

RESOLUTION NO. 2013-__

**RESOLUTION OF THE BOARD OF SUPERVISORS OF PIMA COUNTY,
ARIZONA AUTHORIZING THE PREPAYMENT OR REDEMPTION OF
CERTAIN OUTSTANDING BONDS WITH COUNTY FUNDS;
AUTHORIZING THE APPOINTMENT OF A DEPOSITORY TRUSTEE;
AUTHORIZING THE EXECUTION OF A DEPOSITORY TRUST
AGREEMENT AND OTHER NECESSARY AGREEMENTS,
INSTRUMENTS AND DOCUMENTS IN CONNECTION WITH THE
PREPAYMENT OR REDEMPTION OF SUCH BONDS; AND
AUTHORIZING OTHER ACTIONS AND MATTERS IN CONNECTION
THEREWITH.**

WHEREAS, pursuant to Title 35, Chapter 3, Articles 3 and 4, Arizona Revised Statutes (the "Act"), Pima County, Arizona (the "County") has issued and currently has outstanding certain of its General Obligation Bonds, Series 2004, General Obligation Bonds, Series 2005, General Obligation Bonds, Series 2007, General Obligation Bonds, Series 2008, General Obligation Bonds, Series 2009, General Obligation Bonds, Series 2009A, General Obligation Bonds, Series 2011, General Obligation Bonds, Series 2012A, General Obligation Refunding Bonds, Series 2012B, General Obligation Bonds, Series 2013A and General Obligation Refunding Bonds, Series 2013B (collectively, the "Prior Bonds"); and

WHEREAS, in the event the County deems it prudent and advisable to prepay or redeem any outstanding Prior Bonds from time to time prior to the payment dates thereof, it may be necessary for the County and U.S. Bank National Association, as depository trustee (the "Depository Trustee"), to execute and deliver one or more Depository Trust Agreements (each a "Depository Trust Agreement"); and

WHEREAS, the County has determined that it is advantageous and in the public interest to approve the prepayment or redemption of any outstanding Prior Bonds from time to time prior to the payment dates thereof in order to secure the financial advantages for the County:

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

1. The Chairman, Vice Chairman or Acting Chairman of this Board, the County Administrator of the County or the Director of Finance of the County (each an "Authorized Officer") are each hereby authorized, empowered and directed, with the approval of counsel to the County, in the name and on behalf of the County, to execute or attest, as required, and deliver Depository Trust Agreements and any related agreements or documents (collectively, the "County Documents"), in such forms as shall be reviewed by counsel to the County and approved by the Authorized Officer executing the same.

2. From and after the execution and delivery of the County Documents 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 or

desirable in connection with the execution and delivery of the County Documents or the prepayment or redemption of the Prior Bonds, including, without limitation, calling for redemption Prior Bonds for which payments are being provided and directing the transfer of County funds to the Depository Trustee for the purpose of such prepayment or redemption.

3. All actions of the officers, agents and employees of the County which are in conformity with the purposes and intent of the foregoing resolutions be, and the same are hereby, in all respects, authorized, approved, ratified and confirmed.

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PASSED, ADOPTED AND APPROVED by the Board of Supervisors of Pima County,
Arizona, on December 3, 2013.

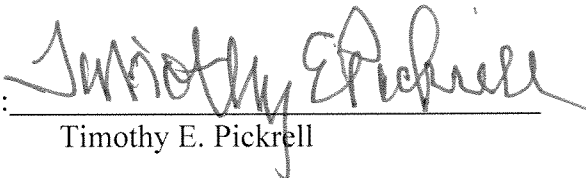
By: _____
Chairman, Board of Supervisors

ATTEST:

By: _____
Clerk, Board of Supervisors

APPROVED AS TO FORM:

SQUIRE SANDERS (US) LLP,
Bond Counsel

By:  _____
Timothy E. Pickrell