

RESOLUTION NO. 2024-011 SVCFD NO. 1

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUPERSTITION VISTAS COMMUNITY FACILITIES DISTRICT NO. 1 RATIFYING THE GIVING OF NOTICE OF A PUBLIC HEARING WITH RESPECT TO A FEASIBILITY REPORT RELATING TO THE ACQUISITION AND FINANCING OF CERTAIN IMPROVEMENTS BENEFITTING THE DISTRICT; APPROVING THE FEASIBILITY REPORT; AUTHORIZING THE ISSUANCE OF ITS GENERAL OBLIGATION BONDS, TAXABLE SERIES 2024; PRESCRIBING CERTAIN TERMS AND CONDITIONS OF SUCH BONDS INCLUDING MAKING CERTAIN FINDINGS, CERTIFICATIONS AND COVENANTS WITH RESPECT TO SUCH BONDS; AWARDING SUCH BONDS TO THE PURCHASER THEREOF; DELEGATING THE DETERMINATION OF CERTAIN TERMS OF SUCH BONDS AND MATTERS RELATED THERETO TO EACH OF THE CHAIRMAN, DISTRICT MANAGER AND DISTRICT TREASURER; LEVYING AN AD VALOREM TAX ON TAXABLE PROPERTY IN THE DISTRICT; AND AUTHORIZING THE TAKING OF OTHER ACTIONS SECURING THE PAYMENT OF AND RELATING TO THE BONDS.

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SUPERSTITION VISTAS COMMUNITY FACILITIES DISTRICT NO. 1 AS FOLLOWS:

SECTION I FINDINGS

A. Pursuant to Title 48, Chapter 4, Article 6, Arizona Revised Statutes, as amended (the "*Enabling Act*"), and a resolution adopted by the District Board, an election was ordered and called to submit to the qualified electors of the District or to those persons who were otherwise qualified to vote on February 2, 2022 (the "*Election*") the question of authorizing the District Board to issue general obligation bonds of the District to provide moneys for certain public infrastructure purposes consistent with the General Plan of the District.

B. The District Board canvassed the Election and resolved that such general obligation bonds were authorized to be issued.

C. Pursuant to the Enabling Act, the District Board has caused the preparation of a feasibility report dated November 19, 2024 (the "*Feasibility Report*"), of the feasibility and benefits of one or more projects relating to certain public infrastructure and public infrastructure purposes (each as defined in the Enabling Act) provided for in the General Plan of the District and to be financed with proceeds of the sale of a portion of the District's

general obligation bonds as described in Exhibit A attached hereto (collectively, the "Project"), such Feasibility Report having been prepared by or on behalf of the District and including a description of certain public infrastructure and public infrastructure purposes to be acquired and other information useful to understand the Project, a map showing, in general, the location of the Project, the costs of constructing the Project, an estimate of the cost to acquire, operate and maintain 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 public hearing on the Feasibility Report was held on the date of adoption of this resolution, but prior thereto (hereinafter referred to as the "Report Hearing"), after publication of notice not less than ten (10) days in advance of the date of the Report Hearing as provided by law (hereinafter referred to as the "Notice"). In accordance with A.R.S. § 48-715, the Clerk of the District (the "District Clerk") provided the Feasibility Report and the Notice to the governing body of the City of Apache Junction, Arizona (the "City").

D. Pursuant to A.R.S. § 48-715, as amended, this District Board hereby identifies the public infrastructure and public infrastructure purposes of the Project, the areas benefited, 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 Feasibility Report, for any and all purposes of the Enabling Act. Any portion of the costs of the Project not financed by the proceeds of the Bonds shall remain eligible to be financed through the sale of future bonds of the District should this District Board choose in its sole and absolute discretion to issue any future bonds. As applicable, this resolution constitutes a resolution of intent as described in A.R.S. § 48-701.14.

E. The District Board has determined, exercising its sole and absolute discretion, to authorize the issuance of the District's General Obligation Bonds, Taxable Series 2024 (the "Bonds"), to provide funds for all or a portion of the public infrastructure and public infrastructure purposes provided for in the Enabling Act, the District Development, Financing Participation, Waiver and Intergovernmental Agreement for Superstition Vistas Community Facilities District No. 1 by and among the City, the District, and D.R. Horton, Inc. (the "Company"), as the then landowner of all land within the boundaries of the District, dated as of February 22, 2022 (the "Development

Agreement"), and the Feasibility Report, to the extent authorized in the Election.

F. Upon issuance of the Bonds, the District Board shall (1) enter in its minutes a record of the Bonds sold and their numbers and dates and (2) levy and cause an ad valorem tax to be collected, at the same time and in the same manner as other taxes are levied and collected on all taxable property in the boundaries of the District sufficient, together with moneys from the sources described herein, to pay Debt Service (as such term is defined in the Enabling Act) when due.

G. Pursuant to the Enabling Act, the District may serve as the bond registrar, paying agent and transfer agent for the Bonds, or may enter into an agreement with a financial institution to serve as the bond registrar, paying agent and transfer agent for the Bonds (in either case of the District or a financial institution serving in such capacity, referred to herein as the "Registrar" and the "Paying Agent" as the case may be). The form of the agreement with a financial institution (the "Paying Agent/Registrar Contract") will include customary terms pertaining to the issuance, registration, transfer and payment of the Bonds and be similar to agreements for such services previously entered into by the District in connection with other bond transactions. The District Board has determined by this resolution to authorize the issuance of the Bonds and, in order to provide terms for, to secure, and to provide for authentication and delivery of the Bonds by the Registrar, for the District to serve as Registrar or, alternatively, to authorize the execution and delivery of the Registrar/Paying Agent Contract.

H. The Bonds may be sold directly to the Company, or alternatively the Bonds may be sold to a financial institution or other investors. Piper Sandler & Co. (the "Financial Advisor") shall assist the District to determine the best method of sale of the Bonds. To the extent the Bonds are not sold to the Company, the District may enter into a placement agent agreement or bond purchase agreement similar to what the District has entered into previously, with customary terms pertaining to the purchase of the Bonds. The District may require the Company or any other purchaser of the Bonds to execute and deliver to the District a purchaser letter or investor letter customary for a direct sale or placement transaction. Documents entered into by the District in connection with the issuance and sale of the Bonds are referred to herein as the "Bond Documents."

I. The District Board hereby finds and determines that (1) the amount of indebtedness evidenced by the Bonds does not exceed the estimated cost of the public infrastructure improvements plus all costs connected with the public infrastructure purposes and issuance and sale of the Bonds to be financed therewith as indicated in the Feasibility Report and (2) the total aggregate outstanding amount of the general obligation bonds of the District, including the Bonds, does not exceed sixty percent (60%) of the aggregate of the estimated market value of the real property and improvements in the District after the public infrastructure of the District is completed plus the value of the public infrastructure owned or to be acquired by the District with the proceeds of the Bonds, all as provided in the Enabling Act.

SECTION II APPROVAL OF NOTICE AND FEASIBILITY REPORT

A. The form of the Notice attached hereto and marked as the Exhibit B is hereby ratified in all respects as well as the publication of the Notice and mailing of the Feasibility Report to the governing body of the City.

B. The preparation of the Feasibility Report is hereby ratified and confirmed. (Upon completion of a draft of the Feasibility Report, the Feasibility Report, marked in a conspicuous fashion "DRAFT," was submitted to the District Board and the Company for their review and comment.)

C. After review of the Feasibility Report and based on the Report Hearing and the mailing of the Feasibility Report to the governing body of the City, the Feasibility Report is hereby approved in the form submitted to the District Board, as required by A.R.S. § 48-715, and subject to the provisions set forth in the Feasibility Report and the Development Agreement, all reasonable actions shall be taken as may be necessary to cause the results contemplated by and set forth in the Feasibility Report, including particularly the acquisition of the Project for the benefit of the areas described in the Feasibility Report and the consummation of the expected method of financing, and an appropriate system of providing revenues in the Feasibility Report. The Project will result in a beneficial use to land within the geographical limits of the District. Such use is principally to such land and, in any case, at a minimum, is proportional. (Based on review of the Feasibility Report and the Report Hearing, the District hereby conclusively establishes that the Project will result in such use.)

SECTION III APPROVAL OF ISSUANCE AND SALE OF BONDS

A. The District Board hereby declares its intent to proceed with the financing of the Project in substantially the manner presented in the Feasibility Report. The Bonds are hereby authorized to be issued as a series of general obligation bonds of the District to be designated "*Superstition Vistas Community Facilities District No. 1 General Obligation Bonds, Taxable Series 2024*" in an aggregate principal amount of not to exceed \$120,000. The series designation of the Bonds may change if the Bonds are sold in a later calendar year. The Bonds shall be issued as a single bond and registered in the name of the entity with which the Bonds are placed (hereinafter referred to as the "Purchaser") and shall bear interest from their date to the maturity of the Bonds, payable semiannually on each January 15 and July 15 (each such date shall be referred to as an "*Interest Payment Date*") during the term of the Bonds, commencing July 15, 2025. The interest rate on the Bonds shall not exceed eight percent (8.00%), and the final maturity of the Bonds shall be no later than July 15, 2025 (or such later date as that is not greater than twenty-five (25) years from the issuance date of the Bonds).

B. The principal of and premium, if any, on the Bonds shall be payable upon surrender thereof at the principal corporate trust office of the Paying Agent (to the extent the District is the Paying Agent, the Bonds shall be payable upon surrender at the offices of the District). Interest due on the Bonds on each Interest Payment Date shall be payable by check mailed, when due, to the persons (the "*Owners*") in whose names the Bonds are registered by the Registrar at the close of business on the last day of the calendar month (other than a Saturday, a Sunday, or a legal holiday or equivalent (other than a moratorium) for banking institutions generally in the place of payment or in the city where the principal corporate trust office of the Paying Agent is located (a "*Business Day*") next preceding the applicable Interest Payment Date, or, if such day is not a Business Day, the previous Business Day (the "*Record Date*").

C. In the event that interest is not paid on an Interest Payment Date, the Registrar shall establish a special record date for the payment of such interest, if and when funds for the payment of such interest have been received. Notice of the special record date and of the scheduled payment date of the past due interest will be sent at least ten (10) days prior to the special record date, to the address of each Owner appearing on the Register (as defined herein).

D. The Bonds shall have such additional terms and provisions as are set forth in the form of Bond attached hereto as Exhibit C, which is attached hereto and made a part of this resolution.

E. Neither the full faith and credit nor the general taxing power of the City, the State of Arizona or any political subdivision thereof (other than the District) is pledged to the payment of the Bonds. The Bonds will be obligations of the District only. None of the City, the State of Arizona, or any political subdivision thereof (other than the District) will have any obligation with respect to Debt Service (as defined in the Enabling Act) for the Bonds.

F. The District Manager and the District Treasurer are each hereby authorized to determine the method of sale of the Bonds to the Purchaser, and may consult with the Financial Advisor in connection with such determination.

SECTION IV PRIOR REDEMPTION

A. Optional Redemption The Bonds shall not be subject to call for redemption prior to their stated maturity dates.

B. Mandatory Redemption The Bonds shall not be subject to mandatory redemption prior to their stated maturity dates.

SECTION V FORM OF BONDS

The Bonds shall be in substantially the form of Exhibit C, attached hereto and incorporated by reference herein, with such necessary and appropriate omissions, insertions and variations as are permitted or required hereby and are approved by those officers executing the Bonds and execution thereof by such officers shall constitute conclusive evidence of such approval.

The Bonds may have notations, legends or endorsements required by law, securities exchange rule or usage. Each Bond shall be dated the date of its authentication and registration.

SECTION VI EXECUTION OF BONDS AND OTHER DOCUMENTS

A. Execution of Bonds The Bonds shall be executed for and on behalf of the District by its Chairman and attested by the District Clerk by their manual or facsimile signatures. If the

signatures are affixed or imprinted by facsimile, the Chairman and District Clerk shall execute a certificate adopting as their signatures the facsimile signatures appearing on the Bonds. If an officer whose signature is on a Bond no longer holds that office at the time the Bond is authenticated and registered, the Bond shall nevertheless be valid. A Bond shall not be valid or binding until authenticated by the manual signature of an authorized officer of the Registrar (which may be the signature of the District Treasurer, or her designee, if the District is the Registrar). The signature shall be conclusive evidence that the Bond has been authenticated and issued under this resolution.

B. Other Documents The District Board hereby approves the form and orders and directs the execution of the Bond Documents, each in substantially the form presented to the District Board.

The Chairman, any member of the District Board, the District Manager or the District Treasurer are each hereby authorized and directed to determine and approve the actual dated date, maturity dates and amounts, interest rates, redemption provisions, and the purchase price to be paid by the Purchaser, and to execute and deliver the Bond Documents in substantially the form presented to the District Board with such necessary and appropriate omissions, insertions and variations as are permitted or required hereby and are approved by those officers executing such agreements on behalf of the District. Execution of the Bond Documents by such officers shall be conclusive evidence of such approval. The District Clerk is authorized and directed to attest such signatures. Where applicable, any of the foregoing officers may affix their signatures by manual, mechanical or photographic means.

SECTION VII MUTILATED, LOST OR DESTROYED BONDS

In case any Bond becomes mutilated or destroyed or lost, the Registrar shall cause to be executed and delivered a new Bond of like date and tenor in exchange and substitution for and upon the cancellation of such mutilated Bond or in lieu of and in substitution for such Bond destroyed or lost, upon the Owner's paying the reasonable expenses and charges of the District and, as applicable, the Registrar, in connection therewith and, in the case of the Bond destroyed or lost, filing with the District and, as applicable, the Registrar, by the Owner evidence satisfactory to the District and, as applicable, the Registrar, that such Bond was destroyed or lost, and furnishing the District and, as applicable, the Registrar, with a sufficient indemnity bond pursuant to A.R.S. § 47-8405, as amended.

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SECTION VII ACCEPTANCE OF PROPOSAL

The Bonds are hereby ordered to be sold to the Purchaser. The actual terms of the Bonds shall be reviewed and approved by the Chairman, any member of the District Board, the District Manager or the District Treasurer (which approval shall be deemed conclusive by the execution and delivery of the Bonds by the Chairman, or Vice Chairman of the District Board and attested by the District Clerk.

The District Treasurer is hereby authorized and directed to cause the Bonds to be delivered to or upon the order of the Purchaser upon receipt of payment therefor and satisfaction of the other conditions for delivery thereof in accordance with the terms of the sale (and to direct how such proceeds shall be deposited among the funds described in Section IX).

SECTION IX FUNDS AND ACCOUNTS

A. The District Treasurer shall create the following funds and accounts which shall be held separate and apart and used only as provided herein:

- (i) Bond Fund, which shall include:
 - (a) Principal Account;
 - (b) Interest Account; and
 - (c) Redemption Account.
- (ii) Acquisition Fund.
- (iii) Issuance and Expenses Fund.

B. The money deposited to the various funds and accounts created hereby, together with all investments thereof and investment income therefrom, shall be held in trust by the District and applied solely as herein provided.

SECTION X DEPOSITS TO AND APPLICATION OF BOND FUND

A. The District shall deposit or shall cause, at the applicable times set forth below, to be immediately deposited from the tax levy described in Section XIX hereof to the Bond Fund to the credit of the applicable accounts:

(i) to the Principal and Interest Accounts, as applicable, on each January 14 and July 14 or, if either such date is not a Business Day, then the first Business Day immediately preceding such date, all amounts collected by or remitted to the District from the collections of taxes levied pursuant to this resolution;

(ii) to the Principal and Interest Accounts, amounts transferred from the Acquisition Fund and the Issuance and Expenses Fund to the extent hereinafter provided; and

(iii) such other funds as the District shall, from time to time, at its option deem advisable.

B. The Principal, Interest and Redemption Accounts of the Bond Fund shall be applied solely to pay principal of, interest on and the redemption price with respect to the Bonds, respectively.

SECTION XI ACQUISITION FUND

The District shall deposit to the Acquisition Fund Bond proceeds in the amount as determined by the District Treasurer to be available for eligible Project costs at the time of issuance of the Bonds. Amounts on deposit in the Acquisition Fund shall be applied by the District in the amounts and to the persons approved by the District to pay all items of expense directly or indirectly relating to the cost of the Project and as described in the Feasibility Report upon acceptance of the Project by the District or the City pursuant to Article IV of the Development Agreement. Notwithstanding anything contained in this Section XI, any amounts remaining in the Acquisition Fund after six (6) months from the issuance date of the Bonds shall be transferred to the Principal and Interest Accounts of the Bond Fund and applied to pay the next scheduled Debt Service payment on the Bonds.

SECTION XII ISSUANCE AND EXPENSES FUND

The money deposited to the Issuance and Expenses Fund, together with all investments thereof and investment income therefrom, shall be held in trust by the District. The District shall deposit to the Issuance and Expenses Fund Bond proceeds in the amount determined by the District Treasurer at the time of issuance of the Bonds. Upon a request for disbursement, amounts on deposit in the Issuance and Expenses Fund shall be applied to pay all costs

of the issuance and sale of the Bonds identified in a request signed by any of the Chairman of the District Board, the District Manager or the District Treasurer. After six (6) months from the issuance date of the Bonds, the District shall transfer any moneys in the Issuance and Expenses Fund to the Principal and Interest Accounts of the Bond Fund and apply such transferred moneys to pay the next scheduled Debt Service payment on the Bonds.

SECTION XIII INVESTMENT OF AND SECURITY FOR FUNDS

Money held for the credit of any fund or account herein created shall be invested pursuant to A.R.S. § 35-323.

SECTION XIV REGISTRAR AND PAYING AGENT

As applicable if the District is not serving as the Registrar, pursuant to the Registrar/Paying Agent Contract, the Registrar will maintain an office or agency where Bonds may be presented for registration of transfer and the Paying Agent will maintain an office or agency where Bonds may be presented for payment. The District may appoint one or more co-registrars or one or more additional paying agents. The Registrar and the Paying Agent may make reasonable rules and set reasonable requirements for their respective functions with respect to the Owners of the Bonds.

The District may change the Registrar or the Paying Agent without notice to or consent of the Owners of the Bonds and the District may act in any such capacity.

Each Paying Agent will be required to agree in writing that the amounts which are segregated by the District or deposited with the Paying Agent to pay the principal of or interest on any Bonds becoming due on any due date shall be held in trust for the benefit of the Owners of such Bonds. Amounts so segregated or deposited and held in trust shall constitute a separate trust fund for the benefit of the Owners of such Bonds entitled to such principal or interest, as the case may be. Amounts held by the District or the Paying Agent for the payment of the principal of (and premium, if any) or interest on the Bonds need not be segregated from other funds, except to the extent required by law.

The District may at any time direct any Paying Agent to pay to the District all money held by such Paying Agent, such amounts to be held by the District upon the same trusts as those upon which such money was held by such Paying Agent, and, upon such payment by any

Paying Agent to the District, such Paying Agent shall be released from all further liability with respect to such money.

The Registrar may appoint an authenticating agent acceptable to the District to authenticate Bonds. An authenticating agent may authenticate Bonds whenever the Registrar may do so. Each reference herein to authentication by the Registrar includes authentication by an authenticating agent acting on behalf and in the name of the Registrar and subject to the Registrar's direction. As stated in Section VI, to the extent the District is the Registrar, the District Treasurer shall act as the authenticating agent and may authenticate the Bonds.

The Registrar shall keep a register of the Bonds (the "Register"), the registered Owners of the Bonds and transfer of the Bonds. When Bonds are presented to the Registrar or a co-registrar with a request to register transfer, the Registrar will register the transfer on the Register if its requirements for transfer are met and will authenticate and deliver one or more Bonds registered in the name of the transferee of the same principal amount, maturity and rate of interest as the surrendered Bonds. Bonds presented to the Registrar for transfer after the close of business on the Record Date and before the close of business on the next subsequent Interest Payment Date will be registered in the name of the transferee but the interest payment will be made to the registered Owners of the Bonds shown on the Register as of the close of business on the Record Date.

The Registrar may but need not register the transfer of a Bond which has been selected for redemption and need not register the transfer of any Bond for a period of fifteen (15) days before a selection of Bonds to be redeemed; if the transfer of any Bond which has been called or selected for call for redemption in whole or in part is registered, any notice of redemption which has been given to the transferor will be binding upon the transferee and a copy of the notice of redemption will be delivered to the transferee along with the Bond or Bonds.

If the District determines to have restrictions on purchase or transfer of the Bonds, such restrictions may be eliminated after the Bonds receive certain ratings from rating agencies. Such restrictions and the elimination of such restrictions, if any, shall be in the final form of the Registrar/Paying Agent Contract and the Bonds.

The Registrar shall authenticate Bonds for original issue up to \$120,000 in aggregate principal amount upon the written request of the District Treasurer. The aggregate principal amount of Bonds outstanding at any time may not exceed that amount except for replacement Bonds as to which the requirements of the Registrar and the District are met.

SECTION XV PAYMENT OF INDEBTEDNESS; SATISFACTION AND DISCHARGE
OF RESOLUTION

WHENEVER:

A. all Bonds theretofore authenticated and delivered have been canceled by the Registrar or delivered to the Registrar for cancellation, excluding, however:

(i) Bonds for the payment of which money has theretofore been deposited in trust with the Paying Agent as provided in Section XIV;

(ii) Bonds alleged to have been destroyed, lost, or stolen which have been replaced or paid as provided in Section VII, except for any such Bond which, prior to the satisfaction and discharge of this resolution, has been presented to the Registrar with a claim of ownership and enforceability by the Owner thereof and where enforceability has not been determined adversely against such Owner by a court of competent jurisdiction;

(iii) Bonds, other than those referred to in the foregoing clauses, for the payment or redemption (under arrangements satisfactory to the Registrar for the giving of notice of redemption by the Registrar in the name and at the expense of the District) of which the District has deposited or caused to be deposited with the Paying Agent in trust for such purpose an amount (to be immediately available for payment, except in the case of Bonds excepted from the foregoing clause (ii) prior to the time the ownership and enforceability of such Bonds has been established) sufficient to pay and discharge the entire indebtedness on the Bonds for principal (and premium, if any) and interest to the date of maturity thereof; and

(iv) Bonds deemed no longer outstanding as a result of the deposit or escrow of money or Governmental Obligations or both as described in Section XVI; and

B. the District has paid or caused to be paid all other sums payable hereunder by the District, then this resolution and the lien, rights, and interests created hereby shall cease, determine, and become null and void (except as to any surviving rights of transfer or exchange of Bonds herein or therein provided for), and the Paying Agent and each co-paying agent and separate paying agent, if any, then acting as such shall pay, assign, transfer, and deliver to the District all cash, securities, and other personal property then held by it.

Notwithstanding the satisfaction and discharge of this resolution, the obligations of the District to pay the Registrar and the Paying Agent reasonable compensation for its services rendered under the Registrar/Paying Agent Contract shall survive.

For purposes of this section, "Governmental Obligations" means (1) direct obligations of, or obligations the timely payment of principal of is fully and unconditionally guaranteed by, the United States of America or (2) obligations described in Section 103(a) of the Internal Revenue Code of 1986, as amended (the "Code"), provision for the payment of the principal of and premium, if any, and interest on which shall have been made by the irrevocable deposit with a bank or trust company acting as a trustee or escrow agent for holders of such obligations of securities described in clause (1) the maturing principal of and interest on which, when due and payable, will provide sufficient moneys to pay when due the principal of and premium, if any, and interest on such obligations, and which securities described in clause (1) are not available to satisfy any other claim, including any claim of the Paying Agent or escrow agent, or any claim of one to whom the Paying Agent or escrow agent may be obligated which, at the time of deposit pursuant to Section XVI, have been assigned ratings in the highest rating categories of S&P Global Ratings, a division of Standard and Poor's Financial Services LLC ("S&P") and Moody's Investors Service, Inc. ("Moody's"), but in the case of both clause (1) and clause (2) of this paragraph, for purposes of Section XVI, only if such obligations are non-callable prior to the maturity of the Bonds or (3) REFCORP STRIPS, which are defined as obligations, representing interest on obligations of the Resolution Funding Corporation, the payment of such interest, if other revenues are insufficient, is required to be paid from the United States Treasury, which interest obligations are stripped by the Federal Reserve Bank of New York. Governmental Obligations also includes for purposes other than Section XVI, a "no load," open-end management investment company or trust (mutual fund), registered with the federal Securities and Exchange Commission ("SEC"),

meeting the requirements of Rule 2a-7 under the Investment Company Act of 1940, and which money market fund invests in short term United States Treasury obligations, agencies guaranteed by the United States, and repurchase agreements secured by the same and which money market fund has a rating by S&P of AAAM-G; AAAM; or AAAM or better and a rating by Moody's of "VMIG-1" or better.

SECTION XVI DEFEASANCE

Any Bond shall be deemed to be paid, defeased and no longer outstanding and shall have no claim on ad valorem taxes levied on taxable property in the District when payment of the principal of such Bond, plus interest thereon to the maturity thereof (whether such maturity be by reason of the stated maturity thereof or call for redemption, if notice of such call has been given or waived or irrevocable arrangements therefor satisfactory to the Paying Agent or an escrow trustee have been made) shall have been provided for by depositing for such payment from funds of the District under the terms provided in this Section (1) money sufficient to make such payment or (2) money and Governmental Obligations certified by an independent accountant of national reputation to mature as to principal and interest in such amounts and at such times as shall, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom be sufficient to make such payment, provided that all necessary and proper fees, compensation, and expenses of the Paying Agent or an escrow trustee pertaining to the Bonds with respect to which such deposit is made shall have been paid or the payment thereof provided for to the satisfaction of the Paying Agent or an escrow trustee. Any such deposit shall be made either with the Paying Agent or an escrow trustee or, if notice of such deposit is given to the Paying Agent or an escrow trustee, with a state or nationally-chartered bank with a minimum combined capital and surplus of \$50,000,000, as escrow agent, with irrevocable instructions to transfer the amounts so deposited and investment income therefrom to the Paying Agent or an escrow trustee in the amounts and at the times required to pay principal of and interest on the Bonds with respect to which such deposit is made at the maturity thereof and of such interest or the stated maturity, as the case may be. In the event such deposit is made with respect to some but not all of the Bonds then outstanding, the outstanding Bonds shall be selected in the same manner as provided in Section XIV for the selection of Bonds to be redeemed.

Notwithstanding anything herein to the contrary however, no such deposit shall have the effect hereinabove described (1) if made

during the existence of default hereunder of which the Paying Agent or an escrow trustee has received written notice unless made with respect to all of the Bonds then outstanding and (2) unless there shall be delivered to the Paying Agent or an escrow trustee an opinion of a firm of attorneys of national reputation, acceptable to the District and experienced in the field of municipal bonds whose opinions are generally accepted by purchasers of municipal bonds to the effect that such deposit shall not adversely affect any exemption from federal income taxation of interest on any Bond (provided, however, that the District intends to issue the Bonds on a taxable basis and therefore such opinion may not be required). Any money and Governmental Obligations deposited with the Paying Agent or an escrow trustee for such purpose shall be held by the Paying Agent or an escrow trustee in a segregated account in trust for the Owners of the Bonds with respect to which such deposit is made and together with any investment income therefrom, shall be disbursed solely to pay the principal of and interest on the Bonds when due. No money or Governmental Obligations so deposited pursuant to this Section shall be invested or reinvested unless in Governmental Obligations and unless such money not invested, such Governmental Obligations not reinvested, and such new investments are together certified by an independent accountant of national reputation to be of such amounts, maturities, and interest payment dates and to bear such interest as will, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, be sufficient to make such payment. At such times as a Bond shall be deemed to be paid hereunder, as aforesaid, it shall no longer be secured by or entitled to the benefits of this resolution, except for purposes of any such payment from such money or Governmental Obligations.

SECTION XVII APPLICATION OF DEPOSITED MONEY

Money or Governmental Obligations deposited with the Paying Agent or an escrow trustee pursuant to Section XVI shall constitute a separate trust fund for the benefit of the persons entitled thereto. Such money or Governmental Obligations shall be applied by the Paying Agent or an escrow trustee to the payment to the Owners entitled thereto of the principal (and premium, if any) and interest for the payment of which such money has been deposited with the Paying Agent or an escrow trustee.

SECTION XVIII OTHER ACTIONS NECESSARY

The Chairman (or any other member of the District Board in the event the Chairman is absent or unable to timely take the desired

action), the District Manager, the District Treasurer, the District Clerk and the officers of the District shall take all action necessary or reasonably required to carry out, give effect to and consummate the transactions contemplated by the Bond Documents, including but without limitation, the execution and delivery of the closing and other documents required to be delivered in connection with the sale and delivery of the Bonds.

SECTION XIX TAX LEVY

A. For each year while any Bond is outstanding, the District Board shall annually levy and thereafter forward to Pinal County, Arizona (the "County"), for collection an ad valorem tax, at the same time and in the same manner as other taxes are levied and collected on all taxable property in the District, sufficient, together with any moneys from any sources authorized in the Enabling Act and provided for under the Bond Documents, to pay Debt Service when due.

B. Moneys derived from the levy of the tax provided for in this Section when collected and allocated to the Bonds constitute funds to pay Debt Service and shall be deposited in the Bond Fund for the Bonds and shall be kept separately from other funds of the District.

C. The District Board shall make annual statements and estimates of the amount to be raised to pay Debt Service on the Bonds and such other costs of the District as are permitted under "public infrastructure purposes" as provided in the Enabling Act. The District Board shall file the annual statements and estimates with the Clerk of the City and shall publish a notice of the filing of the estimate. The District Board, on or before the date set by law for certifying the annual budget of the District, shall fix, levy and assess the amounts to be raised by ad valorem taxes of the District and shall cause certified copies of the order to be delivered to the County Board of Supervisors and to the Department of Revenue of the State of Arizona (the "State"). All statutes relating to the levy and collection of State and County taxes, including the collection of delinquent taxes and sale of property for nonpayment of taxes, apply to the taxes provided for by this Section.

SECTION XX NO OBLIGATION OF CITY

Neither the full faith and credit nor the general taxing power of the City, the State, or any political subdivision thereof (other

than the District) is pledged to the payment of the Bonds. The Bonds will be obligations of the District only. None of the City, the State, or any political subdivision thereof (other than the District) will have any obligation with respect to Debt Service for the Bonds.

SECTION XXI RATIFICATION OF ACTIONS

All actions of the officers and agents of the District which conform to the purposes and intent hereof and which further the issuance and sale of the Bonds as contemplated hereby whether heretofore or hereafter taken shall be and are hereby ratified, confirmed and approved. The proper officers and agents of the District are hereby authorized and directed to do all such acts and things and to execute and deliver all such documents on behalf of the District as may be necessary to carry out the terms and intent of this resolution.

SECTION XXII RESERVED

SECTION XXIII RESERVED

SECTION XXIV RESOLUTION A CONTRACT

This resolution shall constitute a contract between the District and the registered Owners of the Bonds and shall not be repealed or amended in any manner which would impair, impede or lessen the rights of the registered Owners of the Bonds then outstanding.

SECTION XXV SEVERABILITY AND WAIVER

If any section, paragraph, clause or provision of this resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this resolution. The District Board hereby declares that it would have adopted this resolution and each and every other section, paragraph, subdivision, sentence, clause or phrase hereof and authorized the sale, issuance and delivery of the Bonds pursuant hereto irrespective of the fact that any one or more sections, paragraphs, subdivisions, sentences, clauses or phrases of this resolution may be held illegal, invalid or unenforceable. All ordinances, resolutions or parts thereof inconsistent herewith are hereby waived to the extent only of such inconsistency. This waiver shall not be construed as reviving any ordinance or resolution or any part thereof.

SECTION XXVI CANCELLATION OF AGREEMENT

As applicable, the District hereby gives notice to the Registrar, the Paying Agent and the Purchaser that A.R.S. § 38-511, as amended, provides that, within three (3) years after execution of any agreement, the District may cancel such agreement without penalty or further obligation if any person significantly involved in initiating, negotiating, securing, drafting or creating the agreement on behalf of the District or any of its departments or agencies is at any time while the agreement or any extension of the agreement is in effect an employee or agent of the Registrar, the Paying Agent or the Purchaser in any capacity or a consultant to the Registrar, the Paying Agent or the Purchaser with respect to the subject matter of the agreement.

SECTION XXVII EFFECTIVE DATE

This resolution shall be effective immediately.

PASSED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE SUPERSTITION VISTAS COMMUNITY FACILITIES DISTRICT NO. 1, THIS ___ DAY OF NOVEMBER, 2024.

SIGNED AND ATTESTED TO THIS ____ DAY OF NOVEMBER, 2024.

WALTER "CHIP" WILSON
Chairman, Board of Directors

ATTEST:

JENNIFER PENA
District Clerk

APPROVED AS TO FORM:

 11-13-24

RICHARD JOEL STERN
District Counsel

EXHIBIT A

DESCRIPTION OF PROJECT

The Bonds will finance the acquisition of all or a portion 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>ESTIMATED COST</u>	<u>COMPLETION</u>¹
<i>Radiance Avenue.</i> The work includes approximately 2,300 lineal feet within Phase 1A and approximately 4,200 lineal feet within Phase 1B including eighty-three feet (83') of right-of-way street improvements with four and one-half inches (4½") of asphaltic concrete over an asphalt base course subgrade of eight inches (8"), and vertical curb, storm drain, storm drain manholes, catch basins, water fire hydrants, water valves, non-potable water, 6' detached concrete sidewalks, concrete ramps, pavement, pavement striping, traffic, dry utilities, street lighting, and landscaping.		April 2024
Phase 1A (SVR W003, TR003, LS003)	\$2,201,330	
Phase 1B (SVR NP001, TR003B, LS003B)	4,192,822	
	TOTAL: \$6,394,152	

¹ Completion represents the date by which the Developer expected the public infrastructure to be constructed, which may differ from the date that it was or is accepted by the City or other governmental entities, as applicable.

EXHIBIT B

NOTICE OF PUBLIC HEARING

TO THE GENERAL PUBLIC AND THE MEMBERS OF THE BOARD OF DIRECTORS OF THE SUPERSTITION VISTAS COMMUNITY FACILITIES DISTRICT NO. 1:

NOTICE IS HEREBY GIVEN that the Board of Directors of the Superstition Vistas Community Facilities District No. 1 will meet on November 19, 2024, at 6:00 p.m., in the City Council Chambers, City of Apache Junction, 300 East Superstition Boulevard, Apache Junction, Arizona 85119, to conduct a public hearing on, and to consider and review a feasibility report relative to, a proposed project to be financed by the issuance of general obligation bonds of the District. A copy of the feasibility report may be reviewed at the office of the City Clerk, 300 East Superstition Boulevard, Apache Junction, Arizona 85119.

Publish once in the Arizona Business Gazette **no later than** _____, **2024**.

EXHIBIT C

[INSERT TRANSFER RESTRICTIONS, INCLUDING THAT BONDS ARE NOT
SUBJECT TO TRANSFER WITHOUT PRIOR WRITTEN CONSENT OF THE
DISTRICT]

UNITED STATES OF AMERICA
STATE OF ARIZONA

**SUPERSTITION VISTAS COMMUNITY FACILITIES DISTRICT NO.1
GENERAL OBLIGATION BOND
TAXABLE SERIES 2024**

Interest Rate	Maturity Date	Original Dated Date
_____ %	July 15, [2025]	_____ __, 2024

REGISTERED OWNER: _____

PRINCIPAL AMOUNT: _____ AND NO/100
DOLLARS (\$ _____ .00)

Superstition Vistas Community Facilities District No. 1 (the "District"), a community facilities district formed by the City of Apache Junction, Arizona, and duly organized and validly existing, pursuant to the laws of the State of Arizona, for value received, hereby promises to pay or cause the Paying Agent to pay to the "Registered Owner" specified above or registered assigns (the "Owner"), on the "Maturity Date" specified above unless earlier redeemed as provided herein, the "Principal Amount" specified above and to pay interest (calculated on the basis of a 360-day year of twelve 30-day months) on the unpaid portion thereof from the "Original Dated Date" specified above, or from the most recent "Interest Payment Date" (as defined herein) to which interest has been paid or duly provided for, until such Principal Amount is paid or the payment thereof is duly provided for at or in advance of the Maturity Date, semiannually on each January 15 and July 15 commencing [July] 15, 20[25] (each an "Interest Payment Date"), at the per annum "Interest Rate" specified above. Principal, interest and any premium are payable in lawful money of the United States of America.

Initially the District shall serve as the Registrar and the Paying Agent; provided, however, that the District may select a different Registrar or Paying Agent at any time without notice to, or consent of, the Owner.

The "Record Date" for this bond will be the close of business on the last day of the calendar month (other than a Saturday, a Sunday, or a legal holiday or equivalent (other than a moratorium) for banking institutions generally in the place of payment or in the city where the principal corporate trust office of the Registrar is located (a "business day")) in the month preceding the applicable Interest Payment Date, or if such day is not a business day, the previous business day.

If the specified date for any such payment shall be a Saturday, a Sunday, or a legal holiday or equivalent (other than a moratorium) for banking institutions generally in the place of payment or in the city where the designated corporate trust office of the Paying Agent is located then such payment may be made on the next succeeding day which is not one of the foregoing days without additional interest and with the same force and effect as if made on the specified date for such payment, except that in the event of a moratorium for banking institutions generally at the place of payment or in the city where the principal corporate trust office of the Paying Agent is located, such payment may be made on such next succeeding day except that the Bonds on which such payment is due shall continue to accrue interest until such payment is made or duly provided for.

This Bond is one of an issue of bonds of the District duly authorized to be issued by a resolution of the District's Board of Directors adopted on November __, 2024 (the "Bond Resolution"), and having the designation specified therein (the "Bonds"), issued and to be issued in one series under, and all equally and ratably secured, with the limitations described herein, by the Bond Resolution, to which Bond Resolution reference is hereby made for a description of the amounts thereby pledged and assigned, the nature and extent of the lien and security, the respective rights thereunder of the Owners of the Bonds, the Paying Agent, and the District, and the terms upon which the Bonds are, and are to be, authenticated and delivered and by this reference to the terms of which each Owner of this Bond hereby consents. The Bonds are issued for the purposes described in the Bond Resolution and in strict conformity with Title 48, Chapter 4, Article 6, Arizona Revised Statutes, as amended (the "Enabling Act").

The Bonds are payable, equally and ratably with such other obligations of the District payable from such sources as may be outstanding from time to time and to the extent provided in the Bond Resolution, from the proceeds of an *ad valorem* tax, unlimited as to rate or amount, to be levied and collected at the same time and in the same manner as other taxes are levied and collected on all taxable property within the boundaries of the District sufficient together with any other moneys from sources available pursuant to the Enabling Act to pay Debt Service (as defined in the Enabling Act) on the Bonds when due.

Notwithstanding any provisions hereof or of the Bond Resolution, however, the obligation of the District to make money available to pay this Bond may be defeased by the deposit of money and/or certain direct or indirect Governmental Obligations sufficient for such purpose as described in the Bond Resolution.

The Bonds are issuable as fully-registered bonds only in the denominations of \$5,000 of principal each and integral multiples of \$5,000 in excess thereof.

Optional Redemption. The Bonds are not subject to maturity prior to their stated maturity dates.

Mandatory Redemption. The Bonds are not subject to mandatory redemption prior to their stated maturity dates.

The Owner of this Bond has no right to enforce the provisions of the Bond Resolution, or to institute action to enforce the pledge, assignment or covenants made therein or to take any action with respect to an event of default described in the Bond Resolution or to institute, appear in, or defend any suit, action or other proceeding at law or in equity with respect thereto, except as provided in the Bond Resolution.

The liability of the District and obligations of the District pursuant to the Bond Resolution with respect to all or any portion of the Bonds may be discharged at or prior to the maturity or redemption of the Bonds upon the making of provision for the payment thereof on the terms and conditions set forth in the Bond Resolution.

No covenant or agreement contained in the Bonds or in the Bond Resolution shall be deemed to be the covenant or agreement of any elected or appointed official, officer, agent, servant or employee of the District in his or her individual capacity or of any officer, director, agent, servant or employee of the Paying

Agent or Owner in his or her individual capacity, and neither the members of the governing body of the District nor any official executing the Bonds, including any officer or employee of the Paying Agent, shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

Terms used, but not defined, herein have the meanings set forth in the Bond Resolution. Copies of the Bond Resolution are on file at the designated office of the Paying Agent, and reference is made to those instruments for the provisions relating, among other things, to the terms and source of payment and security for the Bonds, the limited liability of the District, the custody and application of the proceeds of the Bonds, the rights and remedies of the Owners of the Bonds, amendments, and the rights, duties and obligations of the District and the Paying Agent, to all of which the Owner hereof, by acceptance of this Bond, assents.

The District, the Paying Agent, and any agent of either of them may treat the person in whose name this Bond is registered as the owner hereof for the purpose of receiving payment as herein provided and for all other purposes, whether or not this Bond be overdue, and none of the District, the Paying Agent, and any such agent shall be affected by notice to the contrary.

NOTHING CONTAINED IN THE BOND RESOLUTION, THE BOND DOCUMENTS OR ANY OTHER INSTRUMENT SHALL BE CONSTRUED AS OBLIGATING THE CITY OF APACHE JUNCTION, ARIZONA, OR THE STATE OF ARIZONA OR ANY POLITICAL SUBDIVISION OF EITHER (OTHER THAN THE DISTRICT) OR AS INCURRING A CHARGE UPON THE GENERAL CREDIT OF THE CITY OR THE STATE NOR SHALL THE BREACH OF ANY AGREEMENT CONTAINED IN THE BOND RESOLUTION, THE BOND DOCUMENTS OR ANY OTHER INSTRUMENT OR DOCUMENTS EXECUTED IN CONNECTION THEREWITH IMPOSE ANY CHARGE UPON THE GENERAL CREDIT OF THE CITY OR THE STATE.

Unless the Certificate of Authentication hereon has been executed by the Registrar, by manual signature, this Bond shall not be entitled to any benefit under the Bond Resolution or be valid or obligatory for any purpose.

It is hereby certified, covenanted, and represented that all acts, conditions and things required to be performed, exist, and be done precedent to or in the issuance of this Bond in order to render the same a legal, valid, and binding general obligation of the District have been performed, exist and have been done, in regular and due time, form, and manner, as required by law, and that issuance of the Bonds does not exceed any constitutional or

RESOLUTION NO. 2024-011 SVCFD NO. 1
EXHIBIT C
PAGE 4 OF 7

statutory limitation. In case any provision in this Bond or any application thereof shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions and applications shall not in any way be affected or impaired thereby. This Bond shall be construed in accordance with and governed by the laws of the State of Arizona and the federal laws of the United States of America.

IN WITNESS WHEREOF, the District has caused this Bond to be duly executed by the Chairman of its Board of Directors and attested by its District Clerk, which signatures may be manual or by facsimile signatures.

SUPERSTITION VISTAS COMMUNITY
FACILITIES DISTRICT NO. 1

By: _____
Chairman, Board of
Directors

ATTEST:

District Clerk

Dated: _____, 2024.

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Superstition Vistas Community Facilities District No. 1 General Obligation Bonds, Taxable Series 2024, described in the Bond Resolution mentioned herein.

**Superstition Vistas Community
Facilities District No. 1, as
Registrar**

By _____
District Treasurer

Date: _____, 2024.

The following abbreviations, when used in the inscription on the face of the within bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM -- as tenants in common
TEN ENT -- as tenants by the entireties
JT TEN -- as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT/TRANS MIN ACT _____
(Cust.)
Custodian for _____ (Minor)
Under Uniform Gifts/Transfers to Minors Act of _____
(State)

Additional abbreviations may also be used though not in the above list.

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns, and transfers unto (Print or typewrite name, address, and zip code of transferee:)

(Print or typewrite Social Security or other identifying number of transferee: _____) the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints (Print or typewrite name of attorney) _____, attorney, to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

DATED: _____
Signature guarantee should be made by a
guarantor institution participating in the
Securities Transfer Agents Medallion Program
or in such other guarantee program acceptable
to the Registrar.

NOTICE: The signature(s) on this assignment must
correspond with the name(s) of the Registered Owner(s)
appearing on the face of the within Bond in every
particular.

ALL FEES AND TRANSFER COSTS SHALL BE PAID BY THE TRANSFEROR