

FEASIBILITY REPORT

For The Issuance of

**Not to Exceed
\$6,000,000 Principal Amount**

OF

**CADENCE COMMUNITY FACILITIES DISTRICT
(CITY OF MESA, ARIZONA)**

**GENERAL OBLIGATION BONDS,
SERIES 2020**

Public Hearing Date: September 10, 2020

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SECTION ONE

INTRODUCTION; PURPOSE OF FEASIBILITY REPORT; GENERAL DESCRIPTION OF DISTRICT

INTRODUCTION

This Feasibility Report (this “Report”) has been prepared for presentation to the Board of Directors of the Cadence Community Facilities District (City of Mesa, Arizona) (the “District”) in connection with the proposed issuance by the District of its General Obligation Bonds, Series 2020 (the “Bonds”) in a principal amount of not to exceed \$6,000,000, pursuant to the Community Facilities District Act of 1988, Title 48, Chapter 4, Article 6 of Arizona Revised Statutes (“A.R.S.”).

PURPOSE OF FEASIBILITY REPORT

This Report has been prepared for consideration of the feasibility and benefits of the Public Infrastructure and Public Infrastructure Purposes (each as defined in A.R.S. Section 48-701) to be financed by the Bonds (together the “Public Infrastructure”) and of the plan for financing such Public Infrastructure in accordance with the provisions of A.R.S. Section 48-715. Pursuant to A.R.S. Section 48-715, this Report includes (i) a description of the Public Infrastructure to be financed - Section Two; (ii) a map showing, in general, the location of the Public Infrastructure and the area to be benefitted by the Public Infrastructure - Section Three; and (iii) a plan for financing the Public Infrastructure - Section Four.

This Report has been prepared for the consideration of the Board of Directors of the District only. It is not intended or anticipated that this Report will be relied upon by other persons, including, but not limited to, purchasers of the Bonds. This Report does not attempt to address the quality of the Bonds as investments or the likelihood of repayment of the Bonds. In preparing this Report, financial advisors, appraisers, counsel, engineers, District staff, City (as defined herein) staff and other experts have been consulted as deemed appropriate.

GENERAL DESCRIPTION OF THE DISTRICT

Pursuant to the Community Facilities District Act of 1988, constituting Title 48, Chapter 4, Article 6, A.R.S., as amended, upon the petition of the then owners of all land in the District, the City Council of the City of Mesa, Arizona (the “City”), adopted a resolution on November 12, 2015, which formed the District.

The real property included in the District consists of approximately 403 acres. The District is part of a master planned community known as “Cadence” which consists of approximately 461 acres (the “Project” or “Cadence”). The Project is being developed by PPGN Holdings, LLLP, a limited liability limited partnership organized and existing pursuant to the laws of the State of Delaware (the “Developer”).

The Project is located east of the Arizona State Route 202, generally bounded by Ray Road to the north, the future State Route 24 right-of-way to the south, Ellsworth Road to the west, and Crismon Road to the east. Construction on the Project commenced in April 2017. As of August 15, 2020, homebuilders have sold approximately 544 single family residential units within the Project.

Residential units represent approximately 322 acres within the Project. Non-residential development comprises approximately 81 acres within the Project and will include government services such as a school, parks and open space, and a variety of commercial development such as office and retail.

The following characterizes the approximate acreage within the District.

<u>Total District</u>	<u>Approximate District Acres</u>
Single Family Residential	322
Non-Residential	81
Total	403

The District was created to assist with financing the acquisition of public infrastructure and public infrastructure purposes, including the Public Infrastructure, within the District. See Section Two for a description of the Public Infrastructure to be financed with a portion of the proceeds of the Bonds. A legal description of the District is included in Appendix 1. A map of the District including the location, in general, of the Public Infrastructure, is included in Section Three. The proposed acquisition of the Public Infrastructure as defined in this Report is consistent with the City's and the District's approved General Plan for the Project.

SECTION TWO

DESCRIPTION OF PUBLIC INFRASTRUCTURE

DESCRIPTION OF PUBLIC INFRASTRUCTURE

The Public Infrastructure subject to this Report has been publicly bid pursuant to State statutes and District guidelines and will be financed by the Bonds and/or subsequent bond issues and other sources, if necessary. It is expected that the Public Infrastructure listed below will be acquired from the Developer with estimated cost and construction timing as noted.

Acquisition Project Description	Total Estimated Cost	Certified Engineer's Cost	To Be Paid By the Bonds	Paid by Prior Bonds (a)	Eligible for Funding From Future Bonds	Completion Date (b)
1. Cadence Parkway						
Phase 1-B(1) & Phase 1-C	\$6,715,069	\$6,715,069	\$3,615,769	\$3,099,300	\$ -	04/10/19 (c) 04/17/19 (c)

Construction of new roadway within the District consisting of approximately 4,300 linear feet of full street improvements. These improvements include sewer, sewer manholes, water, water valves, fire hydrants, storm drains, storm drain manholes, concrete catch basins, storm drain bleed lines, concrete curb, concrete sidewalk, concrete ramps with truncated domes, paving, striping, street lights, public signage, hardscape, landscape and irrigation. The roadway consists of two paved driving lanes of 3 1/2 inches of asphaltic concrete over 6 inches of aggregate base course and a raised divided landscaped median. All improvements are shown on the approved plans dated February 24, 2017 by the City. All improvements for Cadence Parkway Phase 1-B(1) and Cadence Parkway Phase 1-C have been completed and were accepted by the City on May 13, 2019.

2. Crismon Road						
Phase 2	2,189,221	2,189,221	1,568,293	620,928	-	02/14/20 (d)

Construction of new roadway within the District consisting of approximately 2,006 linear feet, Crismon Road full street improvements from Tuscan Avenue to Cadence Parkway. These improvements include sewer, water, water valves, fire hydrants, storm drain, concrete catch basins, storm drain bleed off pipes, concrete curb and gutter, concrete sidewalks, concrete ramps with truncated domes, concrete valley gutter and apron, paving, striping, street lights, public signage, hardscape, landscape and irrigation. The roadway consists of four paved driving lanes of 5 1/2 inches of asphaltic concrete over 10 inches of aggregate base course and a raised divided landscaped median. All improvements are shown on the approved plans dated May 21, 2019 by the City. The improvements for Crismon Road Phase 2 were accepted by the City as of February 14, 2020.

3. Crismon Road						
Phase 1	940,300	802,856(e)	802,856	-	-	02/23/18

Construction of new roadway consisting of approximately 1,000 linear feet of improvements. These improvements include water, water valves, fire hydrants, storm drain, storm drain manholes, concrete catch basins, concrete curb, concrete sidewalk, concrete ramps with truncated domes, paving, striping, street lights, public signage, hardscape, landscape and irrigation. The roadway consists of four paved driving lanes and a striped divided median of 5 1/2 inches of asphaltic concrete over 10 inches of aggregate base course. Construction of these improvements have been completed and were accepted by the City on May 4, 2018.

Acquisition Project Description	Total Estimated Cost	Certified Engineer's Cost	To Be Paid By the Bonds	Paid by Prior Bonds (a)	Eligible for Funding From Future Bonds	Completion Date (b)
4. Cadence Parkway Phase 1-B(2)	\$ 894,993	\$ 894,993	\$ -	\$ -	\$ 894,993	04/17/19

Construction of certain utility system, and paving improvements located inside of the District boundaries and is connected to and tied-in with Cadence Parkway Phase 1 and the Public Infrastructure within Ellsworth Road. Specifically, the construction consists of a portion of new roadway consisting of approximately 940 linear feet of full street improvements. These improvements include sewer, sewer manholes, water, water valves, fire hydrants, storm drain bleed-off, storm drain manholes, concrete catch basins, storm drain bleed lines, concrete curb, concrete sidewalk, concrete ramps with truncated domes, paving, striping, street lights, public signage, hardscape, landscape and irrigation. The roadway consists of two paved driving lanes and two paved bike lanes of 3 1/2 inches of asphaltic concrete over 6 inches of aggregate base course and a raised divided landscaped median. Construction of these improvements, except for landscaping, have been completed and were accepted by the City on November 21, 2018. Landscaping has been completed.

5. Cadence Parkway Phase 2-B	3,476,369	3,476,369	13,082	-	3,463,287	02/18/20
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Construction of new roadway within the District consisting of approximately 1,333 linear feet, Cadence Parkway from the southeastern boundary of the Queen Creek Elementary School, including the roundabout to Crismon Road. These improvements include sewer, sewer manholes, water, water valves, fire hydrants, storm drain pipe, storm drain manholes, storm drain bleed off pipes, concrete curb and gutter, concrete sidewalks, concrete ramps with truncated domes, concrete valley gutter and apron, concrete headwalls, paving, striping, street lights, public signage, hardscape, landscape and irrigation. The roadway consists of two paved driving lanes of 3 1/2 inches of asphaltic concrete over 6 inches of aggregate base course and a raised divided landscaped median. All improvements are shown on the approved plans dated June 10, 2019 by the City. The improvements for Cadence Parkway Phase 2-B were accepted by the City as of February 18, 2020.

Totals	\$14,215,952	\$14,078,508	\$6,000,000	\$3,720,228	\$4,358,280
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- (a) Includes acquisition costs from the District's prior general obligation bonds and various assessment district special assessment revenue bonds.
- (b) Represents the date by which the Developer constructed Public Infrastructure or expected the Public Infrastructure to be constructed, which may differ from the date that it was accepted by the City.
- (c) Phase 1-B(1) and Phase 1-C completion dates, respectively.
- (d) The City accepted Crismon Road Phase 2 improvements on February 14, 2020. Construction was completed prior to acceptance.
- (e) Certified Engineer's Cost are eligible community facilities district costs and excludes costs for City Share improvements.

Proceeds of the Bonds are reasonably expected to be used to finance the acquisition of all or a portion of the Public Infrastructure upon acceptance by the District and the City of such Public Infrastructure pursuant to the terms of the Development, Financing Participation, Waiver and Intergovernmental Agreement, dated November 19, 2015, and recorded on November 23, 2015, in the official records of Maricopa County, Arizona, (the "County") as Instrument No. 2015-0833434, and the terms and provisions of all applicable laws, ordinances, codes and rules. All interests in such Public Infrastructure financed by

the District will be dedicated or otherwise transferred to the City after acceptance. Additional portions of public infrastructure, as contemplated by the District's formational documents, may be constructed and will be subject to administrative approval by the District before such additional public infrastructure is eligible for funding from future bonds, if any.

SECTION THREE

MAP OF THE DISTRICT

3-1



SECTION FOUR

PLAN OF FINANCE

PLAN OF FINANCE

Below is a financing plan that describes the process for financing a portion of the Public Infrastructure benefiting the property within the District. This Plan of Finance is subject to modification to accommodate market conditions at the time of the actual sale of the Bonds and to the extent necessary to comply with federal and State law.

(i) Formation and Authorization.

In response to a petition from the Developer, the City Council formed the District on November 12, 2015. On January 4, 2016, the Developer, by designation of the Landowners in the District at the time, authorized at an election general obligation bonded debt in an amount not to exceed \$45,000,000. The District has previously sold its general obligation bonds in the aggregate original principal amount of \$1,496,000, of which \$1,440,000 is outstanding.

(ii) Proposed Bond Sale.

The District currently has \$1,440,000 of general obligation bonded debt outstanding. The estimated debt service schedule for the Bonds is attached in this section as Table One. It is anticipated that the Bonds will be sold in September 2020 and delivered in October 2020. The amount shown on the cover of this Report is a not to exceed amount and the actual aggregate principal amount of the Bonds issued may be lower. It is currently estimated that the Bonds will have a final maturity of approximately 25 years and be structured to achieve level annual debt service. The Bonds will not be rated by any rating agency.

(iii) Estimated Sources and Uses of Funds.

The proceeds of the Bonds will be applied by the District to finance all or a portion of the Public Infrastructure listed in Section Two of this Report. The estimated sources and uses of funds related to the sale of the Bonds are:

SOURCES:

Principal Amount of Bonds	\$4,635,000.00
Total	<u>\$4,635,000.00</u>

USES *:

Cost of Public Infrastructure	\$4,460,000.00
Costs of Issuance	175,000.00
Total	<u>\$4,650,000.00</u>

ESTIMATED COSTS OF ISSUANCE *

Underwriter's Discount	\$ 65,000.00
Bond Counsel	34,600.00
Underwriter's Counsel	30,000.00
Financial Advisor	35,000.00
Registrar & Paying Agent	500.00
Printing	1,000.00
Miscellaneous	8,900.00
Total	<u>\$175,000.00</u>

* Preliminary, subject to change.

(iv) District Tax Rate and Homeowner's Property Tax Obligation.

All Public Infrastructure that may be acquired by the District with any proceeds of the Bonds will be dedicated to and accepted by the City. The obligations pertaining to the operation and maintenance of the Public Infrastructure have been negotiated between the City, the District and the Developer and are set forth in the various development agreements among the parties. The costs associated with the operation and maintenance of the Public Infrastructure, as well as the administrative costs, of the District will be provided by several sources of funds: A property tax levy of up to \$0.30 per \$100 of net assessed limited property value (the "O&M Tax"), Homeowner's Association ("HOA") contributions pursuant to Community Maintenance Agreement by and between City of Mesa and Cadence Homeowner's Association, as assigned, to provide for a portion of the administrative, operation and maintenance expenses of the District and Developer contributions, if any.

The HOA is responsible for the operation and maintenance costs of landscaping for the roadways, trails, and open space within the District. All homeowners are required to participate in the HOA. Monthly fees for the HOA are anticipated to be approximately \$125.00 per homeowner.

In addition to the O&M Tax, the District will levy an ad valorem property tax to provide for debt service on bonds issued by the District, including the Bonds. Beginning in Fiscal Year 2020/21, the District will cause to be levied a combined ad valorem tax rate for each year the Bonds are outstanding in the amount of up to \$4.15 per \$100 of net assessed limited property value on all taxable property within the boundaries of the District. This tax rate includes a \$3.85 levy for debt service and a \$0.30 levy for the O&M Tax. This amount is a "target" tax rate. Any general obligation bonds of the District are, by law, to be paid from a property tax which is unlimited as to rate or amount.

At the \$4.15 target tax rate level, assuming an average home price of \$378,000, the District portion of a tax bill for a homeowner will be approximately \$78 month or \$936 annually. A.R.S. Section 32-2181 et seq. requires the disclosure of all property taxes to be paid by a homeowner in the Arizona Department of Real Estate Subdivision Public Report (the "Public Report"). Prior to each initial home sale by a homebuilder, each homebuyer must be supplied the Public Report, and the homebuyer must acknowledge by signature that they have read and accepted the Public Report. In addition, each homebuyer will receive a form detailing the existence of the District, the tax rate and its financial impact and receipt of this form will be acknowledged in writing by the homebuyer, and a signed copy will be kept on file with the District Clerk.

(v) Other District Information.

Shown in the following tables are the District's overlapping general obligation bonded indebtedness including a breakdown of each overlapping jurisdiction's applicable general obligation bonded indebtedness, the portion of such indebtedness applicable to the District, a comparison of net assessed limited property values and tax rates per \$100 net assessed limited property value.

OVERLAPPING GENERAL OBLIGATION BONDED INDEBTEDNESS

Overlapping Jurisdiction	Portion Applicable to The District (a)		
	General Obligation Bonded Debt Outstanding (b)	Approximate Percentage	Net Debt Amount
State of Arizona	None	0.017%	None
Maricopa County	None	0.026	None
Maricopa County Community College District	\$250,065,000	0.026	\$ 64,784
Maricopa County Special Health Care District	429,125,000	0.026	110,889
East Valley Institute of Technology District No. 401	None	0.052	None
Queen Creek Unified School District No. 95	127,065,000	1.936	2,460,210
City of Mesa	334,760,000	0.317	1,060,920
The District	1,440,000	100.000	1,440,000 (c)
Total Direct and Overlapping General Obligation Bonded Debt Outstanding			<u>\$5,136,804</u>

- (a) Proportion applicable to the District is computed on the ratio of the estimated net assessed limited property value as calculated for fiscal year 2020/21 for the overlapping jurisdiction to the amount of such valuation which lies within the District. If the assessed value within the District increases at a faster rate than the overlapping jurisdictions, the amount of overlapping debt allocated for payment within the District will increase.
- (b) Includes total general obligation bonds outstanding less redemption funds on hand. Does not include authorized but unissued general obligation bonds of such jurisdictions which may be issued in the future.

Also does not include the obligation of the Central Arizona Water Conservation District (“CAWCD”) to the United States Department of the Interior (the “Department of the Interior”), for repayment of certain capital costs for construction of the Central Arizona Project (“CAP”), a major reclamation project that has been substantially completed by the Department of the Interior. The obligation is evidenced by a master contract between CAWCD and the Department of the Interior. In April of 2003, the United States and CAWCD agreed to settle litigation over the amount of the construction cost repayment obligation, the amount of the respective obligations for payment of the operation, maintenance and replacement costs and the application of certain revenues and credits against such obligations and costs. Under the agreement, CAWCD’s obligation for substantially all of the CAP features that have been constructed so far will be set at \$1.646 billion, which amount assumes (but does not mandate) that the United States will acquire a total of 667,724 acre-feet of CAP water for federal purposes. The United States will complete unfinished CAP construction work related to the water supply system and regulatory storage stages of CAP at no additional cost to CAWCD. Of the \$1.646 billion repayment obligation, 73% will be interest bearing and the remaining 27% will be non-interest bearing. These percentages have been fixed for the entire 50-year repayment period, which commenced October 1, 1993. CAWCD is a multi-county water conservation district having boundaries coterminous with the exterior boundaries of Arizona’s Maricopa, Pima and Pinal Counties. It was formed for the express purpose of paying administrative costs and expenses of the CAP and to assist in the repayment to the United States of the CAP capital costs. Repayment will be made from a combination of power revenues, subcontract revenues (i.e., agreements with municipal, industrial and agricultural water users for delivery of CAP water) and a tax levy against all taxable property within CAWCD’s boundaries. At the date of this Report, the tax levy is limited to 14 cents per \$100 of net assessed limited property value, of which 14

cents is currently being levied. (See A.R.S., Sections 48-3715 and 48-3715.02.) There can be no assurance that such levy limit will not be increased or removed at any time during the life of the contract.

Does not include the obligation of the Maricopa County Flood Control District (the “County Flood Control District”) to contribute \$70 to \$80 million to the CAP. The County Flood Control District’s sole source of revenue to pay the contribution will be ad valorem taxes on real property and improvements.

- (c) Does not include the Bonds. Does not include special assessment revenue bonds outstanding or other special assessment revenue bonds expected to be issued by the District in the future.

Source: The various entities.

**DIRECT AND OVERLAPPING NET ASSESSED
LIMITED PROPERTY VALUE AND TOTAL TAX RATES**

Overlapping Jurisdiction	2020/21 Net Assessed Limited Property Value	2020/21 Total Tax Rate Per \$100 of Net Assessed Limited Property Value (a)
State of Arizona	\$69,914,507,682	None
Maricopa County	45,704,969,813	\$1.8435 (b)
Maricopa County Community College District	45,704,969,813	1.2881
Maricopa County Fire District Annual Levy (c)	45,704,969,813	0.0090
Maricopa County Flood Control District (c)	42,084,633,673	0.1792
Maricopa County Special Health Care District	45,822,046,238	0.3046
Maricopa County Library District (c)	45,704,969,813	0.0556
Central Arizona Water Conservation District (c)	45,822,046,238	0.1400
East Valley Institute of Technology District No. 401 (c)	22,598,319,396	0.0500
Queen Creek Unified School District No. 95	611,553,339	7.4048
City of Mesa	3,736,210,059	1.1171
The District	11,840,785	4.1500 (d)

- (a) The combined tax rate includes the tax rate for debt service payments and the tax rate for all other purposes such as maintenance and operation and capital outlay.
- (b) Includes the “State Equalization Assistance Property Tax” which in Fiscal Year 2020/21 has been set at \$0.4426 and is adjusted annually pursuant to A.R.S. 41-1276.
- (c) The net assessed limited property value of the County Flood Control District does not include the personal property assessed valuation within the County. The net assessed limited property value for the CAWCD reflects the assessed valuation located within the County only. The County is mandated to levy a tax annually in support of fire districts in the County. All levies for library districts, hospital districts, fire districts, technology districts, water conservation districts and flood control districts are levied on the net full cash assessed value.
- (d) Includes the O&M Tax.

Source: *Abstract by Tax Authority*, the Assessor of the County, *State and County Abstract of the Assessment Roll*, Arizona Department of Revenue and *Maricopa County 2020 Tax Levy*, Maricopa County – Finance Department.

The estimated net full cash value and the net assessed limited property value of taxable property within the boundaries of the District for the indicated tax years are shown in the table below:

PROPERTY VALUATIONS

Fiscal Year	Estimated Net Full Cash Value (a)	Net Assessed Limited Property Value
2020/21	\$163,379,185	\$11,840,785
2019/20	27,162,948	2,520,065
2018/19	5,817,818	541,547
2017/18	24,193	2,988

(a) Full Cash Value net of the estimated value of property exempt from taxation.

Source: *Abstract by Tax Authority*, Maricopa County Assessor's Office (August dated file for each corresponding year).

TABLE ONE
ESTIMATED DEBT SERVICE SCHEDULE*

Period Ending (July 15)	Existing Debt Service	Principal*	Interest* (a)	Total Combined Debt Service Requirements(b)*
2021	\$95,288	\$ 125,000	\$ 169,306	\$389,594
2022	94,138	110,000	225,500	429,638
2023	92,938	115,000	220,000	427,938
2024	96,738	120,000	214,250	430,988
2025	95,388	125,000	208,250	428,638
2026	93,688	130,000	202,000	425,688
2027	91,988	140,000	195,500	427,488
2028	95,288	145,000	188,500	428,788
2029	93,288	155,000	181,250	429,538
2030	96,288	160,000	173,500	429,788
2031	94,188	170,000	165,500	429,688
2032	92,088	175,000	157,000	424,088
2033	94,988	185,000	148,250	428,238
2034	92,688	195,000	139,000	426,688
2035	95,188	205,000	129,250	429,438
2036	92,625	215,000	119,000	426,625
2037	95,063	225,000	108,250	428,313
2038	92,313	240,000	97,000	429,313
2039	94,563	250,000	85,000	429,563
2040	96,563	260,000	72,500	429,063
2041	93,294	275,000	59,500	427,794
2042	95,025	290,000	45,750	430,775
2043	96,563	305,000	31,250	432,813
2044	77,906	320,000	16,000	413,906
		<u>\$4,635,000</u>		

- (a) Interest column reflects total interest payments for each Fiscal Year; interest will be paid semi-annually on January 15 and July 15 commencing on July 15, 2021*. Interest is estimated at 5.00%.
- (b) Totals may not add due to rounding.

* Preliminary, subject to change.

PPGN Holdings, LLLP,
a Delaware limited liability limited partnership
By: HVI-Pacific, LLLP,
an Arizona limited liability limited partnership
Its General Partner

By:

Name: Timothy P. Brislán

Title: Vice President

By:

Name: _____

Title: _____

APPENDIX 1

LEGAL DESCRIPTION FOR CADENCE COMMUNITY FACILITIES DISTRICT



**Legal Description
PPGN Community Facilities District**

Job No. 11-007

Revised May 4, 2015

A portion of the West half of Section 26, a portion of Section 27 and a portion of the Northeast Quarter of Section 34, Township 1 South, Range 7 East of the Gila and Salt River Meridian, Maricopa County, Arizona, more particularly described as follows:

COMMENCING at a brass cap in a hand hole at the Northwest corner of said Section 27, from which an aluminum cap at the North Quarter corner of said Section 27 bears S89°38'24"E (an assumed bearing) at a distance of 2,647.20 feet; thence S89°38'24"E, along the north line of the Northwest Quarter of said Section 27, for a distance of 876.83 feet; thence S52°18'39"E for a distance of 470.08 feet to the POINT OF BEGINNING;

Thence continuing S52°18'39"E for a distance of 1,155.04 feet; thence S89°29'17"E for a distance of 3,465.07 feet; thence S00°23'39"W for a distance of 1,531.76 feet; thence S89°13'27"E for a distance of 1,323.82 feet; thence S00°28'29"W for a distance of 2,730.93 feet to the south line of the Southwest Quarter of said Section 26; thence N89°38'25"W, along said south line, for a distance of 984.45 feet; thence N00°22'46"E for a distance of 764.69 feet; thence N89°37'23"W for a distance of 799.55 feet; thence S00°34'46"W for a distance of 701.28 feet to a point on a non-tangent curve, concave to the south, the center of which bears S01°03'19"W at a distance of 1,861.15 feet; thence westerly, along the arc of said curve, through a central angle of 19°47'46", for a distance of 643.04 feet; thence S71°15'33"W, tangent to said curve, for a distance of 131.23 feet; thence S63°49'21"W for a distance of 125.36 feet; thence N80°12'55"W for a distance of 39.15 feet; thence N41°45'30"W for a distance of 2,702.98 feet; thence N36°12'34"W for a distance of 2,840.31 feet; thence N77°11'23"E for a distance of 572.68 feet; thence N12°48'37"W for a distance of 207.30 feet to the beginning of a curve, concave to the southwest, the center of which bears S77°11'23"W at a distance of 303.27 feet; thence northwesterly, along the arc of said curve, through a central angle of 12°45'57", for a distance of 67.57 feet to the beginning of a reverse curve, concave to the northeast, the center of which bears N64°25'26"E at a distance of 274.00 feet; thence northwesterly, along the arc of said curve, through a central angle of 01°01'32", for a distance of 4.90 feet; thence N24°33'03"W, tangent to said curve, for a distance of 29.44 feet; thence N89°38'24"W for a distance of 179.50 feet; thence N00°21'36"E for a distance of 400.00 feet; thence S89°38'24"E for a distance of 203.14 feet to the POINT OF BEGINNING.

An area containing 17,564,110 square feet or 403.2165 acres, more or less.

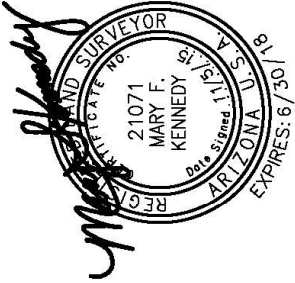


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CURVE TABLE					
CURVE	RADIUS	LENGTH	TANGENT	DELTA	CHD BRG
C1	1861.15'	643.04'	324.76'	19°47'46"	S81°09'26"W
C2	303.27'	67.57'	33.93'	12°45'57"	N19°11'36"W
C3	274.00'	4.90'	2.45'	1°01'32"	S25°03'49"E

LINE TABLE		
LINE	BEARING	LENGTH
L1	S52°18'39"E	470.08'
L2	S71°15'33"W	131.23'
L3	S63°49'21"W	125.36'
L4	N80°12'55"W	39.15'
L5	N77°11'23"E	572.68'
L6	N12°48'37"W	207.30'
L7	N24°33'03"W	29.44'
L8	N89°38'24"W	179.50'
L9	N00°21'36"E	400.00'
L10	S89°38'24"E	203.14'



11-007

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Project

Community Funded District (CFD)

Exhibit

Sheet 2 of 2