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***VIA PREMIER SUPPORT SERVICE***

November 26, 2014

Ms. Sharon Bronson, Chair  
Mr. Raymond Carroll  
Mr. Richard Elias  
Ms. Ally Miller  
Mr. Ramón Valadez

**PIMA COUNTY BOARD OF SUPERVISORS**

County Administration Building  
130 West Congress Street, 11<sup>th</sup> Floor  
Tucson, Arizona 85701

Re: The Industrial Development Authority of the County of Pima Revenue and Refunding Bonds (Handmaker Jewish Services for the Aging Project), Series 2014 – In an Amount Not to Exceed \$16,000,000

Dear Ms. Chair and Members of the Board:

Subject to your approval, The Industrial Development Authority of the County of Pima (the “*Authority*”), granted its approval to a resolution granting final approval to the issuance of its Revenue and Refunding Bonds (Handmaker Jewish Services for the Aging Project), Series 2014 (the “*Bonds*”), in an aggregate principal amount not to exceed \$16,000,000, for the benefit of Handmaker Jewish Services for the Aging, an Arizona nonprofit corporation (the “*Borrower*”), which is exempt from taxation under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the “*Code*”). As always, this issuance of Bonds is subject to the approval of the Pima County Board of Supervisors.

The Authority respectfully requests that this matter be placed on the Board of Supervisors’ Regular Meeting Agenda scheduled for December 9, 2014, for the purpose of having the Board of Supervisors approve the action of the Authority. Enclosed herewith are the following:

1. Fact Summary; and
2. Resolution of the Board of Supervisors.

Attached is a copy of the Resolution approved by the Authority. A public hearing will be held by the Authority on December 2, 2014, prior to consideration by the Board of Supervisors, as required to be held pursuant to the Code and Federal Income Tax Regulations for the issuance of the Bonds. You will be immediately informed if there are any comments on the Project or the Bonds received by the Authority.

In 2000, the Authority issued its Health Care Facilities Revenue Bonds, Series 2000A and Series 2000B, the proceeds of which were used to assist the Borrower with the long term financing of its facilities. The Authority then issued its Health Care Facilities Replacement Revenue Bonds in 2007 (the "*Prior Bonds*"), and effected a refunding of the 2000 Bonds.

The proceeds of the Bonds are to be loaned to the Borrower to be used to (i) refund and refinance the Prior Bonds; (ii) fund a new money project fund for the improvement, expansion and rehabilitation of the Borrower's health care facilities, including the acquisition of personal property; (iii) pay off other indebtedness used to acquire and expand the Borrower's health care facilities; and (iv) pay certain expenses relating to issuance of the Bonds (the "*Project*"). The Prior Bonds were issued by the Authority and were used for the acquisition, construction, improvement, rehabilitation and equipping of a facility owned by the Borrower located at 2221 North Rosemont Boulevard in Tucson, Arizona. A more detailed description of the Project is contained in the attached Fact Summary.

The Bonds will be secured by certain revenues of the Borrower. The Bonds will be unrated and privately placed to WAB Investments, Inc., a wholly owned subsidiary of Western Alliance Bank, and will be issued as fully registered Bonds without coupons in denominations of \$100,000 and integral multiples of \$5,000 thereafter. The Bonds will be sold only to "Qualified Institutional Buyers" within the meaning of Rule 144A of the Rules adopted pursuant to the Securities Act of 1933, as amended, or "Accredited Investors" within the meaning of Rule 501 of the Rules governing the limited offer and sale of securities without registration under the Securities Act of 1933, as amended.

As always, the Bonds will be special limited obligations of the Authority and will be payable solely from payments made on or secured by a pledge and assignment of certain funds held by the Trustee under an indenture of trust between the Authority and the Trustee. Neither the faith and credit, nor the taxing power of the Authority or Pima County or any other political subdivision thereof, will be pledged to the payment of the Bonds. The Authority has no taxing power.

I will be available prior to the meeting to answer any questions you may have, or to meet with you at your convenience.

Thank you for your consideration of this matter.

Sincerely,

RUSSO, RUSSO & SLANIA, P.C.

/s/

Michael A. Slania  
Attorney for the Authority

MAS/ala

Enclosures

c: Robin Brigode, Clerk (w/enclosures)

Regina Nassen, Esq., Counsel to the Board

Mr. Charles Huckelberry, Pima County Administrator

Mr. Hank Atha, Deputy Pima County Administrator

# FACT SUMMARY

## THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF PIMA REVENUE AND REFUNDING BONDS (HANDMAKER JEWISH SERVICES FOR THE AGING PROJECT), SERIES 2014

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The following is a brief Fact Summary of the proposed bond issue:

The Bonds .....	The Authority will issue its Revenue and Refunding Bonds (Handmaker Jewish Services for the Aging Project), Series 2014, in one or more series (the “ <i>Bonds</i> ”), in an original principal amount not to exceed \$16,000,000. The Bonds will bear interest at a fixed rate. The average interest rate on the Bonds shall not be greater than twelve percent (12%) per annum. The Bonds may be redeemed at the option of the Borrower with the consent of the Authority and, under certain circumstances, must be redeemed prior to their stated maturity date. The Bonds will be issuable in denominations of \$100,000 or integral multiples of \$5,000 thereafter.
Private Placement .....	The Bonds will be privately placed with WAB Investments, Inc., a wholly owned subsidiary of Western Alliance Bank, an Arizona corporation (the “ <i>Purchaser</i> ”), pursuant to a private placement. The Bonds will be unrated and will be sold with an investor letter.
The Borrower .....	Handmaker Jewish Services for the Aging is an Arizona nonprofit corporation, which is an entity recognized as exempt from taxation under Section 501(c)(3) of the Code.
Bond Proceeds .....	The proceeds of the Bonds will be used to (i) refund and refinance the Prior Bonds (as defined herein); (ii) fund a new money project fund for the improvement, expansion and rehabilitation of the Borrower’s health care facilities, including the acquisition of personal property; (iii) pay off other indebtedness used to acquire and expand the Borrower’s health care facilities; and (iv) pay certain expenses relating to the issuance of the Bond (the “ <i>Project</i> ”).
Prior Bonds.....	The Authority has previously issued its \$18,670,000 Health Care Facilities Revenue Bonds (Handmaker Jewish Services for the Aging Project), Series 2000A, and \$3,000,000 Health Care Facilities Revenue Bonds (Handmaker Jewish Services for the Aging Project), Series 2000B Extendable Rate Adjustable Securities <sup>SM</sup> (the “ <i>2000 Bonds</i> ”). In 2007, the Authority then issued its Health Care Facilities Replacement Revenue Bonds (Handmaker Jewish Services for the Aging Project), Series 2007A, B & C, in an original prior amount of \$15,240,000 (the “ <i>2007 Bonds</i> ”), to effect a refunding of the 2000 Bonds. The 2007 Bonds are being refunded through the Bonds.

The Prior Bonds Project .....

Proceeds from the 2000 Bonds were used to finance the costs of the construction, improvement and equipping of a new skilled health care building, and the renovation, improvement and equipping of additional assisted living units and related support facilities located at 2221 North Rosemont Boulevard in Tucson, Arizona within Pima County, to fund a reserve fund, provide for the payment of capitalized interest and to pay the costs of issuance of the Series 2000 Bonds. The 2007 Bonds were exchanged with holders of the 2000 Bonds to effect a refunding and no changes were made to the Project.

Documentation .....

Pursuant to the Loan Agreement, the Borrower has agreed to make payments to the Authority sufficient to pay the principal of, premium, if any, and interest on the Bonds when due. As set forth in the Trust Indenture, the Bonds will be secured by revenues of the Borrower and its affiliates, as set forth in the Loan Agreement, along with other collateral of the Borrower. All rights of the Authority in and to the Loan Agreement, except certain rights to indemnification and payment of expenses, will be assigned to U.S. Bank National Association, as trustee under the Trust Indenture.

Security for the Bonds.....

The Trustee will receive, as security for the loan to the Borrower, a pledge of certain revenues of the Borrower, as stated in the Loan Agreement. The pledge of revenues will be on a parity with the pledge of revenues for the loan agreements relating to Prior Bonds. The Authority has no taxing power. The Bonds and the interest thereon are not a general obligation of the Authority and are not an indebtedness of the Authority, Pima County, the State of Arizona, or any political subdivision thereof within the meaning of any Arizona constitutional or statutory provision whatsoever. Principal of, premium, if any, and interest on the Bonds are payable solely out of the revenues derived from the Loan Agreement (other than to the extent payable out of proceeds of the Bonds or income from the temporary investment thereof). Neither the faith and credit nor the taxing power, if any, of the Authority, Pima County, the State of Arizona, or any political subdivision thereof, is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

RESOLUTION NO. 2014 - \_\_\_\_

**A RESOLUTION OF THE BOARD OF SUPERVISORS OF PIMA COUNTY, ARIZONA APPROVING THE PROCEEDINGS OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF PIMA REGARDING THE ISSUANCE OF ITS NOT-TO-EXCEED \$16,000,000 REVENUE AND REFUNDING BONDS (HANDMAKER JEWISH SERVICES FOR THE AGING PROJECT), SERIES 2014 AND DECLARING AN EMERGENCY**

WHEREAS, The Industrial Development Authority of the County of Pima (the "*Authority*"), pursuant to the Industrial Development Financing Act, Title 35, Chapter 5, Arizona Revised Statutes, as amended (the "*Act*"), is authorized to issue and sell to Western Alliance Bank, or one of its affiliates (the "*Purchaser*"), its Revenue and Refunding Bonds (Handmaker Jewish Services for the Aging Project), Series 2014 (the "*Bonds*"), the proceeds of which are to be loaned to Handmaker Jewish Services for the Aging, an Arizona nonprofit corporation (the "*Borrower*"), to (i) refund and refinance the Prior Bonds (as defined herein); (ii) fund a new money project fund for the improvement, expansion and rehabilitation of the Borrower's health care facilities, including the acquisition of personal property; (iii) pay off other indebtedness used to acquire and expand the Borrower's health care facilities; and (d) pay certain expenses relating to the issuance of the Bonds (the "*Project*"). The Prior Bonds were issued by the Authority in 2007 and were used for the acquisition, construction, improvement, rehabilitation and equipping of a health care facility owned by the Borrower located at 2221 North Rosemont Boulevard in Tucson, Arizona; and

WHEREAS, on November 14, 2014, the Authority resolved to issue the Bonds in an aggregate amount not to exceed \$16,000,000 (the "*Authority's Resolution*"), such issuance being conditioned upon, among other things, the granting of approval to the issuance of the Bonds by the Pima County Board of Supervisors; and

WHEREAS, the Authority's Resolution has been made available to the Pima County Board of Supervisors, and the Authority's Resolution has been duly considered this date; and

WHEREAS, the Authority's Resolution authorizes, among other things, the issuance of the Bonds, the execution and delivery of (i) a Trust Indenture relating to the Bonds, dated as of December 1, 2014 (the "*Trust Indenture*"); (ii) a Loan Agreement relating to the Bonds, dated as of December 1, 2014 (the "*Loan Agreement*"), between the Authority and the Borrower; and (iii) such other documents as required for the issuance of the Bonds; and

WHEREAS, the terms, maturities, provisions for redemption, security and sources of payment for the Bonds are set forth in the respective forms of the Trust Indenture, the Loan Agreement and the Bonds themselves; and

WHEREAS, copies of said documents have been made available to the Pima County Board of Supervisors, together with the Authority's Resolution; and

WHEREAS, the Pima County Board of Supervisors has been informed that said documents have been reviewed by competent Bond Counsel, Kutak Rock LLP, and said Bond Counsel has determined that said documents adequately meet the requirements of the Act and the Internal Revenue Code of 1986, as amended (the "*Code*"); and

WHEREAS, in accordance with Section 35-721.B of the Act, the proceedings of the Authority under which the Bonds are to be issued require the approval of the Board of Supervisors of the issuance of the Bonds; and

WHEREAS, pursuant to Section 147(f) of the Code, the chief elected official representing this Board of Supervisors must approve the issuance of the Bonds after a public hearing following reasonable public notice, which hearing has been conducted by the Authority; and

WHEREAS, this Board has presented to it information regarding the Bonds and information regarding the public hearing held by the Authority concerning the Bonds and is further informed and advised with regard to the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF PIMA COUNTY, ARIZONA, as follows:

1. Pursuant to Section 147(f) of the Code and the Act, the Board of Supervisors, as the governing body of the Authority and the applicable elected representative of a governmental unit having jurisdiction over the facilities to be financed or refinanced with the proceeds of the Bonds, hereby approves the Bonds and the proceedings under which the Bonds are to be issued by the Authority, including specifically the resolution described above, the Loan Agreement, the Trust Indenture and all other related or appropriate documents.
2. This Resolution shall be in full force and effect from and after its passage as provided by law, and any provisions of any previous resolutions in conflict with the provisions herein are hereby superseded.
3. The appropriate officers of the Pima County Board of Supervisors are hereby authorized and directed to do all such things and to execute and deliver all such documents on behalf of Pima County as may be necessary or desirable to effectuate the intent of this Resolution and the Authority's Resolution in connection with the issuance of the Bonds.
4. It is necessary for the preservation of the peace, health and safety of the County that this resolution become immediately effective, and, accordingly, an emergency is hereby declared to exist, and this resolution shall be effective immediately upon its passage and adoption.

PASSED, ADOPTED AND APPROVED by the Board of Supervisors of Pima County,  
Arizona this \_\_\_\_ day of December, 2014.

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Sharon Bronson, Chair  
PIMA COUNTY BOARD OF SUPERVISORS

ATTEST:

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Robin Brigode, Clerk  
PIMA COUNTY BOARD OF SUPERVISORS

APPROVED AS TO FORM:

KUTAK ROCK LLP,  
Bond Counsel

By: \_\_\_\_\_



A RESOLUTION GRANTING APPROVAL TO THE ISSUANCE OF REVENUE AND REFUNDING BONDS (HANDMAKER JEWISH SERVICES FOR THE AGING PROJECT), SERIES 2014, OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF PIMA, TO BE ISSUED, WITH THE LIMITATIONS SET FORTH HEREIN, IN ONE OR MORE TAXABLE AND/OR TAX-EXEMPT SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$16,000,000 TO FINANCE AND REFINANCE PROJECTS FOR HANDMAKER JEWISH SERVICES FOR THE AGING; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE AND A LOAN AGREEMENT; APPROVING THE TERMS OF SUCH DOCUMENTS AND RELATED DOCUMENTS TO BE EXECUTED BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF PIMA; RATIFYING CERTAIN ACTIONS HERETOFORE TAKEN IN CONNECTION WITH THE BONDS; AND AUTHORIZING OTHER ACTIONS NECESSARY IN CONNECTION WITH THE ISSUANCE OF THE BONDS

WHEREAS, The Industrial Development Authority of the County of Pima (the "Authority"), is an Arizona nonprofit corporation designated as a political subdivision of the State of Arizona (the "State") empowered under the Industrial Development Financing Act, A.R.S. §§ 35-701 through 761, as amended (the "Act"), to issue industrial development revenue bonds for the purposes set forth in the Act, including the making of loans for the purpose of financing and refinancing the acquisition, construction, improvement or equipping of a "project" (as defined in the Act) whenever the Board of Directors of the Authority (the "Board") finds such loans to be in furtherance of the purposes of the Authority or in the public interest; and

WHEREAS, the term "project" includes within its meaning the financing and refinancing of facilities owned or operated by a nonprofit organization described in section 501(c) of the United States Internal Revenue Code of 1986 (the "Code"); and

WHEREAS, Handmaker Jewish Services for the Aging, an Arizona nonprofit corporation and an organization described in section 501(c) of the Code (the "Borrower"), has requested the Authority to issue its Revenue and Refunding Bonds (Handmaker Jewish Services for the Aging Project), Series 2014 (the "Bonds"), in one or more tax-exempt and/or taxable series in an aggregate principal amount not to exceed \$16,000,000, and loan the proceeds thereof to the Borrower to finance and refinance the acquisition, construction, improvement, rehabilitation and equipping of a facility owned by the Borrower and known as Handmaker Jewish Services for the Aging, a continuing care center consisting of approximately 94 skilled nursing beds (16 of which are dedicated to dementia care and 20 of which are being brought online before the end of the year), 93 assisted living units, and 12 independent apartments, including related common areas, located at 2221 N. Rosemont Blvd, Tucson, Arizona, including costs associated therewith (including without limitation, funding reserves), pay off a loan used to acquire on the Borrower's office facilities and pay costs incurred in connection with the authorization, issuance and sale of the Bonds, all in accordance with the Act (collectively, the "Project"); and

WHEREAS, the Authority previously issued its Health Care Facilities Replacement Revenue Bonds (Handmaker Jewish Services For The Aging Project) Series 2007A, B & C, in the original principal amount of \$15,240,000 (the "Original Bonds") to assist the Borrower with the long-term financing of its facilities; and

WHEREAS, the Borrower requests the Authority approve the issuance and sale of the Bonds in an aggregate principal amount not to exceed \$16,000,000 and loan the proceeds thereof to the Borrower to finance and refinance the Project, including the redemption and prepayment of the Original Bonds; and

WHEREAS, the Borrower has determined that the Bonds will be privately placed and sold to WAB Investments, Inc., a wholly owned subsidiary of Western Alliance Bank, an Arizona corporation ("Purchaser"); and

WHEREAS, the Bonds will be issued pursuant to an Indenture of Trust, to be dated as of the first day of the month in which the Bonds are issued (the "Indenture"), between the Authority and the U.S. Bank National Association, as bond trustee (the "Trustee"), and the proceeds of the Bonds will be loaned to the Borrower pursuant to a Loan Agreement, to be dated as of the first day of the month in which the Bonds are issued (the "Loan Agreement"), between the Authority and the Borrower; and

WHEREAS, the Bonds will be payable from the Revenues (as that term is defined in the Indenture), which will include, among other items, payments of principal and interest on the Promissory Note to be executed by the Borrower (the "Promissory Note") and a Deed of Trust, Security Agreement, Assignment of Rents and Leases, and Fixture Filing, to be executed by the Borrower (the "Deed of Trust"), all of which will be assigned or delivered to the Trustee; and

WHEREAS, there have been prepared and presented to the Authority the proposed, substantially final forms of the following documents (collectively, the "Documents"):

- (1) the form of the Indenture;
- (2) the form of the Bonds (as set forth in the Indenture); and
- (3) the form of the Loan Agreement.

NOW, THEREFORE, BE IT RESOLVED by the Board as follows:

*Section 1.* The Board finds and determines that the issuance of the Bonds and the making of a loan to the Borrower for the purpose of financing and refinancing all or a portion of the cost of the acquisition, construction, improvement, rehabilitation, equipping and operating of the Project and the costs and expenses incidental thereto are in furtherance of the purposes of the Authority under the Act and the Project will constitute a "project" within the meaning of the Act and the issuance of the Bonds is in the public interest.

*Section 2.* The Bonds, which shall be named as set forth herein or as otherwise set forth in the Indenture, are hereby approved and authorized to be issued in one or more tax-exempt and/or taxable series in an aggregate principal amount not to exceed \$16,000,000, to be

dated, to mature, to bear interest, to be subject to redemption and tender for purchase, to be payable as to principal, interest and any premium, and with such other terms, all as provided in the Indenture, pursuant to which the Bonds are issued. This approval is subject to the following terms and conditions:

2.1 Notice regarding the issuance of the Bonds is given to the Arizona Attorney General in the manner contemplated by Section 35-721(F) of the Act and, within ten days of such notice, the Arizona Attorney General does not issue an opinion indicating that the project to be financed does not come within the purview of the Act.

2.2 All agreements, certificates, documents, or instruments, including the Documents, requiring the execution or consent of the Authority are in a form and substance acceptable to counsel to the Authority.

2.3 The Authority receives such opinions, certificates, comfort letters and consent letters in connection with the Bonds as counsel to the Authority may deem necessary or appropriate, in form and substance satisfactory to counsel to the Authority.

2.4 The proceedings under which the Bonds will be issued will have been approved by the Board of Supervisors of Pima County, Arizona (the "County").

2.5 The Authority, its officers, directors, employees, agents and the County are provided with full indemnification in connection with the issuance and sale of the Bonds, in form and substance satisfactory to counsel to the Authority.

2.6 Unless the Bonds are rated "BBB-" or better (or an equivalent rating) from a nationally recognized bond rating agency, the Purchaser of the Bonds shall execute and deliver an investor acknowledgement letter in form and substance satisfactory to the Authority and its counsel.

2.7 The Borrower shall pay or cause to be paid on the Closing Date the reasonable fees and expenses of the Authority, including without limitation, the fees and expenses of its counsel.

2.8 The Borrower shall agree to pay or cause to be paid the Authority's Fee (as defined in the Documents) in the amounts and at the times set forth in the Authority Documents.

*Section 3.* The Bonds shall be payable solely from the property held and receipts and Revenues received by or on behalf of the Authority pursuant to the Indenture. Nothing contained in (a) this Resolution, (b) the Documents, or (c) any other agreement, certificate, document, or instrument executed in connection with the issuance of any of the Bonds shall be construed as obligating the Authority (except as a limited obligation to the extent provided in such documents or instruments) or obligating the County or the State to pay the principal of or premium, if any, or interest on the Bonds, or as incurring a charge upon the general credit of the Authority, the County or the State, nor shall the breach of any agreement contemplated by this Resolution, the Documents, or any other instrument or documents executed in connection herewith or therewith

impose any charge upon the general credit of the Authority, the County or the State. The Authority has no taxing power.

Prior to the issuance of the Bonds, the Authority has or will have issued, and subsequent to the issuance of the Bonds, the Authority may issue, bonds in connection with the financing of other projects (said bonds are referred to herein as the "Other Bonds"). Any pledge, mortgage, or assignment made in connection with the Other Bonds shall be protected, and any funds pledged or assigned for payment of principal of or premium, if any, or interest on the Other Bonds shall not be used for the payment of principal of or premium, if any, or interest on the Bonds. Any pledge, mortgage, or assignment made in connection with the Bonds shall be protected, and no funds pledged or assigned for the payment of the Bonds shall be used for the payment of principal of or premium, if any, or interest on the Other Bonds.

*Section 4.* The forms, terms, and provisions of each of the Documents, in the forms of such Documents (including the exhibits thereto) presented to the Authority, are hereby approved, with such insertions, deletions, and changes as are approved by the officers authorized to execute the documents (which approval will be conclusively established by their execution and/or delivery thereof). Upon satisfaction of the conditions set forth in Section 2 hereof, the Authority's President, Vice President, Secretary, Assistant Secretary and Treasurer (each an "Authorized Officer") are each hereby authorized individually in such offices to execute and deliver each of the Documents or, with respect to any of the Documents not calling for execution by the Authority, to approve and deliver such documents, with respect to any one or more series of the Bonds. From and after the execution and delivery of each of the Documents, the officers, agents, employees of the Authority are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents, certificates and assignments as may be necessary to carry out and comply with the provisions of each of the Documents (as executed and delivered).

*Section 5.* Any Authorized Officer is hereby authorized to execute and deliver to the Trustee any written order of the Authority for the authentication and delivery of the Bonds by the Trustee to the Purchaser.

*Section 6.* After the Bonds are delivered by the Trustee to the Purchaser upon receipt of payment therefor, this Resolution shall be and remain irrevocable until the Bonds and interest thereon shall have been fully paid, canceled, and discharged.

*Section 7.* To the extent permitted by law, any of the officers and agents of the Authority are hereby authorized and directed to take all action necessary on its part or reasonably required by the parties to the Documents to carry out, give effect to and consummate the transactions contemplated thereby, including, without limitation, the authorization of payment of the Bonds as provided in the Indenture and the execution and delivery of the closing and other documents necessary or appropriate to be delivered in connection with the issuance, offer, sale and delivery of the Bonds.

*Section 8.* The Authority hereby authorizes its counsel or any designated Authorized Officer to hold a public hearing on the plan of financing of the Project and the proposed issuance

of the Bonds, as required by Section 147(f) of the Code, and ratifies the publication of the public notice of such hearing, evidence of this public hearing to be provided to the County.

*Section 9.* The Authority hereby expresses its intent to reimburse certain qualified expenditures incurred by the Borrower with respect to the acquisition, construction, equipping and furnishing of the Project with proceeds of the Bonds issued and sold pursuant to the provisions of the Act in a principal amount presently estimated not to exceed the amount set forth in Section 2 above.

*Section 10.* Nothing contained in this Resolution, nor in any other instrument, may be considered as obligating the Authority or the County to any pecuniary liability or charge upon the general credit of the Authority or the County. Furthermore, it is understood that no costs are to be borne by the Authority with respect to the Project and the issuance and sale of the Bonds except those to be paid out of the proceeds of the Bonds, and that the Borrower will promptly reimburse the Authority for any other expenses reasonably incurred by the Authority, including the fees of its legal counsel and any financial advisor, whether or not the Bonds are issued or sold.

*Section 11.* All actions of the officers, counsel, directors, employees, and agents of the Authority which are in conformity with the purposes and intent of this Resolution and in furtherance thereof, whether heretofore or hereafter taken, shall be and are hereby ratified, confirmed and approved. The proper officers, counsel, directors, employees, and agents of the Authority are hereby authorized and directed to do all such acts on behalf of the Authority as may be deemed necessary or desirable to carry out the terms and intent of this Resolution.

*Section 12.* In the execution and delivery of any instruments authorized hereby, the President and any other Authorized Officer of the Board are hereby authorized to rely on advice of Russo, Russo & Slania, P.C., as counsel to the Authority, to make modifications therein and to execute and deliver such additional instruments as may be reasonably required to effect the issuance, sale and delivery of the Bonds.

*Section 13.* The Authority, the members of the governing body of the Authority and any director, officer, official, employee or agent of the Authority shall not be subject to any personal liability or accountability by reason of the issuance of the Bonds or execution, delivery of performance of the Documents. The liability of the Authority with respect to any Document executed in connection with the transactions contemplated hereby shall be limited as provided in the Act and such Documents.

*Section 14.* Any provisions of any bylaws, orders, procedural pamphlets and resolutions of the Authority inconsistent herewith are hereby waived to the extent only of such inconsistency. This waiver shall not be construed as repealing any bylaw, order, procedural pamphlet or resolution or any part thereof.

*Section 15.* If any section, paragraph, clause or provision of this Resolution is for any reason held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision does not affect any of the remaining provisions of this Resolution.

*Section 16.* It is found and determined that all formal actions of the Authority and its Board concerning and relating to the adoption of this Resolution were adopted in an open meeting and that all deliberations that resulted in those formal actions were in meetings open to the public, in compliance with all legal requirements of the State and the Authority.

*Section 17.* Notice of Arizona Revised Statutes Section 38-511 is hereby given. The provisions of that statute by this reference are incorporated herein to the extent of applicability to matters contained herein under the laws of the State.

*(Signature page follows)*

Adopted and approved this 14<sup>th</sup> day of November, 2014.

THE INDUSTRIAL DEVELOPMENT  
AUTHORITY OF THE COUNTY OF PIMA

By: \_\_\_\_\_  
Authorized Officer

*(Signature page to Resolution)*