

COUNCIL MEETING AGENDA

TUESDAY, JANUARY 27, 2015

Members may attend in person or by telephone

AMENDED

(Amended in order to add two Administrative Agenda items.)

Ed Foster, Mayor
Norm Simpson, Vice Mayor

Carol Kelley
Loretta Warner
Hal Davidson

Mark Orgeron
Gunny St. Germain

**Quartzsite Town Hall
Council Chambers
465 North Plymouth Avenue
Quartzsite, Arizona**

**Regular Meeting
7:00 p.m.**

SPEAKING TO THE COUNCIL

If you are interested in speaking to the Council during Public Hearings, Communications from Citizens, or other designated agenda items, you must fill out a speaker card (located on the table inside the front entrance to the Council Chambers) and deliver it to the Town Clerk prior to the convening of the meeting. Each individual will be limited to three (3) minutes for their remarks.

All persons attending the Council meeting, whether speaking to the Council or not, are expected to observe the Council Rules, as well as the rules of politeness, propriety, decorum and good conduct. Any person interfering with the meeting in any way, or acting rudely or loudly, will be asked to leave.

CELL PHONES AND RECORDING DEVICES

As a courtesy to others please turn off or silence all cell phones or pagers. Reporters or others with recording devices are requested to be staged at the back of the public seating area in order not to interfere with the meeting.

**Items may be discussed earlier or in a different sequence.
Headphones are available upon request for the hearing impaired.**

AGENDA ITEM	COUNCIL ACTION
CALL TO ORDER OF REGULAR MEETING	
INVOCATION AND PLEDGE OF ALLEGIANCE <i>The invocation may be offered by a person of any religion, faith, belief or non-belief. Interested persons should contact the Clerk for further information.</i>	
ROLL CALL	
ANNOUNCEMENTS	

	<p>CALL TO THE PUBLIC AND COMMUNICATIONS FROM CITIZENS - <i>At this time, members of the public may comment on matters within the jurisdiction of the Town but not on the agenda. For the official record, individuals must state their name. There is a 3 minute limit for each speaker. The Council's response is limited to responding to criticism, asking staff to review a matter commented upon, or asking that a matter be put on a future agenda.</i></p>	
	<p>CONSENT AGENDA <i>All items listed below are considered consent calendar items and may be approved by a single motion unless removed at the request of Council for further discussion/action. Other items on the agenda may be added to the consent calendar and approved under a single motion.</i></p>	
1-a.	<p>LEDGER OF ACCOUNTS PAID – Consider approval of check series 38427-38481, totaling \$ 97,651.74.</p>	<p>Discussion; possible action by MOTION; may be acted upon with single motion.</p>
1-b.	<p>MINUTES – Consider approval of the minutes of the Special Meeting of January 13, 2015 and the Regular Meeting of January 13, 2015.</p>	<p>Discussion; possible action by MOTION; may be acted upon with single motion.</p>
	<p>ADMINISTRATIVE ITEMS <i>Administrative items are for Council discussion and action. It is at the discretion of the majority of the Council regarding public input requests on any Administrative Item. Persons wishing to speak on an Administrative Item should complete a Request to Speak Form and indicate the Item they wish to address. Council may or may not accept public comment.</i></p>	
2.	<p>RESCISSION OF RESOLUTION 13-09 AND PASSAGE OF REPLACEMENT RESOLUTION – Discussion and possible action to adopt a resolution rescinding Resolution 13-09 and adopting a new resolution for the purpose of ending the litigation <i>Foster v. Town of Quartzsite, et al.</i>, to preserve the Town's opportunity to finance the design, acquisition, construction, and equipping of wastewater collections facilities and related treatment plant and other appurtenances for the Town, and to borrow an amount not to exceed \$1,507,000 to provide funds for the wastewater project.</p>	<p>Discussion; possible action by MOTION.</p>

3.	SETTLEMENT AGREEMENT – Discussion and possible action to authorize the Town Attorney and Town Manager to negotiate a settlement agreement in Foster v. Town of Quartzsite, et al.	Discussion; possible action by MOTION.
4.	TRANSIT REQUEST - Transit presentation; request to Council to rescind the Complaints and Unfair Competition Policy; and to match \$12,000 for the 5311 grant to pay for the Transit Coordinator.	Discussion; possible action by MOTION.
5.	MUAC REAPPOINTMENT - Consider and possibly approve the reappointment of Darrell Crooks, a regular member of the Municipal Utility Administrative Committee, whose term expires in January 2015. The position’s new term would expire January 2018.	Discussion; possible action by MOTION.
6.	ENGINEERING SERVICES PAYMENTS TO ATKINS - Discussion and possible action to approve check numbers 38388 and 38418 after review of detailed explanation of the invoices.	Discussion; possible action by MOTION.
7.	LA PAZ COUNTY ECONOMIC DEVELOPMENT CORP. Discussion and possible action on an agreement between the Town of Quartzsite and the La Paz Economic Development Corporation for Regional Economic Development Program Services.	Discussion; possible action by MOTION.
	COMMUNICATIONS	
8.	Reports from the MAYOR on current events.	
9.	Reports from the COUNCIL on current events.	
10.	Reports from the TOWN MANAGER to the Council.	
	ADJOURN	MOTION to adjourn.

Certification of Posting

The undersigned hereby certifies that a copy of the attached notice was duly posted at the following locations:
Quartzsite Town Hall, 465 N. Plymouth Ave, Quartzsite, AZ, U.S. Post Office, 80 W. Main Street, Quartzsite, AZ and The
Senior Center, 40 Moon Mountain Ave, Quartzsite, AZ, on the _____ day of _____, 2015,
at _____ a.m./p.m. in accordance with the statement filed by the Town of Quartzsite with the Town Clerk, Town of
Quartzsite.

By: _____, Town Clerk's Office.

RESOLUTION NO. 15-01

A RESOLUTION OF THE MAYOR AND COUNCIL OF THE TOWN OF QUARTZSITE, ARIZONA, RESCINDING RESOLUTION NO. 13-09, AND APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND LEASE AND A TOWN LEASE, APPROVING THE EXECUTION AND DELIVERY BY TOWN OF QUARTZSITE MUNICIPAL PROPERTY CORPORATION OF SUCH GROUND LEASE AND TOWN LEASE AND APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE GOVERNMENT DOCUMENTS (AS SUCH TERM IS DEFINED HEREIN), THE NEGOTIATION OF A NOTE TO THE UNITED STATES GOVERNMENT, ACTING THROUGH RURAL UTILITIES SERVICE, UNITED STATES DEPARTMENT OF AGRICULTURE, PROVIDING FOR THE TRANSFER OF CERTAIN MONEYS FOR THE PAYMENT THEREOF AND MAKING CERTAIN COVENANTS AND AGREEMENTS WITH RESPECT THERETO; AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY SUCH GROUND LEASE, TOWN LEASE AND GOVERNMENT DOCUMENTS AND THIS RESOLUTION

WHEREAS, the Mayor and Council of the Town of Quartzsite, Arizona (the "Town"), determine it will be beneficial to the citizens of the Town to end the litigation *Foster v. Quartzsite, et al.*, CV 2013-00115, for the purpose of preserving the opportunity to finance the design, acquisition, construction, and equipping of wastewater collections facilities and related treatment plant and other appurtenances for the Town (collectively, the "Project");

WHEREAS, the Mayor and Council of the Town further determine that it will be beneficial to the citizens of the Town and in furtherance of the purposes of the Town and the public interest to borrow not to exceed \$1,507,000 to be borrowed to provide funds for the Project;

WHEREAS, the Town of Quartzsite Municipal Property Corporation, a nonprofit corporation incorporated and existing pursuant to the laws of the State of Arizona (the "Corporation"), was formed to transact any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, including, without limiting the generality of the foregoing, any civic or charitable purpose such as financing the cost of acquiring, constructing and equipping of certain facilities for use by and leasing to the Town;

WHEREAS, the financing of certain costs of the Project will be provided through negotiation of the hereinafter described Note;

WHEREAS, the Board of Directors of the Corporation has determined to assist the Town in funding such portion of the cost of the Project;

WHEREAS, the United States of America acting through Rural Utilities Service, United States Department of Agriculture (the "Government"), has agreed, if all of its requirements are satisfied, to loan to the Corporation such portion of the funds for the cost of the Project, such loan to take the form of a promissory note (the "Note");

WHEREAS, in connection with the negotiation of the Note, the Corporation and the Town shall enter into (i) a Wastewater Facilities Site Master Ground Lease, to be dated the date delivered (the "Ground Lease"), pursuant to which the Town will lease the real property described therein (the "Real Property") to the Corporation, and (ii) a Series 2013 Town Lease, to be dated the date delivered (the "Town Lease"), pursuant to which (A) the Corporation shall lease the Real Property and the improvements which are part of the Project (the "Improvements") to the Town, and (B) the Town shall: (I) lease from the Corporation the Real Property and the Improvements and (II) as agent for the Corporation, shall agree to provide for the Project;

WHEREAS, the Corporation has not made and does not intend to make any profit by reason of any business or venture in which it may engage or by reason of the assistance it renders the Town in financing the Project, and no part of the net earnings of the Corporation, if any, shall ever inure to the benefit of any person, firm or corporation except the Town;

WHEREAS, the Note shall be issued pursuant to a Loan Resolution Security Agreement, to be dated the date delivered, by and between the Corporation and the Government and secured by a Real Estate Deed of Trust for Arizona with Assignment of Rents, to be dated the date delivered (the "Deed of Trust"), from the Corporation and a Security Agreement (Chattel and Crops), to be dated the date delivered (the "Security Agreement"), from the Corporation;

WHEREAS, the Note shall be repaid before or on forty (40) years from the date of the execution and delivery thereof, shall bear interest at rates not to exceed six percent (6%) per annum and shall be secured by a pledge of the Source of Repayment (as that term is defined in the Loan Agreement (#910155-13), dated July 12, 2013, by and between the Town and the Water Infrastructure Finance Authority of Arizona); and

WHEREAS, there have been placed on file with the Clerk of the Town and presented to the meeting at which this Resolution was adopted (1) the proposed form of the Ground Lease, (2) the proposed form of the Town Lease and (3) the proposed form of the Note and the agreements required by the Government in connection with the negotiation of the Note, being the Deed of Trust and the Security Agreement as well as the "Water and Waste System Grant Agreement", the "Assurance Agreement" and the "Equal Opportunity Agreement" (collectively, with the Note, the Deed of Trust and the Security Agreement, the "Government Documents");

NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND COUNCIL OF THE TOWN OF QUARTZSITE, ARIZONA, THAT:

Section 1. Resolution No. 13-09 adopted by the Council of the Town on December 17, 2013 ("Resolution No. 13-09") is hereby rescinded in all respects.

Section 2. The forms, terms and provisions of the Ground Lease and the Town Lease, in the forms of such documents (including the exhibits thereto) presented at the meeting at which this Resolution was adopted, are hereby approved, with such insertions, omissions and changes, not inconsistent with the Town's application to the Authority or the requirements of the federal government or the Authority, as limited by the Recitals hereto, as shall be approved by the Mayor or, in the absence thereof, Vice Mayor of the Town, the execution of such documents being conclusive evidence of such approval, and the Mayor or, in the absence thereof, Vice Mayor of the Town and Clerk of the Town are hereby authorized and directed, for and on behalf of the Town, to execute and attest and deliver, respectively, the Ground Lease and the Town Lease.

Section 3. The forms, terms and provisions of the Government Documents in the forms of such documents (including exhibits thereto) presented at the meeting at which this Resolution was adopted, are hereby approved, with such insertions, omissions and changes as shall be approved by the President or, in the absence thereof, the Vice President of the Corporation, the execution of such documents being conclusive evidence of such approval.

Section 4. The Board of Directors and officers of the Corporation are hereby requested to take any and all action necessary in connection with the negotiation of the Note (which are hereby approved) pursuant to the terms and requirements of the Government Documents. The application of the proceeds thereof to the costs of the Project is also hereby approved.

Section 5. The obligation of the Town to repay the Note as well as to make the other payments provided for in the Town Lease is limited to payment from the pledge of the Source of Repayment, and the obligations of the Town under the Town Lease shall not constitute nor give rise to a general obligation of the Town or any claim against its ad valorem taxing powers, or constitute an indebtedness within the meaning of any statutory or constitutional debt limitation applicable to the Town.

Section 6. The appropriate officials and officers of the Town are hereby authorized and directed to take all action necessary or reasonably required by the parties to the Town Lease, to carry out, give effect to and to consummate the transactions contemplated by the Town Lease and by this Resolution, including, without limitation, the execution and delivery of any closing and other documents reasonably required to be delivered in connection therewith and shall do all things necessary to assist the Corporation in the negotiation of the Note.

Section 7. This Resolution shall be and remain irrevocable until the Note and the interest thereon shall have been fully paid, cancelled and discharged.

Section 8. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 9. All resolutions (including, particularly, but not by limitation, Resolution No. 13-09) or parts thereof, inconsistent herewith, are hereby waived to the extent

only of such inconsistency. This waiver shall not be construed as reviving any order or resolution or any part thereof.

PASSED, ADOPTED AND APPROVED by the Mayor and Council of the Town of Quartzsite, Arizona, on January _____, 2015.

Ed Foster, Mayor

ATTEST:

Tina Abriani, Clerk