



Resolution

OFFICE OF THE
MAYOR
CITY OF SAN LUIS

RESOLUTION NO. 588

A RESOLUTION OF THE MAYOR AND COUNCIL AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER EQUIPMENT LEASE/PURCHASE AGREEMENT AND LESSEE CERTIFICATE NO. 1, AND RELATED INSTRUMENTS, AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, the governing body of the City San Luis, Arizona (“Lessee”) has determined that a true and very real need exists for the equipment (the “Equipment”) described in the Master Equipment Lease/Purchase Agreement and Lessee Certificate No. 1 identified above (collectively, the “Agreement”) presented to this meeting; and

WHEREAS, Lessee has taken the necessary steps, including those relating to any applicable legal bidding requirements, to arrange for the acquisition of the Equipment, and

WHEREAS, Lessee proposes to enter into the Agreement substantially in the form presented in this meeting; and

WHEREAS, Lessee has not and reasonably anticipates that it and its subordinate entities will not issue tax-exempt obligations in the face amount of more than \$10,000,000.00 during the current year.

NOW THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF LESSEE AS FOLLOWS:

Section 1. It is hereby found and determined that the terms of the Agreement in the form presented to this meeting and incorporated in this resolution are in the best interests of Lessee for the acquisition of the Equipment.

Section 2. The Agreement and Escrow Agreement dated as of February 14, 2005 between Lessee, Lessor and Lessor acting as escrow agent are hereby approved. The CITY ADMINISTRATOR of Lessee and other officer of Lessee who shall have power to execute contracts on behalf of lessee be, and each of them hereby is, authorized to execute, acknowledge and deliver the Agreement and Escrow Agreement with any changes, insertions and omissions therein as may be approved by the office(s) who execute the Agreement and Escrow Agreement, such approval to be conclusively evidenced by such execution and delivery of the Agreement and Escrow Agreement. The CITY ATTORNEY of the Lessee and any other officer of Lessee

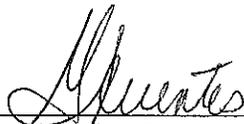
who shall have power to do so be, and each of them hereby is, authorized to affix to official seal of Lessee to the Agreement and Escrow Agreement and attest the same.

Section 3. The proper officer(s) of Lessee be, and each of them hereby is, authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do or cause to be done any and all other acts and things necessary or proper for carrying out this resolution and the Agreement.

Section 4. Lessee hereby designates the Agreement as a "qualified tax-exempt obligation" within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986 as amended.

The undersigned further certifies that the above resolution has not been repealed or amended and remains in full force and effect and further certifies that the within Master Equipment Lease/Purchase Agreement and Escrow Agreement are the same as presented at said meeting of the governing body of Lessee.

PASSED AND ADOPTED by the Mayor and Council of the City of San Luis, Arizona, this 23rd day of February, 2005, in the City of San Luis, Arizona.



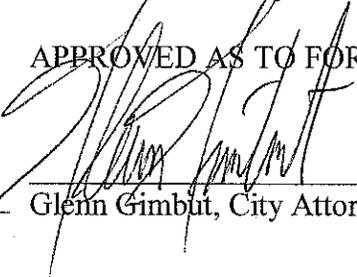
Guillermina Fuentes, Mayor

ATTEST:



Rosie Cordova, City Administrator

APPROVED AS TO FORM:



Glenn Gimbut, City Attorney