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PHOENIX AZ 85016



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RESOLUTION NO. 2014-383

A RESOLUTION OF THE MAYOR AND COMMON COUNCIL OF THE TOWN OF SAHUARITA, ARIZONA, A MUNICIPAL CORPORATION OF ARIZONA, ORDERING AND DECLARING FORMATION OF RANCHO SAHUARITA COMMUNITY FACILITIES DISTRICT AND APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF A DISTRICT DEVELOPMENT, FINANCING PARTICIPATION AND INTERGOVERNMENTAL AGREEMENT (RANCHO SAHUARITA COMMUNITY FACILITIES DISTRICT)

CERTIFICATE OF CLERK
Town of Sahuarita

State of Arizona }
County of Pima } ss

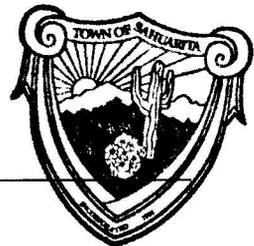
I, Lisa Cole, the duly appointed and qualified Town Clerk of the Town of Sahuarita, Arizona, do hereby certify that the attached is a true and correct copy of Sahuarita Resolution No.2014-383, which was passed and adopted by the Sahuarita Town Council at a meeting held on March 24, 2014, at which a quorum was present.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the Town of Sahuarita, Arizona on March 25, 2014.

*Total of 5 page(s) certified.
Attachments not included.*



Lisa Cole, Town Clerk



SAHUARITA RESOLUTION NO. 2014-383

A RESOLUTION OF THE MAYOR AND COMMON COUNCIL OF THE TOWN OF SAHUARITA, ARIZONA, A MUNICIPAL CORPORATION OF ARIZONA, ORDERING AND DECLARING FORMATION OF RANCHO SAHUARITA COMMUNITY FACILITIES DISTRICT AND APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF A DISTRICT DEVELOPMENT, FINANCING PARTICIPATION AND INTERGOVERNMENTAL AGREEMENT (RANCHO SAHUARITA COMMUNITY FACILITIES DISTRICT).

BE IT RESOLVED BY THE MAYOR AND COMMON COUNCIL OF THE TOWN OF SAHUARITA, ARIZONA, as follows:

1. Findings.

a. On a date prior to the date of the adoption hereof, there was presented to us, the governing body of the Town of Sahuarita, Arizona, an incorporated municipality of the State of Arizona (hereinafter called the "Municipality"), a Petition for Adoption of a Resolution Ordering and Declaring Formation of Rancho Sahuarita Community Facilities District, dated as of even date herewith (hereinafter referred to as the "Petition"), signed by the entities which, on the date hereof, are the owners of all real property as shown on the assessment roll for State and county taxes for Pima County, Arizona, or, if such persons shown on such assessment roll are no longer the owners of land in Rancho Sahuarita Community Facilities District are the entities which are the successor owners which have become known and have been verified by recorded deed or similar evidence of transfer of ownership to be the owners of such real property (hereinafter referred to as the "Petitioner") described in the Petition by metes and bounds to be in the community facilities district, the formation of which is prayed for by the Petitioner in the Petition, pursuant to Title 48, Chapter 4, Article 6, Arizona Revised Statutes, as amended (hereinafter referred to as the "Act").

b. The Petitioner has requested the following:

I.

The name of the community facilities district of which formation is prayed pursuant to the Petition to be "Rancho Sahuarita Community Facilities District" (hereinafter called the "District"),

II.

The District to be formed and exist pursuant to the terms and provisions of the Act as such terms and provisions are modified, waived or restricted pursuant to agreements to be entered into by and among the Petitioner, the Municipality and the District,

III.

The District to contain an area of approximately 943 acres of land, more or less, wholly within the corporate boundaries of the Municipality and to be composed of the land included in the parcels described by metes and bounds as provided in Exhibit "A" to the Petition, which is made a part of the Petition for all purposes and is all the land to be included within the boundaries of the District (hereinafter referred to as the "Property"),

IV.

The District to be a special purpose district for purposes of Article IX, Section 19, Constitution of Arizona, a tax levying public improvement district for the purposes of Article XIII, Section 7, Constitution of Arizona, and a municipal corporation for all purposes of Title 35, Chapter 3, Articles 3, 3.1, 3.2, 4 and 5, Arizona Revised Statutes, as amended; except as otherwise provided in the Act, to be considered a municipal corporation and political subdivision of the State of Arizona separate and apart from the Municipality; and to be formed for, and to have, all the purposes of a "district" as such term is defined, and as provided, in the Act,

V.

The formation of the District to result in the levy of *ad valorem* taxes to pay costs of improvements constructed by the District and for their operation and maintenance,

VI.

The Clerk of the Municipality to accept the filing of a "General Plan for the Proposed Rancho Sahuarita Community Facilities District" for the District setting out a general description of the improvements for which the District is proposed to be formed and the general areas to be improved (hereinafter referred to as the "General Plan"), and

VII.

The Municipality to determine that public convenience and necessity require the adoption of this Resolution.

c. The Petitioner further attested and declared that on the date hereof, as shown on the assessment roll for State and county taxes in Pima County, Arizona, the Property is owned by the Petitioner and shall be benefited from the improvements for which the District is proposed to be formed; that there are no residents on the Property and there shall be no residents within fifty (50) days preceding the first anticipated election of the District; that the District shall be formed and exist pursuant to the terms and provisions of the Act as such terms and provisions are modified, waived or restricted pursuant to agreements to be entered into by and among the Petitioner, the Municipality and the District; that public convenience and necessity require the adoption of this Resolution; and that the Municipality shall in no way be liable for the payment of any of the costs of the public infrastructure described in the General Plan, nor liable for any liability, debt or obligation of the District.

d. After showing the preceding, the Petitioner respectfully prayed that the Petition be properly filed as provided by law and that, as the Petition is signed by all of the owners of the Property and there are not now, and shall not be within fifty (50) days preceding the first anticipated election of the District, residents on the Property, any requirements of posting, publication, mailing, notice, hearing and election otherwise required by the Act in connection with the adoption of this Resolution are waived, the Municipality, on receipt of the Petition, declare the District formed without being required to comply with such provisions for posting, publication, mailing, notice, hearing or election.

e. Pursuant to the Act and Section 9-500.05, Arizona Revised Statutes, as amended, the Municipality, the District, Interchange Opportunity Fund L.L.P. (the "LLP") and Rancho Sahuarita Management Company, L.L.C. (the "LLC") are entering into a "development agreement" to specify, among other things, conditions, terms, restrictions and requirements for "public infrastructure" (as such term is defined in the Act) and the financing of public infrastructure and subsequent reimbursements or repayments over time.

f. With regard to the real property included within the boundaries of the District, the Municipality, the LLP and the LLC determined to specify some of such matters in such an agreement, particularly matters relating to the acquisition or construction of certain public infrastructure by the District, the acceptance thereof by the Municipality and the reimbursement or repayment of the Petitioner with respect thereto, all pursuant to the Act.

g. Pursuant to the Act and Title 11, Chapter 7, Article 3, Arizona Revised Statutes, as amended, the District, and the Municipality may enter into an "intergovernmental agreement" with one another for joint or cooperative action for services and to jointly exercise any powers common to them and for the purposes of the planning, design, inspection, ownership, control, maintenance, operation or repair of public infrastructure.

h. Pursuant to the Act, the District may also enter into an agreement with the LLP and the LLC with respect to the advance of moneys for public infrastructure purposes and the repayment of such advances and to obtain credit enhancement for, and process disbursement and investment of proceeds of, general obligation bonds of the District to be hereafter issued.

i. There has been presented to us in connection with the purposes described in paragraphs i.e. through h. a District Development, Financing Participation and Intergovernmental Agreement (Rancho Sahuarita Community Facilities District), to be dated as of April 1, 2014 (hereinafter referred to as the "Development Agreement"), by and among the Municipality, the District, the LLP and the LLC.

2. Matters Noticed by the Municipality.

a. The Petitioner seeks formation of the District to exercise the powers and functions set forth in the Act as such powers and functions are modified, waived or restricted pursuant to agreements to be entered into by and among the Petitioner, the Municipality and the District.

- b. The General Plan has been filed with the Clerk of the Municipality.
- c. The Petition and all necessary supporting materials have been filed with us, and the showings in the Petition are each noticed by us and are hereby incorporated at this place as if set forth hereat in whole.
- d. The purposes for which organization of the District is sought are as described in the Petition and are purposes for which a district created pursuant to the Act may be lawfully formed.
- e. The public convenience and necessity require us to adopt this Resolution.

3. Granting of Petition; Formation of District. The Petition attached hereto as the Exhibit and made a part hereof for all purposes is hereby granted, and the District is hereby formed as a district pursuant to the terms and provisions of, and with the powers and authority established by, the Act, subject to the restrictions and modifications set forth in the Petition, with jurisdiction over the Property and that, as the Petition is signed by the owner of the Property and there are not now, and shall not be within fifty (50) days preceding the first anticipated election of the District, residents on the Property, requirements of posting, publication, mailing, notices, hearing and election otherwise required by the Act with respect to formation of the District are hereby found to be unnecessary.

4. District Board and Officers. The District shall be governed by a "District Board" comprised of the members of the governing body of the Municipality, *ex officio*. The Mayor of the Municipality shall be the "Chairperson of the District Board"; the Vice Mayor of the Municipality shall be the "Vice Chairperson of the District Board"; the Town Clerk of the Municipality shall be the "District Clerk"; the Town Treasurer of the Municipality shall be the "District Treasurer"; the Town Manager of the Municipality shall be the "District Manager" and the Town Attorney of the Municipality shall be the "District Counsel."

5. District Boundaries and Map. The District boundaries are as described in metes and bounds in the Exhibit to the Petition. A map showing the District boundaries is hereby ordered to be drawn and provided by the District Manager.

6. Dissemination of this Resolution. The Petitioner shall cause a copy of this Resolution to be delivered to the County Assessor and the Board of Supervisors of Pima County, Arizona, and to the Department of Revenue of the State of Arizona.

7. Authorization and Approval of Development Agreement. The Development Agreement is hereby approved in substantially the form submitted herewith, with such changes, additions, deletions, insertions and omissions, if any, as the Mayor of the Municipality, with the advice of the Town Manager of the Municipality and the Town Attorney of the Municipality, shall authorize, the execution and delivery of the Development Agreement to be conclusive evidence of the propriety of such document and the authority of the person or persons executing the same. The Mayor of the Municipality, with the advice of the Town Manager of the Municipality and the Town Attorney of the Municipality, is hereby authorized

and directed to execute, and the Town Clerk of the Municipality to attest and deliver, the Development Agreement on behalf of the Municipality.

8. No Liability of or for the Municipality. Neither the Municipality nor the State of Arizona or any political subdivision of either (other than the District) shall be directly, indirectly or morally liable or obligated for the costs of the public infrastructure contemplated by the General Plan and the Development Agreement nor for the payment or repayment of any indebtedness, liability, cost, expense or obligation of the District, and neither the credit nor the taxing power of the Municipality, the State of Arizona or any political subdivision of either (other than the District) shall be pledged therefor.

9. Effect of Resolution.

a. 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 remaining provisions of this Resolution.

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

PASSED by the Mayor and Common Council of the Town of Sahuarita, Arizona, this 24th day of March, 2014.

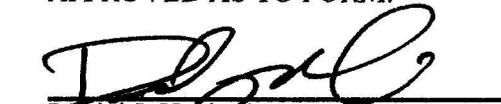

Duane Blumberg
Mayor

ATTEST:


Lisa Cole, CMC
Town Clerk



APPROVED AS TO FORM:


Daniel J. Hochuli
Town Attorney

REVIEWED BY:


L. Kelly Udall
Town Manager