

SEMIANNUAL REPORT
OF
BROOKFIELD DIXON LLC

Dated as of
December 1, 2015

Providing Continuing Disclosure
Relating to the

\$7,670,000
City of Dixon
Community Facilities District No. 2013-1
(Parklane)
Special Tax Bonds, Series 2015

To be filed with the Electronic Municipal Market Access (“EMMA”) filing service
maintained by the Municipal Securities Rulemaking Board

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INTRODUCTORY STATEMENT

This Semiannual Report, dated as of December 1, 2015 (the “Semiannual Report”), is hereby submitted pursuant to Section 3 of the Continuing Disclosure Agreement - Developer, dated as of September 1, 2015 (the “Disclosure Agreement”), executed by Brookfield Dixon LLC, a Delaware limited liability company (the “Developer”), in connection with the issuance of the above-captioned bonds (the “Bonds”) by the City of Dixon Community Facilities District No. 2013-1 (Parklane) (the “District”).

Capitalized terms used in this Semiannual Report but not otherwise defined have the meanings given to them in the Disclosure Agreement.

CUSIP NUMBERS

The CUSIP ⁽¹⁾ numbers for the outstanding Bonds are listed below:

<u>Maturity Date</u> <u>(September 1)</u>	<u>CUSIP No.</u>	<u>Maturity Date</u> <u>(September 1)</u>	<u>CUSIP No.</u>	<u>Maturity Date</u> <u>(September 1)</u>	<u>CUSIP No.</u>
2017	255650 AA1	2024	255650 AH6	2031	255650 AS2
2018	255650 AB9	2025	255650 AJ1	2032	255650 AT0
2019	255650 AC7	2026	255650 AK9	2033	255650 AU7
2020	255650 AD5	2027	255650 AL7	2034	255650 AV5
2021	255650 AE3	2028	255650 AM5	2035	255650 AQ6
2022	255650 AF0	2029	255650 AN3	2045	255650 AR4
2023	255650 AG8	2030	255650 AP8		

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FORWARD LOOKING STATEMENTS

Certain statements included or incorporated by reference in this Semiannual Report 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 “plan,” “intend,” “expect,” “propose,” “estimate,” “project,” “budget,” “anticipate,” or other similar words. The achievement of certain results or other expectations contained in such forward-looking statements involves known and unknown risks, uncertainties, and other factors that may cause the 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. Updates or revisions to these forward-looking statements may be provided pursuant to the Disclosure Agreement if the expectations, events, conditions, or circumstances on which such statements are based change in a material way. The forward-looking statements in this Semiannual Report are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in or implied by such forward-looking statements. **READERS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON SUCH FORWARD-LOOKING STATEMENTS, WHICH SPEAK ONLY AS OF THE DATE INDICATED.**

REQUIRED DISCLOSURE

1. Status of Development Financing

A description of the sources of funds to finance development of property owned by the Developer or any Affiliate of the Developer within the District, and whether any material defaults exist under any loan arrangement related to such financing.

The Developer and its affiliate Brookfield Cottages LLC, a Delaware limited liability company (the “Homebuilder”), have financed all of the development costs to date by means of equity contributions from affiliated entities and the Developer currently expects all remaining development costs will be funded from Bond proceeds, home sale revenues, or additional equity contributions.

The Developer estimates that land development costs for all of the Units in the Development total in excess of \$32,531,000 (including costs of grading, wet and dry utilities, roadway construction, sidewalks, electrical and lighting, walls and landscape improvements, as well as related soft costs). As of December 1, 2015, the Developer had expended over \$21,427,000 in land development for all of the Units and the Developer estimates that approximately \$11,104,000 is required to complete the remaining facilities of which \$793,000 is needed to complete infrastructure improvements serving the Development.

As set forth in the Official Statement, neither the Developer nor the Homebuilder secured any bank loans for the development of the Development. With respect to Newbury, the Developer has been informed by Civic Dixon (as defined herein) that (i) Civic Dixon has taken out an acquisition, development, and construction loan with California Bank & Trust secured by the Newbury property and (ii) that such loans is in good standing as of December 1, 2015.

Notwithstanding the belief of each of the Developer and the Homebuilder that it will have sufficient funds to complete its respective planned development in the Development, no assurance can be given that sources of financing available to the Developer and the Homebuilder will be sufficient to complete the property development as currently anticipated. While both the Developer and the Homebuilder have had available such internal equity financing available in the past, there can be no assurance whatsoever of willingness or ability of their related entities to do so in the future. None of the Developer, the Homebuilder, or any of their affiliates has any legal obligation of any kind to make any such funds available or to obtain loans. Other than pointing out the willingness of entities related to the Developer and the Homebuilder to provide internal financing in the past, neither of the Developer or the Homebuilder has represented in any way that they will be able to continue to obtain such equity financing in the future. If and to the extent that internal equity financing, loan proceeds, home sale proceeds or Bond proceeds are inadequate to pay the costs to complete the Development and other financing by the Developer or the Homebuilder is not obtained, there could be a shortfall in the funds required to complete the proposed development of the property in the District and portions of the Development may not be developed.

The Developer entered into a purchase and sale agreement with Civic Dixon, LLC, a California limited liability company ("Civic Dixon"), for the 96 Newbury lots (which consist of 19 lots in Unit 1 and 77 lots in Unit 2), which sale closed on October 30, 2015. Civic Dixon will be constructing homes on the 96 Newbury lots, but all off-site and intract infrastructure improvements required to develop those 96 lots will be constructed by the Developer.

2. Summary of Development Activity

A summary of development activity conducted by the Developer or any Affiliate within the District, including the number of parcels for which building permits have been issued, and as to property owned by the Developer or any Affiliate of the Developer, the number of parcels for which sales have closed.

Status of Development. As of December 1, 2015, the Developer had expended over \$27,325,000 on land development costs for the Development (not including the senior center site), including all permits and fees (plan check, inspection, impact fees, building permits, etc.), consultants and land improvement costs, and the Homebuilder had expended an additional \$10,824,000 on home construction.

As of December 1, 2015, the City had issued 101 building permits for home construction in Unit 1, including 3 permits for model homes. Also as of December 1, 2015, the Homebuilder had completed the construction of 3 model homes at Cottages and 60 other homes at Cottages in Unit 1 (50 of which are the subject of completed, closed sales to homeowners), and there are an additional 38 homes at Cottages under construction. Of the Lots in Unit 1, the Homebuilder had executed contracts for the sale for 76 homes, with (as mentioned above) 50 of those sales closed.

With respect to the Newbury lots, Civic Dixon has advised the Developer that, as of December 1, 2015, Civic Dixon is in the process of land development work and it has not yet pulled any building permits on the 96 lots it owns.

As of December 1, 2015: (i) the Homebuilder expects to continue constructing, marketing and selling homes on the remaining 41 lots it owns (which includes the 3 model homes), (ii) the Developer sold the 96 Newbury lots (consisting of 19 lots in Unit 1 and 77 lots in Unit 2) to Civic Dixon, (iii) the Developer expects to sell the remaining lots in Unit 2 and the lots in Units 3, 4 and 5 to the Homebuilder, another affiliate, or another homebuilder to construct, market and sell homes on such Units, and (iv) the Developer will acquire the remaining property planned for 72 lots from the Bertolero Family Trust pursuant to the Option Agreement (defined below). Assuming that the Developer does acquire the remaining property planned for 72 lots from the Bertolero Family Trust, the Developer currently anticipates that Units 1-5 will be developed as set forth in the table below:

	Cottages	Newbury	Greenwich	Inverness	Pinehurst
Unit Number	1	1 and 2	3	2 and 5	4 and 5
Number of Expected Homes	101	19 (Unit 1) 77 (Unit 2)	83	12 (Unit 2) 41 (Unit 5)	49 (Unit 4) 19 (Unit 5)
Number of Floor Plans	3	4	3	3	3
Square Footage Range	1,742 – 2,164	2,100 – 2,800	2,106 – 3,106	3,332 – 3,573	2,900 – 3,258
Building Permits	101	0	0	0	0
Model Homes	3	0	0	0	0
Completed Homes (Sold and Closed)	50	0	0	0	0
Completed Homes (Unclosed)	13 (models)	0	0	0	0
Homes Under Construction	38	0	0	0	0
Finished Lots	0	19	0	0	0
Sheet Graded Lots	0	77	83	53	68
Final Map Status	Recorded	Recorded	Approved but not Recorded	In Plan Check	In Plan Check

Source: Developer.

All of the 120 lots in Unit 1 are in finished condition with all in-tract infrastructure improvements completed. Plans for final grading and in-tract infrastructure improvements for the 89 lots in Unit 2 and the 83 planned lots in Unit 3 have been approved by the City, but final grading and home construction in those Units has not commenced. Plans for final grading and in-tract infrastructure improvements for the 49 planned lots in Unit 4 and the 60 planned lots in Unit 5 have been submitted to the City for plan check.

As of December 1, 2015, the Developer estimates the total cost of the in-tract infrastructure improvements required for the Newbury lots and Units 3, 4, and 5 to be approximately \$9,740,000, of which over \$476,000 has been expended by the Developer as of December 1, 2015.

The product types, number of units within each product type, number of floor plans, and the square footages shown in the table above reflect the Developer's plans as of December 1, 2015. The Developer may, and likely will, make changes to these plans as it develops the property over time and responds to market conditions. No assurance can be given: (i) that home construction will be carried out according to the plans outlined above; (ii) that the Developer's construction and sale plans will not change after the date of this Semiannual Report, or (iii) lots under contract for sale will actually close.

The Option Agreement. On September 3, 2003, Brookfield Bay Area Holdings LLC entered into an Option Agreement (the "Option Agreement") with Leroy L. Bertolero and Linda L. Bertolero, trustees of the Leroy and Linda Bertolero Family Trust (the "Bertolero Family Trust") for the acquisition in phases of the property in the Development. The Option Agreement has been amended six times since initial execution. By the fourth amendment, Brookfield Bay Area Holdings LLC assigned the Option Agreement to the Developer.

Under the Option Agreement, the Developer has the right but not the obligation to purchase the property in phases. The first phases were taken-down in the first quarter of 2007 (a 16.75 acre area for backbone infrastructure improvements), the fourth quarter of 2007 (the 15.60 acres in Unit 1), the first quarter of 2014 (15.20 acres in Unit 2), and the first quarter of 2015 (the

9.81 acres in Unit 3 and the 11.70 acres in Unit 4). The Developer expects to exercise its option for the remaining property in the Development (the remaining 2.90 acres in Unit 2 and the 16.31 acres in Unit 5) by January 6, 2016.

To date, the Developer has advised that it has expended over \$7,018,000 in connection with the maintenance of the option and the exercise of its options, and will expend over \$1,187,000 in connection with maintaining the option and exercising the final option, which exercise is expected to occur on January 6, 2016.

Pursuant to the Option Agreement, the Developer has agreed to pay any Special Taxes levied for the District on the property under option.

No assurance can be given that the Developer will acquire the remaining land from the Bertolero Family Trust. To the extent that the Developer does not acquire the remaining land as currently contemplated, the Bertolero Family Trust, being a landowner and not a homebuilder, would likely attempt to sell such land to another homebuilder, but no assurance can be given as to the likelihood or timing of any such sales.

3. Property Sales

Any sale by the Developer or any Affiliate of the Developer of property in the District to another Person, other than to buyers of completed homes, including a description of the property sold (acreage, number of lots, etc.) and the identity of the Person that so purchased the property.

On October 30, 2015, the Developer sold the Newbury lots (consisting of 19 lots in Unit 1 and 77 lots in Unit 2) to Civic Dixon.

The Development, known as Parklane at Dixon,” currently consists of five areas designated by the Developer as Units 1, 2, 3, 4, and 5. The ownership of the property within each Unit (expressed as the number of planned lots within each Unit), which includes all sales of property by the Developer through December 1, 2015, is set forth in the table below:

	Unit 1 (15.600 Acres)	Unit 2 (18.086 Acres)	Unit 3 (9.811 Acres)	Unit 4 (11.669 Acres)	Unit 5 (16.306 Acres)
Individual Homeowners	50(2)	0	0	0	0
Brookfield Dixon LLC	0(1)	0(1)	83	49	0
Brookfield Cottages LLC	51(2)	0	0	0	0
Bertolero Family Trust ⁽³⁾	0	12	0	0	60
Civic Dixon, LLC	19	77	0	0	0
Total Lots	120	89	83	49	60

(1) The Developer sold these lots (the “Newbury” lots) to an unaffiliated homebuilder, Civic Dixon, LLC.

(2) As of December 1, 2015, Brookfield Cottages LLC has executed contracts with homebuyers to purchase 76 homes, of which 50 sales had closed as of such date.

(3) The property planned for 72 lots that is owned by the Bertolero Family Trust is subject to an option agreement with the Developer.

Source: Developer.

4. Status of Undeveloped Property and Developer Improvements

Status of completion of the development being undertaken by the Developer or any Affiliate of the Developer with respect to the Undeveloped Property, and any major legislative, administrative and judicial challenges known to the Developer to or affecting the construction of the development or the time for construction of any public or private improvements to be made by the Developer or any Affiliate of the Developer within the District (the "Developer Improvements").

In addition to the development of property within the District being undertaken by the Developer as described above in Section 1 entitled "Summary of Development Activity," the Developer has also undertaken to construct the following public improvements (the "Public Improvements," which, together with the improvements summarized in said Section 1, constitute the Developer Improvements):

(A) Streetscape and Pedestrian Improvements, consisting of:

(i) Backbone or primary streets (State Highway 113, East Parkway Blvd, Harvard Drive, College Way, and Yale Drive), including costs of planning, design, construction and acquisition of improvements to existing State Highway 113 along the project frontage and at the intersection of State Highway 113 and East Park Boulevard. These Public Improvements include grading, street and sidewalk widening to accommodate additional vehicle and pedestrian traffic, pedestrian and streetscape amenities, shelters and curb extensions to serve transit stops, landscape improvements, traffic signals and signage, street lighting, joint trench dry utilities, walls, sanitary sewer, storm, and water, and relocation of Solano Irrigation District facilities. This work has been completed but not fully accepted by the City.

(ii) Neighborhood Streets, consisting of planning, design, construction and acquisition of new neighborhood street improvements include grading, streets, curb, gutter and sidewalk, landscape improvements, traffic signals and/or signage, street lighting, walls and/or fencing, joint trench dry utilities, sanitary sewer, storm, and water. The proposed neighborhood streets include the following: (i) Unit 1 includes Heritage Lane, Cornell Court, Cornell Drive, Dartmouth Circle, and Baylor Way; (ii) Unit 2 includes Syracuse Lane, Duke Way, and portions of Columbia Drive, Rutgers Way and Amhurst Ave; (iii) Unit 3 includes Diploma Alley, Honors Alley and Graduate Alley; (iv) Unit 4 includes Pacific Place and portions of Rutgers Way, Columbia Drive, Vanderbilt Drive and Princeton Way; and (v) Unit 5 includes Tuft Lane and portions of Vanderbilt Drive, Amhurst Ave, and Princeton Way. The facilities described in (i) above has been completed, but not fully accepted by the City. The work described in (ii) through (v) above has not yet commenced.

(B) Public Open Space related improvements, consisting of:

(i) Open Space Parcels, including planning, designing, constructing and acquiring open space parcels that are to be dedicated to the City for pedestrian and emergency access and utility easements. The open space parcels are located in Units 1,

2, and 3. Construction of the open space areas in Unit 1 has been completed; construction of the open space areas in Units 2 and 3 are pending.

(ii) Pedestrian Connections, including planning, designing, constructing and acquiring connections to be dedicated to the City from neighborhoods to adjacent roads or schools to improve pedestrian circulation in the community. The pedestrian connections are located in Units 1, 2, and 3. Construction of the pedestrian connections in Unit 1 have been completed; construction of the pedestrian connections in Units 2 and 3 are pending.

The Public Improvements include the costs of the acquisition of right-of-way, the costs of design, engineering and planning, the costs of any environmental or traffic studies, (including right-of-way that is intended to be dedicated by the recording of a final map), surveys or other reports, costs related to landscaping and irrigation, soils testing, permits, plan check and inspection fees, insurance, legal and related overhead costs, coordination and supervision and any other costs or appurtenances related to any of the foregoing.

The Public Improvements are being constructed by the Developer, who has substantially completed the backbone and primary streets improvements described above, as well as the neighborhood streets in Unit 1. The Developer will complete the neighborhood streets in Units 2 (including the property owned by Civic Dixon), 3, 4 and 5 as the construction of homes in the Development continues; however, if the Developer sells the lots in one of those Units to an unaffiliated homebuilder, it may require that that homebuilder construct the neighborhood streets for that Unit

As of December 1, 2015, the Developer has no knowledge of any major legislative, administrative, or judicial challenges to or affecting the construction of the Developer Improvements.

5. Delinquent Property Taxes

Information regarding any failure by the Developer or any of its Affiliates to pay any real property taxes (including Special Taxes) levied on a parcel of property in the District which is owned by the Developer or any of its Affiliates.

As of December 1, 2015, neither the Developer nor any of its Affiliates is delinquent in the payment of any property taxes (including the Special Taxes) levied on a parcel of property in the District which is owned by the Developer or any such Affiliate.

6. Financial Statements

For the Annual Reports only, any audited financial statements of the Developer, if such audited financial statements are prepared for the Developer in the ordinary course of business.

No financial statements are required to be provided with this Semiannual Report; therefore no such financial statements are included with this Semiannual Report.

REPORTING OF LISTED EVENTS

To the Developer's best knowledge, the following Listed Events referenced in Section 5 of the Disclosure Agreement and listed below have occurred during the period covered by this Semiannual Report:

- No Listed Events have occurred as of the date of this Semiannual Report.
- Failure to pay any real property taxes, special taxes or assessments levied within the District on a parcel owned by the Developer or any Affiliate of the Developer.
- Damage to or destruction of any of the Developer Improvements which has a material adverse effect on the value of the parcels owned by the Developer or any Affiliate of the Developer within the District.
- Material default by the Developer or any Affiliate of the Developer on any loan with respect to the construction or permanent financing of the Developer Improvements.
- Material default by the Developer or any Affiliate of the Developer on any loan secured by property within the District owned by the Developer or any Affiliate of the Developer.
- Material payment default by the Developer on any loan of the Developer (whether or not such loan is secured by property within the District) which is beyond any applicable cure period in such loan.
- The filing of any proceedings with respect to the Developer, in which the Developer may be adjudicated as bankrupt or discharged from any or all of their respective debts or obligations or granted an extension of time to pay debts or a reorganization or readjustment of debts.
- The filing of any proceedings with respect to an Affiliate of the Developer, in which such Affiliate of the Developer may be adjudicated as bankrupt or discharged from any or all of its respective debts or obligations or granted an extension of time to pay debts or a reorganization or readjustment of debts if such adjudication could materially adversely affect the completion of the Developer Improvements or the development of parcels owned by the Developer or its Affiliates within the District (including the payment of special taxes of the District).
- The filing of any lawsuit against the Developer or any of its Affiliates (with service of process on the Developer or its Affiliates having occurred) which, in the reasonable judgment of the Developer, will materially adversely affect the completion of the Developer Improvements or the development of parcels owned by the Developer or its Affiliates within the District, or litigation which if decided against the Developer, or any of its Affiliates, in the reasonable judgment of the Developer, would materially adversely affect the financial condition of the Developer or its Affiliates in a manner that would materially adversely affect the completion of the Developer Improvements or the development of parcels owned by the Developer or its Affiliates within the District.
- A sale or transfer of all or substantially all of the Developer's assets or a sale of a majority of the partnership interests, membership interests or outstanding stock of the Developer.

CERTIFICATION

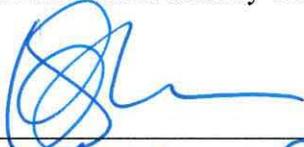
The Developer hereby certifies that this Semiannual Report constitutes the Semiannual Report required to be furnished by the Developer under the Disclosure Agreement.

ANY OTHER STATEMENTS REGARDING THE DEVELOPER OR ITS AFFILIATES, THE DEVELOPMENT OF THE PROPERTY, THE FINANCING PLANS OR FINANCIAL CONDITION OF THE DEVELOPER OR ITS AFFILIATES, OTHER THAN STATEMENTS MADE BY THE DEVELOPER IN AN OFFICIAL RELEASE OR NEWSPAPER OF GENERAL CIRCULATION, OR FILED WITH THE MUNICIPAL SECURITIES RULEMAKING BOARD, ARE NOT AUTHORIZED BY THE DEVELOPER. THE DEVELOPER IS NOT RESPONSIBLE FOR THE ACCURACY, COMPLETENESS, OR FAIRNESS OF ANY SUCH UNAUTHORIZED STATEMENTS.

THE DEVELOPER HAS NO OBLIGATION TO UPDATE THIS SEMIANNUAL REPORT OTHER THAN AS EXPRESSLY PROVIDED IN THE DISCLOSURE AGREEMENT.

Dated: As of December 1, 2015

BROOKFIELD DIXON LLC,
a Delaware limited liability company

By: 
Name: GREGORY GLENN
Title: CEO

By: 
Name: KEVIN PETERSON
Title: VICE PRESIDENT



Submission ID:EP709973
12/14/2015 16:44:13

CONTINUING DISCLOSURE (SUBMISSION STATUS: PUBLISHED)

FINANCIAL/OPERATING FILING (CUSIP-9 BASED)

Rule 15c2-12 Disclosure

Annual Financial Information and Operating Data: Semiannual Report of Brookfield Dixon LLC dated as of 12-01-15 for Dixon CFD 2013-1 2015 Bonds, for the period from 09/17/2015 to 12/01/2015

Documents

Financial Operating Filing

...Semi-Annual Report dated as of 12-01-15 - Brookfield Dixon LLC - Dixon CFD 2013-1 2015 Bonds EXE 121415.pdf
posted 12/14/2015

The following Issuers are associated with this Continuing Disclosure submission:

CUSIP-6	State	Issuer Name
255650	CA	DIXON CALIF SPL TAX

The following 20 securities have been published with this Continuing Disclosure submission:

CUSIP-9	Maturity Date
255650AA1	09/01/2017
255650AB9	09/01/2018
255650AC7	09/01/2019
255650AD5	09/01/2020
255650AE3	09/01/2021
255650AF0	09/01/2022
255650AG8	09/01/2023
255650AH6	09/01/2024

255650AJ2	09/01/2025
255650AK9	09/01/2026
255650AL7	09/01/2027
255650AM5	09/01/2028
255650AN3	09/01/2029
255650AP8	09/01/2030
255650AQ6	09/01/2035
255650AR4	09/01/2045
255650AS2	09/01/2031
255650AT0	09/01/2032
255650AU7	09/01/2033
255650AV5	09/01/2034

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