

RESOLUTION NO. CFD EM1 RES2

A RESOLUTION DECLARING THE RESULTS OF AND ADOPTING A CERTIFICATE OF RESULT OF THE GENERAL OBLIGATION BOND AND OPERATION AND MAINTENANCE AD VALOREM TAX ELECTION HELD IN AND FOR THE DISTRICT AND ORDERING THE RECORDING OF SUCH CERTIFICATE

BE IT RESOLVED BY THE DISTRICT BOARD OF EASTMARK COMMUNITY FACILITIES DISTRICT NO. 1 (CITY OF MESA, ARIZONA) as follows:

1. Findings.

A. Eastmark Community Facilities District No. 1 (City of Mesa, Arizona) (hereinafter referred to as the "*District*") is authorized (1) by Section 48-719, Arizona Revised Statutes, as amended, to issue and sell general obligation bonds of the District to provide moneys for certain "public infrastructure purposes" consistent with the "general plan" of the District [as such terms are defined in Title 48, Chapter 4, Article 6, Arizona Revised Statutes, as amended (hereinafter referred to as the "*Act*")]; and (2) by Section 48-723 of the Act to levy an ad valorem tax to provide for the payment of the District's operation and maintenance expenses.

B. Such general obligation bonds may not be issued and such ad valorem tax to pay operation and maintenance expenses may not be levied unless approved at an election ordered and called to submit to the qualified electors of the District (hereinafter referred to as "*qualified electors*") or to those persons who are qualified to vote pursuant to Section 48-707(G), Arizona Revised Statutes, as amended, being, if no person has registered to vote within the District within twenty-nine (29) days immediately preceding any scheduled election date, the owners of land within the District who are qualified electors of the State of Arizona and other landowners according to Section 48-3043, Arizona Revised Statutes, as amended (hereinafter referred to as the "*Landowners*" and in either case hereinafter referred to as, collectively, the "*Electors*") the question of authorizing the governing board of the District (hereinafter referred to as the "*District Board*") to issue such general obligation bonds for such purposes set forth in the ballot and the question authorizing the District Board to levy such ad valorem tax to pay operation and maintenance expenses.

C. 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. CFD EM1 RES 1 ordering and calling a general obligation bond and operation and maintenance ad valorem tax election adopted by the District Board on April 23, 2012, which provided that a special election, in and for the District, be held on May 17, 2012 (hereinafter referred to as the "*Election*"). No person had registered to vote within the District within twenty-nine (29) days immediately preceding the Election or at any other time prior to the Election. On May 17, 2012, there was submitted to the Electors of the District the questions set forth in the official ballot described in Resolution No. CFD EM1 RES 1.

D. The election board for the Election has filed with the District Board its returns of election and the ballots cast at the polling place, and, within fourteen days after the election, the District Board has canvassed the returns of the Election and determined:

(1) that no persons who would constitute resident qualified electors resided in the District;

(2) that Landowners of the land according to A.R.S. § 48-3043 were eligible to vote;

(3) that the total number of votes eligible to be cast (equal to the number of acres or portions thereof rounded upward to the nearest one-fifth of an acre) equaled 2,170.8 acres;

(4) that a total of 1 ballot representing all of the acres in the District (2,170.8 acres) had been cast by Landowners in response to Question No. 1, that 2,170.8 votes were marked "Bonds, Yes" and 0 votes were marked "Bonds, No";

(5) that a total of 1 ballot representing all of the acres in the District (2,170.8 acres) had been cast by Landowners in response to Question No. 2, that 2,170.8 votes were marked "Tax, Yes" and 0 votes were marked "Tax, No";

(6) that the Election had been conducted and the returns thereof made as required by law; and

(7) that only qualified electors (none) and Landowners of land within the District were permitted to vote at the Election.

2. Canvass. After careful examination of the official returns of the Election, it is found and determined by the District Board as follows:

A. That a majority of the votes cast by the Electors voting at the Election voted in favor of the questions shown on Exhibit A attached hereto.

B. That up to and including \$435,000,000 aggregate principal amount of general obligation bonds are therefore authorized to be issued and sold and the District Board, and that the District Board has been authorized to levy and collect an annual ad valorem tax on the assessed value of all real and personal property in the District at a rate of not to exceed thirty cents per one hundred dollars of assessed valuation, such taxes to be applied to the operation and maintenance expenses of the District;

C. That the Chairman of the District Board shall execute, and the District Clerk attest, the "Certificate of Result of Election" attached as Exhibit B hereto; and

D. That the District Clerk is hereby directed to record the attached "Certificate of Result of Election" in the Office of the County Recorder of Maricopa County, Arizona; to return said copy with the recording date shown therein to the official records of the District; and to provide a copy thereof to the State Real Estate Department.

3. Effective Date. This resolution shall be effective immediately.

PASSED by the District Board of Eastmark Community Facilities District No. 1
(City of Mesa, Arizona) on May 21, 2012.

**EASTMARK COMMUNITY FACILITIES
DISTRICT NO. 1(CITY OF MESA,
ARIZONA)**

ATTEST:

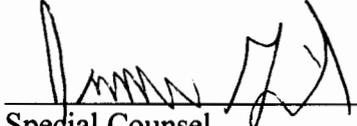


Chairman, District Board



District Clerk

APPROVED AS TO FORM



Special Counsel



Exhibit A Ballot
Exhibit B Certificate of Results of Election

EXHIBIT A

Number of acres owned _____

OFFICIAL BALLOT

**GENERAL OBLIGATION BOND AND OPERATION AND MAINTENANCE AD VALOREM TAX SPECIAL ELECTION
FOR EASTMARK COMMUNITY FACILITIES DISTRICT NO. 1
(CITY OF MESA, ARIZONA)
May 17, 2012**

Question No. 1

Shall the district board (the "Board") of Eastmark Community Facilities District No. 1 (City of Mesa, Arizona) (the "District") be authorized to issue general obligation bonds of the District, in the denominations, series and form prescribed by the Board, and having the maturities (not exceeding twenty-five (25) years), interest payment dates and interest rates, whether fixed or variable, not exceeding twelve percent (12%) per annum, established by the Board and containing such other terms, conditions, covenants and agreements as the Board deems proper, in the maximum amount of not to exceed four hundred thirty-five million dollars (\$435,000,000) to provide monies: (a) (1) for planning, design, engineering, construction, acquisition or installation of any or all of the following improvements, including necessary or incidental work, whether newly constructed, renovated or existing, and all necessary or desirable appurtenances ("public infrastructure"): (a) sanitary sewage systems, including collection, transport, storage, treatment, dispersal, effluent use and discharge; (b) drainage and flood control systems, including collection, transport, diversion, storage, detention, retention, dispersal, use and discharge; (c) water systems for domestic, industrial, irrigation, municipal or fire protection purposes including production, collection, storage, treatment, transport, delivery, connection and dispersal, but not including facilities for agricultural irrigation purposes unless for the repair or replacement of existing facilities when required by other improvements described herein; (d) highways, streets, roadways and parking facilities including all areas for vehicular use for travel, ingress, egress and parking; (e) areas for pedestrian, equestrian, bicycle or other non-motor vehicle use for travel, ingress, egress and parking; (f) pedestrian malls, parks, recreational facilities other than stadiums, and open space areas for the use of members of the public for entertainment, assembly and recreation; (g) landscaping, including earthworks, structures, lakes and other water features, plants, trees and related water delivery systems; (h) public buildings, public safety facilities and fire protection facilities; (i) lighting systems, (j) traffic control systems and devices, including signals, controls, markings and signage; and (k) equipment, vehicles, furnishings and other personalty related to such items, (2) acquiring, converting, renovating or improving existing facilities for public infrastructure; (3) acquiring interests in real property for public infrastructure; (4) establishing reserves to secure payment of debt service on bonds; (5) funding and paying from bond proceeds interest accruing on bonds for a period of not to exceed three (3) years from their date of issuance; (6) refinancing any matured or unmatured bonds with new bonds; and (7) expenses of the District incident to and reasonably necessary to carry out the purposes specified in this paragraph (clauses (1) through (7), both inclusive, being "public infrastructure purposes"); and (b) for repaying all or part of the amounts advanced by land-owners for public infrastructure purposes set forth above; such bonds shall be payable from a tax levied and collected annually on all taxable property in the District, sufficient to pay interest on such bonds when due and to redeem such bonds when they mature, as authorized by the constitution and laws of the State of Arizona, including particularly (but not by way of limitation) Title 48, Chapter 4, Article 6, Arizona Revised Statutes, together with all amendments and additions thereto?

The voter shall place a mark in the square opposite the words "Bonds, Yes" or "Bonds, No", whichever words express the voter's choice.

BONDS, YES
BONDS, NO

Question No. 2

Shall the District Board of Eastmark Community Facilities District No. 1 (City of Mesa, Arizona) (the "District") be authorized to levy and collect an annual ad valorem tax on the assessed value of all real and personal property in the District at a rate not to exceed thirty cents (30¢) per one hundred dollars (\$100) of assessed valuation of all real and personal property in the District, such taxes to be applied to the operation and maintenance expenses of the District, in accordance with the constitution and laws of the State of Arizona, including particularly (but not by way of limitation) Section 48-723, Arizona Revised Statutes, as amended?

The voter shall place a mark in the square opposite the words "Tax, Yes" or "Tax, No", whichever words express the voter's choice.

TAX, YES
TAX, NO

NOTICE TO VOTERS:

The voter shall indicate his vote on each question by inserting a mark in the square opposite the phrase which expresses his choice. Only qualified electors of the District are eligible to vote at this special election. The voter understands that the vote cast will constitute the vote for all of the acres owned by the voter.

EXHIBIT B

When recorded, return to:

Mr. Scott W. Ruby, Esq.
Gust Rosenfeld P.L.C.
One East Washington Street, Suite 1600
Phoenix, Arizona 85004-2553

CERTIFICATE OF RESULT OF ELECTION BY THE DISTRICT BOARD OF EASTMARK COMMUNITY FACILITIES DISTRICT NO. 1 (CITY OF MESA, ARIZONA), RELATIVE TO THE SPECIAL ELECTION HELD ON MAY 17, 2012.

The District Board of Eastmark Community Facilities District No. 1 (City of Mesa, Arizona), hereby certifies as follows:

1. Pursuant to the resolution passed and adopted by the District Board on April 23, 2012, an election was duly and regularly held on May 17, 2012, for the purpose of approving the issuance and sale of bonds in the total principal amount of \$435,000,000 and approving the levy of an ad valorem tax for payment of operation and maintenance costs in the District.

2. The election has been conducted and the official returns thereof have been filed as required by law and the total number of votes cast at the special bond election in answer to the question submitted were as follows:

<u>QUESTION NUMBER</u>	<u>VOTES, YES</u>	<u>VOTES, NO</u>
Question 1 - \$435,000,000 General Obligation Bonds	2,170.8	0
Question 2 – Operation and Maintenance Tax	2,170.8	0

3. Each and every person who voted at the special election was a lawful elector of the District.

4. The majority of the votes cast at the election was in favor of the issuance and sale of the bonds described in the official ballot.

5. The majority of the votes cast at the election was in favor of the levy of the ad valorem tax to provide for payment of the operation and maintenance expenses of the District.

IN WITNESS WHEREOF, the Chairman of this Board has hereunto placed his hand and caused the same to be attested by the Clerk on May 21, 2012.



Chairman, District Board

ATTEST:



Interim Clerk



THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF MARICOPA COUNTY, ARIZONA, AND A COPY OF THIS DOCUMENT, ONCE RECORDED, SHALL BE FILED WITH THE ARIZONA STATE REAL ESTATE DEPARTMENT