



Resolution

OFFICE OF THE
MAYOR
CITY OF SAN LUIS

NO. 739

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SAN LUIS, ARIZONA REAFFIRMING ITS PRIOR PLEDGE OF ITS EXCISE TAXES AS SECURITY FOR THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF SAN LUIS, ARIZONA TAXABLE EXCISE TAX REVENUE BONDS (ADVANCED CALL CENTER TECHNOLOGIES PROJECT) SERIES 2007, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$8,700,000, AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE AMENDED AND RESTATED INTERGOVERNMENTAL PLEDGE AGREEMENT AND RELATED DOCUMENTS TO BE EXECUTED BY THE CITY OF SAN LUIS, ARIZONA.

WHEREAS, the City of San Luis, Arizona (the "City"), a duly organized and validly existing municipal corporation pursuant to the Constitution and the laws of the State of Arizona (the "State"), previously adopted Resolution No. 709, approving the issuance of the taxable excise tax revenue bonds of The Industrial Development Authority of the City of San Luis, Arizona (the "Issuer"), in an aggregate principal amount not to exceed \$8,700,000 (the "Bonds"); and

WHEREAS, the City previously adopted Resolution No. 714, declaring its intent to approve and affirming its approval of the pledge of the City's excise taxes in its Resolution No. 709, as security for the issuance of the Bonds; and

WHEREAS, the Issuer previously issued its Taxable Excise Tax Revenue Bonds (Advanced Call Center Technologies Project) Series 2007A in the aggregate principal amount of \$5,500,000 (the "Series 2007A Bonds"), for the purposes of financing or refinancing a portion of the costs to acquire, operate and maintain a building for use as a call center located at 580 North San Luis Plaza, San Luis, Arizona (the "Facilities"), and paying certain costs of issuance (the "Series 2007A Project"), which Facilities were leased to Advanced Call Center Technologies, LLC, a Georgia limited liability company, authorized to conduct business in the State (the "Tenant"); and

WHEREAS, in order to effectuate its approval of the Bonds and pledge of its excise taxes, the Issuer previously executed the Intergovernmental Pledge Agreement, dated as of March 1, 2007 (the "Intergovernmental Pledge Agreement"), between the City and the Issuer; and

WHEREAS, in furtherance of the purposes of Arizona Revised Statutes Title 35, Chapter

5 (the "Act"), and pursuant to City's prior approval, the Issuer proposes to issue its Taxable Excise Tax Revenue Bonds (Advanced Call Center Technologies Project) Series 2007B, in the aggregate principal amount of \$2,000,000 (the "Series 2007B Bonds"), the proceeds of which will be used to finance and/or refinance a portion of the costs to acquire, construct, improve, equip and/or operate the Facilities and pay certain costs of issuance in connection therewith (the "Series 2007B Project"); and

WHEREAS, the City now intends to reaffirm its prior approval of the pledge of its excise taxes to the payment of the Bonds, including Series 2007B Bonds; and

WHEREAS, the City's prior pledge of its excise taxes will be effectuated by its execution of the Amended and Restated Intergovernmental Pledge Agreement between the Issuer and the City (the "Amended Intergovernmental Pledge Agreement"), which amends and supplements the Intergovernmental Pledge Agreement to provide for the issuance of the Series 2007B Bonds in accordance with the City's Resolution No. 709 and its Resolution No. 714.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN LUIS, ARIZONA, AS FOLLOWS:

Section 1. The City hereby reaffirms its prior pledge of its excise taxes to the payment of the Bonds, including the Series 2007B Bonds, and authorizes and approves the execution and delivery of the Amended Intergovernmental Pledge Agreement and any and all related documents to be executed by the City, with such changes, insertions and deletions as are approved by those officers executing and delivering same on behalf of the City, and such execution and delivery shall constitute conclusive evidence of their approval and of the City's approval thereof. Any City Council Member, City Mayor, Vice Mayor, City Manager and any other officer of the City is hereby authorized to execute and deliver the Amended Intergovernmental Pledge Agreement and any and all related documents to be executed by the City in connection with the Series 2007B Bonds.

Section 2. Other Actions. To the extent permitted by law, the City Mayor, Vice Mayor, City Manager and any of the other officers and agents of the City are hereby authorized and directed to take all action necessary on its part or reasonably required to carry out, give effect to and consummate the transactions contemplated hereby, including, without limitation, the execution and delivery of the closing and other documents necessary or appropriate to be delivered in connection with the Series 2007B Bonds.

Section 3. Actions of Officers, Staff, Directors and Agents. All actions of the City Mayor, Vice Mayor, City Manager and any of the other officers, staff, directors and agents of the City which are in conformity with the purposes and intent of this Resolution and the documents referred to herein, whether heretofore or hereafter taken, shall be and are hereby ratified, confirmed and approved. The City Mayor, Vice Mayor, City Manager and any other proper officers, staff, directors and agents of the City are hereby authorized and directed to do all such acts and to execute, acknowledge and deliver all such documents on behalf of the City as may be

deemed necessary or desirable to carry out the terms and intent of this Resolution and of any of the documents referred to herein.

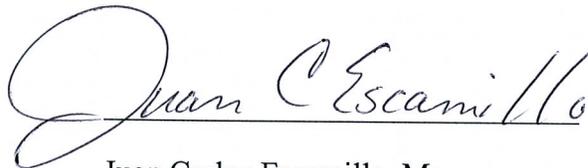
Section 4. Advice of Counsel. In the execution and delivery of any instruments authorized hereby, the City Mayor, the City Council and any officer of the City are hereby authorized to rely on advice of Glenn J. Gimbut, City Attorney, as counsel to the City, to make modifications therein and to execute and deliver such additional instruments as may be reasonably required to effect the purposes of this Resolution and the documents to be executed and delivered pursuant hereto.

Section 5. Open Meeting Laws. It is found and determined that all formal actions of the City related to this Resolution were adopted pursuant to all applicable laws and legal requirements, including open meeting and public records laws, of the City and the State.

Section 6. Severability. If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Resolution.

Section 7. Waivers. Any provisions of any bylaws, orders, procedural pamphlets and resolutions of the City inconsistent herewith are hereby waived to the extent only of such inconsistency. This waiver shall not be construed as repealing any bylaw, order, procedural pamphlet or resolution or any part thereof.

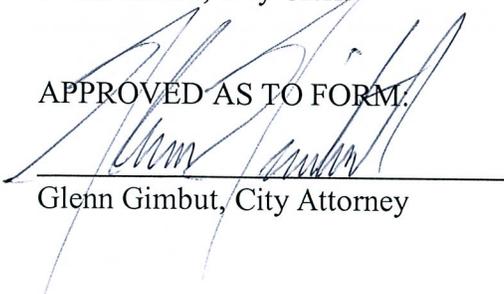
Passed and adopted this 25 day of July, 2007.



Juan Carlos Escamilla, Mayor

ATTEST:



Sonia Cuello, City Clerk

Glenn Gimbut, City Attorney