

**MINUTES OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
THE INDUSTRIAL DEVELOPMENT AUTHORITY  
OF THE CITY OF GLENDALE, ARIZONA  
(October 27, 2009)**

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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 Thursday, October 27, 2009, at 4:30 p.m. in Conference Room A, Sine Building, City of Glendale Municipal offices, 6829 North 58<sup>th</sup> Drive, Glendale, Arizona.

The following Directors of the Authority were present at the meeting: Howard A. McKenna, Stephen P. Harnden, Darren L. Whitehurst (by telephone) and Ventura "Ben" Lopez. Director John Catledge as absent. Howard A. McKenna, President of the Authority, presided at the meeting and Stephen P. Harnden served as Secretary at the meeting.

Also present was William F. Wilder, legal counsel to the Authority; Dave McAlindin, representing the City of Glendale Economic Development Department; Stephen Ashy, John Mayorek and Mike Withey, representatives of Conair Corporation; Roxann Gallagher, Esq., Ballard Spahr Andrews & Ingersoll, Bond Counsel; and Gary Livingston, a member of the public.

The minutes of the Special Meeting of the Board of Directors of the Authority held on June 4, 2009, were presented to the meeting and reviewed and discussed. Upon a motion made by Mr. Harnden and seconded by Mr. Lopez, the reading of the minutes was waived and the minutes were approved and adopted by unanimous vote.

Mr. McKenna advised that the next item on the agenda was for the Board to consider granting approval for the issuance of not to exceed \$10,000,000 aggregate principal amount of the Authority's Economic Development Revenue Bonds (Conair Corporation Project), Series 2009 (the "Bonds"), the proceeds of which would be used to finance the acquisition and rehabilitation of an approximately 600,000 square foot commercial facility to be used for manufacturing, processing or assembling of manufactured products and located at 7811 North Glen Harbor Boulevard, Glendale, Arizona.

Mr. McKenna next asked Mr. Wilder to report on the public hearing he had conducted, as a designated and authorized representative of the Authority, prior to the meeting and for the purposes of satisfying Section 147(f) of the Internal Revenue Code of 1986.

Mr. Wilder reported the public hearing had been held at 4:15 p.m. on October 27, 2009, following publication of a Notice of Public Hearing more than 14 days prior to the hearing. Mr. Wilder reported that the only member of the public that appeared and requested to comment and be heard was Mr. Gary Livingston. Mr. Wilder advised that Mr. Livingston inquired as to whether the proposed issuance by the Authority of its revenue bonds for the benefit of Conair Corporation would violate the so-called "gift clause" of the Arizona Constitution; and whether the City of Glendale was liable for the payment of the bonds.

Mr. McKenna requested Mr. Wilder respond to these inquiries for the benefit of Mr. Livingston and the Board. Mr. Wilder advised that in 1973, about five years after enactment of legislation authorizing the creation of industrial development authorities, the Arizona Supreme Court ruled [Industrial Development Authority of Pinal County v. Nelson, 509 P.2d 705 (1973)] that a financing undertaken through the issuance of IDA bonds and a loan of bond proceeds to a private company to acquire equipment and facilities did not violate Article IX, Section 7 (the so-called "gift clause") of the Arizona Constitution, and further that by the express terms of the Industrial Development Financing Act, the City of Glendale had no financial responsibility or liability for the payment of the bonds of the Authority.

Mr. McKenna next noted that legal counsel to the Authority had provided a letter report with regard to its review work regarding the principal Bond documents and containing a recommendation that the proceedings relating to the Bonds were in a form acceptable for the Authority to act on. Mr. McKenna then called upon Mr. Mayorek to provide comments with regard to the financing and the Project. Mr. Mayorek then provided a comprehensive review of the business, product lines, financial condition and plans for the expanded Conair presence in Glendale, indicating the expansion project would generate 125-150 new jobs immediately and 150 more new jobs over the next three or so years. Thereafter, discussion followed between the members of the Board and Mr. Mayorek.

Mr. McKenna asked if Mr. Wilder had reviewed and approved the form of Resolution the Board was to consider adopting and Mr. Wilder advised that he had.

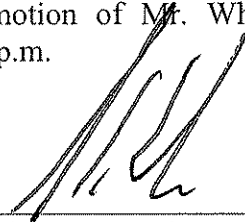
Thereafter upon a motion made by Mr. Whitehurst and seconded by Mr. Lopez, the following Resolution was unanimously adopted:

RESOLVED, that the Board of the Authority hereby grants approval to Conair Corporation for the issuance of the Bonds and hereby approves and adopts the form of Resolution presented to the meeting authorizing the issuance and sale of the Bonds and the execution and delivery of various documents in connection therewith, all in accordance with the form of Resolution as presented to the meeting, a copy of which is incorporated herein by reference and a copy to be placed in the corporate record book.

Next, Mr. Harnden provided the Board with a financial report, a copy of which is attached to these minutes showing a total fund balance for the Authority in the amount of \$144,273.91. Upon a motion by Mr. Lopez and seconded by Mr. Whitehurst, the Board accepted the financial report as presented.

Mr. McKenna next advised the Authority had received an Invoice from Ryley, Carlock & Applewhite in the sum of \$5,910.23. After discussion and upon a motion made by Mr. Harnden and seconded by Mr. Lopez, payment of the Invoice was approved.

There being no further business, upon the motion of Mr. Whitehurst, duly seconded by Mr. McKenna, the meeting was adjourned at 5:30 p.m.



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Stephen P. Harnden, Secretary

THE INDUSTRIAL DEVELOPMENT AUTHORITY  
OF THE CITY OF GLENDALE, ARIZONA

**Treasurer's Report**

**October 27, 2009**

Checking account balance	\$26,734.56
Certificate of Deposit (matures 1/28/10)	\$58,672.60
Certificate of Deposit (matures 9/28/10)	\$58,866.75
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Total	<u>\$144,273.91</u>