

**ALABAMA SECURITIES COMMISSION  
PO BOX 304700  
MONTGOMERY, AL 36130-4700  
445 Dexter Avenue, SUITE 12000  
MONTGOMERY, AL 36104**

Form IRB-1

Updated  
8/2023

**INITIAL SUBMISSION**

This submission is made in compliance with the provisions of Article 5 of Chapter 6 of Title 8 of the Code of Alabama 1975, as amended (Sections 8-6-110 through 8-6-122). The undersigned understand that this submission is incomplete, does not comply with applicable provisions of law, and will not be required herein are attached hereto.

Part I of this submission must be completed by or on behalf of the Issuer and the Lessee, Purchaser or User Company (ies) jointly. Part II of this submission must be completed by or on behalf of the Lessee, Purchaser or User Company (ies); however, it is not necessary to complete Part II of this submission unless required to do so under the terms of Part I or unless hereafter requested to do so by the Director.

Enclose a check in the amount of the required filing fee **(1/20 of 1% of the principal amount of the issue, but not less than \$25 and not more than \$1,000).**

**PART I**

1. Name(s) and address(es) of parties to the financing transaction.

(a) Issuer:

(b) Lessee, Purchaser or User Company(ies):

(c) Parent Company(ies) (if applicable):

(d) Guarantor(s) (if applicable):

(e) Trustee Bank (if known):

(f) Bond Purchaser(s) (complete only if issue is being privately placed (see Question 6)):

(g) Underwriter(s) (if applicable):

(h) Fiscal Agent(s) (if applicable):

(i) Bank or banks issuing letter(s) of credit (if applicable):

2. Estimated principal amount of issue: \$\_\_\_\_\_

3. Names and addresses of legal counsel involved in the financing transaction.

(a) Counsel for Issuer:

(b) Counsel for Lessee, Purchaser or User Company(ies):

(c) Counsel for Parent Company(ies) (if applicable):

(d) Counsel for Guarantor(s) (if applicable):

(e) Counsel for Trustee Bank (if applicable):

(f) Counsel for Bond Purchaser(s) (if applicable):

(g) Underwriter's Counsel (if applicable):

(h) Fiscal Agent's Counsel (if applicable):

(i) Counsel for Bank or Banks issuing letter(s) of credit (if applicable):

(j) Bond Counsel:

4. (a) Estimated capital budget for project

Land	\$ _____
Building and Site Improvements	\$ _____
Equipment	\$ _____
Legal Fees	\$ _____
Fiscal Fees and/or Underwriting Fees	\$ _____
Printing	\$ _____
Capitalized Interest	\$ _____
Bond Discount	\$ _____
Other Expenditures	\$ _____
<u>Total</u>	\$ _____

(b) Describe very generally and very briefly the project to be financed by this issue.

5. Will all the bonds that are part of the issue be issued, delivered and paid for in cash at the closing? \_\_\_\_\_ Yes; \_\_\_\_\_ No. If the answer to this question is "No," complete and submit both Part II of this submission and remainder of Part I, except that Part II need not be so completed and submitted at this time if (1) the answer to Question 6(a) is "No," and (2) Paragraph 6(e) is complied with.

6. (a) Is the issue being offered for sale to the public?  
\_\_\_\_\_ Yes; \_\_\_\_\_ No.
- (b) If the answer to Question 6(a) is “Yes,” are the long-term debt securities of the Lessee, Purchaser or User Company, or of the Guarantor (if any), currently rated either (1) “Baa-3” or better by Moody’s Investor’s Service, Inc., or (2) “BBB” or better by Standard & Poor’s Corporation?  
\_\_\_\_\_ Yes; \_\_\_\_\_ No.
- (c) If the answer to Question 6(a) is “Yes,” is payment of all (and not less than all) debt service (i.e., principal, premium (if any), and interest) on the issue to be effectively supported, directly or indirectly, by one or more irrevocable letters of credit to be issued by one or more banks, each of which is organized under the laws of the United States or one of the states thereof, or the District of Columbia, and each of which has, at the time of issuance of the issue, combined capital, surplus, and undivided profits of at least \$7,500,000? \_\_\_\_\_ Yes; \_\_\_\_\_ No.
- (d) If the answer to either Question 6(b) or Question 6(c) is “Yes,” complete and submit only Part I of this submission at this time (unless otherwise provided as a result of the answer to the preceding Question 5), and attach to this submission one copy of the Preliminary (or Final) Official Statement with respect to the issue. If the answer to Question 6(a) is “Yes” and if the answer to both and submit Part II of this submission.
- (e) If the answer to Question 6(a) is “No,” attach to this submission one copy of the form of each investment letter or other agreement respecting the issue that is to be executed at the closing by each Bond Purchaser. If such investment letter is attached, complete and submit only Part I of this document at this time.
7. Authorizing Act under which the Issuer is organized:
8. Will the Lessee, Purchaser or User Company(ies) waive any otherwise applicable state or local tax exemptions (e.g., property taxes, sales taxes) or agree to make payments in lieu of taxes to which such exemptions apply? \_\_\_\_\_ Yes; \_\_\_\_\_ No. If the answer to this question is “Yes,” briefly describe such tax(es) (e.g., type of tax, state statute or local ordinance or resolution under which levied):
9. Names, titles, addresses, telephone numbers and signatures of persons completing Part I of this submission for Issuer and for Lessee, Purchaser of User Company(ies):

**VERIFICATION**

The undersigned hereby verify that the information contained in Part I of this submission is true, correct and accurate.

FOR ISSUER:

FOR LESSEE,  
PURCHASER OR  
USER COMPANY(IES):

\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Title

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
Address

\_\_\_\_\_  
Address

\_\_\_\_\_  
Telephone No.

\_\_\_\_\_  
Telephone No.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**PART II<sup>1</sup>**

10. (a) Names, home addresses and principal occupations of all directors and principal executive officers of the Lessee, Purchaser or User Company(ies):

<u>Name</u>	<u>Home Address</u>	<u>Principal Occupation</u>
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(b) Names, home addresses and principal occupations of all directors and principal executive officers of Parent Company(ies) (if applicable):

<u>Name</u>	<u>Home Address</u>	<u>Principal Occupation</u>
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(c) Names, home addresses and principal occupations of all Guarantor(s) (and if Guarantor is a corporation, of all directors and principal executive officers of Guarantor) (if applicable):

<u>Name</u>	<u>Home Address</u>	<u>Principal Occupation</u>
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11. Describe generally the terms of the issue (e.g., maturity schedule, interest rates, redemption provisions):
12. Does the Lessee, Purchaser or User Company(ies) currently own or operate any businesses or facilities located in Alabama? \_\_\_\_\_ Yes; \_\_\_\_\_ No. If the answer to this question is “Yes,” describe generally all such businesses or facilities (e.g., location size and general nature of businesses or facilities):
13. (a) Have any industrial revenue-type bonds ever been issued with respect to any businesses or facilities located in Alabama and owned or operated (at the time such bonds were issued) by the Lessee, Purchaser or User Company(ies), or any of them? \_\_\_\_\_ Yes; \_\_\_\_\_ No. If the answer to this question is “Yes,” describe such bonds (e.g., name of issuer, amount and date of issue).
- (b) Does the Lessee, Purchaser or User Company(ies) currently own or operate such businesses or facilities? \_\_\_\_\_ Yes; \_\_\_\_\_ No. (See Question 12).
14. Has construction or acquisition of the project to be financed by the issue begun? \_\_\_\_\_ Yes; \_\_\_\_\_ No. If the answer to this question is “Yes,” then describe alternative methods (either currently available or proposed) to finance such project if the issue is postponed or stopped:
15. Names(s) and address(es) of persons involved in construction of project to be financed by issue:
- (a) Architect (if applicable):
- (b) Prime Contractor (if applicable):
- (c) Company(ies) issuing performance bonds (if applicable):

(d) Major equipment supplier(s) (if applicable):

(e) Real estate agent(s) (if applicable):

16. Attach 3 copies of the following exhibits (if applicable):

(a) Preliminary Official Statement.

(b) Certified financial statements or annual reports of the Lessee, Purchaser or User Company(ies), or of the Guarantor (if any), for the three fiscal years next preceding date of this submission, and the most recent interim report of the Lessee, Purchaser or User Company(ies) or the Guarantor (if any):

(c) Feasibility report or marketing study (if any):

(d) If Letter of Credit is to secure the issue, copies of proposed Letter of Credit and Letter of Credit Agreement.

**VERIFICATION**

The undersigned hereby verifies that the information contained in Part II of this submission is true, accurate and correct.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_.

\_\_\_\_\_  
(Name of Lessee, Purchaser or  
User Company)

BY \_\_\_\_\_

Its \_\_\_\_\_



**CERTIFICATION**<sup>2</sup>

The undersigned hereby certifies that nothing has come to our attention that causes us to believe that any information set forth in Part II of this submission is untrue, inaccurate or incorrect.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_.

\_\_\_\_\_  
(Name of Underwriter)

BY \_\_\_\_\_

Its \_\_\_\_\_

<sup>1</sup>If a Preliminary Official Statement is submitted and if it includes appropriate information responsive to any of the questions in Part II, it will not be necessary to include such information here; instead, merely state, in response to the particular question, "Preliminary Official Statement information incorporated by reference."

<sup>2</sup>Applicable only if an Underwriter is a party to the financing transaction and if Part II of this submission is required to be completed.