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CITY OF SANTA CLARA
COMMUNITY FACILITIES DISTRICT NO. 2019-1
(LAWRENCE STATION)

PETITION
(With Waivers)

To Create a Community Facilities District
and Related Matters

To The Honorable City Council
City of Santa Clara
1500 Warburton Avenue
Santa Clara, CA 95050

Members of the City Council:

This is a petition to create a Community Facilities District and related matters under the Mello-Roos Community Facilities Act of 1982 (the "Act") and it states as follows:

1. Petitioner. This Petition is submitted by the person (the "Petitioner") (whether one or more) identified below as or for the record owner(s) of the parcels of land identified below (the "Property"). The Petitioner warrants to the City of Santa Clara (the "City") that the Petitioner is such owner or is legally authorized to execute this Petition for and on behalf of such owner(s).

2. Proceedings Requested. This Petition asks that the City Council undertake proceedings under the Act to create a Community Facilities District to be designated "City of Santa Clara Community Facilities District No. 2019-1 (Lawrence Station)" (the "Community Facilities District"), and a future annexation area related thereto (the "Future Annexation Area"), to levy special taxes in the Community Facilities District.

3. Boundaries. This Petition asks that the territory to be included in the boundaries of the Community Facilities District and the Future Annexation Area consist of that shown on a map of the proposed boundaries of the Community Facilities District filed with the City Clerk, which includes the Property and is hereby made a part hereof.

4. Purpose. This Petition asks that the Community Facilities District be created and that the special taxes be levied to finance all or a part of the public services (the "Services") shown in Exhibit A attached hereto and made a part hereof.

5. Special Tax. The Petitioner agrees that the City will, subject to the approval of the Petitioner in the proceedings for the Community Facilities District, be authorized to levy a Special Tax in the Community Facilities District to pay for the Services, to be levied pursuant to the Rate and Method of Apportionment shown in Exhibit B attached hereto and made a part hereof, subject to the completion of all proceedings by the City under the Act.

6. Election. The Petitioner asks that the special property-owner election to be held under the Act to authorize the Special Tax and to establish any appropriations limits for the Community Facilities District be conducted by the City and its officials, using a mailed or hand-delivered ballot and that such ballot be canvassed and the results certified at the same meeting of the City Council as the public hearing on the Community Facilities District under the Act or as soon thereafter as possible.

7. Waivers. To expedite the completion of the proceedings for the Community Facilities District, the Petitioner waives all notices of hearing and all published notices regarding the establishment of the Community Facilities District, notices of election, applicable waiting periods under the Act for the holding of any public hearing and for election and all ballot arguments and analysis for the election, it being acknowledged by the Petitioner that all such notices are for the benefit of the Petitioner and may be waived.

8. Authority Warranted. The Petitioner warrants to the City that the presentation of this Petition, any waivers contained herein, casting of ballots at the property owner election and other actions mandated by the City for the formation of the Community Facilities District shall not constitute or be construed as events of default or delinquencies under any existing or proposed financing documents entered into or to be entered into by the Petitioner for the Property, including any "due-on-encumbrance" clauses under any existing security instruments secured by the Property. If requested by the City, the Petitioner agrees, at its expense, to supply to the City current title evidence so that the City may supply any notice and ballot required under the Act for the establishment of the Community Facilities District.

9. Due-Diligence and Disclosures. The Petitioner agrees to cooperate with the City, its attorneys and consultants and to provide all information and disclosures required by the City about the Special Tax to purchasers of the Property or any part of it.

10. Agreements. The Petitioner further agrees to execute such additional or supplemental agreements as may be required by the City to provide for any of the actions and conditions under this Petition, including any amount of cash deposit required to pay for the City's costs in establishing the Community Facilities District. Petitioner agrees that this Petition shall not be considered as filed with the City for purposes of commencing proceedings for the Community Facilities District under the Act unless and until deemed filed by the City in its absolute discretion.

Dated: February 27, 2019

Assessor Parcel:
216-59-003

2.49 total acres.

The Petitioner (record owner) is:

SHAC LS APARTMENTS I LLC,
a Delaware limited liability company

By: SHAC LS Apartments I Venture LLC,
a Delaware limited liability company,
its manager

By: SHAC LS Apartments I Manager LLC, a
Delaware limited liability company,
its manager

By: SummerHill Apartment Communities, a
California corporation, its managing member

By: _____

Name: Daryl McDonald

Title: COU

By: John Taylor

Name: Joshua Taylor

Title: Assistant Secretary

EXHIBIT A

**CITY OF SANTA CLARA
COMMUNITY FACILITIES DISTRICT NO. 2019-1
(LAWRENCE STATION)**

DESCRIPTION OF SERVICES

(attached)

EXHIBIT A

PROPOSED DESCRIPTION OF SERVICES TO BE FINANCED BY THE CFD

City of Santa Clara Community Facilities District 2019-1 (Lawrence Station)

Lane Mile of Roadways

Maintenance, including public space improvements such as signages, street trees, decorative lighting fixtures, and other public space enhancements. Other maintenance items include servicing, repair, replacement, and removal of roadways and sidewalks, cleaning and removal of graffiti, and associated electric, water, and other utility costs.

Parks

Maintenance, including servicing, repair, replacement, and removal of neighborhood parks (includes park amenities such as park community centers, playground equipment, play courts, play structures, picnic tables, lighting, drinking fountains, barbecues, etc.). Maintenance also includes technological enhancements, cleaning and removal of graffiti, and associated electric, water, and other utility costs.

Parking Spaces and Parking Enforcement

Maintenance, including servicing, repair, replacement, and removal of parking spaces (includes poles, fixtures, bulbs, conduits, equipment, including guys, anchors, posts, pedestals and metering devices, etc.). Maintenance also includes technological enhancements, cleaning and removal of graffiti, and associated electric, water, and other utility costs.

Additional services to be provided include the employment of a Community Services Officer, including all salaries and benefits, and including the cost and maintenance of related equipment and vehicle.

Landscaped Parkways and Medians

Maintenance, including servicing, repair, replacement, and removal of parkways, landscape setbacks, and landscaped roadway medians (including all signage, turf, ground cover, shrubs, trees, plants, irrigation and drainage systems, ornamental lighting structures, electricity, repair/replacement & inspection, and associated appurtenant facilities located within the streetscape). Maintenance includes cleaning and removal of graffiti, and associated electric, water, and other utility costs.

Trails

Maintenance, including servicing, repair, replacement, and removal of all facilities associated with the trails (includes amenities such as trees, plant material, sod, irrigation systems, sidewalks, drainage facilities, weed control and other abatements, signs, associated appurtenant facilities., etc.).

Highway Overpass

Maintenance, including servicing, repair, replacement, and removal of all facilities associated with the Highway Overpass between Westlake and SummerHill (includes vertical curbs, median, recovery areas, shoulders, concrete, bridge supports, etc.). Maintenance also includes cleaning and removal of graffiti, and associated electric, water, and other utility costs.

Community Clubhouse and Garden

Maintenance, including servicing, repair, replacement, and removal of all facilities associated with the Community Clubhouse and Garden (includes amenities such as lighting, drinking fountains, restrooms, exercise facilities, shrubs, trees, plants, irrigation and drainage systems, ornamental lighting structures, electricity, repair/replacement & inspection, and associated appurtenant facilities, etc.). Maintenance also includes cleaning and removal of graffiti, and associated electric, water, and other utility costs.

Maintenance & Operating Reserve

Operating expenses, including the costs incurred to operate and service the facilities of the CFD, as well as removal and replacement of the facilities of the CFD. This will include the accumulation of surpluses that are available for these purposes and for discretionary use.

Administrative Reserve

Administrative expenses, including the cost incurred to determine, levy, and collect special taxes, including compensation of the City employees for administrative work performed in relation to the CFD, the fees of consultants and legal counsel, the costs of collecting installments of special taxes upon the general tax rolls, preparation of required reports, and any other costs incurred in the administration of the CFD by the City.

EXHIBIT B

**CITY OF SANTA CLARA
COMMUNITY FACILITIES DISTRICT NO. 2019-1
(LAWRENCE STATION)**

RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAX

(attached)