

**MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF GLENDALE, ARIZONA
(July 13, 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 Wednesday, July 13, 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, John Catledge, Michael F. Mitchum and Robert L. Holmes. Howard A. McKenna, President of the Authority, presided at the meeting and Michael Mitchum served as Secretary at the meeting.

Also present was John J. Fries of the firm of Ryley, Carlock & Applewhite, counsel to People of Faith, Inc.; William P. Connealy, designated Special Counsel to the Authority; Jean Moreno, a representative of The City of Glendale Economic Development Department; and Gretchen Cobb, Chief Operating Officer and Carter Smitherman, Chief Financial Officer of People of Faith, Inc., and William F. Wilder, counsel to People of Faith, Inc. (appearing telephonically).

The minutes of the Special Meeting of the Board of Directors of the Authority held on June 15, 2016, were presented to the meeting and reviewed and discussed. Upon a motion made by Mr. Mitchum and seconded by Mr. Catledge, the reading of the minutes was waived and the minutes were approved and adopted by unanimous vote.

Next Mr. McKenna called upon Mr. Connealy to report on and discuss the pending bond financing for People of Faith, Inc.

Mr. Connealy first introduced Ms. Cobb and Mr. Smitherman and advised the Board that the planned bond financing for the issuance of not to exceed \$42,000,000 of the Authority's Senior Living Revenue Refunding Bonds, Series 2016 (Royal Oaks Project) was proceeding smoothly and on schedule.

Mr. Connealy noted that all Board members had been provided with a copy of the Resolution to be considered and adopted and that the documents referred to in the Resolution were, at this point, in substantially final form.

Mr. Connealy advised that prior to the meeting and as an authorized representative of the Authority, he had conducted a public hearing regarding the financing, as required by Section 147(f) of the Internal Revenue Code, and that no persons had appeared at the hearing to comment or be heard.

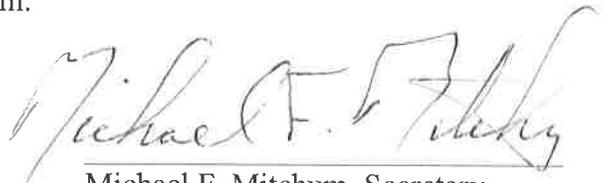
Mr. Connealy went on to advise that if the Authority Board adopted the proposed resolution authorizing and approving the issuance of the bonds, the matter would then go before the Glendale City Council for its approving action on August 9, 2016.

Discussion then followed between the members of the Board and the representatives of People of Faith, Inc.

Thereafter upon a motion made by Mr. Catledge and seconded by Mr. Mitchum, the Authority Board voted unanimously to adopt the resolution presented to the meeting authorizing and approving the issuance of not to exceed \$42,000,000 of Senior Living Revenue Refunding Bonds, Series 2016 (Royal Oaks Project), the proceeds of the sale of which would be loaned to People of Faith, Inc. to refund all of the outstanding bonds issued by The Arizona Health Facilities Authority in 2014, for the benefit of People of Faith, Inc., and to pay costs related to the issuance of the bonds and related to the refunding.

Next, Mr. Mitchum distributed a financial report prepared as of June 30, 2016, noting that the Authority had \$7,772.06 in a checking account at BMO Harris/M&I Bank and \$104,374.37 on deposit in a money market account at BMO Harris/M&I Bank for a total fund balance of \$112,146.43. Thereafter, upon a motion made by Mr. Holmes and seconded by Mr. Catledge, 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.

There being no further business, upon the motion of Mr. Mitchum, duly seconded by Mr. Holmes, the meeting was adjourned at 4:25 p.m.


Michael F. Mitchum, Secretary