RESOLUTION NO. 2009-03

A RESOLUTION OF THE RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT EXPRESSING ITS INTENT TO REIMBURSE QUALIFIED EXPENDITURES FOR RENOVATIONS AND THE CONSTRUCTION OF IMPROVEMENTS TO THE TUCSON CONVENTION CENTER AND THE CONSTRUCTION AND EQUIPPING OF AN ADJACENT CONVENTION CENTER HOTEL FROM THE PROCEEDS OF ONE OR MORE ISSUES OF EXCISE TAX REVENUE BONDS AND/OR CERTIFICATES OF PARTICIPATION IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $250,000,000, AND AUTHORIZING ALL OTHER ACTIONS NECESSARY FOR THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS.

WHEREAS, the Rio Nuevo Multipurpose Facilities District (the "**District**") was organized on July 19, 1999 as a special taxing district and political subdivision of the State of Arizona and is authorized pursuant the provisions of Title 48, Chapter 26 of the Arizona Revised Statutes (the "**Act**") to acquire real and personal properties and to issue its revenue bonds to finance certain capital projects; and

WHEREAS, the District proposes to undertake certain renovations and to construct certain improvements to the Tucson Convention Center and to construct and equip a 525-room convention center hotel adjacent to the Tucson Convention Center in Tucson, Arizona (collectively, the "**Project**"); and

WHEREAS, the District proposes to cause the execution and delivery of one or more series of certificates of participation representing undivided proportionate interests in a lease-purchase agreement relating to the Tucson Convention Center and/or to issue one or more series of its excise tax revenue bonds, and to apply the proceeds thereof to finance the Project; and

WHEREAS, the District anticipates making or incurring certain expenditures with respect to the Project prior to the execution and delivery of the certificates of participation or the issuance of the bonds to finance such renovations and construction; and

WHEREAS, Income Tax Regulations §1.150-2 (the "**Reimbursement Regulation**") sets forth the rules for determining when proceeds of bonds or other obligations are deemed spent for purposes of applying Sections 103 and 141 through 150 of the Internal Revenue Code of 1986, as amended, including the arbitrage yield restrictions and rebate requirements set forth in Section 148 thereof, if the proceeds are

used to reimburse expenditures made prior to the date of issue of the bonds or other obligations; and

WHEREAS, the Reimbursement Regulation requires that a declaration of official intent to reimburse the expenditures (**"Declaration of Official Intent"**) be made not later than sixty (60) days following payment of the original expenditure, and that an allocation in writing evidencing use of proceeds of a reimbursement bond to reimburse an original expenditure be made within eighteen (18) months after the later of the date the original expenditure is paid or the date the project is placed in service or abandoned, but in no event later than three (3) years after the original expenditure is paid; and

WHEREAS, the District now desires to adopt this Declaration of Official Intent to reimburse itself from the proceeds of bonds or other obligations, including certificates of participation, in an aggregate principal amount not exceeding $250,000,000, issued by or on behalf of the District, to finance portions of the Project; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DISTRICT, AS FOLLOWS:

1. The District intends and reasonably expects that qualified expenditures made by or on behalf of the District for the Project will be reimbursed with a portion of the proceeds of bonds or other obligations, including certificates of participation, to be issued or executed and delivered, by or on behalf of the Issuer, in a maximum principal amount not to exceed $250,000,000.

2. The Chair and the Secretary of the District are each hereby authorized and directed to take any additional action necessary to comply with the requirements of the Reimbursement Regulation so that the proceeds of bonds or other obligations used to reimburse qualified Project expenditures which are the subject of this Declaration of Official Intent will be deemed spent, including making an allocation in writing evidencing the District's use of the proceeds thereof to reimburse an original expenditure within eighteen (18) months after the later of the date the original expenditure was paid or the date the Project is placed in service or abandoned, but in no event later than three (3) years after the original expenditure is paid.

3. The appropriate officials of the District, including without limitation the Chair, the Secretary and any Executive Director, are hereby authorized and directed to execute and deliver for and on behalf of the District any or all additional certificates and other documents and to perform all other acts they may deem necessary or appropriate in order to implement and carry out the matters authorized in this resolution.

4. All resolutions of the District, or parts thereof, inconsistent herewith, are hereby repealed to the extent only of such inconsistency.

5. This resolution shall become effective immediately upon its adoption.

PASSED, ADOPTED AND APPROVED by the Board of Directors of the District on June 30, 2009.

RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT

By: _____
Anne-Marie Russell, Chair

ATTEST:

By: _____
Jeffrey DiGregorio, Acting Secretary

APPROVED AS TO FORM:

BALLARD SPAHR ANDREWS & INGERSOLL, LLP

Special/Bond Counsel to the District

By: _____
William A. Hicks III