

VISTANCIA NORTH COMMUNITY FACILITIES DISTRICT

RESOLUTION NO. VNCFD 2023-01

A RESOLUTION OF THE BOARD OF DIRECTORS OF VISTANCIA NORTH COMMUNITY FACILITIES DISTRICT AUTHORIZING THE SALE AND ISSUANCE OF NOT TO EXCEED \$200,000 AGGREGATE PRINCIPAL AMOUNT OF GENERAL OBLIGATION BONDS, TAXABLE SERIES 2023 OF THE DISTRICT; PRESCRIBING CERTAIN TERMS AND CONDITIONS OF SUCH BONDS INCLUDING MAKING CERTAIN FINDINGS, CERTIFICATIONS AND COVENANTS WITH RESPECT TO SUCH BONDS; AWARDED SUCH BONDS TO THE PURCHASER THEREOF; DELEGATING THE DETERMINATION OF CERTAIN TERMS OF SUCH BONDS AND MATTERS RELATED THERETO TO THE DISTRICT CHIEF FINANCIAL OFFICER AND AUTHORIZING THE SUBSEQUENT LEVYING OF AN *AD VALOREM* PROPERTY TAX WITH RESPECT TO SUCH BONDS

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF VISTANCIA NORTH COMMUNITY FACILITIES DISTRICT as follows:

1. Findings.

a. Vistancia North Community Facilities District (hereinafter called the “District”) is authorized by Section 48-719, Arizona Revised Statutes to sell and issue general obligation bonds of the District to provide moneys for public infrastructure purposes consistent with The General Plan of Vistancia North Community Facilities District (hereinafter referred to as the “General Plan”).

b. Such bonds may not be issued unless approved at an election ordered and called to submit to the qualified electors of the District or to those persons who will be qualified to vote pursuant to Section 48-707(G), Arizona Revised Statutes [being, if no person has registered to vote within the area to be included within the boundaries of the District within fifty (50) days immediately preceding any scheduled election date, the owners of land within the District who will be qualified electors of the State of Arizona and other landowners according to Section 48-3043, Arizona Revised Statutes (hereinafter referred to as the “qualified electors”),] the question of authorizing the District Board to issue such bonds (hereinafter referred to as the “Bonds”).

c. The Board of Directors of the District (hereinafter called the “District Board”) deemed it necessary and advisable to order and call such an election and to establish the procedures whereby such election should be held and did so pursuant to Resolution No. VNCFD 2020-01 adopted on August 18, 2020 (hereinafter referred to as the “Organizational Resolution”), which provided that a special election be held on October 13, 2020 (hereinafter

referred to as the “Election”), at which time there was submitted to the qualified electors of the District the questions set forth in the official ballot described in the Organizational Resolution.

d. The election board for the Election filed with the District Board its returns of election and the ballots cast at the polling place, and the District Board canvassed the returns of the Election and determined (1) that a total of one (1) ballot(s) had been cast in response to the questions submitted, that in answer to the questions submitted, such ballot(s) was/were marked “Bonds, Yes” and no ballots were marked “Bonds, No” with respect to the issuance of the Bonds; (2) that the Election had been conducted and the returns thereof made as required by law and (3) that only qualified electors were permitted to vote at the Election.

e. Pursuant to Resolution No. VNCFD 2020-02 adopted by the District Board on October 20, 2020, the District Board found and determined that a majority of the votes cast by the qualified electors voting at the Election voted “Bonds, Yes” and that the Bonds in up to and including \$50,000,000, aggregate principal amount are therefore authorized to be sold and issued.

f. The District Board has caused \$15,987.19 aggregate principal amount of the Bonds, designated General Obligation Bonds, Taxable Series 2021 and dated September 9, 2021, to be sold and issued, no amount of which remains outstanding and unpaid.

g. Pursuant to Section 48-719, Arizona Revised Statutes, the District Board (1) hereby determines to authorize the sale and issuance of the second series of the Bonds (hereinafter referred to as the “Second Series of the Bonds”) to provide funds for expenses of the District incident and reasonably necessary to carry out the purposes specified in Section 48-701(13), Arizona Revised Statutes, and (2) shall enter in its minutes a record of the Second Series of the Bonds sold and their numbers and dates and 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 to pay debt service with respect to the Second Series of the Bonds when due.

h. The District Board hereby further determines that (1) the proposed amount of indebtedness evidenced by the Second Series of the Bonds will not exceed the estimated cost of the public infrastructure improvements to be financed with the proceeds of the sale thereof plus all costs connected with the public infrastructure purposes related thereto and sale and issuance of the Second Series of the Bonds; and (2) the total aggregate outstanding amount of the Second Series of the Bonds will 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 by the District (based upon information received from the Assessor of Maricopa County, Arizona, hereby found and determined to be not less than \$333,333) all as provided in Section 48-708, Arizona Revised Statutes.

i. All formal actions concerning and relating to the passage of this Resolution were taken in an open meeting, in compliance with all legal requirements, and all things required to be done preliminary to the authorization, sale and issuance of the Second Series of the Bonds have been duly done and performed in the manner required by law, and the

District Board is now empowered to proceed with the sale and issuance of the Second Series of the Bonds.

2. a. Approval of Sale and Issuance of Second Series of the Bonds. The Second Series of the Bonds are hereby authorized to be issued as a series of general obligation bonds of the District to be designated “General Obligation Bonds, Taxable Series 2023.” The District Chief Financial Officer is hereby authorized and directed to determine on behalf of the District: (1) the dated date (but not later than December 1, 2023) and aggregate principal amount (but not to exceed \$200,000) of the Second Series of the Bonds; (2) the final principal and maturity and optional and mandatory redemption schedule of the Second Series of the Bonds (but the Second Series of the Bonds not to mature more than five (5) years from their date of issuance); (3) the interest rate on the Second Series of the Bonds (but not to exceed eight percent (8%) per annum) and the dates for payment of such interest (hereinafter referred to as “interest payment dates”); and (4) the sales date and other terms of sale of the Second Series of the Bonds including their placement and sale (including placement agent compensation and original issue premium and discount).

b. Forms, Terms and Provisions, and Execution and Delivery, of Second Series of the Bonds.

1. The Second Series of the Bonds shall be issued as a single bond and registered in the name of the entity with which the Second Series of the Bonds are placed (hereinafter referred to as the “Purchaser”) and shall bear interest from their date to the maturity of the Second Series of the Bonds, payable on the interest payment dates.

2. The principal of and interest on the Second Series of the Bonds shall be payable in lawful money of the United States of America. The final payment of principal and interest on the Second Series of the Bonds shall be payable at maturity upon presentation and surrender thereof at the office of the District Chief Financial Officer; payments with regard to redemption shall automatically reduce the principal payable at maturity of the Second Series of the Bonds without, in case of mandatory redemption, notice and with, in the case of optional redemption, notice as provided in the Bonds and interest on the Second Series of the Bonds (other than the final payment thereof) shall be payable by check, dated as of the interest payment date, mailed to owner of the Second Series of the Bonds.

3. (A) The bonds of the Second Series of the Bonds (including the form of certificate of authentication and form of assignment therefor) shall be in substantially the form set forth in the Exhibit attached hereto. There may be such necessary and appropriate omissions, insertions and variations as are permitted or required hereby and are approved by those officers executing the bonds of the Second Series of the Bonds in such form. Execution thereof by such officers shall constitute conclusive evidence of such approval.

(B) The bonds of the Second Series of the Bonds may have notations, legends or endorsements required by law, securities exchange rule or usage. Each bond of the Second Series of the Bonds shall show both the date of the issue and the date of authentication and registration of each Bond.

(C) The bonds of the Second Series of the Bonds shall be executed for and on behalf of the District by the Chairman or Vice Chairman of the District Board and attested by the District Clerk. Such signature may be by mechanical reproduction; however, such officer shall manually sign a certificate adopting as and for such signature on the bonds of the Second Series of the Bonds the respective mechanically reproduced signature affixed to such bonds.

(D) If an officer whose signature is on a bond of the Second Series of the Bonds no longer holds that office at the time such bond is authenticated and registered, such bond shall nevertheless be valid and binding so long as such bond would otherwise be valid and binding.

(E) A bond of the Second Series of the Bonds shall not be valid or binding until authenticated by the manual signature of an authorized representative of the District Chief Financial Officer. The signature of the District Chief Financial Officer shall be conclusive evidence that such bond has been authenticated and issued pursuant to this Resolution.

4. In case any bond of the Second Series of the Bonds becomes mutilated or destroyed or lost, the District shall cause to be executed and delivered a new bond, of like type, date, maturity 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 registered owner paying the reasonable expenses and charges of the District in connection therewith and, in the case of a bond destroyed or lost, filing with the District Chief Financial Officer by the registered owner evidence satisfactory to the District Chief Financial Officer that such bond was destroyed or lost, and furnishing the District Chief Financial Officer with a sufficient indemnity bond pursuant to Section 47-8405, Arizona Revised Statutes.

5. The Second Series of the Bonds may not be transferred or exchanged.

3. a. Authorization to Execute and Deliver. The District Chief Financial Officer is hereby authorized to execute and deliver the written order of the District for the authentication and delivery of the Second Series of the Bonds.

b. Other Actions Necessary. The District Chief Financial Officer, the District Clerk and the other officers of the District shall take all actions necessary or reasonably required to carry out, give effect to and consummate the transactions contemplated by this Resolution, including without limitation, the closing and other documents required to be delivered in connection with the sale and delivery of the Second Series of the Bonds. (The persons who shall so take such actions shall be the persons holding such offices at the time of the initial issuance and delivery of the Second Series of the Bonds.)

c. Tax Levy.

1. For each year while any bond of the Second Series of the Bonds is outstanding, the District Board shall annually levy and cause to be collected 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, to pay debt service with respect to the Second Series of the Bonds when due.

2. Moneys derived from the levy of the tax provided for in this Section with respect to the Second Series of the Bonds when collected constitute funds to pay debt service with respect to the Second Series of the Bonds and shall be kept separately from other funds of the District.

3. The District Board shall make annual statements and estimates of the amount to be raised to pay debt service with respect to the Second Series of the Bonds. The District Board shall file the annual statements and estimates with the Clerk of the City of Peoria, Arizona (hereinafter referred to as the "Municipality"), 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 Municipality, 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 Board of Supervisors of Maricopa County, Arizona, and to the Department of Revenue of 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.

4. Any other general obligation bonds of the District hereafter issued will be secured on a parity basis as to the collection and application of property tax revenues of the District with the bonds of the Second Series of the Bonds, and such property taxes will be allocated to each such series of general obligation bonds in accordance with any debt service then due, taking into account other funds held by the District for such payment. Property tax revenues allocated for any such series of bonds shall be set aside separately for such series.

d. No Obligation of Municipality. Neither the full faith and credit nor the general taxing power of the Municipality is pledged to the payment of the Second Series of the Bonds. Nothing contained in this Resolution, the Bond Documents or any other instrument related to the Second Series of the Bonds shall be construed as obligating the Municipality or as incurring a charge upon the general credit or any other credit or revenues of the Municipality nor shall the breach of any agreement contained in this Resolution or any other instrument or documents executed in connection therewith impose any charge upon the general credit or any other credit or revenues of the Municipality.

f. Use of Proceeds. The proceeds from the sale of the Second Series of the Bonds shall be set aside and deposited by the District Chief Financial Officer in a separate fund. The proceeds of the sale of the Second Series of the Bonds shall be expended only for the purposes set forth in the ballot used at the Election and as provided in the District Development, Financing Participation and Intergovernmental Agreement (Vistancia North Community Facilities District), dated as of September 1, 2020, as amended, to which the District is a party.

4. a. Repeal of this Resolution. After any of the bonds of the Second Series of the Bonds are delivered upon receipt of payment therefor, this Resolution shall be and remain irrevocable until the bonds of the Second Series of the Bonds and the interest thereon shall have been fully paid, canceled and discharged.

b. Severability. 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.

c. Effect. This Resolution shall constitute a contract between the District and the registered owners of the Second Series of the Bonds and shall not be amended in any manner which would impair, impede or lessen the rights of the registered owners of the Second Series of the Bonds then outstanding.

d. Inconsistencies. All resolutions or parts thereof inconsistent herewith are hereby waived to the extent only of such inconsistency.

e. Effective Date. This Resolution shall be effective immediately.

f. Ratification. All actions of the officers and agents of the District including the District Board which conform to the purposes and intent of this Resolution and which further the issuance and sale of the Second Series of the Bonds as contemplated by this Resolution, whether heretofore or hereafter taken, 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.

[Remainder of page left blank intentionally.]

PASSED by the Board of Directors of Vistancia North Community Facilities District this 25th day of April 2023.

.....
Chairman, Board of Directors, Vistancia North
Community Facilities District

ATTEST:

.....
District Clerk, Vistancia North Community
Facilities District

APPROVED AS TO FORM:

.....
District Counsel, Vistancia North Community
Facilities District

* * *

ATTACHMENT:

EXHIBIT -- Form of Bond

EXHIBIT

[FORM OF BOND]

UNITED STATES OF AMERICA
STATE OF ARIZONA

VISTANCIA NORTH COMMUNITY FACILITIES DISTRICT
(PEORIA, ARIZONA)
GENERAL OBLIGATION BOND, TAXABLE SERIES 2023

Interest Rate	Maturity Date	Original Issue Date	CUSIP No.
.....%	July 15,, 20....	92841A

REGISTERED OWNER:

PRINCIPAL AMOUNT: DOLLARS

Vistancia North Community Facilities District, a community facilities district duly formed pursuant to Title 48, Chapter 4, Article 6, Arizona Revised Statutes (the “District”), for value received, hereby promises to pay to the aforesaid registered owner, the aforesaid principal amount on the aforesaid maturity date unless earlier redeemed, and to pay interest on the principal amount from the date as of which this Bond is dated as indicated hereinabove at the aforesaid interest rate on 15,, and on each 15 and 15 thereafter (each an “interest payment date”) to the maturity of this Bond unless earlier redeemed. The last payment of principal of and interest on this Bond is payable upon presentation and surrender hereof at the office of the District Chief Financial Officer. Payments with respect to redemption of this Bond shall automatically reduce the principal payable at maturity without notice in the case of mandatory redemption. Interest on this Bond (other than the final payment thereof) is payable by check, dated as of the interest payment date, mailed to the registered owner hereof, at the address specified by such registered owner.

The principal of and interest on this Bond are payable in lawful money of the United States of America, on the respective dates when principal and interest become due.

This Bond is one of a series of bonds indicated above (the “Bonds”) in the aggregate principal amount of \$.....,000 of like tenor except as to number, issued by the District pursuant to a resolution of the Board of Directors of the District, duly adopted prior to the issuance hereof, all of the terms of which are hereby incorporated herein (the “Resolution”), and pursuant to the Constitution and laws of the State of Arizona relative to the sale and issuance of general obligation bonds of community facilities districts, and all amendments thereto, and all other laws of the State of Arizona thereunto enabling.

The Bonds are issuable only as a single fully registered bond. The Bonds may not be transferred or exchanged.

The Bonds are subject to optional redemption prior to maturity on any date in any principal amount upon thirty days written notice to the registered owner by the payment of such principal amount plus interest accrued to the date fixed for redemption, but without premium.

The Bonds shall be redeemed prior to maturity on July 15, in the years and amounts set forth below, by payment of such principal amount plus interest accrued to the date fixed for redemption, but without a premium:

Year	Principal Amount
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A remaining principal amount of \$.....,000 shall mature on July 15,

The Bonds are payable, equally and ratably with other general obligation bonds of the District from the proceeds of 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 within the boundaries of the District, sufficient to pay debt service on the Bonds when due.

NEITHER THE FULL FAITH AND CREDIT NOR THE GENERAL TAXING POWER OF THE CITY OF PEORIA, ARIZONA, OR THE STATE OF ARIZONA OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE ISSUER) IS PLEDGED TO THE PAYMENT OF THE BONDS.

This Bond shall not be entitled to any security or benefit under the Resolution or be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been signed by the District Chief Financial Officer.

It is hereby certified, recited and declared (i) that all conditions, acts and things required by the Constitution and laws of the State of Arizona to happen, to be done, to exist and to be performed precedent to and in the issuance of this Bond and of the series of which it is one, have happened, have been done, do exist and have been performed in regular and due form and time as required by law; (ii) that the obligation evidenced by the series of Bonds of which this is one, together with all other existing indebtedness of the District, does not exceed any applicable constitutional or statutory limitation; and (iii) that due provision has been made for the levy and collection of a direct, annual, *ad valorem* tax upon taxable property within the District, over and above all other taxes authorized or limited by law, sufficient to pay the principal hereof and the interest hereon as each becomes due.

IN WITNESS WHEREOF, VISTANCIA NORTH COMMUNITY FACILITIES DISTRICT, has caused this Bond to be executed in the name of the District by the facsimile signature of the of the Board of Directors of the District.

VISTANCIA NORTH COMMUNITY FACILITIES DISTRICT

By.....
.....

ATTEST:

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CERTIFICATE OF AUTHENTICATION

This Bond is one of the Vistancia North Community Facilities District (Peoria, Arizona) General Obligation Bonds, Taxable Series 2023 described in the within mentioned Resolution.

Date of Authentication:

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District Chief Financial Officer