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***VIA PREMIER SUPPORT SERVICE***

June 24, 2015

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, 11<sup>th</sup> Floor

Tucson, Arizona 85701

Re: The Industrial Development Authority of the County of Pima – Notice of Intention to Issue Bonds – Education Facility Revenue Bonds (The Paideia Academies Project), Series 2015 – In an Amount Not to Exceed \$13,500,000

Dear Ms. Chair and Members of the Board:

As part of its statewide program for financing Arizona charter schools, at its special meeting held on June 12, 2015, The Industrial Development Authority of the County of Pima (the “*Authority*”), granted its final approval to a resolution authorizing the issuance of its Education Facility Revenue Bonds (The Paideia Academies Project), Series 2015 (the “*2015 Bonds*”), in one or more series and in an aggregate principal amount not to exceed \$13,500,000, the proceeds of which will be loaned to The Paideia Academies, Inc. (the “*Borrower*”), an Arizona nonprofit corporation, which is exempt from taxation under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended.

As always, this issuance of the 2015 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 July 7, 2015, for the purpose of having the Board of Supervisors approve the action of the Authority. Enclosed herewith are the following:

1. Fact Summary; and
2. Resolution of the Board of Supervisors.

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 2015 Bonds.

The proceeds of the 2015 Bonds will be loaned to the Borrower to (i) finance or refinance the costs of acquisition, construction, improvement, renovation, operation and equipping of land and charter school facilities located at 7777 South 15<sup>th</sup> Terrace, together with property located at 1535 East Baseline Road and 1541 East Baseline Road, all in Phoenix, Arizona (the "2015 Project"), (ii) fund any required reserves as set forth in the Indenture, (iii) pay capitalized interest, if any, on the 2015 Bonds, and (iv) pay certain issuance expenses relating to the 2015 Bonds.

The 2015 Bonds are to be issued in accordance with Title 35, Chapter 5, of the Arizona Revised Statutes, as amended (the "*Act*"). The 2015 Bonds will be issued as fully registered Bonds and will be publicly offered by Herbert J. Sims & Co., Inc. The 2015 Bonds will be issued without a rating in denominations of \$5,000 with a minimum purchase of \$10,000 and sold only to qualified investors who certify that they (a) can bear the economic risk of the purchase of the 2015 Bonds, (b) have such knowledge and experience in business and financial matters as to be capable of evaluating the risks and merit of an investment in the 2015 Bonds, and (c) acknowledge that the 2015 Bonds are suitable only for inclusion in a diversified portfolio and that they have undertaken the responsibility for obtaining all the information that they deemed necessary. The 2015 Bonds will not be part of any pool bond issue.

As always, the 2015 Bonds are special limited obligations of the Authority. The 2015 Bonds are payable solely from payments made by the Borrower pursuant to a loan agreement and secured by a deed of trust on the Project site. Such payments are pledged to the Bondholders pursuant to an indenture of trust between the Authority and BOKF, NA, dba Bank of Arizona, as trustee. Neither the faith and credit, nor the taxing power of the Authority or Pima County or any other political subdivision thereof, are pledged to the payment of the 2015 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 Atha, Deputy Pima County Administrator

**FACT SUMMARY**  
**THE INDUSTRIAL DEVELOPMENT AUTHORITY**  
**OF THE COUNTY OF PIMA**  
**EDUCATION FACILITY REVENUE BONDS**  
**(THE PAIDEIA ACADEMIES PROJECT), SERIES 2015**

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The following is a brief Fact Summary of the proposed bond issue.

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|------------------------|---|
| The 2015 Bonds .....   | As part of its program for financing Arizona charter schools, the Authority will issue its Education Facility Revenue Bonds (The Paideia Academies Project), Series 2015 (the “ <i>2015 Bonds</i> ”), in an original principal amount not to exceed \$13,500,000 and a maturity date not to exceed 40 years. The 2015 Bonds will bear interest at a fixed rate. The average interest rate on the 2015 Bonds shall not be greater than 12 percent per annum. The 2015 Bonds may be redeemed at the option of the Borrower with the consent of the Authority and, under certain circumstances, must be redeemed prior to their stated maturity date. The 2015 Bonds will be issuable in minimum denominations of \$5,000 or integral multiples thereof, provided there is a minimum investment of \$10,000. |
| Public Sale .....      | The 2015 Bonds will be publicly sold by Herbert J. Sims & Co., Inc. pursuant to a Preliminary Official Statement. The 2015 Bonds will be issued without a rating and sold only to qualified investors who (a) can bear the economic risk of the purchase of the 2015 Bonds, (b) have such knowledge and experience in business and financial matters as to be capable of evaluating the risks and merit of an investment in the 2015 Bonds, and (c) acknowledge that the 2015 Bonds are suitable only for inclusion in a diversified portfolio and that they have undertaken the responsibility for obtaining all the information that they deemed necessary. Herbert J. Sims & Co., Inc. or each Investor will execute an investor letter acknowledging their qualifications.                            |
| The Borrower .....     | The Paideia Academies, Inc., an Arizona nonprofit corporation (the “ <i>Borrower</i> ”), has been determined by the Internal Revenue Service to be an organization described in Section 501(c)(3) of the Code.  |
| The 2015 Project ..... | The proceeds of the 2015 Bonds will be used to (i) finance or refinance the costs of acquisition, construction, improvement, renovation, operation and equipping of land and charter school facilities located at 7777 South 15 <sup>th</sup> Terrace, together with property located at 1535 East Baseline Road and 1541 East Baseline Road, all in Phoenix, Arizona (the “ <i>2015 Project Site</i> ”), (ii) fund any required reserves as set forth in the Indenture, (iii) pay capitalized interest, if any, on the 2015 Bonds, and (iv) pay certain issuance expenses.   |

Documentation ..... Pursuant to a Loan Agreement between the Authority and the Borrower, the Borrower has agreed to make payments to the Authority sufficient to pay the principal of, premium, if any, and interest on the Bonds when due. The Borrower's obligations under the Loan Agreement will be secured by a Deed of Trust, which will be recorded on the 2015 Project Site.

Security for the 2015 Bonds ..... The loan to the Borrower will be secured by (a) a deed of trust lien and security interest in the land, buildings, fixtures and equipment owned by the Borrower constituting the charter school campus at the 2015 Project Site, and (b) an assignment of the leases, rents and all other revenues of the Borrower (including certain State revenues due to the Borrower).

The Authority has no taxing power. The 2015 Bonds and the interest thereon are not a general obligation of the Authority and are not an indebtedness of the Authority, Pima County, the State of Arizona, or any political subdivision thereof within the meaning of any Arizona constitutional or statutory provision whatsoever. Principal of, premium, if any, and interest on the 2015 Bonds are payable solely out of the revenues derived from the Loan Agreement (other than to the extent payable out of proceeds of the 2015 Bonds or income from the temporary investment thereof). Neither the faith and credit nor the taxing power, if any, of the Authority, Pima County, the State of Arizona, or any political subdivision thereof, is pledged to the payment of the principal of, premium, if any, or interest on the 2015 Bonds.

**RESOLUTION NO. 2015 - \_\_\_\_**

**A RESOLUTION OF THE BOARD OF SUPERVISORS OF  
PIMA COUNTY, ARIZONA APPROVING THE  
PROCEEDINGS OF THE INDUSTRIAL DEVELOPMENT  
AUTHORITY OF THE COUNTY OF PIMA REGARDING  
THE ISSUANCE OF ITS NOT TO EXCEED \$13,500,000  
EDUCATION FACILITY REVENUE BONDS (THE PAIDEIA  
ACADEMIES PROJECT), SERIES 2015 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 (The Paideia Academies Project), Series 2015, in one or more series or subseries (the “*Bonds*”), the proceeds of which are to be loaned to The Paideia Academies, Inc. (the “*Borrower*”), an Arizona nonprofit corporation, to aid in the (i) financing or refinancing the costs of acquisition, construction, improvement, renovation, operation and equipping of land and charter school facilities at 7777 South 15<sup>th</sup> Terrace, together with property located at 1535 East Baseline Road and 1541 East Baseline Road, all in Phoenix, Arizona, (ii) funding of any required reserves, as set forth in the Indenture (as hereinafter defined), (iii) paying capitalized interest, if any, on the Bonds, and (iv) paying certain issuance expenses (the “*2015 Project*”); and

WHEREAS, on June 12, 2015, the Authority resolved to issue the Bonds in one or more series or subseries and in an aggregate amount not to exceed \$13,500,000 (the “*Authority’s Resolution*”), such issuance 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 Authority’s Resolution has been made available to the Pima County Board of Supervisors, 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 Bonds, the execution and delivery of (a) an Indenture of Trust, between the Authority and BOKF, NA, dba Bank of Arizona (the “*Indenture*”), (b) a Loan Agreement (the “*Loan Agreement*”), among the Authority and the Borrower, and (c) such other documents as 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 Indenture, the Loan Agreement and the form of Bonds themselves; and

WHEREAS, copies of said documents have been made available to the Pima County Board of Supervisors, together with the Authority’s Resolution; 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 the Board of Supervisors of the issuance of the Bonds; and

WHEREAS, this Board has presented to it information regarding the Bonds and is further informed and advised with regard to the Bonds.

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

1. Pursuant to the Act, the Board of Supervisors, as the governing body of the Authority, hereby approves the Bonds and the proceedings under which the Bonds are to be issued by the Authority, including specifically the Authority’s Resolution, the Indenture, the Loan Agreement, and all other related or appropriate documents;
2. 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;
3. The appropriate officers of the Pima County Board of Supervisors are hereby authorized and directed to do all such things and 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 Authority’s Resolution in connection with the issuance of the Bonds; and
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 July, 2015.

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Sharon Bronson, Chair  
PIMA COUNTY BOARD OF SUPERVISORS

ATTEST:

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Robin Brigode, Clerk  
PIMA COUNTY BOARD OF SUPERVISORS

APPROVED AS TO FORM:

KUTAK ROCK LLP,  
Bond Counsel

By: 