



City of Goodyear

See meeting location
below

Meeting Minutes

Public Improvement Corporation

Tuesday, April 25, 2017

5:00 PM

Goodyear City Hall
190 N. Litchfield Rd. Room 126
Goodyear, AZ 85338

1. CALL TO ORDER

President Paschen called the meeting to order at 5:01 p.m.

2. ROLL CALL

Present: 5 - President Paschen, Vice President Delleo, Secretary/Treasurer Schroeder, Boardmember Fabritz and Boardmember Yul

Staff Present: City Clerk Maureen Scott and Finance Director Doug Sandstrom

Legal Counsel Present: Zach Sakas with Gust Rosenfeld participated by telephone

Others Present: Larry Given-Financial Advisor with Hilltop Securities and Janelle Gold with Hilltop Securities

3. APPROVE MINUTES

[MINUTES](#) Approve draft minutes of the Public Improvement Corporation held on July 7,
[31-2017](#) 2016.

MOTION by Boardmember Delleo, SECONDED by Boardmember Schroeder, to APPROVE the minutes. The motion carried by the following vote:

Ayes: 5 - President Paschen, Vice President Delleo, Secretary/Treasurer Schroeder, Boardmember Fabritz and Boardmember Yul

4. CITIZENS COMMENTS/ APPEARANCES FROM THE FLOOR

None.

5. NEW BUSINESS

5.1 ADOPT RESOLUTION 2017-08 APPROVING THE ISSUANCE AND SALE OF NOT TO EXCEED \$11,000,000 AGGREGATE PRINCIPAL AMOUNT OF THE CITY OF GOODYEAR PUBLIC IMPROVEMENT CORPORATION SUBORDINATE LIEN MUNICIPAL FACILITIES REVENUE BONDS, TAXABLE SERIES 2017; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST AGREEMENT, AN AGREEMENT, AN ASSIGNMENT AGREEMENT, AN AGENCY AGREEMENT, A PURCHASE CONTRACT, AND RELATED DOCUMENTS; AUTHORIZING THE DELEGATION OF DUTIES TO CERTAIN OFFICERS; RATIFYING THE PREPARATION AND DISTRIBUTION OF A REQUEST FOR PROPOSALS FROM FINANCIAL INSTITUTIONS, RATIFYING THE PREPARATION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE FINALIZATION, EXECUTION AND DISTRIBUTION OF AN OFFICIAL STATEMENT; AND AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTION CONTEMPLATED BY THIS RESOLUTION.

Doug Sandstrom, Finance Director, presented. This bond request doesn't exceed \$11 million and it is to renovate and expand the Indians Development Complex. This resolution authorizes entering into all necessary agreements to execute a loan and lease agreement. The resolution approves the issuance of the debt. The original bond was issued in 2007 for Ballpark construction which was \$67.9 million, and the lease agreement is between the PIC (Public Improvement Corporation) and City of Goodyear. The debt payments are paid through general fund revenues. The Cleveland Indians Complex opened in February 2008. The lease agreement between the city and the Indians expires 12/31/2029. If any of the debt is extended beyond that deadline, there are options of one year extensions.

Currently, there is \$101,078,000 principal outstanding for the PIC. There are two issues relating to the Ballpark. The original issue was \$68 million, and then \$26 million to expand to a second team, the Cincinnati Reds. There is also \$6.4 million of outstanding debt for the Goodyear Municipal Complex. The \$11 million would be in addition to this.

The Cleveland Indians Complex expansion consists of approximately 16,000 square feet. It entails strength/conditioning area, kitchen, equipment room, multi-purpose space, lockers and office space. The building expansion will serve as collateral for the loan. They plan to use their facility year round.

The PIC is seeking proposals from direct lenders via the Request for Proposal (RFP) process. The RFP was issued on 04/24/17. A loan amount of up to \$11 million will be payable from revenues received by the PIC from the lease with the city. The proposals will be for a 10-year term or a 15-year term. The Indians will pay the city a lease payment equal to annual debt service which is taxable because they are a private entity.

The Cleveland Indians want to start construction in June to be ready for the 2018 spring training season.

Larry Given reviewed the agreements with the board.

MOTION by Boardmember Delleo, SECONDED by Boardmember Schroeder, to ADOPT Resolution 2017-08. The motion carried by the following vote

Ayes: 5 - President Paschen, Vice President Delleo, Secretary/Treasurer Schroeder, Boardmember Fabritz and Boardmember Yul

6. INFORMATION ITEMS

None.

7. ADJOURNMENT

MOTION by Boardmember Schroeder, SECONDED by Boardmember Fabritz, to ADJOURN the meeting. The motion carried by the following vote:

Ayes: 5 - President Paschen, Vice President Delleo, Secretary/Treasurer Schroeder, Boardmember Fabritz and Boardmember Yul

There being no further business to discuss, President Paschen adjourned the meeting at 5:40 p.m.

President

Date