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**MINUTES OF PUBLIC MEETING  
THE INDUSTRIAL DEVELOPMENT AUTHORITY  
OF THE CITY OF PHOENIX, ARIZONA  
BOARD OF DIRECTORS**

**November 10, 2014**

A public meeting of the Board of Directors of The Industrial Development Authority of the City of Phoenix, Arizona (the “Phoenix IDA”) was convened on Monday, November 10, 2014 at 2:00 p.m., at the Calvin C. Goode Municipal Building, 251 West Washington Street, 9<sup>th</sup> Floor, Conference Room 910, Phoenix, Arizona.

**Directors present:**

Mr. Tommy Espinoza  
Mr. Don Keuth  
Mr. Bruce Mosby (telephonic)  
Mr. Sal Rivera (telephonic)  
Ms. Christa Severns (telephonic)  
Ms. Barbara Ryan Thompson  
Ms. Marian Yim

**Directors Absent:**

Ms. Judy Bernas  
Ms. Charlene Tarver

**Also present for all or portions of the meeting were:**

Ms. Monique Cordova, Phoenix IDA  
Ms. Wendy Gutierrez, Phoenix IDA  
Mr. Dan Klocke, Downtown Phoenix Partnership  
Ms. Lydia Lee, Phoenix IDA  
Dr. Ryan LoMonaco, Brunson-Lee Elementary School, Balsz School District  
Ms. Lori Robinson, Brunson-Lee Elementary School, Balsz School District  
Mr. C.W. Ross, Fennemore Craig, P.C. (telephonically)  
Mr. Juan Salgado, Phoenix IDA  
Mr. Mike Santellanes, Phoenix IDA

Any member of the public that was present during the meeting was able to hear all discussions and actions taken by board members that were present, in person and over the phone, via a teleconferencing phone system.

Mr. Keuth called the Board Meeting to order at 2:05 p.m. A quorum was noted.

**ITEM 1: Solid Waste Disposal Facility Revenue Bonds (Vieste SPE, LLC – Glendale, Arizona Project), Series 2013.**

Mr. Salgado introduced the item, noted it was an administrative matter related to a 2013 bond issuance, and requested Mr. Santellanes brief the Board.

Mr. Santellanes briefed the Board on the April 2013 issuance of solid waste disposal facility revenue bonds for Vieste SPE, LLC – Glendale, Arizona Project, as reflected in Tab 1 of the Phoenix IDA’s records for this meeting, available upon request. Mr. Santellanes noted that the bond proceeds had been used to finance the acquisition, installation, construction, improvement, equipping, and operation of a materials recovery facility located in Glendale, Arizona, and that construction had since been completed. Mr. Santellanes stated that applicant Vieste SPE, LLC was requesting that the Board consider amending certain original bond document provisions in order to allow funds currently residing in a surplus fund to be used for operating expenses and debt service.

Mr. Santellanes noted that the request did not affect the bond amount, and that according to bond counsel Kutak Rock LLP, the amended documents will not require Phoenix City Council approval.

Mr. Keuth asked Board members if they had any questions, and there were none.

Ms. Thompson moved to approve **Resolution 2014-14** as recommended by the Phoenix IDA’s legal counsel and executive director. Mr. Mosby seconded the motion. **Motion carried unanimously.** A copy of Resolution 2014-14 is attached to these minutes as Exhibit A and made a part hereof.

**ITEM 2:      Call to the Public**

Mr. Keuth made a call to the public. There were no comments.

With no further business to come before the Phoenix IDA, being duly moved and seconded, the Board Meeting was adjourned at 2:08 p.m.

## **RESOLUTION NO. 2014-14**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF PHOENIX, ARIZONA AUTHORIZING THE EXECUTION OF A FIRST SUPPLEMENTAL INDENTURE OF TRUST AND LOAN AGREEMENT SUPPLEMENT NO. 1; APPROVING THE TERMS OF SUCH DOCUMENTS, INCLUDING THE AMENDMENT TO PROVISIONS RELATED TO THE ISSUANCE OF ADDITIONAL INDEBTEDNESS AND THE USE OF AMOUNTS ON DEPOSIT IN THE SURPLUS FUND AND THE REPAIR AND REPLACEMENT FUND AND RELATED PROVISIONS (THE "AMENDMENT") AND RELATED DOCUMENTS TO BE EXECUTED AND DELIVERED BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF PHOENIX, ARIZONA; RATIFYING CERTAIN ACTIONS HERETOFORE TAKEN AND AUTHORIZING OTHER ACTIONS NECESSARY IN CONNECTION WITH THE AMENDMENT.**

**WHEREAS**, The Industrial Development Authority of the City of Phoenix, Arizona (the "Issuer"), 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"), pursuant to the provisions of the Constitution of the State and under Title 35, Chapter 5, Arizona Revised Statutes, as amended (the "Act"), is authorized and empowered, among other things: (a) to issue its revenue bonds to pay costs of a "project" (as defined in Section 35-701 of the Act); (b) to make loans from the proceeds of the sale of its revenue bonds to any person to provide for financing and refinancing the costs of acquiring, constructing, improving, equipping and maintaining one or more "projects" and to pledge all or any part of the revenues and receipts to be received by the Issuer from or in connection with such loans, and to mortgage, pledge or grant security interests in such loans or other property of the Issuer in order to secure the payment of the principal or redemption price of and interest on such bonds; (c) to enter into contracts and execute any agreements or instruments and do any other act necessary or appropriate to carry out its purposes; and (d) to enact this Resolution and to enter into the First Supplemental Indenture of Trust as hereafter defined, upon the terms and conditions provided herein and therein; and

**WHEREAS**, in furtherance of the purposes of the Act, the Issuer previously issued its Solid Waste Disposal Facility Revenue Bonds (Vieste SPE, LLC - Glendale, Arizona Project), Tax-Exempt Series 2013A (the "Series 2013A Bonds") and its Solid Waste Disposal Facility Revenue Bonds (Vieste SPE, LLC - Glendale, Arizona Project), Taxable Series 2013B (the "Series 2013B Bonds" and together with the Series 2013A Bonds, the "Series 2013 Bonds") pursuant to the Indenture of Trust, dated as of April 1, 2013 (the "General Indenture") between the Issuer and Wells Fargo Bank, National Association (the "Trustee"), the proceeds of which were loaned to Vieste SPE, LLC, an Arizona limited liability company (the "Borrower"), pursuant to the Loan Agreement, dated as of April 1, 2013 (the "Original Loan Agreement") between the Issuer and the Borrower for the purpose of paying the costs to finance or refinance the acquisition, installation, construction, improvement, equipping and operation of a materials recovery facility and related equipment on certain real property located at 11480 West Glendale

Avenue in Glendale, Maricopa County, Arizona (the "Project"), including, without limitation, funding reserves and capitalized interest, if any, and costs and expenses incurred in connection therewith, all in accordance with the Act; and

**WHEREAS**, the Borrower has requested that the General Indenture be amended by that First Supplemental Indenture of Trust, dated as of November 1, 2014 between the Issuer and the Trustee (the "First Supplemental Indenture") to amend (i) the permitted uses of amounts in the Surplus Fund to include (a) payment of principal, premium and interest on the Bonds prior to the use of amounts in the Repair and Replacement Fund and the Debt Service Reserve Fund and (b) Operating Expenses and (ii) permit the use of amounts on deposit in the Repair and Replacement Fund to be used for payment of principal, premium and interest on the Bonds prior to the use of amounts in the Debt Service Reserve Fund; and

**WHEREAS**, the Borrower has requested that the Original Loan Agreement be amended by that Loan Agreement Supplement No. 1, dated as of November 1, 2014 between the Issuer and the Borrower (the "Loan Agreement Supplement") to amend (i) the requirements for incurring additional indebtedness to allow the Borrower to incur up to \$6,000,000 of additional parity indebtedness without providing the consents or certifications required by Section 8.13 of the Original Loan Agreement, (ii) the permitted uses of amounts in the Surplus Fund to include (a) payment of principal, premium and interest on the Bonds prior to the use of amounts in the Repair and Replacement Fund and the Debt Service Reserve Fund and (b) payment of Operating Expenses of the Borrower and (iii) permit the use of amounts on deposit in the Repair and Replacement Fund to be used for payment of principal, premium and interest on the Bonds prior to the use of amounts in the Debt Service Reserve Fund; and

**WHEREAS**, there have been placed on file with the Issuer prior to this meeting proposed forms of the First Supplemental Indenture and Loan Agreement Supplement; and

**WHEREAS**, this Board determines hereby that the execution and delivery of the First Supplemental Indenture, Loan Agreement Supplement and the amendment to the use of amounts on deposit in the Surplus Fund as contemplated by such documents and the effect thereof will be in furtherance of the purposes of the Issuer and the Act; and

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF PHOENIX, ARIZONA AS FOLLOWS (ALL CAPITALIZED TERMS USED HEREIN AND NOT OTHERWISE DEFINED HAVE THE SAME MEANINGS ASCRIBED TO THEM IN THE GENERAL INDENTURE):**

**Section 1.** Amendment. It is hereby determined that the General Indenture and the Original Loan Agreement be amended to amend the requirements for incurring additional indebtedness and the permitted uses of amounts on deposit in the Surplus Fund (the "Amendment"); provided that the Registered Owners of a majority in aggregate principal amount of the Series 2013 Bonds then Outstanding consent to such amendment as provided in the General Indenture.

**Section 2.** Execution of First Supplemental Indenture and Loan Agreement Supplement. The form, terms and provisions of the First Supplemental Indenture and the Loan Agreement Supplement in the form (including the exhibits thereto) presented to this meeting, are hereby approved, with such insertions, deletions and changes as are not inconsistent herewith and as are permitted by the Act and the Code, as shall be approved by those officers executing and delivering the same on behalf of the Issuer, and such execution and delivery or approval shall constitute conclusive evidence of their approval and of this Board's approval of any such changes from the respective forms thereof presented to this meeting. Any officer of the Issuer is hereby authorized to execute and deliver the First Supplemental Indenture, the Loan Agreement Supplement and any other documents related to the Amendment on behalf of this Board. The authorization is expressly conditioned upon the understanding that the Issuer will not execute any document or consent to the execution of any document until the form of such document is acceptable to Kutak Rock LLP, counsel to the Issuer.

**Section 3.** Other Actions. To the extent permitted by law, any of the officers and agents of the Issuer are hereby authorized and directed to take all action necessary on its part or reasonably required by the parties to the First Supplemental Indenture and the Loan Agreement Supplement to carry out, give effect to and consummate the transactions contemplated thereby, including, without limitation, the execution and delivery of the closing and other documents necessary or appropriate to be delivered in connection with the Amendment.

**Section 4.** Limited Obligations. Nothing contained in this Resolution, the First Supplemental Indenture or the Loan Agreement Supplement or any other document or instrument, shall be construed as obligating the Issuer, except to the extent provided in such documents or instruments, or as incurring a charge upon the general credit or taxing power of the Issuer, the City or the State or any other political subdivision thereof, nor shall the breach of any agreement contained in this Resolution, the First Supplemental Indenture, the Loan Agreement Supplement or any other instrument or document executed in connection therewith impose any charge upon the general credit or taxing power of the Issuer, the City or the State or any other political subdivision thereof. The Issuer has no taxing power.

**Section 5.** Actions of Officers, Staff, Directors and Agents. All actions of the officers, staff, directors, advisors, agents or Executive Director of the Issuer which are in conformity with the purposes and intent of this Resolution and in furtherance of the documents referred to herein, whether heretofore or hereafter taken, shall be and are hereby ratified, confirmed and approved. The proper officers, staff, directors and agents of the Issuer are hereby authorized and directed to do all such acts and to execute, acknowledge and deliver all such documents on behalf of the Issuer as may be deemed necessary or desirable to carry out the terms and intent of this Resolution and of any of the documents referred to herein.

**Section 6.** Advice of Counsel. In the execution and delivery of any instruments authorized hereby, the President and any other officer of the Board are hereby authorized to rely on advice of Kutak Rock LLP, as counsel to the Issuer, to make modifications therein and to execute and deliver such additional instruments as may be reasonably required.

**Section 7.** Severability. If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of

such section, paragraph or provision shall not affect any of the remaining provisions of this Resolution.

**Section 8.** Delegation to Alternate Officers. In the event of the absence, unavailability or inability to act of the President or the Secretary, the then President, the Vice President, any assistant or acting Secretary, or any other member of this Board, are each authorized and empowered to take all actions, and to execute all documents and instruments and to deliver the same, as are herein authorized to be taken or executed and delivered by the President or the Secretary, as the case may be.

**Section 9.** Repeal of Conflicting Resolutions, Effective Date and Irrepealability. All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed, and this Resolution shall be in immediate effect from and after its adoption.

**Section 10.** Waivers. Any provisions of any bylaws, orders, procedural pamphlets and resolutions of the Issuer 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 11.** Legal Compliance. It is found and determined that all formal actions of the Issuer and the 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 Issuer.

**Section 12.** Notice. 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.

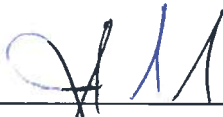
**Section 13.** No Personal Liability. The Executive Director of the Issuer, the members of the Board of Directors of the Issuer and any director, officer, official, employee or agent of the Issuer shall not be subject to any personal liability or accountability by reason of the execution and delivery of the First Supplemental Indenture. The liability of the Issuer with respect to the First Supplemental Indenture, or any other document executed in connection with the transactions contemplated hereby, shall be limited as provided in the Act and such documents.

**Section 14.** Resolution Not to be Construed as Providing Advice Concerning Municipal Securities. None of this Resolution, the First Supplemental Indenture or any action taken by the Issuer, any member of the Board of Directors or the Issuer's counsel in connection with the execution of the First Supplemental Indenture is intended to provide, and shall not be construed as providing, advice of any kind to the Borrower or to the Issuer with respect to the Series 2013 Bonds for purposes of 15 U.S. C. Section 78o-4(e)(4)(A)(i). The Issuer is a conduit issuer and none of the Issuer, the Board of Directors or the Issuer's counsel is acting or will act as a municipal advisor, financial advisor or fiduciary to any party involved in the execution of the First Supplemental Indenture.

ADOPTED AND APPROVED this 10<sup>th</sup> day of November, 2014.

THE INDUSTRIAL DEVELOPMENT AUTHORITY  
OF THE CITY OF PHOENIX, ARIZONA

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



Juan Salgado, Executive Director



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**MINUTES OF PUBLIC MEETING  
THE INDUSTRIAL DEVELOPMENT AUTHORITY  
OF THE CITY OF PHOENIX, ARIZONA  
BOARD OF DIRECTORS**

**November 19, 2014**

A public meeting of the Board of Directors of The Industrial Development Authority of the City of Phoenix, Arizona (the “Phoenix IDA”) was convened on Wednesday, November 19, 2014 at 3:30 p.m., at the Calvin C. Goode Municipal Building, 251 West Washington Street, 9<sup>th</sup> Floor, Conference Room 910, Phoenix, Arizona.

**Directors present:**

Mr. Don Keuth (telephonic)  
Mr. Sal Rivera (telephonic)  
Ms. Christa Severns (telephonic, arrived at 3:35 p.m.)  
Ms. Charlene Tarver (telephonic)  
Ms. Barbara Ryan Thompson (telephonic)  
Ms. Marian Yim (telephonic)

**Directors absent:**

Ms. Judy Bernas  
Mr. Tommy Espinoza

**Also present for all or portions of the meeting were:**

Mr. Lester Carlson, Guam Economic Development Authority (telephonic)  
Ms. Monique Cordova, Phoenix IDA  
Ms. Debra Esparza, Girl Scouts-Arizona Cactus-Pine Council (telephonic)  
Mr. Ho Eun, Core Tech International (telephonic)  
Ms. Brigitte Finley Green, Greenberg Traurig, LLP (telephonic)  
Ms. Wendy Gutierrez, Phoenix IDA  
Mr. Sean Keatts, Barclays (telephonic)  
Mr. Roy Koegen, Kutak Rock LLP (telephonic)  
Ms. Lydia Lee, Phoenix IDA  
Mr. Pat Ray, Kutak Rock LLP (telephonic)  
Mr. C.W. Ross, Fennemore Craig, P.C. (telephonic)  
Mr. Juan Salgado, Phoenix IDA  
Mr. Mike Santellanes, Phoenix IDA  
Mr. Henry Taitano, Core Tech International (telephonic)

Any member of the public that was present during the meeting was able to hear all discussions and actions taken by board members that were present, in person and over the phone, via a teleconferencing phone system.

Mr. Keuth called the Board Meeting to order at 3:34 p.m. A quorum was noted.



**ITEM 1: Revenue Bonds (Girl Scouts-Arizona Cactus-Pine Council, Inc. Project), Series 2014**

Mr. Salgado introduced the item, and requested that Mr. Santellanes brief the Board. Mr. Santellanes described the Girl Scouts-Arizona Cactus-Pine Council, Inc. Project, (the “Applicant”), as reflected in Tab 1 of the Phoenix IDA’s records for this meeting, available upon request. Mr. Santellanes noted that the Applicant was requesting Board approval of up to \$10 million in revenue bonds.

*(Director Severns arrived telephonically at 3:35 p.m.)*

Mr. Santellanes stated that the bond proceeds would be used to transform the project site (the “Project”), commonly known as Camp Sombrero, located at 1611 East Dobbins Road, in Phoenix City Council District 8, into the Leadership Center for Girls and Women at Camp Sombrero (“Leadership Center”). Mr. Santellanes described some of the programming that would take place at the Leadership Center. He also noted that the Applicant intended to seek Phoenix City Council approval on December 3, 2014 pending Board approval. Mr. Santellanes stated that, according to the Applicant, the bonds were expected to close in December 2014.

Mr. Salgado next asked Ms. Finley Green to comment as bond/issuer counsel representative. Ms. Finley Green stated that legal counsel had reviewed the legal documents, noted that they were in order and substantially final form, and recommended moving forward with the Project.

Mr. Salgado invited the Applicant’s representative to comment. Ms. Esparza thanked the Board for considering the Applicant’s request. She elaborated upon the improvements that would be made at the Project site, and the new programs that would be available at the Leadership Center. Board members asked no additional questions.

Ms. Thompson moved to approve **Resolution 2014-15** as recommended by the Phoenix IDA’s legal counsel and executive director. Ms. Severns seconded the motion. **Motion carried unanimously.** A copy of Resolution 2014-15 is attached to these minutes as Exhibit A and made a part hereof.

**ITEM 2: Lease Revenue Bonds (Guam Facilities Foundation, Inc. Project, Series 2014**

Mr. Salgado introduced the item, and requested that Mr. Santellanes brief the Board. Mr. Santellanes described the Guam Facilities Foundation, Inc., (the “Applicant”), as reflected in Tab 2 of the Phoenix IDA’s records for this meeting, available upon request. Mr. Santellanes noted that the Applicant was requesting Board approval of up to \$120 million in lease revenue bonds.

Mr. Santellanes stated that the project site (the “Project”) is located at 500 Mariner Avenue, Barrigada, Guam. He noted that the bond proceeds would be used to construct a gymnasium, office building, warehouses, and acquire and rehabilitate existing school facilities and an existing office building. He noted that the Project will subsequently be leased to the Government of Guam’s Department of Education (“GDOE”) as part of a larger GDOE educational facilities expansion plan, and will be used for public educational purposes. Mr. Santellanes noted that the Applicant intended to seek Phoenix City Council approval on December 3, 2014, pending Board approval, and stated that, according to the Applicant, the bonds were expected to close in December 2014.

Mr. Salgado next asked Mr. Ray to comment as bond/issuer counsel representative. He explained that although Guam had a financing authority – the Guam Economic Development Authority (“GEDA”) – GEDA did not have the ability to issue 501(c)(3) bonds. Accordingly, officials in Guam looked for options, and the Phoenix IDA was contacted. Mr. Ray stated that he and one of his colleagues had

conducted a site visit of the Project in August. He also discussed how the fees generated from this out-of-state project would benefit the state of Arizona and Phoenix. In closing, he noted that legal counsel had reviewed the legal documents, noted that the documents were in substantially final form, and recommended moving forward with the Project.

Mr. Salgado invited the Applicant's representative to comment. Mr. Ho thanked the Board for its consideration of the Applicant's request, and described Guam's needs for educational facilities. Mr. Carlson also thanked the Board, and added that the financing would allow the existing school to effectuate needed improvements.

Mr. Salgado stated that he was seeking and recommending Board approval of (i) the Board resolution approving the bond financing and (ii) the allocation of \$500,000 from the Project's future fees to the Community Development Fund.

Mr. Keuth requested two motions in response to the Executive Director's recommendation.

*(Director Yim did not vote on the first motion due to being disconnected from the teleconference system.)*

Ms. Thompson moved to approve **Resolution 2014-16** as recommended by the Phoenix IDA's legal counsel and executive director. Ms. Tarver seconded the motion. **Motion carried (5:0)**. A copy of Resolution 2014-16 is attached to these minutes as Exhibit B and made a part hereof.

*(Director Yim's connection to the teleconference system was re-established. She voted on the second motion.)*

Ms. Thompson moved to allocate \$500,000 of the Project's future fees to the Community Development Fund. Ms. Severns seconded the motion. **Motion carried unanimously (6:0)**.

**ITEM 3:      Call to the Public**

Mr. Keuth made a call to the public. There were no comments.

With no further business to come before the Phoenix IDA, being duly moved and seconded, the Board Meeting was adjourned at 3:57 p.m.

# EXHIBIT A

## RESOLUTION NO. 2014-15

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF PHOENIX, ARIZONA GRANTING APPROVAL TO THE ISSUANCE OF ONE OR MORE SERIES OF ITS TAX-EXEMPT REVENUE BONDS (GIRL SCOUTS-ARIZONA CACTUS-PINE COUNCIL, INC. PROJECT) SERIES 2014 (THE “BONDS”) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$10,000,000; AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST AND A LOAN AGREEMENT; APPROVING THE TERMS OF SUCH DOCUMENTS AND RELATED DOCUMENTS TO BE EXECUTED BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF PHOENIX, ARIZONA; 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 City of Phoenix, Arizona (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 inclusive, as amended (the “Act”), 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 acquisition, construction, improvement or equipping of a “project” (as defined in the Act), whenever the Board of Directors of the Authority (the “Board of Directors”) finds such loans to be in furtherance of the purposes of the Authority or in the public interest; and

**WHEREAS**, the term “project” (as defined in the Act) includes within its meaning any land, any building or other improvements, and all real and personal properties which are suitable for any “facilities owned or operated by a nonprofit corporation described in Section 501(c)” of the Internal Revenue Code of 1986 (the “Code”); and

**WHEREAS**, Girl Scouts – Arizona Cactus – Pine Council, Inc. (the “Borrower”), a duly organized and validly existing Arizona nonprofit corporation and an organization described under Section 501(c)(3) of the Code, has requested that the Authority issue its revenue bonds for the purpose of assisting the Borrower in financing improvements to land, including buildings and related amenities, currently known as “Camp Sombrero” and to be known as the “Leadership Center for Girls and Women at Camp Sombrero” located at 1611 East Dobbins Road in Phoenix, Arizona (the “Facilities”); and

**WHEREAS**, in furtherance of the purposes and interests of the Authority under the Act, the Authority proposes to issue one or more series of its tax-exempt Revenue Bonds (Girl Scouts – Arizona Cactus – Pine Council, Inc. Project), Series 2014 (the “Bonds”), in an aggregate principal amount of not to exceed \$10,000,000, the proceeds of which will be loaned to the Borrower and used, together with other legally available moneys of the Borrower, to (a) pay the costs of constructing, renovating, improving and equipping, as applicable, the Facilities (the “Project”), and (b) pay certain expenses relating to issuance of the Bonds; and

**WHEREAS**, the Bonds will be sold directly to Wells Fargo Bank, National Association, as purchaser (the “Purchaser”) and 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 Wells Fargo Bank, National Association, as 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 Trust Estate (as defined in the Indenture), which will include, among other things, payments of principal of and interest on the Promissory Note to be executed by the Borrower (the “Promissory Note”), which will be assigned to the Trustee; and

**WHEREAS**, there have been prepared and presented to the Executive Director of the Authority the proposed substantially final forms of the following documents (collectively, the “Documents”):

- (a) the Indenture, including the initial form of the Bonds; and
- (b) the Loan Agreement, including the form of the Promissory Note.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of The Industrial Development Authority of the City of Phoenix, Arizona as follows:

**Section 1. Ratification of Actions.** All actions (not inconsistent with the provisions of this Resolution) heretofore taken by or at the direction of the Authority and its directors, officers, counsel, advisors, agents or its Executive Director, including but not limited to the engagement of Greenberg Traurig, LLP, as Authority’s counsel and bond counsel, directed toward the issuance and sale of the Bonds, are hereby approved and ratified.

**Section 2. Findings.** The Board of Directors finds and determines that the issuance of the Bonds and the making of a loan to the Borrower for the purpose of financing all or a portion of the cost of the Project and the costs and expenses incidental thereto are in furtherance of the purposes and interests of the Authority under the Act and the Facilities will constitute a “project” within the meaning of the Act.

**Section 3. Terms of Bonds.** 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 pursuant to a plan of finance in an aggregate principal amount of not to exceed \$10,000,000 to be dated, to mature (no later than 40 years after their date of issuance), to bear interest (not in any event to exceed 10 percent per year), to be subject to redemption, to be payable as to principal and interest, and with such other terms, all as provided in the Indenture pursuant to which the Bonds are issued.

**Section 4. Special Limited Obligations.** 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 special, limited obligation to the extent provided in such documents or instruments) or obligating the City of Phoenix, Arizona (the "City"), 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 City 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 City or the State. The Authority has no taxing power.

**Section 5. Other Bonds.** 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 6. Conditions.** The Bonds shall not be issued unless and until:

(a) 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 10 days of such notice, the Arizona Attorney General does not issue a negative opinion regarding the issuance of the Bonds;

(b) all agreements, certificates, documents, or instruments requiring the execution or consent of the Authority are in a form and substance acceptable to the Authority's counsel;

(c) the Authority receives such opinions, certificates, comfort letters and consent letters in connection with the Bonds as the Authority's counsel may deem necessary or appropriate, in form and substance satisfactory to the Authority's counsel and advisors;

(d) the Borrower agrees to make arrangements mutually satisfactory to the Authority as to the payment of the Authority's closing fees, annual administrative fees, and expenses, the terms and conditions of which will be incorporated into the Indenture and the Loan Agreement;

(e) the Authority, its officers, directors, employees, agents and its Executive Director and the City have been provided with full indemnification in connection with the issuance and sale of the Bonds, in form and substance satisfactory to the Authority's counsel; and

(f) the Council of the City has approved the proceedings under which the Bonds are to be issued.

**Section 7. Authority Documents; Authority's Signatures.** The forms, terms, and provisions of each of the Documents, in the forms of such documents (including the exhibits thereto) presented to this meeting, 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 6 hereof, the Authority's President, Vice-President, Secretary or Treasurer (each an "Authorized Officer") are each hereby authorized 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 and Executive Director 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).

Signature pages for any Documents requiring the Authority's signature shall be delivered to Authority's counsel no fewer than seven days prior to the applicable closing or any other date on which an executed signature page is required, and once executed will be held in escrow by the Authority's counsel and delivered on the closing date or on such other date on which an executed signature page is required.

**Section 8. Sale of Bonds; Authentication.** The sale of the Bonds to the Purchaser pursuant to the terms and provisions of the Indenture is hereby authorized and approved. Any Authorized Officer is hereby authorized to execute and deliver to the Trustee any written order of the Authority or required documents deemed necessary by the Authority's counsel for the authentication and delivery of the Bonds by the Trustee to the Purchaser.

**Section 9. Further Actions.** The officers, the agents and the Executive Director of the Authority, upon satisfaction of the conditions set forth in Section 6 hereof, shall take all action necessary or reasonably required to carry out, give effect to and consummate the transactions contemplated hereby, including without limitation, the execution and delivery of the closing and other documents required to be delivered in connection with the issuance, sale, and delivery of the Bonds.

**Section 10. Open Meeting Laws.** It is found and determined that all formal actions of the Authority and its Board of Directors 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 11. Public Hearing.** The Authority is hereby authorized to determine, in consultation with the Borrower, a date for 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 to publish a public notice of such hearing in such form as approved by the Borrower and bond counsel.

**Section 12. Declaration of Intent to Authorize Reimbursement.** The Authority hereby expresses its intent to reimburse certain qualified expenditures incurred by the Borrower with respect to the 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 3 above.

**Section 13. Irrepealability.** After the Bonds are delivered by the Trustee to the Purchaser upon receipt of payment therefor, this Resolution shall be and remain irrepealable until the Bonds and interest thereon shall have been fully paid, canceled, and discharged.

**Section 14. No Personal Liability.** The Executive Director of 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. The liability of the Authority with respect to the Documents, or any other document executed in connection with the transactions contemplated hereby, shall be limited as provided in the Act and such documents.

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

**Section 16. Waiver.** Any provisions of the Authority's Bylaws, Procedural Pamphlet, as amended through March 18, 2014 (the "Pamphlet"), or prior resolutions inconsistent herewith are waived to the extent only of such inconsistency. This waiver shall not be construed as repealing any such Bylaws, Pamphlet, or resolution or any part thereof.

**Section 17. Headings.** Subject headings included in this Resolution are included for purpose of convenience only and shall not affect the construction or interpretation of any of its provisions.

**Section 18. Effectiveness.** This Resolution shall be effective immediately.


**Section 19. Notice.** 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.

**Section 20. Resolution Not to be Construed as Providing Advice Concerning Municipal Securities.** None of this Resolution, any of the Documents or any action taken by the Authority, any member of the Board of Directors or the Authority's counsel in connection with the issuance of the Bonds is intended to provide, and shall not be construed as providing, advice of any kind to the Borrower or to the Authority with respect to the issuance of the Bonds for purposes of 15 U.S.C. Section 78o-4(e)(4)(A)(i). The Authority is a conduit issuer and none of the Authority, the Board of Directors or the Authority's counsel is acting or will act as a municipal advisor, financial advisor or fiduciary to any party involved in the issuance of the Bonds.

[Signature page follows.]

ADOPTED AND APPROVED this 19<sup>th</sup> day of November, 2014.

THE INDUSTRIAL DEVELOPMENT AUTHORITY  
OF THE CITY OF PHOENIX, ARIZONA

By:  \_\_\_\_\_  
Juan Salgado, Executive Director



## EXHIBIT B

### RESOLUTION NO. 2014-16

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF PHOENIX, ARIZONA, GRANTING APPROVAL TO THE ISSUANCE OF ONE OR MORE SERIES OF ITS TAX-EXEMPT AND/OR TAXABLE LEASE REVENUE BONDS (GUAM FACILITIES FOUNDATION, INC. PROJECT) SERIES 2014 (THE “BONDS”), IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$120,000,000; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE, A LOAN AGREEMENT AND A BOND PURCHASE CONTRACT; APPROVING THE TERMS OF SUCH DOCUMENTS AND RELATED DOCUMENTS TO BE EXECUTED BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF PHOENIX, ARIZONA; APPROVING THE FORM OF AN OFFICIAL STATEMENT WITH RESPECT TO THE BONDS; 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 City of Phoenix, Arizona (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 inclusive, as amended (the “Act”), 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 acquisition, construction, improvement or equipping of a “project” (as defined in the Act), whenever the Board of Directors of the Authority (the “Board of Directors”) finds such loans to be in furtherance of the purposes of the Authority or in the public interest; and

**WHEREAS**, the Act specifically provides that the Authority may exercise its powers, including the power to issue bonds, to provide financing or refinancing for projects located, in whole or in part, outside the State, provided that the Board of Directors has determined that the exercise of such powers will provide a benefit within the State; and

**WHEREAS**, AZ GFF Tiyán, LLC, an Arizona limited liability company (the “Borrower”), the sole member of which is Guam Facilities Foundation, Inc., a duly organized and validly existing Guam nonprofit corporation designated as an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), has requested that the Authority issue one or more series of its revenue bonds for the purpose of assisting the Borrower in financing the acquisition, design, construction and/or rehabilitation, as applicable, of: (i) an approximately 14,000 square foot gymnasium, (ii) an approximately 83,500 square foot office building, (iii) of two approximately 10,000 square foot warehouses, each with an additional 6,500 square foot mezzanine space, (iv) existing school facilities, and (v) an existing office building, all located or to be located at 500 Mariner Avenue, Barrigada, Guam 96913 in the unincorporated territory of Guam (the “Facilities”) and to be leased to the Government of Guam and used exclusively for public educational purposes; and

**WHEREAS**, in furtherance of the purposes and interests of the Authority under the Act, the Authority proposes to issue one or more series of its tax-exempt and/or taxable Lease Revenue Bonds (Guam Facilities Foundation, Inc. Project), Series 2014 (the “Bonds”), in an aggregate principal amount of not to exceed \$120,000,000, the proceeds of which will be used to make a loan to the Borrower to (a) pay the costs of acquiring, constructing, renovating, improving and equipping the Facilities, (b) fund any required reserve funds, (c) pay capitalized interest on the Bonds, if any, and (d) pay certain expenses relating to issuance of the Bonds (collectively, the “Project”); and

**WHEREAS**, the Bonds will be issued pursuant to a Trust Indenture, to be dated as of the first day of the month in which the Bonds are issued (the “Indenture”), by and between the Authority and U.S. Bank National Association, as trustee thereunder (the “Trustee”), and the proceeds of the Bonds will be used to make a loan 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 Trust Estate (as defined in the Indenture), which will include, among other things, payments of principal of and interest on one or more promissory notes to be executed by the Borrower (collectively, the “Promissory Note”), an Assignment of Restated Agreement dated as of the first date of the month in which the Bonds are issued (the “Assignment of Restated Agreement”), which will assign to the Borrower some or all of the interests of the lessor under that certain Amended and Restated Lease Purchase Agreement (the “Original Restated Agreement”), as amended by the First Amendment to Amended and Restated Lease Purchase Agreement (Restated Agreement) (the “First Amendment” and, together with the Original Restated Agreement, the “Restated Agreement”) between Core Tech International Corporation, as lessor, and the Government of Guam, as lessee;

**WHEREAS**, the Assignment of Restated Agreement will be assigned to the Trustee pursuant to an Assignment Agreement (the “Assignment Agreement”) and be the sole source of repayment for the Bonds; and

**WHEREAS**, the Bonds will be sold by Barclays Capital Inc. (the “Underwriter”), pursuant to a Bond Purchase Contract or placement agreement (the “Bond Purchase Contract”), among the Authority, the Borrower and the Underwriter, and the Underwriter will distribute to investors a preliminary official statement or other offering document, which together with certain changes thereto will become the final official statement or other final offering document relating to the Bonds and describing the transaction (together, the “Official Statement”); and

**WHEREAS**, there have been prepared and presented to the Executive Director of the Authority the proposed substantially final forms of the following documents (collectively, the “Documents”):

- (a) the Indenture, including the initial form of the Bonds;
- (b) the Loan Agreement, including the form of the Promissory Note;
- (c) the Restated Agreement;

- (d) the Assignment of Restated Agreement;
- (e) the Assignment Agreement;
- (f) the Bond Purchase Contract; and
- (g) the Official Statement.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of The Industrial Development Authority of the City of Phoenix, Arizona, as follows:

**Section 1. Ratification of Actions.** All actions (not inconsistent with the provisions of this Resolution) heretofore taken by or at the direction of the Authority and its directors, officers, counsel, advisors, agents or its Executive Director, including but not limited to the engagement of Kutak Rock LLP, as the Authority's counsel and bond counsel, directed toward the issuance and sale of the Bonds, are hereby approved and ratified.

**Section 2. Findings.** The Board of Directors finds and determines that the issuance of the Bonds and the making of a loan to the Borrower for the purpose of financing and/or refinancing all or a portion of the cost of the Project and the costs and expenses incidental thereto are in furtherance of the purposes and interests of the Authority under the Act. The Board further expressly finds and determines that the issuance of the Bonds by the Authority and the making of a loan to the Borrower will provide a benefit within the State and help fulfill the Authority's mission to provide financial assistance for affordable housing and community and economic development in the State.

**Section 3. Authorization and Terms of Bonds.** 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 pursuant to a plan of finance in an aggregate principal amount of not to exceed \$120,000,000 to be dated, to mature (no later than 40 years after their date of issuance), to bear interest (not in any event to exceed 10 percent per year), to be subject to redemption, to be payable as to principal and interest, and with such other terms, all as provided in the Indenture pursuant to which the Bonds are issued.

**Section 4. Special Limited Obligations.** 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 special, limited obligation to the extent provided in such documents or instruments) or obligating the City of Phoenix, Arizona (the "City"), 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 City 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 City or the State. The Authority has no taxing power.

**Section 5. Other Bonds.** 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 (such bonds are referred to herein as “Other Bonds”). Any pledge, mortgage, or assignment made in connection with Other Bonds shall be protected, and any funds pledged or assigned for payment of principal of or premium, if any, or interest on 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 Other Bonds.

**Section 6. Conditions.** The Bonds shall not be issued unless and until:

- (a) if the Bonds have not received a rating of “BBB-” or better (or an equivalent rating) from a nationally recognized bond rating agency, each purchaser of the Bonds shall execute and deliver an investor acknowledgement letter in form and substance satisfactory to the Authority and its counsel; provided, however, the provisions of this paragraph may be waived by the Authority in its sole discretion prior to the issuance of the Bonds;
- (b) 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 10 days of such notice, the Arizona Attorney General does not issue a negative opinion regarding the issuance of the Bonds;
- (c) all agreements, certificates, documents, or instruments requiring the execution or consent of the Authority are in a form and substance acceptable to the Authority’s counsel;
- (d) the Authority receives such opinions, certificates, comfort letters and consent letters in connection with the Bonds as the Authority’s counsel may deem necessary or appropriate, in form and substance satisfactory to the Authority’s counsel and advisors;
- (e) the Borrower agrees to make arrangements mutually satisfactory to the Authority as to the payment of the Authority’s closing fees, annual administrative fees, and expenses, the terms and conditions of which will be incorporated into the Indenture and the Loan Agreement;
- (f) the Authority, its officers, directors, employees, agents and its Executive Director and the City have been provided with full indemnification in connection with the issuance and sale of the Bonds, in form and substance satisfactory to the Authority’s counsel; and
- (g) the Council of the City has approved the proceedings under which the Bonds are to be issued.

**Section 7. Authority Documents; Authority’s Signatures.** The forms, terms, and provisions of each of the Documents, in the forms of such documents (including the exhibits

thereto) presented at this meeting, 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 6 hereof, the Authority's President, Vice President, Secretary or Treasurer (each an "Authorized Officer") are each hereby authorized 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 and Executive Director 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).

Signature pages for any Documents requiring the Authority's signature shall be delivered to the Authority's counsel no fewer than seven days prior to the Bond closing or any other date on which an executed signature page is required, and once executed will be held in escrow by the Authority's counsel and delivered on the closing date or on such other date on which an executed signature page is required.

**Section 8. Sale of Bonds; Authentication.** The sale of the Bonds to the Underwriter pursuant to the terms and provisions of the Bond Purchase Contract is hereby authorized and approved. 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 Underwriter.

**Section 9. Further Actions.** The officers, the agents and the Executive Director of the Authority, upon satisfaction of the conditions set forth in Section 6 hereof, shall take all action necessary or reasonably required to carry out, give effect to and consummate the transactions contemplated hereby, including without limitation, the execution and delivery of the closing and other documents required to be delivered in connection with the issuance, sale, and delivery of the Bonds.

**Section 10. Open Meeting Laws.** It is found and determined that all formal actions of the Authority and its Board of Directors 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 11. Official Statement.** The lawful use and distribution of an Official Statement relating to the original issuance of the Bonds and any amendments thereof or supplements thereto, is hereby authorized. Except for information contained in the Official Statement under the captions "THE ISSUER" and "LITIGATION," as such captions relate to the Authority, the Authority has not confirmed, and assumes no responsibility for, the accuracy, sufficiency or fairness of any statements in the Official Statement or any amendments thereof or supplements thereto, or in any reports, financial information, offering or disclosure documents or other information relating to the Project, the Borrower, or the history, businesses, properties,

organization, management, financial condition, market area or any other matter relating to the Borrower or otherwise contained in the Official Statement.

**Section 12. Public Hearing.** The Authority is hereby authorized to determine, in consultation with the Borrower, a date for a public hearing in each of the required jurisdictions 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 to publish a public notice of such hearings in each jurisdiction and in such form as approved by the Borrower and bond counsel, and to hold or arrange to be held such hearings. The Borrower and bond counsel are authorized to take those actions necessary to comply with Section 147(f) of the Code in the jurisdiction in which the Facilities are located.

**Section 13. Declaration of Intent to Authorize Reimbursement.** 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 3 above.

**Section 14. Irrepealability.** After the Bonds are delivered by the Trustee to the Underwriter upon receipt of payment therefor, this Resolution shall be and remain irrepealable until the Bonds and interest thereon shall have been fully paid, canceled, and discharged.

**Section 15. No Personal Liability.** The Executive Director of 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. The liability of the Authority with respect to the Documents, or any other document executed in connection with the transactions contemplated hereby, shall be limited as provided in the Act and such documents.

**Section 16. Severability.** If any section, paragraph, clause, or provision of this Resolution shall, for any reason, be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

**Section 17. Waiver.** Any provisions of the Authority’s Bylaws, Procedural Pamphlet, as amended through March 18, 2014 (the “Pamphlet”), or prior resolutions inconsistent herewith are waived to the extent only of such inconsistency. This waiver shall not be construed as repealing any such Bylaws, Pamphlet, or resolution or any part thereof.

**Section 18. Headings.** Subject headings included in this Resolution are included for purpose of convenience only and shall not affect the construction or interpretation of any of its provisions.

**Section 19. Effectiveness.** This Resolution shall be effective immediately.

**Section 20. Notice.** 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.

**Section 21. Resolution Not to be Construed as Providing Advice Concerning Municipal Securities.** Nothing contained in this Resolution or any of the Documents, or any action taken by the Authority, any member of the Board of Directors or the Authority's counsel in connection with the issuance of the Bonds, is intended to provide, and shall not be construed as providing, advice of any kind to the Borrower or to the Authority with respect to the issuance of the Bonds for purposes of 15 U.S.C. Section 78o-4(e)(4)(A)(i). The Authority is a conduit issuer and none of the Authority, the Board, or the Authority's counsel is acting or will act as a municipal advisor, financial advisor, or fiduciary to any party involved in the issuance of the Bonds.

*[Remainder of Page Intentionally Left Blank.]*

ADOPTED AND APPROVED this 19<sup>th</sup> day of November, 2014.

THE INDUSTRIAL DEVELOPMENT AUTHORITY  
OF THE CITY OF PHOENIX, ARIZONA

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

  
Juan Salgado, Executive Director





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**MINUTES OF PUBLIC MEETING  
THE INDUSTRIAL DEVELOPMENT AUTHORITY  
OF THE CITY OF PHOENIX, ARIZONA  
BOARD OF DIRECTORS**

**November 20, 2014**

A public meeting of the Board of Directors of The Industrial Development Authority of the City of Phoenix, Arizona (the “Phoenix IDA”) was convened on Thursday, November 20, 2014 at 3:30 p.m., at Phoenix City Hall, 200 West Washington Street, First Floor Atrium, Assembly Room B, Phoenix, Arizona.

**Directors present:**

Mr. Don Keuth  
Mr. Sal Rivera  
Ms. Christa Severns  
Ms. Charlene Tarver (arrived at 3:56 p.m.)  
Ms. Barbara Ryan Thompson  
Ms. Marian Yim (telephonic)

**Directors absent:**

Ms. Judy Bernas  
Mr. Tommy Espinoza  
Mr. Bruce Mosby

**Also present for all or portions of the meeting were:**

Mr. Murray Boess, Phoenix IDA  
Ms. Carolyn Bristo, Citizen  
Ms. Monique Cordova, Phoenix IDA  
Ms. Janeen K. Gaskin, Citizen  
Ms. Shereka Jackson, Future Stars, Inc.  
Mr. Gregory Johnson, Student, Arizona Charter Academy  
Ms. Gail Knight, Balsz School District  
Ms. Lydia Lee, Phoenix IDA  
Ms. Judy Reno, City of Phoenix | College Depot  
Mr. C.W. Ross, Fennemore Craig, P.C.  
Mr. Juan Salgado, Phoenix IDA  
Ms. Anissa Sevilla, Student, ASU Preparatory Academy  
Mr. Ronald Stearns, CliftonLarsonAllen LLP  
Mr. Elijah West, Student, Odyssey Preparatory Academy

Any member of the public that was present during the meeting was able to hear all discussions and actions taken by board members that were present, in person and over the phone, via a teleconferencing phone system.

Mr. Keuth called the Board Meeting to order at 3:31 p.m. A quorum was noted.

**ITEM 1:      Approval of Meeting Minutes – October 16, 2014 Board of Directors Meeting**

Meeting minutes for the October 16, 2014 Board of Directors meeting were presented for approval.

Ms. Severns moved to approve the minutes for the October 16, 2014 Board of Directors meeting. Mr. Rivera seconded the motion. **Motion carried unanimously.**

**ITEM 2:      Jerome E. Miller (J.E.M.) Summer Leadership Academy Report**

Mr. Salgado introduced the item, and provided background information on the JEM Summer Leadership Academy (“JEM Academy”), as reflected in Tab 2 of the Phoenix IDA’s records for this meeting, available upon request. Mr. Salgado next introduced Ms. Reno and asked her to brief the Board on the JEM Academy’s inaugural program year. Ms. Reno thanked the Phoenix IDA for being a JEM Academy sponsor, and then presented information on the JEM Academy’s purpose, programming, and outcomes. Ms. Reno next introduced three JEM Academy participants – Mr. Johnson, Ms. Sevilla, and Mr. West – who then provided information about their experiences in the program, its leadership training, and its positive impact on their college aspirations.

This report was for information only. No action was taken.

**ITEM 3:      Audited Financial Statements for June 30, 2014**

Mr. Salgado introduced the item, noting that the Finance Committee had reviewed the draft audit report at its October 29, 2014 meeting, and then requested Mr. Stearns to brief the Board on the final audit report. Mr. Stearns of CliftonLarsonAllen LLP (the “Firm”) discussed the audited financial statements, as reflected in Tab 3 of the Phoenix IDA’s records for this meeting, available upon request. Mr. Stearns stated that the Firm had issued an unmodified opinion (formerly called a “clean” opinion) of the Phoenix IDA’s financial statements, and provided highlights of the Phoenix IDA’s balance sheet as of June 30, 2014. Mr. Stearns stated that the Firm had identified no fraudulent transactions, nor any deficiencies in internal controls, to bring to the Board’s attention. Finally, he stated that there were no changes in accounting policies, no adjusting journal entries, and no disagreements with management regarding accounting principles. He asked Board members if they had questions, and there were none.

Mr. Keuth asked Treasurer Severns to comment on the Finance Committee’s earlier review of the audit report. Ms. Severns affirmed that the Finance Committee had reviewed the statements in detail, and thanked the Firm and Phoenix IDA staff for their work. Mr. Salgado acknowledged Mr. Boess’ contribution toward making the annual audit process go smoothly.

*(Director Tarver arrived at 3:56 p.m.)*

Ms. Severns moved to approve the Phoenix IDA’s financial audit report for the fiscal year ending June 30, 2014. Mr. Rivera seconded the motion. **Motion carried unanimously.**

**ITEM 4:      Financial Statements for Period Ending September 30, 2014**

Mr. Salgado introduced the item, noting that the Finance Committee had reviewed the financial statements for the period ending September 30, 2014 during its October 29, 2014 meeting, as reflected in Tab 4 of the Phoenix IDA’s records for this meeting, available upon request, and he requested ratification of the Finance Committee’s approval. Ms. Severns concurred that the quarterly financial statements had been reviewed in detail, and recommended approval.

Ms. Severns moved to approve the financial statements for the period ending September 30, 2014. Ms. Thompson seconded the motion. **Motion carried unanimously.**

**ITEM 5:      Espiritu Community Development Corporation Predevelopment Loan Request**

Mr. Salgado introduced the item, and briefed the Board on the matter, as reflected in Tab 5 of the Phoenix IDA’s records for this meeting, available upon request. He noted that the Community Impact Fund (“CIF”) Committee had reviewed and discussed Espiritu Community Development Corporation’s predevelopment loan request of up to \$100,000, as described in the Board’s report, and recommended taking it to the full Board for approval due to the requested loan policy exception. Ms. Thompson affirmed the CIF Committee’s approval, and recommended Board approval.

Ms. Thompson moved to approve a predevelopment loan to Espiritu Community Development Corporation in accordance with the conditions recommended and prescribed by the Community Impact Fund Committee. Mr. Rivera seconded the motion. **Motion carried unanimously.**

**ITEM 6:      Community Impact Fund Committee Report**

Mr. Salgado introduced and requested Mr. Boess to brief the Board. Mr. Boess briefed the Board on the items discussed during the Community Impact Fund Committee’s November 10, 2014 meeting, as reflected in Tab 6 of the Phoenix IDA’s records for this meeting, available upon request. He discussed the following items: (i) presentation by Brunson-Lee Elementary School for funding for a baseball field; (ii) a presentation made by Mr. Dan Klocke of the Downtown Phoenix Partnership on an urban concept plan for vacant land parcels located in downtown Phoenix south of Fillmore Avenue between 4<sup>th</sup> and 5<sup>th</sup> Avenues; and (iii) the Community Impact Fund Investment Fund report for the period ending September 30, 2014.

This report was for information only. No action was taken.

**ITEM 7:      Executive Committee Report**

Mr. Keuth briefed the Board on the items discussed during the Executive Committee’s November 12, 2014 meeting, as reflected in Tab 7 of the Phoenix IDA’s records for this meeting, available upon request. As shown in the report, Mr. Keuth discussed the Executive Committee’s decision to award \$10,000 to Great Hearts Academies to support its efforts to conduct an inclusion analysis and develop an inclusion plan.

This report was for information only. No action was taken.

**ITEM 8:      President’s Report**

Mr. Keuth presented the President’s report, and made announcements about the Phoenix IDA’s involvement in the following:

- Valley Leadership Man of the Year.
- Read On Phoenix.
- CREATE Phoenix Investment Fund.

This report was for information only. No action was taken.

**ITEM 9:      Call to the Public**

Mr. Keuth made a call to the public. There were no comments.

With no further business to come before the Phoenix IDA, being duly moved and seconded, the Board Meeting was adjourned at 4:13 p.m.