

**SPECIAL TAX AND
BOND ACCOUNTABILITY REPORT
FOR
COMMUNITY FACILITIES DISTRICT NO. 11
OF THE
POWAY UNIFIED SCHOOL DISTRICT**

December 31, 2004

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REPORT
FOR
COMMUNITY FACILITIES DISTRICT NO. 11
FOR
POWAY UNIFIED SCHOOL DISTRICT**

Prepared for:

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EXHIBITS

Exhibit A: Rate and Method of Apportionment

I. INTRODUCTION

The Board of Education ("Board") of the Poway Unified School District ("School District"), pursuant to the provisions of the Local Agency Special Tax and Bond Accountability Act ("Accountability Act"), has directed the filing of the Special Tax and Bond Accountability Report ("Accountability Report") for Zone 1 of Community Facilities District ("CFD") No. 11. According to Senate Bill ("SB") 165, any local special tax and/or bond measure subject to voter approval on or after January 1, 2001, must follow the requirements of the Accountability Act. As directed by SB 165, the Accountability Report shall contain a description of (i) the Special Tax funds collected and expended from Bond inception through September 30, 2004, (ii) the initial allocation of Bond proceeds, and (iii) the expenditure of Bond proceeds to fund authorized facilities of CFD No. 11 through September 30, 2004. All capitalized terms not otherwise defined herein shall have the meanings as defined in the Rate and Method of Apportionment ("RMA") of CFD No. 11 (included herein as Exhibit A).

II. COLLECTION AND EXPENDITURES OF SPECIAL TAXES

Each Fiscal Year, CFD No. 11 will levy, collect, and expend Annual Special Taxes in an amount necessary to pay interest and principal to bondholders, cover Administrative Expenses, and fund school facilities necessary to serve students generated from Units constructed within the boundaries of CFD No. 11. Zone 1 of CFD No. 11 issued the Zone 1 2004 Special Tax Bonds ("Bonds") on April 1, 2004 in the amount of \$9,000,000.

As a result of the Bonds being issued on April 1, 2004, no Special Taxes were levied in Fiscal Year 2003-04; therefore, no transactions occurred in the Special Tax Fund of Zone 1 of CFD No. 11 prior to September 30, 2004.

II. USE OF BOND PROCEEDS

Zone 1 of CFD No. 11 issued the Zone 1 2004 Special Tax Bonds ("Bonds") on April 1, 2004 in the amount of \$9,000,000. This section outlines (i) the initial allocation of the Bond proceeds and (ii) the expenditure of Bond proceeds to fund authorized facilities of Zone 1 of CFD No. 11.

A. Allocation of Bond Proceeds

In accordance with the Bond Indenture by and between the School District and Zions First National Bank ("Zions") dated March 1, 2004, the proceeds of the Bonds were deposited into the funds, accounts, and subaccount as shown in Table 1.

TABLE 1

INITIAL DEPOSIT OF BONDS PROCEEDS

| Funds, Accounts and Subaccount | Initial Deposit |
|---|------------------------|
| Special Tax Fund | \$0.00 |
| Bond Service Fund | \$0.00 |
| Interest Account of the Bond Service Fund | \$0.00 |
| Principal Account of the Bond Service Fund | \$0.00 |
| Rebate Fund | \$0.00 |
| Redemption Fund | \$0.00 |
| Reserve Fund | \$811,648.49 |
| Administrative Expense Fund | \$40,000.00 |
| School Facilities Fund | \$7,098,317.40 |
| Capitalized Interest Subaccount of the Bond Service Fund | \$702,641.26 |
| Costs of Issuance Fund ¹ | \$347,392.85 |
| Total Bond Proceeds | \$9,000,000.00 |
| ¹ This amount includes the Underwriter's Discount of \$157,500.00 and an issuance discount of \$54,392.85. The actual amount deposited in the Costs of Issuance Fund was \$135,500.00. | |

B. Use of Construction Funds

The School Impact Mitigation and Public Facilities Funding Agreement ("Agreement") by and among the School District and (i) Sycamore Estates, LLC, (ii) McMillin Montecito 109, LLC, (iii) Brookfield 6, LLC, and (iv) Brookfield 8, LLC, dated November 17, 2003 outlined the facilities to be funded by Zone 1 of CFD No. 11. The authorized facilities include school facilities and related infrastructure required by the School District as a result of development of the property within Zone 1 of CFD No. 11 (as further described in the CFD Report of CFD No. 11). School facilities include elementary school, middle school, high school and administrative facilities.

Table 2 shows the amount of accruals and expenditures in the School Facilities Fund for Zone 1 of CFD No. 11 from Bond inception through September 30, 2004.

TABLE 2**SCHOOL FACILITIES FUND OF ZONE 1 OF CFD NO. 11**

| | | |
|---|----------------|-----------------------|
| Initial Deposit from Bond Proceeds | | \$7,998,317.40 |
| Accruals | | \$24,476.20 |
| Interest Earnings | \$24,476.20 | |
| Expenditures | | (\$901,155.11) |
| Elementary School Facilities | (\$901,155.11) | |
| Middle School Facilities | \$0.00 | |
| High School Facilities | \$0.00 | |
| Administrative Facilities | \$0.00 | |
| Balance as of September 30, 2004 | | \$7,121,638.49 |

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EXHIBIT A

RATE AND METHOD OF APPORTIONMENT

RATE AND METHOD OF APPORTIONMENT FOR COMMUNITY FACILITIES DISTRICT NO. 11 OF THE POWAY UNIFIED SCHOOL DISTRICT

A Special Tax shall be levied on and collected in Community Facilities District ("CFD") No. 11 of the Poway Unified School District ("School District") each Fiscal Year in an amount determined through the application of the rate and method of apportionment described below. All of the real property in CFD No. 11, unless exempted by law or by the provisions hereof, shall be taxed for the purposes, to the extent, and in the manner herein provided.

SECTION A DEFINITIONS

The terms hereinafter set forth have the following meanings:

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

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

"Administrative Expenses" means any ordinary and necessary expenses of the School District to carry out its duties as the legislative body of CFD No. 11.

"Annual Special Tax" means the Special Tax levied each Fiscal Year on an Assessor's Parcel as set forth in Section G.

"Assessor's Parcel" means a Lot or parcel of land in CFD No. 11 which is designated on an Assessor's Parcel Map with an assigned Assessor's Parcel Number.

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

"Assessor's Parcel Number" means that number assigned to an Assessor's Parcel by the Assessor of the County for purposes of identification.

"Assigned Annual Special Tax" means the Special Tax of that name as set forth in Section D.

"Assigned Unit" means any of up to 106 Units assigned this classification in writing to the Associate Superintendent at the Developer's election at the time the applicable Building Permit is issued provided that each such Unit is an Attached Unit. Under no circumstance may the Developer assign more than 106 Units this classification.

"Associate Superintendent" means the Associate Superintendent of Business Support Services of the School District or his/her designee.

"Attached Units" means an Assessor's Parcel of Residential Property that consists of or shall consist of a building or buildings in which each of the individual Units have at least one common wall with another Unit.

"Backup Annual Special Tax" means the Special Tax of that name described in Section E below.

"Board" means the Board of Education of the School District or its designee.

"Building Permit" means a permit for the construction of one or more Units, issued by the City, or other public agency in the event the City no longer issues said permits for the construction of Units within CFD No. 11. For purposes of this definition, "Building Permits" shall not include permits for construction or installation of commercial/industrial structures, parking structures, retaining walls, and utility improvements not intended for human habitation.

"Calendar Year" means any period beginning January 1 and ending December 31.

"City" means the City of San Diego.

"County" means the County of San Diego.

"Detached Unit" means a Unit that is not an Assigned Unit or an Attached Unit.

"Developed Property" means all Assessor's Parcels of Taxable Property for which a Building Permit was issued on or before May 1 of the prior Fiscal Year, provided that such Assessor's Parcels are associated with a Final Subdivision Map recorded on or before January 1 of the prior Fiscal Year and that each such Assessor's Parcel is associated with a Lot, as determined reasonably by the Board.

"Developer" means any "Owner" defined as such in the certain School Impact Mitigation and Public Facilities Funding Agreement by and among the School District, Sycamore Estates, LLC, a Delaware limited liability company, Sycamore Estates II, LLC, a Delaware limited liability company, McMillin Montecito 109, LLC, a Delaware limited liability company, Brookfield 6 LLC, a Delaware limited liability company, and Brookfield 8 LLC, a Delaware limited liability company.

"Exempt Property" means the property designated as Exempt Property in Section K.

"Final Subdivision Map" means a final tract map, parcel map, lot line adjustment, or functionally equivalent map or instrument that creates individual Lots, recorded in the Office of the Recorder of the County.

"Fiscal Year" means the period commencing on July 1 of any year and ending the following June 30.

"Gross Prepayment Amount" means any amount determined by reference to Tables 6, 7, 8 and 9 and adjusted as set forth in Section H.

"Indenture" means the bond indenture, master trust agreement, fiscal agent agreement, or similar document regardless of title, pursuant to which Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds are issued and which establishes the terms and conditions for the payment of applicable bonds as modified, amended and/or supplemented from time to time in accordance with its terms.

"Lot" means an individual legal lot created by a Final Subdivision Map for which a Building Permit for a Unit has been or could be issued, provided that land for which one or more Building Permits have been or could be issued for the construction of one or more model Units shall not be construed as a Lot until such land has been subdivided by a Final Subdivision Map.

"Maximum Special Tax" means the maximum Special Tax, determined in accordance with Section C, which can be levied by CFD No. 11 on any Assessor's Parcel in any Fiscal Year.

"Net Taxable Acres" means the total Acreage of all Taxable Property expected to exist in a given Zone after all Final Subdivision Maps are recorded.

"Partial Prepayment Amount" means the amount required to prepay a portion of the Annual Special Tax obligation of any Assessor's Parcel determined pursuant to Section I.

"Prepayment Amount" means the dollar amount required to prepay all of the Annual Special Tax obligation on any Assessor's Parcel, as determined pursuant to Sections H.

"Prepayment Ratio" means with respect to an Assessor's Parcel, for each series of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds, the ratio of (i) the Annual Special Tax revenue or portion thereof applicable to the Assessor's Parcel at the time each such series of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds were issued and which were used in providing the minimum debt service coverage required to issue such series of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds, as reasonably determined by the Board, to (ii) the sum of all Annual Special Tax revenue used in providing the minimum debt service coverage required to issue such series of applicable Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds, as reasonably determined by the Board.

"Proportionately" means that the ratio of the actual Annual Special Tax levy to the applicable Special Tax is equal for all applicable Assessor's Parcels.

"Regularly Retired Principal" means the principal amount of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds that have been paid as scheduled pursuant to the Indenture under which they were reserved, whether by virtue of maturing principal or regularly scheduled mandatory sinking fund redemptions.

"Residential Property" means all Assessor's Parcels of Developed Property for which a Building Permit was issued for the construction of a Unit.

"Special Tax" means any of the special taxes authorized to be levied in CFD No. 11 under the Act.

"Taxable Property" means all Assessor's Parcels which are not Exempt Property.

"Undeveloped Property" means all Assessor's Parcels of Taxable Property which are not classified as Developed Property.

"Unit" means each separate residential dwelling unit which comprises an independent facility capable of conveyance separate from adjacent residential dwelling units.

"Zone" means the areas identified as a Zone and illustrated in Section N.

"Zone 1" means all property located within the area identified as Zone 1 in Section N, subject to interpretation by the Board.

"Zone 1 Annual Special Tax Requirement" means the amount required in any Fiscal Year to pay (i) annual debt service on all outstanding Zone 1 Bonds, (ii) Administrative Expenses of CFD No. 11 applicable to property within Zone 1, (iii) any costs associated with the release of funds from an escrow account established in association with Zone 1 Bonds, (iv) any amount required to establish or replenish any reserve funds established in association with the Zone 1 Bonds, less (v) any amounts on deposit in any fund or account which are available to pay for items (i) through (iv) above pursuant to any applicable fiscal agent agreement, bond indenture, or trust agreement.

"Zone 1 Bonds" means any obligation to repay a sum of money, including obligations in the form of bonds, notes, certificates of participation, long-term leases, loans from government agencies, or loans from banks, other financial institutions, private businesses, or individuals or long-term contracts, or any refunding thereof, to the repayment of which Special Taxes within Zone 1 of CFD No. 11 are pledged.

"Zone 2" means all property located within the area identified as Zone 2 in Section N, subject to interpretation by the Board.

"Zone 2 Annual Special Tax Requirement" means the amount required in any Fiscal Year to pay (i) annual debt service on all outstanding Zone 2 Bonds, (ii) Administrative Expenses of CFD No. 11 applicable to property within Zone 2, (iii) any costs associated with the release of funds from an escrow account established in association with Zone 2 Bonds, (iv) any amount required to establish or replenish any reserve funds established in association with the Zone 2 Bonds, less (v) any amounts on deposit in any fund or account which are available to pay for items (i) through (iv) above pursuant to any applicable fiscal agent agreement, bond indenture, or trust agreement.

"Zone 2 Bonds" means any obligation to repay a sum of money, including obligations in the form of bonds, notes, certificates of participation, long-term leases, loans from government agencies, or loans from banks, other financial institutions, private businesses, or individuals or long-term contracts, or any refunding thereof, to the repayment of which Special Taxes within Zone 2 of CFD No. 11 are pledged.

"Zone 3" means all property located within the area identified as Zone 3 in Section N, subject to interpretation by the Board.

"Zone 3 Annual Special Tax Requirement" means the amount required in any Fiscal Year to pay (i) annual debt service on all outstanding Zone 3 Bonds, (ii) Administrative Expenses of CFD No. 11 applicable to property within Zone 3, (iii) any costs associated with the release of funds from an escrow account established in association with Zone 3 Bonds, (iv) any amount required to establish or replenish any reserve funds established in association with the Zone 3 Bonds, less (v) any amounts on deposit in any fund or account which are available to pay for items (i) through (iv) above pursuant to any applicable fiscal agent agreement, bond indenture, or trust agreement.

"Zone 3 Bonds" means any obligation to repay a sum of money, including obligations in the form of bonds, notes, certificates of participation, long-term leases, loans from government agencies, or loans from banks, other financial institutions, private businesses, or individuals or long-term contracts, or any refunding thereof, to the repayment of which Special Taxes within Zone 3 of CFD No. 11 are pledged.

"Zone 4" means all property located within the area identified as Zone 4 in Section N, subject to interpretation by the Board.

"Zone 4 Annual Special Tax Requirement" means the amount required in any Fiscal Year to pay (i) annual debt service on all outstanding Zone 4 Bonds, (ii) Administrative Expenses of CFD No. 11 applicable to property within Zone 4, (iii) any costs associated with the release of funds from an escrow account established in association with Zone 4 Bonds, (iv) any amount required to establish or replenish any reserve funds established in association with the Zone 4 Bonds, less (v) any amounts on deposit in any fund or account which are available to pay for items (i) through (iv) above pursuant to any applicable fiscal agent agreement, bond indenture, or trust agreement.

"Zone 4 Bonds" means any obligation to repay a sum of money, including obligations in the form of bonds, notes, certificates of participation, long-term leases, loans from government agencies, or loans from banks, other financial institutions, private businesses, or individuals or long-term contracts, or any refunding thereof, to the repayment of which Special Taxes within Zone 4 of CFD No. 11 are pledged.

SECTION B ASSIGNMENT OF ASSESSOR'S PARCELS

For each Fiscal Year, beginning with Fiscal Year 2004-05, each Assessor's Parcel in CFD No. 11 shall be assigned to a Zone. Each Assessor's Parcel in a Zone shall be classified as Taxable Property or Exempt Property taking into consideration minimum Net Taxable Acreage as set forth in Section J. Each Assessor's Parcel of Taxable Property shall be classified as Developed Property or Undeveloped Property and each Assessor's Parcel of Developed Property shall be classified according to Unit type.

SECTION C MAXIMUM SPECIAL TAX

1. Developed Property

The Maximum Special Tax for each Assessor's Parcel classified as Developed Property within a particular Zone in any Fiscal Year shall be the greater of (i) the Assigned Annual Special Tax for such Zone or (ii) the Backup Annual Special Tax for a given Final Subdivision Map.

2. Undeveloped Property

The Maximum Special Tax for any Assessor's Parcel classified as Undeveloped Property within a particular Zone in any Fiscal Year shall be the Assigned Annual Special Tax for such Zone.

SECTION D
ASSIGNED ANNUAL SPECIAL TAXES

1. Developed Property

The Assigned Annual Special Tax for each Assessor's Parcel of Developed Property in Fiscal Year 2004-05 shall be the amount determined by reference to Tables 1, 2, 3, or 4 according to the Zone in which the Assessor's Parcel is located and the Unit type.

TABLE 1

**ASSIGNED ANNUAL SPECIAL TAX
FOR DEVELOPED PROPERTY WITHIN ZONE 1
FISCAL YEAR 2004-05**

| Unit Type | Assigned Annual Special Tax |
|-------------------------------|--|
| Attached Unit / Detached Unit | \$2,019.35 |
| Assigned Unit | \$0.00 |

TABLE 2

**ASSIGNED ANNUAL SPECIAL TAX
FOR DEVELOPED PROPERTY WITHIN ZONE 2
FISCAL YEAR 2004-05**

| Unit Type | Assigned Annual Special Tax |
|-------------------------------|--|
| Attached Unit / Detached Unit | \$2,128.74 |
| Assigned Unit | \$0.00 |

TABLE 3

**ASSIGNED ANNUAL SPECIAL TAX
FOR DEVELOPED PROPERTY WITHIN ZONE 3
FISCAL YEAR 2004-05**

| Unit Type | Assigned Annual Special Tax |
|-------------------------------|--|
| Attached Unit / Detached Unit | \$2,113.19 |
| Assigned Unit | \$0.00 |

TABLE 4

**ASSIGNED ANNUAL SPECIAL TAX
FOR DEVELOPED PROPERTY WITHIN ZONE 4
FISCAL YEAR 2004-05**

| Unit Type | Assigned Annual Special Tax |
|-------------------------------|--|
| Attached Unit / Detached Unit | \$2,019.35 |
| Assigned Unit | \$0.00 |

Each July 1, commencing July 1, 2005, the Assigned Annual Special Tax applicable to an Assessor's Parcel of Developed Property in each Zone shall be increased by 2.00% of the amount in effect in the prior Fiscal Year.

2. Undeveloped Property

The Assigned Annual Special Tax for an Assessor's Parcel of Undeveloped Property within a particular Zone for Fiscal Year 2004-05 shall be determined by reference to Table 5.

TABLE 5

**ASSIGNED ANNUAL SPECIAL TAX
FOR UNDEVELOPED PROPERTY
FISCAL YEAR 2004-05**

| Zone | Assigned Annual Special Tax |
|-------------|--|
| 1 | \$9,947.69 |
| 2 | \$4,829.16 |
| 3 | \$4,713.79 |
| 4 | \$9,947.69 |

Each July 1, commencing July 1, 2005, the Assigned Annual Special Tax applicable to an Assessor's Parcel of Undeveloped Property in each Zone shall be increased by 2.00% of the amount in effect in the prior Fiscal Year.

**SECTION F
BACKUP ANNUAL SPECIAL TAX**

Each Assessor's Parcel of Developed Property shall be subject to a Backup Annual Special Tax. The Backup Annual Special Tax for Developed Property shall be the rate per Lot calculated according to the following formula:

$$B = (Z \times A) / L$$

The terms above have the following meanings:

| | | |
|---|---|---|
| B | = | Backup Annual Special Tax per Lot for the applicable Fiscal Year |
| Z | = | Assigned Annual Special Tax per Acre of Undeveloped Property for the applicable Zone for the applicable Fiscal Year |
| A | = | Acreage of Developed Property expected to exist in the applicable Final Subdivision Map at build-out, as determined by the Associate Superintendent pursuant to Section K |
| L | = | Lots in the Final Subdivision Map |

Notwithstanding the foregoing, if all or any portion of the Final Subdivision Map(s) described in the preceding paragraph is subsequently changed or modified, then the Backup Annual Special Tax for each Assessor's Parcel of Developed Property in such Final Subdivision Map area that is changed or modified shall be a rate per square foot of Acreage calculated as follows:

1. Determine the total Backup Annual Special Taxes anticipated to apply to the changed or modified Final Subdivision Map area prior to the change or modification.
2. The result of paragraph 1 above shall be divided by the Acreage of Taxable Property which is ultimately expected to exist in such changed or modified Final Subdivision Map area, as reasonably determined by the Board.
3. The result of paragraph 2 above shall be divided by 43,560. The result is the Backup Annual Special Tax per square foot of Acreage which shall be applicable to Assessor's Parcels of Developed Property in such changed or modified Final Subdivision Map area for all remaining Fiscal Years in which the Special Tax may be levied.

SECTION G METHOD OF APPORTIONMENT OF THE ANNUAL SPECIAL TAX

Zone 1

Commencing Fiscal Year 2004-05, and for each subsequent Fiscal Year, the Associate Superintendent shall determine the Annual Special Tax to be collected in Zone 1 of CFD No. 11 in such Fiscal Year. The Annual Special Tax shall be levied as follows:

First: The Annual Special Tax shall be levied on each Assessor's Parcel of Developed Property at the Assigned Annual Special Tax applicable to such Assessor's Parcel.

Second: If the sum of the amounts levied on Assessor's Parcels in the first step is less than the Zone 1 Annual Special Tax Requirement, then an Annual Special Tax shall be levied Proportionately on each Assessor's Parcel of Undeveloped Property up to the Assigned Annual Special Tax applicable to such Assessor's Parcel to satisfy the Zone 1 Annual Special Tax Requirement.

Third: If the sum of the amounts levied on Assessor's Parcels in the first and second steps is less than the Zone 1 Annual Special Tax Requirement, then the Annual Special Tax on each Assessor's Parcel of Developed Property shall be increased Proportionately from the Assigned Annual Special Tax up to the Maximum Annual Special Tax to satisfy the Zone 1 Annual Special Tax Requirement.

Zone 2

Commencing Fiscal Year 2004-05, and for each subsequent Fiscal Year, the Associate Superintendent shall determine the Annual Special Tax to be collected in Zone 2 of CFD No. 11 in such Fiscal Year. The Annual Special Tax shall be levied as follows:

First: The Annual Special Tax shall be levied on each Assessor's Parcel of Developed Property at the Assigned Annual Special Tax applicable to such Assessor's Parcel.

Second: If the sum of the amounts levied on Assessor's Parcels in the first step is less than the Zone 2 Annual Special Tax Requirement, then an Annual Special Tax shall be levied Proportionately on each Assessor's Parcel of Undeveloped Property up to the Assigned Annual Special Tax applicable to such Assessor's Parcel to satisfy the Zone 2 Annual Special Tax Requirement.

Third: If the sum of the amounts levied on Assessor's Parcels in the first and second steps is less than the Zone 2 Annual Special Tax Requirement, then the Annual Special Tax on each Assessor's Parcel of Developed Property shall be increased Proportionately from the Assigned Annual Special Tax up to the Maximum Annual Special Tax to satisfy the Zone 2 Annual Special Tax Requirement.

Zone 3

Commencing Fiscal Year 2004-05, and for each subsequent Fiscal Year, the Associate Superintendent shall determine the Annual Special Tax to be collected in Zone 3 of CFD No. 11 in such Fiscal Year. The Annual Special Tax shall be levied as follows:

First: The Annual Special Tax shall be levied on each Assessor's Parcel of Developed Property at the Assigned Annual Special Tax applicable to such Assessor's Parcel.

Second: If the sum of the amounts levied on Assessor's Parcels in the first step is less than the Zone 3 Annual Special Tax Requirement, then an Annual Special Tax shall be levied Proportionately on each Assessor's Parcel of Undeveloped Property up to the Assigned Annual Special Tax applicable to such Assessor's Parcel to satisfy the Zone 3 Annual Special Tax Requirement.

Third: If the sum of the amounts levied on Assessor's Parcels in the first and second steps is less than the Zone 3 Annual Special Tax Requirement, then the Annual Special Tax on each Assessor's Parcel of Developed Property shall be increased Proportionately from the Assigned Annual Special Tax up to the Maximum Annual Special Tax to satisfy the Zone 3 Annual Special Tax Requirement.

Zone 4

Commencing Fiscal Year 2004-05, and for each subsequent Fiscal Year, the Associate Superintendent shall determine the Annual Special Tax to be collected in Zone 4 of CFD No. 11 in such Fiscal Year. The Annual Special Tax shall be levied as follows:

- First:** The Annual Special Tax shall be levied on each Assessor's Parcel of Developed Property at the Assigned Annual Special Tax applicable to such Assessor's Parcel.
- Second:** If the sum of the amounts levied on Assessor's Parcels in the first step is less than the Zone 4 Annual Special Tax Requirement, then an Annual Special Tax shall be levied Proportionately on each Assessor's Parcel of Undeveloped Property up to the Assigned Annual Special Tax applicable to such Assessor's Parcel to satisfy the Zone 4 Annual Special Tax Requirement.
- Third:** If the sum of the amounts levied on Assessor's Parcels in the first and second steps is less than the Zone 4 Annual Special Tax Requirement, then the Annual Special Tax on each Assessor's Parcel of Developed Property shall be increased Proportionately from the Assigned Annual Special Tax up to the Maximum Annual Special Tax to satisfy the Zone 4 Annual Special Tax Requirement.

SECTION H PREPAYMENT OF ANNUAL SPECIAL TAX

The Annual Special Tax obligation of an Assessor's Parcel of Developed Property or an Assessor's Parcel of Undeveloped Property for which a Building Permit has been issued may be prepaid. An owner of an Assessor's Parcel intending to prepay the Annual Special Tax obligation shall provide CFD No. 11 with written notice of intent to prepay. Within 30 days of receipt of such written notice, the Board shall reasonably determine the Prepayment Amount of such Assessor's Parcel and shall notify such owner of such Prepayment Amount.

1. Bond Proceeds Allocation

Prior to the calculation of any Tax Prepayment Amount, a calculation shall be performed to determine the amount of Zone 1 Bond, Zone 2 Bond, Zone 3 Bond or Zone 4 Bond proceeds that are allocable to the Assessor's Parcel for which the Annual Special obligation is to be prepaid, if any. For purposes of this, calculation Zone 1 Bond, Zone 2 Bond, Zone 3 Bond or Zone 4 Bond proceeds shall equal the par amount of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds, or Zone 4 Bonds. For each series of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds proceeds of such series shall be allocated to each Assessor's Parcel in an amount equal to the Zone 1 Bond, Zone 2 Bond, Zone 3 Bond or Zone 4 Bond proceeds times the Prepayment Ratio applicable to such Assessor's Parcel for such series of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds. For each series of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds, or Zone 4 Bonds, an amount of Regularly Retired Principal shall also be allocated to each Assessor's Parcel to be calculated pursuant to Section H.3E. If, after such allocations, the amount of (i) Zone 1 Bond, Zone 2 Bond, Zone 3 Bond or Zone 4 Bond proceeds allocated to the Assessor's Parcel for which the Annual Special Tax obligation is to be prepaid less the amount of Regularly Retired Principal allocated to such Assessor's Parcel is less than (ii) the sum of all the Gross Prepayment Amounts applicable to

such Assessor's Parcel pursuant to Section H.2., then the Prepayment Amount for such Assessor's Parcel shall be calculated pursuant to Tables 6,7,8 or 9 of Section H.2. Otherwise, the Prepayment Amount shall be calculated pursuant to Section H.3.

2. **Prepayment Amount for Assessor's Parcel with Allocation of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds Less than Applicable Gross Prepayment Amounts**

The Prepayment Amount for each Assessor's Parcel for which the Prepayment Amount is to be calculated pursuant to this Section H.2. shall be calculated by (i) counting all the Units of each Unit type applicable to such Assessor's Parcel, (ii) multiplying the sum of the Units for each Unit type for such Assessor's Parcel by the applicable Gross Prepayment Amount per Unit for the Zone in which such Assessor's Parcel is located as set forth in Table 6,7, 8 or 9, and (iii) adding all the products derived from the immediately preceding step. This sum is the Prepayment Amount for the Assessor's Parcel calculated pursuant to H.2. The Gross Prepayment Amounts shall be determined by reference to Tables 6, 7, 8 or 9.

TABLE 6

**PREPAYMENT AMOUNT FOR FISCAL YEAR 2004-05
FOR PROPERTY WITHIN ZONE 1**

| Unit Type | Gross Prepayment Amount |
|-----------------------------|--------------------------------|
| Attached Unit/Detached Unit | \$19,484.84 per Unit |
| Assigned Unit | \$0.00 per Unit |

TABLE 7

**PREPAYMENT AMOUNT FOR FISCAL YEAR 2004-05
FOR PROPERTY WITHIN ZONE 2**

| Unit Type | Gross Prepayment Amount |
|-----------------------------|--------------------------------|
| Attached Unit/Detached Unit | \$21,106.97 per Unit |
| Assigned Unit | \$0.00 per Unit |

TABLE 8

**PREPAYMENT AMOUNT FOR FISCAL YEAR 2004-05
FOR PROPERTY WITHIN ZONE 3**

| Unit Type | Gross Prepayment Amount |
|-----------------------------|--------------------------------|
| Attached Unit/Detached Unit | \$21,133.13 per Unit |
| Assigned Unit | \$0.00 per Unit |

TABLE 9

**PREPAYMENT AMOUNT FOR FISCAL YEAR 2004-05
FOR PROPERTY WITHIN ZONE 4**

| Unit Type | Gross Prepayment Amount |
|-----------------------------|--------------------------------|
| Attached Unit/Detached Unit | \$19,484.84 per Unit |
| Assigned Unit | \$0.00 per Unit |

3. Prepayment Amount for Assessor's Parcel with Allocation of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds Equal to or Greater than Applicable Gross Prepayment Amounts

The Prepayment Amount for each Assessor's Parcel for which the Prepayment Amount is to be calculated pursuant to this Section H.3 shall be the amount calculated as shown below.

Zone 1 Bond, Zone 2 Bond, Zone 3 Bond or Zone 4 Bond proceeds allocated to Assessor's Parcel pursuant to Section H.1

| | |
|--------|---------------------------------|
| plus | A. Redemption Premium |
| plus | B. Defeasance |
| plus | C. Prepayment Fees and Expenses |
| less | D. Reserve Fund Credit |
| less | E. Regularly Retired Principal |
| less | F. Partial Prepayment Credit |
| equals | Prepayment Amount |

Detailed explanations of items A through F follows:

A. Redemption Premium

The Redemption Premium is calculated by multiplying (i) the principal amount of the Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds to be redeemed with the proceeds of the Prepayment Amount by (ii) the applicable redemption premium, if any, on the Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds to be redeemed.

B. Defeasance

The Defeasance is the amount needed to pay interest on the portion of the Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds, or Zone 4 Bonds to be

redeemed with the proceeds of the Prepayment Amount until the earliest call date of the Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds to be redeemed, net of interest earnings to be derived from the reinvestment of the Prepayment Amount until the redemption date of the portion of the Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds, or Zone 4 Bonds to be redeemed with the Prepayment Amount. Such amount of interest earnings will be the amount reasonably estimated by the Board.

C. Prepayment Fees and Expenses

The Prepayment Fees and Expenses are the costs of the computation of the Prepayment Amount and an allocable portion of the costs of redeeming Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds and recording any notices to evidence the prepayment and the redemption, as calculated reasonably by the Board.

D. Reserve Fund Credit

The Reserve Fund credit, if any, shall be calculated as the sum of (i) the reduction in the applicable reserve fund requirement resulting from the redemption of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds with the Prepayment Amount, plus (ii) the reduction in the applicable reserve fund requirement attributable to the allocable portion of regularly scheduled retirement of principal that has occurred, as well as any other allocable portion of principal retired not related to Prepayment Amounts or Partial Prepayment Amounts. The allocable portion of regularly scheduled retirement of principal that has occurred means the total regularly scheduled retirement of principal that has occurred with respect to each series of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds times the applicable Prepayment Ratio for each such series of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds, or Zone 4 Bonds. The allocable portion of principal retired not related to Prepayment Amounts or Partial Prepayment Amounts means the total principal retired not related to Prepayment Amounts or Partial Prepayment Amounts with respect to each series of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds times the applicable Prepayment Ratio for each such series of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds, or Zone 4 Bonds.

E. Regularly Retired Principal

The Regularly Retired Principal of the Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds times the applicable Prepayment Ratio for each such series of the Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds, or Zone 4 Bonds.

F. Partial Prepayment Credit

Partial prepayments of the Annual Special Tax obligation occurring prior to the issuance of the Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds will be credited in full. Partial prepayments of the Annual Special Tax obligation occurring subsequent to the issuance of Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds will be credited in an amount equal to the greatest amount of principal of the Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds that could have been redeemed with the Partial Prepayment Amount(s), taking into account Redemption Premium, Defeasance, Prepayment Fees and Expenses and Reserve Fund Credit, if any, but exclusive of restrictions limiting early redemption on the basis of dollar increments, i.e., the full amount of the Partial Prepayment Amount(s) will be taken into account in the calculation. The sum of all applicable partial prepayment credits is the Partial Prepayment Credit.

With respect to an Annual Special Tax obligation that has been prepaid, the Board shall reasonably indicate in the records of CFD No. 11 that there has been a prepayment of the Annual Special Tax and shall reasonably cause a suitable notice to be recorded in compliance with the Act within 30 days of receipt of such prepayment of Annual Special Taxes, to indicate reasonably the prepayment of Annual Special Taxes and the release of the Annual Special Tax lien on such Assessor's Parcel, and the obligation of such Assessor's Parcel to pay such Annual Special Tax shall cease. Notwithstanding the foregoing, no prepayment shall be allowed unless the amount of Annual Special Taxes that may be levied on Taxable Property within the Zone in which such Assessor's Parcel is located both prior to and after the proposed prepayment, net of an allocable portion of Administrative Expenses, is at least 1.1 times the annual debt service in each Fiscal Year on all outstanding Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds and such prepayment will not impair the security of all outstanding Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds, as reasonably determined by the Board. Such determination shall include identifying all Assessor's Parcels that are expected to become Exempt Property.

SECTION I
PARTIAL PREPAYMENT OF ANNUAL SPECIAL TAXES

Prior to the issuance of the first Building Permit for the construction of a production Unit on a Lot within a Final Subdivision Map, the owner of no less than all of the property within such Final Subdivision Map may elect to prepay any portion of the applicable Annual Special Tax obligation for all of the Assessor's Parcels within such Final Subdivision Map. The owner of any Assessor's Parcel who desires such partial prepayment shall notify the Board of (i) such owner's intent to partially prepay the Annual Special Tax obligation and (ii) the percentage of the Annual Special Tax obligation to be prepaid. The partial prepayment of each Annual Special Tax obligation shall be collected at the issuance of each applicable Building Permit, provided that the Annual Special Tax obligation with respect to model Units for which Building Permits have already been issued must be partially prepaid at the time of the election. The Partial Prepayment Amount shall be calculated according to the following formula:

$$PP = P_G \times F$$

These terms have the following meanings:

- PP = the Partial Prepayment Amount
- P_G = the Prepayment Amount calculated according to Section H
- F = the percentage of the Annual Special Tax obligation which the owner of the Assessor's Parcel is partially prepaying.

With respect to any Assessor's Parcel's Annual Special Tax obligation that is partially prepaid, the Board shall indicate in the records of CFD No. 11 that there has been a partial prepayment of the Annual Special Tax obligation and shall cause a suitable notice to be recorded in compliance with the Act within 30 days of receipt of such partial prepayment, to indicate the partial prepayment of Annual Special Tax obligation and the partial release of the Annual Special Tax lien on such Assessor's Parcel, and the obligation of such Assessor's Parcel to pay such prepaid portion of the Annual Special Tax shall cease. Additionally, the notice shall indicate that the Assigned Annual Special Tax and the Backup Annual Special Tax and for the Assessor's Parcels has been reduced by an amount equal to the percentage, which was partially prepaid.

Notwithstanding the foregoing, no partial prepayment will be allowed unless the amount of Annual Special Tax that may be levied in CFD No. 11, net of an allocable portion of Administrative Expenses, is at least 1.1 times the regularly scheduled annual interest and principal payments on all currently outstanding Zone 1 Bonds, Zone 2 Bonds, Zone 3 Bonds or Zone 4 Bonds.

SECTION J TERMINATION OF SPECIAL TAX

Annual Special Taxes of CFD No. 11 shall be levied within Zone 1, Zone 2 and Zone 3 for a period of thirty (30) Fiscal Years after the last series of Bonds have been issued for the applicable Zone. Annual Special Taxes of CFD No. 11 shall be levied within Zone 4 for a period of thirty (30) Fiscal Years after the issuance of the last Building Permit for a Lot within Zone 4. Annual Special Taxes shall not be levied in any Zone after Fiscal Year 2050-51.

SECTION K EXEMPTIONS

Zones 1, 2 and 3

The Associate Superintendent shall classify as Exempt Property: (i) Assessor's Parcels owned by or irrevocably offered to the State of California, Federal or other local governments, (ii) Assessor's Parcels which are used as places of worship and are exempt from *ad valorem* property taxes because they are owned by a religious organization, (iii) Assessor's Parcels used exclusively by a homeowners' association, (iv) Assessor's Parcels with public or utility easements or other restrictions making impractical their utilization for other than the purposes set forth in the easement or the restriction, and (v) other types of Assessor's Parcels, at the reasonable discretion of the Associate Superintendent, provided that no such classification would reduce the Acreage of all Taxable Property to less than 56.23 Net Taxable Acres in Zone 1, 92.57 Net Taxable Acres in Zone 2, and 152.87 Net Taxable Acres in Zone 3. Assessor's Parcels which cannot be classified as Exempt Property because such classification would reduce the Acreage of all Taxable Property to less than 56.23 Net Taxable Acres in Zone 1, 92.57 Net Taxable Acres in Zone 2, and 152.87 Net

Taxable Acres in Zone 3 will continue to be classified as Developed Property or Undeveloped Property, as applicable, and will continue to be subject to Special Taxes accordingly.

Zone 4

The Associate Superintendent shall classify as Exempt Property: (i) Assessor's Parcels owned by or irrevocably offered to the State of California, Federal or other local governments, (ii) Assessor's Parcels which are used as places of worship and are exempt from ad valorem property taxes because they are owned by a religious organization, (iii) Assessor's Parcels used exclusively by a homeowner's association, (v) Assessor's Parcels with public or utility easements or other restrictions making impractical their utilization for other than the purposes set forth in the easement or the restriction, and (iv) Assessor's Parcel for which a Final Subdivision Map has not been recorded.

SECTION L APPEALS

Any owner of an Assessor's Parcel claiming that the amount or application of the Special Tax is not correct may file a written notice of appeal with the Associate Superintendent not later than one (1) Calendar Year after having paid the first installment of the Special Tax that is being disputed. The Associate Superintendent shall reasonably and promptly review the appeal, and if necessary, reasonably meet with the property owner, reasonably consider written and oral evidence regarding the amount of the Special Tax, and reasonably rule on the appeal. If the Associate Superintendent's decision reasonably requires that the Special Tax for an Assessor's Parcel be reasonably modified or reasonably changed in favor of the property owner, a cash refund shall not be made (except for the last year of levy), but an adjustment shall be made to the Annual Special Tax on that Assessor's Parcel in the subsequent Fiscal Year(s).

SECTION M MANNER OF COLLECTION

The Annual 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. 11 may collect Annual Special Taxes at a different time or in a different manner if necessary to meet its financial obligations.

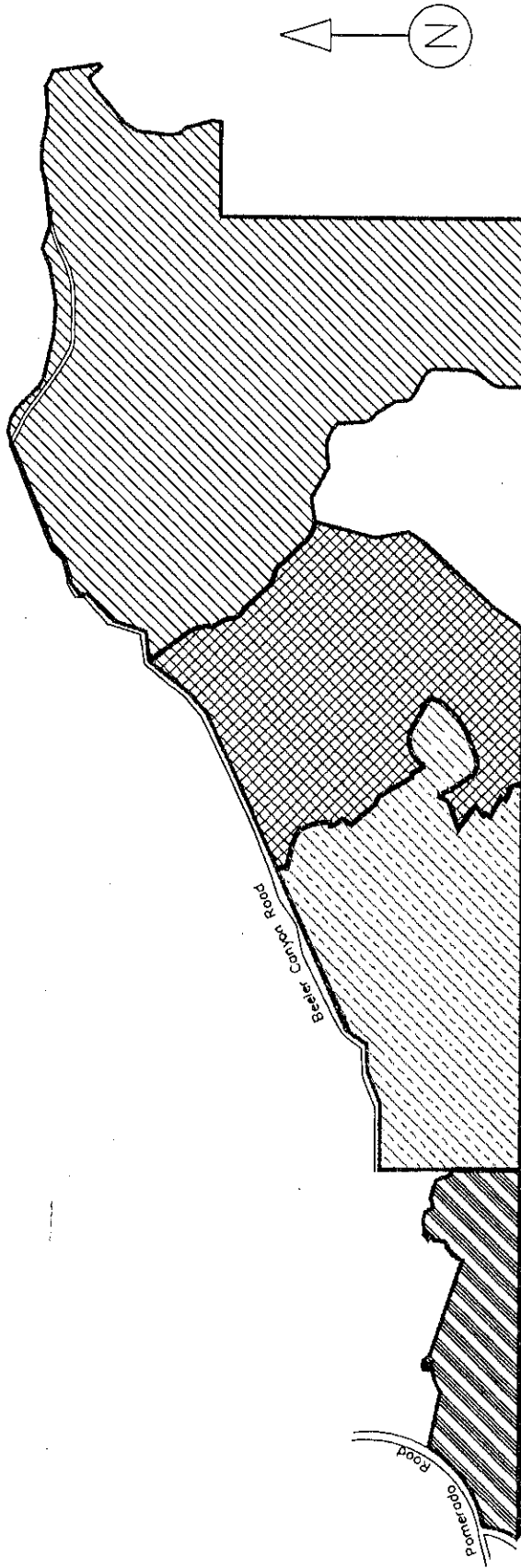
SECTION N MAP OF ZONES

(Under separate cover)

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SECTION N
POWAY UNIFIED SCHOOL DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 11
MAP OF ZONES

SHEET 1 OF 8



LEGEND

| | | | |
|--|--------|--------|--------|
| Boundaries of Community Facilities District No. 11 | | | |
| Zone Boundaries | | | |
| Zone 1 | Zone 2 | Zone 3 | Zone 4 |
| | | | |

Reference is hereby made to the Assessor maps of the County of San Diego for an exact description of the lines and dimensions of each lot and parcel.

PREPARED BY
DAVID TAUSSIG & ASSOCIATES, INC.

SECTION N
EXHIBIT "A"
LEGAL DESCRIPTION OF
IMPROVEMENT AREA A OF
POWAY UNIFIED SCHOOL DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 11

THOSE CERTAIN PARCELS OF LAND SITUATED IN THE CITY OF SAN DIEGO, COUNTY OF SAN DIEGO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

LOTS 8, 9 AND 10 OF MONTECITO, ACCORDING TO MAP THEREOF NO. 14588 FILED IN THE OFFICE OF THE COUNTY RECORDER OF SAN DIEGO COUNTY ON MAY 9, 2003.

TOGETHER WITH:

MONTECITO -- UNIT 1, ACCORDING TO MAP THEREOF NO. 14621 FILED IN THE OFFICE OF THE COUNTY RECORDER OF SAN DIEGO COUNTY ON JULY 1, 2003.

TOGETHER WITH:

MONTECITO -- UNIT 2, ACCORDING TO MAP THEREOF NO. 14634 FILED IN THE OFFICE OF THE COUNTY RECORDER OF SAN DIEGO COUNTY ON JULY 22, 2003.

TOGETHER WITH:

MONTECITO -- UNIT 3, ACCORDING TO MAP THEREOF NO. 14707 FILED IN THE OFFICE OF THE COUNTY RECORDER OF SAN DIEGO COUNTY ON OCTOBER 30, 2003.

SECTION N
EXHIBIT "A"
LEGAL DESCRIPTION OF
IMPROVEMENT AREA B OF
POWAY UNIFIED SCHOOL DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 11

That certain parcel of land in the City of San Diego, County of San Diego, State of California being a portion of land described in deed recorded December 18 2001 as Document No. 2001-0930032 and re-recorded May 24 2002 as Document No. 2002-0443974 in the Office of the County Recorder of San Diego County described as follows:

BEGINNING at the South quarter corner of Section 30, Township 14 South, Range 1 West, San Bernardino Meridian; thence along the southerly line of said Section 30 North 87°54'09" West 2859.85 feet to the southeast corner of Section 25, Township 14 South, Range 2 West, San Bernardino Meridian; thence along the southerly line of said Section 25 North 85°54'41" West 2760.47 feet to the westerly line of the southeast quarter of said Section 25; thence along said westerly line North 00°37'33" East 2522.40 feet to the northerly right-of-way line of Beeler Canyon Road, dedicated per document recorded September 14, 1971 as File No. 207577 of Official Records of said county; thence along said northerly right-of-way line the following courses: South 86°24'30" East 1076.89 feet; thence North 50°14'12" East 374.42 feet; thence North 87°45'12" East 784.88 feet; thence North 36°01'59" East 475.65 feet; thence North 63°45'44" East 1104.34 feet; thence North 78°14'09" East 609.34 feet; thence North 53°31'09" East 679.95 feet; thence North 72°13'51" East 453.56 feet; thence leaving said northerly right-of-way line South 17°45'47" East 70.00 feet; thence South 63°51'45" West 155.32 feet; thence South 01°10'38" West 129.80 feet; thence North 78°05'41" East 308.57 feet; thence South 68°55'43" East 131.21 feet; thence South 52°07'04" East 106.08 feet; thence South 23°43'40" East 160.50 feet; thence South 11°22'42" East 168.91 feet; thence South 00°34'26" East 69.79 feet; thence South 78°48'20" West 50.87 feet; thence South 00°34'19" East 18.93 feet; thence South 25°31'11" East 60.92 feet; thence South 36°10'29" East 104.87 feet; thence South 29°27'09" West 141.86 feet; thence South 38°28'57" East 328.59 feet; thence South 41°46'14" East 26.76 feet; thence South 08°10'39" West 10.19 feet; thence South 41°45'57" East 84.96 feet; thence South 00°05'45" West 9.89 feet; thence South 41°45'58" East 104.83 feet; thence South 02°51'43" East 8.23 feet; thence South 67°36'37" East 98.95 feet; thence South 35°55'41" East 24.78 feet; thence South 06°21'02" West 8.58 feet; thence South 41°09'05" East 117.73 feet; thence South 07°05'35" West 7.46 feet; thence South 36°25'50" East 118.18 feet; thence South 19°17'08" West 8.74 feet; thence South 29°33'36" East 120.16 feet; thence South 05°33'40" West 11.38 feet; thence South 28°45'15" East 67.93 feet; thence South 37°22'57" East 38.36 feet; thence South 16°01'46" West 8.17 feet; thence South 31°55'09" East 73.45 feet; thence South 19°07'24" East 32.64 feet; thence South 25°59'33" West 8.19 feet; thence South 18°52'46" East 129.19 feet; thence North 78°37'02" East 60.29 feet; thence South 29°08'18" East 133.36 feet; thence South 31°51'39" East 60.03 feet; thence South 62°07'02" East 5.00 feet; thence North 27°52'58" East 21.13 feet to the beginning of a tangent curve concave southeasterly and having a radius of 642.00 feet; thence along said curve northeasterly 154.14 feet through a central angle of 13°45'24"; thence tangent from said curve North 41°38'22" East 57.49 feet to the beginning of a tangent curve concave southeasterly and having a radius of 314.00 feet; thence along said curve northeasterly 54.48 feet through a central angle of 09°56'29" to a point of compound curvature with a curve concave southeasterly and having a radius of

SECTION N

EXHIBIT "A"
 LEGAL DESCRIPTION OF
 IMPROVEMENT AREA B OF
 POWAY UNIFIED SCHOOL DISTRICT
 COMMUNITY FACILITIES DISTRICT NO. 11
 (Cont.)

647.00 feet, a radial line of said curves from said point bears South 38°25'09" East; thence along said curve northeasterly 122.02 feet through a central angle of 10°48'20" to a point of compound curvature with a curve concave southeasterly and having a radius of 314.00 feet, a radial line of said curves from said point bears South 27°36'49" East; thence along said curve northeasterly 54.48 feet through a central angle of 09°56'29"; thence tangent from said curve North 72°19'40" East 57.49 feet to the beginning of a tangent curve concave southerly and having a radius of 642.00 feet; thence along said curve easterly 575.45 feet through a central angle of 51°21'23"; thence tangent from said curve South 56°18'57" East 249.25 feet to the beginning of a tangent curve concave northeasterly and having a radius of 986.00 feet; thence along said curve southeasterly 49.38 feet through a central angle of 02°52'10"; thence tangent from said curve South 59°11'07" East 49.79 feet to the beginning of a tangent curve concave southwesterly and having a radius of 1014.00 feet; thence along said curve southeasterly 50.78 feet through a central angle of 02°52'10" to a point of reverse curvature with a curve concave northwesterly and having a radius of 20.00 feet, a radial line of said curve from said point bears North 33°41'03" East; thence along said curve easterly and northeasterly 31.42 feet through a central angle of 90°00'00"; thence radially from said curve South 56°18'57" East 62.00 feet; thence South 33°41'03" West 5.00 feet to the beginning of a tangent curve concave northeasterly and having a radius of 20.00 feet; thence along said curve southerly and southeasterly 31.42 feet through a central angle of 90°00'00"; thence radially from said curve South 33°41'03" West 64.00 feet to a point on a tangent curve concave southeasterly and having a radius of 20.00 feet; thence along said curve westerly and southwesterly 31.42 feet through a central angle of 90°00'00"; thence tangent from said curve South 33°41'03" West 269.79 feet to the beginning of a tangent curve concave northwesterly and having a radius of 1631.00 feet; thence along said curve southwesterly 1233.03 feet through a central angle of 43°18'56"; thence tangent from said curve South 76°59'59" West 176.23 feet to the beginning of a tangent curve concave northeasterly and having a radius of 231.00 feet; thence along said curve westerly 262.84 feet through a central angle of 65°11'36"; thence tangent from said curve North 37°48'25" West 61.07 feet to the beginning of a tangent curve concave southwesterly and having a radius of 769.00 feet; thence along said curve northwesterly 35.33 feet through a central angle of 02°37'57"; thence tangent from said curve North 40°26'22" West 106.84 feet to the beginning of a tangent curve concave northeasterly and having a radius of 531.00 feet; thence along said curve northwesterly 111.07 feet through a central angle of 11°59'03"; thence non-tangent from said curve North 73°31'44" West 25.27 feet; thence North 33°30'21" West 36.28 feet; thence North 30°33'26" West 68.54 feet; thence North 69°37'13" West 32.64 feet; thence South 71°19'01" West 86.87 feet; thence South 08°39'00" East 17.54 feet; thence South 42°01'00" West 40.25 feet; thence South 27°09'46" West 74.92 feet; thence South 26°55'04" East 9.72 feet; thence South 24°38'37" West 106.11 feet; thence South 26°39'38" West 77.82 feet; thence South 43°26'15" West 74.43 feet; thence South 49°08'47" West 73.08 feet; thence South 55°06'04" West 90.57 feet; thence South 59°12'02" West 71.39 feet; thence South 69°29'39" West 44.16 feet;

SECTION N

EXHIBIT "A"
LEGAL DESCRIPTION OF
IMPROVEMENT AREA B OF
POWAY UNIFIED SCHOOL DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 11
(Cont.)

thence South 73°32'15" West 111.82 feet; thence South 75°06'45" West 122.14 feet;
thence South 17°33'17" West 50.63 feet; thence South 18°21'23" East 60.82 feet;
thence South 24°12'47" East 83.16 feet; thence South 32°08'14" East 100.69 feet;
thence South 21°55'45" East 83.41 feet; thence South 34°15'22" East 33.74 feet;
thence South 23°17'58" East 54.07 feet; thence South 73°13'19" East 4.06 feet;
thence South 26°01'26" East 81.11 feet; thence South 08°52'32" East 23.51 feet;
thence South 20°11'06" West 34.96 feet; thence South 48°22'19" West 125.86 feet;
thence South 39°12'04" East 25.34 feet; thence South 44°42'09" West 69.97 feet;
thence South 58°30'16" East 309.20 feet; thence South 33°42'38" East 64.40 feet;
thence South 62°48'05" East 78.90 feet; thence South 67°53'11" East 41.75 feet;
thence North 34°12'57" East 34.88 feet; thence South 34°18'39" East 100.21 feet;
thence South 10°51'15" West 71.22 feet to the southerly line of said Section 30;
thence along said southerly line North 87°53'51" West 72.79 feet to the POINT OF
BEGINNING.

SECTION N
EXHIBIT "A"
LEGAL DESCRIPTION OF
IMPROVEMENT AREA C OF
POWAY UNIFIED SCHOOL DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 11

That certain parcel of land in the City of San Diego, County of San Diego, State of California being a portion of land described in deed recorded December 18 2001 as Document No. 2001-0930032 and re-recorded May 24 2002 as Document No. 2002-0443974 in the Office of the County Recorder of San Diego County described as follows:

COMMENCING at the southwest corner of Section 30, Township 14 South, Range 1 West San Bernardino Meridian; thence along the southerly line of said section South 87°54'09" East 2859.85 feet; thence continuing along said southerly line South 87°53'51" East 72.79 feet to the TRUE POINT OF BEGINNING; thence leaving said southerly line North 10°51'15" East 71.22 feet; thence North 34°18'39" West 100.21 feet; thence South 34°12'57" West 34.88 feet; thence North 67°53'11" West 41.75 feet; thence North 62°48'05" West 78.90 feet; thence North 33°42'38" West 64.40 feet; thence North 58°30'16" West 309.20 feet; thence North 44°42'09" East 69.97 feet; thence North 39°12'04" West 25.34 feet; thence North 48°22'19" East 125.86 feet; thence North 20°11'06" East 34.96 feet; thence North 08°52'32" West 23.51 feet; thence North 26°01'26" West 81.11 feet; thence North 73°13'19" West 4.06 feet; thence North 23°17'58" West 54.07 feet; thence North 34°15'22" West 33.74 feet; thence North 21°55'45" West 83.41 feet; thence North 32°08'14" West 100.69 feet; thence North 24°12'47" West 83.16 feet; thence North 18°21'23" West 60.82 feet; thence North 17°33'17" East 50.63 feet; thence North 75°06'45" East 122.14 feet; thence North 73°32'15" East 111.82 feet; thence North 69°29'39" East 44.16 feet; thence North 59°12'02" East 71.39 feet; thence North 55°06'04" East 90.57 feet; thence North 49°08'47" East 73.08 feet; thence North 43°26'15" East 74.43 feet; thence North 26°39'38" East 77.82 feet; thence North 24°38'37" East 106.11 feet; thence North 26°55'04" West 9.72 feet; thence North 27°09'46" East 74.92 feet; thence North 42°01'00" East 40.25 feet; thence North 08°39'00" West 17.54 feet; thence North 71°19'01" East 86.87 feet; thence South 69°37'13" East 32.64 feet; thence South 30°33'26" East 68.54 feet; thence South 33°30'21" East 36.28 feet; thence South 73°31'44" East 25.27 feet to a point on a non-tangent curve concave northeasterly and having a radius of 531.00 feet, a radial line of said curve from said point bears North 61°32'41" East; thence along said curve southeasterly 111.07 feet through a central angle of 11°59'03"; thence tangent from said curve South 40°26'22" East 106.84 feet to the beginning of a tangent curve concave southwesterly and having a radius of 769.00 feet; thence along said curve southeasterly 35.33 feet through a central angle of 02°37'57"; thence tangent from said curve South 37°48'25" East 61.07 feet to the beginning of a tangent curve concave northeasterly and having a radius of 231.00 feet; thence along said curve easterly 262.84 feet through a central angle of 65°11'36"; thence tangent from said curve North 76°59'59" East 176.23 feet to the beginning of a tangent curve concave northwesterly and having a radius of 1631.00 feet; thence along said curve northeasterly 1233.03 feet through a central angle of 43°18'56"; thence tangent from said curve North 33°41'03" East 269.79 feet to the beginning of a tangent curve concave southeasterly and having a radius of 20.00 feet; thence along said curve northeasterly and easterly 31.42 feet through a central angle of 90°00'00"; thence radially from said curve North 33°41'03" East 64.00 feet to the beginning of a tangent curve concave northeasterly and having a radius of 20.00 feet; thence along said curve

SECTION N

EXHIBIT "A"

LEGAL DESCRIPTION OF
IMPROVEMENT AREA C OF
POWAY UNIFIED SCHOOL DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 11

northwesterly and northerly 31.42 feet through a central angle of 90°00'00"; thence tangent from said curve North 33°41'03" East 5.00 feet; thence North 56°18'57" West 62.00 feet to a point on a tangent curve concave northwesterly and having a radius of 20.00 feet; thence along said curve southwesterly and westerly 31.42 feet through a central angle of 90°00'00" to a point of reverse curvature with a curve concave southwesterly and having a radius of 1014.00 feet, a radial line of said curve from said point bears South 33°41'03" West; thence along said curve northwesterly 50.78 feet through central angle of 02°52'10"; thence tangent from said curve North 59°11'07" West 49.79 feet to the beginning of a tangent curve concave northeasterly and having a radius of 986.00 feet; thence along said curve northwesterly 49.38 feet through a central angle of 02°52'10"; thence tangent from said curve North 56°18'57" West 249.25 feet to the beginning of a tangent curve concave southerly and having a radius of 642.00 feet; thence along said curve westerly 575.45 feet through a central angle of 51°21'23"; thence tangent from said curve South 72°19'40" West 57.49 feet to the beginning of a tangent curve concave southeasterly and having a radius of 314.00 feet; thence along said curve southwesterly 54.48 feet through a central angle of 09°56'29" to a point of compound curvature with a curve concave southeasterly and having a radius of 647.00 feet, a radial line of said curves from said point bears South 27°36'49" East; thence along said curve southwesterly 122.02 feet through a central angle of 10°48'20" to a point of compound curvature with a curve concave southeasterly and having a radius of 314.00 feet, a radial line of said curves from said point bears South 38°25'09" East; thence along said curve southwesterly 54.48 feet through a central angle of 09°56'29"; thence tangent from said curve South 41°38'22" West 57.49 feet to the beginning of a tangent curve concave southeasterly and having a radius of 642.00 feet; thence along said curve southwesterly 154.14 feet through a central angle of 13°45'24"; thence tangent from said curve South 27°52'58" West 21.13 feet; thence North 52°39'18" West 7.10 feet; thence North 31°51'39" West 57.72 feet; thence North 29°08'18" West 133.36 feet; thence South 78°37'02" West 60.29 feet; thence North 18°52'46" West 129.19 feet; thence North 25°59'33" East 8.19 feet; thence North 19°07'24" West 32.64 feet; thence North 31°55'09" West 73.45 feet; thence North 16°01'46" East 8.17 feet; thence North 37°22'57" West 38.36 feet; thence North 28°45'15" West 67.93 feet; thence North 05°33'40" East 11.38 feet; thence North 29°33'36" West 120.16 feet; thence North 19°17'08" East 8.74 feet; thence North 36°25'50" West 118.18 feet; thence North 07°05'35" East 7.46 feet; thence North 41°09'05" West 117.73 feet; thence North 06°21'02" East 8.58 feet; thence North 35°55'41" West 24.78 feet; thence North 67°36'37" West 98.95 feet; thence North 02°51'43" West 8.23 feet; thence North 41°45'58" West 104.83 feet; thence North 00°05'45" East 9.89 feet; thence North 41°45'57" West 84.96 feet; thence North 08°10'39" East 10.19 feet; thence North 41°46'14" West 26.76 feet; thence North 38°28'57" West 328.59 feet; thence North 29°27'09" East 141.86 feet; thence North 36°10'29" West 104.87 feet; thence North 25°31'11" West 60.92 feet; thence North 00°34'19" West 18.93 feet; thence North 78°48'20" East 50.87 feet; thence North 00°34'26" West 69.79 feet; thence North 11°22'42" West 168.91 feet; thence North 23°43'40" West 160.50 feet; thence North 52°07'04" West 106.08 feet; thence North 68°55'43" West 131.21 feet; thence South 78°05'41" West 308.57 feet; thence North 01°10'38" East 129.80 feet; thence North 63°51'45" East 155.32 feet; thence North 17°45'47" West 70.00 feet to the northerly right-of-way line of Beeler Canyon Road, dedicated per document recorded September 14, 1971 as File No. 207577 of Official Records of said county; thence along said northerly right-of-way line the following courses: North 72°13'51"

SECTION N

EXHIBIT "A"
LEGAL DESCRIPTION OF
IMPROVEMENT AREA C OF
POWAY UNIFIED SCHOOL DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 11
(Cont.)

East 1589.15 feet; thence North 64°37'55" East 695.08 feet; thence North 50°13'08" East 430.16 feet; thence North 36°58'13" East 344.33 feet; thence North 40°19'05" East 556.76 feet; thence leaving said northerly right-of-way line South 42°39'42" East 821.19 feet; thence South 39°22'14" East 168.00 feet; thence South 14°48'47" East 297.37 feet; thence South 44°03'03" East 96.69 feet; thence South 55°04'46" East 143.44 feet; thence South 37°13'44" East 48.94 feet; thence South 08°16'52" East 90.67 feet; thence South 21°58'21" East 115.02 feet; thence South 58°57'04" East 146.65 feet; thence South 62°50'33" East 125.51 feet; thence South 36°49'14" East 99.28 feet; thence South 19°40'57" East 73.41 feet; thence South 30°15'17" East 91.39 feet; thence South 62°36'37" East 89.94 feet; thence South 48°07'12" East 229.60 feet; thence South 67°32'34" East 114.56 feet; thence South 56°31'48" East 304.84 feet; thence South 36°13'56" East 140.54 feet; thence South 08°20'11" East 122.71 feet; thence South 45°22'04" East 145.70 feet; thence South 54°19'42" East 281.04 feet; thence South 73°35'55" East 158.89 feet; thence South South 14°14'39" West 1171.33 feet; thence South 10°15'13" East 482.28 feet; thence South 20°34'50" West 363.07 feet; thence South 43°02'56" West 1683.66 feet; thence South 35°02'11" West 654.61 feet to the southerly line of Section 29, Township 14 South, Range 1 West, San Bernardino Meridian; thence along said southerly line North 88°09'11" West 664.80 feet; thence continuing along said southerly line North 87°53'51" West 2430.67 feet to the TRUE POINT OF BEGINNING