

**MINUTES OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
THE INDUSTRIAL DEVELOPMENT AUTHORITY  
OF THE CITY OF GLENDALE, ARIZONA  
(May 24, 2016)**

---

A Special Meeting of the Board of Directors of The Industrial Development Authority of the City of Glendale, Arizona (the "Authority") was duly called and held on Tuesday, May 24, 2016, at 4:00 p.m. in Conference Room 2-A, Glendale City Hall, 5850 West Glendale Avenue, Glendale, Arizona.

The following Directors of the Authority were present at the meeting: Howard A. McKenna (by telephone), John Catledge and Michael F. Mitchum. Directors, Lyle Miller and Robert L. Holmes were absent. Robert L. Holmes was absent due to traveling in Europe. Howard A. McKenna, President of the Authority, presided at the meeting and Mr. Mitchum served as Secretary at the meeting.

Also present were William F. Wilder and John J. Fries, of the firm of Ryley, Carlock & Applewhite, legal counsel to the Authority; Jean Moreno, a representative of The City of Glendale Economic Development Department; John Wenzlau, CEO and David Spiegel, CFO of Friendship Retirement Corporation. Also present were Holly Stewart and Daniel Peabody, summer associates at Ryley, Carlock & Applewhite.

The minutes of the Special Meeting of the Board of Directors of the Authority held on April 19, 2016, were presented to the meeting and reviewed and discussed. Upon a motion made by Mr. Catledge and seconded by Mr. McKenna, the reading of the minutes was waived and the minutes were approved and adopted by unanimous vote.

It was next announced that the Board was to consider the adoption of a resolution authorizing and approving the issuance of not to exceed \$22,000,000 of the Authority's revenue bonds to provide funds for the benefit of Friendship Retirement Corporation.

Mr. Wilder noted that the Board had previously granted preliminary approval for the financing in an amount not to exceed \$17,000,000, but the dollar amount was being increased due to the decision by Friendship Retirement to refinance certain debt obligations which were not originally included.

Mr. Wilder reported that a public hearing with regard to the financing had been held, pursuant to Section 147(f) of The Internal Revenue Code, on May 23, 2016, and that no member of the public had appeared to comment or be heard.

There was then a discussion with Mr. John Wenzlau, CEO, Mr. Spiegel the CFO of Friendship Retirement Corporation and Board members were able to ask questions and have discussions with Mr. Wenzlau and Mr. Spiegel.

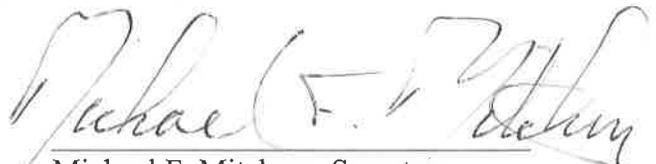
Thereafter and upon a motion made by Mr. Mitchum and seconded by Mr. Catledge, the Directors voted unanimously to adopt the resolution presented to the meeting granting approval for the issuance by the Authority of not to exceed \$22,000,000 of the Authority's revenue bonds and for a loan of the bond proceeds by the Authority to Friendship Retirement Corporation to finance the expenditures identified in the resolution, as adopted.

Next, Mr. Mitchum distributed a financial report prepared as of April 30, 2016, noting that the Authority had \$6,142.06 in a checking account at BMO Harris/M&I Bank and \$104,356.98 on deposit in a money market account at BMO Harris/M&I Bank for a total fund balance of \$110,449.04. Thereafter, upon a motion made by Mr. Catledge and seconded by Mr. McKenna, the financial report provided by Mr. Mitchum was accepted as presented. A copy of the financial report is included in the records of the Authority.

Next, Mr. Mitchum noted there was an invoice from Ryley Carlock & Applewhite in the amount of \$1,870.00. Thereafter, upon a motion made by Mr. McKenna and seconded by Mr. Catledge, the Board unanimously approved payment of this invoice.

Mr. Wilder then briefly reported regarding possible plans for Midwestern University to, in the 2018-2020 period, refund the bonds issued by the Authority in 2010 and possibly to undertake a second round of student loan bond financing.

There being no further business, upon the motion of Mr. McKenna, duly seconded by Mr. Catledge, the meeting was adjourned at 4:35 p.m.



Michael F. Mitchum, Secretary