



## BOARD OF SUPERVISORS AGENDA ITEM REPORT

Requested Board Meeting Date: 8/21/2023

*\*= Mandatory, information must be provided*

Click or tap the boxes to enter text. If not applicable, indicate "N/A".

**\*Title:**

RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF PIMA COUNTY, ARIZONA, GENERAL OBLIGATION REFUNDING BONDS, SERIES 2023, IN ONE OR MORE SERIES; PROVIDING FOR THE ANNUAL LEVY OF A TAX FOR THE PAYMENT OF THE REFUNDING BONDS; PROVIDING TERMS, COVENANTS AND CONDITIONS CONCERNING THE REFUNDING BONDS; ACCEPTING A PROPOSAL FOR THE PURCHASE OF THE REFUNDING BONDS; AUTHORIZING AND DIRECTING THE REFUNDING OF CERTAIN OUTSTANDING BONDS; AUTHORIZING THE APPOINTMENT OF AN INITIAL REGISTRAR AND PAYING AGENT FOR THE REFUNDING BONDS; AND APPROVING AND RATIFYING ALL ACTIONS TAKEN IN FURTHERANCE OF THIS RESOLUTION.

**\*Introduction/Background:**

The County has approximately \$65 million of outstanding General Obligation Bonds from the 2012A, 2013A, 2014, 2015 and 2016 issues. Each year the outstanding debt is evaluated to determine if any savings could be realized by refinancing this debt. The benchmark the County uses to evaluate refinancing opportunities is that the refinancing results in at least a 2% present value debt service savings, net of all costs of issuance, with no extension to the final maturity date.

**\*Discussion:**

This resolution will allow the County to refinance existing General Obligation debt provided it is financially advantageous and does not extend the final maturity. The final maturity of the existing General Obligation debt is in fiscal year 2029.

**\*Conclusion:**

This resolution authorizes staff to issue Pima County General Obligation Refunding Bonds to refinance existing debt when financially advantageous for the County and does not extend the final maturity.

**\*Recommendation:**

Staff recommends that the Board of Supervisors approve this resolution authorizing the potential future sale of General Obligation Refunding Bonds at such time as the present value of the debt service savings, net of all costs associated with the Refunding Bonds, is not less than 2.0% and there is no extension to the final maturity of the issue.

**\*Fiscal Impact:**

Any issuance of General Obligation Refunding Bonds would result in an overall reduction of General Obligation Bond debt service and thereby reduce the required secondary property tax for debt service.

**\*Board of Supervisor District:**

1     2     3     4     5     All


---

Department: Finance & Risk Management

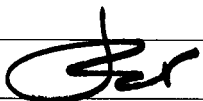
Telephone: 724-3138

Contact: Ellen Moulton

Telephone: 724-3138

Department Director Signature:  Date: 8/3/23

Deputy County Administrator Signature: \_\_\_\_\_ Date: \_\_\_\_\_

County Administrator Signature:  Date: 8-11-2023

RESOLUTION NO. 2023-\_\_\_

RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF PIMA COUNTY, ARIZONA, GENERAL OBLIGATION REFUNDING BONDS, SERIES 2023, IN ONE OR MORE SERIES; PROVIDING FOR THE ANNUAL LEVY OF A TAX FOR THE PAYMENT OF THE REFUNDING BONDS; PROVIDING TERMS, COVENANTS AND CONDITIONS CONCERNING THE REFUNDING BONDS; ACCEPTING A PROPOSAL FOR THE PURCHASE OF THE REFUNDING BONDS; AUTHORIZING AND DIRECTING THE REFUNDING OF CERTAIN OUTSTANDING BONDS; AUTHORIZING THE APPOINTMENT OF AN INITIAL REGISTRAR AND PAYING AGENT FOR THE REFUNDING BONDS; AND APPROVING AND RATIFYING ALL ACTIONS TAKEN IN FURTHERANCE OF THIS RESOLUTION.

BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF PIMA COUNTY, ARIZONA, AS FOLLOWS:

Section 1. Recitals, Findings and Conclusions.

A. (i) Pursuant to Title 35, Chapter 3, Articles 3 and 4, Arizona Revised Statutes (the "Act"), Pima County, Arizona (the "County") is authorized to issue general obligation bonds to refund all or any portion of its outstanding general obligation bonds at or prior to maturity. The County has issued and currently has outstanding certain of its General Obligation Bonds, Series 2012A, General Obligation Bonds, Series 2013A, General Obligation Bonds, Series 2014, General Obligation Bonds, Series 2015 and General Obligation Refunding Bonds, Series 2016 (the "2016 Bonds" and, collectively, the "Prior Bonds") which were issued pursuant to the provisions of the Act.

(ii) Pursuant to the Act, the Board of Supervisors of the County (the "Board of Supervisors") may issue additional general obligation bonds for authorized purposes after receiving voter approval and additional general obligation refunding bonds for the purpose of refunding all or any portion of its outstanding general obligation bonds (collectively, the "Additional Bonds").

(iii) The Board of Supervisors has determined that it is expedient and necessary to issue Refunding Bonds (as defined below), from time to time, in compliance with the parameters set forth herein, to achieve the most attractive terms available to the County, and to use the proceeds of Refunding Bonds to refinance all or a portion of certain maturities of outstanding Bonds (defined below) (the "Bonds to be Refunded"), in advance of their maturity.

B. The Board of Supervisors intends to issue Refunding Bonds, in one or more series, on a tax-exempt or taxable basis, for the purpose of and in an aggregate principal amount sufficient to refund the Bonds to be Refunded and for the purpose of paying costs of issuance of the Refunding Bonds.

C. The Board of Supervisors shall authorize its Chair (the "Chair"), as its representative, to either (i) sell the Refunding Bonds directly to one or more banks or financial institutions submitting a lending or purchase proposal to the County, as purchaser of the Refunding Bonds (the "Purchaser"), pursuant to a solicitation by RBC Capital Markets, LLC, as solicitor for the County, or (ii) through an underwritten offering, to one or more firms then eligible to serve as underwriter for County obligations or to the winning bidder through a sealed bid offering (the "Underwriter"), in either case as determined by the Director of Finance and Risk Management of the County (the "Director of Finance"), to be most advantageous to the County; provided, however, that the Refunding Bonds shall be sold at the price the Chair, on behalf of the Board of Supervisors, deems to be the best price available therefor and in compliance with the Act and the Savings Threshold (defined below).

D. The Refunding Bonds, if sold through an underwritten offering to the Underwriter, will be offered for sale pursuant to a Preliminary Official Statement in a form substantially the same as that used in connection with the offering of the County's 2016 Bonds, with such changes as are approved by the Director of Finance (the "Preliminary Official Statement"), which, with conforming changes, will become the Official Statement (the "Official Statement").

E. By this resolution, the Board of Supervisors shall approve the entering into one or more bond purchase agreements with the Underwriter or a certificate and receipt of the Purchaser (each a "Bond Purchase Agreement") in a form approved by the Director of Finance, and, if the Refunding Bonds are sold to a Purchaser, one or more solicitor agreements (a "Solicitor Agreement") with RBC Capital Markets, LLC, as solicitor, in a form approved by the Director of Finance. Such Bond Purchase Agreement is to be completed with the final terms of the Refunding Bonds and entered into between the County and the Underwriter or the Purchaser, if and as applicable, when the final terms of the sale have been determined.

F. In connection with the issuance and delivery of the Refunding Bonds it may be necessary or advantageous for the County to execute and deliver one or more depository trust agreements or similar agreements (each, a "Depository Trust Agreement") with a financial institution serving as depository trustee thereunder (the "Depository Trustee"), providing for the payment of the Bonds to be Refunded.

G. Within and by the parameters set forth in this resolution, the Board of Supervisors shall authorize the sale, execution and issuance of the Refunding Bonds and their delivery to the Underwriter or the Purchaser, as applicable, in accordance with the Bond Purchase Agreement.

Section 2. Authorization. The Board of Supervisors hereby authorizes the issuance and sale of Pima County, Arizona General Obligation Refunding Bonds (with such series designation as set forth in the Bond Purchase Agreement) (the "Refunding Bonds" and, collectively with the Prior Bonds and the Additional Bonds, the "Bonds") to be issued and sold pursuant to Section 35-475, Arizona Revised Statutes, in one or more series, as tax-exempt or taxable, in an aggregate principal amount not exceeding an amount sufficient to refund the Bonds to be Refunded and pay the costs of issuance of the Refunding Bonds. The Refunding Bonds shall be issued and sold in accordance with the provisions of this resolution provided that

(i) the refunding shall produce a present value debt service savings, net of all costs associated with the Refunding Bonds, of not less than 2.0% of the par amount of the Bonds to be Refunded (the "Savings Threshold") and delivered against payment therefor by the Underwriter or the Purchaser, as applicable, and (ii) the total aggregate of taxes levied to pay principal and interest on each series of Refunding Bonds in the aggregate shall not exceed the total aggregate principal and interest to become due on the Bonds to be Refunded by such applicable series of Refunding Bonds from the date of issuance of such series of Refunding Bonds to the final date of maturity on the applicable Bonds to be Refunded.

Section 3. Terms. The Refunding Bonds will be dated the date of initial delivery thereof and will bear interest, calculated on the basis of a 360-day year of twelve 30-day months, from such date to the maturity or prior redemption of each of the Refunding Bonds at the rate or rates per annum set forth in the Bond Purchase Agreement as executed and delivered, the first interest payment date to be such date as is set forth in the Bond Purchase Agreement as executed and delivered, interest to be payable semiannually thereafter on each January 1 and July 1, or such other dates as set forth in the Bond Purchase Agreement, during the term of the Refunding Bonds, the Refunding Bonds to be in the denomination of \$5,000 each or integral multiples thereof, or such other denomination set forth in the Bond Purchase Agreement, in fully registered form. The Refunding Bonds shall be sold at prices such that the yield on any issue of the Refunding Bonds for purposes of the federal income tax law arbitrage rules does not exceed 6.00% per annum. Interest will be paid on each interest payment date by check mailed by the Paying Agent (as hereinafter defined) to each registered owner of the Refunding Bonds at the address shown on the registration book of the Registrar (as hereinafter defined) on the Record Date (as described in Section 11 hereof), or by wire transfer to any securities depository or, upon two days' prior written request delivered to the Paying Agent specifying a wire transfer address in the continental United States, to any registered owner of at least \$1,000,000 aggregate principal amount of Refunding Bonds. Principal of the Refunding Bonds, at maturity or upon redemption prior to maturity, will be payable upon presentation and surrender at the designated office of the Paying Agent. The Refunding Bonds will mature (or be subject to mandatory redemption) on July 1, or such other dates as set forth in the Bond Purchase Agreement, in the years and in the amounts as set forth in the accepted proposal and the Bond Purchase Agreement as executed and delivered, but not later than the final maturity of the Bonds to be Refunded. The principal amount of the Refunding Bonds, the principal amount maturing in each year, the interest rates applicable to each maturity, the optional, mandatory and extraordinary optional redemption, if any, provisions, whether tax-exempt or taxable, and any other final terms of the Refunding Bonds and of the sale of the Refunding Bonds shall be as set forth in the Bond Purchase Agreement as executed and delivered, and such approval shall be evidenced by the execution and delivery of the Bond Purchase Agreement.

Section 4. Prior Redemption; Defeasance.

A. Optional Redemption. The Refunding Bonds may be subject to optional redemption as provided in the Bond Purchase Agreement.

B. Mandatory Redemption. The Refunding Bonds may be subject to mandatory redemption as provided in the Bond Purchase Agreement.

C. Notice of Redemption. Notice of redemption will be given by mail to the registered owners of the Refunding Bonds at the address shown on the bond register maintained by the Registrar not less than 30 days nor more than 60 days prior to the specified redemption date. Neither failure to give such notice, nor any defect therein, with respect to any Refunding Bond shall affect the regularity of the proceedings for redemption of any other Refunding Bond. Notwithstanding the foregoing, notice of redemption may be given in accordance with the procedures of a securities depository for the Refunding Bonds. If moneys for the payment of the redemption price and accrued interest are not held in separate accounts by the County or by a Paying Agent prior to sending the notice of redemption, such redemption shall be conditional on such moneys being so held on the date set for redemption and if not so held by such date, the redemption shall be cancelled and be of no force and effect.

D. Effect of Call for Redemption. On the date designated for redemption by notice given as herein provided, the Refunding Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Refunding Bonds on such date, and, if moneys for payment of the redemption price and accrued interest are held in separate accounts by the Paying Agent, interest on such Refunding Bonds or portions of Refunding Bonds so called for redemption shall cease to accrue, such Refunding Bonds shall cease to be entitled to any benefit or security hereunder and the owners of such Refunding Bonds shall have no rights in respect thereof except to receive payment of the redemption price thereof and accrued interest and such Refunding Bonds shall be deemed paid and no longer outstanding.

E. Redemption of Less Than All of a Refunding Bond. The County may redeem a portion of any Refunding Bond in \$5,000 increments or such other increments as set forth in the Bond Purchase Agreement. In that event, the registered owner shall submit the Refunding Bond for partial redemption and the Paying Agent shall make such partial payment and the Registrar shall cause to be issued a new Refunding Bond in a principal amount which reflects the redemption so made to be authenticated and delivered to the registered owner thereof.

F. Defeasance. Any unpaid principal amount of the Refunding Bonds or portion thereof in authorized denominations shall be deemed paid and defeased and thereafter shall have no claim on ad valorem taxes levied on taxable property in the County (i) if there is deposited with a bank or comparable financial institution, in trust, moneys or obligations issued by or guaranteed by the United States government ("Defeasance Obligations") or both which, with the maturing principal of and interest on such Defeasance Obligations, if any, will be sufficient, in the case of Defeasance Obligations as evidenced by a certificate or report of an accountant, to pay the principal of and interest and any premium on such Refunding Bond or portion thereof as the same matures, comes due or becomes payable upon prior redemption and (ii) if such defeased Refunding Bond or portion thereof is to be redeemed, notice of such redemption has been given in accordance with provisions hereof or the County has submitted to the Bond Registrar and Paying Agent instructions expressed to be irrevocable as to the date upon which such bond of the Refunding Bonds or portion thereof is to be redeemed and as to the giving of notice of such redemption. Principal amounts of the Refunding Bonds the payment of which has been provided for in accordance with this Section shall no longer be deemed payable or outstanding hereunder and thereafter such Refunding Bonds shall be entitled to payment only

from the moneys or Defeasance Obligations deposited to provide for the payment of such Refunding Bonds.

Section 5. Use of Bond Proceeds.

A. Pursuant to Section 35-473.01(H), Arizona Revised Statutes, premium received for the Refunding Bonds may be, at the direction of the Director of Finance or her or his designee, (i) applied to pay costs of issuance of the Refunding Bonds, (ii) deposited in the Interest Fund to pay interest on the Refunding Bonds, or (iii) deposited in the Trust (as defined below) to pay a portion of the Bonds to Be Refunded; provided, however, that the portion of premium deposited in the Trust must comply with the provisions of Section 35-473.01(I), Arizona Revised Statutes.

B. If and to the extent that any of the Bonds to be Refunded are to be refunded with proceeds from the sale of the Refunding Bonds, as determined by the Director of Finance, a portion of the proceeds of the Refunding Bonds, as determined by the Director of Finance, shall be applied, along with the moneys to be transferred from the interest and redemption funds for the Bonds to be Refunded, if any, as determined by the Director of Finance, to create the Trust, which shall be an irrevocable trust for the benefit of the owners of the Refunding Bonds or the Bonds to be Refunded related thereto, as applicable, as described below in Section 14.C. and D. As provided in Section 14.B hereof, amounts credited to the Trust may be invested immediately in Government Obligations (defined below), the maturing principal of and interest on which, together with any beginning cash balance, are to be sufficient to pay the principal of and premium, if any, and interest on the Bonds to be Refunded as the same become due. A report of a firm of qualified certified public accountants will be provided as to the arithmetical accuracy of such calculations. If applicable, the yields on the investments purchased with the proceeds of the Refunding Bonds held under the Depository Trust Agreement shall not exceed the yield permitted under the Code (as defined and used in Section 16) and the regulations thereunder, as determined by the County's bond counsel upon a report of such certified public accountants.

C. Pending any disbursement(s), the County Treasurer is directed to invest the proceeds from the sale of the Refunding Bonds that are not deposited with the Depository Trustee, and that are in the possession of the County Treasurer, in the State Treasurer's Local Government Investment Pool (LGIP); provided, however, that the County, acting through the Director of Finance, may at any time provide other written investment instructions to the County Treasurer and the County Treasurer, to the extent that such investments are lawful, is authorized and directed to invest the monies designated in the written instructions in the investments set forth in the instructions.

Section 6. Form of Refunding Bonds.

A. The Refunding Bonds shall be in substantially the form of Exhibit A, attached hereto and incorporated by reference herein, with such necessary and appropriate omissions, insertions and variations as are permitted or required hereby and as necessary to reflect the terms set forth in the Bond Purchase Agreement and are approved by those officers

executing the Refunding Bonds and the execution thereof by such officers shall constitute conclusive evidence of such approval.

B. The Refunding Bonds may have notations, legends or endorsements required by law, securities exchange rule or usage. Each Refunding Bond shall show the date of its authentication and registration.

Section 7. Book Entry Only System.

A. The Refunding Bonds will initially be issued to and registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), an automated clearinghouse for securities transactions, which will act as securities depository for the Refunding Bonds. One fully registered Refunding Bond, in the aggregate principal amount of each maturity, will initially be registered in the name of and held by Cede & Co., as nominee for DTC.

B. So long as the book entry only system is in effect, beneficial ownership interests in the Refunding Bonds will be available in book entry form only through direct or indirect participants in DTC, in the principal amount of \$5,000 or any integral multiple thereof. Beneficial owners of the Refunding Bonds will not receive certificates representing their interests in the Refunding Bonds and will not be deemed to be registered owners of the Refunding Bonds.

C. So long as the book entry only system is in operation, principal of and interest on the Refunding Bonds will be payable by the Paying Agent to Cede & Co., as nominee of DTC, which organization consequently bears sole responsibility for remitting such principal and interest to its direct and indirect participants for subsequent credit or disbursement to the beneficial owners of the Refunding Bonds.

D. In the event the County determines not to continue the DTC book entry only system or DTC determines to discontinue providing its services with respect to the Refunding Bonds and the County does not select another qualified securities depository, the County shall cause the Registrar to deliver to DTC for redistribution to beneficial owners of the Refunding Bonds one or more Refunding Bonds in such principal amount or amounts, in denominations of \$5,000 and any integral multiple thereof, and registered in such name or names, as DTC shall designate.

E. The provisions of this Section 7 shall not apply to the Refunding Bonds if the Purchaser thereof requests that the Refunding Bonds be issued and registered in its name.

Section 8. Execution of Refunding Bonds.

A. The Refunding Bonds shall be executed for and on behalf of the County by the Chair of the Board of Supervisors, countersigned by the County Treasurer and attested by the Clerk of the Board of Supervisors by their manual or facsimile signatures and a manual or facsimile of the County seal shall be affixed to each bond.



B. If an officer whose signature is on a Refunding Bond no longer holds that office at the time the Refunding Bond is authenticated and registered, the Refunding Bond shall nevertheless be valid.

C. A Refunding Bond shall not be valid or binding until authenticated by the manual signature of an authorized officer of the Registrar. The signature shall be conclusive evidence that the Refunding Bond has been authenticated and issued under this Resolution.

Section 9. Mutilated, Lost or Destroyed Bonds. In case any Refunding Bond becomes mutilated, destroyed or lost, the County shall cause to be executed and delivered a new Refunding Bond of like date and tenor in exchange and substitution for and upon the cancellation of such mutilated Refunding Bond or in lieu of and in substitution for such Refunding Bond destroyed or lost, upon the registered owner's paying the reasonable expenses and charges of the County in connection therewith and, in the case of a Refunding Bond destroyed or lost, upon the registered owner filing with the Clerk of the Board of Supervisors and the Registrar evidence satisfactory to the County and the Registrar that such Refunding Bond was destroyed or lost, and furnishing the County with a sufficient indemnity Refunding Bond pursuant to Section 47-8405, Arizona Revised Statutes.

Section 10. Sale of Refunding Bonds; Award of Refunding Bonds; Limitations of Transfer.

A. The County anticipates receiving proposals from the Underwriter and/or Purchaser for the purchase of the Refunding Bonds. Such proposal as the Chair or the Director of Finance determines to result in the best result for the County shall be accepted, provided that the Refunding Bonds shall not be sold for less than 100% of the principal amount thereof. When the final terms of the Refunding Bonds are known, the Bond Purchase Agreement shall be finalized. The Chair of the Board of Supervisors or the Director of Finance are authorized and directed to cause the Bond Purchase Agreement to be completed and executed; provided, however, that the parameters of this resolution shall govern the Bond Purchase Agreement and provided further that no terms or conditions may be inserted in the Bond Purchase Agreement which would be contrary to this resolution. Upon the completion, execution and delivery of the Bond Purchase Agreement, the Refunding Bonds are ordered sold to the Underwriter or the Purchaser, as applicable, pursuant to the Bond Purchase Agreement. The execution and delivery of the Bond Purchase Agreement as completed shall be conclusive evidence of such approval of the final terms and provisions.

B. The Director of Finance or her or his designee is hereby authorized and directed to cause the Refunding Bonds to be delivered to the Underwriter or the Purchaser, as applicable, upon receipt of payment therefor and satisfaction of the other conditions for delivery thereof in accordance with the terms of the Bond Purchase Agreement.

C. If the Refunding Bonds are sold directly to one of more Purchasers, the County may place such restrictions on the transfer of the Refunding Bonds by such Purchasers as set forth in the Bond Purchase Agreement and the form of Bond as executed and delivered.

Section 11. Registrar and Paying Agent.

A. The County will employ an agency where Refunding Bonds may be presented for registration of transfer (the “Registrar”) and an office or agency where Refunding Bonds may be presented for payment (the “Paying Agent”). The County may appoint one or more co-Registrars or one or more additional Paying Agents. The Registrar and Paying Agent may make reasonable rules and set reasonable requirements for their respective functions with respect to the owners of the Refunding Bonds.

B. Each Paying Agent will be required to agree in writing that the Paying Agent will hold in trust for the benefit of the owners of the Refunding Bonds all money held by the Paying Agent for the payment of principal of and interest and any premium on the Refunding Bonds.

C. The Registrar may appoint an authenticating agent acceptable to the County to authenticate Refunding Bonds. An authenticating agent may authenticate Refunding Bonds whenever the Registrar may do so. Each reference in this Resolution to authentication by the Registrar includes authentication by an authenticating agent acting on behalf and in the name of the Registrar and subject to the Registrar’s direction.

D. The Registrar shall keep a register of the Refunding Bonds, the registered owners of the Refunding Bonds and of transfer of the Refunding Bonds. When Refunding Bonds are presented to the Registrar or a co-Registrar with a request to register a transfer, the Registrar will register the transfer on the registration books if its requirements for transfer are met and will authenticate and deliver one or more Refunding Bonds registered in the name of the transferee of the same principal amount, maturity and rate of interest as the surrendered Refunding Bonds. Any Refunding Bond or Refunding Bonds may be exchanged at the designated office of the Registrar for a Refunding Bond or Refunding Bonds of the same maturity date and aggregate principal amount as the surrendered Refunding Bond or Refunding Bonds. The “Record Date” for the Refunding Bonds will be the close of business of the Registrar on the 15th day of the month preceding an interest payment date. Refunding Bonds presented to the Registrar for transfer after the close of business on the Record Date and before the close of business on the next subsequent interest payment date will be registered in the name of the transferee but the interest payment will be made to the registered owners shown on the books of the Registrar as of the close of business on the Record Date.

E. The Registrar shall authenticate Refunding Bonds for original issue upon the written request of the Director of Finance or her or his designee. The aggregate principal amount of Refunding Bonds outstanding at any time may not exceed the amount authorized by this resolution except for replacement Refunding Bonds as to which the requirements of the Registrar and the County are met.

Section 12. Depository Trustee; Depository Trust Agreement. The financial institution to serve as Depository Trustee under each Depository Trust Agreement shall be designated by the Director of Finance. The Depository Trust Agreement, which will be in substantially the form executed and delivered by the County in connection with the sale of the 2016 Bonds, with such changes as are approved by the Director of Finance is hereby approved, and the Chair of the Board is hereby authorized, empowered and directed, for and on behalf of the County, to execute and deliver the Depository Trust Agreement with such changes therein as

they shall approve, their execution and delivery thereof to serve as conclusive evidence of such approval.

Section 13. Call for Redemption of Bonds To Be Refunded. The Director of Finance or her or his designee is hereby authorized and directed, if necessary and advantageous to the County, to call for redemption (subject to the delivery of the Refunding Bonds) on the first available redemption dates, each applicable maturity of the Bonds to be Refunded, as provided in the Depository Trust Agreement or such other similar document, as executed and delivered.

Section 14. Tax Levy for Payment.

A. For the purpose of providing for the payment of interest on the Refunding Bonds herein authorized and to create a redemption fund for the purpose of paying the Refunding Bonds at their respective maturity dates, there will be levied on all of the taxable property in the County, and irrevocably pledged pursuant hereto, a continuing, direct, annual, ad valorem tax sufficient to pay the principal of and interest on the Refunding Bonds as they become due, without limitation as to rate but limited in an amount such that the total aggregate of taxes levied to pay principal and interest on each series of Refunding Bonds in the aggregate shall not exceed the total aggregate principal and interest to become due on the Bonds to be Refunded by such applicable series of Refunding Bonds from the date of issuance of such series of Refunding Bonds to the final date of maturity on the applicable Bonds to be Refunded. Upon collection, said taxes will be placed in a fund to be designated the "Interest and Redemption Fund" and the taxes therein will be applied solely for the purpose of payment of principal of and interest on the Refunding Bonds and for no other purpose whatsoever until all of the Refunding Bonds authorized hereunder have been fully paid, satisfied and discharged.

B. As provided in Section 5.B hereof, the net proceeds of the sale of the Refunding Bonds shall be deposited in the hereinafter defined Trust or invested in obligations issued by or guaranteed by the United States government ("Government Obligations"), so long as such Government Obligations shall mature with interest so as to provide funds to pay at maturity or upon earlier redemption the Bonds to be Refunded together with interest thereon and redemption premiums, if any, and such proceeds or Government Obligations shall, and other funds legally available for such purposes may, be deposited in respective principal and interest redemption funds and shall be held in trust (the "Trust") for the payment of the Bonds to be Refunded with interest and redemption premiums, if any, at maturity or upon redemption.

C. For Refunding Bonds that are issued to refund Bonds to be Refunded that were issued before September 1, 2016 (the "Pre-2016 Amendment Bonds to be Refunded"), the owners of such series of Refunding Bonds shall rely upon the sufficiency of the funds or Government Obligations held in the Trust for the payment of the Pre-2016 Amendment Bonds to be Refunded. The issuance of such series of Refunding Bonds shall in no way infringe upon the rights of the owners of the Pre-2016 Amendment Bonds to be Refunded to rely upon a tax levy for the payment of principal and interest on the Pre-2016 Amendment Bonds to be Refunded if the investments in the Trust prove insufficient.

D. For Refunding Bonds that are issued to refund or refinance outstanding Bonds to be Refunded that were issued from and after August 31, 2016 (the "Post-2016

Amendment Bonds to be Refunded”), the owners of the Post-2016 Amendment Bonds to be Refunded shall rely upon the sufficiency of the funds or Government Obligations held in the Trust for the payment of the Post-2016 Amendment Bonds to be Refunded. To the extent that payment of amounts on the Post-2016 Amendment Bonds to be Refunded is provided for by the deposit of funds or Government Obligations held in the Trust for the payment of the Post-2016 Amendment Bonds to be Refunded, all obligations of the County to levy a tax for the payment of such amounts shall cease and terminate. The Post-2016 Amendment Bonds to be Refunded shall in no way infringe upon the rights of the owners such series of Refunding Bonds to rely upon a tax levy for the payment of principal and interest on such series of Refunding Bonds if the investments in the Trust prove insufficient.

Section 15. Resolution a Contract. This Resolution shall constitute a contract between the County and the registered owners of the Refunding Bonds and shall not be repealed or amended in any manner which would impair, impede or lessen the rights of the registered owners of the Refunding Bonds then outstanding.

Section 16. Tax Covenants. For Refunding Bonds issued on a tax-exempt basis:

A. The County recognizes that the purchasers and owners of the Refunding Bonds issued on a tax-exempt basis (for purposes of this section, the “Tax-Exempt Refunding Bonds”) will have accepted them on and paid a price for them reflecting the understanding that interest thereon is excludable from gross income of the owners thereof for federal income tax purposes under laws in force at the time the Tax-Exempt Refunding Bonds are delivered. In this connection, the County covenants that it will use, and will restrict the use and investment of, the proceeds of the Tax-Exempt Refunding Bonds in such manner and to such extent as may be necessary so that (i) the Tax-Exempt Refunding Bonds will not constitute private activity bonds, arbitrage bonds or hedge bonds under Section 141, 148 or 149 of the Code, or to be treated other than as bonds to which Section 103(a) of the Code applies, and (ii) the interest on the Tax-Exempt Refunding Bonds will not be an item of tax preference under Section 57 of the Code. For purposes of this Resolution, the “Code” means, collectively, the Internal Revenue Code of 1986, as amended, the Treasury Regulations (whether temporary or final) promulgated pursuant thereto, and any amendments or successor provisions thereto, any official rulings, announcements, notices, procedures and judicial determinations regarding any of them.

B. The County further covenants that (i) it will take or cause to be taken such actions that may be required of it for the interest on the Tax-Exempt Refunding Bonds to be and remain excluded from gross income for federal income tax purposes; (ii) it will not take or authorize to be taken any actions that would adversely affect that exclusion; (iii) it, or persons acting for it, will, among other acts of compliance, (a) apply the proceeds of the Tax-Exempt Refunding Bonds to the governmental purposes of the borrowing; (b) restrict the yield on investment property acquired with the proceeds; (c) make timely and adequate payments to the federal government as required under the Tax Compliance Certificate of the County (the “Tax Compliance Certificate”) relating to each series of Tax-Exempt Refunding Bonds; (d) maintain books and records and make calculations and reports; and (e) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds all in such manner and to the extent necessary to assure that exclusion of that interest under the Code.

C. The Director of Finance or her or his designee is authorized to (i) make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the County with respect to the Tax-Exempt Refunding Bonds as the County is permitted to make or give under the federal income tax laws, including, without limitation, any of the elections provided for in Section 148(f)(4)(C) of the Code or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Refunding Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments of penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which actions shall be in writing and signed by that officer; (ii) take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Tax-Exempt Refunding Bonds; and (iii) give one or more appropriate certificates, for inclusion in the transcript of proceedings for each series of Tax-Exempt Refunding Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Tax-Exempt Refunding Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Tax-Exempt Refunding Bonds.

D. The County authorizes the creation by the Director of Finance or her or his designee of a fund that is hereinafter referred to as the "Rebate Fund," and any other such accounts or sub-accounts as necessary or advisable in order to comply with the foregoing covenants and the Tax Compliance Certificate. The County will comply with the rebate requirements set forth in the Tax Compliance Certificate.

E. The Director of Finance or her or his designee is hereby authorized to execute on behalf of the County the Tax Compliance Certificate. The Tax Compliance Certificate shall constitute a certification, representation and agreement of the County and no investment shall be made of the proceeds of the Tax-Exempt Refunding Bonds herein authorized nor of the money in the accounts established hereunder in violation of the expectations and covenants prescribed by the Tax Compliance Certificate. The Tax Compliance Certificate shall constitute an agreement of the County to follow certain covenants which may require the County to take certain actions (including the payment of certain amounts to the United States Treasury) or which may prohibit certain actions (including the establishment of certain funds) under certain conditions as specified in the Tax Compliance Certificate.

F. The County further recognizes that Section 149(a) of the Code requires the Tax-Exempt Refunding Bonds to be issued and to remain in fully registered form in order for interest thereon to be excludable from gross income for purpose of federal income taxation under laws in force at the time the Tax-Exempt Refunding Bonds are delivered. In this connection, the County agrees that it will not take any action to permit the Tax-Exempt Refunding Bonds to be issued in, or converted into, bearer or coupon form if such action would cause interest on the Tax-Exempt Refunding Bonds to be included in gross income for federal income tax purposes.

Section 17. Continuing Disclosure Undertaking. The County recognizes that the initial purchaser of the Refunding Bonds may be required to comply with Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the "Rule"), in connection with purchasing or selling the Refunding Bonds. Upon request of the Underwriter or Purchaser of the Refunding Bonds, in order to assist the initial Underwriter or Purchaser in complying with the Rule, the County will enter into a Continuing Disclosure Undertaking with respect to the Refunding Bonds, and a Continuing Disclosure Undertaking, which will be in substantially the form entered into by the County in connection with the sale of the 2016 Bonds with such changes as are approved by the Director of Finance is hereby approved. The Director of Finance or her or his designee is hereby authorized and directed to execute and deliver the Continuing Disclosure Undertaking and to do all such acts and things necessary to carry out the terms and intent of the Continuing Disclosure Undertaking.

Section 18. Official Statement. If a series of the Refunding Bonds are the subject of an underwritten offering, the Director of Finance or her or his designee is hereby authorized and directed to prepare or authorize to be prepared, and to complete the Preliminary Official Statement in connection with the original issuance of such series of Refunding Bonds and a final Official Statement relating to the original issuance of such series of Refunding Bonds in substantially the form of the Preliminary Official Statement, with such additions, deletions and modifications consistent with this Resolution as shall be approved by the Director of Finance or her or his designee. If and to the extent applicable, the Director of Finance or her or his designee shall certify or otherwise represent that the Preliminary Official Statement, in original or revised form, is a "deemed final" official statement (except for permitted omissions) of the County as of a particular date and that a completed version is a "final" official statement for purposes of the Rule. The distribution and use of the Preliminary Official Statement and the final Official Statement by the County and the original purchaser of the Refunding Bonds is hereby authorized, ratified, confirmed and approved.

The Chair or any member of this Board of Supervisors, the County Administrator of the County and the Director of Finance or her or his designee are each further authorized to use and distribute, or authorize the use and distribution of, any supplements in connection with the original issuance of the Refunding Bonds as may be necessary or appropriate, and to sign and deliver, on behalf of the County, the Official Statement and such certificates in connection with the accuracy of the Preliminary Official Statement and the Official Statement and any amendment thereto as may be necessary or appropriate.

Section 19. Bond Insurance or Other Credit Enhancement. The Director of Finance is authorized to contract for one or more credit enhancements for all or any part of such series of Refunding Bonds, and to pay the costs of them from proceeds of such series of Refunding Bonds or other monies of the County, if she or he determines that the credit enhancement will result in a savings in financing costs to the County. If she or he determines that one or more credit enhancements will result in savings in the cost of this financing to the County, the Finance Director is authorized to cause to be completed, signed and delivered, on behalf of the County, appropriate agreements with credit enhancement providers concerning matters customary to be covered by such agreements, including, without limitation, any of the following: (a) the terms of the credit or liquidity support instrument and the amounts to be paid for it, (b) procedures for payments pursuant to the credit or liquidity support instrument and reimbursement of amounts

advanced, including subrogation of the provider to the rights of owners of bonds receiving payment from monies furnished by the provider, (c) voting rights, (d) remedies, (e) notices and providing of information, and (f) permitted investments of monies with respect to all or any series of the Refunding Bonds. If one or more credit enhancements are obtained with respect to any of the Refunding Bonds, the provider of credit enhancement may be deemed to be the owner of the Refunding Bonds supported for purposes of demands, requests, consents, waivers or other actions by owners of the Refunding Bonds so long as the provider has not failed to comply with its obligations.

Section 20. Authorization to Purchase Government Obligations. Upon the direction of the Director of Finance, the Depository Trustee is hereby authorized to purchase the Government Obligations to be purchased and held pursuant to the provisions of the Depository Trust Agreement.

Section 21. Other Actions. From and after the execution and delivery of the Bond Purchase Agreement in definitive form by the County and the other parties thereto, as required, the officers, agents and employees of the County are hereby authorized, empowered and directed to do all such acts and things and to execute all such agreements, documents, instruments and certificates as may be necessary to carry out and comply with the provisions thereof, including but not limited to the execution of a Solicitor Agreement, if applicable, and the execution of tax compliance certificates or any other such document necessary in relation to the tax-exempt status of any series of Refunding Bonds intended by the County to be executed and delivered bearing tax-exempt interest or otherwise required by the Bond Purchase Agreement.

Section 22. Severability. If any section, paragraph, subdivision, sentence, clause or phrase of this Resolution is for any reason held to be illegal or unenforceable, such decision will not affect the validity of the remaining portions of this Resolution. The Board of Supervisors hereby declares that the County would have adopted this Resolution and each and every other section, paragraph, subdivision, sentence, clause or phrase hereof and authorized the issuance of the Refunding Bonds pursuant hereto irrespective of the fact that any one or more sections, paragraphs, subdivisions, sentences, clauses or phrases of this Resolution may be held illegal, invalid or unenforceable.

Section 23. Ratification of Actions. All actions of the officers, employees, and agents of the County which conform to the purposes and intent of this Resolution and which further the issuance and sale of the Refunding Bonds as contemplated by this Resolution whether heretofore or hereafter taken shall be and are hereby ratified, confirmed and approved. The proper officers and agents of the County are hereby authorized and directed to do all such acts and things and to execute and deliver all such documents on behalf of the County as may be necessary to carry out the terms and intent of this Resolution.

[Remainder of page left blank intentionally]

PASSED, ADOPTED AND APPROVED by the Board of Supervisors of Pima County, Arizona, on \_\_\_\_\_, 2023.

PIMA COUNTY, ARIZONA


By: \_\_\_\_\_  
Chair, Board of Supervisors

ATTEST:

By: \_\_\_\_\_  
Clerk, Board of Supervisors

APPROVED AS TO FORM:

SQUIRE PATTON BOGGS (US) LLP  
Bond Counsel

By:  \_\_\_\_\_  
Jennifer R. Cospers



**EXHIBIT A**

**RESOLUTION NO. 2023-\_\_\_\_\_**

FORM OF BOND\*\*\*

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY TRUST COMPANY, A NEW YORK CORPORATION (“DTC”), TO THE REGISTRAR FOR REGISTRATION OF TRANSFER, EXCHANGE OR PAYMENT, AND ANY BOND ISSUED AND DELIVERED IN RESPECT THEREOF 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.\*

PIMA COUNTY, ARIZONA  
GENERAL OBLIGATION REFUNDING BOND  
SERIES \_\_\_\_\_\*\*

Number: \_\_\_\_\_ Denomination: \$ \_\_\_\_\_

| <u>Interest Rate</u> | <u>Maturity Date</u> | <u>Original Issue Date</u> | <u>CUSIP*</u> |
|----------------------|----------------------|----------------------------|---------------|
| _____ %              | July 1, 20 _____     | _____, _____               | 721663 _____  |

Registered Owner: CEDE & CO.\*

Principal Amount: \_\_\_\_\_ AND NO/100 DOLLARS

PIMA COUNTY, ARIZONA (the “County”), for value received, hereby promises to pay to the registered owner identified above, or registered assigns as provided herein, on the maturity date set forth above, the principal amount set forth above, and to pay interest on the unpaid principal amount at the interest rate shown above.

Certain bonds of the issue of which this bond is one are subject to call for redemption prior to maturity in accordance with the terms set forth herein.

Interest is payable on January 1 and July 1 of each year, commencing \_\_\_\_\_, and will accrue from the most recent date to which interest has been paid, or, if no interest has

\* Insert so long as DTC is the Securities Depository.  
\*\* The series name and designation of this Bond is subject to change as determined in the Resolution to which this Form is attached as Exhibit A.  
\*\*\* Certain provisions regarding denominations and transferability are subject to change if directly purchased as determined in the Resolution to which this Form is attached as Exhibit A.

been paid, from the original issue date set forth above. Interest will be computed on the basis of a 360-day year of twelve 30-day months.

Principal, interest and any premium are payable in lawful money of the United States of America. Interest will be paid by check payable to the order of and mailed by the Paying Agent (as herein defined) to the registered owner at the address shown on the registration books maintained by the Registrar (as herein defined) at the close of business on the record date, or by wire transfer to any securities depository or, upon two days' prior written request delivered to the Paying Agent specifying a wire transfer address in the continental United States, to any registered owner of at least \$1,000,000 aggregate principal amount of bonds. The principal and any premium will be paid when due to the registered owner upon surrender of this bond for payment at the designated office of the Paying Agent, which on the original issue date is the designated corporate trust office of \_\_\_\_\_.

This bond is one of an issue of bonds in the total principal amount of \$\_\_\_\_\_ of like tenor except as to maturity date, rate of interest and number, issued by the County to provide funds to refund outstanding general obligations bonds of the County (the "Bonds Being Refunded"), pursuant to a resolution of the Board of Supervisors of the County duly adopted prior to the issuance hereof, and pursuant to the Constitution and laws of the State of Arizona relative to the issuance and sale of such bonds.

For the punctual payment of this bond and the interest hereon and for the levy and collection of ad valorem taxes sufficient for that purpose, the full faith and credit of the County are hereby irrevocably pledged, without limitation as to rate but limited in an amount such that the total aggregate of taxes levied to pay principal and interest on this bond in the aggregate shall not exceed the total aggregate principal and interest to become due on the bonds to be refunded by the issue of which this bond is one (the "Bonds to be Refunded") from the date of issuance of this bond to the final date of maturity on the Bonds to be Refunded. [The owners of this bond shall rely upon the sufficiency of the funds or Government Obligations held in the Trust (each as defined in the hereinafter defined Resolution) for the payment of the Bonds to be Refunded. The issuance of this bond shall in no way infringe upon the rights of the owners of the Bonds to be Refunded to rely upon a tax levy for the payment of principal and interest on the Bonds to be Refunded if the investments in the Trust prove insufficient.]

Upon collection, said taxes will be placed in a fund to be designated the "Interest and Redemption Fund" and the taxes therein will be applied solely for the purpose of payment of principal of and interest on the bonds and for no other purpose whatsoever until all the bonds authorized hereunder have been fully paid, satisfied, and discharged.

This bond is issued under the provisions of Title 35, Chapter 3, Article 4 of the Arizona Revised Statutes (the "Act") and a Resolution adopted by the Board of Supervisors of the County on August 21, 2023 (the "Resolution"). Reference is hereby made to the Act and the Resolution referred to above for the provisions thereof, including the provisions with respect to the rights, obligations, duties and immunities of the County and the owners of bonds issued thereunder, to all of which the registered owner of this bond, by acceptance of this bond, assents.

The bonds maturing on or before July 1, 20\_\_ are not subject to call for redemption prior to their respective maturity dates. The bonds maturing on or after July 1, 20\_\_ are subject to call for redemption on any date on or after July 1, 20\_\_ at the election of the County, in whole or in part from maturities selected by the County and within any maturity by lot, by the payment of a redemption price equal to the principal amount of each bond called for redemption plus accrued interest to the date fixed for redemption, without premium.

Notice of redemption will be given by mail to the registered owners of the bonds at the address shown on the bond register maintained by the Registrar not less than 30 days nor more than 60 days prior to the specified redemption date.

The initial Registrar and Paying Agent is \_\_\_\_\_ (the "Registrar" and the "Paying Agent," as applicable). The Registrar or Paying Agent may be changed by the County without notice and the County may serve in such capacities.

This bond is transferable by the registered owner in person or by attorney duly authorized in writing at the designated office of the Registrar upon surrender and cancellation of this bond, but only in the manner and subject to the limitation and upon payment of the charges provided in the Resolution. Upon such transfer, a new bond or bonds of the same aggregate principal amount, maturity and interest rate will be issued to the transferee in exchange. The Registrar may require an owner, among other things, to furnish appropriate endorsements and transfer documents and to pay any taxes and fees required by law or permitted by the Resolution. The County has chosen the 15th day of the month preceding an interest payment date as the record date for this issue of bonds. Should this bond be submitted to the Registrar for transfer during the period commencing after the close of business on the record date and continuing to and including the next subsequent interest payment date, ownership will be transferred in the normal manner but the interest payment will be made payable to and mailed to the registered owner as shown on the Registrar's books at the close of business on the record date.

The Registrar may but need not register the transfer of a bond which has been selected for redemption and need not register the transfer of any bond for a period of 15 days before a selection of bonds to be redeemed. If the transfer of any bond which has been called or selected for call for redemption in whole or in part is registered, any notice of redemption which has been given to the transferor will be binding upon the transferee and a copy of the notice of redemption will be delivered to the transferee along with the bond or bonds.

Bonds of this issue are issuable only in fully registered form in the denomination of \$5,000 each or integral multiples of \$5,000. This bond may be exchanged at the designated office of the Registrar for a like aggregate principal amount of bonds of the same maturity in authorized denominations upon the terms set forth in the Resolution.

The County, the Registrar and the Paying Agent may treat the registered owner of this bond as the absolute owner for the purpose of receiving principal, interest and any premium and for all other purposes and none of them shall be affected by any notice to the contrary.

It is hereby certified and recited that all conditions, acts and things required by the Constitution and laws of the State of Arizona to exist, to occur and to be performed precedent to

and in the issuance of this bond exist, have occurred and have been performed and that the issue of bonds of which this is one, together with all other indebtedness of the County, is within every debt and other limit prescribed by the Constitution and laws of the State of Arizona, and that due provision has been made for the levy and collection of a direct, annual ad valorem tax upon all of the taxable property in the County for the payment of this bond and of the interest hereon as each becomes due, without limitation as to rate but limited in an amount such that the total aggregate of taxes levied to pay principal and interest on this bond in the aggregate shall not exceed the total aggregate principal and interest to become due on the Bonds to be Refunded from the date of issuance of this bond to the final date of maturity on the Bonds to be Refunded. [The owners of this bond shall rely upon the sufficiency of the funds or Government Obligations held in the Trust for the payment of the Bonds to be Refunded. The issuance of this bond shall in no way infringe upon the rights of the owners of the Bonds to be Refunded to rely upon a tax levy for the payment of principal and interest on the Bonds to be Refunded if the investments in the Trust prove insufficient.].

The County has caused this bond to be executed by the Chair of its Board of Supervisors, countersigned by the Treasurer of the County and attested by the Clerk of its Board of Supervisors, which signatures may be facsimile signatures.

This bond is not valid or binding upon the County without the manually affixed signature of an authorized signatory of the Registrar.

PIMA COUNTY, ARIZONA

\_\_\_\_\_  
(facsimile)  
Chair, Board of Supervisors

COUNTERSIGNED:

\_\_\_\_\_  
(facsimile)  
County Treasurer

ATTEST:

\_\_\_\_\_  
(facsimile)  
Clerk, Board of Supervisors

SEAL

AUTHENTICATION CERTIFICATE

This bond is one of the Pima County, Arizona General Obligation Refunding Bonds, Series \_\_\_\_\_, described in the Resolution mentioned herein.

Date of Authentication: \_\_\_\_\_, 20\_\_

\_\_\_\_\_  
as Registrar

By: \_\_\_\_\_  
Authorized Representative

-----  
ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

\_\_\_\_\_  
(Name and Address of Transferee)

\_\_\_\_\_  
(Social Security or other Federal Tax Identification Number of Transferee)

the within bond and all rights thereunder, and hereby irrevocably constitutes and appoints \_\_\_\_\_ attorney to transfer the within bond on the books kept for registration thereof, with full power of substitution in the premises,

Dated: \_\_\_\_\_

Note: The signature(s) on this assignment must correspond with the name(s) as written on the face of the within registered bond in every particular without alteration or enlargement or any change whatsoever.

Signature Guaranteed:  
\_\_\_\_\_

Note: Signature(s) must be guaranteed by an eligible guarantor institution pursuant to Securities and Exchange Commission Rule 17Ad-15 that is a participant in a signature guarantor program recognized by the Trustee.

ABBREVIATIONS

The following abbreviations, when used in the inscription on the face of this bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM — as tenants in common  
TEN ENT — as tenants by the entireties  
JT TEN — as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT/TRANS MIN ACT--  
\_\_\_\_\_ Custodian \_\_\_\_\_  
(Cust) (Minor)  
Under Uniform Gifts/Transfers  
to Minors Act

\_\_\_\_\_  
(State)

Additional abbreviations may also be used though not in list above.