

EXHIBIT A

**\$9,500,000 (original amount)
CERTIFICATES OF PARTICIPATION, SERIES 2002
Evidencing a proportionate interest of the
Owners thereof in a Lease Agreement between**

**COCHISE COUNTY, ARIZONA,
PHS MORTGAGE INC.
and
BANK ONE, ARIZONA, NA, as Trustee**

Dated: December 1, 1996 and amended as of October 1, 2002

**NOTICE OF TENDER OF MONEYS AND IRREVOCABLE
INSTRUCTIONS TO REDEEM ALL OUTSTANDING
CERTIFICATES OF PARTICIPATION, SERIES 2002,
MATURING ON OR AFTER AUGUST 1, 2014
IN ADVANCE OF MATURITY AND RECEIPT**

TO: THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

Cochise County (the "*County*") hereby delivers to you the sum of \$_____ to be used solely and only to redeem all outstanding Cochise County Certificates of Participation, Series 2002 (the "*Certificates*"), evidencing a proportionate interest of the Owners thereof in a Lease Agreement dated as of December 1, 1996, and amended as of October 1, 2002, and as of March 1, 2003 (the "*Lease Agreement*") between the County and PHS Mortgage, Inc. originally assigned to Bank One, Arizona, NA (the "*Initial Trustee*"). A Trust Agreement originally dated as of December 1, 1996 and supplemented by the First Supplement to Trust Agreement, dated as of October 1, 2002, securing the Certificates (the "*Trust Agreement*") and the Lease Agreement have been assigned to The Bank of New York Mellon Trust Company, N.A. (the "*Successor Trustee*"), by the Initial Trustee. The amount delivered is a prepayment of all unpaid Lease Payments under the Lease Agreement (including, without limitation, payment of all principal and interest coming due on August 1, 2014, and on respective maturities of the remaining Certificates that are to be called for redemption on August 1, 2014). The Trust Agreement was supplemented as of October 1, 2002 to provide the issuance of, and security for, the Certificates. The amount tendered shall be immediately deposited to the Lease-Purchase Fund created pursuant to the Trust Agreement, Section 15.01(b) and invested in "*Permitted Investments*" as defined in the Trust Agreement.

You are instructed to invest the amount so delivered in Permitted Investments (as defined in the Trust Agreement). All such investments shall mature no later than August 1, 2014. All investment income on the amount delivered shall remain in the Lease-Purchase Fund until applied to pay the Certificates in the manner set forth above.

Further, you are irrevocably instructed to redeem and pay in advance of maturity on August 1, 2014 all Certificates maturing after August 1, 2014. You are further instructed to also use any and all moneys and liquidate all investments in the Reserve Fund or any other fund created under the Trust Agreement for such purpose. The amount delivered includes an amount that when aggregated with the moneys and investments in the Reserve Fund is sufficient to pay all principal and interest coming due on August 1, 2014 on the above-captioned Certificates and the principal amount of the Certificates maturing after August 1, 2014. Any amounts remaining in any account created under the Trust Agreement after full payment and redemption of all Certificates shall be paid to the County.

You are further irrevocably instructed to give notice of the deposit and or redemption of all Certificates maturing after August 1, 2014, by first class mail (or, if the registered owner is The Depository Trust Company ("*DTC*"), by electronic means as provided under *DTC*'s rules) to the registered Owners of the Certificates to be redeemed in advance of their respective payment dates as required by Section 15.01 of the Trust Agreement. A draft of the Notice of Redemption is attached hereto.

This notice is given pursuant to an official action of the Board of Supervisors of Cochise County taken on _____, 2014.

Chairman, Board of Supervisors of
Cochise County, Arizona

ATTEST:

Clerk, Board of Supervisors of
Cochise County, Arizona

RECEIPT

Receipt of \$_____ and the foregoing Irrevocable Instructions to redeem the Certificates (as described in such instructions) maturing on or after August 1, 2014, is hereby acknowledged this _____ day of _____, 2014.

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.** Successor Trustee

By: _____
Title: _____