

RESOLUTION NO. 2002-08

of the

ARKANSAS SOIL AND WATER CONSERVATION COMMISSION

RESOLUTION ADOPTING AND APPROVING A SERIES RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF STATE OF ARKANSAS WATER, WASTE DISPOSAL AND POLLUTION ABATEMENT FACILITIES GENERAL OBLIGATION BONDS, REFUNDING SERIES 2002D; AUTHORIZING THE SALE OF THE BONDS; AND AUTHORIZING AN OFFICIAL NOTICE OF SALE, CONTINUING DISCLOSURE AGREEMENT, PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL STATEMENT.

WHEREAS, the State of Arkansas (the "State") has outstanding an issue of Water Resources Development General Obligation Refunding Bonds, Series 1996A in the outstanding principal amount of \$10,250,000 (the "Series 1996A Bonds"); and

WHEREAS, the Arkansas Soil and Water Conservation Commission (the "Commission") has determined that it is in the best interest of the State to refund the Series 1996A Bonds; and

WHEREAS, the refunding of the Series 1996A Bonds can be accomplished by the issuance of State of Arkansas Water, Waste Disposal and Pollution Abatement Facilities General Obligation Bonds, Refunding Series 2002D (the "Series 2002D Bonds"), pursuant to Act 607 of 1997 and the Constitution of Arkansas; and

WHEREAS, on June 14, 2000, the Commission adopted a General Resolution providing for the State of Arkansas Water, Waste Disposal and Pollution Abatement Facilities Development Programs (the "General Resolution"); and

WHEREAS, the Commission intends to offer the Series 2002D Bonds for sale on written or electronic bids on May 14, 2002 or such later date as is recommended by the Financial Advisor and acceptable to the Executive Director and the Chairman of the Commission; and

WHEREAS, at said sale, the Executive Director or the Chairman shall review the bids from prospective purchasers and shall accept the bid having the lowest true interest cost; and

WHEREAS, in order to prepare for the issuance of the Series 2002D Bonds, the Commission intends to authorize the preparation, delivery and execution of the following documents (and such other documents related thereto as may be necessary or desirable):

1. Series Resolution Authorizing the Issuance and Sale of (Not to Exceed) \$9,700,000 State of Arkansas Water, Waste Disposal and Pollution Abatement Facilities General Obligation Bonds, Refunding Series 2002D (the "Series 2002D Resolution");
2. Official Notice of Sale with respect to the Series 2002D Bonds (the "Notice of Sale");
3. Continuing Disclosure Agreement with respect to the Series 2002D Bonds (the "Continuing Disclosure Agreement"); and
4. Preliminary Official Statement with respect to the Series 2002D Bonds (the "Preliminary Official Statement"), and Final Official Statement with respect to the Series 2002D Bonds (the "Final Official Statement"; together with the Preliminary Official Statement, the "Official Statement");

NOW, THEREFORE, BE IT RESOLVED BY THE ARKANSAS SOIL AND WATER CONSERVATION COMMISSION AS FOLLOWS:

1. There is hereby approved and authorized the issuance by the Commission and the sale to the low bidder of an aggregate principal amount not to exceed \$9,700,000 of Series 2002D Bonds, subject to the terms and conditions set forth in the General Resolution and the Series 2002D Resolution.

2. The sale of the Series 2002D Bonds described in Section 1 hereof is hereby approved and authorized; provided, however, the sale of such Series 2002D Bonds shall be upon terms substantially as set forth in the Notice of Sale.

3. The Series 1996A Bonds maturing on and after July 1, 2003 shall be redeemed on July 1, 2002 from (a) proceeds of the sale of the Series 2002D Bonds, (b) moneys currently on deposit in the Series 1996A Bond Fund Subaccount of the Bond Fund being maintained in connection with the Series 1996A Bonds and (c) available funds of the Commission that are neither proceeds of outstanding bonds nor pledged to pay debt service on such bonds.

4. The Series 2002D Resolution, the Preliminary Official Statement, the Official Statement and the Continuing Disclosure Agreement, be and the same are in all respects hereby adopted, as applicable, approved, authorized, ratified and/or confirmed, and the Chairman is hereby authorized and directed to execute, seal and/or deliver, for and on behalf of the Commission, the Series 2002D Resolution, the Official Statement and the Continuing Disclosure Agreement, in form approved by the Chairman, consistent with such conditions as described herein. The dissemination of the Preliminary Official Statement, either by delivery of copies thereof or by electronic dissemination, and the Final Official Statement and the certification that the Preliminary Official

Statement is deemed final by the Commission for the purposes of SEC Rule 15c2-12 are hereby approved, authorized, ratified and confirmed.

5. The Chairman is hereby authorized to direct Bond Counsel to prepare any and all additional certificates, documents and other papers and to perform all other acts as he may deem necessary or appropriate to implement and carry out the purposes and intent of this Resolution. The Chairman is hereby authorized to execute and deliver for and on behalf of the Commission any and all additional certificates, documents and other papers and to perform all other acts as he may deem necessary or appropriate to implement and carry out the purposes and intent of this Resolution.

RESOLUTION ADOPTED: May 8, 2002.

ARKANSAS SOIL AND WATER
CONSERVATION COMMISSION

By Neal Anderson
Chairman

ATTEST:

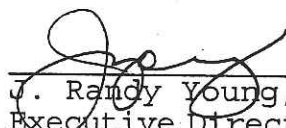
J. Randy Young, P.E.
Executive Director and Secretary

(SEAL)

CERTIFICATE

I, J. Randy Young, Executive Director and Secretary of the Arkansas Soil and Water Conservation Commission, hereby certify that the attached is a true and correct copy of Resolution No. 2002-08 adopted by a quorum of the members of the Commission at a duly held meeting in Fayetteville, Arkansas, on May 8, 2002.

Dated: May 10, 2002



J. Randy Young, P.E.
Executive Director and Secretary

(SEAL)