

**MINUTES OF THE REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
INDUSTRIAL DEVELOPMENT AUTHORITY  
OF THE COUNTY OF PIMA  
NOVEMBER 19, 2010**

A regular meeting of the Board of Directors of The Industrial Development Authority of the County of Pima was held on November 19, 2010 at 12:00 p.m. at the Pima County Administrator's Conference Room, 10<sup>th</sup> Floor, 130 West Congress, Tucson, Arizona. The President called the meeting to order and declared the same open to the public, and announced that the meeting had been duly called according to law, and that the notice of the time, place and purpose of the meeting had been given in accordance with the Bylaws of the Authority and provisions of the law. The President ordered that a copy of the Notice of the meeting be attached to the Minutes of this meeting and be made a part of the proceedings.

The following Directors were present at the meeting, constituting a quorum:

Stanley Lehman  
Bernhardt Wm. Collins  
Frank Y. Valenzuela  
Virginia L. Yrun

Cecilia Cruz was excused. At the request and pleasure of the Board, Michael A. Slania and Steven Russo, Counsel for the Authority, were also present.

**APPROVAL OF MINUTES**

The President stated that the first item on the agenda after roll call was the approval of Regular Meeting Minutes of October 15, 2010. Board Member Valenzuela made a motion that the minutes be approved as submitted and waive the reading. Board Member Collins seconded.

The President called for a vote:

**AYES**

Stanley Lehman  
Bernhardt Wm. Collins  
Frank Y. Valenzuela  
Virginia Yrun

**NAYS**

Whereby, the President declared that the minutes were approved.

## **NEW BUSINESS**

The President announced that the item of new business on the Agenda was the consideration for approval of a resolution authorizing and approving the issuance of such Revenue Bonds in an aggregate principal amount not to exceed \$170,000,000 to be loaned to Tucson Medical Center, an Arizona nonprofit corporation ("TMC"), to finance and/or refinance all or a portion of the cost of acquisition, construction, improvement and equipping of the Corporation's facilities at or near the following locations: (a) the property or properties referred to as the campus of Tucson Medical Center consisting of approximately 115 acres located in Tucson, Arizona, bounded on the south by Grant Road, on the east by Craycroft Road, on the north by Glenn, and extending to the west boundary of the property to the west of Wyatt Road; and (b) the currently unimproved property consisting of approximately 55 acres located in the Civano area of southeast Tucson, Arizona on the east side of Drexel Road, except for the installation of off site improvements, access and utilities to the property line.

The President opened the Public Hearing at 12:07 p.m. Mr. Slania introduced the project. With no public in attendance to address the project, the public hearing was closed at 12:08 p.m.

The President then introduced the resolution approving the bonds. Mr. Slania discussed the project and financing, which is similar in structure to last year's TMC financing (which is being refunded hereby). Mr. Tracy Nuckolls presented on behalf of Tucson Medical Center. General discussion ensued. Board Member Yrun moved to approve the Resolution and Board Member Collins seconded the motion.

The President called for a vote:

### **AYES**

Stanley Lehman  
Bernhardt Wm. Collins  
Frank Y. Valenzuela  
Virginia L. Yrun

### **NAYS**

Whereby, the President declared that the motion was carried, and said Resolution was passed and adopted. The Secretary was directed to make the Resolution a part of the Minutes and to attach a copy of the Resolution to the Minutes.

The President announced that with regard to the Harvest Preparatory Academy item that had been on the original agenda, Harvest Preparatory Academy asked that this item be removed from the Agenda.

### **OLD BUSINESS**

The President announced that the first item of old business on the Agenda was the consideration of a resolution approving the Single Family Mortgage Revenue Bonds, Series 2009 modifications to the Indenture to conform to changes in the Treasury's HFA Initiative Program, approving modifications to, or the replacement of, the Warehousing Agreement and approving the ability to modify the Mortgage Loan Rate. Mr. Slania reviewed the issuance of the Authority's Single Family Mortgage Revenue Bonds, Series 2009 and the purchase by the GSE's and the Treasury. He then briefly reviewed the changes that were proposed, including the extension of the Program and the Warehousing Agreement. General discussion ensued. Board Member Valenzuela moved to approve the Resolution and Board Member Collins seconded motion.

The President called for a vote:

#### **AYES**

Stanley Lehman  
Bernhardt Wm. Collins  
Frank Y. Valenzuela  
Virginia L. Yrun

#### **NAYS**

Whereby, the President declared that the motion was carried, and said resolution was passed and adopted. The Secretary was directed to make the resolution a part of the Minutes and to attach a copy of the Resolution to the Minutes.

The President announced that the next item of old business on the Agenda was the consideration

of a motion authorizing the granting of certain property to Southern Arizona Land Trust, Inc. of certain real property located in the Corazon del Pueblo subdivision of Pima County, Arizona. Mr. Slania reviewed the acquisition of the property which had been acquired by the Authority from Habitat for Humanity of Tucson, Inc. and suggested that these properties be transferred to Southern Arizona Land Trust. General discussion ensued. Board Member Valenzuela moved to approve the motion and Board Member Collins seconded motion. Board Member Yrun abstained.

The President called for a vote:

**AYES**

Stanley Lehman  
Bernhardt Wm. Collins  
Frank Y. Valenzuela

**NAYS**

Whereby, the President declared that the motion was carried, and said motion was passed and adopted.

The President announced that the next item of old business on the Agenda was the consideration of a motion deferring outstanding interest due and consolidation of outstanding promissory notes into a single promissory note from Southern Arizona Land Trust, Inc. to the Authority. Board Member Valenzuela moved to approve the motion and Board Member Collins seconded motion. Board Member Yrun abstained.

The President called for a vote:

**AYES**

Stanley Lehman  
Bernhardt Wm. Collins  
Frank Y. Valenzuela

**NAYS**

Whereby, the President declared that the motion was carried, and said motion was passed and adopted.

**DISCUSSION OF OTHER MATTERS**

The President asked if there were any other matters to discuss.

Mr. Russo discussed the houses at Corona Road Estates which are being built by Southern Arizona Land Trust, LLC (“SALT”), with four lots are currently in escrow. The funds derived from these sales will be used to pay down the Arizona MultiBank Line of Credit.

Mr. Russo discussed Medipacs, Inc’s letters received by the Authority and the potential for a CIC investment in Medipacs, with the consideration of the Medipacs facility to be located in Tucson.

**CALL TO THE PUBLIC**

The President announced that there was no further call to the public.

**ADJOURNMENT**

The President then asked if there was any further business to come before the meeting, and there being none, upon motion of Board Member Valenzuela and a second by Board Member Collins, and all in favor, the meeting was adjourned at 12:41 p.m.

APPROVED this 17<sup>th</sup> day of December, 2010.

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/s/  
Stanley Lehman, President

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/s/  
Frank Y. Valenzuela, Secretary