



**Cochise County
Attorney's Office
Civil Division**

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BRIAN M. McINTYRE
Cochise County Attorney

January 8, 2020

North American Development Bank
ATTN: Lisa Roberts
203 South St. Mary's Street, Ste. 300
San Antonio, TX 78205

Re: WATER SUPPLY AND DISTRIBUTION SYSTEM IMPROVEMENTS WHETSTONE, ARIZONA
CAP Grant Agreement No. AZ8450 (*the "Agreement"*) *Legal Opinion*

Dear Ms. Roberts:

Pursuant to A.R.S. 11-532 and 11- 952, our office represents Whetstone Water Improvement District, Arizona for purposes of reviewing and issuing an opinion on the above-referenced Grant Agreement. I am of the opinion that:

- (a) Whetstone Water Improvement District, Arizona is a special taxing district organized under the laws of the State of Arizona, A.R.S. 48-901 et. seq., and is governed by state and federal law and its own ordinances and resolutions.
- (b) Whetstone Water Improvement District, Arizona, has the full legal authority to execute the Agreement and comply with its obligations thereunder.
- (c) Steve Phelps, as Chair of the Board of Whetstone Water Improvement District, has sufficient authority to act on its behalf.
- (d) The Agreement is legal, valid, and binding on the Whetstone Water Improvement District, Arizona, and is enforceable against the Whetstone Water Improvement District, Arizona.
- (e) The unenforceability of any provision of the Agreement shall not impair the

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enforceability of the remaining provisions of the Agreement and will not render invalid the Agreement as a whole.

I conclude that the Agreement, duly executed by both parties in November, 2018, is in full force and effect and is valid and binding on the Whetstone Water Improvement District, Arizona.

Sincerely,

Britt W. Hanson
Chief Civil Deputy County Attorney
Cochise County Attorney's Office

BWH:ss

CC: Steve Phelps, Chair, Whetstone Water Improvement District