

Annual Report

Poway Unified School District
Improvement Area B of
Community Facilities District No. 10

January 31, 2009

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 Improvement Area ("IA") B Special Tax Bonds ("Bonds") of Community Facilities District ("CFD") No. 10 of the Poway Unified School District ("School District") in the amount of \$6,345,000 on October 25, 2001. The Bonds were issued under the Mello-Roos Community Facilities Act of 1982, as amended ("Act"), and pursuant to the Bond Indenture dated September 1, 2001 by and between the School District and Zions First National Bank ("Fiscal Agent"), successor to State Street Bank and Trust Company of California, N.A. Dolinka Group, LLC has been retained by the School District to act as Dissemination Agent ("Dissemination Agent"). The Bonds were issued (i) to finance, either directly or indirectly, the acquisition and construction of certain road improvements (the "City Facilities"), (ii) to fund a reserve fund for the IA B Bonds, (iii) to pay interest on the IA B Bonds through September 1, 2002, (iv) to pay certain administrative expenses of the CFD, and (v) to pay the costs of issuing the 2001 Bonds.

The following information is provided pursuant to Section 3 and 4 of the Agreement:

I. Audited Financial Statements

A copy of the School District's annual audited financial statements for Fiscal Year 2007/2008 is available online at www.disclosureusa.org.

II. Principal Amount of Bonds Outstanding

As of January 1, 2009, the outstanding principal amount of Bonds was \$6,210,000.00.

III. Bond Fund Balance

The Bond Fund is a composite of the Principal Account, Interest Account and the Capitalized Interest Subaccount; as of January 1, 2009, the balances within these accounts totaled \$6,439.06.

IV. Reserve Fund Balance

The Reserve Requirement for the Bond is equal to the lesser of (i) ten percent (10%) of the original principal amount of the Bond, (ii) one hundred percent (100%) of the remaining maximum annual debt service on the Bond, or (iii) one hundred and twenty-five percent (125%) of the remaining average annual debt service on the Bonds. As of January 1, 2009 the Reserve Requirement of the Bonds was \$634,500.00. As of January 1, 2009, the balance in the Reserve Fund was \$634,643.56; therefore, the Reserve Requirement was satisfied as of this date.

V. Fund and Account Balances

The balance in each fund, account, and subaccount of IA B of CFD No. 10 as of January 1, 2009, is listed in Table 1.

**Table 1
Fund, Account, and Subaccount Balances (As of 01/01/09)**

Fund, Account, or Subaccount	Balances
Special Tax Fund	\$472,549.32
Bond Service Fund	\$0.00
Interest Account of the Bond Service Fund	\$6,439.06
Capitalized Interest Subaccount of the Interest Account	\$0.00
Principal Account of the Bond Service Fund	\$0.00
Cost of Issuance Fund	\$0.00
Improvement Fund	\$0.00
Reserve Fund	\$634,643.56
Rebate Fund	\$0.00
Administrative Expense Fund	\$23,595.94
Redemption Fund	\$0.00
Letter of Credit Fund	\$0.00

VI. Total Assessed Value and Value-to-Lien of all Parcels within CFD No. 10 IA B

Table 2 shows the total assessed value, total direct and overlapping debt, and total value-to-lien ratios for all parcels within IA B of CFD No. 10 as of January 1, 2009.

**Table 2
Assessed Value to Lien**

Land Use/ Building Square Footage	Total Assessed Value ^[1]	CFD Bonds		Other		Total Burden	Value- to-Lien Ratio
		Principal Amount Outstanding	Value-to- Lien Ratio for CFD	Overlapping Debt ^[2]	General Obligation Debt ^[2]		
Tax Class 1 <=3,600, Zone 1	\$836,348.00	\$34,144.95	24.49:1	\$36,068.65	\$1,572.02	\$71,785.62	11.65:1
Tax Class 2 3,601 – 3,900, Zone 1	\$2,356,622.00	\$108,996.59	21.62:1	\$108,205.95	\$4,429.57	\$221,632.10	10.63:1
Tax Class 3 >3,900, Zone 1	\$50,600,621.00	\$2,341,406.39	21.61:1	\$2,274,373.35	\$95,110.30	\$4,710,890.04	10.74:1
Tax Class 4 <=2,600, Zone 2	\$0.00	\$0.00	0.00:1	\$0.00	\$0.00	\$0.00	0.00:1
Tax Class 5 2,601 – 3,000, Zone 2	\$2,399,984.00	\$66,501.31	36.09:1	\$108,578.39	\$4,511.07	\$179,590.77	13.36:1
Tax Class 6 >3,000, Zone 2	\$47,499,048.00	\$1,634,850.74	29.05:1	\$2,456,951.24	\$89,280.50	\$4,181,082.48	11.36:1
Tax Class 7 <=2,450, Zone 3	\$0.00	\$0.00	0.00:1	\$0.00	\$0.00	\$0.00	0.00:1
Tax Class 8 2,451 – 2,650, Zone 3	\$17,962,451.00	\$573,380.08	31.33:1	\$1,047,666.82	\$33,762.71	\$1,654,809.61	10.85:1
Tax Class 9 >2,650, Zone 3	\$45,437,610.00	\$1,450,719.95	31.32:1	\$2,420,882.59	\$85,405.76	\$3,957,008.31	11.48:1
Tax Class U UNDEV	\$5,163,563.00	\$0.00	0.00:1	\$0.00	\$9,705.57	\$9,705.57	0.00:1
Subtotal for Taxable Parcels ^[3]	\$172,256,247.00	\$6,210,000.00	27.74:1	\$8,452,727.00	\$323,777.50	\$14,986,504.50	11.49:1
Tax Class E EXEMPT	\$17,590,989.00	\$0.00	0.00:1	\$0.00	\$33,064.50	\$33,064.50	0.00:1
Total ^[3]	\$189,847,236.00	\$6,210,000.00	30.57:1	\$8,452,727.00	\$356,842.00	\$15,019,569.00	12.64:1

[1] Total Assessed Value as reported on the Fiscal Year 2008/2009 equalized tax roll of the County.

[2] Source: Detailed Direct and Overlapping Debt Report, National Tax Data, Inc. (attached as Exhibit A).

[3] Totals may not sum due to rounding.

VII. Fiscal Year 2007/2008 Special Tax Levies and Delinquencies

There were twelve (12) parcels delinquent in paying their Fiscal Year 2007/2008 Special Taxes in a total amount of \$21,054.87. The Special Tax levied in Fiscal Year 2007/2008 totaled \$505,485.56. Therefore, the delinquency rate in IA B of CFD No. 10 for Fiscal Year 2007/2008 was 4.17%.

VIII. Foreclosure Proceedings

Since no parcel is delinquent in the payment of Special Taxes in an amount greater than \$5,000 and the overall delinquency rate for Fiscal Year 2007/2008 did not exceed five percent (5.00%), IA B of CFD No. 10 has not initiated any foreclosure proceedings to date.

IX. Major Taxpayer Information

"Major Taxpayers" are those property owners responsible for more than five percent (5.00%) of the Special Tax levy in a given Fiscal Year. There are no Major Taxpayers in IA B of CFD No. 10 for Fiscal Year 2008/2009.

X. 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.

XI. 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. 10
Improvement Area B
Special Tax Bonds**

Detailed Direct and Overlapping Debt

Report Date: 11/01/2008
Report Time: 12:00:00 PM

I. Assessed Value

2008-2009 Secured Roll Assessed Value **\$189,847,236**

II. Secured Property Taxes

Description on Tax Bill	Type	Total Parcels	Total Levy	% Applicable	Parcels	Levy
Basic Levy	PROPI3	957,523	\$3,813,203,012	0.04700%	237	\$1,792,072.47
City of San Diego Torrey Highlands Maintenance District	LMD	1,695	\$346,441	7.50194%	171	\$25,989.78
County of San Diego Vector Control, Zone A	VECTOR	530,324	\$1,486,679	0.04782%	237	\$711.00
County of San Diego Vector Control, Zone B	VECTOR	358,847	\$748,016	0.00030%	1	\$2.28
County of San Diego Vector Disease Control	VECTOR	943,568	\$5,256,250	0.02901%	238	\$1,524.98
Metropolitan Water District of Southern California Standby Charge	STANDBY	353,385	\$4,356,825	0.06855%	240	\$2,986.42
Poway Unified School District CFD No. 10	CFD	1,215	\$2,210,241	22.13857%	234	\$489,315.68
Poway Unified School District CFD No. 10, Impv Area B	CFD	235	\$515,595	100.00000%	235	\$515,595.42
San Diego County Water Authority Standby Charge	STANDBY	361,328	\$3,834,233	0.06771%	240	\$2,596.30
Voter Approved Debt	VOTER	957,329	\$250,644,468	0.01687%	237	\$42,290.75
2008-2009 TOTAL PROPERTY TAX LIABILITY						\$2,873,085.08
TOTAL PROPERTY TAX LIABILITY AS A PERCENTAGE OF 2008-2009 ASSESSED VALUATION						1.51%

III. Land Secured Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels	Amount
Poway Unified School District CFD No. 10	CFD	\$38,230,000	\$38,181,000	22.13857%	234	\$8,452,727
Poway Unified School District CFD No. 10, Impv Area B	CFD	\$6,345,000	\$6,210,000	100.00000%	235	\$6,210,000
TOTAL LAND SECURED BOND INDEBTEDNESS (1)						\$14,662,727
TOTAL OUTSTANDING LAND SECURED BOND INDEBTEDNESS (1)						\$14,662,727

IV. General Obligation Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels	Amount
City of San Diego GOB 1978 (Open Space Park Facilities District No. 1)	GOB	\$35,000,000	\$7,010,000	0.10392%	237	\$7,285
City of San Diego GOB 1990 (Public Safety Communication System)	GOB	\$25,500,000	\$6,315,000	0.10392%	237	\$6,563
Metropolitan Water District of Southern California GOB 1966	GOB	\$850,000,000	\$327,215,000	0.00895%	237	\$29,286
Palomar Community College District GOB 2006	GOB	\$160,000,000	\$158,000,000	0.19855%	237	\$313,709
TOTAL GENERAL OBLIGATION BOND INDEBTEDNESS (1)						\$356,842
TOTAL OUTSTANDING GENERAL OBLIGATION BOND INDEBTEDNESS (1)						\$356,842

TOTAL OF ALL OUTSTANDING AND OVERLAPPING BONDED DEBT	\$15,019,569.49
VALUE TO ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT	12.64:1

(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/MARKS ROOS
YEARLY STATUS FISCAL REPORT
FOR LOCAL OBLIGATORS**

California Debt and Investment Advisory Commission
915 Capitol Mall, room 400, Sacramento, CA 95814
P.O. Box 942809, Sacramento, CA 94209-001
(916) 653-3269 FAX (916) 654-7440

For Office Use Only	
CDIAC #	_____
Fiscal Year	_____

I. GENERAL INFORMATION

This issue is subject to the Mello-Roos Fiscal Status Reporting Requirements only Yes No
 This issue is subject to the Marks-Roos Yearly Fiscal Status Reporting Requirements for local obligation/loan issues only Yes No
 This issue is subject to both Marks/Mello-Roos Yearly Fiscal Status Reporting Requirements Yes

A. Issuer Poway Unified School District
 B. Community Facilities District Number (Mello-Roos only) Community Facilities District No. 10 Improvement Area B
 C. Name/Title/Series of Bond Issue Improvement Area B Special Tax Bonds
 D. Indicate Credit Rating Rating Agency _____ Rating _____ Not Rated X
 E. Date of Bond Issue October 25, 2001
 F. Original Principal Amount of Bonds \$6,345,000.00
 G. Reserve Fund Minimum Balance Required Yes Amount \$634,500.00 No
 Percent of Authority Reserve Fund (Marks-Roos only) Yes % of Reserve Fund _____
 H. Name of Authority that purchased debt (Marks-Roos only) _____
 Was this a Senior/Subordinate Authority Bond? Yes No (If yes, list Senior and Subordinate below)

(Senior Authority bond issue)

(Subordinate Authority bond issue)

I. Date of Authority Bond(s) Issuance _____ (Marks-Roos only)

II. FUND BALANCE FISCAL STATUS

Balances Reported as of fiscal year ending June 30, 2008 (Year)
 A. Principal Amount of bonds Outstanding \$ 6,255,000.00
 B. Bond Reserve Fund \$ 635,316.13
 C. Capitalized Interest Fund \$ 0.00
 D. Construction Fund(s) (Mello-Roos only) \$ 65,113.65

III. FUND BALANCE FISCAL STATUS

A. Assessed Value Reported as of: July 1, 2008 (Date) (Check one)
 (Most recent tax roll) From 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 \$ 172,256,247.00

IV. TAX COLLECTION INFORMATION

Reported as of fiscal year ending of: June 30, 2008 (Year)
 A. Total Amount of Taxes Due \$ 505,485.56
 B. Total Amount of Unpaid Taxes \$ 21,054.87
 C. Taxes are Paid Under the County's Teeter Plan Yes No

V. DELINQUENT REPORTING INFORMATION

Delinquent Parcel Information Reported as of the current Tax Roll June 30, 2008 (Date)
 A. Total Number of Delinquent Parcels 14
 B. Total Amount of Taxes Due on Delinquent Parcels \$ 26,356.65
 C. Percent of Delinquency Rate 4.17%
 (Percent)

**STATE OF CALIFORNIA
YEARLY STATUS FISCAL REPORT**

(Continued)

VI. FORECLOSURE INFORMATION FOR FISCAL YEAR (Mello-Roos only)
(Aggregate totals, if foreclosure commenced on the same date)

Date Foreclosure Commenced	Total Number of Foreclosure Parcels	Total Amount of Tax Due on Foreclosure Parcels
N/A	N/A	\$ N/A

(Attach additional sheets if necessary)

VII ISSUE RETIRED

This issue is retired and no longer subject to the Yearly Fiscal Status filing requirement (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: October 30, 2008

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.

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.