

**RYLEY CARLOCK**  
& A P P L E W H I T E  
*Attorneys*

CITY CLERK  
CITY OF GLENDALE

2016 MAY 31 PM 4:02

A PROFESSIONAL CORPORATION

One North Central Avenue, Suite 1200

Phoenix, Arizona 85004

P 602.258.7701 F 602.257.9582

Offices in Arizona & Colorado

[www.rcalaw.com](http://www.rcalaw.com)

CITY CLERK  
ORIGINAL

**C-10900**  
**05/27/2016**

William F. Wilder  
Direct Line: 602.440.4802  
Direct Fax: 602.257.6902  
[wwilder@rcalaw.com](mailto:wwilder@rcalaw.com)

May 27, 2016

Ms. Pamela Hanna  
Clerk  
City of Glendale  
5850 West Glendale Avenue  
Glendale, Arizona 85301

Re: The Industrial Development Authority of the City of Glendale, Arizona /  
Revenue and Refunding Bonds (Glencroft Retirement Community Project),  
Series 2016

Dear Ms. Hanna:

As I believe you will recall, we are counsel to The Industrial Development Authority of the City of Glendale, Arizona.

On May 24, 2016, the Board of Directors of the Glendale IDA met and adopted the enclosed Resolution, authorizing and approving the issuance of not to exceed \$22,000,000 of revenue and refunding Bonds for the benefit of the Glencroft Retirement Community Project. A copy of the Resolution, as adopted by the Glendale IDA Board, is enclosed for the records of the City of Glendale.

On May 23, 2016 I, as a designated representative of and authorized representative of the Glendale IDA, conducted a public hearing with regard to the proposed issuance of the Bonds described above. No persons appeared at the public hearing to comment or be heard.

A copy of my Report of Public Hearing Pursuant to Section 147(f) of the Internal Revenue Code, dated May 23, 2016, is enclosed for the records of the City of Glendale.

A copy of this letter and of the enclosures is being sent to Ms. Jean Moreno in the City of Glendale's Economic Development Department.

We have heretofore requested to be on the agenda for the City Council meeting on June 14, 2016. The materials enclosed herewith are submitted to you in your capacity as the

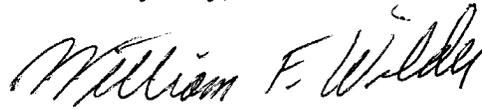
Ms. Pamela Hanna  
May 27, 2016  
Page 2

**RYLEY CARLOCK**  
& A P P L E W H I T E  
*Attorneys*

Clerk of the City of Glendale for the purpose of these documents being in the records of the City prior to the City Council being requested to take its action on June 14, 2016.

If or to the extent you have any questions, certainly give me a call.

Yours very truly,



William F. Wilder

WFW:mm

Enclosures

cc: Ms. Jean Moreno, w/encl.

RESOLUTION OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF GLENDALE, ARIZONA, AUTHORIZING AND APPROVING (A) THE ISSUANCE OF REVENUE AND REFUNDING BONDS IN ONE OR MORE SERIES AND IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$22,000,000, WITH RESPECT TO THE (I) FINANCING AND REFINANCING OF THE PROJECTS REFERRED TO HEREIN OF FRIENDSHIP RETIREMENT CORPORATION AND/OR ENTITIES AFFILIATED THEREWITH AND (II) THE UNDERTAKING BY FRIENDSHIP RETIREMENT CORPORATION AND/OR ENTITIES AFFILIATED THEREWITH OF THE REFINANCING TRANSACTIONS REFERRED TO HEREIN AND (B) THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS

WHEREAS, The Industrial Development Authority of the City of Glendale, Arizona (the "*Authority*"), is a corporation organized and existing under the laws of the State of Arizona (the "*State*"), is designated as a political subdivision of the State and is authorized and empowered by the provisions of Title 35, Chapter 5, of the Arizona Revised Statutes, as amended (the "*Act*"), to issue revenue bonds for the purpose of assisting in financing or refinancing the costs of the acquisition, construction, improving and equipping of one or more "projects" as defined in the Act; 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, as amended (the "*Code*"); and

WHEREAS, each of Friendship Retirement Corporation ("*FRC*"), Glencroft Towers I, Inc. ("*Glencroft Towers*") and Sarah's Place, Inc. ("*Sarah's Place*" and, together with FRC and Glencroft Towers, the "*Borrowers*") is an Arizona nonprofit corporation and an organization described in Section 501(c)(3) of the Code organized primarily to operate a life care retirement community; and

WHEREAS, pursuant to an Indenture of Trust, dated as of January 1, 1997 (the "*Prior Bond Indenture*"), by and between the Authority and Bank One, Arizona, NA, as predecessor in interest to Wells Fargo Bank (the "*Prior Bond Trustee*"), the Authority previously issued its Variable Rate Senior Living Facilities Revenue Bonds (Friendship Retirement Corporation Project) Series 1997, in the original principal amount of \$5,780,000, which are currently outstanding in the aggregate principal amount of \$5,780,000 (the "*Series 1997 Bonds*"); and

WHEREAS, the Authority loaned the proceeds of the Prior Bonds to FRC, which used the proceeds to, among other things, refinance (a) the Deed of Trust Note dated April 4, 1977 in the original principal amount of \$1,981,700, (b) the Industrial Development Authority of the County of Maricopa Mortgage Revenue Bonds (Friendship Retirement Corporation - FHA - Insured Project) Series 1981 in the original principal amount of \$1,750,000 and (c) the Industrial Development Authority of the County of Maricopa Industrial Development Revenue Bonds (Friendship Retirement Corporation Project) Series 1984 in the original principal amount of

\$5,000,000, the proceeds of all of which were used to finance the acquisition, construction and equipping of certain senior living facilities at Glencroft Retirement Community, including Glencroft Villa Apartments, consisting of independent and assisted living apartments, and Glencroft Care Center (now known as Providence Place), a nursing care facility; and

WHEREAS, the Department of Housing and Urban Development has heretofore insured a taxable loan issued in the original aggregate principal amount of \$3,523,200 (the "*HUD Loan*") to Glencroft Towers; and

WHEREAS, the proceeds of the HUD Loan were used, among other things, to refinance certain loans issued to Glencroft Towers by the Department of Housing and Urban Development, the proceeds of which were used to construct and equip The Towers, including The Towers at Glencroft, consisting of independent living apartments, and Towers Assisted Living, consisting of assisted living apartments; and

WHEREAS, the Federal Housing Administration has heretofore insured a taxable loan issued in the original aggregate principal amount of \$3,360,000 (the "*FHA Loan*") to Sarah's Place; and

WHEREAS, the proceeds of the FHA Loan were used, among other things, to finance the costs of constructing and equipping Sarah's Place, consisting of memory care units; and

WHEREAS, the Borrowers, or certain related entities, desire to (a) refund all or a portion of the Series 1997 Bonds; (b) refinance the HUD Loan; (c) refinance the FHA Loan; (d) pay or reimburse the Borrowers (or certain related entities) for the payment of, or refinance certain taxable indebtedness of the Borrowers (or certain related entities) used to finance, certain costs of constructing, renovating, remodeling and equipping certain senior living facilities of the Borrowers, or certain related entities, known generally as Glencroft Retirement Community (collectively, the "*Project*"); (e) fund any required reserve funds; (f) pay capitalized interest on the hereinafter defined Bonds, if any; and (g) pay certain expenses relating to issuance of the Bonds (collectively, the "*Plan of Finance*"); and

WHEREAS, pursuant to and in accordance with the provisions of the Act, the Authority is prepared to issue and sell its Revenue and Refunding Bonds (Glencroft Retirement Community Project), Tax-Exempt Series 2016, in one or more series and in an aggregate principal amount not to exceed TWENTY-TWO MILLION DOLLARS (\$22,000,000) (the "*Bonds*"), as part of a plan to assist the Borrowers with the Plan of Finance, all through one or more loans to FRC, on behalf of itself and the other Borrowers; and

WHEREAS, this Board believes that the Borrowers are providers of a broad range of life care retirement community services that benefit the residents of the City of Glendale and the State, and hereby find that it is desirable and in the public interest to assist the Borrowers in obtaining overall beneficial and cost effective financing and refinancing of such "projects" as described in the Plan of Finance; and

WHEREAS, the proceeds of the Bonds will be used, and the proceeds of the Series 1997 Bonds, the HUD Loan and the FHA Loan were used, together with certain other funds, to finance, refinance and/or reimburse the Borrowers for certain of the costs of the design, acquisition, improvement, construction, renovation and equipping of certain facilities owned by the Borrowers comprising "projects," as defined in the Act; and

WHEREAS, the facilities being financed and refinanced with the proceeds of the Bonds are owned or operated by the Borrowers and are located on the approximately 34-acre Glencroft Retirement Community campus at 8611 and 8641 North 67th Avenue, 8620 and 8650 North 65th Avenue, 6510, 6540, 6620, 6650 and 6670 West Butler Drive, and 6511, 6541, 6621 and 6651 West Alice Avenue, in Glendale, Arizona; and

WHEREAS, the Authority has previously granted preliminary approval to issue and sell the Bonds, pursuant to the Act, in one or more series, pursuant to a resolution adopted by the Authority at its April 19, 2016 meeting (the "*Initial Resolution*"); and

WHEREAS, the Borrowers now request the Authority's final approval to issue and sell the Bonds in an aggregate principal amount not to exceed \$22,000,000 and loan the proceeds thereof to FRC, on behalf of itself and the other Borrowers, to finance the Plan of Finance; and

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

(a) the form of the Loan Agreement (the "*Loan Agreement*"), between FRC and the Authority;

(b) the form of the Bond Trust Indenture (the "*Bond Indenture*"), between the Authority and U.S. Bank National Association, as bond trustee (the "*Bond Trustee*");

(c) the form of the Bonds (as set forth in the Bond Indenture);

(d) the form of the Bond Purchase Agreement (the "*Bond Purchase Agreement*") to be entered into by and between the Authority, FRC, Glencroft Towers, Sarah's Place, Friendship Retirement Foundation, Inc. (the "*Foundation*") and B.C. Ziegler and Company, as the initial purchaser of the Bonds (the "*Underwriter*"); and

(e) the form of the Preliminary Official Statement (the "*Official Statement*");  
and

WHEREAS, it will also be necessary for the Authority to enter into a Tax Exemption Certificate and Agreement and a Regulatory Agreement and Declaration of Restrictive Covenants, to be dated as of the date of issuance of the Bonds, among the Authority, the Bond Trustee and the Borrowers, setting forth certain federal income tax restrictions with respect to the Bonds, which agreement will be in such forms as approved by counsel to the Authority; and

WHEREAS, upon their initial issuance, the Bonds will be purchased by the Underwriter pursuant to the Bond Purchase Agreement; and

WHEREAS, it appears to this Board that the execution and delivery of the above-referenced documents by the respective parties named therein to the extent called for thereby, the issuance and sale of the Bonds by the Authority as contemplated by such documents and the effect thereof will be in furtherance of the purposes of the Authority; and

WHEREAS, it appears that each of the above-referenced documents that is now before this meeting is in appropriate form, and that each of the above-referenced documents is an appropriate instrument, to be executed and delivered by the respective parties named therein for the purposes intended;

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED BY THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF GLENDALE, ARIZONA, AS FOLLOWS:

1. For the purpose of providing moneys to be made available in the manner and for the purposes described herein and in the documents presented to the Authority, the Authority hereby approves the creation and issuance of the Bonds to be sold and issued as hereinafter provided.

2. The Bonds shall be issued in one or more series, in an aggregate principal amount of not to exceed \$22,000,000 and shall bear interest, be dated, be issued in such form and denominations, be payable as to interest and principal on such dates, be executed in such manner and have such other provisions, including without limitation provisions with respect to redemption prior to maturity, as are set forth in the form of the Bond Indenture now before this meeting, with such additions, deletions and modifications consistent with this Resolution as shall be approved by the officers of the Authority executing the Bond Indenture, their execution and delivery thereof to constitute conclusive evidence of their approval and of this Board's approval of such additions, deletions or modifications; *provided, however*, that the Bonds shall: (a) bear interest at rates not in excess of 6.0% per annum, (b) mature or be subject to mandatory redemption over a period not exceeding 36 years from date of issuance and (c) be sold to the Underwriter for a purchase price not less than 98% of the aggregate principal amount thereof (without regard to any original issue discount). The President is hereby authorized to execute such Bonds by manual or facsimile signature and to cause the same to be delivered as provided in the Bond Indenture as the same are executed and delivered, and the Secretary is hereby authorized to attest, by manual or facsimile signature, to the signature of the President. 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 or refinanced 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 the Authority's counsel.

2.3. 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.

2.4. The proceedings under which the Bonds will be issued will have been approved by the Council of the City of Glendale, Arizona (the "City").

2.5. The Authority, its officers, directors, employees, agents and the City are provided with full indemnification in connection with the issuance and sale of the Bonds, in form and substance satisfactory to the Authority's counsel, from a credit-worthy source.

2.6. The Borrowers agree to make arrangements mutually satisfactory to the Authority as to the payment of the Authority's annual administrative fees and expenses, the terms and conditions of which will be incorporated into the Documents executed in connection herewith.

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 Bond 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 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.

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.

4. Each of the members of the Authority's Board of Directors (each an "Authorized Officer") are hereby authorized individually 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. Such documents the proposed forms of which are now before this board shall be substantially in such respective proposed forms, and such other documents shall be in such respective forms as are approved by counsel to the Authority, in each case with such additions, deletions and modifications as shall be approved by those Authorized Officers executing and delivering the same on behalf of the Authority, or approving on behalf of the Authority the forms thereof as executed by the parties thereto, and such execution and delivery of those documents to be executed on behalf of the Authority shall constitute conclusive evidence of their approval and of this Board's approval of the final respective forms of such documents.

5. The lawful use and distribution of the Official Statement, which shall be substantially in the form of the Preliminary Official Statement approved hereby, relating to the original issuance of the Bonds and any amendments thereof or supplements thereto, is hereby authorized. Except for information contained under the captions "THE AUTHORITY" and "LITIGATION – The Authority," as such captions relate to the Authority in the Official Statement, 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 Plan of Finance, the Borrowers, or the history, businesses, properties, organization, management, financial condition, market area or any other matter relating to the Borrowers or otherwise contained in the Official Statement.

6. The sale of the Bonds to the Underwriter pursuant to the terms and provisions of the Bond Purchase Agreement is hereby authorized and approved. Any Authorized Officer is hereby authorized to execute and deliver to the Bond Trustee any written order of the Authority for the authentication and delivery of the Bonds by the Bond Trustee to the Underwriter.

7. After the Bonds are delivered by the Bond Trustee to the Underwriter 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.

8. In the event of the absence, unavailability or inability to act of any Authorized Officer, any Director of the Authority is authorized and empowered to take all actions, to execute all documents and instruments and to deliver the same, as are herein authorized to be taken or executed and delivered by the Authorized Officers.

9. U.S. Bank National Association is approved and appointed as Bond Trustee under the Bond Indenture, and as registrar and as an initial paying agent with respect to the Bonds. The Bond Trustee is authorized and requested to execute and deliver the documents referred to above calling for execution and delivery thereof by the Bond Trustee.

10. All actions of the officers, directors, and agents of the Authority which are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance and sale of the Bonds and the financing and completion of the Plan of Finance, all as

contemplated by this Resolution and the documents referred to herein, whether heretofore or hereafter taken, shall be and are hereby ratified, confirmed and approved. The proper officers, directors and agents of the Authority are hereby authorized and directed to do all such acts and things and to execute, acknowledge and deliver all such documents on behalf of the Authority as may be deemed necessary or desirable to carry out the terms and intent of this Resolution (including, but not limited to, one or more documents relating to the refunding of the Series 1997 Bonds, the refinancing of the HUD Loan or the refinancing of the FHA Loan, including but not limited to amendments to the Prior Bond Indenture and the loan agreement related to the Series 1997 Bonds and an escrow agreement relating to the refunding of the Series 1997 Bonds) and of any of the documents referred to herein. Any Authorized Officer is authorized to execute and deliver from time to time on behalf of the Authority such documents amendatory and supplementary to the documents referred to herein as may, in accordance with the terms of such documents, be executed and delivered without notice to or consent of holders of the Bonds. To the extent the proceedings of the Authority in connection with the issuance of the Bonds or the provisions of any other document to be executed by the Authority in connection with the issuance of the Bonds fail in any way to comply with the requirements of the Authority's procedural guidelines, such requirements of the Authority's procedural guidelines are hereby waived with respect to the issuance of the Bonds.

11. Nothing contained in this Resolution, nor in any other instrument, may be considered as obligating the Authority or the City to any pecuniary liability or charge upon the general credit of the Authority or the City. Furthermore, it is understood that no costs are to be borne by the Authority with respect to the Plan of Finance and the issuance and sale of the Bonds except those to be paid out of the proceeds of the Bonds, and that the Borrowers 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.

12. 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 or 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.

13. 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.

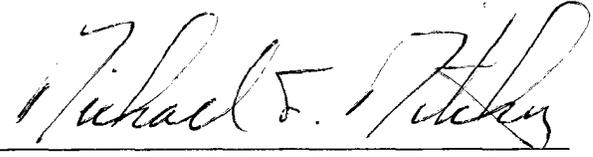
14. It is found and determined that all formal actions of the Authority and its Board concerning and relating to the adoption of this Resolution were adopted in an open meeting and that all deliberations that resulted in those formal actions were in meetings open to the public, in compliance with all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

15. 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.

[REMAINDER OF THE PAGE INTENTIONALLY LEFT BLANK.]

ADOPTED AND APPROVED this 24th day of May, 2016.

THE INDUSTRIAL DEVELOPMENT AUTHORITY  
OF THE CITY OF GLENDALE, ARIZONA

By 

Authorized Officer

THE INDUSTRIAL DEVELOPMENT AUTHORITY  
OF THE CITY OF GLENDALE, ARIZONA  
REVENUE AND REFUNDING BONDS,  
(GLENCROFT RETIREMENT COMMUNITY PROJECT)  
SERIES 2016

**REPORT OF PUBLIC HEARING  
PURSUANT TO SECTION 147(f) OF THE  
INTERNAL REVENUE CODE**

The undersigned, William F. Wilder, legal counsel and a designated representative of The Industrial Development Authority of the City of Glendale, Arizona (the "Authority") for the purpose of conducting a public hearing pursuant to the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, with respect to the above captioned series of Bonds, hereby reports that the public hearing was held at 9:00 a.m. on Monday, May 23, 2016, in the First Floor Lobby of the Glendale Municipal Complex, 5850 West Glendale Avenue, Glendale, Arizona, pursuant to a Notice of Public Hearing published in *The Glendale Star* on May 5, 2016, and in *The Record Reporter* on May 4, 2016.

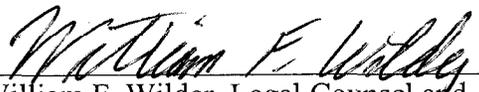
A copy of the Notice of Public Hearing and Affidavits of Publication are attached hereto.

At the time and place set for the public hearing, I announced that the public hearing was opened and asked if there were any interested persons wishing to comment and be heard with regard to the proposed issuance of revenue and refunding bonds (the "Bonds") by the Authority in an amount not to exceed \$22,000,000, the proceeds of which would be loaned to Friendship Retirement Corporation, an Arizona nonprofit corporation to provide Friendship Retirement Corporation with funds to finance, refinance or reimburse the costs of senior living facilities which are or will be operated by Friendship Retirement Corporation in Glendale, Arizona.

No members of the public were present at the public hearing and no persons requested, orally or in writing, to comment or be heard with regard to the matter.

There having been no persons present who wished to comment or be heard, I declared the public hearing closed and am submitting this report with respect to such public hearing.

Dated: May 23, 2016

  
William F. Wilder, Legal Counsel and  
Designated Authorized Representative  
The Industrial Development Authority  
of the City of Glendale, Arizona

Attachment: Notice of Public Hearing  
Affidavits of Publication

## NOTICE OF PUBLIC HEARING

Notice is hereby given that a public hearing will be held on Monday, May 23, 2016, at 9:00 a.m. in the first floor lobby of the Glendale Municipal Complex, 5850 West Glendale Avenue, Glendale, Arizona, regarding the proposed issuance by The Industrial Development Authority of the City of Glendale, Arizona (the "*Authority*") of one or more series of its Revenue and Refunding Bonds (Glencroft Retirement Community Project), Tax-Exempt Series 2016, to be issued in an aggregate principal amount not to exceed \$22,000,000 (the "*Bonds*") at the request of, and for the benefit of, Friendship Retirement Corporation ("*FRC*"), Glencroft Towers I, Inc. ("*Glencroft Towers*") and Sarah's Place, Inc. ("*Sarah's Place*" and, together with FRC and Glencroft Towers, the "*Borrowers*"), each an Arizona nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "*Code*").

The proceeds of the Bonds will be used to make a loan to the Borrowers and used to (a) refund and refinance all or a portion of the Authority's \$5,780,000 original principal amount Variable Rate Senior Living Facilities Revenue Bonds (Friendship Retirement Corporation Project) Series 1997 (the "*Series 1997 Bonds*"); (b) refinance a taxable loan in the original principal amount of \$3,523,200 issued to Glencroft Towers and insured by the Department of Housing and Urban Development (the "*HUD Loan*"); (c) refinance a taxable loan in the original principal amount of \$3,360,000 issued to Sarah's Place and insured by the Federal Housing Administration (the "*FHA Loan*"); (d) pay or reimburse the Borrowers (or certain related entities) for the payment of, or refinance certain taxable indebtedness of the Borrowers (or certain related entities) used to finance, certain costs of constructing, renovating, remodeling and equipping certain senior living facilities of the Borrowers, or certain related entities, known generally as Glencroft Retirement Community located at 8611 and 8641 North 67<sup>th</sup> Avenue, 8620 and 8650 North 65th Avenue, 6510, 6540, 6620, 6650 and 6670 West Butler Drive, and 6511, 6541, 6621 and 6651 West Alice Avenue, in Glendale, Arizona (collectively, the "*Campus*"), including, without limitation, (i) the renovation and expansion of the basement of the building located at 8611 North 67th Avenue to house a wellness center, activity rooms and a library, (ii) the renovation of independent living units known as the "*Casitas*" located at 6510, 6540, 6620 and 6650 West Butler Drive, and 6511, 6541, 6621 and 6651 West Alice Avenue, (iii) construction of an approximately 194 square foot addition to Providence Place located at 8641 North 67th Avenue to house rehabilitation services and the renovation of other areas within Providence Place, (iv) the renovation of the main Campus dining room located at 8620 North 65th Avenue, including the construction of an outdoor amphitheater space and an approximately 74 square foot expansion, (v) the replacement of two cooling towers for the Campus, (vi) completion of a Campus re-paving project, and (vii) the renovation and remodeling of other existing facilities located on the Campus (collectively, the "*Project*"); (e) fund any required reserve funds; (f) pay capitalized interest on the Bonds, if any; and (g) pay certain expenses relating to issuance of the Bonds.

The proceeds of the Series 1997 Bonds were used, among other things, to refinance (i) the Deed of Trust Note dated April 4, 1977 in the original principal amount of \$1,981,700, (ii) the Industrial Development Authority of the County of Maricopa Mortgage Revenue Bonds (Friendship Retirement Corporation - FHA - Insured Project) Series 1981 in the original

principal amount of \$1,750,000 and (iii) the Industrial Development Authority of the County of Maricopa Industrial Development Revenue Bonds (Friendship Retirement Corporation Project) Series 1984 in the original principal amount of \$5,000,000, the proceeds of all of which were used to finance the acquisition, construction and equipping of certain senior living facilities at Glencroft Retirement Community, including Glencroft Villa Apartments, consisting of independent and assisted living apartments, and Glencroft Care Center (now known as Providence Place), a nursing care facility.

The proceeds of the HUD Loan were used, among other things, to refinance certain loans issued to Glencroft Towers by the Department of Housing and Urban Development, the proceeds of which were used to construct and equip The Towers, including The Towers at Glencroft, consisting of independent living apartments, and Towers Assisted Living, consisting of assisted living apartments.

The proceeds of the FHA Loan were used, among other things, to finance the costs of constructing and equipping Sarah's Place, consisting of memory care units.

The initial owners or operators of the facilities being financed and/or refinanced with the proceeds of the Bonds are the Borrowers. The facilities to be financed and/or refinanced with the proceeds of the Bonds are located on the approximately 34-acre Glencroft Retirement Community campus at 8611 and 8641 North 67<sup>th</sup> Avenue, 8620 and 8650 North 65th Avenue, 6510, 6540, 6620, 6650 and 6670 West Butler Drive, and 6511, 6541, 6621 and 6651 West Alice Avenue, in Glendale, Arizona.

The Bonds are limited obligations of the Authority payable solely from revenues, receipts, and security pledged to their payment. The Bonds will not constitute an indebtedness or liability of the Authority, the City of Glendale, Arizona (the "*City*"), the State of Arizona (the "*State*"), or any political subdivision of the State, and neither the faith and credit nor taxing power of the Authority, the City, the State or any political subdivision of the State has been pledged to payment of the Bonds. The Authority has no taxing power.

The public hearing is required by Section 147(f) of the Code. At the time and place set for the public hearing, interested persons will be given the opportunity to express their views, both orally and in writing, on the proposed issuance of Bonds, and the location and nature of the proposed Project to be financed and the refinancing of the Series 1997 Bonds, the HUD Loan and the FHA Loan. Written comments may also be submitted to the law firm of Ryley Carlock & Applewhite, Attention: William Wilder, One North Central Avenue, Suite 1200, Phoenix, Arizona 85004, RE: Glencroft Retirement Community Project, until twenty-four (24) hours before the time and date of the hearing.

This notice is dated May 5, 2016.

**AFFIDAVIT OF  
PUBLICATION**

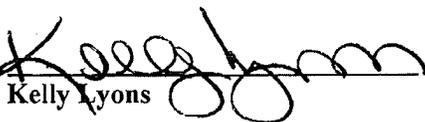
STATE OF ARIZONA ) ss.  
 )  
COUNTY OF MARICOPA )

I, Kelly Lyons of  
The Glendale Star

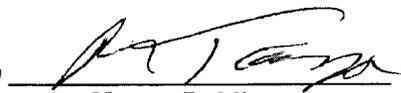
A newspaper of general circulation  
published and printed in the City of  
Glendale, County of Maricopa, State  
of Arizona, do solemnly swear that a  
copy of the notice, in the matter of:  
NOTICE OF HEARING  
Glencroft Retirement Community Project

As per clipping attached, was published  
weekly in the regular and entire edition  
of the said newspaper, and not in any  
supplement hereof, for a period of 1  
consecutive week(s), as follows, to wit:

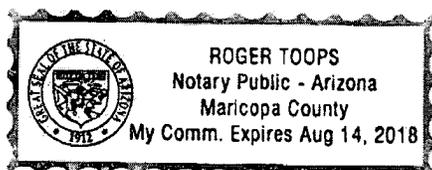
05/05/16

(s)   
Kelly Lyons

Subscribed and sworn to before me,  
This 5<sup>th</sup> day of May, 2016

(s)   
Notary Public

My Commission Expires:





THE RECORD REPORTER

- SINCE 1914 -

2025 N THIRD ST #160, PHOENIX, AZ 85004-1425

Telephone (602) 417-9900 / Fax (602) 417-9910

Publishing for Maricopa and Pima Counties

ADAM LEVIN
MILLER ADVERTISING AGENCY INC
5901 N CICERO AVE #612
CHICAGO, IL - 60646

RR# 2876257

AFFIDAVIT OF PUBLICATION

Reference #:

Notice Type: MN - MISCELLANEOUS NOTICE

Ad Description: GLENCROFT RETIREMENT COMMUNITY PROJECT

I, Heather Clayton, am authorized by the publisher as agent to make this affidavit. Under oath, I state that the following is true and correct.

THE RECORD REPORTER is a newspaper of general circulation published Monday, Wednesday and Friday except legal holidays, in the County of Maricopa (also publishing for Pima County), State of Arizona. The copy hereto attached is a true copy of the advertisement as published on the following dates:

05/04/2016

Handwritten signature of Heather Clayton

State Of Arizona)
)ss.
County Of Maricopa)

Subscribed and sworn to before me on the 4th day of May, 2016

Handwritten signature of Cathy L Fisher



CATHY L FISHER
Notary Public - Arizona
Maricopa County
Expires 07/31/2016

NOTICE OF PUBLIC HEARING

Notice is hereby given that a public hearing will be held on Monday, May 23, 2016, at 9:00 a.m. in the first floor lobby of the Glendale Municipal Complex, 5850 West Glendale Avenue, Glendale, Arizona, regarding the proposed issuance by The Industrial Development Authority of the City of Glendale, Arizona (the "Authority") of one or more series of its Revenue and Refunding Bonds (Glencroft Retirement Community Project), Tax-Exempt Series 2016, to be issued in an aggregate principal amount not to exceed \$22,000,000 (the "Bonds") at the request of, and for the benefit of, Friendship Retirement Corporation ("FRC"), Glencroft Towers 1, Inc. ("Glencroft Towers") and Sarah's Place, Inc. ("Sarah's Place") and, together with FRC and Glencroft Towers, the "Borrowers"), each an Arizona nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). The proceeds of the Bonds will be used to make a loan to the Borrowers and used to

(a) refund and refinance all or a portion of the Authority's \$5,780,000 original principal amount Variable Rate Senior Living Facilities Revenue Bonds (Friendship Retirement Corporation Project) Series 1997 (the "Series 1997 Bonds"); (b) refinance a taxable loan in the original principal amount of \$3,523,200 issued to Glencroft Towers and insured by the Department of Housing and Urban Development (the "HUD Loan"); (c) refinance a taxable loan in the original principal amount of \$3,360,000 issued to Sarah's Place and insured by the Federal Housing Administration (the "FHA Loan"); (d) pay or reimburse the Borrowers (or certain related entities) for the payment of, or refinance certain taxable indebtedness of the Borrowers (or certain related entities) used to finance, certain costs of constructing, renovating, remodeling and equipping certain senior living facilities of the Borrowers, or certain related entities, known generally as Glencroft Retirement Community located at 8611 and 8641 North 67th Avenue, 8620 and 8650 North 65th Avenue, 6510, 6540, 6620, 6650 and 6670 West Butler Drive, and 6511, 6541, 6621 and 6651 West Alice Avenue in Glendale, Arizona (collectively, the "Campus"), including, without limitation, (i) the renovation and expansion of the basement of the building located at 8611 North 67th Avenue to house a wellness center, activity rooms and a library, (ii) the renovation of independent living units known as the "Casitas" located at 6510, 6540, 6620 and 6650 West Butler Drive, and 6511, 6541, 6621 and 6651 West Alice Avenue, (iii) construction of an approximately 194 square foot addition to Providence Place located at 8641 North 67th Avenue to house rehabilitation services and the renovation of other areas within Providence Place, (iv) the renovation of the main Campus dining room located at 8620 North 65th

Avenue, including the construction of an outdoor amphitheater space and an approximately 74 square foot expansion, (v) the replacement of two cooling towers for the Campus, (vi) completion of a Campus re-paving project, and (vii) the renovation and remodeling of other existing facilities located on the Campus (collectively, the "Project"); (e) fund any required reserve funds; (f) pay capitalized interest on the Bonds, if any; and (g) pay certain expenses relating to issuance of the Bonds. The proceeds of the Series 1997 Bonds were used, among other things, to refinance (i) the Deed of Trust Note dated April 4, 1977 in the original principal amount of \$1,981,700, (ii) the Industrial Development Authority of the County of Maricopa Mortgage Revenue Bonds (Friendship Retirement Corporation - FHA - Insured Project) Series 1981 in the original principal amount of \$1,750,000 and (iii) the Industrial Development Authority of the County of Maricopa Industrial Development Revenue Bonds (Friendship Retirement Corporation Project) Series 1984 in the original principal amount of \$5,000,000, the proceeds of all of which were used to finance the acquisition, construction and equipping of certain senior living facilities at Glencroft Retirement Community, including Glencroft Villa Apartments, consisting of independent and assisted living apartments, and Glencroft Care Center (now known as Providence Place), a nursing care facility. The proceeds of the HUD Loan were used, among other things, to refinance certain loans issued to Glencroft Towers by the Department of Housing and Urban Development, the proceeds of which were used to construct and equip The Towers, including The Towers at Glencroft, consisting of independent living apartments, and Towers Assisted Living, consisting of assisted living apartments. The proceeds of the FHA Loan were used, among other things, to finance the costs of constructing and equipping Sarah's Place, consisting of memory care units. The initial owners or operators of the facilities being financed and/or refinanced with the proceeds of the Bonds are the Borrowers. The facilities to be financed and/or refinanced with the proceeds of the Bonds are located on the approximately 34-acre Glencroft Retirement Community campus at 8611 and 8641 North 67th Avenue, 8620 and 8650 North 65th Avenue, 6510, 6540, 6620, 6650 and 6670 West Butler Drive, and 6511, 6541, 6621 and 6651 West Alice Avenue in Glendale, Arizona. The Bonds are limited obligations of the Authority payable solely from revenues, receipts, and security pledged to their payment. The Bonds will not constitute an indebtedness or liability of the Authority, the City of Glendale, Arizona (the "City"), the



State of Arizona (the "State"), or any political subdivision of the State, and neither the faith and credit nor taxing power of the Authority, the City, the State or any political subdivision of the State has been pledged to payment of the Bonds. The Authority has no taxing power.

The public hearing is required by Section 147(f) of the Code. At the time and place set for the public hearing, interested persons will be given the opportunity to express their views, both orally and in writing, on the proposed issuance of Bonds, and the location and nature of the proposed Project to be financed and the refinancing of the Series 1997 Bonds, the HUD Loan and the FHA Loan. Written comments may also be submitted to the law firm of Ryley Carlock & Applewhite, Attention: William Wilder, One North Central Avenue, Suite 1200, Phoenix, Arizona 85004. RE: Glencroft Retirement Community Project, until twenty-four (24) hours before the time and date of the hearing.

This notice is dated May 4, 2016.

5/4/16

RR-2876257#

