

**INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF SIERRA VISTA
SPECIAL MEETING MINUTES**

June 13, 2023

6:00 pm

1700 S. Highway 92, Suite E100, Sierra Vista, Arizona

Join Zoom Meeting

<https://us06web.zoom.us/j/7722302818?pwd=bEE3UFZaTVZickxKQ0JoUDI5QWZmQT09>

Meeting ID: 772 230 2818

Passcode: 3fGrwh

1. Call to Order

Demetry Simonton, President, called the Special Meeting to order at 6:01pm.

Roll Call –

Present were Demetry Simonton-President, Johanna Scott-Secretary, Brandy Kea-Robinson-Treasurer, Stephen Peterson-Member

Frank Moro-Consultant, Michael Slania-Counsel, Monika Calamita-IceMiller, Brian Holmes-Charter Management Company, Stacey Loucks-FWPC

Not present were Larry Goodhue-Vice President, Adrienne Weiss-Member

A quorum of current Board Members was established.

2. Approval of Agenda

Johanna Scott motioned to approve the agenda as written, Stephen Peterson seconded, the motion carried 4-0

3. Approval of Minutes from Special Meeting on May 26, 2023

Johanna Scott motioned to approve the minutes as written from the May 26, 2023 special meeting, Stephen Peterson seconded, the motion carried 4-0

4. New Business

- A. Consideration of approval of a resolution of the Board of Directors of the Industrial Development Authority of the City of Sierra Vista authorizing the issuance, offer, sale and delivery of one or more series of its tax-exempt and/or taxable Education Facility Revenue Bonds (American Leadership Academy Project), Series 2023, in an aggregate principal amount not to exceed \$180,000,000 (the "Series 2023 Bonds"); authorizing the execution and delivery of an indenture of trust, a loan agreement, a bond purchase agreement, and delivery of a preliminary offering document and a final offering document; approving the terms of those documents and any related documents to be executed and delivered by the Industrial Development Authority of the City of Sierra Vista; ratifying certain actions heretofore taken in connection with the Series 2023 Bonds; and authorizing other actions necessary in connection with the issuance of the Series 2023 Bonds.

Michael Slania, bond counsel, explained these are publicly offered charter school series of bonds for financing of 2 schools, one that is already leased that they would like to acquire, and for use of additional facilities and equipment at their other schools. The exact amount required has not yet been determined. This is a 'stand-alone', having its own indenture and its own loan agreement. American Leadership Academy already has in excess of \$200 million in bonds through the Pima IDA for its other schools. These new bonds would be on parody with the custody agreement with UMV Bank, and Deeds of Trust will be amended to reflect this on parody with an inter-creditor agreement. American Leadership Academy will use all of their real estate to secure all the bonds. Brandy Kea Robinson inquired about the schools' income being adequate for coverage of the additional indebtedness. Upon reviewing the financial information provided, it was determined that the debt coverage ratio and projected income far exceeds what would be necessary to cover the

debt. Additionally, Michael Slania clarified that the borrower has not yet determined if it will pay the Industrial Development Authority of the City of Sierra Vista an annual fee for the life of the bonds or an up-front fee payable at the time of issuance. With no more questions or comments, Johanna Scott motioned to approve the resolution authorizing the issuance of its Education Facility Revenue Bonds (American Leadership Academy Project), Series 2023, in an aggregate principal amount not to exceed \$180,000,000 (the "Series 2023 Bonds"), Brandy Kea Robinson seconded, the motion carried 4-0.

5. Old Business

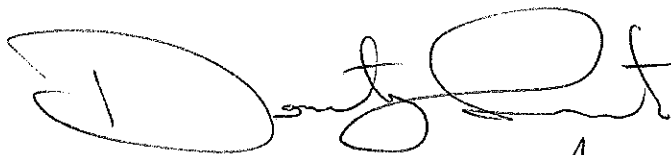
- A. City Council approval on June 8, 2023, of the Industrial Development Authority of the City of Sierra Vista resolution authorizing the issuance of its revenue refunding obligations (San Tan Montessori School Project), Series 2023, in an amount not to exceed \$18,000,000 (the "Series 2023 Obligations").

Demetry Simonton and Michael Slania shared that they attended the City Council Work Session and the City Council meeting, and the City Council had no issues and approval was granted.

6. Call to Public
None

7. Time and date of next meeting
To be determined at a later date

8. Adjournment
Demetry Simonton, President, adjourned the meeting at 6:21pm.



Aug, 7, 23