

CITY CLERK ORIGINAL

C-7777
09/12/2011

**THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF GLENDALE, ARIZONA
ADJUSTABLE RATE DEMAND REVENUE BONDS,
MIDWESTERN UNIVERSITY
SERIES 2011**

**CERTIFICATE OF THE CLERK
OF THE CITY OF GLENDALE, ARIZONA**

I, Pam Hanna, do hereby certify that I am the duly qualified and acting Clerk of the City of Glendale, Arizona (the "City"), and as follows:

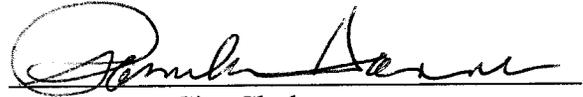
1. Attached hereto as Exhibit A is a true and complete copy of Resolution No. 4508 New Series, duly adopted by the City Council of the City of Glendale, Arizona at a lawful meeting duly called and held on August 23, 2011, at which a quorum was present and acting throughout, and which Resolution has not been amended, repealed or modified in any respect and which remains in full force and effect as of the date hereof in the form in which adopted.

2. Attached hereto as Exhibit B is a true and complete copy of Resolution No. 2093 New Series duly adopted by the City Council of the City of Glendale at a lawful meeting duly called and held on August 24, 1982, at which a quorum was present and acting throughout, and which Resolution has not been amended, repealed or modified in any respect and which remains in full force and effect on the date hereof in the form in which adopted.

3. As of August 10, 2011, and continuing to the date hereof, the persons listed below were the Directors of The Industrial Development Authority of the City of Glendale, Arizona, having been duly elected by the City Council of the City of Glendale, Arizona, on the dates and for the terms as indicated:

| | |
|--------------------|---|
| Howard A. McKenna | Elected: June 26, 2007 Term Expires: August 23, 2013 |
| Stephen P. Harnden | Elected: June 27, 2006 Term Expires: August 23, 2012 |
| John Catledge | Elected: August 23, 2010 Term Expires: August 23, 2016 |
| Kevin English | Elected: August 23, 2010 Term Expires: August 23, 2016 |

IN WITNESS WHEREOF, I have hereunto set my hand this 12 day of September, 2011.

A handwritten signature in cursive script, appearing to read "Pam Hanna", written over a horizontal line.

Pam Hanna, City Clerk
City of Glendale, Arizona

Exhibit A

RESOLUTION NO. 4508 NEW SERIES

A RESOLUTION OF THE COUNCIL OF THE CITY OF GLENDALE, MARICOPA COUNTY, ARIZONA, APPROVING THE ISSUANCE BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF GLENDALE, ARIZONA OF ITS REVENUE BONDS, MIDWESTERN UNIVERSITY, SERIES 2011 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$50,000,000.

WHEREAS, The Industrial Development Authority of the City of Glendale, Arizona (the "Authority") proposes to issue not to exceed \$50,000,000 in aggregate principal amount of its Revenue Bonds, Midwestern University, Series 2011 (the "Series 2011 Bonds"), for the purposes of (a) financing, refinancing or reimbursing Midwestern University, an Illinois not-for-profit corporation (the "University") for certain of the costs of the acquisition (including related land costs), improvement, construction and equipping (including, but not limited to, medical equipment, computer equipment, office equipment and general building equipment and fixtures) of certain educational facilities owned by the University on its Glendale, Arizona campus (the "*Glendale Campus*") and on its Downers Grove, Illinois campus (the "*Downers Grove Campus*"), (b) fund a debt service reserve fund for the benefit of the Series 2011 Bonds, if deemed desirable by the Authority and the University, and (c) pay certain costs incurred in connection with the issuance of the Series 2011 Bonds, if deemed desirable by the Authority and the University, all in accordance with the Industrial Development Financing Act, Title 35, Chapter 5, Arizona Revised Statutes, as amended (the "Act"); and

WHEREAS, pursuant to Section 35-721.B of the Act, the proceedings under which the Series 2011 Bonds are to be issued require the approval of this Council; and

WHEREAS, a public hearing with respect to the plan of financing and the proposed issuance of the Series 2011 Bonds was held by the Authority, following reasonable public notice at least 14 days in advance of such hearing (the "Notice of Public Hearing"), for the purpose of satisfying the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, which Notice of Public Hearing is attached hereto as *Exhibit A*; and

WHEREAS, a Resolution adopted by the Board of Directors of the Authority approving the issuance and sale of the Series 2011 Bonds has been presented to this Council; and

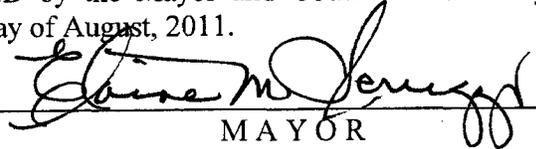
Whereas, this Council has had presented to it information regarding the plan of financing and the Series 2011 Bonds and the public hearing held with regard thereto, and is fully advised regarding the plan of financing and the Series 2011 Bonds; and

WHEREAS, the undersigned Mayor is the highest elected public official of the governmental unit in which the educational facilities of the University on its Glendale Campus to be financed or refinanced with the proceeds of the Series 2011 Bonds are located.

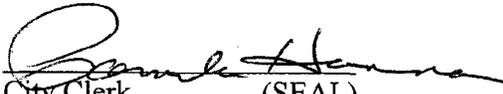
NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Glendale, Maricopa County, Arizona, as follows:

SECTION 1. That the issuance and sale by the Authority of the Series 2011 Bonds in an aggregate principal amount not to exceed \$50,000,000, having such terms and provisions as have been approved by the Authority in accordance with and subject to the conditions and limitations set forth in the Resolution of the Board of Directors of the Authority presented at this meeting, for the purposes and at the locations set forth in the Notice of Public Hearing, and the use of the proceeds thereof as contemplated thereby, are hereby approved for all purposes under the Act and Section 147(f) of the Internal Revenue Code of 1986, as amended.

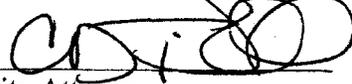
PASSED, ADOPTED AND APPROVED by the Mayor and Council of the City of Glendale, Maricopa County, Arizona, this 23rd day of August, 2011.


MAYOR

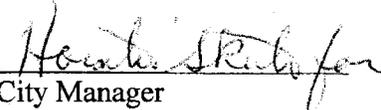
ATTEST:


City Clerk (SEAL)

APPROVED AS TO FORM:


City Attorney

REVIEWED BY:


City Manager

**NOTICE OF PUBLIC HEARING ON PROPOSED REVENUE BOND
FINANCING BY THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF GLENDALE, ARIZONA**

Notice is hereby given that an authorized representative of The Industrial Development Authority of the City of Glendale, Arizona (the "*Authority*"), will hold a public hearing regarding a plan for the Authority to issue, pursuant to the Industrial Development Financing Act, Title 35, Chapter 5, Arizona Revised Statutes, as amended and supplemented (the "*Act*"), its Adjustable Rate Demand Revenue Bonds, Midwestern University, Series 2011 (the "*Bonds*"), in an aggregate principal amount not to exceed \$50,000,000. The proceeds of the Bonds will be loaned to Midwestern University, an Illinois not-for-profit corporation (the "*University*"), to provide the University with all or a portion of the funds necessary to (a) finance, refinance or reimburse the University for certain of the costs of the design, acquisition (including related land costs), improvement, construction and equipping (including, but not limited to, medical, dental and optometry equipment, computer equipment, office equipment and general building equipment and fixtures) of certain educational facilities owned by the University on its Glendale, Arizona campus (the "*Glendale Campus*") and on its Downers Grove, Illinois campus (the "*Downers Grove Campus*"), all as more specifically described below, (b) fund a debt service reserve fund for the benefit of the Bonds, if deemed desirable by the Authority and the University, and (c) pay certain costs incurred in connection with the issuance of the Bonds, if deemed desirable by the Authority and the University, all as permitted under the Act.

The educational facilities being financed, refinanced or reimbursed with the proceeds of the Bonds are or will be owned or operated by the University and are or will be located on land owned by the University (a) on its Glendale Campus, bordered generally by 59th Avenue on the West, 55th Avenue (extended) on the East, the Agua Fria Freeway on the North, and the Honeywell property south of Utopia Road on the South and including, but not limited to, (i) the following addresses: 19349, 19359, 19369, 19379, 19389, 19555 and 19777 North 59th Avenue and 20000 North 57th Avenue in Glendale, Maricopa County, Arizona, and (ii) the Arizona College of Osteopathic Medicine, the College of Health Sciences, the College of Pharmacy/Glendale, the Arizona College of Optometry and the College of Dental Medicine, and (b) on its Downers Grove Campus located at 555 31st Street, Downers Grove, Illinois and at 3450 Lacey Road, Downers Grove, Illinois (this location, referred to herein as the "Clinic Property," currently consists of approximately 12.8 acres of unimproved land upon which a multispecialty clinic, a dental clinic, an optometry clinic and related facilities are planned to be constructed), and including, but not limited to, the Chicago College of Osteopathic Medicine, the College of Health Sciences, the Chicago College of Pharmacy and the College of Dental Medicine-Illinois.

The educational facilities on the Glendale Campus to be so financed, refinanced or reimbursed consist of various demolition, design, construction, renovation and equipping projects throughout the campus, including, without limitation, (a) projects relating to the dental clinic, the optometry clinic, the campus parking deck, and the clinic parking deck, and (b) miscellaneous land improvements. The educational facilities on the Downers Grove Campus to

be so financed, refinanced or reimbursed consist of various demolition, design, construction, renovation and equipping projects throughout the campus, including, without limitation, (a) projects relating to the basic science building, the parking deck expansion, the multispecialty clinic, the dental clinic, the optometry clinic and the commons addition, and (b) miscellaneous land improvements.

The principal amount of the Bonds allocable to the facilities being financed and refinanced on the University's Glendale Campus (including Bonds allocable to funding the corresponding portions of the costs of issuance and debt service reserves, if any) is not expected to exceed \$25,000,000. The principal amount of the Bonds allocable to the facilities being financed and refinanced on the University's Downers Grove Campus (including Bonds allocable to funding the corresponding portions of the costs of issuance and debt service reserves, if any) is in not expected to exceed \$45,000,000 (\$15,000,000 with respect to the Clinic Property).

The public hearing, which may be continued or adjourned, will be held at 9 a.m. on Wednesday, August 10, 2011, in the First Floor Lobby of the Glendale Municipal Complex, 5850 West Glendale Avenue, Glendale, Arizona. The public hearing is required by Section 147(f) of the Internal Revenue Code of 1986, as amended. The Bonds will be special limited obligations of the Authority and will not constitute a debt or a pledge of the faith and credit of the Authority or of the City of Glendale, but will be payable solely from revenues derived from or on behalf of the University and other sources pledged therefor. Any person interested in the issuance of the Bonds or the location, nature or purposes of the educational facilities being financed or refinanced with the proceeds of the Bonds may appear and present his or her views or may submit his or her views in writing prior to the hearing. At the time and place set for the public hearing, residents, taxpayers and other interested persons will be given the opportunity to express their views for or against the proposed plan of financing. Written comments may also be submitted to the Authority in care of William Wilder at Ryley, Carlock & Applewhite, One North Central Avenue, Suite 1200, Phoenix, Arizona 85004, until 5:00 p.m. on Tuesday, August 9, 2011.

NOTICE DATED: July 21, 2011

THE INDUSTRIAL DEVELOPMENT AUTHORITY OF
THE CITY OF GLENDALE, ARIZONA

By /s/ Howard A. McKenna
President

Exhibit B

RESOLUTION NO. 2093 NEW SERIES

A RESOLUTION OF THE COUNCIL OF THE CITY OF GLENDALE, MARICOPA COUNTY, ARIZONA; AUTHORIZING THE FORMATION OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF GLENDALE, ARIZONA; AND DECLARING AN EMERGENCY

WHEREAS, the Mayor and Council of the City of Glendale, Arizona, have received and duly considered the application, a copy of which is annexed hereto as Exhibit A, of Thomas B. Ogden, William V. Toops and Thomas A. McCarthy, each a duly qualified elector of the City, which application is dated June 8, 1982, and was filed with the City in accordance with Title 9, Chapter 11, Arizona Revised Statutes, as amended, for permission to incorporate an industrial development corporation for the City to be known as "The Industrial Development Authority of the City of Glendale, Arizona;" and

WHEREAS, the purpose of the Corporation shall be to carry out the purposes of the Act, to promote industry and develop trade in the greater Glendale, Arizona area, to stimulate and encourage the production, development and use of agricultural products and natural resources, to assist, financially and otherwise, in the rehabilitation, expansion and development of all kinds of businesses and industries which will promote and assure job opportunities, to promote the construction, improvement and equipping of residential real property for dwelling units and to promote and assure an improved standard of living and an increase in prosperity and health; and

WHEREAS, the Mayor and council of the City have determined that it is wise, expedient, advisable and in the public interest of the City that the application be approved and the persons making said application be authorized to proceed with the incorporation of the Corporation as prescribed by the Act;

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF GLENDALE as follows:

SECTION 1. That the application of Thomas B. Ogden, William V. Toops and Thomas A. McCarthy for permission to incorporate an industrial development corporation for the City, to be known as "The Industrial Development Authority of the City of Glendale, Arizona" be and it is hereby approved, and said Thomas B. Ogden, William V. Toops and Thomas A. McCarthy be and they are hereby authorized to proceed with the incorporation of said Corporation as prescribed in Title 9, Chapter 11, Arizona Revised Statutes, as amended; and

SECTION 2. That the form of Articles of Incorporation of the Corporation annexed hereto as Exhibit B be and they hereby are approved.

SECTION 3. That the following persons, each of whom is a duly qualified elector of the City, are hereby elected to serve as the initial Board of Directors of The Industrial Development Authority of the City of Glendale, Arizona for the terms set out opposite their names:

| <u>Name</u> | <u>Term Expires</u> |
|--------------------|---------------------|
| Edward P. LeGendre | 1984 |
| Thomas B. Ogden | 1986 |
| John W. Seely | 1988 |

SECTION 3. WHEREAS the immediate operation of the provisions of this Resolution is necessary for the preservation of the public peace, health and safety of the City of Glendale, an emergency is hereby declared to exist, and this Resolution shall be in full force and effect from and after its passage, adoption and approval by the Mayor and Council of the City of Glendale, and it is hereby exempt from the referendum provisions and laws of the State of Arizona.

PASSED, ADOPTED AND APPROVED by the Mayor and Council of the City of Glendale, Maricopa County, Arizona, this 24th day of August, 1982.

GEORGE R. RENNER
M A Y O R

ATTEST:

LAVERGNE BEHM
City Clerk

APPROVED AS TO FORM:

WILLIAM E. FARRELL
City Attorney

REVIEWED BY:

JOHN L. MALTBIE
City Manager

STATE OF ARIZONA)
County of Maricopa) ss.
City of Glendale)

I, the undersigned, Lavergne Behm, being the duly appointed, qualified and acting City Clerk of the City of Glendale, Maricopa County, Arizona, certify that the foregoing Resolution No. 2093 New Series, is a true, correct and accurate copy of Resolution No. 2093 New Series, passed and adopted at a regular meeting of the Council of the City of Glendale, held on the 24th day of August, 1982, at which a quorum was present and voted in favor of said Resolution.

Given under my hand and seal this 31st day
of August, 1982.

(SEAL)

Lavergne Behm
City Clerk

EXHIBIT A

June 8, 1982

Mayor and Council of the City
of Glendale, Arizona
c/o City Clerk
City of Glendale, Arizona
7022 North 58th Drive
Glendale, Arizona 85301

Gentlemen:

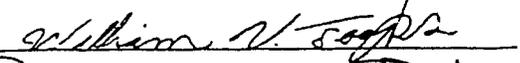
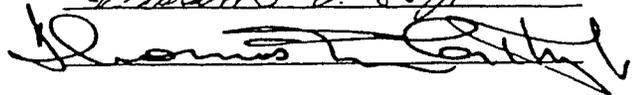
The undersigned, three qualified electors of the City of Glendale, Arizona (the "City"), hereby apply, in accordance with Title 9, Chapter 11, Arizona Revised Statutes, as amended (the "Act"), for permission to incorporate an industrial development corporation for the City, to be known as the "Industrial Development Authority of the City of Glendale, Arizona".

The Corporation shall be formed to carry out the purposes of the Act, to promote industry and develop trade in the greater Glendale, Arizona area, to stimulate and encourage the production, development and use of agricultural products and natural resources, to assist, financially and otherwise, in the rehabilitation, expansion and development of all kinds of businesses and industries which will promote and assure job opportunities, to promote the construction, improvement and equipping of residential real property for dwelling units and assure an improved standard of living and an increase in prosperity and health.

A copy of the proposed Articles of Incorporation, substantially in the form that will be filed with the Arizona Corporation Commission, is submitted herewith as Exhibit A.

The undersigned would very much appreciate your presenting this application to the attention of the Mayor and Council of the City of Glendale, Arizona for their approval at their meeting on June 8, 1982.

Very truly yours,

ARTICLES OF INCORPORATION
OF
THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF GLENDALE, ARIZONA

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, whose names and addresses are hereinafter set forth, each of whom is an elector of the City of Glendale, Arizona, have this day associated ourselves for the purpose of forming an Industrial Development Authority under the laws of the State of Arizona, and for that purpose do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF GLENDALE, ARIZONA, and the location of its principal place of business shall be in the City of Glendale, Arizona, but the corporation may have offices at such other places within the State of Arizona as shall be fixed by the board of directors from time to time.

ARTICLE II

The names and residence addresses of the incorporators, each of whom is a qualified elector of the City of Glendale, Arizona, are as follows:

| NAME | POST OFFICE ADDRESS |
|--------------------|---|
| Edward P. LeGendre | 7520 N. 59th Drive Glendale, Arizona 85302 |
| Thomas B. Ogden | 6110 N. 59th Avenue Glendale, Arizona 85301 |
| John W. Seely | 8516 W. Belmont Avenue Glendale, Arizona 85301 |

ARTICLE III

The incorporators herein received permission to organize the corporation pursuant to Resolution Number _____, New Series, duly adopted and approved by the Mayor and Council of the City of Glendale at a regular meeting of the governing body held August 24, 1982.

ARTICLE IV

This corporation shall perform essential governmental functions and its activities shall serve public purposes and shall be in furtherance of the health, safety and welfare of the residents of the greater Glendale, Arizona area. The initial purposes for which this corporation is formed are:

1. In the manner and to the extent provided in Title 9, Chapter 11, Section 9-1151 et seq., of the Arizona Revised Statutes, as amended, to promote industry and develop trade in the greater Glendale, Arizona area, to stimulate and encourage the production, development and use of agricultural products and natural resources, to assist, financially and otherwise, in the rehabilitation, expansion and development of all kinds of businesses and industries which will promote and assure job opportunities and assure an improved standard of living and an increase in prosperity and health;

2. To acquire, own, construct, lease, sell and dispose of all kinds of properties;

3. To do any and all things and to exercise any and all powers as provided by Title 9, Chapter 11, Section 9-1151 et seq., Arizona Revised Statutes, Title 9, Chapter 12, Section 1221 et seq., Arizona Revised Statutes, and Title 10, Chapter 1, Section 10-004, Arizona Revised Statutes, as such provisions may be amended from time to time.

ARTICLE V

This corporation is a political subdivision of the State of Arizona and shall have all the powers granted to such corporation by law, together with all powers incidental thereto or necessary for the performance thereof, including, without limitation, the powers provided in Title 9, Chapter 11, Section 9-1151 et seq., Arizona Revised Statutes, Title 9, Chapter 12, Section 9-1221 et seq., Arizona Revised Statutes, and Title 10, Chapter 1, Section 10-004, Arizona Revised Statutes, as such provisions may be amended from time to time.

ARTICLE VI

The corporation shall be a nonprofit corporation and no part of its net earnings remaining after payment of its expenses shall inure to the benefit of any individual, firm or corporation, except such reasonable compensation as may properly be paid for services rendered or property or materials furnished to the corporation, and no dividends or other pecuniary profits may be declared for the benefit of any director or other individual, and no director or officer

shall be entitled to participate for profit in any transaction with the corporation except as hereinabove provided. No substantial part of the activities of this corporation shall be devoted to carrying on propaganda for or otherwise attempting to influence legislation and this corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE VII

The corporation shall have a board of directors in which all powers of the corporation shall be vested and which shall consist of any number of directors, not less than three nor more than nine, all of whom shall be qualified as provided by law. The directors shall serve as such without compensation except that they shall be reimbursed for their actual expenses incurred in the performance of their duties in the same manner as is provided for other state officers. No director shall be an officer or employee of the City of Glendale, Arizona. The directors shall be elected by the Mayor and Council of the City of Glendale, Arizona, and they shall be so elected that they shall hold office for overlapping terms. At the time of the election of the first board of directors, the Mayor and Council of the City of Glendale, Arizona shall divide the directors into three groups containing as nearly equal whole numbers as possible. The first term of the directors included in the first group shall be two years, the first term of the directors included in the second group shall be four years, and the first term of the directors included in the third group shall be six years, and thereafter the terms of all directors shall be six years.

The affairs of the corporation shall be conducted by the board of directors and such officers, including a president, vice-president, treasurer, secretary, and such other officers as the board of directors shall elect or appoint. The board of directors shall have the power to adopt, amend and rescind bylaws and other rules and regulations and to appoint an executive committee with such powers as the board may, by resolution, delegate to such committee.

Meetings held by the Board of Directors shall be held in accordance with the provisions of A.R.S. §38-431 et seq.

ARTICLE VIII

The board of directors of this corporation, named by the Mayor and Council of the City of Glendale, Arizona, by resolution adopted on August 24, 1982, are:

| NAME | TERM EXPIRES | POST OFFICE ADDRESS |
|--------------------|--------------|--|
| Edward P. LeGendre | 1984 | 7520 N. 59th Drive Glendale, Arizona 85302 |
| Thomas B. Ogden | 1986 | 6110 N. 59th Avenue Glendale, Arizona 85301 |
| John W. Seely | 1988 | 5816 W. Belmont Glendale, Arizona 85301 |

ARTICLE IX

The City of Glendale, Arizona shall not, in any event, be liable for the payment of the principal of, or interest on, any bonds of the corporation, or for the performance of any pledge, mortgage, obligation or agreement of any kind whatsoever which may be undertaken by the corporation, and none of the bonds of the corporation or any of its agreements or obligations shall be construed to constitute an indebtedness or obligation of the City of Glendale, Arizona or the State of Arizona within the meaning of any constitutional or statutory provision whatsoever.

ARTICLE X

The Articles of Incorporation may at any time, and from time to time, be amended to make any changes therein and add any provisions thereto which might have been included in the Articles of Incorporation in the first instance, provided that the members of the board of directors of the corporation first shall file with the Mayor and Council of the City of Glendale, Arizona, an application in writing seeking permission to amend the Articles of Incorporation, specifying in such application the amendment proposed to be made. The Mayor and Council of the City of Glendale, Arizona, shall consider such application and, if it finds and determines it is wise, expedient, necessary or advisable that the proposed amendments be made, authorizes the same to be made, and approves the form of the proposed amendment, then the persons making such application shall proceed to amend the Articles in accordance with the provisions of Title 10, Arizona Revised Statutes, as amended.

ARTICLE XI

The time of the commencement of this corporation shall be the day these Articles of Incorporation are marked "filed" by the Arizona Corporation Commission. The duration of the existence of the corporation shall be perpetual unless it shall be sooner dissolved pursuant to Title 9, Chapter 11, Section 9-1187 of the Arizona Revised Statutes, as amended, in which case the property of the corporation remaining after payment of its debts and charges shall be

distributed to and vest in the City of Glendale, Arizona.

ARTICLE XII

The private property of the officers and directors of this corporation shall be exempt from liability for its debts and obligations.

ARTICLE XIII

The affairs of this Corporation shall be conducted on a fiscal year basis. The fiscal year for the Corporation shall end on the 30th day of June of each year.

ARTICLE XIV

When the board of directors of the corporation, by resolution, shall determine that the purposes for which the corporation was formed have been substantially complied with and that all bonds theretofore issued and all obligations theretofore incurred by the corporation have been fully paid, the members of the board of directors of the corporation shall thereupon dissolve the corporation in accordance with the provisions of Title 10 of the Arizona Revised Statutes, as amended.

ARTICLE XV

Statutory Agent. William F. Wilder, whose address is: 101 W. First Avenue, Phoenix, Arizona, 85003 is hereby appointed agent of the corporation upon whom all notices and processes, including service of summons, may be served, and service upon such agent shall be lawful personal service on the corporation. This appointment may be revoked at any time by the filing of the appointment of another agent as provided by law.

IN WITNESS WHEREOF, we the undersigned have signed our names this _____ day of _____, 1982.

RYLEY CARLOCK
& APPLEWHITE
Attorneys

A PROFESSIONAL CORPORATION
One North Central Avenue, Suite 1200
Phoenix, Arizona 85004
P 602.258.7701 F 602.257.9582
Offices in Arizona & Colorado
www.rcalaw.com

William F. Wilder
Direct Line: 602-440-4802
Direct Fax: 602-257-6902
E-mail: wwilder@rcalaw.com

September 12, 2011

HAND DELIVERED

Ms. Pamela Hanna
City Clerk
City of Glendale, Arizona
5850 West Glendale Avenue, Suite 455
Glendale, Arizona 85301

CITY CLERK
CITY OF GLENDALE
2011 SEP 12 PM 2:19

Re: The Industrial Development Authority of the City of Glendale,
Arizona Adjustable Rate Demand Revenue Bonds, Midwestern
University, Series 2011

Dear Ms. Hanna:

As counsel to and on behalf of The Industrial Development Authority of the City of Glendale, Arizona, I enclose three (3) forms of Certificate of Clerk of the City of Glendale, Arizona and request that you attach to each of these, as Exhibit A, a copy of Resolution No. 4508 New Series adopted by the City Council on August 23, 2011.

I then request that you sign all three certificates and contact either me or my assistant, Keylagh Maxwell so that we can arrange to pick up two of the completed and signed certificates with one to be retained for your records.

This certificate is needed in connection with the closing transaction for the issuance of the referenced bonds.

As always, thank you very much for your assistance and of course please give me a call if or to the extent you have any questions.

Yours very truly,


William F. Wilder

Enclosures