

DATE: August 27, 2020
TO: Park Central Community Facilities District Board of Directors Members
FROM: Denise M. Olson, Chief Financial Officer District Treasurer, Park Central Community Facilities District
SUBJECT: SEPTEMBER 2, 2020 MEETING OF THE PARK CENTRAL COMMUNITY FACILITIES DISTRICT BOARD OF DIRECTORS

BACKGROUND

On June 27, 2019, the District issued \$30,000,000 aggregate principal amount of its Special Assessment Revenue Bonds, Taxable Series 2019 (the "Bonds") pursuant to title 48, Chapter 4, Article 6, Arizona Revised Statutes (the "Act"), and Resolution No. PC-04, adopted by the District Board on May 1, 2019 (the "Bond Resolution") and has levied an assessment upon the assessment parcels comprising the Assessed Property (as defined in the Bond Resolution) within the District in an amount necessary to pay debt service on the Bonds as the same becomes due. The District Development, Financing Participation, Waiver and Intergovernmental Agreement, executed in connection with the formation and activities of the District (the "Development Agreement"), provides that such assessments may be modified and reallocated to reflect changes in ownership of portions of affected parcels in accordance with an Amended Assessment Diagram and method of assessment modification (the "Method of Assessment Modification") contained in the Final Assessment Engineers (the "Assessment Engineers").

Assessment Parcels 1 and 2 were re-platted on July 20, 2020 with recordation of a plat titled "Park Central Amended II," resulting in the creation of two new assessment parcels, denominated Assessment Parcel Nos. 7 and 8, derived from Assessment Parcel Nos. 1 and 2, as shown on Exhibit A to proposed Resolution No. PC-09. Accordingly, at the request of the owners and pursuant to Development Agreement and §48-594(B), Arizona Revised Statutes ("ARS §48-594(B)"), the unpaid assessments on Assessment Parcel Nos. 1 and 2 are to be reallocated among Assessment Parcel Nos. 1, 2, 7 and 8 (the "Affected Parcels"). The total aggregate amount of unpaid assessments securing payment of the Bonds, as reallocated among the affected parcels, will remain the same. No other unpaid assessments or assessment parcels are being reallocated or affected. The Superintendent of Streets has caused to be prepared (a) the Amended Assessment Diagram in the form attached as Exhibit A to proposed Resolution No. PC-09, and (b) the list and determinations related to the assessments to be reallocated in the form attached as Exhibit B to Resolution No. PC-09, as required by ARS §48-594(B), the Development Agreement and the Method of Assessment Modification.

As required by ARS §48-594(B), the Superintendent of Streets has caused a notice to be mailed to each owner of an Affected Parcel showing the proposed reallocation and stating that such owner may file an objection to the reallocation within twenty (20) days after the notice was mailed. No objections have been received or are expected to be received during the 20-day period, which expires prior to date of the District Board meeting. If no objections are received within the 20-day period, the District Board may approve the proposed reallocation without any further action.

AGENDA FOR THE SEPTEMBER 2, 2020 MEETING

The next meeting of the District Board is scheduled for Wednesday, September 2, 2020, at 2:30 p.m. immediately preceding the Formal City Council meeting. At this meeting, the District Board will be asked to consider for adoption Resolution No. PC-09. This resolution will approve the Amended Assessment Diagram and the reallocation of the assessments on the Affected Parcels related to payment of the Bonds. Enclosed are the following materials relating to the next District Board meeting:

- 1. Meeting notice and agenda
- 2. Program Script for Public Meeting
- 3. Minutes from the June 3, 2020 and June 17, 2020
- 4. Proposed Resolution No. PC-09

CONCLUSION/ACTION REQUIRED

District Board approval of Resolution No. PC-09 is requested.

Copies of this report and enclosures to:

Ed Zuercher, City Manager Milton Dohoney, Jr., Assistant City Manager Jeff Barton, Deputy City Manager Toni Maccarone, Special Assistant to the City Manager Inger Erickson, Deputy City Manager Cris Meyer, City Attorney Denise Archibald, City Clerk Christine Mackay, Community and Economic Development Director Thomas Stack, Asst City Attorney IV Matt Heil, Exec Assistant to City Council Lisa Fernandez, Chief of Staff Kathleen Gitkin, Assistant Finance Director-City Treasurer Adam Miller, Planning and Development Team Leader Jeff Stapleton, Economic Development Program Manager Tim Pickrell, Squire Patton Boggs (US) LLP

NOTICE OF PUBLIC MEETING PARK CENTRAL COMMUNITY FACILITIES DISTRICT BOARD OF DIRECTORS

Pursuant to A.R.S. Section 38-431.02, notice is hereby given to the members of the **PARK CENTRAL COMMUNITY FACILITIES DISTRICT BOARD OF DIRECTORS** and to the general public, that the **PARK CENTRAL COMMUNITY FACILITIES DISTRICT BOARD OF DIRECTORS** will hold a meeting open to the public on Wednesday, September 2, 2020 at 2:30 p.m. located in the Council Chambers, 200 West Jefferson Street, Phoenix, Arizona.

OPTIONS TO ACCESS THE MEETING

- Watch the meeting live streamed on phoenix.gov or Phoenix Channel 11 on Cox Cable.
- **Call-in** to listen to the meeting. Dial 602-666-0783 and Enter Meeting ID 126 040 6152# (for English) or 126 439 5880# (for Spanish). Press # again when prompted for the attendee ID.
- Register and speak during a meeting:
 - Register via telephone at 602-262-6001 <u>at least 1 hour prior to the start of this</u> <u>meeting</u>, noting the item number. Then, use the Call-in phone number and Meeting ID listed above at the time of the meeting to call-in and speak.

The agenda for the meeting is as follows:

1.	Call to order.
2.	Roll call.
3.	Approval of the minutes of the Special Meeting of the Board of Directors held on June 3, 2020 and June 17, 2020.
4.	Consideration and vote on adoption of Resolution PC-09 approving reallocation of the assessments on affected assessment parcels within the District securing payment of the District's Special Assessment Revenue Bonds, Taxable Series 2019.
5.	Adjournment.

For further information, please call Rita Murphy, Finance Department at 602-495-7116.

For reasonable accommodations, call Becky Kivioja at Voice/602-262-7166 or TTY/602-534-5500 as early as possible to coordinate needed arrangements.

August 27, 2020

PROGRAM SCRIPT FOR PUBLIC MEETING OF PARK CENTRAL COMMUNITY FACILITIES DISTRICT BOARD OF DIRECTORS September 2, 2020

1. <u>Call to Order</u>

"This is the time for the eighth meeting of the Board of Directors of the Park Central Community Facilities District."

2. <u>Roll Call</u>

"Will the Clerk please call the roll."

3. Approval of Minutes of the June 3, 2020 and the June 17, 2020 District Board Meetings

"Is there a motion to approve the minutes of the District Board's June 3 and June 17, 2020 meetings?"

4. <u>Consideration for Adoption of Resolution No. PC-09</u>

"Is there a motion to adopt Resolution No. PC-09 approving reallocation of the assessments on affected assessment parcels within the District securing payment of the District's Special Assessment Revenue Bonds, Taxable Series 2019?" (This will be a roll call vote.)

6. (Adjournment)

"This meeting is now adjourned."

City of Phoenix Park Central Community Facilities District Summary Minutes Wednesday, June 3, 2020

1. CALL TO ORDER

The Board Members of the Park Central Community Facilities District convened on Wednesday, June 3, 2020 at 2:35 p.m. in the Council Chambers at 200 W. Jefferson St., Phoenix, AZ 85003.

2. ROLL CALL

Present:	Board Members Andrew Conlin, Sal DiCiccio, Carlos Garcia, Steve Gervais, Michael Nowakowski, Laura Pastor, Debra		
	Stark, Jim Waring, Thelda Williams, Vice Chairwoman		
	Guardado and Chairwoman Kate Gallego		
Absent:	None		
Also			
Present:	Board Clerk Denise Archibald		

Note: Board Members Conlin, DiCiccio, Garcia, Gervais, Nowakowski, Pastor, Stark, Waring, Williams, Vice Chairwoman Guardado, and Chairwoman Gallego were all present remotely.

3. FOR APPROVAL OR CORRECTION, THE MINUTES OF THE PARK CENTRAL COMMUNITY FACILITIES DISTRICT MEETING ON SEPTEMBER 18, 2019

MOTION was made by Board Member Conlin, **SECONDED** by Board Member Williams, that the minutes of the September 18, 2019, Park Central Community Facilities District meeting be approved. The motion carried by the following voice vote:

11	Conlin, DiCiccio, Garcia, Gervais, Nowakowski,
	Pastor, Stark, Waring, Williams, Vice
	Chairwoman Guardado, and Chairwoman
	Gallego
	11

No:

0

4. CONSIDERATION ON ADOPTION OF RESOLUTION NO. PC-07 TO APPROVE THE PROPOSED BUDGET FOR FISCAL YEAR 2020-21 AND A PROPOSED FIVE-YEAR FINANCIAL PLAN AND CALLING A HEARING ON SUCH BUDGET AND FINANCIAL PLAN AS APPROVED.

MOTION was made by Board Member Conlin, **SECONDED** by Board Member Williams, that this item be adopted. The motion carried by the following vote:

Yes: 11 Conlin, DiCiccio, Garcia, Gervais, Nowakowski, Pastor, Stark, Waring, Williams, Vice Chairwoman Guardado, and Chairwoman Gallego

No: 0

5. ADJOURNMENT

Chairwoman Gallego declared the meeting adjourned at 2:39 p.m.

CHAIRWOMAN

ATTEST:

BOARD CLERK

City of Phoenix Park Central Community Facilities District Summary Minutes Wednesday, June 17, 2020

1. CALL TO ORDER

The Board Members of the Park Central Community Facilities District convened on Wednesday, June 17, 2020 at 2:35 p.m. in the Council Chambers at 200 W. Jefferson St., Phoenix, AZ 85003.

2. ROLL CALL

Present:	Board Members Andrew Conlin, Sal DiCiccio, Carlos Garcia, Steve Gervais, Michael Nowakowski, Laura Pastor, Debra
	Stark, Thelda Williams, Vice Chairwoman Betty Guardado,
	and Chairwoman Kate Gallego
Absent:	Board Member Jim Waring
Also	
Present:	Board Clerk Denise Archibald

Note: Board Members Conlin, DiCiccio, Garcia, Gervais, Nowakowski, Pastor, Stark, Williams, Vice Chairwoman Guardado, and Chairwoman Gallego were all present remotely.

Board Member Garcia disconnected from the voting body prior to the motion on Item 4.

3. PUBLIC HEARING ON THE PROPOSED DISTRICT BUDGET FOR FISCAL YEAR 2020-21 AND THE PROPOSED FINANCIAL PLAN FOR THE DISTRICT

Chairwoman Gallego declared the public hearing open.

After stating there were no individuals wishing to speak, Chairwoman Gallego declared the public hearing closed.

The hearing was held.

4. CONSIDERATION AND VOTE ON ADOPTION OF RESOLUTION PC-08 WHICH ADOPTS AND APPROVES THE FINAL DISTRICT BUDGET FOR FISCAL YEAR 2020-21 AND THE FINAL FIVE-YEAR FINANCIAL PLAN FOR THE DISTRICT

Note: Board Member Garcia disconnected from the voting body.

MOTION was made by Board Member Conlin, **SECONDED** by Board Member Williams, that this item be adopted. The motion carried by the following vote:

Yes:	9	Conlin, DiCiccio, Gervais, Nowakowski, Pastor, Stark, Williams, Vice Chairwoman Guardado and Chairwoman Gallego
No:	0	
Absent:	2	Garcia and Waring

5. ADJOURNMENT

Chairwoman Gallego declared the meeting adjourned at 2:38 p.m.

CHAIRWOMAN

ATTEST:

BOARD CLERK

PARK CENTRAL COMMUNITY FACILITIES DISTRICT

RESOLUTION NO. PC-09

A RESOLUTION OF THE BOARD OF DIRECTORS OF PARK CENTRAL COMMUNITY FACILITIES DISTRICT APPROVING AN AMENDED ASSESSMENT DIAGRAM AND REALLOCATION OF ASSESSMENTS AMONG AFFECTED ASSESSMENT PARCELS WITHIN THE DISTRICT SECURING PAYMENT OF THE DISTRICT'S SPECIAL ASSESSMENT REVENUE BONDS, TAXABLE SERIES 2019

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF PARK CENTRAL COMMUNITY FACILITIES DISTRICT as follows:

1. Findings.

a. On June 27, 2019, the Park Central Community Facilities District (the "District") issued \$30,000,000 aggregate principal amount of its Special Assessment Revenue Bonds, Taxable Series 2019 (the "Bonds") pursuant to title 48, Chapter 4, Article 6, Arizona Revised Statutes (the "Act"), and Resolution No. PC-04, adopted by the District Board on May 1, 2019 (the "Bond Resolution") and has levied an assessment upon the assessment parcels comprising the Assessed Property (as defined in the Bond Resolution) within the District in an amount necessary to pay debt service on the Bonds as the same becomes due.

b. The District Development, Financing Participation, Waiver and Intergovernmental Agreement, executed in connection with the formation and activities of the District (the "Development Agreement"), provides that such assessments may be modified and reallocated to reflect changes in ownership of portions of affected parcels in accordance with an Amended Assessment Diagram and method of assessment modification (the "Method of Assessment Modification") contained in the Final Assessment Methodology Report, dated April 26, 2019, prepared by EPS Group, Inc., the District's Assessment Engineers").

c. Assessment Parcels 1 and 2 were re-platted on July 20, 2020 with recordation of a plat titled "Park Central Amended II," resulting in the creation of two new assessment parcels, denominated Assessment Parcel Nos. 7 and 8, derived from Assessment Parcel Nos. 1 and 2, as shown on Exhibit A hereto. Accordingly, at the request of the owners and pursuant to Development Agreement and Section 48-594(B), Arizona Revised Statutes ("ARS §48-594(B)"), the unpaid assessments on Assessment Parcel Nos. 1 and 2 are to be reallocated among Assessment Parcel Nos. 1, 2, 7 and 8 (the "Affected Parcels"). The aggregate amount of unpaid assessments securing payment of the Bonds, as reallocated among the Affected Parcels, will remain the same. No other unpaid assessments or assessment parcels are being reallocated or

affected.

d. The Superintendent of Streets has caused to be prepared (a) the Amended Assessment Diagram in the form attached as Exhibit A hereto (the "Amended Assessment Diagram"), and (b) the list and determinations related to the assessments to be reallocated in the form attached as <u>Exhibit B</u> hereto (the "District Determinations"), as required by ARS §48-594(B), the Development Agreement and the Method of Assessment Modification.

e. As required by ARS §48-594(B), the Superintendent of Streets has caused a notice to be mailed to each owner of an Affected Parcel showing the proposed reallocation and stating that such owner may file an objection to the reallocation within twenty (20) days after the notice was mailed and no objections have been received during the 20-day period.

2. Approval of Amended Assessment Diagram and District Determinations.

The Amended Assessment Diagram and the District Determinations are hereby ratified and approved in all respects.

3. Approval of Reallocation and Levy of Assessment.

a. The Method of Assessment Modification, as prepared by the District Engineer, is hereby approved by the District Board and the reallocation and levy of the Assessment on the Affected Parcels as shown in the Amended Assessment Diagram and the District Determinations is hereby approved in accordance with the Method of Assessment Modification, such reallocated Assessment being hereby declared to be based on the benefit to be received by the Affected Parcels as so assessed.

b. The District Clerk is hereby authorized and directed to certify that the Amended Assessment Diagram was approved by the District Board on this date, and after such certification the District Clerk is hereby authorized and directed to deliver the Amended Assessment Diagram to the Superintendent of Streets or to the District Manager.

c. The Superintendent of Streets or the District Manager, acting in such capacity, will record the reallocated Assessment as to the Affected Parcels for the District and the Amended Assessment Diagram in his or her office.

d. The District Manager, the District Clerk, the District Treasurer, the Superintendent of Streets and the other officers of the District are hereby authorized and directed to take all other action necessary or reasonably required to carry out, give effect to and consummate the transactions contemplated by this Resolution.

2

4. Effective Date.

This resolution shall be effective immediately.

PASSED by the District Board of Park Central Community Facilities District this 2nd day of September, 2020.

Chairperson, District Board of Directors, Park Central Communities Facilities District

ATTEST:

District Clerk, Park Central Community Facilities District

ATTACHMENTS:

Exhibit "A" –Amended Assessment Diagram Exhibit "B" – District Determinations

Resolution No. PC-09

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AMENDED ASSESSMENT DIAGRAM

EXHIBIT A



EXHIBIT B

DISTRICT DETERMINATIONS

CERTIFICATE AND DETERMINATIONS BY THE SUPERINTENDENT OF STREETS OF PARK CENTRAL COMMUNITY FACILITIES DISTRICT TO THE DISTRICT CLERK REGARDING REALLOCATION OF UNPAID ASSESSMENTS

TO THE DISTRICT CLERK OF PARK CENTRAL COMMUNITY FACILITIES DISTRICT:

In connection with the issuance of \$30,000,000 aggregate principal amount of Special Assessment Bonds, Series 2019 (the "Bonds") by the Park Central Community Facilities District (the "District") and pursuant to the provisions of Title 48, Chapter 4, Article 6, Arizona Revised Statutes, as amended, and a District Development, Financing Participation, Waiver and Intergovernmental Agreement (Park Central Community Facilities District), dated as of April 15, 2019 (the "Development Agreement"), executed by and among the City of Phoenix, Arizona (the "City"), the District and all owners of all land within the boundaries of the District, on June 20, 2019 there was an assessment levied upon all land lying within the assessment district in the District, consisting of five assessment parcels, including unsubdivided Assessment Parcel Nos. 1 and 2, as described on Exhibit A attached hereto. The unpaid assessments on such Assessment Parcel Nos. 1 and 2 are \$9,300,000 and \$5,100,000, respectively. Assessment Parcels 1 and 2 were re-platted on July 6, 2020 with recordation of a plat titled "Park Central Amended II" (MCR Book 1534, Page 19), resulting in the creation of two new assessment parcels, denominated Assessment Parcel Nos. 7 and 8, derived from Assessment Parcel Nos. 1 and 2, as described on Exhibit B attached hereto. Accordingly, at the request of the owners and pursuant to Development Agreement and Section 48-594(B), Arizona Revised Statutes, the unpaid assessments on Assessment Parcel Nos. 1 and 2 are to be reallocated among Assessment Parcel Nos. 1, 2, 7 and 8. No other unpaid assessments or assessment parcels are being reallocated or affected.

Responsive to Section 48-594(B), Arizona Revised Statutes, I, the undersigned Superintendent of Streets for the District, do hereby certify and determine as follows:

1. The assessment number, legal description and amount assessed on each affected parcel before the reallocation is attached as Exhibit A attached hereto.

2. The assessment number, legal description and name and address of the owner of each affected parcel as shown on the most recent tax roll is attached as Exhibit B attached hereto.

3. The amount to be assessed on each parcel after reallocation is attached as Exhibit B attached hereto.

4. An amendment to the assessment diagram reflecting the new assessment numbers and parcel boundaries is attached as Exhibit C attached hereto.

DATED: Avgust 7, 2020.

Superintendent of Streets

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EXHIBIT A AFFECTED PARCEL ASSESSMENT INFORMATION BEFORE REALLOCATION

Assessed Parcel No. 1 <u>Owner:</u> HPPC, LLC <u>Owner Address:</u> 1365 North Scottsdale Road, Suite 110 Scottsdale, Arizona 85257 Attention: Stanton A. Shafer <u>Unpaid Assessment Amount</u>: \$9,300,000.00 <u>Property Legal Description</u>: Lot 1, PARK CENTRAL AMENDED, according to Book 1451 of Maps, Page 35, records of Maricopa County, Arizona Assessor Parcel Number: 118-37-032

Assessed Parcel No. 2 <u>Owner:</u> HPPC II, LLC <u>Owner Address:</u> 1365 North Scottsdale Road, Suite 110 Scottsdale, Arizona 85257 Attention: Stanton A. Shafer <u>Unpaid Assessment Amount</u>: \$5,100,000.00 <u>Property Legal Description</u>: Lot 2, PARK CENTRAL AMENDED, according to Book 1451 of Maps, Page 35, records of Maricopa County, Arizona Assessor Parcel Number: 118-37-033

EXHIBIT B

AFFECTED PARCEL ASSESSMENT INFORMATION AFTER REALLOCATION

Assessed Parcel No. 1 HPPC, LLC Owner: **Owner Address:** 1365 North Scottsdale Road, Suite 110 Scottsdale, Arizona 85257 Attention: Stanton A. Shafer Unpaid Assessment Amount: \$9,273,020.00 Property Legal Description: Lot 1, PARK CENTRAL AMENDED II, according to Book 1534 of Maps, Page 19, records of Maricopa County, Arizona Assessor Parcel Number: 118-37-038 Assessed Parcel No. 2 HPPC II, LLC Owner: **Owner** Address: 1365 North Scottsdale Road, Suite 110 Scottsdale, Arizona 85257 Attention: Stanton A. Shafer Unpaid Assessment Amount: \$5,034.670.00 Property Legal Description: Lot 2, PARK CENTRAL AMENDED II, according to Book 1534 of Maps, Page 19, records of Maricopa County, Arizona Assessor Parcel Number: 118-37-039 Assessed Parcel No. 7 HPPC, LLC AND HPPC II, LLC Owner: Owner Address: 1365 North Scottsdale Road, Suite 110 Scottsdale, Arizona 85257 Attention: Stanton A. Shafer Unpaid Assessment Amount: \$65,330.00 Property Legal Description: Lot 3, PARK CENTRAL AMENDED II, according to Book 1534 of Maps, Page 19, records of Maricopa County, Arizona Assessor Parcel Number: 118-37-040 Assessed Parcel No. 8 HPPC, LLC AND HPPC II, LLC Owner: Owner Address: 1365 North Scottsdale Road, Suite 110 Scottsdale, Arizona 85257 Attention: Stanton A. Shafer Unpaid Assessment Amount: \$26,980.00 Property Legal Description: Lot 4, PARK CENTRAL AMENDED II, according to Book 1534 of Maps, Page 19, records of Maricopa County, Arizona Assessor Parcel Number: 118-37-041

