

ATTACHMENT A

RESOLUTION _____

A RESOLUTION GRANTING FINAL APPROVAL OF THE ISSUANCE OF AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$120,000,000 OF REVENUE BONDS (NEW FREEDOM PROJECT) AND/OR SUBORDINATE REVENUE CAPITAL APPRECIATION BONDS (NEW FREEDOM PROJECT) IN ONE OR MORE TAX-EXEMPT AND/OR TAXABLE SERIES OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF PHOENIX, ARIZONA

WHEREAS, The Industrial Development Authority of the City of Phoenix, Arizona (the "Authority"), is a nonprofit corporation designated a political subdivision of the State of Arizona (the "State") incorporated with the approval of the City of Phoenix, Arizona (the "City"); and

WHEREAS, Title 35, Chapter 5, of the Arizona Revised Statutes, Section 35-701 *et seq.*, as amended (the "Act"), authorizes the Authority to issue revenue bonds for the purposes set forth in the Act, including the making of secured and unsecured loans to finance or refinance the development, acquisition, construction, improvement, equipping or operation of a "project" (as defined in the Act) whenever the Board of Directors of the Authority finds such loans to further advance the interests of the Authority or the public interest, and to refund outstanding obligations incurred by an enterprise to finance the

costs of a “project” when the Board of Directors of the Authority finds that the refinancing is in the public interest; and

WHEREAS, New Freedom Project, an Arizona nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“New Freedom”), whose charitable purpose includes providing wide-ranging assistance to justice involved individuals who are reentering the community, currently collaborates with New Freedom, LLC, a Delaware limited liability company and private for-profit entity, and its affiliates and related entities (collectively, the “Seller”), to operate an outpatient treatment program for post incarcerated individuals that provides critical services to such individuals, including behavioral health counseling, peer support and mentoring, vocational education and job placement (the “Program”); and

WHEREAS, New Freedom has requested that the Authority issue its Revenue Bonds (New Freedom Project) and Subordinate Revenue Capital Appreciation Bonds (New Freedom Project) in one or more tax-exempt and/or taxable series (the “Bonds”), pursuant to a plan of financing in an aggregate principal amount of not to exceed \$120,000,000, the proceeds of which Bonds will be used by the Borrower (defined below) to finance all or a portion of the costs of: (a) acquiring (i) the membership interests in, and thereby the assets owned and used by New Freedom Ops, LLC, a Delaware limited liability company whose sole member is the Seller (“Operating Company”), (ii) the land, buildings and related amenities comprising a facility located at 2532 West Peoria Avenue, Phoenix, Arizona (the “Peoria Avenue Facility”), and (iii) the land, buildings and related amenities comprising a facility located at 20221 North 29th Avenue, Phoenix, Arizona (the “29th Avenue Facility” and, together with the Peoria Avenue Facility, the “Facilities”); (b)

funding any required reserve funds; (c) paying a portion of the interest on the Bonds; and
(d) paying fees, expenses and costs incurred in connection with the authorization,
issuance and sale of the Bonds (collectively, the “Project”), all in accordance with the Act;
and

WHEREAS, in furtherance of the purposes of the Act and in the interest of the
Authority and the public thereunder, the Authority proposes to issue the Bonds and loan the
proceeds thereof to New Freedom, Operating Company, and New Freedom Prop, LLC, an
Arizona limited liability company whose sole member is New Freedom (“Property Company”
and, collectively with New Freedom and Operating Company and their successors,
assignees, and designees, the “Borrower”) to finance all or a portion of the costs of the
Project; and

WHEREAS, the Authority, by Resolution 2025-15, duly adopted by the Board of
Directors of the Authority at a lawful meeting called and held on September 18, 2025
granted approval of the issuance and assignment of the Bonds in an aggregate principal
amount not to exceed \$120,000,000; and

WHEREAS, Section 35-721(B) of the Act provides that the proceedings of the
Authority under which the Bonds are to be issued require the approval of the Council of
the City; and

WHEREAS, Section 147(f) of the Code requires that an “applicable elected
representative” (as that term is defined in the Code) approve the issuance of the Bonds
and the plan of finance for the Project following a public hearing, which public hearing
was held by the Authority on October 7, 2025; and

WHEREAS, information regarding the Project to be financed with the proceeds of the Bonds has been presented to the Council of the City; and

WHEREAS, it is intended that this Resolution shall constitute approval by the Council of the City pursuant to Section 35-721(B) of the Act and of the “applicable elected representative” as defined in Section 147(f) of the Code with respect to the Obligations.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF PHOENIX, ARIZONA as follows:

SECTION 1. The proceedings of the Authority under which the Bonds are to be issued are hereby approved.

SECTION 2. The issuance of the Bonds and the plan of finance for the Project are hereby approved for purposes of Section 147(f) of the Code.

SECTION 3. Notice of Arizona Revised Statutes Section 38-511 is hereby given. The provisions of that statute are by this reference incorporated herein to the extent of their applicability to matters contained herein.

PASSED BY THE COUNCIL OF THE CITY OF PHOENIX, ARIZONA this ____ day
of October, 2025.

MAYOR

ATTEST:

Denise Archibald, City Clerk

APPROVED AS TO FORM:
Julie M. Kriegh, City Attorney

By: _____
Chief Counsel David H. Benton

REVIEWED BY:

Jeffrey Barton, City Manager