

RESOLUTION 92-190

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND LEASE AND SUBLEASE, LEASE-PURCHASE AGREEMENT AND ESCROW AGREEMENT; MAKING CERTAIN COVENANTS AND AGREEMENTS WITH RESPECT THERETO; AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO CONSUMMATE THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION AND DECLARING AN EMERGENCY.

WHEREAS, Town of Camp Verde, Arizona, a municipal corporation duly incorporated and validly existing under the laws of the State of Arizona (hereinafter called the "Town"), is authorized to purchase, and to lease, as lessee or lessor, property real and personal, necessary or proper to carry out its purposes, within or within its limits; and

WHEREAS, the Town has determined that to carry out its purposes it should provide for the refinancing of the Lease-Purchase Agreement, dated as of August 1, 1989 (the "Prior Agreement"), by and between the Town and Peacock, Hislop, Staley and Given, Inc. (the Refinancing"); and

WHEREAS, the Town has determined that in order to complete the Refinancing at the lowest reasonable cost, it is necessary and desirable to lease-purchase the same real property which was the subject of the Prior Agreement (the "Real Property") pursuant to a lease-purchase agreement; and

WHEREAS, PHSO, Holdings, Inc., a nonprofit corporation duly incorporated and validly existing under the laws of the State of Arizona (hereinafter called "PHSO"), shall cause to be provided moneys, which along with a one time cash payment of one hundred thousand dollars (\$100,000.00) by the Town, shall provide for the completion of the Refinancing and shall lease-purchase the Real Property to the Town pursuant to the provisions of a Lease-Purchase Agreement, to be dated July 1, 1992 (hereinafter referred to as the "Lease-Purchase Agreement"), by and between the Town and PHSO; and

WHEREAS, the Town has determined that it is necessary to release the Real Property to PHSO pursuant to a Ground Lease and Sublease, to be dated as of July 1, 1992 (the "Ground Lease"), by and between the Town and PHSO to accomplish the Refinancing, and PHSO shall sublease the Real Property to the Town pursuant to the Ground Lease; and

WHEREAS, the Clerk of the Town has presented to the Town Council of the Town at this meeting (i) the proposed form of the Ground Lease; (ii) the proposed form of Lease-Purchase Agreement; and (iii) the proposed form of Escrow Agreement, to be dated as of July 1, 1992 (hereinafter referred to as the "Escrow Agreement"), by and among the Escrow Agent named therein, PHSO and the Town which shall provide for the payment of the amounts due to the Prior Agreement.

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NOW, THEREFORE, BE IT RESOLVED by the Town Council of the Town of Camp Verde, Arizona, that:

Section 1. The Town Council of the Town hereby find and determine that the financing of the cost of completion of the Refinancing pursuant to the terms of the Ground Lease, the Lease-Purchase Agreement and the Escrow Agreement is in the furtherance of the purposes of the Town and in the public interest and is hereby approved and authorized in all respects.

Section 2. The form, terms and provisions of the Ground Lease, the Lease-Purchase Agreement and the Escrow Agreement, in the form of such documents (including exhibits thereto) presented at the meeting at which this Resolution was considered, are hereby approved, with such insertions, omissions, and changes as shall be approved by the Mayor of the Town, the execution of such documents being conclusive evidence of such approval, and the Mayor and Clerk of the Town are hereby authorized and directed to execute and deliver the Ground Lease, the Lease-Purchase Agreement and the Escrow Agreement.

Section 3. After the execution and delivery of the Lease-Purchase Agreement to PHSO, this Resolution shall be and shall remain irrevocable until the Lease Payments and all other amounts required to be paid by the Town pursuant to the provisions of the Lease-Purchase Agreement shall have been fully paid, canceled and discharged or until the Lease-Purchase Agreement shall have been terminated pursuant to the provisions thereof.

Section 4. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any remaining provisions of this Resolution.

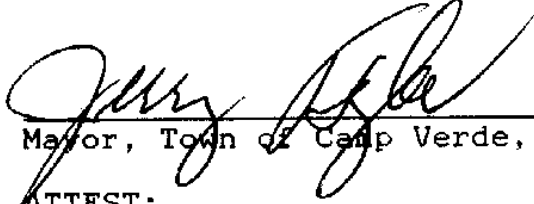
Section 5. All resolutions or parts thereof inconsistent herewith, are hereby waived to the extent only of such inconsistency. This waiver shall not be construed as reviving any ordinance or resolution or any part thereof.

Section 6. This Resolution shall be in full force and effect from and after its passage, adoption and approval by the Mayor of the Town Council of the Town.

Section 7. The immediate operation of this Resolution is necessary to provide for the Refinancing at the currently available attractive terms for the preservation of the public health and welfare, and an emergency is hereby declared to exist. This Resolution shall be in full force and effect from and after its passage and approval by the Mayor and Town Council of the Town, as required by law, and is hereby exempt from the referendum provisions of the constitution and laws of the State of Arizona.

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PASSED, ADOPTED AND APPROVED by the Mayor and Common Council
of the Town of Camp Verde this 15th day of July, 1992.



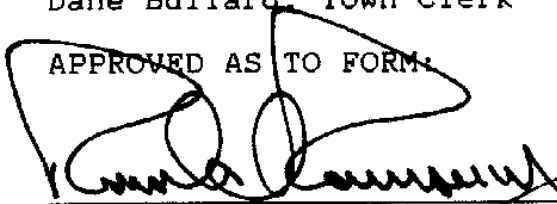
Mayor, Town of Camp Verde, Arizona

ATTEST:



Dane Bullard, Town Clerk

APPROVED AS TO FORM:



Ronald C. Ramsey, Town Attorney

