

PETITION TO THE CITY COUNCIL OF THE CITY OF OCEANSIDE
REQUESTING INSTITUTION OF CHANGE PROCEEDINGS FOR CITY
OF OCEANSIDE COMMUNITY FACILITIES DISTRICT NO. 2023-1
(NORTH RIVER FARMS PUBLIC FACILITIES)

1. The undersigned (the “Owner”) is the owner of the land described in Exhibit A hereto (the “Property”), which land is included within the boundaries of City of Oceanside Community Facilities District No. 2023-1 (North River Farms Public Facilities) (the “District”). The Property is located within the City of Oceanside (the “City”) in the County of San Diego.

2. The Owner requests, pursuant to Chapter 2.5 (commencing with Section 53311), Part 1, Division 2, Title 5, of the Government Code of the State of California, commonly known as the “Mello-Roos Community Facilities Act of 1982” (the “Act”), that the City Council of the City (the “City Council”) institute proceedings to (1) approve the new rate and method of apportionment for the District, attached hereto as Exhibit B (the “Second Amended and Restated Rate and Method”) and (2) decrease the maximum amount of bonded indebtedness authorized to be incurred by the District to \$25,000,000.

3. The Owner further requests that the City Council authorize the levy of special taxes in accordance with the Second Amended and Restated Rate and Method in the District to pay the costs of the improvements (the “Facilities”) and administrative expenses (the “Administrative Expenses”) of the District previously authorized in connection with the formation of the District (the “Facilities”) and to pay principal of, interest and premium, if any, on the bonds in order to contribute to the financing of the Facilities and the Administrative Expenses.

4. The Owner further requests that, upon the sale of bonds, the City Council, as legislative body of the District, annually levy special taxes in accordance with the Second Amended and Restated Rate and Method on the property within the District for the construction, acquisition and rehabilitation of the Facilities, for the payment of the aggregate amount of principal of and interest owing on the bonds in each fiscal year, including the maintenance of reserves therefor, and for the payment of administrative expenses of the District.

5. The Owner has advanced to the City the amounts necessary to pay for the costs related to the change proceedings for the District, which amounts will be reimbursed, without interest, from the proceeds of the first sale of the bonds, if any. The reimbursement of such amounts is expected to be governed by the terms of that certain Reimbursement Agreement (the “Reimbursement Agreement”), dated January 11, 2023, and entered into by and between the City and Lennar Homes of California, LLC relating to the District. If bonds are not sold, the City will have no obligation to reimburse amounts expended for costs incurred, but will reimburse any unexpended amounts advanced by the Owner as set forth in the Reimbursement Agreement.

Dated: February __, 2025

MILLROSE PROPERTIES CALIFORNIA, LLC,
a California limited liability company

By: _____

Name: _____

Title: _____

EXHIBIT A

LEGAL DESCRIPTION

Real property in the City of Oceanside, County of San Diego, State of California, described as follows:

Lots 25 through 36, 130 through 133, 144 through 153, 293 through 298, 319, 320, 327 through 332, 351 through 360, 365 through 370, 377 through 379 and 388 of North River Farms, in the City of Oceanside, County of San Diego, State of California, as per Map No. 16598, filed in the Office of the County Recorder of said San Diego County on December 18, 2023

EXHIBIT B

PROPOSED SECOND AMENDED AND RESTATED RATE AND METHOD OF APPORTIONMENT FOR CITY OF OCEANSIDE COMMUNITY FACILITIES DISTRICT NO. 2023-1 (NORTH RIVER FARMS PUBLIC FACILITIES)

A Special Tax as hereinafter defined shall be levied on all Assessor's Parcels in City of Oceanside Community Facilities District No. 2023-1 ("CFD No. 2023-1") and collected each Fiscal Year commencing in Fiscal Year 2024-2025, in an amount determined by the City Council of the City of Oceanside through the application of the Amended and Restated Rate and Method of Apportionment as described below. All of the real property in CFD No. 2023-1, 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. An Acre equals 43,560 square feet of land area.

"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 CFD No. 2023-1: the costs of computing the Special Taxes and preparing the annual Special Tax collection schedules (whether by the City 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 City, CFD No. 2023-1 or any designee thereof of complying with arbitrage rebate requirements; the costs to the City, CFD No. 2023-1 or any designee thereof of complying with City, CFD No. 2023-1 or obligated persons disclosure requirements associated with applicable federal and state securities laws and of the Act; the costs associated with preparing Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes; the costs of the City, CFD No. 2023-1 or any designee thereof related to an appeal of the Special Tax; the costs associated with the release of funds from any escrow account; and the City's annual administration fees, and third party expenses. Administrative Expenses shall also include amounts estimated or advanced by the City or CFD No. 2023-1 for any other administrative purposes of CFD No. 2023-1, including attorney's fees and other costs related to commencing and pursuing any foreclosure, or other resolution of delinquent Special Taxes.

"Assessor's Parcel" means a lot or parcel shown in 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 below.

“**Backup Special Tax**” means the Special Tax applicable to each Assessor’s Parcel of Developed Property, as determined in accordance with Section C below.

“**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. 2023-1 under the Act for the financing of authorized public facilities.

“**CFD No. 2023-1**” means the City of Oceanside Community Facilities District No. 2023-1 (North River Farms Public Facilities).

“**City**” means the City of Oceanside.

“**Council**” means the City Council of the City.

“**County**” means the County of San Diego, California.

“**Developed Property**” means, for each Fiscal Year, all Taxable Property, exclusive of Taxable Property Owner Association Property and Taxable Public Property, for which a building permit for new construction was issued prior to March 1 of the previous Fiscal Year.

“**Final Map**” means (i) a final map, or portion thereof, approved by the City pursuant to the Subdivision Map Act (California Government Code Section 66410 *et seq.*) that creates individual lots or parcels for which building permits may be issued, or (ii) for condominiums, a final map approved by the City and a condominium plan recorded pursuant to California Civil Code Section 1352 creating such individual lots or parcels. The term “Final Map” shall not include any Assessor’s Parcel Map or subdivision map or portion thereof, that does not create individual lots for which a building permit may be issued, including Assessor’s Parcels that are designated as remainder parcels.

“**Finance Director**” means the Financial Services Director of the City or his or her designee.

“**Fiscal Year**” means the period starting July 1 and ending on the following June 30.

“**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.

“**Land Use Class**” means any of the classes listed in Table 1, Table 2, Table 3, or Table 4 below.

“**Maximum Special Tax**” means the Maximum Special Tax, determined in accordance with Section C below, that can be levied in any Fiscal Year on any Assessor’s Parcel of Taxable Property within CFD No. 2023-1.

“**Non-Residential Property**” means, for each Fiscal Year, all 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 Assessor’s Parcel within the boundaries of CFD No. 2023-1 that was owned by a property owner association, including any master or sub-association, as of March 1 of the prior Fiscal Year.

“Proportionately” means, for Developed Property, that the ratio of the actual Special Tax levy to the Assigned Special Tax is equal for all Developed Property. 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 Undeveloped Property. For Taxable Public Property and Taxable Property Owner Association 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 or Taxable Property Owner Association Property, as applicable.

“Public Property” means, for each Fiscal Year, any property within the boundaries of CFD No. 2023-1 that is (i) used for rights-of-way or any other purpose and is owned by or irrevocably offered for dedication to the federal government, the State of California, the County, the City or any other public agency as of March 1 of the prior Fiscal Year or (ii) encumbered by an unmanned utility easement making impractical its utilization for other than the purpose set forth in the easement as of March 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.

“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 residential dwelling unit.

“Residential Property” means all 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 that amount required in any Fiscal Year for CFD No. 2023-1 to: (i) pay debt service on all Outstanding Bonds or Bonds expected to be issued in such Fiscal Year; (ii) pay periodic costs on the Bonds, including but not limited to, credit enhancement and rebate payments on the Bonds; (iii) pay Administrative Expenses; (iv) pay any amounts required to establish or replenish any reserve funds for all Outstanding Bonds; (v) pay directly for acquisition or construction of facilities eligible to be financed by CFD No. 2023-1; (vi) pay for reasonably anticipated delinquent Special Taxes based on the delinquency rate for Special Taxes levied in the previous Fiscal Year; less (vii) a credit for funds available to reduce the annual Special Tax levy, as determined by the Finance Director pursuant to the Indenture.

“State” means the State of California.

“Taxable Property” means all of the Assessor’s Parcels within the boundaries of Zones 1 through 4 of CFD No. 2023-1 for which the Special Tax has not been prepaid in full pursuant to Section H and 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.

“**Trustee**” means the trustee or fiscal agent under the Indenture.

“**Undeveloped Property**” means, for each Fiscal Year, all Taxable Property not classified as Developed Property, Taxable Property Owner Association Property or Taxable Public Property.

“**Welfare Exemption**” means, for each Fiscal Year, any Assessor’s Parcel that is used exclusively for charitable, hospital, or religious purposes and that has a property tax welfare exemption as indicated in the County’s assessor’s roll finalized as of the last preceding January 1.

“**Zone**” means any one of the separate geographic areas within CFD No. 2023-1 designated on Exhibit A herein as Zone 1, Zone 2, Zone 3, Zone 4, or Zone 5, as modified, amended and/or supplemented from time to time.

“**Zone 1**” means all property located within the area identified as Zone 1 on the map included herein as Exhibit A, as modified, amended and/or supplemented from time to time.

“**Zone 2**” means all property located within the area identified as Zone 2 on the map included herein as Exhibit A, as modified, amended and/or supplemented from time to time.

“**Zone 3**” means all property located within the area identified as Zone 3 on the map included herein as Exhibit A, as modified, amended and/or supplemented from time to time.

“**Zone 4**” means all property located within the area identified as Zone 4 on the map included herein as Exhibit A, as modified, amended and/or supplemented from time to time.

“**Zone 5**” means all property located within the area identified as Zone 5 on the map included herein as Exhibit A, as modified, amended and/or supplemented from time to time.

B. ASSIGNMENT TO LAND USE CATEGORIES

Each Fiscal Year, all Taxable Property within CFD No. 2023-1 shall be assigned to a Zone and classified as Developed Property, Taxable Property Owner Association Property, Taxable Public 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 on such Assessor’s Parcel, and the Residential Floor Area of the dwelling units located on such Assessor’s Parcel. The Assigned Special Tax for Non-Residential Property shall be based on the Acreage of the Assessor’s Parcel.

C. MAXIMUM SPECIAL TAX

1. Developed Property

a. Maximum Special Tax

The Fiscal Year 2024-2025 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 or (ii) the amount derived by application of the Backup Special Tax.

b. Assigned Special Tax

The Assigned Special Tax for each Land Use Class within each Zone is shown below in Tables 1 through 4.

**TABLE 1
Fiscal Year 2024-2025
Assigned Special Tax Rates for Developed Property
Zone 1**

Land Use Category	Description	Residential Floor Area	FY 2024-2025 Assigned Special Tax Rate
1-1	Residential Property	> 3,000 sq. ft.	\$2,294 per Dwelling Unit
1-2	Residential Property	2,801 to 3,000 sq. ft.	\$2,259 per Dwelling Unit
1-3	Residential Property	2,601 to 2,800 sq. ft.	\$2,223 per Dwelling Unit
1-4	Residential Property	2,451 to 2,600 sq. ft.	\$2,073 per Dwelling Unit
1-5	Residential Property	2,251 to 2,450 sq. ft.	\$1,997 per Dwelling Unit
1-6	Residential Property	< 2,251 sq. ft.	\$1,897 per Dwelling Unit
1-7	Non-Residential Property	N/A	\$17,696 per Acre

**TABLE 2
Fiscal Year 2024-2025**

**Assigned Special Tax Rates for Developed Property
Zone 2**

Land Use Category	Description	Residential Floor Area	FY 2024-2025 Assigned Special Tax Rate
2-1	Residential Property	> 3,400 sq. ft.	\$2,607 per Dwelling Unit
2-2	Residential Property	3,301 to 3,400 sq. ft.	\$2,588 per Dwelling Unit
2-3	Residential Property	3,201 to 3,300 sq. ft.	\$2,569 per Dwelling Unit
2-4	Residential Property	3,101 to 3,200 sq. ft.	\$2,534 per Dwelling Unit
2-5	Residential Property	3,001 to 3,100 sq. ft.	\$2,498 per Dwelling Unit
2-6	Residential Property	2,901 to 3,000 sq. ft.	\$2,480 per Dwelling Unit
2-7	Residential Property	< 2,901 sq. ft.	\$2,406 per Dwelling Unit
2-8	Non-Residential Property	N/A	\$16,392 per Acre

**TABLE 3
Fiscal Year 2024-2025
Assigned Special Tax Rates for Developed Property
Zone 3**

Land Use Category	Description	Residential Floor Area	FY 2024-2025 Assigned Special Tax Rate
3-1	Residential Property	> 3,700 sq. ft.	\$2,813 per Dwelling Unit
3-2	Residential Property	3,501 to 3,700 sq. ft.	\$2,791 per Dwelling Unit
3-3	Residential Property	3,301 to 3,500 sq. ft.	\$2,772 per Dwelling Unit
3-4	Residential Property	< 3,301 sq. ft.	\$2,752 per Dwelling Unit
3-5	Non-Residential Property	N/A	\$16,424 per Acre

**TABLE 4
Fiscal Year 2024-2025**

**Assigned Special Tax Rates for Developed Property
Zone 4**

Land Use Category	Description	Residential Floor Area	FY 2024-2025 Assigned Special Tax Rate
4-1	Residential Property	> 4,500 sq. ft.	\$3,169 per Dwelling Unit
4-2	Residential Property	4,201 to 4,500 sq. ft.	\$3,082 per Dwelling Unit
4-3	Residential Property	4,001 to 4,200 sq. ft.	\$2,994 per Dwelling Unit
4-4	Residential Property	3,801 to 4,000 sq. ft.	\$2,964 per Dwelling Unit
4-5	Residential Property	3,401 to 3,800 sq. ft.	\$2,934 per Dwelling Unit
4-6	Residential Property	< 3,401 sq. ft.	\$2,916 per Dwelling Unit
4-7	Non-Residential Property	N/A	\$11,380 per Acre

c. Backup Special Tax

The Backup Special Tax shall be calculated independently for each Zone. The aggregate Backup Special Tax attributable to property within a Final Map within a Zone shall be determined by multiplying the Acreage of all Taxable Property located within such Zone, excluding current or expected Non-Residential Property, Taxable Public Property and Taxable Property Owner Association Property, if any, in such Final Map, by the amount shown in Table 5 below for such Zone and dividing the product by the total number of dwelling units expected to be constructed within such Zone.

**TABLE 5
Fiscal Year 2024-2025
Backup Special Tax
Zones 1 Through 4**

Zone	FY 2024-2025 Backup Special Tax
1	\$17,696 per Acre
2	\$16,392 per Acre
3	\$16,424 per Acre
4	\$11,380 per Acre

Notwithstanding the foregoing, if all or any portion of the Final Map(s) described in the preceding paragraph is subsequently changed or modified, then the Backup Special Tax for each Assessor's Parcel of Residential Property in

such Final Map, or the portion thereof that is changed or modified, shall be a rate per Acre calculated as follows:

1. Determine the total Backup Special Taxes anticipated to apply to the changed or modified portion of the Final Map prior to the change or modification.
2. Divide the amount determined pursuant to paragraph 1 above by the total Acreage of Residential Property excluding Taxable Public Property and Taxable Property Owner Association Property which is ultimately expected to exist in such changed or modified Final Map area, as reasonably determined by the Finance Director.
3. The result is the Backup Special Tax per Acre which shall be applicable to all Assessor's Parcels of Residential Property in such changed or modified Final Map.

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

On each July 1, commencing on July 1, 2025, the Assigned Special Tax and the Backup Special Tax shall be increased by an amount equal to two percent (2%) of the amount in effect for the previous Fiscal Year.

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

a. Maximum Special Tax

The Maximum Special Tax for each Assessor's Parcel of Undeveloped Property, Taxable Property Owner Association Property, and Taxable Public Property in a particular Zone shall be equal to the amount shown in Table 6 below.

TABLE 6
Maximum Special Taxes for Undeveloped Property, Taxable Property Owner Association Property, or Taxable Public Property
Fiscal Year 2024-2025
Zones 1 Through 4

Zone	FY 2024-2025 Maximum Special Tax
1	\$17,696 per Acre
2	\$16,392 per Acre
3	\$16,424 per Acre
4	\$11,380 per Acre

b. Increase in the Maximum Special Tax

On each July 1, commencing on July 1, 2025, the Maximum Special Tax for Undeveloped Property, Taxable Property Owner Association Property, and Taxable Public Property shall be increased by an amount equal to two percent (2%) of the amount in effect for the previous Fiscal Year.

3. Multiple Land Uses

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 the portion of the Assessor's Parcel for which building permits had been issued prior to March 1 of the prior Fiscal Year and portion of the Assessor's Parcel for which building permits had not been issued prior to March 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.

The Finance Director's allocation to each type of property shall be final.

D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX

Commencing Fiscal Year 2024-2025 and for each following Fiscal Year, the Council shall determine the Special Tax Requirement and shall levy the Special Tax 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 as needed to satisfy the Special Tax Requirement;

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 whose Maximum Special Tax is determined through the application of the Backup Special Tax shall be increased in equal percentages from the applicable 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 Property Owner Association Property or Taxable Public Property at up to the Maximum Special Tax for Taxable Property Owner Association Property or Taxable Public Property.

Notwithstanding the above, pursuant to Section 53321(d)(3) of the California Government Code, under no circumstances will the Special Tax levied in any Fiscal Year against any Assessor's Parcel for which an occupancy permit for private residential use has been issued be increased as a consequence of delinquency or default by the owner or owners of any other Assessor's Parcel(s) within CFD No. 2023-1 by more than 10% above the amount that would have been levied in that Fiscal Year had there never been any such delinquencies or defaults. To the extent that the levy of the Special Tax on certain Assessor's Parcels is limited by the provision in the previous sentence, the levy of the Special Tax on each Assessor's Parcel of all other property shall continue in equal percentages at up to 100% of the Assigned Special Tax.

E. EXEMPTIONS

No Special Tax shall be levied on (i) any property in Zone 5, (ii) Property Owner Association Property or Public Property in Zones 1 through 4 provided that an Assessor's Parcel shall not be exempt and shall be classified as Taxable Property Owner Association Property and Taxable Public Property if exempting such property would reduce the sum of all Taxable Property to less than the minimum taxable Acreage amounts shown in Table 7 below, (iii) any Assessor's Parcel that has a Welfare Exemption, and (iv) any Assessor's Parcels for which the obligation to pay the Special Tax has been prepaid in full pursuant to Section G.

TABLE 7

Zone	Minimum Taxable Acreage
1	14.36 Acres
2	18.47 Acres
3	11.02 Acres
4	24.07 Acres

Tax-exempt status for the Acreage of Assessor's Parcels or portions of Assessor's Parcels of Public Property and Property Owner Association Property will be assigned by the Finance Director in the chronological order in which such Assessor's Parcels or portions of Parcels within each Zone become Public Property and Property Owner Association Property.

Property Owner Association Property and Public 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 step in Section D above, at up to 100% of the applicable Maximum Special Tax for Taxable Property Owner Association Property or Taxable Public Property.

In addition, should a residential dwelling unit no longer have a Welfare Exemption, then its tax-exempt status will, without the necessity of any action by the Council, terminate.

F. APPEALS/INTERPRETATION

Any landowner or resident may file a written appeal of the Special Tax levied on his/her property with the Finance Director, provided that the appellant is current in his/her payments of Special Taxes. During the pendency of an appeal, all Special Taxes previously levied must

be paid on or before the payment date established when the levy was made. The appeal must specify the reasons why the appellant claims the Special Tax is in error. The Finance Director shall review the appeal, meet with the appellant if the Finance Director deems necessary, and advise the appellant of its determination. If the Finance Director agrees with the appellant, the Finance Director shall eliminate or reduce the Special Tax on the appellant's property and/or provide a refund to the appellant. If the Finance Director disagrees with the appellant and the appellant is dissatisfied with the determination, the appellant then has 30 days in which to appeal to the Council by filing a written notice of appeal with the Council, provided that the appellant is current in his/her payments of Special Taxes. The second appeal must specify the reasons for the appellant's disagreement with the Finance Director's determination. The Finance Director may charge the appellant a reasonable fee for processing the appeal.

Interpretations may be made by the Council by ordinance or resolution for purposes of clarifying any vagueness or ambiguity in this Rate and Method of Apportionment.

G. MANNER OF COLLECTION

The Special Tax will be collected in the same manner and at the same time as ordinary *ad valorem* property taxes; provided, however, that CFD No. 2023-1 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.

H. PREPAYMENT OF SPECIAL TAX

The following definition applies to this Section H:

“CFD Public Facilities” means either \$14.4 million in 2024 dollars, which shall increase by the Construction Inflation Index on July 1, 2025, and on each July 1 thereafter, or such lower number as (i) shall be determined by the Finance Director as sufficient to provide the public facilities to be provided by CFD No. 2023-1 under the authorized bonding program for CFD No. 2023-1, or (ii) shall be determined by the Council 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 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 Finance Director 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 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 Bonds which are deemed to be outstanding under the Indenture after the first interest and/or principal payment date following the current Fiscal Year.

1. Prepayment in Full

The obligation of an Assessor’s Parcel to pay the Special Tax may be prepaid and permanently satisfied as described herein; provided that a prepayment may be made only for Assessor’s Parcels of Developed Property or Undeveloped Property for which a building permit has been issued, and 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 Finance Director with written notice of intent to prepay. Within 30 days of receipt of such written notice, the Finance Director shall notify such owner of the prepayment amount of such Assessor’s Parcel. The Finance Director may charge a reasonable fee for providing this service. Prepayment must be made not less than 45 days prior to the next occurring date that notice of redemption of Bonds from the proceeds of such prepayment may be given to the Trustee pursuant to the Indenture.

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>
Total: equals	Prepayment Amount

As of the proposed date of prepayment, the Prepayment Amount (defined below) shall be calculated as follows:

Paragraph No.:

1. Confirm that no Special Tax delinquencies apply to such Assessor’s Parcel.
2. 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) to be prepaid, 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.

3. (a) Divide the Assigned Special Tax computed pursuant to paragraph 2 by the total estimated Assigned Special Taxes for the entire CFD No. 2023-1 based on the Developed Property Special Taxes which could be charged in the current Fiscal Year on all expected development through buildout of CFD No. 2023-1, excluding any Assessor's Parcels which have been prepaid, and

(b) Divide the Backup Special Tax computed pursuant to paragraph 2 by the estimated Backup Special Taxes at buildout of CFD No. 2023-1 using the Backup Special Tax amount for the current Fiscal Year, excluding any Assessor's Parcels which have been prepaid.
4. Multiply the larger quotient computed pursuant to paragraph 3(a) or 3(b) by the Outstanding Bonds to compute the amount of Outstanding Bonds to be retired and prepaid (the "Bond Redemption Amount").
5. Multiply the Bond Redemption Amount computed pursuant to paragraph 4 by the applicable redemption premium, if any, on the Outstanding Bonds to be redeemed (the "Redemption Premium").
6. Compute the current Future Facilities Costs.
7. Multiply the larger quotient computed pursuant to paragraph 3(a) or 3(b) by the amount determined pursuant to paragraph 6 to compute the amount of Future Facilities Costs to be prepaid (the "Future Facilities Amount").
8. 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.
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 amount the Finance Director reasonably expects to derive from the reinvestment of the Prepayment Amount (as defined below) less the Future Facilities Amount and the Administrative Fees and Expenses (as defined below) 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 8 and 9 and subtract the amount computed pursuant to paragraph 10 (the "Defeasance Amount").
12. Verify the administrative fees and expenses of CFD No. 2023-1, 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. If reserve funds for the Outstanding Bonds, if any, are at or above 100% of the reserve requirement (as defined in the Indenture) on the prepayment date, a reserve fund credit shall be calculated as a reduction in the applicable reserve requirement for the Outstanding Bonds to be redeemed pursuant to the prepayment (the "Reserve Fund

Credit”). No Reserve Fund Credit shall be granted if reserve funds are below 100% of the reserve requirement.

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 quotient computed pursuant to paragraph 3(a) or 3(b) 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 4, 5, 7, 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 4, 5, 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 7 shall be deposited into the Construction Fund. The amount computed pursuant to paragraph 12 shall be retained by CFD No. 2023-1.

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 Finance Director 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 that is prepaid, the Council 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 of such Assessor’s Parcel to pay the Special Tax shall cease.

Notwithstanding the foregoing, no Special Tax prepayment shall be allowed unless the amount of Assigned Special Taxes that may be levied on Taxable Property (excluding Taxable Property Owner Association Property and Taxable Public Property) within CFD No. 2023-1 both prior to and after the proposed prepayment, less expected Administrative Expenses, is at least 1.1 times the applicable annual debt service on all Outstanding Bonds.

2. Prepayment in Part

The Special Tax on an Assessor’s Parcel of Developed Property or an Assessor’s Parcel of Undeveloped Property for which a building permit has been issued may be partially prepaid. The amount of the prepayment shall be calculated as in Section H.1; except that a partial prepayment shall be calculated according to the following formula:

$$PP = (P_E - A) \times F + A$$

These terms have the following meaning:

PP = the partial prepayment

P_E = the Prepayment Amount calculated according to Section H.1

F = the percentage by which the owner of the Assessor's Parcel(s) is partially prepaying the Special Tax.

A = the Administration Fees and Expenses from Section H.1

The owner of any Assessor's Parcel who desires such partial prepayment shall notify the Finance Director of such owner's intent to partially prepay the Special Tax and the percentage by which the Special Tax shall be prepaid. The Finance Director 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 that is partially prepaid, the City shall (i) distribute the funds remitted to it according to Section H.1, and (ii) indicate in the records of CFD No. 2023-1 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 Maximum Special Tax, shall continue to be levied on such Assessor's Parcel pursuant to Section D.

Notwithstanding the foregoing, no Special Tax partial prepayment shall be allowed unless the amount of Assigned Special Taxes that may be levied on Taxable Property (excluding Taxable Property Owner Association Property and Taxable Public Property) within CFD No. 2023-1 both prior to and after the proposed partial prepayment, less expected Administrative Expenses, is at least 1.1 times the maximum annual debt service on all Outstanding Bonds.

I. TERM OF SPECIAL TAX

The Special Tax shall be levied for the period necessary to fully satisfy the Special Tax Requirement, but in no event shall it be levied after Fiscal Year 2063-2064.

EXHIBIT A
ZONE MAP