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VIA EMAIL AND HAND DELIVERY

June 23, 2021

Sharon Bronson, Chair

Mr. Steve Christy

Ms. Adelita Grijalva

Mr. Matt Heinz

Mr. Rex Scott

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 – Revenue Bonds (Tucson Medical Center), Series
2021– In an Amount Not to Exceed \$235,000,000

Dear Ms. Chair and Members of the Board:

At a special meeting held on June 29, 2021, The Industrial Development Authority of the County of Pima (the “*Authority*”), will consider granting its final approval to a resolution authorizing the issuance of its Revenue Bonds (Tucson Medical Center), Series 2021 (the “*2021 Bonds*”), in one or more series, on a tax-exempt and/or taxable basis and in an aggregate principal amount not to exceed \$235,000,000, the proceeds of which will be loaned to Tucson Medical Center (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 2021 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 6, 2021, 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.

Attached is a copy of the Resolution to be considered by the Authority. Pursuant to the opinion of Bond Counsel, a public hearing will be held on July 2, 2021 pursuant to the Internal Revenue Code and federal income tax regulations relating to the issuance of the 2021 Bonds. If there are comments or objections to the 2021 Project or the issuance of the 2021 Bonds, we will let you know.

In 2010, the Authority previously issued its Variable Rate Revenue Bonds (Tucson Medical Center), Series 2010, in the original principal amount of \$114,600,000 (the “2010 Bonds”), to benefit the Borrower. The proceeds of the 2010 Bonds were used to finance and/or refinance all or a portion of the cost of acquisition, construction, improvement and equipping of the Borrower’s healthcare facilities at the campus of Tucson Medical Center located in Tucson, Arizona, bounded on the south by Grant Road, on the east by Craycroft Road, on the north by Glenn and extending to the west boundary of the property to the west of Wyatt Road (the “2010 Project”). The 2010 Bonds are currently outstanding.

The Authority has previously issued other bonds or obligations for the benefit of the Borrower. These have been paid off or are not secured by the site of the 2010 Project.

The proceeds of the 2021 Bonds will be loaned to the Borrower to be used for: (i) refunding certain prior bonds of the Authority for the benefit of the Borrower to finance or refinance the 2010 Project, including costs related thereto; (ii) financing or refinancing the costs of acquisition, construction, equipping, improvement, and operation of health care and related facilities located at the above referenced campus of the Tucson Medical Center; (iii) financing or refinancing the costs of the construction, improvement and equipping of health care and related facilities located on certain unimproved (except for the installation of off-site improvements, access and utilities to the property line) property located at the intersection of Houghton and Drexel Roads in southeast Tucson, Arizona (it is bounded on the west by Houghton Road and on the east by Civano Boulevard and extends both north and south along Drexel Road), such property consisting of 43 acres, 23 acres north of Drexel Road and 20 acres south of Drexel Road; (iv) financing and/or refinancing the costs of acquisition of currently unimproved (except for the installation of off-site improvements, access and utilities to the property line) property consisting of approximately 35 acres in northwest Tucson, located at the southeast corner of West Twin Peaks Road and West Linda Vista Boulevard, Marana, Arizona and (v) paying certain issuance expenses relating to the Bonds (collectively, the “2021 Project”). A more detailed description of the 2021 Project is contained in the attached Fact Summary.

The 2021 Bonds are to be issued in accordance with Title 35, Chapter 5, of the Arizona Revised Statutes, as amended (the “Act”). The 2021 Bonds will be issued as fully registered Bonds and will be publicly offered by Barclays Capital Inc. The 2021 Bonds will be issued with an investment grade rating, from a nationally recognized rating agency, and sold in denominations of \$5,000 and integral multiples thereafter.

As always, the 2021 Bonds are special limited obligations of the Authority. The 2021 Bonds are payable solely from payments made by the Borrower pursuant to a loan agreement as well as a Master Trust Indenture Obligation issued pursuant to the Master Trust Indenture between the Borrower, certain other Obligated Group Members and U.S. Bank National Association. Such payments are pledged to the Bondholders pursuant to an indenture of trust between the Authority and U.S. Bank National Association, 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 2021 Bonds. The Authority has no taxing power.

Pima County Board of Supervisors

June 23, 2021

Page 3

Please contact me prior to the meeting to answer any questions you may have, or I can meet with you at your convenience.

Thank you for your consideration of this matter.

Sincerely,

SLANIA LAW, PLLC.

/s/

Michael A. Slania
Attorney for the Authority

MAS/ub

Enclosures

c: Julie Casteñada, Clerk (w/enclosures)

Lesley Lukach, Esq., Counsel to the Board

Charles Huckelberry, Pima County Administrator

Jan Leshner, Chief Deputy Pima County Administrator

Patrick Cavanaugh, Deputy Director Economic Development Office

FACT SUMMARY

THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF PIMA REVENUE BONDS (TUCSON MEDICAL CENTER), SERIES 2021

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

The 2021 Bonds	The Authority will issue its Revenue Bonds (Tucson Medical Center), Series 2021 (the “2021 Bonds”), in one or more series, on a tax-exempt and/or taxable basis, in an original principal amount not to exceed \$235,000,000 and a maturity date not to exceed 40 years. The 2021 Bonds will bear interest at fixed rates. The average interest rate on the 2021 Bonds shall not be greater than 12 percent per annum. The 2021 Bonds may be redeemed at the option of the Borrower and, under certain circumstances, must be redeemed prior to their stated maturity date.
Public Sale	The 2021 Bonds will be publicly sold by Barclays Capital Inc., as underwriter, pursuant to an offering document. The 2021 Bonds will be issued with an investment grade rating from a nationally recognized rating agency, and sold in minimum denominations of \$5,000 or integral multiples thereof.
The Borrower	Tucson Medical Center, an Arizona nonprofit corporation (the “Borrower”), has been determined by the Internal Revenue Service to be an organization described in Section 501(c)(3) of the Code. The Borrower has 629 licensed beds in facilities located at the Grant Campus (described below). The Borrower (or its affiliates) owns or will own the real property, equipment and improvements to be financed or refinanced with the proceeds of the 2021 Bonds.
The 2010 Bonds	The Authority previously issued its Variable Rate Revenue Bonds (Tucson Medical Center), Series 2010, in the original principal amount of \$114,600,000 (the “2010 Bonds”) to benefit the Borrower.
The 2010 Bond Proceeds.....	The proceeds of the 2010 Bonds were used to (i) finance and/or refinance the 2010 Project as defined below, and (ii) pay certain costs of issuance.
The 2010 Project	The 2010 Project consisted of financing and/or refinancing all or a portion of the cost of acquisition, construction, improvement and equipping of the Borrower’s health care facilities at the campus of Tucson Medical Center, consisting of approximately 115 acres located in Tucson, Arizona, bounded on the south by Grant Road, on the east by Craycroft Road, on the north by Glenn Street, and extending to the west boundary of the property to the west of Wyatt Road, all located in Tucson, Arizona (the “Grant Campus”).

The 2021 Bond Proceeds	The proceeds of the 2021 Bonds will be used to (i) finance and/or refinance the 2021 Project as defined below, and (ii) pay certain costs of issuance.
The 2021 Bond Project	The 2021 Project will be consist of: (i) refunding the 2010 Bonds of the Authority for the benefit of the Borrower to finance or refinance the Grant Campus, including costs related to a termination payment in connection with the termination of a swap agreement related to the 2010 Bonds, (ii) financing or refinancing the costs of acquisition, construction, equipping, improvement, and operation of health care and related facilities located at the Grant Campus; (iii) financing or refinancing the costs of the construction, improvement and equipping of health care and related facilities located on certain unimproved (except for the installation of off-site improvements, access and utilities to the property line) property located at the intersection of Houghton and Drexel Roads in southeast Tucson, Arizona (it is bounded on the west by Houghton Road and on the east by Civano Boulevard and extends both north and south along Drexel Road) such property consisting of 43 acres, 23 acres north of Drexel Road and 20 acres south of Drexel Road; (iv) financing and/or refinancing the costs of acquisition of currently unimproved (except for the installation of off-site improvements, access and utilities to the property line) property consisting of approximately 35 acres in northwest Tucson, located at the southeast corner of West Twin Peaks Road and West Linda Vista Boulevard, Marana, Arizona and (v) paying certain issuance expenses relating to the Bonds (collectively, the “ <i>Series 2021 Project</i> ”).
Outstanding Prior Obligations . .	The Authority has also previously entered into a Master Lease among the Borrower, the Authority and Banc of America Public Corp. in an amount not exceeding \$20,000,000 for the purpose of financing and/or refinancing the acquisition, purchase and installation of equipment for the Borrower.
Documentation	Pursuant to one or more Loan Agreements, between the Authority and the Borrower, the Borrower will agree to make payments to the Authority sufficient to pay the principal of, premium, if any, and interest on the 2021 Bonds when due. As set forth in one or more Bond Indentures, the Bonds will be secured by the Loan Agreements. All rights of the Authority in and to the Loan Agreements, except certain rights to indemnification and payment of expenses will be assigned to the trustee named therein under the Bond Indentures. The Borrower’s obligations will also be secured by one or more obligations issued under the Master Trust Indenture between the Borrower, other Borrower affiliates and U.S. Bank National Association, as Master Trustee, as amended or supplemented (the “ <i>Master Trust Indenture</i> ”).

Security for the 2021 Bonds The Trustee will receive a Master Trust Indenture Obligation issued pursuant to the Master Trust Indenture.

The Authority has no taxing power. The 2021 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 2021 Bonds are payable solely out of the revenues derived from the Loan Agreement (other than to the extent payable out of proceeds of the 2021 Bonds or income from the temporary investment thereof) and the above-referenced Master Indenture Obligation. 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 2021 Bonds.

RESOLUTION NO. 2021 - ____

**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 \$ 235,000,000
REVENUE BONDS (TUCSON MEDICAL CENTER), SERIES
2021 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 Revenue Bonds (Tucson Medical Center), Series 2021, in one or more series or subseries on a tax-exempt and/or taxable basis (the "*Bonds*"), the proceeds of which are to be loaned to Tucson Medical Center (or one of its affiliates, collectively the "*Borrower*"), an Arizona nonprofit corporation, to aid in: (i) refunding certain prior bonds of the Authority for the benefit of the Borrower to finance or refinance the Tucson Medical Center Campus on Grant Road in Tucson, Arizona, and costs related thereto; (ii) financing or refinancing the costs of acquisition, construction, equipping, improvement, and operation of health care and related facilities located at the location described in clause (i); (iii) financing or refinancing the costs of the construction, improvement and equipping of health care and related facilities located on certain unimproved (except for the installation of off-site improvements, access and utilities to the property line) property located at the intersection of Houghton and Drexel Roads in southeast Tucson, Arizona (it is bounded on the west by Houghton Road and on the east by Civano Boulevard and extends both north and south along Drexel Road), such property consisting of 43 acres, 23 acres north of Drexel Road and 20 acres south of Drexel Road; (iv) financing and/or refinancing the costs of acquisition of currently unimproved (except for the installation of off-site improvements, access and utilities to the property line) property consisting of approximately 35 acres in northwest Tucson, located at the southeast corner of West Twin Peaks Road and West Linda Vista Boulevard, Marana, Arizona and (v) paying certain issuance expenses relating to the Bonds (collectively, the "*Project*"); and

WHEREAS, on June 29, 2021, the Authority resolved to issue the Bonds in one or more series or subseries and in an aggregate amount not to exceed \$235,000,000 (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) one or more Bond Indentures (the "*Bond Indenture*") between the Authority and U.S. Bank National Association, (b) one or more Loan Agreements (the "*Loan Agreement*"), between 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 Bond 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, Orrick, Herrington & Sutcliffe 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, pursuant to Section 147(f) of the Code, the chief elected official representing this Board of Supervisors must approve the issuance of the Bonds after a public hearing following reasonable notice, which hearing has been conducted by the Authority; and

WHEREAS, this Board has presented to it information regarding the Bonds and information regarding the public hearing held by the Authority concerning 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 Section 147(f) of the Code and the Act, the Board of Supervisors, as the governing body of the Authority and the applicable elected representative of a governmental unit having jurisdiction over the facilities to be financed or refinanced with the proceeds of the Bonds, 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 Bond 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 6th day of July, 2021.

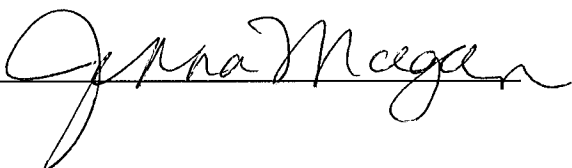
Sharon Bronson, Chair
PIMA COUNTY BOARD OF SUPERVISORS

ATTEST:

Julie Casteñada, Clerk
PIMA COUNTY BOARD OF SUPERVISORS

APPROVED AS TO FORM:

ORRICK, HERRINGTON & SUTCLIFFE LLP,
Bond Counsel

By: 

RESOLUTION OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF PIMA AUTHORIZING THE ISSUANCE AND SALE OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF PIMA REVENUE BONDS (TUCSON MEDICAL CENTER) IN ONE OR MORE SERIES FROM TIME TO TIME, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$235,000,000, THE EXECUTION AND DELIVERY OF ONE OR MORE BOND INDENTURES, ONE OR MORE LOAN AGREEMENTS AND ONE OR MORE BOND PURCHASE AGREEMENTS, AUTHORIZING THE DISTRIBUTION OF ONE OR MORE OFFICIAL STATEMENTS IN CONNECTION THEREWITH, AND CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH.

WHEREAS, The Industrial Development Authority of the County of Pima (the "Authority"), a nonprofit corporation created and existing under the laws of the State of Arizona and designated as a political subdivision of the State of Arizona under Title 35, Chapter 5, Section 35-701 et seq. of the Arizona Revised Statutes, as amended (the "Act"), is authorized to finance and refinance projects, including health care and related facilities, to issue its revenue bonds for the purpose of financing and refinancing the same and to refund obligations incurred to finance the same;

WHEREAS, Tucson Medical Center (the "Corporation") and certain of its affiliates are each an Arizona nonprofit corporation exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 and a health care institution as that term is defined in Section 36-401 of the Arizona Revised Statutes;

WHEREAS, the Corporation has applied for the financial assistance of the Authority to provide funds to (a) refund the Authority's Variable Rate Revenue Bonds (Tucson Medical Center) Series 2010 (the "Prior Bonds") and pay a termination payment in connection with the termination of a swap agreement related to the Prior Bonds (together, the "Refunding Costs"), (b) finance and/or refinance the acquisition, construction, equipping, improvement, and renovation of projects at health care and related facilities owned and operated or to be owned and operated by the Corporation and/or certain other affiliates, all located in Pima County, Arizona (the "Project"), and (c) pay certain costs related to the issuance of the hereinafter defined Bonds (collectively, the "Financing Purposes");

WHEREAS, the Corporation will agree in one or more loan agreements to make loan payments which will be sufficient in amount to provide for the payment of the principal of and the interest and premium, if any, on the Bonds as the same become due and payable;

WHEREAS, the Bonds will not be a general obligation of the Authority but will be special limited obligations, payable solely from the loan repayments specified above;

WHEREAS, final approval of the terms of the issuance and sale of the Bonds is now sought;

NOW, THEREFORE, BE IT RESOLVED by the Industrial Development Authority of the County of Pima, as follows:

Section 1. The Authority finds that the issuance of the Bonds in one or more series from time to time and the loan of the proceeds thereof to the Corporation for the Financing Purposes is in the public interest.

Section 2. Pursuant to the Act, revenue bonds of the Authority designated as "The Industrial Development Authority of the County of Pima Revenue Bonds (Tucson Medical Center)" or similar name in one or more series on a tax-exempt and/or taxable basis from time to time in an aggregate principal amount not to exceed \$235,000,000 (the "Bonds") are authorized to be issued.

Section 3. The proposed form of one or more Bond Indentures relating to the Bonds (collectively, the "Bond Indentures"), between the Authority and the trustee named therein, as trustee (the "Trustee"), as presented to this meeting, is hereby approved. The President, Vice President, Secretary or any officer of the Authority (each, an "Authorized Officer") is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver to said Trustee, the Bond Indentures in substantially said form, with such changes therein as such officer, with the advice of counsel to the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The dated dates, maturity dates (not exceeding 40 years from the date of the Bonds), the initial interest rate mode, methods of determining the interest rates, interest and principal payment dates, denominations, forms, registration privileges, place or places of payment, terms of redemption and other terms of any series of the Bonds shall be as provided in the related Bond Indenture, as finally executed.

Section 4. The proposed form of one or more Loan Agreements relating to the Bonds (collectively, the "Loan Agreements"), between the Authority and the Corporation, as presented to this meeting, is hereby approved. Each Authorized Officer is hereby authorized and directed, for and on behalf of the Authority, to execute and deliver to the Corporation, the Loan Agreements in substantially said form, with such changes therein as such officer, with the advice of counsel to the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The proposed form of one or more Bond Purchase Agreements relating to the Bonds (collectively, the "Purchase Agreements"), among Barclays Capital Inc. or an affiliate thereof (the "Underwriter"), the Authority and the Corporation, as presented to this meeting, is hereby approved. Each Authorized Officer is hereby authorized and directed, for and on behalf of the Authority, to execute the Purchase Agreements in substantially said form, with such changes therein as such officer, with the advice of counsel to the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 6. The proposed form of one or more Official Statements in preliminary form to be distributed in connection with the public offering of the Bonds (collectively, the "Official Statements") as presented to this meeting, is hereby approved. Each Authorized Officer is hereby authorized and directed, for and on behalf of the Authority, to execute the Official Statements in substantially said form, with such changes therein as such officer, with the advice of counsel to

the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof, and the lawful use and distribution of the Official Statements and any amendment or supplement thereto in connection with the offering and sale of the Bonds is hereby authorized and approved. Each Authorized Officer is hereby authorized to certify for and in the name of the Authority that each Official Statement is deemed final as of its date, within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934.

Except for information contained under the captions "THE AUTHORITY" and "LITIGATION – THE AUTHORITY," as such captions relate solely to the Authority in the Official Statements, the Authority has not and will not confirm, and assumes no responsibility for, the accuracy, sufficiency or fairness of any statements in the Official Statements or any amendment or supplement thereto, or in any reports, financial information, offering or disclosure documents or other information.

Section 7. The Bonds shall be executed by the manual or facsimile signature of the President or Vice President and attested by the manual or facsimile signature of the Secretary or Assistant Secretary, in the form set forth in and otherwise in accordance with the Bond Indentures.

Section 8. The Bonds, when so executed, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds by executing the Trustee's Certificate of Authentication appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the Underwriter in accordance with written instructions executed on behalf of the Authority by any Authorized Officer, which instructions said officers are hereby authorized and directed, for and on behalf of the Authority, to execute and deliver to the Trustee. Said instructions shall provide for the delivery of the Bonds to the Underwriter upon payment of the purchase price thereof.

Section 9. Any officer of the Authority, each acting alone, is hereby authorized and directed to do any and all things and to execute and deliver any and all documents which they deem necessary or advisable in order to consummate the issuance, sale and delivery of the Bonds and otherwise to effectuate the purposes of this Resolution and the transactions contemplated thereby, including the execution and delivery of one or more tax certificates.

Section 10. Nothing contained in this Resolution or in the Bond Indentures, the Loan Agreements, the Purchase Agreements and the Official Statements (collectively, the "Authority Documents") or any other instrument, shall be construed as obligating the Authority, except to the extent provided in such documents or instruments, or as incurring a charge upon the general credit or taxing power of the Authority, the County of Pima (the "County") or the State of Arizona (the "State") or any other political subdivision thereof, nor shall the breach of any agreement contained in this Resolution, the Authority Documents or any other instrument or document executed in connection therewith impose any charge upon the general credit or taxing power of the Authority, the County or the State or any other political subdivision thereof. The Authority has no taxing power.

Section 11. All actions of the officers, directors and agents of the Authority which are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance

and sale of the Bonds as contemplated by this Resolution and the documents referred to herein, whether heretofore or hereafter taken, shall be and are hereby ratified, confirmed and approved. The Authorized Officers, counsel and agents of the Authority are hereby authorized and directed, to do all such acts and to execute, acknowledge and deliver all such documents on behalf of the Authority as may be deemed necessary or desirable to carry out the terms and intent of this Resolution and of any of the documents referred to herein.

Section 12. In the execution and delivery of any instruments authorized hereby, each Authorized Officer is hereby authorized to rely on advice of counsel to the Authority to make modifications therein and to execute and deliver such additional instruments as may be reasonably required to effect the issuance and sale of the Bonds.

Section 13. The Authority has posted notice and will hold a public hearing relating to the Bonds, the refunding of the Prior Bonds and the Project, the results of which will be reported to the Board of Supervisors of the County prior to their approval of the Bonds. Each Authorized Officer and the counsel to the Authority is authorized to hold such public hearing.

Section 14. In addition to the other conditions set forth herein (including, without limitation, that condition set forth in Section 16 hereof) and in the Authority Documents, the issuance and sale of the Bonds is subject to satisfaction of the following conditions:

- (i) the Corporation shall pay or cause to be paid on the date of issuance of each series of the Bonds the reasonable fees and expenses of the Authority, including without limitation, the fees and expenses of its counsel; and
- (ii) the Corporation shall agree to pay or cause to be paid the Authority's administrative fee in the amounts and at the times set forth in the Authority Documents.

Section 15. If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Resolution.

Section 16. The approval of the Board of Supervisors of the County of the issuance of the Bonds shall be a condition precedent to such issuance. This Board hereby requests such approval and directs its Secretary to deliver promptly a certified copy of this Resolution to the Clerk of the Board of Supervisors of the County.

Section 17. In the event of the absence, unavailability or inability to act of the President or the Secretary, the then President, the Vice President, any assistant or acting Secretary, or any other member of this Board, are each authorized and empowered to take all actions, and to execute all documents and instruments and to deliver the same, as are herein authorized to be executed and delivered by the President or the Secretary, as the case may be.

Section 18. All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed, and this Resolution shall be in immediate effect from and after its adoption.

Section 19. Any provisions of any bylaws, orders, procedural pamphlets and

resolutions of the Authority inconsistent herewith are hereby waived to the extent only of such inconsistency. This waiver shall not be construed as repealing any bylaw, order, procedural pamphlet or resolution or any part thereof.

Section 20. It is found and determined that all formal actions of the Authority and its Board concerning and relating to the adoption of this Resolution were adopted in an open meeting and that all deliberations that resulted in those formal actions were in meetings open to the public, in compliance with all legal requirements of the State and the Authority.

DRAFT

Passed and approved this 29th day of June, 2021.

THE INDUSTRIAL DEVELOPMENT
AUTHORITY OF THE COUNTY OF PIMA

Authorized Officer

DRAFT