



**Minutes  
of the  
Special Meeting of Board of Directors of  
The Industrial Development Authority of the County of Maricopa  
(the "Authority")**

**Date:** March 16, 2016, 10:00 a.m.

**Place:** Law Offices of Ryley Carlock & Applewhite  
One North Central Avenue, Suite 1200  
Phoenix, Arizona 85004

**Presiding:** Victor D. Vidales

**Present:** Victor D. Vidales, Steven Bales, Jr., Charles P. Thompson,  
Ronald L. Westad, Jeremey Stawiecki, William McAllister and  
Maria Spelleri (all Board Members participated telephonically)

**Absent:** Lisa A. James

**Executive Director:** Shelby L. Scharbach (telephonically)

**Administrators:** Janis L. Larson and Kathleen Jakubowicz

**Business Development  
Officer:** Gregg J. Ghelfi (telephonically)

**Attorney:** William F. Wilder and John J. Fries of Ryley Carlock &  
Applewhite

Mr. Vidales called the Special Meeting of the Board of Directors of the Authority to order at 10:02 a.m., noting the presence of a quorum.

- 1. CONSIDERATION AND ACTION AS DETERMINED REGARDING ADOPTION OF A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF SUBORDINATE SENIOR LIVING FACILITIES REVENUE REFUNDING BONDS (CHRISTIAN CARE RETIREMENT APARTMENTS, INC. PROJECT) TAXABLE SERIES 2016A AND SUBORDINATE SENIOR LIVING FACILITIES REVENUE BONDS (CHRISTIAN CARE RETIREMENT APARTMENTS, INC. PROJECT) TAX EXEMPT SERIES 2016B, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$20,000,000.**

Mr. Wilder introduced John Norris of Christian Care and Bryant Barber of Lewis Roca Rothgerber & Christie.

Mr. Wilder explained that on January 12, 2016, the Board adopted two separate resolutions. One resolution was for the issuance of not to exceed \$70,000,000 of bonds for the Christian Care Surprise project. That resolution is not being changed by any action that would be taken with this request. The second resolution was for the issuance of not to exceed \$15,000,000 of Junior Subordinate Senior Living Revenue Bonds. The companion action taken at that time was to authorize an amendment, subject to bondholder approval, to the 2014 bond issue to bring about some covenant relief so that excess revenues could flow from the affiliates that own the three facilities, collectively known as the Christian Care Fellowship Square Mesa, Christian Care Fellowship Square Phoenix, and Christian Care Oasis to the Christian Care Surprise project.

Mr. Wilder explained that the bondholder aspect of this transaction did not proceed as anticipated, mainly because so many of the bondholders are individual bondholders who ignored the notices sent to them. The consent offer was then withdrawn, and it is now being proposed that the 2014 bonds will be refunded with the proceeds of a new series of bonds. The bonds will be issued as two series – one taxable and one tax-exempt series. The new series of bonds will be supported by the revenues of the affiliates. An affiliate loan agreement will also need to be entered into to loan the proceeds over to Christian Care Surprise, Inc.

The resolution which the Board is being asked to approve will refund the 2014B Bonds with the 2016A bonds, along with a tax-exempt 2016B series in an amount not to exceed \$20,000,000.

Mr. Barber reiterated Mr. Wilder's comments in that the 2014 Christian Care Retirement bonds are held by a large number of retail owners because the bonds are investment grade with a very good interest rate. Mr. Barber said it was difficult to obtain consent from the 2014 bondholders, so now those bonds will need to be paid off in order to facilitate the Christian Care Surprise transaction.

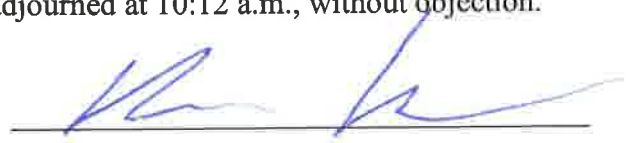
After further discussion and upon motion made by Ms. Spelleri and seconded by Mr. Westad, the following was adopted:

RESOLVED to adopt a Resolution in the form presented to the meeting authorizing the issuance and sale of Subordinate Senior Living Facilities Revenue Refunding Bonds (Christian Care Retirement Apartments, Inc. Project), Taxable Series 2016A and Subordinate Senior Living Facilities Revenue Bonds (Christian Care Retirement Apartments, Inc. Project), Tax Exempt Series 2016B, in an aggregate principal amount not to exceed \$20,000,000.

**The motion passed by a vote of (7-0).**

**ADJOURNMENT**

With no further business to come before the Authority, upon motion made and duly seconded, the Special Meeting was adjourned at 10:12 a.m., without objection.

A handwritten signature in blue ink is written over a horizontal line. The signature is stylized and appears to be the initials 'M. H.' followed by a long horizontal stroke.