

RESOLUTION NO. 21669

A RESOLUTION DECLARING THE INTENT TO FORM AND
ORDERING FORMATION OF THE PARK CENTRAL
COMMUNITY FACILITIES DISTRICT OF THE CITY OF PHOENIX.

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF PHOENIX as
follows:

SECTION 1. FINDINGS.

(a) On August 15, 2018, there was presented to the Mayor and Council of the City of Phoenix, Arizona ("City"), a petition ("Petition") to create the Park Central Community Facilities District, signed by the entities which, on the date hereof, are the owners of all real property to be in the community facilities district (collectively, the "Petitioners"), the formation of which is petitioned for in the Petition, pursuant to Title 48, Chapter 4, Article 6, Arizona Revised Statutes (the "Act") and a completed application ("Application") for formation of a district by petitioners HPPC, LLC ("HPPC") and Holualoa 157, LLC ("Holualoa").

(b) The Petitioners have requested the following:

- I. The name of the community facilities district of which formation is prayed pursuant to the Petition to be "Park Central Community Facilities District" (the "District"); and

- 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 separately approved by the City to be entered into by and among HPPC, Holualoa, the City, and the District; and
- III. The District to contain an area of approximately 36 acres of land, more or less, wholly within the corporate boundaries of the City and to be composed of the land included in the parcels described in the Exhibit to the Petition, which is represented to be all the land to be included within the boundaries of the District (the "Property"); and
- 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; 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 City; 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; and
- V. The District to be governed by a board of directors of the District that consists of the members of the Mayor and Council of the City, ex officio, with the two additional members who are designated by

the Petitioner identified in the Application as the one who owns the largest amount of privately owned acreage in the District, such directors to be appointed initially by the Mayor and Council of the City as identified in the Application (the "First Appointed Members") and on the expiration of the term of an additional appointed director, the Mayor and Council of the City to appoint a person according to the process for designating a director for a term of office as prescribed in the Application and if a vacancy occurs on the board of directors because of death, resignation or inability of either of the additional appointed members to discharge the duties of director, the Mayor and Council of the City to appoint a person according to the process for designating a person to fill a vacancy on the board of directors of the board as prescribed in the Application; and

- VI. The City Clerk of the City to accept the filing of a "General Plan for the Proposed Park Central Community Facilities District" for the District in the form provided in the Application, setting out a general description of the improvements for which the District is proposed to be formed, the general areas to be improved within the District and the estimated costs of construction or acquisition of the public infrastructure to be financed, constructed, or acquired by the District (the "General Plan"); and

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

(c) The Petitioners further attested and declared that on the date hereof, as shown on the assessment roll for State and county taxes in Maricopa County, Arizona, the Property is owned by the Petitioners 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 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 separately approved by the City to be entered into by and among the Petitioners, the City, and the District; that public convenience and necessity require the adoption of this Resolution; and that the City 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 Petitioners 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 50 days preceding the first anticipated election of the District, any 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, and Petitioners further prayed that the City, 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, and as separately approved by the City, the City, the District, HPPC, and Holualoa will be 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 City, HPPC, and Holualoa determined to specify some of such matters in such an agreement, particularly matters relating to the construction of certain public infrastructure by the District, all pursuant to the Act.

(g) Pursuant to the Act and Title 11, Chapter 7, Article 3, Arizona Revised Statutes, the District and the City 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.

SECTION 2. MATTERS NOTICED BY THE CITY.

(a) The Petitioners seek 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 City, the District, HPPC and Holualoa.

(b) The General Plan and the Application have been filed with the City Clerk of the City.

(c) The Petition, the Application, and all necessary supporting materials have been filed with the City, and the showings in the Petition are each noticed by the City and are hereby incorporated at this place as if set forth herein 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.

SECTION 3. GRANTING OF PETITION; FORMATION OF DISTRICT.

The Petition attached hereto as Exhibit A 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 owners of the Property and there are not now, and shall not be within 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. Neither the District nor its board of directors shall make any commitments or incur any liabilities, nor shall the District be liable to any party for the payment of any amounts, until a Development Agreement has been executed and delivered by all parties and the insurance required by the Development Agreement for the District itself and the board of directors of the District is in place as determined by the District Manager or his designee. The formation of the District shall not constitute an inducement for any party to incur obligations by or on behalf of the District or the City.

SECTION 4. DISTRICT BOARD AND OFFICERS. The District shall be governed by a "District Board" comprised of the members of the Mayor and Council of the City, ex officio, and the First Appointed Members. The "Chairperson of the District Board" and the "Vice Chairperson of the District Board" shall be determined at the first meeting of the board of directors of the District, and the City Clerk of the City shall be the "District Clerk"; the City Treasurer of the City shall be the "District Treasurer"; the City Manager of the City shall be the "District Manager" and the City Attorney of the City shall be the "District Counsel." The first meeting of the board of directors of the District shall not be held until the Development Agreement has been executed and delivered by all parties and the insurance required by the Development Agreement for the District itself and the board of directors of the District is in place as determined by the District Manager.

SECTION 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.

SECTION 6. DISSEMINATION OF THIS RESOLUTION. The Petitioners shall cause a copy of this Resolution to be delivered to the County Assessor and the Board of Supervisors of Maricopa County, Arizona, and to the Department of Revenue of the State of Arizona.

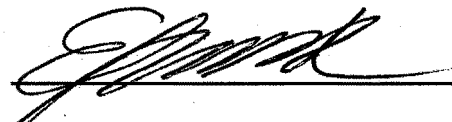
SECTION 7. NO LIABILITY OF OR FOR THE CITY. Neither the City nor the State of Arizona or any political subdivision of either (other than the District) shall be directly, indirectly, or morally liable or obligated for the costs of the public infrastructure

contemplated by the General Plan, 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 City, the State of Arizona, or any political subdivision of either (other than the District) shall be pledged therefor.

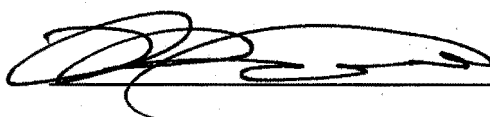
PASSED AND ADOPTED by the Council of the City of Phoenix this 29th day of August, 2018.


MAYOR

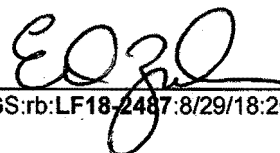
ATTEST:


Acting City Clerk



APPROVED AS TO FORM:

Acting City Attorney *TLS*

REVIEWED BY:


City Manager

TGS:rb:LF18-2487:8/29/18:2062635_1

Attachment A

PETITION FOR ADOPTION OF AN ORDINANCE
ORDERING AND DECLARING
FORMATION OF
PARK CENTRAL COMMUNITY FACILITIES DISTRICT

STATE OF ARIZONA)
COUNTY OF MARICOPA) ss.
CITY OF PHOENIX)

THE UNDERSIGNED OWNERS (hereinafter referred to as, collectively, "Petitioner") OF ALL OF THE REAL PROPERTY hereinafter described by the attached parcels, acting pursuant to the provisions of Title 48, Chapter 4, Article 6, Arizona Revised Statutes, as amended (hereinafter referred to as the "Act"), respectfully petitions The Honorable Mayor and Council of the City of Phoenix, Arizona (hereinafter referred to as the "City"), to adopt an ordinance (hereinafter referred to as the "Ordinance") declaring and ordering formation of a community facilities district (hereinafter referred to as the "District") and would respectfully request the following with respect thereto:

I.

The name of the District to be "Park Central Community Facilities 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 Petitioner, the City and the District,

III.

The District to contain an area of approximately 36 acres of land, more or less, wholly within the corporate boundaries of the City and to be composed of the land included in the legal description provided in the Exhibit hereto, which is made a part hereof for all purposes,

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 City; 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 District to be governed by a board of directors of the District that consists of the members of the governing body of the City, *ex officio*, with Andrew Conlin and Steve Gervais as additional members who are designated by HPPC, LLC, an Arizona limited liability company, the owner who signed the Petition and who owns the largest amount of privately owned acreage in the District, such directors to be appointed by the governing body of the City and on the expiration of the term of an additional appointed director, the governing body of the City to appoint a person according to the process for designating a director for a term of office as prescribed in the Application and if a vacancy occurs on the board of directors because of death, resignation or inability of either of the additional appointed members to discharge the duties of director, the governing body of the City to appoint a person according to the process for designating a person to fill a vacancy on the board of directors of the board as prescribed in the Application,

VI.

Before the Ordinance is adopted, the City Clerk of the City to accept the filing of a “general plan” (as such term is defined in the Act and hereinafter referred to as the “General Plan”)

for the District setting out a general description of the improvements for which the District is proposed to be formed, the general areas to be improved within the District and the estimated costs of construction or acquisition of the public infrastructure to be financed, constructed or acquired by the District, and

VII.

The City to determine that public convenience and necessity require the adoption of the Ordinance;

WHEREFORE, Petitioner attests and declares that on the date hereof, as shown on the assessment roll for State and county taxes in Maricopa County, Arizona, all of the land to be in the District is owned by Petitioner or, if a person listed on such assessment roll is no longer the owner of land in the District, that the name of the successor owner has become known and has been verified by recorded deed or other similar evidence of transfer of ownership to be Petitioner; that there currently are no residents on the land to be in the District and there shall be no residents within fifty (50) days preceding the first anticipated election for the District; that the land to be included in the District shall be benefited from the improvements for which the District is proposed to be formed; 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 Petitioner, the City and the District; that public convenience and necessity require the adoption of the Ordinance; and that the City 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;

WHEREFORE, as this Petition is signed by the owners of all the land to be in the District and there are not now, and shall not be within fifty (50) days preceding the first anticipated

election of the District, residents on the land in the District, any requirements of posting, publication, mailing, notice, hearing and election otherwise required by the Act in connection with adoption of the Ordinance are waived, and the City may, on receipt of this Petition, adopt the Ordinance to declare the District formed without being required to comply with such provisions for posting, publication, mailing, notice, hearing or election; and

WHEREFORE, Petitioner respectfully prays that this Petition be properly filed as provided by law; that the City adopt the Ordinance and declare and order the District formed without being required to comply with the provisions for posting, publication, mailing, notice, hearing and election otherwise required by the Act in connection with the Ordinance; and that such other orders, acts, procedure and relief as are proper, necessary and appropriate to the purposes of organizing the District and to the execution of the purposes for which the District shall be organized be granted as The Honorable Mayor and Council of the City shall deem proper and necessary.

[signatures on following pages]

RESPECTFULLY SUBMITTED this 15 day of August, 2018.

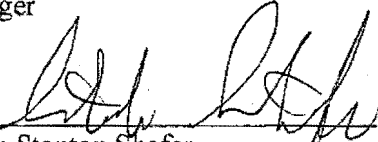
HPPC, LLC, an Arizona limited liability company

By: HPPC Sponsor, LLC, an Arizona limited liability company

Its: Manager

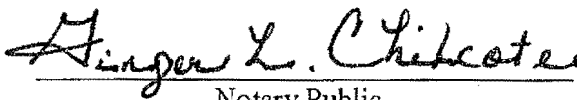
By: Holualoa Capital Management, LLC, an Arizona limited liability company

Its: Manager

By: 
Name: Stanton Shafer
Title: Chief Operating Officer

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 15th day of August, 2018, by Stanton Shafer, the Chief Operating Officer of HOLUALOA CAPITAL MANAGEMENT, LLC, an Arizona limited liability company, in its capacity as manager of HPPC SPONSOR, LLC, an Arizona limited liability company, in its capacity as manager of HPPC, LLC, an Arizona limited liability company, for and on behalf thereof.


Notary Public

My Commission Expires:



RESPECTFULLY SUBMITTED this 9 day of August, 2018.

PARK CENTRAL MALL, L.L.C.,
an Arizona limited liability company

By: MC Ventures, LLC,
an Alaska limited liability company
Its: Manager

By: 
Name: J. Kevin Burdette
Title: Manager

STATE OF Arizona)
COUNTY OF Maricopa)

The foregoing instrument was acknowledged before me this 9th day of August, 2018, by J. Kevin Burdette, the Manager of MC VENTURES, LLC, an Alaska limited liability company, in its capacity as manager of PARK CENTRAL MALL, L.L.C., an Arizona limited liability company, for and on behalf thereof.


Notary Public

My Commission Expires:



RESPECTFULLY SUBMITTED this 14th day of August, 2018.

DIGNITY HEALTH,
a California non-profit public benefit corporation

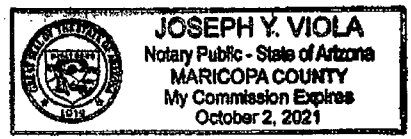
By: [Signature]
Name: Jeffrey W. Land
Title: Senior Vice President,
Corporate Real Estate

STATE OF ARIZONA)
)
COUNTY OF MARICOPA)

The foregoing instrument was acknowledged before me this 14th day of August, 2018, by Jeffrey W. Land, the Senior Vice President of DIGNITY HEALTH, a California non-profit public benefit corporation, for and on behalf thereof.

[Signature]
Notary Public

My Commission Expires:



ATTACHMENT:

EXHIBIT – Legal Description of Proposed CFD

EXHIBIT - LEGAL DESCRIPTION OF LAND

The land consists of three parcels:

1. The Catalina Parcel, described as follows:

Lot 4, Park Central Mall, according to Book 467 of Maps, Page 14, records of Maricopa County, Arizona;

EXCEPT that portion shown in Order for Immediate Possession recorded in Document No. 2006-0191453, described as follows:

COMMENCING at the intersection of Central Avenue and Catalina Drive;

THENCE North 00 degrees 01 minutes 39 seconds East, along the centerline of Central Avenue, a distance of 67.57 feet;

THENCE North 89 degrees 58 minutes 21 seconds West, a distance of 418.23 feet to the POINT OF BEGINNING;

THENCE South 13 degrees 00 minutes 25 seconds East, a distance of 25.79 feet to a point of cusp of a curve whose 265.00 foot radius bears South 12 degrees 54 minutes 18 seconds East and is concave Southeasterly;

THENCE Southwesterly, along said curve, through a central angle of 6 degrees 20 minutes 20 seconds, a distance of 29.32 feet to the beginning of a reverse curve whose 235.00 foot radius bears North 19 degrees 19 minutes 36 seconds West and is concave Northwesterly;

THENCE Southwesterly, along said curve, through a central angle of 10 degrees 16 minutes 29 seconds, a distance of 42.14 feet;

THENCE North 13 degrees 00 minutes 00 seconds West, a distance of 32.94 feet;

THENCE North 77 degrees 00 minutes 05 seconds East, a distance of 8.75 feet;

THENCE North 76 degrees 59 minutes 58 seconds East, a distance of 53.56 feet;

THENCE South 75 degrees 26 minutes 03 seconds East, a distance of 10.18 feet to the POINT OF BEGINNING.

2. Phase I, described on the following pages.

3. Phase II, described on the following pages.

PHASE I

PARCEL NO. 1: (Lot 1A)

That portion of Lot 1, PARK CENTRAL MALL, according to Book 467 of Maps, page 14, records of Maricopa

County, Arizona, described as follows:

COMMENCING at the East-Northeast corner of said Lot 1, said point also being on the Westerly right-of-way of Central Avenue;

Thence South 00 degrees 00 minutes 00 seconds West, a distance of 171.63 feet to the TRUE POINT OF BEGINNING;

Thence continuing South 00 degrees 00 minutes 00 seconds West, a distance 33.54 feet;

Thence South 05 degrees 08 minutes 54 seconds West, a distance of 100.30 feet;

Thence South 00 degrees 00 minutes 00 seconds West, a distance of 162.00 feet;

Thence North 89 degrees 18 minutes 36 seconds West, a distance of 12.00 feet;

Thence South 00 degrees 00 minutes 00 seconds West, a distance of 58.00 feet;

Thence South 89 degrees 18 minutes 36 seconds East, a distance of 21.00 feet;

Thence South 00 degrees 00 minutes 00 seconds West, a distance of 34.00 feet;

Thence South 10 degrees 12 minutes 14 seconds West, a distance of 50.80 feet;

Thence South 00 degrees 00 minutes 00 seconds West, a distance of 100.00 feet;

Thence South 10 degrees 12 minutes 14 seconds East, a distance of 50.80 feet;

Thence South 00 degrees 00 minutes 00 seconds West, a distance of 162.01 feet;

Thence North 45 degrees 00 minutes 00 seconds West, a distance of 184.86 feet;

Thence North 90 degrees 00 minutes 00 seconds West, a distance of 197.64 feet;

Thence North 65 degrees 34 minutes 24 seconds West, a distance of 76.37 feet;

Thence North 90 degrees 00 minutes 00 seconds West, a distance of 65.94 feet;

Thence North 00 degrees 00 minutes 00 seconds East, a distance of 28.62 feet;

Thence North 90 degrees 00 minutes 00 seconds West, a distance of 209.89 feet;

Thence South 43 degrees 18 minutes 56 seconds West, a distance of 134.63 feet;

Thence North 89 degrees 56 minutes 12 seconds West, a distance of 30.33 feet;

Thence North 00 degrees 02 minutes 35 seconds West, a distance of 269.60 feet;

Thence North 89 degrees 57 minutes 59 seconds West, a distance of 300.55 feet;

Thence North 00 degrees 00 minutes 00 seconds East, a distance of 71.91 feet;

Thence North 89 degrees 57 minutes 59 seconds West, a distance of 384.54 feet to a point of curvature, from which the radius bears South 70 degrees 48 minutes 07 seconds East, a distance of 226.00 feet;

Thence Northeasterly along said curve, through a central angle of 36 degrees 11 minutes 33 seconds, a distance of 142.76 feet to a point of reverse curvature, from which the radius bears North 33 degrees 18 minutes 30 seconds West, a distance of 296.00 feet;

Thence Northeasterly along said curve, through a central angle of 20 degrees 49 minutes 45 seconds, a distance of 107.61 feet to a point of compound curvature, from which the radius bears North 51 degrees 45 minutes 00 seconds West, a distance of 280.00 feet;

Thence Northeasterly along said curve, through a central angle of 38 degrees 04 minutes 50 seconds, a distance of 186.10 feet to a point of tangency;

Thence North 00 degrees 10 minutes 10 seconds East, a distance of 895.76 feet, to a point of curvature from which the radius bears South 89 degrees 49 minutes 50 seconds East, a distance of 30.00 feet;

Thence Northeasterly along said curve, through a central angle of 90 degrees 26 minutes 27 seconds, a distance of 47.35 feet to a point of tangency;

Thence South 89 degrees 23 minutes 23 seconds East, a distance of 132.65 feet;

Thence South 82 degrees 30 minutes 46 seconds East, a distance of 41.90 feet;

Thence South 00 degrees 03 minutes 00 seconds West, a distance of 446.57 feet;

Thence South 89 degrees 57 minutes 00 seconds East, a distance of 7.96 feet;

Thence South 00 degrees 01 minutes 14 seconds West, a distance of 171.43 feet;

Thence North 89 degrees 58 minutes 46 seconds West, a distance of 23.60 feet;

Thence South 00 degrees 01 minutes 14 seconds West, a distance of 330.04 feet;

Thence South 89 degrees 58 minutes 46 seconds East, a distance of 265.68 feet;

Thence South 00 degrees 01 minutes 14 seconds West, a distance of 230.96 feet;

Thence South 90 degrees 00 minutes 00 seconds East, a distance of 247.45 feet;

Thence North 32 degrees 20 minutes 18 seconds East, a distance of 92.99 feet;

Thence South 90 degrees 00 minutes 00 seconds East, a distance of 365.97 feet;

Thence North 45 degrees 00 minutes 00 seconds East, a distance of 191.23 feet to the TRUE POINT OF BEGINNING;

EXCEPT that portion of area noted as "Exception", on Park Central Mall, according to Book 467 of Maps, page 14, records of Maricopa County, Arizona; and

EXCEPT 2 parcels being Parcel 30.2176 on Final Order of Condemnation recorded in Recording No. 2012-1020332, records of Maricopa County, Arizona, being a part of Lot 1 of Park Central Mall Subdivision as

recorded in Book 467 of Maps, page 14 and located in the Northwest quarter of Section 29, Township 2 North,

Range 3 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, more particularly described as follows:

COMMENCING at a (brass cap flush) monument at the South quarter corner of said Section 29 and the intersection of Central Avenue and Thomas Road which bears South 00 degrees 01 minutes 56 seconds West, a distance of 2648.41 feet from a (brass cap flush) monument at the center of said Section 29 and the intersection of Central Avenue and Osborne Road;

Thence North 00 degrees 02 minutes 06 seconds East, a distance of 721.91 feet, to a (brass cap flush) monument at the intersection of Central Avenue and Catalina Drive (West);

Thence North 00 degrees 01 minutes 39 seconds East, a distance of 602.35 feet to a (brass cap flush) monument at the intersection of Central Avenue and Earll Drive;

Thence North 00 degrees 02 minutes 03 seconds East, a distance of 504.03 feet to a (brass cap flush) monument at the intersection of Central Avenue and Monterey Way which bears South 00 degrees 01 minutes 57 seconds West, a distance of 820.12 feet from a (brass cap flush) monument at the center of said Section 29 and the intersection of Central Avenue and Osborn Road;

Thence South 00 degrees 02 minutes 03 seconds West, returning along the centerline of said Central Avenue, a distance of 178.56 feet;

Thence North 89 degrees 57 minutes 57 seconds West, a distance of 50.00 feet to a point on the existing Westerly right-of-way boundary of said Central Avenue and the POINT OF BEGINNING;

Thence South 00 degrees 02 minutes 03 seconds West, along said Westerly boundary, a distance of 33.54 feet;

Thence South 05 degrees 10 minutes 57 seconds West, continuing along said Westerly boundary, a distance of 100.30 feet;

Thence South 00 degrees 02 minutes 03 seconds West, continuing along said Westerly boundary, a distance of 1.00 foot;

Thence North 89 degrees 57 minutes 57 seconds West, a distance of 0.04 feet;

Thence North 00 degrees 00 minutes 33 seconds West, a distance of 99.57 feet;

Thence North 01 degrees 08 minutes 12 seconds East, a distance of 26.25 feet;

Thence North 45 degrees 02 minutes 03 seconds East, a distance of 12.18 feet, returning to the POINT OF BEGINNING.

AND ALSO

COMMENCING at a (brass cap flush) monument at the South quarter corner of said Section 29 and the

intersection of Central Avenue and Thomas Road which bears South 00 degrees 01 minutes 56 seconds West, a distance of 2648.41 feet from a (brass cap flush) monument at the center of said Section 29 and the intersection of Central Avenue and Osborn Road:

Thence North 00 degrees 02 minutes 06 seconds East, a distance of 721.91 feet, to a (brass cap flush) monument at the intersection of Central Avenue and Catalina Drive (West);

Thence North 00 degrees 01 minutes 39 seconds East, a distance of 602.35 feet, to a (brass cap flush) monument at the intersection of Central Avenue and Earl Drive;

Thence North 00 degrees 02 minutes 03 seconds East, a distance of 55.07 feet;

Thence North 89 degrees 57 minutes 57 seconds West, a distance of 59.01 feet, to a point on the existing Westerly right-of-way boundary of said Central Avenue and the POINT OF BEGINNING;

Thence South 00 degrees 02 minutes 03 seconds West, along said Westerly boundary, a distance of 25.03 feet;

Thence North 89 degrees 16 minutes 45 seconds West, along said Westerly boundary, a distance of 12.00 feet;

Thence South 00 degrees 01 minutes 51 seconds West, along said Westerly boundary, a distance of 58.00 feet;

Thence South 89 degrees 16 minutes 45 seconds East, along said Westerly boundary, a distance of 21.00 feet;

Thence South 00 degrees 01 minutes 39 seconds West, along said Westerly boundary, a distance of 34.00 feet;

Thence South 10 degrees 13 minutes 53 seconds West, along said Westerly boundary, a distance of 38.57 feet;

Thence North 00 degrees 00 minutes 33 seconds West, a distance of 41.71 feet;

Thence North 89 degrees 45 minutes 05 seconds West, a distance of 5.14 feet;

Thence North 00 degrees 01 minutes 39 seconds East, a distance of 3.38 feet, to the beginning of a non tangent curve whose 10.62 foot radius bears South 77 degrees 31 minutes 28 seconds West;

Thence Northwesterly along said curve through an interior angle of 52 degrees 09 minutes 01 seconds the arc length of 9.66 feet;

Thence North 84 degrees 38 minutes 53 seconds West, a distance of 12.12 feet;

Thence North 89 degrees 54 minutes 25 seconds West, a distance of 2.95 feet;

Thence North 00 degrees 06 minutes 14 seconds West, a distance of 80.05 feet;

Thence North 89 degrees 53 minutes 46 seconds East, a distance of 7.57 feet;

Thence North 45 degrees 19 minutes 15 seconds West, a distance of 4.64 feet;

Thence North 00 degrees 11 minutes 34 seconds West, a distance of 18.22 feet;

Thence North 89 degrees 58 minutes 33 seconds East, a distance of 13.23 feet, returning to the POINT OF BEGINNING.

PHASE II

The Land referred to herein below is situated in the County of Maricopa, State of Arizona, and is described as follows:

PARCEL NO. 1:

That part of the Southwest quarter of Section 29, Township 2 North, Range 3 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, being more particularly described as follows:

COMMENCING at the center of said Section 29;

THENCE North 89 degrees 23 minutes 23 seconds West along the North line of said Southwest quarter, Section 29, a distance of 1081.44 feet;

THENCE South 00 degrees 01 minutes 14 seconds West, a distance of 625.04 feet to the POINT OF BEGINNING;

THENCE South 89 degrees 58 minutes 46 seconds East, a distance of 217.99 feet;

THENCE South 00 degrees 01 minutes 14 seconds West, a distance of 36.20 feet;

THENCE South 89 degrees 58 minutes 46 seconds East, a distance of 24.10 feet;

THENCE South 00 degrees 01 minutes 14 seconds West, a distance of 330.04 feet;

THENCE North 89 degrees 58 minutes 46 seconds West, a distance of 265.69 feet;

THENCE North 00 degrees 01 minutes 14 seconds East, a distance of 330.04 feet;

THENCE South 89 degrees 58 minutes 46 seconds East, a distance of 23.60 feet;

THENCE North 00 degrees 01 minutes 14 seconds East, a distance of 36.20 feet to the POINT OF BEGINNING;

PARCEL NO. 2:

That portion of Lot 1, Park Central Mall, according to the plat of record in the office of the County recorder of Maricopa County, Arizona, recorded in Book 467 of Maps, Page 14, described as follows;

COMMENCING at the East-Northeast corner of said Lot 1, said point also being on the Westerly right-of-way of Central Avenue;

THENCE South 00 degrees 00 minutes 00 seconds West, a distance of 205.17 feet;

THENCE South 05 degrees 08 minutes 54 seconds West, a distance of 100.30 feet;

THENCE South 00 degrees 00 minutes 00 seconds West, a distance of 162.00 feet;

THENCE North 89 degrees 18 minutes 36 seconds West, a distance of 12.00 feet;

THENCE South 00 degrees 00 minutes 00 seconds West, a distance of 58.00 feet;

THENCE South 89 degrees 18 minutes 36 seconds East, a distance of 21.00 feet;

THENCE South 00 degrees 00 minutes 00 seconds West, a distance of 34.00 feet;

THENCE South 10 degrees 12 minutes 14 seconds West, a distance of 50.80 feet;

THENCE South 00 degrees 00 minutes 00 seconds West, a distance of 100.00 feet;

THENCE South 10 degrees 12 minutes 14 seconds East, a distance of 50.80 feet;

THENCE South 00 degrees 00 minutes 00 seconds West, a distance of 162.01 feet to the POINT OF BEGINNING;

THENCE continuing South 00 degrees 00 minutes 00 seconds West, a distance of 127.41 feet, to a point of curvature from which the radius bears North 90 degrees 00 minutes 00 seconds West, a distance of 20.00 feet;

THENCE Southwesterly along said curve, through a central angle of 90 degrees 38 minutes 18 seconds, a distance of 31.64 feet to the point of tangency;

THENCE North 89 degrees 21 minutes 43 seconds West, a distance of 279.93 feet, to a point of curvature from which the radius bears South 00 degrees 38 minutes 17 seconds West, a distance of 250.00 feet;

THENCE Southwesterly along said curve, through a central angle of 06 degrees 15 minutes 22 seconds, a distance of 27.30 feet;

THENCE North 00 degrees 00 minutes 00 seconds East, a distance of 249.38 feet;

THENCE North 66 degrees 34 minutes 20 seconds West, a distance of 48.71 feet;

THENCE North 90 degrees 00 minutes 00 seconds West, a distance of 312.10 feet;

THENCE South 52 degrees 28 minutes 53 seconds West, a distance of 97.13 feet;

THENCE North 90 degrees 00 minutes 00 seconds West, a distance of 66.96 feet;

THENCE South 00 degrees 00 minutes 00 seconds East, a distance of 143.27 feet;

THENCE North 90 degrees 00 minutes 00 seconds West, a distance of 42.99 feet;

THENCE South 00 degrees 00 minutes 00 seconds East, a distance of 88.78 feet;

THENCE North 89 degrees 21 minutes 43 seconds West, a distance of 50.07 feet;

THENCE North 00 degrees 38 minutes 17 seconds East, a distance of 204.50 feet;

THENCE North 89 degrees 21 minutes 43 seconds West, a distance of 152.78 feet;

THENCE North 27 degrees 35 minutes 42 seconds West, a distance of 60.79 feet;

THENCE North 00 degrees 00 minutes 00 seconds East, a distance of 91.14 feet;

THENCE North 15 degrees 50 minutes 22 seconds West, a distance of 164.05 feet;
THENCE North 00 degrees 00 minutes 00 seconds East, a distance of 100.27 feet;
THENCE South 89 degrees 57 minutes 59 seconds East, a distance of 47.50 feet;
THENCE South 00 degrees 00 minutes 00 seconds West, a distance of 71.91 feet;
THENCE South 89 degrees 57 minutes 59 seconds East, a distance of 33.37 feet;
THENCE South 00 degrees 00 minutes 00 seconds West, a distance of 269.46 feet;
THENCE South 89 degrees 56 minutes 12 seconds East, a distance of 297.71 feet;
THENCE North 43 degrees 18 minutes 56 seconds East, a distance of 134.63 feet;
THENCE South 90 degrees 00 minutes 00 seconds East, a distance of 209.89 feet;
THENCE South 00 degrees 00 minutes 00 seconds West, a distance of 28.62 feet;
THENCE South 90 degrees 00 minutes 00 seconds East, a distance of 65.94 feet;
THENCE South 65 degrees 34 minutes 24 seconds East, a distance of 76.37 feet;
THENCE South 90 degrees 00 minutes 00 seconds East, a distance of 197.64 feet;
THENCE South 45 degrees 00 minutes 00 seconds East, a distance of 184.86 feet, to the POINT OF BEGINNING;

EXCEPT the following parcel of land as set forth in Final Order of Condemnation recorded in Document No. 2012-1020332, records of Maricopa County, Arizona:

COMMENCING at the intersection of Central Avenue and Catalina Drive;

THENCE North 00 degrees 01 minutes 39 seconds East, along the centerline of said Central Avenue, a distance of 178.24 feet;

THENCE North 89 degrees 58 minutes 21 seconds West, a distance of 50.00 feet to the POINT OF BEGINNING;

THENCE South 00 degrees 01 minutes 39 seconds West, a distance of 127.41 feet to the beginning of a tangent curve having a 20.00 foot radius and is concave Northwesterly;

THENCE Southwesterly, along said curve, through a central angle of 90 degrees 40 minutes 46 seconds, a distance of 31.65 feet;

THENCE North 89 degrees 17 minutes 36 seconds West a distance of 3.15 feet;

THENCE North 00 degrees 02 minutes 41 seconds East, a distance of 7.22 feet;

THENCE North 79 degrees 12 minutes 12 seconds East, a distance of 1.35 feet;

THENCE North 48 degrees 51 minutes 04 seconds East, a distance of 7.26 feet;

THENCE North 50 degrees 59 minutes 46 seconds East, a distance of 19.11 feet to the beginning of a non-tangent curve whose 4158.00 foot radius bears South 88 minutes 37 seconds 01 seconds West and is concave Southwesterly;

THENCE Northerly, along said curve, through a central angle of 0 degrees 32 minutes 17 seconds, a distance of 39.05 feet;

THENCE North 01 degrees 55 minutes 16 seconds West a distance of 90.06 feet;

THENCE South 44 degrees 58 minutes 21 seconds East, a distance of 8.42 feet to the POINT OF BEGINNING.

PARCEL NO. 3:

That portion of Lot 1, Park Central Mall, according to the plat of record in the office of the County recorder of Maricopa County, Arizona, recorded in Book 467 of Maps, Page 14, described as follows;

COMMENCING at the East-Northeast corner of said Lot 1, said point also being on the Westerly right-of-way of Central Avenue, and being the POINT OF BEGINNING;

THENCE South 00 degrees 00 minutes 00 seconds West, a distance of 171.63 feet;

THENCE South 45 degrees 00 minutes 00 seconds West, a distance of 191.23 feet;

THENCE North 90 degrees 00 minutes 00 seconds West, a distance of 365.99 feet;

THENCE South 32 degrees 20 minutes 18 seconds West, a distance of 92.99 feet;

THENCE North 90 degrees 00 minutes 00 seconds West, a distance of 247.45 feet;

THENCE North 00 degrees 01 minutes 14 seconds East, a distance of 561.00 feet;

THENCE North 89 degrees 58 minutes 46 seconds West, a distance of 24.10 feet;

THENCE North 00 degrees 01 minutes 14 seconds East, a distance of 36.20 feet;

THENCE North 89 degrees 58 minutes 46 seconds West, a distance of 217.98 feet;

THENCE North 00 degrees 01 minutes 14 seconds East, a distance of 135.23 feet;

THENCE South 89 degrees 57 minutes 00 seconds East, a distance of 231.36 feet;

THENCE North 00 degrees 03 minutes 00 seconds East, a distance of 437.25 feet;

THENCE South 89 degrees 23 minutes 23 seconds East, a distance of 35.99 feet;

THENCE North 00 degrees 36 minutes 37 seconds East, a distance of 12.00 feet;

THENCE South 89 degrees 23 minutes 23 seconds East, a distance of 44.54 feet;

THENCE South 00 degrees 03 minutes 00 seconds West, a distance of 190.35 feet to a point of curvature from which the radius bears South 89 degrees 57 minutes 00 seconds East, a distance of 15.00 feet;

THENCE Southeasterly along said curve, through a central angle of 89 degrees 26 minutes 23 seconds, a distance of 23.42 feet to a point of tangency;

THENCE South 89 degrees 23 minutes 23 seconds East, a distance of 109.94 feet;

THENCE South 00 degrees 03 minutes 00 seconds West, a distance of 416.44 feet;

THENCE North 89 degrees 21 minutes 04 seconds West, a distance of 3.37 feet;

THENCE South 00 degrees 00 minutes 00 seconds West, a distance of 165.04 feet;

THENCE South 89 degrees 18 minutes 36 seconds East, a distance of 607.00 feet to the POINT OF BEGINNING;

EXCEPT the following parcel of land as set forth in Final Orders of Condemnation recorded in Document No. 2007-0075674 and in Document No. 2012-1020332, records of Maricopa County, Arizona:

COMMENCING at the intersection of Central Avenue and Monterey Way (East);

THENCE South 00 degrees 02 minutes 03 seconds West along the centerline of said Central Avenue, a distance of 6.93 feet;

THENCE North 89 degrees 57 minutes 57 seconds West, a distance of 50.00 feet to the POINT OF BEGINNING;

THENCE South 00 degrees 02 minutes 03 seconds West a distance of 171.63 feet;

THENCE South 45 degrees 02 minutes 03 seconds West, a distance of 12.18 feet;

THENCE North 01 degrees 08 minutes 12 seconds East, a distance of 73.77 feet;

THENCE North 00 degrees 00 minutes 33 seconds West, a distance of 56.77 feet;

THENCE North 89 degrees 44 minutes 48 seconds West a distance of 5.01 feet;

THENCE North 00 degrees 27 minutes 15 seconds East, a distance of 1.77 feet;

THENCE North 20 degrees 18 minutes 40 seconds West, a distance of 20.79 feet;

THENCE North 44 degrees 43 minutes 15 seconds West a distance of 3.92 feet;

THENCE North 72 degrees 10 minutes 35 seconds West, a distance of 2.16 feet;

THENCE North 89 degrees 06 minutes 50 seconds West a distance of 10.50 feet;

THENCE North 00 degrees 08 minutes 06 seconds East, a distance of 25.25 feet;

THENCE South 89 degrees 16 minutes 45 seconds East, a distance of 34.74 feet to the POINT OF BEGINNING.

PARCEL NO. 4:

Lot 5, Park Central Mall, according to Book 467 of Maps, page 14, records of Maricopa County, Arizona.

RIDER TO
PETITION FOR ADOPTION OF AN ORDINANCE
ORDERING AND DECLARING
FORMATION OF
PARK CENTRAL COMMUNITY FAICLITIES DISTRICT

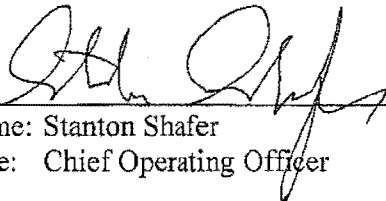
The undersigned has an interest in the land pursuant to an option or other agreement to purchase a portion of the land to be included in the District.

HOLUALOA 157, LLC, an Arizona limited liability company

By: Holualoa Capital Management, LLC, an Arizona limited liability

Its: Manager

By:


Name: Stanton Shafer
Title: Chief Operating Officer

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 15th day of August, 2018, by Stanton Shafer, the Chief Operating Officer of HOLUALOA CAPITAL MANAGEMENT, LLC, an Arizona limited liability company, in its capacity as manager of HOLUALOA 157, LLC, an Arizona limited liability company.


Notary Public

My Commission Expires:

