

STATE OF GEORGIA

COUNTY OF FULTON

RESOLUTION

1812

**A RESOLUTION REGARDING THE FINANCING AND DEVELOPMENT  
OF AN ASSISTED LIVING AND MEMORY CARE FACILITY AS PROPOSED  
BY ATLANTA SENIOR CARE SERVICES, LLC TO BE KNOWN AS  
INSPIRED LIVING AT ALPHARETTA**

**WHEREAS**, the governing authority of the City of Alpharetta, Georgia has been informed by Atlanta Senior Care Services, LLC, a Georgia limited liability company (the "Owner"), that the Owner has requested that the Housing Authority of Fulton County ("HAFC") issue its taxable and tax-exempt revenue bonds, the proceeds of which will be used to finance a portion of the costs of the acquisition, construction and equipping by the Owner of an approximately 128 unit assisted living and memory care facility consisting of approximately 82 assisted living units and approximately 46 memory care units to be located at the southeast corner of Georgia Highway 400 and Old Milton Parkway in the City of Alpharetta, Fulton County, Georgia to be known as Inspired Living at Alpharetta (the "Inspired Living at Alpharetta Project"), whereby at least twenty percent (20%) of the units in the Inspired Living at Alpharetta Project will be occupied by "individuals whose income is fifty percent (50%) or less of area median gross income," within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended, and applicable regulations issued thereunder or applicable thereto; and

**WHEREAS**, it is estimated that the planning, design, acquisition, construction and development of the proposed Inspired Living at Alpharetta Project will require expenditures currently estimated at an amount not to exceed \$42,000,000; and

**WHEREAS**, under the laws of the State of Georgia, HAFC is prohibited from exercising its powers to finance the Inspired Living at Alpharetta Project within the territorial boundaries of the City of Alpharetta, Georgia without the adoption of a resolution of the governing body of the City of Alpharetta, Georgia declaring that there is a need for HAFC to exercise such powers within the territorial boundaries of the City of Alpharetta, Georgia.

**NOW, THEREFORE, BE IT RESOLVED AND ADOPTED** by the City Council of the City of Alpharetta, Georgia, and it is hereby resolved and adopted, only for the sole purpose of the Owner's request that HAFC issues its revenue bonds to finance a portion of the costs of acquisition, construction and equipping of the Inspired Living at Alpharetta Project, by the authority of the same, that:

For the sole purpose of the Inspired Living at Alpharetta Project and for no other project or development, the City of Alpharetta, Georgia declares that there is a need for HAFC to exercise its powers within the City of Alpharetta, Georgia, solely to the extent required by state and local laws, to finance the proposed Inspired Living at Alpharetta Project through the issuance of revenue bonds by HAFC as outlined in this resolution. This resolution shall not constitute an approval of the Inspired Living at Alpharetta Project, the Owner or the Owner's capacity to develop, own or operate the Inspired Living at Alpharetta Project as outlined in this resolution. This resolution and the declaration of need for HAFC to exercise its powers within the territorial boundaries shall not extend to any other existing or future project or development within the City of Alpharetta, Georgia. The City of Alpharetta, Georgia hereby prohibits any further exercise by the HAFC of its powers within the territorial boundaries other than with respect to the financing of the Inspired Living at Alpharetta Project unless and until the adoption of a new resolution with respect to such project or development.

SO RESOLVED this 2nd day of November, 2015.

CITY OF ALPHARETTA, GEORGIA

By: [Signature]

David Belle Isle, Mayor

COUNCIL MEMBERS

[Signature]  
[Signature]  
[Signature]  
[Signature]  
[Signature]  
[Signature]



Attest:

City Clerk  
City Clerk

**Housing Authority of Fulton County**  
**Revenue Bonds**  
**(Inspired Living at Alpharetta Project)**  
**Series 2015**

**TRANSACTION OVERVIEW**

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Total Capital Structure:	\$31,095,000 of Senior Tax-exempt Series 2015A Current Interest Bonds \$3,560,000 of Subordinate Tax-exempt Series 2015B-1 Current Interest Bonds \$4,454,673 of Subordinate Taxable Series 2015B-2 Convertible Capital Appreciation Bonds
Equity Contribution:	5% of the Total Capital Structure, in the form of Cash and Pre-paid Equity (reimbursements credited toward equity)
Purpose:	The proceeds of the Bonds together with the "Equity" and other monies will be used to (a) construct and equip a 128-unit/145 bed, senior living community consisting of 82 assisted living units and 46 memory care units, (b) fund Working Capital, (c) fund Capitalized Interest, (d) fund a Debt Service Reserve Fund, and (e) pay transaction costs related to the project.
Issuer:	Housing Authority of Fulton County, Georgia
Obligor:	Atlanta Senior Care Services, LLC d/b/a Inspired Living at Alpharetta, a single purpose entity
Guarantor:	Mark Bouldin ("Guarantor") provided Guaranty Agreement ("bad acts") and Completion Guaranty. Guarantor to comply with minimum liquidity (\$1,500,000) and net worth requirements (\$10,000,000).
Underwriter:	Piper Jaffray
Trustee:	BB&T
Construction Monitor:	LM Architectural and Engineering Consultants
Timing:	Interest payment, redemption, and tender dates are contingent upon a closing in mid-November of 2015. Timing and dates are preliminary and subject to change.
Background:	Atlanta Senior Care Services, LLC is a Georgia limited liability company formed in 2015 as a special purpose entity for the sole purpose of developing, constructing and owning a 82-unit assisted living facility, consisting of 91 beds, and a 46-unit memory care facility, consisting of 54 beds, collectively to be known as "Inspired Living at Alpharetta" (the "Community" or the "Project") to be built and located on 19 acres of land located at the SE corner of Old Milton Parkway and the GA 400 in Alpharetta, GA . The Community will specialize in the provision of memory support services to persons suffering from Alzheimer's disease, dementia and other forms of cognitive disorders. The Project will contain approximately 120,000 square feet with planned common spaces and amenities including a large outdoor garden area overlooking a lake, dining room, activity room, beauty/barber shop, and administrative support areas.

**Governance:**

Mark C. Bouldin is the President and 100% owner of Senior Care Ownership 2, Inc. ("SCO2") which owns 100% of Atlanta Senior Care Services, LLC (ASCS), the Obligor.

***Mark C. Bouldin, President/Manager***

Mark C. Bouldin is a practicing attorney and owner of various businesses and real estate developments. He is President of Kronos Capital, which creates and oversees the development of approximately \$100,000,000 in real estate developments on an annual basis. He is affiliated with Sun Coast Trust Management which provides trust management services for both private and public trusts as well as single purpose charitable organizations. Mr. Bouldin is also an owner of Interior Fusion, a Service-Disabled, Veteran-Owned Small Business government contracting company. He is also affiliated with Lighthouse Creek, a single purpose entity which owns and operates an office building, and is an owner of other miscellaneous property holding companies.

Mr. Bouldin has over ten years of experience with various assisted living facilities ranging in size from 58 beds to 122 beds, all of which are located in Florida from St. Petersburg to Naples on the west coast and Palm Bay on the east side of Florida. His experience includes development, ownership and oversight of third-party management. His most recent projects include nine Alzheimer's/memory support facilities, the design concept of which is being duplicated for the Project. Mr. Bouldin's investment, ownership, and operation of these facilities has included oversight of the daily, monthly and annual accounting procedures, security and monitoring systems, housekeeping and maintenance practices, employee hiring and scheduling, marketing, public relations, volunteer scheduling and community outreach. Mr. Bouldin, in conjunction with the Validus Senior Living REIT Investment Management Company, LLC ("Validus"), is also actively involved in the design, equipping, and purchasing processes of such assisted living facilities.

**Developer:**

**Senior Care Ownership 2, Inc.**

SCO2-INC (in its capacity as the developer of the Project, the "Developer") was formed as a Florida corporation in 2015 for the sole purpose of developing the Project.

The Developer has extensive experience, through its principal, in developing assisted living and memory support facilities and specializes in providing planning, development, marketing, management and strategic consulting services to the senior housing industry. The principal of the Developer also has experience in developing a variety of other real estate assets, including mid-tier and upper-tier nightly stay hotels such as IHG, Marriott and Hyatt brands.

The Developer and the Obligor share common ownership interests. The Developer is wholly owned by Mark C. Bouldin. The Developer is also the sole manager and 100% owner of the Obligor. The principal of the Developer and the Obligor is developing the Project solely for his own account; there is no development or other developer fee payable in connection with the planning, creation, or development of the Project.

**Cliff Davis, Development Consultant**

Cliff Davis is a consultant engaged by the Developer to facilitate the development and construction of the Project. Mr. Davis assists in all aspects of developing the Project from overseeing the negotiation of all financing to

obtaining any necessary permits, licenses and other approvals for the Project. Mr. Davis is a degreed engineer, a state certified contractor. Mr. Davis has completed over \$400 million of development work over his 24 year career. Mr. Davis' experience in developing assisted living and memory support facilities includes ten other Inspired Living facilities.

A list of projects that the Developer has participated in or developed and owned is listed in Table 1:

Table 1 Developer Experience				
Project	Location	Units/Beds	Project Type	Year
<b>Senior Living Development Experience</b>				
Inspired Living at Kenner	Kenner, Louisiana	81/90 AL 46/56 MC	Assisted Living	2015
Inspired Living at Windermere*	Ocoee, Florida	80/90 AL 46/67 MC	Assisted Living	2015
Inspired Living at Bonita Springs*	Bonita Springs, Florida	72/92	Memory Care	2015
Inspired Living at Lakewood Ranch	Bradenton, Florida	80/96 AL 42/54 MC	Assisted Living	2014
Inspired Living at Tampa	Tampa, Florida	58/78	Memory Care	2014
Inspired Living at Palm Bay	Palm Bay, Florida	58/78	Memory Care	2014
Inspired Living at Sun City Center	Sun City Center, Florida	58/78	Memory Care	2014
Inspired Living at Sarasota	Sarasota, Florida	58/78	Memory Care	2013
Inspired Living at Hidden Lakes	Bradenton, Florida	58/78	Memory Care	2012
Inspired Living at Ivy Ridge	St. Petersburg, Florida	58/78	Memory Care	2011
Heron Properties	Indian Rocks, Florida	126	Assisted Living	2008
Heron Properties	Naples, Florida	128	Assisted Living	2007
Heron Properties	Ft. Myers, Florida	122	Assisted Living	2006
Heron Properties	Sarasota, Florida	112	Assisted Living	2005
Heron Properties	Sarasota, Florida	96	Assisted Living	2004
<b>Non-Senior Living Development Experience</b>				
Lighthouse Creek	St. Petersburg, Florida	6,000 sq. ft.	Office	2013
Self-Storage	Florida & Tennessee	270,000 sq. ft.	Self-Storage	2007-2012
Casa Del Toro	Tampa, Florida	137	Rental Apartments	2010
Candlewood Suites	Ft. Myers, Florida	120	Hotel	2009

Source: Developer

\*Under construction.

#### Affiliation with NFL Alumni Association:

The National Football League Alumni Association ("NFL Alumni") and the Developer, through its principal, Mark C. Bouldin, have entered into an exclusive affiliation agreement (the "Affiliation Agreement") under which the Developer's facilities will serve as the only senior housing communities endorsed by NFL Alumni to serve former NFL Players suffering from traumatic brain injury and related debilitating cognitive conditions. Under the Affiliation Agreement, the Developer has agreed to, among other things, provide (a) all-inclusive services to former NFL players who do not qualify for the 88 Plan (hereinafter defined) and do not have health insurance coverage at a discount rate or (b) in the case of former NFL players eligible for the Mackey 88 Plan1 (the "88 Plan"), all-inclusive, non-revocable services at a rate not to exceed their 88 Plan benefits. In return, NFL Alumni has agreed to, among other things, (i) provide the Developer with lists of NFL Alumni members and former NFL players qualifying for the 88 Plan, as well as marketing demographics and information about those individuals, (ii) facilitate the Developer in marketing the Developer's facilities to NFL Alumni members through the preparation,

presentation and distribution of marketing materials to its members, (iii) host events designed to market the Developer's facilities to members of NFL Alumni and provide for the Developer to attend certain other NFL Alumni events, and (iv) permit the Developer to use certain of NFL Alumni's trademarks and

logos and use best efforts to obtain authorization for the Developer to use the NFL Alumni "shield" logo. The Affiliation Agreement has a 30-year term subject to earlier termination pursuant to the terms thereof. The Affiliation Agreement may be terminated (i) for cause as described therein or (ii) without cause, with one hundred twenty (120) days' notice of intent to terminate, provided such termination is only exercisable by either party after both parties, acting in good faith, shall attempt to work out any differences that may exist if there are irreconcilable differences between the parties. NFL ALUMNI HAS NO FINANCIAL RESPONSIBILITY WITH RESPECT TO THE BONDS OR THE COMMUNITY.

<sup>1</sup>The Mackey 88 Plan currently provides an eligible retired NFL player with financial assistance for medical and custodial care resulting from dementia, depending on the qualified services provided to such player. The Developer estimates that the benefits paid to eligible players under the Mackey 88 Plan will meet or exceed the budgeted rents payable by such players.

Third Party Manager:

Pursuant to a third-party management agreement between the Obligor and Validus (the "Management Agreement"), Validus will serve as manager (the "Manager") of the Project. Validus, together with its predecessor organizations and its officers, has been a professional service provider to the senior living industry since 1993. Validus and its principals have been involved in the planning, development, marketing, operations and strategic planning of a wide variety of senior living developments (rental independent living, assisted living, memory care communities, active adult, HUD Section 8, skilled nursing and rehabilitation, and continuing care retirement communities, including entrance fee, rental and fee simple). Validus was formed in January 2013 and, together with its staff, has been the manager or has had significant management oversight and strategic planning responsibility for communities of varying types for over 20 years. See "Manager Experience" in Table 2 below. To date, Validus has purchased Inspired Living at Hidden Lakes, Inspired Living at Ivy Ridge, Inspired Living at Sun City Center, and Inspired Living at Sarasota from entities controlled by Mark C. Bouldin and is currently managing such projects for its own account.

<b>Project</b>	<b>Location</b>	<b>Units</b>	<b>Beds</b>	<b>Type</b>	<b>Date Opened</b>	<b>Occupancy as of 6/30/15</b>	<b>Management Contract Term</b>
Inspired Living at Kenner	Kenner, LA	81	90 AL 56 MC	AL	Under Constuction	-	9/2015 – 8/2025
Inspired Living at Windermere	Ocoee, FL	80 AL 46 MC	90 AL 67 MC	AL	Under Construction	-	8/2014-8/2024
Inspired Living at Bonita Springs	Bonita Springs, FL	72	92	MC	Under Construction	-	11/2015- 11/2025
Inspired Living at Lakewood Ranch	Bradenton, FL	80 AL 42 MC	96 AL 54 MC	AL	17-Sep-15	30%	1/2015 – 1/2025
Inspired Living at Tampa	Tampa, FL	58	78	MC	30-Jun-15	34%	1/2015 – 1/2025
Inspired Living at Palm Bay	Palm Bay, FL	58	78	MC	Jan-15	86%	3/2014 – 3/2024
Inspired Living at Sun City Center	Sun City Center, FL	58	78	MC	Jan-15	57%	5/2014 – 5/2024
Inspired Living at Sarasota	Sarasota, FL	58	78	MC	Feb-14	95%	11/2013 – 11/2023
Inspired Living at Hidden Lakes	Bradenton, FL	58	78	MC	Feb-13	95%	9/2013 – 9/2016
Inspired Living at Ivy Ridge	Sarasota FL	58	78	MC	Jun-12	90%	9/2013 – 9/2016