

**RESOLUTION NO. R2024-046**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF YUMA, ARIZONA, APPROVING THE ISSUANCE OF HOSPITAL REVENUE BONDS (YUMA REGIONAL MEDICAL CENTER), SERIES 2024A, OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF YUMA, ARIZONA; AND DECLARING AN EMERGENCY**

WHEREAS, the City Council of the City of Yuma, Arizona (the "City Council") approved the incorporation of The Industrial Development Authority of the City of Yuma, Arizona (the "Issuer"); and,

WHEREAS, the Issuer has approved and proposes to issue its Hospital Revenue Bonds (Yuma Regional Medical Center), Series 2024A, in the aggregate principal amount of not to exceed \$310,000,000 (the "YRMC Bonds") in accordance with and pursuant to Title 35, Chapter 5, Arizona Revised Statutes, as amended (the "Act"), to make a loan to Yuma Regional Medical Center (the "Medical Center"), an Arizona nonprofit corporation, for the purposes of: (1) financing (including by reimbursing expenditures made for such purposes) and/or refinancing the acquisition, construction, improvement and/or equipping of projects at certain health facilities of the Medical Center in the City of Yuma, Arizona and the City of San Luis, Arizona; (ii) refund all or a portion of the Issuer's Hospital Revenue Bonds (Yuma Regional Medical Center), Series 2014A (the "Prior Bonds") the proceeds of which bonds were loaned to the Medical Center to finance and/or refinance the acquisition, construction, improvement and/or equipping of projects at certain health facilities of the Medical Center in the City of Yuma, Arizona; (iii) fund certain capitalized interest; (iv) fund a debt service reserve if determined by the Medical Center to be beneficial; and (v) pay costs of issuance relating to the YRMC Bonds (collectively, the "Project"); and,

WHEREAS, Section 35-721(B) of the Act requires approval of the YRMC Bonds by the City Council; and,

WHEREAS, the YRMC Bonds shall be limited obligations of the Issuer, with the principal and purchase price of, premium, if any, and interest on the YRMC Bonds being payable by the Issuer solely out of the loan payments by the Medical Center under the loan agreements and the other assets pledged therefor under the bond indentures relating to the YRMC Bonds, and the YRMC Bonds shall not constitute an indebtedness of the State of Arizona, the Issuer or the City within the meaning of any Arizona constitutional provision or statutory limitation, or give rise to a pecuniary liability of the State of Arizona, the Issuer or the City, and pursuant to Section 35-742 of the Act, the City shall not in any event be liable for the payment of the principal of or interest on the YRMC Bonds; and,

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), requires that the City Council approve issuance of the YRMC Bonds after a public hearing following public notice (the "Notice") published in advance of said hearing; and,

WHEREAS, a public hearing was held on August 21, 2024, with respect to the aforementioned financing, following public notice published at least 7 days in advance of said hearing, a copy

of such Notice is attached hereto as Exhibit A; and,

WHEREAS, the Issuer has heretofore delivered to this City Council the Issuer’s Bond Resolutions and forms of the bond documents (listed on Exhibit B hereto) pursuant to which the YRMC Bonds are to be issued and sold and information regarding the Project and the Prior Bonds to be refunded from a portion of the proceeds of the YRMC Bonds and the City Council deems it appropriate to approve the issuance of the YRMC Bonds by the Issuer.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Yuma, as follows:

SECTION 1: That the City Council hereby approves the issuance of the YRMC Bonds in an aggregate principal amount not to exceed \$310,000,000 by the Issuer, as provided in the bond documents of the Issuer, as presented at this meeting and on file with the Issuer’s counsel and the City Clerk (which documents may be revised in accordance with the Issuer’s Bond Resolution), in accordance with the requirements of the Act and of Section 147(f) of the Code, in an aggregate principal amount not to exceed \$310,000,000.

SECTION 2: That the various, requisite City officers and employees are authorized and directed to take all actions necessary to effectuate the purposes of this Resolution.

SECTION 3: That all resolutions or ordinances, or parts thereof, which contemplate the same subject matter as this Resolution and which are in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

SECTION 4: That the immediate operation of this Resolution is necessary for the preservation of the peace, health and safety of the City of Yuma for the reason that the YRMC Bonds authorized herein must be sold immediately to secure the best, available economic terms therefor; an emergency is, therefore, declared to exist, and this Resolution is enacted as an emergency and shall be in full force and effect immediately upon its passage by the City Council, as required by law, and it is hereby exempt from the referendum provisions of the Constitution and laws of the State of Arizona and the Charter of the City of Yuma.

ADOPTED by the City Council of the City of Yuma, Arizona, this 4th day of September, 2024.

APPROVED:

\_\_\_\_\_  
Douglas J. Nicholls  
Mayor

ATTESTED

APPROVED AS TO FORM:

By: \_\_\_\_\_  
Lynda L. Bushong  
City Clerk

\_\_\_\_\_  
Richard W. Files  
City Attorney

**EXHIBIT A**

**Copy of Notice of Public Hearing**

**NOTICE OF SPECIAL MEETING**

A SPECIAL MEETING OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF YUMA, ARIZONA WILL BE HELD AT **1:00 P.M., WEDNESDAY, AUGUST 21, 2024**, IN **CITY HALL CONFERENCE ROOM #141**, CITY OF YUMA OFFICES, ONE CITY PLAZA, YUMA, ARIZONA, TO DISCUSS, CONSIDER AND/OR TAKE ACTION WITH RESPECT TO THE TOPICS LISTED BELOW.

**AGENDA:**

1. CALL TO ORDER – PANCRAZI
2. APPROVAL OF MINUTES OF THE REGULAR MEETING OF JULY 16, 2024 – PANCRAZI
3. APPROVAL OF MINUTES OF THE SPECIAL MEETING OF AUGUST 14, 2024 – PANCRAZI
4. DISCUSSION AND ACTION FOR ADOPTION OF A RESOLUTION OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF YUMA, ARIZONA, AUTHORIZING THE ISSUANCE AND SALE OF ITS HOSPITAL REVENUE BONDS (YUMA REGIONAL MEDICAL CENTER), SERIES 2024, IN ONE OR MORE SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$310,000,000 FOR THE PURPOSE OF MAKING A LOAN TO YUMA REGIONAL MEDICAL CENTER TO PAY COSTS OF A “PROJECT” WITHIN THE MEANING OF TITLE 35, CHAPTER 5, ARIZONA REVISED STATUTES, AND TO REFUND THE AUTHORITY’S SERIES 2014A BONDS ISSUED FOR THE BENEFIT OF YUMA REGIONAL MEDICAL CENTER; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY BY THE AUTHORITY OF ONE OR MORE BOND INDENTURES, LOAN AGREEMENTS AND PURCHASE AGREEMENTS FOR ONE OR MORE SERIES OF SERIES 2024 BONDS AND OF CERTAIN OTHER DOCUMENTS RELATING TO ISSUANCE OF THE SERIES 2024 BONDS; AUTHORIZING USE OF ONE OR MORE OFFICIAL STATEMENTS FOR THE SERIES 2024 BONDS; AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY FOR THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION AND RELATED MATTERS - WHITE

The Board of Directors may vote to go into executive session during the noticed meeting concerning any of the agenda items mentioned above. If authorized by the requisite vote of the Directors, the executive session will be held immediately after the vote and will not be open to the public. The executive session, if held, will be at the same meeting location set forth above. The discussion may relate to personnel, public records, confidential legal advice or counsel, litigation, real estate or other matters permitted pursuant to A.R.S. §§ 38-431.03(A)(1)-(7). The

President or other presiding officer shall instruct the persons present at the executive session regarding the confidentiality requirements of the Open Meeting Laws.

In accordance with the Americans with Disabilities Act (ADA) and Section 504 of the Rehabilitation Act of 1973, the City of Yuma does not discriminate on the basis of disability in the admission of or access to, or treatment or employment in, its programs, activities, or services. For information regarding rights and provisions of the ADA or Section 504, or to request reasonable accommodations for participation in City programs, activities, or services, contact: ADA/Section 504 Coordinator, City of Yuma Human Resources Division, One City Plaza, P. O. Box 13012, Yuma, AZ 85366-3012; (928) 373-5125 or TTY (928) 373-5149.

**EXHIBIT B**

**The Industrial Development Authority  
of the City of Yuma, Arizona  
Hospital Revenue Bonds  
(Yuma Regional Medical Center)  
Series 2024A**

1. Preliminary Bond Resolution of the Issuer adopted on August 14, 2024 and the Final Bond Resolution of the Issuer adopted on August 21, 2024, authorizing issuance of the YRMC Bonds.
2. Bond Indenture, between the Issuer and Zions Bancorporation, National Association, as bond trustee thereunder.
3. Loan Agreement, between the Issuer and the Medical Center.
4. Bond Purchase Agreement, between BofA Securities, Inc., on behalf of itself and as representative of Raymond James & Associates, Inc., Cain Brothers, a division of KeyBanc Capital Markets Inc. and J.P. Morgan Securities LLC as underwriters and the Issuer and approved by the Medical Center.