

RESOLUTION NO. 2025-02-10

**A PRELIMINARY RESOLUTION EXPRESSING THE INTENT OF THE CITY OF JONESBORO, ARKANSAS PUBLIC FACILITIES BOARD TO ISSUE ITS LEASE REVENUE BONDS, SERIES 2025, IN ONE OR MORE SERIES; APPROVING AND AUTHORIZING THE NEGOTIATION OF THE TERMS OF THE BONDS WITH A POTENTIAL PURCHASER THEREOF; AUTHORIZING THE PREPARATION OF CERTAIN DOCUMENTATION FOR THE SUBSEQUENT APPROVAL OF THE PUBLIC FACILITIES BOARD RELATED TO THE ISSUANCE OF THE BONDS; AND AUTHORIZING AND PRESCRIBING OTHER MATTERS PERTAINING THERETO.**

**WHEREAS**, the City of Jonesboro, Arkansas Public Facilities Board (the “Board”) is a public facilities board created and organized by Ordinance Nos. 1657, 1717 and 23-005 (collectively, the “Ordinances”), in accordance with the Public Facilities Board Act, codified as Arkansas Code Annotated §§ 14-137-101 *et seq.*, as amended (the “Act”) and is authorized to issue its revenue bonds to finance the acquisition, construction, installation, and equipping of recreational and tourist facilities and related facilities; and

**WHEREAS**, pursuant to the Act and the Ordinances, the Board is authorized to lease its facilities and to use and pledge revenues from its leases for the purpose of financing the acquisition, construction, improvement, and/or equipping of projects in such amounts as shall be determined by the Board; and

**WHEREAS**, the City of Jonesboro, Arkansas Advertising and Promotion Commission (the “Commission”) has requested the Board’s assistance in financing the costs of designing, acquiring, constructing, and equipping recreational and tourist facilities to be located in Jonesboro, Arkansas, including, but not limited to, an aquatic center, splash pad and outdoor aquatic facilities, basketball, volleyball and pickleball courts, synthetic turf fields, meeting rooms, community event spaces, offices, and a kitchen (collectively, the “Sports Complex Project”); and

**WHEREAS**, the Board has engaged legal and financial professionals and has investigated financing options; and

**WHEREAS**, the Board proposes to issue bonds to be designated “City of Jonesboro, Arkansas Public Facilities Board Lease Revenue Bonds (Jonesboro Sports Complex Project), Series 2025 (the “Bonds”) the proceeds of which will be used to finance a portion of the costs of (i) the designing, acquiring, constructing, installing, and equipping of new recreational and tourist facilities, (ii) funding a debt service reserve fund and/or a capitalized interest fund, if any, and (iii) paying certain of the costs of issuing the Bonds; and

**WHEREAS**, the Board has deemed it desirable and in keeping with its purposes under the Act and the Ordinances to issue the Bonds and to enter into a lease agreement (the “Lease”) with the Commission pursuant to which the Commission will assist with the management of the

construction of the Sports Complex Project and will pay a fair market value rent for the occupancy, use and operation of the Sports Complex Project; and

**WHEREAS**, the Bonds shall be limited obligations only of the Board and shall not constitute an indebtedness of the State of Arkansas (the "State") or the City of Jonesboro, Arkansas (the "City"), or an indebtedness for which the faith and credit of the State or the City is pledged, but shall be special obligations payable solely from payments under the Lease and by any other amounts or collateral pledged under the provisions of the documents related to the Bonds; and

**WHEREAS**, the Board solicited proposals from potential purchasers and has received a non-binding term sheet from a potential purchaser ("Potential Purchaser") setting forth proposed terms for its purchase of the Bonds; and

**WHEREAS**, the Board has deemed it desirable to authorize the negotiation by the Board of proposed terms of the Bonds, the lease of the Sports Complex Project to the Commission, and the terms of the purchase of the Bonds by Potential Purchaser with all final terms of such purchase to be approved by one or more additional resolutions of the Board; and

**WHEREAS**, in connection with the issuance of the Bonds and the leasing of the Sports Complex Project to the Commission, it is necessary and convenient for the Board to hire a banking institution to act as trustee, registrar, and paying agent (a "Trustee") under the terms of the Indenture (as defined herein) and to hire an appraiser (an "Appraiser") to provide a fair market value rental analysis relating to the Sports Complex Project; and

**WHEREAS**, the Board solicited proposals and received responses from potential Trustees and Appraisers, and the Board will select a Trustee and an Appraiser.

**NOW, THEREFORE, BE IT RESOLVED** by the City of Jonesboro, Arkansas Public Facilities Board:

**Section 1. Authorization of Issuance and Sale of Bonds.** The Board hereby determines that the Sports Complex Project is a recreational and tourist facility as defined by the Ordinances and the Act. In order to provide for the financing of the Sports Complex Project, there is hereby approved and authorized the issuance and sale of an aggregate principal amount of not to exceed \$70,000,000 of City of Jonesboro, Arkansas Public Facilities Board Lease Revenue Bonds (Jonesboro Sports Complex Project), Series 2025 (the "Bonds"), for the purposes of (i) financing of all or a portion of the costs of designing, acquiring, constructing, installing, and equipping the Sports Complex Project, (ii) funding a debt service reserve fund and/or a capitalized interest fund, if any, and (iii) paying necessary expenses incidental to the sale and issuance of the Bonds. The Bonds shall bear interest on either a tax-exempt or taxable basis at a true interest cost of not to exceed six and one-half percent (6.50%). The Bonds shall mature not later than March 31, 2055. The Bonds may be issued in one or more series for reasons deemed necessary, convenient, or appropriate by Bond Counsel (as identified below), in consultation with the Board.

**Section 2. Negotiation with Potential Purchaser.** The Chair, the Vice-Chair, Treasurer and the Secretary (the "Authorized Officers"), for and on behalf of the Board, are

hereby authorized to negotiate, in consultation with Raymond James & Associates, Inc. (the "Placement Agent") and Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C. ("Bond Counsel"), with Potential Purchaser the terms of the Bonds, the structure of the lease of the Sports Complex Project to the Commission, and the terms of the purchase of the Bonds by Potential Purchaser. The Chair and Secretary are authorized to execute any required agreements or documents on behalf of the Board subject to ratification of the terms of such agreements or documents by the Board.

**Section 3. Authorization to Prepare Documents Related to the Issuance of the Bonds.** The Chair is hereby authorized to direct Bond Counsel and other professionals to prepare the necessary documents with respect to the issuance of the Bonds, including without limitation, a trust indenture ("Indenture"), the Lease, a letter of offer and representations or commitment agreement, tax agreements and certificates and such other documents and certificates related to the issuance of the Bonds. The Chair may in his sole discretion direct Bond Counsel to prepare additional documents as he may deem necessary, convenient, or appropriate in connection with the issuance of the Bonds and present any such documents for the approval and execution of the Board.

**Section 4. Board's Review and Approval.** The issuance of the Bonds is subject to the approval of final terms of the Bonds and of final documents by a resolution of the Board.

**Section 5. Approval of the Hiring of a Trustee and an Appraiser.** The Board hereby approves the hiring of Centennial Bank to act as Trustee for Bonds and the hiring of Colliers to serve as the Appraiser. The Authorized Officers are hereby authorized and directed to prepare, cause to be prepared, negotiate, and execute such agreements and documents as they may deem necessary or appropriate in connection with the hiring of the Trustee and the Appraiser.

**Section 6. Further Authority.** The Authorized Officers, for and on behalf of the Board, are hereby authorized and directed to do any and all things necessary to effect the performance of all acts of whatever nature necessary to effect and carry out the authority conferred by this Resolution. The Authorized Officers are further authorized and directed, for and on behalf of the Board, to execute all papers, documents, certificates and other instruments that may be required for the carrying out of such authority or to evidence the exercise thereof.

**Section 7. No Recourse.** No recourse under or upon any statement contained in this Resolution, or in any Bond, or in any document that may be executed by the Board in connection with the issuance of the Bonds (the "Board Documents"), or under any judgment obtained against the Board or by the enforcement of any assessment or by any legal or equitable proceeding by virtue of any constitution or statute or otherwise, or under any circumstances, shall be had against any employee, officer or board member, past, present or future, of the Board, either directly or through the Board, or otherwise, for the payment for or to the Board or any receiver thereof, or for or to the Potential Purchaser or any holder of any Bond, or otherwise, of any sum that may be due and unpaid upon any of the Bonds. Any and all personal liability of every nature, whether at common law or in equity, or by statute or by constitution or otherwise, of any such employee, officer or board member, as such, to respond by reason of any act or omission on his or her part, or otherwise, for, directly or indirectly, the payment for or to the

Board or any receiver thereof, or for or to the Potential Purchaser or any owner or holder of any Bond, or otherwise, of any sum that may remain due and unpaid upon any Bond, shall be deemed to be expressly waived and released as a condition of and consideration for the execution and delivery of the Board Documents and the issuance of the Bonds. The Board is a public instrumentality of the City of Jonesboro, Arkansas, and as such, asserts all sovereign immunity rights under Article 5, § 20 of the Arkansas Constitution of 1874, as amended.

**Section 8. Ratification of Acts.** All actions heretofore taken by the Board, including by the Authorized Officers, and any other officers or representatives of the Board, in connection with the negotiation of the terms and the sale of the Bonds and negotiation, preparation and execution of any documents related thereto are hereby in all respects ratified and approved.

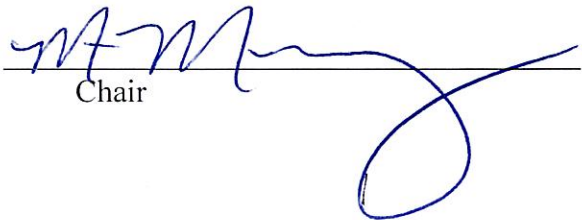
**Section 9. Severability.** The provisions of this Resolution are hereby declared to be separable, and if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases, and provisions.

**Section 10. Conflicts.** All resolutions or ordinances and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

**Section 11. Effectiveness.** This Resolution shall be in force and effect immediately upon and after its passage.

**DATED AND APPROVED** this 10<sup>th</sup> day of February, 2025.

**APPROVED:**

  
Chair

**ATTEST:**

  
Secretary