

RESOLUTION NO. CFD EM1 RES 79

RESOLUTION OF THE BOARD OF DIRECTORS OF EASTMARK COMMUNITY FACILITIES DISTRICT NO. 1 (CITY OF MESA, ARIZONA), APPROVING THE FEASIBILITY REPORT RELATING TO THE ACQUISITION AND FINANCING OF CERTAIN IMPROVEMENTS BENEFITING THE DISTRICT; DECLARING ITS PRELIMINARY INTENTION TO ISSUE NOT TO EXCEED \$15,000,000 OF GENERAL OBLIGATION BONDS TO FINANCE THE ACQUISITION OF CERTAIN IMPROVEMENTS AS DESCRIBED IN THE FEASIBILITY REPORT RELATING TO SUCH IMPROVEMENTS PURSUANT TO THE PROVISIONS OF TITLE 48, CHAPTER 4, ARTICLE 6, ARIZONA REVISED STATUTES, AND ALL AMENDMENTS THERETO.

WHEREAS, pursuant to Arizona Revised Statutes (“A.R.S.”) § 48-715, as amended, the Board of Directors of Eastmark Community Facilities District No. 1 (City of Mesa, Arizona) (the “*District*”), 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 (as such terms are defined in the Act, and are referred to collectively herein as “*Public Infrastructure*”) provided for in the General Plan of the District and to be financed with the proceeds of the sale of general obligation bonds of the District, which Report includes, among other things, a description of the Public Infrastructure 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 notice of the public hearing on the Report and (ii) provided the Report and notice of the public hearing on the Report to the City Council of the City of Mesa, Arizona. A public hearing on the Report was held on the date hereof, after provision for publication of notice thereof as provided by law; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF EASTMARK COMMUNITY FACILITIES DISTRICT NO. 1 (CITY OF MESA, ARIZONA), that:

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.

“*Bonds*” shall mean the District’s General Obligation Bonds, Series 2019.

“*District*” shall mean Eastmark Community Facilities District No. 1 (City of Mesa, Arizona).

“*District Board*” shall mean this Board of Directors of the District.

“*District Clerk*” shall mean the Clerk of the District.

“*Project*” shall mean the acquisition of the Public Infrastructure described in the Report, including, particularly, the acquisition by the District of the Public Infrastructure described on Exhibit A hereto.

“*Report*” shall mean the Feasibility Report dated September 5, 2019, pertaining to the Project 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.

Section 2. Approval of Feasibility Report. Published notice of the public hearing on the Report has been provided by the District Clerk not less than ten (10) days in advance of the date of the public hearing on the Report and such publication is hereby ratified and approved. The District Clerk has provided the Report and notice of public hearing on the Report to the governing body of the City of Mesa, Arizona, not less than ten (10) days in advance of the date of the public hearing. Based on the review by this District Board and the presentation of the Report at the public hearing on September 5, 2019, the Report is hereby adopted and approved in the form submitted to this District Board.

Section 3. Resolution of Intent. Pursuant to A.R.S. § 48-715, as amended, this District Board hereby identifies the Public Infrastructure 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 Report, for any and all purposes of the 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.

Section 4. Preliminary Intent to Issue and Sell Bonds. This District Board hereby declares its intent to proceed with the financing of the Project in substantially the manner presented in the Report, and if such financing is consummated, to acquire the Project. In accordance with the Report, the Bonds shall be in an amount not to exceed \$15,000,000. Nothing contained in this resolution shall be construed to limit the District Board’s sole and absolute discretion in making its final decision to issue bonds to finance the acquisition of the Project, including the Bonds.

Section 5. No Obligation of City. Neither the full faith and credit nor the general taxing power of the City of Mesa, Arizona, 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 of Mesa, Arizona, 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 Act) for the Bonds.

Section 6. 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 7. Repeal of Resolution. After any of the Bonds are authenticated and delivered upon receipt of payment therefor in accordance with the proceedings authorizing the issuance of the Bonds, this resolution shall be and remain irrepealable until the Bonds and the interest thereon shall have been fully paid, canceled and discharged.

Section 8. 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 hereof.

Section 9. Effective Date. This resolution shall be effective immediately.

PASSED, ADOPTED AND APPROVED on September 5, 2019.

ATTEST:

DeAnn Mickelsen
District Clerk

APPROVED AS TO FORM:

Zachary D. Sneed
Sherman & Howard L.L.C., Bond Counsel

John Ghr
Chairman, Board of Directors



Attachments: Exhibit A – Description of Project

CERTIFICATE

I hereby certify that the above and foregoing resolution was duly passed by the Board of Directors of Eastmark Community Facilities District No. 1 (City of Mesa, Arizona) at a regular meeting held on September 5, 2019, and that a quorum was present thereat and that the vote thereon was 4 ayes and 0 nays; 3 did not vote or were absent.

DeAnn Mickelsen
District Clerk

EXHIBIT A

“Project” shall mean 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 following, together with all other costs related to the issuance of any Bonds:

	Acquisition Project Description	Total Estimated Cost	Certified Engineer's Cost	To Be Paid By the Bonds	Paid by the Prior Bonds	Eligible for Funding From Future Bonds	Completion Date ^a
1	S864 Signal Butte Road	\$1,017,996.57	\$1,017,996.57	\$1,017,996.57	\$0.00	\$0.00	09/2017
	Construction of approximately 2,936 feet of half-street improvements. Improvements include two lanes in one direction, potable water, storm drains, concrete curb and gutter, sidewalk, paving, striping, signage, street lights, street sleeves, landscaping, and irrigation. All improvements are shown on approved plans dated June 29, 2016 by the City, which may be amended from time to time to allow for future uses.						
2	S868 Point Twenty-Two Blvd	2,934,928.97	2,934,928.97	2,934,928.97	0.00	0.00	08/2018
	Construction of approximately 2,426 feet of half-street improvements and landscaped median with one lane in each direction tying into existing four-lane, full street improvements in E. Point Twenty-Two Blvd. Improvements include installation of sewer, potable water, storm drains, concrete arch culvert and pedestrian underpass, dry utilities, concrete curb and gutter, sidewalk, paving, striping, signage, street lights, traffic signal conduit, street sleeves, entry monuments, landscaping and irrigation. All improvements are shown on approved plans dated March 29, 2017 by the City, which may be amended from time to time to allow for future uses.						
3	S869 Inspirian Pkwy	1,334,870.55	1,334,870.55	496,572.55	838,298.00	0.00	08/2018
	Construction of approximately 1,835 feet of two-lane, full street surface improvements tying into existing improvements in S. Inspirian Parkway. Improvements include installation of potable water, storm drains, dry utilities, concrete curb and gutter, sidewalk, paving, striping, signage, street lights, traffic signal conduit, street sleeves, entry monuments, landscaping and irrigation. All improvements are shown on approved plans dated February 27, 2017 by the City, which may be amended from time to time to allow for future uses.						
4	S870 TS Ray & Signal Butte Road	140,991.70	140,991.70	140,991.70	0.00	0.00	09/2018
	Construction of the installation of a four-way traffic signal located at the intersection of Ray Road and Signal Butte Road. All improvements are shown on approved plans dated March 6, 2017 by the City, which may be amended from time to time to allow for future uses.						
5	S872 Eastmark Pkwy, Phase 1	1,570,439.63	1,570,439.63	1,570,439.63	0.00	0.00	11/2018
	Construction of approximately 2,050 feet of half-street improvements with a landscaped raised median with one lane in each direction tying into existing improvements in E. Point Twenty-Two Blvd. Improvements include installation of sewer, potable water, storm drains, dry utilities, concrete curb and gutter, sidewalk, paving, striping, signage, street lights, traffic signal conduit, street sleeves, neighborhood entry monuments, landscaping and irrigation. All improvements are shown on approved plans dated November 13, 2017 by the City, which may be amended from time to time to allow for future uses.						

Acquisition Project Description	Total Estimated Cost	Certified Engineer's Cost	To Be Paid By the Bonds	Paid by the Prior Bonds	Eligible for Funding From Future Bonds	Completion Date ^a
6 S873 TS Eastmark Pkwy & Point Twenty-Two Blvd	\$210,459.00	\$210,459.00	\$210,459.00	\$0.00	\$0.00	08/2019
	Construction of the installation of a four-way traffic signal at the intersection of Eastmark Parkway and Point Twenty-Two Blvd. All improvements are shown on approved plans dated November 29, 2017 by the City, which may be amended from time to time to allow for future uses.					
7 S875 TS Copernicus & Ray Road	288,290.00	288,290.00	288,290.00	0.00	0.00	08/2019
	Construction of the installation of a four-way traffic signal located at the intersection of Ray Road and S. Copernicus. All improvements are as shown on approved plans dated December 30, 2017 by the City, which may be amended from time to time for future uses.					
8 S874 TS Ellsworth & Point Twenty-Two Blvd	235,903.00	235,903.00	235,903.00	0.00	0.00	08/2019
	Construction of the installation of a new three-way traffic signal at the intersection of Point Twenty-Two Blvd and Ellsworth Road. All improvements are shown on approved plans dated March 9, 2018 by the City, which may be amended from time to time to allow for future uses.					
9 S882 TS Modification at Ray Road	140,839.00	140,839.00	140,839.00	0.00	0.00	08/2019
	Construction of the modification of the existing traffic signal at Ellsworth Road and Ray Road North Alignment with new equipment. All improvements are shown on approved plans dated March 9, 2018 by the City, which may be amended from time to time for future uses.					
10 S876 Ellsworth Road Widening	1,509,352.85	1,509,352.85	1,509,352.85	0.00	0.00	08/2019
	Construction of widening the existing east half street to add a third lane for approximately 1,336 feet and adding a left turn lane within, the Ellsworth raised median at Point Twenty-Two Blvd. Improvements shall include installation of concrete curb and gutter, pavement, sidewalk, striping, signage, traffic signal conduit, street sleeves, landscaping, irrigation, 21-inch to 24-inch sewer, fire hydrants, 16-inch potable waterline dip section, and storm drains. All improvements are shown on approved plans dated March 9, 2018 by the City, which may be amended from time to time to allow for future uses.					
11 S877 Point Twenty-Two Blvd to Copernicus	3,754,891.26	3,754,891.26	1,818,183.11	0.00	1,936,708.15	08/2019
	Construction of approximately 2,920 feet of full street surface improvements with landscape installed at back of curb to the detached sidewalk and within the raised median. The street improvements include two lanes in each direction tying into existing Ellsworth Road and Copernicus on either ends with concrete curb and gutter, sidewalk, paving, striping, signage, street lights, street sleeves, landscaping and irrigation. Underground utility improvements include 8-inch sewer, 24-inch potable water with various lateral stubs, 18-inch to 36-inch storm drains and dry utilities. All improvements are shown on approved plans dated March 9, 2018 by the City, which may be amended from time to time to allow for future uses.					

Acquisition Project Description	Total Estimated Cost	Certified Engineer's Cost	To Be Paid By the Bonds	Paid by the Prior Bonds	Eligible for Funding From Future Bonds	Completion Date ^a
12 S880 Point Twenty-Two Blvd Copernicus to Eastmark Pkwy	\$921,016.06	\$921,016.06	\$921,016.06	0.00	0.00	08/2019
		Construction of approximately 2,426 feet of the north half-street improvements including a small portion of raised and landscaped median not constructed with the south half-street improvements. Improvements include concrete curb and gutter, sidewalk, pavement, striping, signage, streetlights, traffic signal conduit, street sleeves, landscaping, irrigation tying into existing controller and storm drains. All improvements are shown on approved plans dated June 12, 2017 by the City, which may be amended from time to time to allow for future uses.				
13 S865 Signal Butte Road 2 South	1,308,843.76	1,308,843.76	1,308,843.76	0.00	0.00	07/2018
		Construction of approximately 1,900 feet of half-street surface improvements to include concrete curb and gutter, sidewalk, paving, striping, signage, street lights, street sleeves, landscaping and landscape irrigation. The improvements also consist of the installation of a 24-inch waterline for a portion of the roadway. All improvements are shown on approved plans dated August 2017 by the City, which may be amended from time to time to allow for future uses.				
14 S866 Williamsfield Half-Street	2,406,183.80	2,406,183.80	2,406,183.80	0.00	0.00	07/2018
		Construction of approximately 3,700 feet of half-street surface improvements to include concrete curb and gutter, sidewalk, paving, striping, signage, street lights, street sleeves, landscaping and landscape irrigation. The improvements also consist of the installation of an 18-inch storm drain and a 24-inch waterline for a portion of the roadway. All improvements are shown on approved plans dated August 2017 by the City, which may be amended from time to time to allow for future uses.				
Totals	\$17,775,006.15	\$17,775,006.15	\$15,000,000.00	\$838,298.00	\$1,936,708.15	

^a Represents the date the Public Infrastructure was constructed, which may differ from the date that it was accepted by the District/City.

* Proceeds of the Bonds are reasonably expected to be used to finance the acquisition of all or a portion of the Project upon acceptance by the District and the City of such Public Infrastructure pursuant to the terms of the Development, Financing Participation, Waiver and Intergovernmental Agreement recorded May 11, 2012 at Document No. 2012-0401237 in the records of Maricopa County, Arizona, as amended, and the terms and provisions of all applicable laws, ordinances, codes and rules. All interests in such Public Infrastructure financed by the District will be dedicated or otherwise transferred to the City after acceptance. Additional portions of Public Infrastructure, as contemplated by the District's formation documents, may be constructed and will be subject to administrative approval by the District before such Public Infrastructure is eligible for funding from future bonds, if any.