

RESOLUTION NO. 1803

RESOLUTION AUTHORIZING THE REALLOCATION OF A PORTION OF YAVAPAI COUNTY'S ALLOCATION OF QUALIFIED ENERGY CONSERVATION BONDS TO MAYER UNIFIED SCHOOL DISTRICT NO. 43 OF YAVAPAI COUNTY, ARIZONA.

WHEREAS, on February 17, 2009, the President of the United States signed into law the American Recovery and Reinvestment Act of 2009, Pub. L. No. 111-5 Stat. 115 2009 ("ARRA"); and

WHEREAS, ARRA authorizes state and local governments to issue Qualified Energy Conservation Bonds ("QECBs"); and

WHEREAS, Yavapai County, Arizona (the "*County*") has received a QECB allocation of \$2,252,315.41 and may use such allocation for eligible projects or may allocate all or a portion of such allocation to a local governmental entity located within the geographical boundaries of the County; and

WHEREAS, the County now desires to reallocate \$1,200,000 of such QECB allocation to Mayer Unified School District No. 43 of Yavapai County, Arizona (the "*District*"); and

WHEREAS, by this resolution, the County will reallocate a portion (\$1,200,000) of its allocation of QECBs to the District.

NOW, THEREFORE, BE RESOLVED THAT, each of the County Administrator, the Clerk of the Board of Supervisors and the Finance Director of the County or their authorized representatives, are authorized to sign the necessary documents and authorize the reallocation of the QECBs to finance qualified projects in the County; and

The Board of Supervisors of the County reallocates \$1,200,000 of the County's QECB allocation to the District, which is located within the boundaries of the County, subject; however, to the following conditions:

1. The County receives an opinion from a nationally recognized bond counsel to the effect that the actions taken to allocate a portion of the County's QECB allocation to the District is a valid allocation and the District is eligible to receive such allocation;
2. That the District and the County enter into an agreement that, to the extent provided by law, the District will hold the County harmless against any and all claims growing out of the allocation herein made to the District and with respect to any bonds or other obligations issued with respect to such allocation; and
3. That the District reimburse the County for all outside legal and other expenses incurred by the County with respect to this Resolution and the allocation to the District; and
4. That a nationally recognized bond counsel approve this Resolution.

This allocation is irrevocable once bonds or other obligations are issued that utilize this allocation.

In addition, the County recognizes that Gust Rosenfeld P.L.C. represents the District from time to time, and that Gust Rosenfeld P.L.C. also represents the County from time to time. The County agrees to waive any conflict of interest involving Gust Rosenfeld P.L.C.'s representation of the District in connection with the QECBs and the matters described in this Resolution. The District must make a similar waiver that Gust Rosenfeld P.L.C.'s representation of the District in connection with the QECBs and the matters described in this Resolution will not preclude its representation of the County on any other matters, such waiver to be evidenced by its Governing Board President or Superintendent executing the District's approval at the foot of this Resolution.

ADOPTED AND APPROVED this 16th day of July, 2012.

/s/ Thomas Thurman
Chairman, Board of Supervisors, Yavapai
County, Arizona

APPROVED:
MAYER UNIFIED SCHOOL DISTRICT NO. 43
OF YAVAPAI COUNTY, ARIZONA

By: _____
Its: _____

ATTEST:

/s/ Ana Wayman-Trujillo
Deputy Clerk, Board of Supervisors, Yavapai
County, Arizona

APPROVED AS TO FORM:

/s/ Dave Hunt
Bond Counsel