

**AMENDED PETITION FOR THE CREATION OF
CITY OF GLENDALE, ARIZONA
COMMUNITY FACILITIES DISTRICT NUMBER TWO**

In accordance with Title 48, Chapter 4, Article 6, Arizona Revised Statutes, as amended (hereinafter referred to as the "Act"), the undersigned landowner hereby petitions the City Council of the City of Glendale to adopt a resolution declaring and ordering the formation of a community facilities district with the name of "City of Glendale, Arizona Community Facilities District Number Two" (the "District") and, for the City Council to further find, resolve, and order that:

1. The District initially be comprised of an area of approximately 53.9367 acres of land, more or less, wholly within the corporate boundaries of the City and to be composed of the land included in the parcels described in Exhibit A to this Amended Petition, which is made a part of this Amended Petition for all purposes (hereinafter referred to as the "Property");

2. The District be a special purpose district for purposes of Article IX, Section 19, Constitution of Arizona, a tax levying public improvement district for the purposes of Article XIII, Section 7, Constitution of Arizona, and a municipal corporation for all purposes of Title 35, Chapter 3, Articles 3, 3.1, 3.2, 4 and 5, Arizona Revised Statutes, as amended; except as otherwise provided in the Act, to be considered a municipal corporation and political subdivision of the State of Arizona separate and apart from the City; and to be formed for, and to have, all the purposes of a district as such term is defined, and as provided, in the Act;

3. The formation of the District may result as determined by the District's Board in the levy of *ad valorem* taxes to pay costs and obligations of the District and for its operation and maintenance and to assure continued and beneficial use of the public buildings within the District;

4. An Amended General Plan for Community Facilities District Number Two has been filed with the City Clerk and properly sets forth a general description of the uses of the District's funds and the general areas to benefit from the District's operations;

5. The District serves public convenience and necessity, and the District will greatly benefit the City and its citizens by assuring the maintenance, operations, and maximum use of public buildings and infrastructure and continued economic development and prosperity in and surrounding the District;

6. Petitioner attests that it is the only landowner within the area of the District, that there are no residents of the District, that it will benefit from the creation and operation of the District, and, therefore, all posting, publication, mailing, notice, hearing and landowner election may and should be waived by the City.

Therefore, Petitioner respectfully prays that upon this Amended Petition, which is properly filed as provided by law; the City Council adopt a resolution declaring and ordering that all acts, procedures and relief as are proper, necessary and appropriate to the purposes of organizing the District and to the execution for the purposes for which the District is organized be granted.

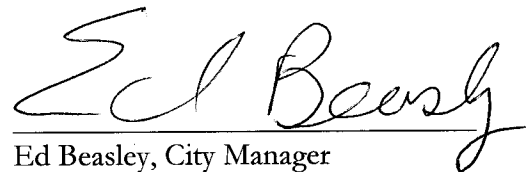

Ed Beasley, City Manager

Exhibit A

Community Facilities District Number Two Area

The following land, described more fully on The Final Plat for Westgate recorded on May 2, 2005 in the official records of the Maricopa County Recorder's Office, Book 745, Map 14, as amended will initially comprise the District:

Lot No.	Approx. Square Feet
Lot 4	142,408
Lot 8-1 ¹	447,915
Lot 9-A ²	516,486
Lot 13	379,510
Lot 14B	86,477
Lot 15	367,833
Parcels A-2, A-3, A-4 ³	408,854
Total	2,349,483

The total of this land comprising 53.9367 acres.

¹ Incorporating former portion of former Lot 8, as amended by Minor Land Division dated January 24, 2006.

² Incorporating former portion of former Lot 9, as amended by Minor Land Division dated April 7, 2007.

³ Incorporating former Lot 10 and a portion of former Lots 9 and 16, as amended by Minor Land Divisions dated Sept. 7, 2005 and April 7, 2007.