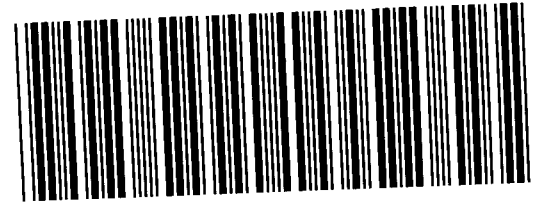


1 RETURN TO HAWKINS AND CAMPBELL
2 VIA 24 HOUR TURN AROUND 32

3 When recorded, return to:

4 Paradise Valley Town Attorney
5 6401 East Lincoln Drive
6 Paradise Valley, Arizona 85253



OFFICIAL RECORDS OF
MARICOPA COUNTY RECORDER
HELEN PURCELL

93-0856103 12/07/93 05:00

JOHN 5 OF 6

7 RESOLUTION NUMBER 786

8 A RESOLUTION OF THE TOWN OF PARADISE VALLEY,
9 ARIZONA, RELATING TO THE ISSUANCE OF THE TOWN
10 OF PARADISE VALLEY MUNICIPAL PROPERTY
11 CORPORATION EXCISE TAX REVENUE BONDS, SERIES
12 1993; APPROVING THE FORMS OF THE DOCUMENTATION
13 AND PROVIDING FOR THE AUTHORIZATION OF THE
14 MAYOR TO EXECUTE AND THE TOWN CLERK TO ATTEST
15 THE EXECUTION OF THE SAME AND ALL OTHER
16 NECESSARY DOCUMENTS; APPROVING THE FORM OF THE
17 BONDS; APPROVING THE PRELIMINARY OFFICIAL
18 STATEMENT; AUTHORIZING THE MAYOR TO EXECUTE
19 OTHER DOCUMENTS; AND DECLARING AN EMERGENCY.

20 WHEREAS, the Town of Paradise Valley, Arizona (the "Town")
21 has determined that it is necessary and in its best interests
22 to acquire additional building facilities to house its police
23 and public works departments and to renovate and improve the
24 Town's existing municipal office facility; and

25 WHEREAS, the Town of Paradise Valley Municipal Property
26 Corporation (the "Corporation") has agreed to issue its
27 Excise Tax Revenue Bonds, Series 1993 (the "Bonds") on behalf
28 of the Town to finance such acquisition, renovation, and
improvement; and

WHEREAS, in furtherance of such financing, there have been
prepared proposed forms of the following documents:

- (a) A Ground Lease, dated as of September 15, 1993 (the
"Ground Lease"), between the Town and the Corporation
whereby the Town leases to the Corporation certain

1 improved real property situated in Maricopa County,
2 Arizona;

3 (b) A Project Lease, dated as of September 15, 1993 (the
4 "Project Lease"), between the Corporation and the Town
5 whereby the Town leases back from the Corporation the
6 real property described in (a) above, together with
7 the improvements to be constructed thereon;

8 (c) A Bond Indenture, dated as of September 15, 1993 (the
9 "Indenture"), between the Corporation and First
10 Interstate Bank of Arizona, N.A., as trustee (the
11 "Trustee"), providing for the issuance of the Bonds;

12 (d) A Bond Purchase Agreement, to be dated the date of
13 this meeting or as soon thereafter as is practicable
14 (the "Bond Purchase Agreement"), among the
15 Corporation, the Town and Rauscher Pierce Refsnes,
16 Inc., as underwriter (the "Underwriter") providing for
17 the purchase of the Bonds by the Underwriter from the
18 Corporation; and

19 (e) A Preliminary Official Statement with respect to the
20 Bonds (the "Preliminary Official Statement"), which,
21 with appropriate conforming changes, will be the form
22 of the final Official Statement (the "Official
23 Statement"); and

24 WHEREAS, it appears to the Town that the execution and
25 delivery of the above-referenced documents by the respective
26 parties named therein to the extent called for thereby, and
27 the issuance and sale of the Bonds as contemplated by such
28

1 documents and the effect thereof will be in the best
2 interests of the Town; and

3 WHEREAS, all of the above-referenced documents are in
4 appropriate form and are appropriate instruments to be
5 executed and delivered by the respective parties named
6 therein to the extent called for thereby for the purposes
7 intended,

8 NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE
9 TOWN OF PARADISE VALLEY, ARIZONA, as follows:

10 Section 1. Approval of the Corporation and the Bonds.
11 The formation of the Town of Paradise Valley Municipal
12 Property Corporation is hereby approved for the purpose of
13 assisting the Town in its financing of capital projects and
14 other financial endeavors, and the persons set forth in the
15 fifth paragraph of the Corporation's Articles of
16 Incorporation filed with the Arizona Corporation Commission
17 on October 8, 1993, are hereby appointed to serve as the
18 initial members of the Board of Directors of the Corporation.
19 The issuance, sale, delivery, and terms of the Bonds for the
20 purposes of acquiring additional building facilities to house
21 its police and public works departments, renovating and
22 improving the Town's existing municipal office facility, and
23 paying the related costs of issuing the Bonds are hereby
24 approved.

25 Section 2. Approval of Documents. The terms and
26 provisions of the documents referred to as (a) through (e) of
27 the preambles above, specifically the leasing of the Project
28

1 (as defined in the Project Lease) from the Corporation, the
2 payment of lease payments pursuant to the Project Lease, and
3 the pledge of the Town's Excise Taxes (as defined in the
4 Indenture) to secure payment of the lease payments, are
5 hereby approved and the Mayor is hereby authorized, for and
6 on behalf of the Town, to execute and deliver, and the Town
7 Clerk is hereby authorized to attest his execution of, those
8 of such documents to which the Town is a party.

9 Section 3. Preliminary Official Statement. The Town
10 hereby approves the Preliminary Official Statement and deems
11 it final for purposes of Rule 15c2-12 of the Securities
12 Exchange Act of 1934. The Town also hereby ratifies the use
13 and distribution of the Preliminary Official Statement by the
14 Underwriter in connection with the sale of the Bonds, and
15 approves the use and distribution of the Official Statement
16 by the Underwriter in connection with the sale of the Bonds.

17 Section 4. Insurance. The Town hereby ratifies and
18 approves the purchase of a municipal bond insurance policy
19 from AMBAC Indemnity Corporation to insure timely payment of
20 principal and interest on the Bonds. The purchase of such
21 insurance is in the best interests of the Corporation and the
22 Town, and the premium to be paid therefore (approximately
23 \$30,000) shall be paid out of Bond proceeds. The payment of
24 such amount shall constitute conclusive evidence of the
25 findings of the Town as to the advisability of such matter.

26 Section 5. Execution of Documents. The Mayor is hereby
27 authorized and directed to execute, and the Town Clerk is

1 authorized to attest his execution of, any and all further
2 documents and to take any and all actions that may be
3 necessary or desirable in consummating the transactions
4 contemplated in this Resolution and in the documents hereby
5 approved. The documents specifically approved in this
6 Resolution shall be substantially in the respective forms
7 presented to the Council, with such additions, deletions, and
8 modifications as shall be approved by those persons
9 approving, executing, and delivering the same on behalf of
10 the Town, and such approval, execution and delivery shall
11 constitute conclusive evidence of such persons' approval and
12 of this Council's approval of any departures therein from the
13 respective forms now presented to the Council.

14 Section 6. Severability. If any one or more sections,
15 clauses, sentences, and parts hereof shall for any reason be
16 questioned in any court of competent jurisdiction and shall
17 be adjudged unconstitutional or invalid, such judgment shall
18 not affect, impair, or invalidate the remaining provisions
19 hereof, or of the Bonds issued pursuant to the Indenture but
20 shall be confined to the specific sections, clauses,
21 sentences, and parts so determined. All prior Resolutions or
22 parts thereof in conflict herewith be and the same are hereby
23 repealed.

24 Section 7. Section 265(b)(3) Election. The Town
25 reasonably expects that the amount of tax exempt obligations
26 as described in Section 265(b)(3) of the Code, which will be
27 issued by or on behalf of the Town in calendar year 1993,
28

1 will not exceed \$10,000,000. Based on this determination,
2 the Town hereby designates the Bonds as "Qualified Tax Exempt
3 Obligations" for purposes of and as described in Section
4 265(b)(3) of the Code.

5 Section 8. Title. The Town agrees to accept full legal
6 title to the Project (as defined in the Project Lease) upon
7 retirement of the Bonds.

8 Section 9. Ratification. All actions of the officers and
9 agents of the Town which conform to the purposes and intent
10 of this Resolution and which further the issuance and sale of
11 the Bonds, and the acquisitions and improvements to be
12 financed thereby, as contemplated by this Resolution whether
13 heretofore or hereafter taken shall be and are hereby
14 ratified, confirmed, and approved. The proper officers and
15 agents of the Town are hereby authorized and directed to do
16 all such acts and things and to execute and deliver all such
17 documents on behalf of the Town as may be necessary to carry
18 out the terms and intent of this Resolution.

19 Section 10. Emergency. In order to secure for the Town
20 the benefit of current interest rates and transfer any risk
21 of signing the Bond Purchase Agreement to the Underwriter,
22 the immediate operation of the provisions of this Resolution
23 is necessary for the preservation of the public peace,
24 health, and safety of the Town, an emergency is hereby
25 declared to exist, and this Resolution is enacted as an
26 emergency measure and will be in full force and effect from
27 and after its passage, adoption, and approval by the Mayor
28

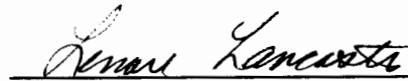
1 and Council and it is hereby exempt from the referendum
2 provisions of the Constitution and laws of the State of
3 Arizona.

4 PASSED, ADOPTED AND APPROVED by the Mayor and Council
5 of the Town of Paradise Valley, Arizona, on October 14, 1993.

6 TOWN OF PARADISE VALLEY, ARIZONA,
7 a municipal corporation

8 
9 J. David Hann, Mayor

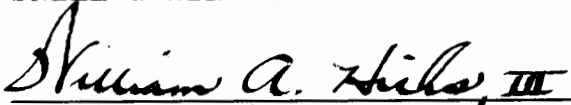
10 ATTEST:

11 
12 Lenore P. Lancaster, Town Clerk

13 APPROVED AS TO FORM:

14 
15 Charles G. Ollinger, Town Attorney

16 SNELL & WILMER

17 
18 William A. Hicks, Bond Counsel

19 I, Lenore P. Lancaster, Town Clerk hereby certify that the
20 foregoing is a full, true and correct copy of Resolution
21 Number 786 duly and regularly passed and adopted by vote of
22 the Town Council of Paradise Valley at a meeting thereof duly
23 called and held on the 14th day of October, 1993. That said
24 Resolution appears in the minutes of said meeting, and that
25 the same has not been rescinded or modified and is now in
26 full force and effect.

1 I further certify that said municipal corporation is duly
2 organized and existing, and has the power to take the action
3 called for by the foregoing Resolution.
4

5 Lenore Lancaster
6 Lenore P. Lancaster, Town Clerk
7
8
9

