

Annual Report

Poway Unified School District
Community Facilities District No. 12

January 31, 2010

Prepared For:

Poway Unified School District
13626 Twin Peaks Road
Poway, CA 92064-3098
T 858.748.0010

Prepared By:

Dolinka Group, LLC
20 Pacifica, Suite 900
Irvine, CA 92618
T 949.250.8300
F 949.250.8301

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Exhibits

Exhibit A: Detailed Direct and Overlapping Debt Report

Exhibit B: Report to the California Debt and Investment Advisory Commission

Introduction

This Annual Report ("Report") has been prepared pursuant to the Continuing Disclosure Agreement ("Agreement") executed in connection with the issuance of the 2007 Special Tax Bonds ("Bonds") by Community Facilities District ("CFD") No. 12 of the Poway Unified School District ("School District") in the amount of \$7,689,087.48. The Bonds were issued under the Mello-Roos Community Facilities Act of 1982, as amended ("Act"), and pursuant to a Bond Indenture dated April 1, 2007 by and between CFD No. 12 and Zions First National Bank, as trustee ("Trustee"). Dolinka Group, LLC has been retained by the School District to act as dissemination agent ("Dissemination Agent"). The Bonds were issued to (i) pay interest on the Bonds through September 15, 2007 and (ii) pay the cost of issuing the Bonds. The Bonds, along with the (i) 2007 Special Tax Bonds of CFD No. 2 of the School District, (ii) 2007 Special Tax Bonds of CFD No. 4 of the School District, (iii) 2007 Special Tax Bonds of Improvement Area ("IA") B of CFD No. 8 of the School District, (iv) 2007 Special Tax Bonds of CFD No. 9 of the School District, and (v) 2007 Special Tax Bonds of CFD No. 10 (each a series of "Special Tax Bonds") were purchased by the Poway Unified School District Public Financing Authority ("Authority"). The Special Tax Bonds were purchased through funds generated from the issuance of the 2007 Revenue Bonds of the Authority on June 20, 2007.

I. Audited Financial Statements

A copy of the School District's annual audited financial statements for Fiscal Year 2008/2009 is available online at <http://emma.msrb.org/>.

II. Principal Amount of Bonds Outstanding

As of January 1, 2010, the outstanding principal amount of the Bonds was \$6,997,854.44.

III. Fund and Account Balances

The balance of each fund and account of CFD No. 12 as of January 1, 2010, is listed in the table below.

Fund and Account Balances (As of 01/01/10)

Funds and Accounts	Amount
2007 Administrative Expense Fund	\$43,376.08
2007 Bond Interest	\$0.00
2007 Bond Principal	\$0.00
2007 Capitalized Appreciation Account	\$0.00
2007 Purchase Transfer Account	\$0.00
2007 Special Tax Fund	\$384,767.80
Total	\$428,143.88

IV. Reserve Requirement

A proportionate share of the proceeds from the sale of the Bonds was deposited into the Authority Reserve Fund to satisfy the Reserve Requirement. For more information regarding the balance in the Reserve Fund and statement of the Reserve Requirement, please refer to the Continuing Disclosure Annual Report for the 2007 Revenue Bonds of the Authority Dated January 31, 2010.

V. Assessed Value and Value-to-Lien

The table below shows the assessed values, direct and overlapping debt, and value-to-lien ratio for all parcels within CFD No. 12.

Assessed Value to Lien

Land Use	Total Assessed Value ^[1]	2007 Revenue Bonds		Other ^[2]		Total Lien	Value-to-Lien Ratio
		Principal Amount Outstanding	Value-to-Lien Ratio for CFD	Overlapping Debt	General Obligation Debt		
Tax Class 1 > 3,750	\$109,023,009.00	\$2,715,179.49	40.15:1	\$5,349,980.92	\$460,941.64	\$8,526,102.06	12.79:1
Tax Class 2 3,501 - 3,750	\$42,613,970.00	\$1,263,695.56	33.72:1	\$1,967,294.46	\$180,168.88	\$3,411,158.89	12.49:1
Tax Class 3 3,251 - 3,500	\$17,907,838.00	\$470,682.97	38.05:1	\$723,932.04	\$75,713.08	\$1,270,328.09	14.10:1
Tax Class 4 3,001 - 3,250	\$49,635,113.00	\$1,327,348.33	37.39:1	\$1,984,185.44	\$209,853.78	\$3,521,387.55	14.10:1
Tax Class 5 2,751 - 3,000	\$16,775,937.00	\$452,744.59	37.05:1	\$711,056.36	\$70,927.49	\$1,234,728.44	13.59:1
Tax Class 6 2,501 - 2,750	\$29,817,490.00	\$768,203.50	38.81:1	\$1,183,046.74	\$126,066.26	\$2,077,316.50	14.35:1
Tax Class 13 AFFORDABLE	\$6,307,510.00	\$0.00	0.00:1	\$46,084.88	\$26,667.71	\$72,752.59	86.70:1
Tax Class U UNDEV	\$8,667,222.00	\$0.00	0.00:1	\$190,641.08	\$36,644.41	\$227,285.49	38.13:1
Subtotal for Taxable Parcels ^[3]	\$280,748,089.00	\$6,997,854.44	40.12:1	\$12,156,221.93	\$1,186,983.25	\$20,341,059.62	13.80:1
Tax Class E EXEMPT	\$6,652,757.00	\$0.00	0.00:1	\$8,778.07	\$28,127.39	\$36,905.46	180.26:1
Tax Class P PREPAID	\$550,000.00	\$0.00	0.00:1	\$0.00	\$2,325.36	\$2,325.36	0.00:1
Total ^[3]	\$287,950,846.00	\$6,997,854.44	41.15:1	\$12,165,000.00	\$1,217,436.00	\$20,380,290.44	14.13:1

[1] Total Assessed Value as reported on the Fiscal Year 2009/2010 equalized tax roll of the County of San Diego.
[2] Source: Detailed Direct and Overlapping Debt Report, National Tax Data, Inc. (attached as Exhibit A).
[3] Totals may not sum due to rounding.

VI. Special Tax Delinquencies

The Special Tax delinquencies for Fiscal Year 2008/2009 and prior Fiscal Years within CFD No. 12 are shown in the table below.

Fiscal Year	Subject Fiscal Year ^[1]				June 30, 2009	
	Aggregate Special Tax	Parcels Delinquent	Fiscal Year Amount Delinquent	Fiscal Year Delinquency Rate	Remaining Amount Delinquent	Remaining Delinquency Rate
2005/2006	\$355,279.48	5	\$6,273.30	1.77 %	\$0.00	0.00 %
2006/2007	\$367,843.86	12	\$14,669.46	3.99 %	\$3,916.12	1.06 %
2007/2008	\$532,288.86	12	\$21,666.46	4.07 %	\$3,994.44	0.75 %
2008/2009	\$556,449.32	6	\$10,521.50	1.89 %	\$10,521.50	1.89 %

[1] Delinquencies as of June 30th.

Since the overall delinquency rate for Fiscal Year 2008/2009 did not exceed five percent (5.00%), foreclosure proceedings were not initiated.

VII. Major Taxpayers

"Major Taxpayers" are those property owners responsible for more than five percent (5.00%) of the Special Tax levy. There are no Major Taxpayers for Fiscal Year 2009/2010.

VIII. Report to the California Debt and Investment Advisory Commission

A copy of the report prepared and filed with the California Debt and Investment Advisory Commission pursuant to Section 53359.5(b) of the Act is included as Exhibit B.

IX. Changes to First Amended Rate and Method of Apportionment

No changes have been made to the First Amended Rate and Method of Apportionment since the date of the Official Statement.

X. Bond Authorization Information

As of the date of this report, the maximum bond authorization of CFD No. 12 is \$18,000,000. As of the date of this report, CFD No. 12 has issued \$7,689,087.48 in Bonds.

Bonds issued by CFD No. 12 are to provide for the cost of financing the acquisition, construction, expansion, improvement, or rehabilitation of the authorized school facilities. The school facilities described below are also defined in Exhibit A to the Resolution of Intention.

- Elementary School – planning, constructing, expanding, improving, leasing and/or purchasing elementary school sites and buildings, as well as furniture, technology, and equipment with a useful life of at least five (5) years.
- Middle School – planning, constructing, expanding, improving, leasing and/or purchasing elementary school sites and buildings, as well as furniture, technology, and equipment with a useful life of at least five (5) years.
- High School – planning, constructing, expanding, improving, leasing and/or purchasing elementary school sites and buildings, as well as furniture, technology, and equipment with a useful life of at least five (5) years.
- Other – all other school facilities with a useful life of at least five (5) years, including, but not limited to, administrative and central support facilities, interim housing, and transportation facilities needed by the School District to serve the student population to be generated as a result of development of the property within CFD No. 12.

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12\FY0809\Reports\ContDisc\Poway_12_ContDisc_0910_FN.docx

Exhibit A

Detailed Direct and Overlapping Debt Report

POWAY UNIFIED SCHOOL DISTRICT
Community Facilities District No. 12
Special Tax Bonds

Detailed Direct and Overlapping Debt

Report Date: 01/28/2010

Report Time: 12:00:00 PM

I. Assessed Value

2009-2010 Secured Roll Assessed Value

\$287,950,846

II. Secured Property Taxes

Description on Tax Bill	Type	Total Parcels	Total Levy	% Applicable	Parcels	Levy
Basic Levy	PROP13	959,714	\$3,705,485,109	0.07718%	393	\$2,860,062.46
Voter Approved Debt	VOTER	959,505	\$295,475,096	0.01844%	393	\$54,480.45
City of San Diego Black Mountain Ranch North Maintenance AD	LLMD	1,262	\$181,399	1.17355%	129	\$2,128.80
City of San Diego CFD No. 4	CFD	332	\$1,108,672	100.00000%	332	\$1,108,671.62
County of San Diego Vector Control, Zone A	VECTOR	531,711	\$1,491,137	0.05311%	264	\$792.00
County of San Diego Vector Control, Zone B	VECTOR	359,611	\$749,706	0.03923%	129	\$294.12
County of San Diego Vector Disease Control	VECTOR	945,654	\$5,286,916	0.03767%	393	\$1,991.48
Metropolitan Water District of Southern California Standby Charge	STANDBY	354,498	\$4,361,056	0.13831%	393	\$6,031.80
Palomar Pomerado Health GOB 2004	GOB	188,707	\$10,611,456	0.16618%	131	\$17,634.13
Poway Unified School District CFD No. 12	CFD	441	\$617,724	100.00000%	287	\$617,723.72
San Diego County Water Authority Standby Charge	STANDBY	362,508	\$3,840,807	0.13653%	393	\$5,243.90

2009-2010 TOTAL PROPERTY TAX LIABILITY

\$4,675,054.48

TOTAL PROPERTY TAX LIABILITY AS A PERCENTAGE OF 2009-2010 ASSESSED VALUATION

1.62%

III. Land Secured Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels	Amount
City of San Diego CFD No. 4	CFD	\$12,365,000	\$12,165,000	100.00000%	332	\$12,165,000
Poway Unified School District CFD No. 12	CFD	\$7,689,087	\$6,997,856	100.00000%	287	\$6,997,856

TOTAL LAND SECURED BOND INDEBTEDNESS (1)

\$19,162,856

TOTAL OUTSTANDING LAND SECURED BOND INDEBTEDNESS (1)

\$19,162,856

IV. General Obligation Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels	Amount
City of San Diego GOB 1990 (Public Safety Communication System)	GOB	\$25,500,000	\$4,340,000	0.16619%	393	\$7,213
Metropolitan Water District of Southern California GOB 1966	GOB	\$850,000,000	\$293,425,000	0.01384%	393	\$40,597
Palomar Community College District GOB 2006	GOB	\$160,000,000	\$151,750,000	0.32198%	393	\$488,606
Palomar Pomerado Health GOB 2004	GOB	\$431,083,318	\$414,623,319	0.16425%	131	\$681,021

TOTAL GENERAL OBLIGATION BOND INDEBTEDNESS (1)

\$1,217,436

TOTAL OUTSTANDING GENERAL OBLIGATION BOND INDEBTEDNESS (1)

\$1,217,436

TOTAL OF ALL OUTSTANDING AND OVERLAPPING BONDED DEBT

\$20,380,292.10

VALUE TO ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT

14.13:1

(1) Additional bonded indebtedness or available bond authorization may exist but are not shown because a tax was not levied for the referenced fiscal year.

Source: National Tax Data, Inc.

Exhibit B

**Report to the California Debt and Investment
Advisory Commission**

**STATE OF CALIFORNIA
MELLO-ROOS COMMUNITY FACILITIES DISTRICT (CFD)**

YEARLY FISCAL STATUS REPORT
California Debt and Investment Advisory Commission
915 Capitol Mall, Room 400, Sacramento, CA 95814
P.O. Box 942809, Sacramento, CA 94209-0001
(916) 653-3269 FAX (916) 654-7440

For Office Use Only	
CDIAC #	2007-0894
Fiscal Year	_____

I. GENERAL INFORMATION

A. Issuer	Poway Unified School District CFD No 12
B. Community Facilities District Number/Name	Black Mountain Ranch Phase II - Southern Village & The Clusters
C. Name/Title/Series of Bond Issue	2007 Special District Bonds
D. Date of Bond Issue	05-31-2007
E. Original Principal Amount of Bonds	\$ 7,689,087.00
F. Reserve Fund Minimum Balance Required	\$ 0.00

II. FUND BALANCE FISCAL STATUS

Balances Reported as of:	June 30 2009 _____ (Year)
A. Principal Amount of Bonds Outstanding	\$ 7,338,708.12
B. Bond Reserve Fund	\$ 0.00
C. Capitalized Interest Fund	\$ 0.00
D. Construction Fund(s)	\$ 0.00

III. ASSESSED VALUE OF ALL PARCELS IN CFD SUBJECT TO SPECIAL TAX

A. Assessed Value Reported as of: 07-01-2009 _____ (Date)	(Check One)
	<input checked="" type="checkbox"/> From Equalized Tax Roll
	<input type="checkbox"/> From Appraisal of Property <i>(Use only in first year or before annual tax roll billing commences)</i>
B. Total Assessed Value of All Parcels	\$ 281,298,089.00

IV. TAX COLLECTION INFORMATION

A. Total Amount of Special Taxes Due	\$ 556,449.32
B. Total Amount of Unpaid Special Taxes	\$ 10,521.50
C. The Taxes are Paid Under the County's Teeter Plan.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

V. DELINQUENT REPORTING INFORMATION

Delinquent Parcel Information Reported as of Equalized Tax Roll of:	06-30-2009 _____ (Date)
A. Total Number of Delinquent Parcels:	6
B. Total Amount of Taxes Due on Delinquent Parcels:	\$ 18,432.06

VI. FORECLOSURE INFORMATION FOR FISCAL YEAR

(Aggregate totals, if foreclosure commenced on same date)

Date Foreclosure Commenced	Total Number of Foreclosure Parcels	Total Amount of Tax Due on Foreclosure Parcels

**STATE OF CALIFORNIA
MARKS-ROOS YEARLY FISCAL STATUS REPORT
FOR LOCAL OBLIGORS**

California Debt and Investment Advisory Commission
915 Capitol Mall, Room 400, Sacramento, CA 95814
P.O. Box 942809, Sacramento, CA 94209-0001
(916) 653-3269 FAX (916) 654-7440

For Office Use Only

Fiscal Year _____

I. GENERAL INFORMATION

A. Local Obligor Issuer Poway Unified School District CFD No 12

B. Name/Title/Series of Bond Issue 2007 Special District Bonds

C. Date of Bond Issue 05-31-2007

D. Original Principal Amount of Bonds 7,689,087.00

E. Reserve Fund Minimum Balance Required Yes No Amount 0.00

Part of Authority Reserve Fund (*Marks-Roos only*) Yes No % of Reserve Fund _____

II. FUND BALANCE FISCAL STATUS

Balances Reported as of: June 30, 2009 (Year)

A. Principal Amount of Bonds Outstanding 7,338,708.12

B. Bond Reserve Fund 0.00

C. Capitalized Interest Fund 0.00

III. DELINQUENT REPORTING INFORMATION

Delinquent Taxes Yes No

Delinquent Parcel Information Reported as of Equalized Tax Roll of: 06/30/2009 (Date)

A. Delinquency Rate 1.89 (Percent)

B. The Taxes are Paid Under the County Teeter Plan: Yes No

C. Taxes Due 556,449.32

D. Taxes Unpaid 10,521.50

IV. ISSUE RETIRED

This issue is retired and not longer subject to the Yearly Fiscal Status filing requirements. (*Indicate reason for retirement.*)

A. Matured Yes No

B. Refunded Entirely Yes No If yes, indicate final maturity date: _____

If yes, state refunding bond title: _____ and issue date: _____

C. Other: _____

V. NAME OF PARTY COMPLETING THIS FORM

Name Benjamin Dolinka

Title President

Firm/Agency Dolinka Group, LLC

Address 20 Pacifica, Suite 900

City Irvine State CA Zip Code 92618

Phone Number (949) 250-8300 Email dginfo@dolinkagroup.com Date of Report 11/2/2009

Section 6599.1 of the California Government Code requires that all issuers selling Mark-Roos bonds, which is part of the Mark-Roos Local Bond Pooling Act of 1985, after January 1, 1996 are required to report specific information to the Commission by October 30th of the current year and each year thereafter