

**THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF SIERRA VISTA**

**APPLICATION RELATING TO THE ISSUANCE
OF BONDS BY THE AUTHORITY**

APPLICATION

The Application form is designed to help the Applicant in providing the Authority with sufficient information on which to base its consideration of the preliminary approval and/or the final approval of the bonds (as requested).

Date of Submission: _____

Applicant: _____

Identify the type of Bonds to be issued (industrial development, manufacturing, nonprofit, multifamily, education/charter school) relating to the Project: _____

Project Name: _____

Not to Exceed Amount of Bonds Requested: _____

**SECTION 1
APPLICANT**

1.1 Applicant's Legal Name: _____
Business Address: _____
Principal Contact(s): _____
Telephone Number(s) of Contact(s): _____
E-mail Address(es): _____

1.2 Applicant's Counsel: _____
Business Address: _____
Principal Contact(s): _____
Telephone Number(s) of Contact(s): _____
E-mail Address(es): _____

1.3 Provide a short statement of the type of business or businesses engaged in by the Applicant and a description of the Applicant's corporate structure and management. *If the Applicant is a non-profit entity, please so indicate and provide a copy of the IRS Determination Letter.* _____

1.4 Provide a list of all executives, managing officers, and directors of the Applicant.

1.5 The application shall include the following attachments:

1.5.1 Applicant's financial statement (audited) for the previous three years or for the full life of the Applicant, if the Applicant has not been in business for three full years.

1.5.2 Applicant's most recent quarterly statement (if available).

1.5.3 Applicant's most recent income tax return.

1.5.4 Applicant's current corporate report.

1.5.5 If there is a rating for the Applicant (if available), a copy of such rating.

1.5.6 Financial projections (if they have been prepared) – specify whether for Applicant or limited to Project.

1.6 List the following information for all bond financings previously issued by or for the benefit of the Applicant (or any subsidiary or related party).

Issuer and Date of Issue	Original Principal Amount	Current Principal Amount Outstanding	Status of Project

**SECTION 2
PROJECT**

2.1 Location of Project, including address and legal description. _____

2.2 Provide a detailed description of the Project. Include the following:

2.2.1 Intended use;

- 2.2.2 Present zoning and a statement detailing any zoning changes which may be necessary before construction may begin, including a timetable for such approval;
- 2.2.3 Present and projected number of employees of the Applicant at the Project and in the City of Sierra Vista, Arizona;
- 2.2.4 Present ownership of the Project site and the Applicant's interest therein— if the Applicant is purchasing the property, a statement of the terms of the purchase;
- 2.2.5 Will the Project have a new environmental impact? _____ Yes _____ No
If yes, please provide a full explanation (if previously prepared, provide an appraisal or environmental assessment); and
- 2.2.6 Whether any other review of the Project or its financing are being conducted by any public agency or authority.

2.3 Describe the public purpose of the Project. _____

**SECTION 3
 FINANCING PLAN AND TIMING**

3.1 Estimated sources and uses for the Project, including any other funding source (other than Bonds) that will be used (if known, add an expected closing date). _____

3.2 Sale of Bonds:

- 3.2.1 Public Offering or Private Placement: _____
- 3.2.2 Restrictions on Investors: _____ Yes _____ No
- 3.2.3 Is a rating on the Bonds expected? _____ Yes _____ No
If yes, from whom? _____
Will it be an investment grade rating? _____ Yes _____ No
- 3.2.4 Are there any other credit enhancements expected? _____ Yes _____ No

- 3.2.5 Expected Interest Rate Mode: Fixed _____ Variable _____
- 3.2.6 Will a Swap or other derivative be involved? _____ Yes ____ No
- 3.3 Proposed Schedule (proposed dates) from Applicant:
 - 3.3.1 Preliminary Approval by Authority (if needed): _____
 - 3.3.2 TEFRA Hearing (if needed): _____
 - 3.3.3 Applicant Board Approval of Bonds: _____
 - 3.3.4 Authority Final Approval of Bonds: _____
 - 3.3.5 Mayor and City Council Approval of Bonds: _____
 - 3.3.6 Finalization of any Preliminary Official Statement or other offering document: _____
 - 3.3.7 Pricing: _____
 - 3.3.8 Anticipated Closing Date for the Bonds: _____
 - 3.3.9 Expected construction and completion of the Project (if applicable):

**SECTION 4
FINANCING TEAM**

Please provide the name, address and contact information (including email) for each member of the Financing Team (if known), specifically including the following:

4.1 Purchaser, Placement Agent or Underwriter:
4.2 Purchaser, Placement Agent's or Underwriter's Counsel:
4.3 Bond Counsel:
4.4 Trustee (if any):
4.5 Municipal or Financial Advisor (if any):
4.6 Other:

**SECTION 5
AUTHORITY'S REQUIREMENTS**

5.1 Has any such officer or director of the Applicant been convicted – or is currently under indictment or complaint alleging commission – of a felony or of a misdemeanor involving moral turpitude in any court of any state or of the courts of the United States or Canada or is now or has ever been charged or convicted of any civil, administrative or criminal offense regarding or relating to the conduct of the business of the Applicant or any similar concern or the issuance, sale or solicitation or sale of any type of security? Yes _____ No _____
If yes, please describe. _____

_____.

5.2 A statement describing any pending material litigation either by or against the Applicant or its subsidiaries (other than ordinary litigation concerning matters which would generally have little bearing on the earnings or business of the Applicant). If any litigation of any material nature is pending or threatened concerning any of the Project site, the Project or the Bonds sought to be issued, such litigation must be noted. _____

_____.

5.3 Is there a blood or legal relationship or common control or ownership between or among:

5.3.1 the Applicant and the seller, lessor, or lessee of the Project site?
Yes _____ No _____

5.3.2 the Authority's officers, staff, directors or counsel, and anyone listed in response to Sections 1 or 4? Yes _____ No _____

5.3.3 the City, the Mayor or any member of its City Council or other elected or appointed official of the City of Sierra Vista and the seller, lessor, or lessee of the Project site? Yes _____ No _____

5.3.4 the City, the Mayor or any member of its City Council or other elected or appointed official of the City of Sierra Vista and the Applicant or anyone listed in response to Sections 1 or 4? Yes _____ No _____

5.3.5 the Authority's officers, staff, directors, counsel and the Applicant and/or the seller, lessor, or lessee of the Project site? Yes _____ No _____
If yes, describe in full detail. _____

_____.

5.4 Has the Applicant or any affiliate or related person thereof previously been denied financing, whether conventional, tax-exempt or otherwise, for the proposed or a similar Project? Yes _____ No _____ If yes, please describe. _____

5.5 Has the Applicant or any affiliate or related person thereof ever defaulted on any debt obligation including, without limitation, any public or private bond, mortgage, note, or debenture? Yes _____ No _____ If yes, please describe. _____

APPLICANT AFFIDAVIT

The undersigned, as the general partner, managing partner, chief executive officer, or Board Chair or director (“*officer*”), acting on behalf of the Applicant, certifies as follows:

1. that all facts and statements contained in this Application and the attachments are true and correct to the best of such officer’s knowledge and belief;
2. that he or she knows of no material adverse fact relating to the Applicant not disclosed herein (or otherwise disclosed to the Authority);
3. that this Application is made in accordance with the Procedural Pamphlet of the Authority (as currently in effect); and
4. that the Applicant consents to all investigations deemed reasonably necessary by the Authority as set forth herein.

The undersigned further agrees that whether or not the Applicant is granted preliminary approval, final approval, or whether the bonds are issued as applied for, the Applicant agrees to pay all costs and expenses incurred by the Authority, including but not limited to expenses incurred in the payment of fees to the Authority’s legal counsel, accountant and financial consultant, if any, related to the proceedings for the issuance of the bonds (which fees may be paid directly to such professionals). If bonds are issued at the request of the Applicant, the Applicant agrees to pay the Authority’s Annual Administrative Fee, in accordance with the Authority’s Fee Schedule.

Further, the Applicant agrees and acknowledges that information regarding the Bonds may be available on the Authority’s website and consents thereto.

Date: _____, Applicant

By: _____
Name: _____
Title: _____

INSTRUCTIONS

1. Form; Questions. The Authority has set forth the attached form, stating information it would like to have in the Application. If the Applicant has questions, a conference call with the Authority President, staff and/or counsel can be scheduled to review the Application. Questions concerning this Application may be directed to the Authority's Counsel at any time.

2. Format. The Application form is designed to help the Applicant in providing the Authority with sufficient information on which to base its decision to consider the preliminary approval and/or the final issuance of the bonds (as requested). *If additional information not requested would be disclosed in a disclosure document or be helpful, the Applicant should include it.*

3. Timing; Number; Address. The Application is to be provided to the Authority's counsel no fewer than ten (10) business days prior to the Authority meeting at which consideration of the Application is requested. If mailed, please provide **one complete original** to the Authority's counsel at the following address (if emailed, please provide one fully signed original in non-zipped pdf format):

Frank T. Moro, Consultant to the Authority
First West Properties Corporation
1700 S. Highway 92, Ste E100
Sierra Vista, AZ 85635
frank@fwpc.net

With a copy to:

The Industrial Development Authority
of the City of Sierra Vista
c/o Michael A. Slania
Slania Law, PLLC
2980 N. Swan Road, Suite 222
Tucson, Arizona 85712
mas@slanialaw.com

4. Authority Meetings. Regular meetings of the Authority are not currently scheduled; if held in person, such meeting will be at First West Properties Corporation Conference Room, 1700 South Highway 92, Suite E100, Sierra Vista, Arizona, or as otherwise indicated on a given meeting's notice or agenda. *NOTE: The meetings are currently held virtually or telephonically.* In appropriate circumstances, upon written request, the Authority may hold a special meeting to consider an Application (for which a special meeting notice will be prepared).

5. Applicant's Presentation. Representatives of the Applicant should plan to attend the meeting of the Authority at which the preliminary resolution and/or the final resolution considering the issuance of bonds based upon the Application, in order to make a brief oral presentation of the proposed Project and related financing and to answer questions.

6. Fees and Expenses. The Authority's fees are as follows:

A) Application Fee. The complete fee for filing an Application is \$3,000, which is nonrefundable. If the Applicant is a for-profit entity, the entire amount is due at time of filing. If the Applicant is a non-profit entity, One Thousand Dollars (\$1,000) is to be paid at the time the Application is filed and the balance (i) within ninety (90) days of the Authority's consideration of preliminary approval or (ii) the approving resolution for the issuance of the proposed bonds. If the preliminary approval is denied, no further fees beyond the initial payment is required unless the application is resubmitted, and preliminary approval is subsequently given.

B) Authority's and Authority's Counsel Fees. By submitting an Application, the Applicant also agrees to pay all costs and expenses incurred by the Authority or its Board related to the issuance of the bonds, including the legal expenses and cost of its counsel.

C) Annual Assessment of Authority's Administrative Expense. Additionally, as a condition to the issuance of the bonds, the Applicant must agree to pay an annual fee (as a proportionate part of the Authority's administrative expenses) during the period the bonds are outstanding. Such amount will be determined by the Authority from time to time.

7. Further Information. The Authority reserves the right to request that the Applicant provide the Authority with additional information about the Applicant's business, the Project and/or the financing, including, but not limited to, financial projections on the Applicant's business or the Project.

8. Application Submission. When the Applicant signs the Application to the Authority, the Applicant will be representing that all information therein is correct and that the Applicant be deemed to know, understand, and accept the Authority's procedures, as outlined in the Procedural Pamphlet.

9. Open Meetings and Public Records Laws. The Authority is subject to, and complies with, the Open Meeting and Public Records laws of the state of Arizona. Therefore, all meetings are open to the public and all information discussed at such meetings and the Authority's records, including the Application (subject to exceptions in such laws), is available to the public. The agenda for each meeting of the Authority is available upon request from the Authority or Slania Law, PLLC at least 24 hours prior to the meeting.

10. Authority's Website. The Authority has a website (sierravistaida.biz) which is publicly available on the internet. The Applicant agrees and consents that information provided to the Authority regarding the Applicant and its Application to the Authority, as well as bonds issued by the Authority, may be included on the Authority's website, specifically on a listing of bonds issued. The Applicant further agrees and consents that the Authority may use information contained herein and/or pictures from the project on its website. The Authority will direct all public

inquiries regarding such bonds to EMMA, or the Trustee or purchaser of such bonds, as appropriate.

11. Conflict of Interest Law (ARS §38-511). The Authority is subject to the conflict of interest laws, including that any contract to which the Authority is a party can be cancelled for a period of three years after execution if the person acting on behalf of the Authority is considered an employee or agent of another party to the contract.