

**MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF GLENDALE, ARIZONA
(February 3, 2015)**

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 Tuesday, February 3, 2015 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 (by telephone), Robert L. Holmes, Michael F. Mitchum and Lyle Miller. Howard A. McKenna, President of the Authority, presided at the meeting and Michael Mitchum served as Secretary at the meeting.

Also present were William F. Wilder and John J. Fries, legal counsel to the Authority; and David McAlindin and Kristen Stephenson, representatives of The City of Glendale Economic Development Department.

The minutes of the Special Meeting of the Board of Directors of the Authority held on December 10, 2014, were presented to the meeting and reviewed and discussed. Upon a motion made by Mr. Holmes and seconded by Mr. Miller, the reading of the minutes was waived and the minutes were approved and adopted by unanimous vote.

Next, Mr. Mitchum distributed a financial report prepared as of December 31, 2014, noting that the Authority had \$9,077.06 in a checking account at BMO Harris/M&I Bank and \$109,213.72 on deposit in a money market account at BMO Harris/M&I Bank for a total fund balance of \$118,290.78. Thereafter, upon a motion made by Mr. Holmes and seconded by Mr. Miller, 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.

Next, Mr. Mitchum noted there was an invoice from Ryley Carlock & Applewhite in the amount of \$2,040.00. Thereafter, upon a motion made by Mr. Mitchum and seconded by Mr. Holmes, the Board unanimously approved payment of this invoice.

Mr. McKenna then asked Mr. Wilder to briefly report on the status of the proposed bond financing for The Midwestern University Foundation Student Loan Program. Mr. Wilder reported that Midwestern Foundation had determined it would be necessary to have separate financings in Arizona, and Illinois, based on the advice of counsel in Illinois, and thus the financing had been delayed with a target of being completed in late Spring, 2015.

Next, Mr. McKenna asked Mr. Wilder to briefly report on recent developments regarding some of the Authority's earlier bond financings. Mr. Wilder reported that in 2013, John C. Lincoln had merged into Scottsdale Health Care and that near the end of 2014, the new

Scottsdale-Lincoln entity had refinanced a number of outstanding bond issues through The Arizona Health Facilities Authority and that as a result, the three outstanding series of bonds issued by the Authority for John C. Lincoln, had been refunded and that going forward, the Authority would not be receiving the \$15,000 in annual administrative fees that John C. Lincoln had been paying. Mr. Wilder also advised that at the end of 2014, Arizona State University had acquired The Thunderbird School of International Management and paid off its bonds issued by the Authority and that going forward, there would be no further bond financing for Thunderbird. Mr. Wilder advised that apart from outstanding financings for Midwestern University, the only entity for which Authority bonds were outstanding was Conair Corporation, which was paying the Authority an annual fee of \$1,000.

Discussion then followed regarding the manner and extent to which the Authority could develop more business and the need to develop a budget for income and expenses going forward.

In this regard, there was discussion and general consensus that the Authority would need to request that Midwestern University, going forward, pay certain Authority administrative fees and Mr. Wilder was tasked with gathering information and working with Messrs. McKenna and Mitchum in this regard.

There being no further business, upon the motion of Mr. Miller, duly seconded by Holmes, the meeting was adjourned at 5:10 p.m.

A handwritten signature in cursive script, appearing to read "Michael F. Mitchum".

Michael F. Mitchum, Secretary