

**RESOLUTION NO. \_\_\_\_\_**

**THIRTY-SIXTH SUPPLEMENTAL RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MESA, MARICOPA COUNTY, ARIZONA SUPPLEMENTING THE CITY'S RESOLUTION NO. 6362, DATED JULY 29, 1991, AS AMENDED AND SUPPLEMENTED, PERTAINING TO THE ISSUANCE OF UTILITY SYSTEMS REVENUE BONDS AND AUTHORIZING THE ISSUANCE AND SALE OF CITY OF MESA, ARIZONA UTILITY SYSTEMS REVENUE BONDS, SERIES 2019A; PRESCRIBING THE FORM AND OTHER DETAILS OF THE SERIES 2019A BONDS; PROVIDING THAT THE SERIES 2019A BONDS SHALL BE PARITY BONDS AS DEFINED IN RESOLUTION NO. 6362, AS AMENDED; AUTHORIZING THE COMPLETION, EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT, A REGISTRAR, TRANSFER AGENT AND PAYING AGENT CONTRACT AND A CONTINUING DISCLOSURE CERTIFICATE; AUTHORIZING THE PREPARATION AND DISTRIBUTION OF A FINAL OFFICIAL STATEMENT; ADOPTING CERTAIN POST-ISSUANCE COMPLIANCE PROCEDURES; AND RATIFYING THE ACTIONS OF ALL OFFICERS AND AGENTS OF THE CITY WITH RESPECT TO THE SERIES 2019A BONDS AND THE PRELIMINARY OFFICIAL STATEMENT PERTAINING THERETO.**

**WHEREAS**, on July 29, 1991, the Mayor and Council of the City of Mesa, Arizona (the "*City*") adopted Resolution No. 6362 (as amended, the "*1991 Master Resolution*") pertaining to the issuance by the City of its utility systems revenue bonds; and

**WHEREAS**, pursuant to special bond elections held in and for the City on March 29, 1994 (the "*1994 Election*"), November 2, 2010 (the "*2010 Election*"), and November 4, 2014 (the "*2014 Election*"), the issuance of utility systems revenue bonds has been approved; and

**WHEREAS**, the Mayor and Council have previously adopted thirty-five supplemental resolutions amending and supplementing the 1991 Master Resolution (excluding Resolution No. 10183 adopted by the Mayor and Council of the City on January 28, 2013 and Resolution No. 10200 adopted by the Mayor and Council of the City on March 18, 2013, amending Resolution No. 10183 (together, the "*Twenty-Sixth Supplemental Resolution*"), both of which were repealed by Resolution No. 10539 adopted by the Mayor and Council of the City on September 22, 2014) (collectively, the "*Supplemental Resolutions*" and together with the 1991 Master Resolution, the "*Master Resolution*"); and

**WHEREAS**, pursuant to Title 9, Chapter 5, Article 3, Arizona Revised Statutes, as amended ("*A.R.S.*"), the Master Resolution and this Thirty-Sixth Supplemental Resolution, the City now desires to issue and sell not to exceed \$112,000,000 aggregate principal amount of its Utility Systems Revenue Bonds, Series 2019A (the "*Series 2019A Bonds*"), to provide funds to (i) acquire and construct certain improvements to the City's water, wastewater, natural gas, electric, and solid waste systems and (ii) pay costs of issuance of the Series 2019A Bonds; and

**WHEREAS**, the firm of Hilltop Securities Inc. will serve as the City's financial advisor (the "*Financial Advisor*") with respect to the Series 2019A Bonds; and

**WHEREAS**, the Mayor and Council will receive a proposal for the purchase of the Series 2019A Bonds from J.P. Morgan Securities LLC and RBC Capital Markets (together, the "*Underwriters*") in the form of a bond purchase agreement now on file with the City Clerk (the "*Bond Purchase Agreement*"), and the Mayor and Council desire that the Series 2019A Bonds be sold through negotiation to the Underwriters on such terms as may hereafter be approved by the Chief Financial Officer and agreed to by the Underwriters; and

**WHEREAS**, within and by the parameters set forth in this Thirty-Sixth Supplemental Resolution, the Mayor and Council will authorize the execution, issuance and sale of the Series 2019A Bonds and their delivery to the Underwriters in accordance with the Bond Purchase Agreement and at such prices, interest rates, maturities and redemption features as may be hereafter determined by the Chief Financial Officer of the City, with the advice of the Financial Advisor, and agreed to by the Underwriters; and

**WHEREAS**, all acts, conditions and things required by the Constitution and the laws of the State of Arizona (the "*State*") and the requirements of the City to happen, exist and be performed precedent to and in the adoption of the 1991 Master Resolution and this Thirty-Sixth Supplemental Resolution have happened, exist and have been performed as so required in order to make this Thirty-Sixth Supplemental Resolution and the Master Resolution valid and binding instruments for the security of the Series 2019A Bonds authorized herein; and

**WHEREAS**, the forms of the following documents are on file with the City Clerk and have been made available to the Mayor and Council of the City:

1. the Bond Purchase Agreement;
2. the continuing disclosure certificate pertaining to the Series 2019A Bonds (the "*Continuing Disclosure Certificate*");
3. the bond registrar, transfer agent and paying agent contract (the "*Registrar Contract*"); and
4. the preliminary official statement pertaining to the Series 2019A Bonds (the "*Preliminary Official Statement*"); and

**WHEREAS**, the Mayor and Council of the City now desire to proceed with authorizing the issuance and sale of the Series 2019A Bonds; and

**WHEREAS**, the City has entered into continuing disclosure certificates in connection with previously issued bonds and other financings which require the City to disclose certain financial information, and the City expects to enter into additional continuing disclosure certificates with respect to the issuance of bonds and other financings in the future; and

**WHEREAS**, the City desires to adopt updated written compliance procedures related to the continuing disclosure certificates;

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MESA, MARICOPA COUNTY, ARIZONA, AS FOLLOWS:**

**Section 1. Authority.** The Series 2019A Bonds are authorized to be issued in a total aggregate principal amount of not to exceed \$112,000,000 pursuant to Title 9, Chapter 5, Article 3, Arizona Revised Statutes, as amended, the Master Resolution, this Thirty-Sixth Supplemental Resolution, the 1994 Election, the 2010 Election and the 2014 Election and other applicable provisions of law. The Master Resolution and this Thirty-Sixth Supplemental Resolution shall stay in effect until all Series 2019A Bonds are fully paid or provided for and all Policy Costs (as defined in the Master Resolution) shall have been paid in full. It is hereby determined that all limitations imposed on the City by A.R.S. §§ 9-521 through 9-535 and A.R.S. §§ 9-536 through 9-540 have been met with respect to the Series 2019A Bonds.

**Section 2. Allocation to Elections.** The Series 2019A Bonds will be charged against the authorization approved by the qualified electors of the City voting at the following special bond elections:

<u>Purpose of Bonds</u>	<u>1994 Election</u>	<u>2014 Election</u>	<u>Total Amount</u>
Natural Gas		\$ 8,025,000	\$ 8,025,000
Water		32,090,000	32,090,000
Wastewater		65,185,000	65,185,000
Electric		5,015,000	5,015,000
Solid Waste	\$1,520,000	_____	<u>1,520,000</u>
Total	\$1,520,000	\$110,315,000	\$111,835,000

**Section 3. Definitions.** For purposes of this Thirty-Sixth Supplemental Resolution, and except as hereafter amended or added to, all definitions contained in the Master Resolution are hereby incorporated by reference into this Thirty-Sixth Supplemental Resolution as if herein fully set forth. The following terms shall have the following meanings in the Master Resolution and in this Thirty-Sixth Supplemental Resolution unless the text expressly or by necessary implication requires otherwise:

*"Bond Registrar"* shall mean U.S. Bank National Association, as bond registrar with respect to the Series 2019A Bonds.

*"Bond Year"*, with respect to the Series 2019A Bonds, shall mean initially the period from the date of the Series 2019A Bonds to July 1, 2019, and thereafter the one-year period commencing each July 2 and ending on the next forthcoming July 1. A Bond Year shall correspond to the City's Fiscal Year beginning on July 1 of the same calendar year and ending on June 30 of the next calendar year.

*"Bonds"* shall mean all of the bonds issued and outstanding under the Master Resolution, including the Series 2019A Bonds issued pursuant to this Thirty-Sixth Supplemental Resolution and all Parity Bonds hereafter issued.

"*Financial Advisor*", with respect to the Series 2019A Bonds, shall mean Hilltop Securities Inc.

"*Paying Agent*" shall mean U.S. Bank National Association, as paying agent with respect to the Series 2019A Bonds.

"*Reserve Fund Guarantor*" shall mean with respect to the Series 2019A Bonds, if applicable, any provider of a reserve fund guaranty policy for the Series 2019A Bonds.

"*Series 2019A Bonds*" shall mean the Utility Systems Revenue Bonds, Series 2019A, of the City, dated as of such date as set forth in the Bond Purchase Agreement, authorized to be issued by the Master Resolution and this Thirty-Sixth Supplemental Resolution in an amount not to exceed \$112,000,000.

"*Thirty-Sixth Supplemental Resolution*" shall mean this resolution.

"*Underwriters*", with respect to the Series 2019A Bonds, shall mean J.P. Morgan Securities LLC and RBC Capital Markets.

#### **Section 4. Authorization of Series 2019A Bonds; Special Obligations.**

A. There is hereby authorized the issuance and sale of not to exceed \$112,000,000 City of Mesa, Arizona Utility Systems Revenue Bonds, Series 2019A. The series designation of the bonds may change if the Series 2019A Bonds are not sold in calendar year 2019. The Series 2019A Bonds issued pursuant to this Thirty-Sixth Supplemental Resolution shall never be construed to be tax secured bonds of the City, as defined in A.R.S. § 9-521, or general obligation bonds of the City within the meaning of A.R.S. Title 35, Chapter 3, Article 3, or constitute a debt of the City under the Constitution and laws of the State. The Series 2019A Bonds shall be post-2002 Bonds for all purposes of the Master Resolution. The Series 2019A Bonds shall have no claim on or right to share in the pre-2003 Reserve Fund.

B. The Series 2019A Bonds are special obligations of the City payable solely from the Net Revenues (as defined in the Master Resolution) and secured as to the payment of the principal and redemption price thereof, and interest thereon, in accordance with their terms, the Master Resolution, and this Thirty-Sixth Supplemental Resolution. Subject to the provisions of Section 10(B) of the 1991 Master Resolution, the Net Revenues are hereby pledged and assigned as security for the payment of the principal of and interest on the Series 2019A Bonds. All Net Revenues shall be immediately subject to the pledge of the Master Resolution, this Thirty-Sixth Supplemental Resolution and all other resolutions amending the Master Resolution, without any physical delivery thereof or further act, and the lien of this pledge shall be valid and binding as against all persons having claims of any kind in tort, contract or otherwise against the City, irrespective of whether such persons have notice thereof. Nothing contained in this section shall be construed as limiting any authority granted in the Master Resolution to issue Parity Bonds nor shall be deemed a limitation upon the issuance of bonds, notes or other obligations under any law pertaining to the City which are secured by moneys, income and funds other than the Net Revenues and other moneys and investments pledged hereunder.

## **Section 5. Terms of Series 2019A Bonds.**

A. Terms. The Series 2019A Bonds shall be dated such date as set forth in the Bond Purchase Agreement, will mature July 1 in some or all of the years 2020 through 2043, inclusive, and will bear interest from their date to maturity or earlier redemption date of each of the Series 2019A Bonds provided that the bond yield shall not exceed six percent (6.00%). The Series 2019A Bonds shall be initially issued in fully registered book-entry-only form in denominations equal to the maturity amount under the book-entry-only system (the "*Book-Entry-Only System*") of The Depository Trust Company ("*DTC*"). If the Book-Entry-Only System is discontinued, the Series 2019A Bonds shall be re-issued and delivered to the respective Owners (as defined herein) in the denomination of \$5,000 of principal each or any integral multiple of \$5,000 in excess thereof, shall bear interest from the most recent January 1 or July 1 to which interest has been paid or duly provided for or, if no interest has been paid or duly provided for, from their date, which interest shall be payable semiannually on January 1 and July 1 of each year during the term of each of the Series 2019A Bonds (each, an "*Interest Payment Date*"), commencing on July 1, 2019 (or such alternative date specified in the Bond Purchase Agreement).

B. Book-Entry-Only System. So long as the Series 2019A Bonds are administered under the Book-Entry-Only System, interest payments and principal payments that are part of periodic principal and interest payments shall be paid to Cede & Co. 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 then existing arrangements between the City and DTC). The Letter of Representations previously entered into between the City and DTC shall apply to the Series 2019A Bonds so long as the Series 2019A Bonds are administered under the Book-Entry-Only System.

C. Registration. While the Series 2019A Bonds are subject to the Book-Entry-Only System, the Series 2019A Bonds shall be registered in the name of Cede & Co., or its registered assigns. If the Book-Entry-Only System is discontinued, the Bond Registrar's registration books will show the registered owners of the Series 2019A Bonds (collectively, the owner or owners of the Series 2019A Bonds as shown on the Bond Registrar's registration books shall be referred to as "*Owner*" or "*Owners*"). The Series 2019A Bonds will be administered by the Bond Registrar in a manner which assures against double issuance and provides a system of transfer of ownership on the books of the Bond Registrar in the manner set forth in the Series 2019A Bonds.

D. Payment. If the Book-Entry-Only System is discontinued, interest on the Series 2019A Bonds will be payable on each Interest Payment Date by check mailed to the Owner thereof at the Owner's address as shown on the registration books maintained by the Bond Registrar as of the close of business of the Bond Registrar on the fifteenth (15th) day of the month preceding an Interest Payment Date (the "*Record Date*").

If the Book-Entry-Only System is discontinued, principal of the Series 2019A Bonds will be payable, when due, only upon presentation and surrender of the Series 2019A Bonds at the designated office of a bank or trust company to be designated as the successor Bond Registrar. If the Book-Entry-Only System is discontinued, then, upon written request of an

Owner of at least \$1,000,000 in principal amount of Series 2019A 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 Thirty-Sixth Supplemental Resolution, payment of principal of and interest on any Series 2019A Bond that is held by a securities depository or Series 2019A Bonds subject to the Book-Entry-Only System may be paid by wire transfer in "same day funds".

E. Other Terms. The Bonds shall have such additional terms and provisions as are set forth in substantially the form of the Bond attached hereto as Exhibit A and shall be sold under the terms and conditions set forth in the Bond Purchase Agreement.

## **Section 6. Redemption.**

A. Optional Redemption. The Series 2019A Bonds may be subject to redemption as determined by the Chief Financial Officer and set forth in the Bond Purchase Agreement.

No Series 2019A Bond may be called for optional redemption prior to maturity if after such redemption any matured Series 2019A Bonds or interest payments shall be and remain unpaid or any Policy Costs shall remain due and unreimbursed.

The Series 2019A Bonds shall be redeemed by lot, as selected by the Paying Agent, and only in integral multiples of \$5,000.

B. Mandatory Redemption. The Series 2019A Bonds may be subject to mandatory redemption as determined by the Chief Financial Officer and set forth in the Bond Purchase Agreement.

Whenever Series 2019A Bonds subject to mandatory redemption are purchased, redeemed (other than pursuant to mandatory redemption) or delivered by the City to the Bond Registrar for cancellation, the principal amount of the Series 2019A Bonds so retired shall satisfy and be credited against the mandatory redemption requirements for such Series 2019A Bonds for such years as the City may direct.

### **C. Notice of Redemption.**

(1) So long as the Series 2019A 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 Series 2019A Bond will be mailed to the Owner of the Series 2019A Bond or Series 2019A Bonds being redeemed at the address shown on the registration books maintained by the Bond 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. Failure to properly give notice of redemption shall not affect the redemption of any

Series 2019A Bond for which notice was properly given.

(2) Notice of any redemption will also be sent to the Municipal Securities Rulemaking Board (the "MSRB"), currently through the 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.

If moneys for the payment of the redemption price and accrued interest are not held in separate accounts by the City or by a Paying Agent prior to sending the notice of redemption, such redemption shall be conditional on such moneys being so held on or prior to 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. The notice of redemption shall describe the conditional nature of the redemption. If a conditional redemption notice has been given and money sufficient to redeem all the Series 2019A Bonds or portions thereof called for redemption is not held in separate accounts by the City or by a Paying Agent on the day set for redemption, then such redemption shall be cancelled and be of no force and effect.

The prior redemption terms for any Parity Bonds shall be set forth in the Supplemental Resolution authorizing such series of Parity Bonds.

D. Effect of Call for Redemption. On the date designated for redemption by notice given as herein provided, the Series 2019A Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Series 2019A 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 Series 2019A Bonds or portions of Series 2019A Bonds so called for redemption shall cease to accrue, such Series 2019A Bonds shall cease to be entitled to any benefit or security hereunder and the owners of such Series 2019A Bonds shall have no rights in respect thereof except to receive payment of the redemption price thereof and such Series 2019A Bonds shall be deemed paid and no longer outstanding.

E. Redemption of Less Than All of a Bond. The City may redeem an amount which is included in a Series 2019A Bond in an amount equal to or in excess of, but divisible by, \$5,000. In that event, except as otherwise provided for Series 2019A Bonds held in the Book-Entry-Only System, the registered owner shall submit the Series 2019A Bond for partial redemption and the Paying Agent shall make such partial payment and the Bond Registrar shall cause to be issued a new Series 2019A Bond in a principal amount equal to the unpaid amount remaining on such Series 2019A Bond after the redemption to be authenticated and delivered to the registered owner thereof.

**Section 7. Form of Series 2019A 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. § 9-529. So long as the Book-Entry-Only System is in effect, the Series 2019A 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 Bond Purchase Agreement and approved by those officers executing the Series 2019A Bonds; execution thereof by such officers shall constitute conclusive evidence of such

approval. If the Book-Entry-Only System is discontinued, the Series 2019A Bonds shall be reissued to the respective Owners and transferred in substantially the form of Exhibit A with such necessary and appropriate omissions, insertions and variations as are permitted or required hereby and are approved by those officers executing the Series 2019A Bonds; execution thereof by such officers shall constitute conclusive evidence of such approval.

The Series 2019A Bonds may have notations, legends or endorsements required by law, securities exchange rule or usage. Each Series 2019A Bond shall show both the date of the issue and the date of such Series 2019A Bond's authentication and registration. The Series 2019A Bonds are prohibited from being converted to coupon or bearer form without the consent of the City Council and approval of bond counsel.

### **Section 8. Application of Revenues.**

A. The Chief Financial Officer previously created the following special funds and accounts to be held in trust for the Owners or the City, as the case may be, and expended as provided in the Master Resolution:

- (1) the Revenue Fund;
- (2) the Bond Fund;
- (3) the Reimbursement Fund;
- (4) the Post-2002 Reserve Fund, which fund, if it is required to be maintained, also contains separate accounts known as the Capitalized Reserve Account and the Contributed Reserve Account;
- (5) the Rebate Fund;
- (6) the Replacement Fund; and
- (7) the Construction Fund.

B. In addition to the payments required to be made into the Bond Fund required by the Master Resolution, the following additional payments shall be made to the Bond Fund with respect to the Series 2019A Bonds on or before the tenth (10th) day of each month:

- (1) Commencing on the 10th day of the month following the closing date of the Series 2019A Bonds, the amount due on the next succeeding interest payment date divided by the number of monthly payments that can be made prior to such next succeeding interest payment date, and commencing on the tenth (10th) day of the month following the first interest payment date, one-sixth (1/6) of the interest coming due on the next semiannual interest payment date on all of the Series 2019A Bonds then Outstanding; and
- (2) Commencing on the tenth (10th) day of the month following the closing date of the Series 2019A Bonds, the amount due on the next succeeding principal payment date divided by the number of monthly payments that can be made prior to such next succeeding principal payment date and commencing on the 10th day of the month following the first principal payment date, one-twelfth (1/12) of the principal

becoming due on the next succeeding principal payment date on all Series 2019A Bonds then Outstanding.

**Section 9. Disposition of Series 2019A Bond Proceeds.** Immediately upon closing of the Series 2019A Bonds, the proceeds from the sale of the Series 2019A Bonds shall be disposed of as follows: (1) all accrued interest, together with such portions of any net original issue premium received as the Chief Financial Officer shall direct, shall be deposited in the Bond Fund, and (2) the remaining proceeds shall be deposited in the Construction Fund and used to pay the costs and expenses of issuing the Series 2019A Bonds, including but not limited to any premium due the Bond Insurer (as defined in the Master Resolution) and to provide for the improvements and extensions to the System for the purposes authorized in the ballots authorizing the Series 2019A Bonds.

**Section 10. Acceptance of Offer; Sale of Series 2019A Bonds; Bond Purchase Agreement Approval.** The Underwriters will purchase the Series 2019A Bonds pursuant to the Bond Purchase Agreement in substantially the form submitted to and on file with the City Clerk, as supplemented by the final terms as contemplated by this Thirty-Sixth Supplemental Resolution. When the final terms of such Series 2019A Bonds are known, the Bond Purchase Agreement shall be finalized. The Mayor, any member of the City Council or the Chief Financial Officer is each hereby authorized and directed to cause the Bond Purchase Agreement to be completed and executed; provided, however, that the parameters of this Thirty-Sixth Supplemental Resolution shall govern the Bond Purchase Agreement and neither the Mayor, any member of the Council, or the Chief Financial Officer is authorized to insert in the Bond Purchase Agreement any terms or conditions which would be contrary to this Thirty-Sixth Supplemental Resolution. Upon the completion, execution and delivery of the Bond Purchase Agreement, any or all of the Series 2019A Bonds are ordered sold to the Underwriters pursuant to the Bond Purchase Agreement.

The Chief Financial Officer is hereby authorized and directed to cause the Series 2019A Bonds to be delivered to or upon the order of the Underwriters upon receipt of payment therefor and satisfaction of all conditions for delivery thereof in accordance with the terms of the Bond Purchase Agreement.

**Section 11. Resolution a Contract.** The provisions of the Master Resolution and this Thirty-Sixth Supplemental Resolution are deemed incorporated into the Series 2019A Bonds themselves and shall constitute a contract among the City, the Bond Insurer for the Series 2019A Bonds, if any, the Reserve Fund Guarantor, if any, and the Owner or Owners and, after the issuance of any of the Series 2019A Bonds, no change, variation or alteration of any kind in the provisions of the Master Resolution or this Thirty-Sixth Supplemental Resolution shall be made in any manner, except as provided in Section 17 and Section 18 of the 1991 Master Resolution or until such time as all of the Series 2019A Bonds and interest due thereon have been paid in full.

To the extent applicable by provision of law, and to the extent this Thirty-Sixth Supplemental Resolution constitutes a contract, this Thirty-Sixth Supplemental Resolution is subject to cancellation pursuant to A.R.S. § 38-511, as amended, the provisions of which are incorporated herein as if herein fully set forth.

**Section 12. Execution of Series 2019A Bonds and Other Documents.**

A. Bonds. The Series 2019A Bonds shall be executed for and on behalf of the City by the Mayor and attested by the City Clerk by their manual or facsimile signatures and the City seal will be either photographically, mechanically or manually imprinted, affixed or reproduced on the Series 2019A Bonds. If the signatures are affixed or imprinted by facsimile, the Mayor and City Clerk shall execute a certificate adopting as their signatures the facsimile signatures appearing on the Series 2019A Bonds. If an officer whose signature is on a Series 2019A Bond no longer holds that office at the time the Series 2019A Bond is authenticated and registered, such Series 2019A Bond shall nevertheless be valid. A Series 2019A Bond shall not be valid or binding until authenticated by the manual signature of an authorized representative of the Bond Registrar. The signature of the authorized representative of the Bond Registrar shall be conclusive evidence that such Series 2019A Bond has been authenticated and issued pursuant to this Thirty-Sixth Supplemental Resolution.

B. Registrar Contract. The form of bond registrar, transfer agent and paying agent contract now on file with the City Clerk concerning duties of the Bond Registrar and the Paying Agent for the Series 2019A Bonds is hereby approved and the Mayor, the City Clerk, or the Chief Financial Officer is each hereby authorized and directed to execute, and attest, as applicable, such contract on behalf of the City with such necessary and appropriate omissions, insertions and variations as are permitted or required hereby and 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.

C. Continuing Disclosure Certificate. The form of a continuing disclosure certificate now on file with the City Clerk is hereby approved. The Mayor, the City Clerk, or the Chief Financial Officer is each hereby authorized and directed to prepare, execute, and deliver such certificate on behalf of the City.

D. Official Statement. The preparation of a preliminary official statement, in substantially the form now on file with the City Clerk, to be used in connection with the sale of the Series 2019A Bonds is hereby authorized and approved and its distribution by the Underwriters is hereby authorized and approved. Such preliminary official statement is approved and may be deemed "final" for all purposes of Section 240.15c2-12, General Rules and Regulations, Securities Exchange Act of 1934 (the "*Rule*"), by the Mayor or the Chief Financial Officer. The City will cause a final official statement (the "*Official Statement*") in substantially the form of the preliminary official statement referred to above but with omissions permitted by the Rule to be prepared and distributed with the Series 2019A Bonds in accordance with the Rule. The Mayor or the Chief Financial Officer is each hereby authorized to approve, execute and deliver the Official Statement on behalf of the City and the execution by either such officer shall be deemed conclusive evidence of such approval.

E. Authority. In the event the Mayor, any member of the Council, or any officer of the City is unavailable or unable to discharge any obligation or duty with respect hereto, including the approval, execution or attestation of the Series 2019A Bonds or other documents, then any member of the Council may act in the capacity of such officer for the purpose of discharging such obligation or duty. The Mayor, the City Manager, the City Clerk,

the Assistant City Managers and the Chief Financial Officer are also each hereby authorized to sign and deliver, on behalf of the City, and in their official capacities, such certificates in connection with sale of the Series 2019A Bonds and the accuracy of the Official Statement and any amendments thereto as may, in their judgment, be necessary or appropriate.

**Section 13. Additional Covenants.** The City, in consideration of the purchase of the Series 2019A Bonds by the Owners thereof, covenants to take all actions and do all things within its power to create, perfect and enforce the pledge of Net Revenues supporting the Bonds and any additional Parity Bonds hereafter issued. The City further covenants and agrees to take all actions and do all things within its power to maintain the priority of the Owners of the Bonds as holding a first lien on the Net Revenues.

The Mayor and Council hereby authorize the Chief Financial Officer, or his or her designee, to represent and act for the City in all matters pertaining to the City'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 14. Bond Insurance or Credit Enhancement.** The Chief Financial Officer is hereby authorized to expend or cause to be expended Series 2019A Bond proceeds to purchase bond insurance or other credit enhancements for the Series 2019A Bonds if deemed to be in the City's best interest, upon consultation with the Financial Advisor.

**Section 15. Qualified Tax-Exempt Obligations.** The Series 2019B Bonds are NOT "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

**Section 16. Ratification of Actions.** All actions of the officers and agents of the City that conform to the purposes and intent of this Thirty-Sixth Supplemental Resolution and the Master Resolution, and which further the issuance and sale of the Series 2019A Bonds, as contemplated by this Thirty-Sixth Supplemental Resolution and the Master Resolution, whether heretofore or hereafter taken, shall be and are ratified, confirmed and approved.

**Section 17. Post-Issuance Compliance Procedures.** The City hereby adopts the Continuing Disclosure Compliance Procedures Regarding the Securities and Exchange Commission's Rule 15c2-12 (the "*Procedures*"), attached hereto as *Exhibit B*. City staff shall follow the Procedures as they relate to current and future continuing disclosure certificates required by previously issued or any future bonds and other financings of the City.

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**Section 18. Severability.** If any section, paragraph or provision of this Thirty-Sixth Supplemental Resolution or the Master 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 Thirty-Sixth Supplemental Resolution or the Master Resolution.

**PASSED AND ADOPTED** by the City Council of the City of Mesa, Arizona, on April 1, 2019.

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Mayor

**ATTEST:**

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City Clerk

**APPROVED AS TO FORM:**

**GUST ROSENFELD P.L.C.**

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Bond Counsel

**CERTIFICATION**

I, Dee Ann Mickelsen, hereby certify that the foregoing Resolution No. \_\_\_\_\_ was duly passed and adopted by the Mayor and Council of the City of Mesa, Arizona, at a special meeting held on April 1, 2019, and the vote was \_\_\_\_\_ aye's and \_\_\_\_\_ nay's and that the Mayor and \_\_\_\_\_ Council members were present thereat.

DATED: April 1, 2019.

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City Clerk, City of Mesa, Arizona

**EXHIBIT A**

(Form of Bond to be Used While Book-Entry-Only System is in Effect)

Number: R-\_\_\_\_\_

Amount: \_\_\_\_\_

Unless this bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the registrar (or any successor registrar) 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.

**CITY OF MESA, ARIZONA  
UTILITY SYSTEMS REVENUE BOND,  
SERIES 2019A**

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Dated Date</u>	<u>CUSIP No.</u>
_____ %	July 1, 20____	_____, 2019	590545 ____

Registered Owner: CEDE & CO.

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

**CITY OF MESA, ARIZONA** (the "City"), 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.

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 City and DTC). The "Record Date" for the Bonds shall be the fifteenth day of the month preceding an interest payment date.

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 City, is within every debt and other limit prescribed by the Constitution and laws of the State of Arizona.

This bond is one of a series of bonds in the aggregate principal amount of \$\_\_\_\_\_ of like tenor except as to amount, maturity date, redemption provisions, interest rate and number, issued pursuant to the Constitution and laws of the State of Arizona including Title 9, Chapter 5, Article 3, Arizona Revised Statutes, the special bond elections held in and for the City on March 29, 1994, November 2, 2010 and November 4, 2014, Resolution No. 6362 adopted by the Mayor and Council of the City on July 29, 1991, as amended and supplemented, and Resolution No. \_\_\_\_\_ adopted by the Mayor and Council of the City on April 1, 2019 (collectively, the "Bond Resolution"), for purpose of providing funds with which to make improvements to the System (as defined herein) of the City and to pay all legal, financial consulting, financial, engineering and other necessary costs in connection therewith.

The bonds are payable as to both principal and interest from and secured by a prior and paramount lien and pledge of the revenues, proceeds and receipts to be derived by the City from the operation of the City's water, wastewater, electrical, natural gas, and solid waste (garbage and rubbish) utility systems (collectively, the "System"), subject only to the payment of the reasonable and necessary cost of operating and maintaining the System. Reference is made to the Bond Resolution for a more complete statement of the provisions made to secure payment of the bonds, the revenues from which and conditions under which this bond is payable, statements of the terms under which the Bond Resolution may be modified, and the general covenants and provisions pursuant to which this bond is issued. Said income and revenues are required by the Bond Resolution to be fully sufficient to pay the cost of operating and maintaining the System and to pay the principal of and interest on this bond promptly as each becomes due and payable. The City has covenanted and does hereby covenant that it will fix and impose such rates and charges for the System's services rendered by the System and will collect and account for sufficient revenues to pay promptly the principal of and interest on this bond and all bonds on a parity with this bond. This bond and the interest hereon are enforceable exclusively from the revenues pledged thereto in the Bond Resolution and no owner hereof shall have the right to compel any exercise of the taxing power of the City to pay this bond or the interest hereon. This bond does not constitute an indebtedness or pledge of the general credit of the City within the meaning of any constitutional, charter or statutory provisions relating to the incurring of indebtedness. This bond is a post-2002 Bond, as defined in the Bond Resolution. As such, this bond has no claim against or right to share in the "pre-2003 Reserve Fund" which pertains only to bonds issued under the terms of the bond resolutions prior to January 1, 2003.

The bonds maturing on or before July 1, 20\_\_ are not subject to call for redemption prior to maturity. The bonds maturing on or after July 1, 20\_\_ are subject to call for redemption prior to maturity, at the option of the City, in whole or in part on July 1, 20\_\_, or on any date thereafter, by the payment of a redemption price equal to the principal amount of each bond called for redemption plus accrued interest to the date fixed for redemption, but without premium.

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. Failure to properly give notice of redemption shall not affect the redemption of any bond for which notice was properly given. Notice of any redemption will also be sent to the Municipal Securities Rulemaking Board (the "MSRB"), currently through the 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.

If moneys for the payment of the redemption price and accrued interest are not held in separate accounts by the City or by a paying agent prior to sending the notice of redemption, such redemption shall be conditional on such moneys being so held on or prior to 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.

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 office of U.S. Bank National Association, Phoenix, Arizona, 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 each or integral multiples of \$5,000 in excess thereof.

The City, 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 City has caused this bond to be executed by its Mayor and attested by its City Clerk, which signatures may be facsimile signatures. This bond is not valid or binding upon the City without the manually affixed signature of the registrar. This bond is prohibited from being issued in coupon or bearer form without the consent of the City, and the satisfaction of certain other conditions.

**CITY OF MESA, ARIZONA**

**ATTEST:**

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City Clerk

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Mayor

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DATE OF AUTHENTICATION AND REGISTRATION: \_\_\_\_\_

**CERTIFICATE OF AUTHENTICATION**

This bond is one of the City of Mesa, Arizona, Utility Systems Revenue Bonds, Series 2019A, described in the Bond Resolution mentioned herein.

**U.S. BANK NATIONAL ASSOCIATION,**  
as Registrar

\_\_\_\_\_  
Authorized Representative

-----  
[INSERT INSURANCE STATEMENT, IF APPLICABLE]  
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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 CITY OF MESA, ARIZONA**

**Date of Implementation: April 1, 2019**

In connection with its issuance of bonds or other obligations, the City of Mesa, Arizona (the "*City*") 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 City 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 City 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 City 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 City, new Disclosure Officials should be named in their place. Typically, this responsibility will be assigned based on role or title, but the City 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 City's:

Chief Financial Officer	(Disclosure Coordinator)
Finance Director	(Disclosure Official)

#### **2. Active Certificates and Financial Obligations**

The City is obligated to comply with the requirements of a Certificate from the time the City 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 City 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 City

provided a final official statement to the Municipal Securities Rulemaking Board ("*MSRB*") consistent with the United States Securities and Exchange Commission's Rule 15c2-12 (the "*Rule*");

- (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 City and for which the City 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 City.

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 City 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. In each case, the 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 City'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 City's employment, new names must be added.

The MSRB allows the City to schedule automated e-mail reminders for these Annual Reports through its Electronic Municipal Market Access system ("*EMMA*"). The City 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 bonds engage an auditor or a dissemination agent to make the EMMA filings. If the City has such an agreement, the City 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 City must comply with the Annual Reporting Date and inquire of the City'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 City's responsibility – not that of the City'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 City 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 City's existing and future Certificates may differ. The City 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 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 City should check with its bond counsel at the time future bonds are issued to determine if the Listed Events have been changed and if the later Certificate differs from the City'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 securities holders, if material;
8. Securities 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 City;
13. The consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, 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 City, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the City, any of which affect securities 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 City, 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 City 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 City has the following Active Certificates as of the Date of Implementation.

<b><u>Series of Bonds or Obligations</u></b>	<b><u>Certificate Date</u></b>	<b><u>Annual Reporting Date</u></b>	<b><u>Final Maturity Date</u></b>
Utility Systems Revenue Refunding Bonds, Series 2004	March 4, 2004	February 1	July 1, 2019
Street and Highway User Revenue Bonds, Series 2004	June 24, 2004	February 1	July 1, 2023
Utility Systems Revenue Bonds, Series 2004	June 24, 2004	February 1	July 1, 2028
Street and Highway User Revenue Refunding Bonds, Series 2005	February 1, 2005	February 1	July 1, 2023
Street and Highway User Revenue Bonds, Series 2005	June 1, 2005	February 1	July 1, 2024
Utility Systems Revenue Bonds, Series 2005	June 29, 2005	February 1	July 1, 2029
Street and Highway User Revenue Bonds, Series 2006	June 28, 2006	February 1	July 1, 2025
General Obligation Bonds, Series 2006	June 28, 2006	February 1	July 1, 2025
Utility Systems Revenue Bonds, Series 2006	June 28, 2006	February 1	July 1, 2030
Utility Systems Revenue Refunding Bonds, Series 2006	June 28, 2006	February 1	July 1, 2021
Utility Systems Revenue Refunding Bonds, Second Series 2006	December 20, 2006	February 1	July 1, 2024
Street and Highway User Revenue Bonds, Series 2007	May 30, 2007	February 1	July 1, 2027
General Obligation Bonds, Series 2007	May 30, 2007	February 1	July 1, 2027
Utility Systems Revenue Bonds, Series 2007	May 30, 2007	February 1	July 1, 2031
General Obligation Bonds, Series 2008	May 29, 2008	February 1	July 1, 2021
Utility Systems Revenue Bonds, Series 2008	May 29, 2008	February 1	July 1, 2032
General Obligation Bonds, Series 2009	May 27, 2009	February 1	July 1, 2019
Taxable General Obligation Bonds, Series 2010 (Build America Bonds – Direct Pay)	June 3, 2010	February 1	July 1, 2030
General Obligation Bonds, Series 2011	June 2, 2011	February 1	July 1, 2031
Utility Systems Revenue Bonds, Series 2011	June 2, 2011	February 1	July 1, 2035
Phoenix-Mesa Gateway Airport Authority Special Facility Revenue Bonds (Mesa Project), Series 2012	February 29, 2012	February 1	July 1, 2038
Street and Highway User Revenue	April 4, 2012	February 1	July 1, 2022

Refunding Bonds, Series 2012			
General Obligation Refunding Bonds, Series 2012	April 4, 2012	February 1	July 1, 2022
Utility Systems Revenue Refunding Bonds, Series 2012	April 4, 2012	February 1	July 1, 2021
Taxable Utility Systems Revenue Refunding Bonds, Series 2012	April 12, 2012	February 1	July 1, 2027
Utility Systems Revenue Refunding Bonds, Series 2012	May 31, 2012	February 1	July 1, 2036
General Obligation Bonds, Series 2012	May 31, 2012	February 1	July 1, 2032
Excise Tax Revenue Obligations, Series 2013	April 17, 2013	February 1	July 1, 2032
Street and Highway User Revenue Refunding Bonds, Series 2013	May 8, 2013	February 1	July 1, 2024
General Obligation Refunding Bonds, Series 2013	May 15, 2013	February 1	July 1, 2024
General Obligation Bonds, Series 2013	June 5, 2013	February 1	July 1, 2033
Utility Systems Revenue Bonds, Series 2013	June 5, 2013	February 1	July 1, 2037
General Obligation Bonds, Series 2014	June 18, 2014	February 1	July 1, 2034
Utility Systems Revenue Bonds, Series 2014	June 18, 2014	February 1	July 1, 2038
Utility Systems Revenue Refunding Bonds, Series 2014	October 15, 2014	February 1	July 1, 2030
Street and Highway User Revenue Refunding Bonds, Series 2015	March 18, 2015	February 1	July 1, 2027
General Obligation Bonds, Series 2015	June 4, 2015	February 1	July 1, 2035
Utility Systems Revenue Bonds, Series 2015	June 4, 2015	February 1	July 1, 2039
General Obligation Refunding Bonds, Tax-Exempt Series 2016A	April 6, 2016	February 1	July 1, 2027
Utility Systems Revenue Refunding Bonds, Series 2016	April 6, 2016	February 1	July 1, 2032
General Obligation Refunding Bonds, Taxable Series 2016B	May 4, 2016	February 1	July 1, 2029
General Obligation Bonds, Series 2016	May 25, 2016	February 1	July 1, 2036
Utility Systems Revenue Bonds, Series 2016	May 25, 2016	February 1	July 1, 2040
General Obligation Refunding Bonds, Series 2017	April 5, 2017	February 1	July 1, 2029
Utility Systems Revenue Refunding Bond, Series 2017	April 5, 2017	February 1	July 1, 2028
General Obligation Bonds, Series 2017	May 24, 2017	February 1	July 1, 2037
Utility Systems Revenue Bonds, Series 2017	May 24, 2017	February 1	July 1, 2041
General Obligation Bonds, Series 2018	June 5, 2018	February 1	July 1, 2038

Utility Systems Revenue Bonds, Series 2018	June 5, 2018	February 1	July 1, 2042
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The City expects to adopt the following Certificates.

<b><u>Series of Bonds or Obligations</u></b>	<b><u>Certificate Date*</u></b>	<b><u>Annual Reporting Date</u></b>	<b><u>Final Maturity Date*</u></b>
General Obligation Bonds, Series 2019	May 23, 2019	February 1	July 1, 2039
Utility Systems Revenue Bonds, Series 2019A	May 23, 2019	February 1	July 1, 2043
Utility Systems Revenue Refunding Bonds, Series 2019B	May 23, 2019	February 1	July 1, 2033
Utility Systems Revenue Refunding Bonds, Series 2019C	May 29, 2019	February 1	July 1, 2035

\*Anticipated

Schedule II

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

\*If variable, include method of computation.

Name of Obligation:		Dated:
Original Principal Amount:	Interest Rate:*	Final Payment Date:
Other Material Terms:		
<b><u>Amortization Schedule</u></b>		
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 City's Disclosure Officials should update this information as necessary.

**The City's CUSIP-6 numbers:** 590545; 590485; 590536

### **How to schedule alerts for Annual Reports:**

To schedule the alerts, access EMMA at [www.emma.msrb.org](http://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 City's applicable base CUSIP number to find the affected bonds
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

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