

Annual Report

Poway Unified School District
Community Facilities District No. 3

January 31, 2011

Prepared For:

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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 ("Disclosure Agreement") executed in connection with the issuance of the 2003 Special Tax Bonds ("Bonds") by Community Facilities District ("CFD") No. 3 of the Poway Unified School District ("School District") in the amount of \$5,485,000. The Bonds were issued under the Mello-Roos Community Facilities Act of 1982, as amended ("Act"), and pursuant to a Bond Indenture dated February 1, 2003 by and between the School District on behalf of CFD No. 3 and Zions First National Bank, successor to U.S. Bank National Association, as fiscal agent ("Fiscal Agent"). Dolinka Group, LLC has been retained by the School District to act as dissemination agent ("Dissemination Agent"). The Bonds were issued to (i) finance the acquisition and construction of certain school facilities, (ii) pay interest on the Bonds through September 1, 2003 and (iii) pay the cost of issuing the Bonds. The Bonds, along with the (i) 2003 Special Tax Bonds of CFD No. 2, (ii) 2003 Special Tax Bonds of CFD No. 5 and (iii) 2003 Special Tax Bonds of CFD No. 7 (each a series of "Local Obligations") were purchased by the Poway Unified School District Public Financing Authority ("Authority"). The Local Obligations were purchased through funds generated from the issuance of the 2003 Revenue Bonds of the Authority on March 20, 2003. All capitalized terms not defined herein shall have the meaning ascribed to them in the Disclosure Agreement.

I. Audited Financial Statements

A copy of the School District's annual audited financial statements for Fiscal Year 2009/2010 is available online at <http://emma.msrb.org/>.

II. Principal Amount of Bonds Outstanding

As of January 1, 2011 the outstanding principal amount of the Bonds was \$4,830,000.

III. Fund and Account Balances

The balance of each fund and account of CFD No. 3 as of January 1, 2011 is listed in the table below.

Fund and Account Balances

| Funds and Accounts | Amount |
|-----------------------------|---------------------|
| Administrative Expense Fund | \$56,854.56 |
| Interest Account | \$0.00 |
| Principal Account | \$0.00 |
| Special Tax Fund | \$537,171.73 |
| Total | \$594,026.29 |

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 Authority Reserve Fund and statement of the Reserve Requirement, please refer to the Continuing Disclosure Annual Report for the 2003 Revenue Bonds of the Authority, dated January 31, 2011.

V. Assessed Values and Value-to-Lien Ratios

The assessed values and value-to-lien ratios for all parcels within CFD No. 3 are shown in the table below.

Assessed Values and Value to Lien Ratios

| Land Use | Total Assessed Value ^[1] | 2003 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 | \$36,210,102.00 | \$1,090,389.48 | 33.21:1 | \$30,099.72 | \$354,489.97 | \$1,474,979.16 | 24.55:1 |
| Tax Class 1 PP | \$102,168,580.00 | \$2,090,222.22 | 48.88:1 | \$95,020.69 | \$1,000,210.85 | \$3,185,453.76 | 32.07:1 |
| Tax Class 2 | \$69,079,584.00 | \$1,649,388.30 | 41.88:1 | \$77,685.73 | \$676,275.91 | \$2,403,349.95 | 28.74:1 |
| Subtotal for Taxable Parcels ^[3] | \$207,458,266.00 | \$4,830,000.00 | 42.95:1 | \$202,806.14 | \$2,030,976.73 | \$7,063,782.87 | 29.37:1 |
| Tax Class E Exempt | \$0.00 | \$0.00 | 0.00:1 | \$0.00 | \$0.00 | \$0.00 | 0.00:1 |
| Total ^[3] | \$207,458,266.00 | \$4,830,000.00 | 42.95:1 | \$202,806.14 | \$2,030,976.73 | \$7,063,782.87 | 29.37:1 |

[1] Total Assessed Value as reported on the Fiscal Year 2010/2011 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 2009/2010 and prior Fiscal Years within CFD No. 3 are shown in the table below.

Historical Special Tax Delinquencies

| Fiscal Year | Subject Fiscal Year ^[1] | | | | June 30, 2010 | |
|-------------|------------------------------------|--------------------|-------------------------------|------------------------------|-----------------------------|----------------------------|
| | Aggregate Special Tax | Parcels Delinquent | Fiscal Year Amount Delinquent | Fiscal Year Delinquency Rate | Remaining Amount Delinquent | Remaining Delinquency Rate |
| 2005/2006 | \$365,826.00 | 4 | \$1,634.12 | 0.45 % | \$0.00 | 0.00 % |
| 2006/2007 | \$373,141.28 | 7 | \$4,532.87 | 1.21 % | \$0.00 | 0.00 % |
| 2007/2008 | \$380,603.24 | 15 | \$10,315.33 | 2.71 % | \$695.04 | 0.18 % |
| 2008/2009 | \$388,039.16 | 15 | \$12,060.03 | 3.11 % | \$5,941.95 | 1.53 % |
| 2009/2010 | \$395,975.26 | 10 | \$8,235.74 | 2.08 % | \$8,235.74 | 2.08 % |

[1] Delinquencies as of June 30th.

Since the overall delinquency rate for Fiscal Year 2009/2010 did not exceed five percent (5.00%), no parcel was delinquent in an amount greater than \$5,000.00 and no single owner of multiple parcels had a combined delinquency amount greater than \$10,000.00, 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 for Fiscal Year 2010/2011. There are no property owners responsible for more than five percent (5.00%) of the Special Taxes levied in Fiscal Year 2010/2011.

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 for Fiscal Year 2009/2010 is included as Exhibit B.

IX. Changes to Rate and Method of Apportionment

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

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Exhibit A

Detailed Direct and Overlapping Debt Report

POWAY UNIFIED SCHOOL DISTRICT
Community Facilities District No. 3
Special Tax Bonds

Detailed Direct and Overlapping Debt

Report Date: 11/30/2010

Report Time: 12:00:00 PM

I. Assessed Value

2010-2011 Secured Roll Assessed Value

\$207,458,266

II. Secured Property Taxes

| Description on Tax Bill | Type | Total Parcels | Total Levy | % Applicable | Parcels | Levy |
|-------------------------------------------------------------------------------------|----------|---------------|-----------------|--------------|---------|-----------------------|
| Basic Levy | PROP13 | 960,237 | \$3,644,126,367 | 0.05632% | 399 | \$2,052,392.66 |
| Voter Approved Debt | VOTER | 960,045 | \$300,179,811 | 0.01652% | 399 | \$49,602.35 |
| County of San Diego Service Area No. 17 (Emergency Medical) | CSA | 50,100 | \$1,348,635 | 0.77277% | 399 | \$10,421.88 |
| County of San Diego Service Area No. 83 (Park Maintenance) | OPENSACE | 4,918 | \$487,002 | 7.79765% | 378 | \$37,974.72 |
| County of San Diego Street Lighting, Zone A | LLMD | 96,214 | \$722,254 | 0.33908% | 399 | \$2,449.02 |
| County of San Diego Vector Control, Zone B | VECTOR | 359,564 | \$749,599 | 0.12136% | 399 | \$909.72 |
| County of San Diego Vector Disease Control | VECTOR | 946,162 | \$5,545,004 | 0.04109% | 399 | \$2,278.50 |
| Metropolitan Water District of Southern California Standby Charge | STANDBY | 24,723 | \$417,545 | 1.09892% | 399 | \$4,588.50 |
| Olivenhain Municipal Water District AD No. 96-1 | 1915 | 22,988 | \$1,430,949 | 1.25305% | 399 | \$17,930.52 |
| Olivenhain Municipal Water District Sewer Charge | SEWER | 4,561 | \$3,430,389 | 6.71303% | 399 | \$230,283.00 |
| Palomar Pomerado Health GOB 2004 | GOB | 188,766 | \$10,483,722 | 0.34749% | 399 | \$36,430.07 |
| Poway Unified School District CFD No. 3 | CFD | 445 | \$403,896 | 100.00000% | 399 | \$403,895.64 |
| Rancho Santa Fe Fire Protection District Special Tax | FIRE | 12,273 | \$972,240 | 2.05196% | 399 | \$19,950.00 |
| San Diego County Water Authority Standby Charge | STANDBY | 24,947 | \$364,779 | 1.09381% | 399 | \$3,990.00 |
| 2010-2011 TOTAL PROPERTY TAX LIABILITY | | | | | | \$2,873,096.58 |
| TOTAL PROPERTY TAX LIABILITY AS A PERCENTAGE OF 2010-2011 ASSESSED VALUATION | | | | | | 1.38% |

III. Land Secured Bond Indebtedness

| Outstanding Direct and Overlapping Bonded Debt | Type | Issued | Outstanding | % Applicable | Parcels | Amount |
|-------------------------------------------------------------|------|--------------|--------------|--------------|---------|-----------------------|
| Olivenhain Municipal Water District AD No. 96-1 | 1915 | \$22,530,000 | \$16,185,000 | 1.25305% | 399 | \$202,806.14 |
| Poway Unified School District CFD No. 3 | CFD | \$5,485,000 | \$4,830,000 | 100.00000% | 399 | \$4,830,000.00 |
| TOTAL LAND SECURED BOND INDEBTEDNESS (1) | | | | | | \$5,032,806.14 |
| TOTAL OUTSTANDING LAND SECURED BOND INDEBTEDNESS (1) | | | | | | \$5,032,806.14 |

IV. General Obligation Bond Indebtedness

| Outstanding Direct and Overlapping Bonded Debt | Type | Issued | Outstanding | % Applicable | Parcels | Amount |
|-------------------------------------------------------------------|------|---------------|---------------|--------------|---------|-----------------------|
| Metropolitan Water District of Southern California GOB 1966 | GOB | \$850,000,000 | \$252,740,000 | 0.01012% | 399 | \$25,588.79 |
| Palomar Community College District GOB 2006 | GOB | \$160,000,000 | \$149,845,000 | 0.23510% | 399 | \$352,290.17 |
| Palomar Pomerado Health GOB 2004 | GOB | \$495,999,997 | \$478,514,998 | 0.34546% | 399 | \$1,653,097.77 |
| TOTAL GENERAL OBLIGATION BOND INDEBTEDNESS (1) | | | | | | \$2,030,976.73 |
| TOTAL OUTSTANDING GENERAL OBLIGATION BOND INDEBTEDNESS (1) | | | | | | \$2,030,976.73 |

TOTAL OF ALL OUTSTANDING AND OVERLAPPING BONDED DEBT
VALUE TO ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT

\$7,063,782.87
29.37:1

(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 # | 2003-0255 |
| Fiscal Year | _____ |

I. GENERAL INFORMATION

| | |
|----------------------------------------------|----------------------------------------|
| A. Issuer | Poway Unified School District CFD No 3 |
| B. Community Facilities District Number/Name | Christopherhill |
| C. Name/Title/Series of Bond Issue | 2003 Special Tax Bonds |
| D. Date of Bond Issue | 03-20-2003 |
| E. Original Principal Amount of Bonds | \$ 5,485,000.00 |
| F. Reserve Fund Minimum Balance Required | \$ 0.00 |

II. FUND BALANCE FISCAL STATUS

| | |
|------------------------------------------|---------------------------|
| Balances Reported as of: | June 30 2010 _____ (Year) |
| A. Principal Amount of Bonds Outstanding | \$ 4,950,000.00 |
| 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: <u>07-01-2010</u> (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 | \$ 207,458,266.00 |

IV. TAX COLLECTION INFORMATION

| | |
|-------------------------------------------------------|---------------------------------------------------------------------|
| A. Total Amount of Special Taxes Due | \$ 395,975.26 |
| B. Total Amount of Unpaid Special Taxes | \$ 8,235.74 |
| 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: | <u>06-30-2010</u> (Date) |
| A. Total Number of Delinquent Parcels: | <u>11</u> |
| B. Total Amount of Taxes Due on Delinquent Parcels: | \$ <u>14,872.73</u> |

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 3

B. Name/Title/Series of Bond Issue 2003 Special Tax Bonds

C. Date of Bond Issue 03-20-2003

D. Original Principal Amount of Bonds 5,485,000.00

E. Reserve Fund Minimum Balance Required Yes No Amount 0.00

Part of Authority Reserve Fund (Marks-Roos only) Yes No % of Reserve Fund 25.71

II. FUND BALANCE FISCAL STATUS

Balances Reported as of: June 30, 2010 (Year)

A. Principal Amount of Bonds Outstanding 4,950,000.00

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: 6/30/2010 (Date)

A. Delinquency Rate 2.08 (Percent)

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

C. Taxes Due 395,975.26

D. Taxes Unpaid 8,235.74

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, 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 10/27/2010

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