

RESOLUTION NO. 2024-001 SVCFD NO. 2

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUPERSTITION VISTAS COMMUNITY FACILITIES DISTRICT NO. 2 APPROVING THE FEASIBILITY REPORT RELATING TO THE ACQUISITION AND FINANCING OF CERTAIN IMPROVEMENTS BENEFITTING THE DISTRICT; APPROVING THE PRIOR GIVING OF NOTICE OF HEARING RELATING TO THE FEASIBILITY REPORT; DECLARING ITS INTENTION TO ACQUIRE CERTAIN IMPROVEMENTS DESCRIBED IN THE FEASIBILITY REPORT; FORMING AN ASSESSMENT AREA; DETERMINING THAT SPECIAL ASSESSMENT 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 AREA; 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 Superstition Vistas Community Facilities District No. 2 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 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 Apache Junction, 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

693240564

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 Area No. 1 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 Area No. 1; (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 SUPERSTITION VISTAS COMMUNITY FACILITIES DISTRICT NO. 2 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 Area Map" shall mean the map showing the Assessment Area No. 1 and attached hereto as Exhibit B, which map is on file with the Superintendent of Streets and the District Clerk.

"Assessment Area No. 1" 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 Area Map attached to this resolution as Exhibit B.

"Board" shall mean this Board of Directors of the District.

"Bond Counsel" shall mean Greenberg Traurig, LLP, and any successor thereto.

"Bonds" shall mean the District's Assessment Area No. 1 Special Assessment Bonds, Series 2024, or such other series designation as may be approved by the Board.

"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 Amended and Restated District Development, Financing Participation, Waiver and Intergovernmental Agreement dated as of October 10, 2022, by and among the City of Apache Junction, Arizona, the District, Brookfield Homes Holdings LLC and Brookfield ASLD 8500 LLC, recorded October 11, 2022 at fee number 2022-106816 in the office of the Pinal County Recorder, as amended by the First Amendment to Amended and Restated District Development, Financing Participation, Waiver and Intergovernmental Agreement dated as of January 25, 2024, by and among the City of Apache Junction, Arizona, the District, Brookfield Homes Holdings LLC and Brookfield ASLD 8500 LLC, recorded January 25, 2024 at fee number 2024-005632 in the office of the Pinal County Recorder.

"District" shall mean the Superstition Vistas Community Facilities District No. 2.

"District Clerk" shall mean the Clerk of the District.

"District Engineer" shall mean, initially, Entellus, Inc., 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 Apache Junction, 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 \$1,377,000.00, together with Incidental Expenses (\$390,000.00) and a Debt Service Reserve (\$172,000.00), for a total cost not to exceed \$1,939,000.00, 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 Apache Junction, 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 financial advisor or placement agent's fees, any paying agent's fees, all legal and financial fees, all expenses and costs incurred in establishing the Assessment Area No. 1 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 March 19, 2024, 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, initially, Entellus, Inc., and, thereafter, such person or firm appointed as Superintendent of Streets by the District Manager.

"Waiver" shall mean the Superstition Vistas Community Facilities District No. 2 Waiver and Development Agreement Pertaining to the To Be Formed Assessment Area No. 1, by and among the District, Brookfield ASLD 8500 LLC, Brookfield Homes Holdings LLC, and all property owners and any other persons having an interest in the real property within the proposed boundaries of Assessment Area No. 1, dated as of March 7, 2024 and recorded March 7, 2024, at fee number 2024-016784 in the office of the Pinal 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 the public hearing on the Report to the City Council of the City of Apache Junction, 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 the date hereof, 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 Area No. 1. 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 AREA NO. 1

The Assessment Area No. 1 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 Area No. 1, 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 Area No. 1. 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 Area No. 1.

SECTION 6 EXCLUSION OF CERTAIN PROPERTY

Any public or private street or alley within the boundaries of the Assessment Area No. 1 is hereby omitted from the Assessment Area No. 1. 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 Area No. 1 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

A. 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 Area No. 1 in not to exceed twenty-five (25) annual principal installments from the Assessments of twenty-five dollars (\$25.00) or over.

B. 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, 2048 (or, if the Bonds are issued after July 1, 2024, shall mature not later than July 1, 2049).

C. 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%). If the Bonds are directly sold to a bank or financial institution, any default interest rate or taxable interest rate 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.

D. 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, the engagement by the District of Entellus, Inc., and the execution and delivery of the Waiver.

SECTION 13 SEVERABILITY; AMENDMENT; RATIFICATION

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.

SECTION 14 EFFECTIVE DATE

This Resolution shall be effective immediately.

[Signature Page to Follow.]

PASSED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE
SUPERSTITION VISTAS COMMUNITY FACILITIES DISTRICT NO. 2, THIS ____
DAY OF _____, 2024.

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

WALTER "CHIP" WILSON
Chairman, Board of Directors

ATTEST:

JENNIFER PENA
District Clerk

APPROVED AS TO FORM:



RICHARD JOEL STERN
District Counsel

Attachments:

EXHIBIT A - Legal Description of Assessment Area No. 1
EXHIBIT B - Maps of the District and Assessment Area No. 1
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 Superstition Vistas
Community Facilities District No. 2 at a regular meeting held on
March 19, 2024, 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 AREA NO. 1

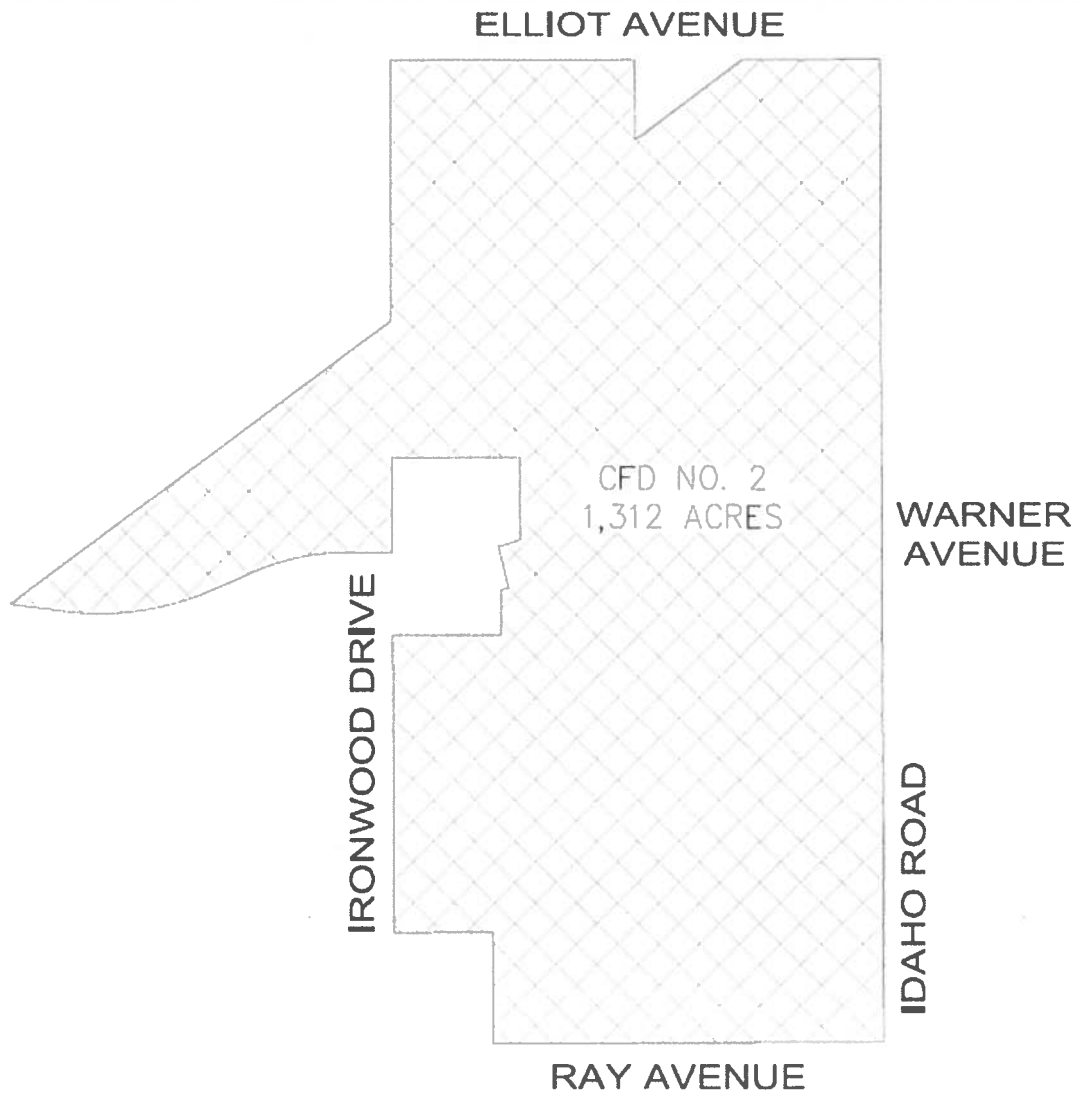
Lots 1 through 554, inclusive, according to the Final Plat for Blossom Rock Phase 1, recorded as Fee No. 2022-084918, Official Records of Pinal County, Arizona, and Affidavit of Correction recorded as Fee No. 2023-036163, Official Records of Pinal County, Arizona.

EXHIBIT B

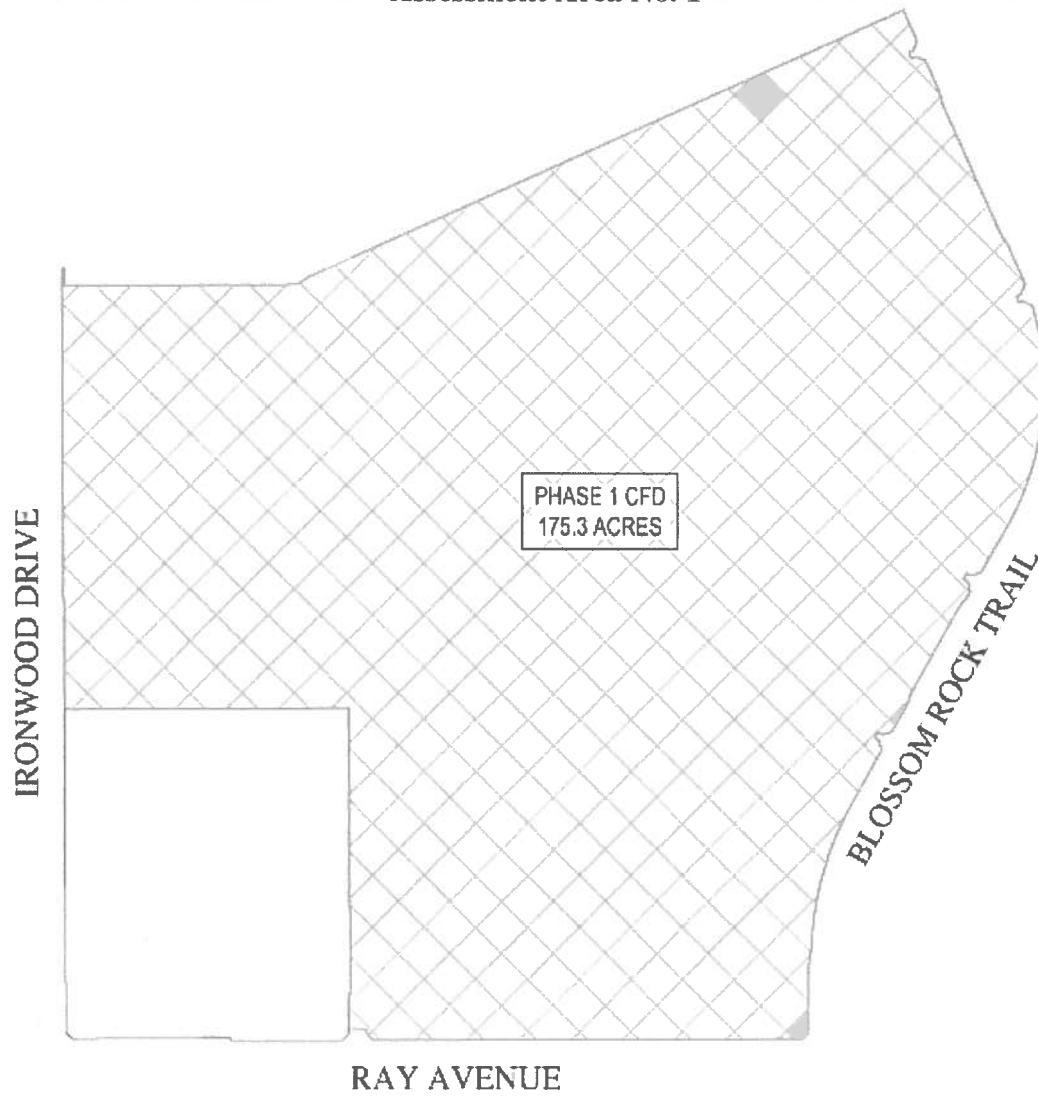
MAPS OF THE DISTRICT AND ASSESSMENT AREA NO. 1

(attached hereto)

THE DISTRICT



Assessment Area No. 1



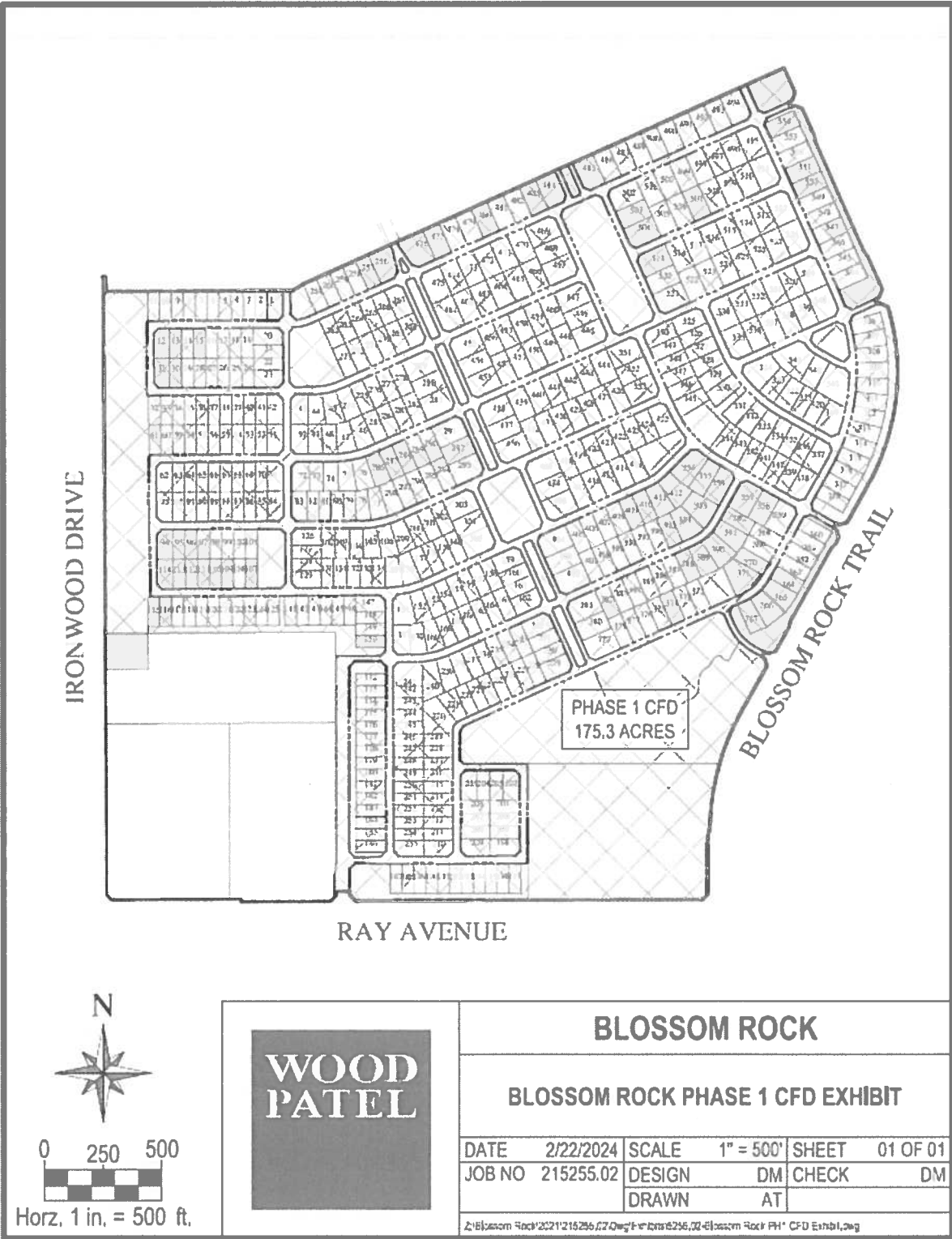


EXHIBIT C

ESTIMATED COSTS

Project Costs	\$1,377,000.00
Debt Service Reserve	172,000.00
Incidental Expenses	<u>390,000.00</u>
Total Cost	<u>\$1,939,000.00</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 Area No. 1. As applicable, the par amount of the Bonds will be rounded down to the nearest \$1,000 integral from the Assessment amount.

EXHIBIT D

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>COMPLETION¹</u>
Blossom Rock Trail	\$2,212,782	January 2024
SVJOC-001.04W		
SVJOC-001.04R		

TOTAL: \$2,212,782

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