75,000
2029	80,000
2030	85,000
2031	85,000
2032 (maturity)	90,000

*Preliminary, subject to change.

(iv) The Series 2022 Bonds maturing on August 1, 2037, are subject to mandatory sinking fund redemption prior to maturity in part, on August 1 in the years and amounts set forth below at a redemption price equal to the principal amount thereof plus accrued interest to the date of redemption, without premium.

Year	Principal Amount*
2033	\$ 95,000
2034	95,000
2035	100,000
2036	105,000
2037 (maturity)	110,000

*Preliminary, subject to change.

(v) The Series 2022 Bonds maturing on August 1, 2042, are subject to mandatory sinking fund redemption prior to maturity in part, on August 1 in the years and amounts set forth below at a redemption price equal to the principal amount thereof plus accrued interest to the date of redemption, without premium.

Year	Principal Amount*
2038	\$115,000
2039	120,000
2040	125,000
2041	130,000
2042 (maturity)	135,000

*Preliminary, subject to change.

At its option, to be exercised on or before the 45th day next preceding any mandatory sinking fund redemption date for any Series 2022 Bonds maturing August 1, 2027, 2032, 2037 or 2042 (the “Term Bonds”), the Issuer may deliver to the Trustee for cancellation Term Bonds, or portions thereof (\$5,000 or any integral multiple thereof), in any aggregate principal amount desired. Each such Term Bond, or portion thereof, so delivered or previously redeemed (otherwise than through mandatory sinking fund redemption) and canceled by the Trustee shall be credited by the Trustee at 100% of the principal amount thereof on the obligation of the Issuer with respect to each such Term Bond on such mandatory sinking fund redemption date, and any excess over such amount shall be credited on future mandatory sinking fund redemption obligations with respect to such Term Bond in chronological order, and the principal amount of the corresponding Term Bonds so to be redeemed shall be accordingly reduced.

If less than all of the Series 2022 Bonds of any maturity are called for redemption, the particular Series 2022 Bonds or portions of Series 2022 Bonds to be redeemed shall be selected by lot by the Trustee in such manner as the Trustee shall deem fair and appropriate. So long as the Securities Depository or its nominee is the sole registered owner of the Series 2022 Bonds, the procedures established by the Securities Depository shall control with respect to the selection of particular Series 2022 Bonds to be redeemed.

In the case of any redemption of Series 2022 Bonds prior to maturity, the Trustee shall give notice thereof by first class mail, postage prepaid (or, so long as the Securities Depository or its nominee is the sole registered owner of the Series 2022 Bonds, by any other means acceptable to the Securities Depository) to the registered owners of the Series 2022 Bonds to be redeemed, in each case not less than thirty (30) nor more than sixty (60) days prior to the date of redemption.

Additional Bonds

No Additional Bonds may be issued with a prior lien on the Special Tax Receipts. Additional Bonds may be issued which are secured by a pledge of and a lien on the Special Tax Receipts on a parity with the pledge and lien securing the Series 2019 Bonds and the Series 2022 Bonds for the purpose of acquiring, constructing, equipping or improving existing or additional facilities for the College, provided the Issuer obtains either (i) a certificate of a certified public accountant projecting that the Special Tax Receipts in each of the next two succeeding Fiscal Years will equal or exceed 120% of the Average Annual Debt Service on the Outstanding Bonds and the Additional Bonds proposed to be issued, or (ii) a certificate of a certified public accountant or a Certificate from an Authorized Representative stating that Special Tax Receipts during the most recently completed Fiscal Year equal or exceed 120% of the Average Annual Debt Service on the Outstanding Bonds and the Additional Bonds proposed to be issued. In making the projection described in subsection (i) above, the certified public accountant may include in the Special Tax Receipts amounts reasonably expected to be received as a result of any increase in assessed valuation of taxable real and/or tangible personal property within the District.

Additional Bonds may be issued which are secured by a pledge of and lien on the Special Tax Receipts on a parity with the pledge and lien securing the Series 2019 Bonds and the Series 2022 Bonds for the purpose of refunding the Series 2019 Bonds, the Series 2022 Bonds or any previously issued Additional Bonds provided that, after giving effect to the issuance of the Additional Bonds and the application of the proceeds thereof, the maximum annual debt service on all Bonds then to be outstanding does not exceed the maximum annual debt service on all Bonds outstanding immediately prior to the issuance of such Additional Bonds, as evidenced by a Certificate of an Authorized Representative.

Nothing in the Indenture shall prohibit the issuance of bonds, notes or other evidence of indebtedness by the Issuer secured in whole or in part by the Special Tax Receipts on a junior and subordinate basis to the lien on the Special Tax Receipts securing the Bonds.

SECURITY FOR THE BONDS

Pledge of Special Tax Receipts

The Bonds are special tax obligations of the Issuer, secured by and payable solely from a pledge of receipts from a specially designated *ad valorem* tax (the "Special Tax") on the taxable real and tangible personal property located within the Boone County Community College District (the "District"), which encompasses all of Boone County, Arkansas (the "County").

The Bonds are not secured by any lien on or security interest in any physical property of the Issuer. No debt service reserve fund has been established for the Bonds.

Pursuant to the provisions of Amendment 52 and the Act, at a special election held November 6, 1973, the voters of the County approved the creation of the District, the levy of 5.0 mills on each dollar of assessed valuation of all taxable property within the District (the "Special Tax") and the pledging of revenues realized from the Special Tax to bonds of the Issuer to be issued to finance capital improvements

at the College, which bonds were to be retired over a 10-year period. At a special election held June 21, 1977, the voters of the District approved the continuance of the Special Tax and its pledging to bonds of the Issuer without any limitation as to maturities.

Under Amendment 52 and the Act, the Special Tax cannot exceed 10 mills on each dollar of assessed valuation of taxable real and tangible personal property within the District. Any increase or decrease in the millage rate must be approved by the voters of the District.

1984 Millage Rollback. A county-wide reassessment of all taxable real and tangible personal property in the County (and therefore the District) was completed in 1984 (the “Base Year”). This reassessment was ordered state-wide by the Arkansas Supreme Court and the related millage rollback was accomplished pursuant to the requirements of Amendment 59 to the Constitution of Arkansas (“Amendment 59”) and Act 848 of the General Assembly of the State of Arkansas for 1981, as amended (“Act 848”). As a result of the 1984 reassessment, the tax rate of the Special Tax applicable to taxable real property was rolled back in compliance with Amendment 59 and Act 848 to 1.7 mills. The millage rates applicable to tangible personal property and to all property of public utilities and regulated carriers, both real and personal, have each been gradually reduced (under separate formulae) until equal to the then current real property millage rate. The present millage rate applicable to taxable real property within the District is 1.7 mills and the present millage rate applicable to taxable personal property and all property, both real and personal, owned by public utilities and regulated carriers within the District is 1.7 mills.

Assessment and Levy of Ad Valorem Taxes Generally

Assessment. Under Amendment 59, all property is subject to *ad valorem* taxation except for the following exempt categories: (i) public property used exclusively for public purposes; (ii) churches used as such; (iii) cemeteries used exclusively as such; (iv) school buildings and apparatus; (v) libraries and grounds used exclusively for school purposes; (vi) buildings, grounds and materials used exclusively for public charity; and (vii) intangible personal property to the extent the General Assembly has exempted it from taxation, provided that it be taxed at a lower rate, or provided for its taxation on a basis other than *ad valorem*. Amendment 59 also authorizes the General Assembly to exempt from taxation the first \$20,000 of value of a homestead of a taxpayer 65 years of age or older.

Amendment 59 further provides that, except as otherwise provided therein in connection with the transition period following a county-wide reassessment (see also the discussion below regarding Amendment 79, as hereinafter defined), (i) residential property used solely as a principal place of residence of the owner shall be assessed in accordance with its value as a residence, (ii) land (but not improvements thereon) used primarily for agricultural, pasture, timber, residential and commercial purposes shall be assessed upon the basis of its value for such use, and (iii) all other real and tangible personal property subject to *ad valorem* taxation shall be assessed according to its value. The Arkansas Supreme Court has held that the unqualified word “value,” as used in a prior, substantially identical, constitutional provision, means “current market value.”

Property owned by public utilities and common carriers “used and/or held for use in the operation of the company ...” is assessed for *ad valorem* tax purposes by the Tax Division of the Arkansas Public Service Commission. Arkansas Code Annotated Section 26-26-1605 provides that the Tax Division “shall assess the property at its true and full market or actual value” and that all utility property of a company, whether located within or without the State of Arkansas, is to be valued as a unit. Annually, each public utility and common carrier is required to file a report with the Tax Division. The Tax Division then reviews these reports, along with other reports (such as reports to shareholders, the Federal Communications Commission, the Federal Energy Regulatory Commission and the Interstate Commerce Commission), to determine the value of the property. Valuation is currently made on the basis of a statutorily prescribed formula, with consideration given to (i) original cost less depreciation, replacement cost less depreciation or reconstruction cost less depreciation, (ii) market value of capital stock and funded debt, and (iii) capitalization of income. Once the value of a company’s property as a unit is determined, the Tax Division

removes the value allocable to out-of-state property and assigns the remainder among the Arkansas taxing units on the basis of the relative value within each jurisdiction. The Tax Division then certifies the assessment to the county assessor who enters the assessment as certified on the county assessment roll. County officials have no authority to change such assessment.

All other property is assessed by the elected assessor of each Arkansas county (or other official or officials designated by law). This includes both real and tangible personal property.

Following assessment (see the subcaption “Historical Assessed Valuation” below), the total of the millage levied by each taxing entity (municipalities, county, school districts and community college districts) within the County is applied against the assessed value to determine the tax owed. The total *ad valorem* taxes levied by all taxing authorities within the County are collected together by the County Collector of the County in the calendar year immediately following the year in which levied. Taxes are due and payable between the first business day in March and October 15, inclusive. Taxes not paid by October 15 are delinquent and subject to a 10% penalty. Real property as to which taxes are delinquent for two successive years is certified to the State Land Commissioner, who offers the property for sale. The proceeds of such sale are distributed among all taxing authorities to which *ad valorem* taxes are owed. Delinquent real property may be redeemed by the taxpayer within two years of the delinquency. Delinquent personal property taxes may be collected by distraint and public sale of the taxpayer’s property.

Amendment 59

Prior to the adoption of Amendment 59 to the Arkansas Constitution, the Constitution mandated that:

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

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

Legislative studies indicated that the effect of the Court-ordered reassessment would be to substantially increase real estate assessments in most or all counties of the State, with the result being, if tax rates remained the same, to substantially increase real estate taxes. The Arkansas General Assembly submitted to the electors of the State a proposed Constitutional amendment designed to prevent the substantial tax increase that would otherwise result from the reassessment. The proposed Amendment was approved at the 1980 General Election and is now Amendment 59 to the Arkansas Constitution.

Amendment 59 provides that whenever a county-wide reassessment results in an increase of assessed value of 10% or more, the tax rate of each taxing unit on property located in that county is to be adjusted or “rolled back” as provided in the Amendment. The year in which the reassessment is completed is designated the “Base Year.” The assessed valuation for the Base Year is based on the reassessment. Amendment 79 (see below) requires that rollback adjustments under Amendment 59 be determined after the adjustments are made to assessed value under Amendment 79.

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

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

Amendment 59 contains the following specific provision in regard to debt service millage:

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

A.C.A. § 26-26-402(b) provides:

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

If the assessed value of all classes of taxable property located in the District remain at the same level, without increase or decrease, and the Special Tax rate applicable to real and personal property remains constant, then the Special Tax Receipts derived from taxable real and personal property will be the same in each year.

Amendment 79

Amendment No. 79 to the Arkansas Constitution (“Amendment 79”) requires each county to appraise all market value real estate normally assessed by the county assessor at its full and fair value at a minimum of once every five (5) years. The County’s most recent county-wide reappraisal was completed in 2021 and the next such reappraisal is scheduled for 2026.

Amendment 79 requires the county assessor (or other official or officials designated by law), after each county-wide reappraisal, to compare the assessed value of each parcel of real property reappraised or reassessed to the prior year’s assessed value. If the assessed value of the parcel increased, then the assessed value of that parcel must be adjusted as provided below.

Subject to the special circumstances described in the second succeeding paragraph below, if a parcel is not the homestead and principal place of residence (“homestead”) of a taxpayer, then any increase in the assessed value in the first year after reappraisal cannot be greater than 10% (or 5% if the parcel is the taxpayer’s homestead) of the assessed value for the previous year. For each year thereafter, the assessed value shall increase by an additional 10% (or 5% if the parcel is the taxpayer’s homestead) of the assessed value for the year preceding the first assessment resulting from reappraisal; however, the increase cannot exceed the assessed value determined by the reappraisal prior to adjustment under Amendment 79. For property owned by public utilities and common carriers, any annual increase in the assessed value cannot exceed more than 10% of the assessed value for the previous year. The Amendment 79 limitations described in this paragraph do not apply to newly discovered real property, new construction or substantial improvements to real property.

If a homestead is purchased or constructed on or after January 1, 2001 by a disabled person or by a person over age 65, then that parcel will be assessed based on the lower of the assessed value as of the date of purchase (or construction) or a later assessed value. If a person is disabled or is at least 65 years of age and owns a homestead on January 1, 2001, then the homestead will be assessed based on the lower of the assessed value on January 1, 2001 or a later assessed value. When a person becomes disabled or reaches age 65 on or after January 1, 2001, that person’s homestead should thereafter be assessed based on the lower of the assessed value on the person’s 65th birthday, on the date the person becomes disabled or a later assessed value. This limitation does not apply to substantial improvements to real property. For real property described in the following paragraph, the applicable date, in lieu of January 1, 2001, is January 1 of the year following the completion of the adjustments to assessed value.

If there has been no county-wide reappraisal and resulting reassessment of value of real property between January 1, 1986 and December 1, 2000, then assessed value of real property within that county is adjusted differently. In such case, the assessor (or other official or officials designated by law) compares the assessed value of each parcel to the assessed value of the parcel for the previous year. If the assessed value of the parcel has increased, then the assessed value of the parcel for the year in which the parcel is reappraised is adjusted by adding one-third (1/3) of the increase to the assessed value for the year prior to reappraisal. An additional one-third (1/3) of the increase is added in each of the next two (2) years. This adjustment does not apply to the property of public utilities or common carriers. No adjustment will be made for newly discovered real property, new construction or substantial improvements to real property.

At the 2000 general election, Constitutional Amendment 79 was adopted by a majority of the votes and went into effect on January 1, 2001. Among other things, Amendment 79 allows for an annual state credit against *ad valorem* property tax on a homestead in the amount of not less than \$300. The credit must not be applied in a manner that would impair a bondholder’s interest in *ad valorem* debt service revenues.

Amendment 79 provides that the tax rate for personal property and property of public utilities and regulated carriers should be the same as that for real property. Personal property rates currently not equal to real property rates should be reduced to the level of the real property rate unless a higher rate is “necessary to provide a level of income sufficient to meet the current requirements of all principal, interest, paying agent fees, reserves, and other requirements” of a bond issue.

Changes in Personal Property Taxation.

At the November 3, 1992 general election, the voters of the State of Arkansas passed Amendment No. 71 to the Arkansas Constitution (“Amendment 71”) which exempts furniture and furnishings, clothing, appliances and other personal property used within the home, if not held for sale, rental or other commercial or professional use, from personal property taxation. Amendment 71 took effect and became law on January 1, 1993.

Future Constitutional and Legislative Changes

Numerous constitutional amendments and legislative acts have been proposed and will continue to be proposed which would alter facets of ad valorem taxation in Arkansas. There can be no assurance given as to the impact of the future enactment of any such amendments or bills on the amount of Special Tax Receipts.

Litigation

There is no pending litigation which challenges the level of assessment of the real and tangible personal property within the County, or which could otherwise have a negative impact on the collection of Special Tax Receipts.

COVID-19 and Other Emergency Events

Certain external events, such as pandemics, natural disasters, severe weather, technological emergencies, riots, acts of war or terrorism or other circumstances, could potentially disrupt the operations and effectiveness of entities such as the College.

One such external event is the global outbreak of COVID-19, a respiratory disease declared in 2019 to be a Pandemic (the “Pandemic”) by the World Health Organization and an emergency by federal and state governments. Since the start of the Pandemic, Presidential administrations, Congress, the State and various federal and State agencies and regulatory bodies have enacted legislation and/or issued orders or directives (collectively, “Governmental Actions”) to alleviate the effects of the Pandemic. Some of such Governmental Actions have been extended and/or modified, and others have expired or been enjoined. While it is generally expected that new legislation may be enacted, new orders may be issued, and existing and new orders may be extended, modified, litigated or allowed to expire, no guarantee can be made with regards to the duration and/or effectiveness of any such Governmental Actions.

The Governmental Actions, and other future federal, State and local measures, may have both adverse and positive effects on the operations and financial condition of the Issuer and the College. In addition, unemployment in the County and the region, business closures and/or restrictions, and stock market fluctuations may have adverse effects as well. The Issuer continues to assess the economic and social effects of the Pandemic and its impact on the operations and financial condition of the College. At present, the College has not experienced materially adverse financial impacts from the Pandemic. However, the Issuer cannot predict (i) the duration or extent of the Pandemic or any other outbreak emergency or (ii) whether and to what extent the Pandemic or other outbreak or emergency could disrupt the local or global economy, manufacturing or supply chain, or whether any such disruption could adversely impact the operations and financial condition of the College or collection of the Special Tax Receipts.

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Historical Assessed Valuation

Taxable property is valued for tax purposes as of January 1 of each year. Tangible personal property, including automobiles, initially acquired after January 1 and before June 1 is required to be assessed in the year of acquisition. Only property owned by a taxpayer on January 1 is assessed for that calendar year. The assessment process is subject to the rights of taxpayers to appeal and is not finalized until November of the year of assessment. Property is currently assessed in an amount equal to 20% of its value, but this percentage can be increased or decreased by action of the Arkansas General Assembly. The assessed value of taxable property is revised each year and the total millage levied in that calendar year is applied against the assessed value for the calendar year. The Boone County Assessor reports that the historical assessed valuation of taxable property located within the boundaries of the County has been as follows:

Year Ended		Regular Property		Utility Property ⁽¹⁾	Total
		Real	Personal		
2012	Assessed	\$ 399,116,434	\$ 92,331,035	\$ 25,763,685	\$ 517,211,154
	Appraised	\$1,995,582,179	\$461,655,175	\$128,818,425	\$2,586,055,770
2013	Assessed	\$ 402,399,929	\$ 88,674,185	\$ 25,719,640	\$ 496,269,595
	Appraised	\$2,011,999,645	\$443,370,925	\$128,598,200	\$2,481,347,975
2014	Assessed	\$ 405,812,958	\$ 92,748,200	\$ 26,955,300	\$ 525,516,458
	Appraised	\$2,029,064,790	\$463,741,000	\$134,776,500	\$2,627,582,290
2015	Assessed	\$ 411,499,898	\$ 97,483,100	\$ 27,847,285	\$ 536,830,283
	Appraised	\$2,057,499,490	\$487,415,500	\$139,236,425	\$2,684,151,415
2016	Assessed	\$ 393,064,826	\$101,987,130	\$ 28,029,895	\$ 523,081,851
	Appraised	\$1,965,324,130	\$509,935,650	\$140,149,475	\$2,615,409,255
2017	Assessed	\$ 400,926,799	\$102,712,340	\$ 30,489,880	\$ 534,129,019
	Appraised	\$2,004,633,995	\$513,561,700	\$152,449,400	\$2,670,645,095
2018	Assessed	\$ 408,250,939	\$106,560,160	\$ 31,405,485	\$ 546,216,584
	Appraised	\$2,041,254,695	\$532,800,800	\$157,027,425	\$2,731,082,920
2019	Assessed	\$ 416,279,006	\$117,168,470	\$ 32,597,100	\$ 566,044,576
	Appraised	\$2,081,395,030	\$585,842,350	\$162,985,500	\$2,830,222,880
2020	Assessed	\$ 423,007,854	\$125,882,245	\$ 36,006,915	\$ 584,897,014
	Appraised	\$2,115,039,270	\$629,411,225	\$180,034,575	\$2,924,485,070
2021	Assessed	\$ 442,408,010	\$130,397,290	\$ 37,760,855	\$ 610,566,155
	Appraised	\$2,212,040,050	\$651,986,450	\$188,804,275	\$3,052,830,775

⁽¹⁾ Utility property figures combine real and personal property.

Source: Boone County Assessor

Overlapping Ad Valorem Taxes

Authorized *ad valorem* taxing entities in the State of Arkansas include municipalities, counties, school districts and community college districts. All taxable property located within the boundaries of a taxing entity is subject to taxation by that entity. Thus, property within the District is also subject to the levy of county, city and school district *ad valorem* taxes. The following are the *ad valorem* tax rates, based on the most recent levy, applicable to taxable real property within the District:

Taxing Entity	Total Tax Rate (Mills)
Harrison School District	39.2
Valley Springs School District	39.7
Bergman School District	32.0
Lead Hill School District	39.0
Alpena School District	33.6
Omaha School District	38.1
Carroll County School District	36.0
Newton County School District	36.8
Boone County Community College District	1.7
Boone County General	1.9
Boone County Library	1.0
Boone County Road	1.0
City of Harrison	6.2
Town of Bellefonte	2.5
Town of Everton	2.0
Town of Valley Springs	2.2
Town of Bergman	2.0
Town of Zinc	2.4
Town of Lead Hill	4.8
Town of South Lead Hill	5.0
Town of Diamond City	5.0
Town of Alpena	3.1
Town of Omaha	3.8

Source: Boone County Clerk

Historical Special Tax Receipts

Special Tax Receipts remitted by the County Collector to the Issuer for the most recent ten Fiscal Years are as follows:

Fiscal Year of Issuer	Special Tax Receipts
2012-2013	\$804,839
2013-2014	817,588
2014-2015	838,958
2015-2016	830,725
2016-2017	842,716
2017-2018	863,013
2018-2019	898,777
2019-2020	895,198
2020-2021	946,561 ⁽¹⁾
2021-2022	956,040 ⁽¹⁾

⁽¹⁾ Unaudited.

Source: Boone County Treasurer

Major Property Owners

Set forth below are the ten largest holders in assessed value of real and personal property in Boone County for 2021:

Taxpayer Name	Assessed Value of Property	% of Total Assessed Value
Corelogic RSC -19	\$94,495,584	15.48%
Entergy Arkansas Inc.	14,144,190	2.32%
Pace Industries LLC	7,284,295	1.20%
Lereta LLC	6,181,520	1.01%
Black Hills Energy Arkansas	6,165,020	1.01%
WNC Cloud Merger Sub. Inc.	5,639,335	.92%
Windstream Arkansas Inc.	4,952,575	.81%
FedEx	4,314,530	.71%
Westrock Converting LLC	3,402,367	.56%
Ozark Storage	3,288,015	.54%

Source: Boone County Collector

Surplus Special Tax Receipts

Receipts of the Special Tax not needed for the payment of debt service on the Bonds may be used by the Issuer for any lawful purpose. See the caption “SUMMARY OF PORTIONS OF THE INDENTURE – Establishment of Funds” herein.

BOOK-ENTRY ONLY SYSTEM

The Series 2022 Bonds will be issued only as one fully registered Series 2022 Bond for each maturity, in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York (“DTC”), as registered owner of all the Series 2022 Bonds. The fully registered Series 2022 Bonds will be retained and immobilized in the custody of DTC.

DTC (or any successor securities depository) or its nominee for all purposes under the Indenture will be considered by the Issuer and the Trustee to be the owner or holder of the Series 2022 Bonds.

Owners of any book entry interests in the Series 2022 Bonds (the “book entry interest owners”) described below, will not receive or have the right to receive physical delivery of the Series 2022 Bonds, and will not be considered by the Issuer and the Trustee to be, and will not have any rights as, owners or holders of the Series 2022 Bonds under the bond proceedings and the Indenture except to the extent, if any, expressly provided thereunder.

CERTAIN INFORMATION REGARDING DTC AND DIRECT PARTICIPANTS IS SET FORTH BELOW. THIS INFORMATION HAS BEEN PROVIDED BY DTC. THE ISSUER, THE UNDERWRITER AND BOND COUNSEL ASSUME NO RESPONSIBILITY FOR THE ACCURACY OF SUCH STATEMENTS.

DTC, the world’s largest depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.6 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues and money market instruments (from over 120 countries and territories) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers

and pledges among Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, the National Securities Clearing Corporation and the Fixed Income Clearing Corporation, all of which are registered agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). The DTC Rules applicable to its Direct and Indirect Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Series 2022 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2022 Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2022 Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2022 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Series 2022 Bonds, except in the event that use of the Book-Entry System for the Series 2022 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2022 Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2022 Bonds with DTC and their registration in the name of Cede & Co. or such other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2022 Bonds, DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2022 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Redemption notices shall be sent to DTC. If less than all of the Series 2022 Bonds within a maturity are to be redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. (nor such other DTC nominee) will consent or vote with respect to the Series 2022 Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Issuer as soon as possible after the Record Date. The Omnibus Proxy will assign Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2022 Bonds are credited on the Record Date (identified in a listing attached to the Omnibus Proxy).

Payment of debt service and redemption proceeds with respect to the Series 2022 Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Issuer or the Trustee on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of

customers in bearer form or registered in “street name,” and will be the responsibility of such Participant and not of DTC, the Trustee or the Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and debt service to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Issuer or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

BENEFICIAL OWNERS SHOULD CONSULT WITH THE DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS FROM WHOM THEY PURCHASE A BOOK ENTRY INTEREST TO OBTAIN INFORMATION CONCERNING THE SYSTEM MAINTAINED BY SUCH DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS TO RECORD SUCH INTERESTS, TO MAKE PAYMENTS, TO FORWARD NOTICES OF REDEMPTION AND OF OTHER INFORMATION.

THE ISSUER AND THE TRUSTEE HAVE NO RESPONSIBILITY OR LIABILITY FOR ANY ASPECTS OF THE RECORDS OR NOTICES RELATING TO, OR PAYMENTS MADE ON ACCOUNT OF, BOOK ENTRY INTEREST OWNERSHIP, OR FOR MAINTAINING, SUPERVISING OR REVIEWING ANY RECORDS RELATING TO THAT OWNERSHIP.

The Trustee and the Issuer, so long as a book entry method of recording and transferring interest in the Series 2022 Bonds is used, will send any notice of redemption or of any Indenture amendment or supplement or other notices to Bondholders under the Indenture only to DTC (or any successor securities depository) or its nominee. Any failure of DTC to advise any Direct Participants, or of any Direct Participants or Indirect Participants to notify any Beneficial Owner, of any such notice and its content or effect will not affect the validity of the redemption of the Series 2022 Bonds called for redemption, the Indenture amendment or supplement, or any other action premised on notice given under the Indenture.

The Issuer and the Trustee cannot and do not give any assurances that DTC, Direct Participants, Indirect Participants or others will distribute payments of debt service on the Series 2022 Bonds made to DTC or its nominee as the registered owner of the Series 2022 Bonds, or any redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis, or that DTC will serve and act in a manner described in this Official Statement.

DTC may discontinue providing its services as securities depository with respect to the Series 2022 Bonds at any time by giving reasonable notice to the Issuer or the Trustee. Under such circumstances, in the event that a successor securities depository is not obtained, bond certificates are required to be printed and delivered.

In addition, the Issuer may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, bond certificates will be printed and delivered.

THE PROJECT

The primary component of the Project to be financed in part with the proceeds of the Series 2022 Bonds will be the construction and equipping of a two-story, 28,300 square foot Center for Robotics and Manufacturing Innovation (the “CRMI Building”) to be located on the College’s South Campus. This facility will include instructional classrooms, laboratories, and spaces for faculty and academic support activity for technical education and training programs. The total projected cost for the design, construction, furnishing and equipping of the CRMI Building is approximately \$8,150,000. Tim A. Risley & Associates, Fort Smith, Arkansas has been engaged to serve as architect for the CRMI Building. A general contractor has not been selected. It is currently anticipated that construction will begin in the fourth quarter of 2022, with completion in the third quarter of 2024. It is expected that the CRMI Building component of the Project will be financed with a combination of proceeds of the Series 2022 Bonds, State general improvement appropriations, Federal grant funds and private donations.

To the extent there are available proceeds of the Series 2022 Bonds in excess of the amount needed to complete the CRMI Building, they may be used to accomplish other capital improvements at the College.

See the caption “THE ISSUER AND THE COLLEGE – General” below

ESTIMATED SOURCES AND USES OF FUNDS

The proceeds of the Series 2022 Bonds are anticipated to be used in the following manner:

Sources of Funds*

Proceeds of the Series 2022 Bonds	\$1,900,000
Net Reoffering Premium (Discount)	_____
Total Sources:	<u>\$</u>

Uses of Funds*

Deposit to Project Fund	\$1,820,000
Costs of Issuance (including Underwriter’s Discount)	_____
Total Uses:	<u>\$</u>

* Preliminary; subject to change.

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ESTIMATED DEBT SERVICE REQUIREMENTS

The following table details amounts required to pay scheduled principal maturities and interest payments on the Series 2019 Bonds and the Series 2022 Bonds during each Fiscal Year.

Fiscal Year	Series 2019 Principal ⁽¹⁾	Series 2019 Interest	Series 2022 Principal ⁽¹⁾⁽²⁾	Series 2022 Interest ⁽³⁾	Total Debt Service
2023	\$ 330,000	\$ 151,493	\$ --	\$ 27,475	\$ 508,968
2024	335,000	141,592	65,000	70,700	612,292
2025	345,000	131,543	70,000	68,675	615,218
2026	355,000	124,642	70,000	66,575	616,217
2027	360,000	117,542	75,000	64,400	616,942
2028	375,000	109,893	75,000	62,150	622,043
2029	380,000	101,455	75,000	59,666	616,121
2030	385,000	92,715	80,000	56,856	614,571
2031	400,000	83,475	85,000	53,866	622,341
2032	410,000	73,475	85,000	50,785	619,260
2033	415,000	62,200	90,000	47,613	614,813
2034	425,000	50,788	95,000	44,081	614,869
2035	445,000	39,100	95,000	40,281	619,381
2036	450,000	26,306	100,000	36,381	612,687
2037	465,000	13,369	105,000	32,281	615,650
2038	--	--	110,000	27,981	137,981
2039	--	--	115,000	23,410	138,410
2040	--	--	120,000	18,563	138,563
2041	--	--	125,000	13,509	138,509
2042	--	--	130,000	8,250	138,250
2043	--	--	<u>135,000</u>	<u>2,784</u>	<u>137,784</u>
Totals:	<u>\$5,875,000</u>	<u>\$1,319,588</u>	<u>\$1,900,000</u>	<u>\$876,282</u>	<u>\$9,970,870</u>

⁽¹⁾ Including mandatory sinking fund redemptions.

⁽²⁾ Preliminary; subject to change.

⁽³⁾ Assuming for the purposes of this Preliminary Official Statement, an average interest rate on the Series 2022 Bonds of 3.960% per annum.

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ESTIMATED DEBT SERVICE COVERAGE

It is assumed for purposes of the following table that (i) the amount of annual Special Tax Receipts remains constant at the \$956,040⁽¹⁾ level received by the Issuer during the Fiscal Year ended June 30, 2022, and (ii) the maximum annual debt service on the Series 2019 Bonds and Series 2022 Bonds is \$622,341 (see the captions “SECURITY FOR THE BONDS – Historical Special Tax Receipts” and “ESTIMATED DEBT SERVICE REQUIREMENTS” herein).

	<u>2022</u>
Estimated Total Special Tax Receipts	\$956,040 ⁽¹⁾
Estimated Maximum Annual Debt Service on Series 2019 Bonds and Series 2022 Bonds	\$622,341
Estimated Coverage	<u>1.54X</u>

⁽¹⁾ Unaudited.

The Issuer cannot predict with certainty the amount of Special Tax Receipts to be received. The figures set forth above are only estimates, and there can be no assurance that actual Special Tax Receipts will approximate the estimated amounts shown above.

THE ISSUER AND THE COLLEGE

General

North Arkansas College (the “College”), originally named “North Arkansas Community College,” opened on August 26, 1974 in temporary quarters consisting of three buildings formerly used as an elementary school in the City of Harrison, Arkansas (the “City”). Over 1,000 students (some part-time) were enrolled at the College during its first semester. In order to finance capital improvements to benefit the College, Boone County voters approved the formation of the Boone County Community College District (the “District”) at a special election held November 6, 1973, and levied a specially designated *ad valorem* tax to secure capital improvement bonds of the Issuer. On June 21, 1977, Boone County voters approved the continuance of the *ad valorem* tax as an ongoing or continual annual levy. See the caption “SECURITY FOR THE BONDS” herein. The College’s present South Campus, which is located at 1515 Pioneer Drive in Harrison, Arkansas, was first occupied in 1975.

On July 1, 1993, North Arkansas Community College and Twin Lakes Technical College (also located in Harrison, Arkansas) were officially consolidated to form the College as it exists today. The campus of Twin Lakes Technical College, located at 1320 North Spring Road in Harrison, Arkansas, became the North Campus of the College. With the merger of the two institutions, the College was renamed North Arkansas Community/Technical College. The current name of North Arkansas College was adopted in 1997.

On June 9, 2005, the College purchased Regions Plaza (formerly Security Bank Plaza) located at 303 North Main Street in the City. This property, comprised of a single-story building (22,019 GSF) formerly utilized as a bank and a five-story office tower (43,388 GSF) located on approximately 1 1/3 City blocks, became the College’s Center Campus. Due to moisture penetration in the five-story office tower in 2018, mold became a serious environmental concern, and in August 2018 occupants were evacuated. Faced with professional remediation cost estimates ranging from \$4M to \$10M or a tower demolition cost estimate of \$500K, the College decided to advertise the entire Center Campus site and facilities for sale. On August 1, 2019, the Center Campus site was sold to a private individual. Most of the College’s operations and programs were relocated to the North and South Campuses, with the exception of a few remaining offices and services being housed in a leased facility at 823 N. Main Street in the City.

The College's Carroll County Center opened in 2008 in Berryville, Arkansas. A variety of classes at the Center allow students to begin their North Arkansas College academic careers close to their Carroll County homes. Adult Education programs, including GED and ESL, have expanded beyond weekday offerings to encompass Saturday classes designed to accommodate varied schedules. The Carroll County facility makes the College's programs and services more accessible to citizens of its second-leading feeder county.

Major capital improvements to the College have been completed during its history. Opened in 1996, the John Paul Hammerschmidt Business and Conference Center is a 22,670 square foot facility housing six (6) high-tech micro-computer labs, general faculty offices and a multi-purpose conference center for college, business and industry and community usage. The Bill Baker Amphitheatre, an outdoor multi-purpose theater, was completed in May, 2001. Named after the College's founding president of twenty-seven years, the amphitheatre offers a covered stage and dressing rooms, state of the art sound and lighting systems, fixed seating for 756 spectators and a terraced overflow area for 3,000 additional spectators. Other significant capital improvements at the College include a welding shop expansion, a records and supply warehouse and a softball complex.

The Issuer's Series 2007 Bonds financed a portion of the costs of the L.E. "Gene" Durand Conference Center which resulted from the renovation of the former Regions Bank portion of the Center Campus. This facility enabled the College to provide credit and noncredit workplace development courses, continuing education for area healthcare professionals through its North Arkansas Partnership for Health Education, and community education classes for area residents. As noted above, this facility was sold in August 2019.

Proceeds from the Issuer's Series 2007 Bonds also funded a 185-space parking lot on the South Campus and partially funded a state-of-the-art 11,900 square foot Allied Health Addition completed in October 2009, which houses the Medical Laboratory Technician, Surgical Technology, Registered Nursing and Licensed Practical Nursing programs. Proceeds from the Series 2007 Bonds also partially funded the renovation of the Student Support Services area and the Bradley Student Center in 2009 and the renovation of the Radiologic Technology Program area in 2010.

Proceeds from the sale of Series 2012A Bonds funded a portion of the costs of constructing, furnishing and equipping a two-story, 15,000 square foot Science and Chemistry Building on the eastern side of the South Campus adjacent to the existing library. This facility includes four large laboratories, two large chemical and supply storage and preparation rooms, a lecture hall, multiple faculty offices and general support areas. Additional improvements funded with proceeds of the Series 2012A Bonds include the redesign, renovation, furnishing and equipping of existing space on the South Campus to house a Student Success Center and a student lounge and study area.

Most of the College's general administrative support offices are located, and the general academic and Allied Health classes are taught, on the South Campus. Various non-credit continuing education classes and many general State and federally funded programs are also headquartered on the South Campus. The majority of the College's technical programs are taught on the North Campus. Beginning with the 2022-23 academic year, the College is operating a new 64-bed housing facility on the South Campus that is expected to support goals of increasing enrollment.

The College is a comprehensive two-year college serving the educational needs of adults living in northern Arkansas and southern Missouri. The College's primary service area includes the Arkansas counties of Boone, Carroll, Madison, Newton, Searcy, and Marion. In fulfillment of its educational mission, the College offers a variety of degrees and certificates that are organized into three areas of emphasis: Health Professions, Technical Programs, and Arts, Sciences, Business, and Information Technology. It also offers customized business and industry training, Adult Basic Education GED classes, and noncredit community education courses.

More specifically, the College offers three transfer degrees: the Associate of Arts, the Associate of General Studies, and the Associate of Science. Under the latter, students can earn degrees in agriculture, business, criminal justice, cybersecurity, data science, education, information technologies, or science, engineering, and math.

Students can also earn an Associate of Applied Science, a terminal two-year degree that prepares students to enter a career immediately upon graduation, in 17 different subjects. AAS degrees at the College include automation and systems integration, accounting, criminal justice, digital media, general technology, information technologies, insurance and risk management, logistics and supply chain management, management, medical laboratory technology, office management, paramedic, radiology technology, registered nursing, RN bridge, surgical technology, and turf management.

The College currently offers 28 technical certificates designed to provide students with specific technical/occupational skills that lead directly to entry level employment. Examples of technical certificate programs are accounting, artisan professional, automotive service technology, biomedical electronics technology, construction equipment operation, digital media, electronics technology, HVAC, manufacturing technology, medical assistant, outdoor power equipment, practical nursing, computer programming, small business management, and welding technology.

The College also offers 24 certificates of proficiency to students who have demonstrated their mastery of skills or knowledge against specified performance standards in a specific area or discipline. CPs are granted for programs of less than one semester.

In June 2019, North Arkansas College was reaccredited by the Higher Learning Commission for another ten (10) years.

North Arkansas College partnered with North Arkansas Regional Medical Center (NARMC) in 1996, creating the North Arkansas Partnership for Health Education (NAPHE), an organization dedicated to professional and community health education. Beginning as a local partnership, NAPHE has expanded to a regional coalition with over 60 participants and houses a thriving AmeriCorps VISTA program. NAPHE has been recognized by the U.S. Department of Education and the U.S. Department of Agriculture as a model for community partnership programs across the nation.

In recent years, North Arkansas College has garnered national attention for its academic quality, affordability and online offerings.

Board of Trustees

A nine-member Board of Trustees is the governing body of the College and the District. Trustees are elected for six-year terms by the voters of the District at the general election in the year in which predecessor members’ terms expire. The current Board of Trustees is as follows:

Name	Term Expires December 31
Sarah Newman, Chair	2024
Chris McNew, Vice Chair	2022
Linda Pledger, Secretary/Treasurer	2026
Don Tomlinson	2022
R.G. Earnest	2022
Scott Miller	2024
Kevin G. Cheri	2024
Pam Henry	2026
Debbie Johnson	2026

Officers of Administration

The principal administrative officers of the College are:

Name	Office
Dr. Rick Massengale	President
Dr. Matt Cardin	Vice President of Academic Affairs
Tavonda Brown	Vice President of Student Affairs
Dr. Rodney Arnold	Vice President for Institutional Advancement
Richard Stipe	Vice President for Finance and Administration

Enrollment

Historical enrollment figures (non-duplicated headcount) at the College for the years indicated are as follows:

	Academic Credit			Non-Credit Continuing Education Contact Hours
	Head Count	Full Time Equivalent		
Fall 2010	2,421	1,792.0	2010-2011	21,312
Fall 2011	2,307	1,703.0	2011-2012	17,703
Fall 2012	2,315	1,595.0	2012-2013	20,150
Fall 2013	2,157	1,454.1	2013-2014	20,229
Fall 2014	1,978	1,408.9	2012-2015	11,240
Fall 2015	1,796	1,266.2	2015-2016	18,578
Fall 2016	1,886	1,311.1	2016-2017	16,539
Fall 2017	1,821	1,324.0	2017-2018	17,855
Fall 2018	1,815	1,294.1	2018-2019	18,467
Fall 2019	1,677	1,213.0	2019-2020	15,207
Fall 2020	1,604	1,125.0	2020-2021	19,289
Fall 2021	1,797	1,161.4	2021-2022	27,935

Source: College records.

Employees

As of July 1, 2022, the College had employees in the numbers and categories set forth in the following table:

	Full-Time	Part-Time	Total
Faculty	64	91	155
Support Staff	53	75	128
Mid-Level Management & Other Professionals	60	2	62
Senior Administrators	11	0	11
Student Work Studies	<u>0</u>	<u>40</u>	<u>40</u>
TOTALS:	<u>188</u>	<u>208</u>	<u>396</u>

Source: College records.

Funding

The College’s operating budgets and the amount of State funds received for each of the last ten Fiscal Years are as follows:

Year	Unrestricted Educational and General Fund	State Funding Portion of Unrestricted Educational and General Fund	Auxiliary Fund	Restricted Educational and General Fund***	Total Current Fund
2013-2014	\$13,863,100	\$8,985,364	\$1,939,030	\$14,060,100	\$29,862,230
2014-2015	13,438,699	8,990,314	1,742,109	12,339,148	27,519,956
2015-2016	13,198,018	9,001,126	1,356,183	10,994,319	25,548,520
2016-2017	14,081,547	9,020,375	1,429,425	11,584,583	27,095,555
2017-2018	13,989,897	9,023,664	1,438,071	11,883,940	27,311,908
2018-2019	14,324,044	9,070,441	1,197,553	11,527,088	27,048,685
2019-2020	14,364,272	9,093,165	1,288,190	11,845,484	27,497,946
2020-2021	14,378,937	8,994,083	1,103,827	14,342,956	29,825,720
2021-2022*	14,471,306	8,828,989	1,226,067	14,517,197	30,214,570
2022-2023**	15,542,921	8,674,181	1,544,100	13,877,950	30,964,971

* Unaudited

** Budgeted

*** As a result of the various Federal stimulus funding acts stemming from the COVID-19 Pandemic, the College was awarded \$10,427,535 in grants spanning four fiscal years to provide emergency financial support to students, to stabilize ongoing College operations, to adapt programs and services to online and virtual delivery, to aid in employee and student retention, and to offset lost revenues due to the impact of the COVID-19 Pandemic and subsequent government shutdowns.

Source: College records.

That portion of the operating budget in excess of State funds received is financed from federal grants, tuition, fees and other local nontax sources.

THE COUNTY

General

The County, which has the same boundaries as the District, is a political subdivision organized and existing under the laws of the State. The County is located in the north central part of the State and is approximately 150 miles north of Little Rock, Arkansas, and 70 miles east of Fayetteville, Arkansas.

The County is served by State Highways 7, 14, 43, 123, 206, 281, 396 and 397 and U.S. Highways 62, 65 and 412. The County is also served by the Boone County Airport.

Population

Historical population figures for the County and the State of Arkansas, according to the United States Bureau of the Census, are as follows:

Year	Boone County	State of Arkansas
1960	16,116	1,786,272
1970	19,073	1,923,322
1980	26,067	2,285,513
1990	28,297	2,350,725
2000	33,948	2,673,400
2010	36,903	2,915,918
2020	37,373	3,011,524

Employment and Industry

The economy of the County is a mix of industrial and agricultural sectors. Major employers located in the County include:

Name of Company	Nature	Approximate Number of Employees
FedEx Freight, Inc.	Trucking	1,200
North Arkansas Regional Medical Center	Health care	780
Pace Industries, Inc.	Aluminum die-casting (mfg)	510
Harrison School District	Public schools	410
Walmart Stores, Inc.	Retail department stores	400
North Arkansas College	College/universities	375
Claridge Products and Equipment, Inc.	Aluminum extruded products (mfg)	350
Wabash Wood Products	Laminated trailer decking (mfg)	290
WestRock Company	Boxes – folding (mfg)	240
Boone County	Government	225
City of Harrison	Government	165
Bergman School District	Public schools	160

Source: Harrison Chamber of Commerce

Economic Data

According to the Bureau of Economic Analysis, historical per capita income figures for the County and State are as follows:

Year	Boone County	State of Arkansas
2013	\$30,889	\$36,677
2014	32,613	38,749
2015	33,155	39,968
2016	33,407	40,873
2017	34,265	42,056
2018	35,466	43,661
2019	36,174	45,037
2020	38,108	47,522

Historical unemployment percentages for the County and the State of Arkansas (not seasonally adjusted), according to the Arkansas Department of Workforce Services, are as follows:

Year	Boone County	State of Arkansas
2015	4.8%	5.0%
2016	3.7%	4.0%
2017	3.5%	3.7%
2018	3.4%	3.6%
2019	3.1%	3.5%
2020	5.3%	6.1%
2021	3.0%	4.0%
2022*	2.4%	3.2%

* As of May 31, 2022.

CERTAIN DEFINITIONS

The following are definitions of some of the words and terms used in this Official Statement:

“*Act*” means the Technical College and Community College Capital Improvement Act of 1993, Arkansas Code Annotated §§6-61-1001 to -1014, as amended from time to time.

“*Additional Bonds*” means any additional obligations issued pursuant to the Indenture.

“*Amendment 52*” means Amendment 52 to the Constitution of Arkansas, approved by the voters of the State on November 3, 1964.

“*Authorized Representative*” means the Chairman or Secretary of the Issuer or the President or Vice President of Finance and Administration of the College and such additional persons as from time to time may be designated to act on behalf of the Issuer by written certificates furnished to the Trustee containing the specimen signature thereof and executed on behalf of the Issuer by its Chairman and Secretary.

“*Authorizing Resolution*” means the resolution adopted by the Issuer on August __, 2022, which authorized the issuance of the Series 2022 Bonds pursuant to the Indenture and which authorized the pledge of the Special Tax to secure repayment of the Series 2022 Bonds.

“*Average Annual Debt Service*” means the total amount of principal and interest payments to be paid on the Series 2019 Bonds, the Series 2022 Bonds and any Additional Bonds, if applicable, averaged over the number of years remaining from the time of calculation until final maturity of the Series 2019 Bonds, the Series 2022 Bonds and the Additional Bonds.

“*Beneficial Owner*” means any person who acquires beneficial ownership interest in a Bond held by the Securities Depository. In determining the Beneficial Owner of any Bond, the Trustee may rely exclusively upon written representations made and information given to the Trustee by the Securities Depository or its Participants with respect to any Bond held by the Securities Depository in which a beneficial ownership interest is claimed.

“*Bonds*” or “*Bond*” means the Series 2019 Bonds, the Series 2022 Bonds and any Additional Bonds authenticated and delivered under the Indenture.

“*Bond Fund*” means the Bond Fund established in Section 502 of the Indenture.

“*Bonds Outstanding*” means, as of any date, Bonds theretofore or thereupon being delivered under the Indenture, except:

- (a) any Bonds cancelled by the Trustee at or prior to such date;
- (b) Bonds for the payment or redemption of which moneys equal to the principal amount thereof and interest to the date of maturity or redemption shall be held in trust under the Indenture and set aside for such payment or redemption (whether at or prior to the maturity date or redemption date);
- (c) Bonds in lieu of or in substitution for which other bonds shall have been executed and delivered pursuant to Article III or Section 1106 of the Indenture; and
- (d) Bonds deemed to have been paid as provided in Section 1202 of the Indenture.

“*Certificate*” means a document signed by an Authorized Representative attesting to or acknowledging the circumstances or matters therein stated.

“*Code*” means the Internal Revenue Code of 1986, as now or hereafter amended, and applicable regulations of the U.S. Treasury Department promulgated or proposed thereunder.

“*College*” means North Arkansas College, located in Harrison, Arkansas.

“*Continuing Disclosure Agreement*” means that certain Continuing Disclosure Agreement dated as of the date of delivery of the Series 2022 Bonds, by and between the Issuer and the Dissemination Agent.

“*Costs of Issuance*” means all items of expense payable or reimbursable, directly or indirectly, by the Issuer and related to the authorization, sale and issuance of Bonds, including, but not limited to, expenses of printing, reproducing documents, filing and recording, initial fees and charges of the Trustee and the Paying Agent, legal and other professional services and consultation fees and expenditures, underwriter’s discount, credit rating costs, costs of securing any credit enhancement for the Bonds, execution, transportation and safekeeping of Bonds, and other costs, charges and fees in connection with the foregoing.

“*Counsel’s Opinion*” means an opinion signed by an attorney or firm of attorneys of nationally recognized standing in the field of law relating to tax-exempt municipal securities, such attorney or firm of attorneys to be selected by the Issuer and reasonably satisfactory to the Trustee.

“*County*” means Boone County, Arkansas, a political subdivision duly organized and validly existing under the laws of the State.

“*Dissemination Agent*” means Bank OZK, Little Rock, Arkansas, as dissemination agent under the Continuing Disclosure Agreement.

“*District*” means the Boone County Community College District, approved by the voters of the County on November 6, 1973.

“*Event of Default*” means any of the Events of Default specified in Section 802 of the Indenture.

“*Fiscal Year*” means the annual accounting reporting period used by the Issuer, initially the 12-month period commencing on July 1 of each year and ending on June 30 of the next year.

“*Fund*” means a fund established in Article V of the Indenture.

“*Government Obligations*” means (i) bonds, notes, certificates of indebtedness, treasury bills or other securities constituting direct obligations of, or obligations on which the full and timely payment of principal and interest is fully and unconditionally guaranteed by, the United States of America (including any such securities issued or held in book-entry form on the books of the Department of Treasury of the United States of America), and (ii) evidences of direct ownership or proportionate or individual interest in future interest or principal payments on specified direct obligations of, or obligations on which the full and timely payment of principal and interest is fully and unconditionally guaranteed by, the United States of America, which obligations are held by a bank or trust company organized and existing under the laws of the United States of America or any state thereof in the capacity of custodian in form and substance satisfactory to the Trustee. In the event that Government Obligations are used for defeasance purposes hereunder, they must be non-callable and non-prepayable.

“*Indenture*” means the Trust Indenture dated as of November 1, 2007, as supplemented and amended by the First Supplemental Trust Indenture dated as of August 1, 2012, by the Second Supplemental Trust Indenture dated as of November 1, 2012, by the Third Supplemental Trust Indenture dated as of November 1, 2019, and by the Fourth Supplemental Trust Indenture dated as of September 1, 2022, each by and between the Issuer and the Trustee, as from time to time amended or supplemented.

“*Investment Obligations*” means, if and to the extent the same are at the time legal for investment of funds held under the Indenture:

- (a) Government Obligations;
- (b) bonds, notes or other obligations of any state of the United States of America or any political subdivision of any state, which at the time of their purchase are rated in either of the two highest rating categories by a nationally recognized Rating Agency;

(c) certificates of deposit or time or demand deposits constituting direct obligations of any bank, bank holding company, savings and loan association or trust company organized under the laws of the United States of America or any state thereof (including the Trustee or any of its affiliates), except that investments may be made only in certificates of deposit or time or demand deposits which are:

(1) insured by the Federal Deposit Insurance Corporation, or any other similar United States Government deposit insurance program then in existence; or

(2) continuously and fully secured by Investment Obligations, which have a market value, exclusive of accrued interest, at all times at least equal to the principal amount of such certificates of deposit or time or demand deposits;

(d) repurchase agreements with any bank, bank holding company, savings and loan association, trust company or other financial institution organized under the laws of the United States of America or any state thereof (including the Trustee or any of its affiliates), that are continuously and fully secured by Government Obligations and which have a market value, exclusive of accrued interest, at all times at least equal to the principal amount of such repurchase agreements, provided that each such repurchase agreement conforms to current industry standards as to form and time, is in commercially reasonable form, is for a commercially reasonable period, results in transfer of legal title to identified Government Obligations which are segregated in a custodial or trust account for the benefit of the Trustee, and further provided that Government Obligations acquired pursuant to such repurchase agreements shall be valued at the lower of the then current market value thereof or the repurchase price thereof set forth in the applicable repurchase agreement;

(e) short term discount obligations of the Federal National Mortgage Association and the Government National Mortgage Association; and

(f) money market mutual funds (1) that invest in Government Obligations or that are registered with the U.S. Securities and Exchange Commission (SEC), meeting the requirements of Rule 2a-7 under the Investment Company Act of 1940, and (2) that are rated in either of the two highest categories by a nationally recognized Rating Agency.

“*Issuer*” means the Board of Trustees of the College.

“*Official Intent Date*” means July 14, 2022.

“*Owner*” or “*Bondowner*” means any registered owner of any Bond or Bonds.

“*Participants*” means those financial institutions for whom the Securities Depository effects book-entry transfers and pledges of securities deposited with the Securities Depository in its book-entry system, as such listing of Participants exists at the time of such reference.

“*Paying Agent*” means any bank or trust company designated as paying agent for the Series 2022 Bonds, and its successor or successors thereafter appointed in the manner provided in the Indenture. The initial Paying Agent is the Trustee.

“*Project*” means the various capital improvements to the College to be financed with a portion of the proceeds of the Series 2022 Bonds as described under the caption “THE PROJECT” herein.

“*Project Costs*” means, to the extent permitted by the Act or other applicable laws, with respect to the Project, all costs of planning, designing, purchasing, acquiring, constructing, renovating, improving, enlarging, extending, repairing, financing and planning in operation, or the modification, decommissioning, cancellation or disposing of the Project, including obtaining governmental approvals,

certificates, permits and licenses with respect thereto, heretofore or hereafter paid or incurred by or on behalf of the Issuer and which shall include, but shall not be limited to:

(a) preliminary investigation and development costs, engineering fees, contractors' fees, labor costs, the cost of materials, equipment, utility services and supplies, costs of obtaining permits, licenses and approvals, costs of real property, insurance premiums, legal and financing fees and costs, administrative and general costs, and all other costs properly allocable to the acquisition, construction and equipping of the Project and placing the same in operation;

(b) all costs relating to injury and damage claims arising out of the acquisition, construction or equipping of the Project; and

(c) all other costs incurred in connection with, and properly allocable to, the acquisition, construction and equipping of the Project.

"Project Fund" means the Project Fund established in Section 502 of the Indenture.

"Qualified Project Costs" means Project Costs; provided, however, that (i) Project Costs paid or incurred more than sixty (60) days prior to the applicable Official Intent Date shall not be deemed to be Qualified Project Costs (except for costs under the *de minimis* and *preliminary expenditure* exceptions set forth in Section 1.150-2 of the U.S. Treasury Regulations), (ii) Costs of Issuance shall not be deemed to be Qualified Project Costs, and (iii) interest prior to the completion date of the Project, letter of credit fees, and municipal bond insurance premiums which represent a transfer of credit risk must be allocated between Qualified Project Costs and other costs and expenses to be paid with proceeds of the Series 2022 Bonds.

"Rating Agency" means Moody's Investors Service, Inc., Standard & Poor's Ratings Services, a Division of The McGraw-Hill Companies, Inc., or Fitch, Inc., and their respective successors and assigns. If any such corporation ceases to act as a securities rating agency, the Issuer may appoint any nationally recognized securities rating agency as a replacement.

"Rebate Fund" means the Rebate Fund established in Section 502 of the Indenture.

"Record Date" means the fifteenth day of the calendar month next preceding an interest payment date on the Series 2022 Bonds.

"Requisition" means a written requisition of the Issuer, consecutively numbered, signed by an Authorized Representative including, without limitation, the following with respect to each payment requested:

(i) the name of the person or party to whom payment is to be made and the purpose of the payment,

(ii) the amount to be paid thereunder,

(iii) that such amount has not been previously paid by the Issuer and is justly due and owing to the person(s) named therein as a proper payment or reimbursement of a Qualified Project Cost, and

(iv) that no Event of Default exists under the Indenture and that, to the knowledge of the Authorized Representative, no event has occurred and continues which with notice or lapse of time or both would constitute an Event of Default under the Indenture.

"Revenue Fund" means the Revenue Fund established in Section 502 of the Indenture.

"Securities Depository" means The Depository Trust Company, New York, New York, and its successors and assigns, or a successor clearing agency designated pursuant to Section 309 of the Indenture and its successors and assigns.

“*Series 2019 Bonds*” means the Issuer’s \$6,535,000 original principal amount of Special Obligation Refunding Bonds, Series 2019.

“*Series 2022 Bonds*” means the Issuer’s \$1,900,000* original principal amount of Special Obligation Capital Improvement Bonds, Series 2022.

“*Special Tax*” means the one and seven-tenths (1.7) mill special *ad valorem* tax levied on each dollar of assessed valuation of taxable real property within the District and the applicable tax rate levied on each dollar of assessed valuation of taxable tangible personal property and on all property, real and personal, owned by public utilities and regulated carriers and computed in accordance with the provisions of Amendment 59 to the Constitution of Arkansas and Act 848 of the General Assembly of the State of Arkansas for 1981, as amended, levied and pledged to secure repayment of the Bonds pursuant to the Indenture and the Authorizing Resolution.

“*Special Tax Receipts*” means all proceeds derived from the Special Tax.

“*State*” means the State of Arkansas.

“*Supplemental Indenture*” means any indenture supplemental to or amendatory of the Indenture, executed and delivered by the Issuer in accordance with Article X of the Indenture.

“*Surplus Special Tax Receipts*” means those Special Tax Receipts not required to be paid to the Trustee on December 20 of each year for (i) the payment of interest on the Outstanding Bonds due on the next two interest payment dates, (ii) the principal amount of the Outstanding Bonds due on the next principal payment date, and (iii) the amount equal to any Trustee or Paying Agent fees then due.

“*Tax Regulatory Agreement*” means an agreement by and between the Issuer and the Trustee prescribing the procedures for compliance with Section 148 of the Code and relating to the maintenance of the excludability of interest on the Series 2022 Bonds for federal income tax purposes.

“*Trustee*” means Bank OZK (formerly, Bank of the Ozarks), a banking corporation organized and existing under the laws of the State of Arkansas, and its successor or any other company which may at any time be substituted in its place pursuant to the Indenture.

“*Trust Estate*” shall have the meaning stated in the Granting Clauses to the Indenture.

“*Underwriter*” means Stephens Inc., Fayetteville, Arkansas.

“*Value*” means, as of any particular time of determination, the value of any Investment Obligation calculated as follows:

(a) as to investments the bid and asked prices of which are published on a regular basis in *The Wall Street Journal* (or, if not there, then in *The New York Times*): the average of the bid and asked prices for such investments so published on or most recently prior to such time of determination;

(b) as to investments the bid and asked prices of which are not published on a regular basis in *The Wall Street Journal* or *The New York Times*: the average bid price at such time of determination for such investments by any two nationally recognized government securities dealers (selected by the Trustee in its absolute discretion) at the time making a market in such investments or the bid price published by a nationally recognized pricing service;

(c) as to certificates of deposit: the face amount thereof, plus accrued interest;

(d) as to direct obligations of the United States (State and Local Government Series) in book-entry form: the par or face principal amount thereof; and

* Preliminary, subject to change.

(e) as to any investment not specified above: the value thereof established by prior agreement between the Issuer and the Trustee.

SUMMARY OF PORTIONS OF THE INDENTURE

The Series 2022 Bonds will be issued pursuant to a Trust Indenture dated as of November 1, 2007, as supplemented and amended by a First Supplemental Trust Indenture dated as of August 1, 2012, by a Second Supplemental Trust Indenture dated as of November 1, 2012, by a Third Supplemental Trust Indenture dated as of November 1, 2019, and by a Fourth Supplemental Trust Indenture dated as of September 1, 2022 (as supplemented and amended, the “Indenture”), each by and between the Issuer and the Trustee. The following is a summary of certain provisions of the Indenture. This summary does not purport to be comprehensive or definitive and is subject in all respects to the specific terms and provisions of the Indenture, to which reference is hereby made and copies of which are available from the Issuer or the Underwriter.

Establishment of Funds

The Indenture establishes the Revenue Fund and the Bond Fund. Each Fund shall be held by the Trustee for the use and benefit of the Bondowners and the Issuer subject to the permitted applications expressed in the Indenture.

Revenue Fund. The Trustee shall, within ten (10) business days prior to each December 20, direct the Issuer to deposit, prior to such December 20, from the necessary Special Tax Receipts to the credit of the Revenue Fund an amount equal to (i) the interest due on all Bonds Outstanding on the next two (2) interest payment dates, (ii) the principal amount of the Bonds Outstanding due on the next principal payment date, and (iii) the amount of any Trustee or Paying Agent fees then due. The balance of any monies in the Revenue Fund on each December 20, prior to the required deposit from the Issuer, shall serve as a credit against such required deposit. On each December 20, the Trustee shall transfer from the Revenue Fund the following amounts in the order set forth below:

FIRST, for deposit into the Bond Fund, an amount equal to the interest on the Bonds Outstanding due on the next two (2) interest payment dates;

SECOND, for deposit into the Bond Fund, an amount equal to the next scheduled principal maturity (or mandatory sinking fund redemption) of Bonds; and

THIRD, for payment to the Trustee, an amount equal to any Trustee or Paying Agent fees then due.

The Issuer may use any Surplus Special Tax Receipts for any lawful purpose.

Bond Fund. There shall be deposited to the credit of the Bond Fund all accrued interest received on issuance and delivery of the Bonds and all moneys received therefor as transfers from the Revenue Fund or otherwise.

On each payment date for any of the Bonds Outstanding, the Trustee shall pay out of moneys credited to the Bond Fund the amounts required for the payment of principal of, whether at maturity or upon redemption, and interest on the Bonds due on such date, and such amounts shall be applied to such payments.

If there shall be insufficient moneys in the Bond Fund to pay in full interest or principal due on the Bonds on any payment date, the Trustee shall, one (1) day prior to such date, transfer an amount equal to the deficiency into the Bond Fund from the Revenue Fund if sufficient moneys are available therein.

Project Fund. There shall be deposited in the Project Fund from the proceeds of the Series 2022 Bonds such amount as set forth in the Certificate of the Issuer delivered to the Trustee concurrently with the issuance and delivery of the Series 2022 Bonds. Amounts in the Project Fund shall be expended and

applied for the payment of Qualified Project Costs. Disbursements shall be made from the Project Fund on the basis of consecutively numbered requisitions. Within thirty (30) days following completion of the Project, the Issuer shall deliver to the Trustee its Certificate stating that the Project is complete, and the Trustee shall transfer any remaining moneys in the Project Fund (save and except moneys needed to satisfy unpaid Qualified Project Costs) to the Bond Fund for application to the payment of regularly scheduled debt service on the Series 2022 Bonds.

Investments

The Issuer shall direct the Trustee to invest moneys in the Funds in Investment Obligations with maturity or redemption dates consistent with the times at which moneys in said Funds will be required for the purposes provided in the Indenture. No investment of money shall be made in Investment Obligations having maturities in excess of five years. Moneys in separate Funds may be pooled for the purpose of investment or deposit.

Investment Obligations purchased as an investment of moneys in any Fund shall be deemed at all times to be a part of such Fund, and the income or interest earned by, or the losses to, a Fund due to the investment thereof shall be charged against the respective Fund for which the investment was made.

The Trustee shall sell at the best price obtainable, or present for redemption, any Investment Obligation investment whenever it shall be necessary in order to provide moneys to meet any payment or transfer obligation from the Fund for which such investment was made. The Trustee shall advise the Issuer in writing, on or before the 25th day of each calendar month, of the details of all cash and investments held for the credit of, and transactions in, each Fund in its custody as of the end of the preceding month. The Trustee shall determine the Value of all investments of Fund at least semi-annually.

Certain Covenants

The Issuer covenants to:

- (a) use due diligence in causing the collection of the Special Tax Receipts;
- (b) take no action, or fail to take any required action, which may render interest on the Bonds subject to federal income taxation; and
- (c) use no part of the proceeds of Bonds, directly or indirectly, to acquire securities or obligations the acquisition of which would cause the Bonds to be “arbitrage bonds” as defined in Section 148 of the Code and any applicable regulations issued or proposed thereunder.

Defaults and Remedies

Upon the happening and continuance of any Event of Default specified in the Indenture (which includes default in the payment of the principal of and interest on the Bonds or default by the Issuer in the performance of any covenant contained in the Indenture), the Trustee may proceed, and upon the written request of the Owners of not less than twenty-five percent (25%) in aggregate principal amount of the Bonds then Outstanding shall proceed, in its own name and as trustee of an express trust for the benefit of the Owners of all Bonds, to protect and enforce its rights and the rights of the Owners of Bonds by such of the following remedies, as the Trustee, being advised by counsel, shall deem most effectual to protect and enforce such rights: (a) by mandamus or other suit, action or proceeding at law or in equity, enforce all rights of the Owners of Bonds, including the right to require the Issuer to use diligence to collect Special Tax Receipts adequate to carry out the covenants and agreements as to, and the pledge of, such Special Tax Receipts, and to require the Issuer to carry out any other covenant or agreement with Owners of Bonds and to perform its duties under the Act; (b) by bringing suit upon the Bonds; (c) by action or suit in equity, require the Issuer to account as if it were the trustee of an express trust for the Owners of the Bonds; (d) by action or suit in equity, enjoin any acts or things which may be unlawful or in violation of the rights of the Owners of Bonds; and (e) by declaring all Bonds due and payable, and if all defaults shall be made good, then the Owners of not less than twenty-five percent (25%) in aggregate principal amount of the Bonds

Outstanding, or the Trustee, if the Trustee shall have acted without a direction from the Owners of not less than twenty-five percent (25%) in aggregate principal amount of the Bonds at the time Outstanding, may annul such declaration and its consequences.

Supplemental Indentures

The Issuer and the Trustee may, without the consent of any Owner of Bonds, amend or supplement the Indenture by executing and delivering a Supplemental Indenture to (a) cure any ambiguity or formal defect or omission in the Indenture; (b) grant to or confer on the Trustee for the benefit of Owners of the Bonds any additional rights, remedies, powers or authority that may lawfully be granted to or conferred on them or the Trustee; (c) add to the covenants and agreements of the Issuer in the Indenture other covenants and agreements to be observed by the Issuer; (d) more precisely identify the revenues subject to the lien of the Indenture; (e) subject to the lien of the Indenture additional revenues or property; or (f) issue Additional Bonds in accordance with the Indenture.

The Indenture and the rights and obligations of the Issuer and the Owners of the Bonds therein may be modified or amended in any other regard with the consent, given as provided in the Indenture, of the Owners of at least 66 2/3% in aggregate principal amount of the Bonds Outstanding at the time such consent is given; provided, however, that no such modification or amendment shall permit a change in the terms of redemption or maturity of the principal of any Bond Outstanding or of any installment of interest thereon or a reduction in the principal amount or the redemption price thereof or in the rate of interest thereon without the consent of the Owners of all Bonds then Outstanding.

Defeasance

Any Bonds Outstanding shall be deemed to have been paid, and the lien on the Special Tax Receipts or other moneys and securities pledged or assigned in trust and all other rights granted by the Indenture shall be discharged and satisfied, if the following conditions are met: (a) in case any of said Bonds are to be redeemed on any date prior to their maturity, the Issuer shall have given to the Trustee in form satisfactory to it irrevocable instructions to mail notice of redemption of such Bonds; (b) there shall have been deposited with the Trustee either moneys in an amount which shall be sufficient, or Government Obligations the principal of and the interest on which when due will provide moneys which, together with the moneys, if any, deposited with the Trustee at the same time, shall be sufficient to pay when due the principal or redemption price, if applicable, and interest due and to become due on said Bonds on or prior to the redemption date or maturity date thereof, as the case may be; and (c) in the event said Bonds are not by their terms subject to redemption within the next succeeding sixty (60) days, the Issuer shall have given the Trustee in form satisfactory to it irrevocable instructions to mail, as soon as practicable, a notice to the Owners of such Bonds that the deposit required by (b) above has been made with the Trustee and that said Bonds are deemed to have been paid in accordance with the Indenture and stating such maturity or redemption date upon which moneys are to be available for the payment of the principal or redemption price, if applicable, of, and interest on said Bonds.

Neither Government Obligations nor moneys deposited with the Trustee pursuant to the Indenture nor principal or interest payments on any such Government Obligations shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal or redemption price, if applicable, and interest on said Bonds; provided that any cash received from such principal or interest payments on such Government Obligations deposited with the Trustee, if not then needed for such purpose, shall, to the extent practicable, be reinvested in Government Obligations maturing at times and in amounts sufficient to pay when due the principal or redemption price, if applicable, and interest to become due on said Bonds on or prior to such redemption date or maturity date thereof, as the case may be; and interest earned from such reinvestment shall be paid over to the Issuer, as received by the Trustee, free and clear of any trust, lien or pledge.

SUMMARY OF PORTIONS OF THE CONTINUING DISCLOSURE AGREEMENT

The Issuer has entered into an undertaking in the form of the Continuing Disclosure Agreement for the benefit of the Beneficial Owners of the Series 2022 Bonds to cause certain financial information to be sent to certain information repositories annually and to cause notice to be sent to such information repositories of certain specified events, pursuant to the requirements of Section (b)(5)(i) of Rule 15c2-12 of the Securities Exchange Act of 1934, as amended (the “Rule”).

The Issuer is a party to a prior continuing disclosure agreement for the Series 2019 Bonds.

Except as noted below, during the past five years, the Issuer has timely filed its Annual Financial Information on EMMA, which Annual Financial Information has included unaudited financial statements of the Issuer because Audited Financial Statements were not yet available. Audited Financial Statements were required to be filed when they became available for each of the applicable Fiscal Years. The Audited Financial Statements were subsequently filed on EMMA between 2 and 68 days after availability to the Issuer. The Issuer makes no representation as to the materiality of the continuing disclosure delinquencies described above.

The Issuer has undertaken steps to ensure future compliance with its continuing disclosure undertakings.

The Continuing Disclosure Agreement contains the following covenants and provisions:

(a) The Issuer covenants that it will disseminate, or will cause the Dissemination Agent to disseminate, the Annual Financial Information and the Audited Financial Statements (in the form and by the dates set forth in the Continuing Disclosure Agreement and in Exhibit I to the Continuing Disclosure Agreement) by delivering such Annual Financial Information and the Audited Financial Statements to the MSRB within 180 days of the completion of the Fiscal Year of the College. If Audited Financial Statements are not available when the Annual Financial Information is filed, unaudited financial statements shall be included, and Audited Financial Statements shall be filed with the MSRB within ten (10) Business Days after availability to the Issuer. The Issuer is required to deliver or cause delivery of such information in Prescribed Form and by such time so that such entity receives the information by the dates specified.

(b) Not later than five (5) Business Days prior to the date specified in the preceding paragraph for providing the Annual Financial Information Disclosure to the MSRB, the Issuer shall provide such Annual Financial Information Disclosure to the Dissemination Agent. If by such date the Dissemination Agent has not received a copy of the applicable Annual Financial Information Disclosure, the Dissemination Agent shall contact the Disclosure Representative to determine if the Issuer is in compliance with the preceding paragraph. If the Dissemination Agent is unable to verify that the Annual Financial Information Disclosure has been provided to the MSRB by the date required in the preceding paragraph, the Dissemination Agent shall file a notice with the MSRB in substantially the form attached as Exhibit III to the Continuing Disclosure Agreement.

(c) Contemporaneously with the filing by the Dissemination Agent of any Annual Financial Information Disclosure with the MSRB, the Dissemination Agent shall give notice thereof to the Issuer and the Trustee (if the Trustee is not the Dissemination Agent) certifying that such filing has been made and the date on which it was filed.

(d) If any part of the Annual Financial Information can no longer be generated because the operations to which it is related have been materially changed or discontinued, the Issuer will disseminate or cause dissemination of a statement to such effect as part of its Annual Financial Information for the Fiscal Year in which such event first occurs.

(e) If any amendment is made to the Continuing Disclosure Agreement, the Annual Financial Information for the Fiscal Year in which such amendment is made (or in any notice or supplement provided

to the MSRB) shall contain a narrative description of the reasons for such amendment and its impact on the type of information being provided.

(f) The Issuer covenants to disseminate or cause dissemination in a timely manner, not in excess of ten (10) Business Days after the occurrence of the event, of Listed Events Disclosure to the MSRB in Prescribed Form. Notwithstanding the foregoing, notice of optional or unscheduled redemption of any Series 2022 Bonds need not be given under the Continuing Disclosure Agreement any earlier than the notice (if any) of such redemption is given to the owners of the Series 2022 Bonds pursuant to the Indenture. The Issuer is required to deliver or cause delivery of such Listed Events Disclosure in the same manner as provided for Annual Financial Information and Audited Financial Statements.

(g) In the event of a failure of the Issuer to comply with any provision of the Continuing Disclosure Agreement, the Trustee may (and at the request of the Participating Underwriter or the Beneficial Owners of at least 25% in aggregate outstanding principal amount of the Series 2022 Bonds, and upon being indemnified to its satisfaction, shall) or the Beneficial Owner of any Series 2022 Bond may seek specific performance by court order to cause the Issuer to comply with its obligations under the Continuing Disclosure Agreement. A default under the Continuing Disclosure Agreement shall not be deemed an Event of Default under the Indenture or any other agreement, and the sole remedy under the Continuing Disclosure Agreement in the event of any failure of the Issuer or the Dissemination Agent to comply with this Disclosure Agreement shall be an action to compel performance.

(h) The Undertaking of the Issuer pursuant to the Continuing Disclosure Agreement shall be terminated when the Issuer shall no longer have any legal liability for any obligation on or relating to the repayment of the Series 2022 Bonds. The Issuer shall give notice to the MSRB, or shall cause the Dissemination Agent to give such notice, in a timely manner and in Prescribed Form in such event.

(i) The Issuer and the Dissemination Agent may amend the Continuing Disclosure Agreement, and any provision of the Continuing Disclosure Agreement may be waived, if (i) the amendment or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the Issuer or type of business conducted; (ii) the Continuing Disclosure Agreement, as amended, or the provision, as waived, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; (iii) the amendment or waiver does not materially impair the interests of the Beneficial Owners of the Series 2022 Bonds, as determined either by parties unaffiliated with the Issuer (such as the Trustee) or by an approving vote of the Beneficial Owners of the Series 2022 Bonds holding a majority of the aggregate principal amount of the Series 2022 Bonds (excluding Series 2022 Bonds held by or on behalf of the Issuer or its affiliates) pursuant to the terms of the Indenture at the time of the amendment; or (iv) the amendment or waiver is otherwise permitted by the Rule.

(j) The following terms used under this caption shall have the meanings set forth below:

“Annual Financial Information” means the update of the statistical information set forth under the subcaptions *“Historical Assessed Valuation”* and *“Historical Special Tax Receipts”* under the caption “SECURITY FOR THE BONDS” and under the subcaptions *“Enrollment”* and *“Funding”* under the caption “THE ISSUER AND THE COLLEGE” in this Official Statement.

“Annual Financial Information Disclosure” means the dissemination of disclosure concerning Annual Financial Information and the dissemination of the Audited Financial Statements as set forth in subsection (a) above.

“Audited Financial Statements” means the audited financial statements of the College, prepared pursuant to generally accepted accounting standards and as described in Exhibit I to the Continuing Disclosure Agreement.

“*Beneficial Owner*” shall mean any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Series 2022 Bonds (including persons holding Series 2022 Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Series 2022 Bonds for federal income tax purposes.

“*Business Day*” means any day other than a Saturday or Sunday or a day on which banks in the State of Arkansas or in the state in which the Dissemination Agent is located are not open for business.

“*Commission*” means the U.S. Securities and Exchange Commission.

“*Disclosure Representative*” means the Vice President of Finance and Administration of the College, or his or her designee, or such other person as the Issuer shall designate in writing to the Dissemination Agent from time to time.

“*Dissemination Agent*” shall mean Bank OZK, Little Rock, Arkansas, acting in its capacity as a dissemination agent under the Continuing Disclosure Agreement, or any successor dissemination agent designated in writing by the Issuer and which has filed with the Trustee a written acceptance of such designation.

“*EMMA*” means the Electronic Municipal Market Access facility for municipal securities disclosure of the MSRB.

“*Exchange Act*” means the Securities Exchange Act of 1934, as amended.

“*Financial Obligation*” means a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as a security or a source of payment for, an existing or planned debt obligation; or (iii) a guarantee of (i) or (ii). The term Financial Obligation does not include municipal securities as to which a final official statement has been otherwise provided to the MSRB under the Rule.

“*Fiscal Year*” means any period of twelve (12) consecutive months adopted by the College as its fiscal year for financial reporting purposes. The Fiscal Year of the College presently ends on June 30 of each year.

“*Listed Event*” means the occurrence of any of the following events with respect to the Series 2022 Bonds:

- (1) Principal and interest payment delinquencies;
- (2) Nonpayment-related defaults, if material;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
- (7) Modifications to rights of security holders, if material;
- (8) Bond calls, if material, and tender offers;
- (9) Defeasances;
- (10) Release, substitution or sale of property securing repayment of the securities, if material;

- (11) Rating changes;
- (12) Bankruptcy, insolvency, receivership or similar event of the College;
- (13) The consummation of a merger, consolidation or acquisition involving the College or the sale of all or substantially all of the assets of the College, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
- (14) Appointment of a successor or additional trustee or the change of name of a trustee, if material;
- (15) Incurrence of a Financial Obligation of the College or the Issuer, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the College or the Issuer, any of which affect security holders, if material; and
- (16) Default, event of acceleration, termination event, modification of terms, or similar events under the terms of a Financial Obligation of the College or the Issuer, any of which reflect financial difficulties.

“*Listed Events Disclosure*” means dissemination of a notice of a Listed Event as set forth in subsection (d) above.

“*MSRB*” shall mean the Municipal Securities Rulemaking Board established in accordance with the provisions of Section 15B(b)(1) of the 1934 Act.

“*Participating Underwriter*” means each broker, dealer or municipal securities dealer acting as an underwriter in any primary offering of the Series 2022 Bonds.

“*Prescribed Form*” means, with regard to the filing of Annual Financial Information, Audited Financial Statements and notices of Listed Events with the MSRB at www.emma.msrb.org (or such other address or addresses as the MSRB may from time to time specify), such electronic format, accompanied by such identifying information, as shall have been prescribed by the MSRB and which shall be in effect on the date of filing of such information.

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

“*State*” means the State of Arkansas.

“*Undertaking*” means the obligations of the Issuer pursuant to subsections (a) and (d) above.

TAX MATTERS

Federal Income Taxes. In the opinion of Kutak Rock LLP, Bond Counsel, under existing laws, regulations, rulings and judicial decisions, interest on the Series 2022 Bonds (including any original issue discount properly allocable to the owner of a Series 2022 Bond) is excluded from the gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. The opinion described in the preceding sentence assumes the accuracy of certain representations and compliance by the Issuer with covenants designed to satisfy the requirements of the Code that must be met subsequent to the issuance of the Series 2022 Bonds. Failure to comply with such requirements could cause interest on the Series 2022 Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2022 Bonds. The Issuer has covenanted to comply with such requirements.

Bank Qualification. The Issuer has represented that it does not reasonably anticipate issuing greater than \$10,000,000 of tax-exempt obligations in calendar year 2022 (excluding certain private activity and refunding bonds) and that it has designated the Series 2022 Bonds as “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Code. Accordingly, Bond Counsel is of the opinion that in the case of certain banks, thrift institutions or other financial institutions owning the Series 2022 Bonds, a deduction is allowed for 80% of that portion of such institutions’ interest expense allocable to interest on the Series 2022 Bonds. Bond Counsel has expressed no opinion with respect to any deduction for federal income tax purposes of interest incurred or continued by a holder of the Series 2022 Bonds or a related person to purchase or carry the Series 2022 Bonds.

Bond Counsel has expressed no opinion regarding other federal tax consequences arising with respect to the Series 2022 Bonds.

The accrual or receipt of interest on the Series 2022 Bonds may otherwise affect the federal income tax liability of the owners of the Series 2022 Bonds. The extent of these other tax consequences will depend upon such owner’s particular tax status and other items of income or deduction. Bond Counsel has expressed no opinion regarding any such consequences. Purchasers of the Series 2022 Bonds, particularly purchasers that are corporations (including S corporations and foreign corporations operating branches in the United States), property or casualty insurance companies, banks, thrifts or other financial institutions, certain recipients of Social Security or Railroad Retirement benefits, taxpayers otherwise entitled to claim the earned income credit, taxpayers entitled to claim the refundable credit in Section 36B of the Code for coverage under a qualified health plan, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, should consult their tax advisors as to the tax consequences of purchasing or owning the Series 2022 Bonds.

Recognition of Income Generally. Section 451 of the Code was amended by Pub. L. No. 115-97, enacted December 22, 2017 (sometimes referred to as the Tax Cuts and Jobs Act), to provide that taxpayers using an accrual method of accounting for federal income tax purposes generally will be required to include certain amounts in income, including original issue discount and market discount, no later than the time such amounts are reflected on certain financial statements of such taxpayer. Investors should consult their own tax advisors regarding the application of this rule and its impact on the timing of the recognition of income related to the Series 2022 Bonds under the Code.

Backup Withholding. As a result of the enactment of the Tax Increase Prevention and Reconciliation Act of 2005, interest on tax-exempt obligations such as the Series 2022 Bonds is subject to information reporting in a manner similar to interest paid on taxable obligations. Backup withholding may be imposed on payments made to any bondholder who fails to provide certain required information, including an accurate taxpayer identification number, to any person required to collect such information pursuant to Section 6049 of the Code. The reporting requirement does not in and of itself affect or alter the excludability of interest on the Series 2022 Bonds from gross income for federal income purposes or any other federal tax consequence of purchasing, holding or selling tax-exempt obligations.

Changes in Federal and State Tax Law

From time to time, there are legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal tax matters referred to under this heading “TAX MATTERS” or adversely affect the market value of the Series 2022 Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Series 2022 Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Series 2022 Bonds or the market value thereof would be impacted thereby. Purchasers of the Series 2022 Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation.

The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Series 2022 Bonds, and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

State Taxes

Bond Counsel is of the opinion that, under existing law, the interest on the Series 2022 Bonds is exempt from all state, county and municipal taxes in the State of Arkansas.

UNDERWRITING

Under a Bond Purchase Agreement (the “Agreement”) entered into by and between the Issuer and Stephens Inc. (the “Underwriter”), the Series 2022 Bonds are being purchased at a price of \$ _____ (representing the stated principal amount of the Series 2022 Bonds [less][plus] a net reoffering [discount][premium] of \$ _____ and less an underwriting discount of \$ _____), plus accrued interest, for public reoffering by the Underwriter. The Agreement provides that the Underwriter will purchase all of the Series 2022 Bonds if any are purchased. The obligation of the Underwriter to accept delivery of the Series 2022 Bonds is subject to various conditions contained in the Agreement, including the absence of pending or threatened litigation questioning the validity of the Series 2022 Bonds or any proceedings in connection with the issuance thereof and the absence of material adverse changes in the financial condition of the Issuer.

The Underwriter intends to offer the Series 2022 Bonds to the public initially at the offering prices set forth on the inside cover page of this Official Statement, which prices (or bond yields establishing such offering prices) may subsequently change without any requirement of prior notice. The Underwriter reserves the right to join with dealers and other underwriters in offering the Series 2022 Bonds to the public, and may offer the Series 2022 Bonds to such dealers and other underwriters at a price below the public offering price.

The Issuer has agreed to indemnify the Underwriter against certain civil liabilities in connection with the offering and sale of the Series 2022 Bonds, including certain liabilities under federal securities laws.

The Underwriter and its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage services. The Underwriter and its affiliates have, from time to time, performed and may in the future perform, various financial advisory, commercial banking, investment banking and swap counterparty services for the Issuer, for which they received or will receive customary fees and expenses. In the ordinary course of their various business activities, the Underwriter and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities, which may include credit default swaps) and financial instruments (including bank loans) for their own accounts and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the Issuer.

LEGAL MATTERS

Approving Opinion

Legal matters incident to the authorization and issuance of the Series 2022 Bonds are subject to the unqualified approving opinion of Kutak Rock LLP, Little Rock, Arkansas, Bond Counsel, a copy of whose approving opinion in substantially the form attached as Appendix A to this Official Statement will be delivered with the Series 2022 Bonds. Payment of Bond Counsel’s fee for services rendered with respect to the Series 2022 Bonds is contingent upon the issuance and delivery of the Series 2022 Bonds.

Legal Proceedings

There is not now pending nor, to the knowledge of the Issuer, threatened any judicial, administrative or regulatory proceedings against the Issuer seeking to restrain or enjoin the issuance or delivery of the Series 2022 Bonds or questioning or affecting the validity of the Series 2022 Bonds or the proceedings or authority under which the Series 2022 Bonds are to be issued, or questioning the existence of the Issuer or the District, the District's boundaries, or the title of any official of the Issuer to his or her office.

There is not now pending nor, to the knowledge of the Issuer, threatened any judicial, administrative or regulatory proceedings questioning or affecting the assessed value of taxable property located within the District or the rate or legitimacy of any taxes levied with respect to the District.

MISCELLANEOUS

The County has furnished certain information in this Official Statement relating to the Special Tax and *ad valorem* taxes in the County in general. The Issuer has furnished certain information in this Official Statement relating to the College. The Underwriter has furnished the information in this Official Statement with respect to the public offering prices of the Series 2022 Bonds and the information under the caption "UNDERWRITING" herein.

Any statements made in this Official Statement involving matters of opinion or of estimates, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized. This Official Statement is not to be construed as a contract or agreement between the Issuer and the purchasers or owners of any of the Series 2022 Bonds.

ACCURACY AND COMPLETENESS OF OFFICIAL STATEMENT

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

The execution and delivery of this Official Statement has been duly authorized by the Issuer as of the date shown on the cover hereof.

**BOARD OF TRUSTEES OF NORTH
ARKANSAS COLLEGE**

By: _____
Chair

APPENDIX A

Form of Approving Opinion of Bond Counsel

September __, 2022

Board of Trustees of
North Arkansas College
Harrison, Arkansas

Bank OZK, as trustee
Little Rock, Arkansas

Stephens Inc.
Fayetteville, Arkansas

\$1,900,000*
Board of Trustees of North Arkansas College
Special Obligation Capital Improvement Bonds
Series 2022

Ladies and Gentlemen:

We have acted as bond counsel in connection with the issuance of the captioned bonds (the “Series 2022 Bonds”) by the Board of Trustees of North Arkansas College (the “Issuer”). The Series 2022 Bonds are being issued for the purpose of (i) acquiring, constructing and equipping certain capital improvements to North Arkansas College, a two-year public post-secondary educational institution (the “College”), and (ii) paying the costs of issuance of the Series 2022 Bonds.

The Series 2022 Bonds are issued pursuant to and in full compliance with the Constitution and laws of the State of Arkansas, including particularly Amendment 52 and the Technical College and Community College Capital Improvement Act of 1993, as amended, codified at Arkansas Code Annotated §§6-61-1001 *et seq.* (the “Act”), and pursuant to a resolution of the Issuer adopted on August __, 2022, and a Trust Indenture dated as of November 1, 2007, as supplemented and amended by a First Supplemental Trust Indenture dated as of August 1, 2012, by a Second Supplemental Trust Indenture dated as of November 1, 2012, by a Third Supplemental Trust Indenture dated as of November 1, 2019, and by a Fourth Supplemental Trust Indenture dated as of September 1, 2022 (as supplemented and amended, the “Indenture”), by and between the Issuer and Bank OZK (formerly Bank of the Ozarks), Little Rock, Arkansas, as trustee and paying agent for the Series 2022 Bonds (the “Trustee”). Pursuant to the Indenture, the Series 2022 Bonds are secured on a parity basis with the Issuer’s outstanding Special Obligation Refunding Bonds, Series 2019 (the “Series 2019 Bonds”).

The Series 2022 Bonds are subject to redemption prior to maturity as set forth in the Indenture and in the Series 2022 Bonds. The Issuer has reserved the right to issue additional bonds on a parity of security

* Preliminary, subject to change.

with the Series 2019 Bonds and the Series 2022 Bonds upon compliance with certain provisions set forth in the Indenture.

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

Based on the above, we are of the opinion, under existing law, as follows:

1. The Series 2022 Bonds have been duly authorized, issued and delivered by the Issuer and are the valid, binding special obligations of the Issuer in accordance with their terms.

2. The Series 2022 Bonds are payable from and secured by an irrevocable pledge of and lien on the receipts of a special designated *ad valorem* tax (the “Special Tax”) on the taxable real and tangible personal property located within the Boone County Community College District in Boone County, Arkansas, which Special Tax receipts have been pledged under the Indenture to the payment of the principal of and interest on the Series 2019 Bonds, the Series 2022 Bonds and any Additional Bonds (as defined in the Indenture) issued hereafter, subject to no prior lien.

3. The Indenture has been duly authorized, executed and delivered by the Issuer and is a legally valid and binding obligation of the Issuer enforceable in accordance with its terms.

4. Interest on the Series 2022 Bonds (including any original issue discount properly allocable to the owner of a Series 2022 Bonds) is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. The opinions described in the preceding sentence assume the accuracy of certain representations and compliance by the Issuer with covenants designed to satisfy the requirements of the Internal Revenue Code of 1986, as amended (the “Code”), that must be met subsequent to the issuance of the Series 2022 Bonds. Failure to comply with such requirements could cause interest on the Series 2022 Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2022 Bonds. The Issuer has covenanted to comply with such requirements. The Series 2022 Bonds are “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Code, and, in the case of certain financial institutions (within the meaning of Section 265(b)(5) of the Code), a deduction is allowed for eighty percent (80%) of that portion of such financial institution’s interest expense allocable to interest on the Series 2022 Bonds. We express no opinion regarding other federal tax consequences arising with respect to the Series 2022 Bonds.

5. The Series 2022 Bonds and interest thereon are exempt from all state, county and municipal taxes in the State of Arkansas.

6. The Series 2022 Bonds are exempt from registration pursuant to the Securities Act of 1933, as amended, and the Indenture is not required to be qualified under the Trust Indenture Act of 1939, as amended, in connection with the offer and sale of the Series 2022 Bonds.

With regard to matters expressed in this opinion, please be advised that the enforceability of the rights and remedies with respect to the Series 2022 Bonds and the Indenture may be limited by bankruptcy, moratorium, reorganization, insolvency or other laws affecting creditors’ rights or remedies heretofore or hereafter enacted and the enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

Very truly yours,