



# *Resolution*

OFFICE OF THE  
MAYOR  
CITY OF SAN LUIS

## **RESOLUTION NO. 747**

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SAN LUIS, ARIZONA, APPROVING THE ISSUANCE OF THE INDUSTRIAL DEVELOPMENT REVENUE BONDS OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF SAN LUIS, ARIZONA, IN ONE OR MORE TAXABLE OR TAX-EXEMPT SERIES, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$10,000,000 (THE "BONDS")

WHEREAS, The Industrial Development Authority of the City of San Luis, Arizona (the "Issuer") pursuant to the Industrial Development Financing Act, Title 35, Chapter 5, Arizona Revised Statutes, as amended (the "Act") was formed for the purpose of, without limitation, promoting industry and developing trade throughout the State of Arizona by inducing manufacturing, industrial and commercial enterprises to locate in the State and to further assure adequate job opportunities and an improved standard of living for the growing population of this State and for the increase of prosperity, and the Issuer finds that assisting in the financing of a shelter for families and individuals statewide will have a positive impact on the City of San Luis, and particularly that the issuance of the Bonds for use by UMOM New Day Center, Inc. for the purposes set forth herein will have a positive impact on the City of San Luis; and

WHEREAS, the Issuer understands that it is prohibited from issuing in excess of \$10,000,000 of tax-exempt obligations, directly or through its affiliates, during calendar year 2007; and

WHEREAS, pursuant to the Act the Issuer is authorized to issue bonds and to use the proceeds thereof to aid in the financing or refinancing of a portion of the costs associated with (i) the acquisition, construction and/or rehabilitation of certain properties for the Borrower and refinancing of certain existing real estate debt of the Borrower with respect to a shelter for families and individuals and acquiring certain equipment to be used at such locations, all at the following locations each of which constitutes a "project" within the meaning of Section 35-701 of the Arizona Revised Statutes, as amended:

1. 3320 E. Van Buren Street, Phoenix, Arizona;
2. 3333 E. Van Buren Street, Phoenix, Arizona; and
3. 3401 E. Van Buren Street, Phoenix, Arizona.

(ii) the payment of certain costs associated with the issuance of the Bonds (collectively, the "Project"); and

WHEREAS, the Issuer intends to issue and sell the Bonds, in one or more tax-exempt or taxable series in an aggregate amount not to exceed \$10,000,000, the proceeds of which will be lent, for the purposes specified above, by the Issuer to UMOM New Day Centers, Inc. (the "Borrower"), an Arizona nonprofit corporation and an organization described under Section 501 (c)(3) of the Internal Revenue Code of 1986 (the "Code"), on behalf of itself or its affiliate or nominee;

WHEREAS, on August 17, 2007 the Issuer resolved to issue the Bonds (the "Resolution"), such Resolution being conditioned upon, among other things, the granting of approval to the issuance of the Bonds by the Mayor and City Council of the City of San Luis (individually and collectively, the "City");

WHEREAS, the Resolution authorizes, among other things, the issuance and sale of the Bonds, the execution and delivery of and Indenture of Trust, Loan Agreement, the Disbursement Agreement, the Tax Certificate, and such other documents as required for the issuance of the Bonds;

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

WHEREAS, copies of said documents have been made available to the City, together with the aforementioned Resolution of the Issuer;

WHEREAS, the City has been informed that said documents have been reviewed by competent Bond Counsel, Greenberg Traurig, LLP and said Bond Counsel has determined that said documents adequately meet the requirements of the Act and the Code;

WHEREAS, as a result of the issuance and sale of the Bonds, certain bond proceeds will be made available to the Issuer. The Issuer will use such funds (a) to issue revenue bonds in one or more series and use the proceeds thereof in accordance with the Act, (b) to contract with and employ others to provide for and to pay compensation for professional services and other services as the Issuer deems necessary for the financing of

“projects” as defined in the Act, and (c) to pledge its property and revenues to secure the payment of the principal of and premium, if any, and interest on its revenue bonds;

WHEREAS, pursuant to Section 35-721.B of the Act, the proceedings of the Issuer under which the Bonds are to be issued require the approval of the City for the issuance of the Bonds;

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

WHEREAS, pursuant to Section 147(f) of the Code, the City must approve the issuance of the Bonds after a public hearing following reasonable public notice;

WHEREAS, following a publication of a Notice of Public Hearing in the *Arizona Business Gazette* on August 2, 2007, a public hearing was held by the State of Arizona, pursuant to Section 147(f) of the Code, on August 21, 2007, at the lobby of the County Administration Building, 301 West Jefferson, Phoenix, Arizona 85003 with respect to the issuance of the Bonds to assist in the financing of the Project as described in the Notice of Public Hearing, a copy of which is attached hereto and made a part of this Resolution; which public hearing process will also be approved by the Maricopa County Board of Supervisors;

WHEREAS, following publication of a Notice of Public Hearing in the *Yuma Daily Sun* on August 2, 2007, a public hearing was held by the Issuer, pursuant to Section 147(f) of the Code, on August 17, 2007, at 851 Main Street, San Luis, Arizona with respect to the issuance of the Bonds to assist in the financing of the Project as described in the Notice of Public Hearing, a copy of which is attached hereto and made a part of this Resolution; and

WHEREAS, in order to ensure the proposed interest rate on the bonds will be available to the Borrower, the Borrower has requested that this Resolution contains an emergency clause.

NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF SAN LUIS, ARIZONA, as follows:

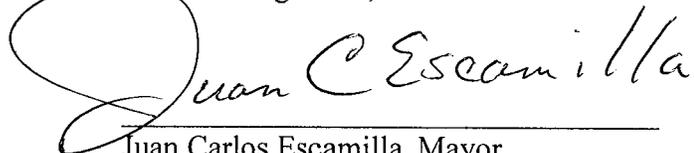
1. The issuance by the Issuer of the Bonds, in one or more tax-exempt or taxable series and in an aggregate principal amount not to exceed \$10,000,000 is approved for all purposes under the Act and the Code; and
2. The appropriate officers of the City are hereby authorized and directed to do all such things to execute and deliver all such documents on behalf of the City as may

be necessary or desirable to effectuate the intent of this Resolution and the Resolutions of the Issuer in connection with the Bonds; and

3. It is intended that the Certificate shall constitute approval by the City with respect to the issuance of the Bonds pursuant to (1) Section 35-721.B of the Act, and (ii) Section 147(f) of the Code; and

4. The City agrees not to approve, for itself or on behalf of the Issuer (including any entity acting "on behalf of the Issuer," any "subordinate entity" to the Issuer, and any entity formed or "availed of" to avoid the "qualified tax-exempt obligation" requirements within the meaning of Section 265(b) of the Code), the issuance of tax-exempt obligations in an aggregate amount exceeding \$10,000,000 (including the Bonds) during calendar year in which the Bonds are issued. The Issuer will take such lawful action as is necessary for the Bonds to constitute qualified tax-exempt obligations under Section 265 of the Code.

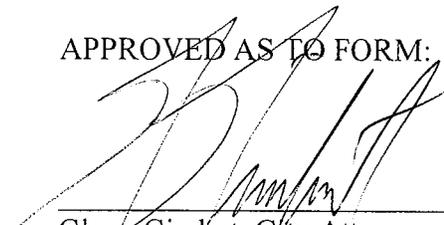
PASSED, ADOPTED, AND APPROVED on August 22, 2007.

  
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Juan Carlos Escamilla, Mayor

ATTEST:

  
\_\_\_\_\_  
Sonia Cuello, City Clerk

APPROVED AS TO FORM:

  
\_\_\_\_\_  
Glenn Gimbut, City Attorney

Attachments:            Notice of Public Hearing - *Arizona Business Gazette*  
                                 Notice of Public Hearing - *Yuma Daily Sun*