

EMRCFD RES 17-062

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ESTRELLA MOUNTAIN RANCH COMMUNITY FACILITIES DISTRICT (CITY OF GOODYEAR, ARIZONA), MARICOPA COUNTY, ARIZONA, APPOINTING A TRUSTEE, REGISTRAR AND PAYING AGENT FOR THE OUTSTANDING BONDS OF THE DISTRICT.

WHEREAS, the Board of Directors (the "District Board") of the Estrella Mountain Ranch Community Facilities District (City of Goodyear, Arizona) (the "District") previously authorized the issuance, sale and delivery of certain special assessment bonds of the District (collectively, the "Bonds"); and

WHEREAS, the District Board has received notice from Wells Fargo Bank, N.A. (the "Prior Trustee"), regarding the Prior Trustee's intent to resign from its role and obligations related to the Bonds; and

WHEREAS, the District Board now desires to appoint U.S. Bank National Association (the "New Trustee") as trustee, registrar and paying agent for the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ESTRELLA MOUNTAIN RANCH COMMUNITY FACILITIES DISTRICT (CITY OF GOODYEAR, ARIZONA), as follows:

Section 1. The resignation of the Prior Trustee of the Bonds is hereby accepted, and the New Trustee of the Bonds is hereby approved and appointed.

Section 2. The Prior Trustee and the New Trustee are hereby authorized and directed to effectuate the transfer of the various trustee responsibilities and accounts in a reasonable manner. As necessary, the District, the Prior Trustee and the New Trustee are hereby authorized and directed to enter into an agreement to memorialize the transfer of funds and accounts to the New Trustee, and to provide appropriate notice to holders of the Bonds of the appointment of the New Trustee.

Section 3. The District Treasurer and the District Manager are each hereby authorized and directed to take such further action to consummate the transfer of trustee responsibilities, and any prior action of such officers or other District staff is hereby ratified and confirmed.

PASSED AND ADOPTED by the Board of Directors of the Estrella Mountain Ranch Community Facilities District (City of Goodyear, Arizona), this __ day of _____, 2017.

**ESTRELLA MOUNTAIN RANCH
COMMUNITY FACILITIES DISTRICT (CITY
OF GOODYEAR, ARIZONA)**

Georgia Lord, District Chair

Date: _____

ATTEST:

Darcie McCracken, District Clerk

APPROVED AS TO FORM:

District Attorney

CERTIFICATION

STATE OF ARIZONA
COUNTY OF MARICOPA

I, the undersigned Darcie McCracken, being the duly appointed, qualified and acting District Clerk of the Estrella Mountain Ranch Community Facilities District (City of Goodyear, Arizona), Maricopa County, Arizona, certify that the foregoing Resolution No. EMRCFD RES 17-062 is a true, correct and accurate copy of Resolution No. EMRCFD RES 17-062, passed and adopted at a special meeting of the Board of Directors of the Estrella Mountain Ranch Community Facilities District (City of Goodyear, Arizona) Maricopa County, Arizona, held on the ____ day of _____ 2017, at which a quorum was present and, by a _____ vote, _____ voted in favor of said resolution.

Given under my hand this _____ day of _____, 20____.

District Clerk