

NOTICE OF MEETING OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF SAN LUIS ARIZONA

In accordance with section 38-431.01 of the Arizona Revised Statutes of the State of Arizona, notice is hereby given to the Members of The Industrial Development Authority of the City of San Luis and to the general public that the Board Members of The Industrial Development Authority of the City of San Luis will hold a **Special Meeting Wednesday, November 28, 2018 at 5:30 p.m.** The meeting will take place at City Hall in **Council Chambers**, located at 1090 E. Union Street, San Luis, Arizona, 85349. Everyone from the public is invited to attend the open meeting.

In accordance with the Americans with Disabilities Act (ADA) and Section 504 of the Rehabilitation Act of 1973, the City of San Luis does not discriminate on the basis of disability in the admission of or access to, or treatment of employment in its programs, activities, or services. For information regarding rights and provisions of the ADA or Section 504, or to request reasonable accommodations for participation in City programs, activities or services contact: ADA/Section 504 Coordinator, City of San Luis Human Resources Department, 1090 E. Union Street, San Luis, Arizona, 85349; (928) 341-8520.

Notice is hereby given that pursuant to A.R.S. §1-602.A.9, subject to certain specified statutory exceptions, parents have a right to consent before the State or any of its political subdivisions make a video or audio recording of a minor child. Meetings of the City Council are audio and/or video recorded, and, as a result, proceedings in which children are present may be subject to such recording. Parents in order to exercise their rights may either file written consent with the City Clerk to such recording, or take personal action to ensure that their child or children are not present when a recording may be made. If a child is present at the time a recording is made, the City will assume that the rights afforded parents pursuant to A.R.S. §1-602.A.9 have been waived.

THIS NOTICE IS APPROVED BY:

/s/ Kay M. Macuil, Attorney for The Industrial Development Authority of the City of San Luis

AVISO DE JUNTA DE LA CORPORACIÓN

De acuerdo con los Estatutos del Estado de Arizona "A.R.S § 38-431.01", se le informa a los miembros de la Corporación The Industrial Development Authority of the City of San Luis y al público en general que los miembros de la Corporación The Industrial Development Authority of the City of San Luis tendrán una **junta especial miercoles el día 28 de noviembre del 2018 a las 5:30 p.m.** La junta se llevará a cabo en el **Salón Del Cabildo** ubicada en el 1090 E. Union Street, San Luis, Arizona 85349. El público está cordialmente invitado a la junta.

De acuerdo con el Acta de Americanos con Discapacidades y la Sección 504 del Acta de Rehabilitación del 1973, la Ciudad de San Luis, Arizona no discrimina por causa de discapacidad la admisión y acceso a sus programas, actividades, servicios o en el trato en cuanto a empleo. Para más información referente a derechos y provisiones del Acta de Americanos con Discapacidades o Sección 504, o para solicitar adaptaciones que sean razonables para la participación en programas, actividades o servicios de la Ciudad, contactar al: Coordinador del Acta de Americanos con Discapacidades/Sección 504, Departamento de Recursos Humanos de la Ciudad de San Luis, Arizona, ubicada en el 1090 E. Union Street, San Luis, Arizona, 85349; (928) 341-8520.

Por medio de este aviso y de acuerdo con los Estatutos del Estado de Arizona "A.R.S § 1-602.A.9", sujeto a ciertas excepciones reglamentarias, los padres de familia tienen el derecho de dar el consentimiento ante el Estado o cualquiera de sus subdivisiones políticas para hacer una grabación de audio o video de su hijo menor de edad. Las juntas del Cabildo se graban en audio y/o video y como resultado, el hecho de que haya menores presentes puede ser sujeto a que sean grabados. Para que los padres de familia puedan ejercer sus derechos pueden dar el consentimiento por escrito con la Secretaria de la Ciudad a tal grabación, o tomar acción personal para asegurarse que su hijo menor no esté presente cuando la grabación se lleve a cabo. Si un menor de edad está presente en el momento de la grabación, la Ciudad asumirá que los padres de familia están cediendo los derechos sobre una posible grabación de acuerdo con los Estatutos del Estado de Arizona "A.R.S. §1-602.A.9."

ESTE AVISO ES APROBADO POR:

/f/ Kay M. Macuil, Abogada de The Industrial Development Authority of the City of San Luis

AGENDA
INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF SAN LUIS, ARIZONA
San Luis Council Chambers
1090 E. Union Street
San Luis, Arizona 85349
November 28, 2018
5:30 p.m.

PLEASE TAKE NOTICE

- Board Members will attend either in person, telephone, or video conference communication.
- The President or Acting President may change the order of the items.
- If authorized by law and by a majority vote of a present quorum of the Board of Directors, an executive session will be held immediately following the vote in accordance with A.R.S. §38-431.03(A) and the meeting will be temporarily recessed while the Board retires to executive session which will not be open to the public.

1. CALL TO ORDER/ROLL CALL

2. CONSENT AGENDA

All matters are considered to be routine by the Commission and will be enacted by one motion. If discussion is desired, that item will be removed from the Consent Agenda and will be considered separately.

2. A. MINUTES OF

- Special Meeting held October 2, 2018

3. DISCUSSION AND POSSIBLE ACTION ITEMS:

3. A. Discussion and possible action of engagement of Glenn Gimbut as Issuers Counsel. **(Glenn Gimbut, Assistant City Attorney)**

3. B. Discussion and possible action on any and all matters regarding Resolution No. 2018-01. **(Glenn Gimbut, Assistant City Attorney)**

4. ADJOURNMENT

Suggested adjournment by President: "Since we have come to the end of the items on the agenda and there is no further business, the meeting is adjourned."

Industrial Development Authority

2.A.

Meeting Date: 11/28/2018

Summary

MINUTES OF

- Special Meeting held October 2, 2018

Attachments

2018-10-2 Minutes

**AGENDA
WORK SESSION
THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF SAN LUIS
COUNCIL CHAMBERS
1090 E. Union Street San Luis, Arizona 85349
Tuesday, October 2
5:00 p.m.**

1. **CALL TO ORDER/ROLL CALL** President Gary Black called the meeting to order at approximately 5:05 p.m.

PRESENT: Gary Black, President
Rosa Varela, Secretary/Treasurer
Maria Gonzalez, Director

NOT PRESENT: Francisco Magallon, Director
Marco Pinzon, Vice President

OTHERS PRESENT: Kay Macuil, Attorney for the Board.
Janet Taylor, Clerk of the Board
Amanda Aguirre, President/CEO
Regional Center for Border Health
Alex Bejarano, Community
Liason/Public Relations Regional Center
for Border Health
Glenn Gimbut, Assistant City Attorney
Jorge Mungaray – IT

2. **PRESENTATION(S)**

Presentation by the Regional Center for Border Health regarding the development of a health care facility in San Luis, Arizona. Possible discussion of the involvement of the Authority with the said project including but not limited to, timetable and future decisions of the Authority. **(Amanda Aguirre, President, and Chief Executive Officer)**

Mr. Glenn Gimbut, Assistant City Attorney, introduced Ms. Aguirre's project to the board and how the committee works with the project. He also explained that the Industrial Development authority is part of the Internal Revenue Code.

Mr. Gimbut also explained that there was no liability to the board and that the board was a conduit for this project.

Mr. Gimbut also stated that this project had been a dream of Ms. Aguirre's to build.

Ms. Amanda Aguirre President/CEO RCFBH explained her project and goals to the board. She also shared that this has been her vision and life's work to improve the lives of the rural community.

She provided a powerpoint presentation to the board with an explanation of how this medical facility would serve the community of San Luis, Arizona. The estimated cost for this project is 35 million dollars. And will be named San Luis Medical Mall. It will be approximately 64,000 square feet. The facility will provide a Women's Health Clinic, (2) Outpatient Surgery Centers, Urgent Care 24/7 and an Observation Unit and more. The facility will also offer a Cancer Infusion Center being run by a well-known Oncologist who will also donate services to those who cannot afford them.

Ms. Aguirre also shared with the board that there will be a deli and a Starbucks that will be open to the public with a drive-thru.

Ms. Aguirre continued to discuss the project and showed the design and location of the proposed medical facility and stated that this facility would be three times the size of the Somerton facility. She also mentioned that there would be a helicopter for emergency air-lift.

Ms. Aguirre stated that the land purchase will be closing in December. Ms. Aguirre stated that the USDA funding was in place.

Secretary/Treasurer Rosa Varela asked about how many jobs this would provide.

Ms. Aguirre stated 500 in construction and 80 full-time positions when open. The operation cost will be about 30 million a year.

President Gary Black asked Ms. Aguirre when the completion of this project is expected.

Ms. Aguirre responded 10 to 12 months after the start and she will keep project on-time.

President Gary Black stated it was a wonderful project.

Ms. Aguirre stated that the Mayor and some members of council she has spoken to have been very supportive.

President Black – goosebumps

Director Maria Gonzalez stated that this is pretty good and really needed.

President Black to Mr. Gimbut – what next?

Mr. Gimbut – we will be at next meeting – again you are a conduit.

Ms. Aguirre stated that 28 million came from USDA and the other 7 million from private funds.

President Black asked Mr. Gimbut about the next meeting

Mr. Gimbut responded that would call a special meeting.

President Black asked if we needed a motion

Kay Macuil Attorney for the Board stated no motion.

3. ADJOURNMENT

Suggested adjournment by President “Since we have come to the end of the items on the agenda and there is no further business, the meeting is adjourned”

President Gary Black adjourned the meeting at approximately 5:45 p.m.

A complete copy of the powerpoint presentation is on file with the complete agenda packet in the City Attorney’s office.

AGENDA ITEM REVIEW FORM

Industrial Development Authority

3.A.

Meeting Date: 11/28/2018

Department Head: Janet Taylor, Legal Secretary, Attorney's Office

Submitted By: Janet Taylor, Legal Secretary, Attorney's Office

ITEM:

Discussion and possible action of engagement of Glenn Gimbut as Issuers Counsel. **(Glenn Gimbut, Assistant City Attorney)**

SUMMARY:

Discussion and possible action on any and all matters regarding engagement of Glenn Gimbut as Issuer's Counsel for the bond issue identified in Resolution no. 2018-01 to be paid only from proceeds of said issue at closing and at such rates or amounts as are customary for such representation.

RECOMMENDATION / SUGGESTED MOTION:

I HEREBY MOVE TO ENGAGE GLENN GIMBUT AS ISSUER'S COUNSEL FOR THE BOND ISSUE IDENTIFIED IN RESOLUTION NO. 2018-01 TO BE PAID ONLY FROM PROCEEDS OF SAID ISSUE AT CLOSING AND AT SUCH RATES OR AMOUNTS AS ARE CUSTOMARY FOR SUCH REPRESENTATION.

AGENDA ITEM REVIEW FORM

Industrial Development Authority

3.B.

Meeting Date: 11/28/2018

Department Head: Janet Taylor, Legal Secretary, Attorney's Office

Submitted By: Janet Taylor, Legal Secretary, Attorney's Office

ITEM:

Discussion and possible action on any and all matters regarding Resolution No. 2018-01. (**Glenn Gimbut, Assistant City Attorney**)

SUMMARY:

Discussion and possible action on any and all matters regarding Resolution No. 2018-01. A Resolution of the Board of Directors of the Industrial Development Authority of the City of San Luis, Arizona granting final approval of the Tax-Exempt Borrowing and Healthcare Revenue Loan or Loans (Regional Center for Border Health, Inc. Project) In An Aggregate Principle Amount not to exceed \$35,000,000.

RECOMMENDATION / SUGGESTED MOTION:

I HEREBY MOVE TO ADOPT RESOLUTION NO. 2018-01 FOR THE REGIONAL CENTER FOR BORDER HEALTH PROJECT IN THE FORM AS PRESENTED.

Attachments

Resolution 2018-01

RESOLUTION

No. 2018-01

RESOLUTION OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF SAN LUIS, ARIZONA GRANTING FINAL APPROVAL OF THE TAX-EXEMPT BORROWING AND HEALTHCARE REVENUE LOAN OR LOANS (REGIONAL CENTER FOR BORDER HEALTH, INC. PROJECT) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$35,000,000 (THE “FINANCING”)

WHEREAS, The Industrial Development Authority of the City of San Luis, Arizona (the “Issuer”) is a nonprofit corporation designated as a political subdivision of the State of Arizona (the “State”) incorporated with the approval of the City of San Luis, Arizona (the “City”), pursuant to the provisions of the Constitution of the State and under Title 35, Chapter 5 of the Arizona Revised Statutes, as amended (the “Act”);

WHEREAS, the Issuer is authorized and empowered, among other things, (a) to issue revenue bonds and use the proceeds thereof in accordance with the Act, (b) to contract with and employ others to provide for and to pay compensation for professional services and other services as the Issuer shall deem necessary for the financing of “projects” as defined in the Act, and (c) to pledge its property and revenues to secure the payment of the principal of and premium, if any, and interest on its revenue bonds;

WHEREAS, Regional Center For Border Health, Inc. (the “Borrower”), an Arizona nonprofit corporation and an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), has requested that the Issuer enter into an agreement to borrow an amount not to exceed \$35,000,000 from the Lender (as defined below) and loan the proceeds thereof to the Borrower (the “Financing”) to aid in the financing of a portion of the costs associated with (i) acquiring, designing, constructing and equipping a new healthcare facility of the Borrower, expected to be at least 64,000 square feet in size, to be used as the San Luis Medical Mall and to be located on a 10-acre parcel near the southwest corner of County 24th Street and Avenue E in San Luis, AZ, with an expected street address of 151 South Oak Avenue, San Luis, AZ, 85349; and (ii) the payment of certain costs associated with the Financing (collectively, the “Project”);

WHEREAS, the Project constitutes a “project” within the meaning of Section 35-701 of the Act;

WHEREAS, the Borrower will be the initial owner and operator of the Project;

WHEREAS, Western Alliance Business Trust (the “Lender”) has agreed to be the construction lender for the Financing, has approved the Financing pursuant to the terms of a term sheet and will sign an investor letter in form and substance satisfactory to the Issuer;

WHEREAS, in furtherance of the purposes of the Act, the Issuer proposes to complete the Financing, the proceeds of which will be loaned to the Borrower to assist the Borrower in the financing of a portion of the costs associated with completing the Project; and

WHEREAS, there has been presented to this meeting the proposed substantially final forms of (1) the Loan Agreement (the "Loan Agreement") by and among the Lender, the Issuer and the Borrower, (2) the Tax Certificate (the "Tax Certificate") by and between the Issuer and the Borrower, (3) the Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") (each of the foregoing documents are collectively referred to as the "Issuer Documents"), and (4) the form of Investor Letter; and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of The Industrial Development Authority of the City of San Luis, Arizona that:

Section 1. Definitions. In addition to words and terms elsewhere defined in this Resolution, the capitalized words and terms used herein shall have the meanings given in Article I of the Loan Agreement.

Section 2. Ratification of Actions. All actions (not inconsistent with the provisions of this Resolution) heretofore taken by or at the direction of the Issuer and its directors, officers, counsel, advisors or agents directed toward the completion of the Financing are hereby approved and ratified. Further, all actions previously taken or to be taken by the Issuer's officers, the Issuer's legal advisors, Law Offices of Glenn J. Gimbut, P.L.L.C. (the "Issuer's Counsel"), or Kutak Rock LLP ("Bond Counsel"), in connection with the preparation and publication of one or more Notices of Public Hearing or the conducting of one or more public hearings on behalf of the Issuer are also hereby authorized, ratified, and confirmed and the Issuer hereby approves the Financing for all purposes under the Internal Revenue Code of 1986, as amended from time to time (the "Code").

Section 3. Financing Authorization. The Financing is hereby authorized and designated "The Industrial Development Authority of the City of San Luis, Arizona Healthcare Revenue Loan (Regional Center For Border Health, Inc. Project)." The Financing shall be completed in one or more tax-exempt issuances (the "Loan(s)") as set forth in the proposed form of Loan Agreement, and will mature on the dates and in the amounts and will bear interest at the rates set forth in the Loan Agreement. The Loan(s) shall be payable and subject to redemption prior to maturity as provided in the Loan Agreement.

Section 4. Special, Limited Obligations; Other Obligations. The Loan(s) shall be payable solely from the receipts and revenues received by, or on behalf of, the Issuer pursuant to the Loan Agreement. Nothing contained in (a) this Resolution, (b) any of the Issuer Documents, or (c) any other agreement, certificate, document or instrument executed in connection with the Financing shall be construed as obligating the Issuer (except as a special, limited obligation to the extent provided in such agreements, certificates, documents or instruments) or obligating the City, or as incurring a charge upon the general credit of the Issuer or of the City, nor shall the breach of any agreement contemplated by (x) this Resolution, (y) any of the Issuer Documents, or (z) any other instrument or documents executed in connection therewith impose any charge upon the general credit of the Issuer or of the City. The Issuer has no taxing power.

Prior to the completion of the Financing, the Issuer has issued, and subsequent to the completion of the Financing, the Issuer may issue obligations in connection with the financing of other projects (said obligations together with any obligations issued by the Issuer between the date hereof and the completion of the Financing shall be referred to herein as the "Other Obligations"). Any pledge, mortgage, or assignment made in connection with the Other Obligations shall be protected, and any funds pledged or assigned for payment of principal, premium, if any, or interest on the Other Obligations shall not be used for the payment of principal, premium, if any, or interest on the Loan(s). Any pledge, mortgage, or assignment made in connection with the Loan(s) shall be protected, and no funds pledged or assigned for the payment of the Loan(s) shall be used for the payment of principal, premium, if any, or interest on the Other Obligations.

Section 5. Conditions. The Financing shall not be completed unless and until: (a) the Financing is approved by the Mayor and City Council of the City of San Luis, Arizona; (b) the public hearing process is approved by both the Mayor and City Council of the City of San Luis, Arizona; (c) the Attorney General is duly notified pursuant to Arizona Revised Statutes Section 35-721.F; (d) all agreements, certificates, documents, or instruments requiring the execution or consent of Issuer are in a form and substance acceptable to the Issuer's Counsel; and (e) the Issuer receives such opinions, certificates, comfort letters and consent letters in connection with the Financing as the Issuer's Counsel or other advisors may deem necessary or appropriate, in form and substance satisfactory to the Issuer's Counsel and advisors.

Section 6. Acknowledgement of Roles. At the request of the Borrower, Kutak Rock LLP shall serve as Bond Counsel.

Section 7. Loan Details. The terms and provisions of the Loan(s), in accordance with the terms of the Loan Agreement, are hereby approved, with only such changes as are approved by the officers authorized to execute any Loan documents (which approval will be conclusively established by their execution thereof). Upon satisfaction of the conditions set forth in Section 5 hereof, the Issuer's President, Vice-President and Secretary/Treasurer are each hereby authorized to execute any Loan documents and each is hereby authorized to deliver them. The signatures of the Issuer's President, Vice-President and/or Secretary/Treasurer on any documents evidencing or in connection with the Loan(s) may be by facsimile.

Section 8. Issuer Documents. The forms, terms, and provisions of each of the Issuer 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 thereof). Upon satisfaction of the conditions set forth in Section 5 hereof, the Issuer's President, Vice-President and Secretary/Treasurer are each hereby authorized to execute each of the Issuer Documents.

Section 9. Further Actions. The officers of the Issuer, upon satisfaction of the conditions set forth in Section 5 hereof, shall take all action necessary or reasonably required to carry out, give effect to and consummate the transactions contemplated hereby and thereby, including without limitation, the execution and delivery of the Issuer Documents and closing and other documents required to be delivered in connection with the completion of the Financing.

Section 10. Open Meeting Laws. It is found and determined that all formal actions of the Issuer 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 Issuer.

Section 11. Irrepealability. After the proceeds of the Loan(s) are delivered pursuant to the terms of the Loan Agreement and upon receipt of (a) payment therefor and (b) an executed and fully-completed Investor Letter in connection with the Financing, this Resolution shall be and remain irrepealable until the Loan(s) and interest thereon shall have been fully paid, canceled, and discharged.

Section 12. 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 13. Waiver. Any provisions of the Issuer's By-Laws, the Policy Guidelines and Application Procedure, or prior resolutions (except as specified in Section 2 hereof) inconsistent herewith are waived to the extent only of such inconsistency. This waiver shall not be construed as repealing any such By-Laws, the Policy Guidelines or Application Procedure, or prior resolutions or any part thereof. The Issuer acknowledges no feasibility study has been prepared. The Issuer also acknowledges that no Placement Memorandum, Official Statement or other form of disclosure document has been prepared.

Section 14. 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 15. Effectiveness. This Resolution shall be effective immediately.

Section 16. Notice of A.R.S. Section 38-511 – Cancellation. Notice of Arizona Revised Statutes Section 38-511 is hereby given. The provisions of said Statute are by this reference incorporated herein to the extent of their applicability to the matters contained herein and under the laws of the State of Arizona.

PASSED, ADOPTED, AND APPROVED on November 28, 2018.

THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF SAN LUIS, ARIZONA

By: _____
President, Board of Directors