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VIA PREMIER SUPPORT SERVICE

May 7, 2014

Ms. Sharon Bronson, Chair
Mr. Raymond Carroll
Mr. Richard Elias
Ms. Ally Miller
Mr. Ramón Valadez

PIMA COUNTY BOARD OF SUPERVISORS

County Administration Building
130 West Congress Street, 11th Floor
Tucson, Arizona 85701

Re: The Industrial Development Authority of the County of Pima – Notice of Intention to Issue Bonds – Education Facility Revenue Bonds (Odyssey Preparatory Academy Goodyear Project), Series 2014 – In an Amount Not to Exceed \$15,000,000

Ms. Chair and Members of the Board:

As part of its program for financing Arizona charter schools, at a regular meeting to be held on May 16, 2014, The Industrial Development Authority of the County of Pima will consider granting its approval to a resolution amending its previously approved final resolution authorizing the issuance of its Education Facility Revenue Bonds (Odyssey Preparatory Academy Goodyear Project), Series 2014, in one or more series or subseries, the proceeds of which will be loaned to The Odyssey Preparatory Academy, Inc., an Arizona nonprofit corporation (the “Borrower”), and an organization which has applied for recognition as a tax-exempt entity under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”).

The amendment is to increase principal amount of the Bonds due to increased costs for the Project, from “not to exceed \$12,000,000” to “not to exceed \$15,000,000.” The proceeds of the Bonds will still be used to (a) finance or refinance the costs of acquisition, construction, improvement, renovation, operation and equipping of charter school facilities located in Goodyear, Arizona, (b) to fund any required reserve funds, as set forth in the Indenture, (c) pay capitalized interest on the Bonds, and (d) to pay certain issuance expenses related to the Bonds (the “Project”).

As always, this issuance of Bonds is subject to the approval of the Pima County Board of Supervisors. Therefore, the Authority respectfully requests that this matter be placed on the Board of Supervisors’ Regular Meeting Agenda scheduled for May 20, 2014, for the purpose of having the Board

of Supervisors approve the Amending Resolution. Enclosed herewith is a copy of the Amending Resolution that is to be considered for approval by the Pima County Board of Supervisors at the Regular Meeting. In the opinion of Bond Counsel, no public hearing is required to be held pursuant to the Code and federal income tax regulations for the issuance of the Bonds.

The Bonds will be issued in accordance with Title 35, Chapter 5, of the Arizona Revised Statutes, as amended (the "*Act*"). The Underwriter will sell the Bonds as unrated bonds in authorized denominations of \$10,000 and \$1,000 multiples thereafter, subject to an investor letter. The Bonds will be publicly sold through an Official Statement by Lawson Financial Corporation and Herbert J. Sims & Co., Inc., the Underwriters selected by the Borrower. The Bonds are not part of any pool bond issue.

As always, the Bonds will be special limited obligations of the Authority and will be payable solely from payments made by the Borrower pursuant to the Loan Agreement and secured by one or more deeds of trust on the facilities and pledged to the Bondholders pursuant to an indenture of trust, between the Authority and Bankers Trust Company, as trustee. Neither the faith and credit, nor the taxing power of the Authority or Pima County or any other political subdivision thereof, will be pledged to the payment of the Bonds. The Authority has no taxing power.

I will be available prior to the meeting to answer any questions you may have, or to meet with you at your convenience. Thank you for your consideration of this matter.

Sincerely,

RUSSO, RUSSO & SLANIA, P.C.

/s/

Michael A. Slania
Attorney for the Authority

MAS/ala
Enclosures

c: Ms. Robin Brigode (w/enclosures)
Regina Nassen, Esq., Counsel to the Board
Mr. Charles Huckelberry, Pima County Administrator
Mr. Hank Altha, Deputy Pima County Administrator

RESOLUTION NO. 2014-_____
AMENDING RESOLUTION NO. 2013-88

A RESOLUTION OF THE BOARD OF SUPERVISORS OF PIMA COUNTY, ARIZONA AMENDING THE APPROVAL OF THE ISSUANCE OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF PIMA EDUCATION FACILITY REVENUE BONDS (ODYSSEY PREPARATORY ACADEMY GOODYEAR PROJECT), SERIES 2014 AND DECLARING AN EMERGENCY

WHEREAS, The Industrial Development Authority of the County of Pima (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 (Odyssey Preparatory Academy Goodyear Project), Series 2014 (the "*Bonds*"), the proceeds of which are to be loaned to The Odyssey Preparatory Academy, Inc. (the "*Borrower*"), an Arizona nonprofit corporation, to (a) finance or refinance the costs of acquisition, construction, improvement, renovation, operation and equipping of charter school facilities located in Goodyear, Arizona, (b) funding any required reserve funds, as set forth in the Indenture (as defined below), (c) pay capitalized interest on the Bonds, and (d) pay certain issuance expenses related to the Bonds (the "*Project*"); and

WHEREAS, on September 20, 2013, the Authority resolved to issue the Bonds for the Project and the purposes expressed in such Resolution in an amount not to exceed \$12,000,000 (the "*Original Resolution*"); and

WHEREAS, on May 16, 2014, the Authority amended its Original Resolution regarding the issuance of the Bonds to increase the amount of the Bonds to "not to exceed \$15,000,000" (the "*Amended Resolution*"), such Amended Resolution being conditioned upon, among other things, the granting of approval to the issuance of the Bonds by the Pima County Board of Supervisors; and

WHEREAS, the Amended Resolution has been made available to the Pima County Board of Supervisors, and said Amended Resolution has been duly considered on this date; and

WHEREAS, the Original Resolution, as amended by the Amended Resolution (collectively, the "*Resolution*"), authorizes, among other things, the issuance and sale of the Bonds, the execution, delivery of a Trust Indenture, a Loan Agreement, a Bond Purchase Agreement, an Official Statement, and such other documents as may be required for the issuance of the Bonds; and

WHEREAS, the terms, maturities, provisions for redemption, security and sources of payment for the Bonds are set forth in the Trust Indenture and the form of Bonds itself; and

WHEREAS, the Pima County Board of Supervisors has 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 Bonds are to be issued require the approval of this Board of Supervisors of the issuance of the Bonds; and

WHEREAS, it is intended that this Resolution shall constitute approval by the Board of Supervisors with respect to the issuance of the Bonds pursuant to Section 35-721.B of the State Act; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF PIMA COUNTY, ARIZONA, as follows:

1. The issuance by the Authority of the Bonds in one or more series in an aggregate principal amount not to exceed \$15,000,000 for the Project is approved with all proceedings pertaining thereto for all purposes under the State Act and the Code; and
2. The appropriate officers of the Board of Supervisors are hereby authorized and directed to do all such things to execute and deliver all such documents on behalf of Pima County as may be necessary or desirable to effectuate the intent of this Resolution and the Resolution of the Authority in connection with the Bonds.
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.
4. It is necessary for the preservation of the peace, health and safety of the County that this resolution becomes immediately effective, and, accordingly, an emergency is hereby declared to exist, and this resolution shall be effective immediately upon its passage and adoption.

PASSED, ADOPTED AND APPROVED by the Board of Supervisors of Pima County,
Arizona this ____ day of May, 2014.

Sharon Bronson, Chair
PIMA COUNTY BOARD OF SUPERVISORS

ATTEST:

Robin Brigode, Clerk
PIMA COUNTY BOARD OF SUPERVISORS

APPROVED AS TO FORM:

KUTAK ROCK LLP,
Bond Counsel

By: 