

This Preliminary Official Statement and the information contained herein are subject to completion or amendment. These securities may not be sold, nor may offers to buy them be accepted, prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Stradling Yocca Carlson & Rauth
Draft dated October 7, 2024

PRELIMINARY OFFICIAL STATEMENT DATED _____, 2024

NEW ISSUE – BOOK-ENTRY-ONLY

NO RATING

In the opinion of Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the District, based upon an analysis of existing laws, regulations, rulings and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 and is exempt from State of California personal income taxes. In the further opinion of Bond Counsel, interest on the Bonds is not a specific preference item for purposes of the federal individual alternative minimum tax. Bond Counsel observes that interest on the Bonds included in adjusted financial statement income of certain corporations is not excluded from the federal corporate alternative minimum tax. Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Bonds. See “TAX MATTERS” herein.

\$30,760,000*

CITY OF FONTANA

COMMUNITY FACILITIES DISTRICT NO. 112 (THE GARDENS PHASE ONE)

SPECIAL TAX BONDS, SERIES 2024

Dated: Date of Delivery

Due: September 1, as shown on the inside cover page

The City of Fontana Community Facilities District No. 112 (The Gardens Phase One) Special Tax Bonds, Series 2024 (the “Bonds”) are being issued and delivered by the City of Fontana Community Facilities District No. 112 (The Gardens Phase One) (the “District”) to (i) provide financing for certain public facilities and costs with respect thereto related to the development within the District, (ii) fund a reserve fund with respect to the Bonds, and (iii) pay the costs of issuance with respect to the Bonds. See “ESTIMATED SOURCES AND USES OF FUNDS” herein. The District has been formed by and is located in the City of Fontana, California (the “City”).

The Bonds are authorized to be issued pursuant to the Mello-Roos Community Facilities Act of 1982, as amended (Section 53311 *et seq.* of the Government Code of the State of California), and pursuant to an Indenture, dated as of _____ 1, 2024, by and between the District and U.S. Bank Trust Company, National Association, as Trustee. The Bonds are special, limited obligations of the District and are payable solely from Net Special Tax Revenues (as defined herein), and the other assets pledged therefor under the Indenture, all as further described herein. The Special Tax (as defined herein) is to be levied according to the rate and method of apportionment approved by the City Council of the City and the qualified electors within the District. The City Council is the legislative body of the District.

The Bonds are issuable in fully registered form and when issued will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”). Individual purchases of Bonds may be made in principal amounts of \$5,000 and integral multiples thereof. Purchasers of Bonds will not receive certificates representing their beneficial ownership of the Bonds but will receive credit balances on the books of their respective nominees. Interest on the Bonds will be payable on each September 1 and March 1, commencing March 1, 2025. Principal of and interest on the Bonds will be paid by the Trustee to DTC for subsequent disbursement to DTC Participants who are expected to remit such payments to the beneficial owners of the Bonds. See “THE BONDS — General Provisions” and Appendix H — “INFORMATION CONCERNING THE DEPOSITORY TRUST COMPANY AND ITS BOOK-ENTRY SYSTEM” herein.

NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE DISTRICT (EXCEPT TO THE LIMITED EXTENT SET FORTH IN THE INDENTURE), THE CITY OR THE STATE OF CALIFORNIA, OR ANY POLITICAL SUBDIVISION THEREOF, IS PLEDGED TO THE PAYMENT OF THE BONDS OR ADDITIONAL BONDS. EXCEPT FOR THE NET SPECIAL TAX REVENUES, NO OTHER TAXES ARE PLEDGED TO THE PAYMENT OF THE BONDS OR ADDITIONAL BONDS. THE BONDS AND ANY ADDITIONAL BONDS ARE NOT GENERAL OR SPECIAL OBLIGATIONS OF THE CITY BUT ARE SPECIAL, LIMITED OBLIGATIONS OF THE DISTRICT PAYABLE SOLELY FROM NET SPECIAL TAX REVENUES AND THE OTHER ASSETS PLEDGED THEREFOR UNDER THE INDENTURE AS MORE FULLY DESCRIBED HEREIN.

The purchase of the Bonds involves certain risks. See the section of this Official Statement entitled “SPECIAL RISK FACTORS” for a discussion of certain risk factors that should be considered, in addition to the other matters set forth herein, in evaluating the investment quality of the Bonds.

This cover page contains certain information for general reference only. It is not a summary of this issue. Investors are advised to read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The Bonds are offered when, as and if issued and accepted by the Underwriter, subject to approval as to their legality by Orrick Herrington & Sutcliffe, LLP, Los Angeles, California, as Bond Counsel, and subject to certain other conditions. Certain legal matters will be passed on for the City and the District by Best Best & Krieger LLP, Riverside, California, in its capacity as City Attorney, and by Stradling Yocca Carlson & Rauth LLP, Newport Beach, California, as Disclosure Counsel. Certain legal matters will be passed upon for the Underwriter by its counsel, Anzel Galvan LLP, San Francisco, California. It is anticipated that the Bonds will be available for delivery to DTC or its agent in book-entry form on or about _____, 2024.

[STIFEL LOGO]

Dated: _____, 2024

* Preliminary, subject to change.
4862-7187-7865v3/022777-0044

MATURITY SCHEDULE
BASE CUSIP[†]: 344630

<i>Maturity Date</i> <i>(September 1)</i>	<i>Principal</i> <i>Amount</i>	<i>Interest</i> <i>Rate</i>	<i>Yield</i>	<i>Price</i>	<i>CUSIP[†] No.</i>
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\$_____	_____ %	Term Bonds due September 1, 20__	Yield: _____ %	Price: _____	CUSIP No. _____ [†]
\$_____	_____ %	Term Bonds due September 1, 20__	Yield: _____ %	Price: _____	CUSIP No. _____ [†]
\$_____	_____ %	Term Bonds due September 1, 20__	Yield: _____ %	Price: _____	CUSIP No. _____ [†]
\$_____	_____ %	Term Bonds due September 1, 20__	Yield: _____ %	Price: _____	CUSIP No. _____ [†]

^c Priced to the optional redemption date of September 1, 20__ at _____.

[†] CUSIP® is a registered trademark of the American Bankers Association. CUSIP Global Services (CGS) is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. Copyright© 2024 CUSIP Global Services. All rights reserved. CUSIP® data herein is provided by CUSIP Global Services. This data is not intended to create a database and does not serve in any way as a substitute for the CGS database. CUSIP® numbers are provided for convenience of reference only. None of the District, the City, the Underwriter or their agents or counsel assume responsibility for the accuracy of such numbers.

CITY OF FONTANA

CITY COUNCIL

Acquanetta Warren, Mayor
Peter Garcia, Mayor Pro Tem
Phillip Cothran, Council Member
John Roberts, Council Member
Jesus “Jesse” Sandoval, Council Member

STAFF

Matthew C. Ballantyne, City Manager
Jessica Brown, Chief Financial Officer, Management Services
Janet Koehler-Brooks, City Treasurer
Germaine Key, City Clerk
Best Best & Krieger LLP, City Attorney

BOND COUNSEL

Orrick Herrington & Sutcliffe LLP
Los Angeles, California

MUNICIPAL ADVISOR

CSG Advisors Incorporated
San Francisco, California

DISCLOSURE COUNSEL

Stradling Yocca Carlson & Rauth LLP
Newport Beach, California

TRUSTEE

U.S. Bank Trust Company, National Association
Los Angeles, California

SPECIAL TAX CONSULTANT

David Taussig and Associates, Inc. dba DTA
Irvine, California

APPRAISER

Kitty Siino & Associates, Inc.
Tustin, California

PRICE POINT CONSULTANT

Empire Economics, Inc.
Capistrano Beach, California

Except where otherwise indicated, all information contained in this Official Statement has been provided by the City and the District. No dealer, broker, salesperson or other person has been authorized by the City, the District, the Trustee or the Underwriter to give any information or to make any representations in connection with the offer or sale of the Bonds other than those contained herein and, if given or made, such other information or representations must not be relied upon as having been authorized by the City, the District, the Trustee or the Underwriter. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Bonds by a person in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale.

This Official Statement is not to be construed as a contract with the purchasers or owners of the Bonds. Statements contained in this Official Statement which involve estimates, forecasts or matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of fact.

The Underwriter has provided the following sentence for inclusion in this Official Statement:

The Underwriter has reviewed the information in this Official Statement in accordance with, and as a part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information.

The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the District, or any other parties described herein since the date hereof. All summaries of the Indenture or other documents are made subject to the provisions of such documents respectively and do not purport to be complete statements of any or all of such provisions. Reference is hereby made to such documents on file with the District for further information in connection therewith.

Certain statements included or incorporated by reference in this Official Statement constitute “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995, Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended. Such statements are generally identifiable by the terminology used such as a “plan,” “expect,” “estimate,” “project,” “budget” or similar words. Such forward-looking statements include but are not limited to certain statements contained in the information under the captions “THE COMMUNITY FACILITIES DISTRICT” and “PROPERTY OWNERSHIP AND THE DEVELOPMENT.”

The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Except as set forth in the District’s Continuing Disclosure Agreement, a form of which is attached hereto as Appendix G, neither the District nor the City plans to issue any updates or revisions to the forward-looking statements set forth in this Official Statement. See “CONTINUING DISCLOSURE.”

A wide variety of other information, including financial information, concerning the City, is available from publications and websites of the City and others. No such information is a part of or incorporated into this Official Statement.

IN CONNECTION WITH THE OFFERING OF THE BONDS, THE UNDERWRITER MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF SUCH BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THE BONDS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, IN RELIANCE UPON AN EXEMPTION CONTAINED IN SUCH ACT. THE BONDS HAVE NOT BEEN REGISTERED OR QUALIFIED UNDER THE SECURITIES LAWS OF ANY STATE.

TABLE OF CONTENTS

	<i>Page</i>
INTRODUCTION	1
The District	1
Security and Sources of Payment for the Bonds	3
Description of the Bonds.....	4
Appraisal Report	4
Price Point Study.....	4
Professionals Involved in the Offering	5
Continuing Disclosure.....	5
Bond Owners' Risks	5
Other Information	5
ESTIMATED SOURCES AND USES OF FUNDS	6
THE BONDS	6
General Provisions	6
Redemption.....	7
Debt Service Schedule	11
SECURITY AND SOURCES OF PAYMENT FOR THE BONDS	12
General.....	12
Special Tax.....	13
Rate and Method of Apportionment	14
Collection and Application of the Special Tax	19
Covenant for Superior Court Foreclosure	20
Special Tax Fund	21
Reserve Fund	21
Investment of Moneys.....	22
No Additional Bonds Except for Refunding Bonds.....	22
THE COMMUNITY FACILITIES DISTRICT	22
General Information Regarding the District	22
Assigned Special Tax and Development Summary	24
Direct and Overlapping Debt	26
Property Values.....	28
Value-to-Lien Ratios.....	29
Delinquency History	36
PROPERTY OWNERSHIP AND THE DEVELOPMENT	36
Lennar Homes.....	37
Development Plan.....	37
Option Agreement.....	41
Financing Plan	41
SPECIAL RISK FACTORS	42
Risks of Real Estate Secured Investments Generally – Declines in Value	43
Levy of the Special Tax	43
Collection of the Special Tax.....	44
Failure to Develop Properties	44
Concentration of Property Ownership	45
Exempt Properties	46
Constitutional Limitations on Taxation and Appropriations.....	47
Ballot Initiatives.....	50
Maximum Special Tax	50
Payment of the Special Tax is Not a Personal Obligation of the Owners	51
Disclosures to Future Purchasers	51
Parity Taxes and Special Assessments.....	51

TABLE OF CONTENTS
(continued)

	<i>Page</i>
Depletion of Reserve Fund	51
Bankruptcy and Legal Delays	52
FDIC/Federal Government Interests In Properties.....	52
Geologic, Topographic and Climatic Conditions.....	53
Hazardous Substances.....	54
No Acceleration Provision	55
Bonds Are Limited Obligations	55
Loss of Tax Exemption.....	55
Potential Early Redemption of Bonds from Special Tax Prepayments.....	55
Cybersecurity	55
Impact of Economic Conditions on the Development in the District	56
CONTINUING DISCLOSURE.....	56
TAX MATTERS.....	57
ABSENCE OF LITIGATION	59
ABSENCE OF RATINGS.....	59
CERTAIN LEGAL MATTERS	59
UNDERWRITING	60
FINANCIAL INTERESTS.....	60
MUNICIPAL ADVISOR	60
ADDITIONAL INFORMATION.....	60
APPENDIX A RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX	A-1
APPENDIX B APPRAISAL REPORT.....	B-1
APPENDIX C UPDATED PRICE POINT STUDY.....	C-1
APPENDIX D FORM OF OPINION OF BOND COUNSEL	D-1
APPENDIX E GENERAL INFORMATION CONCERNING THE CITY OF FONTANA	E-1
APPENDIX F SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE.....	F-1
APPENDIX G FORM OF DISTRICT CONTINUING DISCLOSURE AGREEMENT	G-1
APPENDIX H INFORMATION CONCERNING THE DEPOSITORY TRUST COMPANY AND ITS BOOK-ENTRY SYSTEM	H-1

[INSERT AREA MAP]

[INSERT AERIAL PHOTO]

\$30,760,000*
CITY OF FONTANA
COMMUNITY FACILITIES DISTRICT NO. 112 (THE GARDENS PHASE ONE)
SPECIAL TAX BONDS, SERIES 2024

INTRODUCTION

This introduction is not a summary of this Official Statement. It is only a brief description of and guide to, and is qualified by, more complete and detailed information contained in the entire Official Statement, including the cover page and appendices hereto, and the documents summarized or described herein. A full review should be made of the entire Official Statement. The offering of the Bonds to potential investors is made only by means of the entire Official Statement.

The purpose of this Official Statement, which includes the cover page, the table of contents and the attached appendices, is to provide certain information concerning the issuance of the City of Fontana Community Facilities District No. 112 (The Gardens Phase One) Special Tax Bonds, Series 2024 (the “Bonds”) by the City of Fontana Community Facilities District No. 112 (The Gardens Phase One) (the “District”), in the aggregate principal amount set forth on the front cover page. The proceeds of the Bonds will be used to finance certain public facilities and costs with respect thereto related to the development within the District, to fund a reserve fund for the Bonds (the “Reserve Fund”), and to pay costs of issuance of the Bonds.

The Bonds are being issued pursuant to the Mello-Roos Community Facilities Act of 1982, as amended (Section 53311 *et seq.* of the Government Code of the State of California) (the “Act”), and pursuant to the Indenture, dated as of ____ 1, 2024 (the “Indenture”), by and between the District and U.S. Bank Trust Company, National Association, as trustee (the “Trustee”). The Bonds are secured under the Indenture by a pledge of, constituting a lien on and security interest in, the Net Special Tax Revenues (as defined herein) and any other amounts held in the Special Tax Fund, the Bond Fund and the Reserve Fund established pursuant to the Indenture.

This introduction is not a summary of this Official Statement. It is only a brief description of and guide to, and is qualified by, more complete and detailed information contained in the entire Official Statement and the documents summarized or described herein. A full review should be made of the entire Official Statement. The sale and delivery of the Bonds to potential investors is made only by means of the entire Official Statement. All capitalized terms used in this Official Statement and not defined shall have the meaning set forth in Appendix F — “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE — Definitions” herein.

The District

The District includes approximately 69.9 gross acres and is located in the northwestern portion of the City of Fontana (the “City”), approximately one mile east of Interstate 15 and along both sides of Cassava Drive, south of Duncan Canyon Road and north of Casa Grande Avenue. The property within the District is being developed by Lennar Homes of California, LLC, a California limited liability company (“Lennar Homes” or the “Developer”), into phase one of a residential community known as The Gardens, which is within the master-planned residential community known as The Arboretum. Phase one of The Gardens is expected to consist of 526 residential units across six neighborhoods known as “Dayflower,” “Blue Sage,” “Acacia,” “Silverberry,” “Wildrose,” and “Azalea.” The Gardens Phase One is encompassed by a portion of Tract Map 20362 and Tract Maps 20363 and 20364 along with subsequent condominium maps on Lot 5 and 6 of Tract 20362, all of which subdivide the property into 526 separate parcels.

** Preliminary, subject to change.*

Lennar Homes has acquired 496 of the 526 lots of the property within the District in phased takedowns from AG EHC II (LEN) CA 2, L.P., a Delaware limited partnership (the “Land Bank”) pursuant to the Option Agreement (as defined under the caption “PROPERTY OWNERSHIP AND THE DEVELOPMENT—Option Agreement”), and has an option (but not an obligation) to acquire the remaining 30 lots from the Land Bank pursuant to the Option Agreement. The purchase price for the property within the District was \$91,935,447 and the Land Bank took title to the property in December 2021. As of August 25, 2024, Lennar Homes had acquired 496 lots from the Land Bank within the District, with an additional 22 lots scheduled to be acquired October 14, 2024 and the final eight lots scheduled to be acquired December 14, 2024. There is no guarantee that Lennar Homes will acquire the remaining lots as planned. During the term of the Option Agreement, Lennar Homes is contractually obligated to pay the Special Tax levied on the property subject to such agreement. However, in the event the Option Agreement is terminated prior to Lennar Homes having acquired all of the lots thereunder, the Special Tax would continue to be levied on the property in the District owned by the Land Bank and Lennar Homes’ contractual obligation to pay the Special Taxes would terminate. See “PROPERTY OWNERSHIP AND THE DEVELOPMENT.”

As of August 25, 2024, 366 residential units had been completed and conveyed to individual homeowners, Lennar Homes owned 14 completed model units (none of which were in escrow), 41 homes over 95% complete (39 of which were in escrow), 69 residential units under construction and less than 95% complete (42 of which were in escrow), and six finished lots (none of which were in escrow), and the Land Bank owned 13 homes under construction (none of which were in escrow) and 17 finished lots (none of which were in escrow). As of October 1, 2024, within the District, 396 residential units had been completed and conveyed to individual homeowners, and Lennar Homes owned 13 completed model units (two of which were in escrow), 81 residential units under construction (74 of which were in escrow), and six finished lots (none of which were in escrow), and the Land Bank owned 28 homes under construction (10 of which were in escrow) and 2 finished lots (none of which were in escrow). Sales contracts are subject to cancellation and, therefore, homes currently in escrow may not result in closed escrows with the prospective homebuyers. As of October 1, 2024, a total of 518 building permits were obtained within the District. Accordingly, if no additional building permits are obtained, 518 parcels will be classified as Developed Property and eight parcels will be classified as Undeveloped Property for the Fiscal Year 2025-26 Special Tax levy. See “PROPERTY OWNERSHIP AND THE DEVELOPMENT.”

The District was formed to finance certain public facilities and services and costs with respect thereto related to the development within the District. The Act was enacted by the California legislature to provide an alternative method of financing certain public capital facilities and services, especially in developing areas of the State of California (the “State”). Any local agency (as defined in the Act) may establish a community facilities district to provide for and finance the cost of eligible public facilities and services. The legislative body of the local agency which forms a community facilities district acts on behalf of such district as its legislative body. Subject to approval by two-thirds of the votes cast at an election and compliance with the other provisions of the Act, a legislative body of a local agency may issue bonds for a community facilities district and may levy and collect a special tax within such district to repay such indebtedness.

Pursuant to the Act, the City Council adopted the necessary resolutions stating its intent to establish the District, to authorize the levy of special taxes on taxable property within the boundaries of the District, and to have the District incur bonded indebtedness for the purpose of financing authorized facilities (the “Facilities”). Following public hearings conducted pursuant to the provisions of the Act, the City Council adopted resolutions establishing the District and calling a special election to submit the levy of the special taxes and the incurring of bonded indebtedness to the qualified voters of the District. On April 25, 2023, at an election held pursuant to the Act, the then landowners who comprised the qualified voters of the District, Lennar Homes and the Land Bank, authorized the District to incur bonded indebtedness in the aggregate principal amount of not to exceed \$36,000,000 to be secured by the levy of Special Taxes (as defined below) on taxable property within the District for the purpose of financing the Facilities, and approved the rate and method of apportionment of the special taxes for the District (the “Rate and Method”).

The Rate and Method provides for a Facilities Special Tax (as defined in the Rate and Method) (the “Facilities Special Tax”) to be levied for the Special Tax Requirement for Facilities (as defined in the Rate and Method) and a Services Special Tax (as defined in the Rate and Method) (the “Services Special Tax”) to be levied for services described in the Rate and Method. As used in this Official Statement, the terms “Special Tax” or “Special Taxes” refer only to the Facilities Special Tax and does not include the Services Special Tax. The Services Special Tax is not pledged under the Indenture nor is the Services Special Tax available to pay debt service on the Bonds. The Special Tax will be levied against certain property within the District pursuant to the Act, the Ordinance approving the levy of the Special Tax and the Indenture and in accordance with the Rate and Method. The lien of the Special Tax will be co-equal with the lien of the Services Special Tax.

Security and Sources of Payment for the Bonds

Under the Indenture, the District has pledged to repay the Bonds and any additional bonds issued under the Indenture (the “Additional Bonds”) from Net Special Tax Revenues and any other amounts held in the Special Tax Fund, the Bond Fund and the Reserve Fund. Proceeds of any Additional Bonds may only be applied to refund the Bonds or any Additional Bonds previously issued under the Indenture. See “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS — No Additional Bonds Except for Refunding Bonds.” The Indenture defines “Net Special Tax Revenues” to mean Special Tax Revenues less amounts required to pay Administrative Expenses. The term “Special Tax Revenues” is defined in the Indenture to mean the proceeds of the Special Tax received by or on behalf of the District, including any prepayments thereof, interest and penalties thereon and proceeds of the redemption or sale of property sold as a result of foreclosure of the lien of the Special Tax, which will be limited to the amount of said lien and interest and penalties thereon. “Administrative Expenses” is defined in the Indenture to mean costs directly related to the administration of the District, including, but not limited to: the costs of computing the Special Tax and preparing the annual Special Tax collection schedules and the costs of collecting the Special Tax, the costs of remitting the Special Tax to the Trustee, the fees and costs of the Trustee (including its legal counsel) in the discharge of the duties required of it under the Indenture, the costs incurred by the District in complying with the disclosure provisions of any continuing disclosure undertaking and the Indenture, including those related to public inquiries regarding the Special Tax and disclosures to Owners, the costs of the District related to an appeal of the Special Tax, any amounts required to be rebated to the federal government in order for the District to comply with the tax covenants in the Indenture, an allocable share of the salaries of the City staff providing services on behalf of the District directly related to the foregoing and a proportionate amount of City general administrative overhead related thereto, and the costs of foreclosure of any delinquent Special Tax.

Net Special Tax Revenues are the primary security for the repayment of the Bonds and any Additional Bonds. In the event that Net Special Tax Revenues are not paid when due, the only sources of funds available to pay the debt service on the Bonds and any Additional Bonds will be the amounts held for such purpose in the Special Tax Fund, the Bond Fund and the Reserve Fund. See “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS” herein.

NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE DISTRICT (EXCEPT TO THE LIMITED EXTENT SET FORTH IN THE INDENTURE), THE CITY OR THE STATE OF CALIFORNIA, OR ANY POLITICAL SUBDIVISION THEREOF, IS PLEDGED TO THE PAYMENT OF THE BONDS OR ADDITIONAL BONDS. EXCEPT FOR THE NET SPECIAL TAX REVENUES, NO OTHER TAXES ARE PLEDGED TO THE PAYMENT OF THE BONDS OR ADDITIONAL BONDS. THE BONDS AND ANY ADDITIONAL BONDS ARE NOT GENERAL OR SPECIAL OBLIGATIONS OF THE CITY BUT ARE SPECIAL, LIMITED OBLIGATIONS OF THE DISTRICT PAYABLE SOLELY FROM NET SPECIAL TAX REVENUES AND THE OTHER ASSETS PLEDGED THEREFOR UNDER THE INDENTURE AS MORE FULLY DESCRIBED HEREIN.

Description of the Bonds

The Bonds will be issued and delivered as fully registered bonds, registered in the name of Cede & Co. as nominee of The Depository Trust Company, New York, New York (“DTC”), and will be available to actual purchasers of the Bonds (the “Beneficial Owners”) in the denominations of \$5,000 and any integral multiples thereof under the book-entry system maintained by DTC, only through brokers and dealers who are or act through DTC Participants as described herein. Beneficial Owners will not be entitled to receive physical delivery of the Bonds. In the event that the book-entry only system described herein is no longer used with respect to the Bonds, the Bonds will be registered and transferred in accordance with the Indenture. See Appendix H — “INFORMATION CONCERNING THE DEPOSITORY TRUST COMPANY AND ITS BOOK-ENTRY SYSTEM” herein.

Principal of, premium, if any, and interest on the Bonds is payable by the Trustee to DTC. Disbursement of such payments to DTC Participants is the responsibility of DTC and disbursement of such payments to the Beneficial Owners is the responsibility of DTC Participants. In the event that the book-entry only system is no longer used with respect to the Bonds, the Beneficial Owners will become the registered owners of the Bonds and will be paid principal and interest by the Trustee, all as described herein. See Appendix H — “INFORMATION CONCERNING THE DEPOSITORY TRUST COMPANY AND ITS BOOK-ENTRY SYSTEM” herein.

The Bonds are subject to optional redemption, mandatory redemption from Special Tax prepayments and mandatory sinking fund redemption as described herein. For a more complete description of the Bonds and the basic documentation pursuant to which they are being sold and delivered, see “THE BONDS” and Appendix F — “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE” herein.

Appraisal Report

The District has obtained an appraisal of the Taxable Property (as defined herein) included in the District dated [September 20, 2024], with a date of value as of August 25, 2024 (the “Appraisal”). The Appraisal was prepared for the District by Kitty Siino & Associates, Inc., Tustin, California (the “Appraiser”). Subject to the limitations set forth in the Appraisal, the Appraiser is of the opinion that, as of August 25, 2024 the minimum market value of the Taxable Property within the District was not less than \$291,905,099 (the “Appraised Value”). See “THE COMMUNITY FACILITIES DISTRICT — Property Values” and “THE COMMUNITY FACILITIES DISTRICT — Value-to-Lien Ratios.” A copy of the Appraisal is included as Appendix B to this Official Statement. It is a condition precedent to the issuance of the Bonds that the Appraiser deliver a certificate stating that nothing has come to the attention of the Appraiser subsequent to the date of the Appraisal that would lead the Appraiser to believe that the value of the Taxable Property (as defined in the Rate and Method) in the District is less than the minimum market value of such property reported in the Appraisal. However, the Appraiser has not performed any procedures since the date of value to obtain knowledge of such events or occurrences nor is it obligated to do so in the future.

Price Point Study

In connection with the formation of the District, the City hired Empire Economics, Inc., Capistrano Beach, California (the “Price Point Consultant”) to prepare a price point study of the prices of the homes planned within the District, dated November 28, 2022 (the “Original Price Point Study”). The Special Tax rates set forth in the Rate and Method were based in part on the prices set forth in the Original Price Point Study. In connection with and in preparation for the issuance of the Bonds, the City hired the Price Point Consultant to conduct an update to the Original Price Point Study within the District, dated August 16, 2024 (the “Updated Price Point Study”). Pursuant to Section C of the Rate and Method, prior to the issuance of Bonds, the City is required to amend the Assigned Facilities Special Tax (as defined in the Rate and Method) to the extent necessary to cause the total effective tax burden for residential property in the District to not exceed 1.95% of the minimum sales prices set forth in the Updated Price Point Study. A copy of the Updated Price Point Study is included as

Appendix C to this Official Statement. Based on the conclusions of the Updated Price Point Study, the Facilities Special Tax, the Services Special Tax and all direct and overlapping property taxes, special assessments and other special taxes, the City does not expect to amend the Assigned Facilities Special Tax because effective tax rates are not projected to exceed 1.95% for any parcel. See “THE COMMUNITY FACILITIES DISTRICT — Direct and Overlapping Debt — Table 3” — Projected Total Effective Tax Rates for Individually Owned Residential Property.” See also “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS — Rate and Method of Apportionment.”

Professionals Involved in the Offering

U.S. Bank Trust Company, National Association, Los Angeles, California, will act as Trustee under the Indenture and as the initial Dissemination Agent under the District Continuing Disclosure Agreement. Stifel, Nicolaus & Company, Incorporated is the Underwriter of the Bonds. The validity of the Bonds and certain other legal matters are subject to the approving opinion of Orrick Herrington & Sutcliffe LLP, Bond Counsel to the District. CSG Advisors Incorporated, San Francisco, California, is acting as Municipal Advisor for the City in connection with the Bonds. Kitty Siino & Associates, Inc., Tustin, California, is acting as the Appraiser to the District. David Taussig and Associates, Inc. dba DTA is acting as the Special Tax Consultant to the District. Empire Economics, Inc. is acting as the Price Point Consultant to the District. Certain legal matters will be passed on for the City and the District by Best Best & Krieger LLP, Riverside, California, in its capacity as City Attorney, and Stradling Yocca Carlson & Rauth LLP, Newport Beach, California, as Disclosure Counsel. Certain legal matters will be passed upon for the Underwriter by its counsel, Anzel Galvan LLP, San Francisco, California.

For information concerning respects in which certain of the above-mentioned professionals, advisors, counsel and agents may have a financial or other interest in the offering of the Bonds, see “FINANCIAL INTERESTS” herein.

Continuing Disclosure

The District will agree to provide, or cause to be provided, to the Municipal Securities Rulemaking Board’s Electronic Municipal Market Access system available on the Internet at <http://emma.msrb.org> (“EMMA”) certain annual financial information and operating data. The District will further agree to provide notice of certain listed events. These covenants will be made in order to assist the Underwriter in complying with Securities and Exchange Commission Rule 15c2-12(b)(5) (the “Rule”). See the form of District Continuing Disclosure Agreement attached as Appendix G hereto (the “District Continuing Disclosure Agreement”) for a description of the specific nature of the annual reports to be filed by the District and notices of listed events to be provided by the District. See “CONTINUING DISCLOSURE—Community Facilities District” herein.

Bond Owners’ Risks

Certain events could affect the ability of the District to pay the principal of and interest on the Bonds when due. See the section of this Official Statement entitled “SPECIAL RISK FACTORS” for a discussion of certain factors which should be considered, in addition to other matters set forth herein, in evaluating an investment in the Bonds.

Other Information

This Official Statement speaks only as of its date, and the information contained herein is subject to change.

Brief descriptions of the Bonds and the Indenture are included in this Official Statement. Such descriptions and information do not purport to be comprehensive or definitive. All references herein to the Indenture, the Bonds and the constitution and laws of the State as well as the proceedings of the City Council,

acting as the legislative body of the District, are qualified in their entirety by references to such documents, laws and proceedings, and with respect to the Bonds, by reference to the Indenture.

Copies of the Indenture, the District Continuing Disclosure Agreement and other documents and information referred to herein are available for inspection and (upon request and payment to the City of a charge for copying, mailing and handling) for delivery from the City at 8353 Sierra Avenue, Fontana, California 92335, Attention: Jessica Brown.

ESTIMATED SOURCES AND USES OF FUNDS

The following table sets forth the expected sources and uses of Bond proceeds and certain other amounts.

Sources:

Principal Amount of the Bonds
[Plus/Less [Net] Original Issue [Premium/Discount]
Less Underwriter's Discount
Plus Funds on Hand
Total

Uses:

Improvement Fund⁽¹⁾
Reserve Fund⁽²⁾
Costs of Issuance Fund
Total

-
- (1) Consists of \$_____ to be deposited into the Acquisition Account, \$_____ to be deposited into the Community Benefit Account, \$_____ to be deposited into the Construction Account and \$_____ to be deposited into the Water District Account.
- (2) Equal to the initial Reserve Requirement.

THE BONDS

General Provisions

The Bonds will be issued in fully registered form without coupons in denominations of \$5,000 and any integral multiple thereof ("Authorized Denominations"). The Bonds will be dated the date of issuance thereof. The Bonds are scheduled to mature on September 1, in the years and in the principal amounts, and will bear interest at the rates per annum, shown on the inside front cover page of this Official Statement. Interest on the Bonds will be computed on the basis of a 360-day year consisting of twelve 30-day months and will be payable on March 1 and September 1 of each year, commencing March 1, 2025 (each an "Interest Payment Date"). Interest on each Bond will be payable from the Interest Payment Date next preceding the date of authentication thereof unless (i) such Bond is authenticated on or before an Interest Payment Date and after the close of business on the fifteenth calendar day of the month preceding such Interest Payment Date, whether or not such day is a Business Day (the "Record Date") in which event interest thereon will be payable from such Interest Payment Date, (ii) such Bond is authenticated on or before the first Record Date, in which event interest thereon will be payable from the Closing Date or (iii) interest on such Bond is in default as of the date of authentication thereof, in which event interest thereon will be payable from the date to which interest has been previously paid or duly provided for.

The interest on, and principal of and redemption premiums, if any, on the Bonds are payable in lawful money of the United States of America. Interest is payable by check of the Trustee mailed by first class mail, postage prepaid, on each Interest Payment Date to the Owners of the Bonds at their respective addresses shown on the Registration Books as of the close of business on the preceding Record Date (except that interest on any Bond which is not punctually paid or duly provided for on any Interest Payment Date will, if and to the extent that amounts subsequently become available therefor, be payable on a payment date established by the Trustee

to the Person in whose name the ownership of such Bond is registered on the Registration Books at the close of business on a special record date to be established by the Trustee pursuant to the Indenture). Payment of principal of any Bond will be made only upon presentation and surrender thereof at maturity or upon earlier redemption at the Office of the Trustee.

The Bonds will initially be issued in book-entry form, and DTC will act as securities depository. So long as the Bonds are held in book-entry form, principal of, premium, if any, and interest on the Bonds will be paid by the Trustee directly to DTC for distribution to the Beneficial Owners of the Bonds in accordance with procedures adopted by DTC. See Appendix H — “INFORMATION CONCERNING THE DEPOSITORY TRUST COMPANY AND ITS BOOK-ENTRY SYSTEM.”

The Bonds are not general obligations of the District but are special, limited obligations of the District payable solely from Net Special Tax Revenues and the other amounts held under the Indenture in the Special Tax Fund, the Bond Fund and the Reserve Fund. Neither the faith and credit nor the taxing power of the District (except to the limited extent set forth in the Indenture), the City, the State, or any political subdivision thereof, is pledged to the payment of the Bonds or Additional Bonds. See “SPECIAL RISK FACTORS — Bonds Are Limited Obligations.”

Redemption*

Optional Redemption. The Bonds maturing on and after September 1, 20__ shall be subject to optional redemption, in whole, or in part in Authorized Denominations, on any date on or after September 1, 20__, from any source of available funds, at the following respective Redemption Prices (expressed as percentages of the principal amount of the Bonds to be redeemed), plus accrued interest thereon to the date of redemption:

<i>Redemption Dates</i>	<i>Redemption Price</i>
September 1, 20__ through August 31, 20__	103%
September 1, 20__ through August 31, 20__	102
September 1, 20__ through August 31, 20__	101
September 1, 20__ and thereafter	100

Mandatory Redemption from Special Tax Prepayments. The Bonds are subject to mandatory redemption, in whole, or in part in Authorized Denominations, on any Interest Payment Date, from and to the extent of Special Tax prepayments required to be applied thereto and any related proportional amounts in the Reserve Fund required to be applied thereto pursuant to the Indenture (see “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS — Reserve Fund” and “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS — Special Tax Fund”) at the following respective Redemption Prices (expressed as percentages of the principal amount of the Bonds to be redeemed), plus accrued interest thereon to the date of redemption:

<i>Redemption Dates</i>	<i>Redemption Price</i>
Any Interest Payment Date through March 1, 20__	103%
September 1, 20__ and March 1, 20__	102
September 1, 20__ and March 1, 20__	101
September 1, 20__ and thereafter	100

* Preliminary, subject to change.

Mandatory Sinking Fund Redemption. The Bonds maturing September 1, 20__ shall be subject to mandatory sinking fund redemption, in part, on September 1 in each year, commencing September 1, 20__, at a Redemption Price equal to the principal amount of the Bonds maturing September 1, 20__ to be redeemed, without premium, plus accrued interest thereon to the date of redemption, in the aggregate respective principal amounts in the respective years as follows:

<i>Sinking Fund Redemption Date (September 1)</i>	<i>Principal Amount to be Redeemed</i>
--	---

(Maturity)

If some but not all of the Bonds maturing on September 1, 20__ are redeemed pursuant to the optional redemption provisions of the Indenture described above, the principal amount of the Bonds maturing on September 1, 20__ to be redeemed by mandatory sinking fund redemption as described above on any subsequent September 1 shall be reduced, by \$5,000 or an integral multiple thereof, as designated by the District in a Written Certificate of the District submitted to the Trustee; provided, however, that the aggregate amount of such reductions shall not exceed the aggregate amount of the Bonds maturing on September 1, 20__ so optionally redeemed. If some but not all of the Bonds maturing on September 1, 20__ are redeemed pursuant to the mandatory redemption from Special Tax prepayments provisions of the Indenture, the principal amount of the Bonds maturing on September 1, 20__ to be redeemed by mandatory sinking fund redemption as described above on any subsequent September 1 shall be reduced by the aggregate principal amount of the Bonds maturing on September 1, 20__ so mandatorily redeemed from Special Tax prepayments, such reduction to be allocated among redemption dates as nearly as practicable on a pro rata basis in amounts of \$5,000 or integral multiples thereof, as determined by the Trustee, notice of which determination shall be given by the Trustee to the District.

The Bonds maturing September 1, 20__ shall be subject to mandatory sinking fund redemption, in part, on September 1 in each year, commencing September 1, 20__, at a Redemption Price equal to the principal amount of the Bonds maturing September 1, 20__ to be redeemed, without premium, plus accrued interest thereon to the date of redemption, in the aggregate respective principal amounts in the respective years as follows:

<i>Sinking Fund Redemption Date (September 1)</i>	<i>Principal Amount to be Redeemed</i>
--	---

(Maturity)

If some but not all of the Bonds maturing on September 1, 20__ are redeemed pursuant to the optional redemption provisions of the Indenture described above, the principal amount of the Bonds maturing on September 1, 20__ to be redeemed by mandatory sinking fund redemption as described above on any subsequent September 1 shall be reduced, by \$5,000 or an integral multiple thereof, as designated by the District in a Written Certificate of the District submitted to the Trustee; provided, however, that the aggregate amount of such reductions shall not exceed the aggregate amount of the Bonds maturing on September 1, 20__ so optionally redeemed. If some but not all of the Bonds maturing on September 1, 20__ are redeemed pursuant to the mandatory redemption from Special Tax prepayments provisions of the Indenture, the principal amount of the Bonds maturing on September 1, 20__ to be redeemed by mandatory sinking fund redemption as described above

on any subsequent September 1 shall be reduced by the aggregate principal amount of the Bonds maturing on September 1, 20__ so mandatorily redeemed from Special Tax prepayments, such reduction to be allocated among redemption dates as nearly as practicable on a pro rata basis in amounts of \$5,000 or integral multiples thereof, as determined by the Trustee, notice of which determination shall be given by the Trustee to the District

The Bonds maturing September 1, 20__ shall be subject to mandatory sinking fund redemption, in part, on September 1 in each year, commencing September 1, 20__, at a Redemption Price equal to the principal amount of the Bonds maturing September 1, 20__ to be redeemed, without premium, plus accrued interest thereon to the date of redemption, in the aggregate respective principal amounts in the respective years as follows:

<i>Sinking Fund Redemption Date (September 1)</i>	<i>Principal Amount to be Redeemed</i>
--	---

(Maturity)

If some but not all of the Bonds maturing on September 1, 20__ are redeemed pursuant to the optional redemption provisions of the Indenture described above, the principal amount of the Bonds maturing on September 1, 20__ to be redeemed by mandatory sinking fund redemption as described above on any subsequent September 1 shall be reduced, by \$5,000 or an integral multiple thereof, as designated by the District in a Written Certificate of the District submitted to the Trustee; provided, however, that the aggregate amount of such reductions shall not exceed the aggregate amount of the Bonds maturing on September 1, 20__ so optionally redeemed. If some but not all of the Bonds maturing on September 1, 20__ are redeemed pursuant to the mandatory redemption from Special Tax prepayments provisions of the Indenture, the principal amount of the Bonds maturing on September 1, 20__ to be redeemed by mandatory sinking fund redemption as described above on any subsequent September 1 shall be reduced by the aggregate principal amount of the Bonds maturing on September 1, 20__ so mandatorily redeemed from Special Tax prepayments, such reduction to be allocated among redemption dates as nearly as practicable on a pro rata basis in amounts of \$5,000 or integral multiples thereof, as determined by the Trustee, notice of which determination shall be given by the Trustee to the District

The Bonds maturing September 1, 20__ shall be subject to mandatory sinking fund redemption, in part, on September 1 in each year, commencing September 1, 20__, at a Redemption Price equal to the principal amount of the Bonds maturing September 1, 20__ to be redeemed, without premium, plus accrued interest thereon to the date of redemption, in the aggregate respective principal amounts in the respective years as follows:

<i>Sinking Fund Redemption Date (September 1)</i>	<i>Principal Amount to be Redeemed</i>
--	---

(Maturity)

If some but not all of the Bonds maturing on September 1, 20__ are redeemed pursuant to the optional redemption provisions of the Indenture described above, the principal amount of the Bonds maturing on September 1, 20__ to be redeemed by mandatory sinking fund redemption as described above on any subsequent September 1 shall be reduced, by \$5,000 or an integral multiple thereof, as designated by the District in a Written Certificate of the District submitted to the Trustee; provided, however, that the aggregate amount of such

reductions shall not exceed the aggregate amount of the Bonds maturing on September 1, 20__ so optionally redeemed. If some but not all of the Bonds maturing on September 1, 20__ are redeemed pursuant to the mandatory redemption from Special Tax prepayments provisions of the Indenture, the principal amount of the Bonds maturing on September 1, 20__ to be redeemed by mandatory sinking fund redemption as described above on any subsequent September 1 shall be reduced by the aggregate principal amount of the Bonds maturing on September 1, 20__ so mandatorily redeemed from Special Tax prepayments, such reduction to be allocated among redemption dates as nearly as practicable on a pro rata basis in amounts of \$5,000 or integral multiples thereof, as determined by the Trustee, notice of which determination shall be given by the Trustee to the District

Selection of Bonds for Redemption. Whenever provision is made in the Indenture for the redemption of less than all of the Bonds and Additional Bonds, the Trustee will select the Bonds and Additional Bonds to be redeemed from all Bonds and Additional Bonds not previously called for redemption (a) with respect to any optional redemption of Bonds and Additional Bonds of a Series, among maturities of the Bonds and Additional Bonds of such Series as directed in a Written Request of the District (b) with respect to any mandatory redemption of Bonds or Additional Bonds from prepayments of the Special Tax, among maturities of all Series of Bonds and any Additional Bonds on a pro rata basis as nearly as practicable, and (c) with respect to any other redemption of Additional Bonds, among maturities as provided in the Supplemental Indenture pursuant to which such Additional Bonds are issued. The Trustee shall select for redemption the Bonds and any Additional Bonds of the same Series with the same maturity by lot in any manner that the Trustee, in its sole discretion, shall deem appropriate. For purposes of such selection, all Bonds and Additional Bonds shall be deemed to be comprised of the greatest number of separate denominations that would result in each such denomination being an Authorized Denomination and each such separate denomination shall be treated as a separate Bond or Additional Bond that may be separately redeemed.

Notice of Redemption. If the Bonds are held in book-entry form, notice of redemption will be mailed to DTC and not to the Beneficial Owners of the Bonds under the DTC book-entry system. Neither the District nor the Trustee is responsible for giving notice of redemption to the Beneficial Owners. See Appendix H — “INFORMATION CONCERNING THE DEPOSITORY TRUST COMPANY AND ITS BOOK-ENTRY SYSTEM” herein.

The Indenture provides that the Trustee on behalf and at the expense of the District will give notice of any redemption (by first-class mail) to the respective Owners of any Bonds designated for redemption at their respective addresses appearing on the Registration Books and to the Original Purchaser, at least 30 but not more than 60 days prior to the date fixed for redemption. Such notice of redemption will state the date of the notice, the redemption date, the redemption place and the Redemption Price and shall designate the CUSIP numbers, if any, the Bond numbers and the maturity or maturities of the Bonds to be redeemed (except in the event of redemption of all of the Bonds of such maturity or maturities in whole). The notice of redemption will require that the Bonds to be redeemed be surrendered at the Office of the Trustee for redemption at the Redemption Price, and give notice that further interest on such Bonds will not accrue from and after the date fixed for redemption. Neither the failure to receive any notice so mailed, nor any defect in such notice, will affect the validity of the proceedings for the redemption of the Bonds or the cessation of accrual of interest thereon from and after the date fixed for redemption.

With respect to any notice of any optional redemption of Bonds, unless at the time such notice is given the Bonds to be redeemed shall be deemed to have been paid within the meaning of the Indenture, such notice will state that such redemption is conditional upon receipt by the Trustee, on or prior to the date fixed for such redemption, of moneys that, together with other available amounts held by the Trustee, are sufficient to pay the Redemption Price of, and accrued interest on, the Bonds to be redeemed, and that if such moneys shall not have been so received said notice shall be of no force and effect and the District will not be required to redeem such Bonds. In the event a notice of redemption of Bonds contains such a condition and such moneys are not so received, the redemption of Bonds as described in the conditional notice of redemption will not be made and the Trustee will, within a reasonable time after the date on which such redemption was to occur, give notice to the

Persons and in the manner in which the notice of redemption was given, that such moneys were not so received and that there shall be no redemption of Bonds pursuant to such notice of redemption.

Effect of Notice of Redemption. If, on said date fixed for redemption, moneys for the Redemption Price of all the Bonds to be redeemed, together with interest to said date, is held by the Trustee so as to be available therefor on such date, and, if notice of redemption thereof will have been mailed as aforesaid and not canceled, then, from and after said date, interest on said Bonds will cease to accrue and become payable. All moneys held by or on behalf of the Trustee for the redemption of Bonds will be held in trust for the account of the Owners of the Bonds so to be redeemed without liability to such Owners for interest thereon.

Debt Service Schedule

<i>Year Ending September 1</i>	<i>Principal⁽¹⁾</i>	<i>Interest</i>	<i>Total</i>
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TOTAL:

⁽¹⁾ Includes mandatory sinking fund redemption.
Source: The Underwriter.

SECURITY AND SOURCES OF PAYMENT FOR THE BONDS

General

The Bonds are special, limited obligations of the District, and, except as otherwise provided in the Indenture, they are payable solely from Net Special Tax Revenues. The Indenture defines “Net Special Tax Revenues” to mean Special Tax Revenues less amounts required to pay Administrative Expenses. The term “Special Tax Revenues” is defined in the Indenture to mean the proceeds of the Special Tax received by or on behalf of the District, including any prepayments thereof, interest and penalties thereon and proceeds of the redemption or sale of property sold as a result of foreclosure of the lien of the Special Tax (which shall be limited to the amount of said lien and interest and penalties thereon). The Indenture defines the term “Special Tax” as the special tax described and defined in the Rate and Method as the “Facilities Special Tax” approved by the qualified electors to be levied within the District pursuant to the Act and the Rate and Method. “Administrative Expenses” is defined in the Indenture to mean costs directly related to the administration of the District, including, but not limited to: the costs of computing the Special Tax and preparing the annual Special Tax collection schedules and the costs of collecting the Special Tax, the costs of remitting the Special Tax to the Trustee, the fees and costs of the Trustee (including its legal counsel) in the discharge of the duties required of it under the Indenture, the costs incurred by the District in complying with the disclosure provisions of any continuing disclosure undertaking and the Indenture, including those related to public inquiries regarding the Special Tax and disclosures to Owners, the costs of the District related to an appeal of the Special Tax, any amounts required to be rebated to the federal government in order for the District to comply with the tax covenants in the Indenture, an allocable share of the salaries of the City staff providing services on behalf of the District directly related to the foregoing and a proportionate amount of City general administrative overhead related thereto, and the costs of foreclosure of any delinquent Special Tax.

Under the Rate and Method, parcels of Taxable Property, exclusive of Taxable Public Property and Taxable Property Owner Association Property, are classified as Developed Property if a building permit has been obtained for such parcel by May 1 of the fiscal year preceding the Special Tax levy. For the projected Fiscal Year 2025-26 Special Tax levy, based on the development status within the District as of August 25, 2024, 509 parcels of Taxable Property within the District will be classified as Developed Property and 17 parcels of Taxable Property within the District will be classified as Undeveloped Property. As of October 1, 2024, Lennar Homes has obtained an additional nine building permits, and therefore, an additional nine parcels of Taxable Property within the District will be classified as Developed Property for the Fiscal Year 2025-26 Special Tax levy, assuming no further development within the District. See “PROPERTY OWNERSHIP AND THE DEVELOPMENT.” Under no circumstances may the amount of Special Tax levied by the District in any year exceed the maximum rates approved by the qualified electors within the District, as set forth in the Rate and Method. A copy of the Rate and Method is attached to this Official Statement as Appendix A.

In addition to the Net Special Tax Revenues, any other amounts held in the Special Tax Fund, the Bond Fund and the Reserve Fund are pledged pursuant to the Indenture to secure the payment of the principal of, premium, if any, and interest on the Bonds and any Additional Bonds in accordance with their respective terms, the Indenture and the Act. However, those amounts are pledged subject to the provisions of the Indenture permitting the application thereof for the purposes set forth in the Indenture. Amounts on deposit in the Improvement Fund, the Costs of Issuance Fund, the Redemption Fund, the Administrative Expense Fund and the Rebate Fund are not pledged to the payment of any of the Bonds or any Additional Bonds.

NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE DISTRICT (EXCEPT TO THE LIMITED EXTENT SET FORTH IN THE INDENTURE), THE CITY OR THE STATE OF CALIFORNIA, OR ANY POLITICAL SUBDIVISION THEREOF, IS PLEDGED TO THE PAYMENT OF THE BONDS OR ADDITIONAL BONDS. EXCEPT FOR THE NET SPECIAL TAX REVENUES, NO OTHER TAXES ARE PLEDGED TO THE PAYMENT OF THE BONDS OR ADDITIONAL BONDS. THE BONDS AND ANY ADDITIONAL BONDS ARE NOT GENERAL OR SPECIAL OBLIGATIONS OF THE CITY BUT ARE SPECIAL, LIMITED OBLIGATIONS OF THE

**DISTRICT PAYABLE SOLELY FROM NET SPECIAL TAX REVENUES AND THE OTHER ASSETS
PLEGGED THEREFOR UNDER THE INDENTURE AS MORE FULLY DESCRIBED HEREIN.**

Special Tax

Pursuant to the Act, the City Council adopted a resolution on March 14, 2023 stating its intention to establish the District and to levy a special tax within the District. In accordance with the provisions of the Act, the City Council established the District on April 25, 2023 for the purpose of, among other things, financing certain public infrastructure improvements necessary for the proposed development within the District. At a special election held on April 25, 2023, the then landowners of the property within the District, Lennar Homes and the Land Bank, authorized the District to incur indebtedness in an amount not to exceed \$36,000,000 and approved the Rate and Method. The Rate and Method is set forth in Appendix A hereto.

Pursuant to Section C of the Rate and Method, prior to the issuance of the Bonds, if necessary, the City is required to amend the Assigned Facilities Special Tax (as defined in the Rate and Method) to the extent necessary to cause the Total Tax Burden (as defined in the Rate and Method) for one or more land use classes of residential property in the District to not exceed 1.95% of the Minimum Sale Prices (as defined in the Rate and Method) set forth in the Updated Price Point Study. A copy of the Updated Price Point Study is included as Appendix C to this Official Statement. Based on the conclusions of the Updated Price Point Study, the Facilities Special Tax, the Services Special Tax and all direct and overlapping property taxes, special assessments and other special taxes, the City does not expect to amend the Assigned Facilities Special Tax. See “— Rate and Method of Apportionment” below. See also “THE COMMUNITY FACILITIES DISTRICT — Direct and Overlapping Debt — Table 3 — Projected Total Effective Tax Rates for Individually Owned Residential Property.”

Pursuant to the Indenture, the District has covenanted that it will fix and levy the Special Tax within the District in each Fiscal Year in accordance with the Rate and Method in an amount sufficient (subject to the limitations contained in the Rate and Method as to the maximum Special Tax that may be levied on each parcel) to yield Special Tax Revenues in the amount required for (i) the payment of principal of and interest on any Outstanding Bonds and any Additional Bonds becoming due and payable during the Corresponding Bond Year, (ii) any necessary replenishment of the Reserve Fund, and (iii) the payment of Administrative Expenses estimated to be paid from such Special Tax Revenues, taking into account the balances in the Funds and Accounts. See Appendix F — “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE — Certain Covenants Under the Indenture.” Notwithstanding this covenant, the amount of Special Tax actually collected each year may be less than the amount described for a variety of different reasons. See “SPECIAL RISK FACTORS — Levy of the Special Tax.”

The Bonds have been structured so that, beginning in Fiscal Year 2024-25, the Assigned Facilities Special Tax rates set forth in the Rate and Method that may be levied within the District, based on the expected buildout of the District, are at least 110% of debt service on the Bonds in each Bond Year net of estimated Administrative Expenses of \$40,000 escalating 2% each fiscal year beginning July 1, 2025. The Special Tax levied in any fiscal year may not exceed the maximum rates authorized pursuant to the Rate and Method. See Appendix A — “RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX.” There is no assurance that the Special Tax proceeds will, in all circumstances, be adequate to pay the principal of and interest on the Bonds when due. Pursuant to the Act, the Special Tax levied in any Fiscal Year against any parcel of residential property in the District may not be increased as a consequence of delinquency or default by the owners of any other parcels within the District 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. See “SPECIAL RISK FACTORS — Levy of the Special Tax” and “SPECIAL RISK FACTORS — Exempt Properties.”

Rate and Method of Apportionment

General. The Rate and Method is to be applied by the District each year for the purpose of determining the amount of the Special Tax to be levied against each Assessor's Parcel of Taxable Property within the District. For purposes of the discussion of the Rate and Method only, terms with initial capital letters that are not otherwise defined in this Official Statement shall have the respective meanings assigned to them in the Rate and Method, a copy of which appears in Appendix A to this Official Statement.

Under the terms of the Indenture, prior to August 1 of each year, the District will ascertain from the County of San Bernardino Assessor the relevant parcels on which the Special Tax are to be levied, taking into account any parcel splits during the preceding and then current year. The District will levy the Special Tax by August 10 of each Fiscal Year that the Bonds are Outstanding, or otherwise such that the computation of the levy is complete before the final date on which the auditor (the "Auditor") of the County of San Bernardino (the "County") will accept the transmission of the Special Tax amounts for the parcels within the District for inclusion on the next real property tax roll. Upon the completion of the computation of the amounts of the levy, the District will prepare, or cause to be prepared, and shall transmit to the Auditor, such data as the Auditor requires to include the levy of the Special Tax on the next real property tax roll.

The Special Tax levied in any Fiscal Year may not exceed the maximum rates authorized pursuant to the Rate and Method. See Appendix A — "RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX" hereto. Although the Bonds have been structured so that, beginning in Fiscal Year 2024-25, the Assigned Facilities Special Tax rates set forth in the Rate and Method that may be levied based on expected build out of the District are at least 110% of debt service on the Bonds net of estimated Administrative Expenses of \$40,000 escalating 2% each fiscal year beginning July 1, 2025, there is no assurance that the proceeds of the Special Tax will, in all circumstances, be adequate to pay the principal of and interest on the Bonds when due. See "SPECIAL RISK FACTORS — Levy of the Special Tax" herein.

Rate and Method of Apportionment of Special Tax. The District is legally authorized and has covenanted to cause the levy of the Special Taxes in an amount determined according to a methodology, *i.e.*, the Rate and Method, which the City Council and the qualified electors within the District have approved. The Rate and Method apportions the total amount of the Facilities Special Tax and Services Special Tax to be collected among the Taxable Property in the District as more particularly described below. The Facilities Special Tax is referred to herein as the "Special Tax" or the "Special Taxes." The Services Special Tax is not pledged to the repayment of the Bonds and is not available to pay debt service on the Bonds.

The following is a synopsis of the provisions of the Rate and Method, which should be read in conjunction with the complete text of the Rate and Method which is attached as Appendix A — "RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX." The meaning of the defined terms used in this section are as set forth in Appendix A. This section provides only a summary of the Rate and Method, and is qualified by more complete and detailed information contained in the Rate and Method attached as Appendix A. As used in the Rate and Method, "Bonds" means the Bonds and any Additional Bonds.

"*CFD Administrator*" means an official of the City, or designee thereof, responsible for determining the Special Tax Requirement for Facilities and the Special Tax Requirement for Services, providing for the levy and collection of the Special Taxes, and performing other duties as set forth in the Rate and Method of Apportionment of Special Tax.

"*Developed Property*" means, for each Fiscal Year, (i) with respect to the Facilities Special Tax, all Taxable Property, exclusive of Taxable Public Property and Taxable Property Owner Association Property, for which a building permit for new construction, other than the construction of a garage, parking lot, or parking structure, was issued after January 1, 2023 and on or before May 1 of the Fiscal Year preceding the Fiscal Year for which the Facilities Special Taxes are being levied, and (ii) with respect to the Services Special Tax, all Taxable Property, exclusive of Taxable Public Property and Taxable Property Owner Association Property,

(a) for which the Final Residential Subdivision was recorded prior to the Fiscal Year for which the Services Special Taxes are being levied, or (b) for which a building permit has been issued with respect to Non-Residential Property on or before May 1 of the Fiscal Year preceding the Fiscal Year for which the Services Special Taxes are being levied.

“Facilities Special Tax” means the special tax to be levied in each Fiscal Year on each Assessor’s Parcel of Taxable Property within the District to fund the Special Tax Requirement for Facilities as set forth in the Rate and Method of Apportionment of Special Tax.

“Lower Income Households Welfare Exemption Property” means, for each Fiscal Year, an Assessor’s Parcel within the boundaries of the District that is subject to a welfare exemption under subdivision (g) of Section 214 of the California Revenue and Taxation Code (or any successor statute), as indicated in the County’s assessment roll finalized as of the last preceding January 1.

“One Story Residential Property” means an Assessor’s Parcel of Residential Property containing a one-story residential dwelling unit as set forth in the building permit(s) issued for such Assessor’s Parcel and/or as set forth in the appropriate records kept by the Building and Safety Department of the City, or other applicable City department, as determined by the CFD Administrator.

“Planning Area” means an area designated with the letters “P.A.” as shown on Exhibit B to the Rate and Method.

“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 for an Assessor’s Parcel shall be as set forth in the building permit(s) issued for such Assessor’s Parcel and/or as set forth in the appropriate records kept by the Building and Safety Department of the City, or other applicable City department, as determined by the CFD Administrator.

“Residential Property” means all Assessor’s Parcels of Developed Property for which a building permit(s) has been issued by the City permitting the construction thereon of one or more residential dwelling units.

“Services Special Tax” means the special tax to be levied in each Fiscal Year on each Assessor’s Parcel of Developed Property within the District to fund the Special Tax Requirement for Services as set forth in the Rate and Method of Apportionment of Special Tax. The Services Special Tax is not pledged to the repayment of the Bonds and is not available to pay debt service on the Bonds.

“Special Tax Requirement for Facilities” means, for any Fiscal Year, that amount required, after taking into account available amounts held in the funds and accounts under the Indenture, for the following items: (i) debt service on all Outstanding Bonds due in the calendar year commencing in such Fiscal Year; (ii) periodic costs with respect to the Bonds, including but not limited to, costs of credit enhancement and federal rebate payments due in the calendar year commencing in such Fiscal Year; (iii) pay all or a portion of Administrative Expenses; (iv) any amounts required to establish or replenish any reserve funds for all Outstanding Bonds; (v) without duplicating any amounts described in clause (iv) above, reasonably anticipated Facilities Special Tax delinquencies based on the delinquency rate for the Facilities Special Tax in the previous Fiscal Year, as said levy for delinquencies shall be limited by the Act; and (vi) pay directly for the acquisition or construction of Authorized Facilities, provided that the inclusion of such amount does not cause an increase in the Facilities Special Tax levy on Undeveloped Property.

“Taxable Property” means all of the Assessor’s Parcels within the boundaries of the District which are not exempt from the Special Tax pursuant to law or described below under the subheading “—*Exempt Property.*” Each Fiscal Year, all Taxable Property within the District will be classified as Developed Property, Undeveloped Property, Taxable Property Owner Association Property, or Taxable Public Property, and will be

subject to Special Taxes in accordance with the Rate and Method described below under the subheading “*Maximum Special Tax, Assigned Special Tax and Backup Special Tax.*”

“*Taxable Property Owner Association Property*” means all Assessor’s Parcels of Property Owner Association Property that are not exempt from the Special Tax described below under the subheading “— *Exempt Property,*” and further described in Section E of the Rate and Method attached hereto as Appendix A.

“*Taxable Public Property*” means all Assessor’s Parcels of Public Property that are not exempt from the Special Tax described below under the subheading “— *Exempt Property,*” and further described in Section E of the Rate and Method attached hereto as Appendix A.

“*Two Story Residential Property*” means an Assessor’s Parcel of Residential Property containing a two-story residential dwelling unit as set forth in the building permit(s) issued for such Assessor’s Parcel and/or as set forth in the appropriate records kept by the Building and Safety Department of the City, or other applicable City department, as determined by the CFD Administrator.

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

Exempt Property. No Facilities Special Tax will be levied on the applicable Acreage Limit of Public Property and/or Property Owner Association Property established for each Planning Area. Tax-exempt status will be assigned by the CFD Administrator in chronological order in which property within a Planning Area becomes Public Property or Property Owner Association Property. However, should an Assessor’s Parcel no longer be classified as Public Property or Property Owner Association Property, it will, from that point forward, be subject to the Facilities Special Tax. The Acreage Limit for Planning Area 5 is 2.04 Acres, the Acreage Limit for Planning Area 6 is 1.07 Acres, the Acreage Limit for Planning Area 7 is 4.92 Acres and the Acreage Limit for Planning Ares 8, 9 and 10 is 13.74 Acres.

Notwithstanding the above, an Assessor’s Parcel within a Planning Area that is transferred to a public agency or property owner’s association prior to the issuance of the first series of bonds that causes the Acreage of Public Property and Property Owner Association Property within such Planning Area to exceed the applicable Acreage limit that can be designated by the CFD Administrator under the Rate and Method will also be exempted from the Special Tax.

Public Property or Property Owner Association Property that is not exempt from the Facilities Special Tax as described above will be subject to the levy of the Facilities Special Tax and will be taxed Proportionately as part of the fourth step described under the heading “*Method of Apportionment of Special Tax*” below. The District will not levy a Services Special Tax on Undeveloped Property, Taxable Public Property, Taxable Property Owner Association Property or Public Property and Property Owner Association Property described below under the subheading “— *Exempt Property,*” and further described in Section E of the Rate and Method attached hereto as Appendix A.

Under the Rate and Method, no Special Tax shall be levied on Lower Income Household Welfare Exemption Property; provided that if, in any Fiscal Year, applicable law does not require that an Assessor’s Parcel that is Lower Income Households Welfare Exemption Property be exempt from the Facilities Special Tax, then the Facilities Special Tax shall be levied on such Assessor’s Parcel in accordance with the Rate and Method as if such Assessor’s Parcel were not classified as Lower Income Households Welfare Exemption Property. Senate Bill 1473, the “Local Government Omnibus Act of 2020,” amended Government Code Section 53340(c) to provide that in a community facilities district in which the levy of a special tax is authorized by an ordinance adopted on or after January 1, 2020, a property receiving a welfare exemption under subdivision (g) of Section 214 of the California Revenue and Taxation Code shall be exempt from the special tax unless debt is outstanding and the property was subject to the special tax prior to receiving the exemption, in which case the

property shall remain subject to the special tax and the special tax shall be enforceable against the property. Therefore, pursuant to the Rate and Method and California law, and given that no property is subject to the welfare exemption as of the date hereof, the Special Tax will be applicable to Lower Income Household Welfare Exemption Property so long as the Bonds are outstanding.

Maximum Special Tax, Assigned Special Tax and Backup Special Tax. The Maximum Special Tax, Assigned Special Tax and Backup Special Tax for the Facilities Special Tax provided for in the Rate and Method are as follows:

Facilities Special Tax.

Developed Property. The Maximum Facilities Special Tax for each Assessor's Parcel classified as Developed Property will be the greater of (i) the amount derived by application of the Assigned Facilities Special Tax or (ii) the amount derived by application of the Backup Facilities Special Tax.

Assigned Facilities Special Tax. Residential Property will be assigned to Land Use Classes 1 through 15, as identified in Table 1 in Section C of the Rate and Method based on the Planning Area, Description and the Residential Floor Area associated with each such residential dwelling unit. The Assigned Facilities Special Tax applicable to an Assessor's Parcel in Planning Areas 7, 8, 9 and 10 classified as One Story Residential Property ranges from \$4,613 per residential dwelling unit with a Residential Floor Area of less than 2,000 square feet to \$4,829 per unit with a Residential Floor Area of 2,000 square feet or greater. The Assigned Facilities Special Tax applicable to an Assessor's Parcel in Planning Areas 7, 8, 9 and 10 classified as Two Story Residential Property ranges from \$3,947 per unit with a Residential Floor Area of less than 2,200 square feet to \$5,626 per unit with a Residential Floor Area of 3,400 square feet or greater. The Assigned Facilities Special Tax applicable to an Assessor's Parcel in Planning Areas 5 and 6 classified as Residential Property ranges from \$2,583 per unit with a Residential Floor Area of less than 1,300 square feet to \$3,845 per unit with a Residential Floor Area of 1,900 square feet or greater. The Assigned Facilities Special Tax applicable to an Assessor's Parcel classified as Non-Residential Property within a Planning Area is equal to \$55,240 per Acre within Planning Area 5, \$50,260 per Acre within Planning Area 6, \$63,050 per Acre within Planning Area 7 and \$40,030 per Acre within Planning Areas 8, 9 and 10.

Backup Facilities Special Tax. The Backup Facilities Special Tax for an Assessor's Parcel of Developed Property upon adoption of the Rate and Method is equal to \$64,990 per Acre within Planning Area 5, \$59,120 per Acre within Planning Area 6, \$70,050 per Acre within Planning Area 7 and \$44,480 per Acre within Planning Areas 8, 9 and 10.

The Assigned Facilities Special Tax and Backup Facilities Special Tax are not subject to escalation.

Multiple Land Use Classes. In some instances an Assessor's Parcel of Developed Property may contain both Developed and Undeveloped Property. In such cases, the Acreage of the Assessor's Parcel will 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 May 1 of the prior Fiscal Year and the portion of the Assessor's Parcel for which building permits had not been issued prior to May 1 of the prior Fiscal Year. Furthermore, Developed Property may contain more than one Land Use Class. In such cases, the Acreage that is considered Developed Property will be allocated between Residential Property and Non-Residential Property based on the amount of Acreage designated for each land use as determined by reference to the site plan approved for such Assessor's Parcel. The Maximum Facilities Special Tax that can be levied on such Assessor's Parcel will be the sum of the Maximum Facilities Special Tax that can be levied on each type of property located on that Assessor's Parcel. The CFD Administrator's allocation to each type of property will be final.

Undeveloped Property, Taxable Public Property and Taxable Property Owner Association Property. The Maximum Facilities Special Tax for each Assessor's Parcel of Undeveloped Property, Taxable Public Property and Taxable Property Owner Association Property within a Planning Area is equal to \$64,990 per Acre

within Planning Area 5, \$59,120 per Acre within Planning Area 6, \$70,050 per Acre within Planning Area 7 and \$44,480 per Acre within Planning Areas 8, 9 and 10. The Maximum Facilities Special Tax rates for Undeveloped Property, Taxable Public Property and Taxable Property Owner Association Property are not subject to escalation.

Method of Apportionment of Special Tax. Commencing with Fiscal Year 2023-24, and for each following Fiscal Year, the CFD Administrator will determine the Special Tax Requirement for Facilities and, subject to the Maximum Facilities Special Tax rates described above, will provide for the levy the Facilities Special Tax as follows:

First: The Facilities Special Tax shall be levied on each Assessor's Parcel of Developed Property in an amount equal to 100% of the applicable Assigned Facilities Special Tax;

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

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

Fourth: If additional monies are needed to satisfy the Special Tax Requirement for Facilities after the first three steps have been completed, then the Facilities Special Tax shall be levied Proportionately on each Assessor's Parcel of Taxable Public Property and Taxable Property Owner Association Property at up to 100% of the Maximum Facilities Special Tax for Taxable Public Property and Taxable Property Owner Association Property, as needed to satisfy the Special Tax Requirement for Facilities.

Notwithstanding the above, the CFD Administrator will, in any Fiscal Year, calculate a levy Proportionately less than 100% of the Assigned Facilities Special Tax in step one above, when (i) the CFD Administrator is no longer required to provide for the levy of the Facilities Special Tax pursuant to steps two through four above in order to meet the Special Tax Requirement for Facilities; and (ii) all authorized Bonds for the District have already been issued or the City Council has covenanted that it will not issue any additional District bonds (except refunding bonds) to be supported by the Facilities Special Tax. The District has covenanted in the Indenture not to issue any Additional Bonds except to refund the Bonds or outstanding Additional Bonds. See "— No Additional Bonds Except For Refunding Bonds" below.

Further, notwithstanding the above, under no circumstances shall the Facilities Special Tax levied in any Fiscal Year against any Assessor's Parcel of Residential Property for which an occupancy permit for private residential use has been issued (in accordance with Section 53321(d)(3) of the California Government Code), be increased as a consequence of delinquency or default by the owner of any other Assessor's Parcel within the District 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 Facilities Special Tax on Residential Property is limited by the provision in the previous sentence, the levy of the Facilities Special Tax on each Assessor's Parcel of Non-Residential Property shall continue in equal percentages up to 100% of the applicable Maximum Facilities Special Tax.

Prepayment of Special Taxes. The Facilities Special Tax obligation for an Assessor's Parcel of Developed Property or Undeveloped Property for which a building permit has been issued, may be prepaid in full, or in part, and only if there are no delinquent Special Taxes with respect to such Assessor's Parcel at the time of prepayment, provided that the terms set forth under Section H of the Rate and Method are satisfied. The

Prepayment Amount is calculated based on the Bond Redemption Amount plus Redemption Premium plus the Future Facilities Amount plus the Defeasance Amount plus the Administrative Fees and Expenses, less a credit for the resulting reduction in the Reserve Requirement for the Bonds (if any) and less an allocable share of capitalized interest (if any), all as specified in Appendix A — “RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX — Section H.”

Mandatory redemption of Bonds from Special Tax prepayments may result in the reduction in the otherwise expected yield on such Bonds if the Bonds were purchased at a price greater than par. See “SPECIAL RISK FACTORS — Potential Early Redemption of Bonds from Special Tax Prepayments.”

Term of Special Taxes. Pursuant to the Rate and Method, the Facilities Special Tax levy is authorized to be levied for a period not to exceed fifty years commencing with Fiscal Year 2023-24.

Estimated Debt Service Coverage. Based on the expected buildout of the District, Assigned Special Tax rates set forth in the Rate and Method are at least 110% of debt service on the Bonds in each Bond Year plus estimated Administrative Expenses of \$40,000 escalating 2% each fiscal year beginning July 1, 2025. The District may levy up to the Maximum Special Tax rates on Taxable Property within the District. See “— Rate and Method of Apportionment — *Maximum Special Tax, Assigned Special Tax and Backup Special Tax*” and “— Rate and Method of Apportionment — *Exempt Property*.”

Pursuant to the Rate and Method, the status of Developed Property is based on building permits issued as of May 1 of the Fiscal Year preceding the Fiscal Year for which the Special Tax is levied. As of August 1, 2024, building permits had been issued for 509 residential parcels within the District. Accordingly, assuming no additional building permits are obtained prior to May 1, 2025, 509 parcels will be classified as Developed Property and 17 parcels will be classified as Undeveloped Property for the Fiscal Year 2025-26 Special Tax levy. Since August 1, 2024, and as of October 1, 2024, Lennar Homes has obtained an additional nine building permits. See “PROPERTY OWNERSHIP AND THE DEVELOPMENT.”

Collection and Application of the Special Tax

The Special Tax is levied and collected by the Treasurer-Tax Collector of the County in the same manner and at the same time as *ad valorem* property taxes; provided, however, that the District may directly bill the Special Tax, may collect the Special Tax 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.

The District has made certain covenants in the Indenture for the purpose of ensuring that the current maximum rates and method of collection of the Special Tax are not altered in a manner that would impair the District’s ability to collect a sufficient amount of the Special Tax to pay debt service on the Bonds and Administrative Expenses when due. First, the District has covenanted that, to the extent it is legally permitted to do so, it will not initiate proceedings under the Act to modify the Rate and Method if such modification would adversely affect the security for the Bonds and any Additional Bonds and if an initiative is adopted that purports to modify the Rate and Method in a manner that would adversely affect the security for the Bonds and any Additional Bonds, the District shall, to the extent permitted by law, commence and pursue reasonable legal actions to prevent the modification of the Rate and Method in a manner that would adversely affect the security for the Bonds and any Additional Bonds. Second, the District has covenanted not to authorize owners of taxable parcels within the District to satisfy Special Tax obligations by the tender of Bonds and any Additional Bonds unless the District shall have first obtained a report of an Independent Consultant certifying that doing so would not result in the District having insufficient Special Tax Revenues to pay the principal of and interest on all Outstanding Bonds and any Additional Bonds when due.

Although the Special Tax constitutes a lien on Taxable Property within the District, it does not constitute a personal indebtedness of the owners of such property within the District. Moreover, other overlapping general

obligation debt already exists on the property located within the District and other future special tax and assessment liens and overlapping general obligation debt could come into existence in the future in certain situations without the consent or knowledge of the City or the landowners therein. See “SPECIAL RISK FACTORS — Parity Taxes and Special Assessments” herein. There is no assurance that property owners will be financially able to pay the annual Special Tax or that they will pay such taxes even if financially able to do so, all as more fully described in the section of this Official Statement entitled “SPECIAL RISK FACTORS.”

Under the terms of the Indenture, the Trustee shall establish and maintain a separate Fund designated the “Special Tax Fund.” As soon as practicable after the receipt by the District of any Special Tax Revenues, but in any event no later than the date ten Business Days after such receipt, the District shall transfer such Special Tax Revenues to the Trustee for deposit in the Special Tax Fund; provided, however, that any portion of any such Special Tax Revenues that represents Special Tax prepayments that are to be applied to the payment of the redemption price of Bonds and any Additional Bonds in accordance with the provisions of the Indenture shall be identified to the Trustee as such by the District and shall be deposited in the Redemption Fund. See “— Special Tax Fund” below, “THE BONDS — Redemption — *Mandatory Redemption from Special Tax Prepayments*” and Appendix F — “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE.”

Covenant for Superior Court Foreclosure

Pursuant to Section 53356.1 of the Act, the District has covenanted in the Indenture that it will determine or cause to be determined, no later than September 15 of each year, whether or not any owners of property within the District are delinquent in the payment of the Special Tax levied thereon and that, if such delinquencies exist, the District will order and cause to be commenced no later than November 1, and thereafter diligently prosecute, an action in the superior court to foreclose the lien of the Special Tax or installment thereof not paid when due. Notwithstanding the foregoing, the District is not required under the Indenture to order the commencement of foreclosure proceedings if (a) the total Special Tax delinquency in the District for such Fiscal Year is less than 5% of the total amount of the Special Tax levied in such Fiscal Year, and (b) the amount then on deposit in the Reserve Fund is equal to the Reserve Requirement. Notwithstanding the foregoing, if the District determines that any single parcel is delinquent in excess of \$5,000 in the payment of the Special Tax, then the District will diligently institute, prosecute and pursue foreclosure proceedings against such parcel.

The mere commencement of foreclosure proceedings will not assure a prompt and favorable resolution of Special Tax delinquencies. The ability of the District to foreclose the lien of delinquent unpaid Special Tax may be limited. See “SPECIAL RISK FACTORS — Bankruptcy and Legal Delays” and “SPECIAL RISK FACTORS — FDIC/Federal Government Interests in Properties.” Moreover, even if a judgment of foreclosure and order of sale is obtained, the District must cause a notice of levy to be issued. Under current law, the property owner has 120 days from the date of service of the notice of levy in which to redeem the subject property. If the property owner fails to redeem the property and it is sold, the property owner’s only remedy is an action to set aside the sale, which action must be brought within 90 days of the date of sale. If such an action results in the setting aside of the foreclosure sale, the judgment is revived, and the District would be entitled to receive interest on the revived judgment as if the sale had not been made. Under former law a property owner had a period of one year within which to redeem property to be sold, and the constitutionality of the legislation that eliminated the one year redemption period has not been tested.

There can be no assurance that, even if the subject property is sold, the proceeds from such sale will be sufficient to pay the delinquent installments of the Special Tax. The Act does not require the District or any other governmental agency to purchase or otherwise acquire any Assessor’s Parcel being sold if there is no other purchaser at such sale. The Act does require that property being sold pursuant to foreclosure under the Act must be sold for not less than the judgment amount (which must include reasonable attorneys’ fees, together with interest, penalties, and other authorized charges and costs) plus post judgment interest and authorized costs, unless a lower bid price is authorized by the Owners of not less than 75% by value of the Bonds and any Additional Bonds Outstanding.

Special Tax Fund

The Indenture provides that the Trustee will establish and maintain a separate Fund designated the “Special Tax Fund.” The Indenture requires that the District transfer Special Tax Revenues (other than Special Tax prepayments) to the Trustee for deposit into the Special Tax Fund as soon as practicable after the District’s receipt thereof, but in any event no later than ten Business Days after such receipt. No later than the Business Day immediately preceding each Interest Payment Date, after having made any requested transfers to the Administrative Expense Fund, as requested by the District, to have sufficient amounts available therein to pay Administrative Expenses, the Trustee is required by the Indenture to make transfers from the Special Tax Fund to the Interest Account in the Bond Fund, the Principal Account in the Bond Fund and the Reserve Fund in the amounts and in the priority specified in the Indenture. See Appendix F — “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE.”

As soon as practicable after the District’s receipt of Special Tax prepayments, but in any event no later than ten Business Days after such receipt, the District is required to transfer any Special Tax prepayment to the Trustee and, in connection therewith, submit to the Trustee a Written Certificate identifying such amounts as Special Tax prepayment, identifying the portion of such Special Tax prepayments so transferred that is to be applied to the Redemption Price of the Bonds and any Additional Bonds and identifying the portion of such Special Tax prepayment that is to be applied to the payment of interest on the Bonds and any Additional Bonds to be so redeemed. The portion of such Special Tax prepayment that is to be applied to the Redemption Price will be deposited by the Trustee in the Redemption Fund and will be applied to the redemption of the Bonds and any Additional Bonds pursuant to the Indenture. The portion of such Special Tax prepayment that is to be applied to the payment of interest on the Bonds and any Additional Bonds to be so redeemed will be deposited by the Trustee in the Interest Account and will be applied to the payment of such interest.

Reserve Fund

The Indenture provides that the Trustee will establish and maintain a separate Fund designated the “Reserve Fund.” On the Closing Date, the Trustee will deposit in the Reserve Fund the amount specified under the Indenture. See “ESTIMATED SOURCES AND USES OF FUNDS.” The Trustee is also required, not later than the Business Day immediately preceding each Interest Payment Date, to transfer from the Special Tax Fund (after the requisite transfers to the Administrative Expense Fund, the Interest Account and the Principal Account) the amount, if any, necessary to cause the amount on deposit in the Reserve Fund to be equal to the Reserve Requirement. The Indenture defines “Reserve Requirement” to mean, as of the date of any calculation, the least of (i) “10% of the proceeds of the issue,” within the meaning of Section 148 of the Code, with respect to the Bonds (excluding from such calculation Bonds and any Additional Bonds refunded with the proceeds of subsequently issued Additional Bonds secured by the Special Tax on a parity with such Bonds and Additional Bonds), (ii) Maximum Annual Debt Service and (iii) 125% of Average Annual Debt Service.

Except as otherwise provided in the Indenture, all amounts deposited in the Reserve Fund are to be used and withdrawn by the Trustee solely for the purpose of (i) making transfers to the Interest Account in accordance with the Indenture in the event that, on the Business Day prior to an Interest Payment Date, amounts in the Interest Account are insufficient to pay the interest on the Bonds and any Additional Bonds due and payable on such Interest Payment Date, (ii) making transfers to the Principal Account in accordance with the Indenture in the event that, on the Business Day prior to a September 1 on which principal of the Bonds and any Additional Bonds is due and payable (including principal due and payable by reason of mandatory sinking fund redemption of the Bonds and any Additional Bonds), amounts in the Principal Account are insufficient to pay such principal, and (iii) redeeming Bonds and any Additional Bonds in accordance with the Indenture as described in the following paragraph.

Whenever Bonds or any Additional Bonds are to be optionally redeemed or redeemed from Special Tax prepayments, a proportionate share (determined as provided below) of the amount on deposit in the Reserve Fund will, on the date on which amounts to redeem such Bonds and any Additional Bonds are deposited in the

Redemption Fund or otherwise deposited with the Trustee, be transferred by the Trustee from the Reserve Fund to the Redemption Fund or to such deposit held by the Trustee and will be applied to the redemption of said Bonds and any Additional Bonds; provided that, such amount will be so transferred only if and to the extent that the amount remaining on deposit in the Reserve Fund will be at least equal to the Reserve Requirement (excluding from the calculation thereof said Bonds and any Additional Bonds to be redeemed). Such proportionate share will be equal to the largest integral multiple of the minimum Authorized Denomination for said Bonds and any Additional Bonds that is not larger than the amount equal to the product of (i) the amount on deposit in the Reserve Fund on the date of such transfer, times (ii) a fraction, the numerator of which is the principal amount of Bonds and any Additional Bonds to be so redeemed and the denominator of which is the principal amount of Bonds and any Additional Bonds to be Outstanding on the day prior to the date on which such Bonds and any Additional Bonds are to be so redeemed.

Whenever the balance in the Reserve Fund exceeds the amount required to redeem or pay all Outstanding Bonds and any Additional Bonds, including interest accrued to the date of payment or redemption and premium, if any, due upon redemption, the Trustee will, upon receipt of a Written Request of the District, transfer the amount in the Reserve Fund to the Interest Account, Principal Account and/or Redemption Fund, as applicable, to be applied, on the next succeeding Interest Payment Date to the payment and redemption of all of the Outstanding Bonds and any Additional Bonds. If, as a result of the scheduled payment of principal or interest on the Bonds and any Additional Bonds, the Reserve Requirement is reduced, the Trustee will transfer an amount equal to the amount of such reduction to the Interest Account.

Investment of Moneys

All moneys in any of the Funds or Accounts are required to be invested by the Trustee solely in Permitted Investments, as directed in writing by the District. As used in the Indenture, the phrase “Permitted Investments” includes a variety of investments, some of which may not be rated by a national rating service. See Appendix F — “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE — Definitions.”

No Additional Bonds Except for Refunding Bonds

So long as any of the Bonds and any Additional Bonds remain Outstanding, the District will not issue any obligations payable from Net Special Tax Revenues senior to the Bonds. The District may issue Additional Bonds or obligations payable on a parity with the Bonds and any Additional Bonds, if, among other things: (i) upon the issuance of such Additional Bonds, no Event of Default will occur or be continuing under the Indenture; (ii) the proceeds of the Additional Bonds will be applied to refund the Bonds or any Additional Bonds previously issued under the Indenture, pay Costs of Issuance incurred in connection with the issuance of such Additional Bonds, and/or make any requisite deposit to the Reserve Fund; and (iii) the District shall have received a certificate from an Independent Consultant certifying that the Annual Debt Service in each Bond Year, calculated for all Bonds and any Additional Bonds that will be Outstanding after the issuance of such Additional Bonds, will be less than or equal to Annual Debt Service in such Bond Year, calculated for all Bonds and any Additional Bonds that are Outstanding immediately prior to the issuance of such Additional Bonds.

The District may issue obligations payable from Net Special Tax Revenues on a basis subordinate to the Bonds and any Additional Bonds.

THE COMMUNITY FACILITIES DISTRICT

General Information Regarding the District

The District was organized by the City Council under the Act to provide for the financing of public improvements to meet the needs of new development related to the District. The qualified electors within the boundaries of the District, being the then owners of all property in the District, authorized the District to incur

bonded indebtedness to finance certain public facilities to meet the needs of new development within the District and approved the Rate and Method for and authorized the levy of the Special Tax.

The District includes approximately 69.9 gross acres and is located in the northwestern portion of the City, approximately one mile east of Interstate 15 and along both sides of Cassava Drive, south of Duncan Canyon Road and north of Casa Grande Avenue. The property within the District is being developed into phase one of a residential community known as The Gardens, which is within the master-planned residential community known as The Arboretum, by Lennar Homes. Phase one of The Gardens is expected to consist of 526 single-family homes across six neighborhoods known as “Dayflower,” “Blue Sage,” “Acacia,” “Silverberry,” “Wildrose,” and “Azalea.” The Gardens Phase One is encompassed by a portion of Tract Map 20362 and Tract Maps 20363 and 20364 along with subsequent condominium maps on Lot 5 and 6 of Tract 20362, all of which subdivide the property into 526 separate parcels (each of which is a separate Assessor’s Parcel subject to the levy of the Special Tax pursuant to the Rate and Method).

Lennar Homes has acquired 496 of the 526 lots of the property within the District in phased takedowns from AG EHC II (LEN) CA 2, L.P., a Delaware limited partnership (the “Land Bank”) pursuant to the Option Agreement (as defined under the caption “PROPERTY OWNERSHIP AND THE DEVELOPMENT—Option Agreement”), and has an option (but not an obligation) to acquire the remaining 30 lots from the Land Bank pursuant to the Option Agreement. The purchase price for the property within the District was \$91,935,447 and the Land Bank took title to the property in December 2021. As of August 25, 2024, Lennar Homes had acquired 496 lots from the Land Bank within the District, with an additional 22 lots scheduled to be acquired October 14, 2024 and the final eight lots scheduled to be acquired December 14, 2024. There is no guarantee that Lennar Homes will acquire the remaining lots as planned. During the term of the Option Agreement, Lennar Homes is contractually obligated to pay the Special Tax levied on the property subject to such agreement. However, in the event the Option Agreement is terminated prior to Lennar Homes having acquired all of the lots thereunder, the Special Tax would continue to be levied on the property in the District owned by the Land Bank and Lennar Homes’ contractual obligation to pay the Special Taxes would terminate. See “PROPERTY OWNERSHIP AND THE DEVELOPMENT.”

As of August 25, 2024, 366 residential units had been completed and conveyed to individual homeowners, Lennar Homes owned 14 completed model units (none of which were in escrow), 41 homes over 95% complete (39 of which were in escrow), 69 residential units under construction and less than 95% complete (42 of which were in escrow), and six finished lots (none of which were in escrow), and the Land Bank owned 13 homes under construction (none of which were in escrow) and 17 finished lots (none of which were in escrow). As of October 1, 2024, within the District, 396 residential units had been completed and conveyed to individual homeowners, and Lennar Homes owned 13 completed model units (two of which were in escrow), 81 residential units under construction (74 of which were in escrow), and six finished lots (none of which were in escrow), and the Land Bank owned 28 homes under construction (10 of which were in escrow) and 2 finished lots (none of which were in escrow). Sales contracts are subject to cancellation and, therefore, homes currently in escrow may not result in closed escrows with the prospective homebuyers. As of October 1, 2024, a total of 518 building permits were obtained within the District. Accordingly, if no additional building permits are obtained, 518 parcels will be classified as Developed Property and eight parcels will be classified as Undeveloped Property for the Fiscal Year 2025-26 Special Tax levy. See “PROPERTY OWNERSHIP AND THE DEVELOPMENT.”

Tract Maps 20362, 20363 and 20364 are permitted to be developed into 358 single-family detached lots and two condominium lots along with site plans for the two condominium lots which show 168 units for a total of 526 residential units. Per the City of Fontana General Plan and the City’s Zoning Map, the property within the District is shown as within The Arboretum Specific Plan. Per The Arboretum Specific Plan, the property within the District is shown as RMF (Residential Multi-Family), with varying densities ranging from 3 to 16.1 dwelling units per acre. The subject has an overall density of 6.31 dwelling units per acre for Tract Maps 20363 and 20364 (Acacia, Silverberry, Wildrose, and Azalea) and an overall density of 12.75 units per acre for the two

condominium lots (Dayflower and Blue Sage). Such densities are within the allowed densities per the Arboretum Specific Plan.

The Arboretum Specific Plan was approved in October 2009 and amended in June 2021. The Arboretum Specific Plan covers 525.7 gross acres allowing for 3,532 residential units. The Arboretum development is divided into four distinct villages which include The Meadows, The Gardens, The Resort and the Arboretum. The Meadows is developed and sold out except for a 24-acre school site at the southwest corner of the planning area. The Gardens Phase One is the development within the District, and The Gardens Phase Two is currently under development with two tracts under construction by Richmond American and mass grading and underground utilities underway on the remainder of The Gardens Phase Two. The Resort is located north of The Gardens and has not yet begun development. The Arboretum is expected to contain a 10.7-acre park that will provide the heart of the overall Arboretum community and has not yet begun development.

Water service to the property within the District will be supplied by West Valley Water District and sewer service to the property within the District will be supplied by the City. Electricity will be supplied by Southern California Edison Company, gas by the Southern California Gas Company and schools by the Fontana Unified School District.

Like all of Southern California, the land within the District is subject to seismic activity. The District is not located in a County Designated Fault Zone or an Earthquake Fault Zone Boundary. However, faults that have the potential to generate the strongest ground shaking in the Fontana area include the Cucamonga (thrust fault), the San Jacinto (strike-slip fault), and the San Andreas (strike-slip) fault. The Cucamonga fault is an active fault that crosses the northern portion of the City, trending northwest along the foot of the San Gabriel Mountains. The Lytle Creek Branch of the San Jacinto Fault is an active fault that crosses the extreme northeast portion of the City in a southeastern direction. There are several other faults that border the Lytle Creek alluvial basin, including the Chino, San Andreas and San Jacinto faults.

In recent years, wildfires have caused extensive damage throughout the State. The last major wildfire in the vicinity of the City was the Grand Prix Fire in October 2003. There have been smaller fires, such as the 147-acre Sierra Fire that burned in November 2018, the 277-acre Karen Fire in July 2020 and the Sierra Fire that burned in June 2024. Per the City's General Plan and Zoning Map, the District is within a fire overlay zone, which, per the State of California's Fire Hazard Map, is within a Local Responsibility Area with the recommendation for the site to be in a very high fire severity zone. There can be no assurances that wildfires will not occur within the District and if such wildfires do occur within the District there can be no assurance that residential property within the District will not be damaged or destroyed.

The Federal Emergency Management Agency has determined that the District is located in a Zone "X" flood area (an area determined to be outside of the 0.2 percent annual chance floodplain), and flood insurance will not be required.

An aerial photo showing the taxable property within the District and a map showing the general location of the District and the surrounding area appears on the pages before page 1. More detailed information about the property therein is contained in Appendix B — "APPRAISAL REPORT," and information about the ownership of such property is set forth under the caption "PROPERTY OWNERSHIP AND THE DEVELOPMENT." General information about the City is set forth in Appendix E.

Assigned Special Tax and Development Summary

The following table sets forth the Assigned Special Tax that are projected to be levied on the property within the District at buildout of the development.

TABLE 1
CITY OF FONTANA
COMMUNITY FACILITIES DISTRICT NO. 112 (THE GARDENS PHASE ONE)
SPECIAL TAX AND DEVELOPMENT SUMMARY

<i>Rate and Method Land Use Classes</i>	<i>Number of Permitted Units/Acres as of 5/1/24⁽¹⁾</i>	<i>Number of Additional Permitted Units/Acres as of 8/1/24⁽²⁾</i>	<i>Remaining Number of Units/Acres⁽³⁾</i>	<i>Assigned Facilities Special Tax</i>	<i>Assigned Facilities Special Taxes at Build-Out</i>
<u>Developed Property Description / Planning Area</u>					
Two Story Residential Property (3,400 sq. ft. or greater)	0	0	0	\$5,626	\$ 0
Two Story Residential Property (3,200 to less than 3,400 sq. ft.)	45	0	1	5,417	249,182
Two Story Residential Property (3,000 to less than 3,200 sq. ft.)	34	0	0	5,208	177,072
Two Story Residential Property (2,800 to less than 3,000 sq. ft.)	65	3	0	5,007	340,476
Two Story Residential Property (2,600 to less than 2,800 sq. ft.)	34	1	0	4,883	170,905
Two Story Residential Property (2,400 to less than 2,600 sq. ft.)	54	6	2	4,381	271,622
Two Story Residential Property (2,200 to less than 2,400 sq. ft.)	57	5	10	4,164	299,808
Two Story Residential Property (less than 2,200 sq. ft.)	0	0	0	3,947	0
One Story Residential Property (2,000 sq. ft. or greater)	16	0	2	4,829	86,922
One Story Residential Property (less than 2,000 sq. ft.)	23	0	0	4,613	106,099
Residential Property (1,900 sq. ft. or greater)	14	4	2	3,845	76,900
Residential Property (1,700 to less than 1,900 sq. ft.)	41	12	0	3,414	180,942
Residential Property (1,500 to less than 1,700 sq. ft.)	92	3	0	2,953	280,535
Residential Property (1,300 to less than 1,500 sq. ft.)	0	0	0	2,768	0
Residential Property (less than 1,300 sq. ft.)	0	0	0	2,583	0
TOTAL	475	34	17	NA	\$ 2,240,463
SUBTOTAL	\$2,035,079	\$132,217	\$73,167	NA	NA

⁽¹⁾ Represents the classification of 475 parcels of Taxable Property as Developed Property for Fiscal Year 2024-2025, comprised of approximately 39.0 acres, based upon the building permits that have been obtained for such properties as of May 1, 2024. Furthermore, includes \$6,655 in Facilities Special Taxes resulting from revised building permit issuances that shifted 10 parcels of Taxable Property from a Two Story to One Story Land Use Class designation. These revised Land Use Class designations will not be factored into the Fiscal Year 2024-2025 Facilities Special Tax levy, but will be factored in the Facilities Special Tax levy commencing with Fiscal Year 2025-2026.

⁽²⁾ Represents the projected Developed Property classification of 34 parcels of Taxable Property, comprised of approximately 1.7 acres that will be classified as Undeveloped Property for Fiscal Year 2024-2025, based upon the building permits that have been obtained for such properties between May 1, 2024 and August 1, 2024.

⁽³⁾ Represents the projected Developed Property classification of 17 parcels of Taxable Property, comprised of approximately 1.3 acres that will be classified as Undeveloped Property for Fiscal Year 2024-2025, assuming such properties are constructed at the home sizes identified in the development plan submitted by Lennar Homes.

Source: David Taussig and Associates, Inc. dba DTA.

Direct and Overlapping Debt

The District is included within the boundaries of numerous overlapping local agencies providing governmental services. Some of these local agencies have outstanding bonds, and/or the authority to issue bonds, payable from taxes or assessments. The existing indebtedness payable from taxes and assessments that may be levied upon the property within the District is shown in Table 2 below. In addition to current debt, new community facilities districts and/or special assessment districts could be formed in the future encompassing all or a portion of the property within the District; and such districts or the agencies that formed them could issue more bonds and levy additional special taxes or assessments.

TABLE 2
CITY OF FONTANA
COMMUNITY FACILITIES DISTRICT NO. 112 (THE GARDENS PHASE ONE)
DIRECT AND OVERLAPPING DEBT SUMMARY (TAXABLE PROPERTY)

<i>Overlapping District</i>	<i>Percent of Levy on Taxable Parcels in the District⁽¹⁾</i>	<i>Total Debt Outstanding⁽²⁾</i>	<i>District Share of Total Debt Outstanding</i>
Fontana Unified School District G.O. Bonds	0.66814%	\$280,752,610	\$ 1,875,830
Chaffey Community College District G.O. Bonds	0.10852	278,160,000	301,860
San Bernardino Valley Municipal Water District G. O. Bonds ⁽³⁾	0.35050	35,000	130
Estimated Share of Overlapping Debt Allocable to District			\$ 2,177,820
Plus: The Bonds			<u>30,760,000*</u>
Estimated Share of Direct and Overlapping Debt Allocable to District			<u>\$32,937,820*</u>

* Preliminary, subject to change.

(1) Based on the District's estimated share of the Fiscal Year 2023-24 levy for each applicable overlapping district.

(2) Based on overlapping tax and assessment debt as of August 1, 2024. Excludes debt secured by any tax or assessment established and levied on an individual Assessor's Parcel pursuant to a contractual agreement or other voluntary consent by the owner thereof.

(3) Based on the Long Term General Obligation Bond Outstanding Debt allocable to the San Bernardino Valley Municipal Water District, as provided by the Department of Water Resources.

Source: David Taussig and Associates, Inc. dba DTA, San Bernardino County.

As shown in Table 3, the projected total effective tax rate for residential units within the District ranges from approximately 1.885% to approximately 1.914% of the average minimum market value for units that have closed to individual homeowners based on the Appraisal.

TABLE 3
CITY OF FONTANA
COMMUNITY FACILITIES DISTRICT NO. 112 (THE GARDENS PHASE ONE)
PROJECTED TOTAL EFFECTIVE TAX RATES
INDIVIDUALLY OWNED RESIDENTIAL PROPERTY

		Communities within Community Facilities District No. 112					
DESCRIPTION		DAYFLOWER	BLUE SAGE	ACACIA	SILVERBERRY	WILDROSE	AZALEA
Product Type		TRIPLEX	CONDOS	DETACHED	DETACHED	DETACHED	DETACHED
Number of Anticipated Units		69	99	109	97	88	64
Number of Units Sold ⁽¹⁾		50	67	60	71	66	52
Average Unit Size ⁽¹⁾		1,606	1,778	2,350	2,688	2,736	2,963
Average Minimum Market Value ⁽¹⁾		\$475,935	\$556,585	\$625,686	\$719,338	\$724,856	\$765,569
Less: Homeowner Exemption		(\$7,000)	(\$7,000)	(\$7,000)	(\$7,000)	(\$7,000)	(\$7,000)
Equals: Assumed Taxable Value ⁽²⁾		\$468,935	\$549,585	\$618,686	\$712,338	\$717,856	\$758,569
AD VALOREM PROPERTY TAXES ⁽³⁾	Property Tax Rate	Projected Amount	Projected Amount	Projected Amount	Projected Amount	Projected Amount	Projected Amount
Base Property Tax	1.0000%	\$4,689	\$5,496	\$6,187	\$7,123	\$7,179	\$7,586
Fontana Unified School District G.O. Bonds	0.0354	166	195	219	252	254	269
Chaffey Community College District G.O. Bonds	0.0100	47	55	62	71	72	76
San Bernardino Valley Municipal Water District	0.1200	563	660	742	855	861	910
Subtotal Ad Valorem Property Tax Rate/Taxes	1.1654	\$5,465	\$6,406	\$7,210	\$8,301	\$8,366	\$8,841
PARCEL CHARGES, ASSESSMENTS AND SPECIAL TAXES ⁽⁴⁾		Projected Amount	Projected Amount	Projected Amount	Projected Amount	Projected Amount	Projected Amount
Fontana Vector Control Charge		\$6	\$6	\$6	\$6	\$6	\$6
City of Fontana Sewer User Fee ⁽⁵⁾		NA	NA	NA	NA	NA	NA
Fontana CFD No. 112 Services Special Tax ⁽⁶⁾		550	550	576	576	576	576
Fontana CFD No. 112 Facilities Special Tax ⁽⁷⁾		2,953	3,414	4,164	4,883	4,883	5,007
Subtotal Parcel Charges, Assessments and Special Taxes		\$3,509	\$3,970	\$4,746	\$5,465	\$5,465	\$5,589
PROJECTED TOTAL PROPERTY TAXES		\$8,974	\$10,376	\$11,956	\$13,766	\$13,831	\$14,430
PROJECTED EFFECTIVE TAX RATE (% OF MARKET VALUE)		1.886%	1.864%	1.911%	1.914%	1.908%	1.885%

⁽¹⁾ Number of units sold, average unit size, and average minimum market value for units that have closed to individual homeowners based on the Appraisal with a date of value as of August 25, 2024.

⁽²⁾ Assumed Taxable Value and ad valorem taxes incorporate owner-occupied assessed value exemption of \$7,000.

⁽³⁾ Based on the Fiscal Year 2023-24 ad valorem rates for the tax rate area(s) within the District. Rates subject to change in future years.

⁽⁴⁾ Represents special assessments, special taxes for any overlapping community facilities district(s), and any other taxes, fees and charges payable from and secured by the property as identified on the current property tax bill(s) for the project and discussions with overlapping taxing jurisdictions. Charges subject to change in future years.

⁽⁵⁾ Excluded from the effective tax rate determination pursuant to the City of Fontana Community Facilities and Assessment District Policy Guidelines.

⁽⁶⁾ Based on the levy of the applicable Assigned Services Special Tax.

⁽⁷⁾ Based on the levy of the applicable Assigned Facilities Special Tax.

Source: David Taussig and Associates, Inc. dba DTA, Kitty Siino & Associates, Inc., City of Fontana, County of San Bernardino.

Property Values

Appraisal. In order to provide information with respect to the value of the land within the District, the District engaged Kitty Siino & Associates, Inc. to prepare the Appraisal. The principal of the Appraiser, who was actively involved in the preparation of the Appraisal, has an “MAI” designation from the Appraisal Institute and has prepared numerous appraisals for the sale of land secured municipal bonds. The Appraiser was selected by the District and has no material relationships with the City, the District or the owners of the land within the District other than the relationship represented by the engagement to prepare the Appraisal and other similar engagements for the City. The City instructed the Appraiser to prepare its analysis and report in conformity with City-approved guidelines and the Appraisal Standards for Land Secured Financings published in 1994 and revised in 2004 by the commission now known as California Debt and Investment Advisory Commission. A copy of the Appraisal is included as Appendix B to this Official Statement.

The purpose of the Appraisal was to estimate the minimum market value of the fee simple estate, subject to special tax and special assessment liens, of the property within the District in its current condition. As of August 25, 2024, 366 residential units had been completed and conveyed to individual homeowners, Lennar Homes owned 14 completed model units (none of which were in escrow), 41 homes over 95% complete (39 of which were in escrow), 69 residential units under construction and less than 95% complete (42 of which were in escrow), and six finished lots (none of which were in escrow), and the Land Bank owned 13 homes under construction (none of which were in escrow) and 17 finished lots (none of which were in escrow).

Subject to the contingencies, assumptions and limiting conditions set forth in the Appraisal, the Appraiser concluded that, as of August 15, 2024, the minimum market value of the Taxable Property within the District was not less than \$291,905,099, consisting of \$237,352,185 for the 366 completed units conveyed to individual homeowners, \$46,873,063 for the 55 completed or under construction homes and 75 finished lots owned by Lennar Homes and \$7,679,851 for the 30 finished lots owned by the Land Bank. See Appendix B — “APPRAISAL REPORT.”

While fire breaks and fire roads have been incorporated into the development, recently insurance companies have been leaving California high fire zones. It is the Appraiser’s understanding fire insurance is currently available on the subject homes. Due to the current insurance atmosphere in California, it is an extraordinary assumption that fire insurance will continue to be available in the District. Reference is made to Appendix B for a complete list and full discussion of the applicable contingencies, other assumptions and limiting conditions and the methodology employed by the Appraiser. In the event that any of the contingencies, assumptions and limiting conditions are not actually realized, the value of the property within the District may be less than the amount reported in the Appraisal. In any case, there can be no assurance that any portion of the property within the District would actually sell for the amount indicated by the Appraisal.

The Appraisal merely indicates the Appraiser’s opinion as to the minimum market value of the property referred to therein as of the date and under the conditions specified therein. The Appraiser’s opinion reflects conditions prevailing in the applicable market as of the date of value. The Appraiser’s opinion does not predict the future value of the subject property, and there can be no assurance that market conditions will not adversely change in the future.

The Appraiser has specifically consented to the inclusion of the Appraisal in this Official Statement. Nevertheless, the Appraisal is subject to certain assumptions and limiting conditions and contains, among other such assumptions and limiting conditions, the following statements:

This report might not include full discussions of the data, reasoning and analyses that were used in the appraisal process to develop the appraiser’s opinion of value. Some supporting documentation concerning the data, reasoning and analyses may be retained in the appraiser’s files. The information contained in this report is specific to the needs of the client and for the intended use stated in this report. The appraiser is not responsible for unauthorized use of this report.

Possession of this report, or a copy thereof, does not carry with it the right of publication. It may not be used for any purpose by any person other than the party to whom it is addressed without the written consent of the appraiser, and in any event, only with proper qualification and only in its entirety. Permission is given for this appraisal to be published as a part of the Official Statement or similar document for the Fontana CFD No. 112 special tax bonds.

It is a condition precedent to the issuance of the Bonds that the Appraiser deliver to the District a certification to the effect that nothing has come to the attention of the Appraiser subsequent to the date of value of the Appraisal that would cause the Appraiser to believe that the value of property in the District is less than the minimum value reported in the Appraisal. However, the Appraiser has not performed any procedures since the date of value to obtain knowledge of such events or occurrences nor is it obligated to do so in the future.

Value-to-Lien Ratios

The value of the property within the District is significant because, in the event of a delinquency in the payment of the Special Tax, the District may foreclose only against delinquent parcels. Likewise, the ratio of the value of a parcel to its “share” of the Bonds is important because it provides an indication of the extent of the relative burden imposed on each parcel by the applicable Special Tax. As indicated above, the minimum market value of the property within the District is not less than \$291,905,099. The ratio of that value to the \$30,760,000* total principal amount of the Bonds is approximately 9.49*-to-1. This ratio does not include other overlapping general obligation debt within the District. At this time there is no other overlapping land secured special tax or assessment debt within the District. See “— Direct and Overlapping Debt.” Taking the \$30,760,000* principal amount of the Bonds and \$2,177,820 in other overlapping general obligation debt within the District into account, the ratio of the minimum market value to the total amount of direct and overlapping bonded debt for the District of \$32,937,820* is approximately 8.86*-to-1. Table 4A sets forth the minimum market value-to-lien ratios of all the taxable property within the District by development status as of August 1, 2024 based on the projected Fiscal Year 2025-26 Special Tax levy. Table 4B sets forth the minimum market value-to-lien ratios of all the taxable property within the District based on a projected Fiscal Year 2025-26 Special Tax levy assuming that building permits are issued for all 526 parcels within the District prior to May 1, 2025. Each of the aforesaid value-to-lien ratios is for the entire District, however, the ratios of the value of individual lots within the District to their respective shares of the principal amount of the Bonds can be expected to vary substantially depending upon the selling price thereof.

The following Table 5A sets forth the value-to-lien ratios within the District by land use class under the Rate and Method using the principal amount of the Bonds allocated based on the projected Fiscal Year 2025-26 Special Tax levy based on development status as of August 1, 2024.

The following Table 5B sets forth the value-to-lien ratios within the District by land use class under the Rate and Method using the principal amount of the Bonds allocated based on a projected Fiscal Year 2025-26 Special Tax levy assuming that building permits are issued for all 526 parcels within the District prior to May 1, 2025.

Additionally, the following Table 6A sets forth the stratification of value-to-liens of the parcels within the District, based on the appraised value of such parcels set forth in the Appraisal and such parcels’ respective shares of the principal amount of the Bonds (allocated to each parcel based upon its respective share of the total projected Fiscal Year 2025-26 Special Tax levy) and the ratio of the appraised value to its share of the Bonds. Taxable property within the District will be classified as “Developed Property” for purposes of the Fiscal Year 2025-26 Special Tax levy if a building permit for such property was obtained by May 1, 2025.

Based on the development status within the District as of August 1, 2024, building permits had been issued for 509 residential parcels of Taxable Property within the District; accordingly, 509 residential parcels within the District will be classified as Developed Property and 17 residential parcels within the District will be

* Preliminary, subject to change.

classified as Undeveloped Property for purposes of the projected Fiscal Year 2025-26 Special Tax levy, assuming no further development within the District between August 1, 2024 and May 1, 2025.

Table 6B sets forth the stratification of value-to-liens of the parcels within the District, based on the appraised value of such parcels set forth in the Appraisal and such parcels' respective shares of the principal amount of the Bonds (allocated to each parcel based upon its respective share of the total projected Fiscal Year 2025-26 Special Tax levy) and the ratio of the appraised value to its share of the Bonds assuming that building permits are issued for all 526 parcels within the District prior to May 1, 2025.

**TABLE 4A
CITY OF FONTANA
COMMUNITY FACILITIES DISTRICT NO. 112 (THE GARDENS PHASE ONE)
ESTIMATED MINIMUM MARKET VALUE-TO-LIEN RATIOS BASED ON BONDS ONLY
ALLOCATED BY PROPERTY OWNER/DEVELOPMENT STATUS
(PROJECTED FISCAL YEAR 2025-2026 SPECIAL TAX LEVY
ASSUMING DEVELOPMENT STATUS AS OF AUGUST 1, 2024)**

<i>Property Owner / Development Status⁽¹⁾</i>	<i>Number of Taxable Parcels</i>	<i>Projected Fiscal Year 2025-2026 Facilities Special Tax⁽²⁾</i>	<i>Percent of Projected Fiscal Year 2025-2026 Facilities Special Tax</i>	<i>Pro Rata Share of Bonds^{(3)*}</i>	<i>Minimum Market Value⁽¹⁾</i>	<i>Estimated Minimum Market Value-to- Lien Ratios^{(4)*}</i>
<u>Lennar Homes of California, LLC</u>						
Model Homes	14	\$ 55,422	2.72%	\$ 837,602	\$ 7,059,523	8.43
95%+ Completed Homes	41	181,104	8.90	2,737,067	20,928,911	7.65
Homes Under Construction	69	252,725	12.42	3,819,496	17,070,659	4.47
Finished Lots / Developed Property ⁽⁵⁾	0	0	0.00	0	0	NA
Finished Lots / Undeveloped Property ⁽⁵⁾	6	0	0.00	0	1,813,970	NA
Subtotal	130	\$ 489,251	24.04%	\$ 7,394,165	\$ 46,873,063	6.34
<u>AG EHC II (LEN) CA2, L.P.</u>						
Homes Under Construction	13	\$ 54,904	2.70%	\$ 829,782	\$ 3,550,269	4.28
Finished Lots / Developed Property ⁽⁵⁾	6	19,613	0.96	296,417	1,393,970	4.70
Finished Lots / Undeveloped Property ⁽⁵⁾	11	0	0.00	0	2,735,612	NA
Subtotal	30	\$ 74,517	3.66%	\$ 1,126,199	\$ 7,679,851	6.82
Individual Homeowners	366	\$1,471,532	72.30%	\$22,239,636	\$237,352,185	10.67
TOTAL	526	\$2,035,300	100.00%	\$30,760,000	\$291,905,099	9.49

* Preliminary, subject to change.

(1) Based on the Appraisal with a date of value as of August 25, 2024.

(2) Based on the levy to fund Administrative Expenses and debt service on the Bonds, the building permits obtained as of August 1, 2024, and assumes no further development.

(3) There are currently no overlapping assessment districts and/or other community facilities districts encumbering the District with outstanding debt (excluding debt secured by any tax or assessment established and levied on an individual Assessor's Parcel pursuant to a contractual agreement or other voluntary consent by the owner thereof). The Bonds are allocated based on a proportionate share of the Projected Fiscal Year 2025-2026 Facilities Special Tax.

(4) Calculated by dividing the Minimum Market Value column by the Pro Rata Share of Bonds column.

(5) Under the Rate and Method, parcels of Taxable Property are classified as Developed Property if a building permit has been obtained for such parcel by May 1 of the fiscal year preceding the Special Tax levy. For Lennar Homes, all six parcels identified in the Appraisal as finished lots have not obtained building permits prior to August 1, 2024 and such lots will be classified as Undeveloped Property for the Fiscal Year 2025-2026 Special Tax levy assuming no further development. For the Land Bank, six parcels identified in the Appraisal as finished lots have obtained building permits prior to August 1, 2024 and such lots will be classified as Developed Property for Fiscal Year 2025-2026, 11 parcels identified in the Appraisal as finished lots have not obtained building permits prior to August 1, 2024 and such lots will be classified as Undeveloped Property for the Fiscal Year 2025-2026 Special Tax levy assuming no further development.

Source: David Taussig and Associates, Inc. dba DTA.

TABLE 4B
CITY OF FONTANA
COMMUNITY FACILITIES DISTRICT NO. 112 (THE GARDENS PHASE ONE)
ESTIMATED MINIMUM MARKET VALUE-TO-LIEN RATIOS BASED ON BONDS ONLY
ALLOCATED BY PROPERTY OWNER/DEVELOPMENT STATUS
(PROJECTED FISCAL YEAR 2025-2026 SPECIAL TAX LEVY
ASSUMING FULL DEVELOPMENT)

<i>Property Owner / Development Status⁽¹⁾</i>	<i>Number of Taxable Parcels</i>	<i>Projected Fiscal Year 2025-2026 Facilities Special Tax⁽²⁾</i>	<i>Percent of Projected Fiscal Year 2025-2026 Facilities Special Tax</i>	<i>Pro Rata Share of Bonds^{(3)*}</i>	<i>Minimum Market Value⁽¹⁾</i>	<i>Estimated Minimum Market Value-to- Lien Ratios^{(4)*}</i>
<u>Lennar Homes of California, LLC</u>						
Model Homes	14	\$ 53,612	2.63%	\$ 810,248	\$ 7,059,523	8.71
95%+ Completed Homes	41	175,189	8.61	2,647,683	20,928,911	7.90
Homes Under Construction	69	244,472	12.01	3,694,762	17,070,659	4.62
Finished Lots / Developed Property ⁽⁵⁾	6	25,043	1.23	378,476	1,813,970	4.79
Finished Lots / Undeveloped Property ⁽⁵⁾	0	0	0.00	0	0	NA
Subtotal	130	\$ 498,316	24.48%	\$ 7,531,169	\$ 46,873,063	6.22
<u>AG EHC II (LEN) CA2, L.P.</u>						
Homes Under Construction	13	\$ 53,111	2.61%	\$ 802,684	\$ 3,550,269	4.42
Finished Lots / Developed Property ⁽⁵⁾	17	60,397	2.97	912,793	4,129,582	4.52
Finished Lots / Undeveloped Property ⁽⁵⁾	0	0	0.00	0	0	NA
Subtotal	30	\$ 113,508	5.58%	\$ 1,715,477	\$ 7,679,851	4.48
Individual Homeowners	366	\$1,423,476	69.94%	\$21,513,354	\$237,352,185	11.03
TOTAL	526	\$2,035,300	100.00%	\$30,760,000	\$291,905,099	9.49

* Preliminary, subject to change.

(1) Based on the Appraisal with a date of value as of August 25, 2024.

(2) Based on the levy to fund Administrative Expenses and debt service on the Bonds, and assumes full development.

(3) There are currently no overlapping assessment districts and/or other community facilities districts encumbering the District with outstanding debt (excluding debt secured by any tax or assessment established and levied on an individual Assessor's Parcel pursuant to a contractual agreement or other voluntary consent by the owner thereof). The Bonds are allocated based on a proportionate share of the Projected Fiscal Year 2025-2026 Facilities Special Tax.

(4) Calculated by dividing the Minimum Market Value column by the Pro Rata Share of Bonds column.

(5) Assuming the remaining 17 unpermitted properties as of August 1, 2024 (six parcels owned by Lennar Homes and 11 parcels owned by the Land Bank are constructed at the home sizes identified in the development plan submitted by Lennar Homes.

Source: David Taussig and Associates, Inc. dba DTA.

**TABLE 5A
CITY OF FONTANA
COMMUNITY FACILITIES DISTRICT NO. 112 (THE GARDENS PHASE ONE)
ESTIMATED MINIMUM MARKET VALUE-TO-LIEN RATIOS BASED ON BONDS ONLY
ALLOCATED BY LAND USE CLASSES
(PROJECTED FISCAL YEAR 2025-2026 SPECIAL TAX LEVY
ASSUMING DEVELOPMENT STATUS AS OF AUGUST 1, 2024)**

Rate and Method Land Use Classes		Number of Units/Acres ⁽¹⁾	Fiscal Year 2025-2026 Assigned / Maximum Facilities Special Tax ⁽²⁾	Projected Fiscal Year 2025-2026 Facilities Special Tax ⁽³⁾	Pro Rata Share of Bonds ^{(4)*}	Minimum Market Value ⁽⁵⁾	Estimated Minimum Market Value-to- Lien Ratios ^{(6)*}
Developed Property Description / Planning Area							
Two Story Residential Property (3,400 sq. ft. or greater)		0	\$ 0	\$ 0	\$ 0	\$ 0	NA
Two Story Residential Property (3,200 to less than 3,400 sq. ft.)		45	243,765	228,919	3,459,708	33,749,605	9.76
Two Story Residential Property (3,000 to less than 3,200 sq. ft.)		34	177,072	166,288	2,513,148	23,326,484	9.28
Two Story Residential Property (2,800 to less than 3,000 sq. ft.)		68	340,476	319,740	4,832,308	44,438,507	9.20
Two Story Residential Property (2,600 to less than 2,800 sq. ft.)	Planning Areas	35	170,905	160,496	2,425,621	22,764,668	9.39
Two Story Residential Property (2,400 to less than 2,600 sq. ft.)	7, 8, 9 & 10	60	262,860	246,851	3,730,719	33,430,460	8.96
Two Story Residential Property (2,200 to less than 2,400 sq. ft.)		62	258,168	242,445	3,664,127	31,085,619	8.48
Two Story Residential Property (less than 2,200 sq. ft.)		0	0	0	0	0	NA
One Story Residential Property (2,000 sq. ft. or greater)		16	77,264	72,558	1,096,592	11,340,800	10.34
One Story Residential Property (less than 2,000 sq. ft.)		23	106,099	99,637	1,505,842	13,702,941	9.10
Residential Property (1,900 sq. ft. or greater)		18	69,210	64,995	982,284	8,004,631	8.15
Residential Property (1,700 to less than 1,900 sq. ft.)		53	180,942	169,922	2,568,074	24,672,856	9.61
Residential Property (1,500 to less than 1,700 sq. ft.)	Planning Areas	95	280,535	263,449	3,981,577	40,838,946	10.26
Residential Property (1,300 to less than 1,500 sq. ft.)	5 & 6	0	0	0	0	0	NA
Residential Property (less than 1,300 sq. ft.)		0	0	0	0	0	NA
Subtotal	NA	509	\$2,167,296	\$2,035,300	\$30,760,000	\$287,355,517	9.34
Undeveloped Property		1.3	\$ 78,013	\$ 0	\$ 0	\$ 4,549,582	NA
TOTAL	NA	NA	\$2,245,309	\$2,035,300	\$30,760,000	\$291,905,099	9.49

* Preliminary, subject to change.

- (1) Based on the building permits obtained as of August 1, 2024, and assumes no further development. Under the Rate and Method, parcels of Taxable Property are classified as Developed Property if a building permit has been obtained for such parcel by May 1 of the fiscal year preceding the Special Tax levy.
- (2) Based on the anticipated Assigned Facilities Special Tax revenues generated by residential dwelling units for which building permits have been obtained as of August 1, 2024, and the Maximum Facilities Special Tax revenues generated by 17 parcels of Taxable Property, comprised of approximately 1.3 acres that will be classified as Undeveloped Property for Fiscal Year 2025-2026, for which building permits have not been obtained as of August 1, 2024, and assumes no further development.
- (3) Based on the levy to fund Administrative Expenses and debt service on the Bonds, the building permits obtained as of August 1, 2024, and assumes no further development.
- (4) There are currently no overlapping assessment districts and/or other community facilities districts encumbering the District with outstanding debt (excluding debt secured by any tax or assessment established and levied on an individual Assessor's Parcel pursuant to a contractual agreement or other voluntary consent by the owner thereof). The Bonds are allocated based on a proportionate share of the Projected Fiscal Year 2025-2026 Facilities Special Tax.
- (5) Based on the Appraisal with a date of value as of August 25, 2024.
- (6) Calculated by dividing the Minimum Market Value column by the Pro Rata Share of Bonds column.

Source: David Taussig and Associates, Inc. dba DTA.

TABLE 5B
CITY OF FONTANA
COMMUNITY FACILITIES DISTRICT NO. 112 (THE GARDENS PHASE ONE)
ESTIMATED MINIMUM MARKET VALUE-TO-LIEN RATIOS BASED ON BONDS ONLY
ALLOCATED BY LAND USE CLASSES
(PROJECTED FISCAL YEAR 2025-2026 SPECIAL TAX LEVY
ASSUMING FULL DEVELOPMENT)

<i>Rate and Method Land Use Classes</i>	<i>Number of Units/Acres⁽¹⁾</i>	<i>Fiscal Year 2025-2026 Assigned Facilities Special Tax⁽²⁾</i>	<i>Projected Fiscal Year 2025-2026 Facilities Special Tax⁽³⁾</i>	<i>Pro Rata Share of Bonds^{(4)*}</i>	<i>Minimum Market Value⁽⁵⁾</i>	<i>Estimated Minimum Market Value-to- Lien Ratios^{(6)*}</i>	
<u>Developed Property Description / Planning Area</u>							
Two Story Residential Property (3,400 sq. ft. or greater)	0	\$ 0	\$ 0	\$ 0	\$ 0	NA	
Two Story Residential Property (3,200 to less than 3,400 sq. ft.)	46	249,182	226,364	3,421,096	34,101,934	9.97	
Two Story Residential Property (3,000 to less than 3,200 sq. ft.)	34	177,072	160,857	2,431,075	23,326,484	9.60	
Two Story Residential Property (2,800 to less than 3,000 sq. ft.)	68	340,476	309,298	4,674,499	44,438,507	9.51	
Two Story Residential Property (2,600 to less than 2,800 sq. ft.)	35	170,905	155,255	2,346,407	22,764,668	9.70	
Two Story Residential Property (2,400 to less than 2,600 sq. ft.)	62	271,622	246,749	3,729,181	33,935,116	9.10	
Two Story Residential Property (2,200 to less than 2,400 sq. ft.)	72	299,808	272,354	4,116,155	33,608,902	8.17	
Two Story Residential Property (less than 2,200 sq. ft.)	0	0	0	0	0	NA	
One Story Residential Property (2,000 sq. ft. or greater)	18	86,922	78,963	1,193,379	12,045,457	10.09	
One Story Residential Property (less than 2,000 sq. ft.)	23	106,099	96,383	1,456,665	13,702,941	9.41	
Residential Property (1,900 sq. ft. or greater)	20	76,900	69,858	1,055,784	8,469,288	8.02	
Residential Property (1,700 to less than 1,900 sq. ft.)	53	180,942	164,373	2,484,208	24,672,856	9.93	
Residential Property (1,500 to less than 1,700 sq. ft.)	95	280,535	254,846	3,851,551	40,838,946	10.60	
Residential Property (1,300 to less than 1,500 sq. ft.)	0	0	0	0	0	NA	
Residential Property (less than 1,300 sq. ft.)	0	0	0	0	0	NA	
Subtotal	NA	526	\$2,240,463	\$2,035,300	\$30,760,000	\$291,905,099	9.49
Undeveloped Property	0	\$ 0	\$ 0	\$ 0	\$ 0	NA	
TOTAL	NA	NA	\$2,240,463	\$2,035,300	\$30,760,000	\$291,905,099	9.49

* *Preliminary, subject to change.*

(1) Represents the projected Developed Property classifications at full development, assuming the remaining 17 unpermitted properties as of August 1, 2024 are constructed at the home sizes identified in the development plan submitted by Lennar Homes.

(2) Represents the Assigned Facilities Special Tax revenues generated at full development, assuming the remaining 17 unpermitted properties as of August 1, 2024 are constructed at the home sizes identified in the development plan submitted by Lennar Homes.

(3) Based on the levy to fund Administrative Expenses and debt service on the Bonds, and assumes full development.

(4) There are currently no overlapping assessment districts and/or other community facilities districts encumbering the District with outstanding debt (excluding debt secured by any tax or assessment established and levied on an individual Assessor's Parcel pursuant to a contractual agreement or other voluntary consent by the owner thereof). The Bonds are allocated based on a proportionate share of the Projected Fiscal Year 2025-2026 Facilities Special Tax.

(5) Based on the Appraisal with a date of value as of August 25, 2024.

(6) Calculated by dividing the Minimum Market Value column by the Pro Rata Share of Bonds column.

Source: David Taussig and Associates, Inc. dba DTA.

TABLE 6A
CITY OF FONTANA
COMMUNITY FACILITIES DISTRICT NO. 112 (THE GARDENS PHASE ONE)
ESTIMATED MINIMUM MARKET VALUE-TO-LIEN STRATIFICATION
BASED ON BONDS ONLY
(PROJECTED FISCAL YEAR 2025-2026 SPECIAL TAX LEVY
ASSUMING DEVELOPMENT STATUS AS OF AUGUST 1, 2024)

<i>Estimated Minimum Market Value-to-Lien Ratio Category</i>	<i>Number of Parcels Subject to Facilities Special Tax⁽¹⁾</i>	<i>Projected Fiscal Year 2025-2026 Facilities Special Tax⁽²⁾</i>	<i>Percent of Projected Fiscal Year 2025-2026 Facilities Special Tax</i>	<i>Pro Rata Share of Bonds^{(3)*}</i>	<i>Minimum Market Value⁽⁴⁾</i>	<i>Estimated Minimum Market Value- to-Lien Ratios^{(5)*}</i>
11.00:1 and above	108	\$ 339,224	16.67%	\$ 5,126,780	\$ 59,942,050	11.69
9.00:1 to 10.99:1	262	1,144,267	56.22	17,293,587	179,092,673	10.36
7.00:1 to 8.99:1	51	224,567	11.03	3,393,939	26,305,896	7.75
5.00:1 to 6.99:1	5	13,866	0.68	209,557	1,161,642	5.54
3.00:1 to 4.99:1	83	313,376	15.40	4,736,137	20,853,256	4.40
Less than 3.00:1	0	0	0.00	0	0	NA
TOTAL	509	\$ 2,035,300	100.00%	\$30,760,000	\$287,355,517	9.34

* Preliminary, subject to change.

(1) The Facilities Special Tax revenues generated by 509 parcels of Taxable Property that have obtained building permits as of August 1, 2024 are sufficient to fund Administrative Expenses and debt service on the Bonds. Therefore, assuming no further development, Facilities Special Taxes are not anticipated to be levied against the remaining seventeen (17) parcels of Taxable Property that had not obtained building permits as of August 1, 2024.

(2) Based on the levy to fund Administrative Expenses and debt service on the Bonds, the building permits obtained as of August 1, 2024, and assumes no further development.

(3) There are currently no overlapping assessment districts and/or other community facilities districts encumbering the District with outstanding debt (excluding debt secured by any tax or assessment established and levied on an individual Assessor's Parcel pursuant to a contractual agreement or other voluntary consent by the owner thereof). The Bonds are allocated based on a proportionate share of the Projected Fiscal Year 2025-2026 Facilities Special Tax.

(4) Based on the Appraisal with a date of value as of August 25, 2024.

(5) Calculated by dividing the Minimum Market Value column by the Pro Rata Share of Bonds column.

Source: David Taussig and Associates, Inc. dba DTA.

**TABLE 6B
CITY OF FONTANA
COMMUNITY FACILITIES DISTRICT NO. 112 (THE GARDENS PHASE ONE)
ESTIMATED MINIMUM MARKET VALUE-TO-LIEN STRATIFICATION
BASED ON BONDS ONLY
(PROJECTED FISCAL YEAR 2025-2026 SPECIAL TAX LEVY
ASSUMING FULL DEVELOPMENT)**

<i>Estimated Minimum Market Value-to-Lien Ratio Category</i>	<i>Number of Parcels Subject to Facilities Special Tax</i>	<i>Projected Fiscal Year 2025-2026 Facilities Special Tax⁽¹⁾</i>	<i>Percent of Projected Fiscal Year 2025-2026 Facilities Special Tax</i>	<i>Pro Rata Share of Bonds^{(2)*}</i>	<i>Minimum Market Value⁽³⁾</i>	<i>Estimated Minimum Market Value- to-Lien Ratios^{(4)*}</i>
11.00:1 and above	135	\$ 408,679	20.08%	\$ 6,176,471	\$ 73,651,310	11.92
9.00:1 to 10.99:1	236	1,029,048	50.56	15,552,255	165,755,142	10.66
7.00:1 to 8.99:1	50	214,551	10.54	3,242,560	25,934,167	8.00
5.00:1 to 6.99:1	7	22,186	1.09	335,311	1,866,299	5.57
3.00:1 to 4.99:1	98	360,836	17.73	5,453,403	24,698,181	4.53
Less than 3.00:1	0	0	0.00	0	0	NA
TOTAL	526	\$ 2,035,300	100.00%	\$30,760,000	\$291,905,099	9.49

* Preliminary, subject to change.

(1) Based on the levy to fund Administrative Expenses and debt service on the Bonds, assuming the remaining 17 unpermitted properties as of August 1, 2024 are constructed at the home sites identified in the development plan submitted by Lennar Homes.

(2) There are currently no overlapping assessment districts and/or other community facilities districts encumbering the District with outstanding debt (excluding debt secured by any tax or assessment established and levied on an individual Assessor's Parcel pursuant to a contractual agreement or other voluntary consent by the owner thereof). The Bonds are allocated based on a proportionate share of the Projected Fiscal Year 2025-2026 Facilities Special Tax.

(3) Based on the Appraisal with a date of value as of August 25, 2024.

(4) Calculated by dividing the Minimum Market Value column by the Pro Rata Share of Bonds column.

Source: David Taussig and Associates, Inc. dba DTA.

Delinquency History

Fiscal Year 2023-24 was the first year in which Facilities Special Taxes were levied in the District. For Fiscal Year 2023-24, Facilities Special Taxes totaling \$591,845 were levied on 140 dwelling units classified as Developed Property with respect to the Facilities Special Tax based on building permits obtained as of May 1, 2023. As of October 1, 2024, the entire \$591,845 in Facilities Special Taxes had been paid. As of October 1, 2024, the entire Fiscal Year 2023-24 Services Special Tax levy in the amount of \$79,314 had also been paid.

PROPERTY OWNERSHIP AND THE DEVELOPMENT

Representatives of Lennar Homes have provided the information in this section regarding Lennar Homes and its development in the District. Neither the Underwriter nor the City has independently confirmed or verified the information in this section of the Official Statement nor does any such party make any representation as to accuracy or adequacy of this information. Further, there may be material adverse changes in this information after the date of this Official Statement.

The information in this section of the Official Statement regarding ownership of certain taxable property in the District has been included because it is considered relevant to an informed evaluation of the Bonds. The inclusion in this Official Statement of information related to Lennar Homes should not be construed to suggest that the Bonds, or the Special Tax that will be used to pay the Bonds, are recourse obligations of Lennar Homes, or any other property owner in the District. A property owner may sell or otherwise dispose of land within the District or a development or any interest therein at any time.

No assurance can be given that the proposed development within the District will occur as described below. As the proposed land development progresses and parcels are sold, it is expected that the ownership of

the land within the District will become more diversified. No assurance can be given that development of the land within the District will occur in a timely manner or in the configuration or intensity described herein, or that any landowner described herein will obtain or retain ownership of any of the land within the District.

The Bonds and the Special Tax are not personal obligations of Lennar Homes or any other current or subsequent property owners and, in the event that Lennar Homes or any other current or subsequent property owner defaults in the payment of the Special Tax, the City may proceed with judicial foreclosure but has no direct recourse to the assets of Lennar Homes or any other current or subsequent property owner. As a result, other than as provided in the Official Statement, no financial statements or information is, or will be, provided about Lennar Homes or any other current or subsequent property owner. The Bonds are secured solely by the Net Special Tax Revenues and other amounts pledged under the Indenture. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS" and "SPECIAL RISK FACTORS."

Lennar Homes

Lennar Homes of California, LLC, a California limited liability company (previously defined as "Lennar Homes" or the "Developer"), is based in Irvine, California, and has been in the business of developing residential real estate communities in California since 1996. Lennar Homes is wholly-owned by U.S. Home, LLC, a Delaware limited liability company ("U.S. Home"). U.S. Home is wholly-owned by Lennar Corporation, which is based in Miami, Florida ("Lennar Corporation"). Founded in 1954, Lennar Corporation completed its initial public offering in 1971 and listed its common stock on the New York Stock Exchange in 1972. Lennar Corporation's Class A and Class B common stock are listed on the New York Stock Exchange under the symbols "LEN" and "LEN.B," respectively. Lennar Corporation is one of the largest homebuilders in the United States based on home sales revenues and net earnings, and operates under a number of brand names, including Lennar Homes and U.S. Home. Lennar Corporation primarily develops residential communities both within the Lennar Corporation family of builders and through consolidated and unconsolidated partnerships in which Lennar Corporation maintains an interest.

Lennar Corporation is subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and, in accordance therewith, files reports, proxy statements, and other information, including financial statements, with the Securities and Exchange Commission (the "SEC"). Such filings, particularly Lennar Corporation's annual report on Form 10-K and its most recent quarterly report on Form 10-Q, may be inspected and copied at the public reference facilities maintained by the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates. Such filings can also be accessed over the internet at the SEC's website at www.sec.gov. *This internet address is included for reference only and the information on the internet site is not a part of this Official Statement and is not incorporated by reference into this Official Statement. No representation is made in this Official Statement as to the accuracy or adequacy of the information contained on the internet site.*

Copies of Lennar Corporation's annual report and related financial statements are available from Lennar Corporation's website at www.Lennar.com. *This internet address is included for reference only and the information on the internet site is not a part of this Official Statement and is not incorporated by reference into this Official Statement.*

Development Plan

General. The District includes approximately 69.9 gross acres and is located in the northwestern portion of the City, approximately one mile east of Interstate 15 and along both sides of Cassava Drive, south of Duncan Canyon Road and north of Casa Grande Avenue. The property within the District is being developed into phase one of a residential community known as The Gardens, which is within the master-planned residential community known as The Arboretum, by Lennar Homes. Phase one of The Gardens is expected to consist of 526 residential units across six neighborhoods known as "Dayflower," "Blue Sage," "Acacia," "Silverberry," "Wildrose," and "Azalea." The Gardens Phase One is encompassed by a portion of Tract Map 20362 and Tract

Maps 20363 and 20364 along with subsequent condominium maps on Lot 5 and 6 of Tract 20362, all of which subdivide the property into 526 separate parcels (each of which is a separate Assessor's Parcel subject to the levy of the Special Tax pursuant to the Rate and Method).

Lennar Homes has acquired 496 of the 526 lots of the property within the District in phased takedowns from AG EHC II (LEN) CA 2, L.P., a Delaware limited partnership (the "Land Bank") pursuant to the Option Agreement (as defined under the caption "PROPERTY OWNERSHIP AND THE DEVELOPMENT—Option Agreement"), and has an option (but not an obligation) to acquire the remaining 30 lots from the Land Bank pursuant to the Option Agreement. The purchase price for the property within the District was \$91,935,447 and the Land Bank took title to the property in December 2021. As of August 25, 2024, Lennar Homes had acquired 496 lots from the Land Bank within the District, with an additional 22 lots scheduled to be acquired October 14, 2024 and the final eight lots scheduled to be acquired December 14, 2024. There is no guarantee that Lennar Homes will acquire the remaining lots as planned. During the term of the Option Agreement, Lennar Homes is contractually obligated to pay the Special Tax levied on the property subject to such agreement. However, in the event the Option Agreement is terminated prior to Lennar Homes having acquired all of the lots thereunder, the Special Tax would continue to be levied on the property in the District owned by the Land Bank and Lennar Homes' contractual obligation to pay the Special Taxes would terminate.

As of August 25, 2024, 366 residential units had been completed and conveyed to individual homeowners, Lennar Homes owned 14 completed model units (none of which were in escrow), 41 homes over 95% complete (39 of which were in escrow), 69 residential units under construction and less than 95% complete (42 of which were in escrow), and six finished lots (none of which were in escrow), and the Land Bank owned 13 homes under construction (none of which were in escrow) and 17 finished lots (none of which were in escrow). As of October 1, 2024, within the District, 396 residential units had been completed and conveyed to individual homeowners, and Lennar Homes owned 13 completed model units (two of which were in escrow), 81 residential units under construction (74 of which were in escrow), and six finished lots (none of which were in escrow), and the Land Bank owned 28 homes under construction (10 of which were in escrow) and 2 finished lots (none of which were in escrow). Sales contracts are subject to cancellation and, therefore, homes currently in escrow may not result in closed escrows with the prospective homebuyers. As of October 1, 2024, 518 building permits had been obtained within the District. Accordingly, assuming no additional building permits are obtained prior to May 1, 2025, 518 parcels will be classified as Developed Property and eight parcels will be classified as Undeveloped Property for the Fiscal Year 2025-26 Special Tax levy.

The following table describes the development and ownership status as of August 25, 2024 by neighborhood and floor plan within the development.

TABLE 7
CITY OF FONTANA
COMMUNITY FACILITIES DISTRICT NO. 112 (THE GARDENS PHASE ONE)
DEVELOPMENT AND OWNERSHIP STATUS
(AS OF AUGUST 25, 2024)

<i>Floor Plan</i>	<i>Plan Square Footage</i>	<i>Total Units Planned</i>	<i>Base Home Prices⁽¹⁾</i>	<i>Owned by Individuals</i>	<i>Completed Homes⁽²⁾</i>	<i>Homes Under Construction</i>	<i>Finished Pads/Lots</i>	<i>Homes in Escrow⁽³⁾</i>
Day Flower								
1	1,582	22	\$508,900	17	1	4	0	3
2	1,563	22	529,900	16	2	4	0	5
3	1,669	<u>25</u>	556,900	<u>17</u>	<u>3</u>	<u>5</u>	<u>0</u>	<u>7</u>
Total Dayflower		69		50	6	13	0	15
Blue Sage								
1	1,651	26	\$589,290	21	0	4	1	1
2	1,761	30	618,290	23	1	5	1	4
3	1,868	23	623,790	13	1	7	2	1
4	1,970	<u>20</u>	641,990	<u>10</u>	<u>1</u>	<u>5</u>	<u>4</u>	<u>5</u>
Total Blue Sage		99		67	3	21	8	11
Acacia								
1	2,213	36	\$648,060	20	2	8	6	3
2	2,358	36	682,060	19	4	9	4	7
3	2,472	<u>37</u>	701,290	<u>21</u>	<u>4</u>	<u>10</u>	<u>2</u>	<u>8</u>
Total Acacia		109		60	10	27	12	18
Silverberry								
1	2,449	25	\$742,910	18	4	3	0	5
2	2,666	35	782,210	27	4	4	0	6
3	2,877	<u>37</u>	813,830	<u>26</u>	<u>5</u>	<u>6</u>	<u>0</u>	<u>7</u>
Total Silverberry		97		71	13	13	0	18
Wildrose								
1	1,905	23	\$729,480	18	3	2	0	3
2	2,985	31	838,490	23	5	3	0	4
3	3,105	<u>34</u>	819,325	<u>25</u>	<u>6</u>	<u>3</u>	<u>0</u>	<u>5</u>
Total Wildrose		88		66	14	8	0	12
Azalea								
1	2,215	18	\$741,900	16	0	0	2	0
2	3,251	22	838,465	18	4	0	0	3
3	3,339	<u>24</u>	889,670	<u>18</u>	<u>5</u>	<u>0</u>	<u>1</u>	<u>4</u>
Total Azalea		64		52	9	0	3	7
Grand Total		526		366	55	82	23	81

⁽¹⁾ Base sales prices are subject to change and exclude any lot premiums, options, upgrades, incentives, and any selling concessions, mortgage rate buydowns or price reductions currently being offered. Lennar Homes is offering varying concessions, including rate buy downs, on a case-by-case basis. As of August 25, 2024, the net closing cost and rate buy down concessions for the 366 residential units conveyed to individual homeowners and the 81 residential units in escrow within the District ranged from \$0 to \$85,000, and averaged approximately \$42,600 per residential unit.

⁽²⁾ Includes three model homes for Dayflower, three model homes for Blue Sage, two model homes for Acacia, two model homes for Silverberry, two model homes for Wildrose and two model homes for Azalea.

⁽³⁾ Includes 39 completed homes and 42 homes under construction.

Source: The Developer.

Dayflower. The Dayflower neighborhood consists of 69 proposed triplex homes with three of the homes actually detached. The three plans range in size from 1,563 to 1,669 square feet. Plan 1 has 1,582 square feet and is a stacked unit up over three, two-car garages. Plan 1 has an attached 2-car garage while Plans 2 and 3 have detached 2-car garages with a small courtyard between the house and the garage. The floorplans each have

three to four bedrooms. The Dayflower homes opened for sale in April 2023, with home closings beginning in November 2023. Lennar Homes currently expects to complete construction of all of the homes within the Dayflower neighborhood by the second quarter 2025

Blue Sage. The Blue Sage neighborhood consists of 99 proposed single-family detached homes on condominium lots, with some homes in an alley-load format. The floor plans range in size from 1,651 to 1,970 square feet. The four floorplans all are two stories with three to four bedrooms and two-car attached garages. The Blue Sage homes opened for sale in March 2023, with home closings beginning in August 2023. Lennar Homes currently expects to complete construction of all of the homes within the Blue Sage neighborhood by the third quarter of 2025.

Acacia. The Acacia neighborhood consists of 109 proposed single-family detached homes on lots with a minimum lot size of 2,700 square feet. The floor plans range in size from 2,213 to 2,472 square feet. The three floorplans all are two stories, with three to four bedrooms and two-car attached garages. The Acacia homes opened for sale in March 2023, with home closings beginning in August 2023. Lennar Homes currently expects to complete construction of all of the homes within the Acacia neighborhood by the third quarter of 2025

Silverberry. The Silverberry neighborhood consists of 97 proposed single-family detached homes on lots with a minimum lot size of 4,000 square feet. The floor plans range in size from 2,449 to 2,877 square feet. The three floor plans all are two stories with three to four bedrooms and attached two-car garages. The Silverberry homes opened for sale in March 2023, with home closings beginning in August 2023. Lennar Homes currently expects to complete construction of all of the homes within the Silverberry neighborhood by the second quarter of 2025.

Wildrose. The Wildrose neighborhood consists of 88 proposed single-family detached homes on lots with a minimum lot size of 4,950 square feet. The three floor plans range in size from 1,905 to 3,105 square feet. Plan One is a single-story while Plans 2 and 3 are two-story. The homes have three to five bedrooms and attached two to three-car garages. The Wildrose homes opened for sale in March 2023, with home closings beginning in August 2023. Lennar Homes currently expects to complete construction of all of the homes within the Wildrose neighborhood by the second quarter of 2025.

Azalea. The Azalea neighborhood consists of 64 proposed single-family detached homes on lots with a minimum lot size of 6,000 square feet. The three floor plans range in size from 2,215 to 3,339 square feet. Plan One is single-story while Plans 2 and 3 are two-story. The floor plans have four to five bedrooms with two and three-car attached garages. Plan 3 offers a NextGen Suite for an extended family member. The Azalea homes opened for sale in March 2023, with home closings beginning in August 2023. Lennar Homes currently expects to complete construction of all of the homes within the Azalea neighborhood by the first quarter of 2025.

Required Infrastructure. All backbone infrastructure required to build-out all 526 residential units has been completed.

Entitlement Status. Other than certain permits required in the normal course of home construction, all discretionary entitlements required to complete the development and sales of homes in the District have been received. All environmental approvals have been secured in order to complete the development in the District.

Conditions of Approval. None of the remaining infrastructure improvements are required to be completed as a condition of receiving building or occupancy permits.

Except as described in this Official Statement and except for those consents, permits, authorizations, certifications and approvals of governmental entities required in the ordinary course of development, the Developer has no actual knowledge of any impediment to construction or obtaining land use entitlements which could be reasonably expected to have a material adverse effect on its ability to complete the planned development of its property within the District as described in the Official Statement.

While the information set forth in this Official Statement reflects the Lennar Homes' current development expectations, no assurance can be given that final home construction and conveyance to individual home buyers will be carried out as described in this Official Statement.

Option Agreement

In December 2021, AG EHC II (LEN) CA 2, L.P., a Delaware limited partnership (the "Land Bank") acquired all of the property (to be developed as 526 lots) located in the District (the "District Lots") in order to set up a land banking structure.

To facilitate the land banking structure for the District Lots, Lennar Homes and the Land Bank entered into that certain Option Agreement, dated December 14, 2021 (the "Lennar Option Agreement") whereby Lennar Homes had the option, but not the obligation, to purchase all 526 District Lots from the Land Bank pursuant to a takedown schedule agreed upon between Lennar Homes and the Land Bank. The takedown of lots commenced in November 2022 and continued periodically thereafter, with the most recent takedown occurring on August 14, 2024.

As of October 1, 2024, Lennar Homes has taken down 496 of the 526 lots from the Land Bank, and there are two further takedowns scheduled as follows:

October 14, 2024: 22 lots (8 in Blue Sage, 8 in Acacia, and 6 in Silverberry)

December 14, 2024: 8 lots (all 8 in Acacia)

Lennar Homes has the option but not the obligation to acquire the remaining 30 lots in the District from the Land Bank, so there can be no guarantee that Lennar Homes will acquire these lots.

During the term of the Lennar Option Agreement, Lennar Homes is responsible for paying all taxes (including Special Taxes) on the property owned by the Land Bank.

The Land Bank. The Land Bank is an affiliates of, and managed by, Angelo Gordon & Co., L.P. ("Angelo Gordon"). Angelo Gordon is a privately-held alternative investment firm headquartered in New York, with associated offices across the United States, Europe and Asia. Affiliates of the Land Bank have entered into land banking arrangements with Lennar Corporation and its affiliated entities on more than 200 residential development projects. Neither the Land Bank nor Angelo Gordon are affiliated entities of Lennar Homes.

Financing Plan

To date, Lennar Homes has financed its land acquisition and various site development and home construction costs related to its property in the District through internally generated funds (which may include home sales revenues and funding from its parent company Lennar Corporation). As of October 1, 2024, Lennar Homes had expended approximately \$_____ million on land acquisition, land development, homebuilding, marketing and sales costs. As of such date, Lennar Homes expected to incur approximately \$_____ million on remaining land acquisition and development costs and approximately \$_____ million on remaining homebuilding, marketing, and sales costs for its property in the District.

Lennar Homes expects to use internally generated funding (which may include home sales revenues and funding from its parent company Lennar Corporation) to complete its land acquisition and development in the District. Lennar Homes believes that it will have sufficient funds available to complete its planned land acquisition and development in the District in accordance with the development schedule described in this Official Statement.

Although Lennar Homes expects to have sufficient funds available to complete its development in the District as described in this Official Statement, there can be no assurance that amounts necessary to finance the remaining development costs will be available to Lennar Homes when needed. While Lennar Homes has made such internal funding available in the past, there can be no assurance whatsoever of its willingness or ability to do so in the future. Neither Lennar Homes, nor any other entity or person is under any legal obligation of any kind to expend funds for the development of and construction of homes on Lennar Homes' property in the District or the payment of ad valorem property taxes or the Special Taxes. Any contributions by Lennar Homes or any other entity or person to fund the costs of such development are entirely voluntary.

If and to the extent that the aforementioned sources are inadequate to pay the costs to complete the planned development by Lennar Homes within the District and other financing is not put into place, there could be a shortfall in the funds required to complete the planned development by Lennar Homes or to pay ad valorem property taxes or Special Taxes related to Lennar Homes' property in the District, and the remaining portions of such development may not be completed. Many factors beyond Lennar Homes' control, or a decision by Lennar Homes to alter its current plans, may cause the actual sources and uses to differ from the projections. See "SPECIAL RISK FACTORS" herein for a discussion of risk factors."

Although the information in this Official Statement reflects the current development expectations of Lennar Homes, no assurance can be given that home construction and sales will be carried out on the schedule and according to the plans described herein, or that the home construction and sale plans or base prices set forth above will not change after the date of this Official Statement. Lennar Homes reserves the right to change its development at any time without notice. Additionally, homes under contract to be sold may not result in closed escrows as sales contracts are subject to cancellation. See "SPECIAL RISK FACTORS — Concentration of Property Ownership" and " — Failure to Develop Properties."

SPECIAL RISK FACTORS

The principal source of payment of debt service on the Bonds will be payments of the Special Tax made with respect to the Taxable Property. As discussed under "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS — Special Tax," the Special Tax is to be levied annually against all such Taxable Property either at the maximum rate authorized by the Rate and Method or at such lower rates as are determined by the District Administrator to raise sufficient funds to comply with the agreements, conditions, covenants and terms contained in the Indenture, and in accordance with the Act. The Special Tax is to be collected on the tax roll of the District at the same time and in the same manner as general *ad valorem* real property taxes are collected. The Special Tax cannot be levied at a tax rate higher than the maximum tax rate even if the maximum tax rate will not produce sufficient Net Special Tax Revenues to pay the principal and interest then payable with respect to the Bonds. See discussions below under "— Levy of the Special Tax" and "— Collection of the Special Tax."

Payment of the Special Tax levied on a parcel is secured by a continuing lien against such parcel. In the event an installment of the Special Tax included in the tax bill for a parcel of Taxable Property is not paid when due, the District has covenanted to institute foreclosure proceedings in court to cause the parcel to be sold in order to attempt to recover the delinquent amount from the sale proceeds. Foreclosure and sale may not always result in the recovery of the full amount of delinquent installments of the Special Tax. See "— Collection of the Special Tax." The sufficiency of the foreclosure sale proceeds to cover the delinquent amount depends in part upon the market for and the value of the parcel at the time of the sale. Sufficiency of the foreclosure sale proceeds to cover a delinquency may also depend upon the value of prior or parity liens and similar claims. Further, other governmental claims, such as hazardous substance claims, may affect the realizable value even though such claims may not rise to the status of liens. See "— Hazardous Substances."

Timely foreclosure and sale proceedings with respect to a parcel of Taxable Property may be forestalled or delayed by a stay in the event the owner of the parcel becomes the subject of bankruptcy proceedings. Not only may foreclosure and sale proceedings be forestalled or delayed, but the sale of a parcel may also be similarly

affected by a bankruptcy stay. Further, should the stay not be lifted, payment of the Special Tax may be subordinated to bankruptcy law priorities. See “— Bankruptcy and Legal Delays.”

Although bankruptcy proceedings may forestall or delay a foreclosure and sale or a tax sale of a delinquent parcel of Taxable Property, the Special Tax is secured by a lien which, assuming proper procedures are followed, may be enforced against the parcel. There may not be any recourse against a bankrupt property owner since the owner is not personally obligated to pay the Special Tax. Further, if proper disclosure of the authorization of the Special Tax is not made to the owner, the willingness or ability of an owner to pay the Special Tax may be adversely affected. See “— Payment of the Special Tax is Not a Personal Obligation of the Owners.”

The District is not obligated to advance funds to pay such debt service except from moneys on deposit in the Reserve Fund. See “— Bonds Are Limited Obligations.”

Even if debt service is timely paid, interest on the Bonds may have to be included in the gross income of the owner of the Bonds by reason of some circumstance occurring subsequent to issuance of the Bonds, thereby reducing the after-tax yield. See “— Loss of Tax Exemption.”

Risks of Real Estate Secured Investments Generally – Declines in Value

Purchasers of the Bonds will be subject to the risks generally incident to an investment secured by real estate, including, without limitation, (i) adverse changes in local market conditions, such as changes in the market value of real property in the vicinity of the District, the supply of or demand for competitive properties in such area, and the market value of property in the event of sale or foreclosure; (ii) changes in real estate tax rates and other operating expenses, governmental rules and fiscal policies; and (iii) natural disasters (including, without limitation, earthquakes, wildfires and floods), which may result in uninsured losses. See the caption “— Increasing Mortgage Interest Rates” below.

No assurance can be given that the individual property owners within the District will pay the Special Tax in the future or that they will be able to pay the Special Tax on a timely basis. See the caption “— Bankruptcy and Legal Delays” for a discussion of certain limitations on the District’s ability to pursue judicial proceedings with respect to delinquent parcels within the District.

Levy of the Special Tax

The principal source of money with which to pay debt service on the Bonds is the proceeds derived from the annual levy and collection of the Special Tax applicable to the Taxable Property in the District. The amount of the Special Tax that can be levied is limited to the maximum tax rates authorized pursuant to the Rate and Method. Additionally, pursuant to Section 53321(d) of the Government Code, the Special Tax levied against any Assessor’s parcel for which an occupancy permit for private residential use has been issued shall not be increased as a consequence of delinquency or default by the owner of any other Assessor’s parcel within the District by more than ten percent above the amount that would have been levied in that fiscal year had there never been any such delinquencies or defaults. As a result, it is possible that the District may not be able to increase the tax levy to the Assigned Special Tax on residential parcels in all years. The levies cannot be made at higher rates even if the failure to do so would result in insufficient Net Special Tax Revenues to pay the principal of and interest on the Bonds as the same become due and payable.

The levy of the Special Tax will rarely, if ever, result in a uniform relationship between the value of a particular parcel and the amount of the levy of the Special Tax against such parcel. Thus, there will rarely, if ever, be a uniform relationship between the value of a parcel and its proportionate share of the debt service on the Bonds. The Special Tax levied in any particular Fiscal Year on a parcel is based upon the revenue needs of the District and the application of the Rate and Method. The application of the Rate and Method will, in turn, be dependent upon certain development factors with respect to each parcel by comparison with similar

development factors with respect to the other parcels in the District. Thus, in addition to annual variations in the revenue needs of the District that must be met from the Special Tax, the following are some of the factors which might cause the levy of the Special Tax on any particular parcel to vary from the Special Tax that might otherwise be expected:

Reduction in the number of parcels of Taxable Property, for reasons such as acquisition of such parcels by a governmental entity and failure of the governmental entity to pay the Special Tax based upon a claim of exemption or, in the case of the federal government or an agency thereof, immunity from taxation, thereby resulting in an increased tax burden on the remaining parcels of Taxable Property; and

Failure of the owners of certain parcels of Taxable Property to pay the applicable Special Tax and delays in the collection of or inability to collect such Special Tax by tax sale or foreclosure and sale of the delinquent parcels, thereby resulting in an increased tax burden on the remaining parcels of Taxable Property.

Collection of the Special Tax

The timely payment of the principal of and interest on the Bonds is ultimately dependent upon the timely payment of all of the Special Tax. Any money on deposit in the Reserve Fund can be used to make such payment in the event of delinquencies, but the replenishment of the Reserve Fund will be dependent on the recovery of such delinquencies. The Indenture provides that the Special Tax is to be collected in the same manner and at the same time and in the same installment as the general taxes on real property are payable (or in such other manner as the City Council shall determine, including direct billing of the affected property owners) and, except as provided in the special covenant for foreclosure described under the caption “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS — Covenant for Superior Court Foreclosure” and in the Act, is to be subject to the same proportionate penalties and the same procedure, sale and lien priority in case of delinquency as is provided for *ad valorem* taxes on real property.

Pursuant to the Act, in the event of any delinquency in the payment of the Special Tax, the District may order the institution of a superior court action to foreclose the lien therefor within specified time limits. In such an action, the real property subject to the unpaid amount may be sold at judicial foreclosure sale. Such judicial foreclosure action is not mandatory. However, the District has covenanted for the benefit of the owners of the Bonds that it will institute foreclosure proceedings as authorized by the Act in order to enforce the lien of the delinquent installments of the Special Tax under certain circumstances. See “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS — Covenant for Superior Court Foreclosure.” In the event that foreclosure proceedings are commenced, such foreclosure proceedings could be stayed by the commencement of bankruptcy proceedings by or against the owner of the property being foreclosed. In the event that sales or foreclosures of property are necessary, there could be a delay in payments to Owners of the Bonds pending such sales or the prosecution of foreclosure proceedings and receipt by the District of the proceeds of sale if the Reserve Fund is depleted.

The District may be unable to make full or timely payment of debt service on the Bonds if property owners in the District fail to pay installments of the Special Tax when due, if the Reserve Fund is depleted, or if the District is unable to sell foreclosed parcels for amounts sufficient to cover the delinquent installments of the Special Tax.

Failure to Develop Properties

Development of property within the District may be subject to unexpected delays, disruptions and changes which may affect the willingness and ability of Lennar Homes, or any other property owner to pay the Special Tax prior to delinquency. Land development is subject to comprehensive federal, State and local regulations. Approval is required from various agencies in connection with the layout and design of developments, the nature and extent of improvements, construction activity, land use, zoning, school and health requirements, as well as numerous other matters. There is always the possibility that such approvals will not be

obtained or, if obtained, will not be obtained on a timely basis. Failure to obtain any such agency approval or satisfy such governmental requirements would adversely affect planned land development. Development of land in the District is also subject to the availability of water. Finally, development of land is subject to economic considerations.

As of August 25, 2024, 366 residential units had been completed and conveyed to individual homeowners, Lennar Homes owned 14 completed model units (none of which were in escrow), 41 homes over 95% complete (39 of which were in escrow), 69 residential units under construction and less than 95% complete (42 of which were in escrow), and six finished lots (none of which were in escrow), and the Land Bank owned 13 homes under construction (none of which were in escrow) and 17 finished lots (none of which were in escrow). As of October 1, 2024, within the District, 396 residential units had been completed and conveyed to individual homeowners, and Lennar Homes owned 13 completed model units (two of which were in escrow), 14 residential units over 95% complete (13 of which were in escrow) and 67 residential units under construction and less than 95% complete (61 of which were in escrow), and six finished lots (none of which were in escrow), and the Land Bank owned 28 homes under construction (10 of which were in escrow) and 2 finished lots (none of which were in escrow). Sales contracts are subject to cancellation and, therefore, homes currently in escrow may not result in closed escrows with the prospective homebuyers. As of October 1, 2024, a total of 518 building permits were obtained within the District. Accordingly, if not additional building permits are obtained, 518 parcels will be classified as Developed Property and eight parcels will be classified as Undeveloped Property for the Fiscal Year 2025-26 Special Tax levy. See “THE COMMUNITY FACILITIES DISTRICT” and “PROPERTY OWNERSHIP AND THE DEVELOPMENT.” However, no assurance can be given that the remaining proposed residential development will be partially or fully completed; and for purposes of evaluating the investment quality of the Bonds, prospective purchasers should consider the possibility that such parcels will remain vacant and unimproved.

Undeveloped or partially developed land is inherently less valuable than developed land and provides less security to the Bond Owners should it be necessary for the District to foreclose on the property due to the nonpayment of the Special Tax. The failure to complete development in the District as planned, or substantial delays in the completion of the development may reduce the value of the property within the District and increase the length of time during which the Special Tax will be payable from undeveloped property, and may affect the willingness and ability of the owners of property within the District to pay the Special Tax prior to delinquency.

There can be no assurance that land development operations within the District will not be adversely affected by a future deterioration of the real estate market and economic conditions or future local, State and federal governmental policies relating to real estate development, an increase in mortgage interest rates, the income tax treatment of real property ownership, or the national economy. A slowdown of the development process and the absorption rate could adversely affect land values and reduce the ability or desire of the property owners to pay the annual Special Tax. In that event, there could be a default in the payment of principal of, and interest on, the Bonds when due.

Bond Owners should assume that any event that significantly impacts the ability to develop land in the District would cause the property values within the District to decrease substantially from those estimated by the Appraiser and could affect the willingness and ability of the owners of land within the District to pay the Special Tax prior to delinquency.

Concentration of Property Ownership

Based on the development status as of August 1, 2024 and ownership status as of August 25, 2024, the property owned by Lennar Homes and the property owned by the Land Bank are expected to be responsible for approximately 24.04% and 3.66%, respectively, of the projected Fiscal Year 2025-26 Special Tax levied within the District. Lennar Homes reports that since such date, additional development and certain sales contracts for residential units have closed escrow to individual homeowners. Based on the development and ownership status as of October 1, 2024, the property owned by Lennar Homes and the property owned by the Land Bank are

expected to be responsible for approximately ____% and ____%, respectively, of the projected Fiscal Year 2024-25 Special Tax levied within the District.

As described under “PROPERTY OWNERSHIP AND THE DEVELOPMENT,” Lennar Homes is acquiring the property within the District in phased takedowns from the Land Bank pursuant to the Option Agreement under which Lennar Homes acquires lots in a finished lot condition as development progresses. As of October 1, 2024, Lennar Homes had acquired 496 lots from the Land Bank within the District, with an additional 22 lots scheduled to be acquired October 14, 2024 and the final eight lots scheduled to be acquired December 14, 2024. There is no guarantee that Lennar Homes will acquire the remaining lots as planned. During the term of the Option Agreement, Lennar Homes is contractually obligated to pay the Special Tax levied on the property subject to such agreement. However, in the event the Option Agreement is terminated prior to Lennar Homes having acquired all of the lots thereunder, the Special Tax would continue to be levied on the property in the District owned by the Land Bank and Lennar Homes’ contractual obligation to pay the Special Taxes would terminate. The Land Bank is not a homebuilder. Rather, the Land Bank is a real estate investment manager that was established for the primary purpose of owning property within the District. No assurances can be made of the willingness and the ability of the Land Bank, or its affiliates, to pay such Special Tax.

While the District includes 366 completed residential units owned by individual homeowners as of August 25, 2024, the inability or refusal of Lennar Homes or the Land Bank to pay the Special Tax applicable to its property when due could result in the depletion of the Reserve Fund prior to reimbursement thereof from sale or foreclosure proceedings, and/or insufficient money with which to pay the principal of and interest on the Bonds as the same became due. Additionally, pursuant to the Act, the Special Tax levied in any fiscal year against any parcel of residential property in the District may not be increased as a consequence of delinquency or default by the owners of any other parcels within the District by more than 10% above the amount that would have been levied in that fiscal year had there never been any such delinquencies or default. As a result, while the Maximum Special Tax pursuant to the Rate and Method may be higher, the Maximum Special Tax on parcels of residential parcels cannot be greater than 110% of the projected actual Special Tax levy on such parcels.

Exempt Properties

Certain properties are exempt from the Special Tax in accordance with the Rate and Method. In addition, the Act provides that properties or entities of the state, federal or local government are exempt from the Special Tax; provided, however, that property in the District acquired by a public entity through a negotiated transaction or by gift or devise, which is not otherwise exempt from the Special Tax, will continue to be subject to the Special Tax. In addition, the Act provides that if property subject to the Special Tax is acquired by a public entity through eminent domain proceedings, the obligation to pay the Special Tax with respect to that property is to be treated as if it were a special assessment. The constitutionality and operation of these provisions of the Act have not been tested.

In particular, insofar as the Act requires payment of the Special Tax by a federal entity acquiring property in the District, it may be unconstitutional. If for any reason property in the District becomes exempt from taxation by reason of ownership by a nontaxable entity such as the federal government or another public agency, subject to the limitation of the maximum authorized rates, the Special Tax will be reallocated to the remaining Taxable Properties in the District. This would result in the owners of such property paying a greater amount of the Special Tax and could have an adverse impact upon the timely payment of the Special Tax. Moreover, if a substantial portion of property in the District becomes exempt from the Special Tax because of public ownership, or otherwise, the Maximum Annual Special Tax which could be levied upon the remaining acreage might not be sufficient to pay principal of and interest on the Bonds when due and a default would occur with respect to the payment of such principal and interest.

Constitutional Limitations on Taxation and Appropriations

Articles XIII A and XIII B of the California Constitution. On June 6, 1978, California voters approved an amendment to the California Constitution, commonly known as Proposition 13 (the Jarvis/Gann Initiative), which added Article XIII A to the California Constitution. The effect of Article XIII A is to significantly limit the imposition of new *ad valorem* taxes, special taxes, transaction taxes, and sales taxes. On November 7, 1978, California voters approved Proposition 8, which made certain clarifications to Article XIII A.

Article XIII A of the California Constitution limits the amount of *ad valorem* taxes on real property to 1% of “full cash value” as determined by the county assessor. Article XIII A defines “full cash value” to mean “the county assessor’s valuation of real property as shown on the 1975-76 tax bill under ‘full cash value’ or, thereafter, the appraised value of real property when purchased, newly constructed, or a change in ownership has occurred after the 1975 assessment.” The “full cash value” is subject to annual adjustment to reflect increases, not to exceed 2% per year, or decreases in the consumer price index or comparable local data, or to reflect reductions in property value caused by damage, destruction or other factors.

Article XIII A exempts from the 1% tax limitation any taxes to repay indebtedness approved by the voters prior to July 1, 1978, and allows local governments to raise their property tax rates above the constitutionally mandated 1% ceiling for the purpose of paying off certain new general obligation debt issued for the acquisition or improvement of real property and approved by two-thirds of the votes cast by the qualified electorate. Article XIII A requires a vote of two-thirds of the qualified electorate to impose special taxes on real property, while otherwise generally precluding the imposition of any additional *ad valorem* taxes, special taxes, transaction taxes, and sales taxes. In addition, Article XIII A requires the approval of two-thirds of all members of the California Legislature to change any State laws resulting in increased tax revenues.

Enactment of Article XIII A has reduced the amount of general property tax revenues received by the City. This reduction in such revenues makes it less likely that the City or the District will have surplus funds, other than the Reserve Fund for the Bonds, with which to advance funds to make any payments or to cure any deficiency in the Interest Account or Principal Account of the Special Tax Fund, should the City or the District, as applicable, in the exercise of its discretion, choose to do so. If there are additional delinquencies after exhaustion of funds in the Reserve Fund for the Bonds, none of the City or the District has any obligation to transfer into the Interest Account or Principal Account of the Special Tax Fund the amount of any such delinquencies out of any surplus moneys of the City.

On July 2, 1979, the Fifth District Court of Appeal rendered a 3-0 decision in the case of *County of Fresno v. Malmstrom* (94 Cal.App.3d 974), that determined that special assessments are not subject to the limitations of Article XIII A (Proposition 13). The Court held the one percent tax limitation imposed by California Constitution Article XIII A on *ad valorem* taxes does not apply to special assessments levied pursuant to the Improvement Act of 1911 (Streets and Highways Code, Section 5000 *et seq.*, the relevant portions of which are incorporated in the 1915 Act) and the 1913 Act. The Court further held that because special assessments pursuant to such acts are not within the definition of “special taxes” in Article XIII A, the Constitution does not require the levy of assessments and the issuance of bonds to be approved by a two-thirds vote of the qualified electors in an assessment district. On September 12, 1979, the California Supreme Court refused to hear an appeal of the lower court’s decision.

At the November 6, 1979, general election, Proposition 4 (the Gann Initiative) was approved by the voters of California. Such proposition added Article XIII B to the California Constitution.

Article XIII B of the California Constitution limits the annual appropriations of the State and of any city, county, school district, authority, or other political subdivision of the State to the level of appropriations of the particular governmental entity for the prior fiscal year, as adjusted for changes in the cost of living, population and services rendered by the governmental entity. The “base year” for establishing such appropriation limit is

the fiscal year 1978-79 and the limit is to be adjusted annually to reflect changes in population, consumer prices and certain increases in the cost of services provided by these public agencies.

Appropriations subject to Article XIII B generally include the proceeds of taxes levied by the State or other entity of local government, exclusive of certain State subventions, refunds of taxes, benefit payments from retirement, unemployment insurance, and disability insurance funds. "Proceeds of taxes" include, but are not limited to, all tax revenues and the proceeds to an entity of government from (i) regulatory licenses, user charges, and user fees (but only to the extent such proceeds exceed the cost of providing the service or regulation), and (ii) the investment of tax revenues. Article XIII B includes a requirement that if an entity's revenues in any year exceed the amounts permitted to be spent, the excess would have to be allocated to fund schools or be returned by revising tax rates or fee schedules over the subsequent two years.

On December 17, 1980, the Third District Court of Appeal rendered a 3-0 decision in the case *County of Placer v. Corin* (113 Cal. App. 3d 443) that determined that special assessments are not subject to the limitation of Article XIII B (Proposition 4). The Court held that the definition of "proceeds of taxes" imposed by California Constitution Article XIII B does not apply to special assessments and improvement bonds issued pursuant to the 1915 Act and the 1913 Act. The decision of the Court was not appealed.

The enactment of Article XIII A of the California Constitution (Proposition 13) and subsequent legislative enactments effectively repeal the otherwise mandatory duty on the part of the City, under the 1915 Act, to levy and collect a special tax (in an amount necessary to meet delinquencies, but not to exceed ten cents on each \$100 of assessable property within the City in any one year) if other funds are not available to cover delinquencies.

In early 1990, the U.S. Supreme Court struck down as a violation of equal protection certain property tax assessment practices in West Virginia, which had resulted in vastly different assessments of similar properties. Since Article XIII A provides that property may only be assessed up to 2%, per year, except upon change of ownership or new construction, recent purchasers may pay substantially higher property taxes than long-time owners of comparable property in a community. The Supreme Court in the West Virginia case expressly declined to comment in any way on the constitutionality of Article XIII A.

Based on this decision, however, property owners in California brought three suits challenging the acquisition value assessment provisions of Article XIII A. Two cases involve residential property and one case involves commercial property. In all three cases, State trial and appellate courts have upheld the constitutionality of Article XIII A's assessment rules and concluded that the West Virginia case did not apply to California's laws. On June 3, 1991, the U.S. Supreme Court agreed to hear the appeal in the challenge relating to commercial property, but the plaintiff subsequently decided to drop the case.

On October 7, 1991, the U.S. Supreme Court granted the plaintiff's petition for a writ of certiorari and agreed to hear the *Nordlinger v. Lynch* case. On June 18, 1992, the U.S. Supreme Court affirmed the Nordlinger decision (112 U.S. 2326) of the California Court of Appeal, Second Appellate District, which previously held that Article XIII A does not violate the U.S. Constitution.

The City cannot predict whether any other pending or future challenges to the State's present system of property tax assessment will be successful, when the ultimate resolution of any challenge will occur, or the ultimate effect any decision regarding the State's present system of property tax assessment will have on the City's revenues or on the State's financial obligations to local governments.

Articles XIII C and XIII D of the California Constitution. Proposition 218, a state ballot initiative known as the "Right to Vote on Taxes Act," was approved by California voters on November 6, 1996. Proposition 218 added Articles XIII C and XIII D to the State Constitution, and, with the exception of certain provisions, Articles XIII C and XIII D became effective on November 6, 1996.

Among other things, Proposition 218 imposed certain voting requirements and other limitations on the imposition of new or increased taxes, assessments, and property-related fees and charges. Under Proposition 218 (i) all taxes imposed by local governments are deemed to be either general taxes, or special taxes, (ii) no local government may impose, extend, or increase any general tax unless and until such tax is submitted to the electorate and approved by a majority vote, and (iii) no local government may impose, extend, or increase any special tax unless and until such tax is submitted to the electorate and approved by a two-thirds vote. Special purpose districts, including community facilities districts and assessment districts, have no power to levy general taxes. The City believes that the issuance of the Bonds does not require the conduct of further proceedings under the Refunding Act, the 1915 Act, the 1913 Act, the Mello-Roos Act, or Proposition 218, as applicable, other than as described herein.

Proposition 218 provides that the initiative power shall “not be prohibited or otherwise limited in matters reducing or repealing any local tax, assessment, fee or charge...” Thus, Proposition 218 removes limitations on the initiative power in matters of, among other things, the Special Tax. Consequently, it is conceivable that the voters of the City or the District could, by future initiative, repeal, reduce, or prohibit the future imposition or increase of any Special Tax, subject to overriding federal constitutional principles relating to impairment of contracts.

Although the provisions of Article XIIC have not been interpreted by the courts, the City believes that the initiative power cannot be used to reduce or repeal the unpaid Special Tax that are pledged as security for payment of the Bonds or to otherwise interfere with the mandatory, statutory duty of the City and the County Auditor with respect to the unpaid Special Tax that are pledged as security for payment of the Bonds.

The Appellate District, Division One, issued its opinion in 2014 in *City of San Diego v. Melvin Shapiro, et al.* (228 Cal. App. 4th 756) (the “San Diego Decision”). The case involved a Convention Center Facilities District (the “CCFD”) established by the City of San Diego. The CCFD is a financing district much like a community facilities district established under the provisions of the Act. The CCFD is comprised of all of the real property in the entire City of San Diego. However, the special tax to be levied within the CCFD was to be levied only on hotel properties located within the CCFD.

The election authorizing the special tax was limited to owners of hotel properties and lessees of real property owned by a governmental entity on which a hotel is located. Thus, the election was not a registered voter election. Such approach to determining who would constitute the qualified electors of the CCFD was modeled after Section 53326(c) of the Act, which generally provides that, if a special tax will not be apportioned in any tax year on residential property, the legislative body may provide that the vote shall be by the landowners of the proposed district whose property would be subject to the special tax. The Court held that the CCFD special tax election was invalid under the California Constitution because Article XIII A, Section 4 thereof and Article XIIC, Section 2 thereof require that the electors in such an election be the registered voters within the district.

The facts of the San Diego Decision show that there were hundreds of thousands of registered voters within the CCFD (viz., all of the registered voters in the City of San Diego). There were no registered voters in the District at the time of formation. In the San Diego Decision, the Court expressly stated that it was not addressing the validity of landowner voting to impose special taxes pursuant to the Act in situations where there are fewer than 12 registered voters. Thus, by its terms, the Court’s holding does not apply to the Special Tax elections in the District. Moreover, Section 53341 of the Act provides that any “action or proceeding to attack, review, set aside, void or annul the levy of a special tax...shall be commenced within 30 days after the special tax is approved by the voters.” Similarly, Section 53359 of the Act provides that any action to determine the validity of bonds issued pursuant to the Act be brought within 30 days of the voters approving the issuance of such bonds. Voters in the District approved the Special Tax and the issuance of bonds on April 25, 2023. Based on Sections 53341 and 53359 of the Act and analysis of existing laws, regulations, rulings and court decisions, the City believes the Special Tax is being levied in accordance with the Rate and Method and the Act.

The interpretation and application of Proposition 218 will ultimately be determined by the courts with respect to a number of the matters discussed above, and it is not possible at this time to predict with certainty the outcome of such determination.

Ballot Initiatives

Under the California Constitution, the power of initiative is reserved to the voters for the purpose of enacting statutes and constitutional amendments. Articles XIII A, XIII B, XIII C, and XIII D of the California Constitution were adopted pursuant to measures qualified for the ballot pursuant to the State's constitutional initiative process, including through Proposition 13 in 1978, Proposition 218 in 1996 and Proposition 26 in 2010. From time to time, other initiative measures could be adopted by California voters. The adoption of any such initiative might place limitations on the ability of the State, the City, or other local agencies to increase revenues or to increase appropriations.

As described above, Proposition 218 was approved by California voters in 1996 and added Article XIII C to the California Constitution. On November 2, 2010, the voters of the State approved Proposition 26, known as the "Supermajority Vote to Pass New Taxes and Fees Act" ("Proposition 26"). Proposition 26, among other things, amends Article XIII C to the California Constitution principally to define what constitutes a "tax" under the limitations and requirements of that provision. Article XIII C imposes limitations on local governments when imposing certain taxes, including a requirement that the local government submit certain taxes to the electorate for its approval. Before Proposition 26, Article XIII C did not define the term "tax." Proposition 26 broadly defines a tax under Article XIII C to include "any levy, charge, or exaction of any kind imposed by a local government." Proposition 26 lists several exceptions to the definition of "tax," which include (a) a charge for a specific benefit or privilege, which does not exceed the reasonable costs of providing the benefit or privilege, (b) a charge for a government service or product, which does not exceed the reasonable costs of providing the service or product, (c) a charge for the reasonable regulatory costs of issuing licenses and permits, performing investigations, inspections, and audits, and the administrative enforcement thereof, (d) a charge for entrance to or use of local government property, or the purchase, rental, or lease of local government property, (e) a fine, penalty, or other monetary charge imposed as a result of a violation of law, (f) a charge imposed as a condition of property development, and (g) assessments and property-related fees imposed in accordance with the provisions of Article XIII D.

From time to time constitutional initiatives or other initiative measures may be adopted by California voters. The adoption of any such initiative might place limitations on the ability of the State or any political subdivision thereof, including the City, to increase revenues or to increase appropriations, or might affect the ability of the District to collect the Special Tax.

Maximum Special Tax

Within the limits of the Special Tax, the District may adjust the Special Tax levied on all property in the District to provide an amount required to pay interest on and principal of the Bonds, and the amount, if any, necessary to cure delinquencies and replenish the Reserve Fund to an amount equal to the Reserve Requirement for the respective Bonds and to pay Administrative Expenses. However, the amount of the Special Tax that may be levied against any property in the District is subject to the Maximum Special Tax applicable to it. There is no assurance that the Maximum Special Tax on the property in the District will be sufficient to pay the amounts required to be paid by the Indenture at all times. Additionally, pursuant to the Act, the Special Tax levied in any fiscal year against any parcel of residential property in the District may not be increased as a consequence of delinquency or default by the owners of any other parcels within the District 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. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS — Special Tax."

Payment of the Special Tax is Not a Personal Obligation of the Owners

An owner of a parcel of Taxable Property is not personally obligated to pay the Special Tax. Rather, the Special Tax is an obligation only against the parcel of Taxable Property. If the value of a parcel is not sufficient, taking into account other obligations also payable thereby, to fully secure the Special Tax, the District has no recourse against the owner.

Disclosures to Future Purchasers

The District has recorded a notice of the Special Tax Lien in the Office of the County Recorder. While title companies normally refer to such notices in title reports, there can be no guarantee that such reference will be made or, if made, that a prospective purchaser or lender will consider such Special Tax obligation in the purchase of a parcel of land, a home or a commercial or industrial facility in the District or the lending of money thereon. The Act requires the subdivider (or its agent or representative) of a subdivision to notify a prospective purchaser or long-term lessor of any lot, parcel, or unit subject to a Mello–Roos special tax of the existence and maximum amount of such special tax using a statutorily prescribed form. California Civil Code Section 1102.6b requires that in the case of transfers other than those covered by the above requirement, the seller must at least make a good faith effort to notify the prospective purchaser of the special tax lien in a format prescribed by statute. Failure by an owner of the property to comply with the above requirements, or failure by a purchaser or lessor to consider or understand the nature and existence of the Special Tax, could adversely affect the willingness and ability of the purchaser or lessor to pay the Special Tax when due.

Parity Taxes and Special Assessments

The ability or willingness of a property owner in the District to pay the Special Tax could be affected by the existence of other taxes and assessments imposed upon the property. The Special Tax and any penalties thereon will constitute a lien against the lots and parcels of land on which they will be annually imposed until they are paid. Such lien is on a parity with all special tax and special assessments levied by other agencies and is co-equal to and independent of the lien for general property taxes, other special taxes, and certain special assessments regardless of when they are imposed upon the same property. The Special Tax has priority over all existing and future private liens imposed on the property. In addition, other public agencies whose boundaries overlap those of the District could, with or in some circumstances without the consent of the owners of the land in the District, impose additional taxes or assessment liens on the property in the District in order to finance public improvements to be located inside or outside of the District.

The District has no control over the ability of other entities and districts to issue indebtedness secured by special tax or assessments payable from all or a portion of the property in the District. In addition, the City is not prohibited itself from establishing assessment districts, community facilities districts or other districts which might impose assessments or taxes against property in the District. In the event any additional improvements are financed pursuant to the establishment of an assessment district, community facilities district or other district, any taxes or assessments levied to finance such improvements will have a lien on a parity with the lien of the Special Tax. The imposition of additional liens on a parity with the Special Tax could reduce the ability or willingness of the property owners to pay the Special Tax and increase the possibility that foreclosure proceeds will not be adequate to pay delinquent Special Tax or the principal of and interest on the Bonds when due.

Depletion of Reserve Fund

The Reserve Fund is to be maintained at an amount equal to the Reserve Requirement. Money in said fund may be used to pay debt service on the Bonds in the event the proceeds of the levy and collection of the Special Tax against property in the District are insufficient. If funds in the Reserve Fund are used to pay debt service on the Bonds, the funds can be replenished from the proceeds of the levy and collection of the Special Tax that are in excess of the amount required to pay all amounts to be paid pursuant to the Indenture. However,

no replenishment from the proceeds of a levy of the Special Tax can occur as long as the proceeds that are collected from the levy of the Special Tax at the maximum tax rates, together with other available funds, remain insufficient to pay all such amounts. Thus, it is possible that the Reserve Fund will be depleted by its use to pay such amounts and will not be replenished by the levy of the Special Tax. There is no assurance that the amount in the Reserve Fund will, at any particular time, be sufficient to pay all such amounts or that any amounts of the Reserve Requirement used for debt service on the Bonds will be fully replenished from the proceeds of the levy and collection of the Special Tax.

Bankruptcy and Legal Delays

The payment of the Special Tax and the ability of the District to foreclose the lien of a delinquent unpaid tax, as discussed in “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS,” may be limited by bankruptcy, insolvency or other laws generally affecting creditors’ rights or by the laws of the State of California relating to judicial foreclosure. In addition, the prosecution of a foreclosure action could be delayed due to crowded local court calendars or delays in the legal process. The various legal opinions to be delivered concurrently with the delivery of the Bonds (including Bond Counsel’s approving legal opinion) will be qualified as to the enforceability of the various legal instruments by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors’ rights, by the application of equitable principles and by the exercise of judicial discretion in appropriate cases.

Although bankruptcy proceedings would not cause the obligation to pay the Special Tax to become extinguished, the bankruptcy of a property owner could result in a delay in prosecuting superior court foreclosure proceedings because federal bankruptcy laws may provide for an automatic stay of foreclosure and sale of tax sale proceedings. Any such delays could increase the likelihood of a delay or default in payment of the principal of and interest on the Bonds and the possibility of delinquent tax installments not being paid in full. Moreover, if the value of the subject property is less than the lien of the Special Tax, such excess could be treated as an unsecured claim by the bankruptcy court. Further, should remedies be exercised under the federal bankruptcy laws against Taxable Property, payment of the Special Tax may be subordinated to bankruptcy law priorities. Thus, certain claims may have priority over the Special Tax in a bankruptcy proceeding even though they would not outside of a bankruptcy proceeding.

FDIC/Federal Government Interests In Properties

The ability of the District to collect interest and penalties specified by the Act and to foreclose the lien of delinquent Special Tax may be limited in certain respects with regard to parcels in which the Federal Deposit Insurance Corporation (the “FDIC”), or other federal government entities such as Fannie Mae or Freddie Mac, has or obtains an interest.

In the case of the FDIC, in the event that any financial institution making a loan which is secured by parcels is taken over by the FDIC and the applicable Special Tax is not paid, the remedies available to the District may be constrained. The FDIC’s policy statement regarding the payment of state and local real property taxes (the “Policy Statement”) provides that taxes other than *ad valorem* taxes which are secured by a valid lien in effect before the FDIC acquired an interest in a property will be paid unless the FDIC determines that abandonment of its interests is appropriate. The Policy Statement provides that the FDIC generally will not pay installments of non-*ad valorem* taxes which are levied after the time the FDIC acquires its fee interest, nor will the FDIC recognize the validity of any lien to secure payment except in certain cases where the Resolution Trust Corporation had an interest in property on or prior to December 31, 1995. Moreover, the Policy Statement provides that, with respect to parcels on which the FDIC holds a mortgage lien, the FDIC will not permit its lien to be foreclosed out by a taxing authority without its specific consent, nor will the FDIC pay or recognize liens for any penalties, fines or similar claims imposed for the non-payment of taxes.

The FDIC has taken a position similar to that expressed in the Policy Statement in legal proceedings brought against Orange County, California, in United States Bankruptcy Court and in Federal District Court.

The Bankruptcy Court issued a ruling in favor of the FDIC on certain of such claims. Orange County appealed that ruling, and the FDIC cross-appealed. On August 28, 2001, the Ninth Circuit Court of Appeals issued a ruling favorable to the FDIC except with respect to the payment of pre-receivership liens based upon delinquent property tax.

The District is unable to predict what effect the application of the Policy Statement would have in the event of a delinquency with respect to parcels in which the FDIC has or obtains an interest, although prohibiting the lien of the FDIC to be foreclosed out at a judicial foreclosure sale would prevent or delay the foreclosure sale.

In the case of Fannie Mae and Freddie Mac, in the event a parcel of Taxable Property is owned by a federal government entity or federal government sponsored entity, such as Fannie Mae or Freddie Mac, or in the event a private deed of trust secured by a parcel of Taxable Property is owned by a federal government entity or federal government sponsored entity, such as Fannie Mae or Freddie Mac, the ability to foreclose on the parcel or to collect delinquent Special Tax may be limited. Federal courts have held that, based on the supremacy clause of the United States Constitution, in the absence of Congressional intent to the contrary, a state or local agency cannot foreclose to collect delinquent taxes or assessments if foreclosure would impair the federal government interest. This means that, unless Congress has otherwise provided, if a federal government entity owns a parcel of Taxable Property but does not pay taxes and assessments levied on the parcel (including the Special Tax), the applicable state and local governments cannot foreclose on the parcel to collect the delinquent taxes and assessments.

Moreover, unless Congress has otherwise provided, if the federal government has a mortgage interest in the parcel and the District wishes to foreclose on the parcel as a result of delinquent Special Tax, the property cannot be sold at a foreclosure sale unless it can be sold for an amount sufficient to pay delinquent taxes and assessments on a parity with the Special Tax and preserve the federal government's mortgage interest.

The District's remedies may also be limited in the case of delinquent Special Tax with respect to parcels in which other federal agencies (such as the Internal Revenue Service and the Drug Enforcement Administration) have or obtain an interest.

Geologic, Topographic and Climatic Conditions

The District, like all California communities, may be subject to unpredictable seismic activity, fires, flood, or other natural disasters. Southern California is a seismically active area. Seismic activity represents a potential risk for damage to buildings, roads, bridges and property within the District. In addition, land susceptible to seismic activity may be subject to liquefaction during the occurrence of such event.

Like all of Southern California, the land within the District is subject to seismic activity. The District is not located in a County Designated Fault Zone or an Earthquake Fault Zone Boundary. However, faults that have the potential to generate the strongest ground shaking in the Fontana area include the Cucamonga (thrust fault), the San Jacinto (strike-slip fault), and the San Andreas (strike-slip) fault. The Cucamonga fault is an active fault that crosses the northern portion of the City, trending northwest along the foot of the San Gabriel Mountains. The Lytle Creek Branch of the San Jacinto Fault is an active fault that crosses the extreme northeast portion of the City in a southeastern direction. There are several other faults that border the Lytle Creek alluvial basin, including the Chino, San Andreas and San Jacinto faults.

The Federal Emergency Management Agency has determined that the District is located in a Zone "X" flood area (an area determined to be outside of the 0.2 percent annual chance floodplain), and flood insurance will not be required.

In recent years, wildfires have caused extensive damage throughout the State. The last major wildfire in the vicinity of the City was the Grand Prix Fire in October 2003. There have been smaller fires, such as the

147-acre Sierra Fire that burned in November 2018, the 277-acre Karen Fire in July 2020 and the Sierra Fire that burned in June 2024. Per the City's General Plan and Zoning Map, the District is within a fire overlay zone, which, per the State of California's Fire Hazard Map, is within a Local Responsibility Area with the recommendation for the site to be partially in a high and partially in a very high fire severity zone.

While fire breaks and fire roads have been incorporated into the development, recently insurance companies have been leaving California high fire zones. It is the Appraiser's understanding fire insurance is currently available on the subject homes. Due to the current insurance atmosphere in California, it is an extraordinary assumption that fire insurance will continue to be available.

Some commentators believe that climate change will lead to even more frequent and more damaging wildfires in the future. Property damage due to wildfire could result in a significant decrease in the market value of property in the District and in the ability or willingness of property owners to pay the Special Tax.

In the event of a severe earthquake, fire, flood or other natural disaster, there may be significant damage to both property and infrastructure in the District. As a result, a substantial portion of the property owners may be unable or unwilling to pay the Special Tax when due. In addition, the value of land in the District could be diminished in the aftermath of one or more of such events, reducing the resulting proceeds of foreclosure sales in the event of delinquencies in the payment of the Special Tax.

Hazardous Substances

While governmental taxes, assessments, and charges are a common claim against the value of a parcel of Taxable Property, other less common claims may be relevant. One example is a claim with regard to a hazardous substance.

In general, the owners and operators of a parcel of Taxable Property may be required by law to remedy conditions of the parcel relating to releases or threatened releases of hazardous substances. The federal Comprehensive Environmental Response, Compensation and Liability Act of 1980, sometimes referred to as "CERCLA" or the "Superfund Act," is the most well-known and widely applicable of these laws, but California laws with regard to hazardous substances are also stringent and similar. Under many of these laws, the owner (or operator) is obligated to remedy a hazardous substance condition of property whether or not the owner (or operator) has anything to do with creating or handling the hazardous substance. The effect, therefore, should any of the Taxable Property be affected by a hazardous substance is to reduce the marketability and value of the parcel by the costs of remedying the condition, because the purchaser, upon becoming owner, will become obligated to remedy the condition just as is the seller. Further, such liabilities may arise not simply from the existence of a hazardous substance but from the method of handling it. All of these possibilities could significantly affect the value of the property that is realizable upon a delinquency and foreclosure.

While the District is not aware that the owner (or operator) of any of Taxable Property has such a current liability with respect to any of the Taxable Property, it is possible that such liabilities do currently exist and that the District is not aware of them. Lennar Homes has also represented to the District that it is not aware of any substances currently classified as hazardous by the federal government or the State located on its property within the District.

Further, it is possible that liabilities may arise in the future with respect to any of the Taxable Property resulting from the existence, currently, on the parcel of a substance presently classified as hazardous but which has not been released or the release of which is not presently threatened, or may arise in the future resulting from the existence, currently, on the parcel of a substance not presently classified as hazardous but which may in the future be so classified. Further, such liabilities may arise not simply from the existence of a hazardous substance but from the method of handling it. All of these possibilities could significantly affect the value of a parcel of Taxable Property that is realizable upon a delinquency.

No Acceleration Provision

The Indenture does not contain a provision allowing for the acceleration of the Bonds in the event of a payment default or other default under the terms of the Bonds or the Indenture.

Bonds Are Limited Obligations

Neither the faith and credit nor the taxing power of the District (except to the limited extent set forth in the Indenture), the City, the State or any political subdivision thereof is pledged to the payment of the Bonds or any Additional Bonds. The Bonds are limited obligations of the District; and, except as provided in the Indenture, they are payable solely from Net Special Tax Revenues and the other assets pledged therefore under the Indenture. Net Special Tax Revenues could be insufficient to pay debt service on the Bonds as a result of delinquencies in the payment of the Special Tax or the insufficiency of proceeds derived from the sale of land within the District following a delinquency in the payment of the applicable Special Tax. The District has no obligation to pay debt service on the Bonds in the event of insufficient Net Special Tax Revenues, except to the extent that money is available for such purpose in the Reserve Fund. The District's only obligation with respect to delinquent Special Tax is to pursue judicial foreclosure proceedings under the circumstances described in the Indenture. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS — Covenant for Superior Court Foreclosure."

Loss of Tax Exemption

As discussed under "TAX MATTERS," interest on the Bonds could become includable in gross income for purposes of federal income taxation retroactive to the date of issuance, as a result of acts or omissions of the District subsequent to the issuance of the Bonds in violation of the District's covenants with respect to the Bonds. Should interest become includable in gross income, the Bonds are not subject to redemption by reason thereof and will remain outstanding until maturity or unless earlier redeemed pursuant to optional or mandatory redemption or redemption upon prepayment of the Special Tax.

Potential Early Redemption of Bonds from Special Tax Prepayments

Property owners within the District are permitted to prepay their Special Tax at any time. Such payments will result in a mandatory redemption of Bonds from Special Tax prepayments on the Interest Payment Date for which timely notice may be given under the Indenture following the receipt of such Special Tax prepayment. The resulting redemption of Bonds purchased at a price greater than par could reduce the otherwise expected yield on such Bonds. See "THE BONDS — Redemption — *Mandatory Redemption from Special Tax Prepayments.*"

Cybersecurity

The City, like many other public and private entities, relies on a large and complex technology environment to conduct its operations. As a recipient and provider of personal, private, or sensitive information, the City is subject to multiple cyber threats including, but not limited to, hacking, viruses, malware and other attacks on computer and other sensitive digital networks and systems. Entities or individuals may attempt to gain unauthorized access to the City's digital systems for the purposes of misappropriating assets or information or causing operational disruption and damage. To date, the City has not experienced an attack on its computer operating systems which resulted in a breach of its cybersecurity systems that are in place. However, no assurances can be given that the City's efforts to manage cyber threats and attacks will be successful or that any such attack will not materially impact the operations or finances of the City.

In May 2021, a public facing web server of the City that was responsible for building permit and inspection scheduling was compromised. The system contained vendor and database account credentials that were promptly changed. An investigation revealed that the credentials had not been used since the compromise

and that changing the credentials prevented any further unauthorized access. All traces of the compromise were removed. Mitigation measures, including a web application firewall and Secure Sockets Layer (SSL) decryption, were put into place to prevent future compromises and additional prevention measures have been implemented. No data was lost and no damage to any systems, financial or otherwise, occurred. There were no costs associated with remediation.

Impact of Economic Conditions on the Development in the District

Certain events and factors which negatively affect the regional, State and national economies could have an adverse effect on the pace at which Lennar Homes is able to complete and sell homes and demand by and the ability of individuals to purchase homes within the District. Such events and factors could include rising inflation and interest rates, persistent supply chain issues, further impacts of the COVID-19 pandemic and global market instability caused by the war in Ukraine. Any adverse impact of the foregoing and other economic factors on the projects in the District and the real estate market in general cannot be predicted.

Amid an unexpected run on deposits, the Federal Deposit Insurance Corporation (the “FDIC”) announced on March 10, 2023 that it had been appointed as receiver for Silicon Valley Bank (“SVB”), a large California bank and the 16th largest bank in the United States, and was liquidating SVB as a going concern. Additionally, on March 12, 2023, the FDIC announced that it had been appointed as receiver for Signature Bank, another large regional bank. However, the United States Treasury Department, the Federal Reserve and the FDIC issued a joint statement that all deposits at both institutions would be honored, regardless of dollar amount. On March 26, 2023, First Citizens BancShares announced that it would acquire SVB. On May 1, 2023, the FDIC announced that it had been appointed as receiver for First Republic Bank and reached a purchase and assumption agreement with JPMorgan Chase Bank, National Association, to assume all of the deposits and substantially all of the assets of First Republic Bank. Due to the failures of SVB, Signature Bank, and First Republic Bank, there has been uncertainty and concern in the financial markets that there may be additional bank liquidity issues.

Lennar Homes expects to use internally generated funds (which may include home sales proceeds and funding from its parent company) to complete its development in the District. However, the uncertainty in the financial markets may affect homebuyers’ willingness or ability to obtain financing for the purchase of new homes within the District, which, in turn, could impact Lennar Homes’ ability or determination to complete its development in the District in the budget and timeframe described herein. See “PROPERTY OWNERSHIP AND THE DEVELOPMENT.”

CONTINUING DISCLOSURE

Pursuant to a Continuing Disclosure Agreement (the “District Continuing Disclosure Agreement”) with U.S. Bank Trust Company, National Association, in its capacity as Trustee and in its capacity as dissemination agent, the District has agreed to provide, or cause to be provided, to the Electronic Municipal Market Access System of the Municipal Securities Rulemaking Board, which can be found on the Internet at www.emma.msrb.org (“EMMA”), on an annual basis certain financial information and operating data concerning the District. The District has further agreed to provide notice to EMMA of certain listed events. The District’s covenants have been made in order to assist the Underwriter in complying with the Rule.

The District has not previously entered into any undertaking with respect to the Rule. However, the City, as well as the Fontana Public Financing Authority (the “Authority”), the Fontana Public Facilities Financing Authority (the “Facilities Authority”), the Successor Agency to the Fontana Redevelopment Agency (the “Successor Agency”) and various community facilities districts within the City (each, a “CFD”), all of which are entities with the City Council as the legislative body, have entered into numerous continuing disclosure undertakings.

Except as described below, within the last five years, the City and its related entities have complied in all material respects with its undertakings under the Rule: (i) the Authority and the Facilities Authority with respect to their respective bond issues and 12 CFDs with respect to each such CFD's bond issue(s) filed the City's Fiscal Year 2019-20 audited financial statements late and failed to file unaudited financial statements on or before the deadlines therefore; (ii) 12 CFDs with respect to each such CFDs' bond issue(s) and the Facilities Authority with respect to its bond issues filed unaudited financial statements for Fiscal Year 2020-21 but did so after the deadline for meeting those continuing disclosure obligations; the audited financial statements were subsequently filed to EMMA when they became available; (iii) the Successor Agency with respect to its bonds filed unaudited financial statements for Fiscal Year 2020-21 prior to the deadline therefore and posted audited financial statements when such document became available; (iv) the Successor Agency with respect to its bonds filed its Fiscal Year 2022 audited financial statements late and failed to file unaudited financial statements on or before the deadline therefore; (v) with respect to its Fiscal Year 2021-22 disclosure, the Facilities Authority filed unaudited financial information when its audited financial statements were not available, but such filing excluded certain required information typically included in audited financial statements; the Fiscal Year 2021-22 audited financial statements were subsequently posted to EMMA when they became available; (vi) a CFD failed to file one annual report for one issue of bonds for which the official statement relating to such bonds contained all of the information required to be contained in such report; (vii) the Facilities Authority with respect to two bond issues filed the City's Fiscal Year 2022-23 audited financial statements six days late and failed to file unaudited financial statements on or before the deadlines therefor; and (viii) the District is aware that not all of the required information was included with respect to a number of annual report filings by the City, the Authority, the Successor Agency and several CFDs, including required tabular information.

The City has since made filings on behalf of itself and its related entities to correct material omissions with respect to the filings that were required to have been made within the past five years and has adopted written procedures to ensure future compliance with the City's disclosure undertakings and those of its related entities.

Except as disclosed in this Official Statement, within the last five years, the City, the Successor Agency, the Facilities Authority and the Authority have not failed to timely comply with their respective prior continuing disclosure obligations under the Rule in all material respects. The full text of the form of the District Continuing Disclosure Agreement is set forth in Appendix G.

TAX MATTERS

In the opinion of Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the District ("Bond Counsel"), based upon an analysis of existing laws, regulations, rulings and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the "Code") and is exempt from State of California personal income taxes. Bond Counsel is of the further opinion that interest on the Bonds is not a specific preference item for purposes of the federal individual alternative minimum tax. Bond Counsel observes that interest on the Bonds included in adjusted financial statement income of certain corporations is not excluded from the federal corporate alternative minimum tax. Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Bonds. A complete copy of the proposed form of opinion of Bond Counsel is set forth in APPENDIX D hereto.

To the extent the issue price of any maturity of the Bonds is less than the amount to be paid at maturity of such Bonds (excluding amounts stated to be interest and payable at least annually over the term of such Bonds), the difference constitutes "original issue discount," the accrual of which, to the extent properly allocable to each Beneficial Owner thereof, is treated as interest on the Bonds which is excluded from gross income for federal income tax purposes and exempt from State of California personal income taxes. For this purpose, the issue price of a particular maturity of the Bonds is the first price at which a substantial amount of such maturity of the Bonds is sold to the public (excluding bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers). The original issue discount with respect to any

maturity of the Bonds accrues daily over the term to maturity of such Bonds on the basis of a constant interest rate compounded semiannually (with straight-line interpolations between compounding dates). The accruing original issue discount is added to the adjusted basis of such Bonds to determine taxable gain or loss upon trade or business disposition (including sale, redemption, or payment on maturity) of such Bonds. Beneficial Owners of the Bonds should consult their own tax advisors with respect to the tax consequences of ownership of Bonds with original issue discount, including the treatment of Beneficial Owners who do not purchase such Bonds in the original offering to the public at the first price at which a substantial amount of such Bonds is sold to the public.

Bonds purchased, whether at original issuance or otherwise, for an amount higher than their principal amount payable at maturity (or, in some cases, at their earlier call date) (“Premium Bonds”) will be treated as having amortizable bond premium. No deduction is allowable for the amortizable bond premium in the case of bonds, like the Premium Bonds, the interest on which is excluded from gross income for federal income tax purposes. However, the amount of tax-exempt interest received, and a Beneficial Owner’s basis in a Premium Bond, will be reduced by the amount of amortizable bond premium properly allocable to such Beneficial Owner. Beneficial Owners of Premium Bonds should consult their own tax advisors with respect to the proper treatment of amortizable bond premium in their particular circumstances.

The Code imposes various restrictions, conditions and requirements relating to the exclusion from gross income for federal income tax purposes of interest on obligations such as the Bonds. The District has made certain representations and covenanted to comply with certain restrictions, conditions and requirements designed to ensure that interest on the Bonds will not be included in federal gross income. Inaccuracy of these representations or failure to comply with these covenants may result in interest on the Bonds being included in gross income for federal income tax purposes, possibly from the date of original issuance of the Bonds. The opinion of Bond Counsel assumes the accuracy of these representations and compliance with these covenants. Bond Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken), or events occurring (or not occurring), or any other matters coming to Bond Counsel’s attention after the date of issuance of the Bonds may adversely affect the value of, or the tax status of interest on, the Bonds. Accordingly, the opinion of Bond Counsel is not intended to, and may not, be relied upon in connection with any such actions, events or matters.

Although Bond Counsel is of the opinion that interest on the Bonds is excluded from gross income for federal income tax purposes and is exempt from State of California personal income taxes, the ownership or disposition of, or the accrual or receipt of amounts treated as interest on, the Bonds may otherwise affect a Beneficial Owner’s federal, state or local tax liability. The nature and extent of these other tax consequences depends upon the particular tax status of the Beneficial Owner or the Beneficial Owner’s other items of income or deduction. Bond Counsel expresses no opinion regarding any such other tax consequences.

Current and future legislative proposals, if enacted into law, clarification of the Code or court decisions may cause interest on the Bonds to be subject, directly or indirectly, in whole or in part, to federal income taxation or to be subject to or exempted from state income taxation, or otherwise prevent Beneficial Owners from realizing the full current benefit of the tax status of such interest. The introduction or enactment of any such legislative proposals or clarification of the Code or court decisions may also affect, perhaps significantly, the market price for, or marketability of, the Bonds. Prospective purchasers of the Bonds should consult their own tax advisors regarding the potential impact of any pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel expresses no opinion.

The opinion of Bond Counsel is based on current legal authority, covers certain matters not directly addressed by such authorities, and represents Bond Counsel’s judgment as to the proper treatment of the Bonds for federal income tax purposes. It is not binding on the Internal Revenue Service (“IRS”) or the courts. Furthermore, Bond Counsel cannot give and has not given any opinion or assurance about the future activities of the District, or about the effect of future changes in the Code, the applicable regulations, the interpretation

thereof or the enforcement thereof by the IRS. The District has covenanted, however, to comply with the requirements of the Code.

Bond Counsel's engagement with respect to the Bonds ends with the issuance of the Bonds, and, unless separately engaged, Bond Counsel is not obligated to defend the District or the Beneficial Owners regarding the tax-exempt status of the Bonds in the event of an audit examination by the IRS. Under current procedures, Beneficial Owners would have little, if any, right to participate in the audit examination process. Moreover, because achieving judicial review in connection with an audit examination of tax-exempt bonds is difficult, obtaining an independent review of IRS positions with which the District legitimately disagrees, may not be practicable. Any action of the IRS, including but not limited to selection of the Bonds for audit, or the course or result of such audit, or an audit of bonds presenting similar tax issues may affect the market price for, or the marketability of, the Bonds, and may cause the District or the Beneficial Owners to incur significant expense.

Payments on the Bonds generally will be subject to U.S. information reporting and possibly to "backup withholding." Under Section 3406 of the Code and applicable U.S. Treasury Regulations issued thereunder, a non-corporate Beneficial Owner of Bonds may be subject to backup withholding with respect to "reportable payments," which include interest paid on the Bonds and the gross proceeds of a sale, exchange, redemption, retirement or other disposition of the Bonds. The payor will be required to deduct and withhold the prescribed amounts if (i) the payee fails to furnish a U.S. taxpayer identification number ("TIN") to the payor in the manner required, (ii) the IRS notifies the payor that the TIN furnished by the payee is incorrect, (iii) there has been a "notified payee underreporting" described in Section 3406(c) of the Code or (iv) the payee fails to certify under penalty of perjury that the payee is not subject to withholding under Section 3406(a)(1)(C) of the Code. Amounts withheld under the backup withholding rules may be refunded or credited against a Beneficial Owner's federal income tax liability, if any, provided that the required information is timely furnished to the IRS. Certain Beneficial Owners (including among others, corporations and certain tax-exempt organizations) are not subject to backup withholding. The failure to comply with the backup withholding rules may result in the imposition of penalties by the IRS.

ABSENCE OF LITIGATION

In connection with the issuance of the Bonds, the City Attorney of the City will deliver a certificate to the effect that, to the best of the City Attorney's knowledge, after due inquiry and investigation, there is no action, suit, proceeding or investigation at law or in equity before or by any court, public board or body, pending or threatened, or any unfavorable decision, ruling or finding, against or affecting the City or the District, which would adversely impact the ability of the City or the District to complete the transactions described in, or contemplated by, the Indenture or this Official Statement, restrain or enjoin the collection of the Special Tax, or in any way contest or affect the validity of the Bonds, the Indenture, the Special Tax, or the transactions described herein.

ABSENCE OF RATINGS

The District has not made, and does not contemplate making, application to any rating organization for a rating on the Bonds.

CERTAIN LEGAL MATTERS

Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the District, will render an opinion with respect to the validity and enforceability of the Indenture and as to the validity of the Bonds. A copy of the form of such approving opinion is attached hereto as Appendix D. Bond Counsel has not undertaken any responsibility for the accuracy, completeness or fairness of the Official Statement or other offering materials relating to the Bonds and expresses no opinion relating thereto. Certain legal matters will be passed upon for the City by the City Attorney and by Stradling Yocca Carlson & Rauth LLP, Newport Beach, California, as Disclosure Counsel.

Certain legal matters will be passed upon for the Underwriter by its counsel, Anzel Galvan LLP, San Francisco, California.

Although it is serving as Bond Counsel to the District in connection with the issuance and sale of the Bonds, Bond Counsel represents the Underwriter in connection with other financings and matters unrelated to the Bonds. Disclosure Counsel and the City Attorney also represent the Underwriter in connection with other financings and matters unrelated to the Bonds.

UNDERWRITING

The Bonds are being purchased by Stifel, Nicolaus & Company, Incorporated (the “Underwriter”). The Underwriter has agreed to purchase the Bonds at a price of \$_____, being the \$_____ principal amount, [plus/less] [net] original issue [premium/discount] of \$_____ and less an Underwriter’s discount of \$_____. The Bond Purchase Agreement relating to the Bonds provides that the Underwriter will purchase all of the Bonds if any are purchased, the obligation to make such purchase being subject to certain terms and conditions set forth in the Bond Purchase Agreement, the approval of certain legal matters by counsel and certain other conditions. The Underwriter’s compensation is contingent upon the successful issuance of the Bonds.

Under certain circumstances, the Underwriter may offer and sell Bonds to certain dealers and others at prices lower than the offering prices stated on the inside front cover page hereof. The offering prices may be changed from time to time by the Underwriter.

FINANCIAL INTERESTS

The fees being paid to the Municipal Advisor, Bond Counsel, Disclosure Counsel, Underwriter, and Underwriter’s Counsel are contingent upon the issuance and delivery of the Bonds.

MUNICIPAL ADVISOR

The District has retained CSG Advisors Incorporated, San Francisco, California, as municipal advisor (the “Municipal Advisor”) for the sale of the Bonds. The Municipal Advisor is not obligated to undertake, and has not undertaken to make, an independent verification or to assume any responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement.

CSG Advisors Incorporated is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal or other public securities.

ADDITIONAL INFORMATION

The purpose of this Official Statement is to supply information to prospective buyers of the Bonds. Quotations and summaries and explanations of the Bonds and documents contained in this Official Statement do not purport to be complete, and reference is made to such documents for full and complete statements and their provisions.

The execution and delivery of this Official Statement by the City Manager of the City has been duly authorized by the City Council of the City of Fontana acting in its capacity as the legislative body of the District.

CITY OF FONTANA COMMUNITY FACILITIES
DISTRICT NO. 112 (THE GARDENS PHASE ONE)

By: _____
City Manager

APPENDIX A

RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX

RATE AND METHOD OF APPORTIONMENT FOR CITY OF FONTANA COMMUNITY FACILITIES DISTRICT NO. 112 (THE GARDENS PHASE ONE)

A Special Tax as hereinafter defined shall be levied on all Assessor's Parcels of Taxable Property in City of Fontana Community Facilities District No. 112 (The Gardens Phase One) ("CFD No. 112") and collected each Fiscal Year, in an amount determined by the City Council of the City of Fontana, through the application of the Rate and Method of Apportionment as described below. All of the real property in CFD No. 112, 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 expressed in acres 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 map or the land area calculated to the reasonable satisfaction of the CFD Administrator using the boundaries set forth on such map or plan. For residential dwelling units within a condominium plan, the Acres applicable to each residential dwelling unit shall be determined by dividing (i) the Acres of the underlying lot or parcel on which the residential dwelling unit is constructed or to be constructed, by (ii) the total number of residential dwelling units constructed or to be constructed on such lot or parcel. The square footage of an Assessor's Parcel is equal to the Acreage of such parcel multiplied by 43,560.

"Act" means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Part 1, Division 2 of Title 5 (commencing with Section 53311) of the California Government Code.

"Administrative Expenses" means the following actual or reasonably estimated costs directly related to the administration of CFD No. 112, including but not limited to: 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. 112 or any designee thereof of complying with arbitrage rebate requirements with respect to the Special Tax and CFD No. 112 Bonds; the costs to the City, CFD No. 112 or any designee thereof of complying with disclosure requirements of the City, CFD No. 112 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 City, CFD No. 112, or any designee thereof related to the reduction of the Assigned Facilities Special Tax and Backup Facilities Special Tax in accordance with Section C.1 herein; the costs of the City, CFD No. 112 or any designee thereof related to an appeal of the Special Tax; and the City's annual administration fees and third party expenses related to CFD No. 112 Bonds. Administrative Expenses shall also include amounts estimated or advanced by the City or CFD No. 112 for any other administrative purposes of CFD No. 112, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure of delinquent Special Taxes.

“Assessor” means the Assessor of the County.

“Assessor’s Parcel” means a lot or parcel to which an Assessor’s parcel number is assigned as determined from an Assessor’s Parcel Map or the applicable assessment roll.

“Assessor’s Parcel Map” means an official map of the Assessor designating parcels by Assessor’s Parcel number.

“Assigned Facilities Special Tax” means the applicable Facilities Special Tax for (i) Residential Property as determined in accordance with Section C.1.a.(2) herein, and (ii) Non-Residential Property as determined in accordance with Section C.1.a.(3) herein.

“Assigned Services Special Tax” means the Services Special Tax, determined in accordance with Section C.2.b herein, that can be levied in any Fiscal Year on any Assessor’s Parcel of Developed Property.

“Authorized Facilities” means those facilities eligible to be funded by CFD No. 112.

“Authorized Services” means those services eligible to be funded by CFD No. 112 in accordance with the Act, including, but not limited to, fire protection and suppression services, maintenance and lighting of parks, parkways, streets, roads and open space, flood and storm protection services and maintenance and operation of any real property or other tangible property with an estimated useful life of five or more years that is owned by the City.

“Backup Facilities Special Tax” means the Facilities Special Tax applicable to each Assessor’s Parcel of Developed Property, as determined in accordance with Section C.1.a.(4) herein.

“Buildout” means, for CFD No. 112, that all expected building permits for residential dwelling units and/or non-residential development to be constructed within CFD No. 112 have been issued, as determined by the CFD Administrator.

“CFD Administrator” means an official of the City, or designee thereof, responsible for determining the Special Tax Requirement for Facilities and the Special Tax Requirement for Services, providing for the levy and collection of the Special Taxes, and performing other duties as set forth herein.

“CFD No. 112” means City of Fontana Community Facilities District No. 112 (The Gardens Phase One).

“CFD No. 112 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. 112 and secured by the Facilities Special Tax levy on property within the boundaries of CFD No. 112 under the Act.

“City” means the City of Fontana, California.

“Contractual Impositions” means (a) a voluntary contractual assessment established and levied on an Assessor’s Parcel pursuant to Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code (commencing with Section 5898.10 *et seq.*), as amended from time to time, (b) a special tax established and levied on an Assessor’s Parcel pursuant to Section 53328.1 of the California Government Code and related provisions of the Act, as amended from time to time, and (c) any other fee, charge, tax or assessment established and levied on an individual Assessor’s Parcel pursuant to a contractual agreement or other voluntary consent by the owner thereof.

“Council” means the City Council of the City acting as the legislative body of CFD No. 112.

“County” means the County of San Bernardino.

“Developed Property” means, for each Fiscal Year, (i) with respect to the Facilities Special Tax, all Taxable Property, exclusive of Taxable Public Property and Taxable Property Owner Association Property, for which a building permit for new construction, other than the construction of a garage, parking lot, or parking structure, was issued after January 1, 2023 and on or before May 1 of the Fiscal Year preceding the Fiscal Year for which the Facilities Special Taxes are being levied, and (ii) with respect to the Services Special Tax, all Taxable Property, exclusive of Taxable Public Property and Taxable Property Owner Association Property, (a) for which the Final Residential Subdivision was recorded prior to the Fiscal Year for which the Services Special Taxes are being levied, or (b) for which a building permit has been issued with respect to Non-Residential Property on or before May 1 of the Fiscal Year preceding the Fiscal Year for which the Services Special Taxes are being levied.

“Facilities Special Tax” means the special tax to be levied in each Fiscal Year on each Assessor’s Parcel of Taxable Property within CFD No. 112 to fund the Special Tax Requirement for Facilities, as set forth in Section C.1 herein.

“Final Residential Subdivision” means a Final Subdivision that creates individual lots for which building permits may be issued for residential dwelling units without further subdivision of such property.

“Final Subdivision” means (i) a subdivision of property by recordation of a final map, parcel map, or lot line adjustment 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 4285 that creates an individual lot(s) for which a building permit(s) may be issued without further subdivision. The term “Final Subdivision” 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. Notwithstanding the above, a condominium plan for which one or more building permits have been issued, but no individual lots have been created for such building permits, shall be considered a Final Subdivision, and the portion of the condominium plan for which building permits have been issued shall be defined as Developed Property.

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

“Indenture” means the indenture, fiscal agent agreement, trust agreement, resolution or other instrument pursuant to which CFD No. 112 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 5, or Table 6 herein.

“Lower Income Households Welfare Exemption Property” means, for each Fiscal Year, an Assessor’s Parcel within the boundaries of CFD No. 112 that is subject to a welfare exemption under subdivision (g) of Section 214 of the California Revenue and Taxation Code (or any successor statute), as indicated in the County’s assessment roll finalized as of the last preceding January 1.

“Maximum Facilities Special Tax” means the maximum Facilities Special Tax, determined in accordance with Section C.1 herein, that can be levied in any Fiscal Year on any Assessor’s Parcel of Taxable Property.

“Maximum Services Special Tax” means the maximum Services Special Tax, determined in accordance with Section C.2 herein, that can be levied in any Fiscal Year on any Assessor’s Parcel of Developed Property.

“Minimum Sale Price” means the minimum price at which any parcel in a given Land Use Class has sold or is expected to be sold in a normal marketing environment and shall not include prices for such parcels that are sold at a discount to expected sales prices for the purpose of stimulating the initial sales activity with respect to such Land Use Class.

“Non-Residential Property” means all Assessor’s Parcels of Developed Property for which a building permit(s) has been issued by the City permitting the construction of one or more non-residential structures or facilities.

“One Story Residential Property” means an Assessor’s Parcel of Residential Property containing a one-story residential dwelling unit as set forth in the building permit(s) issued for such Assessor’s Parcel and/or as set forth in the appropriate records kept by the Building and Safety Department of the City, or other applicable City department, as determined by the CFD Administrator.

“Outstanding Bonds” means all CFD No. 112 Bonds which are outstanding under the Indenture.

“Planning Area” means an area designated with the letters “P.A.” as shown on Exhibit B.

“Price Point Consultant” means any consultant or firm of such consultants selected by CFD No. 112 that (a) has substantial experience in performing price point studies for residential dwelling units within community facilities districts or otherwise estimating or confirming pricing for residential dwelling units in community facilities districts, (b) has recognized expertise in analyzing economic and real estate data that relates to the pricing of residential dwelling units in community facilities districts, (c) is in fact independent and not under the control of CFD No. 112 or the City, (d) does not have any substantial interest, direct or indirect, with or in (i) CFD No. 112, (ii) the City, (iii) any owner of real property in CFD No. 112, or (iv) any real property in CFD No. 112, and (e) is not connected with CFD No. 112 or the City as an officer or employee thereof, but who may be regularly retained to make reports to CFD No. 112 or the City.

“Price Point Study” means a price point study or a letter updating a previous price point study prepared by the Price Point Consultant pursuant to Section C herein.

“Property Owner Association Property” means, for each Fiscal Year, (i) any property within the boundaries of CFD No. 112 for which the owner of record, as determined from the County’s assessment roll for the Fiscal Year in which the Special Tax is being levied, is a property owner’s association, including any master or sub-association, or (ii) any property located in a Final Subdivision that was recorded as of the January 1 preceding the Fiscal Year in which the Special Tax is being levied and which, as determined from such Final Subdivision, is or will be open space, a common area recreation facility, or a private street. 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 that the ratio of the actual Facilities Special Tax levy to the Assigned Facilities Special Tax is equal for all Assessor’s Parcels of Developed Property, and that the ratio of the actual Services Special Tax levy to the Assigned Services Special Tax is equal for all Assessor’s Parcels of Developed Property. For Undeveloped Property, “Proportionately” means that the ratio of the actual Facilities Special Tax levy per Acre to the Maximum Facilities Special Tax per Acre is equal for all Assessor’s Parcels of Undeveloped Property. The term “Proportionately” shall similarly be applied to other categories of Taxable Property as listed in Section D herein.

“Public Property” means, for each Fiscal Year, any property within the boundaries of CFD No. 112 that is (i) owned by, irrevocably offered or dedicated to the federal government, the State, the County, the City, or any local government or other public agency, 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 according to its use; or (ii) encumbered by a public utility easement making impractical its use for any purpose other than that set forth in the easement.

“Rate and Method of Apportionment” means this Rate and Method of Apportionment for CFD No. 112.

“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 for an Assessor’s Parcel shall be as set forth in the building permit(s) issued for such Assessor’s Parcel and/or as set forth in the appropriate records kept by the Building and Safety Department of the City, or other applicable City department, as determined by the CFD Administrator.

“Residential Property” means all Assessor’s Parcels of Developed Property for which a building permit(s) has been issued by the City permitting the construction thereon of one or more residential dwelling units.

“Services Special Tax” means the special tax to be levied in each Fiscal Year on each Assessor’s Parcel of Developed Property within CFD No. 112 to fund the Special Tax Requirement for Services, as set forth in Section C.2 herein.

“Special Tax” or “Special Taxes” means the Facilities Special Tax and/or Services Special Tax, as applicable.

“Special Tax Requirement for Facilities” means, for any Fiscal Year, that amount required, after taking into account available amounts held in the funds and accounts under the Indenture, for the following items: (i) debt service on all Outstanding Bonds due in the calendar year commencing in such Fiscal Year; (ii) periodic costs with respect to the CFD No. 112 Bonds, including but not limited to, costs of credit enhancement and federal rebate payments due in the calendar year commencing in such Fiscal Year; (iii) pay all or a portion of Administrative Expenses; (iv) any amounts required to establish or replenish any reserve funds for all Outstanding Bonds; (v) without duplicating any amounts described in clause (iv), above, reasonably anticipated Facilities Special Tax delinquencies based on the delinquency rate for the Facilities Special Tax in the previous Fiscal Year, as said levy for delinquencies shall be limited by the Act; and (vi) pay directly for the acquisition or construction of Authorized Facilities, provided that the inclusion of such amount does not increase the Facilities Special Tax levy beyond the first step in Section D.1 herein.

“Special Tax Requirement for Services” means that amount required in any Fiscal Year for CFD No. 112 to (i) pay directly for the Authorized Services; (ii) pay Administrative Expenses not funded through the Special Tax Requirement for Facilities as determined by the CFD Administrator; (iii) pay for reasonably anticipated Services Special Tax delinquencies based on the delinquency rate for the Services Special Tax levy in the previous Fiscal Year; less (iv) a credit for funds available to reduce the annual Services Special Tax levy, as determined by the CFD Administrator, so long as the amount required is not less than zero.

“State” means the State of California.

“Taxable Property” means all of the Assessor’s Parcels within the boundaries of CFD No. 112 which are not exempt from the Special Tax pursuant to applicable law or Section E herein.

“Taxable Property Owner Association Property” means all Assessor’s Parcels of Property Owner Association Property that are not exempt pursuant to Section E herein.

“Taxable Public Property” means all Assessor’s Parcels of Public Property that are not exempt pursuant to Section E herein.

“Total Tax Burden” means, for a parcel of residential property within a Land Use Class, for the Fiscal Year in which Total Tax Burden is being calculated, the sum of (a) the Assigned Facilities Special Tax for such Fiscal Year, plus (b) the Assigned Services Special Tax for such Fiscal Year, plus (c) the *ad valorem* property taxes, special assessments, special taxes for any overlapping community facilities districts, and any other governmental fees, charges (other than fees or charges for services such as sewer and trash), taxes and assessments (which, for purposes of clarity, do not include Contractual Impositions) collected by the County on *ad valorem* tax bills and that the CFD Administrator estimates would be levied or imposed on such residential property in such Fiscal

Year if the residential dwelling unit thereon or therein had been completed and sold, and was subject to such fees, charges, taxes and assessments in such Fiscal Year.

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

“Two Story Residential Property” means an Assessor’s Parcel of Residential Property containing a two-story residential dwelling unit as set forth in the building permit(s) issued for such Assessor’s Parcel and/or as set forth in the appropriate records kept by the Building and Safety Department of the City, or other applicable City department, as determined by the CFD Administrator.

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

Please refer to additional definitions in Section H herein relating to the Prepayment of Facilities Special Tax.

B. ASSIGNMENT TO LAND USE CATEGORIES

Each Fiscal Year, commencing with Fiscal Year 2023-2024, all Taxable Property within CFD No. 112 shall be classified as Developed Property, Undeveloped Property, Taxable Public Property or Taxable Property Owner Association Property, and shall be subject to Special Taxes in accordance with this Rate and Method of Apportionment determined pursuant to Sections C and D herein.

C. MAXIMUM SPECIAL TAX RATE

1. Facilities Special Tax

At least 30 days prior to the issuance of the first series of CFD No. 112 Bonds, the Assigned Facilities Special Tax for Residential Property (set forth in Table 1 below) shall be analyzed in accordance with and subject to the conditions set forth in this Section C. At such time, the CFD Administrator shall request the Price Point Consultant to prepare a Price Point Study setting forth the Minimum Sale Price of residential property within each Land Use Class. If based upon such Price Point Study the CFD Administrator calculates that the Total Tax Burden applicable to one or more Land Use Classes of residential property constructed or to be constructed within CFD No. 112 shall exceed 1.95% of the Minimum Sale Price of such residential property constructed or to be constructed within CFD No. 112, the CFD Administrator shall reduce the Assigned Facilities Special Tax to the extent necessary to cause the Total Tax Burden that shall apply to residential property within such Land Use Class(es) to not exceed 1.95% of the Minimum Sale Price of such residential property. Each Assigned Facilities Special Tax reduction for a Land Use Class shall be calculated separately, and it shall not be required that such reduction be proportionate among Land Use Classes. In connection with any reduction in the Assigned Facilities Special Tax for Residential Property, the CFD Administrator shall also reduce the Assigned Facilities Special Tax for Non-Residential in accordance with Section C.1.a.(3) herein, and the Backup Facilities Special Tax in accordance with Section C.1.a.(4) herein. Upon determining the reductions, if any, in the Assigned Facilities Special Tax and Backup Facilities Special Tax required pursuant to this Section C, the CFD Administrator shall complete the Certificate to Amend Facilities Special Tax substantially in the form attached hereto as Exhibit A (the “Certificate to Amend”) and shall execute such completed Certificate to Amend and shall deliver such Certificate to Amend to CFD No. 112. Upon receipt thereof, if in satisfactory form, CFD No. 112 shall execute such Certificate to Amend. The reduced Assigned Facilities Special Tax and Backup Facilities Special Tax specified in such Certificate to Amend shall become effective upon the execution of such Certificate to Amend by CFD No. 112. The Assigned Facilities Special Tax and Backup Facilities Special Tax reductions permitted pursuant to this Section C shall be reflected in an amended notice of Special Tax lien which CFD No. 112 shall cause to be recorded with the San Bernardino County Recorder as soon as practicable after execution of the Certificate to Amend by CFD No. 112. If based upon such Price Point Study the CFD Administrator calculates that the Total Tax Burden applicable to each Land Use Class of residential property constructed or to be constructed within CFD No. 112 does not exceed 1.95% of the Minimum Sale Price of each

such Land Use Class of residential property constructed or to be constructed within CFD No. 112, then there shall be no reduction in the Assigned Facilities Special Tax, nor shall there be a reduction in the Backup Facilities Special Tax.

a. Developed Property

(1). Maximum Facilities Special Tax

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

(2). Assigned Facilities Special Tax for Residential Property

Residential Property shall be assigned to Land Use Classes 1 through 15 as listed in Table 1 below based on the Planning Area, Description, and the Residential Floor Area associated with each such residential dwelling unit. The Assigned Facilities Special Tax that shall be levied in any Fiscal Year for each Land Use Class is shown below in Table 1 and shall not be subject to escalation.

Table 1

**Assigned Facilities Special Tax for Residential Property
City of Fontana CFD No. 112 (The Gardens Phase One)**

Land Use Class	Planning Area	Description	Residential Floor Area (square feet)	Assigned Facilities Special Tax
1	Planning Area 7, 8, 9 & 10	Two Story Residential Property	3,400 or greater	\$5,626 per unit
2		Two Story Residential Property	3,200 to less than 3,400	\$5,417 per unit
3		Two Story Residential Property	3,000 to less than 3,200	\$5,208 per unit
4		Two Story Residential Property	2,800 to less than 3,000	\$5,007 per unit
5		Two Story Residential Property	2,600 to less than 2,800	\$4,883 per unit
6		Two Story Residential Property	2,400 to less than 2,600	\$4,381 per unit
7		Two Story Residential Property	2,200 to less than 2,400	\$4,164 per unit
8		Two Story Residential Property	Less than 2,200	\$3,947 per unit
9		One Story Residential Property	2,000 or greater	\$4,829 per unit
10		One Story Residential Property	Less than 2,000	\$4,613 per unit
11	Planning Area 5 & 6	Residential Property	1,900 or greater	\$3,845 per unit
12		Residential Property	1,700 to less than 1,900	\$3,414 per unit
13		Residential Property	1,500 to less than 1,700	\$2,953 per unit
14		Residential Property	1,300 to less than 1,500	\$2,768 per unit
15		Residential Property	Less than 1,300	\$2,583 per unit

(3). Assigned Facilities Special Tax for Non-Residential Property

The Assigned Facilities Special Tax for an Assessor's Parcel of Non-Residential Property within a Planning Area shall equal the lesser of (a) the Assigned Facilities Special Tax applicable for such Planning Area set forth in Table 2 below (as such Assigned Facilities Special Tax shall not be subject to escalation), or (b) in connection with any reduction in the Assigned Facilities Special Tax for Residential Property as set forth in Section C.1 herein, the amount per Acre calculated for each Planning Area pursuant to the formula below:

$$\text{RAFST} = \text{AFST} \div \text{ATP}$$

These terms have the following meaning:

RAFST = the reduced Assigned Facilities Special Tax for Non-Residential Property within a Planning Area.

AFST = The total estimated Assigned Facilities Special Tax levy within such Planning Area based on the reduced Assigned Facilities Special Taxes for Developed Property permitted pursuant to Section C.1 herein which could be levied on all expected development within such Planning Area assuming Buildout of CFD No. 112.

ATP = The sum of the Acreage of all Taxable Property within a Final Subdivision (assuming Buildout of CFD No. 112) within such Planning Area (after excluding Public Property and Property Owner Association Property as set forth in Section E.1 herein).

Table 2

**Assigned Facilities Special Tax for Non-Residential Property
City of Fontana CFD No. 112 (The Gardens Phase One)**

Planning Area	Assigned Facilities Special Tax
P.A. 5	\$55,240 per Acre
P.A. 6	\$50,260 per Acre
P.A. 7	\$63,050 per Acre
P.A. 8, 9 & 10	\$40,030 per Acre

(4). Backup Facilities Special Tax

The Backup Facilities Special Tax for an Assessor's Parcel of Developed Property within a Planning Area shall equal the lesser of (a) the Backup Facilities Special Tax applicable for such Planning Area set forth in Table 3 below (as such Backup Facilities Special Tax shall not be subject to escalation), or (b) in connection with any reduction in the Assigned Facilities Special Tax as set forth in Section C.1 herein, the amount per Acre calculated for each Planning Area pursuant to the formula below:

$$\text{RBFST} = \text{AFST} \div \text{ATPX}$$

These terms have the following meaning:

RBFSST = the reduced Backup Facilities Special Tax for Developed Property within a Planning Area.

AFST = The total estimated Assigned Facilities Special Tax levy within such Planning Area based on the reduced Assigned Facilities Special Taxes for Developed Property permitted pursuant to Section C.1 herein which could be levied on all expected development within such Planning Area assuming Buildout of CFD No. 112.

ATPX = The sum of the Acreage of all Taxable Property within a Final Subdivision (assuming Buildout of CFD No. 112) within such Planning Area (after excluding Public Property and Property Owner Association Property as set forth in Section E.1 herein) multiplied by 90%.

Table 3

**Backup Facilities Special Tax for Developed Property
City of Fontana CFD No. 112 (The Gardens Phase One)**

Planning Area	Backup Facilities Special Tax
P.A. 5	\$64,990 per Acre
P.A. 6	\$59,120 per Acre
P.A. 7	\$70,050 per Acre
P.A. 8, 9 & 10	\$44,480 per Acre

Furthermore, all Assessors' Parcels within CFD No. 112 shall be relieved simultaneously and permanently from the obligation to pay and disclose the Backup Facilities Special Tax if the CFD Administrator calculates that (i) the annual debt service required for the Outstanding Bonds, when compared to the Assigned Facilities Special Tax that shall be levied against all Assessors' Parcels of Developed Property in CFD No. 112 results in 110% debt service coverage (i.e., the Assigned Facilities Special Tax that shall be levied against all Developed Property in CFD No. 112 in each remaining Fiscal Year based on the then existing development is at least equal to the sum of (a) 1.10 times the debt service necessary to support the remaining Outstanding Bonds in each corresponding Fiscal Year, and (b) Administrative Expenses), and (ii) all authorized CFD No. 112 Bonds have already been issued or the Council has covenanted that it shall not issue any additional CFD No. 112 Bonds (except refunding bonds) to be supported by the Facilities Special Tax in CFD No. 112.

(5). Multiple Land Uses

In some instances an Assessor's Parcel may contain both Developed Property and Undeveloped Property. 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 May 1 of the prior Fiscal Year and the portion of the Assessor's Parcel for which building permits had not been issued prior to May 1 of the prior Fiscal Year.

Furthermore, Developed Property may contain more than one Land Use Class. In such cases, the Acreage that is considered Developed Property shall be allocated between Residential Property and Non-Residential Property based on the amount of Acreage designated for each land use as determined by reference to the site plan approved for such Assessor's Parcel. The Maximum Facilities Special Tax that can be levied on such Assessor's Parcel shall be the sum of the Maximum Facilities Special Tax that can be levied on each type of property located on that Assessor's Parcel.

The CFD Administrator's allocation to each type of property shall be final.

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

The Maximum Facilities Special Tax for each Assessor's Parcel of Undeveloped Property, Taxable Public Property, and Taxable Property Owner Association Property within a Planning Area shall be the applicable amount for such Planning Area set forth in Table 4 below. The Maximum Facilities Special Tax for Undeveloped Property, Taxable Public Property, and Taxable Property Owner Association Property shall not be subject to escalation and shall therefore remain the same in every Fiscal Year.

Table 4

**Maximum Facilities Special Tax for Undeveloped Property,
Taxable Public Property and Taxable Property Owner Association Property
City of Fontana CFD No. 112 (The Gardens Phase One)**

Planning Area	Maximum Facilities Special Tax
P.A. 5	\$64,990 per Acre
P.A. 6	\$59,120 per Acre
P.A. 7	\$70,050 per Acre
P.A. 8, 9 & 10	\$44,480 per Acre

2. Services Special Tax

For purposes of the Services Special Tax, an Assessor(s) Parcel of Developed Property within a Final Residential Subdivision shall be assigned to Land Use Classes 1 through 4, as identified in Table 5 and Table 6 below, based on the Planning Area associated with such Assessor's Parcel. Non-Residential Property shall be assigned to Land Use Class 5. Furthermore, the Services Special Tax levied against each Assessor's Parcel within a Final Residential Subdivision shall be based on the number of residential dwelling units for which building permits have been issued or are expected to be issued for such Assessor's Parcel, as determined by the CFD Administrator based on such Final Residential Subdivision or other available documents.

a. Maximum Services Special Tax

The Fiscal Year 2023-2024 Maximum Services Special Tax for each Land Use Class of Developed Property is shown below in Table 5.

Table 5

**Maximum Services Special Tax for Developed Property
City of Fontana CFD No. 112 (The Gardens Phase One)
Fiscal Year 2023-2024**

Land Use Class	Planning Area	Description	Maximum Services Special Tax
1	P.A. 5	Final Residential Subdivision	\$770 per unit
2	P.A. 6	Final Residential Subdivision	\$770 per unit
3	P.A. 7	Final Residential Subdivision	\$810 per unit
4	P.A. 8, 9 & 10	Final Residential Subdivision	\$810 per unit
5	NA	Non-Residential Property	\$7,820 per Acre

b. Assigned Services Special Tax

The Fiscal Year 2023-2024 Assigned Services Special Tax for each Land Use Class of Developed Property is shown below in Table 6.

Table 6

**Assigned Services Special Tax for Developed Property
City of Fontana CFD No. 112 (The Gardens Phase One)
Fiscal Year 2023-2024**

Land Use Class	Planning Area	Description	Assigned Services Special Tax
1	P.A. 5	Final Residential Subdivision	\$550 per unit
2	P.A. 6	Final Residential Subdivision	\$550 per unit
3	P.A. 7	Final Residential Subdivision	\$576 per unit
4	P.A. 8, 9 & 10	Final Residential Subdivision	\$576 per unit
5	NA	Non-Residential Property	\$5,580 per Acre

c. Increase in the Maximum Services Special Tax

The Maximum Services Special Tax in Table 5 above shall be applicable for Fiscal Year 2023-2024, and shall increase thereafter, commencing on July 1, 2024, and on each July 1 thereafter by an amount equal to two percent (2%) of the amount in effect for the previous Fiscal Year.

d. Increase in the Assigned Services Special Tax

The Assigned Services Special Tax in Table 6 above shall be applicable for Fiscal Year 2023-2024, and shall increase thereafter, commencing on July 1, 2024, and on each July 1 thereafter in an amount estimated to fund the Special Tax Requirement for Services for the Fiscal Year commencing on such July 1. However, in no case shall the Assigned Services Special Tax for an Assessor's Parcel of

Developed Property exceed the applicable Maximum Services Special Tax for such Assessor's Parcel of Developed Property in any Fiscal Year.

e. Multiple Land Uses

In some instances an Assessor's Parcel of Developed Property may contain more than one Land Use Class. In such cases, the Acreage of Developed Property shall be allocated between Residential Property and Non-Residential Property based on the amount of Acreage designated for each land use as determined by reference to the site plan approved for such Assessor's Parcel. The Maximum Services Special Tax that can be levied on such Assessor's Parcel shall be the sum of the Maximum Services Special Tax that can be levied on each type of property located on that Assessor's Parcel. The CFD Administrator's allocation to each type of property shall be final.

D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX

1. Facilities Special Tax

Commencing with Fiscal Year 2023-2024, and for each following Fiscal Year, the CFD Administrator shall determine the Special Tax Requirement for Facilities and shall provide for the levy of the Facilities Special Tax each Fiscal Year as follows:

First: The Facilities Special Tax shall be levied on each Assessor's Parcel of Developed Property in an amount equal to 100% of the applicable Assigned Facilities Special Tax;

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

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

Fourth: If additional monies are needed to satisfy the Special Tax Requirement for Facilities after the first three steps have been completed, then the Facilities Special Tax shall be levied Proportionately on each Assessor's Parcel of Taxable Public Property and Taxable Property Owner Association Property at up to 100% of the Maximum Facilities Special Tax for Taxable Public Property and Taxable Property Owner Association Property, as needed to satisfy the Special Tax Requirement for Facilities.

Notwithstanding the above, the CFD Administrator shall, in any Fiscal Year, calculate a levy Proportionately less than 100% of the Assigned Facilities Special Tax in step one (above), when (i) the CFD Administrator is no longer required to provide for the levy of the Facilities Special Tax pursuant to steps two through four above in order to meet the Special Tax Requirement for Facilities; and (ii) all authorized CFD No. 112 Bonds have already been issued or the Council has covenanted that it shall not issue any additional CFD No. 112 Bonds (except refunding bonds) to be supported by the Facilities Special Tax.

Further notwithstanding the above, under no circumstances shall the Facilities Special Tax levied in any Fiscal Year against any Assessor's Parcel of Residential Property for which an occupancy permit for private residential use has been issued (in accordance with Section 53321(d)(3) of the California Government Code), be increased as a consequence of delinquency or default by the owner of any other Assessor's Parcel within CFD No. 112 by more than ten percent 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 Facilities Special Tax on Residential

Property is limited by the provision in the previous sentence, the levy of the Facilities Special Tax on each Assessor's Parcel of Non-Residential Property shall continue in equal percentages up to 100% of the applicable Maximum Facilities Special Tax.

2. Services Special Tax

Commencing with Fiscal Year 2023-2024 and for each following Fiscal Year, the CFD Administrator shall determine the Special Tax Requirement for Services and shall provide for the levy of the Services Special Tax until the total Services Special Tax levy equals the Special Tax Requirement for Services. The Services Special Tax shall be levied each Fiscal Year as follows:

First: The Services Special Tax shall be levied Proportionately each Fiscal Year on each Assessor's Parcel of Developed Property at up to 100% of the applicable Assigned Services Special Tax as needed to satisfy the Special Tax Requirement for Services;

Second: If additional monies are needed to satisfy the Special Tax Requirement for Services after the first step has been completed, then the levy of the Services Special Tax on each Assessor's Parcel of Developed Property shall be increased in equal percentages from the Assigned Services Special Tax up to the Maximum Services Special Tax for each such Assessor's Parcel.

E. EXEMPTIONS

1. Facilities Special Tax

No Facilities Special Tax shall be levied on the applicable Acreage Limit of Public Property and/or Property Owner Association Property established for each Planning Area as set forth in Table 7 below. Tax-exempt status shall be assigned by the CFD Administrator in the chronological order in which property within a Planning Area becomes Public Property or Property Owner Association Property. However, should an Assessor's Parcel no longer be classified as Public Property or Property Owner Association Property, it shall, from that point forward, be subject to the Facilities Special Tax.

Table 7

**Exempt Acreage Limits
City of Fontana CFD No. 112 (The Gardens Phase One)**

Planning Area	Exempt Acreage Limit
P.A. 5	2.04 Acres
P.A. 6	1.07 Acres
P.A. 7	4.92 Acres
P.A. 8, 9 & 10	13.74 Acres

Notwithstanding the above, an Assessor's Parcel within a Planning Area that is transferred to a public agency or property owner's association prior to the issuance of the first series of CFD No. 112 Bonds that causes the Acreage of Public Property and Property Owner Association Property within such Planning Area to exceed the applicable Acreage limit that can be designated by the CFD Administrator under this Section E.1 shall also be exempted from paying the Special Tax.

Public Property or Property Owner Association Property that is not exempt from the Facilities Special Tax under this Section E.1 shall be subject to the levy of the Facilities Special Tax and shall be taxed Proportionately as

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

In addition, no Facilities Special Tax shall be levied on Lower Income Households Welfare Exemption Property, provided that if, in any Fiscal Year, applicable law does not require that an Assessor's Parcel that is Lower Income Households Welfare Exemption Property be exempt from the Facilities Special Tax, then the Facilities Special Tax shall be levied on such Assessor's Parcel in accordance with this Rate and Method of Apportionment as if such Assessor's Parcel were not classified as Lower Income Households Welfare Exemption Property.

2. Services Special Tax

No Services Special Tax shall be levied on Undeveloped Property, Taxable Public Property, Taxable Property Owner Association Property, Public Property, or Property Owner Association Property.

In addition, no Services Special Tax shall be levied on Lower Income Households Welfare Exemption Property, provided that if, in any Fiscal Year, applicable law does not require that an Assessor's Parcel that is Lower Income Households Welfare Exemption Property be exempt from the Services Special Tax, then the Services Special Tax shall be levied on such Assessor's Parcel in accordance with this Rate and Method of Apportionment as if such Assessor's Parcel were not classified as Lower Income Households Welfare Exemption 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. 112 may directly bill the Special Tax, and/or may collect Special Taxes at a different time or in a different manner if necessary to meet financial obligations, and, to the extent of the Facilities Special Tax, may covenant to foreclose and may actually foreclose on delinquent Assessor's Parcels.

G. APPEALS AND INTERPRETATIONS

Any landowner or resident who feels that the amount of the Special Tax levied on his/her Assessor's Parcel is in error may submit a written appeal to the CFD Administrator, provided that the appellant is current in his/her payment 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 CFD Administrator shall review the appeal, meet with the appellant if the CFD Administrator deems necessary, and advise the appellant of its determination. If the CFD Administrator agrees with the appellant, a cash refund shall not be made (except for the last year of levy), but the amount of the Special Tax levied shall be appropriately modified through an adjustment to the Special Tax levy in the following Fiscal Year. If the CFD Administrator 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 City Clerk, provided that the appellant is current in his/her payment of Special Taxes. This second appeal must specify the reasons for its disagreement with the CFD Administrator's determination.

The CFD Administrator shall interpret this Rate and Method of Apportionment for purposes of clarifying any ambiguity and make determinations relative to the annual administration of the Special Tax and any landowner or resident appeals. Any decision of the CFD Administrator shall be subject to appeal to the Council whose decision shall be final and binding as to all persons.

H. PREPAYMENT OF FACILITIES SPECIAL TAX

Under this Rate and Method of Apportionment, an Assessor's Parcel within CFD No. 112 is permitted to prepay the Facilities Special Tax. The obligation of the Assessor's Parcel to pay the Facilities Special Tax may be fully prepaid and permanently satisfied or partially prepaid as described herein, provided that a prepayment may be made only for Assessor's Parcels of Developed Property, or for an Assessor's Parcel of Undeveloped Property

for which a building permit has been issued after January 1, 2023, 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 Facilities 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 such owner a reasonable fee for providing this service. If there are Outstanding Bonds, prepayment must be made not less than 30 days prior to a date that notice of redemption of CFD No. 112 Bonds from the proceeds of such prepayment may be given by the Trustee pursuant to the Indenture that is specified in the report of the Facilities Special Tax Prepayment Amount (defined below).

The following additional definitions apply to this Section H:

"CFD Public Facilities Costs" means either \$31,460,000 in 2023 dollars, which shall increase by the Construction Inflation Index on July 1, 2024, and on each July 1 thereafter, or such lower number as (i) shall be determined by the CFD Administrator as sufficient to provide funding for the Authorized Facilities under the authorized bonding program for CFD No. 112, or (ii) shall be determined by the Council concurrently with a covenant that it shall not issue any more CFD No. 112 Bonds (except refunding bonds) to be supported by the Facilities Special Tax levy under this Rate and Method of Apportionment.

"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 month of December in 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 Costs minus (i) costs of Authorized Facilities previously paid from the Improvement Fund, (ii) moneys currently on deposit in the Improvement Fund available to pay costs of Authorized Facilities, and (iii) the amount the CFD Administrator reasonably expects to derive from the reinvestment of these funds.

"Improvement Fund" means a fund or account specifically identified in the Indenture (or prior to the issuance of the first series of CFD No. 112 Bonds a fund or account held by the City) to hold funds which are currently available for expenditure to acquire or construct Authorized Facilities.

"Previously Issued Bonds" means, for any Fiscal Year, all Outstanding Bonds that are outstanding under the Indenture after the first interest and/or principal payment date following the current Fiscal Year.

1. Prepayment in Full

The Facilities Special Tax 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
Total: equals	Facilities Special Tax Prepayment Amount

As of the proposed date of prepayment, the Facilities Special Tax Prepayment Amount shall be calculated according to the following paragraphs:

1. Confirm that no Special Tax delinquencies apply to such Assessor's Parcel.
2. For Assessor's Parcels of Developed Property, compute the Assigned Facilities Special Tax and Backup Facilities Special Tax for the Assessor's Parcel to be prepaid. For Assessor's Parcels of Undeveloped Property for which a building permit has been issued after January 1, 2023, compute the Assigned Facilities Special Tax and Backup Facilities 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 such Assessor's Parcel.
3. (a) Divide the Assigned Facilities Special Tax computed pursuant to paragraph 2 by the total estimated Assigned Facilities Special Tax levy for CFD No. 112 based on the Assigned Facilities Special Taxes for Developed Property which could be levied on all expected development assuming Buildout of CFD No. 112, excluding any Assessor's Parcels which have been prepaid, and

(b) Divide the Backup Facilities Special Tax computed pursuant to paragraph 2 by the total estimated Backup Facilities Special Taxes at Buildout for the entire CFD No. 112, 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 Previously Issued Bonds to compute the amount of Previously Issued Bonds to be redeemed (the "Bond Redemption Amount").
5. Multiply the Bond Redemption Amount computed pursuant to paragraph 4 by the applicable redemption premium (e.g., the redemption price minus 100%) set forth in the Indenture, if any, on the Previously Issued 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 redemption date for the Previously Issued Bonds specified in the report of the Facilities Special Tax Prepayment Amount.
9. Determine the Facilities Special Tax levied on the Assessor's Parcel in the current Fiscal Year which has not yet been paid.
10. Compute the minimum amount the CFD Administrator reasonably expects to derive from the reinvestment of the Facilities Special Tax Prepayment Amount, less any interest earnings attributed to the Future Facilities Amount, and less any interest earnings attributed to the Administrative Fees and Expenses (defined below) from the date of prepayment until the redemption date for the Previously Issued 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. The administrative fees and expenses of CFD No. 112 are as calculated by the CFD Administrator and include the costs of computation of the prepayment, the costs to invest the prepayment proceeds, the costs of redeeming CFD No. 112 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 Previously Issued 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 Previously Issued 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. No Reserve Fund Credit shall be granted if the amount then on deposit in the reserve fund for the Previously Issued Bonds is below 100% of the reserve requirement (as defined in the Indenture).
14. If any capitalized interest for the Previously Issued Bonds will not have been expended as of the date immediately following 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 or account under the Indenture after such first interest and/or principal payment date (the “Capitalized Interest Credit”).
15. The Facilities 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 “Facilities Special Tax Prepayment Amount”).

2. Prepayment in Part

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:

$$PP = [(PE - A) \times F] + A$$

These terms have the following meaning:

PP = the partial prepayment.

PE = the Facilities Special Tax Prepayment Amount calculated according to Section H.1.

F = the percentage, expressed as a decimal, by which the owner of the Assessor’s Parcel is partially prepaying the Facilities Special Tax.

A = the Administrative Fees and Expenses calculated according to Section H.1.

3. General Provisions Applicable to the Prepayment of Facilities Special Tax

(a). Use of the Facilities Special Tax Prepayment Amount

The Facilities Special Tax Prepayment Amount, less the Administrative Fees and Expenses calculated according to Section H.1 which shall be retained by CFD No. 112, and less the Future Facilities Amount calculated according to Section H.1 which shall be deposited into the Improvement Fund, shall be deposited into specific funds established under the Indenture, to fully or partially redeem as many Outstanding Bonds as possible, and, if amounts are less than \$5,000, to make debt service payments on the Outstanding Bonds.

(b). Full Prepayment of Facilities Special Tax

Upon confirmation of the payment of the current Fiscal Year’s entire Facilities Special Tax obligation, the CFD Administrator shall remove the current Fiscal Year’s Facilities Special Tax levy for such Assessor’s Parcel from the County tax rolls. With respect to any Assessor’s Parcel that is prepaid in

accordance with Section H.1, the CFD Administrator shall cause a suitable notice to be recorded in compliance with the Act, to indicate the prepayment of the Facilities Special Tax and the release of the Facilities Special Tax lien on such Assessor's Parcel, and the obligation of such Assessor's Parcel to pay the Facilities Special Tax shall cease.

(c). Partial Prepayment of Facilities Special Tax

With respect to any Assessor's Parcel that is partially prepaid, the CFD Administrator shall (i) distribute or cause to be distributed the funds remitted to it according to Section H.3.(a) and (ii) indicate in the records of CFD No. 112 that there has been a partial prepayment of the Facilities Special Tax and that a portion of the Facilities Special Tax with respect to such Assessor's parcel, equal to the outstanding percentage $(1.00 - F)$ of the remaining Maximum Facilities Special Tax, shall continue to be levied on such Assessor's Parcel pursuant to Section D herein.

(d). Debt Service Coverage

Notwithstanding the foregoing, no prepayment of the Facilities Special Tax shall be allowed unless the amount of Facilities Special Tax that may be levied on Taxable Property (assuming Buildout) within CFD No. 112 in each future Fiscal Year (after excluding Public Property and Property Owner Association Property as set forth in Section E.1 herein), after the proposed prepayment, is at least equal to the sum of (i) 1.10 times the debt service necessary to support the remaining Outstanding Bonds in each corresponding Fiscal Year, and (ii) Administrative Expenses.

I. TERM OF SPECIAL TAX

The Facilities Special Tax shall be levied for a period not to exceed fifty years commencing with Fiscal Year 2023-2024. The Services Special Tax shall be levied in perpetuity to fund the Special Tax Requirement for Services.

EXHIBIT A

CERTIFICATE TO AMEND FACILITIES SPECIAL TAX

CFD NO. 112 CERTIFICATE

1. Pursuant to Section C.1 of the Rate and Method of Apportionment (the “Rate and Method”) for City of Fontana Community Facilities District No. 112 (The Gardens Phase One) (“CFD No. 112”), the Assigned Facilities Special Tax and the Backup Facilities Special Tax for Developed Property within CFD No. 112 has been reduced as described herein.

- (a) The information in Table 1 of the Rate and Method relating to the Assigned Facilities Special Tax for Residential Property within CFD No. 112 shall be modified as follows:

Land Use Class	Planning Area	Description	Residential Floor Area (square feet)	Original Assigned Facilities Special Tax	Modified Assigned Facilities Special Tax
1	Planning Area 7, 8, 9 & 10	Two Story Residential Property	3,400 or greater	\$5,626 per unit	\$[_____] per unit
2		Two Story Residential Property	3,200 to less than 3,400	\$5,417 per unit	\$[_____] per unit
3		Two Story Residential Property	3,000 to less than 3,200	\$5,208 per unit	\$[_____] per unit
4		Two Story Residential Property	2,800 to less than 3,000	\$5,007 per unit	\$[_____] per unit
5		Two Story Residential Property	2,600 to less than 2,800	\$4,883 per unit	\$[_____] per unit
6		Two Story Residential Property	2,400 to less than 2,600	\$4,381 per unit	\$[_____] per unit
7		Two Story Residential Property	2,200 to less than 2,400	\$4,164 per unit	\$[_____] per unit
8		Two Story Residential Property	Less than 2,200	\$3,947 per unit	\$[_____] per unit
9		One Story Residential Property	2,000 or greater	\$4,829 per unit	\$[_____] per unit
10		One Story Residential Property	Less than 2,000	\$4,613 per unit	\$[_____] per unit
11	Planning Area 5 & 6	Residential Property	1,900 or greater	\$3,845 per unit	\$[_____] per unit
12		Residential Property	1,700 to less than 1,900	\$3,414 per unit	\$[_____] per unit
13		Residential Property	1,500 to less than 1,700	\$2,953 per unit	\$[_____] per unit
14		Residential Property	1,300 to less than 1,500	\$2,768 per unit	\$[_____] per unit
15		Residential Property	Less than 1,300	\$2,583 per unit	\$[_____] per unit

- (b) The Assigned Facilities Special Tax for Non-Residential Property within a Planning Area, set forth in Table 2 within Section C.1.a.(3) of the Rate and Method, shall be modified as follows:

Planning Area	Original Assigned Facilities Special Tax	Modified Assigned Facilities Special Tax
P.A. 5	\$55,240 per Acre	\$[_____] per Acre
P.A. 6	\$50,260 per Acre	\$[_____] per Acre
P.A. 7	\$63,050 per Acre	\$[_____] per Acre
P.A. 8, 9 & 10	\$40,030 per Acre	\$[_____] per Acre

(c) The Backup Facilities Special Tax for Developed Property within a Planning Area, set forth in Table 3 within Section C.1.a.(4) of the Rate and Method, shall be modified as follows:

Planning Area	Original Backup Facilities Special Tax	Modified Backup Facilities Special Tax
P.A. 5	\$64,990 per Acre	\$[_____] per Acre
P.A. 6	\$59,120 per Acre	\$[_____] per Acre
P.A. 7	\$70,050 per Acre	\$[_____] per Acre
P.A. 8, 9 & 10	\$44,480 per Acre	\$[_____] per Acre

2. The Assigned Facilities Special Tax and the Backup Facilities Special Tax for Developed Property may only be reduced prior to the first issuance of CFD No. 112 Bonds.
3. Upon execution of the certificate by CFD No. 112, CFD No. 112 shall cause an amended notice of Special Tax lien for CFD No. 112 to be recorded reflecting the reductions set forth herein.

All capitalized terms used herein shall have the meanings set forth in the Rate and Method.

By: _____
CFD Administrator

Date: _____

By execution hereof, the undersigned acknowledge, on behalf of CFD No. 112, receipt of this certificate and modification of the Rate and Method as set forth in this certificate.

CITY OF FONTANA COMMUNITY FACILITIES DISTRICT NO. 112
 (THE GARDENS PHASE ONE)

By: _____

Date: _____

EXHIBIT B
PLANNING AREAS

Planning Area (P.A.)	Legal Description
Planning Area 5	Lot 5 of Tract No. 20362
Planning Area 6	Lot 6 of Tract No. 20362
Planning Area 7	All of Tract No. 20364
Planning Area 8, 9 & 10	All of Tract No. 20363
Reference is hereby made to Tract No. 20362 filed in Book 362 of Tract Maps at Pages 78 through 84 in the Office of the San Bernardino County Recorder (recorded as Document No. 2022-0129505), Tract No. 20363 filed in Book 363 of Tract Maps at Pages 58 through 66 in the Office of the San Bernardino County Recorder (recorded as Document No. 2022-0259528), and Tract No. 20364 filed in Book 363 of Tract Maps at Pages 67 through 71 in the Office of the San Bernardino County Recorder (recorded as Document No. 2022-0259529) for a description of the lines and dimensions of the tracts and lots listed above.	

APPENDIX B
APPRAISAL REPORT

APPENDIX C
UPDATED PRICE POINT STUDY

APPENDIX D
FORM OF OPINION OF BOND COUNSEL

APPENDIX E

GENERAL INFORMATION CONCERNING THE CITY OF FONTANA

This appendix sets forth general information about the City of Fontana (“Fontana”) including information with respect to its finances. The following information concerning Fontana, the County of San Bernardino (the “County”) and the State of California (the “State”) are included only for general background purposes. The Bonds are not obligations of the City, County or State or any political subdivision thereof and neither the faith and credit nor the taxing power of the City, County or the State, or any political subdivision thereof, is pledged to the payment of the Bonds or any Additional Bonds.

General

The City of Fontana encompasses approximately 42.4 square miles of land and has an estimated population in 2023 of approximately 213,851. The City is located 50 miles east of Los Angeles, and approximately 10 miles west of the cities of Riverside and San Bernardino. Founded in 1913, Fontana is the second largest city in San Bernardino County, and the 20th largest in the State. The Riverside-San Bernardino area is often referred to as Southern California’s “Inland Empire.” As one of the cities in the Inland Empire, Fontana is part of a region whose population base exceeds 4.4 million people.

The earliest recorded landowner in the Fontana area was Don Antonio Maria Lugo, who received a land grant in 1813. A second grant, in 1842, secured the land known as Rancho de San Bernardino for his sons. The Lugo sons sold a portion of their land, which included part of what is now Fontana, to a group of Mormon settlers in 1851. The Mormon settlers eventually returned to Salt Lake City, and the Semi-Tropical Land & Water Company gained control of the Rancho. Active development of the area, however, did not begin until the early 1900’s when the Fontana Development Company acquired the acreage and began a community called Rosena - a name that was changed to Fontana in 1913.

Fontana quickly became a diversified agricultural area, with citrus, grain, grapes, poultry, and swine being the leading agricultural commodities. The community faced a transition beginning in 1942 when the Fontana area was selected as the site for a steel mill. Fontana incorporated in 1952 and the area became Southern California’s leading producer of steel and steel related products.

The steel industry dominated the City’s economy from the time the mill was built until the mid-1980’s. In the late 1970’s, however, Kaiser Steel began to cut down on production and manpower, and the steel mill closed in 1984. The mill site, located outside of City limits, is in the process of being developed into an integrated community of transportation-related industrial, commercial and business park uses to take advantage of the site’s excellent highway and rail access. The plate steel and rolling mill plant was acquired by California Steel Industries, which continues to produce steel products. In addition, railroad and trucking operations and a number of industrial facilities and warehousing/distribution centers are located in Fontana because of its convenient geographical location and excellent transportation network.

City Government

The City was incorporated as a general law city in 1952 and is governed by a Mayor and four council members elected by geographical district to serve four-year terms. The City operates under the Council - Manager form of government. Effective July 1, 2008, the Fontana City Council established the Fontana Fire Protection District, which is governed by the same members who comprise the City Council, and which provides fire and related services to the City and certain adjacent unincorporated areas by means of contract with the San Bernardino County Fire Department. The City Council appoints the City Manager who is responsible for the day-to-day administration of City business and the coordination of all departments of the City.

The City of Fontana provides police protection, street sweeping, park maintenance, building inspection, library, sewer, storm drain and sanitation services. Numerous hospitals and health care facilities are located near Fontana.

Population

Fontana has been one of the most rapidly growing cities in Southern California. The population in Fontana increased approximately 5.12% from 2014 to 2024. The population growth in the City, County and State is shown on the following chart.

POPULATION ESTIMATES City of Fontana, County of San Bernardino and State of California 2015-2024

<i>Year</i>	<i>City of Fontana</i>	<i>County of San Bernardino</i>	<i>State of California</i>
2015	203,790	2,112,187	38,865,532
2016	205,180	2,122,579	39,103,587
2017	208,003	2,139,520	39,352,398
2018	209,113	2,150,017	39,519,535
2019	211,123	2,165,876	39,605,361
2020	208,482	2,181,654	39,538,223
2021	210,389	2,179,006	39,327,868
2022	212,741	2,179,845	39,114,785
2023	212,772	2,172,694	39,061,058
2024	214,223	2,181,433	39,128,162

Source: State of California, Department of Finance, *E-4 Population Estimates for Cities, Counties, and the State, 2011-2020, with 2010 Census Benchmark*. Sacramento, California, May 2022 for 2015-2019; State of California, Department of Finance, *E-4 Population Estimates for Cities, Counties, and the State, 2021-2024, with 2020 Census Benchmark*. Sacramento, California, May 2024 for 2020 -2024.

Transportation

The City of Fontana is strategically located in the hub of surface, rail and air transportation facilities. Union Pacific and Burlington Northern/Santa Fe rail lines provide rail service to Fontana. Switch yards and multi-modal terminals are located nearby.

Major interstate freeways and state highways provide direct access to the City, making shipping and transportation to and from seaports, North American Free Trade Agreement ports of entry, and the rest of the nation highly dependable. Interstate 10 traverses the southern section of the City, Interstate 15 borders the western portion of the City, and Interstate 210, which is the extension of Route 30, opened in November 2002, links the San Bernardino Valley with the San Fernando Valley and traverses the northern portion of the City. State freeways 57, 60 and 91 are minutes from Fontana.

The LA/Ontario International Airport is a medium-hub, full-service airport, which offers more than 70 daily flights to cities in the U.S., Mexico and Taiwan and is served by nine commercial carriers. The airport is owned and operated by Ontario International Airport Authority, a joint powers agency, and is served by AeroMexico, Alaska Airlines, American Airlines, Delta Air Lines, Southwest Airlines, United Airlines/United Express, US Airways and Volaris. Various airlines provide freight services at Ontario International Airport.

With approximately 570,000 square feet and 26 passenger gates within two terminals, Ontario International Airport is the Western States Regional Terminal for United Parcel Service. In 2023 approximately

6.4 million passengers used the airport. The passenger count included approximately 6 million domestic travelers and 417,000 international passengers, increases of 8.4% and 113.5% over 2022, respectively.

Transit services are provided by Metrolink commuter rail service to Los Angeles with connections to the numerous surrounding cities provided by Omnitrans bus service, Dial-a-Ride, Yellow Cab Company and Bell Cab Company.

Education

Five school districts serve students in the City of Fontana. There are thirty public elementary schools, seven middle schools, five high schools, three alternative high schools, seven private elementary/middle schools, one School of Language Development and one adult school. Local colleges and universities include Universal Technical Institute of California Inc., Chaffey College, San Bernardino Valley College, California State University-San Bernardino, Riverside Community College, Westech College and the University of California-Riverside.

Employment

The following table summarizes the labor force, employment and unemployment figures for the years 2019 through 2023 for the City, the County, the State and the United States.

CIVILIAN LABOR FORCE, EMPLOYMENT AND UNEMPLOYMENT RATE City of Fontana, San Bernardino County, State of California and United States 2019 through 2023⁽¹⁾

<i>Year and Area</i>	<i>Labor Force</i>	<i>Employment⁽²⁾</i>	<i>Unemployment⁽³⁾</i>	<i>Unemployment Rate (%)</i>
<u>2019</u>				
City of Fontana	99,400	95,800	3,600	3.6%
San Bernardino County	965,400	928,100	37,400	3.9
State of California	19,385,000	18,589,600	795,700	4.1
United States	163,539,000	157,538,000	6,001,000	3.7
<u>2020</u>				
City of Fontana	100,500	91,100	9,400	9.4%
San Bernardino County	972,800	879,300	93,500	9.6
State of California	18,958,600	17,037,000	1,921,600	10.1
United States	160,742,000	147,795,000	12,947,000	8.1
<u>2021</u>				
City of Fontana	102,200	95,000	7,300	7.1%
San Bernardino County	990,000	916,600	73,500	7.4
State of California	18,956,600	17,568,700	1,387,800	7.3
United States	161,204,000	152,581,000	8,623,000	5.3
<u>2022</u>				
City of Fontana	103,500	99,600	4,000	3.8%
San Bernardino County	1,003,000	961,200	41,700	4.2
State of California	19,169,300	18,348,900	820,400	4.3
United States	164,287,000	158,291,000	5,996,000	3.6
<u>2023</u>				
City of Fontana	104,800	100,100	4,600	4.4%
San Bernardino County	1,013,700	966,500	47,200	4.7
State of California	19,308,300	18,388,300	920,000	4.8
United States	167,116,000	161,037,000	6,080,000	3.6

Note: Data is not seasonally adjusted.

(1) Annual averages, unless otherwise specified.

(2) Includes persons involved in labor-management trade disputes.

(3) The unemployment rate is computed from unrounded data; therefore, it may differ from rates computed from rounded figures in this table.

Source: U.S. Department of Labor – Bureau of Labor Statistics, California Employment Development Department. March 2023 Benchmark.

Listed below are the major employers in the City.

CITY OF FONTANA - MAJOR EMPLOYERS – 2023

<i>Employer</i>	<i>Number of Employees</i>
Kaiser Permanente	9,677
Fontana Unified School District	5,983
Amazon.com Services LLC	3,145
St Bernardine Medical Center	1,775
Target Stores T 553	1,297
City of Fontana (includes part-time employees)	1,143
Walmart D C #6060 CD Drop Yard	1,004
Walmart #6060	1,004
Saia Motor Freight Line LLC	349
Legendary Staffing, Inc.	325

Source: City of Fontana Fiscal Year Ending June 30, 2023 Annual Comprehensive Financial Report.

Listed below are the major employers in the County.

**PRINCIPAL EMPLOYERS
San Bernardino County
Fiscal Year 2022-23**

<i>Rank</i>	<i>Name of Business</i>	<i>Approximate No. of San Bernardino County Employees⁽¹⁾</i>
1	County of San Bernardino	10,000+
2	Loma Linda University Medical Center	1,000-4,999
3	Ontario International Airport	1,000-4,999
4	Amazon	1,000-4,999
5	Burlington Distribution Corp	1,000-4,999
6	California State University, San Bernardino	1,000-4,999
7	Dignity Health Community Hospital of San Bernardino	1,000-4,999
8	Environmental Systems Research Institute	1,000-4,999
9	Fedex Ground	1,000-4,999
10	Inland Empire Health Plan	1,000-4,999

⁽¹⁾ Data represents estimated number of employees.

⁽¹⁾ Due to confidentiality of reporting number of employees, ranges have been provided.

Source: San Bernardino County Annual Comprehensive Report for the year ending June 30, 2023.

⁽¹⁾ Due to confidentiality of reporting number of employees, ranges have been provided.

Source: San Bernardino County Annual Comprehensive Financial Report for the year ending June 30, 2023.

Industries

Residents of the City find employment throughout the Riverside-San Bernardino-Ontario Labor Market Area. This labor market area, as defined for reporting purposes by the California Employment Development Department, has boundaries coterminous with those of Riverside and San Bernardino Counties. The following table sets forth certain employment data for the Riverside - San Bernardino-Ontario Metropolitan Statistical Area and the County for the period from 2019 through 2023.

RIVERSIDE-SAN BERNARDINO-ONTARIO METROPOLITAN STATISTICAL AREA INDUSTRY EMPLOYMENT & LABOR FORCE - BY ANNUAL AVERAGE

	<i>2019</i>	<i>2020</i>	<i>2021</i>	<i>2022</i>	<i>2023</i>
Civilian Labor Force	2,071,600	2,091,700	2,120,600	2,148,700	2,171,500
Civilian Employment	1,987,500	1,885,400	1,964,300	2,058,400	2,068,800
Civilian Unemployment	84,000	206,200	156,300	90,200	102,700
Civilian Unemployment Rate	4.1%	9.9%	7.4%	4.2%	4.7%
 Total Farm	 15,400	 14,100	 13,700	 13,800	 13,100
Total Nonfarm	1,552,700	1,495,800	1,575,100	1,659,800	1,679,800
Total Private	1,291,500	1,247,800	1,333,100	1,409,800	1,418,900
Goods Producing	209,700	202,200	207,700	216,300	216,100
Mining & Logging	1,200	1,300	1,400	1,500	1,500
Construction	107,200	104,900	110,100	114,700	115,700
Manufacturing	101,300	96,000	96,100	100,000	98,900
Service Providing	1,343,000	1,293,700	1,367,400	1,443,500	1,463,700
Trade, Transportation & Utilities	395,100	406,900	443,200	464,900	456,500
Wholesale Trade	67,700	65,600	67,400	69,500	68,700
Retail Trade	180,700	168,800	177,000	181,000	182,700
Transportation, Warehousing & Utilities	146,600	172,500	198,800	214,400	205,100
Information	14,100	12,400	12,500	13,000	13,300
Financial Activities	45,000	44,100	45,200	46,000	44,900
Professional & Business Services	155,300	152,100	166,600	173,900	164,800
Educational & Health Services	250,300	248,800	254,300	267,500	287,500
Leisure & Hospitality	175,900	141,300	160,200	180,900	186,500
Other Services	46,200	40,200	43,600	47,400	49,300
Government	<u>261,200</u>	<u>248,000</u>	<u>242,000</u>	<u>250,000</u>	<u>260,900</u>
Total, All Industries	1,568,100	1,509,900	1,588,800	1,673,500	1,692,900

Note: Does not include proprietors, self-employed, unpaid volunteers or family workers, domestic workers in households and persons involved in labor-management trade disputes. Employment reported by place of work. Items may not add to total due to independent rounding. The "Total, All Industries" data is not directly comparable to the employment data found in this Appendix E.

Source: State of California, Employment Development Department, March 2023 Benchmark.

Tax Levy and Tax Collection

Below is a chart which indicates the tax levy and collection records for the City for Fiscal Years 2014 through 2023.

<i>Fiscal Year</i>	<i>Percent of Levy Collected to Date</i>	<i>Total Tax Collections to Tax Levy to Date</i>
2014	101.55%	\$100,966,890
2015	106.51	115,888,404
2016	101.77	116,422,050
2017	104.24	125,264,871
2018	106.48	135,757,922
2019	107.57	154,079,402
2020	103.19	160,025,650
2021	103.78	172,050,509
2022	106.23	188,891,255
2023	107.07	215,154,745

Note: The amounts presented include City property taxes and the Former Redevelopment Agency of the City of Fontana (the "Redevelopment Agency") tax increment. This schedule also includes amounts collected by the City and Redevelopment Agency that were passed-through to other agencies.

Source: City of Fontana Fiscal Year Ending June 30, 2023 Annual Comprehensive Financial Report.

Largest Taxpayers

The principal property taxpayers in the City for 2023 are as follows:

<i>Taxpayer</i>	<i>2023 Assessed Valuation</i>	<i>% of Total Assessed Valuation</i>
San Gabriel Valley Water Company	\$ 355,028,013	1.31%
Duke Realty LP	243,765,176	0.90
GLC Fontana LLC	219,604,656	0.81
LBA RV – Company LLC	174,942,701	0.65
USPP Jurupa LLC	170,313,480	0.63
Idil West Valley Logistics Center LLC	159,120,000	0.59
Rexford Industrial Realty LP	153,756,226	0.57
Vintage Park LLC	138,146,361	0.51
Target Corporation	134,224,954	0.50
Lit Industrial LP	115,123,474	0.43
Intex Properties Inland Empire Corporation	--	--
TOTAL:	<u>\$1,864,025,041</u>	

Source: City of Fontana Fiscal Year Ending June 30, 2023 Annual Comprehensive Financial Report.

Taxable Sales

The table below presents taxable sales for the years 2019 through 2023 for the City.

TAXABLE SALES
City of Fontana
2019 through 2023
(Dollars in Thousands)

<i>Year</i>	<i>Retail and Food Permits</i>	<i>Retail and Food Taxable Transactions</i>	<i>Total Permits</i>	<i>Total Outlets Taxable Transactions</i>
2019	4,101	\$2,688,599	5,870	\$3,713,486
2020	4,467	2,768,279	6,543	3,637,135
2021	3,997	3,393,088	5,969	7,374,359
2022	4,209	3,569,599	6,197	4,804,617
2023	4,170	3,450,192	6,183	4,653,260

Source: Taxable Sales in California, California Department of Tax and Fee Administration.

The table below presents taxable sales for the years 2019 through 2023 for the County.

TAXABLE SALES
San Bernardino County
2019 through 2023
(Dollars in Thousands)

<i>Year</i>	<i>Retail and Food Permits</i>	<i>Retail and Food Taxable Transactions</i>	<i>Total Permits</i>	<i>Total Outlets Taxable Transactions</i>
2019	40,964	\$27,585,905	64,771	\$41,768,747
2020	44,330	28,745,277	71,145	43,265,512
2021	40,801	38,345,912	66,585	55,378,096
2022	41,690	40,048,058	68,480	59,992,846
2023	40,632	38,103,699	67,336	57,475,069

Source: Taxable Sales in California, California Department of Tax and Fee Administration.

Personal Income

The following tables show the personal income and per capita personal income for the City, County, State of California and United States from 2018 through 2022.

PERSONAL INCOME⁽¹⁾ City of Fontana, County of San Bernardino, State of California, and United States 2018-2022

<i>Year</i>	<i>City of Fontana</i>	<i>County of San Bernardino</i>	<i>California</i>	<i>United States</i>
2018	4,444,518	\$ 83,514,331	\$2,411,055,100	\$17,514,402,000
2019	4,775,796	89,182,422	2,537,950,600	18,343,601,000
2020	5,061,439	100,359,889	2,767,521,400	19,609,985,000
2021	5,432,476	108,700,135	3,013,676,900	21,392,812,000
2022	(n/a)	108,081,645	3,006,647,300	21,820,248,000

Note: Dollars in Thousands.

Source: U.S. Department of Commerce, Bureau of Economic Analysis and City of Fontana Annual Comprehensive Financial Report for the year ending June 30, 2022.

PER CAPITA PERSONAL INCOME⁽¹⁾⁽²⁾ City of Fontana, County of San Bernardino, State of California, and United States 2018-2022

<i>Year</i>	<i>City of Fontana</i>	<i>County of San Bernardino</i>	<i>California</i>	<i>United States</i>
2018	20,965	\$38,663	\$60,984	\$53,309
2019	22,519	41,079	64,174	55,547
2020	23,763	45,698	70,061	59,153
2021	25,392	49,570	76,991	64,430
2022	(n/a)	49,270	77,036	65,470

⁽¹⁾ Per capita personal income is the total personal income divided by the total mid-year population estimates of the U.S. Bureau of the Census. All dollar estimates are in current dollars (not adjusted for inflation).

Source: City of Fontana Comprehensive Annual Financial Report for the year ending June 30, 2022, Bureau of Economic Analysis for County, State and U.S.

Construction Trends

Below is a table indicating residential and non-residential building permits valuations for the City.

CITY OF FONTANA BUILDING PERMIT VALUATION (in thousands of dollars)

<i>Type</i>	<i>2019</i>	<i>2020</i>	<i>2021</i>	<i>2022</i>	<i>2023</i>
<u>Valuation (\$000's)</u>					
Residential:	\$241,481	\$311,547	\$216,978	\$211,710	\$349,920
Non-Residential:	<u>290,767</u>	<u>149,761</u>	<u>126,814</u>	<u>363,353</u>	<u>111,182</u>
Total Valuation:	\$532,248	\$461,308	\$343,792	\$575,063	\$461,102
 <u>New Housing Units:</u>					
Single Family	642	848	670	509	1,068
Multi Family	<u>202</u>	<u>234</u>	<u>382</u>	<u>562</u>	<u>678</u>
Total Units:	844	1,082	1,052	1,071	1,746

Note: Totals may not add to sums because of independent rounding.

Source: Construction Industry Research Board.

Recreation

The City of Fontana maintains over 40 parks, tot lots, sports facilities and other facilities in the community. The City of Fontana operates eight centers throughout the community. The Center Stage Theatre was originally built in 1937 as a single screen movie theatre and was remodeled in 2008 and re-opened as the premiere performing arts venue in the City of Fontana. The Center Stage Theatre was remodeled again beginning in 2022 and re-opened again in June 2024 as Stage Red.

APPENDIX F

SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE

APPENDIX G

FORM OF DISTRICT CONTINUING DISCLOSURE AGREEMENT

APPENDIX H

INFORMATION CONCERNING THE DEPOSITORY TRUST COMPANY AND ITS BOOK-ENTRY SYSTEM

The information in this section concerning DTC and DTC's book-entry only system has been obtained from sources that the District believes to be reliable, but the District takes no responsibility for the completeness or accuracy thereof. The following description of the procedures and record keeping with respect to beneficial ownership interests in the Bonds, payment of principal, premium, if any, accreted value and interest on the Bonds to DTC Participants or Beneficial Owners, confirmation and transfers of beneficial ownership interests in the Bonds and other related transactions by and between DTC, the DTC Participants and the Beneficial Owners is based solely on information provided by DTC to the District which the District believes to be reliable, but the District and the Underwriter do not and cannot make any independent representations concerning these matters and do not take responsibility for the accuracy or completeness thereof. Neither the DTC, Direct Participants, Indirect Participants nor the Beneficial Owners should rely on the foregoing information with respect to such matters but should instead confirm the same with DTC or the DTC Participants, as the case may be.

The Depository Trust Company ("DTC"), New York, New York, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond will be issued for each annual maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited through the facilities of DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.6 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of "AA+." The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive Bonds representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as prepayments, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Bonds within a maturity are being prepaid, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the District as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, distributions, and dividend payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the District or the Trustee, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

A Bond Owner shall give notice to elect to have its Bonds purchased or tendered, through its Participant, to the Trustee, and shall effect delivery of such Bonds by causing the Direct Participant to transfer the Participant's interest in the Bonds, on DTC's records, to the Trustee. The requirement for physical delivery of Bonds in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Bonds are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Bonds to the Trustee's DTC account.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the District or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, physical certificates are required to be printed and delivered.

The District may decide to discontinue use of the system of book-entry only transfers through DTC (or a successor securities depository). In that event, Bonds will be printed and delivered to DTC.

THE TRUSTEE, AS LONG AS A BOOK-ENTRY ONLY SYSTEM IS USED FOR THE BONDS, WILL SEND ANY NOTICE OF REDEMPTION OR OTHER NOTICES TO OWNERS ONLY TO DTC. ANY FAILURE OF DTC TO ADVISE ANY DTC PARTICIPANT, OR OF ANY DTC PARTICIPANT TO NOTIFY ANY BENEFICIAL OWNER, OF ANY NOTICE AND ITS CONTENT OR EFFECT WILL NOT AFFECT THE VALIDITY OF SUFFICIENCY OF THE PROCEEDINGS RELATING TO THE REDEMPTION OF THE BONDS CALLED FOR REDEMPTION OR OF ANY OTHER ACTION PREMISED ON SUCH NOTICE.