

RESOLUTION NO. CFD EM2 RES _____

RESOLUTION OF THE BOARD OF DIRECTORS OF THE EASTMARK COMMUNITY FACILITIES DISTRICT NO. 2 (CITY OF MESA, ARIZONA) APPROVING THE FEASIBILITY REPORT RELATING TO THE ACQUISITION AND FINANCING OF CERTAIN IMPROVEMENTS BENEFITTING THE DISTRICT; DECLARING ITS INTENTION TO ACQUIRE CERTAIN IMPROVEMENTS DESCRIBED IN THE FEASIBILITY REPORT; FORMING AN ASSESSMENT DISTRICT; DETERMINING THAT SPECIAL ASSESSMENT REVENUE BONDS MAY BE ISSUED TO FINANCE THE COSTS AND EXPENSES THEREOF UNDER THE PROVISIONS OF TITLE 48, CHAPTER 4, ARTICLE 6, ARIZONA REVISED STATUTES, AND ALL AMENDMENTS THERETO; DECLARING THE IMPROVEMENTS TO BE OF MORE THAN LOCAL OR ORDINARY PUBLIC BENEFIT AND THAT THE COSTS OF SAID IMPROVEMENTS WILL BE ASSESSED UPON THE ASSESSMENT DISTRICT; AND ORDERING THE PUBLIC INFRASTRUCTURE PROJECTS PERFORMED.

WHEREAS, pursuant to Arizona Revised Statutes ("A.R.S.") § 48-715, as amended, the Board of Directors of the Eastmark Community Facilities District No. 2 (City of Mesa, Arizona) has caused the Report (as such term and all other initially capitalized terms are defined herein) to be prepared, relating to certain public infrastructure and public infrastructure purposes provided for in the General Plan of the District and to be financed with the proceeds of the sale of special assessment revenue bonds of the District, which Report includes, among other things, a description of certain public infrastructure and public infrastructure purposes to be acquired and all other information useful to understand the Project, an estimate of the cost to acquire, operate and maintain the Project, an estimated schedule for completion of the Project, a map or description of the area to be benefited by the Project and a plan and expected method for financing the Project, including the nature and timing of the issuance of bonds, if any, a copy of which is on file with the District Clerk; and

WHEREAS, pursuant to A.R.S. § 48-715, as amended, the District Clerk has, not less than ten (10) days in advance of the date of public hearing on the Report, (i) published a notice of public hearing on the Report and (ii) provided the Report and the notice of public hearing on the Report to the City Council of the City of Mesa, Arizona. A public hearing on the Report was held on the date hereof, after the aforementioned timely publication of notice thereof as provided by law; and

WHEREAS, the District, developer and all property owners and any other persons having an interest in the real property within the proposed boundaries of Assessment District A have heretofore executed and delivered to the District the Waiver wherein the parties thereto have: (i) waived any and all requirements for notice and time for protests and objections relating to, among other things, the Project and the extent of the Assessment District A; (ii) acknowledged that the District shall levy the Assessments pursuant to the Act; and (iii) waived certain procedural requirements;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE EASTMARK COMMUNITY FACILITIES DISTRICT NO. 2 (CITY OF MESA, ARIZONA) AS FOLLOWS:

Section 1. **Definitions.** In this resolution, the following terms shall have the following meanings:

“*Act*” shall mean Title 48, Chapter 4, Article 6, Arizona Revised Statutes, as amended.

“*Assessment District A*” shall mean the real property contained within the boundaries described in Exhibit A attached hereto. For a more general description, reference is hereby made to the Assessment District Map attached to this resolution as Exhibit B, which map is on file with the Superintendent of Streets and the District Clerk.

“*Assessment District Map*” shall mean the map showing the Assessment District A and attached hereto as Exhibit B.

“*Board*” shall mean this Board of Directors of the District.

“*Bond Counsel*” shall mean Sherman & Howard L.L.C. and any successor thereto.

“*Bonds*” shall mean the District’s Assessment District A Special Assessment Revenue Bonds, Series 2020, or such other series designation if the Bonds are not sold in calendar year 2020.

“*Debt Service Reserve*” shall mean the debt service reserve fund funded with the proceeds from the sale of the Bonds, authorized pursuant to the Act.

“*Development Agreement*” shall mean the Development, Financing Participation, Waiver and Intergovernmental Agreement for Eastmark Community Facilities District No. 2 (City of Mesa, Arizona), by and among the City of Mesa, Arizona, the District and DMB Mesa Proving Grounds LLC, recorded July 24, 2019, at docket number 2019-0561520 in the office of the Maricopa County Recorder.

“*District*” shall mean the Eastmark Community Facilities District No. 2 (City of Mesa, Arizona).

“*District Clerk*” shall mean the Clerk of the District.

“*District Engineer*” shall mean initially, the City Engineer of the City of Mesa, Arizona, and, thereafter, such engineer or firm of engineers as appointed by the District Manager.

“*District Manager*” shall mean the City Manager of the City of Mesa, Arizona.

“*Estimate*” shall mean the estimate of costs and expenses of the Project described in the Report and this resolution, showing the estimated costs and expenses of acquisition of the Project to be not less than \$491,073.89, together with Incidental Expenses (\$162,176.11) and a Debt Service Reserve (\$53,750.00), for a total cost not to exceed \$707,000.00, all as described on Exhibit C.

“*Final Plans*” shall include all final plans, specifications and contract documents relating to the design of the Project, as have been approved by the City of Mesa, Arizona, and on file with the District Clerk.

“*Incidental Expenses*” shall mean compensation paid to the Superintendent of Streets, District Engineer, costs of printing, advertising, posting, the expenses of making, administering and collecting the assessments, appraiser’s fees, any underwriter’s discount on the Bonds, any paying agent’s fees, all legal and financial fees, all expenses and costs incurred in establishing the Assessment District A and incurred in connection with the drafting of the proceedings and in connection with the sale of the Bonds, and all capitalized interest, if any, on the Bonds.

“*Project*” shall mean, collectively, the acquisition of public infrastructure and public infrastructure purposes (as such terms are defined in the Act) described in the Report including, particularly, the acquisition by the District of the public infrastructure described on Exhibit D hereto.

“*Report*” shall mean the Feasibility Report dated January 9, 2020, and on file with the District Clerk, prior to the date and time hereof, discussing the matters required by A.R.S. § 48-715, as amended, as such matters relate to the Project.

“*Streets*” shall mean the streets listed on Exhibit D and such other streets and public rights-of-way as are shown on the Final Plans.

“*Superintendent of Streets*” shall mean the City Engineer of the City of Mesa, Arizona, or such person or firm appointed as Superintendent of Streets by the District Manager.

“*Waiver*” shall mean the Eastmark Community Facilities District No. 2 (City of Mesa, Arizona) Waiver and Development Agreement Pertaining to the To Be Formed Assessment District A, by and among the District, DMB Mesa Proving Grounds LLC and all property owners and any other persons having an interest in the real property within the proposed boundaries of Assessment District A, dated as of November 27, 2019, and recorded December 4, 2019, at docket number 2019-0978952 in the office of the Maricopa County Recorder.

Section 2. Approval of the Feasibility Report. Publication of the notice of the public hearing on the Report and providing the Report and notice of public hearing on the Report to the City Council of the City of Mesa, Arizona, are hereby ratified and approved. Based on the review by this Board and the presentation of the Report and testimony presented at the public hearing on January 9, 2020, the Report is hereby adopted and approved in the form submitted to this Board.

Section 3. Resolution of Intent. This Board hereby identifies the public infrastructure of the Project, the areas benefited (all located within the District), the expected method of financing, including the nature and timing of the issuance of the Bonds, and the system of providing revenues to operate and maintain the Project, all as identified and provided for in the Report, for any and all purposes of the Act. This Board hereby declares its intent to proceed with the financing of the acquisition of the Project in substantially the manner presented in the Report and pursuant to the terms of the Development Agreement.

Section 4. Ordering the Performance of the Project. The public interest and convenience require and it is the intention of this Board to order the Project to be acquired and performed as stated herein and contemplated by the Report and in conformance with the Final Plans. In accordance with A.R.S. § 48-579, this Board hereby finds there are no protests against the Project and there are no objections to the extent of Assessment District A. By virtue of the authority vested in the Act, and all amendments thereto, this Board hereby orders the acquisition and performance of the Project at a cost not to exceed the Estimate. When applicable, the District Engineer is authorized to modify the Final Plans to show the as-built condition of the Project. The acquisition of any portion of the Project may be performed upon the sale and delivery of the Bonds in an amount sufficient to pay the costs of acquisition.

Section 5. Determination of Need; Formation of Assessment District A. The Assessment District A is hereby formed, consisting of the property described on Exhibit A attached hereto. In the opinion of this Board, the Project is of more than local or ordinary public benefit, the Project principally benefits the land within the Assessment District A, and this Board hereby orders that amounts due or to become due with respect to financing the costs and expenses of the Project, together with the Debt Service Reserve and all Incidental Expenses (the “Assessment”), shall be chargeable upon the respective lots, pieces and parcels of land within the Assessment District A. The amount of the total Assessment shall not be greater than the product of \$3,500.00 times the number of developable residential lots located within the Assessment District A.

Section 6. Exclusion of Certain Property. Any public or private street or alley within the boundaries of the Assessment District A is hereby omitted from the Assessment District A. Any lot, the legal owner of which on this date is the United States of America, the State of Arizona, a county, a city, a school district or any political subdivision or institution of the State of Arizona or a county, which is included within the Assessment District A shall be omitted from the assessments hereafter made except as otherwise agreed between the District and such owner. Any acquisition of an assessed parcel by the United States of America, the State of Arizona or other political subdivision of the State of Arizona or charter school after the date hereof shall not extinguish the Assessment with respect thereto, which shall continue in full force and effect until payment in full.

Section 7. Determination and Notice of Necessity to Issue Bonds. This Board finds that the public convenience requires that the Bonds shall be issued to finance the costs and expenses of the Project, the Debt Service Reserve and Incidental Expenses. This Board hereby determines that the Bonds shall be issued in the name of the District payable, however,

solely and only out of a special fund collectible from the Assessments levied and assessed upon the lots, pieces and parcels of land within the Assessment District A in not to exceed twenty-five (25) annual principal installments from the Assessments of twenty-five dollars (\$25.00) or over.

The Bonds shall be issued in fully registered form as to principal and interest in the principal amounts of \$5,000 or any integral multiples of \$1,000 in excess thereof (or such other denominations as approved by this Board and set forth in the resolution authorizing the Bonds). The Bonds shall mature on the first day of July in the years and in amounts to be set by this Board prior to their issuance; provided, however, the Bonds shall mature not later than July 1, 2044.

The Bonds shall bear interest at rate or rates of not to exceed ten percent (10.0%) per annum, payable on the first day of January and July of each year, commencing on such date as set forth in the resolution authorizing the Bonds. The yield (as determined pursuant to the regulations of the Internal Revenue Code of 1986, as amended) on all of the Bonds shall not exceed ten percent (10.0%). This Board reserves the right to call the Bonds for prior redemption, in whole or in part, on such terms as may hereafter be established by this Board.

Principal installments of each Assessment shall be due on the first day of June immediately preceding the maturity date of any Bonds and installments of interest of each Assessment shall be due on the first day of June and December.

Section 8. Establishment of Grade. The grades and elevations for the Streets are hereby officially changed to correspond with the grades and elevations shown on the Final Plans.

Section 9. Statutory Authority. The Project and all proceedings pertaining thereto shall be acquired and performed under the provisions of the Act.

Section 10. Delegation of Authority. The District Engineer and the Superintendent of Streets are hereby authorized to complete the Final Plans, specifications and any contract documents.

Section 11. Right to Reduce Scope of Work. If, because of pending or threatened litigation concerning any one or more parcels subject to the Assessment, (i) the District receives a written opinion of Bond Counsel stating that the Bonds cannot be issued against such parcel or parcels or (ii) the District is unable to obtain any right-of-way necessary for the acquisition of the Project, the District may then cause the acquisition or construction contract to be modified to exclude from the applicable contract some or all of the Project which will benefit the parcel or parcels in question, or which was located in the right-of-way which was not obtained. The filing of a certificate and request that no Bonds be issued against any parcel pursuant to A.R.S. § 48-540 and § 48-597, as amended, may be deemed to be threatened litigation.

Section 12. Ratification of Prior Acts. All acts of the Chairman of this Board, District Clerk, District Engineer, District Manager, the Superintendent of Streets, and any person acting for such official in furtherance of this Resolution are hereby ratified and confirmed,

including the engagement by the District of Schnepf Ellsworth Appraisal Group, LLC, and the execution and delivery of the Waiver.

PASSED, ADOPTED AND APPROVED by the Board of Directors of the Eastmark Community Facilities District No. 2 (City of Mesa, Arizona) on January 9, 2020.

ATTEST:

Chairman, Board of Directors

District Clerk

APPROVED AS TO FORM:

Sherman & Howard L.L.C., Bond Counsel

Attachments: EXHIBIT A – Legal Description of Assessment District A
EXHIBIT B – Map of the District and Assessment District A
EXHIBIT C – Estimated Costs
EXHIBIT D – Description of Project

CERTIFICATE

I hereby certify that the above and foregoing resolution was duly passed by the Board of Directors of the Eastmark Community Facilities District No. 2 (City of Mesa, Arizona) at a special meeting held on January 9, 2020, and that a quorum was present thereat and that the vote thereon was _____ ayes and _____ nays; _____ did not vote or were absent.

District Clerk

EXHIBIT A

LEGAL DESCRIPTION OF ASSESSMENT DISTRICT A

Eastmark Community Facilities District No. 2
(City of Mesa, Arizona)
Assessment District A

Lots 54, 56 and 57, and Lots 63 through 65, inclusive, according to the Final Plat for Eastmark Development Unit 5/6 South, Parcel 6-5, recorded in Book 1360 of Maps, Page 17, official records of Maricopa County, and

Lots 125, 127, Lots 131 through 134, inclusive, Lots 136 through 143, inclusive, and Lots 146 through 150, inclusive, according to the Final Plat for Eastmark Development Unit 5/6 South, Parcel 6-6, recorded in Book 1360 of Maps, Page 17, official records of Maricopa County, and

Lots 151 through 154, inclusive, Lot 156, Lots 158 through 162, inclusive, and Lots 164, 175, 189 and 192, according to the Final Plat for Eastmark Development Unit 5/6 South, Parcel 6-9, recorded in Book 1360 of Maps, Page 17, official records of Maricopa County, and

Lots 212, 216, 220, 221, 223, 226, 228, Lots 232 through 236, inclusive, Lots 255 through 258, inclusive, and Lots 260, 261 and 266, according to the Final Plat for Eastmark Development Unit 5/6 South, Parcel 6-17, recorded in Book 1360 of Maps, Page 17, official records of Maricopa County, and

Lots 95 and 114, according to the Final Plat for Eastmark Development Unit 5/6 South, Parcel 6-18, recorded in Book 1379 of Maps, Page 8, official records of Maricopa County, and

Lots 115 through 120, inclusive, Lots 130 through 142, inclusive, Lots 144 through 146, inclusive, and Lots 150 through 161, inclusive, according to the Final Plat for Eastmark Development Unit 5/6 South, Parcel 6-19, recorded in Book 1379 of Maps, Page 8, official records of Maricopa County, and

Lots 162 through 165, inclusive, Lots 167, 172, 174, 176, 177, 179, and Lots 181 through 198, inclusive, according to the Final Plat for Eastmark Development Unit 5/6 South, Parcel 6-20, recorded in Book 1379 of Maps, Page 8, official records of Maricopa County, and

Lots 242 through 244, inclusive, and Lots 246 through 270, inclusive, according to the Final Plat for Eastmark Development Unit 5/6 South, Parcel 6-21, recorded in Book 1379 of Maps, Page 8, official records of Maricopa County, and

Lots 293 through 308, inclusive, and Lots 311 through 331, inclusive, according to the Final Plat for Eastmark Development Unit 5/6 South, Parcel 6-22, recorded in Book 1379 of Maps, Page 8, official records of Maricopa County, and

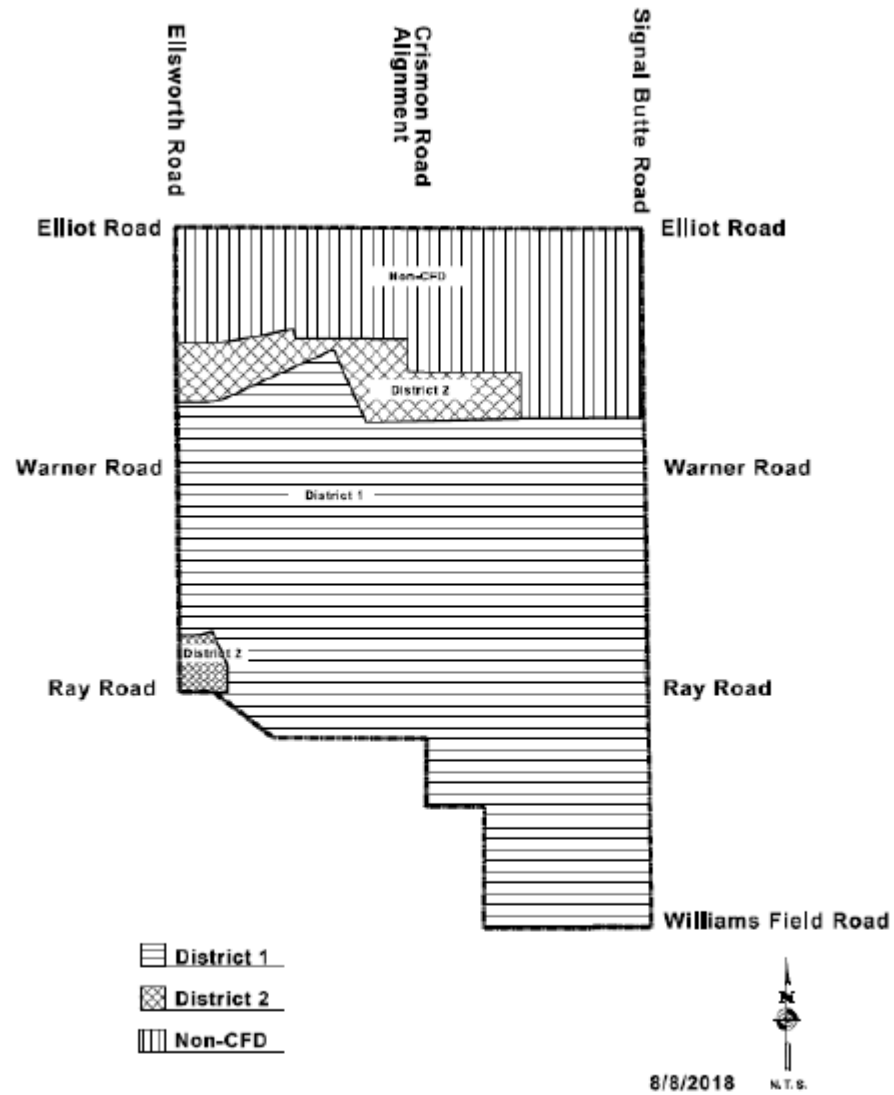
Lots 360 through 364, inclusive, Lots 366, 368, 395, and Lots 397 through 403, inclusive, according to the Final Plat for Eastmark Development Unit 5/6 South, Parcel 6-23, recorded in Book 1379 of Maps, Page 8, official records of Maricopa County.

EXHIBIT B

MAP OF THE DISTRICT AND ASSESSMENT DISTRICT A

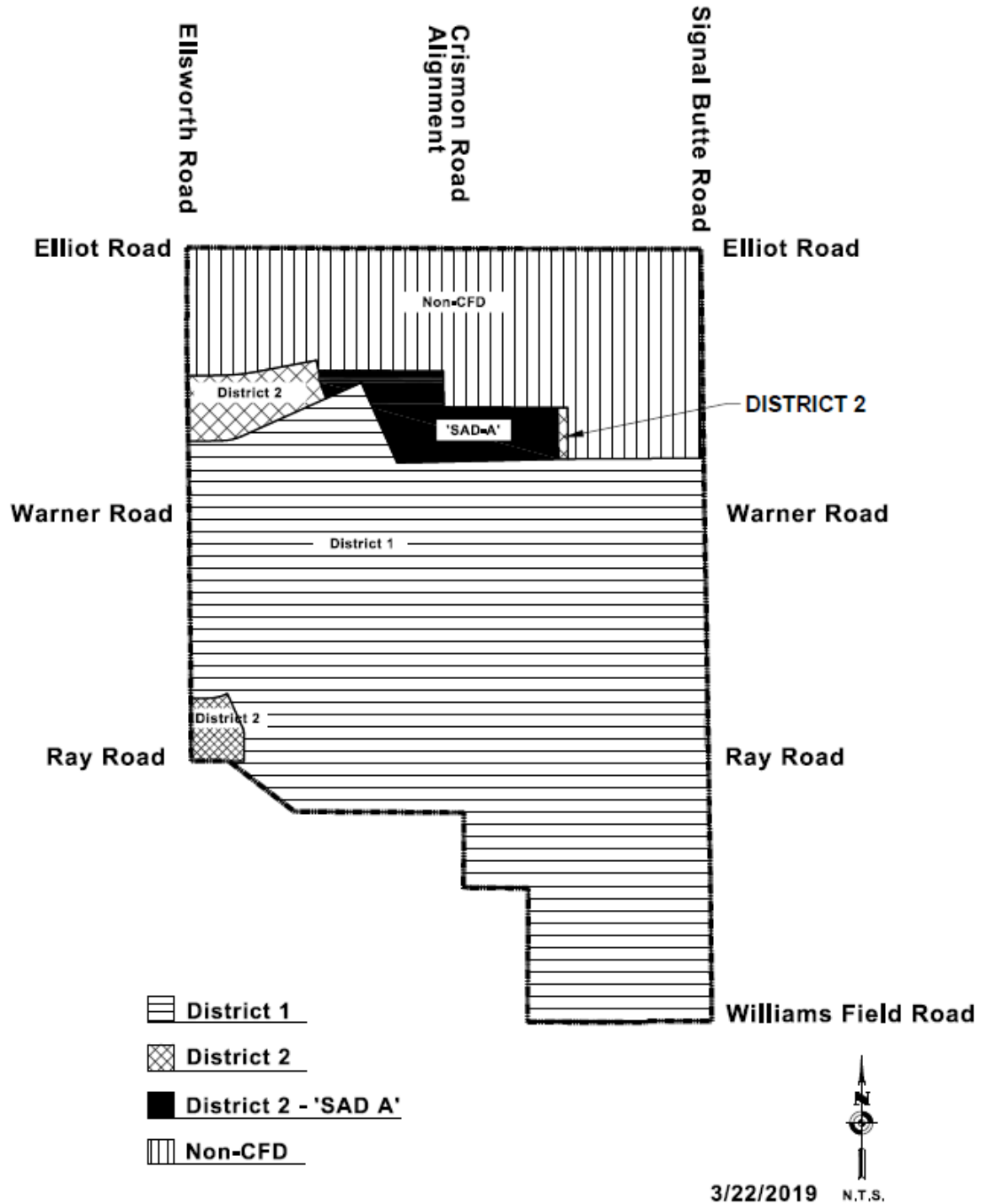
(attached hereto)

THE DISTRICT



Community Facilities Districts 1 and 2

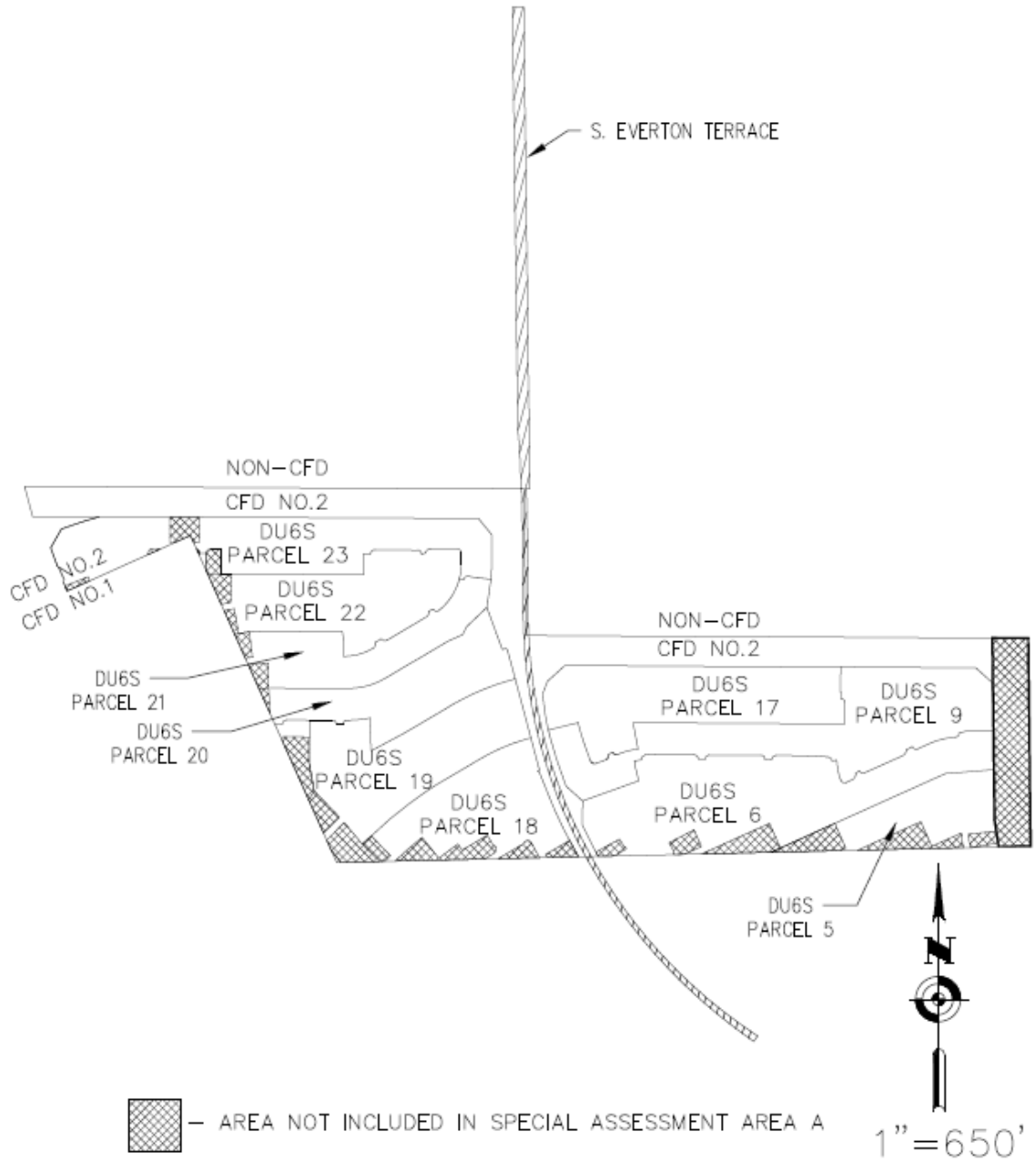
ASSESSMENT DISTRICT A



Community Facilities Districts 1 and 2

ASSESSMENT DISTRICT A

ASSESSMENT DISTRICT A



Brookfield
Residential

EASTMARK
SPECIAL ASSESSMENT AREA A-DETAIL

EXHIBIT C

ESTIMATED COSTS

Project Costs	\$491,073.89
Debt Service Reserve	53,750.00
Incidental Expenses	<u>162,176.11</u>
Total Costs	<u>\$ 707,000.00</u>

Total Costs shall not exceed the total Assessment of the product of \$3,500.00 times the number of developable residential lots located within Assessment District A.

EXHIBIT D

DESCRIPTION OF PROJECT

The Bonds will finance the acquisition of the Project consisting of public infrastructure and public infrastructure purposes (as such terms are defined in the Act) described in the Report, including particularly the acquisition by the District of the following:

<u>DESCRIPTION</u>	<u>COMPLETION*</u>
<p>1. S878 Everton Terrace</p> <p>Construction of the continuation of a roadway within the District consisting of approximately one-third of a mile of full street improvements. These improvements include sewer, sewer manholes, potable water, water valves, fire hydrants, storm drains, storm drain manholes, concrete catch basins, storm drain bleed lines, concrete ribbon curb, concrete sidewalk, concrete ramps with truncated domes, paving, striping, street lights, public signage, hardscape, landscaping and irrigation. The roadway consists of two paved driving lanes made up of 3 1/2 inches of asphaltic concrete over 6 inches of aggregate base course. All improvements are shown on the plans sealed by Hoskin Ryan Consultants, Inc., Ryan H. Raab, P.E., dated January 29, 2018 and approved by the City of Mesa, which may be amended from time to time to allow for additional property uses adjacent to Everton Terrace that are not yet known.</p>	<p>October 31, 2018</p>
<p>2. S879 Everton Terrace</p> <p>Construction of the continuation of a roadway within the District consisting of approximately one-half mile of full street improvements. These improvements include sewer, sewer manholes, potable water, water valves, fire hydrants, storm drains, storm drain manholes, concrete catch basins, storm drain bleed lines, concrete ribbon curb, concrete sidewalk, concrete ramps with truncated domes, paving, striping, street lights, public signage, hardscape, landscaping and irrigation. The roadway consists of two paved driving lanes made up of 3 1/2 inches of asphaltic concrete over 6 inches of aggregate base course. All improvements are shown on the plans sealed by Sunrise Engineering, Christina Renee Christian, P.E., dated February 14, 2018 and approved by the City of Mesa, which may be amended from time to time to allow for additional property uses adjacent to Everton Terrace that are not yet known.</p>	<p>October 31, 2018</p>

* Completion represents the date by which the Developer expected the public infrastructure to be constructed, which may differ from the date that it is accepted by the District/City.