

RESOLUTION 2024- 022

A RESOLUTION OF THE MAYOR AND CITY COUNCIL OF THE CITY OF SIERRA VISTA, COCHISE COUNTY, ARIZONA APPROVING THE PROCEEDINGS OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF SIERRA VISTA REGARDING THE ISSUANCE OF ITS EDUCATION FACILITY REVENUE BONDS (EDKEY CHARTER SCHOOLS PROJECT), SERIES 2024 IN AN AMOUNT NOT TO EXCEED \$75,000,000; AUTHORIZING AND DIRECTING THE CITY MANAGER, CITY CLERK, CITY ATTORNEY AND/OR THEIR DULY AUTHORIZED OFFICERS AND AGENTS TO TAKE ALL STEPS NECESSARY TO CARRY OUT THE PURPOSES AND INTENT OF THIS RESOLUTION; AND DECLARING AN EMERGENCY

WHEREAS, The Industrial Development Authority of the City of Sierra Vista (the “*Authority*”) pursuant to the Industrial Development Financing Act, Title 35, Chapter 5, Arizona Revised Statutes, as amended (the “*Act*”), is authorized to issue and sell its Education Facility Revenue Bonds (Edkey Charter Schools Project), Series 2024 in one or more series or subseries (the “*Series 2024 Bonds*”), the proceeds of which are to be loaned to Edkey, Inc. and/or one or more existing and/or to-be-created Arizona limited liability companies, the sole member of each being or to be Edkey, Inc. (collectively, the “*Borrower*”), a duly organized and validly existing Arizona non-profit corporation as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, operating exclusively for charitable and educational purposes as a charter school under the Charter School Act, Arizona Revised Statutes Title 15, Chapter 1, Article 8, as amended, for the purposes of (i) financing or refinancing the costs of acquisition, construction, improvement, renovation, operation and equipping of the charter school facilities (each as defined in the Indenture defined below) as follows: (a) the AHA Camp Verde Facilities located at 132 W. General Crook Trail in Camp Verde, Arizona, (b) the Pathfinder Facilities located at 2906 N. Boulder Canyon in Mesa, Arizona, (c) the Sequoia Pathfinder Facilities located at 4816 S. Eastmark Parkway in Mesa, Arizona, (d) the Sequoia Buckeye Facilities located at 20370 W. Roosevelt Street in Buckeye, Arizona, (e) the Sequoia Pathway Facilities located at 19265 North Porter Road in Maricopa, Arizona, and (f) the Kelly Facilities located at 965 Full House Lane in Show Low, Arizona, and additional improvements or equipment at the other facilities owned or operated by the Borrower or its affiliates; (ii) funding working capital; (iii) funding of any required reserves; (iv) paying capitalized interest, if any, on the Series 2024 Bonds; and (v) paying certain issuance expenses.

WHEREAS, on April 3, 2024, the Authority resolved to issue the Series 2024 Bonds in one or more series or subseries and in an aggregate amount not to exceed \$75,000,000 (the “*Authority’s Resolution*”), such issuance being conditioned upon, among other things, the granting of approval to the issuance of the Series 2024 Bonds by the Mayor and City Council of the City of Sierra Vista; and

WHEREAS, the Authority's Resolution has been made available to the Mayor and City Council of the City of Sierra Vista, and the Authority's Resolution has been duly considered this date; and

WHEREAS, the Authority's Resolution authorizes, among other things, the issuance of the Series 2024 Bonds and the execution and delivery of (a) the Indenture of Trust (the "*Indenture*") between the Authority and UMB Bank, N.A., (b) one or more of the Loan Agreements (collectively, the "*Loan Agreement*") between the Authority and one or more of the Borrower entities, (c) the Bond Purchase Agreement (the "*Bond Purchase Agreement*"), among the Authority, the Borrower and Stifel, Nicolaus & Company, Incorporated, as underwriter and (d) such other documents as may be required for the issuance of the Series 2024 Bonds; and

WHEREAS, the terms, maturities, provisions for redemption, security and sources of payment for the Series 2024 Bonds are set forth in the Indenture, the Loan Agreement and the form of the Series 2024 Bonds themselves; and

WHEREAS, copies of said documents have been made available to the Mayor and City Council of the City of Sierra Vista, together with the Authority's Resolution; and

WHEREAS, the Mayor and City Council of the City of Sierra Vista have been informed that said documents have been reviewed by competent Bond Counsel, Kutak Rock LLP, and said Bond Counsel has determined that said documents adequately meet the requirements of the Act and the Internal Revenue Code of 1986, as amended (the "*Code*"); and

WHEREAS, in accordance with Section 35-721.B of the Act, the proceedings of the Authority under which the Series 2024 Bonds are to be issued, require the approval of the Mayor and City Council of the City of Sierra Vista of the issuance of the Series 2024 Bonds; and

WHEREAS, the Mayor and City Council of the City of Sierra Vista has had presented to it information regarding the Series 2024 Bonds and is further informed and advised with regard to the Series 2024 Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF SIERRA VISTA, COCHISE COUNTY, ARIZONA, as follows:

Section 1. The policy of the City Council to support the Authority and its economic development mission in coordination with the City, and to approve the issuance of bonds of the Authority that are in the public interest in accordance with Arizona law is hereby restated and readopted.

Section 2. Pursuant to Section 35-721.B of the Act, the Mayor and City Council of the City of Sierra Vista, as the governing body of the Authority, hereby approves

the Series 2024 Bonds and the proceedings under which the Series 2024 Bonds are to be issued by the Authority, including specifically the Authority's Resolution, the Indenture, the Loan Agreement, the Bond Purchase Agreement, and all other related or appropriate documents;

Section 3. This Resolution shall be in full force and effect from and after its passage as provided by law, and any provisions of any previous resolutions in conflict with the provisions herein are hereby superseded;

Section 4. The City Manager, the City Clerk, and the City Attorney or any appropriate officers of the Mayor and City Council of the City of Sierra Vista are hereby authorized and directed to do all such things and to execute and deliver all such documents on behalf of the City of Sierra Vista as may be necessary or desirable to effectuate the intent of this Resolution and the Authority's Resolution in connection with the issuance of the Series 2024 Bonds; and


Section 5. The immediate operation of the provisions of this resolution is necessary for the preservation of the public peace, health and safety, and therefore an emergency is hereby declared to exist. This resolution shall be in full force and effect from and after its passage, adoption and approval by the Mayor and City Council of the City of Sierra Vista, Arizona.

PASSED, ADOPTED AND APPROVED by the Mayor and City Council of the City of Sierra Vista, Arizona this 11th day of April, 2024.



Clea McCaa II, Mayor
CITY OF SIERRA VISTA, ARIZONA

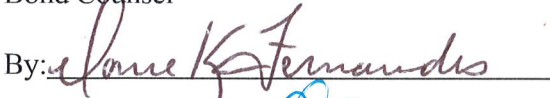
ATTEST:




Jill Adams, City Clerk
CITY OF SIERRA VISTA, ARIZONA

APPROVED AS TO FORM:

KUTAK ROCK LLP,
Bond Counsel

By: 



Nathan Williams, City Attorney