

**MARLEY PARK COMMUNITY FACILITIES DISTRICT
RESOLUTION NO. MPCFD 2017-05**

A RESOLUTION OF THE BOARD OF DIRECTORS OF MARLEY PARK COMMUNITY FACILITIES DISTRICT AUTHORIZING AND RATIFYING THE GIVING OF NOTICE OF A HEARING WITH RESPECT TO APPROVING A FEASIBILITY REPORT WHICH INCLUDES IDENTIFYING THE PUBLIC INFRASTRUCTURE OF THE PROJECTS, THE AREAS TO BE BENEFITTED, THE EXPECTED METHOD OF FINANCING AND THE SYSTEM OF PROVIDING REVENUES TO OPERATE AND MAINTAIN THE PROJECTS, ALL AS PROVIDED IN SUCH REPORT; APPROVING SUCH REPORT AND RESOLVING THE INTENT THEREFOR; AUTHORIZING THE SALE AND ISSUANCE OF NOT TO EXCEED \$3,000,000 AGGREGATE PRINCIPAL AMOUNT OF GENERAL OBLIGATION BONDS, SERIES 2017 OF THE DISTRICT; PRESCRIBING CERTAIN TERMS AND CONDITIONS OF SUCH BONDS INCLUDING MAKING CERTAIN FINDINGS, CERTIFICATIONS AND COVENANTS WITH RESPECT TO SUCH BONDS; APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF ALL NECESSARY DOCUMENTS RELATING TO SUCH BONDS; DELEGATING THE DETERMINATION OF CERTAIN TERMS OF SUCH BONDS AND MATTERS RELATED THERETO TO THE DISTRICT MANAGER 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 MARLEY PARK COMMUNITY FACILITIES DISTRICT as follows:

1. Findings.

- a. Pursuant to Title 48, Chapter 4, Article 6, Arizona Revised Statutes (the "Act"), and Section 9-500.05, Arizona Revised Statutes, the City of Surprise, Arizona (the "Municipality"), Marley Park Community Facilities District (the "District") and Marley Park, LLC and Marley Park Phase I, LLC (the latter two, together, the "Owners"), entered into a District Development, Financing Participation and Intergovernmental Agreement (Marley Park Community Facilities District), dated as of September 1, 2004, and a First Amendment to District Development, Financing Participation and Intergovernmental Agreement (Marley Park Community Facilities District), dated as of October 1, 2016 (together, the "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.
- b. With regard to the property which makes up the real property included within the District, the District and the Owners specified some of such matters in the Development

Agreement, particularly matters relating to the acquisition or construction of certain public infrastructure by the District, the acceptance by the Municipality or other appropriate political subdivisions, the reimbursement or repayment of the Owners with respect thereto, the advance of moneys for public infrastructure purposes and the repayment of such advances and the obtaining of credit enhancement for, and processing of disbursement and investment of proceeds of, certain bonds, all pursuant to the Act.

- c. The District is authorized (1) 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 Marley Park Community Facilities District (the "General Plan") and (2) by Section 48-709(F), Arizona Revised Statutes, to repay all or part of fees and charges collected from landowners for public infrastructure purposes, the advance of moneys by landowners for public infrastructure purposes or the granting of real property by landowners for public infrastructure purposes from the proceeds of such bonds pursuant to agreements entered into with landowners and the Municipality pursuant to Section 48-709(A) (10), Arizona Revised Statutes.
- d. 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 (the "qualified electors"),] the question of authorizing the District Board to issue such bonds (the "Bonds").
- e. 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. MPCFD 04-01 adopted on September 8, 2004 (the "Organizational Resolution"), which provided that a special election be held on December 7, 2004 (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.
- f. 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 was 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.

- g. Pursuant to Resolution No. MPCFD 04-02 adopted by the District Board on December 20, 2004, 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 \$80,000,000 aggregate principal amount are therefore authorized to be sold and issued.
- h. Pursuant to Resolution No. MPCFD 06-05 adopted by the District Board on July 27, 2006, the District Board authorized the sale and issuance, and there have been sold and issued, \$1,365,000 principal amount of such bonds denominated "General Obligation Bonds, Series 2006" (the "First Series of Bonds").
- i. Pursuant to Resolution No. MPCFD 07-03 adopted by the District Board on August 9, 2007, the District Board authorized the sale and issuance, and there have been sold and issued, \$3,950,000 principal amount of such bonds denominated "General Obligation Bonds, Series 2007" (the "Second Series of Bonds").
- j. Pursuant to Resolution No. MPCFD 08-03 adopted by the District Board on August 14, 2008, the District Board authorized the sale and issuance, and there have been sold and issued, \$3,395,000 principal amount of such bonds denominated "General Obligation Bonds, Series 2008" (the "Third Series of Bonds").
- k. Pursuant to Resolution No. MPCFD 2016-04 adopted by the District Board on September 6, 2016, the District Board authorized the sale and issuance, and there have been sold and issued, \$11,365,000 principal amount of such bonds denominated "General Obligation and General Obligation Refunding Bonds, Series 2016" (the "Fourth Series of Bonds" and, collectively, with the First Series of Bonds, the Second Series of Bonds and the Third Series of Bonds, the "Outstanding Bonds").
- l. Pursuant to Section 48-715, Arizona Revised Statutes, and the Organizational Resolution, the District Board has caused a report of the feasibility and benefits of certain projects relating to public infrastructure provided for in

the General Plan and to be financed with the proceeds of the sale of the Fifth Series of Bonds (the "Fifth Series of Bonds") to be prepared, such report having included a description of certain public infrastructure to be acquired and all other information useful to understand the projects to be financed with the proceeds of the sale of the Fifth Series of Bonds, a map showing, in general, the location of the projects, an estimate of the cost to construct, acquire, operate and maintain the projects, an estimated schedule for completion of the projects, a map or description of the area to be benefitted by the projects and a plan for financing the projects (the "Report"). A public hearing on the Report was held immediately preceding the adoption of this Resolution (the "Report Hearing"), after provision for publication of notice thereof as provided by law.

- m. It has been requested that the District Board cause the District to acquire certain of the public infrastructure described in the General Plan which was the subject of the Report (the "Projects"), and the District Board hereby determines that the District should acquire the Projects.
- n. Pursuant to the Act, the District Board (1) hereby determines to authorize the sale and issuance of the Fifth Series of Bonds to provide funds to acquire the Projects and (2) shall enter in its minutes a record of the Fifth Series of 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 Fifth Series of Bonds when due.
- o. The District Board hereby further determines that (1) the proposed amount of indebtedness evidenced by the Fifth Series of 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 Fifth Series of Bonds and (2) the total aggregate outstanding amount of the Outstanding Bonds and the Fifth Series of 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 acquired or to be acquired by the District with proceeds of the Outstanding Bonds and the Fifth Series of Bonds (based upon information received from the Assessor of Maricopa County, Arizona, hereby found and determined to be not less than \$25,310,000) all as provided in Section 48-708, Arizona Revised Statutes.

- p. 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 Fifth Series of 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 Fifth Series of Bonds.
2. a. Authorization and Ratification of Notice of Hearing on Report. Notice of the public hearing on the Report provided by the District Manager and attached as Exhibit "A" hereto (hereinafter referred to as the "Notice") is hereby authorized and ratified in all respects as well as the mailing of the Report and the Notice to the governing body of the Municipality. The providing of the Notice as provided by law and as caused by the District Manager is hereby authorized and ratified.
- b. Preparation of Report. The preparation of the Report is hereby ratified and confirmed. (Upon completion of a draft of the Report, the Report, marked in a conspicuous fashion "DRAFT," was submitted to the District Board for their review and comment.)
- c. Approval of Report and Resolution of Intent. After review of the Report and based on the Report Hearing and the mailing of the Report to the governing body of the Municipality, the Report is hereby approved in the form submitted to the District Board, and the District Board hereby declares its intent as required by Section 48-715, Arizona Revised Statutes, and, subject to the provisions set forth in the Report, to take such reasonable actions as may be necessary to cause the results contemplated by and set forth in the Report, including particularly the acquisition of the Projects for the benefit of the areas described in the Report and the consummation of the expected method of financing, and an appropriate system of providing revenues or other means to maintain, the Projects, all as provided in the Report. The Projects will result in a beneficial use to land within the geographical limits of the District. Such use is principally to such land and, in any case, at a minimum, is proportional. (Based on review of the Report and the Report Hearing, the District hereby conclusively establishes that the Projects will result in such use.)
3. a. Approval of Sale and Issuance of Fifth Series of Bonds. The Fifth Series of Bonds are hereby authorized to be issued as a series of general obligation bonds of the District to be designated "General Obligation Bonds, Series 2017." The District Manager is hereby authorized and directed to determine on behalf of the District: (1) the dated date and aggregate principal amount (but not to

exceed \$3,000,000) of the Fifth Series of Bonds; (2) the final principal and maturity schedule of the Fifth Series of Bonds (but none of the Fifth Series of Bonds to mature more than fifteen (15) years from their date of issuance); (3) the interest rate on each maturity of the Fifth Series of Bonds (but, except in the case of an event of default or an event of taxability, not to exceed eight percent (8%)) and the dates for payment of such interest ("interest payment dates"); (4) the provisions for redemption in advance of maturity of the Fifth Series of Bonds and (5) the sales date, sales price and other terms of sale of the Fifth Series of Bonds, including the entity to which the Fifth Series of Bonds will be sold; provided, however, that the foregoing determinations must result in a yield with respect to the Fifth Series of Bonds, calculated for federal income tax purposes, of not to exceed five percent (5%).

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

1. The Fifth Series of Bonds shall separately be numbered, by maturity, from 1 consecutively upwards; shall be fully registered bonds without coupons; shall be in the denomination of \$1,000,000 of principal due on a maturity date or any integral multiple of \$1,000 or lesser amount determined on behalf of the District by the District Manager of principal amount thereof except that the Fifth Series of Bonds may be in denominations less than \$1,000,000 to effect redemptions ("authorized denominations") and shall bear interest from the most recent July 15 or January 15 to which interest has been paid or duly provided for or, if no interest has been paid or duly provided for, from their date. The principal of and premium, if any, and interest on the Fifth Series of Bonds (except any due on the final maturity date) shall be payable by wire transfer of immediately available, federal funds to the entity with which they are placed pursuant to paragraph (d) of this Section (the "Purchaser") to the account designated by such registered owner and thereafter to any entity to which they are transferred as hereinafter described (for purposes of this section together with the Purchaser, "registered owners") at the close of business on the first day of the calendar month of such interest payment date (the "regular record date"). The amounts due on the final maturity date of the Fifth Series of the Bonds as principal, premium, if any, and interest shall be payable to such registered owner upon presentation to the District Clerk (or bond registrar and paying agent if one is employed by the District). Any interest which is not timely paid or duly provided

for shall cease to be payable to the registered owner thereof (or of one or more predecessor Fifth Series of Bonds) as of the regular record date and shall be payable to the registered owner thereof (or of one or more predecessor Fifth Series of Bonds) at the close of business on a special record date for the payment of that overdue interest. Such special record date shall be fixed whenever moneys become available for payment of the overdue interest, and notice of the special record date shall be given to the registered owners of the Fifth Series of Bonds not less than ten (10) days prior thereto.

2. (A) The Fifth Series of Bonds may be transferred to a registered owner without the necessity of obtaining the consent of District; provided, that such transferee represents to the District that (i) it has sufficient knowledge and experience in financial and business matters to be able to evaluate the risks and merits of the investment in the Fifth Series of Bonds, (ii) it understands that neither this Resolution nor the Fifth Series of Bonds will be registered pursuant to the Securities Act of 1933, (iii) it is either an "accredited investor" within the meaning of Regulation D promulgated pursuant to the Securities Act of 1933, or a qualified institutional buyer within the meaning of Rule 144A promulgated under the Securities Act of 1933, and (iv) its present intention is to acquire such interest (A) for investment for its own account or (B) for resale in a transaction exempt from registration under the Securities Act of 1933; provided, however, that there shall only be three registered owners at any time and the District shall only report to and take direction from the entity which is the registered owner of a majority in the principal amount of the Fifth Series of Bonds outstanding or designated for such purpose by the registered owners of a majority in principal amount of the Fifth Series of Bonds outstanding (the "principal registered owner"); provided further, upon such transfer, if the Purchaser is no longer the registered owner of a majority in principal amount of the Fifth Series of Bonds outstanding, the District reserves the right to employ the services of third party paying agent and bond registrar. Upon transfer of any of the Fifth Series of Bonds, the District shall execute and deliver new Fifth Series of Bonds in the name of the transferee, in authorized denominations, in an aggregate principal amount equal to the unmatured

and unredeemed principal amount of, and bearing interest at the same rate and maturing on the same date as, the Fifth Series of Bonds submitted for transfer.

- (B) Transfer of the Fifth Series of Bonds shall not be required (a) during a period beginning with the opening of business on the fifteenth (15th) business day next preceding either any interest payment date or any date of selection of the Fifth Series of Bonds to be redeemed and ending with the close of business on the interest payment date or day on which the applicable notice of redemption is given or (b) of any the Fifth Series of Bonds which have been selected for redemption.
- 3.
- (A) Not more than forty-five (45) nor less than thirty (30) days before any optional redemption date, a notice of such redemption shall be mailed by first class mail, postage prepaid, to the principal registered owner.
 - (B) On the date designated for optional redemption by notice given as herein provided, the Fifth Series of Bonds or portions thereof to be redeemed shall become and be due and payable at the redemption price for such Fifth Series of Bonds or such portions thereof on such date, and, if moneys for payment of the redemption price are held in separate accounts, interest on such Fifth Series of Bonds or such portions thereof shall cease to accrue, such Fifth Series of Bonds or such portions thereof shall cease to be entitled to any benefit or security hereunder, the registered owners of such Fifth Series of Bonds or such portions thereof shall have no rights in respect thereof except to receive payment of the redemption price thereof and accrued interest thereon and such Fifth Series of Bonds or such portions thereof shall be deemed paid and no longer outstanding.
- 4.
- (A) The bonds of the Fifth Series of Bonds (including the form of certificate of authentication) shall be in substantially the form set forth in Exhibit "B" attached hereto. There may be such necessary and appropriate omissions, insertions and variations as are permitted or required hereby or by the Purchase Contract and are approved by those officers executing the bonds of the Fifth Series of Bonds in such form. Execution thereof

by such officers shall constitute conclusive evidence of such approval.

- (B) The bonds of the Fifth Series of Bonds may have notations, legends or endorsements required by law, securities exchange rule or usage. Each bond of the Fifth Series of Bonds shall show both the date of the issue and the date of authentication and registration of each Bond.
 - (C) The bonds of the Fifth Series of Bonds are prohibited from being converted to coupon or bearer bonds without the consent of the District Board and approval of an attorney or firm of attorneys of nationally recognized standing in the field of law relating to municipal bonds selected by the District ("Bond Counsel").
 - (D) The bonds of the Fifth Series of Bonds shall be executed for and on behalf of the District by the Chairperson or Vice Chairperson of the District Board and attested by the District Clerk. Such signatures may be by mechanical reproduction; however, such officers shall manually sign a certificate adopting as and for such signatures on the bonds of the Fifth Series of Bonds the respective mechanically reproduced signature affixed to such bonds.
 - (E) If an officer whose signature is on a bond of the Fifth Series of 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.
 - (F) A bond of the Fifth Series of Bonds shall not be valid or binding until authenticated by the manual signature of the District Clerk (unless a bond registrar and paying agent is employed by the District as hereinabove provided). The signature of the District Clerk (or bond registrar and paying agent, as applicable) shall be conclusive evidence that such bond has been authenticated and issued pursuant to this Resolution.
5. In case any bond of the Fifth Series of Bonds becomes mutilated or destroyed or lost, the District shall cause to be executed and delivered a new bond, of like 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 by the registered owner evidence satisfactory to the District that such bond was destroyed or lost, and furnishing the District with a sufficient indemnity bond pursuant to Section 47-8405, Arizona Revised Statutes.

- c. Authorization to Execute and Deliver. The District Clerk is hereby authorized to authenticate and deliver the Fifth Series of Bonds. If a bond registrar and paying agent is employed by the District as hereinabove provided, the District Manager is hereby authorized to execute and deliver to such bond registrar and paying agent the written order of the District for the authentication and delivery of the Fifth Series of Bonds by such bond registrar and paying agent. Subject to the direction delegated by paragraph (a) of this Section, the proposal of the Purchaser determined as provided in such paragraph may be accepted. The Fifth Series of Bonds shall be prepared and issued following the adoption of this Resolution and shall thereupon be delivered to the Purchaser upon payment therefor in accordance with the terms of this Resolution.

- d. Other Actions Necessary. The District Manager, the District Clerk and the other officers of the District shall retain consultants and counsel necessary to carry out the purposes of this Resolution and shall take all other 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 Fifth Series of Bonds (including entering into any agreements for administrative or procedural requirements requested by the Purchaser). (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 Fifth Series of Bonds.)

- e. Tax Levy.
 - 1. (A) For each year while any bond of the Fifth Series of 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 Outstanding Bonds and the Fifth Series of Bonds when due.

 - (B) Moneys derived from the levy of the tax provided for in this Section with respect to the Fifth Series of Bonds when collected constitute funds

to pay debt service with respect to the Fifth Series of Bonds and shall be kept in a separate fund of the District.

(C) The District Board shall make annual statements and estimates of the amount to be raised to pay debt service with respect to the Fifth Series of Bonds. The District Board shall file the annual statements and estimates with the Clerk of 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.

(D) 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 Outstanding Bonds and the Fifth Series of 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.

f. 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 Fifth Series of Bonds. Nothing contained in this Resolution or any other instrument related to the Fifth Series of 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.

g. Use of Proceeds. The proceeds from the sale of the Fifth Series of Bonds shall be set aside and deposited by the District Treasurer in a separate fund. The net proceeds of

the sale of the Fifth Series of Bonds shall be expended only for the purposes set forth in the ballot used at the Election and in the Report and as provided in the Development Agreement.

h. Federal Tax Law Covenants.

1. As provided in more detail in the Certificate Relating To Federal Tax Matters to be delivered by the District at the time of original issuance of the Fifth Series of Bonds (the "Tax Certificate"), there shall not be any investment or other use of the proceeds of the Fifth Series of Bonds which would cause such bonds to be "arbitrage bonds" as that term is defined in Section 148 (or any successor provision thereto) of the Internal Revenue Code of 1986, as amended (the "Code"), or "private activity bonds" as that term is defined in Section 141 (or any successor provision thereto) of the Code, and the requirements of such sections of the Code and related Treasury Regulations shall be complied with throughout the term of the Fifth Series of Bonds. Particularly, the District shall be the owner of the facilities financed and refinanced with the proceeds of the sale of the Fifth Series of Bonds (the "Facilities") for federal income tax purposes. Except as otherwise advised in a Bond Counsel's Opinion (as such term is defined in the Tax Certificate), the District shall not enter into (i) any management or service contract with any entity other than a governmental entity for the operation of any portion of the Facilities unless the management or service contract complies with the requirements of such authority as may control at the time or (ii) any lease or other arrangement with any entity other than a governmental entity that gives such entity special legal entitlements with respect to any portion of the Facilities. Also, the payment of principal of and interest on the Fifth Series of Bonds shall not be guaranteed (in whole or in part) by the United States or any agency or instrumentality of the United States. The proceeds of the Fifth Series of Bonds, or amounts treated as proceeds of the Fifth Series of Bonds, shall not be invested (directly or indirectly) in federally insured deposits or accounts, except to the extent such proceeds (i) may be so invested for an initial temporary period until needed for the purpose for which the Fifth Series of Bonds are being issued, (ii) may be so used in making investments of a bona fide debt service fund or (iii) may be invested in obligations issued by the United States Treasury. In consideration of the purchase and acceptance of the Fifth Series of Bonds by the owners thereof from time to time and of retaining such exclusion and as

authorized by Title 35, Chapter 3, Article 7, Arizona Revised Statutes, the appropriate officials of the District are hereby directed to take all action required to retain such exclusion or to refrain from taking any action prohibited by the Code which would adversely affect in any respect such exclusion.

2. The procedures required by any arbitrage rebate provision or separate agreement executed in connection with the issuance of the Fifth Series of Bonds (initially those in the Tax Certificate) shall be complied with for so long as compliance is necessary in order to maintain the exclusion from gross income for federal income tax purposes of interest on the Fifth Series of Bonds.
3. The Fifth Series of Bonds are designated as "qualified tax-exempt obligations" within the meaning of and pursuant to the provisions of Section 265(b) of the Code as the District Board hereby represents and warrants that the reasonably anticipated amount of "qualified tax-exempt obligations" (other than private activity bonds within the meaning of the Code) which will be issued by the District during the 2017 calendar year will not exceed \$10,000,000.
4. All necessary and desirable steps to comply with the requirements hereunder in order to ensure that interest on the Fifth Series of Bonds is excluded from gross income for federal income tax purposes under the Code shall be taken; provided, however, that compliance with any such requirement shall not be required in the event the District receives an opinion signed by Bond Counsel that either compliance with such requirement is not required to maintain the exclusion from gross income of interest on the Fifth Series of Bonds or compliance with some other requirement will meet the requirements of the Code. In the event the District receives such an opinion, this Resolution shall be amended to conform to the requirements set forth in such opinion.
5. If for any reason any requirement hereunder is not complied with, all necessary and desirable steps shall be taken to correct such noncompliance within a reasonable period of time after such noncompliance is discovered or should have been discovered with the exercise of reasonable diligence, and the District shall pay any required interest or penalty under applicable Treasury Regulations.

6. Written procedures for compliance with provisions of the Code applicable to the Fifth Series of the Bonds have been adopted and shall be complied with.
4. Repeal of Resolution. After any of the bonds of the Fifth Series of Bonds are delivered upon receipt of payment therefor, this Resolution shall be and remain irrevocable until the bonds of the Fifth Series of Bonds and the interest thereon shall have been fully paid, canceled and discharged.
5. Severability; Effect; Inconsistencies; Effective Date; Ratification.
 - 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 of the remaining provisions of this Resolution.
 - b. This Resolution shall constitute a contract between the District and the registered owners of the Fifth Series of Bonds and shall not be amended in any manner which would impair, impede or lessen the rights of the registered owners of the Fifth Series of Bonds then outstanding.
 - c. All resolutions or parts thereof inconsistent herewith are hereby waived to the extent only of such inconsistency.
 - d. This Resolution shall be effective immediately.
 - e. 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 Fifth Series of 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 Marley Park Community Facilities District this 5th day of September, 2017.



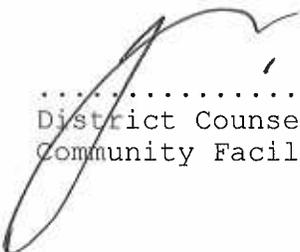
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Chairperson, District Board, Marley Park Community Facilities District

ATTEST:



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District Clerk, Marley Park Community Facilities District

APPROVED AS TO FORM:



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District Counsel, Marley Park Community Facilities District

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ATTACHMENTS:

- EXHIBIT A -- Form of Notice of Hearing and Report
- EXHIBIT B -- Form of Fifth Series Bond

EXHIBIT "A"

FORM OF NOTICE OF HEARING ON REPORT

NOTICE FOR HEARING REQUIRED BY A.R.S. § 48-715 ON
REPORT OF THE FEASIBILITY AND BENEFITS OF CERTAIN
PROJECTS TO BE FINANCED WITH THE PROCEEDS OF THE
SALE OF GENERAL OBLIGATION BONDS OF MARLEY PARK
COMMUNITY FACILITIES DISTRICT

Pursuant to Section 48-715, Arizona Revised Statutes, notice is hereby given that a public hearing on the report of the feasibility and benefits of projects to be financed with the proceeds of the sale of general obligation bonds of Marley Park Community Facilities District shall be held by the District Board on September 5, 2017, at approximately 6:00 p.m. (Arizona time), or immediately preceding the meeting of the Mayor and Council of the City of Surprise, Arizona, on the same date in the Council Chambers located at 16000 North Civic Center Plaza, Surprise, Arizona. Such feasibility report and further information relating thereto are on file with the City Clerk of the City of Surprise, Arizona/District Clerk of Marley Park Community Facilities District, 16000 North Civic Center Plaza, Surprise, Arizona 85374, telephone number: (623) 222-1200.

Dated this day of, 2017.

/s/ Bob Wingenroth
.....
District Manager, Marley Park
Community Facilities District

the regular record date and shall be payable to the registered owner hereof (or of one or more predecessor Bonds) at the close of business on a special record date for the payment of that overdue interest. The special record date shall be fixed whenever moneys become available for payment of that overdue interest, and notice of the special record date shall be given to registered owners of the Bonds not less than 10 days prior thereto.

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

The Bonds are issuable as fully registered bonds only in the authorized denominations described in the Resolution.

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 amount, maturity date, redemption feature, rate of interest and 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 payable, equally and ratably with such 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 SURPRISE, ARIZONA, OR THE STATE OF ARIZONA OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE DISTRICT) IS PLEDGED TO THE PAYMENT OF THE BONDS.

The Bonds are subject to redemption prior to maturity, in whole or in part, on July 15,, or any interest payment date thereafter, by the payment of a redemption price equal to the principal amount of each such Bond redeemed plus interest accrued to the date fixed for redemption plus a premium (calculated as a percentage of the principal amount of such Bonds to be redeemed) to be computed as follows:

<u>Redemption Dates</u>	<u>Premium</u>
July 15,, and January 15,%
July 15,, and January 15,
July 15,, and thereafter	0.0

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

<u>Year</u>	<u>Amount</u>
	\$

A remaining principal amount of \$.....,000 of Bonds shall mature on July 15,

Not more than seventy-five (75) nor less than sixty (60) days prior to the mandatory redemption date for the Bonds, Bonds shall be selected for redemption (by lot) from all the Bonds, outstanding a principal amount of the Bonds maturing, equal to the aggregate principal amount of the Bonds to be redeemed and shall redeem such Bonds, on the next July 15 and give notice of such redemption.

Not more than 45 nor less than 30 days prior to any optional redemption date, notice of any such optional redemption shall be mailed by first class mail, postage prepaid, to the principal registered owner.

This Bond may be transferred pursuant to the terms provided in the Resolution.

Transfer of Bonds shall not be required (a) during a period beginning with the opening of business on a regular record date and ending with the close of business on the corresponding interest payment date or (b) for any Bonds which have been selected for redemption.

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 Clerk of the District]*.

It is hereby certified, recited and declared (i) that all conditions, acts and things required by the Constitution and laws of

* Subject to change if a bond registrar and paying agent is employed as provided in the Resolution.

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 as limited by law, sufficient to pay the principal hereof and the interest hereon as each becomes due.

IN WITNESS WHEREOF, MARLEY PARK COMMUNITY FACILITIES DISTRICT PARK, 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 and attested by the facsimile signature of the Clerk of the District.

MARLEY PARK COMMUNITY FACILITIES DISTRICT

By.....
.....

ATTEST:

.....
District Clerk

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Marley Park Community Facilities District (Surprise, Arizona) General Obligation Bonds, Series 2017 described in the within mentioned Resolution.

Date of Authentication:

.....
[District Clerk, Marley Park Community Facilities District]*

* Subject to change if a bond registrar and paying agent is employed as provided in the Resolution.