

BUCKNER SENIOR LIVING, INC. - VENTANA

JUNE 2017

CLIENT PROFILE

Buckner Senior Living, Inc. (the Obligor) is a Texas not-for-profit corporation established in December of 2012. The Obligor was formed for the purpose of construction, ownership and operation of an entrance fee based senior living community in Dallas to be known as Ventana by Buckner (Ventana or the Community).

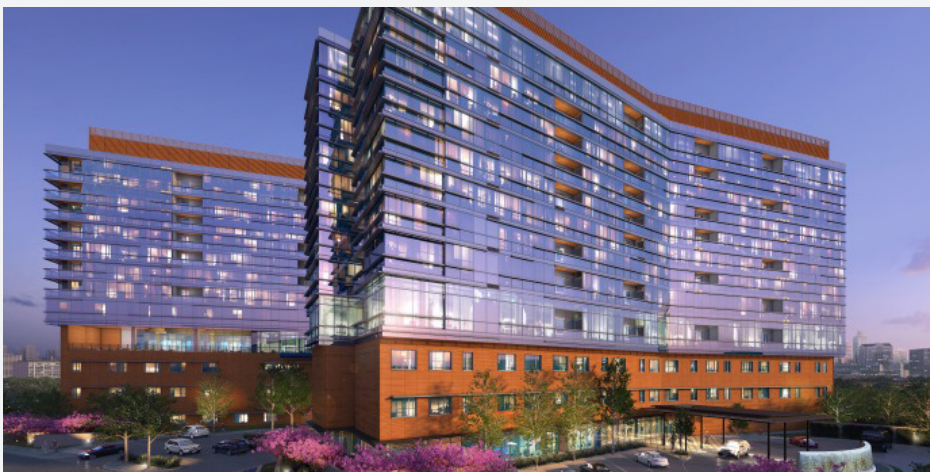
Buckner Retirement Services, Inc. (BRS), also a Texas not-for-profit corporation, was established in 1994 and is the sole member of the Obligor. BRS is a member of a group of affiliated corporations, the parent of which is Buckner International (BI), a Texas not-for-profit established in 1906.

BRS currently owns four retirement communities in Texas: Buckner Villas (Austin); Buckner Westminster Place (Longview); Calder Woods (Beaumont); and Parkway Place (Houston) which are part of an obligated group (the Buckner Obligated Group).

BRS is also the sole member of Baptist Memorials Ministries (BMM), which owns Baptist Retirement Community, a not-for-profit retirement community in San Angelo, Texas. BRS provides management services to BMM and each retirement community included in the Buckner Obligated Group.

In addition to BRS, the affiliated corporations are:

- Buckner Foundation, Inc. (the Foundation);
- Buckner Children and Family Services, Inc. (Family Services); and
- Buckner Adoption and Maternity Services, Inc. ("Maternity Services").



\$232,345,000

Tarrant County Cultural Education Facilities Finance Corporation
Retirement Facility Revenue Bonds, Series 2017
(Buckner Senior Living - Ventana Project)

The Obligor and BRS are separate corporations. The Buckner Obligated Group, BI, BRS and BMM are not obligated to pay debt service on the Series 2017 Bonds. Under the terms of a liquidity support agreement (LSA), the Foundation has agreed to provide liquidity support to the project in an initial amount of \$10 million to be funded at closing and in an aggregate amount of up to \$15 million.

The Community will be located on approximately 3.08 acres nearly seven miles from downtown Dallas and adjacent to the Park Cities and Preston Hollow neighborhoods. The Community is planned to consist of 189 independent living units, 38 assisted living units, 26 memory support assisted living units, and 72 skilled nursing beds which consist of 48 long-term beds and 24 short-term rehabilitation beds. The Community's levels of care will be located in two, 12-story towers. Greenbrier Development, LLC serves as the development consultant for the Community. BRS will provide management services for the Community. At the time of printing the Preliminary Official Statement for the issue, 69.3% of the independent

"Ventana by Buckner will be the flagship senior living community for Buckner, and we look forward to serving senior adults in Dallas through this exceptional, unique community....Ziegler has been a tremendous partner, helping Buckner fulfill our mission over the last three decades and we are very excited to bring Ventana to the Dallas market. It will offer adults 62 and over with an unprecedented vantage point from which to witness and engage with the wider world."

Charlie Wilson
Senior Vice President
Buckner Retirement Services, Inc.

This client's experience may not be representative of the experience of other clients, nor is it indicative of future performance or success.

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living units were reserved by prospective residents who had paid an entrance fee deposit and executed a reservation agreement.

TRANSACTION HIGHLIGHTS

Tarrant County Cultural Education Facilities Finance Corporation issued \$147,045,000 Series 2017A Bonds, \$22,250,000 Series 2017B-1 (Tax-Exempt Mandatory Paydown Securities (TEMPS-80)), \$22,250,000 Series 2017B-2 (Tax-Exempt Mandatory Paydown Securities (TEMPS-65)), \$38,000,000 Series 2017B-3 (Tax-Exempt Mandatory Paydown Securities (TEMPS-50)), and \$2,800,000 Taxable Series 2017C Bonds (Taxable Mandatory Paydown Securities) (collectively the Series 2017 Bonds).

Proceeds of the Series 2017 Bonds will be used to (i) finance the development and construction of the Community; (ii) repay interim debt used to fund pre-development costs of the Community; (iii) fund 31 months of interest; (iv) fund separate accounts of the debt service reserve fund for each series of bonds; and (v) pay the costs of issuance.

The final bond structure included a total of \$85,300,000 in temporary debt to be redeemed with the proceeds of initial entrance fees after establishing defined levels of working capital and operating reserves. The non-rated issue is structured to provide level annual debt service after the redemption of the temporary debt.

THE ZIEGLER DIFFERENCE

Ziegler served as the sole underwriter for the Series 2017 Bonds. The Series 2017A Bonds (Permanent Debt) were priced to achieve a yield to maturity of 6.70% with a final maturity in November of 2052.

Ziegler actively marketed the issue to potential investors with presentations and site visits. The strong marketing effort coupled with continued dialogue and discussions with potential investors and the sponsor resulted in 42 institutional investors participating in the financing, some of which, had not invested in a startup CCRC before. In addition, Ziegler's Wealth Management distributed \$3,715,000 in bonds through its network of retail investors.

The issuance of the Series 2017 Bonds marks the fifth issue that Ziegler has served as the underwriter for BRS or an affiliate dating back to 1996.



REFERENCES

For references on Ziegler's role in this financing, please contact:

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For further information on the outstanding bonds for this issuer, please visit the Electronic Municipal Market Access system at <http://emma.msrb.org/>.