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APPROVED
BY THE CITY COUNCIL

AUG 29 1995

OFFICE OF THE
CITY CLERK

DEPARTMENT OF
PUBLIC WORKS
ADMINISTRATION

CITY OF SACRAMENTO
CALIFORNIA
August 11, 1995

CITY HALL
ROOM 200
915 I STREET
SACRAMENTO, CA
95814-2608

PH 916-264-7110
FAX 916-264-5573

City Council
Sacramento, California

Honorable Members in Session:

**SUBJECT: DEL PASO ROAD COMMUNITY FACILITIES DISTRICT NO. 95-02
PUBLIC HEARING AND SPECIAL ELECTION**

LOCATION AND COUNCIL DISTRICT:

Properties within the Del Paso Road Community Facilities District (CFD) are located in the North Natomas Community Plan Area of Council District 1 (Attachment A).

RECOMMENDATION:

This report recommends that City Council take the following actions on the CFD:

First Action:

- Conduct the Public Hearing.
- Adopt Resolution of Formation.
- Adopt Resolution Deeming it Necessary to Incur Bonded Indebtedness.
- Adopt Resolution Calling Special Mailed-Ballot Election.

Second Action:

- Conduct the Special Election.
- Adopt Resolution Declaring Election Results.
- Adopt Resolution Approving the Form of Indenture, the form of Continuing Disclosure Agreement and Providing for the Form, Execution and Issuance of Special Tax Bonds and Sale of Said Bonds to the Sacramento City Public Finance Authority.

- Adopt Resolution Establishing the Revenue and Expenditure Budget.
- Pass for Publication the Del Paso Road CFD Ordinance to Levy Special Tax.

This report recommends that the Sacramento City Financing Authority take the following action:

- Adopt Resolution Authorizing the Issuance of Senior and Subordinate Tax Revenue Bonds, Series A and B Trust Agreement, Bond Purchase Agreement and Preliminary Official Statement.

CONTACT PERSON:

Karen Shipley, Special Districts Analyst, 264-5236

FOR COUNCIL MEETING OF: August 29, 1995

City Council
Del Paso Road CFD Public Hearing
August 11, 1995

SUMMARY:

The purpose of the Del Paso Road CFD is to refinance existing North Natomas Assessment District #88-03 bonds on three large parcels along Del Paso Road. The CFD includes the proposed 100-acre stadium site which the owners (Oates, Anderson and Cummings) have offered to the City as a gift. The refinancing will remove the assessment on the stadium site so that the City can accept the property as a gift from the owners. The public hearing allows Council to consider protests made orally or in writing against the establishment of the CFD, the extent of the CFD, or the type of improvements provided. As of August 11, 1995, the City Clerk has not received any protests on this district.

Adoption of the attached resolutions will approve formation of the Del Paso Road CFD, authorize the special election and declare the election results. All property owners have signed a waiver and consent form to shorten the formation time period, thereby making it possible to conduct the hearing and special election on the same evening.

COMMITTEE/COMMISSION ACTION:

None.

BACKGROUND INFORMATION:

The proposed CFD is located within the North Natomas Community Plan, which was adopted by City Council in May 1994. The CFD consists of 182 net acres, of which 100 acres are designated as "sports stadium" by the North Natomas Community Plan. The remaining 82 acres are designated as Employment Center (EC) with density ranging from 40-80 employees per acre. The property is currently vacant, with the exception of foundation improvements on the stadium site. All three parcels are owned by Marvin L. (Buzz) Oates, Frederick and Patricia Anderson and William Cummings as tenants-in-common.

In March 1989, the North Natomas Assessment District No. 88-03 was formed. This district provided approximately \$41.5 million for major roadway, water, sewer and storm drainage improvements. The proposed CFD properties are located within A.D. 88-03. The outstanding balance of assessments for these properties is \$6.5 million.

At the City Council meeting of March 21, 1995, the property owners made an offer to gift the proposed stadium site to the City. City Council directed staff to negotiate with the property owners to develop a formal agreement on their offer. In order for the stadium site to be conveyed as a true "gift," it will be necessary to

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remove the existing assessments on the property prior to conveyance. The property owners have requested the formation of a Mello-Roos CFD to accomplish this and have submitted a formal CFD application to the City.

The proposed CFD will refinance the existing 88-03 district bonds on the three properties. Bond proceeds from the CFD will be used to payoff \$6.3 million in outstanding A.D. bonds (after reserve fund credits) and cover CFD formation and bond issuance costs. A special tax levy will then be placed on that portion of the property designated for private development (approximately 82 acres). The new CFD bonds will be paid over a period of 20 years. The current and proposed parcel delineation is shown on Attachment B.

On June 20, 1995, City Council initiated the CFD formation and set July 25, 1995 as the date for the public hearing and special election. On June 26, 1995, notices of the hearing were mailed to each of the property owners. The hearing on July 25, 1995 was continued at staff's request to August 29, 1995.

Funding to refinance the existing assessment district bonds will be obtained through the sale of tax-exempt Mello-Roos bonds with a Marks-Roos overlay. Funding for debt service on the bonds will be paid annually by the property owners through the Mello-Roos special tax over a 20-year period. In order for the tax to be levied, the CFD must be approved by a two-thirds (2/3) vote of property owners.

FINANCIAL CONSIDERATIONS:

All fees associated with formation and administration of the CFD will be financed by the property owners. There is no impact to the General Fund. The estimated cost of the CFD is itemized as follows:

North Natomas A.D. 88-03 Bond Purchase	\$ 6,326,655
CFD Bond Costs:	
Appraisal	35,000
Official Statement	10,000
Bond Counsel	62,750
Bond Printing	3,000
Special Districts Formation	15,000
SDIRS Fee	39,744
CDAC	670
Miscellaneous Cost	<u>6,181</u>
SUBTOTAL	\$ 6,499,000
Bond Discount	\$ <u>201,000</u>
TOTAL BOND ISSUE	\$ 6,700,000

The property currently consists of three large APN parcels. The owners have filed an application for a tentative master parcel map which is the first step in the process to create the 100-acre stadium parcel and subdivide the remainder into 10 EC parcels in accordance with the North Natomas Community Plan. The proposed parcelization is indicated on Attachment B.

The following chart shows the special tax apportioned to each parcel as currently exists.

PARCEL NUMBER	NET ACREAGE	COST SHARE	ESTIMATED ANNUAL TAX (1)
225-0070-055	25.84	\$950,783	\$106,123
225-0070-069	35.21	\$1,295,552	\$144,605
225-0070-072	121.04	\$4,453,665	\$497,105
TOTAL	182.09	\$6,700,000	\$747,833

(1) Based on a 20-year bond issue estimated at 8.77% aggregate interest rate.

The tax rates shown are based on current parcelization, and a uniform cost per acre. After the property subdivides, the tax rate for each parcel shall be determined annually in accordance with the Rate and Method of Apportionment attached as Exhibit C to the Resolution of Formation.

Value-to-Lien Ratio

Current City policy requires that the value to lien ratio be a minimum of 3:1 for all CFD bond issues. In other words, the value of land and improvements must be at least three times the value of bonds issued for the CFD.

The City has contracted with the firm of David E. Lane, Inc., to prepare an MAI appraisal for the CFD properties. The final appraisal report is expected to be completed prior to the bond sale. Based on preliminary appraisal data, it is assumed that the property (in its current undeveloped condition) has sufficient value to issue \$2.5 million in CFD bonds. In other words, the properties bonding capacity (based on the 3:1 value-to-lien requirement) is \$2.5 million (or approximately 37%) of the total \$6.7 million refinancing. As a result of the bonding capacity, it is recommended that the City issue two series of CFD bonds, "Series A" and "Series B." Series A senior lien bonds would be based on the present bonding capacity of the property determined by the MAI appraisal and the 3:1 value to lien ratio. The bonds would be issued publicly in accordance with

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standard City procedures. The Series B subordinated bonds would be junior to Series A senior lien bonds and issued through a formal agreement between the City and the property owners. The agreement would require that Mr. Oates purchase and retain ownership of the Series B subordinated bonds and not sell them without an Investment Restriction Letter which informs subsequent purchasers of the subordinated conditions. The following table illustrates the debt structure with the Senior Series A and Subordinate Series B bond approach.

	Bond Issue	Estimated Annual Debt Service
Senior Series A Bonds	\$2,500,000	\$245,230
Subordinate Series B Bonds	<u>\$4,200,000</u>	<u>\$476,600</u>
Total Combined Issue	\$6,700,000	\$721,830

Reserve Account

The typical assessment district includes a Reserve Account. Funds in the Reserve Account are used in the event of delinquencies so that bondholders can be reimbursed on time. As discussed earlier in this report, there will be Senior Series A and Subordinate Series B bonds issued. The Senior Series A bond issue (\$2,500,000) will have a 10% (\$250,000) reserve fund. The Subordinate Series B bond issue (\$4,200,000) will not have a reserve fund because the Subordinate Series B bond purchaser (Buzz Oates) is also one of the property owners. In the event of a delinquency, the Subordinate Series B bonds will be cancelled. Any subsequent purchaser of Subordinate Series B bonds will be required to execute an Investment Letter which acknowledges the conditions of the bonds.

ENVIRONMENTAL CONSIDERATION:

The improvements financed through the North Natomas Assessment District No. 88-03 have been completed. No environmental review is required for formation of the CFD because changing the financing through formation of the Community Facilities District will not have any conceivable affect on the environment pursuant to CEQA Guidelines, Section 15061 (b)(3).

POLICY CONSIDERATIONS:

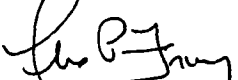
The procedures under which this district is being formed are set forth in Title 5 of the Government Code entitled, "The Mello-Roos Community Facilities Act of 1982" and the City of Sacramento Policy & Procedures Manual on CFD Financing adopted June 1993.

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MBE/WBE:

Council adoption of the attached resolutions is not affected by City policy related to MBE/WBE.

Respectfully submitted,


Thomas P. Friery
City Treasurer

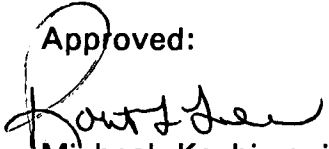
Respectfully submitted,


for: Gary Alm
Manager, Special Districts Division

RECOMMENDATION APPROVED:


WILLIAM H. EDGAR
City Manager

Approved:

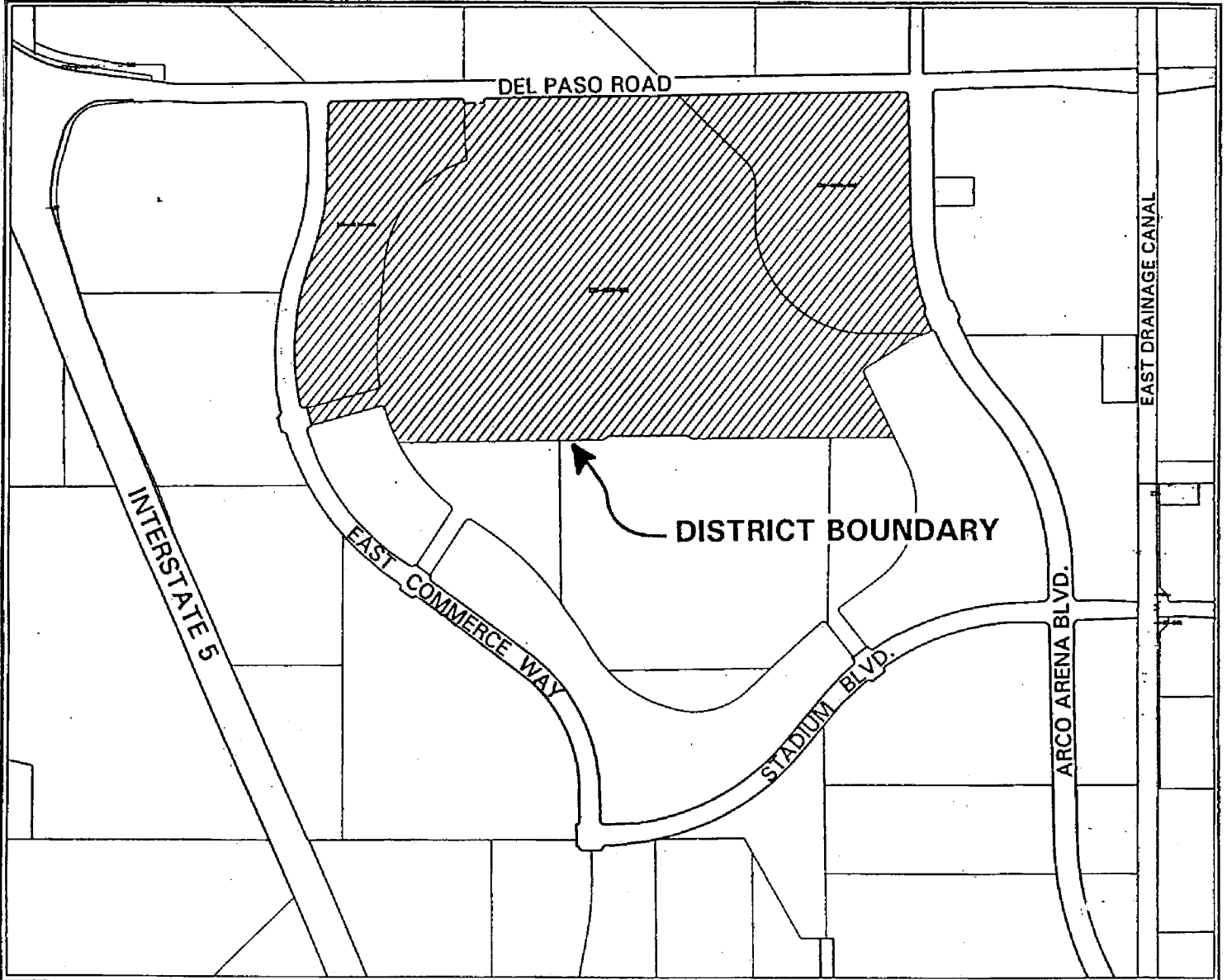

Michael Kashiwagi
Director of Public Works, Technical Services

GA:KS:yg
delpaso2.cc

ATTACHMENT A

DEL PASO ROAD COMMUNITY FACILITIES DISTRICT NO. 95-02

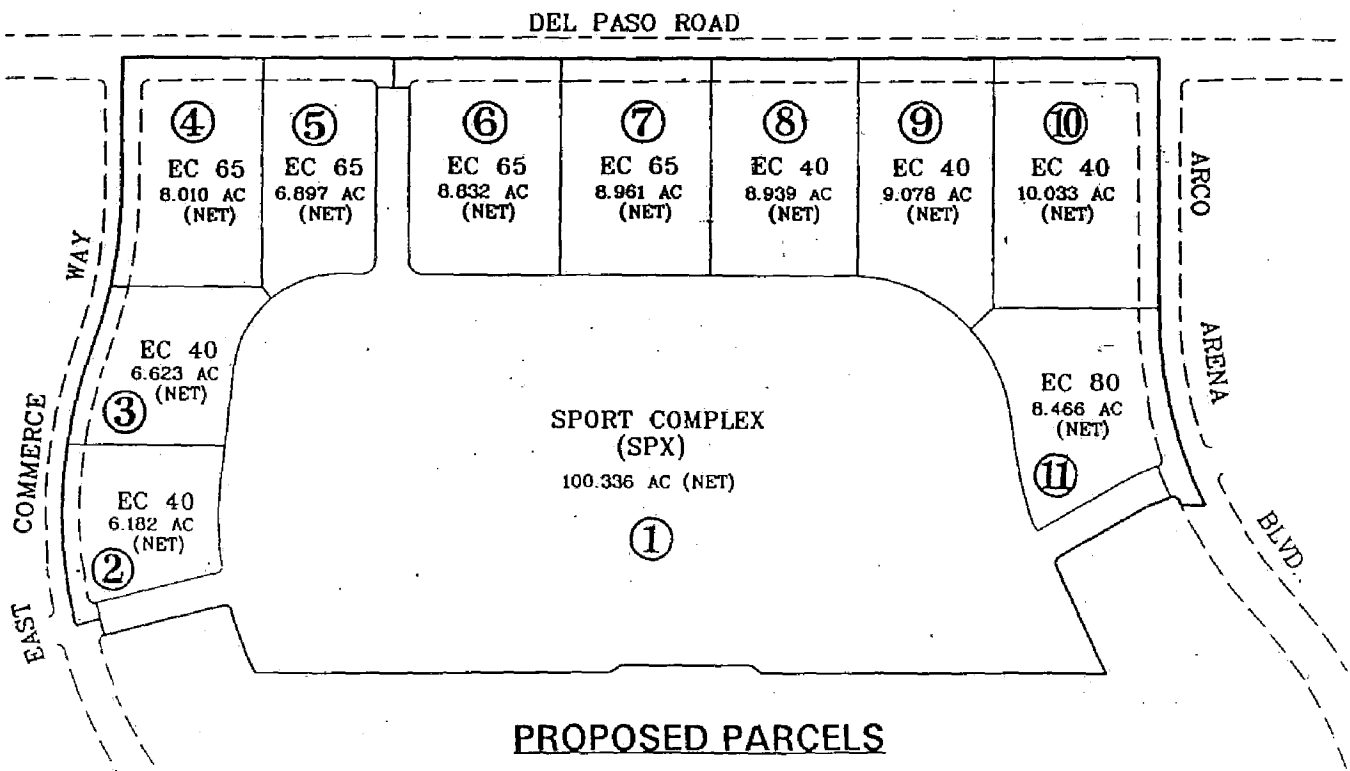
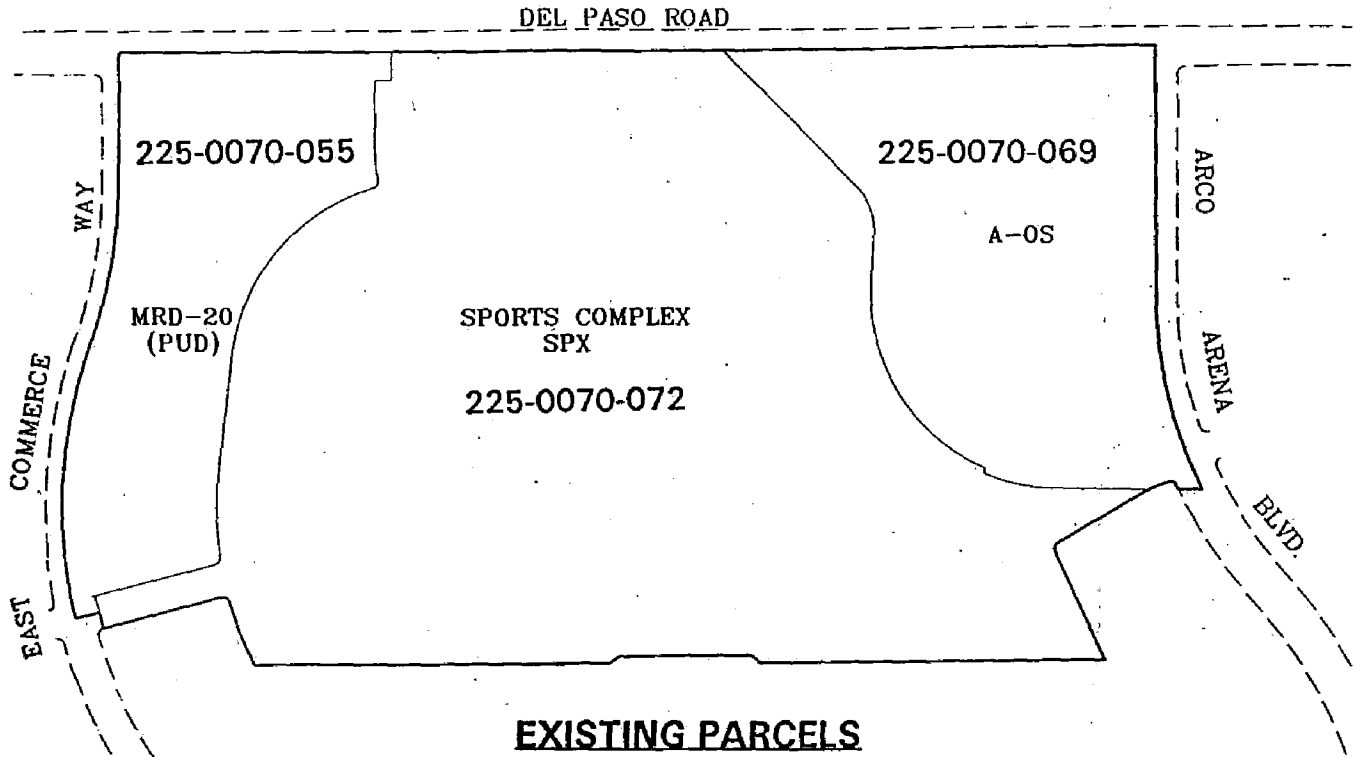
LOCATION MAP



MAP COURTESY OF SACRAMENTO GEOGRAPHIC INFORMATION SYSTEM (GIS) BASE MAP MAINTENANCE SECTION - ENGINEERING DIVISION

ATTACHMENT B

DEL PASO ROAD COMMUNITY FACILITIES DISTRICT CURRENT AND PROPOSED PARCELS



RESOLUTION NO.

95-505 **APPROVED**
BY THE CITY COUNCIL

AUG 29 1995

ADOPTED BY THE SACRAMENTO CITY COUNCIL

OFFICE OF THE
CITY CLERK

ON DATE OF _____

**RESOLUTION OF FORMATION
OF COMMUNITY FACILITIES DISTRICT AND
TO LEVY A SPECIAL TAX IN
COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)**

THE CITY COUNCIL OF THE CITY OF SACRAMENTO RESOLVES:

1. Reference is made to Resolutions No. 95-360 and No. 95-361 of this Council adopted June 20, 1995 for the preliminary scope of the project and financing contemplated by these proceedings. A public hearing was set by this City Council in said resolutions for July 25, 1995 and notices of the public hearing were given by mail and by publication.
2. After notices of the public hearing had been given, the City Council found it necessary to reschedule the date of the public hearing to August 29, 1995. Notices of the rescheduled hearing date were given by mail on August 14, 1995.
3. On August 29, 1995, this Council conducted the public hearing as rescheduled and hereby determines that a majority protest under Section 53324 of the Government Code was not made at the hearing.
4. There is hereby formed a community facilities district by the City of Sacramento under the terms of the Mello-Roos Community Facilities Act of 1982, Chapter 2.5 of Division 2 of Title 5 of the California Government Code, commencing with Section 53311. The boundaries of the district are shown on the boundary map on file with the City Clerk and which was approved by our Resolution No. 95-359, adopted June 20, 1995. The Boundary Map was filed for record in the office of the County Recorder of the County of Sacramento on June 29, 1995 in Book 82 of the Book of Maps of Assessment and Community Facilities Districts at Page 6.
5. The name of the community facilities district is "Community Facilities District No. 95-02 (Del Paso Road), City of Sacramento, County of Sacramento, State of California," ("CFD 95-02").

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____

6. The purposes proposed to be served within CFD 95-02 are set forth on Exhibit A attached to this Resolution. The Council hereby finds that these purposes are necessitated by new development occurring or anticipated within CFD 95-02.

7. The types of incidental expenses proposed to be incurred are set forth on Exhibit B attached to this Resolution.

8. Except where funds are otherwise available, a special tax sufficient to pay for all such facilities will be annually levied within CFD 95-02. Upon recordation of a notice of special tax lien pursuant to Section 3114.5 of the California Streets and Highways Code, a continuing lien to secure each levy of the special tax shall attach to all nonexempt real property within CFD 95-02, and this lien shall continue in force and effect until the special tax obligation is prepaid and permanently satisfied and the lien cancelled in accordance with law or until collection of the tax by the City ceases. The rate and method of apportionment of the special tax is set forth in Exhibit C attached to this Resolution.

9. Advances of funds or contributions of work in kind from any lawful source, specifically including owners of property within CFD 95-02, may be reimbursed from bond proceeds or from special tax revenue or both to the extent of the lesser of the value or cost of the contribution, but any agreement to do so shall not constitute a debt or liability of the City.

10. The office of the Special Districts of the City of Sacramento, 915 I Street, Room 200, Sacramento, CA 95814, (916/264-5236) is designated as the office responsible for preparing annually a current roll of special tax levy obligations by assessor's parcel number, and for responding to inquiries regarding estimates of future special tax levies. The City may contract with private consultants to provide this service in lieu of the office of the Special Districts.

11. Any bonds issued in these proceedings shall be callable in accordance with the provisions of the Act and as more specifically to be set forth in any resolution or indenture providing for the form, execution and issuance of bonds.

12. The special tax will be collected and enforced as a separate line item on the regular property tax bill. However, this Council reserves the right, under Section 53340, to utilize any method of collecting the special tax which it shall, from time to time, determine to be in the best interests of the City, including, but not limited to, direct billing by the City to the property owners and supplemental billing.

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RESOLUTION NO.: _____

DATE ADOPTED: _____

EXHIBIT B

Incidental Expenses, Bond Issuance Costs, and Administrative Costs

**COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)**

It is anticipated that the following incidental expenses may be incurred in the proposed financing:

- Engineering services
- Special tax consultant services
- City review and administration
- Bond counsel services
- Bond counsel out of pocket expenses
- Independent financial advisor services
- Appraiser services
- Initial bond transfer agent, fiscal agent, registrar and paying agent fees
- Rebate calculation service set up charge
- Bond printing
- Official Statement printing and mailing costs
- Publishing, mailing and posting of notices
- Underwriter's discount
- Bond reserve fund
- Capitalized interest
- Bond syndication costs
- Governmental notification and filing costs
- Credit enhancement costs
- Real estate acquisition costs
- Special disclosure counsel
- Rating agency fees
- Continuing disclosure costs

Certain annual costs may be included in each annual special tax levy.

These include:

- Annual bond transfer agent, fiscal agent, registrar and paying agent fees
- Annual rebate calculation costs
- Special tax consultant costs
- Other necessary consultant costs
- Costs of posting and collecting the special taxes
- Personnel costs of the City
- Arbitrage rebate
- Rating agency fees
- Continuing disclosure costs

EXHIBIT C

**COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)
CITY OF SACRAMENTO, SACRAMENTO COUNTY, CALIFORNIA**

Rate and Method of Apportionment of Special Tax

I. DEFINITIONS:

"Annual Debt Service Requirement" means, as of each Parcel Tax Computation Date, the amount of principal and interest coming due on the Bonds in the next succeeding Fiscal Year.

"Annual Expense Requirement" means, as of each Parcel Tax Computation Date, the amount estimated to be necessary for the next succeeding Fiscal Year to pay the authorized costs and expenses of administering CFD 95-02 and the Bonds, including without limitation the amounts reasonably estimated as necessary to compute, levy, collect, administer and enforce payment of the Special Taxes and the proceeds thereof, and to administer the Bonds and provide for payment of the Annual Debt Service Requirement on the Bonds (but not including the Annual Debt Services Requirement itself), to establish and administer a program of compliance with the continuing disclosure requirements of Rule 15c2-12 of the United States Securities and Exchange Commission, and to pay for arbitrage and rebate tracking, calculation and reporting services.

"Back-up Tax" means the amount, if any, of each Special Tax to be computed in accordance with Section III below of this Rate and Method of Apportionment of Special Tax.

"Bonds" means the limited obligation special tax bonds to be authorized, issued, sold, delivered and administered in connection with CFD 95-02.

"CFD 95-02" means Community Facilities District No. 95-02 (Del Paso Road), City of Sacramento, Sacramento County, State of California.

"City" means the City of Sacramento, Sacramento County, California.

"Council" means the City Council of the City.

"Current Parcel" means any legal parcel for which all Special Taxes which are due and payable are paid prior to any applicable December 10 or April 10 delinquency date, but expressly excluding any legal parcel for which the Special Tax Obligation has been prepaid and discharged as provided in Section V of this Rate and Method of Apportionment of Special Tax.

"Delinquent Parcel" means any legal parcel for which any Special Taxes which are due and payable are delinquent for non-payment by the prescribed December 10 or April 10 delinquency date.

"Delinquent Tax Amount" means the amount, if any, of previously-levied Special Taxes which, as of any Parcel Tax Computation Date, remain delinquent.

"Exempt Parcel" means any legal parcel which is exempt from the Special Tax.

"Fiscal Year" means the period from July 1st of any calendar year through June 30 of the following calendar year.

"Gross Area" means, as to any legal parcel subject to the Special Tax and not exempt therefrom, the gross area of such parcel expressed in acres (calculated to one one-thousandth of one acre), as determined on the Parcel Tax Computation Date.

"Load Factor" means the load factor assigned to any legal parcel subject to the Special Tax and not exempt therefrom as of each Parcel Tax Computation Date in accordance with the statement of the Method of Apportionment of Special Tax in Section IV below of this Rate and Method of Apportionment of Special Tax.

"Master Parcel Map" means the final master parcel map pertaining to the Property by which the Property will be initially divided into eleven (11) parcels in substantially the configurations shown in Attachment 2 to this Rate and Method of Apportionment of Special Tax.

"Parcel Tax Computation Date" means June 1 of each year, immediately preceding the commencement on July 1 of a Fiscal Year.

"Phase II Index" means, as to each legal parcel subject to the Special Tax and not exempt therefrom, the product of the Load Factor applicable for such parcel for the specific Fiscal Year times the Gross Area of such parcel as determined on the Parcel Tax Computation Date for such Fiscal Year.

"Property" means all legal parcels of real property within CFD.95-02 as of a Parcel Tax Computation Date which are subject to the Special Tax and not exempt therefrom.

"Special Tax" means the special parcel tax, including the Back-up Tax, if any, that shall be levied on all legal parcels of the Property for any Fiscal Year, except for any legal parcel of the Property for which the Special Tax Obligation has been prepaid and discharged as provided in Section V of this Rate and Method of Apportionment of Special Tax.

"Special Tax Obligation" means the total obligation of a legal parcel of Property to pay the Special Tax for the remaining life of CFD 95-02.

"Special Tax Requirement" is an amount to be determined and apportioned annually, either by the Council or, if so directed by the Council, by the City staff person designated by the Council to make such determination and apportionment, to the Current Parcels in accordance with this Rate and Method of Apportionment of Special Tax, to include the Annual Debt Service Requirement and the Annual Expense Requirement, and, if applicable, the Back-up Tax.

II. MAXIMUM ANNUAL SPECIAL TAX:

A. During Phase I, as defined in Part IV below, each legal parcel of the Property shall be subject to a maximum annual Special Tax, including the Back-up Tax, equal to \$750,000.00.

B. During Phase II, as defined in Part IV below, each legal parcel of the Property shall be subject to a maximum annual Special Tax, including the Back-up Tax, equal to \$18,000.00 per acre.

III. BACK-UP TAX:

Each Current Parcel of the Property shall be subject to an additional tax (the "Back-up Tax"), without limitation as to amount, in each Fiscal Year, for such Current Parcel's proportionate share of the Delinquent Tax Amount for all prior Fiscal Years, provided that the total annual Special Tax to be levied upon any Current Parcel, including the applicable Back-up Tax, shall not exceed the maximum annual Special Tax specified for such parcel in accordance with Part II above. The proportionate shares of the Back-up Tax to be added to each Current Parcel shall be determined in the same proportion as the Special Tax (exclusive of such Back-up Tax portion) to be levied upon each Current Parcel for the coming Fiscal Year bears to the total Special Tax Requirement (exclusive of such Back-up Taxes) for such Fiscal Year.

It is expected that all Back-up Taxes paid (whether through reinstatement or foreclosure) will be credited against the Special Taxes levied upon the parcels which paid such Back-up Taxes in the next available Fiscal Year following receipt of such payment. The amount of credit shall be the amount of Back-up Tax paid, plus interest at ten percent (10%) per annum, from the July 1 of the Fiscal Year in which such Back-up Tax was levied upon any Current Parcel. In the event that any such credit accrues to a legal parcel for which the Special Tax Obligation has been prepaid and discharged, an amount equal to such credit shall be disbursed as a cash payment to the current owner of such legal parcel, as shown on the last equalized tax assessment roll of the County of Sacramento or as known to the

City Treasurer on the basis of a recorded instrument of conveyance furnished to the City Treasurer by the person claiming to be the current owner.

As soon as occupancy permits have been issued for nine or more legal parcels of the Property, but entailing a total area of not less than 70.0 acres, the authority to levy any further Back-up Tax under this Section III shall end and be of no further force or effect; provided that cessation of such authority for further Back-up Taxes shall not affect enforceability of any Back-up Tax levied prior thereto.

IV. METHOD OF APPORTIONMENT:

The Special Taxes shall be levied for each Fiscal Year by the Council or by a member of the City staff designated by the Council for such purpose, based upon the circumstances existing as of the Parcel Tax Computation Date for such Fiscal Year.

A. Phase I Procedure

Phase I shall be the period, if any, between sale and delivery of the Bonds and recording of the Master Parcel Map in the official records of the Sacramento County Recorder. On any Parcel Tax Computation Date; if any, during Phase I, the Special Tax Requirement shall be apportioned to the respective non-exempt legal parcels on the basis of the Gross Area of such legal parcels; provided that in the event any portion of the Property shall have been conveyed to the City by recorded gift deed, which gift shall have been accepted by the City in accordance with legal procedures applicable to acceptance of such gifts of real property for use for public purposes, then such portion of the Property shall be exempt from the Special Tax.

During Phase I, it is anticipated that the legal parcels will be three parcels, substantially as shown on Attachment I to this Rate and Method of Apportionment of Special Tax.

B. Phase II Procedure

Phase II shall be the period for any legal parcel of the Property not exempt from the Special Tax following recordation of the Master Parcel Map and continuing until either (1) the Bonds have been paid in full or defeased in accordance with the documents authorizing issuance of the Bonds and all Annual Expense Requirements have been paid or (2) the Special Tax Obligation has been prepaid and discharged as to any such legal parcel in accordance with Part V hereof.

EXHIBIT A

Description of Authorized Purposes to be Served

**COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)**

1. The pay-off of the existing unpaid special assessments levied upon each parcel in CFD 95-02 by the City of Sacramento in its North Natomas Assessment District No. 88-03.

13. This Council hereby establishes the annual appropriations limit of CFD 95-02 at \$1.0 million.

14. Based upon the Certificate of Engineer heretofore filed with this Council, the qualified electors for the election to be held in these proceedings shall be the landowners owning land within CFD 95-02. The City Council will conduct the election by mailed ballot and hereby designates the City Clerk as the official to conduct the mailed-ballot election.

15. This Council now finds and determines that all proceedings up to and including the adoption of this Resolution were and are valid and in conformity with the requirements of the Mello-Roos Community Facilities Act. This determination and finding is final and conclusive in accordance with Government Code Section 53325.1(b).

* * *

This Resolution was passed and adopted by the City Council of the City of Sacramento, County of Sacramento, State of California, this 29th day of August, 1995.

MAYOR

ATTEST:

CITY CLERK

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____

DATE ADOPTED: _____

On any Parcel Tax Computation Date during Phase II, the Special Tax Requirement shall be apportioned to the respective non-exempt legal parcels on the basis of the respective Phase II Indices of such legal parcels. The Load Factor applicable to each of the ten (10) legal parcels to be established by the Master Parcel Map and not exempt from the Special Tax (the parcel shown on Attachment 2 as Parcel 1, labeled "Sport Complex", with a net area of 100.336 acres, is the parcel expected to be given to the City for use as a sport complex and to therefore be exempt from the Special Tax) shall be as follows:

<u>Parcel No.</u> <u>(Per Attachment 2)</u>	<u>Load Factor Prior</u> <u>to Occupancy Permit</u>	<u>Load Factor After</u> <u>Occupancy Permit</u>
2	4.91	8.00
3	4.91	8.00
4	6.79	8.00
5	5.47	8.00
6	5.47	8.00
7	5.47	8.00
8	5.47	8.00
9	5.47	8.00
10	3.00	8.00
11	2.00	8.00

In the event of a lot line adjustment, property line adjustment, or similar minor change to the configuration to any of such legal parcels which does not result in the creation of any new legal parcel, the Load Factor applicable to such changed parcel shall be the same as the Load Factor assigned to the changed parcel prior to the change in boundary or configuration.

In the event of establishment of one or more new legal parcels from any portion of such legal parcels, whether by recordation of a new parcel map, subdivision map or otherwise, the Load Factor assigned to each new parcel shall be the highest Load Factor which pertained to any parcel from which any portion of each such new parcel was derived.

On each Parcel Tax Computation Date, the Phase II Index applicable to each parcel shall be calculated using the Load Factor applicable to such parcel, as determined in accordance with the foregoing table, and multiplying by the Gross Area of such parcel. The Special Tax Obligation shall then be apportioned among all non-exempt legal parcels in the proportion that the respective Phase II Indices bear to the total of such Phase II Indices for all of such parcels.

V. PREPAYMENT OF SPECIAL TAX OBLIGATION:

The entire Special Tax Obligation for a legal parcel of Property may be prepaid and discharged as follows:

A. The parcel to be prepaid must not be delinquent in any payment of the Special Tax. Prepayment hereunder shall not relieve any obligation pertaining to any such legal parcel to pay those Special Taxes which have already become due and payable, and the Notice of Cancellation of Special Tax Lien shall not be recorded until those Special Taxes have been paid.

B. Any person wishing to obtain a determination, whether orally or in writing, of the amount required to prepay and discharge the Special Tax Obligation for a legal parcel of Property shall be required to deposit an amount equal to the reasonable cost to the City of preparing such determination prior to obtaining the same. Following receipt of such deposit, the amount required shall be calculated in accordance with paragraphs (B.) through (F.) of this Part V.

C. The percentage of remaining principal amount of Bonds to be paid in a prepayment shall be determined by (1) calculating an imputed Phase II Index for the subject parcel which assumes a Load Factor of 8.00 (whether or not such 8.00 Load Factor is the then-applicable Load Factor for such parcel), (2) calculating the then applicable total of Phase II Indices for all legal parcels of the Property for which the Special Tax Obligation has not been prepaid (using the then-applicable Load Factors for all other such parcels), and (3) determining the percentage of such total of Phase II Indices represented by the imputed Phase II Index for the such factor, expressed to four decimal points.

D. Having determined the percentage of remaining principal amount of Bonds to be paid in accordance with C. above, the amount of principal shall then be calculated by multiplying such percentage times the principal amount of Bonds outstanding (exclusive of the principal amount for which funds are already on deposit in the redemption fund for such Bonds) and rounding the result to the next higher even increment of \$5,000.

E. Having determined the amount of principal to be included in the prepayment in accordance with D. above, the interest to be prepaid shall be calculated at the average interest rate on the remaining outstanding bonds and

shall be calculated in an amount sufficient to pay interest on the principal amount to the next available call date for the Bonds.

F. Next, an amount shall be calculated to provide for any prepayment premium which will be payable in connection with redemption of Bonds on the next available call date.

G. Next, an amount shall be calculated which represents the reasonable cost of the City to prepare and record an appropriate Notice of Cancellation of Special Tax Lien and to provide for the redemption of Bonds in advance of maturity in an amount corresponding to the amount of principal included in the prepayment.

H. Finally, credit shall be given on the principal amount of the prepayment on account of the initial cash deposit, if any, to the reserve fund for the Bonds. In the event the reserve fund is initially established on the basis of a letter of credit rather than cash, no credit shall be given on account of such reserve fund. In the event a credit is to be given, the credit shall equal that portion of the initial cash deposit to the reserve fund which bears the same ratio to the total initial cash deposit to the reserve fund as the principal amount being prepaid bears to the total outstanding principal amount of Bonds; provided that, in the event the credit so calculated exceeds the amount then on deposit in the reserve fund, the credit actually given shall be limited to the amount then on deposit, and a refund amount for the balance of such credit shall be established for the person who pays the prepayment amount, such refund to be paid out of the next-available funds deposited in the reserve fund in accordance with the documents pursuant to which the Bonds were issued. In the event that the reserve fund is established on the basis of assets other than a cash deposit, no reserve fund credit shall be given.

The proceeds of all pre-payments (for this purpose, not including any reinstatement amounts but including only prepayment of amounts not yet due and payable) shall be used, to the fullest extent possible, to redeem Bonds in advance of their maturity and not to pay any Bonds at maturity. Any remainder after the maximum amount of Bonds have been redeemed shall be deposited in the redemption fund for the Bonds.

VI. APPEALS AND INTERPRETATION PROCEDURE

Any taxpayer who feels that (1) the formula for computing a Special Tax or a prepayment amount or (2) the actual amount of the Special Tax or prepayment amount is in error may file an application with the City's Director of Public Works (the "Director"), contesting the levy of the Special Tax or the demand for the prepayment amount. The Director shall promptly review the application, and, if necessary, meet with the applicant. If the findings of the Director verify that the formula or amount should be modified or changed, a recommendation to that

effect shall be made to the Council, and, as appropriate, the formula or amount of the Special Tax or prepayment shall be corrected and, if applicable, a refund shall be granted.

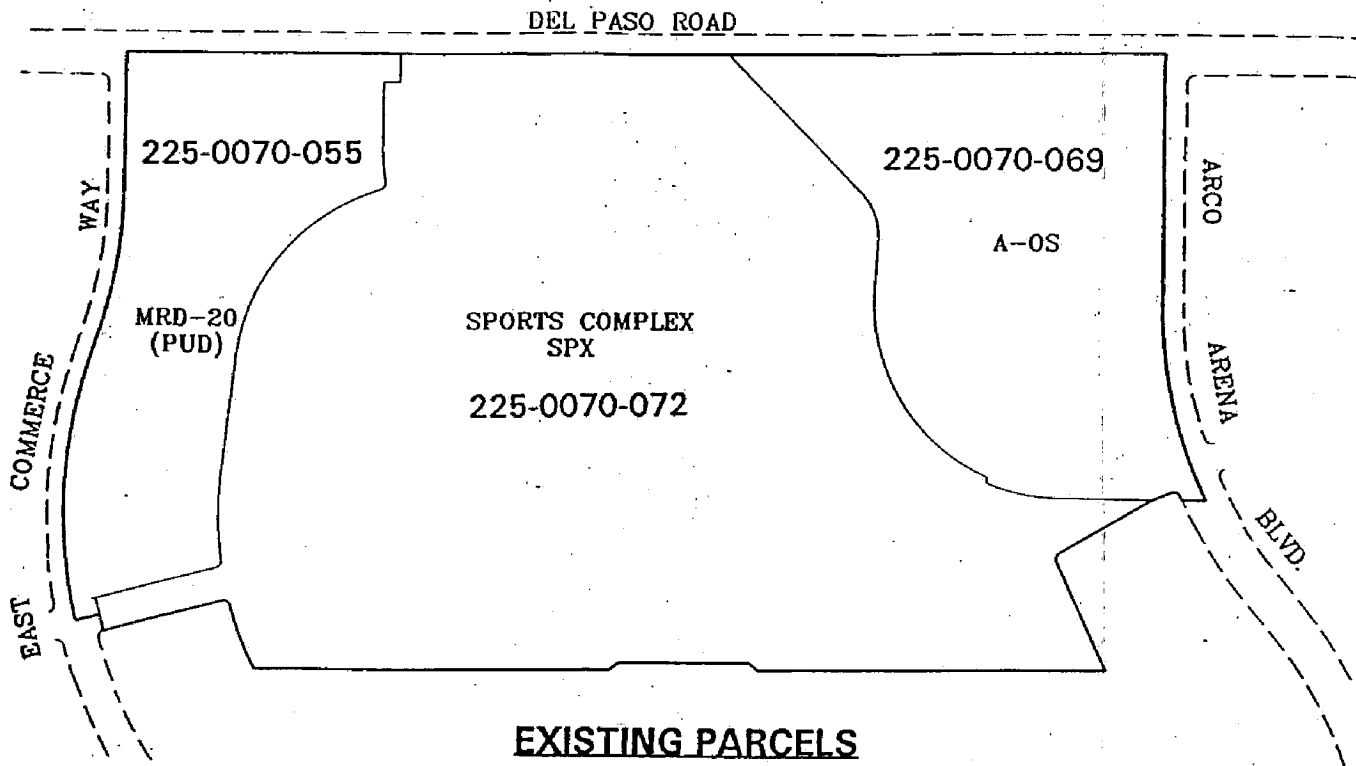
If the Director denies the application, the taxpayer may appeal that determination to the Council under such procedures as the Council shall establish. The determination of the Council shall be final for all purposes. The filing of an application or an appeal shall not relieve the taxpayer of the obligation to pay the Special Tax when due or to pay the prepayment amount as a condition precedent to the recording of a Notice of Cessation of Special Tax Lien respecting the applicable parcel.

Interpretations may be made by resolution adopted by the Council for purposes of clarifying any vagueness or ambiguity as it relates to any of the terms or provisions of this Rate and Method of Apportionment of Special Tax.

ATTACHMENT 1 TO EXHIBIT C

DEL PASO ROAD COMMUNITY FACILITIES DISTRICT NO. 95-02

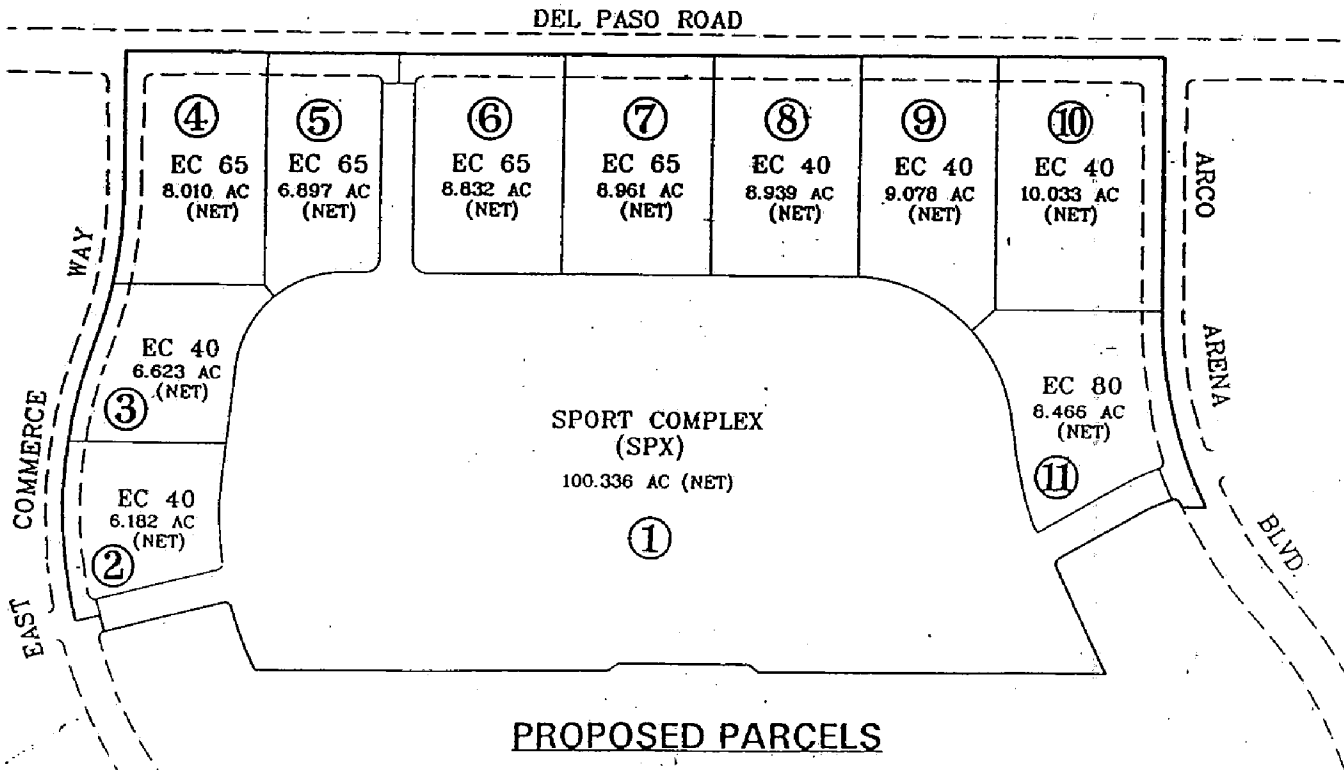
EXISTING PARCELS AS OF AUGUST 29, 1995



ATTACHMENT 2 TO EXHIBIT C

DEL PASO ROAD COMMUNITY FACILITIES DISTRICT NO. 95-02

PROPOSED PARCELS AS OF AUGUST 29, 1995



AUG 29 1995

RESOLUTION NO. 95-506

OFFICE OF THE
CITY CLERK

ADOPTED BY THE SACRAMENTO CITY COUNCIL

ON DATE OF _____

**RESOLUTION DEEMING IT NECESSARY
TO INCUR BONDED INDEBTEDNESS IN
COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)**

THE CITY COUNCIL OF THE CITY OF SACRAMENTO RESOLVES:

The City Council of the City of Sacramento (the "City") resolves:

1. Reference is made to Resolutions No. 95-360 and No. 95-361 of this Council adopted June 20, 1995 for the preliminary scope of the project and financing contemplated by these proceedings. A public hearing was set by this City Council in said resolutions for July 25, 1995 and notices of the public hearing were given by mail and by publication.
2. After notices of the public hearing had been given, the City Council found it necessary to reschedule the date of the public hearing to August 29, 1995. Notices of the rescheduled hearing date were given by mail on August 14, 1995.
3. On August 29, 1995, this Council conducted the public hearing as rescheduled and determines that a majority protest under Section 53324 of the Government Code was not made at the hearing.
4. This Council now deems it necessary to incur the contemplated bonded indebtedness.
5. The purpose for incurring the bonded indebtedness is to assist in the financing of the purposes described in our Resolution of Formation of CFD 95-02 (No. 95- 505 adopted this date).
6. With the exception of exempt parcels, the whole of CFD 95-02 shall be subject to special tax to repay the bonded indebtedness.

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____

DATE ADOPTED: _____

7. Within the absolute limit of \$8,000,000, and the requirements of the Resolution of Formation and this Resolution, the amount of bonded indebtedness to be incurred, and the amount and timing of each issuance of bonds, shall be subject to the discretion of this Council.

8. The maximum term of any issue of bonds under this authority shall not extend beyond thirty years from date of issuance.

9. The maximum rate of interest shall be determined by competitive sale or by negotiation at the time of bond sale, but in any case shall not exceed the legal rate as specified, from time to time, by Government Code Section 53531 or any similar controlling provision of law.

10. It is the intention of this Council that any bonds issued may be made callable on terms to be specified in any resolution providing for the form, execution and issuance of bonds, in accordance with the terms of the Mello-Roos Community Facilities Act of 1982.

11. The question of the authorization to issue the bonds described herein shall be submitted to the qualified electors within CFD 95-02 for a vote in accordance with the Mello-Roos Community Facilities Act of 1982 and in accordance with the findings contained in the Certificate of Engineer heretofore filed in these proceedings.

12. The City Clerk is hereby designated as the official to conduct the special, mailed-ballot election pursuant to Elections Code Sections 14 and 15.

13. The special community facilities district election shall be conducted by mailed ballot. In order to be counted, ballots must be returned to, and be physically received by, the City Clerk before 2:00 p.m. on August 29, 1995. If all authorized ballots are received by the City Clerk prior to that time, the City Clerk shall, pursuant to government code section 53326(d), immediately close the election and declare the results.

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____

DATE ADOPTED: _____

14. The ballot language is as follows:

Shall the City Council of the City of Sacramento (the "City") be authorized to issue up to \$8,000,000 in bonds, levy a special tax, and finance the discharge of existing special assessment liens by and through its Community Facilities District No. 95-02 (Del Paso Road), all as specified in its Resolutions No. 95-505 and No. 95-506 ; and shall the appropriations limit for CFD 95-02 for fiscal year 1995-1996 be established in accordance therewith?

* * *

This Resolution was passed and adopted by the City Council of the City of Sacramento, County of Sacramento, State of California, this 29th day of August, 1995.

MAYOR

ATTEST:

CITY CLERK

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____

DATE ADOPTED: _____

APPROVED
BY THE CITY COUNCIL

AUG 29 1995

OFFICE OF THE
CITY CLERK

RESOLUTION NO. 95-507

ADOPTED BY THE SACRAMENTO CITY COUNCIL

ON DATE OF _____

**RESOLUTION CALLING SPECIAL MAILED-BALLOT ELECTION IN
COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)**

THE CITY COUNCIL OF THE CITY OF SACRAMENTO RESOLVES:

The City Council of the City of Sacramento (the "City") resolves:

1. Reference is made to the Council's Resolution No. 95-505 (Resolution of Formation of CFD 95-02) and Resolution No. 95-506 (Resolution Deeming It Necessary to Incur Bonded Indebtedness).
2. The levy of special tax proposed in the Resolution of Formation shall be submitted to the voters pursuant to Government Code Section 53326.
3. The authorization to issue bonded indebtedness proposed in the Resolution Deeming It Necessary to Incur Bonded Indebtedness shall be submitted to the voters pursuant to Government Code Section 53355.
4. The setting of the appropriations limit shall be submitted to the voters pursuant to Government Code Section 53325.7.
5. The three ballot questions just described shall be combined into a single ballot measure pursuant to Government Code Section 53353.5. The ballot language shall be as shown on the form of ballot attached hereto as Exhibit A, which form of ballot is hereby approved.
6. This Council hereby accepts the Certificate of Engineer heretofore filed in these proceedings and finds, in accordance therewith, that there presently are, or at some point in the 90 days just past there have been, fewer than 12 registered voters residing within the boundaries of CFD 95-02. Accordingly, under Government Code Section 53326(b) the voters in this election shall be the landowners owning land within CFD 95-02.

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____

DATE ADOPTED: _____

7. The Council further finds that the landowners of record owning property within CFD 95-02 are those set forth in the attachment to the Certificate of Engineer and that the attachment correctly sets forth the amount of property owned by each landowner and the number of votes to which each is entitled.

8. This Council hereby approves the form of Waiver and Consent Shortening Time Periods and Waiving Various Requirements for Conducting Mailed-Ballot Election in Community Facilities District No. 95-02 (Del Paso Road), City of Sacramento, County of Sacramento, State of California, attached hereto as Exhibit B. The Council finds that the rights, procedures and time periods therein waived are solely for the protection of the voters, may be waived under Government Code Section 53326(a), and that the waiver constitutes a full and knowing waiver, by any voter who has executed the form, of those rights, procedures and time periods.

9. The Council accepts the Certificate of the City Clerk of the City of Sacramento that 100% of the voters eligible to vote in this election have delivered to the City Clerk properly executed waivers in the form of Exhibit B.

10. Accordingly, this Council hereby calls the special election described herein and sets August 29, 1995 as election day. Pursuant to Government Code Section 53326(d), the election shall be conducted by mailed ballot.

11. The City Clerk is directed to mail or to deliver the ballots, in the form of Exhibit A hereto, to the landowners shown on the attachment to the Certificate of Engineer. The City Clerk shall fill in the names of the landowners and the number of votes to be cast on each ballot, according to the Certificate of Engineer, before delivery or mailing.

12. The City Clerk shall accept personal or mail delivery of the ballots at any time up to 2:00 p.m. on August 29, 1995. Upon receipt of all eligible ballots, however, the City Clerk shall immediately close the election and declare the results to the City Council.

MAYOR

ATTEST:

CITY CLERK

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____

DATE ADOPTED: _____

EXHIBIT A

COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)
CITY OF SACRAMENTO
COUNTY OF SACRAMENTO, STATE OF CALIFORNIA

SPECIAL ELECTION BALLOT
(Mailed-Ballot Election)

This ballot is for the use of the following persons, owning the subject property as tenants in common:

1. Marvin L. Oates, an unmarried man, as to an undivided 1/3 interest;
2. William C. Cummings, a married man as his sole and separate property, as to an undivided 1/3 interest; and
3. Frederick E. Anderson and Patricia D. Anderson, husband and wife, as community property, as to an undivided 1/3 interest.

According to the provisions of the Mello-Roos Community Facilities Act of 1982, and the resolutions of the City Council of the City of Sacramento, the above-named landowners are entitled to cast 196 votes on this ballot, representing all of the votes pertaining to this special election.

In order to be counted, this ballot must be certified below and be returned, either by mail or in person, before 2:00 p.m. on August 29, 1995, to:

Valerie A. Burrowes, City Clerk
City of Sacramento
915 I Street, Room 304
Sacramento, CA 95814

Mailing by that date will not be sufficient. The ballot must be physically received by the City Clerk prior to the deadline in order to be counted.

AN "X" OR OTHER MARK WILL CAST ALL VOTES ASSIGNED TO THIS BALLOT, OR THE VOTER MAY WRITE NUMBERS IN THE SPACES PROVIDED.

BALLOT MEASURE

Shall the City Council of the City of Sacramento be authorized to issue up to \$8,000,000 in bonds, levy a special tax, and finance the discharge of existing special assessment liens by and through its Community Facilities District No. 95-02 (Del Paso Road), all as specified in its Resolutions No. 95-_____ and No. 95-_____; and shall the appropriations limit for CFD 95-02 for fiscal year 1995-1996 be established in accordance therewith?

BONDS

Number of votes

YES

196

Number of votes

No

None

Certification

The undersigned are the above-named property owners, entitled to cast this ballot.

We, and each of us, declare under penalty of perjury that the foregoing is true and correct, and that this declaration is executed on August 29, 1995.

Marvin L. Oates

William C. Cummings

Frederick E. Anderson

Patricia D. Anderson

EXHIBIT B

WAIVER AND CONSENT
SHORTENING TIME PERIODS AND WAIVING VARIOUS
REQUIREMENTS FOR CONDUCTING MAILED-BALLOT ELECTION

COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)
CITY OF SACRAMENTO, COUNTY OF SACRAMENTO, STATE OF CALIFORNIA

The undersigned are the persons legally entitled and authorized to cast the ballots as the owners of the property in this mailed-ballot election to be conducted within Community Services District No. 95-02 (Del Paso Road) to determine, among other things, whether the land owned by the undersigned owners, shall be subject to special tax.

The undersigned hereby waive any and all minimum time periods relative to the election pursuant to Government Code Section 53326(a).

The undersigned hereby waive the preparation and distribution of an impartial analysis of the ballot measure, as well as arguments in favor and against, under the authority of Government Code Section 53327(b).

The undersigned hereby waive the requirement to publish notice of the election under Government Code Section 53352.

The undersigned hereby waive the requirements regarding the time to mail ballots to the qualified electors under Elections Code Section 1351, and agree to accept either mailed service or personal service of the ballot.

The undersigned hereby waive the requirements regarding identification envelopes for the return of mailed ballots contained in Government Code Section 53327.5.

The undersigned hereby waive any and all defects in notice or procedure in the conduct of the election, whether known or unknown (other than the right to have ballots accurately counted), and state that the election is being expedited, pursuant to this waiver and consent, at the particular instance and request of the undersigned.

We and each of us declare, under penalty of perjury, under the laws of the State of California, that the foregoing is true and correct and that this declaration is executed on August 29, 1995.

Marvin L. Oates

William C. Cummings

Frederick E. Anderson

Patricia D. Anderson

(Acknowledgments of Signatures)

APPROVED
BY THE CITY COUNCIL

AUG 29 1995

OFFICE OF THE
CITY CLERK

RESOLUTION NO. 95-508

ADOPTED BY THE SACRAMENTO CITY COUNCIL

ON DATE OF _____

**RESOLUTION DECLARING ELECTION RESULTS IN
COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)**

THE CITY COUNCIL OF THE CITY OF SACRAMENTO RESOLVES:

The City Council of the City of Sacramento (the "City") resolves:

1. Reference is made to this Council's Resolution No. 95-507 calling a special mailed-ballot election within Community Facilities District No. 95-02 (Del Paso Road) ("CFD 95-02").
2. This Council has received, reviewed and hereby accepts the Clerk's Certificate Re Election Results dated August 29, 1995.
3. The Council hereby finds and declares that the ballot measure submitted to the voters of CFD 95-02 pursuant to our Resolution No. 95-507 has been passed and approved by those voters in accordance with Government Code Section 53328(a) and 53355.

* * *

This Resolution was passed and adopted by the City Council of the City of Sacramento, County of Sacramento, State of California, this 29th day of August, 1995.

MAYOR

ATTEST:

CITY CLERK

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____

DATE ADOPTED: _____

APPROVED
BY THE CITY COUNCIL

AUG 29 1995

OFFICE OF THE
CITY CLERK

RESOLUTION NO. 95-509

ADOPTED BY THE SACRAMENTO CITY COUNCIL

ON DATE OF _____

**RESOLUTION APPROVING THE FORM OF INDENTURE AND PROVIDING FOR
THE FORM, EXECUTION AND ISSUANCE OF SPECIAL TAX BONDS
AND SALE OF SAID BONDS TO THE SACRAMENTO CITY FINANCING
AUTHORITY, APPROVING A SERIES A TRUST AGREEMENT,
A SERIES B TRUST AGREEMENT, AND
THE FORM OF CONTINUING DISCLOSURE AGREEMENT,
AND AUTHORIZING RELATED ACTIONS AND EXECUTION OF RELATED
DOCUMENTS IN CONNECTION THEREWITH**

WHEREAS, the City of Sacramento, a charter city and municipal corporation duly organized and existing under and by virtue of the Constitution and laws of the State of California (the "City"), is authorized pursuant to its Charter and the laws of the State of California to issue special tax bonds pursuant to the provisions of the Mello-Roos Community Facilities Act of 1982, as amended; and

WHEREAS, in connection with a proposed refunding plan of the City of Sacramento (the "City") for refunding of certain assessment bonds issued by the City of Sacramento for the City's North Natomas Assessment District No. 88-03 (the "Prior Bonds"), the City intends to issue its Del Paso Road Community Facilities District No. 95-02 Special Tax Bonds; Series A (the "Special Tax Bonds"), the proceeds of sale of which will, in turn, be utilized by the City to, among other things, redeem the Prior Bonds; and

WHEREAS, the Sacramento City Financing Authority, a joint exercise of powers entity duly organized and existing under and by virtue of the laws of the State of California (the "Authority") has determined to assist the City in furtherance of the City's proposed refunding plan; and

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____

WHEREAS, in connection with a proposed refunding plan of the City, it is proposed that the Authority authorize, issue and sell Sacramento City Financing Authority Senior Special Tax Revenue Bonds, Series A (the "Series A Bonds") and its Sacramento City Financing Authority Subordinate Special Tax Revenue Bonds, Series B (the "Series B Bonds," and collectively with the Series A Bonds, the "Revenue Bonds"), with net proceeds of sale thereof (after funding reserve funds and payment of costs of issuance) to be utilized to purchase the Special Tax Bonds; and

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State of California and the Charter of the City to exist, to have happened and to have been performed precedent to and in connection with the consummation of the transactions authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the City is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such transactions for the purpose, in the manner and upon the terms herein provided.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Sacramento as follows:

Section 1. All of the above recitals are true and correct, and this Council so finds and determines.

Section 2. The form of Indenture (the "Indenture") on file with the City Clerk and providing for the form, the execution and the issuance of Special Tax Bonds, in accordance therewith, are hereby approved. The City Treasurer is authorized to execute the Indenture on behalf of the City in substantially the form attached hereto, and to execute and issue the Special Tax Bonds, in accordance therewith, with such changes as shall be approved by the City Treasurer after consultation with Bond Counsel, such approval to be conclusively established by the signature of the City Treasurer on the final Indenture.

Section 3. The City Council hereby approves the sale of the Special Tax Bonds to the Sacramento City Public Finance Authority on such terms and conditions as shall be deemed acceptable to the City Treasurer.

Section 4. The forms and substance of the Series A Trust Agreement and the Series B Trust Agreement each dated as of September 1, 1995 and each by and among the Authority, the City and Bank of America National Trust and Savings Association, or its successor, as trustee (collectively, the Trust

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____

DATE ADOPTED: _____

Agreements"), under the terms of which the Revenue Bonds are to be issued and the debt service on the Special Tax Bonds (received by the Authority as the holder thereof) are to be administered to pay the principal of and interest on the Revenue Bonds, are hereby approved. The Mayor or designee thereof is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Trust Agreements in substantially said form with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The City Council hereby approves the proposal submitted by Bank of America National Trust and Savings Association for services as paying agent for the Special Tax Bonds (the "Proposal"), a copy of which is on file with the City Clerk. The signature of the City Treasurer on the Proposal shall be conclusive evidence of the approval, by the City Council, of the Proposal.

Section 6. The form and substance of the Continuing Disclosure Agreement is hereby approved. The City Treasurer is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Continuing Disclosure Agreement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 7. The officers of the City are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents and contracts which they may deem necessary or advisable in order to consummate the sale, execution and delivery of the Special Tax Bonds and otherwise to carry out, give effect to and comply with the terms and intent of this resolution, the Indenture and the Special Tax Bonds, and any such actions heretofore taken by such officers in connection therewith are hereby ratified, confirmed and approved.

* * *

This Resolution was passed and adopted by the City Council of the City of Sacramento, County of Sacramento, State of California, this 29th day of August 1995.

MAYOR

ATTEST:

CITY CLERK

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____

DATE ADOPTED: _____

APPROVED
BY THE CITY COUNCIL

AUG 29 1995

OFFICE OF THE
CITY CLERK

RESOLUTION NO. 95-510

ADOPTED BY THE SACRAMENTO CITY COUNCIL

ON DATE OF _____

**RESOLUTION ESTABLISHING DEL PASO ROAD COMMUNITY
FACILITIES DISTRICT #95-02, REVENUE AND EXPENDITURE BUDGET IN
THE AMOUNT OF \$6,700,000**

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF SACRAMENTO:

1. The Del Paso Road Community Facilities District #95-02 is hereby established the project number 38AD.
2. The following appropriation increase will be supported by revenue that is forthcoming from the sale of bonds (Senior Series A and Subordinate Series B) to be issued. The District Revenue Budget is established as follows:

\$6,700,000	841-ASD-38AD-3714
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The District Expenditure Budget is established as follows:

\$6,326,655	841-ASD-38AD-4510	N. Natomas 88-03 Payoff
35,000	841-ASD-38AD-4802	Appraisal
6,181	841-ASD-38AD-4414	Contingency
15,000	841-ASD-38AD-4330	Special Districts
3,000	841-ASD-38AD-4213	Bond Printing
10,000	841-ASD-38AD-4258	Official Statement
39,744	841-ASD-38AD-4287	S.D.I.R.S.
670	841-ASD-38AD-4820	CA. Debt Advis. Comm.
<u>62,750</u>	841-ASD-38AD-4802	Bond Counsel
\$6,499,000		

The expenditure budget plus the bond discount of \$201,000 equals the revenue budget. These appropriations will provide sufficient funds to pay all incidental expenses associated with said District.

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____

3. The Director of Finance is hereby authorized and directed to expend the total sum of \$6,499,000 as follows: \$6,326,655 to pay off existing North Natomas 88-03 bonds on parcels 225-0070-055, 069, and 072; \$35,000 to appraiser David E. Lane; \$62,750 to Orrick, Herrington & Sutcliffe, bond counsel; and \$74,595 to pay other incidental expenses.

MAYOR

ATTEST:

CITY CLERK

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____

DATE ADOPTED: _____

PASSED FOR
PUBLICATION
& CONTINUED
TO 9-5-95

ORDINANCE NO.

ADOPTED BY THE SACRAMENTO CITY COUNCIL

ON DATE OF _____

**ORDINANCE OF THE CITY COUNCIL
OF THE CITY OF SACRAMENTO LEVYING A SPECIAL TAX
FOR THE PROPERTY TAX YEAR 1995-1996
AND FOLLOWING TAX YEARS
SOLELY WITHIN AND RELATING TO THE
COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)
CITY OF SACRAMENTO
SACRAMENTO COUNTY, CALIFORNIA**

BE IT ENACTED BY THE COUNCIL OF THE CITY OF SACRAMENTO:

1. Pursuant to Government Code Sections 53328 and 53340, and in accordance with the Rate and Method of Apportionment of Special Tax as shown in Exhibit C to the Resolution of Formation of Community Facilities District No. 95-02 (Del Paso Road) (Resolution No. 95-___ adopted by this Council on August 29, 1995), a special tax is hereby levied on all taxable parcels within Community Facilities District No. 95-02 (Del Paso Road) for the 1995-1996 tax year and for all subsequent years of the authority to levy this special tax in the amount of the maximum authorized tax. This amount may be adjusted annually, subject to the maximum authorized special tax limit, by resolution of this Council.

2. The Director of Public Works is authorized and directed, with the aid of the appropriate officers and agents of the City of Sacramento (the "City"), to determine each year, without further action of this Council, the Special Tax Requirement (as that term is defined in Exhibit C of the Resolution of Formation), to prepare the annual special tax roll in the amount of the Special Tax Requirement in accordance with said Exhibit C and, without further action of this Council, to provide all necessary and appropriate information to the Sacramento County Auditor in proper form, and in proper time, necessary to effect the correct and timely billing and collection of the special tax on the secured property tax roll of the County; provided that, as provided in said Resolution of Formation and Section 53340 of the California Government Code, this Council has reserved the right to utilize any method of collecting the special tax which it shall, from time to time, determine to be in the best interests of the City, including but not limited to, direct billing by the City to the property owners and supplemental billing.

FOR CITY CLERK USE ONLY

ORDINANCE NO.: _____

DATE ADOPTED: _____

3. The appropriate officers and agents of the City are authorized to make adjustments to the special tax roll prior to the final posting of the special taxes to the county tax roll each year, as may be necessary to achieve a correct match of the special tax levy with the assessor's parcel numbers finally utilized by the County in sending out property tax bills.

4. The City agrees that, in the event the special tax is collected on the secured tax roll of the County, the County may deduct its reasonable and agreed charges for collecting the special tax from the amounts collected, prior to remitting the special tax collections to the City.

5. Taxpayers who have requested changes or corrections of the special tax pursuant to Section VI of the Rate and Method of Apportionment of the Special Tax and who are not satisfied with the decision of the Director of Public Works (whether the Director simply disagrees with the taxpayer or feels the Department of Public Works is not authorized to consider the change requested), may appeal to the Council. The appeal must be in writing and fully explain the grounds of appeal. Appeals must be based solely on the correction of mistakes in the levy based upon the status of the property. No other appeals will be allowed. The office of the Director of Public Works shall schedule the appeal for consideration within a reasonable time at a Council meeting.

6. If for any cause any portion of this ordinance is found to be invalid; or if the special tax is found inapplicable to any particular parcel by a court of competent jurisdiction, the balance of this ordinance, and the application of the special tax to the remaining parcels, shall not be affected.

7. This ordinance shall take effect and be in force immediately as a tax measure.

8. The TITLE only of this Ordinance shall have been published at least once in a newspaper of general circulation published in the City of Sacramento, after being passed for publication of Title by the Council, at least three days before the adoption of this Ordinance by the Council, pursuant to Section 32(c) of the Sacramento City Charter. It is hereby found that the Title of this Ordinance was published in _____, a newspaper of general circulation published in the City of Sacramento on _____, 1995.

* * *

FOR CITY CLERK USE ONLY

2

ORDINANCE NO.: _____

DATE ADOPTED: _____

39

This Ordinance was PASSED FOR PUBLICATION by the City Council of the City of Sacramento, County of Sacramento, State of California, on August 29, 1995; and PASSED AND ADOPTED by said Council this ____ day of September, 1995.

MAYOR

ATTEST:

CITY CLERK

FOR CITY CLERK USE ONLY

ORDINANCE NO.: _____

DATE ADOPTED: _____

AUG 29 1995

RESOLUTION NO. FA 95-004
OFFICE OF THE
CITY

ADOPTED BY THE SACRAMENTO CITY FINANCING AUTHORITY

ON DATE OF _____

**A RESOLUTION OF THE SACRAMENTO CITY FINANCING AUTHORITY
AUTHORIZING THE ISSUANCE OF SENIOR SPECIAL TAX REVENUE BONDS, SERIES
A, SUBORDINATE SPECIAL TAX REVENUE BONDS, SERIES B; APPROVING A SERIES
A TRUST AGREEMENT, A SERIES B TRUST AGREEMENT; A BOND PURCHASE
AGREEMENT AND PRELIMINARY OFFICIAL STATEMENT; AUTHORIZING CHANGES
THERETO AND EXECUTION THEREOF; DETERMINING THAT THE PRELIMINARY
OFFICIAL STATEMENT IS DEEMED "NEARLY FINAL" FOR PURPOSES OF RULE
15C(2)-12 OF THE SECURITIES AND EXCHANGE COMMISSION AND AUTHORIZING
DISTRIBUTION THEREOF, AND AUTHORIZING RELATED ACTIONS AND EXECUTION
OF RELATED DOCUMENTS TO IMPLEMENT THE PROPOSED REFUNDING PLAN**

WHEREAS, the Sacramento City Financing Authority is a joint exercise of powers entity duly organized and existing under and by virtue of the laws of the State of California (the "Authority"); and

WHEREAS, the Authority is authorized pursuant to the Marks-Roos Local Bond Pooling Act of 1985, constituting Article 4, Chapter 5, Division 7, Title 1 (commencing with Section 6584) of the California Government Code, as amended (the "Act"), to issue bonds to provide funds to achieve its purposes, including the payment of costs of any Public Capital Improvement (as that term is defined in the Act); and

WHEREAS, in connection with a proposed refunding plan of the City of Sacramento (the "City") for refunding of certain assessment bonds issued by the City of Sacramento for the City's North Natomas Assessment District No. 88-03 (the "Prior Bonds"), it is proposed that the Authority, acting through its Board of Directors (the "Board"), authorize, issue and sell Sacramento City Financing Authority Senior Special Tax Revenue Bonds, Series A (the "Series A Bonds") and its Sacramento City Financing Authority Subordinate Special Tax Revenue Bonds, Series B (the "Series B Bonds" and collectively with the Series A Bonds, the "Revenue Bonds"), with net proceeds of sale thereof (after funding reserve funds and payment of costs of issuance) to be utilized to purchase City of Sacramento Del Paso Road Community

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RESOLUTION NO. : _____

DATE ADOPTED: _____

Facilities District No. 95-02 Special Tax Bonds, Series A (the "Local Obligations"), the proceeds of sale of which will, in turn, be utilized by the City, along with other moneys, to redeem the Prior Bonds; and

WHEREAS, in furtherance of implementing the proposed refunding plan, there has been filed with the Authority Secretary for consideration and approval by this Board forms of the following:

(a) a Series A Trust Agreement and Series B Trust Agreement, each dated as of September 1, 1995 and each by and among the Authority, the City and Bank of America National Trust and Savings Association, or its successor, as trustee (collectively, the "Trust Agreements"), under the terms of which the Revenue Bonds are to be issued and the local obligation revenues (received by the Authority as holder of the Local Obligations) are to be administered to pay the principal of and interest on the Revenue Bonds;

(b) a Bond Purchase Agreement, under the terms of which, among other things, the City agrees to sell and the Authority agrees to purchase the Local Obligations; and

(c) a Preliminary Official Statement, describing the refunding plan in general and both the Revenue Bonds and the Local Obligations in particular; and

WHEREAS, being fully advised in the matter of the proposed refunding plan, this Board wishes to proceed with implementation of said proposed refunding plan;

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of the financing authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the Authority is now duly authorized and empowered, pursuant to each and every requirement of law, to authorize the execution and delivery of certain documents in order to further implement the proposed refunding plan in the manner and upon the terms herein provided;

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RESOLUTION NO.: _____

DATE ADOPTED: _____

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Sacramento City Financing Authority as follows:

Section 1. The foregoing recitals are true and correct, and this Board so finds and determines.

Section 2. Pursuant to the Act, the Series A Bonds shall be issued in the aggregate principal amount of not to exceed \$5 million and the Series B Bonds shall be issued in the aggregate principal amount of not to exceed \$5 million; provided, however, that (a) underwriter's discount shall not exceed 2.5% and (b) the maximum interest rate on any maturity shall not exceed 12%, and the maximum term of any maturity shall not extend beyond the year 2020.

Section 3. The forms and substance of the Trust Agreements are hereby approved. The Chairman of the Authority or designee thereof is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Trust Agreements in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The form and substance of the Bond Purchase Agreement is hereby approved. The Chairman of the Authority or designee thereof is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Bond Purchase Agreement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. (a) The form and substance of the Preliminary Official Statement is hereby approved. The Treasurer is authorized to execute the final Official Statement to be derived therefrom.

(b) This Board hereby finds and determines that said Preliminary Official Statement in preliminary form is, and as of its date shall be deemed "final" for purpose of Rule 15c(2)-12 of the Securities and Exchange Commission, and the Chairman of the Authority or designee thereof is hereby authorized to execute a certificate to such effect in the customary form.

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RESOLUTION NO.: _____

DATE ADOPTED: _____

(c) The Chairman of the Authority or designee is authorized to approve corrections and additions to the Preliminary Official Statement by supplement or amendment thereto, by appropriate insertions, or otherwise as appropriate, provided that such corrections or additions shall be regarded by such officer as necessary to cause the information contained therein to conform to facts material to the Revenue Bonds or the Local Obligations or to the proceedings of this Board or the City Council or that such corrections or additions are in form rather than in substance.

(d) The Chairman of the Authority or designee thereof is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Bond Purchase Agreement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

(e) The underwriter of the Revenue Bonds is authorized to distribute said Preliminary Official Statement and the final Official Statement to be derived therefrom in connection with sale and distribution of the Revenue Bonds.

Section 6. The officers of the Authority are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents, including any agency agreement, which they may deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

Section 7. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 29th day of August, 1995.

Chairman

Attest:

Secretary

FOR CITY CLERK USE ONLY

RESOLUTION NO.: _____

DATE ADOPTED: _____

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CLERK'S CERTIFICATE
OF SERVICE OF BALLOTS

COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)
CITY OF SACRAMENTO
COUNTY OF SACRAMENTO, STATE OF CALIFORNIA


I, Valerie A. Burrowes, City Clerk of the City of Sacramento (the "City")

hereby certify:

On August 29 , 1995, in the Chambers of the City Council of the City of Sacramento, 915 I Street, Sacramento, CA 95814, in connection with the special mailed-ballot election called in these proceedings by the City Council of the City in its Resolution No. 95-507, I personally delivered the election ballots for the qualified voters listed on the attachment to the Certificate of Engineer filed in these proceedings on this date, to those voters or to their authorized representatives. In every case in which the ballot was delivered to an authorized representative of the qualified voter, I have an executed "Appointment of Representative to Act in Respect of Mailed-Ballot, Landowner Election."

This hand delivery of ballots was done in accordance with California Government Code Section 53326(d).

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and that this declaration is executed on August 29, 1995.



Valerie A. Burrowes, City Clerk,
City of Sacramento


CLERK'S CERTIFICATE RE WAIVER AND CONSENT
COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)
CITY OF SACRAMENTO
COUNTY OF SACRAMENTO, STATE OF CALIFORNIA

I, Valerie A. Burrowes, City Clerk of the City of Sacramento (the "City")
hereby certify:

I have examined the Certificate of Engineer filed in the above referenced
proceedings on August 29, 1995, and in particular the list of landowner voters within
CFD 95-02.

I have received, and now have in my possession as a permanent part of the
City's record of this election, waivers in the form attached hereto executed by all of
the landowners listed on the attachment to the Certificate of Engineer. In each case
where a representative is acting for the property owner, I have in my possession
written evidence of the authority of that representative to act for the owner.

I make this Certification as of August 29, 1995.



Valerie A. Burrowes, City Clerk,
City of Sacramento

Public Hearing Report

COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)
CITY OF SACRAMENTO

August 29, 1995

Purpose: The owners of the real property within this CFD No. 95-02 have proposed making a gift to the City of Sacramento of a 100-acre portion of the property as a site for a sports stadium, on the condition that, in order to achieve the income tax objectives of the donors, the property must be free of the present encumbrance of the special assessment liens imposed by this City Council in connection with North Natomas Assessment District No. 88-03. Having recognized the significant economic value such a gift would represent to the City of Sacramento, the City by this CFD No. 95-02 seeks to finance the discharge of such assessment liens from all of the property within CFD No. 95-02, thereby allowing the owners/donors to effectively transfer said obligation from the proposed stadium site to the remaining developable property, to be paid over time via special taxes to be levied on the non-stadium site property.

Initial Formation: It is presently anticipated that the property which will initially be subject to the special tax will consist of 10 parcels, as shown on the proposed Master Parcel Map for such property. The stadium site will be exempt from the special tax obligation. The formula for annual computation of the special tax allows for further division of these 10 parcels or for the reconfiguration of them in accordance with established City procedures.

Future Annexations: In view of the limited purpose of CFD No. 95-02, no provision has been made for annexations to CFD 95-02, and no annexations are anticipated. While provision is made for a bonding capacity for CFD 95-02 of \$8,000,000, it is anticipated that all bonds to be issued for CFD 95-02 will be included in the initial issuance, which will be sized to (1) finance the discharge of the existing special assessment liens and (2) pay the incidental costs of the legal proceedings and the costs of issuance of the bonds.

August 29, 1995

GARY ALM,
Manager, Special Districts,
City of Sacramento

By  _____

CERTIFICATE OF ENGINEER

COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)
CITY OF SACRAMENTO
COUNTY OF SACRAMENTO, STATE OF CALIFORNIA

I, Gary Alm, hereby declare:

I am familiar with the boundary map of the proposed Community Facilities District No. 95-02 (Del Paso Road), City of Sacramento ("CFD 95-02). I also prepared, from County records, the list of private property owners within CFD 95-02 attached hereto. I have also personally inspected the land in CFD 95-02 and have noted that there are no dwellings therein that might contain registered voters. I have cross-checked the records with the County Registrar of Voters, as well as inquired directly of the County Registrar's records. I have done all of this to determine the number of registered voters, if any, residing within the boundaries of CFD 95-02.

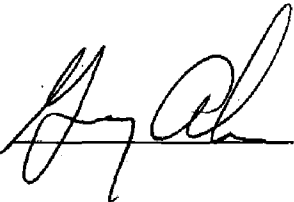
Based on the foregoing, I have determined that, on August 29, 1995, there were no registered voters residing within CFD 95-02.

Attached to this declaration is a list of the four persons owning all of the private property within CFD 95-02 as tenants in common. The total number of votes to be cast in the election is 196, based on the formula of one vote for each acre, or portion of an acre, owned.

I certify that the foregoing is true and correct as of August 29, 1995.

GARY ALM,
Manager, Special Districts,
City of Sacramento

By



**Community Facilities District No. 95-02
(Del Paso Road)
City of Sacramento
County of Sacramento, State of California**

List of Property Owners

1. Marvin L. Oates, an unmarried man, as to an undivided 1/3 interest;
2. William C. Cummings, a married man as his sole and separate property, as to an undivided 1/3 interest; and
3. Frederick E. Anderson and Patricia D. Anderson, husband and wife, as community property, as to an undivided 1/3 interest.

COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)
CITY OF SACRAMENTO
COUNTY OF SACRAMENTO, STATE OF CALIFORNIA

SPECIAL ELECTION BALLOT
(Mailed-Ballot Election)

This ballot is for the use of the following persons, owning the subject property as tenants in common:

1. Marvin L. Oates, an unmarried man, as to an undivided 1/3 interest;
2. William C. Cummings, a married man as his sole and separate property, as to an undivided 1/3 interest; and
3. Frederick E. Anderson and Patricia D. Anderson, husband and wife, as community property, as to an undivided 1/3 interest.

According to the provisions of the Mello-Roos Community Facilities Act of 1982, and the resolutions of the City Council of the City of Sacramento, the above-named landowners are entitled to cast 196 votes on this ballot, representing all of the votes pertaining to this special election.

In order to be counted, this ballot must be certified below and be returned, either by mail or in person, before 8:00 p.m. on August 29, 1995, to:

Valerie A. Burrowes, City Clerk
City of Sacramento
915 I Street, Room 304
Sacramento, CA 95814

Mailing by that date will not be sufficient. The ballot must be physically received by the City Clerk prior to the deadline in order to be counted.

AN "X" OR OTHER MARK WILL CAST ALL VOTES ASSIGNED TO THIS BALLOT, OR THE VOTER MAY WRITE NUMBERS IN THE SPACES PROVIDED.

BALLOT MEASURE


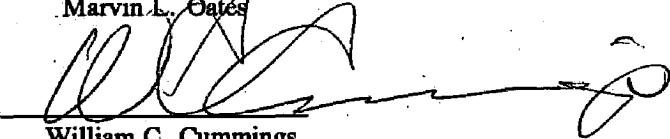
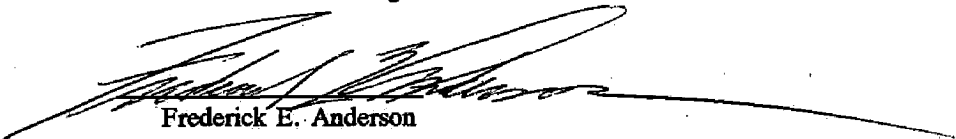
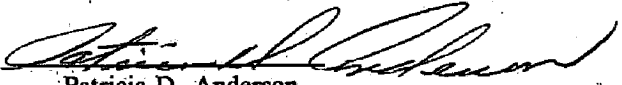
Shall the City Council of the City of Sacramento be authorized to issue up to \$8,000,000 in bonds, levy a special tax, and finance the discharge of existing special assessment liens by and through its Community Facilities District No. 95-02 (Del Paso Road), all as specified in its Resolutions No. 95-_____ and No. 95-_____; and shall the appropriations limit for CFD 95-02 for fiscal year 1995-1996 be established in accordance therewith?

BONDS
196
Number of votes
YES
____196____
Number of votes
No
None

Certification

The undersigned are the above-named property owners, entitled to cast this ballot.

We, and each of us, declare under penalty of perjury that the foregoing is true and correct, and that this declaration is executed on August 29, 1995.


Marvin L. Oates
William C. Cummings
Frederick E. Anderson
Patricia D. Anderson

WAIVER AND CONSENT
SHORTENING TIME PERIODS AND WAIVING VARIOUS
REQUIREMENTS FOR CONDUCTING MAILED-BALLOT ELECTION

COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)
CITY OF SACRAMENTO, COUNTY OF SACRAMENTO, STATE OF CALIFORNIA

The undersigned are the persons legally entitled and authorized to cast the ballots as the owners of the property in this mailed-ballot election to be conducted within Community Services District No. 95-02 (Del Paso Road) to determine, among other things, whether the land owned by the undersigned owners, shall be subject to special tax.

The undersigned hereby waive any and all minimum time periods relative to the election pursuant to Government Code Section 53326(a).

The undersigned hereby waive the preparation and distribution of an impartial analysis of the ballot measure, as well as arguments in favor and against, under the authority of Government Code Section 53327(b).

The undersigned hereby waive the requirement to publish notice of the election under Government Code Section 53352.

The undersigned hereby waive the requirements regarding the time to mail ballots to the qualified electors under Elections Code Section 1351, and agree to accept either mailed service or personal service of the ballot.

The undersigned hereby waive the requirements regarding identification envelopes for the return of mailed ballots contained in Government Code Section 53327.5.

The undersigned hereby waive any and all defects in notice or procedure in the conduct of the election, whether known or unknown (other than the right to have ballots accurately counted), and state that the election is being expedited, pursuant to this waiver and consent, at the particular instance and request of the undersigned.

We and each of us declare, under penalty of perjury, under the laws of the State of California, that the foregoing is true and correct and that this declaration is executed on August 29, 1995.



Marvin L. Oates



William C. Cummings



Frederick E. Anderson

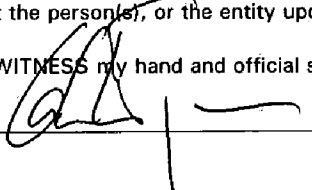


Patricia D. Anderson

(Acknowledgments of Signatures)

STATE OF CALIFORNIA)
) ss.
COUNTY OF SACRAMENTO)

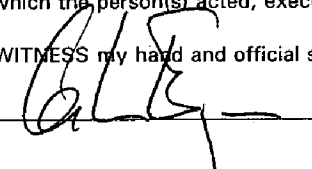
On this 11th day of August, 1995, before me Gordon W. Egan, a Notary Public in and for the State of California, personally appeared **FREDERICK E. ANDERSON AND PATRICIA D. ANDERSON**, personally known to me (or proved on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.
Signature 



STATE OF CALIFORNIA)
) ss.
COUNTY OF SACRAMENTO)

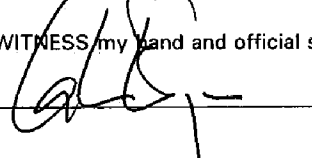
On this 10th day of August, 1995, before me Gordon W. Egan, a Notary Public in and for the State of California, personally appeared **MARVIN L. OATES**, personally known to me (or proved on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.
Signature 



STATE OF CALIFORNIA)
) ss.
COUNTY OF SACRAMENTO)

On this 11th day of August, 1995, before me Gordon W. Egan, a Notary Public in and for the State of California, personally appeared **WILLIAM C. CUMMINGS**, personally known to me (or proved on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.
Signature 



CLERK'S CERTIFICATE
RE ELECTION RESULTS

COMMUNITY FACILITIES DISTRICT NO. 95-02
(DEL PASO ROAD)
CITY OF SACRAMENTO
COUNTY OF SACRAMENTO, STATE OF CALIFORNIA

I, Valerie A. Burrowes, City Clerk of the City of Sacramento (the "City"), hereby
certify:

I have personally received and assembled all ballots eligible to be cast in the special
mailed-ballot, landowner election called by the City Council in its Resolution No.
95-507, and in accordance with my instructions contained in that Resolution, I hereby
declare the election closed.

I personally, in the presence of special counsel for the City, and members of the
public and City staff, counted the ballots and certify the result of that count to be as
follows:

TOTAL VOTES THAT COULD BE CAST: 196.

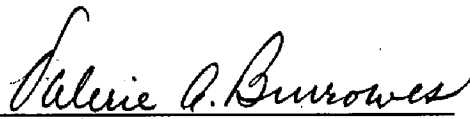
TOTAL VOTES CAST "YES": 196.

TOTAL VOTES CAST "NO": 0.

TOTAL VOTES CAST: 196.

THE VOTES CAST "YES" EQUAL 100% OF THE TOTAL VOTES CAST.

I make this Certification on AUGUST 29, 1995.


Valerie A. Burrowes, City Clerk,
City of Sacramento