

RESOLUTION (1) PROVIDING FOR THE SALE AND ISSUANCE OF PINE-STRAWBERRY FIRE DISTRICT OF GILA COUNTY, ARIZONA GENERAL OBLIGATION BONDS, IN ONE OR MORE SERIES, AND FOR THE ANNUAL LEVY OF A TAX FOR THE PAYMENT OF THE BONDS; (2) DELEGATING AUTHORITY TO THE FIRE CHIEF OF THE DISTRICT OR HIS DESIGNEE TO DETERMINE CERTAIN MATTERS AND TERMS WITH RESPECT TO THE FOREGOING; (3) APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF NECESSARY AGREEMENTS, INSTRUMENTS AND DOCUMENTS RELATED TO THE SALE AND ISSUANCE OF SUCH BONDS; (4) ADOPTING POST-ISSUANCE TAX COMPLIANCE AND CONTINUING DISCLOSURE COMPLIANCE PROCEDURES IN CONNECTION WITH ISSUANCE OF OBLIGATIONS OF THE DISTRICT; AND (5) AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO CONSUMMATE THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION AND RATIFYING ALL ACTIONS TAKEN TO FURTHER THIS RESOLUTION

WHEREAS, by the vote of a majority of the qualified electors of Pine-Strawberry Fire District of Gila County, Arizona (the "District") voting at a special bond election held in and for the District on November 4, 2025 (the "Election"), the issuance of \$6,000,000 aggregate principal amount of general obligation bonds of the District has been authorized, none of which has been sold and issued; and

WHEREAS, the District Board of the District (this "Board") has determined to sell and issue a portion of the amount of the bonds authorized at the Election (the "Bonds"), for the purposes authorized at the Election; and

WHEREAS, this Board will receive (i) a proposal from Stifel, Nicolaus & Company, Incorporated ("Stifel"), serving in the capacity of and designated as the underwriter (the "Underwriter") and not acting as a municipal advisor as defined in the "Registration of Municipal Advisors" rule promulgated by the United States Securities and Exchange Commission (the "MA Rule"), and has determined that all or a portion of the Bonds should be sold through negotiation to the Underwriter pursuant to the Strategic Alliance of Volume Expenditures (SAVE) Cooperative Response Proposal #C-005-2223 (the "SAVE Contract"); and (ii) a proposal from Stifel, serving in the capacity of and designated as the placement agent (the "Placement Agent") and not acting as a municipal advisor as defined in the MA Rule, and has determined that all or a portion of the Bonds should be placed by the Placement Agent pursuant to the SAVE Contract; and

WHEREAS, pursuant to the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder (the "Regulations"), issuers of obligations, the interest on which is intended to be excludable from the gross income of the owners thereof for

federal income tax purposes (“Tax-Exempt Obligations”), are required to establish policies and procedures to ensure compliance with the applicable provisions of the Code and the Regulations; and

WHEREAS, this Board has determined that procedures should be adopted in order to ensure that Tax-Exempt Obligations issued by the District comply with the provisions of the Code and the Regulations (the “Tax Compliance Procedures”); and

WHEREAS, pursuant to Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the “Rule”), “participating underwriters” (as defined in the Rule) are required to reasonably determine that issuers have entered into written undertakings (such as the hereinafter defined Continuing Disclosure Undertaking) to make ongoing disclosure in connection with offerings of obligations to investors subject to the Rule; and

WHEREAS, this Board has determined that procedures should be adopted in order to document practices and describe various procedures for preparing and disseminating such ongoing disclosure for the benefit of the holders of the obligations of the District and to assist the Participating Underwriters in complying with the Rule and such written undertakings (together with the Tax Compliance Procedures, the “Procedures”);

NOW, THEREFORE, IT IS RESOLVED BY THE DISTRICT BOARD OF PINE-STRAWBERRY FIRE DISTRICT OF GILA COUNTY, ARIZONA, AS FOLLOWS:

Section 1. Authorization. There is hereby authorized to be sold and issued one or more series of bonds of the District in the total aggregate principal amount of not to exceed \$5,353,664, to be designated as provided in this Resolution, all in accordance with this Resolution and applicable law.

Section 2. Terms.

(A) The Fire Chief of the District or his designee (together, the “Authorized Representatives”) are hereby authorized and directed to determine on behalf of the District: (1) the series name and designation of each series of the Bonds; (2) whether interest on each series of the Bonds will be excluded from gross income for federal income tax purposes; (3) the dated date and total principal and payment amounts of each series of the Bonds (but not to exceed \$5,353,664 total aggregate principal amount for all series of the Bonds); (4) the final principal and maturity schedules of each series of the Bonds (but none of the Bonds to mature later than January 1, 2046); (5) the interest rate on each maturity of the Bonds (but not to exceed in the aggregate the rate allowed by the ballot question approved at the Election) and the dates for payment of such interest (the “interest payment dates”); (6) the provisions for redemption in advance of maturity of each series of the Bonds; (7) which of the Bonds, if any, will be sold pursuant to the hereinafter defined Bond Purchase Agreement (referred to herein as the “Publicly Sold Bonds”), and which of the Bonds, if any, will be placed pursuant to the hereinafter defined Placement Agent Agreement (referred to herein as the “Privately Placed Bonds”); (8) if any of the Bonds are placed pursuant to the Placement Agent Agreement, the entity or entities with which the Bonds will be placed (collectively, the “Purchasers”); (9) the sales price and terms of the Bonds

(including for underwriter's compensation, placement agent compensation, original issue discount and original issue premium); and (10) the provision for credit enhancement, if any, for the Bonds upon the advice of the Underwriter; provided, however, that such determinations must result in a yield for federal income tax purposes of not to exceed five percent (5%) with respect to the Bonds that are sold such that interest thereon will be excluded from gross income for federal income tax purposes.

(B) (1) The Publicly Sold Bonds shall be issued in the denomination of \$5,000 of principal amount or integral multiples thereof and only in fully registered form.

(2) The principal of and premium, if any, on the Publicly Sold Bonds shall be payable at maturity or prior redemption upon presentation and surrender thereof at the designated corporate trust office of the Bond Registrar and Paying Agent (as defined herein).

(3) The Publicly Sold Bonds shall bear interest at the respective rates from their date to the maturity or prior redemption of each Publicly Sold Bond, payable commencing on the first interest payment date. Interest on the Publicly Sold Bonds shall be payable by check, dated as of the interest payment date, mailed to the registered owners thereof, as shown on the registration books maintained by the Bond Registrar and Paying Agent at the address appearing therein at the close of business on the fifteenth (15th) day of the month next preceding that interest payment date (the "regular record date"). Any such interest on a Publicly Sold Bond which is not timely paid or duly provided for shall cease to be payable to the registered owner thereof (or of one or more predecessor Publicly Sold Bonds) as of the regular record date, and shall be payable to the registered owner thereof (or of one or more predecessor Publicly Sold Bonds) at the close of business on a special record date for the payment of that overdue interest. The special record date shall be fixed by the Bond Registrar and Paying Agent whenever moneys become available for payment of the overdue interest, and notice of the special record date shall be given to the registered owners of Publicly Sold Bonds not less than ten (10) days prior thereto.

(4) The principal of, and premium, if any, and interest on, the Publicly Sold Bonds shall be payable in lawful money of the United States of America.

(C) (1) Except as provided on a more restrictive basis in the definitive form of the Privately Placed Bonds, the Privately Placed Bonds shall be issued in the denomination of \$100,000 of principal amount or integral multiples of \$5,000 in excess thereof and only in fully registered form. Privately Placed Bonds may be in denominations of less than \$100,000 if necessary to accommodate redemption.

(2) Except as provided in the definitive form of the Privately Placed Bonds, the principal of and premium, if any, on the Privately Placed Bonds shall be payable at maturity or prior redemption upon presentation and surrender thereof at the designated corporate trust office of the Bond Registrar and Paying Agent or, if provided in the definitive form of the Privately Placed Bonds, at the main administrative office of the District.

(3) The Privately Placed Bonds shall bear interest at the respective rates from their date to the maturity or prior redemption of each Privately Placed Bond, payable commencing on the first interest payment date. Except as provided in the definitive form

of the Privately Placed Bonds, interest on the Privately Placed Bonds shall be payable by check, dated as of the interest payment date, mailed to the registered owners thereof, as shown, if applicable, on the registration books maintained, if necessary, by the Bond Registrar and Paying Agent at the address appearing therein, if applicable, at the close of business on the fifteenth (15th) day of the month next preceding that interest payment date (the "regular record date"). Any such interest on a Privately Placed Bond which is not timely paid or duly provided for shall cease to be payable to the registered owner thereof (or of one or more predecessor Privately Placed Bonds) as of the regular record date, and shall be payable to the registered owner thereof (or of one or more predecessor Privately Placed Bonds) at the close of business on a special record date for the payment of that overdue interest. The special record date shall be fixed by the Bond Registrar and Paying Agent whenever moneys become available for payment of the overdue interest, and notice of the special record date shall be given to the registered owners of Privately Placed Bonds not less than ten (10) days prior thereto.

(4) The principal of, and premium, if any, and interest on, the Privately Placed Bonds shall be payable in lawful money of the United States of America.

Section 3. Prior Redemption; Defeasance.

(A) (1) Notice of optional redemption of any Bond shall be mailed by first class mail, postage prepaid, not more than sixty (60) nor less than thirty (30) days prior to the date set for redemption to the registered owner of the Bond or Bonds being redeemed at the address shown on the registration books for the Bonds maintained by the Bond Registrar and Paying Agent. Failure to give properly such notice of redemption shall not affect the redemption of any Bond for which notice was given properly. Such notice may provide that the redemption is conditional upon moneys for payment of the redemption price being held in separate accounts by the Bond Registrar and Paying Agent.

(2) On the date designated for redemption by notice given as herein provided, the Bonds or portions thereof to be redeemed shall become and be due and payable at the redemption price for such Bonds or such portions thereof on such date, and, if moneys for payment of the redemption price are held in separate accounts by the Bond Registrar and Paying Agent, interest on such Bonds or such portions thereof shall cease to accrue, such Bonds or such portions thereof shall cease to be entitled to any benefit or security hereunder, the registered owners of such Bonds or such portions thereof shall have no rights in respect thereof except to receive payment of the redemption price thereof and accrued interest thereon and such Bonds or such portions thereof shall be deemed paid and no longer outstanding.

(3) The District may redeem, and the Bond Registrar and Paying Agent shall select, by lot in such manner as the Bond Registrar and Paying Agent may determine, any amount which is included in a Bond in the denomination in excess of, but divisible by, \$5,000. In that event, the registered owner shall submit the Bond for partial redemption and the Bond Registrar and Paying Agent shall make such partial payment and shall cause to be issued a new Bond in a principal amount which reflects the redemption so made, to be authenticated and delivered to the registered owner thereof.

(B) Any Bond or portion thereof in authorized denominations shall be deemed paid and defeased and thereafter shall have no claim on ad valorem taxes levied on taxable property in the District: (i) if there is deposited with a bank or comparable financial institution, in trust, moneys or obligations issued by or guaranteed by the United States government (“Defeasance Obligations”) or both which, with the maturing principal of and interest on such Defeasance Obligations, if any, will be sufficient, as evidenced by a certificate or report of an accountant in the case of a deposit in trust of Defeasance Obligations, to pay the principal of and interest and any premium on such Bond or portion thereof as the same matures, comes due or becomes payable upon prior redemption; and (ii) if such defeased Bond or portion thereof is to be redeemed, notice of such redemption has been given in accordance with provisions hereof or the District has submitted to the Bond Registrar and Paying Agent instructions expressed to be irrevocable as to the date upon which such Bond or portion thereof is to be redeemed and as to the giving of notice of such redemption. Bonds, the payment of which has been provided for in accordance with this Section, shall no longer be deemed payable or outstanding hereunder and thereafter such Bonds shall be entitled to payment only from the moneys or Defeasance Obligations deposited to provide for the payment of such Bonds.

Section 4. Security. For the purpose of paying the principal of, and premium, if any, and interest on and costs of administration of the registration and payment of the Bonds, there shall be levied on all the taxable property in the District a continuing, direct, annual, ad valorem tax sufficient to pay all such principal, premium, if any, interest and administration costs of and on the Bonds as the same become due, such taxes to be levied, assessed and collected at the same time and in the same manner as other taxes are levied, assessed and collected. Taxes in an amount sufficient to pay the interest on all of the Bonds then outstanding, the installments of the principal of the Bonds becoming due and payable in the ensuing year, and the annual portion of such sinking fund as may be set up for retirement of the Bonds, shall be levied, assessed and collected as other taxes of the District. The proceeds of such taxes shall be kept in a special fund designated the “Debt Service Fund” of the District and shall be used only for the payment of principal, interest, premium, if any, or costs as above-stated. After the Bonds are issued, this Board shall enter on its minutes a record of the Bonds sold and shall determine annually the amount of the tax levy to pay the Bonds and certify such amount to the Board of Supervisors of Gila County, Arizona (the “County”).

Section 5. Use of Proceeds. Except for any premium deposited in the Debt Service Fund, the net proceeds of the sale of the Bonds, after payment of the costs of issuance, shall be set aside and deposited in a separate fund entitled the “Capital Fund” of the District. This Resolution shall be construed as consent of this Board to invest such funds, pending use, in any of the securities allowed by Section 35-323, Arizona Revised Statutes, as amended. The proceeds of the Bonds shall be expended only for the purposes set forth in the ballot used at the Election.

Section 6. Form of Bonds.

(A) Pursuant to Section 35-491, Arizona Revised Statutes, as amended, a fully-registered bond form is hereby adopted as an alternative to any other form of bond provided by law. The Publicly Sold Bonds (including the form of certificate of authentication and form of assignment therefor) shall be in substantially the form set forth in Exhibit A attached hereto. The

Privately Placed Bonds (including the form of certificate of authentication and form of assignment therefor) shall be in substantially the form set forth in Exhibit B attached hereto; provided, however, that the Authorized Representatives may provide for changes in the definitive form of the Privately Placed Bonds initially delivered to the Purchasers as necessary for the purposes hereof. Each of such forms complies with the provisions of Section 35-491, Arizona Revised Statutes. There may be such necessary and appropriate omissions, insertions and variations as are permitted or required hereby and are approved by those officers executing the Bonds in such form. Execution thereof by such officers shall constitute conclusive evidence of such approval.

(B) The Bonds may have notations, legends or endorsements required by law, securities exchange rule or usage. Each Bond shall show both the date of the issue and the date of authentication and registration of each Bond.

(C) The Bonds are prohibited from being converted to coupon or bearer bonds without the consent of this Board and approval of Bond Counsel to the District.

Section 7. Execution of Bonds and Other Documents.

(A) (1) The Bonds shall be executed for and on behalf of the District by the Chairman or any other member of this Board. Such signature may be by mechanical reproduction; however, such officer shall manually sign a certificate adopting as and for such signature on the Bonds the respective mechanically reproduced signature affixed to the Bonds.

(2) If an officer whose signature is on a Bond no longer holds that office at the time such Bond is authenticated and registered, the Bond shall nevertheless be valid and binding so long as such Bond would otherwise be valid and binding.

(3) A Bond shall not be valid or binding until authenticated by the manual signature of an authorized representative of the Bond Registrar and Paying Agent, or, with respect to the Privately Placed Bonds, the Fire Chief of the District if serving in the capacity of Bond Registrar and Paying Agent. The signature of the authorized representative of the Bond Registrar and Paying Agent, or, with respect to the Privately Placed Bonds, the Fire Chief of the District if serving in the capacity of Bond Registrar and Paying Agent, shall be conclusive evidence that the Bond has been authenticated and issued pursuant to this Resolution.

(B) The Chairman, any other member of this Board and the Authorized Representatives are hereby authorized to approve, execute and deliver or, in the case of those documents to which the District is not a party, to approve the execution and delivery by the parties thereto of the documents and agreements referred to herein calling for such execution and delivery, including particularly, the Bond Purchase Agreement and the hereinafter defined Bond Registrar and Paying Agent Agreement.

(C) The Chairman of this Board and the Authorized Representatives are hereby authorized and directed to execute and deliver a standard form of letter of representations with The Depository Trust Company with respect to the matters provided in Section 11(G) hereof.

Section 8. Mutilated, Lost or Destroyed Bonds. In case any Bond becomes mutilated or destroyed or lost, the District shall cause to be executed and delivered a new Bond of like series, type, date, maturity date and tenor in exchange and substitution for and upon the cancellation of such mutilated Bond, or in lieu of and in substitution for such Bond destroyed or lost, upon the registered owner paying the reasonable expenses and charges of the District in connection therewith and, in the case of a Bond destroyed or lost, filing with the Bond Registrar and Paying Agent or the Fire Chief of the District, as applicable, by the registered owner evidence satisfactory to the Bond Registrar and Paying Agent or the Fire Chief of the District, as applicable, that such Bond was destroyed or lost, and furnishing the Bond Registrar and Paying Agent with a sufficient indemnity bond pursuant to Section 47-8405, Arizona Revised Statutes, as amended.

Section 9. Acceptance of Proposals.

(A) The Authorized Representatives are hereby authorized to accept a proposal of the Underwriter for the purchase of the Publicly Sold Bonds, and the Publicly Sold Bonds are hereby ordered sold to the Underwriter in accordance with the terms of the Bond Purchase Agreement with the Underwriter presented to this Board at the meeting at which this Resolution was adopted (the "Bond Purchase Agreement"), and in accordance with the SAVE Contract. The Chairman, any other member of this Board and the Authorized Representatives are hereby authorized to execute and deliver the Bond Purchase Agreement, for and on behalf of the District, in substantially the form submitted to this Board at the meeting at which this Resolution was adopted and in a final form satisfactory to the Chairman, such other member of this Board or the Authorized Representatives, and such execution and delivery by the Chairman, such member of this Board or the Authorized Representatives shall indicate the approval thereof on behalf of the District by the Authorized Representatives.

(B) The Authorized Representatives are hereby authorized to accept a proposal of the Placement Agent for the placement of the Privately Placed Bonds, and the Privately Placed Bonds are hereby ordered placed with the Purchasers in accordance with the terms of the Placement Agent Agreement with the Placement Agent, in form and substance reasonably satisfactory to the Authorized Representatives and Bond Counsel to the District (the "Placement Agent Agreement"), and in accordance with the SAVE Contract. The Chairman, any other member of this Board and the Authorized Representatives are hereby authorized to execute and deliver the Placement Agent Agreement, for and on behalf of the District, in form and substance reasonably satisfactory to the Authorized Representatives and Bond Counsel to the District, and such execution and delivery by the Chairman, such member of this Board, or the Authorized Representatives shall indicate the approval thereof on behalf of the District by the Authorized Representatives.

(C) The Publicly Sold Bonds shall be delivered to the Underwriter upon receipt of payment therefor and satisfaction of the other conditions for delivery thereof in accordance with the terms of the sale provided in the Bond Purchase Agreement. The Privately Placed Bonds shall be delivered to the Purchasers upon receipt of payment therefor and satisfaction of the other conditions for delivery thereof in accordance with the terms of the placement provided in the Placement Agent Agreement.

Section 10. Official Statement and Continuing Disclosure.

(A) (1) The preparation, distribution and use of the Preliminary Official Statement relating to the Publicly Sold Bonds in substantially the form presented to this Board before the meeting at which this Resolution was adopted is in all respects hereby ratified, approved and confirmed, and the Chairman, any other member of this Board and the Authorized Representatives are hereby authorized to deem the same “final” for purposes of applicable securities laws when finalized.

(2) The Underwriter is authorized to prepare or cause to be prepared, and the Authorized Representatives are authorized and directed to approve, on behalf of this Board, and the Chairman or any other member of this Board is authorized to execute, a final Official Statement in substantially the form of the Preliminary Official Statement, modified to reflect matters related to the sale of the Publicly Sold Bonds, for distribution and use in connection with the offering and sale of the Publicly Sold Bonds. The execution of such final Official Statement by the Chairman or such other member of this Board shall be deemed to evidence conclusively the approval of the status, form and contents thereof by this Board.

(B) Subject to annual appropriation to cover the costs of preparing and mailing as necessary therefor, the District will comply with and carry out all of the provisions of the Continuing Disclosure Undertaking, to be dated the date of issuance of the Publicly Sold Bonds (the “Continuing Disclosure Undertaking”). The Chairman or any other member of this Board is hereby authorized, for and on behalf of the Board, to execute and deliver the Continuing Disclosure Undertaking in substantially the form submitted to this Board at the meeting at which this Resolution was adopted, with such additions, deletions and modifications as shall be approved by the Chairman or any other member of this Board, and such execution and delivery shall constitute evidence of the approval of such officer of any departures from the form submitted to this Board at the time of adoption of this Resolution. Notwithstanding any other provision of this Resolution, failure of the District (if obligated pursuant to the Continuing Disclosure Undertaking) to comply with the Continuing Disclosure Undertaking shall not be considered an event of default; however, any Beneficial Owner (as defined herein) may take such actions as may be necessary and appropriate, including seeking specific performance by court order, to cause the District to comply with its obligations under this Section. For purposes of this Section, “Beneficial Owner” means any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Publicly Sold Bonds (including persons holding Publicly Sold Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Publicly Sold Bonds for federal income tax purposes.

Section 11. Bond Registrar and Paying Agent.

(A) The Authorized Representatives are hereby authorized to appoint the initial bond registrar and paying agent with respect to the Publicly Sold Bonds and, if necessary, with respect to the Privately Placed Bonds (the “Bond Registrar and Paying Agent”), and County Treasurer of the County (the “County Treasurer”) is hereby requested to enter into an agreement therewith covering such services in a standard form, with such additions, deletions and modifications as shall be approved by the County Treasurer, and such execution and delivery shall

constitute conclusive evidence of the approval of such officer of any departures from such form. The Bond Registrar and Paying Agent shall maintain the registration books of the District for the registration of ownership of each Bond.

(B) The Privately Placed Bonds may be transferred in whole to a registered owner without the necessity of obtaining the consent of District; provided, that such transferee represents to the District that (i) it has sufficient knowledge and experience in financial and business matters to be able to evaluate the risks and merits of the investment in the Privately Placed Bonds, (ii) it understands that neither this Resolution nor the Privately Placed Bonds will be registered pursuant to the Securities Act of 1933, as amended, (iii) it is either an “accredited investor” within the meaning of Regulation D promulgated pursuant to the Securities Act of 1933, as amended, or a qualified institutional buyer within the meaning of Rule 144A promulgated under the Securities Act of 1933, as amended, and (iv) its present intention is to acquire such interest (A) for investment for its own account, or (B) for resale in a transaction exempt from registration under the Securities Act of 1933, as amended; *provided, however*, that there shall only be one registered owner at any time of each Privately Placed Bond issued pursuant hereto.

(C) A Bond may be transferred on the registration books upon delivery and surrender of the Bond to the Bond Registrar and Paying Agent at its designated corporate trust office, accompanied by a written instrument of transfer in form and with guaranty of signature satisfactory to the Bond Registrar and Paying Agent, duly executed by the registered owner of the Bond to be transferred or his or her attorney-in-fact or legal representative, containing written instructions as to the details of the transfer of the Bond. No transfer of any Bond shall be effective until entered on the registration books.

(D) In the event of the transfer of a Bond, the Bond Registrar and Paying Agent shall enter the transfer of ownership in the registration books and shall authenticate and deliver in the name of the transferee or transferees a new fully registered Bond or Bonds of the same series and maturity and of authorized denominations (except that no Bond shall be issued which relates to more than a single principal maturity) for the aggregate principal amount which the registered owner is entitled to receive at the earliest practicable time in accordance with the provisions of this Resolution.

(E) All costs and expenses of initial registration and payment of the Bonds shall be borne by the District, but the District and the Bond Registrar and Paying Agent shall charge the registered owner of such Bond for every subsequent transfer of a Bond an amount sufficient to reimburse them for any transfer fee, tax or other governmental charge required to be paid with respect to such transfer and may require that such transfer fee, tax or other charge be paid before any such Bond shall be delivered.

(F) The District and the Bond Registrar and Paying Agent shall not be required to issue or transfer any Bond during a period beginning with the opening of business on any regular record date and ending with the close of business on the corresponding interest payment date.

(G) The Publicly Sold Bonds shall be subject to a Book-Entry System (as defined herein) of ownership and transfer, except as provided in subsection (3) of this subsection. The general provisions for effecting the Book-Entry System are as follows:

(1) The District hereby designates The Depository Trust Company, as the initial Depository (as defined herein) hereunder.

(2) Notwithstanding the provisions of this Section or of the Publicly Sold Bonds to the contrary and so long as the Publicly Sold Bonds are subject to a Book-Entry System, the Publicly Sold Bonds shall initially be evidenced by one typewritten certificate for each maturity date in an amount equal to the aggregate principal amount thereof. The Publicly Sold Bonds so initially delivered shall be registered in the name of "Cede & Co." as nominee for The Depository Trust Company. The Publicly Sold Bonds may not thereafter be transferred or exchanged on the registration books of the District maintained by the Bond Registrar and Paying Agent except:

(a) to any successor Depository designated pursuant to subsection (3) of this subsection;

(b) to any successor nominee designated by a Depository; or

(c) if the District shall elect to discontinue the Book-Entry System pursuant to subsection (3) of this subsection, the District shall cause the Bond Registrar and Paying Agent to authenticate and deliver replacement Publicly Sold Bonds in fully registered form in authorized denominations in the names of the Beneficial Owners or their nominees, as certified by the Depository, at the expense of the District; thereafter the other applicable provisions of this Resolution regarding registration, transfer and exchange of the Publicly Sold Bonds shall apply.

(3) The Bond Registrar and Paying Agent, pursuant to a request from the District for the removal or replacement of the Depository, and upon thirty (30) days' notice to the Depository, may remove or replace the Depository. The Bond Registrar and Paying Agent shall remove or replace the Depository at any time pursuant to the request of the District. The Depository may determine not to continue to act as Depository for the Publicly Sold Bonds upon thirty (30) days' written notice to the District and the Bond Registrar and Paying Agent. If the use of the Book-Entry System is discontinued, then after the Bond Registrar and Paying Agent has made provision for notification of the Beneficial Owners of their book entry interests in the Publicly Sold Bonds by appropriate notice to the then Depository, the District and the Bond Registrar and Paying Agent shall permit withdrawal of the Publicly Sold Bonds from the Depository and authenticate and deliver the Publicly Sold Bond certificates in fully registered form and in denominations authorized by this Section to the assignees of the Depository or its nominee. Such withdrawal, authentication and delivery shall be at the cost and expense (including costs of printing or otherwise preparing, and delivering, such replacement Publicly Sold Bond certificates) of the District.

(4) So long as the Book-Entry System is used for the Publicly Sold Bonds, the District and the Bond Registrar and Paying Agent shall give any notice of redemption or any other notices required to be given to registered owners of Publicly Sold Bonds only to the Depository or its nominee registered as the owner thereof. Any failure of the Depository to advise any of its participants, or of any participant to notify the Beneficial Owner, of any such notice and its content or effect shall not affect the validity of the redemption of the Publicly Sold Bonds to be redeemed or of any other action premised on such notice. Neither the District nor the Bond Registrar and Paying Agent shall be responsible or liable for the failure of the Depository or any participant thereof to make any payment or give any notice to a Beneficial Owner in respect of the Publicly Sold Bonds or any error or delay relating thereto.

(5) Notwithstanding any other provision of this Section or Section 3(B) hereof or of the Publicly Sold Bonds to the contrary, so long as the Publicly Sold Bonds are subject to a Book-Entry System, it shall not be necessary for the registered owner to present the applicable Publicly Sold Bond for payment of mandatory redemption installments, if any. The mandatory redemption installments may be noted on books kept by the Bond Registrar and Paying Agent and the Depository for such purpose, and the Publicly Sold Bonds shall be tendered to the Bond Registrar and Paying Agent at their maturity.

(6) For purposes of this Section, "Beneficial Owners" shall mean actual purchasers of the Publicly Sold Bonds whose ownership interest is evidenced only in the Book-Entry System maintained by the Depository, "Book-Entry System" shall mean a system for clearing and settlement of securities transactions among participants of a Depository (and other parties having custodial relationships with such participants) through electronic or manual book-entry changes in accounts of such participants maintained by the Depository hereunder for recording ownership of the Publicly Sold Bonds by Beneficial Owners and transfers of ownership interests in the Publicly Sold Bonds, and "Depository" shall mean The Depository Trust Company, New York, New York or any successor depository designated pursuant to this Section.

Section 12. General Federal Tax Law Covenants.

(A) The District shall execute and deliver on the date of original issuance of the Bonds a Certificate Relating To Federal Tax Matters (the "Tax Certificate") and comply with the provisions thereof and of this Section 12 only with respect to those of the Bonds that are sold such that the interest with respect thereto is excluded from gross income for federal income tax purposes. As will be provided in further detail in the Tax Certificate, the District will not make or direct the making of any investment or other use of the proceeds of any Bonds which would cause such Bonds to be "arbitrage bonds" as that term is defined in Section 148 (or any successor provision thereto) of the Code or "private activity bonds" as that term is defined in Section 141 (or any successor provision thereto) of the Code, and that the District will comply with the requirements of such Code sections and related regulations throughout the term of the Bonds. (Particularly, the District shall be the owner of the facilities financed with the proceeds of the sale of the Bonds (the "Facilities") for federal income tax purposes. Except as otherwise advised in a

Bond Counsel's Opinion (as defined herein), the District shall not enter into (i) any management or service contract with any entity other than a governmental entity for the operation of any portion of the Facilities unless the management or service contract complies with the requirements of such authority as may control at the time or (ii) any lease or other arrangement with any entity other than a governmental entity that gives such entity special legal entitlements with respect to any portion of the Facilities.) Also, the payment of principal of and interest on the Bonds shall not be guaranteed (in whole or in part) by the United States or any agency or instrumentality of the United States. The proceeds of the Bonds, or amounts treated as proceeds of the Bonds, shall not be invested (directly or indirectly) in federally insured deposits or accounts, except to the extent such proceeds (i) may be so invested for an initial temporary period until needed for the purpose for which the Bonds are being issued, (ii) may be so used in making investments of a bona fide debt service fund or (iii) may be invested in obligations issued by the United States Treasury. The District shall comply with the procedures and covenants contained in any arbitrage rebate provision or separate agreement executed in connection with the issuance of the Bonds (initially those in Section 13 hereof) for so long as compliance is necessary in order to maintain the exclusion from gross income for federal income tax purposes of interest on the Bonds. In consideration of the purchase and acceptance of the Bonds by such holders from time to time and of retaining such exclusion and as authorized by Title 35, Chapter 3, Article 7, Arizona Revised Statutes, as amended, the District shall, and the appropriate officials of the District are hereby directed to, take all action required or to refrain from taking any action prohibited by the Code which would adversely affect in any respect such exclusion.

(B) (1) The District shall take all necessary and desirable steps, as determined by the District, to comply with the requirements hereunder in order to ensure that interest on the Bonds is excluded from gross income for federal income tax purposes under the Code; provided, however, compliance with any such requirement shall not be required in the event the District receives a Bond Counsel's Opinion that either (i) compliance with such requirement is not required to maintain the exclusion from gross income of interest on the Bonds, or (ii) compliance with some other requirement will meet the requirements of the Code. In the event the District receives such a Bond Counsel's Opinion, this Resolution shall be amended to conform to the requirements set forth in such opinion.

(2) If for any reason any requirement hereunder is not complied with, the District shall take all necessary and desirable steps, as determined by the District, to correct such noncompliance within a reasonable period of time after such noncompliance is discovered or should have been discovered with the exercise of reasonable diligence and the District shall pay any required interest or penalty under Regulations Section 1.148-3(h) relating to the Code.

(C) Written procedures for post-issuance compliance with the requirements of the Code that are applicable to the Bonds have been adopted and shall be complied with.

(D) If the Authorized Representatives determine on behalf of the District that the Bonds can be designated as described in this Section, then this Board hereby designates the Bonds as "qualified tax-exempt obligations" within the meaning of and pursuant to the

provisions of Section 265(b) of the Code and represents and warrants that the reasonably anticipated amount of “qualified tax-exempt obligations” (other than private activity bonds within the meaning of the Code) which will be issued by the District during the 2026 calendar year will not exceed \$10,000,000.

Section 13. Arbitrage Rebate Procedures. The District shall comply with the provisions of this Section 13 only with respect to those of the Bonds that are sold such that the interest with respect thereto is excluded from gross income for federal income tax purposes. References to the Bonds in this Section 13 are to such Bonds.

(A) Terms not otherwise defined in Subsection (B) hereof shall have the meanings given to them in the Tax Certificate.

(B) The following terms shall have the following meanings:

Bond Counsel’s Opinion shall mean an opinion signed by an attorney or firm of attorneys of nationally recognized standing in the field of law relating to municipal bonds selected by the District.

Bond Year shall mean each one-year period beginning on the day after the expiration of the preceding Bond Year. The first Bond Year shall begin on the date of issuance of the Bonds and shall end on the date selected by the District, provided that the first Bond Year shall not exceed one calendar year. The last Bond Year shall end on the date of retirement of the last Bond.

Bond Yield is as indicated in the Tax Certificate. Bond Yield shall be recomputed if required by Regulations Section 1.148-4(b)(4) or -4(h)(3). Bond Yield shall mean the discount rate that produces a present value equal to the Issue Price of all unconditionally payable payments of principal, interest and fees for qualified guarantees within the meaning of Regulations Section 1.148-4(f) and amounts reasonably expected to be paid as fees for qualified guarantees in connection with the Bonds as determined under Regulations Section 1.148-4(b). The present value of all such payments shall be computed as of the date of issue of the Bonds and using semiannual compounding on the basis of a 360-day year.

Gross Proceeds shall mean:

(i) any amounts actually or constructively received by the District from the sale of the Bonds but excluding amounts used to pay accrued interest on the Bonds within one year of the date of issuance of the Bonds;

(ii) transferred proceeds of the Bonds under Regulations Section 1.148-9;

(iii) any amounts actually or constructively received from investing amounts described in (i), (ii) or this (iii); and

* (iv) replacement proceeds of the Bonds within the meaning of Regulations Section 1.148-1(c). Replacement proceeds include amounts reasonably expected to be used directly or indirectly to pay debt service on the Bonds, pledged amounts where there is reasonable assurance that such amounts will be available to pay principal or interest on the Bonds in the event the District encounters financial difficulties and other replacement proceeds within the meaning of Regulations Section 1.148-1(c)(4). Whether an amount is Gross Proceeds is determined without regard to whether the amount is held in any fund or account.

* Investment Property shall mean any security, obligation (other than a tax-exempt bond within the meaning of Code Section 148(b)(3)(A)), annuity contract or investment-type property within the meaning of Regulations Section 1.148-1(b).

Issue Price is as indicated in the Tax Certificate and shall be determined as provided in Regulations Section 1.148-1(b).

Nonpurpose Investment shall mean any Investment Property acquired with Gross Proceeds, and which is not acquired to carry out the governmental purposes of the Bonds.

Payment shall mean any payment within the meaning of Regulations Section 1.148-3(d)(1) with respect to a Nonpurpose Investment.

Rebate Requirement shall mean at any time the excess of the future value of all Receipts over the future value of all Payments. For purposes of calculating the Rebate Requirement the Bond Yield shall be used to determine the future value of Receipts and Payments in accordance with Regulations Section 1.148-3(c). The Rebate Requirement is zero for any Nonpurpose Investment meeting the requirements of a rebate exception under Section 148(f)(4) of the Code or Regulations Section 1.148-7.

Receipt shall mean any receipt within the meaning of Regulations Section 1.148-3(d)(2) with respect to a Nonpurpose Investment.

Regulations shall mean Sections 1.148-1 through 1.148-11 and Section 1.150-1 of the regulations of the United States Department of the Treasury promulgated under the Code, including and any amendments thereto or successor regulations.

(C) Within 60 days after the end of each Bond Year, the District shall cause the Rebate Requirement to be calculated and shall pay to the United States of America:

(1) not later than 60 days after the end of the fifth Bond Year and every fifth Bond Year thereafter, an amount which, when added to the future value of all previous rebate payments with respect to the Bonds (determined as of such Computation Date), is equal to at least 90% of the sum of the Rebate Requirement (determined as of the last day of such Bond Year) plus the future value of all previous rebate payments with respect to the Bonds (determined as of the last day of such Bond Year); and

(2) not later than 60 days after the retirement of the last Bond, an amount equal to 100% of the Rebate Requirement (determined as of the date of retirement of the last Bond).

Each payment required to be made under this Section shall be filed with the Internal Revenue Service Center, Ogden, Utah 84201, on or before the date such payment is due, and shall be accompanied by IRS Form 8038-T.

(D) No Nonpurpose Investment shall be acquired for an amount in excess of its fair market value. No Nonpurpose Investment shall be sold or otherwise disposed of for an amount less than its fair market value.

(E) For purposes of Subsection (D), whether a Nonpurpose Investment has been purchased or sold or disposed of for its fair market value shall be determined as follows:

(1) The fair market value of a Nonpurpose Investment generally shall be the price at which a willing buyer would purchase the Nonpurpose Investment from a willing seller in a bona fide arm's length transaction. Fair market value shall be determined on the date on which a contract to purchase or sell the Nonpurpose Investment becomes binding.

(2) Except as provided in Subsection (F) or (G), a Nonpurpose Investment that is not of a type traded on an established securities market, within the meaning of Code Section 1273, is rebuttably presumed to be acquired or disposed of for a price that is not equal to its fair market value.

(3) If a United States Treasury obligation is acquired directly from or sold or disposed of directly to the United States Treasury, such acquisition or sale or disposition shall be treated as establishing the fair market value of the obligation.

(F) The purchase price of a certificate of deposit that has a fixed interest rate, a fixed payment schedule and a substantial penalty for early withdrawal is considered to be its fair market value if the yield on the certificate of deposit is not less than:

(1) the yield on reasonably comparable direct obligations of the United States; and

(2) the highest yield that is published or posted by the provider to be currently available from the provider on reasonably comparable certificates of deposit offered to the public.

(G) A guaranteed investment contract shall be considered acquired and disposed of for an amount equal to its fair market value if:

(1) A bona fide solicitation in writing for a specified guaranteed investment contract, including all material terms, is timely forwarded to all

potential providers. The solicitation must include a statement that the submission of a bid is a representation that the potential provider did not consult with any other potential provider about its bid, that the bid was determined without regard to any other formal or informal agreement that the potential provider has with the District or any other person (whether or not in connection with the Bonds), and that the bid is not being submitted solely as a courtesy to the District or any other person for purposes of satisfying the requirements in the Regulations that the District receive bids from at least one reasonably competitive provider and at least three providers that do not have a material financial interest in the Bonds.

(2) All potential providers have an equal opportunity to bid, with no potential provider having the opportunity to review other bids before providing a bid.

(3) At least three reasonably competitive providers (i.e. having an established industry reputation as a competitive provider of the type of investments being purchased) are solicited for bids. At least three bids must be received from providers that have no material financial interest in the Bonds (e.g., a lead underwriter within 15 days of the issue date of the Bonds or a financial advisor with respect to the investment) and at least one of such three bids must be from a reasonably competitive provider. If the District uses an agent to conduct the bidding, the agent may not bid.

(4) The highest-yielding guaranteed investment contract for which a qualifying bid is made (determined net of broker's fees) is purchased.

(5) The determination of the terms of the guaranteed investment contract takes into account as a significant factor the reasonably expected deposit and drawdown schedule for the amounts to be invested.

(6) The terms for the guaranteed investment contract are commercially reasonable (i.e. have a legitimate business purpose other than to increase the purchase price or reduce the yield of the guaranteed investment contract).

(7) The provider of the investment contract certifies the administrative costs (as defined in Regulations Section 1.148-5(e)) that it pays (or expects to pay) to third parties in connection with the guaranteed investment contract.

(8) The District retains until three years after the last outstanding Bond is retired, (i) a copy of the guaranteed investment contract, (ii) a receipt or other record of the amount actually paid for the guaranteed investment contract, including any administrative costs paid by the District and a copy of the provider's certification described in (7) above, (iii) the name of the person and entity submitting each bid, the time and date of the bid, and the bid results and (iv) the bid solicitation form and, if the terms of the guaranteed investment contract deviates

from the bid solicitation form or a submitted bid is modified, a brief statement explaining the deviation and stating the purpose of the deviation.

(H) This Board further authorizes the employment of such experts and consultants to make, as necessary, any calculations in respect of rebates to be made to the United States of America in accordance with Section 148(f) of the Code.

Section 14. Adoption of Procedures; Reservation of Rights. The Procedures are hereby adopted in substantially the form presented to this Board to establish policies and procedures related to the purposes set forth in the Recitals hereto. The right to use discretion as necessary and appropriate to make exceptions or request additional provisions with respect to the Procedures as may be determined is hereby reserved. The right to change the Procedures from time to time, without notice, is also reserved.

Section 15. Resolution a Contract; Severability; Ratification of Actions.

(A) This Resolution shall constitute a contract between the District and the registered owners of the Bonds and shall not be repealed or amended in any manner which would impair, impede or lessen the rights of the registered owners of the Bonds then outstanding.

(B) If any section, paragraph, subdivision, sentence, clause or phrase of this Resolution is for any reason held to be illegal or unenforceable, such decision will not affect the validity of the remaining portions of this Resolution. This Board hereby declares that it would have adopted this Resolution and each and every other section, paragraph, subdivision, sentence, clause or phrase hereof and authorized the issuance of the Bonds pursuant hereto irrespective of the fact that any one or more sections, paragraphs, subdivisions, sentences, clauses or phrases of this Resolution may be held illegal, invalid or unenforceable.

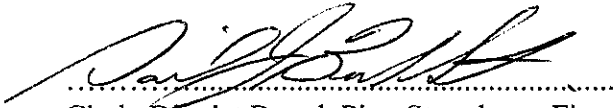
(C) All actions of the officers and agents of the District including this Board which conform to the purposes and intent of this Resolution and which further the issuance and sale of the Bonds as contemplated by this Resolution (including entering into any agreements for administrative or procedural requirements requested by the Purchasers), whether heretofore or hereafter taken, are hereby ratified, confirmed and approved. The proper officers and agents of the District and the County are hereby authorized and directed to do all such acts and things and to execute and deliver all such documents on behalf of the District and the County as may be necessary to carry out the terms and intent of this Resolution and to give effect to and consummate the transactions contemplated by this Resolution.

PASSED, ADOPTED AND APPROVED by the District Board of Pine-Strawberry Fire District of Gila County, Arizona, on March 26, 2026.



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Chairman, District Board, Pine-Strawberry Fire
District of Gila County, Arizona

ATTEST:



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Clerk, District Board, Pine-Strawberry Fire
District of Gila County, Arizona