

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 Tuesday, January 13, 2026 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 el día Martes, 13, 2026 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
JANUARY 13, 2026
5:30 p.m.

PLEASE TAKE NOTICE THAT BOARD MEMBERS MAY ATTEND THE MEETING BY TELEPHONIC COMMUNICATION

PLEASE TAKE NOTICE: *The Chair or Acting Chair may change the order of the items.*

PLEASE TAKE NOTICE: *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 September 8, 2025

3. DISCUSSION AND POSSIBLE ACTION ITEMS:

- 3. A.** Discussion and possible action regarding the appointment of a new Statutory Agent, changing the current Statutory Agent from City Attorney Kay Macuil to the Office of the City Clerk.

- 3. B.** Discussion and possible action on any and all matters regarding Resolution No. 2026-01. An amending resolution of the Board of Directors of the Industrial Development Authority of the City of San Luis, Arizona amending Resolution No. 2025-01 previously adopted by the Board on September 8, 2025, concerning the Board's approval of the issuance of debt, the proceeds of which are to be lent to the Regional Center For Border Health, Inc. **(Glenn J. Gimbut, General Counsel of the IDA Board)**

(Four votes in favor are required to pass immediately as an emergency per A.R.S. § 19-142.)

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: 01/13/2026

Summary

Minutes of

- Special meeting held September 8, 2025

Attachments

2025-09-08 Minutes

**MINUTES
SPECIAL MEETING
THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF SAN LUIS
COUNCIL CHAMBERS
1090 E Union Street. San Luis, Arizona 85349
September 8, 2025
5:30 p.m.**

1. **CALL TO ORDER/ROLL CALL** President Gary Black called the meeting to order at approximately 5:30 p.m.

THOSE PRESENT:

Director Francisco Magallon (via TEAMS)
Director Joe Harper
President Gary Black

THOSE NOT PRESENT

Director Maria Gonzalez
Vice President Marco Pinzon

OTHERS PRESENT

Kay Marion Macuil, City Attorney
Glenn Gimbut, General Counsel for the Board.
Janet Taylor, Clerk of the Board
Antonio Maldonado, Multi-Media Production and Operations Specialist
Israel Lara, IT Technician
Ashley Dennis, Attorney for Kutack/Rock (via TEAMS)

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, 2024

Motion to approve minutes by Director Joe Harper and Director Fransico Magallon. **Motion passed unanimously.**

The vote was as follows:

Director Fransico Magallon	Aye
Director Joe Harper	Aye
President Gary Black	Aye

3. **DISCUSSION AND POSSIBLE ACTION ITEMS:**

Discussion and possible action on any and all matters regarding Resolution No. 2025-01. An amending resolution of the Board of Directors of the Industrial Development Authority of the City of San Luis, Arizona amending Resolution No. 2024-01 previously adopted by the Board on October 2, 2024, concerning the Board's approval of the issuance of debt, the proceeds of which are to be lent to the Regional Center for Border Health, Inc. (**Glenn J. Gimbut, General Counsel of the IDA Board**)

Mr. Gimbut explained the need to amend Resolution No. 2024-01 and what a TEFRA was, and the timeline is one one-year. He described the need for an increase in debt from 80,000,000 to 100,000,000. This allows for a little more time and money. What is still needed is a parity agreement from the USDA. Once they get USDA approval, they can begin.

Mr. Gimbut stated that the investment broker with which the Regional Center is working estimates the bond issue to be \$93,000,000.

Mr. Harper stated that he knows that they are waiting for people to be appointed. Mr. Gimbut answered that if the USDA gives its approval to a parity agreement, they will be closing in eight weeks.

Mr. Gimbut explained that everything was in place as far as construction, and they have two contractors, one of which is Pilkington. They already have the design, and the permits are ready to be issued. The land is bought, it is all set, except for parity.

Mr. Black said that he had answered his question and that he hopes USDA funds will come together to get this project closed.

MOTION: Director Joe Harper and Director Frank Magallon approved to adopt Resolution 2025-01 to increase the financing to a total of \$100,000,000 for the Border Health Medical Campus/San Luis Community Hospital in the form as presented. **Motion passed unanimously.**

The vote was as follows:

Director Frank Magallon	Aye
Director Joe Harper	Aye
President Gary Black	Aye

4. NEW ITEMS OF BUSINESS FOR FUTURE AGENDAS

No new business.

5. ADJOURNMENT

Meeting adjourned at approximately 5:40 p.m.

AGENDA ITEM REVIEW FORM

Industrial Development Authority

3. A.

Meeting Date: 01/13/2026

Department Head: Kay Macuil, City Attorney, Attorney's Office

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

ITEM:

Discussion and possible action regarding the appointment of a new Statutory Agent, changing the current Statutory Agent from City Attorney Kay Macuil to the Office of the City Clerk.

SUMMARY:

Statutory agents receive legal papers such as any lawsuits or legal notices for the Board. The current Statutory Agent for the board is City Attorney Kay Marion Macuil. As Ms. Macuil will be retiring at the end of January, a new Statutory Agent must be appointed. In order to have consistency on where legal documents go for the Board, the Office of the City Clerk has agreed to assume the role of Statutory Agent moving forward.

RECOMMENDATION / SUGGESTED MOTION:

MOTION TO APPROVE THE OFFICE OF THE CITY CLERK AS THE NEW STATUTORY AGENT FOR THE INDUSTRIAL DEVELOPMENT AUTHORITY OF SAN LUIS.

AGENDA ITEM REVIEW FORM

Industrial Development Authority

3. B.

Meeting Date: 01/13/2026

Department Head: Kay Macuil, City Attorney, 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. 2026-01. An amending resolution of the Board of Directors of the Industrial Development Authority of the City of San Luis, Arizona amending Resolution No. 2025-01 previously adopted by the Board on September 8, 2025, concerning the Board's approval of the issuance of debt, the proceeds of which are to be lent to the Regional Center For Border Health, Inc. **(Glenn J. Gimbut, General Counsel of the IDA Board)**

(Four votes in favor are required to pass immediately as an emergency per A.R.S. § 19-142.)

SUMMARY:

The non-profit Regional Center for Border Health, Inc. ("RCBH") is building an approximately sixteen-bed (16-bed) hospital in San Luis, Arizona, to be called the "Border Health Medical Campus/San Luis Community Hospital." It is expected to be 64,000 square feet. It will be on a ten-acre (10-acre) parcel that the Regional Center for Border Health, Inc. owns. The anticipated address will be 311 South Oak Avenue, adjacent to the Regional Center for Border Health's Medical Mall, 151 South Oak Avenue.

Due to increased costs of construction and the project, RCBH seeks to increase borrowing from \$100,000,000 to \$110,000,000 to finance a portion of the costs associated with designing, constructing, and equipping the new hospital. In addition, the financing will pay for the costs associated with the issuance of the debt and will fund a reserve fund for unplanned contingencies that may arise. Revenue from the RCBH's healthcare operations, less operation and maintenance expenses, will pay the principal and interest on the loan.

The resolution submitted to the Board in this item will authorize Healthcare Facilities Revenue Bonds to be issued to finance the new hospital as described above. **Neither the City of San Luis nor the IDA will be liable for the debt.** Because RCBH is using the IDA process, all or a majority of the debt is expected to be issued as tax-exempt, allowing those who purchase the debt to be exempt from income tax payments on the income from the interest payments.

The bond lawyer or lawyers will be available by phone or video conference during the Board meeting.

RECOMMENDATION / SUGGESTED MOTION:

I MOVE TO ADOPT RESOLUTION NO. 2026-01 TO INCREASE THE FINANCING TO A TOTAL OF \$110,000,000 FOR THE BORDER HEALTH MEDICAL CAMPUS/SAN LUIS COMMUNITY HOSPITAL IN THE FORM AS PRESENTED AND DECLARE AN EMERGENCY.

Attachments

Resolution No. 2026-01

Resolution No. 2026-01

AMENDING RESOLUTION

RESOLUTION OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF SAN LUIS, ARIZONA, AMENDING, AS DESCRIBED HEREIN, THAT CERTAIN RESOLUTION PREVIOUSLY ADOPTED BY THE BOARD ON OCTOBER 2, 2024, AS PREVIOUSLY AMENDED ON SEPTEMBER 8, 2025, CONCERNING THE BOARD’S APPROVAL OF THE ISSUANCE OF DEBT, THE PROCEEDS OF WHICH ARE TO BE USED FOR THE CONSTRUCTION OF REGIONAL CENTER FOR BORDER HEALTH, INC.’S NEW HOSPITAL FACILITIES.

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 debt 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 such debt;

WHEREAS, pursuant to a request made by Regional Center For Border Health, Inc. (“RCBH”), an Arizona nonprofit corporation and an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), the Board of Directors of the Issuer (the “Board”) previously adopted a resolution on October 2, 2024 (the “2024 Resolution”) authorizing the issuance of debt, in the form of bonds, a loan, a promissory note, or some other evidence of such debt (the “Subject Debt”), in an aggregate maximum stated principal amount of \$80,000,000, with the proceeds thereof to be loaned to RCBH to finance all or any portion of the Project described in the 2024 Resolution (collectively, the “Financing”);

WHEREAS, the 2024 Resolution was subsequently amended by a resolution adopted on September 8, 2025 (the “2025 Resolution” and, together with the 2024 Resolution, the “Authorizing Resolution”) to increase the authorized principal amount of the Subject Debt to an aggregate maximum amount of \$100,000,000;

WHEREAS, in accordance with Section 147(f) of the Code, public hearings were held before the City Council of the City of San Luis, Arizona on October 2, 2024 and September 10, 2025 (collectively, the “Hearings”) to provide an opportunity for interested persons to express their views, orally and in writing, with respect to the issuance of the Subject Debt and the amendment of the authorized amount therefor, respectively;

WHEREAS, following the Hearings, the City Council approved the Financing and the Project;

WHEREAS, since the adoption of the 2025 Resolution, (i) Project costs have increased, requiring a second amendment to the 2024 Resolution to further increase the maximum principal amount authorized thereby from \$100,000,000 to \$110,000,000, and (ii) the financing structure has been updated (A) to include RCBH’s non-profit affiliates, including San Luis Walk-In Clinic, Inc. and Regional Center for Border Health Building Corporation, as obligated parties (RCBH, San Luis Walk-In Clinic, Inc., and Regional Center for Border Health Building Corporation are collectively referred to herein as the “Obligated Group”) and (B) to include the refinancing of certain outstanding RCBH obligations;

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, capitalized words and terms used herein shall have the meanings given in the Authorizing Resolution.

Section 2. Amendment to Authorized Principal Amount. The Authorizing Resolution is hereby amended to increase the aggregate maximum stated principal amount of the Subject Debt from \$100,000,000 to \$110,000,000.

Section 3. Borrower Amendment. The term “Borrower” under the Authorizing Resolution is hereby amended to refer to the Obligated Group.

Section 4. Refinancing of RCBH Obligations. A portion of the Subject Debt shall be applied, as needed, to the refinancing of certain outstanding RCBH obligations, including certain loans made to RCBH by the United States of America, acting by and through the U.S. Department of Agriculture – Rural Development.

Section 5. Reauthorization of Financing. The previous authorization of the Financing is ratified and the Financing is hereby designated “The Industrial Development Authority of the City of San Luis, Arizona (Border Health Medical Campus/San Luis Community Hospital Project) Healthcare Facilities Revenue Bonds, Series 2026.” The Subject Debt shall be issued in one or more series or issuances, and the Financing shall occur as set forth in the proposed forms of the Bond Indenture and the Loan Agreement. The Subject Debt will mature on the dates and in the amounts and will bear interest at the rates set forth in the Bond Indenture and the Loan Agreement and shall be payable and subject to redemption prior to maturity as provided in the Bond Indenture.

Section 6. Conditions. The Financing (the terms of which are amended hereby) shall not be completed unless and until: (a) the Financing, as amended hereby, is approved by the Mayor of the City and the City Council; (b) the Attorney General is duly notified pursuant to Arizona Revised Statutes Section 35-721.F; (c) all agreements, certificates, documents, or instruments requiring the execution or consent of the Issuer are in a form and substance acceptable to the Issuer’s Counsel; and (d) 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 7. Remaining Provisions Unchanged. All remaining provisions of the Authorizing Resolution not otherwise amended by this Resolution remain unchanged and in full force and effect.

Section 8. Ratification of Actions. All actions (not inconsistent with the provisions of Authorizing Resolution, as amended by 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 and issuance of the Subject Debt are hereby approved and ratified.

Section 9. Open Meeting Laws. 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 10. Irrepealability. After the proceeds of the Subject Debt are delivered pursuant to the terms of the Loan Agreement and upon receipt of payment therefor, the Authorizing Resolution, as amended by this Resolution, shall be and remain irrepealable until the Subject Debt and interest thereon shall have been fully paid, canceled, and discharged.

Section 11. 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 12. Waiver. Any provisions of the Issuer's By-Laws, the Policy Guidelines and Application Procedure, or prior resolutions 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.

Section 13. 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 14. Effectiveness. This Resolution shall be effective immediately.

Section 15. 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.

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PASSED, ADOPTED, AND APPROVED on this 13th day of January, 2026.

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

By: _____
President, Board of Directors

ATTEST:

APPROVED AS TO FORM:

Janet Taylor, Clerk of the Board

Glenn J. Gimbut, Issuer Counsel