

RESOLUTION

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF AMPHITHEATER UNIFIED SCHOOL DISTRICT NO. 10 OF PIMA COUNTY, ARIZONA SCHOOL IMPROVEMENT BONDS, PROJECT OF 2016, SERIES B (2019); DELEGATING THE AUTHORITY TO APPROVE CERTAIN MATTERS WITH RESPECT TO THE BONDS; PROVIDING FOR THE ANNUAL LEVY OF A TAX FOR THE PAYMENT OF THE BONDS; AUTHORIZING THE APPOINTMENT OF A BOND REGISTRAR, TRANSFER AGENT AND PAYING AGENT; APPROVING THE FORM OF CERTAIN DOCUMENTS AND AUTHORIZING COMPLETION, EXECUTION AND DELIVERY THEREOF; DELEGATING THE AUTHORITY TO APPROVE AND DEEM FINAL A FORM OF PRELIMINARY OFFICIAL STATEMENT; ADOPTING WRITTEN CONTINUING DISCLOSURE COMPLIANCE PROCEDURES IN CONNECTION WITH ISSUANCE OF BONDS OF THE DISTRICT; AND RATIFYING ALL ACTIONS TAKEN OR TO BE TAKEN TO FURTHER THIS RESOLUTION.

WHEREAS, Amphitheater Unified School District No. 10 of Pima County, Arizona (the "*District*") held a special bond election in and for the District on November 8, 2016 (the "*Election*"), at which a majority of the qualified electors voting at the Election authorized the issuance of school improvement bonds; and

WHEREAS, the Governing Board of the District (the "*Board*") intends to issue bonds in the aggregate principal amount of not to exceed \$14,500,000 (the "*Bonds*") for the purpose of making school improvements in accordance with the authority granted at the Election and for the purpose of paying a portion of the costs of issuance of the Bonds; and

WHEREAS, the Bonds will be sold through a negotiated offering and the Board shall receive a proposal for the purchase of the Bonds from Stifel, Nicolaus & Company, Incorporated (the "*Underwriter*") and not acting as a municipal advisor (as defined in the Securities and Exchange Commission's (the "*SEC's*") Municipal Advisor Rule), in substantially the form of a bond purchase agreement now on file with the Board, and the District desires that the Bonds be sold through negotiation to the Underwriter on such terms as may hereafter be approved by the District Superintendent or Chief Financial Officer of the District and pursuant to the Strategic Alliance of Volume Expenditures (SAVE) Cooperative Response Proposal #C-005-1718; and

WHEREAS, by this resolution, the Board shall approve a form of bond purchase agreement now on file and order the proposed bond purchase agreement to be completed with the final terms of the Bonds and entered into between the District and the Underwriter when the final terms of the sale have been determined for the sale of the Bonds to the Underwriter (as so completed, the "*Purchase Agreement*"); and

WHEREAS, within and by the parameters set forth in this resolution, the Board shall authorize the execution, issuance and sale of the Bonds and their delivery to the Underwriter in accordance with the Purchase Agreement;

NOW, THEREFORE, IT IS RESOLVED BY THE GOVERNING BOARD OF AMPHITHEATER UNIFIED SCHOOL DISTRICT NO. 10 OF PIMA COUNTY, ARIZONA, AS FOLLOWS:

Section 1. Authorization. The Board hereby authorizes the Bonds to be issued and sold in an aggregate principal amount of not to exceed \$14,500,000. The Bonds shall be designated Amphitheater Unified School District No. 10 of Pima County, Arizona School Improvement Bonds, Project of 2016, Series B (2019), and the Bonds shall be issued and sold in accordance with the provisions of this resolution and delivered against payment therefor by the Underwriter. The series designation of the Bonds may change if the Bonds are not sold in calendar year 2019.

Section 2. Terms.

A. **Bonds.** The Bonds shall be dated as of the date as set forth in the Purchase Agreement, shall mature on July 1 in some or all of the years 2019 through 2037, inclusive, and shall bear interest from their date to the maturity or earlier redemption of each of the Bonds, provided that the yield (as determined pursuant to the regulations of the Internal Revenue Code of 1986, as amended (the "*Code*")) shall not exceed 4.00%. The Bonds shall be classified as "Class B" Bonds for all purposes of Arizona Revised Statutes ("*A.R.S.*"), Title 15, Chapter 4, Article 5, and Chapter 9, Article 7.

The principal amount maturing in each year, the interest rates applicable to each maturity, the optional and mandatory redemption provisions and any other final terms of the Bonds shall be as set forth in the Purchase Agreement and approved by the President, any member of the Board, the Superintendent, or the Chief Financial Officer of the District, which approval shall be evidenced by the execution and delivery of the Purchase Agreement. The Bonds shall be issued in fully registered book-entry-only form in denominations equal to the respective year's maturity amount. If the Book-Entry-Only System (as defined herein) is discontinued, the Bonds shall be in denominations of \$5,000 each or integral multiples thereof. Interest on the Bonds shall be payable semiannually on each January 1 and July 1 (each an "*Interest Payment Date*") during the term of the Bonds, commencing July 1, 2019 (or such other date as set forth in the Purchase Agreement).

B. **Book-Entry-Only System.** So long as the Bonds are administered under the book-entry-only system (the "*Book-Entry-Only System*") described in the Letter of Representations (as defined below), the District shall pay periodic principal and interest payments to Cede & Co. or its registered assigns in same-day funds no later than the time established by The Depository Trust Company, a New York Corporation ("*DTC*") on each interest or principal payment date (or in accordance with then existing arrangements between the District and DTC). The Superintendent or Chief Financial Officer of the District is authorized to enter into an agreement (the "*Letter of Representations*") with DTC in connection with the issuance of the District's bonds including the Bonds and, while the Letter of Representations is in effect, the procedures established therein shall apply to the Bonds.

C. **Registration.** The District shall maintain an office or appoint an agency to act as a registrar for the Bonds (the "*Registrar*") as provided in section 10 herein. If the Book-Entry-Only System is discontinued, the Registrar's registration books shall show the registered

owners of the Bonds (collectively, the owner or owners of the Bonds as shown on the Registrar's registration books shall be referred to as "*Owner*" or "*Owners*"). While the Bonds are subject to the Book-Entry-Only System, the Bonds shall be registered in the name of Cede & Co., or its registered assigns. The Bonds shall be administered by the Registrar in a manner which assures against double issuance and provides a system of transfer of ownership on the books of the Registrar in the manner set forth in the Bonds. The District recognizes that Section 149(a) of the Code requires the Bonds to be issued and to remain in fully registered form in order that interest thereon be exempt from federal income taxation under laws in force at the time the Bonds are delivered. In connection with the foregoing, the District agrees that it will not take any action to permit the Bonds to be issued in, or converted into bearer or coupon form.

D. Payment. If the Book-Entry-Only System is discontinued, interest on the Bonds shall be payable on each Interest Payment Date by check mailed to the Owner thereof at the Owner's address, all as shown on the registration books maintained by the Registrar, as of the close of business of the Registrar on the fifteenth (15th) day of the month in the month preceding an Interest Payment Date, or if such date is a Saturday, Sunday or legal holiday or equivalent (other than a moratorium) of the Registrar, the previous business day (the "*Record Date*").

If the Book-Entry-Only System is discontinued, principal of the Bonds shall be payable, when due, only upon presentation and surrender of the Bond at the designated corporate trust office of an office or agency maintained by the District for the purpose of paying the Bonds (the "*Paying Agent*"), as provided in section 10 herein. Upon written request of an Owner of at least \$1,000,000 in principal amount of Bonds not less than twenty (20) days prior to an Interest Payment Date, all payments of interest and, if adequate provision for surrender is made, principal shall be paid by wire transfer in immediately available funds to an account within the United States of America designated by such Owner.

Notwithstanding any other provision of this resolution, payment of principal of and interest on any Bond that is held by a securities depository or that is subject to the Book-Entry-Only System may be paid by the Paying Agent by wire transfer in "same day funds".

E. Other Terms. The Bonds shall have such other terms and provisions as are set forth in Exhibit A hereto and shall be sold under the terms and conditions set forth in the Purchase Agreement.

Section 3. Prior Redemption.

A. Optional Redemption. The Bonds may be subject to optional redemption as set forth in the Purchase Agreement.

B. Mandatory Redemption. The Bonds may be subject to mandatory redemption as set forth in the Purchase Agreement.

Whenever Bonds subject to mandatory redemption are purchased, redeemed (other than pursuant to mandatory redemption) or delivered by the District to the Registrar for cancellation, the principal amount of the Bonds so retired shall satisfy and be credited against the mandatory redemption requirements for such Bonds for such years as the District may direct.

C. Notice of Redemption.

(1) So long as the Bonds are held under the Book-Entry-Only System, notices of redemption will be sent to DTC in the manner required by DTC. If the Book-Entry-Only System is discontinued, notice of redemption of any Bond will be mailed to the registered owner of the Bond or Bonds being redeemed at the address shown on the bond register maintained by the Registrar not more than sixty (60) nor less than thirty (30) days prior to the date set for redemption. Notice of redemption may be sent to any securities depository by mail, facsimile transmission, wire transmission or any other means of transmission of the notice generally accepted by the respective securities depository. Neither the failure of any registered Owner of Bonds to receive a notice of redemption nor any defect therein will affect the validity of the proceedings for redemption of Bonds as to which proper notice of redemption was given.

(2) Notice of any redemption will also be sent to the Municipal Securities Rulemaking Board (the "*MSRB*"), currently through MSRB's Electronic Municipal Market Access system, in the manner required by the MSRB, but no defect in said further notice or record nor any failure to give all or a portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if notice thereof is given as prescribed above.

(3) If moneys for the payment of the redemption price and accrued interest are not held in separate accounts by the District, the Pima County Treasurer (the "*Treasurer*"), or the 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 Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Bonds on such date, and, if moneys for payment of the redemption price are held in separate accounts by the Paying Agent, interest on such Bonds or portions of such Bonds so called for redemption shall cease to accrue, such Bonds shall cease to be entitled to any benefit or security hereunder and the Owners of such Bonds shall have no rights in respect thereof except to receive payment of the redemption price thereof and such Bonds shall be deemed paid and no longer outstanding.

E. Redemption of Less than All of a Bond. The District may redeem an amount which is included in a Bond in the denomination equal to or in excess of, but divisible by \$5,000. In that event, the Owner shall submit the Bond for partial redemption and the Paying Agent shall make such partial payment and the Registrar shall cause to be issued a new Bond in a principal amount equal to the unpaid amount remaining on such Bond after the redemption to be authenticated and delivered to the Owner thereof.

F. Defeasance. Any Bond or portion thereof in authorized denominations shall be deemed defeased and thereafter shall have no claim on ad valorem taxes levied on taxable property in the District if (i) there is deposited with a bank or comparable financial institution, in trust, obligations issued by or guaranteed by the United States government ("*Defeasance Obligations*") or moneys, or both, which, with the maturing principal of and interest on such

Defeasance Obligations and the moneys so deposited will be sufficient, as evidenced by a certificate or report of an accountant, to pay the principal of, premium, if any, and interest on such Bond or portion thereof as the same matures, comes due or becomes payable upon prior redemption and (ii) such defeased Bond or portion thereof is to be redeemed prior to maturity, notice of such redemption has been given in accordance with provisions hereof or the District has submitted to the Registrar and Paying Agent instructions expressed to be irrevocable as to the date upon which such Bond or portion thereof is to be redeemed and as to the giving of notice of such redemption. If the maturing principal on the Defeasance Obligations or other moneys, or both, is sufficient to pay the principal of, premium, if any, and interest on such Bond or portion thereof as the same matures, comes due or becomes payable upon prior redemption, a certificate or report of an accountant shall not be required. 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 Bonds shall be entitled to payment only from the moneys or Defeasance Obligations deposited to provide for the payment of such Bonds.

Section 4. Security. For the purpose of paying the principal of, interest on and costs of administration for the Bonds, there shall be levied on all the taxable property in the District a continuing, direct, annual, ad valorem tax sufficient to pay all such principal, interest and costs of administration for the Bonds as the same becomes due, such taxes to be levied, assessed and collected at the same time and in the same manner as other taxes are levied, assessed and collected. The proceeds of the taxes shall be deposited to an account kept by the Treasurer and accounted for either electronically or in books as a special fund entitled the Debt Service Fund of the District and shall be used only for the payment of principal of, interest on, premium, if any, or costs of administration as above-stated. If, for any reason, the amount on deposit in the District's Debt Service Fund is insufficient to pay the principal of, interest on and premium, if any, due on the Bonds on the date of payment, the District hereby authorizes the Treasurer to pay such deficiency from any District funds lawfully available therefor.

Section 5. Use of Proceeds. Upon the delivery of and payment for the Bonds in accordance with the terms of their sale, the proceeds from the sale of the Bonds, after payment of any Underwriter's discount and the cost of any bond insurer or credit enhancement, shall be set aside and deposited by the Treasurer, in a separate fund entitled the Bond Building Fund of the District.

The proceeds of the Bonds shall be expended only for the purpose set forth in the ballot and informational pamphlet used at the Election wherein issuance of the Bonds was approved (except for such changes allowed by law) and to pay the costs of issuance of the Bonds and the cost of bond insurance or credit enhancement, if applicable. Any premium received from the sale of the Bonds shall be used (i) to pay the Underwriter's compensation, (ii) to pay any other costs of issuance lawfully payable from such proceeds, (iii) as a deposit to the District's Debt Service Fund and used only to pay interest on the Bonds, and/or (iv) for the purpose set forth in the ballot and informational pamphlet used at the Election so long as (a) the District has voter authorization and available capacity under its debt limitations and (b) the amount of such premium used for such purpose will reduce in an equal amount both the available aggregate indebtedness capacity of the District and the principal amount authorized at the Election.

Section 6. Form of Bonds. Pursuant to A.R.S. § 35-491, a fully registered bond form is adopted as an alternative to the form of bond provided in A.R.S. § 15-1023. So long as the Book-Entry-Only System is in effect, the 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 or by the Purchase Agreement and are approved by those officers executing the Bonds; execution thereof by such officers shall constitute conclusive evidence of such approval.

The Bonds may have notations, legends or endorsements required by law, securities exchange rule or usage. Each Bond shall show both the date of the issue and the date of such Bond's authentication and registration. The Bonds are prohibited from being converted to coupon or bearer form without the consent of the Board and approval of Bond Counsel (as defined herein). If the Book-Entry-Only System is discontinued, the Bonds shall be reissued and transferred in the form of Bond to be prepared at that time.

Section 7. Execution of Bonds and Other Documents.

A. **Bonds.** The Bonds shall be executed for and on behalf of the District by its President by manual or facsimile signature. If an officer whose signature is on a Bond no longer holds that office at the time the Bond is authenticated and registered, such Bond shall nevertheless be valid.

A Bond shall not be valid or binding until authenticated by the manual signature of an authorized representative of the Registrar. The signature of the authorized representative of the Registrar shall be conclusive evidence that such Bond has been authenticated and issued pursuant to this resolution.

B. **Purchase Agreement.** The form of the Purchase Agreement, in substantially the form submitted to and on file with the Board, is hereby approved. The President, any member of the Board, the Superintendent, or the Chief Financial Officer of the District shall cause the Purchase Agreement to be completed and is hereby authorized to execute to reflect the terms of the Bonds, including the price at which the Bonds are sold and provisions for original issue premium or original issue discount with respect thereto on behalf of the District. The execution and delivery of the Purchase Agreement as completed shall be conclusive evidence of such approval of the final terms and provisions.

C. **Registrar Contract.** The form of registrar's contract concerning duties of the Registrar and Paying Agent for the Bonds, in substantially the form submitted to and on file with the Board, is hereby approved and the President, any member of the Board, the Superintendent or the Chief Financial Officer of the District is hereby directed to execute such contract on behalf of the District with such necessary and appropriate omissions, insertions and variations as are permitted or required hereby and are approved by those officers executing the documents and cause such respective contract to be delivered. Execution by any such officer shall constitute conclusive evidence of such approval.

D. **Continuing Disclosure Undertaking.** In order to comply with the provisions of Section 240.15c2-12, General Rules and Regulations, Securities Exchange Act of 1934 (the

"Rule"), unless an exemption from the terms and provisions of the Rule is applicable to the Bonds, the Superintendent or the Chief Financial Officer of the District is hereby authorized and directed to prepare, execute and deliver on behalf of the District a written agreement or undertaking for the benefit of the Owners (including beneficial owners) of the Bonds, in substantially the form submitted to and on file with the Board. The written agreement or undertaking shall contain such terms and provisions as are necessary to comply with the Rule including, but not limited to (i) an agreement to provide to MSRB the financial information or operating data presented in the final official statement, as determined by mutual agreement between the Superintendent or the Chief Financial Officer and the Underwriter, and audited financial statements of the District and (ii) an agreement to provide listed events disclosure to MSRB.

E. Letter of Representations. The form of Letter of Representations, as presented to the Board at the meeting at which this resolution was adopted and on file with the District, is hereby approved and the President, any member of the Board or the Superintendent or Chief Financial Officer of the District is hereby directed to execute such Letter of Representations on behalf of the District with such necessary and appropriate omissions, insertions and variations as are permitted or required hereby and are approved by those officers executing the documents. Execution by such officers shall constitute conclusive evidence of such approval and cause such Letter of Representations to be delivered.

F. Official Statement. The preparation and dissemination of a preliminary official statement with respect to the Bonds is hereby authorized and approved. The preliminary official statement shall be in a form that is approved and deemed as "final" for all purposes of the Rule, by the Superintendent or the Chief Financial Officer of the District. The Superintendent or Chief Financial Officer shall approve and cause a final official statement (the "*Official Statement*") in substantially the form of the preliminary official statement referred to above to be prepared and distributed with the Bonds upon initial issuance. The President or any member of the Board is authorized to execute and deliver the Official Statement on behalf of the District.

Section 8. Mutilated, Lost or Destroyed Bonds. In case any Bond becomes mutilated or destroyed or lost, the District shall cause to be executed, authenticated and delivered a new Bond of like date and tenor in exchange and substitution for and upon the cancellation of the mutilated Bond or in lieu of and in substitution for the Bond destroyed or lost, upon the Owner's paying the reasonable expenses and charges of the District in connection therewith and, in the case of the Bond destroyed or lost, filing with the Registrar and the Treasurer of evidence satisfactory to the Registrar and the Treasurer that such Bond was destroyed or lost, and furnishing the Registrar and the Treasurer with a sufficient indemnity bond pursuant to A.R.S. § 47-8405.

Section 9. Acceptance of Offer; Sale of Bonds; Purchase Agreement Approval. The Underwriter proposes to purchase the Bonds pursuant to the Purchase Agreement submitted to and on file with the Board. Such proposal as supplemented by the final terms as contemplated by this resolution is hereby accepted. When the final terms of the Bonds are known, the Purchase Agreement shall be finalized. The President, any member of the Board, the Superintendent, or the Chief Financial Officer of the District is authorized and directed to cause the Purchase Agreement to be completed and/or executed; provided, however, that the parameters of this resolution shall govern the Purchase Agreement and neither the Superintendent nor the Chief Financial Officer is authorized to insert in the Purchase Agreement any terms or conditions

which would be contrary to this resolution. Upon the completion, execution and delivery of the Purchase Agreement, the Bonds are ordered sold to the Underwriter pursuant to the Purchase Agreement.

The Treasurer is hereby authorized and directed to receive payment for the Bonds in accordance with the terms of the Purchase Agreement. Any other provisions of this resolution to the contrary notwithstanding, the Bonds shall not be sold for less than par.

Section 10. Registrar and Paying Agent. The District shall maintain an office or agency where the Owners of the Bonds shall be recorded in the registration books and the Bonds may be presented for registration or transfer (such entity performing such function shall be the "*Registrar*"). The District shall maintain an office or agency where Bonds may be presented for payment (such entity performing such function shall be the "*Paying Agent*"). Bonds shall be paid by the Paying Agent in accordance with Section 2(D) of this resolution. The District 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 Bonds.

The Superintendent or Chief Financial Officer shall solicit pricing quotes from financial institutions to act as Registrar and Paying Agent with respect to the Bonds and shall select a Registrar and Paying Agent in the best interests of the District. The District may change the Registrar or Paying Agent without notice to or consent of Owners of the Bonds and the District may act in any such capacity.

Each Paying Agent shall be required to agree in writing that the Paying Agent shall hold in trust for the benefit of the Owners of the Bonds all moneys held by the Paying Agent for the payment of principal of and interest and any premium on the Bonds.

The Registrar may appoint an authenticating agent acceptable to the District to authenticate Bonds. An authenticating agent may authenticate 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.

The Registrar shall keep a separate register for the Bonds. If the Book-Entry-Only System is discontinued, when Bonds are presented to the Registrar or a co-Registrar with a request to register transfer, the Registrar shall register the transfer on the registration books if its requirements for transfer are met and shall authenticate and deliver one or more Bonds registered in the name of the transferee of the same principal or payment amount, maturity or payment date and rate of interest as the surrendered Bonds. All transfer fees and costs shall be paid by the transferor.

If the Book-Entry-Only System is discontinued, the Registrar may, but shall not be required to, transfer or exchange any Bonds during the period commencing on the Record Date to and including the respective Interest Payment Date. The Registrar may 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 fifteen (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 shall be binding upon the transferee and a copy of the notice of redemption shall be delivered to the transferee along with the Bond or Bonds. If the Registrar transfers or exchanges Bonds within the period referred to above, interest on such Bonds shall be paid to the person who was the Owner at the close of business of the Registrar on the Record Date as if such transfer or exchange had not occurred.

The Registrar shall authenticate Bonds for original issue up to \$14,500,000 in aggregate principal amount upon the written request of the Treasurer. The aggregate principal amount of Bonds outstanding at any time may not exceed that amount except for replacement Bonds as to which the requirements of the Registrar and the District are met.

Section 11. Resolution a Contract. This resolution shall constitute a contract between the District and the Owners of the Bonds and shall not be repealed or amended in any manner which would impair, impede or lessen the rights of the Owners of the Bonds then outstanding. The performance by the Board of the obligations in this resolution and in the Bonds and the Purchase Agreement is hereby authorized and approved.

Section 12. Tax Covenant. In consideration of the purchase and acceptance of the Bonds by the owners thereof and, as authorized by A.R.S., Title 35, Chapter 3, Article 7, and in consideration of retaining the exclusion of interest income on the Bonds from gross income for federal income tax purposes, the Board covenants with the Owners from time to time of the Bonds to neither take nor fail to take any action which action or failure to act is within its power and authority and would result in interest income on the Bonds becoming subject to inclusion as gross income for federal income tax purposes under either laws existing on the date of issuance of the Bonds or such laws as they may be modified or amended.

The President, any member of the Board, the Superintendent and the Chief Financial Officer are each authorized to execute and deliver all closing documents incorporating the District's representations necessary to exclude the interest on the Bonds from gross income for federal income tax purposes and other matters pertaining to the sale of the Bonds as required by Bond Counsel. The District's Superintendent or Chief Financial Officer, the Treasurer or a partner of Gust Rosenfeld P.L.C., Bond Counsel to the District ("*Bond Counsel*"), are each authorized to execute and file on behalf of the District information reporting returns and to file or deliver such other information as may be required by Section 149(e) of the Code.

The Board further authorizes the employment of such experts and consultants to make, as necessary, any calculations in respect of rebates to be made to the United States of America in accordance with Section 148(f) of the Code. The President, any member of the Board, the Superintendent, and the Chief Financial Officer of the District are each authorized to make any applicable elections necessary to avoid the rebate to the federal government of certain of the investment earnings attributable to the Bonds.

The District shall comply with such requirements and shall take any such actions as in the opinion of Bond Counsel are necessary to prevent interest income on the Bonds from becoming subject to inclusion in gross income for federal income tax purposes. Such requirements may include but are not limited to making further specific covenants; making truthful certifications

and representations and giving necessary assurances; complying with all representations, covenants and assurances contained in certificates or agreements to be prepared by Bond Counsel; paying to the United States of America any required amounts representing yield reduction payments or rebates of arbitrage profits relating to the Bonds; filing forms, statements and supporting documents as may be required under the federal tax laws; limiting the term of and yield on investments made with moneys relating to the Bonds; and limiting the use of the proceeds of the Bonds and property financed thereby.

The Board hereby authorizes the Chief Financial Officer, or his or her designee, to represent and act for the District in all matters pertaining to the District's tax-exempt bonds, as may be necessary to comply, on a continuing basis, with the Internal Revenue Service, Securities and Exchange Commission and other governmental entities' requests, reporting requirements and post-issuance compliance policies and matters.

Section 13. Certifications. The District certifies as follows:

- A. The District is a governmental unit with general taxing powers;
- B. No bond which is a part of the Bonds to be issued in accordance with this resolution is a private activity bond as defined in Section 141 of the Code; and
- C. Ninety-five percent (95%) or more of the net proceeds of such issue are to be used for local government activities (i.e., school facilities) of the District.

The officers of the District charged with issuing the Bonds shall determine if the facts and conclusions stated in this Section are correct as of the date of issuance of the Bonds and, if correct, are authorized and directed to execute a certificate to that effect and cause the same to be delivered to the Underwriter of the Bonds.

Section 14. Bonds Not Qualified Tax-Exempt Obligations. The Bonds are not "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code.

Section 15. Investment of Moneys. Pursuant to A.R.S. §§ 15-1024 and 15-1025, subject to the provisions of Section 12 hereof, this resolution shall be construed as a request and continuing consent of the Board to invest moneys in the Debt Service Fund established for the Bonds and the proceeds of the Bonds deposited in the Bond Building Fund pending use in (i) any of the securities allowed by A.R.S. § 15-1025 and (ii) the local government investment pool established under A.R.S. § 35-326, so long as the pool only invests in securities allowed by A.R.S. § 15-1025. This resolution shall constitute the continuing consent of the Board to such investment and no further annual consent need be given; provided, however, that the District, acting through its Superintendent or Chief Financial Officer, may at any time provide written investment instructions to the Treasurer during any fiscal year and the Treasurer, to the extent such investments are lawful, is hereby directed to invest the moneys designated in the written instructions in the investments set forth in such instructions.

Section 16. Ratification of Actions. All actions of the officers and agents of the District which conform to the purposes and intent of this resolution and which further the

issuance and sale of the Bonds as contemplated by this resolution whether heretofore or hereafter taken are hereby ratified, confirmed and approved. The proper officers and agents of the District are hereby authorized and directed to do all such acts and things and to execute and deliver all such documents on behalf of the District as may be necessary to carry out the terms and intent of this resolution.

The Board hereby acknowledges Bond Counsel's representation of the Underwriter in matters not involving the District or the Bonds and hereby consents to Bond Counsel's representation of the District in the matters set forth in this resolution.

Section 17. Severability. If any section, paragraph, subdivision, sentence, clause or phrase of this resolution is for any reason held to be illegal, invalid or unenforceable, such decision shall not affect the validity of the remaining portions of this resolution. The Board hereby declares that it would have adopted this resolution and each and every other section, paragraph, subdivision, sentence, clause or phrase hereof and authorized the issuance of the 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 18. Bond Insurance or Credit Enhancement. The President, any member of the Governing Board, the Superintendent, and the Chief Financial Officer are each hereby authorized and directed to purchase municipal bond insurance, surety bonds or other credit enhancement as may be deemed appropriate and beneficial to the District by the Chief Financial Officer and to enter into any obligations or agreements on behalf of the District to repay amounts paid thereon by the providers thereof and pay any delinquent interest at a rate not to exceed the yield set forth above. The Treasurer is hereby authorized to expend or cause to be expended Bond proceeds for the purchase of bond insurance or other credit enhancement for the Bonds or the Treasurer may receive an acknowledgement from the Underwriter that the premium or purchase price for the bond insurance or other credit enhancement has been paid from Bond proceeds as a portion of the purchase price of the Bonds.

Section 19. Written Procedures to Comply with the Rule. The form of Continuing Disclosure Compliance Procedures Regarding the Securities and Exchange Commission's Rule 15c2-12 in substantially the form attached hereto as Exhibit B is hereby approved, and District staff shall follow the procedures set forth therein as it relates to current and future continuing disclosure compliance procedures required by the Bonds, or any bonds of the District.

[Signature on following page]

PASSED, ADOPTED AND APPROVED by the Governing Board of
Amphitheater Unified School District No. 10 of Pima County, Arizona, on March 27, 2019.

President

EXHIBIT A

(Form of Book-Entry-Only Bond)

Number: R-_____

Denomination: _____

Unless this bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the District or its agent for registration of transfer, exchange, or payment, and any bond issued 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.

**AMPHITHEATER UNIFIED SCHOOL DISTRICT NO. 10
OF PIMA COUNTY, ARIZONA
SCHOOL IMPROVEMENT BOND,
PROJECT OF 2016, SERIES B (2019)**

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Dated Date</u>	<u>CUSIP No.</u>
____%	July 1, ____	_____, 2019	721832__

Registered Owner: Cede & Co.

Principal Amount: _____ AND NO/100 DOLLARS (\$_____.00)

AMPHITHEATER UNIFIED SCHOOL DISTRICT NO. 10 OF PIMA COUNTY, ARIZONA (the "*District*"), 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.

[INSERT CALL FEATURE IF APPLICABLE.]

Interest is payable on January 1 and July 1 of each year commencing _____, 20__, and will accrue from the most recent date to which interest has been paid, or, if no interest has been paid, from the original dated date set forth above. Interest will be computed on the basis of a year comprised of 360 days consisting of twelve (12) months of thirty (30) days each.

Principal of and interest on this bond are payable in lawful money of the United States of America. Interest payments and principal payments that are part of periodic principal and interest payments shall be received by Cede & Co., as nominee of DTC, or its registered assigns in same-day funds no later than the time established by DTC on each interest or principal payment date (or in accordance with existing arrangements between the District and DTC).

The "Record Date" for this bond will be the close of business of the registrar on the fifteenth (15th) day of the month in the month preceding an interest payment date, or if such date is a Saturday, Sunday or legal holiday or equivalent (other than a moratorium) of the registrar, the previous business day.

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 series of bonds of which this is one, together with all other indebtedness of the District, 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 District for the payment of this bond and of the interest hereon as each becomes due, unlimited as to rate or amount.

This bond is one of a series of general obligation bonds in the aggregate principal amount of \$[14,500,000] of like tenor except as to amount, maturity date, redemption provisions, interest rate and number, issued by the District to provide funds to make certain school improvements within the District, pursuant to a resolution of the Governing Board of the District duly adopted prior to the issuance hereof (the "*Resolution*"), and pursuant to the Constitution and laws of the State of Arizona relative to the issuance and sale of school district bonds, and all amendments thereto, and all other laws of the State of Arizona thereunto enabling.

For the punctual payment of this bond and the interest hereon and for the levy and collection of ad valorem taxes on all taxable property within the District sufficient for that purpose, the full faith and credit of the District are hereby irrevocably pledged.

So long as the book-entry-only system is in effect, this bond is non-transferable. If the book-entry-only system is discontinued, this bond is transferable by the registered owner in person or by attorney duly authorized in writing at the designated office of the registrar, which on the original issue date is the corporate trust office of [_____], the initial registrar and paying agent, upon surrender and cancellation of this bond. Bonds of this series are issuable only in fully registered form in the denomination of \$5,000 of principal or integral multiples thereof. The registrar or paying agent may be changed by the District without notice.

The District, the registrar and the paying agent may treat the registered owner of this bond as the absolute owner for the purpose of receiving principal and interest and for all other purposes and none of them shall be affected by any notice to the contrary.

The District has caused this bond to be executed by the President of its Governing Board, which signature may be a facsimile signature. This bond is not valid or binding upon the District without the manually affixed signature of an authorized representative of the registrar. This bond is prohibited from being issued in coupon or bearer form without the consent of the Governing Board of the District, and the occurrence of certain other conditions.

**AMPHITHEATER UNIFIED SCHOOL DISTRICT
NO. 10 OF PIMA COUNTY, ARIZONA**

(facsimile)
President, Governing Board

DATE OF AUTHENTICATION AND REGISTRATION: _____

CERTIFICATE OF AUTHENTICATION

This bond is one of the Amphitheater Unified School District No. 10 of Pima County, Arizona School Improvement Bonds, Project of 2016, Series B (2019), described in the Resolution mentioned herein.

[_____], as Registrar

Authorized Representative

(INSERT INSURANCE STATEMENT HERE, IF APPLICABLE)

FORM OF ASSIGNMENT

The following abbreviations, when used in 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	UNIF GIFT/TRANS MIN ACT- _____ Custodian _____
TEN ENT - as tenants by the entireties	(Cust) (Minor)
JT TEN - as joint tenants with right of survivorship and not as tenants in common	under Uniform Gifts/Transfers to Minors Act _____ (State)

Additional abbreviations may also be used though not in list above

ASSIGNMENT

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

(Name and Address 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 _____

Signature Guaranteed:

— Firm or Bank

— Authorized Signature

Signature guarantee should be made by a guarantor institution participating in the Securities Transfer Agents Medallion Program or in such other program acceptable to the Registrar

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

ALL FEES AND TRANSFER COSTS SHALL BE PAID BY THE TRANSFEROR

EXHIBIT B

**CONTINUING DISCLOSURE COMPLIANCE PROCEDURES REGARDING THE
SECURITIES AND EXCHANGE COMMISSION'S RULE 15C2-12
FOR THE AMPHITHEATER UNIFIED SCHOOL DISTRICT NO. 10 OF PIMA
COUNTY, ARIZONA**

Date of Implementation: March 27, 2019.

In connection with its issuance of tax-exempt bonds or other obligations, the Amphitheater Unified School District No. 10 of Pima County, Arizona (the "*District*") has adopted and/or will adopt a Continuing Disclosure Certificate in connection with each series of bonds or obligations (each a "*Certificate*" and collectively, the "*Certificates*"). The Certificates require the District to file annually audited financial statements and certain financial and operating information and operating data (the "*Annual Reports*"), as well as to report certain financial events. The procedures described below (the "*Procedures*") are intended to help the District maintain compliance with the Certificates.

1. Responsible Officers and Employees

The implementation and consistent execution of these procedures are extremely important. One employee of the District should be given primary responsibility for compliance with these Procedures (the "*Disclosure Coordinator*"), and at least two employees (who may include the Disclosure Coordinator, referred to herein collectively as the "*Disclosure Officials*") should be familiar with and trained to implement these Procedures at all times. When Disclosure Officials end their employment with the District, new Disclosure Officials should be named in their place. Typically, this responsibility will be assigned based on role or title, but the District may assign responsibility to any appropriate employee. New Disclosure Officials should be briefed on the Certificates, dates, reports, and reminder systems described in these Procedures.

As of the Date of Implementation, the Disclosure Officials are the District's:

Chief Financial Officer (Disclosure Coordinator)
Associate to the Superintendent
Business Manager

2. Active Certificates and Financial Obligations

The District is obligated to comply with the requirements of a Certificate from the time the District adopts the Certificate until the earlier of (i) the date that the last of the bonds or obligations listed in the Certificate are paid or (ii) the date that the bonds or obligations listed in the Certificate are defeased or refunded. Certificates between these two dates are "*Active Certificates*". As of the Date of Implementation, the District has or expects to have the Active Certificates listed in Schedule I.

The Certificates entered into after February 26, 2019 require disclosure of facts relating to certain financial obligations (see Section 4 below). For purposes of these Procedures, "*Financial Obligation*" means, with the exception of bonds or obligations for which the District provided a final official statement to the Municipal Securities Rulemaking Board ("*MSRB*") consistent with the SEC Rule 15c2-12:

- (i) a debt obligation;
- (ii) a derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or
- (iii) a guarantee of (i) or (ii).

"*Active Financial Obligations*" are those Financial Obligations which are enforceable against the District and for which the District has not already made all required payments. A list of Active Financial Obligations, in the form set forth in Schedule II, is on file with the District.

The Disclosure Coordinator should maintain an updated list of Active Certificates and Active Financial Obligations, including the information listed in Schedules I and II, and review the list periodically to ensure accuracy. When the District enters into a new Financial Obligation, the Disclosure Coordinator will ensure timely reporting (see Section 4 below), if applicable.

3. Annual Reports

Compliance with the Certificates includes ensuring that all of the tables and information required by Section 4 of the Certificates are included in the Annual Reports. Such information may be included as a part of the District's Comprehensive Annual Financial Report ("*CAFR*"), or may be filed separately. In each case, the *CAFR* and any additional information required by the Certificates should be filed no later than the reporting date listed within each Certificate (the "*Annual Reporting Date*") of each fiscal year while the District's bonds or obligations require such Annual Reports.

To ensure that the Annual Reports are submitted in a timely manner, the earliest Annual Reporting Date should be put into a reminder system, such as a docket, diary or tickler, which is maintained by a minimum of two people (typically, the Disclosure Officials). When those listed on the reminder system leave the District's employment, new names must be added.

The *MSRB* allows the District to schedule automated e-mail reminders for these Annual Reports through its Electronic Municipal Market Access system ("*EMMA*"). The District can add up to three e-mail recipients, so the Disclosure Officials and/or other staff may be included on the reminders.

Note: Some issuers of tax-exempt bonds or obligations engage an auditor or a dissemination agent to make the *EMMA* filings. If the District has such an agreement, the District is still responsible if the auditor or dissemination agent fails to timely file the required Annual Report. Thus, even if the auditor or dissemination agent agrees to make the required filings, the District must comply with the Annual Reporting Date and inquire of the District's auditor or dissemination agent to determine if the filing deadline will be, and ultimately, is met. If there is a

substantial risk that the deadline will not be met, it is the District's responsibility – *not* that of the District's auditor or dissemination agent – to file a notice with EMMA indicating that the deadline will not be met and an estimate as to when the Annual Report will be filed. If audited financial statements are not available by the Annual Reporting Date, unaudited financial statements must be filed by the Annual Reporting Date until audited financial statements are available. Such unaudited financial statements may be filed separately or together with the other financial and operating data.

4. Listed Events

The District is required to file notices of "*Listed Events*" with EMMA within ten (10) business days of such events or occurrences. Please note that Listed Events enumerated in the District's existing and future Certificates may differ. The District should provide notice of the Listed Events from all Certificates. Typically, the most recent Certificate will provide the broadest requirements and can serve as a reference. Required Listed Events are defined by the United States Securities and Exchange Commission's Rule 15c2-12 (the "*Rule*"), which may be revised or amended in the future. As a result, future Certificates may require the reporting of a different set of Listed Events. The District should check with its bond counsel at the time future bonds or obligations are issued to determine if the Listed Events have been changed and if the later Certificate differs from the District's current Certificates. The Listed Events that require notice are listed in Section 5 of the Certificates. Currently, the Rule requires reporting of the following Listed Events:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults, if material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions, the issuance by the Internal Revenue Service (the "*IRS*") of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the securities, or other material events affecting the tax status of the securities;
7. Modifications to rights of security holders, if material;
8. Security calls, if material, and tender offers;
9. Defeasances;
10. Release, substitution, or sale of property securing repayment of the securities, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership or similar event of the District;
13. The consummation of a merger, consolidation, or acquisition involving the District or the sale of all or substantially all of the assets of the District, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action nor the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material;

15. The incurrence of a Financial Obligation of the District, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the District, any of which affect security holders, if material; and
16. A default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the District, any of which reflect financial difficulties.

"Materiality" will be determined in accordance with the applicable federal securities laws.

Whenever any officer or employee of the District becomes aware of any event that may qualify as a Listed Event, the officer or employee should immediately notify the Disclosure Officials in order to facilitate prompt filing of a notice. If the Disclosure Officials are uncertain as to whether an event qualifies as a Listed Event, including whether a transaction qualifies as a Financial Obligation, or whether an event or Financial Obligation is material, they should contact bond counsel.

SCHEDULE I

The District has the following Active Certificates as of the Date of Implementation.

<u>Series of Bonds or Obligations</u>	<u>Certificate Date</u>	<u>Annual Reporting Date</u>	<u>Final Maturity Date</u>
[]	[]	[February 1]	[]
[]	[]	[February 1]	[]
[]	[]	[February 1]	[]
[]	[]	[February 1]	[]
[]	[]	[February 1]	[]
[]	[]	[February 1]	[]

The District expects to adopt the following Certificate.

<u>Series of Bonds or Obligations</u>	<u>Certificate Date*</u>	<u>Annual Reporting Date</u>	<u>Final Maturity Date*</u>
2019B	[]	[February 1]	2037

*Anticipated

SCHEDULE II

Name of Obligation:		Dated:
Original Principal Amount:	Interest Rate:*	Final Payment Date:
Other Material Terms:		
<u>Amortization Schedule</u>		
Maturity	Principal	Interest

*If variable, include method of computation.

Name of Obligation:		Dated:
Original Principal Amount:	Interest Rate:*	Final Payment Date:
Other Material Terms:		
<u>Amortization Schedule</u>		
Maturity	Principal	Interest

*If variable, include method of computation.

APPENDIX

The following materials are intended to serve as a quick reference for Disclosure Officials. The EMMA website is subject to modification by the MSRB. The District's Disclosure Officials should update this information as necessary.

The District's CUSIP-6 number: 721832

How to schedule alerts for Annual Reports:

To schedule the alerts, access EMMA at www.emma.msrb.org and click on the EMMA Dataport tab. Click on the "Login" button and enter your login information (User ID and password). From the Continuing Disclosure tab of the EMMA Dataport Submission Portal, click on "Schedule and manage e-mail reminders for recurring financial disclosures." Click the "Create Reminder" link to access the scheduling form.

How to file notices of "Listed Events" with EMMA:

First, please save the Listed Events notice on your computer in a PDF, word-searchable format. You will also need the information contained in the Listed Events notice, so please print out a copy of the Listed Events notice.

1. Login to EMMA at <http://dataport.emma.msrb.org/>
2. Click CREATE Continuing Disclosure Submission
3. Check Event Filing, click Next
4. Check "Type of Event" – In the description box type: "[type of notice]"
5. Check "I don't know my CUSIP-9s" and then use the District's base CUSIP number to find the affected bonds or obligations
6. Check "all issues for issuer", click Next
7. Click upload
8. Update contact information, if necessary
9. Upload the Listed Events notice
10. Click preview
11. Publish the documents to EMMA
12. Print receipt and save in your bond documents for the life of the bonds or obligations

Please note there is only a limited save option on EMMA. Therefore the District will not be able to start entering the information, exit and continue later.