

Annual Report

Poway Unified School District
2009 Public Financing Authority

January 31, 2011

Prepared For:

Poway Unified School District – Planning Department
13626 Twin Peaks Road
Poway, CA 92064-3098
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Prepared By:

Dolinka Group, LLC.
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T 949.250.8300
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Exhibits

- Exhibit A:** Report to the California Debt and Investment Advisory Commission
Exhibit B: Annual Report, 2009 Special Tax Bonds, Zone 2 of CFD No. 11
Exhibit C: Annual Report, 2009 Special Tax Bonds, Zone 3 of CFD No. 11

Introduction

This Annual Report ("Report") has been prepared pursuant to the Continuing Disclosure Agreement ("Disclosure Agreement") executed in connection with the issuance of the 2009 Revenue Bonds ("Bonds") of the Poway Unified School District Public Financing Authority ("Authority") in the amount of \$8,995,000 on July 2, 2009. The Bonds were issued pursuant to an Indenture of Trust ("Indenture") dated June 1, 2009, by and between the Authority 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 enable the Authority to purchase (i) the Zone 2 2009 Special Tax Bonds of Community Facilities District ("CFD") No. 11 of Poway Unified School District ("School District") and the Zone 3 2009 Special Tax Bonds of CFD No. 11 of the School District, (collectively, "Special Tax Bonds"), (ii) to fund a Reserve Fund for the Bonds in an amount equal to the Reserve Requirement, (iii) to pay a portion of the interest on the Bonds through July 2, 2011, and (iv) to pay costs of issuance of the Bonds and the Special Tax Bonds. The proceeds of the Special Tax Bond were used to (i) acquire and construct certain school facilities and (ii) pay a portion of the interest on the Special Tax Bonds through July 2, 2011, and through such payment, a portion of the interest on the Bonds through September 15, 2011. 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 \$8,995,000.

III. Fund and Account Balances

The balance in each fund and account of the Authority as of January 1, 2011 is listed in the table below.

Funds and Accounts	Amount
Admin Expense Fund	\$0.00
Bond Interest	\$0.00
Bond Principal	\$0.00
Costs of Issuance Account	\$12,117.46
Reserve Fund	\$899,549.41
Revenue Fund	\$1.31
School Facilities Fund	\$0.00
Surplus Fund	\$121.66
Total	\$911,789.84

IV. Reserve Requirement

The Reserve Requirement for the Bonds as of January 1, 2011 was \$899,500.00; therefore, the Reserve Requirement was satisfied.

V. Annual Reports for Local Obligations

Pursuant to Section 4(b) of the Disclosure Agreement, this report shall include information regarding the Special Tax Bonds. Exhibits B and C include Annual Reports for the Special Tax Bonds which satisfies these requirements.

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Exhibit A

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

**STATE OF CALIFORNIA
MARKS-ROOS YEARLY FISCAL STATUS REPORT
FOR AUTHORITY ISSUE**

CDIAC # 2009-0763

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

For office use only
Fiscal Year _____

I. GENERAL INFORMATION

- A. Authority Issuer Poway Unified School District Public Financing Authority
- B. Name/Title/Series of Bond Issue 2009 RBs
- C. Date of Bond Issuance 07-02-2009
- D. Original Principal Amount of Bonds \$ 8,995,000.00
- E. Reserve Fund Minimum Balance Yes Amount (\$) 899,500.00 No
- F. Total Issuance Costs \$ 0.00
(Report Issuance Costs only at initial filing)

II. FUND BALANCE FISCAL STATUS

Balances reported as of June 30, 2010
(Year)

- A. Principal Amount of Bonds Outstanding \$ 8,995,000.00
- B. Bond Reserve Fund \$ 899,591.64
- C. Capitalized Interest Fund \$ 0.30

III. AUTHORITY FINANCIAL INFORMATION

A. Fees Paid for Professional Services (Annual Totals)

1. Type of Service	2. Amount of Fees
	\$
	\$
	\$
	\$
	\$

B. Local Obligor

1. Issuer/Borrower	2. Bond Purchase (BP) or Loan (L)	3. Amount of Purchase/Loan (from Authority Issue)	4. Administration Fee (Charged to LOB)
CFD No. 11 Zone 2	BP	\$ 5,150,000.00	\$ 0.00
CFD No. 11 Zone 3	BP	\$ 3,845,000.00	\$ 0.00
		\$	\$
		\$	\$
		\$	\$

STATE OF CALIFORNIA
MARKS-ROOS YEARLY FISCAL STATUS REPORT
FOR AUTHORITY ISSUE
(Continued)

C. Investment Contracts

1. Terms of Investment Contracts

- a. Final Maturity _____
- b. Other (see Guidelines for explanation)

2. Commission/Fee for Contract Total \$ _____

3. Interest Earnings on Contract Current \$ _____

D. Taxes are paid under the county's Teeter Plan Yes No

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 If yes, indicate final maturity date: _____

B. Refunded Entirely Yes No If yes, state refunding bond title: _____

_____ and issue date: _____

C. Other: _____

IV. NAME OF PARTY COMPLETING THIS FORM

Name Benjamin Dolinka

Title President

Firm/Agency Dolinka Group, LLC

Address 20 Pacifica, Suite 900

City/State/Zip Code Irvine, CA 92618

Email dginfo@dolinkagroup.com

Phone Number (949) 250-8300 Date Of Report 10/28/2010

Exhibit B

Annual Report, 2009 Special Tax Bonds, Zone 2 of CFD No. 11

Annual Report

Poway Unified School District
Zone 2 of
Community Facilities District No. 11

January 31, 2011

Prepared For:

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

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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 2009 Special Tax Bonds ("Bonds") by Zone 2 of Community Facilities District ("CFD") No. 11 of the Poway Unified School District ("School District") in the amount of \$5,150,000. The Bonds were issued under the Mello-Roos Community Facilities Act of 1982, as amended ("Act"), and pursuant to a Bond Indenture dated June 1, 2009 by and between the School District on behalf of Zone 2 of CFD No. 11 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, 2009 and (ii) pay the cost of issuing the Bonds. The Bonds, along with the 2009 Special Tax Bonds of Zone 3 of CFD No. 11 of the School District, (also 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 2009 Revenue Bonds of the Authority on July 9, 2009. 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 \$5,150,000.

III. Fund and Account Balances

The balance of each fund and account of Zone 2 of CFD No. 11 as of January 1, 2011 is listed in the table below.

Fund and Account Balances

Funds and Accounts	Amount
Administrative Expense Fund	\$14,151.26
Bond Interest	\$0.00
Bond Principal	\$0.00
Special Tax Fund	\$206,361.44
Total	\$220,512.70

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 2009 Revenue Bonds of the Authority, dated January 31, 2011.

V. Assessed Values and Value-to-Lien Ratios

The assessed values and the value-to-lien ratios for all parcels within Zone 2 of CFD No. 11 are shown in the table below.

Assessed Values and Value-to-Lien Ratios

Land Use	Total Assessed Value ^[1]	2009 Special Tax Bonds		Other ^[2]		Total Lien	Value-to-Lien Ratio
		Principal Amount Outstanding	Value-to-Lien Ratio for CFD	Overlapping Debt ^[3]	General Obligation Debt		
Developed	\$183,473,125.00	\$5,150,000.00	35.63:1	\$8,835,000.00	\$336,604.25	\$14,321,604.25	12.81:1
Undeveloped	\$5,336,128.00	\$0.00	0.00:1	\$0.00	\$9,789.79	\$9,789.79	545.07:1
Subtotal for Taxable Parcels ^[4]	\$188,809,253.00	\$5,150,000.00	36.66:1	\$8,835,000.00	\$346,394.04	\$14,331,394.04	13.17:1
Tax Class E	\$19,810,125.00	\$0.00	0.00:1	\$0.00	\$36,344.14	\$36,344.14	545.07:1
Total ^[4]	\$208,619,378.00	\$5,150,000.00	40.51:1	\$8,835,000.00	\$382,738.18	\$14,367,738.18	14.52:1

[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] Overlapping Debt represents the IA B Bonds of CFD No. 11.
 [4] 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 Zone 2 of CFD No. 11 are shown in the table below.

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
2007/2008	\$286,898.08	12	\$23,719.92	8.27 %	\$4,518.08	1.57 %
2008/2009	\$516,855.86	8	\$14,977.43	2.90 %	\$5,760.55	1.11 %
2009/2010	\$415,999.56	5	\$10,576.26	2.54 %	\$10,576.26	2.54 %

[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. The property owners responsible for more than five (5.00%) and their respective share of the Special Tax obligation for Fiscal Year 2010/2011 are shown in the table below.

Major Taxpayers

Major Taxpayer	Levy		Assessed Value	
	Amount	Percentage	Amount	Percentage
BROOKFIELD 8 L L C	\$69,521.70	15.03 %	\$15,892,545.00	8.42 %
INDIVIDUAL PROPERTY OWNERS	\$375,515.88	84.97 %	\$192,726,833.00	91.58 %
Total	\$462,678.90	100.00 %	\$208,619,378.00	100.00 %

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.

X. Bond Authorization Information and Use of Bond Proceeds

The information required under Section 4 (b) (ix) of the Disclosure Agreement is listed in the table below.

Bond Authorization and Use of Bond Proceeds

Bond Issuance	Issuance Date	Use of Proceeds	Amount
Original Bond Authorization			\$60,000,000.00
Zone 1 2004 Special Tax Bonds	April 1, 2004	(i) Construction of Elementary School seats at Morning Creek Elementary School; (ii) Construction of Middle School Seats at Meadowbrook Middle School; and (iii) Construction of High School Seats at Mt. Carmel High School.	\$12,635,000.00
Zone 2 2009 Special Tax Bonds	July 2, 2009	(i) Construction of Elementary School seats at Morning Creek Elementary School; (ii) Construction of Middle School Seats at Meadowbrook Middle School; and (iii) Construction of High School Seats at Mt. Carmel High School.	\$5,150,000.00
Zone 3 2009 Special Tax Bonds	July 2, 2009	(i) Construction of Elementary School seats at Morning Creek Elementary School; (ii) Construction of Middle School Seats at Meadowbrook Middle School; and (iii) Construction of High School Seats at Mt. Carmel High School.	\$3,850,000.00
Remaining Bond Authorization			\$38,365,000.00

S:\Clients\Poway Unified SD\SADM\CFDs\CFD No. 11 Zone 2\FY0910\Reports\Continuing Disclosure\Poway11Zone2_ContDisc_0910_10600-1325_Fn.docx

Exhibit A

Detailed Direct and Overlapping Debt Report

**POWAY UNIFIED SCHOOL DISTRICT
Community Facilities District No. 11
Improvement Area B
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

\$208,619,378

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	0.05166%	213	\$1,882,387.60
Voter Approved Debt	VOTER	960,045	\$300,179,811	0.01541%	213	\$46,266.96
County of San Diego Vector Control, Zone B	VECTOR	359,564	\$749,599	0.06479%	213	\$485.64
County of San Diego Vector Disease Control	VECTOR	946,162	\$5,545,004	0.02178%	213	\$1,207.62
Metropolitan Water District of Southern California Standby Charge	STANDBY	354,918	\$4,364,877	0.06268%	214	\$2,735.86
Poway Unified School District CFD No. 11, Impv Area B	CFD	265	\$611,133	100.00000%	193	\$611,133.34
Poway Unified School District CFD No. 11, Zone 2	CFD	193	\$462,679	100.00000%	193	\$462,678.90
San Diego County Water Authority Standby Charge	STANDBY	362,771	\$3,841,350	0.06193%	214	\$2,378.80
2010-2011 TOTAL PROPERTY TAX LIABILITY						\$3,009,274.72
TOTAL PROPERTY TAX LIABILITY AS A PERCENTAGE OF 2010-2011 ASSESSED VALUATION						1.44%

III. Land Secured Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels	Amount
Poway Unified School District CFD No. 11, Impv Area B	CFD	\$9,035,000	\$8,835,000	100.00000%	193	\$8,835,000
Poway Unified School District CFD No. 11, Zone 2	CFD	\$5,150,000	\$5,150,000	100.00000%	193	\$5,150,000
TOTAL LAND SECURED BOND INDEBTEDNESS (1)						\$13,985,000
TOTAL OUTSTANDING LAND SECURED BOND INDEBTEDNESS (1)						\$13,985,000

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	\$2,240,000	0.12251%	213	\$2,744
Metropolitan Water District of Southern California GOB 1966	GOB	\$850,000,000	\$252,740,000	0.01018%	213	\$25,732
Palomar Community College District GOB 2006	GOB	\$160,000,000	\$149,845,000	0.23642%	213	\$354,262
TOTAL GENERAL OBLIGATION BOND INDEBTEDNESS (1)						\$382,738
TOTAL OUTSTANDING GENERAL OBLIGATION BOND INDEBTEDNESS (1)						\$382,738

TOTAL OF ALL OUTSTANDING AND OVERLAPPING BONDED DEBT	\$14,367,738.18
VALUE TO ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT	14.52:1

(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 #	2009-0764
Fiscal Year	_____

I. GENERAL INFORMATION

A. Issuer	Poway Unified School District CFD No 11
B. Community Facilities District Number/Name	StoneBridge Estates Zone 2
C. Name/Title/Series of Bond Issue	2009 Special Tax Bonds
D. Date of Bond Issue	07-02-2009
E. Original Principal Amount of Bonds	\$ 5,150,000.00
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	\$ 5,150,000.00
B. Bond Reserve Fund	\$ 0.00
C. Capitalized Interest Fund	\$ 1.19
D. Construction Fund(s)	\$ 0.00

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

A. Assessed Value Reported as of: 07-01-2010 (Date) (Check One)

From Equalized Tax Roll

From Appraisal of Property
(Use only in first year or before annual tax roll billing commences)

B. Total Assessed Value of All Parcels \$ 181,728,254.00

IV. TAX COLLECTION INFORMATION

A. Total Amount of Special Taxes Due \$ 415,999.56

B. Total Amount of Unpaid Special Taxes \$ 10,576.26

C. The Taxes are Paid Under the County's Teeter Plan. Yes No

V. DELINQUENT REPORTING INFORMATION

Delinquent Parcel Information Reported as of Equalized Tax Roll of: 06-30-2010 (Date)

A. Total Number of Delinquent Parcels: 8

B. Total Amount of Taxes Due on Delinquent Parcels: \$ 20,854.89

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
MELLO-ROOS COMMUNITY FACILITIES DISTRICT (CFD)
YEARLY FISCAL STATUS REPORT**

(Continued)

VII. 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 If yes, indicate final maturity date: _____
B. Refunded Entirely Yes No If yes, state refunding bond title: _____
and issue date: _____
C. Other: _____

VIII. NAME OF PARTY COMPLETING THIS FORM

Name Benjamin Dolinka
Title President
Firm/Agency Dolinka Group, LLC
Address 20 Pacifica, Suite 900
City/State/Zip Irvine, CA 92618
Phone No. (949) 250-8300 Date Of Report 10-28-2010
Email dginfo@dolinkagroup.com

Completion and submittal of this form to the California Debt and Investment Advisory Commission will assure your compliance with California State law. Section 53359.5 of the California Government Code requires that all agencies issuing Mello-Roos Community Facilities bonds after January 1, 1993 to report specific information to the Commission by October 30th of each year.

**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 11

B. Name/Title/Series of Bond Issue 2009 Special Tax Bonds

C. Date of Bond Issue 07-02-2009

D. Original Principal Amount of Bonds 5,150,000.00

E. Reserve Fund Minimum Balance Required Yes No Amount 0.00

Part of Authority Reserve Fund (*Marks-Roos only*) Yes No % of Reserve Fund 57.25

II. FUND BALANCE FISCAL STATUS

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

A. Principal Amount of Bonds Outstanding 5,150,000.00

B. Bond Reserve Fund 0.00

C. Capitalized Interest Fund 1.19

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 2.54 (Percent)

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

C. Taxes Due 415,999.56

D. Taxes Unpaid 10,576.26

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 10/28/2010

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

Exhibit C

Annual Report, 2009 Special Tax Bonds, Zone 3 of CFD No. 11

Annual Report

Poway Unified School District
Zone 3 of
Community Facilities District No. 11

January 31, 2011

Prepared For:

Poway Unified School District – Planning Department
13626 Twin Peaks Road
Poway, CA 92064-3098
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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 2009 Special Tax Bonds ("Bonds") by Zone 3 of Community Facilities District ("CFD") No. 11 of the Poway Unified School District ("School District") in the amount of \$3,845,000. The Bonds were issued under the Mello-Roos Community Facilities Act of 1982, as amended ("Act"), and pursuant to a Bond Indenture dated June 1, 2009 by and between the School District on behalf of Zone 3 of CFD No. 11 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, 2009 and (ii) pay the cost of issuing the Bonds. The Bonds, along with the 2009 Special Tax Bonds of Zone 2 of CFD No. 11 of the School District, (also 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 2009 Revenue Bonds of the Authority on July 9, 2009. 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 \$3,845,000.

III. Fund and Account Balances

The balance of each fund and account of Zone 3 of CFD No. 11 as of January 1, 2011 is listed in the table below.

Fund and Account Balances

Funds and Accounts	Amount
Administrative Expense Fund	\$14,151.26
Bond Interest	\$0.00
Bond Principal	\$0.00
Special Tax Fund	\$145,939.52
Total	\$160,090.78

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 2009 Revenue Bonds of the Authority, dated January 31, 2011.

V. Assessed Values and Value-to-Lien Ratios

The table below shows the assessed values and value-to-lien ratios for all parcels within Zone 3 of CFD No. 11.

Assessed Values and Value-to-Lien

Land Use	Total Assessed Value ^[1]	2009 Revenue Bonds		Other ^[2]		Total Lien	Value-to-Lien Ratio
		Principal Amount Outstanding	Value-to-Lien Ratio for CFD	Overlapping Debt ^[3]	General Obligation Debt		
Developed	\$137,439,588.00	\$3,845,000.00	35.75:1	\$8,072,226.70	\$252,150.00	\$12,169,376.70	11.29:1
Undeveloped	\$60,789,644.00	\$0.00	0.00:1	\$5,162,773.30	\$111,526.16	\$5,274,299.46	11.52:1
Subtotal for Taxable Parcels ^[4]	\$198,229,232.00	\$3,845,000.00	51.56:1	\$13,235,000.00	\$363,676.16	\$17,443,676.16	11.36:1
Tax Class E	\$146,977.00	\$0.00	0.00:1	\$0.00	\$269.65	\$269.65	545.07:1
Total ^[4]	\$198,376,209.00	\$3,845,000.00	51.59:1	\$13,235,000.00	\$363,945.81	\$17,443,945.81	11.37:1

[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] Overlapping Debt represents the IA C Bonds of CFD No. 11.

[4] 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 Zone 3 of CFD No. 11 are shown in the table below.

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
2007/2008	\$152,491.36	1	\$1,121.26	0.74 %	\$0.00	0.00 %
2008/2009	\$472,168.08	5	\$10,293.21	2.18 %	\$4,574.76	0.97 %
2009/2010	\$317,304.32	2	\$4,666.24	1.47 %	\$4,666.24	1.47 %

[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. The table below details the property owners within Zone 3 of CFD No. 11 and their respective share of the Special Tax obligation.

Major Taxpayers

Major Taxpayer	Levy		Assessed Value	
	Amount	Percentage	Amount	Percentage
CORNERSTONE AT STONEBRIDGE ESTS LP	\$33,316.92	8.43 %	\$11,060,000.00	5.58 %
VISCAYA-19 LLC	\$23,797.80	6.02 %	\$2,500,000.00	1.26 %
WARMINGTON SCRIPPS II ASSCS LP	\$21,418.02	5.42 %	\$2,880,000.00	1.45 %
MONTORO AT STONEBRIDGE ESTATES LLC	\$7,139.34	1.81 %	\$1,516,395.00	0.76 %
INDIVIDUAL HOMEOWNERS	\$309,371.40	78.32%	\$180,419,814.00	90.95%
Total	\$395,043.48	100.00 %	\$198,376,209.00	100.00 %

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.

X. Bond Authorization Information and Use of Bond Proceeds

The information required under Section 4 (b) (ix) of the Disclosure Agreement is listed in the table below.

Bond Authorization and Use of Bond Proceeds

Bond Issuance	Issuance Date	Use of Proceeds	Amount
Original Bond Authorization			\$60,000,000.00
Zone 1 2004 Special Tax Bonds	April 1, 2004	(i) Construction of Elementary School seats at Morning Creek Elementary School; (ii) Construction of Middle School Seats at Meadowbrook Middle School; and (iii) Construction of High School Seats at Mt. Carmel High School.	\$12,635,000.00
Zone 2 2009 Special Tax Bonds	July 2, 2009	(i) Construction of Elementary School seats at Morning Creek Elementary School; (ii) Construction of Middle School Seats at Meadowbrook Middle School; and (iii) Construction of High School Seats at Mt. Carmel High School.	\$5,150,000.00
Zone 3 2009 Special Tax Bonds	July 2, 2009	(i) Construction of Elementary School seats at Morning Creek Elementary School; (ii) Construction of Middle School Seats at Meadowbrook Middle School; and (iii) Construction of High School Seats at Mt. Carmel High School.	\$3,850,000.00
Remaining Bond Authorization			\$38,365,000.00

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Exhibit A

Detailed Direct and Overlapping Debt Report

POWAY UNIFIED SCHOOL DISTRICT
Community Facilities District No. 11
Improvement Area C
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

\$198,376,209

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	0.05424%	344	\$1,976,706.09
Voter Approved Debt	VOTER	960,045	\$300,179,811	0.01618%	344	\$48,582.97
County of San Diego Vector Control, Zone B	VECTOR	359,564	\$749,599	0.10372%	341	\$777.48
County of San Diego Vector Disease Control	VECTOR	946,162	\$5,545,004	0.02090%	341	\$1,158.94
Metropolitan Water District of Southern California Standby Charge	STANDBY	354,918	\$4,364,877	0.14193%	344	\$6,195.04
Poway Unified School District CFD No. 11, Impv Area C	CFD	403	\$797,898	100.00000%	341	\$797,898.46
Poway Unified School District CFD No. 11, Zone 3	CFD	166	\$395,043	100.00000%	166	\$395,043.48
San Diego County Water Authority Standby Charge	STANDBY	362,771	\$3,841,350	0.14019%	344	\$5,385.30
2010-2011 TOTAL PROPERTY TAX LIABILITY						\$3,231,747.76
TOTAL PROPERTY TAX LIABILITY AS A PERCENTAGE OF 2010-2011 ASSESSED VALUATION						1.63%

III. Land Secured Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels	Amount
Poway Unified School District CFD No. 11, Impv Area C	CFD	\$13,475,000	\$13,235,000	100.00000%	341	\$13,235,000.00
Poway Unified School District CFD No. 11, Zone 3	CFD	\$3,845,000	\$3,845,000	100.00000%	166	\$3,845,000.00
TOTAL LAND SECURED BOND INDEBTEDNESS (1)						\$17,080,000.00
TOTAL OUTSTANDING LAND SECURED BOND INDEBTEDNESS (1)						\$17,080,000.00

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	\$2,240,000	0.11650%	344	\$2,609.55
Metropolitan Water District of Southern California GOB 1966	GOB	\$850,000,000	\$252,740,000	0.00968%	344	\$24,468.57
Palomar Community College District GOB 2006	GOB	\$160,000,000	\$149,845,000	0.22481%	344	\$336,867.69
TOTAL GENERAL OBLIGATION BOND INDEBTEDNESS (1)						\$363,945.81
TOTAL OUTSTANDING GENERAL OBLIGATION BOND INDEBTEDNESS (1)						\$363,945.81

TOTAL OF ALL OUTSTANDING AND OVERLAPPING BONDED DEBT	\$17,443,945.81
VALUE TO ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT	11.37:1

(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 #	2009-0765
Fiscal Year	_____

I. GENERAL INFORMATION

A. Issuer	Poway Unified School District CFD No 11
B. Community Facilities District Number/Name	StoneBridge Estates Zone 3
C. Name/Title/Series of Bond Issue	2009 Special Tax Bonds
D. Date of Bond Issue	07-02-2009
E. Original Principal Amount of Bonds	\$ 3,845,000.00
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	\$ 3,845,000.00
B. Bond Reserve Fund	\$ 0.00
C. Capitalized Interest Fund	\$ 0.86
D. Construction Fund(s)	\$ 0.00

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

A. Assessed Value Reported as of: 07-01-2010 _____ (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	\$ 198,229,232.00

IV. TAX COLLECTION INFORMATION

A. Total Amount of Special Taxes Due	\$ 317,304.32
B. Total Amount of Unpaid Special Taxes	\$ 4,666.24
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:	06-30-2010 _____ (Date)
A. Total Number of Delinquent Parcels:	3
B. Total Amount of Taxes Due on Delinquent Parcels:	\$ 9,241.00

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
MELLO-ROOS COMMUNITY FACILITIES DISTRICT (CFD)
YEARLY FISCAL STATUS REPORT

(Continued)

VII. 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

If yes, indicate final maturity date: _____

B. Refunded Entirely Yes No

If yes, state refunding bond title: _____

and issue date: _____

C. Other: _____

VIII. NAME OF PARTY COMPLETING THIS FORM

Name	Benjamin Dolinka
Title	President
Firm/Agency	Dolinka Group, LLC
Address	20 Pacifica, Suite 900
City/State/Zip	Irvine, CA 92618
Phone No.	(949) 250-8300
Date Of Report	10-28-2010
Email	dginfo@dolinkagroup.com

Completion and submittal of this form to the California Debt and Investment Advisory Commission will assure your compliance with California State law. Section 53359.5 of the California Government Code requires that all agencies issuing Mello-Roos Community Facilities bonds after January 1, 1993 to report specific information to the Commission by October 30th of each year.

**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 11

B. Name/Title/Series of Bond Issue 2009 Special Tax Bonds

C. Date of Bond Issue 07-02-2009

D. Original Principal Amount of Bonds 3,845,000.00

E. Reserve Fund Minimum Balance Required Yes No Amount 0.00

Part of Authority Reserve Fund (*Marks-Roos only*) Yes No % of Reserve Fund 42.75

II. FUND BALANCE FISCAL STATUS

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

A. Principal Amount of Bonds Outstanding 3,845,000.00

B. Bond Reserve Fund 0.00

C. Capitalized Interest Fund 0.86

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 1.47 (Percent)

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

C. Taxes Due 317,304.32

D. Taxes Unpaid 4,666.24

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 10/28/2010

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