

ORDINANCE NO. 2003-13

AN ORDINANCE AUTHORIZING THE CONSTRUCTION OF EXTENSIONS, BETTERMENTS AND IMPROVEMENTS TO THE WATER FACILITIES OF THE CITY OF OZARK, ARKANSAS; AUTHORIZING THE ISSUANCE AND SALE OF WATER AND SEWER REFUNDING AND CONSTRUCTION REVENUE BONDS; PROVIDING FOR THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON THE BONDS; PRESCRIBING OTHER MATTERS RELATING THERETO; AND DECLARING AN EMERGENCY.

WHEREAS, the City of Ozark, Arkansas (the "City") owns and operates water and sewer facilities as a single, integrated municipal undertaking (the "System"); and

WHEREAS, the City Council has determined that extensions, betterments and improvements to the water facilities of the System (the "Improvements") are necessary in order to make the services thereof adequate for the needs of the City; and

WHEREAS, the City Council has determined that it is in the best interest of the City to refund its Water and Sewer Refunding Revenue Bonds, Series 1998 (the "Bonds Refunded"); and

WHEREAS, the City can accomplish the Improvements and the refunding of the Bonds Refunded (the "Refunding") by the issuance of Water and Sewer Refunding and Construction Revenue Bonds, Series 2003 in the principal amount of \$5,075,000 (the "bonds"); and

WHEREAS, the City has made arrangements for the sale of the bonds to Crews & Associates, Inc., (the "Purchaser"), at a price of \$4,861,136.85 (principal amount less underwriter's discount of \$126,875 and less original issue discount of \$86,988.15) plus accrued interest (the "Purchase Price") pursuant to a Bond Purchase Agreement (the "Purchase Agreement") which has been presented to and is before this meeting; and

WHEREAS, the Preliminary Official Statement, dated July 11, 2003, offering the bonds for sale (the "Preliminary Official Statement"), has been presented to and is before this meeting; and

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

WHEREAS, the City has outstanding an issue of Water and Sewer Revenue Bonds, Series 1994 (the "Parity Bonds") authorized by Ordinance Nos. 1992-19, adopted on September 8, 1992 and 1994-30,

adopted on November 30, 1994 (collectively, the "Parity Ordinance"); and

WHEREAS, the coverage test for securing the bonds with a lien on revenues of the System on a parity with the lien on System revenues in favor of the Parity Bonds has or will be met;

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

Section 1. The Improvements and the Refunding shall be accomplished. The Mayor and City Clerk are hereby authorized to take, or cause to be taken, all action necessary to accomplish the Improvements and the Refunding and to execute all required contracts. The Bonds Refunded shall be called for redemption on October 1, 2003 at a price of par plus accrued interest.

Section 2. The City Council hereby finds and declares that the period of usefulness of the System will be more than forty (40) years, which is longer than the term of the bonds.

Section 3. The offer of the Purchaser for the purchase of the bonds from the City at the Purchase Price for bonds bearing interest at the rates per annum, maturing and otherwise subject to the terms and provisions hereafter in this Ordinance set forth in detail be, and is hereby, accepted and the Purchase Agreement, in substantially the form submitted to this meeting, is approved and the bonds are hereby sold to the Purchaser. The Mayor is hereby authorized and directed to execute and deliver the Purchase Agreement on behalf of the City and to take all action required on the part of the City to fulfill its obligations under the Purchase Agreement.

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

Section 4. Under the authority of the Constitution and laws of the State of Arkansas (the "State"), including particularly Title 14, Chapter 234, Subchapter 2, Title 14, Chapter 235, Subchapter 2 and Title 14, Chapter 164, Subchapter 4 of the Arkansas Code of 1987 Annotated, and applicable decisions of the Supreme Court of the State, including particularly City of Harrison v. Braswell, 209 Ark. 1094, 194 S.W. 2d 12 (1946), City of Ozark, Arkansas Water and Sewer Refunding and Construction Revenue Bonds, Series 2003 are hereby authorized and ordered issued in the principal amount of \$5,075,000 for the purpose of financing all or a portion of the costs of the Improvements and the Refunding,

partially funding a debt service reserve and paying certain expenses of issuing the bonds. The bonds shall mature or become subject to mandatory sinking fund redemption on October 1 in the years in the amounts and shall bear interest as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate (%)</u>
2003	\$ 30,000	1.350%
2004	100,000	1.600
2005	100,000	1.750
2006	100,000	1.900
2007	105,000	2.200
2008	110,000	2.500
2009	110,000	2.750
2010	115,000	3.000
2011	115,000	3.250
2012	120,000	3.375
2013	125,000	3.500
2014	125,000	3.625
2015	135,000	3.750
2016	140,000	3.900
2017	140,000	4.000
2018	150,000	4.100
2023*	850,000	4.600
2028*	1,065,000	4.700
2033*	1,340,000	4.900

*Subject to mandatory sinking fund redemption.

The bonds shall be issuable only as fully registered bonds without coupons in the denomination of \$5,000 or any integral multiple thereof. Unless the City shall otherwise direct, the bonds shall be numbered from 1 upward in order of issuance. Each bond shall have a CUSIP number.

The bonds shall be registered initially in the name of Cede & Co., as nominee for The Depository Trust Company ("DTC"), which shall be considered to be the registered owner of the bonds for all purposes under this Ordinance, including, without limitation, payment by the City of principal of, redemption price, premium, if any, and interest on the bonds, and receipt of notices and exercise of rights of registered owners. There shall be one certificated, typewritten bond for each stated maturity date which shall be immobilized in the custody of DTC with the beneficial owners having no right to receive the bonds in the form of physical securities or certificates. DTC and its participants shall be responsible for maintenance of records of the ownership of beneficial interests in the bonds by book-entry on the system maintained and operated by DTC and its participants, and transfers of ownership of beneficial interests shall be made only by DTC and its participants, by book-entry, the City having no responsibility

therefor. DTC is expected to maintain records of the positions of participants in the bonds, and the participants and persons acting through participants are expected to maintain records of the purchasers of beneficial interests in the bonds. The bonds as such shall not be transferable or exchangeable, except for transfer to another securities depository or to another nominee of a securities depository, without further action by the City.

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

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

The authorized officers of the Trustee and the City shall do or perform such acts and execute all such certificates, documents and other instruments as they or any of them deem necessary or advisable to facilitate the efficient use of a securities depository for all or any portion of the bonds; provided that neither the Trustee nor the City may assume any obligations to such securities depository or beneficial owners of bonds that are inconsistent with their obligations to any registered owner under this Ordinance.

Each bond shall be dated August 1, 2003. Interest on the bonds shall be payable on October 1, 2003, and semiannually thereafter on April 1 and October 1 of each year. Payment of each installment of interest shall be made to the person in whose name the bond is registered on the registration books maintained by Bank of the Ozarks, Little Rock, Arkansas, as Trustee and Paying Agent (the "Trustee"), at the close of business on the fifteenth day of the month (whether or not a business day) next preceding each interest payment date (the "Record Date"), irrespective of any transfer or exchange of any such bond subsequent to such Record Date and prior to such interest payment date.

Each bond shall bear interest from the payment date next preceding the date on which it is authenticated unless it is authenticated on an interest payment date, in which event it shall bear interest from such date, or unless it is authenticated prior to the first interest payment date, in which event it shall bear interest from August 1, 2003, or unless it is authenticated during the period from the Record Date to the next interest payment date, in which case it shall bear interest from such interest payment date, or unless at the time of authentication thereof interest is in default thereon, in which event it shall bear interest from the date to which interest has been paid.

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

In case any bond shall become mutilated or be destroyed or lost, the City shall, if not then prohibited by law, cause to be executed and the Trustee may authenticate and deliver a new bond of like date, maturity and tenor in exchange and substitution for and upon cancellation of such mutilated bond, or in lieu of and in substitution for such bond destroyed or lost, upon the owner paying the reasonable expenses and charges of the City and the Trustee in connection therewith, and, in the case of a bond destroyed or lost, his filing with the Trustee evidence satisfactory to it that such bond was destroyed or lost, and of his ownership thereof, and furnishing the City and the Trustee with indemnity satisfactory to them. The Trustee is hereby authorized to authenticate any such new bond. In the event any such bond shall have matured, instead of issuing a new bond, the City may pay the same without the surrender thereof. Upon the issuance of a new bond under this

Section, the City may require the payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses (including the fees and expenses of the Trustee) connected therewith.

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

No charge shall be made to any owner of any bond for the privilege of transfer or exchange, but any owner of any bond requesting any such transfer or exchange shall pay any tax or other governmental charge required to be paid with respect thereto. Except as otherwise provided in the immediately preceding sentence, the cost of preparing each new bond upon each exchange or transfer and any other expenses of the City or the Trustee incurred in connection therewith shall be paid by the City. The City shall not be required to transfer or exchange any bonds selected for redemption in whole or in part.

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

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

Section 5. The bonds shall be executed on behalf of the City by the manual or facsimile signatures of the Mayor and City Clerk and shall have impressed or imprinted thereon the seal of the City. The bonds, together with interest thereon, are secured by and are payable solely from revenues derived from the System

portion hereof shall be duly called for redemption, until the date fixed for redemption, and to pay interest on overdue principal and interest (to the extent legally enforceable) at the rate borne by this bond. Payment of each installment of interest shall be made to the person in whose name this bond is registered on the registration books of the City maintained by the Trustee at the close of business on the fifteenth day of the month (whether or not a business day) next preceding each interest payment date (the "Record Date"), irrespective of any transfer or exchange of this bond subsequent to such Record Date and prior to such interest payment date.

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

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

This bond is one of an issue of City of Ozark, Arkansas Water and Sewer Refunding and Construction Revenue Bonds, Series 2003, aggregating Five Million Seventy-Five Thousand Dollars (\$5,075,000) in principal amount (the "bonds"), and is issued for the purpose of financing all or a portion the costs of the acquisition, construction and equipping of extensions, betterments and improvements to the City's water facilities, refunding the City's Water and Sewer Refunding Revenue Bonds, Series 1998, paying certain expenses incidental thereto and to the authorization and issuance of the bonds and partially funding a debt service reserve.

The bonds are issued pursuant to and in full compliance with the Constitution and laws of the State of Arkansas (the "State"), including particularly Title 14, Chapter 234, Subchapter 2 Title 14, Chapter 235 Subchapter 2 and Title 14, Chapter 164, Subchapter 4 of the Arkansas Code of 1987 Annotated (the "Code") and applicable decisions of the Supreme Court of Arkansas,

including particularly City of Harrison v. Braswell, 209 Ark. 1094, 194 S.W. 2d 12 (1946), and pursuant to Ordinance No. 1992-19 of the City, duly adopted on September 8, 1992, Ordinance No. 1994-30 of the City, duly adopted on November 30, 1994 and Ordinance No. 2003-13 of the City, duly adopted on July 17, 2003 (collectively, the "Authorizing Ordinance"), and do not constitute an indebtedness of the City within any constitutional or statutory limitation. The bonds are not general obligations of the City but are special obligations payable solely from the revenues derived from the operation of the City's water and sewer (combined) system (the "System"). In this regard, the pledge in favor of the bonds is on a parity with the pledge in favor of the City's Water and Sewer Revenue Bonds, Series 1994 (the "Parity Bonds"). An amount of System revenues sufficient to pay the principal of and interest on the bonds and the Parity Bonds has been duly pledged and set aside into bond funds created by the Authorizing Ordinance. Reference is hereby made to the Authorizing Ordinance for a detailed statement of the terms and conditions upon which the bonds are issued, of the nature and extent of the security for the bonds, and the rights and obligations of the City, the Trustee and the owners of the bonds. The City has fixed and has covenanted and agreed to maintain rates for the services of the System which shall be sufficient at all times to provide for the proper and reasonable expenses of operation and maintenance of the System and for the payment of the principal of and interest on all bonds payable from System revenues, with Trustee's fees, as the same become due and payable, to establish and maintain a debt service reserve and to make required deposits for the depreciation of the System.

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

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

2. The bonds may be redeemed at the option of the City from funds from any source, in whole at any time or in part on any interest payment date on and after October 1, 2008, at a redemption price equal to the principal amount being redeemed plus accrued interest to the redemption date. If fewer than all of the bonds shall be called for redemption, the particular maturities of the bonds to be redeemed shall be selected by the City in its discretion. If fewer than all of the bonds of any one maturity shall be called for redemption, the particular bonds or portion thereof to be redeemed from such maturity shall be selected by lot by the Trustee.

3. To the extent not previously redeemed, the bonds maturing on October 1, 2023, October 1, 2028 and October 1, 2033 are subject to mandatory sinking fund redemption by lot in such manner as the Trustee shall determine, on October 1 in the years and in the amounts set forth below, at a redemption price equal to the principal amount being redeemed plus accrued interest to the date of redemption:

Bonds Maturing October 1, 2023

<u>Years</u>	<u>Principal Amount</u>
2019	\$155,000
2020	165,000
2021	170,000
2022	175,000
2023 (maturity)	185,000

Bonds Maturing October 1, 2028

<u>Years</u>	<u>Principal Amount</u>
2024	\$190,000
2025	205,000
2026	215,000
2027	225,000
2028 (maturity)	230,000

Bonds Maturing October 1, 2033

<u>Years</u>	<u>Principal Amount</u>
2029	\$245,000
2030	255,000
2031	265,000
2032	280,000
2033 (maturity)	295,000

The provisions for mandatory sinking fund redemption of the bonds are subject to the provisions of the Authorizing Ordinance which permit the City to receive credit for bonds previously redeemed or for bonds acquired by the City and surrendered to the Trustee.

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

Notice of redemption identifying the bonds or portions thereof (which shall be \$5,000 or a multiple thereof) to be redeemed shall be given by the Trustee, not less than 30 nor more than 60 days prior to the date fixed for redemption, by mailing a

copy of the redemption notice by first class mail, postage prepaid, to all registered owners of bonds to be redeemed. Failure to mail an appropriate notice or any such notice to one or more registered owners of bonds to be redeemed shall not affect the validity of the proceedings for redemption of other bonds as to which notice of redemption is duly given in proper and timely fashion. All such bonds or portions thereof thus called for redemption and for the retirement of which funds are duly provided in accordance with the Authorizing Ordinance prior to the date fixed for redemption will cease to bear interest on such redemption date. With respect to notice of redemption of the bonds at the option of the City, unless moneys sufficient to pay the principal of and premium, if any, and interest on the bonds to be redeemed shall have been received by the Trustee prior to the giving of such notice, such notice shall state that redemption shall be conditional upon the receipt of such moneys by the Trustee on or prior to the date fixed for such redemption. If such moneys shall not have been so received, such notice shall be of no force and effect, the City shall not redeem such bonds and the Trustee shall give notice, in the manner in which the notice of redemption was given, that such moneys were not so received.

This bond is transferable by the registered owner hereof in person or by his attorney-in-fact duly authorized in writing at the principal corporate trust office of the Trustee, but only in the manner, subject to the limitations and upon payment of the charges provided in the Authorizing Ordinance, and upon surrender and cancellation of this bond. Upon such transfer a new fully registered bond or bonds of the same maturity, of authorized denomination or denominations, for the same aggregate principal amount, will be issued to the transferee in exchange therefor. This bond is issued with the intent that the laws of the State shall govern its construction.

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

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

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of the bonds do exist, have happened and have been performed in due time, form and manner

as required by law; that the indebtedness represented by the bonds, together with all obligations of the City, does not exceed any constitutional or statutory limitation; and that the above referred to revenues pledged to the payment of the principal of and premium, if any, and interest on the bonds as the same become due and payable will be sufficient in amount for that purpose.

This bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Authorizing Ordinance until the Certificate of Authentication hereon shall have been signed by the Trustee.

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

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

CITY OF OZARK, ARKANSAS

ATTEST:

By _____
Mayor

City Clerk

(SEAL)

(Form of Trustee's Certificate)

TRUSTEE'S CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds designated Series 2003 in and issued under the provisions of the within mentioned Authorizing Ordinance.

Date of Authentication: _____

BANK OF THE OZARKS
Little Rock, Arkansas
TRUSTEE

By _____
Authorized Signature

(Form of Assignment)

ASSIGNMENT

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

DATE: _____

Transferor

GUARANTEED BY:

NOTICE: Signature(s) must be guaranteed by a member of or participant in the Securities Transfer Agents Medallion Program (STAMP) or in another signature guaranty program recognized by the Trustee.

Section 7. The City covenants that it will continuously operate the System as a revenue-producing undertaking. The rates charged for services of the System heretofore fixed by ordinances of the City and the conditions, rights and obligations pertaining thereto, as set out in those ordinances, are hereby ratified, confirmed and continued.

The City covenants and agrees that the rates shall never be reduced while any of the bonds are outstanding unless there is obtained from an independent certified public accountant ("Accountant") a certificate that the Net Revenues of the System (Net Revenues being defined as gross Revenues less the expenses of operation and maintenance of the System, including all expense items properly attributable to the operation and maintenance of the System under generally accepted accounting principles applicable to municipal water and sewer facilities, other than depreciation, interest and amortization of deferred bond discount expenses), with the reduced rates, will always be equal to the amount required to be set aside for the Depreciation Fund (hereinafter identified), and leave a balance equal to at least 125% of the aggregate average annual principal and interest requirements on all outstanding bonds payable from Revenues ("System Bonds"). The City further covenants and agrees that the rates shall, if and when necessary, from time to time, be increased in such manner as will produce Net Revenues at least equal to 125% of the aggregate average annual principal and interest requirements on all System Bonds. The City also agrees that Net Revenues shall always be sufficient to make the required deposits into the Depreciation Fund and otherwise comply

with the provisions of this Ordinance and all other ordinances authorizing System Bonds.

Section 8. As the security for the bonds is on a parity of lien, pledge and security with the Parity Bonds, the bonds are to have the benefit of and are to be governed by the Parity Ordinance and all the provisions of the Parity Ordinance, except those provisions clearly inconsistent herewith or inapplicable hereto, including, without limitation, the provisions pertaining to the collection, depositing, securing, investing, disbursing and handling of Revenues and funds, vacancies in office and the operation, maintenance and care of the System, are hereby made applicable hereto and are incorporated herein by reference as though fully set forth at this point. The effect of the above covenant shall be to continue the applicable provisions in full force and effect even after the payment of the Parity Bonds and until the bonds are paid, or provision made therefor. In this regard, the following funds created by or incorporated into the Parity Ordinance are hereby confirmed and continued: Waterworks and Sewer System Revenue Fund (the "Revenue Fund"); Water and Sewer Operation and Maintenance Fund (the "Operation and Maintenance Fund"); 1992 Water and Sewer Revenue Bond Fund (the "Parity Bond Fund"); and Water and Sewer Depreciation Fund (the "Depreciation Fund").

Section 9. (a) After making the required monthly deposits into the Operation and Maintenance Fund, there shall be transferred from the Revenue Fund, contemporaneously with and on the same priority with the transfer to the Parity Bond Fund required by the Parity Ordinance, into a special fund created in the Trustee and designated "2003 Water and Sewer Revenue Bond Fund" (the "Bond Fund") the sums in the amounts and at the times hereinafter stated in subsection (b).

(b) So long as the amount in the Debt Service Reserve (hereinafter identified) is less than the Required Level (as hereinafter defined), there shall be paid into the Bond Fund on the first business day of each month until all outstanding bonds, with interest thereon, have been paid in full or provision made for such payment, a sum equal to $1/5$ of the next installment of interest due on the Bonds, plus $1/10$ of the next installment of principal of the bonds (the "Required Level Monthly Amount"); provided, however, the monthly installment due in September 2003 shall be in the amount necessary to pay the principal of and interest on the bonds due October 1, 2003. Once the Required Level for the Debt Service Reserve is reached and so long as it is continuously maintained in that amount, the City's payments into the Bond Fund shall be decreased to a sum equal to $1/6$ of the next installment of interest due on the bonds plus $1/12$ of the next installment of principal of the bonds.

The City shall also pay into the Bond Fund such additional sums as necessary to provide for the Trustee's fees and expenses and any arbitrage rebate due the United States Treasury under Section 148(f) of the Internal Revenue Code of 1986, as amended (the "Code"). The City shall receive a credit against monthly deposits into the Bond Fund from (a) bond proceeds deposited therein, (b) all interest earnings on moneys in the Bond Fund (excluding the Debt Service Reserve) and (c) once the Required Level is reached, earnings on the Debt Service Reserve during the preceding month.

(c) There is created, as a part of the Bond Fund, a Debt Service Reserve which shall be maintained by the City in the following applicable amount (the "Required Level"): (a) prior to the retirement, at redemption or at maturity of the Parity Bonds, an amount equal to the maximum annual principal and interest requirements on the bonds and the Parity Bonds, less the amount held in the Debt Service Reserve in the Parity Bond Fund or (b) after the retirement, at redemption or at maturity of the Parity Bonds, an amount equal to one-half of the maximum annual principal and interest requirements on the bonds. The Debt Service Reserve shall be funded as follows: (i) \$156,503.13 (an amount equal to one-half of the maximum annual principal and interest requirements on the bonds) from the proceeds of the bonds shall be deposited into the Debt Service Reserve on the date the bonds are issued, (ii) any funds being maintained in connection with the Bonds Refunded not necessary to refund the Bonds Refunded shall be deposited into the Debt Service Reserve and (iii) commencing in October 2003, the difference between (a) the Required Level Monthly Amount and (b) the sum equal to 1/6 of the next installment of interest due on the bonds plus 1/12 of the next installment of principal of the bonds shall be deposited into the Debt Service Reserve each month until the amount in the Debt Service Reserve equals the Required Level. Upon the retirement, at maturity or at redemption, of the Parity Bonds, the amount in the Debt Service Reserve above the Required Level shall be transferred into the debt service portion of the Bond Fund and used as a credit against the Required Level Monthly Amount.

(d) If for any reason there shall be a deficiency in the payments made into the Bond Fund, any sums then held in the Debt Service shall be used to the extent necessary for the payment of principal of or interest on the bonds, but the Debt Service Reserve shall be reimbursed from the Revenue Fund before any moneys in the Revenue Fund shall be used for any other purpose other than the making of payments required to be made into the Operation and Maintenance Fund, the Parity Bond Fund and the Bond Fund.

(e) The bonds shall be specifically secured by a pledge of all Revenues required to be placed into the Bond Fund. This pledge is hereby irrevocably made according to the terms of this Ordinance, and the City and its officers and employees shall

execute, perform and carry out the terms thereof in strict conformity with the provisions of this Ordinance.

Section 10. So long as any of the bonds are outstanding, the City shall not issue or attempt to issue any bonds claimed to be entitled to a priority of lien on Revenues over the lien securing the bonds. The City reserves the right to issue additional bonds to finance or pay the cost of constructing any future extensions, betterments or improvements to the System or to refund obligations payable from Revenues, but the City shall not authorize or issue any such additional bonds ranking on a parity with the bonds unless and until the parity bond test set forth in Section 10 of Ordinance No. 1992-19 is met and the necessary opinions and certificates have been filed with the Trustee.

Section 11. The City shall cause proper books of accounts and records to be kept (separate from all other records and accounts) in which complete and correct entries shall be made of all transactions relating to the operation of the System, and such books shall be available for inspection by the registered owner of any bond ("Owner") at reasonable times and under reasonable circumstances. The City agrees to have these records audited by an Accountant at least once each year, and a copy of the audit shall be delivered to the Trustee and made available to the Owners requesting the same in writing. In the event that the City fails or refuses to make the audit, the Trustee, or any Owner, may have the audit made, and the cost thereof shall be charged against the Operation and Maintenance Fund.

Section 12. The insurance policies required by Section 12 of Ordinance No. 1992-19 are to carry a clause making them payable to the Trustee as its interest may appear, and satisfactory evidence of such insurance shall be filed with the Trustee.

Section 13. The bonds shall be subject to redemption prior to maturity in accordance with the terms set out in the bond form in Section 6 hereof. The City covenants and agrees to cause to be paid into the Bond Fund sufficient funds to redeem the bonds in the amounts and on the dates set forth in the bonds. Therefore, in calculating the monthly payments to be deposited into the Bond Fund, the term "next installment of principal" shall include the principal of the bonds maturing on the next principal payment date and the principal of the bonds which will be redeemed in accordance with the mandatory sinking fund redemption provisions of the bonds on the next interest payment date scheduled for such redemption.

The City may acquire bonds by purchase at a price not in excess of par plus accrued interest, inclusive of brokerage fees, and surrender to the Trustee any bonds so acquired, in exchange for which the City shall receive a credit under this Ordinance in an amount equal to the principal amount of the bonds so acquired and

surrendered, for and of the then next date for mandatory sinking fund redemption of bonds of the same maturity.

Section 14. Any bond shall be deemed to be paid within the meaning of this Ordinance when payment of the principal of and interest on such bond (whether at maturity or upon redemption as provided herein, or otherwise), either (i) shall have been made or caused to be made in accordance with the terms thereof, or (ii) shall have been provided for by irrevocably depositing with the Trustee, in trust and irrevocably set aside exclusively for such payment (1) cash sufficient to make such payment that is fully insured by the Federal Deposit Insurance Corporation ("FDIC") and/or (2) direct or fully guaranteed obligations of (including obligations issued or held in book entry form on the books of) the Treasury of the United States of America ("Government Securities") (provided that such deposit will not affect the tax exempt status of the interest on any of the bonds or cause any of the bonds to be classified as "arbitrage bonds" within the meaning of Section 148 of the Code), maturing as to principal and interest in such amounts and at such times as will provide sufficient moneys to make such payment, and all necessary and proper fees, compensation and expenses of the Trustee shall have been paid or the payment thereof provided for to the satisfaction of the Trustee.

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

When all the bonds shall have been paid within the meaning of this Ordinance, if any arbitrage rebate due the United States Treasury has been paid or provided for to the satisfaction of the Trustee and if the Trustee has been paid its fees and expenses, the Trustee shall take all appropriate action to cause (i) the pledge and lien of this Ordinance to be discharged and canceled, and (ii) all moneys held by it pursuant to this Ordinance and which are not required for the payment of such bonds to be paid over or delivered to or at the direction of the City. In determining the sufficiency of the deposit of Investment Securities there shall be considered the principal amount of such Investment Securities and interest to be earned thereon until the maturity of such Investment Securities.

Section 15. If there be any default in the payment of the principal of or interest on any of the bonds, or if the City defaults in any Bond Fund requirement or in the performance of any of the other covenants contained in this Ordinance, the Trustee may, and upon the written request of the Owners of not less than 10% in principal amount of the then outstanding bonds, shall, by proper suit, compel the performance of the duties of the officials of the City under the laws of Arkansas. And in the case of a default in the payment of the principal of and interest on any of the bonds, the Trustee may and upon written request of the Owners

of not less than 10% in principal amount of the then outstanding bonds, shall apply in a proper action to a court of competent jurisdiction for the appointment of a receiver to administer the System on behalf of the City and the registered owners of the bonds with power to charge and collect (or by mandatory injunction or otherwise to cause to be charged and collected) rates sufficient to provide for the payment of the expenses of operation, maintenance and repair and to pay any bonds and interest outstanding and to apply Revenues in conformity with the laws of Arkansas and with this Ordinance. When all defaults in principal and interest payments have been cured, the custody and operation of the System shall revert to the City.

No Owner of any of the outstanding bonds shall have any right to institute any suit, action, mandamus or other proceeding in equity or at law for the protection or enforcement of any power or right unless such Owner previously shall have given to the Trustee written notice of the default on account of which such suit, action or proceeding is to be taken, and unless the Owners of not less than 10% in principal amount of the bonds then outstanding shall have made written request of the Trustee after the right to exercise such power or right of action, as the case may be, shall have accrued, and shall have afforded the Trustee a reasonable opportunity either to proceed to exercise the powers granted to the Trustee, or to institute such action, suit or proceeding in its name, and unless, also, there shall have been offered to the Trustee reasonable security and indemnity against the costs, expenses and liabilities to be incurred therein or thereby and the Trustee shall have refused or neglected to comply with such request within a reasonable time. Such notification, request and offer of indemnity are, at the option of the Trustee, conditions precedent to the execution of any remedy. No one or more Owners shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security of this Ordinance or to enforce any right thereunder except in the manner herein described. All proceedings at law or in equity shall be instituted, had and maintained in the manner herein described and for the benefit of all Owners.

No remedy conferred upon or reserved to the Trustee or to the Owners is intended to be exclusive of any other remedy or remedies, and every such remedy shall be cumulative and shall be in addition to every other remedy given under this Ordinance or by law.

The Trustee may, and upon the written request of the Owners of not less than 50% in principal amount of the bonds then outstanding shall, waive any default which shall have been remedied before the entry of final judgment or decree in any suit, action or proceeding instituted under the provisions of this Ordinance or before the completion of the enforcement of any other remedy, but no such waiver shall extend to or affect any other existing or any

subsequent default or defaults or impair any rights or remedies consequent thereon.

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

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

In any proceeding to enforce the provisions of this Ordinance the Trustee and any plaintiff bondholder shall be entitled to recover from the City all costs of such proceeding, including reasonable attorneys' fees.

Section 16. (a) The terms of this Ordinance shall constitute a contract between the City and the Owners and no variation or change in the undertaking herein set forth shall be made while any of the bonds are outstanding, except as hereinafter set forth in subsections (b) and (c).

(b) The Trustee may consent to any variation or change in this Ordinance to cure any ambiguity, defect or omission in this Ordinance or any amendment hereto or which, in the opinion of the Trustee, is not materially adverse to the Owners, without the consent of the Owners.

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

Section 17. (a) Moneys held for the credit of the Bond Fund shall be continuously invested and reinvested in Permitted Investments (as hereinafter defined in (g)) all of which shall mature, or which shall be subject to redemption by the holder thereof, at the option of such holder, not later than the payment date for interest or principal and interest.

(b) Moneys held for the credit of the Debt Service Reserve shall be invested and reinvested in Permitted Investments all of which shall mature, or which shall be subject to redemption by the holder thereof, at the option of such holder, not later than ten (10) years after the date of investment.

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

(d) Obligations so purchased as an investment of moneys in any fund shall be deemed at all times to be a part of such fund and the interest accruing thereon and any profit realized from such investments shall be credited to such fund, and any loss resulting from such investment shall be charged to such fund, except that interest earnings and profits on investments of moneys in the Debt Service Reserve which increase the amount thereof above the required level shall to the extent of any such excess be immediately transferred into the Bond Fund.

(e) Moneys so invested in certificates of deposit of banks to the extent insured by FDIC need not be secured by the depository bank or banks.

(f) Investments of moneys in all funds shall be valued in terms of current market value as of the last day of each year.

(g) "Permitted Investments" are defined as (i) Government Securities or (ii) certificates of deposit or time deposits of banks, including the Trustee, to the extent insured by FDIC or if in excess of insurance coverage, collateralized with Government Securities or other securities authorized by State law to secure public funds.

Section 18. When the bonds have been executed, they shall be authenticated by the Trustee and the Trustee shall deliver the bonds to the Purchaser upon payment in cash of the Purchase Price. The accrued interest shall be deposited into the Bond Fund. The expenses of issuing the bonds as set forth in the delivery instructions to the Trustee signed by the Mayor shall be paid from

the Purchase Price. The sum of \$156,503.13 shall be deposited into the Debt Service Reserve. The amount necessary from the Purchase Price to refund the Bonds Refunded shall be deposited with the trustee for the owners of the Bonds Refunded. The remainder of the Purchase Price shall be remitted to the City for deposit into a special account in the name of the City designated "Water and Sewer Revenue Bond Construction Fund, Series 2003" (the "Construction Fund") in a depository or depositories designated by the City Council that are members of FDIC. The moneys in the Construction Fund shall be disbursed solely in payment of the costs of accomplishing the Improvements, paying necessary expenses incidental thereto, and paying expenses of issuing the bonds. Disbursements shall be on the basis of checks or requisitions which shall contain at least the following information: the person to whom payment is being made; the amount of the payment; and the purpose by general classification of the payment. Each check must be signed by at least two persons designated by the City Council.

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

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

(b) The City shall assure that (i) not in excess of 10% of the Net Proceeds of the bonds is used for Private Business Use if, in addition, the payment of more than 10% of the principal or 10% of the interest due on the bonds during the term thereof is, under the terms of the bonds or any underlying arrangement, directly or indirectly secured by any interest in property used or to be used for a Private Business Use or in payments in respect of property used or to be used for a Private Business Use or is to be derived from payments, whether or not to the City, in respect of property or borrowed moneys used or to be used for a Private

Business Use; and (ii) that, in the event that both (A) in excess of 5% of the Net Proceeds of the bonds are used for a Private Business Use, and (B) an amount in excess of 5% of the principal or 5% of the interest due on the bonds during the term thereof is, under the terms of the bonds or any underlying arrangement, directly or indirectly, secured by any interest in property used or to be used for said Private Business Use or in payments in respect of property used or to be used for said Private Business Use or is to be derived from payments, whether or not to the City, in respect of property or borrowed money used or to be used for said Private Business Use, then said excess over said 5% of Net Proceeds of the bonds used for a Private Business Use shall be used for a Private Business Use related to the governmental use of the System.

The City shall assure that not in excess of 5% of the Net Proceeds of the bonds are used, directly or indirectly, to make or finance a loan to persons other than state or local governmental units.

As used in this subsection (b), the following terms shall have the following meanings:

"Net Proceeds" means the face amount of the bonds, plus accrued interest and original issue premium and less original issue discount and less the deposit into the Debt Service Reserve from proceeds of the bonds.

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

The City covenants that it will not enter into or modify existing wholesale water contracts or modifications in the future if such contracts would cause the bonds to become "private activity bonds" within the meaning of Section 141 of the Code.

(c) The bonds are hereby designated as "qualified tax-exempt obligations" within the meaning of the Code. The City represents that the aggregate principal amount of its qualified tax-exempt obligations (excluding "private activity bonds" within the meaning of Section 141 of the Code which are not "qualified 501(c)(3) bonds" within the meaning of Section 145 of the Code), including those of its subordinate entities, issued in calendar year 2003 will not exceed \$10,000,000.

(d) The City covenants that it will take no action which would cause the bonds to be "federally guaranteed" within the meaning of Section 149(b) of the Code. Nothing in this Section shall prohibit investments in bonds issued by the United States Treasury.

(e) The City covenants that it will not be reimbursed from proceeds of the bonds for costs paid prior to the date the bonds are issued except in compliance with United States Treasury Regulation No. 1.150-2 (the "Regulation"). This Ordinance shall constitute an "official intent" for the purpose of the Regulation.

(f) The City covenants that it will submit to the Secretary of the Treasury of the United States, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the bonds are issued, a statement required by Section 149(e) of the Code.

(g) The City covenants that it will, in compliance with the requirements of Section 148(f) of the Code, pay with moneys in the Bond Fund to the United States Government in accordance with the requirements of Section 148(f) of the Code, from time to time, an amount equal to the sum of (1) the excess of (A) the amount earned on all Non-purpose Investments (as therein defined) attributable to the bonds, other than investments attributable to such excess over (B) the amount which would have been earned if such Non-purpose Investments attributable to the bonds were invested at a rate equal to the Yield (as defined in the Code) on the bonds, plus (2) any income attributable to the excess described in (1), subject to the exceptions set forth in Section 148 of the Code. The City further covenants that in order to assure compliance with its covenants herein, it will employ a qualified consultant to advise the City in making the determination required to comply with this subsection. Anything herein to the contrary notwithstanding, the City need not comply with this provision if in the opinion of Bond Counsel filed with the Trustee, the failure to comply would not affect the tax-exempt status of interest on the bonds for federal income tax purposes.

Section 20. The Trustee shall only be responsible for the exercise of good faith and reasonable prudence in the execution of its trust. The recitals in this Ordinance and in the face of the bonds are the recitals of the City and not of the Trustee. The Trustee shall not be required to take any action as Trustee unless it shall have been requested to do so in writing by the Owners of not less than 10% in principal amount of the bonds then outstanding and shall have been offered reasonable security and indemnity against the costs, expenses and liabilities to be incurred therein or thereby. The Trustee may resign at any time by 60 days' notice in writing to the City Clerk and to the Owners, and the majority in principal amount of the Owners or the City, so long as the City is not in default under this Ordinance, at any time, with or without cause, may remove the Trustee. In the event of a vacancy in the office of Trustee, either by resignation or by removal, the City shall forthwith designate a new Trustee by a written instrument filed in the office of the City Clerk. The original Trustee and any successor Trustee shall file a written acceptance and agreement to execute the trust imposed upon it or them by this Ordinance, but

only upon the terms and conditions set forth in this Ordinance and subject to the provisions of this Ordinance, to all of which the respective Owners agree. Every successor Trustee shall be a trust company or bank in good standing, duly authorized to exercise trust powers and subject to examination by federal or state authority, having a reported capital and surplus of not less than \$10,000,000. Such written acceptance shall be filed with the City Clerk and a copy thereof shall be placed in the bond transcript. Any successor Trustee shall have all the powers herein granted to the original Trustee. The Trustee's resignation shall not become effective until the acceptance of the trusts by the successor trustee.

Section 21. The Disclosure Agreement, in substantially the form submitted to this meeting, is approved, and the Mayor is hereby authorized and directed to execute and deliver the Disclosure Agreement on behalf of the City. The Mayor is authorized and directed to take all action required on the part of the City to fulfill the City's obligations under the Disclosure Agreement.

Section 22. There shall be a statutory mortgage lien upon the water facilities which are part of the System (including all extensions, improvements and betterments now or hereafter existing) which shall exist in favor of the owners of the bonds, and each of them and such water facilities shall remain subject to such statutory mortgage lien until payment in full of the interest on and principal of the bonds, provided, however, that such statutory mortgage lien shall be interpreted according to the decision of the Supreme Court of the State in City of Harrison v. Braswell, supra.

Section 23. All moneys in the Water and Sewer Revenue Bond Fund, including the Debt Service Reserve therein, being maintained in connection with the Bonds Refunded are hereby appropriated and shall be used to refund the Bonds Refunded. Any moneys not necessary for the refunding of the Bonds Refunded shall be deposited into the Debt Service Reserve in the Bond Fund.

Section 24. The provisions of this Ordinance are hereby declared to be separable and if any provision shall for any reason be held illegal or invalid, such holding shall not affect the validity of the remainder of this Ordinance.


Section 25. All ordinances and resolutions or parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 26. It is hereby ascertained and declared that the Improvements must be accomplished as soon as possible in order to make the System adequate for the needs of the City and its inhabitants, without which the life, health, safety and welfare thereof are jeopardized, and that the issuance of the bonds and the

taking of the other action authorized by this Ordinance is necessary for the accomplishment thereof. It is, therefore, declared that an emergency exists and this Ordinance, being necessary for the immediate preservation of the public peace, health and safety, shall take effect and be in force from and after its passage.

PASSED: July 17, 2003.

ATTEST:



City Clerk

APPROVED:



Mayor

CERTIFICATE

The undersigned, City Clerk of the City of Ozark, Arkansas (the "City"), hereby certifies that the foregoing pages are a true and correct copy of Ordinance No. 2003-13, adopted at a special session of the City Council of the City, held at the regular meeting place of the City Council in the City at 6:00 p.m., on the 17th day of July, 2003, and that the Ordinance is of record in the City's Ordinance Record Book, now in my possession.

GIVEN under my hand and seal this 18th day of July, 2003.



City Clerk

(SEAL)