



ENGINEER'S REPORT

Community Facilities District

No. 2017-1 of the County of Orange

(Village of Esencia)

Prepared for:

COUNTY OF ORANGE

10 Civic Center Plaza

Santa Ana, CA 92701

Prepared by:

STANTEC

46 Discovery, Suite 250

Irvine, California 92618

March 1, 2017



Table of Contents

I.	Introduction	3
II.	Project Description	4
III.	Description of Facilities.....	6
IV.	Cost Estimate.....	9
V.	Bonded Indebtedness and Incidental Expenses.....	10
VI.	Benefit Principles for Improvement Area IA No. 1	11
VII.	Rate and Method of Apportionment of the Special Tax for Improvement Area No. 1.....	14
VIII.	Benefit Principles for Improvement Area No. 2	16
IX.	Rate and Method of Apportionment of the Special Tax for Improvement Area No. 2.....	18
X.	Boundaries of Community Facilities District No. 2017-1.....	20
XI.	General Terms and Conditions	21
XII.	Certification.....	22
	Attachment A: Boundary Map.....	23
	ATTACHMENT B:	24
	ATTACHMENT C:	25

I. Introduction

WHEREAS, the Board of Supervisors of the County of Orange (hereinafter referred to as the "Board"), pursuant to the provisions of the Mello-Roos Community Facilities Act of 1982, being Chapter 2.5, Part 1, Division 2, Title 5 of the Government Code of the State of California (hereinafter referred to as the "Act") did state its intention to form a community facilities district, consisting of the territory described in Attachment A, and did expressly order the filing of a written "Report" with the Board for the proposed community facilities district. This community facilities district has been designated by the Board as Community Facilities District No. 2017-1 of the County of Orange (Village of Esencia), (hereinafter referred to as "CFD No. 2017-1"); and

WHEREAS, the Resolution of Intention of the Board to establish Community Facilities District No. 2017-1 of the County of Orange (Village of Esencia), to authorize the levy of a special tax to pay the costs of acquiring or constructing certain facilities and expenses of CFD No. 2017-1 and to pay debt service on bonded indebtedness, did direct that said Report generally contain the following:

- a. A brief description of the public facilities, by type, which will be required to adequately meet the needs of CFD No. 2017-1; and
- b. An estimate of the cost of providing those public facilities, including the cost of environmental evaluations of such facilities, and an estimate of the fair and reasonable cost of any incidental expenses to be incurred.

NOW, THEREFORE, I, Don R. Gordon, P.E., County District Engineer, authorized representative of Stantec, Engineer of Record, pursuant to the provisions of the Act, do hereby submit the following report:

II. Project Description

CFD No. 2017-1 is located within the unincorporated portion of Orange County and consists of two improvement areas within its boundary. One improvement area consists of Tract No. 17563 (hereinafter referred to as "Improvement Area No. 1"), and the other improvement area consists of Tract No. 17564 (hereinafter referred to as "Improvement Area No. 2").

RMV PA2 Development, LLC, a Delaware limited liability company (hereinafter referred to as "Master Developer") has obtained land use entitlements to construct approximately 752 residential dwelling units in Improvement Area No. 1 and develop 49.2 acres as urban activity center and neighborhood commercial use in Improvement Area No. 2.

Improvement Area No. 1 encompasses approximately 154 gross acres of land. Of this acreage, approximately 67 acres are expected to be developed as taxable land with the following property type and acreage in Table 1.

Table 1

Zone	Anticipated Residential Development	Units	Anticipated Taxable Acreage
1	Traditional Attached	80	3.816
2	Cluster Attached	190	10.415
3	Cluster Detached	197	18.369
4	Traditional Detached	161	20.436
5	Age Qualified Cluster Detached	62	5.971
6	Age Qualified Traditional Detached	62	7.923
Total		752	66.929

Improvement Area No. 2 encompasses approximately 52.4 gross acres of land. Of this acreage, approximately 49.2 acres are expected to be developed as taxable land with the following property type and acreage in Table 2.

Table 2

Zone	Anticipated Development	Units	Anticipated Taxable Acreage
1	Retail Property, Office/Medical Property, Industrial Property, Institutional Property	469,000 SF	42.20
1	Hotel/Motel Property	101 Rooms	
2	Non-Residential Property	6.96 AC	6.96
Total			49.16

III. Description of Facilities

A community facilities district may provide for the purchase, construction, expansion, or rehabilitation of any real or tangible property, including public facilities and infrastructure improvements, with an estimated useful life of five (5) years or longer, which is necessary to meet increased demands placed upon local agencies as a result of development or rehabilitation occurring within the community facilities district. In addition, a community facilities district may pay in full all amounts necessary to eliminate any fixed special assessment liens or to pay, repay, or defease any obligation to pay for any indebtedness secured by any tax, fee, charge, or assessment levied within the area of the community facilities district.

Pursuant to the Resolution of Intention, the Board stated its intention to authorize CFD No. 2017-1 to finance the construction, purchase, modification, expansion and/or improvement of certain roadways and roadway improvements (including, without limitation, the Foothill Transportation Corridor improvements and the South County Roadway Improvement Program), tunnels, regional hiking and biking trails, storm drains, water and wastewater facilities (including, without limitation, domestic and non-domestic water facilities, wells, reservoirs, pipelines, storm and sewer drains and related infrastructure and improvements), wet and dry utilities, bridges and pedestrian bridges, parks, traffic signals, school sites, facilities and equipment, sheriff's substations and equipment and library facilities and equipment, and related infrastructure improvements, both onsite and offsite, and all appurtenances and appurtenant work in connection with the foregoing (including utility line relocations and electric, gas and cable utilities) (the "Facilities"), and to finance the incidental expenses to be incurred, including:

- a. The cost of engineering, planning and designing the Facilities;
- b. All costs, including costs of the property owner petitioning to form the District, associated with the creation of CFD No. 2017-1, the issuance of the bonds, the determination of the amount of special taxes to be levied and costs otherwise incurred in order to carry out the authorized purposes of CFD No. 2017-1; and
- c. Any other expenses incidental to the construction, acquisition, modification, rehabilitation, completion, and inspection of the Facilities.

The County of Orange (County) will enter into a Joint Community Facilities Agreement with the Santa Margarita Water District (SMWD) and RMV PA 2 Development, LLC, a Delaware Limited Liability Company with respect to the portion of the Facilities to be owned by SMWD, which agreement will be beneficial to the residents of CFD No. 2017-1 and the County.

The County may enter into a Joint Community Facilities Agreement with the Capistrano Unified School District (CUSD) and RMV PA 2 Development, LLC, a Delaware Limited Liability Company with respect to the portion of the Facilities to be owned by CUSD which agreement will be beneficial to the residents of CFD No. 2017-1 and the County.

The proposed Facilities for CFD No. 2017-1 include all or a portion of design, construction, indirect costs, and administration relating to the following improvements:

1. Offsite Transportation Improvements — including grading, retaining walls, paving, signing, striping, traffic controls, parkway improvements, street lights, median improvements,

sidewalks, drainage improvements, upgrades to existing facilities, public utilities, utility sleeving, street crossings, traffic signals, bridges, tunnels, erosion control and other appurtenant improvements.

The arterial highways include completion of the ultimate width improvements and various offsite intersection improvements per the County's Master Plan of Arterial Highways.

Facilities:

- a. Cow Camp Bridge and Road
- b. Avenida La Pata
- c. Los Patrones Parkway
- d. Gibby Road

2. Onsite Roadways – including grading, retaining walls, paving, signing, striping, traffic controls, parkway improvements, street lights, median improvements, sidewalks, drainage improvements, upgrades to existing facilities, public utilities, utility sleeving, street crossings, traffic signals, bridges, tunnels, erosion control and other appurtenant improvements.

Collector Roadways/ Trail and Fire Access Roads:

- a. Chiquita Canyon Drive
- b. Airoso Street
- c. Fauna Street
- d. Andaza Street
- e. Esencia Drive
- f. Tierno Road
- g. Aprender Street
- h. Medano Street
- i. Trails
- j. *Signals*
Cow Camp Road at Chiquita Canyon Drive
Cow Camp Road at Esencia Drive
Cow Camp Road at Antonio Parkway
Chiquita Canyon Drive at Esencia Drive
Chiquita Canyon Drive at Airoso Street
- k. Saliente Road
- l. Cima Drive
- m. Suerte Street
- n. Ocaso Street
- o. Rodear Road
- p. Emotivo Lane
- q. Picaro
- r. Salubre Street

3. Rough Grading for Roadways — including excavation; over excavation, hauling, stockpiling, compaction, construction water, erosion control, finish grading, remedial grading, and subgrade preparation (see list of Offsite Transportation Improvements and Onsite Roadways above).
4. Public Storm Drain Facilities — including mainlines, laterals, inlets, outlets, culverts, detention basins, County drainage facilities, temporary debris basins, bridges, tunnels,

access roads, connections, grading, erosion control, and other appurtenant improvements.

5. Public Sewer and Domestic and Recycled Water Improvements — including mainlines, laterals, valves, reservoirs, reclamation plant, pump stations, tanks, access roads, connections, grading, erosion control, and other appurtenant improvements.
6. Pedestrian Bridge / Hiking & Biking Trails — including grading, retaining walls, paving, signing, striping, traffic controls and signals, parkway improvements, lighting, sidewalks, drainage improvements, upgrades to existing facilities, public utilities, utility sleeving, street crossings, bridges, erosion control and other appurtenant improvements.
7. Dry Utilities — includes conduit, substructures, trenching, sleeving, electrical distribution facilities, and underground structures (i.e. manholes and vaults). It is intended, by agreement with the County, that this amount will not exceed 5% of the total CFD No. 2017-1 construction budget.
8. Regional Sports Park— located at Esencia Drive and Emotivo Lane, including earthwork, soft scape, hardscape, planting and irrigation, ball fields, tennis courts, lighting, utilities, concessions, restrooms, offices, pool and pool building, equipment, tennis courts, drinking fountains, benches, tables, playgrounds, playground equipment, maintenance yard, trails walkways, parking, erosion control, and all appurtenant improvements.
9. School Sites, Facilities and Equipment — School facilities including acquisition of land, architectural design, engineering plan checking, construction including structures, utilities, parking, landscaping and other appurtenant facilities, inspection, equipment, and furniture.

Numbers 1 through 8 in the above list describes the Facilities expected to be financed through CFD No. 2017-1. The school sites, facilities and equipment are eligible to be financed if a Joint Community Facilities Agreement is executed by the County and CUSD. Changes in locations and substitutions of other facilities of the type described above may be necessary as development occurs.

IV. Cost Estimate

The cost estimate for the Facilities described in Section III is set forth below; the actual Facilities to be financed will ultimately be decided by future agreement between the County and Master Developer.

**COMMUNITY FACILITIES DISTRICT NO. 2017-1
OF THE COUNTY OF ORANGE (VILLAGE OF ESENCIA)
LIST OF PUBLIC FACILITIES**

Estimated Cost of Eligible Facilities

I. ONSITE AND OFFSITE FACILITIES		
A. COUNTY FACILITIES (Constructed by County)		
Roadways (<i>including without limitation, rough grading for roadways and traffic improvements</i>)		
1. Avenida La Pata		-
B. PROJECT FACILITIES (Acquired by County)		
Roadways (<i>including without limitation, rough grading for roadways and traffic improvements</i>)		
1. Gibby Road		\$5,558,000
2. Cow Camp Bridge and Road		38,873,000
3. Los Patrones Parkway		14,000,000
4. Street Improvements (including, without limitation, those listed in item III. 2. above)		11,884,000
Other Facilities		
5. Storm Drains		6,606,000
6. Regional Sports Park		13,783,000
7. Gobernadora Basin (Detention Basin)		<u>555,000</u>
Subtotal County Facilities		91,259,000
C. DRY UTILITIES		<u>2,935,000</u>
Subtotal Project Facilities		<u>94,194,000</u>
II. JCFA - SANTA MARGARITA WATER DISTRICT		
1. In-Tract Sewer and Water Facilities (Acquired by SMWD)		5,806,000
2. Trampas Reservoir		<u>10,000,000</u>
Subtotal SMWD Facilities		<u>15,806,000</u>
III. JCFA – CAPISTRANO UNIFIED SCHOOL DISTRICT		
1. School Sites, Facilities and Equipment		TBD (1)
TOTAL		<u>\$110,000,000</u>
(1) School sites, facilities and equipment are eligible to be financed in the event that a Joint Community Facilities Agreement is executed by the County and CUSD.		

V. Bonded Indebtedness and Incidental Expenses

A. Projected Bond Sales

The maximum authorized bonded indebtedness for CFD No. 2017-1 is \$126,000,000, \$98,000,000 for Improvement Area No. 1 and \$28,000,000 for Improvement Area No 2.

B. Incidental Bond Issuance Expenses to be included in the Proposed Bonded Indebtedness

Pursuant to Section 53345.3 of the Act, bonded indebtedness may include all costs and estimated costs incidental to, or connected with, the accomplishment of the purpose for which the proposed debt is to be incurred, including, but not limited to, the costs of legal, fiscal, and financial consultant fees; bond and other reserve funds; discount fees; interest on any bonds of the district due and payable prior to the expiration of one year from the date of completion of the Facilities, not to exceed two years; election costs; and all cost of issuance of the bonds, including, but not limited to, fees for bond counsel, costs of obtaining credit ratings, bond insurance premiums, fees for letters of credit, and other credit enhancement costs, and printing costs.

C. Incidental Expenses to be Included in the Annual Levy of Special Taxes

Pursuant to Section 53340 of the Act, the proceeds of any special tax may only be used to pay, in whole or part, the cost of providing public facilities, services, and incidental expenses. As defined by the Act, incidental expenses include, but are not limited to, the cost of planning and designing public facilities to be financed, including the cost of environmental evaluations of those facilities; the costs associated with the creation of CFD No. 2017-1, issuance of bonds, determination of the amount of taxes, collection of taxes, payment of taxes, or costs otherwise incurred in order to carry out the authorized purposes of CFD No. 2017-1; any other expenses incidental to the construction, completion, and inspection of the authorized work. While the actual cost of administering CFD No. 2017-1 may vary, it is anticipated that the amount of special taxes which can be collected from each improvement area will be sufficient to fund at least \$75,000 for Improvement Area No. 1 and \$75,000 for Improvement Area No. 2 in annual administrative expenses, escalating at 2 percent per year.

VI. Benefit Principles for Improvement Area No. 1

When a community facilities district is formed, a special tax may be levied on each parcel of taxable property within the district to pay for the construction, acquisition, and rehabilitation of public facilities, to pay for authorized services or to repay bonded indebtedness or other related expenses incurred by the district. This special tax must be apportioned in a reasonable manner; however, the tax may not be apportioned on an ad valorem basis. The Mello-Roos Act does not require that special taxes be apportioned to individual parcels based on benefit received. However, in order to ensure fairness and equity, benefit principles have been incorporated in establishing the Special Tax rates for Improvement Area No. 1.

A. Property Characteristics

Parcels within Improvement Area No. 1 place different levels of demand on the proposed Facilities and receive benefits in varying amounts from the proposed Facilities. The amount of the demand placed upon the Facilities by each parcel and the benefit received by a parcel is a function of the following: type of use (residential, non-residential); home type and size for residential property; and lot size for non-residential property. The Rate and Method of Apportionment of Special Taxes for Improvement Area No. 1 (the "IA No. 1 Rate and Method of Apportionment") generally assigns higher special tax rates for properties that will place a greater demand on the Facilities and receive a greater benefit from the Facilities. To accomplish this, the IA No. 1 Rate and Method of Apportionment establishes separate zones ("Special Tax Zones") based upon product characteristics and then tax categories within each Special Tax Zone based on land use, and for residential property, based on unit size and type.

B. Benefit Principles

Residential product characteristics generate different levels of public facility use based on the type of use and the size of lot and size of the building as described below.

In the IA No. 1 Rate and Method of Apportionment, Residential Property is categorized as either a.) Age Qualified Units for which a buyer must be of a minimum age (typically 55+) or b.) Market Rate Units, which have no age restriction. In the IA No. 1 Rate and Method of Apportionment the special taxes for the Age Qualified Units are generally lower than the special taxes for Market Rate Units of a similar size. The lower rates are assigned because the Age Qualified Units receive fewer benefits from the Facilities and place less of a demand on the Facilities. Traffic studies show that age restricted units tend to generate fewer daily trips thereby placing less of a demand on roadways. The Age Qualified Units are expected to have fewer occupants than similarly sized Market Rate Units, which will place less of a demand on water and sewer facilities. Finally, the Age Qualified Units do not create a demand for school facilities and do not realize the same benefits from the schools to be financed as do the Market Rate Units. Due to the foregoing factors, the Age Qualified Units have been assigned lower special tax rates than comparably sized Market Rate Units.

Within each category, the IA No. Rate and Method of Apportionment further assigns Residential Property to Special Tax Zones based on product type, which are described as:

1) Attached units, designed for one family, are typically smaller than detached units and have minimal outdoor space. These units attract younger, first-time buyers or smaller families. There are generally a greater number of residents living in an attached unit than in an affordable unit of the same size.

2) Cluster units that are higher density units designed for one family. They have features such as a private yard space and a front door entry from an alley, common area, or shared greenbelt. Small families typically purchase these units and there is generally a greater number of residents living in a cluster unit than an affordable unit, or attached unit of the same size.

3) Detached units designed for one family, which are traditionally on larger lots and accommodate larger families. There are generally a greater number of residents living in detached units than a cluster unit or attached unit of the same size.

In assigning the special tax rates to each of the categories of units described above, a variety of factors have been considered, which are discussed below. The factors described in the preceding paragraph and the factors described below provide the underlying rationale for why separate Special Tax Zones have been created for each category and why larger units within each category have been assigned higher special taxes.

C. Facility Usage

Residential water and sewer requirements are based primarily on the number of bathrooms and fixture units in the home and the number of occupants of the household; both criteria tend to vary directly with the size of unit. Water requirements for lawn sprinklers and swimming pools also tend to vary with lot size.

Larger residential dwellings or those with a higher number of expected occupants typically generate a greater number of trip-ends than do smaller residential homes, and therefore, will tend to receive more benefit from road facilities. Larger home sizes or those with a higher number of expected occupants typically have a greater number of children attending schools than do smaller homes, and therefore will tend to receive more benefit from school facilities. The larger home sizes or those with a higher number of expected occupants typically have a greater number of residents utilizing recreational facilities than do smaller homes, and therefore, will tend to receive more benefit from park and hiking facilities.

Market Rate Units generate a greater amount of facility usage than Age Qualified Units due to the factors described above. Detached units generate a greater amount of facility usage than attached units or cluster units due to the factors described above.

Based on the foregoing factors, six Special Tax Zones have been established in Improvement Area No. 1 to differentiate between the product types. These Special Tax Zones are:

- 1) Special Tax Zone 1 – Traditional Attached Market Rate units;
- 2) Special Tax Zone 2 - Cluster Attached Market Rate units;
- 3) Special Tax Zone 3 –Cluster Detached Market Rate units;
- 4) Special Tax Zone 4 – Traditional Detached Market Rate units;
- 5) Special Tax Zone 5 – Cluster Detached Age Qualified units; and
- 6) Special Tax Zone 6 – Traditional Detached Age Qualified units.

Within each Special Tax Zone, special tax categories based on unit size have been established to differentiate between home sizes. Each Special Tax Zone also identifies special tax rates per land acre for non-residential property. The per acre basis for levying the special tax on non-residential property is reasonable and equitable in that the larger the parcel, the larger the buildings will be on the parcel which, in turn, places greater demand on the Facilities.

D. Conclusion

Given the Facilities that are proposed for CFD No. 2017-1 and the factors described above, the special taxes assigned to parcels of Developed Property under the IA No. 1 Rate and Method of Apportionment are generally proportionate to the relative benefits received by such parcels, and accordingly, the special taxes in Improvement Area No. 1 of CFD No. 2017-1 can be considered fair and reasonable.

VII. Rate and Method of Apportionment of the Special Tax for Improvement Area No. 1

All of the property located within CFD No. 2017-1 Improvement Area No. 1, unless exempted by law or by the 1A No.1 Rate and Method of Apportionment, shall be taxed for the purpose of providing the Facilities, which are necessary to serve CFD No. 2017-1 Improvement Area No. 1. Pursuant to Section 53325.3 of the Act, the tax imposed "is a special tax and not a special assessment, and there is no requirement that the tax be apportioned on the basis of benefit to any property." The special tax "may be based on benefit received by parcels of real property, the cost of making facilities or authorized services available to each parcel, or other reasonable basis as determined by the legislative body," although the special tax may not be apportioned on an ad valorem basis pursuant to Article XIII A of the California Constitution.

As shown in Attachment B, the 1A No. 1 Rate and Method of Apportionment provides information sufficient to allow an owner of property within CFD No. 2017-1 Improvement Area No. 1 to estimate the maximum annual special tax that may be levied on such property. Sections A through C, below, provide additional information on the Rate and Method of Apportionment.

A. Assigned and Maximum Special Tax Rates

Tables 1 through 7 of the IA No.1 Rate and Method of Apportionment list the Assigned Special Tax rates and Backup Special Tax rates that may be levied against Developed Property within each Special Tax Zone of Improvement Area No. 1. Table 8 of the IA No.1 Rate and Method of Apportionment lists the Maximum Special Tax that may be levied against Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, Taxable Religious Property, and Undeveloped Property within each Special Tax Zone of CFD No. 2017-1 Improvement Area No. 1. The Assigned Special Tax for Developed Property and the Maximum Special Tax for Undeveloped Property, Taxable Property Owner Association Property, Taxable Public Property, Taxable Conservation, and Taxable Religious Property, shall increase by an amount equal to two percent (2%) of the amount in effect for the previous Fiscal Year commencing July 1, 2018.

Each year the special tax shall be levied subject to the methodology and Maximum Special Taxes set forth in the IA No. 1 Rate and Method of Apportionment IA No. 1, in an amount sufficient to meet the Special Tax Requirement described in the IA No. 1 Rate and Method of Apportionment.

B. Backup Special Tax

Pursuant to the Rate and Method of Apportionment, the Maximum Special Tax for each Assessor's Parcel classified as Developed Property is the greater of (i) the Assigned Special Tax or (ii) the amount derived by application of the Backup Special Tax.

Table 7 of the IA No.1 Rate and Method of Apportionment, in Attachment B, lists the Backup Special Tax attributable to Residential Property within each Special Tax Zone of CFD No. 2017-1 Improvement Area No. 1. The Backup Special Tax for each

Assessor's Parcel of Developed Property within Improvement Area No. 1 shall be equal to an amount per acre for each Special Tax Zone as shown in Table 7 of the IA No.1 Rate and Method of Apportionment. The Backup Special Tax will increase at a rate of two percent per year commencing July 1, 2018.

If use of the Backup Special Tax should become necessary, the Maximum Special Tax rates for some parcels classified as Developed Property, will be increased above the Assigned Special Tax rates shown in Section C.1.b. of the IA No. 1 Rate and Method of Apportionment until the Special Tax Requirement for Improvement Area No. 1 is met. However, under no circumstances will the special tax on an Assessor's Parcel of Developed Property in Improvement Area No. 1 be increased to a level that exceeds the greater of the applicable Backup Special Tax or the applicable Assigned Special Tax.

C. Accuracy of Information

In order to establish the special taxes for Improvement Area No. 1 as set forth in the IA No.1 Rate and Method of Apportionment, the special tax consultant has relied on information including, but not limited to land-use types, building square footage, and net taxable acreage, which were provided to the special tax consultant by others. The special tax consultant has not independently verified such data and disclaims responsibility for the impact of inaccurate data provided by others, if any, on the IA No. 1 Rate and Method of Apportionment for CFD No. 2017-1, including the inability to meet the financial obligations of CFD No. 2017-1 Improvement Area No. 1.

VIII. Benefit Principles for Improvement Area No. 2

When a community facilities district is formed, a special tax may be levied on each parcel of taxable property within the district to pay for the construction, acquisition, and rehabilitation of public facilities, to pay for authorized services or to repay bonded indebtedness or other related expenses incurred by the district. This special tax must be apportioned in a reasonable manner; however, the tax may not be apportioned on an ad valorem basis. The Mello-Roos Act does not require that special taxes be apportioned to individual parcels based on benefit received. However, in order to ensure fairness and equity, benefit principles have been incorporated in establishing the special tax rates for Improvement Area No. 2.

A. Property Characteristics

Parcels within Improvement Area No. 2 place different levels of demand on the proposed Facilities and receive benefits in varying amounts from the proposed Facilities. The amount of the demand placed upon the Facilities by each parcel and the benefit received by a parcel is a function of the following: type of use (residential, non-residential); Retail, Office Medical, Industrial, Institutional, and Motel Hotel property. The Rate and Method of Apportionment of Special Taxes for Improvement Area No. 2 (the "IA No. 2 Rate and Method of Apportionment") generally assigns higher special tax rates for properties that will place a greater demand on the Facilities and receive a greater benefit from the Facilities. To accomplish this, the IA No. 2 Rate and Method of Apportionment establishes separate zones ("Special Tax Zones") based upon product characteristics and then tax categories within each Special Tax Zone based on land use, and for residential property, based on unit size and type.

B. Benefit Principles

Non-Residential product characteristics generate different levels of public facility use based on the type of use as described below.

In the IA No. 2 Rate and Method of Apportionment benefit principles have also been incorporated into establishing the special tax rates for the various non-residential land use categories within Improvement Area No. 2. Each land use places different levels of demand on new facilities depending upon the demand variable most closely related to the facility in question. For instance, additional traffic generated by new non-residential development requires expansion of existing roadway systems. Therefore, vehicular trips generated by growth from the various land uses would be a reasonable variable to measure the use of new roadway improvements. Likewise, additional water use or sewer generation resulting from new non-residential development will generate demand for additional water and sewer facilities. Therefore, water usage and sewer generation factors from a new non-residential structure would be a reasonable variable to measure the use of new water and sewer facilities.

The special tax rates for most land uses in Improvement Area No. 2 have been established on a per square foot basis. Each square foot of new retail development is expected to generate a greater use of new roadway, water, and sewer facilities than each new square foot of office, industrial and institutional development. For example, a restaurant is expected to use more water and sewer facilities per square foot than an office building, and an office building

is expected to generate more impacts on new roadways than an industrial warehouse. Therefore, the special tax for each square foot of retail property is higher than the special tax for each square foot of office property, and the special tax for each square foot of office property is higher than the special tax for each square foot of industrial property and institutional property. The special tax for hotel and motel property is based on the number of rooms since the number of new hotel or motel rooms will partly determine the impact on new facilities and the benefit to be derived from the use of new facilities.

C. Conclusion

Given the Facilities that are proposed for CFD No. 2017-1 and the factors described above, the special taxes assigned to parcels of Developed Property under the IA No. 2 Rate and Method of Apportionment are generally proportionate to the relative benefits received by such parcels, and accordingly, the special taxes in CFD No. 2017-1 Improvement Area No. 2 can be considered fair and reasonable.

IX. Rate and Method of Apportionment of the Special Tax for Improvement Area No. 2

All of the property located within Improvement Area No. 2, unless exempted by law or by the IA No. 2 Rate and Method of Apportionment, shall be taxed for the purpose of providing the Facilities, which are necessary to serve Improvement Area No. 2. Pursuant to Section 53325.3 of the Act, the tax imposed "is a special tax and not a special assessment, and there is no requirement that the tax be apportioned on the basis of benefit to any property." The special tax "may be based on benefit received by parcels of real property, the cost of making facilities or authorized services available to each parcel, or other reasonable basis as determined by the legislative body," although the special tax may not be apportioned on an ad valorem basis pursuant to Article XIII A of the California Constitution.

As shown in Attachment C, the IA No. 2 Rate and Method of Apportionment provides information sufficient to allow an owner of property within Improvement Area No. 2 to estimate the maximum annual special tax that may be levied on such property. Sections A through C, below, provide additional information on the IA No. 2 Rate and Method of Apportionment.

A. Assigned and Maximum Special Tax Rates

Tables 1 through 3 of the IA No. 2 Rate and Method of Apportionment list the Assigned Special Tax rates and Backup Special Tax rates that may be levied against Developed Property within each Special Tax Zone of Improvement Area No. 2. Table 4 of the IA No. 2 Rate and Method of Apportionment lists the Maximum Special Tax that may be levied against Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, Taxable Religious Property, and Undeveloped Property within each Special Tax Zone of Improvement Area No. 2. The Assigned Special Tax for Developed Property and the Maximum Special Tax for Undeveloped Property, Taxable Property Owner Association Property, Taxable Public Property, Taxable Conservation, and Taxable Religious Property, shall increase by an amount equal to two percent (2%) of the amount in effect for the previous Fiscal Year commencing July 1, 2018.

Each year the special tax shall be levied subject to the methodology and Maximum Special Taxes set forth in the IA No. 2 Rate and Method of Apportionment, in an amount sufficient to meet the Special Tax Requirement described in the IA No. 2 Rate and Method of Apportionment.

B. Backup Special Tax

Pursuant to the IA No. 2 Rate and Method of Apportionment, the Maximum Special Tax for each Assessor's Parcel classified as Developed Property is the greater of (i) the Assigned Special Tax or (ii) the amount derived by application of the Backup Special Tax.

Table 3 of the IA No. 2 Rate and Method of Apportionment, in Attachment C, lists the Backup Special Tax attributable to Residential Property and Non-Residential Property within each Special Tax Zone of Improvement Area No. 2. The Backup Special Tax for each Assessor's Parcel of Developed Property within Improvement Area No. 2 shall be equal to an amount per acre for each Special Tax Zone as

shown in Table 3 of the IA No. 2 Rate and Method of Apportionment. The Backup Special Tax will increase at a rate of two percent per year commencing July 1, 2018.

If use of the Backup Special Tax should become necessary, the Maximum Special Tax rates for some parcels classified as Developed Property, will be increased above the Assigned Special Tax rates shown in Section C.1.b. of the IA No. 2 Rate and Method of Apportionment until the Special Tax Requirement for Improvement Area No. 2 is met. However, under no circumstances will the special tax on an Assessor's Parcel of Developed Property in Improvement Area No. 2 be increased to a level that exceeds the greater of the applicable Backup Special Tax or the applicable Assigned Special Tax.

C Accuracy of Information

In order to establish the special taxes for Improvement Area No. 2 as set forth in the IA No. 2 Rate and Method of Apportionment, the special tax consultant has relied on information including, but not limited to land-use types, building square footage, and net taxable acreage, which were provided to the special tax consultant by others. The special tax consultant has not independently verified such data and disclaims responsibility for the impact of inaccurate data provided by others, if any, on the IA No. 2 Rate and Method of Apportionment for CFD No. 2017-1 Improvement Area No. 2, including the inability to meet the financial obligations of CFD No. 2017-1 Improvement Area No. 2.

X. Boundaries of Community Facilities District No. 2017-1

The property proposed to be included in CFD No. 2017-1 consists of the property included within proposed Improvement Area No. 1 and proposed Improvement Area No. 2 below:

Improvement Area No. 1:

All of Tract No. 17563, in the Unincorporated Territory of the County of Orange, State of California, as shown on the map recorded October 18, 2016 as Instrument No. 2016000510635, in Book 960, Pages 21 through 41, inclusive, of Miscellaneous Maps, in the office of the County Recorder of said County.

Improvement Area No. 2:

All of Tract No. 17564, in the Unincorporated Territory of the County of Orange, State of California, as shown on the map recorded October 28, 2016 as Instrument No. 20160533045, in Book 961, Pages 12 through 17, inclusive, of Miscellaneous Maps, in the office of the County Recorder of said County.

This boundary is shown on the map recorded February 22, 2017 as instrument #2017000075306 in Book 104 Page 44 of Maps of Assessment and Community Facilities Districts, in the office of the County Recorder of said County. A copy of the Boundary Map for CFD No. 2017-1 is included as Attachment A. The boundaries include the entirety of each parcel subject to taxation by CFD 2017-1.

XI. General Terms and Conditions

A. Substitution Facilities

The descriptions of the Facilities, as set forth herein, are general in their nature. The final nature, location, and costs of improvements and facilities will be determined upon the preparation of final plans and specifications. The final plans may show substitutes, or modifications to the proposed work in order to accomplish the work of improvement, and any such substitution shall not be a change or modification in the proceedings as long as the substituted or modified Facilities provide a service substantially similar to that as set forth in this Report.

B. Prepayment of Special Tax

The special tax applicable to an Assessor's Parcel of Taxable Property may be prepaid in whole or in part according to the prepayment provisions in the IA No. 1 Rate and Method of Apportionment for and in IA No. 2 Rate and Method of Apportionment.

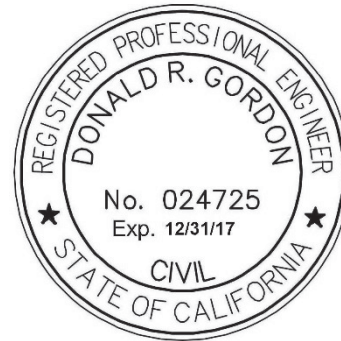
XII. Certification

Based on the information provided herein, it is my opinion that the Facilities described herein are necessary to meet increased demands placed upon the County and SMWD as a result of development occurring within the boundaries of CFD No. 2017-1 and benefit the lands within said CFD No. 2017-1. Further, it is my opinion that the special tax rates and methods of apportionment, as set forth herein for Improvement Area No. 1 and Improvement Area No. 2, are fair and equitable, uniformly applied and not discriminating or arbitrary.

Dated: March 1, 2017



Stantec
Donald R. Gordon, P.E.
County District Engineer



Attachment A: Boundary Map

104 44

SHEET 1 OF 1

**PROPOSED BOUNDARIES OF
COMMUNITY FACILITIES DISTRICT NO. 2017-1
OF THE COUNTY OF ORANGE
(VILLAGE OF ESENCIA)
COUNTY OF ORANGE, STATE OF CALIFORNIA**

ACCEPTED AND FILED AT THE
REQUEST OF
Clerk of the Board of Supervisors

DATE FEBRUARY 22, 2017
TIME 1:03 PM FEE \$ EXEMPT
INSTRUMENT # 2017000075306
BOOK 104 PAGE 44
in the book of Maps of Assessment
and Community Facilities Districts

Hugh Nguyen
County Clerk-Recorder of
County of Orange

By [Signature]
Deputy

(1) I hereby certify that the within map showing the proposed boundaries of Community Facilities District No. 2017-1 of the County of Orange (Village of Esencia), County of Orange, State of California, was approved by the Board of Supervisors of the County of Orange at a regular meeting thereof, held on this 14th day of February, 2017, by its Resolution No. 17-023.

[Signature]
Clerk of the Board of Supervisors,
County of Orange

(2) Filed in the office of the Clerk of the Board of Supervisors of the County of Orange this 14th day of February, 2017.

[Signature]
Clerk of the Board of Supervisors,
County of Orange

Assessor Parcels within
Community Facilities District No. 2017-1:

- 125-163-28 (Portion)
- 125-163-38 (Portion)
- 125-163-43 (Portion)
- 125-163-47 (Portion)
- 125-163-49 (Portion)
- 125-163-51 (Portion)
- 125-163-52 (Portion)
- 125-163-42
- 125-163-44
- 125-163-45

125-163-53 through 125-163-67

Lots within Improvement Area No. 1 of
Community Facilities District No. 2017-1:
All lots in Tract Map No. 17563

Lots within Improvement Area No. 2 of
Community Facilities District No. 2017-1:
All lots in Tract Map No. 17564



Reference is hereby made to the Assessor maps of the County of Orange, Tract Map No. 17563, recorded on October 18, 2016 as Instrument No. 2016000510635 in Book 960, pages 21 through 41 of Miscellaneous Maps, and Tract Map No. 17564, recorded on October 28, 2016 as Instrument No. 20160533045 in Book 961, pages 12 through 17 of Miscellaneous Maps, for a description of the lines and dimensions of each lot and parcel.

LEGEND	
	Proposed Boundaries of Community Facilities District No. 2017-1 of the County of Orange (Village of Esencia)
	Lot Line
	Improvement Area Boundary

Prepared by David Taussig & Associates, Inc.

104 44

ATTACHMENT B:

**RATE AND METHOD OF APPORTIONMENT FOR
IMPROVEMENT AREA NO. 1 OF COUMMUNITY FACILITIES
DISTRICT NO. 2017-1 OF THE COUNTY OF ORANGE
(VILLAGE OF ESENCIA)**

**RATE AND METHOD OF APPORTIONMENT FOR
IMPROVEMENT AREA NO. 1 OF
COMMUNITY FACILITIES DISTRICT NO. 2017-1
OF THE COUNTY OF ORANGE
(VILLAGE OF ESENCIA)**

A Special Tax as hereinafter defined shall be levied on all Assessor's Parcels in Improvement Area No. 1 ("IA No. 1") of Community Facilities District No. 2017-1 of the County of Orange (Village of Esencia) ("CFD No. 2017-1") and collected each Fiscal Year commencing in Fiscal Year 2017-18, in an amount determined by the Board through the application of the Rate and Method of Apportionment as described below. All of the real property in IA No. 1, unless exempted by law or by the provisions hereof, shall be taxed for the purposes, to the extent and in the manner herein provided.

A. DEFINITIONS

The terms hereinafter set forth have the following meanings:

"Acre" or "Acreage" means the land area of an Assessor's Parcel as shown on an Assessor's Parcel Map, or if the land area is not shown on an Assessor's Parcel Map, the land area shown on the applicable final map, parcel map, condominium plan, or other recorded County parcel map.

"Act" means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Division 2 of Title 5 of the Government Code of the State of California.

"Administrative Expenses" means the following actual or reasonably estimated costs directly related to the administration of IA No. 1: the costs of computing the Special Taxes and preparing the annual Special Tax collection schedules (whether by the County or designee thereof or both); the costs of collecting the Special Taxes (whether by the County or otherwise); the costs of remitting the Special Taxes to the Trustee; the costs of the Trustee (including its legal counsel) in the discharge of the duties required of it under the Indenture; the costs to the County, IA No. 1 or any designee thereof of complying with arbitrage rebate requirements; the costs to the County, CFD No. 2017-1 or any designee thereof of complying with disclosure requirements of the County, IA No. 1 or obligated persons associated with applicable federal and state securities laws and the Act; the costs associated with preparing Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes; the costs of the County, CFD No. 2017-1 or any designee thereof related to an appeal of any Special Tax levy; the costs associated with the release of funds from an escrow account; and the County's annual administration fees and third party expenses. Administrative Expenses shall also include amounts estimated by the CFD Administrator or advanced by the County or CFD No. 2017-1 for any other administrative purposes of IA No. 1, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure action to collect delinquent Special Taxes.

"Assessor's Parcel" means a lot or parcel shown on an Assessor's Parcel Map with an assigned Assessor's parcel number.

"Assessor's Parcel Map" means an official map of the Assessor of the County designating parcels by Assessor's Parcel number.

"Assigned Special Tax" means the Special Tax for each Land Use Class of Developed Property, as determined in accordance with Section C.1.(b) and Section C.1.(e) below.

"Backup Special Tax" means the Special Tax applicable to each Assessor's Parcel of Developed Property, as determined in accordance with Section C.1.(d) and Section C.1.(e) below.

"Board" means the Board of Supervisors of the County of Orange, acting as the legislative body of CFD No. 2017-1.

"Bonds" means any bonds or other debt (as defined in Section 53317(d) of the Act), whether in one or more series, issued by CFD No. 2017-1 and secured by Special Taxes of IA No. 1 under the Act.

"CFD Administrator" means the County Executive Officer, or designee thereof, responsible for determining the Special Tax Requirement and providing for the levy and collection of the Special Taxes.

"CFD No. 2017-1" means Community Facilities District No. 2017-1 of the County of Orange (Village of Esencia).

"Conservation Property" means, for each Fiscal Year, any property within the boundaries of IA No. 1, excluding Property Owner Association Property, Public Property and Religious Property, that is subject to a declaration of irrevocable covenant, conservation easement deed, or similar document that was recorded restricting the use of such property to open space, habitat preservation, or other conservation purposes as of January 1 of the prior Fiscal Year. In order to ensure that such property is correctly classified as Conservation Property, the owner of such property shall provide the CFD Administrator with a copy of a declaration of irrevocable covenant, conservation easement deed, or similar document.

"County" means the County of Orange.

"Developed Property" means, for each Fiscal Year, all Taxable Property, exclusive of Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property, for which a building permit for new construction was issued prior to January 1 of the prior Fiscal Year. Notwithstanding the foregoing, (a) if a building permit is revoked, expired or otherwise cancelled and a new building permit is issued for the same property prior to the issuance of Bonds, then the building square footage and building type as indicated on the new building permit shall thereafter be used for purposes of determining the Land Use Class, (b) if a building permit is revoked, expired or otherwise cancelled and a new building permit is issued for the same property after the issuance of Bonds, and the amount of Assigned Special Taxes

which may be levied pursuant to the new building permit is greater than the Assigned Special Taxes which may be levied pursuant to the original building permit, then the building square footage and building type as indicated on the new building permit shall thereafter be used for purposes of determining the Land Use Class, otherwise the Land Use Class pursuant to the original building permit shall continue to be used, and (c) if a building permit is revoked, expired or otherwise cancelled and no new building permit is issued for the same property, then the property will continue to be considered Developed Property and taxed based on the original building permit.

"Fiscal Year" means the period starting July 1 and ending on the following June 30.

"Improvement Area No. 1" or **"IA No. 1"** means Improvement Area No. 1 of CFD No. 2017-1.

"Indenture" means the indenture, fiscal agent agreement, resolution or other instrument pursuant to which Bonds are issued, as modified, amended and/or supplemented from time to time, and any instrument replacing or supplementing the same.

"Land Use Class" means any of the classes within each Zone listed in Tables 1 through 6 below.

"Maximum Special Tax" means for each Fiscal Year for each Assessor's Parcel, the maximum Special Tax, determined in accordance with Section C below, that can be levied on such Assessor's Parcel in such Fiscal Year.

"Non-Residential Property" means all Assessor's Parcels of Developed Property for which a building permit(s) was issued for a non-residential use.

"Outstanding Bonds" means all Bonds which are deemed to be outstanding under the Indenture.

"Property Owner Association Property" means, for each Fiscal Year, any property within the boundaries of IA No. 1 that is owned in fee or by easement, or dedicated to, a property owner association, including any master or sub-association as of January 1 of the prior Fiscal Year. Notwithstanding the foregoing, any property previously classified as Developed Property and subsequently owned in fee or by easement, or dedicated to, a property owner association, including any master or sub-association, shall remain classified as Developed Property.

"Proportionately" means for Developed Property that the ratio of the actual Special Tax levy to the Assigned Special Tax is equal for all Assessor's Parcels of Developed Property within IA No. 1. For Undeveloped Property, "Proportionately" means that the ratio of the actual Special Tax levy per Acre to the Maximum Special Tax per Acre is equal for all Assessor's Parcels of Undeveloped Property in IA No. 1. For Taxable Conservation Property, Taxable Property Owner Association Property, and Taxable Religious Property, "Proportionately" means that the ratio of the actual Special Tax levy per Acre to the Maximum Special Tax per Acre is equal for all Assessor's Parcels of

Taxable Conservation Property, Taxable Property Owner Association Property, or Taxable Religious Property, as applicable, in IA No. 1. For Taxable Public Property, "Proportionately" means that the ratio of the actual Special Tax levy per Acre to the Maximum Special Tax per Acre is equal for all Assessor's Parcels of Taxable Public Property, as applicable, in IA No. 1.

"Public Property" means, for each Fiscal Year, any property within the boundaries of IA No. 1 that is used for rights-of-way or any other purpose and is owned by, dedicated to, or irrevocably offered for dedication to the federal government, the State of California, the County or any other public agency as of January 1 of the prior Fiscal Year; provided however that any property leased by a public agency to a private entity and subject to taxation under Section 53340.1 of the Act shall be taxed and classified in accordance with its use. In order to ensure that such property is correctly classified as Public Property, the owner of such property shall provide the CFD Administrator with a copy of any applicable documents.

"Religious Property" means, for each Fiscal Year, all property within the boundaries of IA No. 1 which (i) is either (a) used primarily as a place of worship or (b) vacant land or land under construction that is intended to be used primarily as a place of worship as determined by the CFD Administrator; and (ii) is exempt from *ad valorem* property taxes because it is owned by a religious organization as of January 1 of the prior Fiscal Year. Religious Property, without limitation, does not include any Assessor's Parcels used primarily for religious schools, day care centers, or congregate care facilities.

"Residential Floor Area" means all of the square footage of living area within the perimeter of a residential structure, not including any carport, walkway, garage, overhang, patio, enclosed patio, or similar area. The determination of Residential Floor Area shall be made by reference to the building permit(s) issued for such Assessor's Parcel.

"Residential Property" means all Assessor's Parcels of Developed Property for which a building permit has been issued for purposes of constructing one or more residential dwelling units.

"Special Tax" means the special tax to be levied in each Fiscal Year on each Assessor's Parcel of Taxable Property to fund the Special Tax Requirement.

"Special Tax Requirement" means for each Fiscal Year, that amount required for IA No. 1 to pay the sum of: (i) debt service on all Outstanding Bonds or Bonds expected to be issued in such Fiscal Year; (ii) periodic costs on the Bonds, including but not limited to, credit enhancement and rebate payments on the Bonds; (iii) Administrative Expenses; (iv) any amounts required to establish or replenish any reserve funds for all Outstanding Bonds or Bonds expected to be issued in such Fiscal Year by IA No. 1; and (v) any amounts required for construction of facilities eligible to be constructed or acquired by IA No. 1 under the Act provided that inclusion of such amount does not increase the amount of Special Taxes to be levied on Assessor's Parcels of Undeveloped Property. In arriving at the Special Tax Requirement, the CFD Administrator shall take into account

the reasonably anticipated delinquent Special Taxes based on the delinquency rate for Special Taxes levied in the previous Fiscal Year and shall give a credit for funds available to reduce the annual Special Tax levy.

"State" means the State of California.

"Taxable Conservation Property" means all Assessor's Parcels of Conservation Property that are not exempt pursuant to Section E below.

"Taxable Property" means all of the Assessor's Parcels within the boundaries of IA No. 1 which are not exempt from the Special Tax pursuant to law or Section E below.

"Taxable Property Owner Association Property" means all Assessor's Parcels of Property Owner Association Property that are not exempt pursuant to Section E below.

"Taxable Public Property" means all Assessor's Parcels of Public Property that are not exempt pursuant to Section E below.

"Taxable Religious Property" means all Assessor's Parcels of Religious Property that are not exempt pursuant to Section E below.

"Trustee" means the trustee, fiscal agent, or paying agent under the Indenture.

"Undeveloped Property" means, for each Fiscal Year, all Taxable Property not classified as Developed Property, Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property.

"Zone" means any one of the separate geographic areas within IA No. 1 designated on Exhibit A herein as: Zone 1, Zone 2, Zone 3, Zone 4, Zone 5, Zone 6, or Zone E.

B. ASSIGNMENT TO LAND USE CATEGORIES

Each Fiscal Year, all Taxable Property within Zones 1 through 6 of IA No. 1 shall be classified as Developed Property, Taxable Conservation Property, Taxable Public Property, Taxable Property Owner Association Property, Taxable Religious Property, or Undeveloped Property, and shall be subject to Special Taxes in accordance with the rate and method of apportionment determined pursuant to Sections C and D below.

The Assigned Special Tax for Residential Property shall be based on the Zone in which the Assessor's Parcel is located, the number of dwelling units, and the Residential Floor Area of the dwelling units located on the Assessor's Parcel. The Assigned Special Tax for Non-Residential Property shall be based on the Zone in which the Assessor's Parcel is located and the Acreage of the Assessor's Parcel.

C. MAXIMUM SPECIAL TAX RATE

1. Developed Property

a. Maximum Special Tax

The Maximum Special Tax for each Assessor's Parcel classified as Developed Property within a particular Zone shall be the greater of (i) the amount derived by application of the Assigned Special Tax for such Zone or (ii) the amount derived by application of the Backup Special Tax for such Zone.

b. Assigned Special Tax

The Assigned Special Tax for each Land Use Class within each Zone for Fiscal Year 2017-18 is shown below in Tables 1 through 6.

TABLE 1

Zone 1

(All Ages - Traditional Single Family Attached)

For Fiscal Year 2017-18

Assigned Special Taxes for Developed Property

Land Use Class	Residential Floor Area	Description	Assigned Special Tax
1	> 1,600 SF	Residential Property	\$4,476 per unit
2	1,401 – 1,600 SF	Residential Property	\$4,101 per unit
3	1,201 – 1,400 SF	Residential Property	\$3,860 per unit
4	1,001 – 1,200 SF	Residential Property	\$3,620 per unit
5	< 1,001 SF	Residential Property	\$2,100 per unit
6	N/A	Non-Residential Property	\$87,719 per Acre

TABLE 2
Zone 2
(All Ages – Cluster Single Family Attached)
For Fiscal Year 2017-18
Assigned Special Taxes for Developed Property

Land Use Class	Residential Floor Area	Description	Assigned Special Tax
1	> 1,900 SF	Residential Property	\$6,337 per unit
2	1,701 – 1,900 SF	Residential Property	\$5,524 per unit
3	1,501 – 1,700 SF	Residential Property	\$4,841 per unit
4	1,301 – 1,500 SF	Residential Property	\$4,505 per unit
5	< 1,301 SF	Residential Property	\$4,216 per unit
6	N/A	Non-Residential Property	\$99,317 per Acre

TABLE 3
Zone 3
(All Ages – Cluster Single Family Detached)
For Fiscal Year 2017-18
Assigned Special Taxes for Developed Property

Land Use Class	Residential Floor Area	Description	Assigned Special Tax
1	> 2,600 SF	Residential Property	\$7,487 per unit
2	2,401 – 2,600 SF	Residential Property	\$7,198 per unit
3	2,201 – 2,400 SF	Residential Property	\$7,006 per unit
4	2,001 – 2,200 SF	Residential Property	\$6,578 per unit
5	1,801 – 2,000 SF	Residential Property	\$6,185 per unit
6	< 1,801 SF	Residential Property	\$5,630 per unit
7	N/A	Non-Residential Property	\$80,377 per Acre

TABLE 4
Zone 4
(All Ages – Traditional Single Family Detached)
For Fiscal Year 2017-18
Assigned Special Taxes for Developed Property

Land Use Class	Residential Floor Area	Description	Assigned Special Tax
1	> 4,400 SF	Residential Property	\$12,732 per unit
2	4,201 – 4,400 SF	Residential Property	\$12,417 per unit
3	4,001 – 4,200 SF	Residential Property	\$12,102 per unit
4	3,801 – 4,000 SF	Residential Property	\$11,386 per unit
5	3,601 – 3,800 SF	Residential Property	\$10,670 per unit
6	3,401 – 3,600 SF	Residential Property	\$10,412 per unit
7	3,201 – 3,400 SF	Residential Property	\$9,856 per unit
8	3,001 – 3,200 SF	Residential Property	\$9,300 per unit
9	2,801 – 3,000 SF	Residential Property	\$8,742 per unit
10	2,601 – 2,800 SF	Residential Property	\$8,217 per unit
11	2,401 – 2,600 SF	Residential Property	\$7,724 per unit
12	2,201 – 2,400 SF	Residential Property	\$7,261 per unit
13	2,001 – 2,200 SF	Residential Property	\$6,565 per unit
14	1,801 – 2,000 SF	Residential Property	\$6,023 per unit
15	< 1,801 SF	Residential Property	\$5,557 per unit
16	N/A	Non-Residential Property	\$68,954 per Acre

TABLE 5
Zone 5
(Age Qualified – Cluster Single Family Detached)
For Fiscal Year 2017-18
Assigned Special Taxes for Developed Property

Land Use Class	Residential Floor Area	Description	Assigned Special Tax
1	> 1,900 SF	Residential Property	\$5,102 per unit
2	1,701 – 1,900 SF	Residential Property	\$4,853 per unit
3	1,501 – 1,700 SF	Residential Property	\$4,428 per unit
4	1,301 – 1,500 SF	Residential Property	\$4,360 per unit
5	< 1,301 SF	Residential Property	\$4,292 per unit
6	N/A	Non-Residential Property	\$53,022 per Acre

TABLE 6
Zone 6
(Age Qualified – Traditional Single Family Detached)
For Fiscal Year 2017-18
Assigned Special Taxes for Developed Property

Land Use Class	Residential Floor Area	Description	Assigned Special Tax
1	> 2,400 SF	Residential Property	\$6,280 per unit
2	2,001 – 2,400 SF	Residential Property	\$6,095 per unit
3	< 2,001 SF	Residential Property	\$5,546 per unit
4	N/A	Non-Residential Property	\$51,220 per Acre

c. Multiple Land Use Classes

In some instances an Assessor's Parcel may contain both Undeveloped Property and Developed Property. Furthermore, Developed Property may contain more than one Land Use Class.

In such cases, the Acreage of the Assessor's Parcel shall be allocated

between Developed Property and Undeveloped Property based on the portion of the Assessor’s Parcel for which building permits had been issued prior to January 1 of the prior Fiscal Year and the portion of the Assessor’s Parcel for which building permits had not been issued prior to January 1 of the prior Fiscal Year. The Acreage that is considered Developed Property shall be allocated between Residential Property and Non-Residential Property based on the site plan. The Maximum Special Tax that can be levied on such Assessor’s Parcel shall be the sum of the Maximum Special Tax that can be levied on each type of property located on that Assessor’s Parcel.

d. Backup Special Tax

The Backup Special Tax in IA No. 1 shall equal an amount per Acre for each Zone as shown below in Table 7.

TABLE 7
All Zones
Fiscal Year 2017-18
Backup Special Tax

Zone	FY 2017-18 Backup Special Tax
1	\$87,719 per Acre
2	\$99,317 per Acre
3	\$80,377 per Acre
4	\$68,954 per Acre
5	\$53,022 per Acre
6	\$51,220 per Acre

e. Increase in the Assigned Special Tax and Backup Special Tax

On each July 1, commencing on July 1, 2018, the Assigned Special Tax and the Backup Special Tax for Developed Property shall be increased by an amount equal to two percent (2%) of the amount in effect for the previous Fiscal Year.

2. Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, Taxable Religious Property, and Undeveloped Property

a. Maximum Special Tax

The Maximum Special Tax for Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, Taxable Religious Property, and Undeveloped Property within each Zone is shown below in Table 8.

TABLE 8
All Zones
Fiscal Year 2017-18
Maximum Special Taxes for Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, Taxable Religious Property, or Undeveloped Property

Zone	FY 2017-18 Maximum Special Tax
1	\$87,719 per Acre
2	\$99,317 per Acre
3	\$80,377 per Acre
4	\$68,954 per Acre
5	\$53,022 per Acre
6	\$51,220 per Acre

b. Increase in the Maximum Special Tax

On each July 1, commencing on July 1, 2018, the Maximum Special Tax for Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, Taxable Religious Property, and Undeveloped Property shall be increased by an amount equal to two percent (2%) of the amount in effect for the previous Fiscal Year.

D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX

Commencing with Fiscal Year 2017-18 and for each following Fiscal Year, the Board shall levy the Special Tax until the amount of Special Taxes levied equals the Special Tax Requirement. The Special Tax shall be levied each Fiscal Year as follows:

First: The Special Tax shall be levied Proportionately on each Assessor's Parcel of Developed Property at up to 100% of the applicable Assigned Special Tax;

Second: If additional monies are needed to satisfy the Special Tax Requirement after the first step has been completed, the Special Tax shall be levied Proportionately on each Assessor's Parcel of Undeveloped Property at up to 100% of the Maximum Special Tax for Undeveloped Property;

Third: If additional monies are needed to satisfy the Special Tax Requirement after the first two steps have been completed, then the levy of the Special Tax on each Assessor's Parcel of Developed Property for which the Maximum Special Tax is determined through the application of the Backup Special Tax shall be increased Proportionately from the Assigned Special Tax up to the Maximum Special Tax for each such Assessor's Parcel;

Fourth: If additional monies are needed to satisfy the Special Tax Requirement after the first three steps have been completed, then the Special Tax shall be levied Proportionately on each Assessor's Parcel of Taxable Conservation Property, Taxable Property Owner Association Property and Taxable Religious Property at up to the Maximum Special Tax for Taxable Conservation Property, Taxable Property Owner Association Property and Taxable Religious Property, as applicable.

Fifth: If additional monies are needed to satisfy the Special Tax Requirement after the first four steps have been completed, then the Special Tax shall be levied Proportionately on each Assessor's Parcel of Taxable Public Property at up to the Maximum Special Tax for Taxable Public Property.

Notwithstanding the above, under no circumstances will the Special Tax levied in a Fiscal Year against any Assessor's Parcel of Residential Property for which an occupancy permit for private residential use has been issued be increased by more than ten percent (10%) above the amount that would have been levied in that Fiscal Year as a consequence of delinquency or default by the owner of any other Assessor's Parcel within IA No. 1. To the extent that the levy of the Special Tax on Residential Property is limited by the provision in the previous sentence, the levy of the Special Tax on all other Assessor's Parcels shall continue in equal percentages at up to 100% of the Maximum Special Tax.

E. EXEMPTIONS

No Special Tax shall be levied on (1) any property in Zone E and (2) Conservation Property, Property Owner Association Property, Public Property, and/or Religious Property in Zones 1 through 6 up to the Acreage amounts shown in Table 9 below:

TABLE 9

Zone	Exempt Acreage
1	0.86 Acres
2	3.49 Acres

Zone	Exempt Acreage
3	8.39 Acres
4	8.43 Acres
5	2.04 Acres
6	3.40 Acres

Tax-exempt status will be assigned by the CFD Administrator in the chronological order in which property within each Zone becomes Conservation Property, Property Owner Association Property, Public Property, or Religious Property. However, should an Assessor's Parcel no longer be classified as Conservation Property, Property Owner Association Property, Public Property, or Religious Property its tax-exempt status will be revoked and it will thereafter be classified as Developed Property or Undeveloped Property in accordance with Section C above.

Conservation Property, Property Owner Association Property, Public Property, or Religious Property that is not exempt from Special Taxes under this section shall be subject to the levy of the Special Tax and shall be taxed Proportionately as part of the fourth or fifth steps, as applicable, in Section D above, at up to 100% of the applicable Maximum Special Tax for Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property.

F. MANNER OF COLLECTION

The Special Tax shall be collected in the same manner and at the same time as ordinary *ad valorem* property taxes; provided, however, that CFD No. 2017-1 may directly bill the Special Tax, may collect Special Taxes at a different time or in a different manner if necessary to meet its financial obligations, and may covenant to foreclose and may actually foreclose on delinquent Assessor's Parcels as permitted by the Act.

Tenders of Bonds may be accepted for payment of Special Taxes upon the terms and conditions established by the Act and permitted by CFD No. 2017-1. The use of Bond tenders shall only be allowed on a case-by-case basis as specifically approved by the Board.

G. PREPAYMENT OF SPECIAL TAX

The following definitions apply to this Section G:

"**CFD Public Facilities Cost**" means either \$87.8 million in 2017 dollars, which shall increase by the Construction Inflation Index on July 1, 2018, and on each July 1 thereafter, or such lower number as (i) shall be determined by the CFD Administrator as sufficient to provide the public facilities to be provided by CFD No. 2017-1 on behalf of IA No. 1 under the authorized bonding program for IA No. 1, or (ii) shall be determined

by the Board concurrently with a covenant that it will not issue any more Bonds to be supported by Special Taxes levied under this Rate and Method of Apportionment as described in Section D.

"Construction Fund" means an account specifically identified in the Indenture to hold funds which are currently available for expenditure to acquire or construct public facilities eligible under the Act.

"Construction Inflation Index" means, for a Fiscal Year, the greater of 0% and the annual percentage change in the Engineering News-Record Building Cost Index for the City of Los Angeles, measured as of the calendar year which ends in the previous Fiscal Year. In the event this index ceases to be published, the Construction Inflation Index shall be another index as determined by the CFD Administrator that is reasonably comparable to the Engineering News-Record Building Cost Index for the City of Los Angeles.

"Future Facilities Costs" means the CFD Public Facilities Cost minus (i) public facility costs previously paid from the Construction Fund, (ii) moneys currently on deposit in the Construction Fund, and (iii) moneys currently on deposit in an escrow fund that are expected to be available to finance facilities costs.

"Outstanding Bonds" means all Previously Issued Bonds which are deemed to be outstanding under the Indenture after the first interest and/or principal payment date following the current Fiscal Year.

"Previously Issued Bonds" means all Bonds that have been issued by CFD No. 2017-1 for IA No. 1 prior to the date of prepayment.

1. Prepayment in Full

The obligation to pay the Special Tax for an Assessor's Parcel of Taxable Property may be prepaid and permanently satisfied as described herein; provided that a prepayment may be made only if there are no delinquent Special Taxes with respect to such Assessor's Parcel at the time of prepayment. An owner of an Assessor's Parcel intending to prepay the Special Tax obligation shall provide the CFD Administrator with written notice of intent to prepay. Within 30 days of receipt of such written notice, the CFD Administrator shall notify such owner of the prepayment amount for such Assessor's Parcel. The CFD Administrator may charge a reasonable fee for providing this figure.

The Prepayment Amount (defined below) shall be calculated as summarized below (capitalized terms as defined below):

	Bond Redemption Amount
plus	Redemption Premium
plus	Future Facilities Amount
plus	Defeasance Amount
plus	Administrative Fees and Expenses
less	Reserve Fund Credit

less Capitalized Interest Credit
equals Prepayment Amount

As of the proposed date of prepayment, the Prepayment Amount shall be calculated as follows:

Paragraph No.:

1. For Assessor's Parcels of Developed Property, compute the Assigned Special Tax and Backup Special Tax applicable for the Assessor's Parcel to be prepaid. For Assessor's Parcels of Undeveloped Property for which a building permit has been issued, compute the Assigned Special Tax and Backup Special Tax for that Assessor's Parcel as though it was already designated as Developed Property, based upon the building permit which has already been issued for that Assessor's Parcel. For Assessor's Parcels of Undeveloped Property for which a building permit has not been issued, Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property, compute the Maximum Special Tax for the Assessor's Parcel to be prepaid.

2. (a) For an Assessor's Parcel of Developed Property or Undeveloped Property for which a building permit has been issued (i) Divide the Assigned Special Tax computed pursuant to paragraph 1 by the total estimated Assigned Special Taxes for the entire IA No. 1 based on the Developed Property Special Taxes which could be charged in the current Fiscal Year on all expected development through buildout of IA No. 1, excluding any Assessor's Parcels for which the Special Taxes have been prepaid, and (ii) Divide the Backup Special Tax computed pursuant to paragraph 1 by the total estimated Backup Special Taxes for the entire IA No. 1 based on the Backup Special Taxes which could be charged in the current Fiscal Year on all expected development through buildout of IA No. 1, excluding any Assessor's Parcels for which the Special Taxes have been prepaid.

(b) For Assessor's Parcels of Undeveloped Property for which a building permit has not been issued, Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property, divide the Maximum Special Tax computed pursuant to paragraph 1 by the total estimated Maximum Special Tax for the entire IA No. 1 based on the Maximum Special Tax which could be charged in the current Fiscal Year on all expected development through buildout of IA No. 1, excluding any Assessor's Parcels for which the Special Taxes have been prepaid.

3. Multiply the larger of quotient (i) and (ii) computed pursuant to paragraph 2(a) for Assessor's Parcels of Developed Property or Undeveloped Property for which a building permit has been issued, or the quotient computed pursuant to paragraph 2(b) for Assessor's Parcels of Undeveloped Property for which a building permit has not been issued, Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property, by

the Outstanding Bonds to compute the amount of Outstanding Bonds to be retired and prepaid (the "Bond Redemption Amount").

4. Multiply the Bond Redemption Amount computed pursuant to paragraph 3 by the applicable redemption premium, if any, on the Outstanding Bonds to be redeemed (the "Redemption Premium").
5. Compute the current Future Facilities Costs.
6. Multiply the larger of quotient (i) and (ii) computed pursuant to paragraph 2(a) for Assessor's Parcels of Developed Property or Undeveloped Property for which a building permit has been issued, or the quotient computed pursuant to paragraph 2(b) for Assessor's Parcels of Undeveloped Property for which a building permit has not been issued, Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property, by the amount determined pursuant to paragraph 5 to compute the amount of Future Facilities Costs to be prepaid (the "Future Facilities Amount").
7. Compute the amount needed to pay interest on the Bond Redemption Amount from the first bond interest and/or principal payment date following the current Fiscal Year until the earliest redemption date for the Outstanding Bonds.
8. Confirm that no Special Tax delinquencies apply to such Assessor's Parcel.
9. Determine the Special Taxes levied on the Assessor's Parcel in the current Fiscal Year which have not yet been paid.
10. Compute the minimum amount the CFD Administrator reasonably expects to derive from the reinvestment of the Prepayment Amount less the Future Facilities Amount and the Administrative Fees and Expenses from the date of prepayment until the redemption date for the Outstanding Bonds to be redeemed with the prepayment.
11. Add the amounts computed pursuant to paragraphs 7 and 9 and subtract the amount computed pursuant to paragraph 10 (the "Defeasance Amount").
12. Verify the administrative fees and expenses of IA No. 1, including the costs of computation of the prepayment, the costs to invest the prepayment proceeds, the costs of redeeming Bonds, and the costs of recording any notices to evidence the prepayment and the redemption (the "Administrative Fees and Expenses").
13. The reserve fund credit (the "Reserve Fund Credit") shall equal the lesser of: (a) the expected reduction in the reserve requirement (as defined in the Indenture), if any, associated with the redemption of Outstanding Bonds as a result of the prepayment, or (b) the amount derived by subtracting the new reserve requirement (as defined in the Indenture) in effect after the redemption of Outstanding Bonds as

a result of the prepayment from the balance in the reserve fund on the prepayment date, but in no event shall such amount be less than zero.

14. If any capitalized interest for the Outstanding Bonds will not have been expended at the time of the first interest and/or principal payment following the current Fiscal Year, a capitalized interest credit shall be calculated by multiplying the larger of quotient (i) and (ii) computed pursuant to paragraph 2(a) for Assessor's Parcels of Developed Property or Undeveloped Property for which a building permit has been issued, or the quotient computed pursuant to paragraph 2(b) for Assessor's Parcels of Undeveloped Property for which a building permit has not been issued, Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property, by the expected balance in the capitalized interest fund after such first interest and/or principal payment (the "Capitalized Interest Credit").
15. The Special Tax prepayment is equal to the sum of the amounts computed pursuant to paragraphs 3, 4, 6, 11 and 12, less the amounts computed pursuant to paragraphs 13 and 14 (the "Prepayment Amount").
16. From the Prepayment Amount, the amounts computed pursuant to paragraphs 3, 4, 11, 13 and 14 shall be deposited into the appropriate fund as established under the Indenture and be used to retire Outstanding Bonds or make debt service payments. The amount computed pursuant to paragraph 6 shall be deposited into the Construction Fund. The amount computed pursuant to paragraph 12 shall be retained by CFD No. 2017-1.

The Prepayment Amount may be sufficient to redeem other than a \$5,000 increment of Bonds. In such cases, the increment above \$5,000 or integral multiple thereof will be retained in the appropriate fund established under the Indenture to be used with the next prepayment of Bonds or to make debt service payments.

As a result of the payment of the current Fiscal Year's Special Tax levy as determined under paragraph 9 (above), the CFD Administrator shall remove the current Fiscal Year's Special Tax levy for such Assessor's Parcel from the County tax rolls. With respect to any Assessor's Parcel for which the Special Tax is prepaid, the Board shall cause a suitable notice to be recorded in compliance with the Act, to indicate the prepayment of Special Taxes and the release of the Special Tax lien on such Assessor's Parcel, and the obligation to pay the Special Tax for such Assessor's Parcel shall cease.

Notwithstanding the foregoing, no prepayment will be allowed unless (i) the amount of Maximum Special Tax that may be levied on Taxable Property (based on expected development at build out), after the proposed prepayment, less expected Administrative Expenses, shall be at least 1.1 times the regularly scheduled annual interest and principal payments on all Outstanding Bonds (excluding Bonds to be redeemed by such prepayment and all prior prepayments) in each future Fiscal Year and (ii) the amount of Maximum Special Tax that may be levied on non-delinquent Taxable Property (based on expected development at build out) after the proposed prepayment, less expected

Administrative Expenses, shall be at least equal to the regularly scheduled annual interest and principal payments on all Outstanding Bonds (excluding Bonds to be redeemed by such prepayment and all prior prepayments) in each future Fiscal Year.

2. Prepayment in Part

The Special Tax for an Assessor's Parcel of Developed Property and/or Undeveloped Property may be partially prepaid. The amount of the prepayment shall be calculated as in Section G.1; except that a partial prepayment shall be calculated according to the following formula:

$$PP = [(P_E - AE) \times F] + AE$$

These terms have the following meaning:

- AE = the Administrative Fees and Expenses
- PP = the partial prepayment amount
- P_E = the Prepayment Amount calculated according to Section G.1
- F = the percentage by which the owner of the Assessor's Parcel is partially prepaying the Special Tax.

The owner of any Assessor's Parcel who desires such prepayment shall notify the CFD Administrator of such owner's intent to partially prepay the Special Tax and the percentage by which the Special Tax shall be prepaid. The CFD Administrator shall provide the owner with a statement of the amount required for the partial prepayment of the Special Tax for an Assessor's Parcel within thirty (30) days of the request and may charge a reasonable fee for providing this service. With respect to any Assessor's Parcel for which the Special Tax is partially prepaid, CFD No. 2017-1 shall (i) distribute the funds remitted to it according to Section G.1, and (ii) indicate in the records of CFD No. 2017-1 that there has been a partial prepayment of the Special Tax and that a portion of the Special Tax with respect to such Assessor's Parcel, equal to the outstanding percentage (1.00 - F) of the applicable Assigned Special Tax, Backup Special Tax, and Maximum Special Tax, shall continue to be levied on such Assessor's Parcel pursuant to Section D. Furthermore, for Undeveloped Property that has been partially prepaid, the outstanding percentage (1.00 - F) of the applicable Assigned Special Tax, Backup Special Tax, and Maximum Special Tax shall continue to apply to such Assessor's Parcel after such Assessor's Parcel is considered Developed Property.

Notwithstanding the foregoing, no partial prepayment will be allowed unless (i) the amount of Maximum Special Tax that may be levied on Taxable Property (based on expected development at build out), after the proposed partial prepayment, less expected Administrative Expenses, shall be at least 1.1 times the regularly scheduled annual interest and principal payments on all Outstanding Bonds (excluding Bonds to be redeemed by such prepayment and all prior prepayments) in each future Fiscal Year and (ii) the amount of Maximum Special Tax that may be levied on non-delinquent Taxable Property (based on expected development at build out) after the proposed partial prepayment, less expected Administrative Expenses, shall be at least equal to the

regularly scheduled annual interest and principal payments on all Outstanding Bonds (excluding Bonds to be redeemed by such prepayment and all prior prepayments) in each future Fiscal Year.

H. SPECIAL TAX REDUCTION

The following definitions apply to this Section H:

"Issuance Date" means the date a bond purchase contract related to the sale of the Bonds is entered into between the underwriter of the Bonds and CFD No. 2017-1.

"Plan Type" means a discrete residential plan type (generally consisting of residential dwelling units that share a common product type (e.g., detached, attached, cluster) and that have nearly identical amounts of living area) that is constructed or expected to be constructed within IA No. 1 as identified in the Price Point Study.

"Price Point" means, with respect to the residential dwelling units in each Plan Type, as of the date of the applicable Price Point Study, the base price of such residential dwelling units, estimated by the Price Point Consultant as of such date, including any incentives and concessions, but excluding potential appreciation or premiums, options or upgrades, based upon their actual or expected characteristics, such as living area, view, or lot size.

"Price Point Consultant" means any consultant or firm of such consultants selected by CFD No. 2017-1 that (a) has substantial experience in performing price point studies for residential units within community facilities districts or otherwise estimating or confirming pricing for residential units in community facilities districts, (b) is well versed in analyzing economic and real estate data that relates to the pricing of residential units in community facilities districts, (c) is in fact independent and not under the control of CFD No. 2017-1 or the County, (d) does not have any substantial interest, direct or indirect, with or in (i) CFD No. 2017-1, (ii) the County, (iii) any owner of real property in CFD No. 2017-1, or (iv) any real property in CFD No. 2017-1, and (e) is not connected with CFD No. 2017-1 or the County as an officer or employee thereof, but who may be regularly retained to make reports to CFD No. 2017-1 or the County.

"Price Point Study" means a price point study or a letter updating a previous price point study, which (a) has been prepared by the Price Point Consultant, (b) sets forth the Plan Types constructed or expected to be constructed within Zones 1 through 6 of IA No. 1, (c) sets forth the estimated number of constructed and expected residential dwelling units for each Plan Type, (d) sets forth such Price Point Consultant's estimate of the Price Point for each Plan Type and (e) uses a date for establishing such Price Points that is no earlier than 30 days prior to the date the Price Point Study is delivered to the CFD Administrator pursuant to Step No. 1 of this Section H. The Price Point Study will only include the for-sale Residential Property in Zones 1 through 6.

"Total Effective Tax Rate" means, for a Plan Type, the quotient of (a) the Total Tax and Assessment Obligation for such Plan Type divided by (b) the Price Point for such Plan Type, converted to a percentage.

"Total Tax and Assessment Obligation" means, with respect to a Plan Type in a Zone, for the Fiscal Year for which the calculation is being performed, the quotient of (a) the sum of the Assigned Special Tax and estimated *ad valorem* property taxes, special assessments, special taxes for any overlapping community facilities districts, and any other governmental taxes, fees and charges levied or imposed on all residential dwelling units of such Plan Type in such Zone in such Fiscal Year or that would have been levied or imposed on all such residential dwelling units had such residential dwelling units been completed, sold and subject to such levies and impositions in such Fiscal Year divided by (b) the number of residential dwelling units in such Plan Type in such Zone. The Total Tax and Assessment Obligation for each Plan Type shall be calculated based on the applicable Residential Floor Area, Price Point, and number of constructed and expected residential dwelling units for such Plan Type in such Zone as identified in the Price Point Study.

Prior to the issuance of the first series of Bonds, the following steps shall be taken for each Land Use Class of for-sale Residential Property in Zones 1 through 6:

Step No.:

1. At least 30 days prior to the expected Issuance Date of the first series of Bonds, CFD No. 2017-1 shall cause a Price Point Study to be delivered to the CFD Administrator.
2. As soon as practicable after receipt of the Price Point Study, the CFD Administrator shall calculate the Total Tax and Assessment Obligation and Total Effective Tax Rate for each Plan Type in each Zone.
3. Separately, for each Land Use Class of for-sale Residential Property in each Zone, the CFD Administrator shall determine whether or not the Total Effective Tax Rate for all Plan Types in a Land Use Class is less than or equal to 2.00%.
 - a. If the Total Effective Tax Rate for all Plan Types in a Land Use Class in a Zone is less than or equal to 2.00%, then there shall be no change in the Assigned Special Tax for such Land Use Class in such Zone.
 - b. If the Total Effective Tax Rate for any Plan Type in a Land Use Class in a Zone is greater than 2.00%, the CFD Administrator shall calculate a revised Assigned Special Tax for such Land Use Class in such Zone, which revised Assigned Special Tax shall be the highest amount (rounded to the nearest whole dollar) that will not cause the Total Effective Tax Rate for any Plan Type in such Land Use Class in such Zone to exceed 2.00%.
 - c. If the revised Assigned Special Tax amounts result in a situation in which the Assigned Special Tax for a particular Land Use Class of Residential Property would be less than the Assigned Special Tax for the numerical Land Use Class of Residential Property directly above it (i.e., the Assigned Special Tax

for Land Use Class 1 is less than the Assigned Special Tax for Land Use Class 2), then the Assigned Special Tax for the lower numbered Land Use Class shall be revised to be equal to the Assigned Special Tax for the higher numbered Land Use Class (i.e., the Assigned Special Tax for Land Use Class 1 shall be revised to be equal to the Assigned Special Tax for Land Use Class 2.)

4. If the Assigned Special Tax for any Land Use Class in a Zone is revised pursuant to step 3.b. or 3.c. above, the CFD Administrator shall calculate a revised Backup Special Tax for all property within such Zone. The revised Backup Special Tax per Acre for such Zone shall be an amount (rounded to the nearest whole dollar) equal to the Backup Special Tax per Acre for such Zone as set forth in Table 7 above, reduced by a percentage equal to the weighted average percentage reduction in the Assigned Special Taxes for all Land Use Classes of Residential Property in such Zone resulting from the calculations in steps 3.a. through 3.c. above. The weighted average percentage will be calculated by taking the sum of the products of the number of units constructed or expected to be constructed in each Land Use Class in such Zone multiplied by the percentage change in the Assigned Special Tax (pursuant to step 3.b. or 3.c. above) for each Land Use Class in such Zone (or 0 for Land Use Classes that are not changing). This amount is then divided by the total number of units constructed or expected to be constructed within the Zone and converted to a percentage.
5. If the Assigned Special Tax for any Land Use Class in any Zone is revised pursuant to step 3.b. or 3.c. above, the CFD Administrator shall prepare and execute a Certificate of Reduction in Special Taxes substantially in the form of Exhibit B hereto and shall deliver such Certificate of Reduction in Special Taxes to CFD No. 2017-1. The Certificate of Reduction in Special Taxes shall be completed for all Land Use Classes in all Zones and shall set forth, as applicable, either (i) the reduced Assigned Special Tax for a Land Use Class in a Zone as calculated pursuant to step 3.b. or 3.c., or (ii) the Assigned Special Tax as identified in Tables 1 through 6 in Section C for a Land Use Class in a Zone that was not revised as determined pursuant to step 3.a.; as well as either (i) the revised Backup Special Tax for a Zone as calculated pursuant to step 4, or (ii) the Backup Special Tax as identified in Table 7 in Section C.1.(d) for a Zone that was not revised as determined pursuant to step 4.
6. If the Issuance Date of the first series of Bonds is within 120 days of the date of receipt of the Price Point Study by the CFD Administrator, CFD No. 2017-1 shall execute the acknowledgement on such Certificate of Reduction in Special Taxes, dated as of the closing date of such Bonds, and upon the closing of such first series of Bonds, the Assigned Special Tax for each Land Use Class and the Backup Special Tax shall be, for all purposes, as set forth in such Certificate of Reduction in Special Taxes. If the Issuance Date of the first series of Bonds is not within 120 days of the date of receipt of the Price Point Study by the CFD Administrator, such Certificate of Reduction in Special Taxes shall not be acknowledged by CFD No. 2017-1 and shall, as of such date, be void and of no

further force and effect. In such case, if subsequently a first series of Bonds is expected to be issued, at least 30 days prior to the expected Issuance Date of such first series of Bonds, the CFD Administrator shall cause a new Price Point Study to be delivered to the CFD Administrator and, following such delivery, steps 2 through 5 of this section shall be performed based on such new Price Point Study.

7. As soon as practicable after the execution by CFD No. 2017-1 of the acknowledgement on the Certificate of Reduction in Special Taxes, CFD No. 2017-1 shall cause to be recorded in the records of the County Recorder an Amended Notice of Special Tax Lien for IA No. 1 reflecting the Assigned Special Taxes and the Backup Special Tax for each Zone set forth in such Certificate of Reduction in Special Taxes.
8. If the Assigned Special Tax is not required to be changed for any Land Use Class in any Zone based on the calculations performed under step 3 above, there shall be no reduction in the Maximum Special Tax, and no Certificate of Reduction in Special Taxes shall be required. However the CFD Administrator shall prepare and deliver to CFD No. 2017-1 a Certificate of No Reduction in Special Taxes substantially in the form of Exhibit C hereto dated as of the closing date of the first series of Bonds that states that the calculations required pursuant to this Section H have been made and that no changes to the Maximum Special Tax are necessary.
9. CFD No. 2017-1 and the CFD Administrator shall take no further actions under this Section H upon the earlier to occur of the following: (i) the execution of the acknowledgement by CFD No. 2017-1 on a Certificate of Reduction in Special Taxes pursuant to step 6; or (ii) the delivery by the CFD Administrator of a Certificate of No Reduction in Special Taxes pursuant to step 8.

I. TERM OF SPECIAL TAX

The Special Tax shall be levied on an Assessor's Parcel for a period not to exceed forty years from the Fiscal Year in which such Assessor's Parcel first becomes Developed Property.

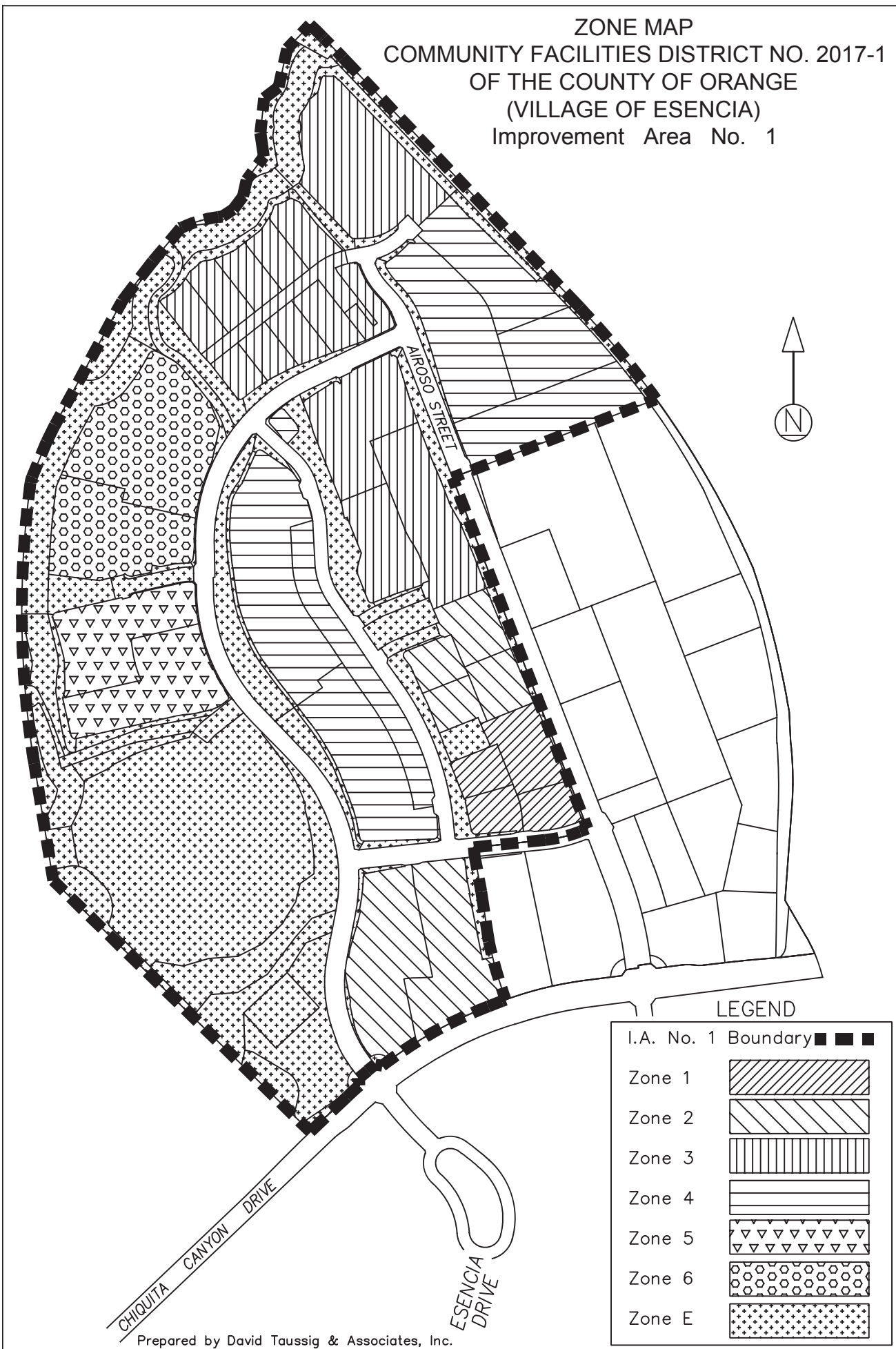
J. DETERMINATIONS OF CFD ADMINISTRATOR CONSIDERED FINAL

Any determinations made by CFD Administrator under terms of this Rate and Method of Apportionment shall be final.

EXHIBIT A

ZONE DESIGNATION

ZONE MAP
COMMUNITY FACILITIES DISTRICT NO. 2017-1
OF THE COUNTY OF ORANGE
(VILLAGE OF ESENCIA)
Improvement Area No. 1



LEGEND

I.A. No. 1 Boundary	■ ■ ■
Zone 1	[Diagonal lines]
Zone 2	[Horizontal lines]
Zone 3	[Vertical lines]
Zone 4	[Empty space]
Zone 5	[Inverted triangles]
Zone 6	[Circles]
Zone E	[Dots]

EXHIBIT B**CERTIFICATE OF REDUCTION IN SPECIAL TAXES**

**Improvement Area No. 1
Community Facilities District No. 2017-1 of the County of Orange
(Village of Esencia)**

1. Pursuant to Section H of the Rate and Method of Apportionment, the Maximum Special Tax for Developed Property for [certain or all] Land Use Classes within IA No. 1 has been reduced.
2. The calculations made pursuant to Section H were based upon a Price Point Study that was received by the CFD Administrator on _____.
3. Tables 1A through 6A below show the Assigned Special Tax for each Land Use Class in Zones 1 through 6 after such reduction.

**Table 1A
Assigned Special Tax for Developed Property in Zone 1
Fiscal Year 2017-18**

Land Use Class	Residential Floor Area	Description	Assigned Special Tax
1	> 1,600 SF	Residential Property	\$____ per unit
2	1,401 – 1,600 SF	Residential Property	\$____ per unit
3	1,201 – 1,400 SF	Residential Property	\$____ per unit
4	1,001 – 1,200 SF	Residential Property	\$____ per unit
5	< 1,001 SF	Residential Property	\$____ per unit
6	N/A	Non-Residential Property	\$_____ per Acre

Certificate of Reduction in Special Taxes
Page 2

Table 2A
Assigned Special Tax for Developed Property in Zone 2
Fiscal Year 2017-18

Land Use Class	Residential Floor Area	Description	Assigned Special Tax
1	> 1,900 SF	Residential Property	\$____ per unit
2	1,701 – 1,900 SF	Residential Property	\$____ per unit
3	1,501 – 1,700 SF	Residential Property	\$____ per unit
4	1,301 – 1,500 SF	Residential Property	\$____ per unit
5	< 1,301 SF	Residential Property	\$____ per unit
6	N/A	Non-Residential Property	\$_____ per Acre

Certificate of Reduction in Special Taxes
Page 3

Table 3A
Assigned Special Tax for Developed Property in Zone 3
Fiscal Year 2017-18

Land Use Class	Residential Floor Area	Description	Assigned Special Tax
1	> 2,600 SF	Residential Property	\$____ per unit
2	2,401 – 2,600 SF	Residential Property	\$____ per unit
3	2,201 – 2,400 SF	Residential Property	\$____ per unit
4	2,001 – 2,200 SF	Residential Property	\$____ per unit
5	1,801 – 2,000 SF	Residential Property	\$____ per unit
6	< 1,801 SF	Residential Property	\$____ per unit
7	N/A	Non-Residential Property	\$_____ per Acre

Certificate of Reduction in Special Taxes
Page 4

Table 4A
Assigned Special Tax for Developed Property in Zone 4
Fiscal Year 2017-18

Land Use Class	Residential Floor Area	Description	Assigned Special Tax
1	> 4,400 SF	Residential Property	\$____ per unit
2	4,201 – 4,400 SF	Residential Property	\$____ per unit
3	4,001 – 4,200 SF	Residential Property	\$____ per unit
4	3,801 – 4,000 SF	Residential Property	\$____ per unit
5	3,601 – 3,800 SF	Residential Property	\$____ per unit
6	3,401 – 3,600 SF	Residential Property	\$____ per unit
7	3,201 – 3,400 SF	Residential Property	\$____ per unit
8	3,001 – 3,200 SF	Residential Property	\$____ per unit
9	2,801 – 3,000 SF	Residential Property	\$____ per unit
10	2,601 – 2,800 SF	Residential Property	\$____ per unit
11	2,401 – 2,600 SF	Residential Property	\$____ per unit
12	2,201 – 2,400 SF	Residential Property	\$____ per unit
13	2,001 – 2,200 SF	Residential Property	\$____ per unit
14	1,801 – 2,000 SF	Residential Property	\$____ per unit
15	< 1,801 SF	Residential Property	\$____ per unit
16	N/A	Non-Residential Property	\$_____ per Acre

Certificate of Reduction in Special Taxes

Page 5

Table 5A
Assigned Special Tax for Developed Property in Zone 5
Fiscal Year 2017-18

Land Use Class	Residential Floor Area	Description	Assigned Special Tax
1	> 1,900 SF	Residential Property	\$____ per unit
2	1,701 – 1,900 SF	Residential Property	\$____ per unit
3	1,501 – 1,700 SF	Residential Property	\$____ per unit
4	1,301 – 1,500 SF	Residential Property	\$____ per unit
5	< 1,301 SF	Residential Property	\$____ per unit
6	N/A	Non-Residential Property	\$_____ per Acre

Table 6A
Assigned Special Tax for Developed Property in Zone 6
Fiscal Year 2017-18

Land Use Class	Residential Floor Area	Description	Assigned Special Tax
1	> 2,400 SF	Residential Property	\$____ per unit
2	2,001 – 2,400 SF	Residential Property	\$____ per unit
3	< 2,001 SF	Residential Property	\$____ per unit
4	N/A	Non-Residential Property	\$_____ per Acre

Certificate of Reduction in Special Taxes

Page 6

- The Backup Special Tax for each Assessor's Parcel of Developed Property shall equal an amount per Acre after such reduction as shown in Table 7A below.

**Table 7A
Backup Special Tax
Fiscal Year 2017-18**

Zone	Backup Special Tax
1	\$_____ per Acre
2	\$_____ per Acre
3	\$_____ per Acre
4	\$_____ per Acre
5	\$_____ per Acre
6	\$_____ per Acre

- Upon execution of this certificate by CFD No. 2017-1, CFD No. 2017-1 shall cause an amended notice of Special Tax lien for IA No. 1 to be recorded reflecting the Assigned Special Tax and Backup Special Tax set forth herein.

Submitted

CFD ADMINISTRATOR

By: _____ Date: _____

By execution hereof, the undersigned acknowledges, on behalf of CFD No. 2017-1, receipt of this certificate and modification of the Rate and Method of Apportionment as set forth in this certificate.

Community Facilities District No. 2017-1 of the County of Orange
(Village of Esencia)

By: _____ Date as of: [closing date of Bonds]

EXHIBIT C

CERTIFICATE OF NO REDUCTION IN SPECIAL TAXES

**Improvement Area No. 1
Community Facilities District No. 2017-1 of the County of Orange
(Village of Esencia)**

1. All calculations required pursuant to Section H of the Rate and Method of Apportionment have been made based upon a Price Point Study that was received by the CFD Administrator on _____.
2. Total Effective Tax Rate for all Plan Types in all Land Use Classes in all Zones is less than or equal to 2.00%
3. The Maximum Special Tax for Developed Property within IA No. 1, including the Assigned Special Taxes set forth in Sections C.1.(b) and the Backup Special Tax set forth in Section C.1.(d) of the Rate and Method of Apportionment, shall remain in effect and not be reduced.

Submitted

CFD ADMINISTRATOR

By: _____

Date as of: [closing date of Bonds]

ATTACHMENT C:

**RATE AND METHOD OF APPORTIONMENT FOR
IMPROVEMENT AREA NO. 2 OF COMMUNITY FACILITIES
SITSTRICK NO. 2017-1 OF THE COUNTY OF ORANGE
(VILLAGE OF ESENCIA)**

**RATE AND METHOD OF APPORTIONMENT FOR
IMPROVEMENT AREA NO. 2 OF
COMMUNITY FACILITIES DISTRICT NO. 2017-1
OF THE COUNTY OF ORANGE
(VILLAGE OF ESENCIA)**

A Special Tax as hereinafter defined shall be levied on all Assessor's Parcels in Improvement Area No. 2 ("IA No. 2") of Community Facilities District No. 2017-1 of the County of Orange (Village of Esencia) ("CFD No. 2017-1") and collected each Fiscal Year commencing in Fiscal Year 2017-18, in an amount determined by the Board through the application of the Rate and Method of Apportionment as described below. All of the real property in IA No. 2, unless exempted by law or by the provisions hereof, shall be taxed for the purposes, to the extent and in the manner herein provided.

A. DEFINITIONS

The terms hereinafter set forth have the following meanings:

"Acre" or "Acreage" means the land area of an Assessor's Parcel as shown on an Assessor's Parcel Map, or if the land area is not shown on an Assessor's Parcel Map, the land area shown on the applicable final map, parcel map, condominium plan, or other recorded County parcel map.

"Act" means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Division 2 of Title 5 of the Government Code of the State of California.

"Administrative Expenses" means the following actual or reasonably estimated costs directly related to the administration of IA No. 2: the costs of computing the Special Taxes and preparing the annual Special Tax collection schedules (whether by the County or designee thereof or both); the costs of collecting the Special Taxes (whether by the County or otherwise); the costs of remitting the Special Taxes to the Trustee; the costs of the Trustee (including its legal counsel) in the discharge of the duties required of it under the Indenture; the costs to the County, IA No. 2 or any designee thereof of complying with arbitrage rebate requirements; the costs to the County, CFD No. 2017-1 or any designee thereof of complying with disclosure requirements of the County, IA No. 2 or obligated persons associated with applicable federal and state securities laws and the Act; the costs associated with preparing Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes; the costs of the County, CFD No. 2017-1 or any designee thereof related to an appeal of any Special Tax levy; the costs associated with the release of funds from an escrow account; and the County's annual administration fees and third party expenses. Administrative Expenses shall also include amounts estimated by the CFD Administrator or advanced by the County or CFD No. 2017-1 for any other administrative purposes of IA No. 2, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure action to collect delinquent Special Taxes.

"Assessor's Parcel" means a lot or parcel shown on an Assessor's Parcel Map with an assigned Assessor's parcel number.

"Assessor's Parcel Map" means an official map of the Assessor of the County designating parcels by Assessor's Parcel number.

"Assigned Special Tax" means the Special Tax for each Land Use Class of Developed Property, as determined in accordance with Section C.1.(b) and Section C.1.(e) below.

"Backup Special Tax" means the Special Tax applicable to each Assessor's Parcel of Developed Property, as determined in accordance with Section C.1.(d) and Section C.1.(e) below.

"Board" means the Board of Supervisors of the County of Orange, acting as the legislative body of CFD No. 2017-1.

"Bonds" means any bonds or other debt (as defined in Section 53317(d) of the Act), whether in one or more series, issued by CFD No. 2017-1 and secured by Special Taxes of IA No. 2 under the Act.

"CFD Administrator" means the County Executive Officer, or designee thereof, responsible for determining the Special Tax Requirement and providing for the levy and collection of the Special Taxes.

"CFD No. 2017-1" means Community Facilities District No. 2017-1 of the County of Orange (Village of Esencia).

"Conservation Property" means, for each Fiscal Year, any property within the boundaries of IA No. 2, excluding Property Owner Association Property, Public Property and Religious Property, that is subject to a declaration of irrevocable covenant, conservation easement deed, or similar document that was recorded restricting the use of such property to open space, habitat preservation, or other conservation purposes as of January 1 of the prior Fiscal Year. In order to ensure that such property is correctly classified as Conservation Property, the owner of such property shall provide the CFD Administrator with a copy of a declaration of irrevocable covenant, conservation easement deed, or similar document.

"County" means the County of Orange.

"Developed Floor Area" or **"FA"** means all of the square footage of enclosed area within the perimeter of a non-residential structure, not including any space devoted to vehicle parking and areas incident thereto. The determination of Developed Floor Area shall be made by reference to the building permit(s) issued for such Assessor's Parcel.

"Developed Property" means, for each Fiscal Year, all Taxable Property, exclusive of Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property, for which a building permit for new construction was issued prior to January 1 of the prior Fiscal Year. Notwithstanding the foregoing, (a) if a building permit is revoked, expired or otherwise cancelled and a new

building permit is issued for the same property prior to the issuance of Bonds, then, the building square footage and building type as indicated on the new building permit shall thereafter be used for purposes of determining the Land Use Class, (b) if a building permit is revoked, expired or otherwise cancelled and a new building permit is issued for the same property after the issuance of Bonds, and the amount of Assigned Special Taxes which may be levied pursuant to the new building permit is greater than the Assigned Special Taxes which may be levied pursuant to the original building permit, then the building square footage and building type as indicated on the new building permit shall thereafter be used for purposes of determining the Land Use Class, otherwise the Land Use Class pursuant to the original building permit shall continue to be used, and (c) if a building permit is revoked, expired or otherwise cancelled and no new building permit is issued for the same property, then the property will continue to be considered Developed Property and taxed based on the original building permit.

"Fiscal Year" means the period starting July 1 and ending on the following June 30.

"Hotel/Motel Property" means, for property in Zone 1, all Assessor's Parcels of Non-Residential Property for which a building permit has been issued by the County permitting the construction of non-residential facilities which are, or are expected by the County to be, primarily used as a place of lodging providing sleeping accommodations and related facilities for travelers.

"Hotel/Motel Room" means a room or suite used as a place of lodging located on an Assessor's Parcel of Hotel/Motel Property as indicated on the building permit issued by the County or other applicable information as determined by the CFD Administrator.

"Improvement Area No. 2" or "IA No. 2" means Improvement Area No. 2 of CFD No. 2017-1.

"Indenture" means the indenture, fiscal agent agreement, resolution or other instrument pursuant to which Bonds are issued, as modified, amended and/or supplemented from time to time, and any instrument replacing or supplementing the same.

"Industrial Property" means, for property in Zone 1, all Assessor's Parcels of Non-Residential Property for which a building permit has been issued by the County permitting the construction of non-residential facilities which are, or are expected by the County to be, primarily used for manufacturing, production, research and development, storage and/or processing of goods.

"Institutional Property" means, for property in Zone 1, all Assessor's Parcels of Non-Residential Property, excluding Religious Property, for which a building permit has been issued by the County permitting the construction of non-residential facilities which are, or are expected by the County to be, primarily used for child care or private schools.

"Land Use Class" means any of the classes within each Zone listed in Tables 1 and 2 below.

"Maximum Special Tax" means for each Fiscal Year for each Assessor's Parcel, the maximum Special Tax, determined in accordance with Section C below, that can be levied on such Assessor's Parcel in such Fiscal Year.

"Non-Residential Property" means all Assessor's Parcels of Developed Property for which a building permit was issued for a non-residential use.

"Office/Medical Property" means, for property in Zone 1, all Assessor's Parcels of Non-Residential Property for which a building permit has been issued by the County permitting the construction of non-residential facilities which are, or are expected by the County to be, primarily used for professional and/or medical offices, including urgent care facilities.

"Outstanding Bonds" means all Bonds which are deemed to be outstanding under the Indenture.

"Property Owner Association Property" means, for each Fiscal Year, any property within the boundaries of IA No. 2 that is owned in fee or by easement, or dedicated to, a property owner association, including any master or sub-association as of January 1 of the prior Fiscal Year. Notwithstanding the foregoing, any property previously classified as Developed Property and subsequently owned in fee or by easement, or dedicated to, a property owner association, including any master or sub-association, shall remain classified as Developed Property.

"Proportionately" means for Developed Property that the ratio of the actual Special Tax levy to the Assigned Special Tax is equal for all Assessor's Parcels of Developed Property within IA No. 2. For Undeveloped Property, "Proportionately" means that the ratio of the actual Special Tax levy per Acre to the Maximum Special Tax per Acre is equal for all Assessor's Parcels of Undeveloped Property in IA No. 2. For Taxable Conservation Property, Taxable Property Owner Association Property, and Taxable Religious Property, "Proportionately" means that the ratio of the actual Special Tax levy per Acre to the Maximum Special Tax per Acre is equal for all Assessor's Parcels of Taxable Conservation Property, Taxable Property Owner Association Property, or Taxable Religious Property, as applicable, in IA No. 2. For Taxable Public Property, "Proportionately" means that the ratio of the actual Special Tax levy per Acre to the Maximum Special Tax per Acre is equal for all Assessor's Parcels of Taxable Public Property, as applicable, in IA No. 2.

"Public Property" means, for each Fiscal Year, any property within the boundaries of IA No. 2 that is used for rights-of-way or any other purpose and is owned by, dedicated to, or irrevocably offered for dedication to the federal government, the State of California, the County or any other public agency as of January 1 of the prior Fiscal Year; provided however that any property leased by a public agency to a private entity and subject to taxation under Section 53340.1 of the Act shall be taxed and classified in accordance with its use. In order to ensure that such property is correctly classified as Public Property, the owner of such property shall provide the CFD Administrator with a copy of any applicable documents.

"Religious Property" means, for each Fiscal Year, all property within the boundaries of IA No. 2 which (i) is either (a) used primarily as a place of worship or (b) vacant land or land under construction that is intended to be used primarily as a place of worship as determined by the CFD Administrator; and (ii) is exempt from *ad valorem* property taxes because it is owned by a religious organization as of January 1 of the prior Fiscal Year. Religious Property, without limitation, does not include any Assessor's Parcels used primarily for religious schools, day care centers, or congregate care facilities.

"Residential Property" means all Assessor's Parcels of Developed Property for which a building permit has been issued for purposes of constructing one or more residential dwelling units.

"Retail Property" means, for property in Zone 1, all Assessor's Parcels of Non-Residential Property for which a building permit has been issued by the County permitting the construction of non-residential facilities excluding Institutional Property, Hotel/Motel Property, Industrial Property, and Office/Medical Property.

"Special Tax" means the special tax to be levied in each Fiscal Year on each Assessor's Parcel of Taxable Property to fund the Special Tax Requirement.

"Special Tax Requirement" means for each Fiscal Year, that amount required for IA No. 2 to pay the sum of: (i) debt service on all Outstanding Bonds or Bonds expected to be issued in such Fiscal Year; (ii) periodic costs on the Bonds, including but not limited to, credit enhancement and rebate payments on the Bonds; (iii) Administrative Expenses; (iv) any amounts required to establish or replenish any reserve funds for all Outstanding Bonds or Bonds expected to be issued in such Fiscal Year by IA No. 2; and (v) any amounts required for construction of facilities eligible to be constructed or acquired by IA No. 2 under the Act provided that inclusion of such amount does not increase the amount of Special Taxes to be levied on Assessor's Parcels of Undeveloped Property. In arriving at the Special Tax Requirement, the CFD Administrator shall take into account the reasonably anticipated delinquent Special Taxes based on the delinquency rate for Special Taxes levied in the previous Fiscal Year and shall give a credit for funds available to reduce the annual Special Tax levy.

"State" means the State of California.

"Taxable Conservation Property" means all Assessor's Parcels of Conservation Property that are not exempt pursuant to Section E below.

"Taxable Property" means all of the Assessor's Parcels within the boundaries of IA No. 2 which are not exempt from the Special Tax pursuant to law or Section E below.

"Taxable Property Owner Association Property" means all Assessor's Parcels of Property Owner Association Property that are not exempt pursuant to Section E below.

"Taxable Public Property" means all Assessor's Parcels of Public Property that are not exempt pursuant to Section E below.

"Taxable Religious Property" means all Assessor's Parcels of Religious Property that are not exempt pursuant to Section E below.

"Trustee" means the trustee, fiscal agent, or paying agent under the Indenture.

"Undeveloped Property" means, for each Fiscal Year, all Taxable Property not classified as Developed Property, Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property.

"Zone" means any one of the separate geographic areas within IA No. 2 designated on Exhibit A herein as: Zone 1 or Zone 2.

B. ASSIGNMENT TO LAND USE CATEGORIES

Each Fiscal Year, all Taxable Property within Zones 1 and 2 of IA No. 2 shall be classified as Developed Property, Taxable Conservation Property, Taxable Public Property, Taxable Property Owner Association Property, Taxable Religious Property, or Undeveloped Property, and shall be subject to Special Taxes in accordance with the rate and method of apportionment determined pursuant to Sections C and D below.

The Assigned Special Tax for Residential Property shall be based on the Zone in which the Assessor's Parcel is located and the number of dwelling units located on the Assessor's Parcel. The Assigned Special Tax for Non-Residential Property shall be based on the Zone in which the Assessor's Parcel is located and the Acreage, Developed Floor Area, or number of Hotel/Motel Rooms for such Assessor's Parcel.

C. MAXIMUM SPECIAL TAX RATE

1. Developed Property

a. Maximum Special Tax

The Maximum Special Tax for each Assessor's Parcel classified as Developed Property within a particular Zone shall be the greater of (i) the amount derived by application of the Assigned Special Tax for such Zone or (ii) the amount derived by application of the Backup Special Tax for such Zone.

b. Assigned Special Tax

The Assigned Special Tax for each Land Use Class within each Zone for Fiscal Year 2017-18 is shown below in Tables 1 and 2.

TABLE 1
Zone 1
For Fiscal Year 2017-18
Assigned Special Taxes for Developed Property

Land Use Class	Description	Assigned Special Tax
1	Retail Property	\$2.80 per sq. ft. of FA
2	Office/Medical Property	\$2.30 per sq. ft. of FA
3	Industrial Property	\$1.00 per sq. ft. of FA
4	Institutional Property	\$1.00 per sq. ft. of FA
5	Hotel/Motel Property	\$300 per Hotel/Motel Room
6	Residential Property	\$25,961 per Acre

TABLE 2
Zone 2
For Fiscal Year 2017-18
Assigned Special Taxes for Developed Property

Land Use Class	Description	Assigned Special Tax
7	Non-Residential Property	\$22,000 per Acre
8	Residential Property	\$22,000 per Acre

c. Multiple Land Use Classes

In some instances an Assessor's Parcel may contain both Undeveloped Property and Developed Property. Furthermore, Developed Property may contain more than one Land Use Class.

In such cases, the Acreage of the Assessor's Parcel shall be allocated between Developed Property and Undeveloped Property based on the portion of the Assessor's Parcel for which building permits had been issued prior to January 1 of the prior Fiscal Year and the portion of the Assessor's Parcel for which building permits had not been issued prior to January 1 of the prior Fiscal Year. The Acreage that is considered Developed Property shall be allocated between Residential Property and Non-Residential Property based on the site plan. The Maximum Special

Tax that can be levied on such Assessor's Parcel shall be the sum of the Maximum Special Tax that can be levied on each type of property located on that Assessor's Parcel.

d. Backup Special Tax

The Backup Special Tax in IA No. 2 shall equal an amount per Acre for each Zone as shown below in Table 3.

TABLE 3
All Zones
Fiscal Year 2017-18
Backup Special Tax

Zone	FY 2017-18 Backup Special Tax
1	\$25,961 per Acre
2	\$22,000 per Acre

e. Increase in the Assigned Special Tax and Backup Special Tax

On each July 1, commencing on July 1, 2018, the Assigned Special Tax and the Backup Special Tax for Developed Property shall be increased by an amount equal to two percent (2%) of the amount in effect for the previous Fiscal Year.

2. Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, Taxable Religious Property, and Undeveloped Property

a. Maximum Special Tax

The Maximum Special Tax for Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, Taxable Religious Property, and Undeveloped Property within each Zone is shown below in Table 4.

TABLE 4
All Zones
Fiscal Year 2017-18
Maximum Special Taxes for Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, Taxable Religious Property, or Undeveloped Property

Zone	FY 2017-18 Maximum Special Tax
1	\$25,961 per Acre
2	\$22,000 per Acre

b. Increase in the Maximum Special Tax

On each July 1, commencing on July 1, 2018, the Maximum Special Tax for Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, Taxable Religious Property, and Undeveloped Property shall be increased by an amount equal to two percent (2%) of the amount in effect for the previous Fiscal Year.

D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX

Commencing with Fiscal Year 2017-18 and for each following Fiscal Year, the Board shall levy the Special Tax until the amount of Special Taxes levied equals the Special Tax Requirement. The Special Tax shall be levied each Fiscal Year as follows:

First: The Special Tax shall be levied Proportionately on each Assessor's Parcel of Developed Property at up to 100% of the applicable Assigned Special Tax;

Second: If additional monies are needed to satisfy the Special Tax Requirement after the first step has been completed, the Special Tax shall be levied Proportionately on each Assessor's Parcel of Undeveloped Property at up to 100% of the Maximum Special Tax for Undeveloped Property;

Third: If additional monies are needed to satisfy the Special Tax Requirement after the first two steps have been completed, then the levy of the Special Tax on each Assessor's Parcel of Developed Property for which the Maximum Special Tax is determined through the application of the Backup Special Tax shall be increased Proportionately from the Assigned Special Tax up to the Maximum Special Tax for each such Assessor's Parcel;

Fourth: If additional monies are needed to satisfy the Special Tax Requirement after the first three steps have been completed, then the Special Tax shall be levied Proportionately on each Assessor's Parcel of Taxable Conservation Property, Taxable Property Owner Association Property and Taxable Religious Property at up to the Maximum Special Tax for Taxable Conservation Property, Taxable Property Owner Association Property and Taxable Religious Property, as applicable.

Fifth: If additional monies are needed to satisfy the Special Tax Requirement after the first four steps have been completed, then the Special Tax shall be levied Proportionately on each Assessor's Parcel of Taxable Public Property at up to the Maximum Special Tax for Taxable Public Property.

Notwithstanding the above, under no circumstances will the Special Tax levied in a Fiscal Year against any Assessor's Parcel of Residential Property for which an occupancy permit for private residential use has been issued be increased by more than ten percent (10%) above the amount that would have been levied in that Fiscal Year as a consequence of delinquency or default by the owner of any other Assessor's Parcel within IA No. 2. To the extent that the levy of the Special Tax on Residential Property is limited by the provision in the previous sentence, the levy of the Special Tax on all other Assessor's Parcels shall continue in equal percentages at up to 100% of the Maximum Special Tax.

E. EXEMPTIONS

No Special Tax shall be levied on Conservation Property, Property Owner Association Property, Public Property, and/or Religious Property in Zones 1 and 2 up to the Acreage amounts shown in Table 5 below:

TABLE 5

Zone	Exempt Acreage
1	3.09 Acres
2	0.11 Acres

Tax-exempt status will be assigned by the CFD Administrator in the chronological order in which property within each Zone becomes Conservation Property, Property Owner Association Property, Public Property, or Religious Property. However, should an Assessor's Parcel no longer be classified as Conservation Property, Property Owner Association Property, Public Property, or Religious Property its tax-exempt status will be revoked and it will thereafter be classified as Developed Property or Undeveloped Property in accordance with Section C above.

Conservation Property, Property Owner Association Property, Public Property, or Religious Property that is not exempt from Special Taxes under this section shall be subject to the levy of the Special Tax and shall be taxed Proportionately as part of the fourth or fifth steps, as applicable, in Section D above, at up to 100% of the applicable Maximum Special Tax for Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property.

F. MANNER OF COLLECTION

The Special Tax shall be collected in the same manner and at the same time as ordinary *ad valorem* property taxes; provided, however, that CFD No. 2017-1 may directly bill the Special Tax, may collect Special Taxes at a different time or in a different manner if necessary to meet its financial obligations, and may covenant to foreclose and may actually foreclose on delinquent Assessor's Parcels as permitted by the Act.

Tenders of Bonds may be accepted for payment of Special Taxes upon the terms and conditions established by the Act and permitted by CFD No. 2017-1. The use of Bond tenders shall only be allowed on a case-by-case basis as specifically approved by the Board.

G. PREPAYMENT OF SPECIAL TAX

The following definitions apply to this Section G:

"CFD Public Facilities Cost" means either \$24.6 million in 2017 dollars, which shall increase by the Construction Inflation Index on July 1, 2018, and on each July 1 thereafter, or such lower number as (i) shall be determined by the CFD Administrator as sufficient to provide the public facilities to be provided by CFD No. 2017-1 on behalf of IA No. 2 under the authorized bonding program for IA No. 2, or (ii) shall be determined by the Board concurrently with a covenant that it will not issue any more Bonds to be supported by Special Taxes levied under this Rate and Method of Apportionment as described in Section D.

"Construction Fund" means an account specifically identified in the Indenture to hold funds which are currently available for expenditure to acquire or construct public facilities eligible under the Act.

"Construction Inflation Index" means, for a Fiscal Year, the greater of 0% and the annual percentage change in the Engineering News-Record Building Cost Index for the City of Los Angeles, measured as of the calendar year which ends in the previous Fiscal Year. In the event this index ceases to be published, the Construction Inflation Index shall be another index as determined by the CFD Administrator that is reasonably comparable to the Engineering News-Record Building Cost Index for the City of Los Angeles.

"Future Facilities Costs" means the CFD Public Facilities Cost minus (i) public facility costs previously paid from the Construction Fund, (ii) moneys currently on deposit in the Construction Fund, and (iii) moneys currently on deposit in an escrow fund that are expected to be available to finance facilities costs.

"Outstanding Bonds" means all Previously Issued Bonds which are deemed to be outstanding under the Indenture after the first interest and/or principal payment date following the current Fiscal Year.

"Previously Issued Bonds" means all Bonds that have been issued by CFD No. 2017-1 for IA No. 2 prior to the date of prepayment.

1. Prepayment in Full

The obligation to pay the Special Tax for an Assessor's Parcel of Taxable Property may be prepaid and permanently satisfied as described herein; provided that a prepayment may be made only if there are no delinquent Special Taxes with respect to such Assessor's Parcel at the time of prepayment. An owner of an Assessor's Parcel intending to prepay the Special Tax obligation shall provide the CFD Administrator with written notice of intent to prepay. Within 30 days of receipt of such written notice, the CFD Administrator shall notify such owner of the prepayment amount for such Assessor's Parcel. The CFD Administrator may charge a reasonable fee for providing this figure.

The Prepayment Amount (defined below) shall be calculated as summarized below (capitalized terms as defined below):

	Bond Redemption Amount
plus	Redemption Premium
plus	Future Facilities Amount
plus	Defeasance Amount
plus	Administrative Fees and Expenses
less	Reserve Fund Credit
less	<u>Capitalized Interest Credit</u>
equals	Prepayment Amount

As of the proposed date of prepayment, the Prepayment Amount shall be calculated as follows:

Paragraph No.:

1. For Assessor's Parcels of Developed Property, compute the Assigned Special Tax and Backup Special Tax applicable for the Assessor's Parcel to be prepaid. For Assessor's Parcels of Undeveloped Property for which a building permit has been issued, compute the Assigned Special Tax and Backup Special Tax for that Assessor's Parcel as though it was already designated as Developed Property, based upon the building permit which has already been issued for that Assessor's Parcel. For Assessor's Parcels of Undeveloped Property for which a building permit has not been issued, Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property, compute the Maximum Special Tax for the Assessor's Parcel to be prepaid.
2. (a) For an Assessor's Parcel of Developed Property or Undeveloped Property for which a building permit has been issued (i) Divide the Assigned Special Tax computed pursuant to paragraph 1 by the total estimated Assigned Special Taxes for the entire IA No. 2 based on the Developed Property Special Taxes which

could be charged in the current Fiscal Year on all expected development through buildout of IA No. 2, excluding any Assessor's Parcels for which the Special Taxes have been prepaid, and (ii) Divide the Backup Special Tax computed pursuant to paragraph 1 by the total estimated Backup Special Taxes for the entire IA No. 2 based on the Backup Special Taxes which could be charged in the current Fiscal Year on all expected development through buildout of IA No. 2, excluding any Assessor's Parcels for which the Special Taxes have been prepaid.

(b) For Assessor's Parcels of Undeveloped Property for which a building permit has not been issued, Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property, divide the Maximum Special Tax computed pursuant to paragraph 1 by the total estimated Maximum Special Tax for the entire IA No. 2 based on the Maximum Special Tax which could be charged in the current Fiscal Year on all expected development through buildout of IA No. 2, excluding any Assessor's Parcels for which the Special Taxes have been prepaid.

3. Multiply the larger of quotient (i) and (ii) computed pursuant to paragraph 2(a) for Assessor's Parcels of Developed Property or Undeveloped Property for which a building permit has been issued, or the quotient computed pursuant to paragraph 2(b) for Assessor's Parcels of Undeveloped Property for which a building permit has not been issued, Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property, by the Outstanding Bonds to compute the amount of Outstanding Bonds to be retired and prepaid (the "Bond Redemption Amount").
4. Multiply the Bond Redemption Amount computed pursuant to paragraph 3 by the applicable redemption premium, if any, on the Outstanding Bonds to be redeemed (the "Redemption Premium").
5. Compute the current Future Facilities Costs.
6. Multiply the larger of quotient (i) and (ii) computed pursuant to paragraph 2(a) for Assessor's Parcels of Developed Property or Undeveloped Property for which a building permit has been issued, or the quotient computed pursuant to paragraph 2(b) for Assessor's Parcels of Undeveloped Property for which a building permit has not been issued, Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property, by the amount determined pursuant to paragraph 5 to compute the amount of Future Facilities Costs to be prepaid (the "Future Facilities Amount").
7. Compute the amount needed to pay interest on the Bond Redemption Amount from the first bond interest and/or principal payment date following the current Fiscal Year until the earliest redemption date for the Outstanding Bonds.
8. Confirm that no Special Tax delinquencies apply to such Assessor's Parcel.

9. Determine the Special Taxes levied on the Assessor's Parcel in the current Fiscal Year which have not yet been paid.
10. Compute the minimum amount the CFD Administrator reasonably expects to derive from the reinvestment of the Prepayment Amount less the Future Facilities Amount and the Administrative Fees and Expenses from the date of prepayment until the redemption date for the Outstanding Bonds to be redeemed with the prepayment.
11. Add the amounts computed pursuant to paragraphs 7 and 9 and subtract the amount computed pursuant to paragraph 10 (the "Defeasance Amount").
12. Verify the administrative fees and expenses of IA No. 2, including the costs of computation of the prepayment, the costs to invest the prepayment proceeds, the costs of redeeming Bonds, and the costs of recording any notices to evidence the prepayment and the redemption (the "Administrative Fees and Expenses").
13. The reserve fund credit (the "Reserve Fund Credit") shall equal the lesser of: (a) the expected reduction in the reserve requirement (as defined in the Indenture), if any, associated with the redemption of Outstanding Bonds as a result of the prepayment, or (b) the amount derived by subtracting the new reserve requirement (as defined in the Indenture) in effect after the redemption of Outstanding Bonds as a result of the prepayment from the balance in the reserve fund on the prepayment date, but in no event shall such amount be less than zero.
14. If any capitalized interest for the Outstanding Bonds will not have been expended at the time of the first interest and/or principal payment following the current Fiscal Year, a capitalized interest credit shall be calculated by multiplying the larger of quotient (i) and (ii) computed pursuant to paragraph 2(a) for Assessor's Parcels of Developed Property or Undeveloped Property for which a building permit has been issued, or the quotient computed pursuant to paragraph 2(b) for Assessor's Parcels of Undeveloped Property for which a building permit has not been issued, Taxable Conservation Property, Taxable Property Owner Association Property, Taxable Public Property, or Taxable Religious Property, by the expected balance in the capitalized interest fund after such first interest and/or principal payment (the "Capitalized Interest Credit").
15. The Special Tax prepayment is equal to the sum of the amounts computed pursuant to paragraphs 3, 4, 6, 11 and 12, less the amounts computed pursuant to paragraphs 13 and 14 (the "Prepayment Amount").
16. From the Prepayment Amount, the amounts computed pursuant to paragraphs 3, 4, 11, 13 and 14 shall be deposited into the appropriate fund as established under the Indenture and be used to retire Outstanding Bonds or make debt service payments. The amount computed pursuant to paragraph 6 shall be deposited into the Construction Fund. The amount computed pursuant to paragraph 12 shall be retained by CFD No. 2017-1.

The Prepayment Amount may be sufficient to redeem other than a \$5,000 increment of Bonds. In such cases, the increment above \$5,000 or integral multiple thereof will be retained in the appropriate fund established under the Indenture to be used with the next prepayment of Bonds or to make debt service payments.

As a result of the payment of the current Fiscal Year's Special Tax levy as determined under paragraph 9 (above), the CFD Administrator shall remove the current Fiscal Year's Special Tax levy for such Assessor's Parcel from the County tax rolls. With respect to any Assessor's Parcel for which the Special Tax is prepaid, the Board shall cause a suitable notice to be recorded in compliance with the Act, to indicate the prepayment of Special Taxes and the release of the Special Tax lien on such Assessor's Parcel, and the obligation to pay the Special Tax for such Assessor's Parcel shall cease.

Notwithstanding the foregoing, no prepayment will be allowed unless (i) the amount of Maximum Special Tax that may be levied on Taxable Property (based on expected development at build out), after the proposed prepayment, less expected Administrative Expenses, shall be at least 1.1 times the regularly scheduled annual interest and principal payments on all Outstanding Bonds (excluding Bonds to be redeemed by such prepayment and all prior prepayments) in each future Fiscal Year and (ii) the amount of Maximum Special Tax that may be levied on non-delinquent Taxable Property (based on expected development at build out) after the proposed prepayment, less expected Administrative Expenses, shall be at least equal to the regularly scheduled annual interest and principal payments on all Outstanding Bonds (excluding Bonds to be redeemed by such prepayment and all prior prepayments) in each future Fiscal Year.

2. Prepayment in Part

The Special Tax for an Assessor's Parcel of Developed Property and/or Undeveloped Property may be partially prepaid. The amount of the prepayment shall be calculated as in Section G.1; except that a partial prepayment shall be calculated according to the following formula:

$$PP = [(P_E - AE) \times F] + AE$$

These terms have the following meaning:

AE	=	the Administrative Fees and Expenses
PP	=	the partial prepayment amount
P _E	=	the Prepayment Amount calculated according to Section G.1
F	=	the percentage by which the owner of the Assessor's Parcel is partially prepaying the Special Tax.

The owner of any Assessor's Parcel who desires such prepayment shall notify the CFD Administrator of such owner's intent to partially prepay the Special Tax and the percentage by which the Special Tax shall be prepaid. The CFD Administrator shall provide the owner with a statement of the amount required for the partial prepayment of

the Special Tax for an Assessor's Parcel within thirty (30) days of the request and may charge a reasonable fee for providing this service. With respect to any Assessor's Parcel for which the Special Tax is partially prepaid, CFD No. 2017-1 shall (i) distribute the funds remitted to it according to Section G.1, and (ii) indicate in the records of CFD No. 2017-1 that there has been a partial prepayment of the Special Tax and that a portion of the Special Tax with respect to such Assessor's Parcel, equal to the outstanding percentage (1.00 - F) of the applicable Assigned Special Tax, Backup Special Tax, and Maximum Special Tax, shall continue to be levied on such Assessor's Parcel pursuant to Section D. Furthermore, for Undeveloped Property that has been partially prepaid, the outstanding percentage (1.00 - F) of the applicable Assigned Special Tax, Backup Special Tax, and Maximum Special Tax shall continue to apply to such Assessor's Parcel after such Assessor's Parcel is considered Developed Property.

Notwithstanding the foregoing, no partial prepayment will be allowed unless (i) the amount of Maximum Special Tax that may be levied on Taxable Property (based on expected development at build out), after the proposed partial prepayment, less expected Administrative Expenses, shall be at least 1.1 times the regularly scheduled annual interest and principal payments on all Outstanding Bonds (excluding Bonds to be redeemed by such prepayment and all prior prepayments) in each future Fiscal Year and (ii) the amount of Maximum Special Tax that may be levied on non-delinquent Taxable Property (based on expected development at build out) after the proposed partial prepayment, less expected Administrative Expenses, shall be at least equal to the regularly scheduled annual interest and principal payments on all Outstanding Bonds (excluding Bonds to be redeemed by such prepayment and all prior prepayments) in each future Fiscal Year.

H. TERM OF SPECIAL TAX

The Special Tax shall be levied on an Assessor's Parcel for a period not to exceed forty years from the Fiscal Year in which such Assessor's Parcel first becomes Developed Property.

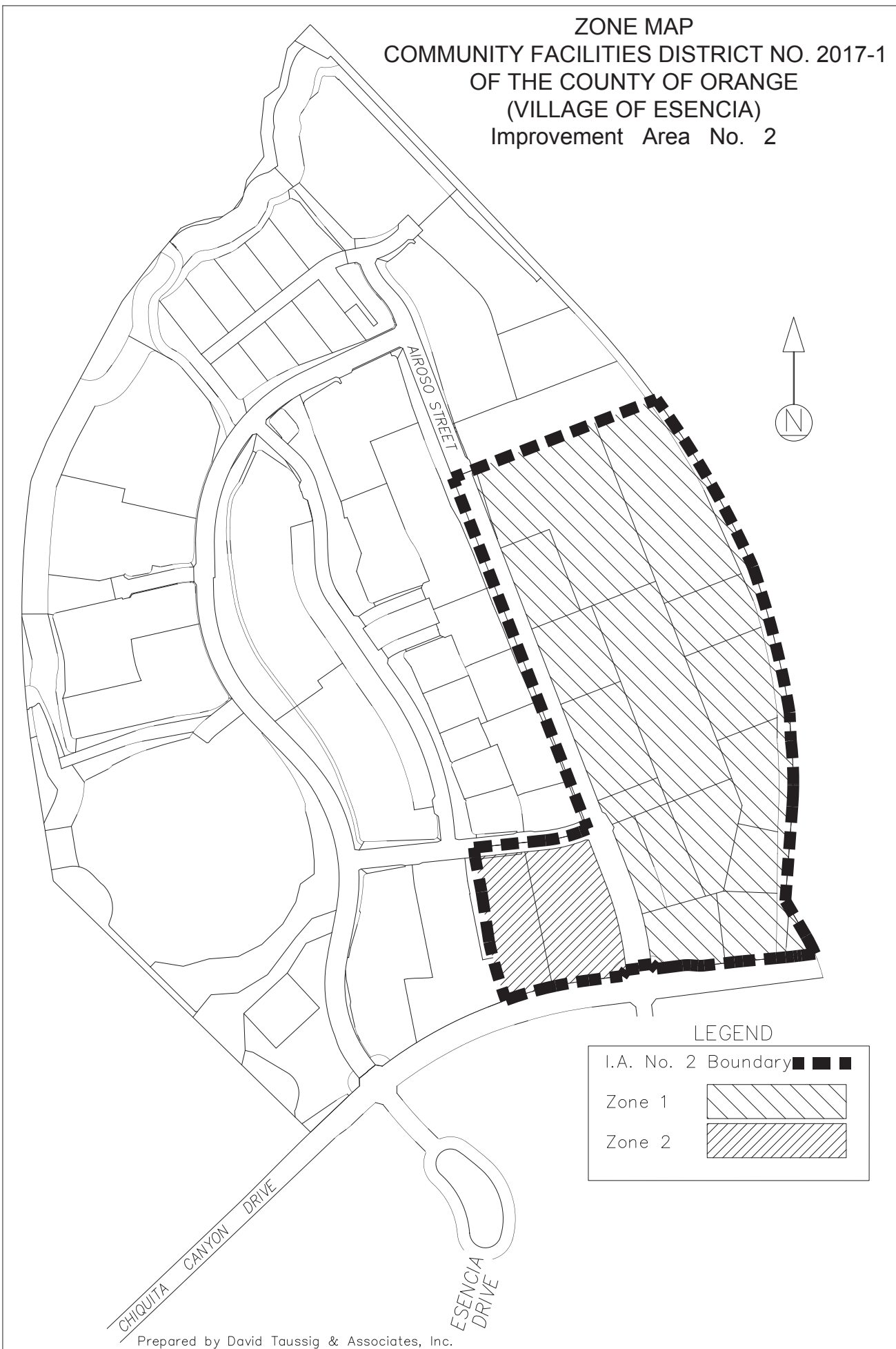
I. DETERMINATIONS OF CFD ADMINISTRATOR CONSIDERED FINAL

Any determinations made by CFD Administrator under terms of this Rate and Method of Apportionment shall be final.

EXHIBIT A

ZONE DESIGNATION

ZONE MAP
COMMUNITY FACILITIES DISTRICT NO. 2017-1
OF THE COUNTY OF ORANGE
(VILLAGE OF ESENCIA)
Improvement Area No. 2



LEGEND

I.A. No. 2 Boundary	■ ■ ■
Zone 1	
Zone 2	