

RESOLUTION NO. 2010-91

RESOLUTION AMENDING RESOLUTION NO: 2001-01, AUTHORIZING THE ISSUANCE AND SALE OF CITY OF WILLCOX, ARIZONA SEWER REVENUE BONDS, SERIES 2001A AND 2001B; AUTHORIZING, RATIFYING AND APPROVING ALL ACTIONS IN CONNECTION THEREWITH AND DECLARING AN EMERGENCY TO EXIST.

WHEREAS, pursuant to authority of Resolution No. 2001-01, adopted by the Mayor and Council on January 23, 2001 (the “Bond Resolution”), the City of Willcox, Arizona (the “City”) has issued City of Willcox, Arizona Sewer Revenue Bonds, Series 2001A and 2001B collectively, the “2001 Bonds”); and

WHEREAS, the City desires to amend Section 2 of the Bond Resolution in certain respects and as set forth below; and

WHEREAS, Section 18 of the Bond Resolution permits such amendment to be made with the consent of not less than two-thirds (2/3) of the Owners of the 2001 Bonds; and

WHEREAS, the United States of America, Rural Utilities Service, United States Department of Agriculture (the “Bondholder”) is the registered Owner of all of the outstanding 2001 Bonds and no other Bonds are outstanding under the Bond Resolution; and

WHEREAS, the Mayor and Council of the City of Willcox have determined that it is in the best interest of the City and its citizens to authorize, ratify and approve Amending Resolution No: 2001-01 as presented; and

WHEREAS, the Mayor and Council desire to have this item presented at its August 30, 2010 Special Council Meeting; and

WHEREAS, it is necessary for the preservation of the peace, health, and safety of the City of Willcox, Cochise County, Arizona, that an emergency be declared to exist to assure timely amendment of Resolution 2001-01, and that this Resolution be effective immediately upon its passage and adoption.

NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND COUNCIL OF THE CITY OF WILLCOX, COCHISE COUNTY, ARIZONA, AS FOLLOWS:

Section 1. Amendment of Section 2 of Bond Resolution No: 2001-01. Section 2 of the Bond Resolution is hereby amended by amending the definition of “Maximum Annual Debt Service” therein to read as follows:

“Maximum Annual Debt Service” shall mean, at the time of computation, the greatest scheduled principal and interest requirement of the Bonds occurring in the then-current, or any subsequent, Fiscal Year. When computing Maximum Annual Debt Service, (a) Bonds subject to mandatory redemption shall be treated as maturing on the date of such mandatory redemption, and (b) .and series of Parity Bonds which has a final maturity within three (3) years following the issuance thereof shall be amortized by assuming level annual payments of

principal and interest over a period of twenty-five (25) years, without regard to actual principal maturities, and interest rates equal to the annual Municipal Market Data (MMD) General Obligation Yields for the corresponding years and credit rating (or if no corresponding rating is reported by MMD, the “Baa” rating) at a date not more than two (2) weeks prior to the date of such computation.

Section 2. Approval of Actions. All actions of the officers and agents of the City which conform to the purposes and intent hereof, whether heretofore or hereafter taken, shall be and are hereby authorized, ratified, confirmed and approved. The proper officers and agents of the City are hereby authorized and directed to do all such acts and things and to execute and deliver all such documents on behalf of the City as may be necessary to carry out the terms and intent hereof.

Section 3. Effective Date of Resolution. This Resolution shall become effective immediately upon adoption and approval, and upon receipt of the written consent of the Bondholder, in the form attached to this Resolution.

Section 4. Emergency. The immediate operation of the provisions hereof is necessary for the preservation of the public peace, health, and safety and an emergency is hereby declared to exist and this Resolution shall be in full force and effect from and after its passage and adoption and is hereby exempt from the referendum provisions of the Constitution and the laws of the State of Arizona.

ADOPTED AND APPROVED on August 30, 2010

CITY OF WILLCOX, ARIZONA

By: /S/ GERALD W. LINDSEY
Mayor, Gerald W. Lindsey
Signed: 08-31-2010

ATTEST:

By: /s/ Cristina G. Whelan, CMC
City Clerk, Cristina G. Whelan, CMC

APPROVED AS TO FORM:

SQUIRE, SANDERS & DEMPSEY L.L.P., Bond Counsel

By: _____
Timothy E. Pickrell

Resolution NO. 2010-91

CERTIFICATE

I, Cristina G. Whelan, the duly appointed and acting City Clerk of the City of Willcox, Arizona, do hereby certify that the above and foregoing Resolution No. 2010-91 was duly passed by the Mayor and Council of the City of Willcox, Arizona, at a special meeting held on August 30, 2010, and the vote was 7 yes and Ø nays and that the Mayor and all Council Members were present thereat.

/s/ Cristina G. Whelan, CMC
Clerk, City of Willcox, Arizona

CONSENT OF BONDHOLDER

CITY OF WILLCOX, ARIZONA
SEWER REVENUE BOND
SERIES 2001A AND 2001B

The undersigned registered Owner of all of the outstanding Bonds described above, does hereby consent to the adoption of the preceding resolution, amending the Bond Resolution described therein.

Dated: _____, 2010

UNITED STATES OF AMERICA, RURAL
UTILITIES SERVICE, UNITED STATES
DEPARTMENT OF AGRICULTURE

By: _____

Title: _____

CERTIFICATE OF BOND REGISTRAR

CITY OF WILLCOX, ARIZONA
SEWER REVENUE BOND
SERIES 2001A AND 2001B

The undersigned serves as Bond Registrar for the above-described Bonds and, in such capacity, certifies that according to the records in my possession, the United States of America, Rural Utilities Service, United States Department of Agriculture is the registered owner of all such Bonds.

Dated: AUGUST 30, 2010

/s/ Cristina G. Whelan, CMC
City Clerk, City of Willcox, Arizona