Resolution No. 00-0614

STOCKTON CITY COUNCIL

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF STOCKTON OF PUBLIC INTEREST AND NECESSITY AND OF INTENTION TO REFUND BONDS AND LEVY REASSESSMENTS AS SECURITY THEREFORE

2001 COMBINED ASSESSMENT DISTRICT REFUNDING CHARTER WAY (86-4), NORTH STOCKTON INTERIM SEWER (88-2) AND LITTLE JOHN CREEK (97-01)

RESOLVED, by the City Council of the City of Stockton, California, that:

WHEREAS, the public interest and necessity require and that it is the intention of said City Council to order the refunding of bonds for the 2001 Combined Assessment District Refunding, Charter Way (86-4), North Stockton Interim Sewer (88-2) and Little John Creek (97-01) and to levy reassessments as security therefore.

NOW, THEREFORE, it is FOUND, DETERMINED and ORDERED that:

1. As to Charter Way Industrial Site Assessment District Project No. 86-4 ("Charter Way"), that this Council has heretofore undertaken assessment proceedings pursuant to Article 4, Division 5 of the Stockton Improvement Procedure Code (Part V, Chapter 9, Stockton Municipal Code); has issued bonds in the principal amount of $1,206,000 pursuant to the provisions of Bond Plan B, Article 1 and 3, Division 6 of the Stockton Improvement Procedure Code; has levied assessments as security for said bonds and upon the parcels of property shown upon that certain Assessment Diagram filed in the office of the City Clerk.

2. As to North Stockton 1988 Interim Sewer Improvements Assessment District Project No. 88-2, that this Council has heretofore adopted Resolution of Intention No. 88-0699 on February 21, 1989; has issued bonds in the principal amount of $2,052,510.17 pursuant to the Improvement Bond Act of 1915; has levied assessments as security for said bonds and upon the parcels of property shown upon that certain Assessment Diagram filed in the office of the City Clerk.

3. As to Little John Creek Assessment District No. 97-01, that this Council has heretofore adopted Resolution of Issuance No. 97-0219 on June 16, 1997; has issued bonds in the principal amount of $1,390,000 pursuant to the Improvement Bond Act of 1915; has levied assessments as security for said bonds and upon the parcels of

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property shown upon that certain Assessment Diagram filed in the office of the City Clerk.

4. Said City Council further declares that all public streets and highways within said assessment districts in use in the performance of a public function as such shall be omitted from the reassessment hereafter to be made.

5. Notice is hereby given that fully registered serial refunding bonds to represent the unpaid reassessments in an amount not to exceed $2,260,000, and bear interest at a rate not to exceed seven percent (7%) per annum, will be issued hereunder in the manner provided in the Refunding Act of 1984 for 1915 Act Bonds, Division 11.5 of the Streets and Highways Code, the last installment of which refunding bonds shall mature not to exceed twenty-two (22) years from the second day of September next succeeding twelve (12) months from their date. The provisions of Part 11.1 of the Improvement Bond Act of 1915, providing an alternative procedure for the advance payment of assessments and the calling of bonds shall apply to the reassessments and refunding bonds.

6. Said proposed reassessment and refunding is hereby referred to MuniFinancial (the "Assessment Consultant"), being competent persons employed by said City Council for that purpose; and said Assessment Consultant is hereby directed to make the file with the City Clerk a Refunding Report, presenting the following:

a) As to each assessment district, a schedule setting forth the unpaid principal and interest on the bonds to be refunded and the total amounts thereof;

b) As to each assessment district, the total estimated principal amount of the reassessment and of the refunding bonds and the maximum interest rate thereon, together with an estimate of cost of the reassessment and of issuing the refunding bonds, including all costs of issuing the refunding bonds, as defined by subdivision (a) of Section 9600 of the Streets and Highway Code;

c) As to each assessment district, the auditor's record kept pursuant to Section 8682 of the Streets and Highway Code showing the schedule of principal installments and interest on all unpaid original assessments and the total amounts thereof;

d) As to each assessment district, the estimated amount of each reassessment, identified by reassessment number corresponding to the reassessment number on the reassessment diagram, together with a proposed auditor's record for the reassessment prepared in the manner described in Section 8682 of the Streets and Highway Code; and

e) As to each assessment district, a reassessment diagram showing the assessment district and the boundaries and dimensions of the subdivisions of land within the district. Each subdivision, including each separate condominium interest as defined in Section 783 of the Civil Code, shall be given a separate number upon the diagram.

7. NOTICE IS HEREBY GIVEN that, in the opinion of this City Council, the areas contained within said proposed reassessment district are the properties which will be benefited by the issuance of the bonds and that it is the intention of this City Council to add a maximum annual assessment of one percent (1%) to each annual installment of the unpaid reassessments to reimburse the City for costs incurred in the registration, administration and collection of the amounts due on the refunding bonds issued against reassessments.

8. The City Council has determined that the City will not obligate itself to advance available funds from the City treasury to cure any deficiency which may occur in the bond redemption fund. Such determination shall not prevent the City from, in its sole discretion, so advancing funds.

PASSED, APPROVED and ADOPTED DEC 12 2000.

GARY PODESTO, Mayor
of the City of Stockton

ATTEST:

KATHERINE GONG MEISSNER, City Clerk
of the City of Stockton

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00-0614

Resolution No. 00-0374

STOCKTON CITY COUNCIL

A RESOLUTION ADOPTING ENGINEER'S REPORT, CONFIRMING THE ASSESSMENT, ORDERING THE WORK AND ACQUISITIONS AND DIRECTING ACTIONS

CITY OF STOCKTON
Morada Ranch Assessment District No. 2000-1

WHEREAS, on May 30, 2000, this Council adopted A Resolution of Intention to Make Acquisitions and Improvements, and in it directed the Engineer of Work to make and file a report in writing in accordance with and pursuant to the Municipal Improvement Act of 1913 (the "Act") in and for the City's proposed Morada Ranch Assessment District No. 2000-1 (the "Assessment District"); and

WHEREAS, the report was made and filed, and considered by this Council and found to be sufficient in every particular, whereupon it was determined that the report should stand as the Engineer's Report for all subsequent proceedings under and pursuant to the Resolution of Intention, July 18, 2000, at the hour of 5:30 p.m., in the meeting place of this Council, 425 N. El Dorado Avenue, Stockton, California, were appointed, as the time and place for a public hearing to take testimony and for hearing protests in relation to the proposed acquisitions and improvements, for tabulation on assessment ballots and final action upon the Engineer's Report, notices of which hearing, including assessment ballots, were mailed as required by law; and

WHEREAS, the hearing was held, and all persons interested desiring to be heard were given an opportunity to be heard, and all matters and things pertaining to the acquisitions and improvements were fully heard and considered by this Council, and any protests, both written and oral, were duly heard, considered, and all assessment ballots submitted by property owners were received and tabulated; now, therefore,

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF STOCKTON, AS FOLLOWS:

1. **No Majority Protest; Protests Overruled.** It is hereby determined that, upon the conclusion of the public hearing, and after tabulation of the assessment ballots submitted, no majority protest against the assessment existed because the assessment ballots submitted in opposition to the assessment did not exceed the ballots submitted in favor of the assessment. In tabulating the ballots, they were weighted according to the proportional financial obligation of the affected properties. The protests against the proposed acquisitions and improvements or the grades at which the work is proposed to be done, as a whole or as to any part thereof, or against the assessment district or the extent thereof to be assessed for the costs and expenses of the acquisitions and improvements, as a whole or as to any part thereof, or against

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the engineer's estimate of costs and expenses, in whole or in part, or against the maps and descriptions, in whole or in part, or against the diagram or the assessment to pay for the costs and expenses thereof, in whole or in part. The protests, written and oral, are hereby overruled.

2. **Public Interest.** The public interest, convenience and necessity require that the acquisitions and improvements be made and that the Assessment District be created.

3. **Assessment District Described.** The Assessment District benefited by the acquisitions and improvements and to be assessed to pay the costs and expenses thereof, and the exterior boundaries thereof, are as shown by a map thereof filed in the office of the City Clerk, which map is made a part hereof by reference thereto.

4. **Engineer's Report Approved.** The Engineer's Report, in the form on file in the office of the City Clerk and to which reference is hereby made for further particulars, including the estimates of costs and expenses, the apportionment of assessments and the assessment diagram contained in the Engineer's Report, is hereby approved and confirmed and shall stand as the Engineer's Report for these and all future proceedings for the Assessment District. Final approval of the Engineer's Report is intended to and shall refer and apply to the Engineer's Report, or any portion thereof, as amended, modified, revised or corrected by, or pursuant to and in accordance with, any resolution or order, if any, heretofore duly adopted or made by this Council.

5. **Benefits Determined.** Based on the oral and documentary evidence, including the Engineer's Report, offered and received at the public hearing, this Council expressly finds and determines that:

(a) Each of the several subdivisions of land in the Assessment District will be specially benefited by the acquisitions and improvements at least in the amount, if not more than the amount, of the assessment apportioned against the subdivisions of land, respectively; and

(b) There is substantial evidence to support, and the weight of the evidence preponderates in favor of, the finding and determination as to special benefits.

6. **Improvements Ordered, Assessment District Formed and Assessments Confirmed.** This Council hereby orders that the acquisitions and improvements described in the Resolution of Intention be made, the Assessment District be formed and that the assessment to pay the costs and expenses thereof be confirmed and are hereby levied. For further particulars pursuant to the provisions of the Act, reference is hereby made to the Resolution of Intention and the Engineer's Report.

7. **Recording Ordered.** The City Clerk shall forthwith:

(a) Deliver to the Assistant City Manager and the official of the City acting as the City Engineer under the Act the assessment as contained in the Engineer's Report together with the assessment diagram, as approved and confirmed by this Council, with a certificate of such confirmation and of the date thereof, executed by the City Clerk, attached thereto. The City Engineer shall record the assessment and diagram in a suitable book to be kept for that purpose, and append thereto a certificate of the date of such recording, and such recordation shall be and constitute the assessment roll herein; and

(b) Cause a copy of the assessment diagram and a notice of assessment, substantially the form provided in Section 3114 of the Streets and Highways Code of California, executed by the City Clerk, to be filed and recorded, respectively, in the office of the County Recorder of the County of San Joaquin; and

(c) Cause a certified copy of the assessment and assessment diagram to be filed in the office of the official of the City who is the City Surveyor.

From the date of recording of the notice of assessment, all persons shall be deemed to have notice of the contents of such assessment, and each of such assessments shall thereupon be a lien upon the property against which it is made, and unless sooner discharged such liens shall so continue for the period of ten (10) years from the date of the recordation, or in the event bonds are issued to represent the assessments, then such liens shall continue until the expiration of four (4) years after the due date of the last installment upon the bonds or of the last installment of principal of the bonds. The appropriate officer or officers of the City are hereby authorized to take all actions and to pay any and all fees required by law in connection with the above.

8. **Cash Payment Waived.** To expedite the completion of these proceedings, and pursuant to written waivers heretofore executed by all of the owners of the properties to be subjected to the assessments levied herein, which waivers are now filed with the City, the following shall not apply to these proceedings:

(a) The requirement that the notice to pay assessments shall be published or mailed; and

(b) The right to have thirty (30) days or any other period within which to pay assessments in cash, it being the intention of the owner(s) not to pay same in cash and to have bonds issued therefor; and

(c) The requirement that the bonds be dated after the expiration of the cash payment period.

Accordingly, in these proceedings, there shall be no cash collection period, no collection officer and no published or written notices of such rights of cash payment.

9. **Effective Date.** This resolution shall be effective upon the date of its adoption.

PASSED, APPROVED and ADOPTED JUL 18 2000.

GARY A. PODESTO, Mayor
of the City of Stockton

ATTEST:

KATHERINE GONG MEISSNER,
City Clerk of the City of Stockton

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00-0374

Resolution No. 02-0168

STOCKTON CITY COUNCIL

A RESOLUTION OVERRULING PROTESTS, APPROVING A FINAL ENGINEER'S REPORT AND LEVYING ASSESSMENTS, AND ORDERING ACQUISITION OF IMPROVEMENTS, AND DETERMINING ASSESSMENTS REMAINING UNPAID IN AND FOR MORADA NORTH ASSESSMENT DISTRICT 2002-01

CITY OF STOCKTON
Morada North Assessment District 2002-01

WHEREAS, the City Council (the "City Council") of the City of Stockton (the "City") has taken a series of actions preliminary to ordering the acquisition of improvements (the "Improvements") in its Morada North Assessment District 2002-01 (the "Assessment District"), which improvements are briefly described in Exhibit A attached hereto; and

WHEREAS, on January 29, 2002, the City Council approved the proposed boundary map for the Assessment District and adopted the Resolution of Intention. The boundary map was filed for record in the office of the County Recorder of the County of San Joaquin on February 8, 2002, in Book 4 of Maps of Assessment and Community Facilities Districts at page 34; and

WHEREAS, in accordance with the Resolution of Intention, Kjeldsen Sinnock Neudeck, as Engineer of Work, filed with the City Clerk of the City on January 29, 2002, a preliminary report containing the matters required by Section 10204 of the Streets and Highways Code, which report was duly presented by the City Clerk to the City Council for consideration; and

WHEREAS, the City Council, by Resolution No. 02-0050 heretofore duly adopted on January 29, 2002, preliminarily approved the report, and fixed 5:30 o'clock P.M. or as soon thereafter as the matter may be heard, on Tuesday, March 26, 2002, at the regular meeting place of the City Council in the Council Chambers of the City, 425 N. El Dorado Street, Stockton, California 95202, as the time and place for a public hearing of protests to the acquisition of the Improvements, to the extent of said assessment district and to the levy of said assessment; and

WHEREAS, the City Council provided for the giving of notice of said public hearing of protests to said acquisition of the Improvements and of the property owner ballot procedure required by Article XIIID of the California Constitution (together with the property owner ballots); and

WHEREAS, the City Clerk has filed with the City Council a certificate setting forth the time and manner of the compliance with the requirements of law for mailing notices of the adoption of the Resolution of Intention and of the filing of the report and the

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02-0168

preliminary approval thereof and of the time and place for said public hearing thereon and notice of the property owner ballot procedure required by Article XIIID of the California Constitution (together with the property owner ballots); and the City Council hereby finds that notice of the adoption of the Resolution of Intention and of the filing of the report and the preliminary approval thereof and of the time and place for said public hearing thereon and notice of the property owner ballot procedure required by Article XIIID of the California Constitution (together with the property owner ballots) has been mailed in the time, form and manner required by law; and

WHEREAS, on March 26, 2002, at the time and place as previously notified, the City Council held the public hearing of protests, and duly heard all interested parties desiring to be heard; and

WHEREAS, in accordance with said Resolution No. 02-0050 and Article XIIID of the California Constitution, property owner ballots were provided to all of the property owners in said assessment district, and at the close of the public hearing, the City Council found and determined that property owner ballots cast against the levy of said assessment did not exceed the property owner ballots cast in favor of the levy of said assessment; and

WHEREAS, the owners of property within the Assessment District have filed with the City Clerk the Consent and Waiver forms waiving, among other things, their entitlement to pay the assessments in cash within 30 days after the assessments were levied; and

WHEREAS, the Engineer of Work has prepared a Final Engineer's Report as directed by the City, a copy of which Final Engineer's Report is on file with the City Clerk; and

WHEREAS, the Assistant City Manager has filed with the City Clerk a list of all payments received on account of assessments levied in the Assessment District and all assessments or portions of assessments remaining unpaid, a copy of which Paid and Unpaid List is attached hereto as Exhibit B and incorporated herein; and

WHEREAS, the City shall issue limited obligation improvement bonds under the provisions of the Improvement Bond Act of 1915 upon the security of the assessments shown as unpaid on the attached Paid and Unpaid List;

NOW, THEREFORE, THE CITY COUNCIL HEREBY FINDS, DETERMINES AND RESOLVES, as follows:

Section 1. The foregoing recitals are true and correct and the City Council so finds and determines.

Section 2. The City Council finds that any and all protests against the proposed acquisition of public improvements (specifically all written protests not withdrawn in writing before the conclusion of the protest hearing) are made by the

owners of less than one-half of the area of the land to be assessed. The City Council hereby overrules each of these protests, written and oral.

Section 3. The City has caused the distribution of assessment ballots, a summary of the procedures applicable to the completion, return and tabulation of assessment ballots, and a statement that the existence of a majority protest will result in the assessment not being imposed. The City hereby finds and declares that the ballot measure has been submitted to the voters of land within the District and as all protests against the proposed assessment and the acquisition of construction of certain public improvements (specifically, written protests not withdrawn in writing before the conclusion of the protest hearing) are made by owners of land subject to less than one-half of the total assessment, the assessment ballot measure has been passed and approved. Therefore, the City declares that the assessment is lawfully authorized, and directs the Clerk to cause a Notice of Assessment with respect to the property to be recorded in the office of the County Recorder of the County of San Joaquin.

Section 4. The City Council hereby approves the Final Engineer's Report and each component part of it, including each exhibit incorporated by reference in the report.

Section 5. The City Council finds that the Engineer of Work, in the Final Engineer's Report, has fairly and properly apportioned the cost of the Improvements to each parcel of land in the assessment district in proportion to the estimated benefits to be received by each parcel, respectively, from the Improvements. The City Council hereby confirms and levies each individual assessment as stated in the Final Engineer's Report.

Section 6. The City Council hereby orders the acquisition of the Improvements as detailed in the Final Engineer's Report and authorizes and directs the City Manager, Assistant City Manager, Administrative Services Officer, or a designee thereof, for and in the name and on behalf of the City, to execute and deliver an Acquisition Agreement in form and substance as is approved by the City Attorney and Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 7. The City Council hereby confirms the assessment and the Assessment Diagram as now on file with it, and declares the Engineer's Report and said Assessment Diagram as contained therein are hereby adopted and confirmed.

Section 8. The City Council hereby finds and determines that the owners of the parcels assessed in these proceedings has executed and filed with the City Clerk a form of Consent and Waiver by which the entitlement otherwise given to such owner to pay all or any part of the subject assessment or assessments in cash has been waived. Accordingly, this City Council hereby authorizes and directs the Director of Finance to proceed forthwith, without the necessity of the 30-day cash payment period otherwise required, to provide for issuance, sale and delivery of limited obligation improvement bonds in a principal amount equal to the assessments levied.

Section 9. Bonds representing unpaid assessments, and bearing interest at a rate not to exceed twelve percent (12%) per annum, will be issued in the manner provided by the Improvement Bond Act of 1915 (Division 10, Streets and Highways Code), and the last installment of the bonds shall mature not to exceed twenty-nine (29) years from the second day of September next succeeding twelve (12) months from their date.

Section 10. The City Clerk shall transmit a copy of this resolution, together with the Paid and Unpaid List attached as Exhibit B, to the County Auditor/Controller of the County of San Joaquin. The County Auditor/Controller is requested to comply with the provisions of Section 8682 of the Streets and Highways Code in the collection of installments of these assessments on the assessment roll for taxes.

Section 11. This resolution shall take effect immediately upon its passage.

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PASSED, APPROVED AND ADOPTED MAR 26 2002.

GARY A. PODESTO, Mayor
of the City of Stockton

ATTEST:

KATHERINE GONG MEISSNER
City Clerk of the City of Stockton

02-0168

EHIBIT A

Description of Work

The improvements proposed to be acquired in Morada North Assessment District No. 2002-01 are briefly described as follows:

In general, the Assessment District work consists of sanitary sewer, storm drainage, water and street improvements all of which are necessary for the development of The District. The following is a description of the various improvements to be funded and/or reimbursed by The District:

The District is divided into three (3) sub areas; Area A which encompasses that portion of The District north of Morada Lane, Area B which is that portion of The District that is south of Morada Lane and north of Bryant Drive, and Area C located south of Bryant Drive and north of Wakeman Drive.

Improvements in Area A of The District consist of street improvements within the following street rights-of-way and /or public utility easements:

- North portion of Morada Lane from Holman Road to approximately 500 feet west of Highway 99 Frontage Road.
- Perino Drive from Morada Lane north and west approximately 730 feet.
- Parma Lane from Morada Lane north approximately 100 feet.
- Masonry wall along the east right of way of Holman Road from Morada Lane north approximately 660 feet.

Improvements in Area B of The District consist of street improvements within the following street rights-of-way and /or public utility easements:

- Morada Lane from 700 feet west of Maranatha Drive to 600 feet east of Maranatha Drive.
- Maranatha Drive from Morada Lane south approximately 1200 feet.

Improvements in Area C of The District consist of street improvements within the following street rights-of-way and /or public utility easements:

- Wakeman Drive from Holman Road east and north approximately 1050 feet.

The above described improvements include excavation and/or import of sub grade material, aggregate sub base, aggregate base and asphalt concrete; concrete curbs, gutters and sidewalks, catch basins and drop inlets; survey monuments; underground storm drain lines, maintenance holes and appurtenances; domestic water lines, valves, fire hydrants and appurtenances; sanitary sewer lines, maintenance holes and appurtenances; street lighting systems landscaping and masonry walls.

The acquisition of all lands and easements necessary for any of the above work and improvements; The doing of all work and payment of all cost and fees auxiliary to any of the above and necessary to complete the same.

02-0168

Exhibit B

**PAID AND UNPAID LIST
OF ASSESSMENTS IN
THE CITY OF STOCKTON
MORADA NORTH
ASSESSMENT DISTRICT NO. 2002-01**

Diagram and Assessment Number	Area	County Assessor's Parcel Number	Total Assessment	Cash Paid	Amount Credited	Unpaid Balance
1	A	092-070-28	$1,809,695.02	$0.00	$0.00	$1,809,695.02
2	A	092-070-27	$930,054.13	$0.00	$0.00	$930,054.13
3	B	092-480-01	$5,395.38	$0.00	$0.00	$5,395.38
4	B	092-480-02	$5,395.38	$0.00	$0.00	$5,395.38
5	B	092-480-03	$5,395.38	$0.00	$0.00	$5,395.38
6	B	092-480-04	$5,395.38	$0.00	$0.00	$5,395.38
7	B	092-480-05	$5,395.38	$0.00	$0.00	$5,395.38
8	B	092-480-06	$5,395.38	$0.00	$0.00	$5,395.38
9	B	092-480-07	$5,395.38	$0.00	$0.00	$5,395.38
10	B	092-480-08	$5,395.38	$0.00	$0.00	$5,395.38
11	B	092-480-09	$5,395.38	$0.00	$0.00	$5,395.38
12	B	092-480-10	$5,395.38	$0.00	$0.00	$5,395.38
13	B	092-480-11	$5,395.38	$0.00	$0.00	$5,395.38
14	B	092-480-12	$5,395.38	$0.00	$0.00	$5,395.38
15	B	092-480-13	$5,395.38	$0.00	$0.00	$5,395.38
16	B	092-480-14	$5,395.38	$0.00	$0.00	$5,395.38
17	B	092-480-15	$5,395.38	$0.00	$0.00	$5,395.38
18	B	092-480-16	$5,395.38	$0.00	$0.00	$5,395.38
19	B	092-480-17	$5,395.38	$0.00	$0.00	$5,395.38
20	B	092-480-18	$5,395.38	$0.00	$0.00	$5,395.38
21	B	092-480-19	$5,395.38	$0.00	$0.00	$5,395.38
22	B	092-480-20	$5,395.38	$0.00	$0.00	$5,395.38
23	B	092-480-21	$5,395.38	$0.00	$0.00	$5,395.38
24	B	092-480-22	$5,395.38	$0.00	$0.00	$5,395.38
25	B	092-480-23	$5,395.38	$0.00	$0.00	$5,395.38
26	B	092-480-24	$5,395.38	$0.00	$0.00	$5,395.38
27	B	092-480-25	$5,395.38	$0.00	$0.00	$5,395.38
28	B	092-480-26	$5,395.38	$0.00	$0.00	$5,395.38
29	B	092-490-01	$5,395.38	$0.00	$0.00	$5,395.38
30	B	092-490-02	$5,395.38	$0.00	$0.00	$5,395.38
31	B	092-490-03	$5,395.38	$0.00	$0.00	$5,395.38
32	B	092-490-04	$5,395.38	$0.00	$0.00	$5,395.38
33	B	092-490-05	$5,395.38	$0.00	$0.00	$5,395.38
34	B	092-490-06	$5,395.38	$0.00	$0.00	$5,395.38
35	B	092-490-07	$5,395.38	$0.00	$0.00	$5,395.38
36	B	092-490-08	$5,395.38	$0.00	$0.00	$5,395.38
37	B	092-490-09	$5,395.38	$0.00	$0.00	$5,395.38
38	B	092-490-10	$5,395.38	$0.00	$0.00	$5,395.38
39	B	092-490-11	$5,395.38	$0.00	$0.00	$5,395.38
40	B	092-490-12	$5,395.38	$0.00	$0.00	$5,395.38
41	B	092-490-13	$5,395.38	$0.00	$0.00	$5,395.38
42	B	092-490-14	$5,395.38	$0.00	$0.00	$5,395.38
43	B	092-490-15	$5,395.38	$0.00	$0.00	$5,395.38
44	B	092-490-16	$5,395.38	$0.00	$0.00	$5,395.38

Exhibit B

**PAID AND UNPAID LIST
OF ASSESSMENTS IN
THE CITY OF STOCKTON
MORADA NORTH
ASSESSMENT DISTRICT NO. 2002-01**

Diagram and Assessment Number	Area	County Assessor's Parcel Number	Total Assessment	Cash Paid	Amount Credited	Unpaid Balance
45	B	092-490-17	$5,395.38	$0.00	$0.00	$5,395.38
46	B	092-490-18	$5,395.38	$0.00	$0.00	$5,395.38
47	B	092-490-19	$5,395.38	$0.00	$0.00	$5,395.38
48	B	092-490-20	$5,395.38	$0.00	$0.00	$5,395.38
49	B	092-490-21	$5,395.38	$0.00	$0.00	$5,395.38
50	B	092-490-22	$5,395.38	$0.00	$0.00	$5,395.38
51	B	092-490-23	$5,395.38	$0.00	$0.00	$5,395.38
52	B	092-490-24	$5,395.38	$0.00	$0.00	$5,395.38
53	B	092-490-25	$5,395.38	$0.00	$0.00	$5,395.38
54	B	092-480-27	$5,395.38	$0.00	$0.00	$5,395.38
55	B	092-480-28	$5,395.38	$0.00	$0.00	$5,395.38
56	B	092-480-29	$5,395.38	$0.00	$0.00	$5,395.38
57	B	092-480-30	$5,395.38	$0.00	$0.00	$5,395.38
58	B	092-480-31	$5,395.38	$0.00	$0.00	$5,395.38
59	B	092-480-32	$5,395.38	$0.00	$0.00	$5,395.38
60	B	092-480-33	$5,395.38	$0.00	$0.00	$5,395.38
61	B	092-480-34	$5,395.38	$0.00	$0.00	$5,395.38
62	B	092-480-35	$5,395.38	$0.00	$0.00	$5,395.38
63	B	092-480-36	$5,395.38	$0.00	$0.00	$5,395.38
64	B	092-480-37	$5,395.38	$0.00	$0.00	$5,395.38
65	B	092-480-38	$5,395.38	$0.00	$0.00	$5,395.38
66	B	092-480-39	$5,395.38	$0.00	$0.00	$5,395.38
67	B	092-480-40	$5,395.38	$0.00	$0.00	$5,395.38
68	B	092-480-41	$5,395.38	$0.00	$0.00	$5,395.38
69	B	092-480-42	$5,395.38	$0.00	$0.00	$5,395.38
70	B	092-490-26	$5,395.38	$0.00	$0.00	$5,395.38
71	B	092-490-27	$5,395.38	$0.00	$0.00	$5,395.38
72	B	092-490-28	$5,395.38	$0.00	$0.00	$5,395.38
73	B	092-490-29	$5,395.38	$0.00	$0.00	$5,395.38
74	B	092-490-30	$5,395.38	$0.00	$0.00	$5,395.38
75	B	092-490-31	$5,395.38	$0.00	$0.00	$5,395.38
76	B	092-490-32	$5,395.38	$0.00	$0.00	$5,395.38
77	B	092-510-1	$5,395.38	$0.00	$0.00	$5,395.38
78	B	092-510-2	$5,395.38	$0.00	$0.00	$5,395.38
79	B	092-510-3	$5,395.38	$0.00	$0.00	$5,395.38
80	B	092-510-4	$5,395.38	$0.00	$0.00	$5,395.38
81	B	092-510-5	$5,395.38	$0.00	$0.00	$5,395.38
82	B	092-510-6	$5,395.38	$0.00	$0.00	$5,395.38
83	B	092-510-7	$5,395.38	$0.00	$0.00	$5,395.38
84	B	092-510-8	$5,395.38	$0.00	$0.00	$5,395.38
85	B	092-510-9	$5,395.38	$0.00	$0.00	$5,395.38
86	B	092-510-10	$5,395.38	$0.00	$0.00	$5,395.38
87	B	092-510-11	$5,395.38	$0.00	$0.00	$5,395.38
88	B	092-510-12	$5,395.38	$0.00	$0.00	$5,395.38

Exhibit B

**PAID AND UNPAID LIST
OF ASSESSMENTS IN
THE CITY OF STOCKTON
MORADA NORTH
ASSESSMENT DISTRICT NO. 2002-01**

Diagram and Assessment Number	Area	County Assessor's Parcel Number	Total Assessment	Cash Paid	Amount Credited	Unpaid Balance
89	B	092-510-13	$5,395.38	$0.00	$0.00	$5,395.38
90	B	092-510-14	$5,395.38	$0.00	$0.00	$5,395.38
91	B	092-510-15	$5,395.38	$0.00	$0.00	$5,395.38
92	B	092-510-16	$5,395.38	$0.00	$0.00	$5,395.38
93	B	092-510-17	$5,395.38	$0.00	$0.00	$5,395.38
94	B	092-510-18	$5,395.38	$0.00	$0.00	$5,395.38
95	B	092-510-19	$5,395.38	$0.00	$0.00	$5,395.38
96	B	092-510-20	$5,395.38	$0.00	$0.00	$5,395.38
97	B	092-510-21	$5,395.38	$0.00	$0.00	$5,395.38
98	B	092-510-22	$5,395.38	$0.00	$0.00	$5,395.38
99	B	092-510-23	$5,395.38	$0.00	$0.00	$5,395.38
100	B	092-510-24	$5,395.38	$0.00	$0.00	$5,395.38
101	B	092-510-25	$5,395.38	$0.00	$0.00	$5,395.38
102	B	092-510-26	$5,395.38	$0.00	$0.00	$5,395.38
103	B	092-510-27	$5,395.38	$0.00	$0.00	$5,395.38
104	B	092-510-28	$5,395.38	$0.00	$0.00	$5,395.38
105	B	092-520-1	$5,395.38	$0.00	$0.00	$5,395.38
106	B	092-520-2	$5,395.38	$0.00	$0.00	$5,395.38
107	B	092-520-3	$5,395.38	$0.00	$0.00	$5,395.38
108	B	092-520-4	$5,395.38	$0.00	$0.00	$5,395.38
109	B	092-520-5	$5,395.38	$0.00	$0.00	$5,395.38
110	B	092-520-6	$5,395.38	$0.00	$0.00	$5,395.38
111	B	092-520-7	$5,395.38	$0.00	$0.00	$5,395.38
112	B	092-520-8	$5,395.38	$0.00	$0.00	$5,395.38
113	B	092-520-9	$5,395.38	$0.00	$0.00	$5,395.38
114	B	092-520-10	$5,395.38	$0.00	$0.00	$5,395.38
115	B	092-520-11	$5,395.38	$0.00	$0.00	$5,395.38
116	B	092-520-12	$5,395.38	$0.00	$0.00	$5,395.38
117	B	092-520-13	$5,395.38	$0.00	$0.00	$5,395.38
118	B	092-520-14	$5,395.38	$0.00	$0.00	$5,395.38
119	B	092-520-15	$5,395.38	$0.00	$0.00	$5,395.38
120	B	092-520-16	$5,395.38	$0.00	$0.00	$5,395.38
121	B	092-520-17	$5,395.38	$0.00	$0.00	$5,395.38
122	B	092-520-18	$5,395.38	$0.00	$0.00	$5,395.38
123	B	092-520-19	$5,395.38	$0.00	$0.00	$5,395.38
124	B	092-520-20	$5,395.38	$0.00	$0.00	$5,395.38
125	B	092-510-29	$5,395.38	$0.00	$0.00	$5,395.38
126	B	092-510-30	$5,395.38	$0.00	$0.00	$5,395.38
127	B	092-520-21	$5,395.38	$0.00	$0.00	$5,395.38
128	B	092-520-22	$5,395.38	$0.00	$0.00	$5,395.38
129	B	092-520-23	$5,395.38	$0.00	$0.00	$5,395.38
130	B	092-520-24	$5,395.38	$0.00	$0.00	$5,395.38
131	B	092-520-25	$5,395.38	$0.00	$0.00	$5,395.38
132	B	092-520-26	$5,395.38	$0.00	$0.00	$5,395.38

Exhibit B

**PAID AND UNPAID LIST
OF ASSESSMENTS IN
THE CITY OF STOCKTON
MORADA NORTH
ASSESSMENT DISTRICT NO. 2002-01**

Diagram and Assessment Number	Area	County Assessor's Parcel Number	Total Assessment	Cash Paid	Amount Credited	Unpaid Balance
133	B	092-520-27	$5,395.38	$0.00	$0.00	$5,395.38
134	B	092-520-28	$5,395.38	$0.00	$0.00	$5,395.38
135	B	092-520-29	$5,395.38	$0.00	$0.00	$5,395.38
136	B	092-520-30	$5,395.38	$0.00	$0.00	$5,395.38
137	B	092-520-31	$5,395.38	$0.00	$0.00	$5,395.38
138	B	092-520-32	$5,395.38	$0.00	$0.00	$5,395.38
139	B	092-520-33	$5,395.38	$0.00	$0.00	$5,395.38
140	B	092-520-34	$5,395.38	$0.00	$0.00	$5,395.38
141	B	092-510-31	$5,395.38	$0.00	$0.00	$5,395.38
142	B	092-510-32	$5,395.38	$0.00	$0.00	$5,395.38
143	B	092-510-33	$5,395.38	$0.00	$0.00	$5,395.38
144	B	092-510-34	$5,395.38	$0.00	$0.00	$5,395.38
145	B	092-510-35	$5,395.38	$0.00	$0.00	$5,395.38
146	B	092-510-36	$5,395.38	$0.00	$0.00	$5,395.38
147	B	092-510-37	$5,395.38	$0.00	$0.00	$5,395.38
148	B	092-510-38	$5,395.38	$0.00	$0.00	$5,395.38
149	B	092-510-39	$5,395.38	$0.00	$0.00	$5,395.38
150	B	092-510-40	$5,395.38	$0.00	$0.00	$5,395.38
151	B	092-510-41	$5,395.38	$0.00	$0.00	$5,395.38
152	B	092-510-42	$5,395.38	$0.00	$0.00	$5,395.38
153	B	092-510-43	$5,395.38	$0.00	$0.00	$5,395.38
154	B	092-510-44	$5,395.38	$0.00	$0.00	$5,395.38
155	B	092-510-45	$5,395.38	$0.00	$0.00	$5,395.38
156	B	092-510-46	$5,395.38	$0.00	$0.00	$5,395.38
157	B	092-510-47	$5,395.38	$0.00	$0.00	$5,395.38
158	B	092-510-48	$5,395.38	$0.00	$0.00	$5,395.38
159	B	092-510-49	$5,395.38	$0.00	$0.00	$5,395.38
160	B	092-510-50	$5,395.38	$0.00	$0.00	$5,395.38
161	B	092-510-51	$5,395.38	$0.00	$0.00	$5,395.38
162	B	092-510-52	$5,395.38	$0.00	$0.00	$5,395.38
Lot A	B	092-490-33	$0.00	$0.00	$0.00	$0.00
Lot B	B	092-480-43	$0.00	$0.00	$0.00	$0.00
Lot C	B	092-520-35	$0.00	$0.00	$0.00	$0.00
Lot D	B	092-510-53	$0.00	$0.00	$0.00	$0.00
163	C	092-080-15, 34,35	$411,484.77	$0.00	$0.00	$411,484.77
164	C	092-080-07	$30,505.87	$0.00	$0.00	$30,505.87
TOTAL			$4,045,000.00	$0.00	$0.00	$4,045,000.00

Resolution No. 02-0640

STOCKTON CITY COUNCIL

A RESOLUTION OVERRULING PROTESTS, APPROVING A FINAL ENGINEER'S REPORT AND LEVYING ASSESSMENTS, AND ORDERING ACQUISITION OF IMPROVEMENTS, AND DETERMINING ASSESSMENTS REMAINING UNPAID IN AND FOR WATERFORD ESTATES EAST ASSESSMENT DISTRICT PROJECT NO. 2002-03

CITY OF STOCKTON
Waterford Estates East Assessment District Project No. 2002-03

WHEREAS, the City Council (the "City Council") of the City of Stockton (the "City") has taken a series of actions preliminary to ordering the acquisition of improvements (the "Improvements") in its Waterford Estates East Assessment District Project No. 2002-03 (the "Assessment District"), which Improvements are briefly described in Exhibit A attached hereto; and

WHEREAS, on August 27, 2002, the City Council approved the proposed boundary map for the Assessment District and adopted the Resolution of Intention. The boundary map was filed for record in the office of the County Recorder of the County of San Joaquin on September 6, 2002, in Book 4 of Maps of Assessment and Community Facilities Districts at page 63; and

WHEREAS, in accordance with the Resolution of Intention, A.R. Sanguinetti & Associates, as Engineer of Work, filed with the City Clerk of the City on or before August 27, 2002, a preliminary report containing the matters required by Section 10204 of the Streets and Highways Code, which report was duly presented by the City Clerk to the City Council for consideration; and

WHEREAS, the City Council, by Resolution No. 02-0544 heretofore duly adopted on August 27, 2002, preliminarily approved the report, and fixed 5:30 P.M. or as soon thereafter as the matter may be heard, on Tuesday, October 15, 2002, at the regular meeting place of the City Council in the Council Chambers of the City, 425 N. El Dorado Street, Stockton, California 95202, as the time and place for a public hearing of protests on the acquisition of the Improvements, to the extent of said assessment district and to the levy of said assessment; and

WHEREAS, the City Council provided for the giving of notice of said public hearing of protests to said acquisition of the Improvements and of the property owner ballot procedure required by Article XIIID of the California Constitution (together with the property owner ballots); and

CITY CLERK

DATE OCT 0 2 2002

WHEREAS, the City Clerk has filed with the City Council a certificate setting forth the time and manner of the compliance with the requirements of law for mailing notices of the time and place for a public meeting and said public hearing thereon and notice of the property owner ballot procedure required by Article XIIID of the California Constitution (together with the property owner ballots); and the City Council hereby finds that notice of the time and place for a public meeting and said public hearing thereon and notice of the property owner ballot procedure required by Article XIIID of the California Constitution (together with the property owner ballots) has been mailed in the time, form and manner required by law; and

WHEREAS. on September 24, 2002, at the time and place as previously notified, the City Council held the public meeting and duly heard all interested parties desiring to be heard; and

WHEREAS, on October 15, 2002, at the time and place as previously notified, the City Council held the public hearing of protests, and duly heard all interested parties desiring to be heard; and

WHEREAS, in accordance with said Resolution No. 02-0544 and Article XIIID of the California Constitution, property owner ballots were provided to all of the property owners in said assessment district, and at the close of the public hearing, the City Clerk opened and tallied the property owner assessment ballots and filed her Certificate herein and the City Council found and determined that property owner ballots cast against the levy of said assessment did not exceed the property owner ballots cast in favor of the levy of said assessment; and

WHEREAS, the owner of all of the property within the Assessment District has filed with the City Clerk a Consent and Waiver form waiving, among other things, their entitlement to pay the assessments in cash within 30 days after the assessments are levied; and

WHEREAS, the Engineer of Work has prepared a Final Engineer's Report as directed by the City, a copy of which Final Engineer's Report is on file with the City Clerk; and

WHEREAS, the City Manager has filed with the City Clerk a list of all payments received on account of assessment levied in the Assessment District and all assessments or portions of assessments remaining unpaid, a copy of which Paid and Unpaid List is attached hereto as Exhibit B and incorporated herein; and

WHEREAS, the City shall issue limited obligation improvement bonds under the provisions of the Improvement Bond Act of 1915 upon the security of the assessments shown as unpaid on the attached Paid and Unpaid List;

NOW, THEREFORE, THE CITY COUNCIL HEREBY FINDS, DETERMINES AND RESOLVES, as follows:

Section 1. The foregoing recitals are true and correct and the City Council so finds and determines.

Section 2. The City Council finds that any and all protests against the proposed acquisition of public improvements (specifically all written protests not withdrawn in writing before the conclusion of the protest hearing) are made by the owners of less than one-half of the area of the land to be assessed. The City Council hereby overrules each of these protests, written and oral.

Section 3. The City has caused the distribution of assessment ballots, a summary of the procedures applicable to the completion, return and tabulation of assessment ballots, and a statement that the existence of a majority protest will result in the assessment not being imposed. The City hereby finds and declares that the ballot measure has been submitted to the voters owning land within the District and as all protests against the proposed assessment and the acquisition of construction of certain public improvements (specifically, written protests not withdrawn in writing before the conclusion of the protest hearing) are made by owners of land subject to less than one-half of the total assessment and that the assessment ballot measure has been passed and approved. Therefore, the City declares that the assessment is lawfully authorized, and directs the Clerk to cause a Notice of Assessment with respect to the property to be recorded in the office of the County Recorder of the County of San Joaquin.

Section 4. The City Council hereby approves the Final Engineer's Report and each component part of it, including each exhibit incorporated by reference in the report.

Section 5. The City Council finds that the Engineer of Work, in the Final Engineer's Report, has fairly and properly apportioned the cost of the Improvements to each parcel of land in the assessment district in proportion to the estimated benefits to be received by each parcel, respectively, from the Improvements. The City Council hereby confirms and levies each individual assessment as stated in the Final Engineer's Report.

Section 6. The City Council hereby orders the acquisition of the Improvements as detailed in the Final Engineer's Report and authorizes and directs the City Manager or Assistant City Manager thereof, for and in the name and on behalf of the City, to execute and deliver an Acquisition Agreement in form and substance as is approved by the City Attorney and Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 7. The City Council hereby confirms the assessment and the Assessment Diagram as now on file with it, and declares the Engineer's Report and said Assessment Diagram as contained therein are hereby adopted and confirmed.

Section 8. The City Council hereby finds and determines that the owner of the parcels assessed in these proceedings has executed and filed with the City Clerk a form of Consent and Waiver by which the entitlement otherwise given to such owner to pay all or any part of the subject assessment or assessments in cash has been waived.

Accordingly, this City Council hereby authorizes and directs the City Manager, Assistant City Manager to proceed forthwith, without the necessity of the 30-day cash payment period otherwise required, to provide for issuance, sale and delivery of limited obligation improvement bonds in a principal amount equal to the assessments levied.

Section 9. Bonds representing unpaid assessments, and bearing interest at a rate not to exceed twelve percent (12%) per annum, will be issued in the manner provided by the Improvement Bond Act of 1915 (Division 10, Streets and Highways Code), and the last installment of the bonds shall mature not to exceed twenty-nine (29) years from the second day of September next succeeding twelve (12) months from their date.

Section 10. The City Clerk shall transmit a copy of this resolution, together with the Paid and Unpaid List attached as Exhibit B, to the County Auditor/Controller of the County of San Joaquin. The County Auditor/Controller is requested to comply with the provisions of Section 8682 of the Streets and Highways Code in the collection of installments of these assessments on the assessment roll for taxes.

Section 11. This resolution shall take effect immediately upon its passage.

****

PASSED, APPROVED AND ADOPTED OCT 15 2002.

GARY A. PODESTO, Mayor
of the City of Stockton

ATTEST:

KATHERINE GONG MEISSNER
City Clerk of the City of Stockton

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02-0640

EXHIBIT A

DESCRIPTION OF IMPROVEMENTS

The improvements proposed to be acquired in Waterford Estates East Assessment District No. 2002-03 are briefly described as follows:

1. The construction of Waterford Estates East Unit No. 1, Unit No. 2, Unit No. 3 and Unit No. 4 improvements including; grading street sections and sub grade preparation; 3-inch, or 4-inch asphaltic concrete sections; 5-inch, 6-inch or 7-inch aggregate base sections; 4-inch, 5-inch or 7-inch aggregated sub base sections; roll type and/or vertical type curb, gutter 7 sidewalk, corner return wheel chair ramps; mid-block wheelchair ramp; type I catch basins; survey monument boxes; 100 W street lights; installation of domestic water system, installation of sanitary sewer system and rough grading.

2. The payment to Pacific Gas and Electric Company, a regulated pubic utility, for the performance of work and services by said utility for the design, inspection and building of a joint utility trench for the distribution of utilities to the streets and parcels within Waterford Estates East Unit Nos. 1-4.

3. Completion of all work auxiliary to any of the above improvements.

4. The acquisition of all lands and easements necessary for any of said work and improvements.

EXHIBIT B

PAID AND UNPAID LIST
OF ASSESSMENTS IN
THE CITY OF STOCKTON
WATERFORD ESTATES EAST
ASSESSMENT DISTRICT NO. 2002-01

ASSESSMENT NO.	ASSESSMENT AMOUNT	CASH PAID	AMOUNT CREDITED	UNPAID BALANCE
1	$1,583,673.50	-0-	-0-	$1,583,673.50
2	$2,416,326.50	-0-	-0-	$2,416,326.50

02-0640

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307-417-000

RESOLUTION OF INTENTION NO. 88-0699

BEFORE THE CITY COUNCIL OF THE CITY OF
STOCKTON, CALIFORNIA

A RESOLUTION OF PRELIMINARY DETERMINATION AND OF INTENTION TO ACQUIRE AND/OR CONSTRUCT IMPROVEMENTS, AND TO LEVY AN ANNUAL ASSESSMENT FOR THE COSTS INCURRED IN THE ADMINISTRATION AND COLLECTION OF ASSESSMENTS

NORTH STOCKTON 1988 INTERIM SEWER IMPROVEMENTS
ASSESSMENT DISTRICT
PROJECT NO. 88-2

RESOLVED, by the City Council of the City of Stockton, California, that in its opinion the public interest, convenience and necessity require and that it is the intention of said Council to order the acquisition and/or construction of the improvements hereinafter described, and to levy an annual assessment for the cost of the administration and collection of assessments.

1. Whenever any public way is herein referred to as running between two public ways, or from or to any public way, the intersections of the public ways referred to are included to the extent that work shall be shown on the plans to be done therein.

2. Said streets and highways are more particularly shown in the records on file in the office of the County Recorder of San Joaquin County, California, and are shown upon the plans herein referred to and filed with the Clerk of said City.

3. All of said work and improvements are to be constructed at the places and in the particular locations, of the forms, sizes, dimensions and materials, and at the lines, grades and elevations as shown and delineated upon the plans, profiles and specifications to be made therefor, as hereinafter provided.

4. There is to be excepted from the work herein described any of such work already done to line and grade and marked excepted or shown not to be done on said plans, profiles and specifications.

5. Said improvements to be acquired and/or constructed herein are to provide sanitary sewer service to five major infill development projects, namely, Country Greens, Oak Grove Estates, Sperry Ranch, Twin Creek Estates, and Weber Ranch, and including improvements to the Kelly/Mosher Pump Station, all in the City of Stockton, California, and are more particularly described as follows:

(a) The construction of the following sanitary sewer facilities to provide additional capacity to existing facilities to allow limited growth to proceed in that portion of the City of Stockton located north of the Calaveras River:

(1) An .8 mile gravity sewer addition, consisting of 15-inch, 18-inch and 24-inch diameter lines with manholes and appurtenant facilities, along March Lane between an existing manhole located 1000 feet east of the intersection of Pacific Avenue and March Lane, and the new Camanche Pumping Station located in the vicinity of the existing Camanche Ridgeway Pump Station north of March Lane at its intersection with the EBMUD aqueduct;

(2) A 1/4 mile gravity sewer extension, consisting of 27-inch and 24-inch diameter lines with manholes and appurtenant facilities within Hammer Lane between West Lane and Montauban Avenue, and connecting to existing manholes and sewer lines at both ends of the extension;

(3) Replacement of an existing 0.5 mgd. capacity pump station with a new 2.0 to 2.4 mgd. capacity Camanche Pump Station, including a dry pit factory built station, an above ground electrical building, miscellaneous pipework and appurtenant facilities, and the relocation of the existing chemical storage and feed equipment used for odor control;

APPROVED
Date FEB 15 1989

(4) Pump and control system improvements at the existing Plymouth (Lincoln Village East) and Cumberland (Lincoln Village West) Pump Stations to eliminate deficiencies in operational capacity;

(5) Improvements to the existing North (Swenson Park) Pump Station, including expansion of pump capacity to 21 mgd, addition of standby power and pump surge control facilities, modification of pump controls, and addition of necessary building enclosures;

(6) Improvements to the existing Smith's Canal Pump Station, including expansion of pump capacity to 39 mgd, addition of standby power and pipeline surge control facilities, modification of pump controls, and addition of necessary building enclosures;

(7) Improvements to the existing Kelley Mosher Pump Station, including installation of booster pumps, surge control facilities, and modification of pump controls.

(b) The doing of all work auxiliary to any of the above and necessary to complete the same; and

(c) The acquisition of all lands and easements necessary for any of said work and improvements.

6. Notice is hereby given of the fact that in many cases said work and improvements will bring the finished work to a grade different from that formerly existing, and that to said extent said grades are hereby changed and that said work will be done to said changed grades. It is hereby determined that to eliminate any disparity in level between the improvements and private property, it is in the public interest and more economical to do such work on private property than to adjust the work on public property.

7. Said Council does hereby adopt and establish as the official grades for said work the grades and elevations to be shown upon said plans, profiles and specifications. All such grades and elevations are to be in feet and decimals thereof with reference to the datum plane of the City.

8. The description of the acquisitions and/or improvements and the termini of the work contained in this Resolution are general in nature. All items of work do not necessarily extend for the full length of the description thereof. The plans and profiles of the work and maps and descriptions, as contained in the Engineer's report, shall be controlling as to the correct and detailed description thereof.

9. Said contemplated acquisition and/or construction of improvements, in the opinion of this Council, are of more than local or ordinary public benefit, and the costs and expenses thereof are made chargeable as hereinafter set forth upon an assessment district, the exterior boundaries of which district are described in Exhibit A, attached hereto, and delineated upon a map thereof, entitled, "Proposed Boundaries of North Stockton 1988 Interim Sewer Improvements Assessment District, Project No. 88-2", on file with the City Clerk of said City, to which reference is hereby made for further particulars. Said map indicates by a boundary line the extent of the territory included in the proposed district and shall govern for all details as to the extent of the assessment district.

10. Said Council further declares that all public streets and highways within said assessment district in use in the performance of a public function as such shall be omitted from the assessment hereafter to be made to cover the costs and expenses of said acquisition and/or construction of improvements.

83-0699

11. Notice is hereby given that serial bonds to represent unpaid assessments, and bear interest at a rate not to exceed the maximum rate provided in Articles 1 and 3, Bond Plan B, of Division 6 of the Stockton Improvement Procedure Code, and that the applicable provisions of Part 11.1 of the Improvement Bond Act of 1915, providing an alternative procedure for the advance payment of assessments and the calling of bonds, shall apply. The last installment of such bonds shall mature not to exceed twenty-four (24) years from the second day of September next succeeding twelve (12) months from their date, principal and interest to be reasonably amortized, the proceeds of said bonds to be invested and interest thereon paid into the redemption fund of said bonds.

The City Council finds and declares that a special reserve fund as provided in Part 16 of said Act shall be required, the amount thereof to be fixed and determined upon the sale of the bonds.

The City Council hereby determines that the City will not obligate itself to advance available funds from the City Treasury to cure any deficiency which may occur in the bond redemption fund. Such determination shall not prevent the City from, in its sole discretion, so advancing funds.

The City Council hereby covenants with the holders of said assessment bonds to be issued herein that it will, within a reasonable time following the due date of any delinquent installment of assessments securing the bonds to be issued, commence and thereafter diligently prosecute to completion a foreclosure action regarding such delinquent installment of assessment.

12. Except as herein otherwise provided for the issuance of bonds, all of said improvements shall be done pursuant to the provisions of Article 4 of Division 5 of the Stockton Improvement Procedure Code.

13. Reference is hereby made to proceedings had pursuant to Article 1 of Division 5 of said Code, and Division 4 of the Streets and Highways Code of the State of California, on file with the City Clerk.

14. Notice is hereby given that, in the opinion of this Council, the public interest will not be served by allowing the property owners to take the contract for the construction of the improvements, and that, pursuant to Section 10502.4 of the Streets and Highways Code, no notice of award of contract shall be published.

15. Said proposed acquisition and/or construction of improvements are hereby referred to City Director of Public Works as Engineer of Work, being a competent firm employed by the City for that purpose; and the Engineer is hereby directed to make and file with the City Clerk a report in writing, presenting the following:

(a) Maps and descriptions of the lands and easements, and a general description of any works or appliances to be acquired;

(b) Plans and specifications of any proposed improvements to be constructed;

(c) Engineer's statement of the itemized and total estimated costs and expenses of said acquisitions and/or improvements and of the incidental expenses in connection therewith;

(d) Diagram showing the assessment district above referred to, and also the boundaries and dimensions of the respective subdivisions of land within the City as the same existed at the time of the passage of this Resolution of Intention, each of which subdivisions, including each separate condominium interest as defined in Section 783 of the Civil Code of the State of California, shall be given a separate number upon said diagram;

38-0677

(e) A proposed assessment of the total amount of the costs and expenses of the proposed acquisitions and/or improvements upon the several subdivisions of land in the district in proportion to the estimated benefits to be received by such subdivisions, respectively, from the acquisition and/or construction of improvements, and of the expenses incidental thereto.

(f) A proposed maximum annual assessment upon each of the several subdivisions of land in the district to pay costs incurred by the City and not otherwise reimbursed which result from the administration and collection of assessments or from the administration or registration of any associated bonds and reserve or other related funds.

16. If any excess shall be realized from the assessment, it shall be used in such amounts as the Council may determine, in accordance with the provisions of law for one or more of the following purposes:

(a) Transfer to the general fund of the City, provided that the amount of any such transfer shall not exceed the lesser of $1,000 or 5% of the total amount expended from the improvement fund;

(b) As a credit upon the assessment and any supplemental assessment in accordance with the provisions of Sections 9-238(a) and (b) of the Stockton Improvement Procedure Code;

(c) To reimburse the City for any contributions or advances to or for the construction fund that were not pledged in this Resolution of Intention;

(d) For the maintenance of the improvements or a specified part thereof.

17. NOTICE IS FURTHER GIVEN that it is the intention of this Council to include in each annual installment of principal and interest on the bonds issued to represent unpaid assessments a maximum amount of two percent (2%) of the installment to reimburse the City for the cost of administration and collection of such annual installments and the registration, administration and payment of the bonds issued or the reserve or any related funds.

PASSED AND ADOPTED this 21st day of February, 1989, by the following vote:

Ayes: Councilmembers Bonner, Lang, Linnerman, McGaughey, Oliva, Weaver, Vice-Mayor Coale
Noes: None
Absent: Councilmember Clayton and Mayor Fass

Barbara Fass
BARBARA FASS, Mayor
City of Stockton

ATTEST:

Frances Hong
FRANCES HONG, City Clerk
of the City of Stockton

88-0697

DESCRIPTION

AREA NO. 1
NORTH STOCKTON 1988 SEWER INTERIM IMPROVEMENTS
ASSESSMENT DISTRICT

ALL THAT CERTAIN REAL PROPERTY SITUATED IN THE COUNTY OF SAN JOAQUIN, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

PARCEL ONE:

ALL THAT PORTION OF THE FOLLOWING DESCRIBED PROPERTY, LYING WESTERLY OF THE WESTERLY LINE OF LAND DESCRIBED IN DEED TO THE STATE OF CALIFORNIA, RECORDED APRIL 24, 1968 IN VOL. 3204 OF OFFICIAL RECORDS, PAGE 28, SAN JOAQUIN COUNTY RECORDS.
A PARCEL OF REAL PROPERTY SITUATE IN SECTIONS 7 AND 8, TOWNSHIP 2 NORTH, RANGE 6 EAST, MOUNT DIABLO BASE AND MERIDIAN AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF SAID SECTION 7, NEAR THE SOUTHERLY BANK OF THE DRAINAGE CHANNEL, KNOWN AS BEAR CREEK EXTENSION; THENCE EASTERLY ALONG THE NORTH LINE OF THE NORTHWEST 1/4 OF SAID SECTION 7, 3180.00 FEET TO THE NORTHEAST CORNER OF SAID NORTHWEST 1/4 OF SECTION 7; THENCE EASTERLY ALONG THE NORTH LINE OF THE NORTHEAST 1/4 OF SAID SECTION 7, 2647.00 FEET TO THE CORNER OF SECTIONS 5, 6, 7 AND 8, TOWNSHIP 2 NORTH, RANGE 6 EAST, MOUNT DIABLO BASE AND MERIDIAN; THENCE EASTERLY ALONG THE NORTH LINE OF THE NORTHWEST 1/4 OF SAID SECTION 8, 630.4 FEET, MORE OR LESS, TO ITS INTERSECTION WITH THE WESTERLY LINE OF THORNTON ROAD; THENCE ALONG THE WESTERLY LINE OF THORNTON ROAD, FORMERLY TELEGRAPH ROAD, SOUTH 42° 55' EAST, 1834.6 FEET, MORE OR LESS,TO AN IRON PIPE SET IN CONCRETE AT THE INTERSECTION OF THE WESTERLY LINE OF THORNTON ROAD, WITH THE NORTH LINE OF THE SOUTH 1/2 OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 8; THENCE ALONG LAST MENTIONED LINE, BEING THE NORTH LINE OF PROPERTY OF FINKBOHNER, NORTH 88° 54' WEST, 1881.00 FEET TO AN IRON PIPE IN THE WEST LINE OF SAID SECTION 8; THENCE SOUTH 1.50 FEET TO AN IRON PIPE; THENCE ALONG THE NORTH LINE OF FINKBOHNER PROPERTY, THENCE ALONG THE DRAIN DITCH ON THE WEST LINE OF FINKBOHNER PROPERTY, SOUTH 1° 03' 30" WEST 2431.43 FEET TO AN IRON PIPE AT BRACE POST IN THE NORTH LINE OF THE LAND FORMERLY OWNED BY GEORGE SHIMA, AND NOW THE ESTATE OF JOHN C. KELLEY; THENCE ALONG THE LAST MENTIONED NORTH LINE OF LAND FORMERLY OWNED BY GEORGE SHIMA, AND NOW THE ESTATE OF JOHN C. KELLEY, NORTH 88° 49' 30" WEST, 3139.43 FEET TO A POINT IN THE WEST LINE OF SAID SECTION 7, FROM WHICH AN OLD IRON PIPE IN THE WEST LINE OF SAID SECTION 7 BEARS NORTH 0° 11' 30" EAST, 100 FEET; THENCE ALONG THE WEST LINE OF SAID SECTION 7, NORTH 0° 11' 30" EAST, 100 FEET TO THE ABOVE MENTIONED IRON PIPE; CONTINUE NORTH 0° 11' 30" EAST, 3771.20 FEET TO THE POINT OF BEGINNING AT THE NORTHWEST CORNER OF SAID SECTION 7.

PARCEL TWO:

THE CERTAIN PARCEL OF LAND DESCRIBED IN DEED EXECUTED BY THE STATE OF CALIFORNIA TO LOUIS G. BALDWIN, RECORDED APRIL 2, 1973 IN VOL. 3750 OF OFFICIAL RECORDS, PAGE 682, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

* CONTINUE ON NEXT PAGE *

EXHIBIT A

98-0699

BEGINNING AT THE MOST WESTERLY CORNER OF THE LAND DESCRIBED IN THE DEED RECORDED DECEMBER 1, 1950 IN VOL. 1319 OF OFFICIAL RECORDS, PAGE 52, SAN JOAQUIN COUNTY RECORDS; THENCE ALONG THE SOUTHWESTERLY BOUNDARY, THE FOLLOWING TWO COURSES; SOUTH 49° 08' 55" EAST, 110.00 FEET; AND NORTH 89° 15' 00" EAST, 63.13 FEET; THENCE NORTH 20° 44' 00" WEST, 73.99 FEET TO A POINT AFORESAID NORTHERLY LINE; THENCE ALONG LAST SAID LINE, NORTH 89° 04' 55" WEST, 120.15 FEET TO THE POINT OF BEGINNING.

PARCEL THREE

THAT PORTION OF THE FRONTAGE ROAD RIGHT-OF-WAY KNOWN AS MARINERS DRIVE ALONG THE WEST SIDE OF THE INTERSTATE 5 RIGHT-OF-WAY WHICH IS CONTIGUOUS WITH THE ABOVE DESCRIBED PARCELS ONE AND TWO.

R.W. SIEGFRIED & ASSOCIATES

CONSULTING CIVIL ENGINEERS

ROBERT W. SIEGFRIED
ARNOLD R. SCHAMBER
JAMES F. YOST
WAYNE M. WEST
ROBERT G. CELUM
LEX A. CORRALES
LYNN M. SUTTON
STEPHEN R. THUMLERT
ALAN E. LINDE

SUBDIVISIONS
MUNICIPAL IMPROVEMENTS
STRUCTURES
BUILDING DESIGN
SURVEYS

REPLY TO:
√ STOCKTON
( ) TRACY

DESCRIPTION

AREA NO. 2
NORTH STOCKTON 1988 SEWER INTERIM IMPROVEMENTS
ASSESSMENT DISTRICT

Beginning at the southeast corner of Section 7, Township 2 North, Range 6 East, Mount Diablo Base and Meridian, as said section corner as shown on the Record of Survey, filed in Book 29 of Surveys, Page 135, San Joaquin County Records; thence North 89° 03' 53" West 2,134.11 feet; thence North 65° 58' 07" West 340.07 feet; thence North 40° 31' 07" West 707.04 feet; thence North 33° 45' 07" West 867.05 feet; thence North 50° 58' 07" West 120.01 feet; thence North 70° 58' 07" West 120.00 feet; thence South 89° 16' 53" West 354.96 feet to the easterly line of the Interstate Highway Route No. 5 right-of-way; thence North 20° 42' 07" West 63.08 feet along said easterly line; thence South 88° 53' 41" East 86.68 feet; thence North 39° 17' 49" West 65.66 feet to the south line of Colonial Estates North, Unit No. 5 Subdivision; thence South 88° 53' 41" East 1,227.23 feet along the south line of said Colonial Estates North, Unit No. 5 Subdivision and also along the south line of Colonial Estates North, Unit No. 11 Subdivision; thence South 88° 42' 19" East 2,710.62 feet along the south line of Colonial Estates North, Unit No. 9 Subdivision and Colonial Estates North, Unit No. 10 Subdivision; thence South 01° 12' 34" East 43.66 feet; thence South 67° 48' 26" West 16.00 feet; thence South 00° 02' 57" East 1,515.51 feet to the point of beginning, containing 107.985 acres, more or less.

Robert G. Celum

#6076
11/23/88

MAIN OFFICE 4045 CORONADO AVENUE STOCKTON, CALIFORNIA 95204-2308 Telephone (209) 943-3031 FAX Telephone (209) 943-0214
TRACY BRANCH OFFICE 3120 TRACY BOULEVARD, SUITE D TRACY, CALIFORNIA 95376-1719 Telephone (209) 835-2300

88-0679

R.W. SIEGFRIED & ASSOCIATES

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STEPHEN R. THUMLERT
ALAN S. LINDE

SUBDIVISIONS
MUNICIPAL IMPROVEMENTS
STRUCTURES
BUILDING DESIGN
SURVEYS

REPLY TO:
☑ STOCKTON
☐ TRACY

DESCRIPTION

AREA NO. 3
NORTH STOCKTON 1988 SEWER INTERIM IMPROVEMENTS
ASSESSMENT DISTRICT

Beginning at the center of Section 10, Township 2 North, Range 6 East, Mount Diablo Base and Meridian, as said center of Section 10 is shown on the Record of Survey, filed in Book 29 of Surveys, Page 134, San Joaquin County Records; thence South 00° 06' 02" East 2,580.40 feet; thence North 89° 35' 51" West 29.88 feet; thence South 00° 06' 02" East 12.00 feet; thence North 87° 35' 12" West 68.58 feet; thence North 89° 26' 11" West 1,095.00 feet; thence North 00° 33' 48" East 12.00 feet; thence North 89° 26' 11" West 37.00 feet; thence North 44° 26' 11" West 40.27 feet; thence North 89° 26' 11" West 85.28 feet to the easterly line of the 100-foot wide right-of-way for the Union Pacific Railroad Company; thence North 23° 18' 46" West 2,804.41 feet to the north line of the South one-half (S½) of said Section 10; thence South 89° 05' 26" East 2,449.30 feet along said quarter section line to the point of beginning.

Robert G. Celum

LICENSED LAND SURVEYOR
ROBERT G. CELUM
No. 3198
Exp.
STATE OF CALIFORNIA

#6076
11/23/88
Revised 1/23/89
Revised 2/3/89

MAIN OFFICE 4046 CORONADO AVENUE STOCKTON, CALIFORNIA 95204-2398 Telephone (209) 943-2021 FAX Telephone (209) 942-0214
TRACY BRANCH OFFICE 3128 TRACY BOULEVARD, SUITE B TRACY, CALIFORNIA 95376-1713 Telephone (209) 835-5300

88-0699

DESCRIPTION

AREA NO. 4
NORTH STOCKTON 1988 SEWER INTERIM IMPROVEMENTS ASSESSMENT DISTRICT

Being a portion of Sections 28, 29 and 40 of the C. M. Weber Grant, situate in the City of Stockton, County of San Joaquin, State of California, more particularly described as follows:

Beginning at the northeast corner of the 92.883 acre parcel of land shown on that certain Map of Survey, filed for record in Book of Surveys, Volume 28, Page 121, San Joaquin County Records; thence North 49°10'48" East 1,685.38 feet along the southeasterly boundary of the East Bay Municipal Utility District right-of-way to a point on the boundary of that certain parcel of land described in deed to the City of Stockton recorded as Instrument No. 83002307; thence along said boundary the following four (4) courses: (1) from a tangent bearing South 37°15'25" East along the arc of a curve to the right having a radius of 1,600 feet, a central angle of 01°08'52", an arc length of 32.05 feet, and a chord bearing South 36°41'10" East 32.05 feet; (2) North 57°45'07" East 84.57 feet; (3) along the arc of a curve to the right having a radius of 800 feet, a central angle of 32°08'26", an arc length of 448.77 feet, and a chord bearing North 73°49'20" East 442.91 feet; and (4) North 89°53'33" East 354.95 feet to a point on the northwesterly boundary of the one hundred foot (100') wide Southern Pacific Railroad right-of-way; thence South 03°43'44" West 3,973.26 feet along said boundary; thence South 72°45'55" West 1,007.01 feet to a point on the northerly projection of the east boundary of the 53.216 acre net parcel of land shown on said Map of Survey, filed for record in Book of Surveys, Volume 28, Page 121; thence along said projection and said net boundary the following five (5) courses: (1) South 17°14'05" East 1,965.75 feet; (2) South 59°02'00" West 420.85 feet; (3) South 84°13'45" West 640.74 feet; (4) South 70°11'15" West 212.74 feet; and (5) South 80°51'19" West 101.14 feet to a point on the westerly boundary of said 53.216 acre parcel of land; thence northerly and northeasterly along said boundary, crossing Bianchi Road and along the westerly boundary and northwesterly boundary of the said 92.883 acre parcel of land the following four (4) courses: (1) North 15°34'42" West 380.65 feet; (2) along the arc of a curve to the left having a radius of 11,514.16 feet, a central angle of 01°35'00", an arc length of 318.19 feet, and a chord bearing North 16°22'12" West 318.18 feet; (3) North 17°09'42" West 3,815.18 feet to a point on the southeasterly boundary of said East Bay Municipal Utility District right-of-way; and (4) North 49°11'41" East 1,449.72 feet along said boundary to the point of beginning, containing 289.497 acres, more or less.

STOCKTON CITY COUNCIL

A RESOLUTION DETERMINING UNPAID ASSESSMENTS
AND PROVIDING FOR ISSUANCE OF BONDS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

RESOLVED, by the City Council of the City of Stockton, California, that

WHEREAS, on August 27, 1990, this Council adopted its Resolution No. 90-0606, a Resolution of Preliminary Determination and of Intention to Acquire and/or Construct Improvements, relating to the acquisition and/or construction of public improvements in said City under and pursuant to the provisions of Article 4, Division 5 of the Stockton Improvement Procedure Code, and amendments thereto, and did therein provide that serial or term bonds would be issued pursuant to the provisions of Articles 1 and 3, Bond Plan B (NSR), of Division 6 of said Code, as amended, reference to said Resolutions, as amended, hereby being expressly made for further particulars;

WHEREAS, notice to pay assessments has been duly published and mailed, and the time within which assessments may be paid in cash has been waived by all owners of property to be assessed, and the Director of Finance has signed and filed in his office a list of assessments which remain unpaid; and

WHEREAS, this Council has duly considered said list and has determined that the same is an accurate statement thereof;

NOW, THEREFORE, IT IS ORDERED as follows:

1. The assessments in the unpaid list which now remain unpaid, and the aggregate thereof, are as shown in Exhibit A, hereto attached, and by reference made a part hereof.

2. For a particular description of the lots and parcels of land bearing the respective assessment numbers set forth in said unpaid list and upon which assessments remain unpaid, severally and respectively, reference is hereby made to the assessment and diagram filed in the office of the Superintendent of Streets of said City after confirmation by the Council, the several lots or parcels of land represented by assessment numbers being so numbered and designated upon the diagram and assessment as so confirmed and recorded, severally and respectively.

3. The unpaid list is in the amount of $14,733,000, of which the sum of $8,829,800 is applicable to Phase I of the project, and the remaining $5,903,200 is applicable to Phase II for which financing is not required until further construction has been completed; bonds shall be issued upon the security of the unpaid assessments applicable to Phase I of the project in the sum of $8,829,800 and in accordance with the provisions of Articles 1 and 3, Bond Plan B (NSR), of Division 6 of said Code, and under and pursuant to the provisions of

CITY ATTY REVIEW GDP

DATE OCT 0 3 1990

the Resolution of Intention and the proceedings thereunder duly had and taken; the bonds shall be in fully registered form only and shall not be de-registerable, shall be numbered in sequence, shall be dated October 17, 1990, shall be in denominations of $5,000 or integral multiples thereof, except the first bond in an odd amount, and their respective interest rates and dates of maturity are as shown in Exhibit B, hereto attached, and by reference made a part hereof. The bonds shall bear interest from October 17, 1990, which shall be payable semi-annually on the second day of March and September in each year, with the first interest payable on the second day of March, 1991, and shall be payable on the basis of a 360-day year divided into 12 months of 30 days each. Interest is payable by check or draft mailed on the payment date to the registered owner at the registered owner's address as it appears on the records of the paying agent or at such address as may have been filed with the paying agent for that purpose as of the 15th day immediately preceding each interest payment date.

4. The bonds maturing on September 2 in the years 1992 through 2005, inclusive, shall be issued as serial bonds, and the bonds maturing on September 2, 2020, shall be issued as term bonds. The unpaid assessments as shown on the list filed with the Director of Finance of the City and determined by the Council, together with the interest thereon, shall remain and constitute a trust fund for the redemption and payment of the bonds and of the interest which may be due thereon, which unpaid assessments shall be payable in annual installments corresponding in number and proportionate amounts to the number of installments and principal amount of bonds maturing or becoming subject to mandatory prior redemption in each year. An annual proportion of each assessment shall be payable in each fiscal year preceding the date of maturity or mandatory prior redemption date of each of the bonds which have been issued, sufficient to pay the bonds when due. Such proportion of each assessment coming due in any year, together with the annual interest thereon, shall be payable in the same manner and at the same time and in the same installments as the general taxes of said City on real property are taxable, and shall become delinquent at the same time and in the same proportionate amounts and bear the same proportionate penalties for delinquency. There shall be included in each annual installment of principal and interest on the bonds issued to represent unpaid assessments a maximum amount of two percent (2%) of the installment to reimburse the City for the cost of administration and collection of such annual installments and the registration, administration and payment of the bonds issued or the reserve or any related funds.

5. The City Council has determined that the City will not obligate itself to advance available funds from the City Treasury to cure any deficiency which may occur in the

bond redemption funds. Such determination shall not prevent the City, in its sole discretion, from so advancing funds. The Director of Finance shall establish a special reserve fund as additional security for the payment of the bonds as provided in Part 16 of the Improvement Bond Act of 1915 in the initial amount of five percent (5%) of the bonds issued.

6. The bonds shall be signed by the City Clerk and Director of Finance of the City, or bear the engraved, printed or lithographed signature of those officers, and the official seal of the City may be affixed to the bonds by printed, lithographed or other reproduction thereof. The bonds shall be substantially in the form set forth in the Improvement Bond Act of 1915 with appropriate changes in the wording to show that they are issued pursuant to Bond Plan B (NSR), of Division 6 of the Stockton Improvement Procedure Code and are payable at the principal Corporate Trust Office of the registrar, transfer agent and paying agent of the City, the Bank of America National Trust & Savings Association, San Francisco, California (hereinafter the "Agent"). The Director of Finance and City Clerk are hereby authorized and directed to execute said bonds.

7. Each of the bonds is transferable only upon the registry book to be maintained by the Agent upon surrender of the bond duly endorsed or accompanied by a written instrument of transfer satisfactory to the Agent and executed by the registered holder thereof, or by attorney duly authorized in writing, and thereupon one or more new fully registered bonds of authorized denominations and of the same maturity, aggregating the principal amount of the bond surrendered for transfer, shall be issued to the transferee or transferees in exchange therefor, and upon payment of the City's and Agent's reasonable charges, if any, including any tax or governmental charge that may be imposed in connection with such transfer and exchange. No such transfer and exchange shall be required to be made during the 15 days immediately preceding any interest payment date, nor after notification to the Agent of a temporary suspension period pending selection of bonds for call and redemption, nor as to such bonds selected for call and redemption. Bonds so transferred shall bear interest from October 17, 1990, or the date prior to transfer to which interest has been paid, whichever is later.

8. Each bond, or portion thereof in the sum of $5,000 or integral multiples of such sum, may be redeemed and paid in advance of maturity upon the second day of March or September in any year by the City giving at least 30 days notice by registered or certified mail or by personal service to the registered owner at the applicable address shown on the registration books of the Agent by paying principal and accrued interest to the date of redemption, or surrender, whichever is earlier, together with a premium equal to three percent (3%) of the principal, except pursuant to the following mandatory redemption provisions relating to the term bonds.

The term bonds maturing on September 2, 2020 are also subject to mandatory advance redemption on each September 2, commencing September 2, 2006, by lot, at a redemption price equal to the principal amount to be redeemed, together with accrued interest to the date of redemption, without premium, in the following years and amounts:

Year	Redemption Amount
2006	$245,000.
2007	265,000.
2008	285,000.
2009	310,000.
2010	335,000.
2011	365,000.
2012	395,000.
2013	425,000.
2014	465,000.
2015	500,000.
2016	545,000.
2017	590,000.
2018	640,000.
2019	690,000.
2020 (Maturity)	750,000.

In the event of a partial redemption of the term bonds other than through the foregoing mandatory sinking fund redemption payments, the foregoing schedule of redemption payments shall be ratably reduced by the City.

9. The City Council covenants with the holders of said bonds to be issued herein that it will commence not later than August 15 following the date of delinquency in assessment installments, and thereafter diligently prosecute to completion a foreclosure action regarding such delinquent installments of assessments, in any year in which the sum of uncured delinquent installments of assessments securing the bonds exceeds five percent (5%) of the assessment installments posted to the tax roll for that fiscal year and the amount in the Special Reserve Fund is less than five percent (5%) of the then outstanding assessments.

The City further covenants that it shall neither take, nor permit to be taken, any action which would jeopardize the tax exempt status of the bonds under section 148 of the Internal Revenue Code of 1986, and regulations thereunder, in effect on the date of this resolution, and will take all reasonable actions required to maintain the status of the bonds as exempt from federal income taxes and California personal income taxes.

10. The Director of Finance shall establish the following five (5) funds to be maintained by the Director of Finance for the administration of the bond proceeds, the payment of principal and interest on the bonds, and the collection of assessments in the proceedings:

A. Improvement Fund. There shall be deposited in the improvement fund the net proceeds of the sale of the bonds less the amounts specified in subparagraphs B and C below, and all amounts paid on the assessments prior to bond issuance. Disbursements from the improvement fund shall be made by the Director of Finance in accordance with the budget of estimated costs and expenses set forth in the engineer's report, as amended, and approved by the City Council. The report and budget are subject to modification by the City Council from time to time as prescribed by the Municipal Improvement Act of 1913 and the Stockton Improvement Procedure Code. Any balance remaining in the improvement fund following the completion of and payment for the work in Phase I of the project shall be retained in the improvement fund for payment for the improvements in subsequent phases of the project and used as a credit to reduce the amount of bonds to be issued for future phases of the work.

B. Bond Redemption Fund. Capitalized interest, representing interest accruing on the bonds through September 2, 1991, from the proceeds of the sale of the bonds, and all payments of principal and interest installments, including prepaid installments and premiums, if any, collected on the assessments, together with penalties, if any, shall be deposited in the bond redemption fund, which shall be a trust fund for the benefit of the bondholders. Payment of the bonds at maturity, or at redemption (whether optional or mandatory) prior to maturity, and all interest on the bonds shall be made from the bond redemption fund.

C. Reserve Funds. There shall be deposited into a special reserve fund the amount of $441,490, which is five percent (5%) of the principal amount of the bonds, from the proceeds of the sale of the bonds. Proceeds of this fund shall be available for transfer into the redemption fund in accordance with section 8808 of the Streets and Highways Code for payment of delinquent assessment installments. Any amount so transferred shall be reimbursed to the special reserve fund from the proceeds of redemption or sale of the parcel for which payment was made from the special reserve fund.

(1) If any assessment is prepaid before final maturity of the bonds, the amount of principal which the assessee is required to prepay shall be reduced by an amount which is in the same ratio to the original amount of the special reserve fund as the original amount of the assessment being prepaid bears to the total amount of assessments originally levied in the proceedings for Phase I of the project, together with its pro rata share of the interest earned on said

amount of the special reserve fund. This reduction in the amount of principal prepaid shall be balanced by a transfer from the special reserve fund to the redemption fund in the same amount.

(2) The amount on deposit in this fund shall never exceed an amount equal to the lesser of the maximum annual debt service on the bonds or ten percent (10%) of the face amount of the bonds issued less any original issue discount.

(3) When the amount in this fund equals or exceeds the amount required to retire the remaining unmatured bonds (whether by advance retirement or otherwise), the amount of the special reserve fund shall be transferred to the bond redemption fund, and the remaining installments of principal and interest not yet due from assessed property owners shall be cancelled without payment.

D. Investment Earnings Fund. Amounts available for investment in the improvement fund, bond redemption fund, and special reserve fund shall be invested in accordance with the City's investment policy in legal investments for the City under applicable law for the moneys held pursuant to this resolution.. The earnings on the investments shall be deposited in the investment earnings fund.

E. Rebate Fund. The City covenants to calculate and rebate to the federal government in accordance with the Regulations, excess investment earnings to the extent required by Section 148(f) of the United States Internal Revenue Code of 1986, as amended.

11. The City shall not take, nor permit nor suffer to be taken by the Director of Finance or otherwise, any action with respect to the gross proceeds of the bonds which if such action had been reasonably expected to have been taken, or had been deliberately and intentionally taken, on the closing date of the bond issue would have caused the bonds to be "arbitrage bonds" within the meaning of section 148(e) of the Internal Revenue Code of 1986 (hereafter, the "Code") and regulations issued thereunder (hereafter, the "Regulations").

12. On the basis of the facts, estimates and circumstances now in existence and in existence on the date of issue of the bonds, as determined by the Director of Finance, the Director of Finance is authorized and directed to certify that it is not expected that the proceeds of said issue will be used in a manner that would cause such obligations to be arbitrage bonds. Such certification shall be delivered to the purchaser of the bonds at the time of delivery of and payment for the bonds.

13. The City shall assure that the following limitations, as defined by the Code and the Regulations, shall apply:

A. Not in excess of ten percent (10%) of the proceeds of the bonds is used for private business use if, in addition, the payment of the principal of, or the interest on more than ten percent (10%) of the proceeds of the bonds is (under the terms of the bonds or any underlying arrangement) directly or indirectly, (1) secured by any interest in property, or payments in respect of property, used or to be used for a private business use, or (2) to be derived from payments (whether or not to the City) in respect of property, or borrowed money, used or to be used for a private business use; and

B. In the event that in excess of five percent (5%) of the proceeds of the bonds is used for private business use if, in addition, the payment of the principal of, or the interest on more than five percent (5%) of the proceeds of the bonds is (under the terms of the bonds or any underlying arrangement) directly or indirectly, secured by any interest in property, or payments in respect of property, used or to be used for said private business use, or is to be derived from payments (whether or not to the City) in respect of property, or borrowed money, used or to be used for a private business use, then, (1) said excess over said five percent (5%) of the proceeds of the bonds which is used for private business use shall be used for a private business use related to a government use of such proceeds, and (2) each such private business use over five percent (5%) of the proceeds of the bonds which is related to a government use of such proceeds shall not exceed the amount of such proceeds which is used for the government use of proceeds to which such private business use is related.

14. The City shall assure that not in excess of the lesser of five percent (5%) of the proceeds of the bonds or $5,000,000 is to be used, directly or indirectly, to make or finance loans (other than loans constituting nonpurpose investments and other than loans which enable the borrower to finance any governmental tax or assessment of general application for a specific essential governmental function) to persons other than state or local government units, as defined in the Code and the Regulations.

15. The City shall not take any action, or permit or suffer any action to be taken if the result of the same would be to cause the bonds to be "federally guaranteed" within the meaning of section 149(b) of the Code and Regulations.

16. Without the consent of the registered owners of the bonds, the City hereafter may amend this resolution to add, modify or delete provisions as may be necessary or appropriate to assure compliance with section 148(f) of the Code or as otherwise may be necessary to assure the exemption of interest on the bonds from federal income taxation.

17. All actions mandated by this resolution to be performed by the Director of Finance may be performed by the designee thereof or such other official of the City or independent contractor, contractor, or trustee, duly authorized by the City Council of the City to perform such action or actions in furtherance of all or a specific portion of the requirements hereof.

18. Jurisdiction is hereby reserved to issue bonds, upon the security of and to represent unpaid assessments levied against the entire property within the boundaries of the assessment district, for future phases of the project improvements.

19. The City Clerk shall furnish a certified copy of this Resolution to the Director of Finance, to the Bank of America, National Trust and Savings Association, and to the County Auditor.

PASSED AND ADOPTED this 9th day of October, 1990, by the following vote:

Ayes:	Councilmembers Panizza, Rust, Vice Mayor Weaver, and Mayor Darrah
Noes:	None
Absent:	Councilmembers McCarthy, McGaughey, Minnick

Joan Darrah

JOAN DARRAH, Mayor
City of Stockton

ATTEST:

Frances Hong

FRANCES HONG, City Clerk
of the City of Stockton

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assessment No.	Description Assessor's Parcel No.	Amount Phase I	Amount Phase II	Total
1	APN 163-070-01	3,349,530.00	1,296,930.00	4,646,460.00
2	APN 163-070-02	1,177,210.00	528,130.00	1,705,340.00
3	APN 163-070-07	245,460.00	99,380.00	344,840.00
4	APN 163-070-22	60,240.00	103,170.00	163,410.00
5	APN 163-020-05	417,640.00	188,640.00	606,280.00
6	APN 163-020-10	515,780.00	228,770.00	744,550.00
7	APN 163-020-14	307,720.00	138,220.00	445,940.00
8	APN 163-020-09	164,400.00	281,520.00	445,920.00
9	APN 163-020-16	32,990.00	56,490.00	89,480.00
10	APN 163-020-11	50,080.00	85,750.00	135,830.00
11	APN 163-020-12	21,630.00	37,040.00	58,670.00
12	APN 163-020-17	47,810.00	81,860.00	129,670.00
13	APN 163-060-04	6,920.00	11,850.00	18,770.00
14	APN 163-060-03	7,900.00	13,520.00	21,420.00
15	APN 163-060-14	21,740.00	37,230.00	58,970.00
16	APN 163-060-13	392,300.00	534,510.00	926,810.00
17	APN 163-060-10	365,930.00	409,180.00	775,110.00
18	APN 163-060-05	443,700.00	716,160.00	1,159,860.00
19	APN 163-060-09	318,720.00	280,720.00	599,440.00
20	APN 163-060-06	361,250.00	618,590.00	979,840.00
21	APN 163-470-01	5,475.00	1,414.00	6,889.00
22	APN 163-470-02	5,475.00	1,414.00	6,889.00
23	APN 163-470-03	5,475.00	1,414.00	6,889.00
24	APN 163-470-04	5,475.00	1,414.00	6,889.00
25	APN 163-470-05	5,475.00	1,414.00	6,889.00
26	APN 163-470-06	5,475.00	1,414.00	6,889.00
27	APN 163-470-07	5,475.00	1,414.00	6,889.00
28	APN 163-470-08	5,475.00	1,414.00	6,889.00
29	APN 163-470-09	5,475.00	1,414.00	6,889.00
30	APN 163-470-10	5,475.00	1,414.00	6,889.00
31	APN 163-470-11	5,475.00	1,414.00	6,889.00
32	APN 163-470-12	5,475.00	1,414.00	6,889.00
33	APN 163-470-13	5,475.00	1,414.00	6,889.00
34	APN 163-470-14	5,475.00	1,414.00	6,889.00
35	APN 163-470-15	5,475.00	1,414.00	6,889.00
36	APN 163-470-16	5,475.00	1,414.00	6,889.00
37	APN 163-470-17	5,475.00	1,414.00	6,889.00
38	APN 163-470-18	5,475.00	1,414.00	6,889.00
39	APN 163-470-19	5,475.00	1,414.00	6,889.00
40	APN 163-470-20	5,475.00	1,414.00	6,889.00
41	APN 163-470-21	5,475.00	1,414.00	6,889.00
42	APN 163-470-22	5,475.00	1,414.00	6,889.00
43	APN 163-470-23	5,475.00	1,414.00	6,889.00
44	APN 163-470-24	5,475.00	1,414.00	6,889.00
45	APN 163-470-25	5,475.00	1,414.00	6,889.00
46	APN 163-470-26	5,475.00	1,414.00	6,889.00
47	APN 163-470-27	5,475.00	1,414.00	6,889.00

EXHIBIT A

90-0714

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assessment No.	Description Assessor's Parcel No.	Amount Phase I	Phase II	Total
48	APN 163-470-28	5,475.00	1,414.00	6,889.00
49	APN 163-470-29	5,475.00	1,414.00	6,889.00
50	APN 163-470-30	5,475.00	1,414.00	6,889.00
51	APN 163-470-31	5,475.00	1,414.00	6,889.00
52	APN 163-470-32	5,475.00	1,414.00	6,889.00
53	APN 163-470-33	5,475.00	1,414.00	6,889.00
54	APN 163-470-34	5,475.00	1,414.00	6,889.00
55	APN 163-470-35	5,475.00	1,414.00	6,889.00
56	APN 163-470-36	5,475.00	1,414.00	6,889.00
57	APN 163-470-37	5,475.00	1,414.00	6,889.00
58	APN 163-470-38	5,475.00	1,414.00	6,889.00
59	APN 163-470-39	5,475.00	1,414.00	6,889.00
60	APN 163-470-40	5,475.00	1,414.00	6,889.00
61	APN 163-470-41	5,475.00	1,414.00	6,889.00
62	APN 163-470-42	5,475.00	1,414.00	6,889.00
63	APN 163-470-43	5,475.00	1,414.00	6,889.00
64	APN 163-470-44	5,475.00	1,414.00	6,889.00
65	APN 163-470-45	5,475.00	1,414.00	6,889.00
66	APN 163-470-46	5,475.00	1,414.00	6,889.00
67	APN 163-470-47	5,475.00	1,414.00	6,889.00
68	APN 163-470-48	5,475.00	1,414.00	6,889.00
69	APN 163-470-49	5,475.00	1,414.00	6,889.00
70	APN 163-470-50	5,475.00	1,414.00	6,889.00
71	APN 163-470-51	5,475.00	1,414.00	6,889.00
72	APN 163-470-52	5,475.00	1,414.00	6,889.00
73	APN 163-470-53	5,475.00	1,414.00	6,889.00
74	APN 163-470-54	5,475.00	1,414.00	6,889.00
75	APN 163-470-55	5,475.00	1,414.00	6,889.00
76	APN 163-460-01	3,995.00	1,414.00	5,409.00
77	APN 163-460-02	3,995.00	1,414.00	5,409.00
78	APN 163-460-03	3,995.00	1,414.00	5,409.00
79	APN 163-460-04	3,995.00	1,414.00	5,409.00
80	APN 163-460-05	3,995.00	1,414.00	5,409.00
81	APN 163-460-06	3,995.00	1,414.00	5,409.00
82	APN 163-460-07	3,995.00	1,414.00	5,409.00
83	APN 163-460-08	3,995.00	1,414.00	5,409.00
84	APN 163-460-09	3,995.00	1,414.00	5,409.00
85	APN 163-460-10	3,995.00	1,414.00	5,409.00
86	APN 163-460-11	3,995.00	1,414.00	5,409.00
87	APN 163-460-12	3,995.00	1,414.00	5,409.00
88	APN 163-460-13	3,995.00	1,414.00	5,409.00
89	APN 163-460-14	3,995.00	1,414.00	5,409.00
90	APN 163-460-15	3,995.00	1,414.00	5,409.00
91	APN 163-460-16	3,995.00	1,414.00	5,409.00
92	APN 163-460-17	3,995.00	1,414.00	5,409.00
93	APN 163-460-18	3,995.00	1,414.00	5,409.00
94	APN 163-460-19	3,995.00	1,414.00	5,409.00

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assessment No.	Description Assessor's Parcel No.	Amount Phase I	Amount Phase II	Total
95	APN 163-460-20	3,995.00	1,414.00	5,409.00
96	APN 163-460-21	3,995.00	1,414.00	5,409.00
97	APN 163-460-22	3,995.00	1,414.00	5,409.00
98	APN 163-460-23	3,995.00	1,414.00	5,409.00
99	APN 163-460-24	3,995.00	1,414.00	5,409.00
100	APN 163-460-25	3,995.00	1,414.00	5,409.00
101	APN 163-460-26	3,995.00	1,414.00	5,409.00
102	APN 163-460-27	3,995.00	1,414.00	5,409.00
103	APN 163-460-28	3,995.00	1,414.00	5,409.00
104	APN 163-460-29	3,995.00	1,414.00	5,409.00
105	APN 163-460-30	3,995.00	1,414.00	5,409.00
106	APN 163-460-31	3,995.00	1,414.00	5,409.00
107	APN 163-460-32	3,995.00	1,414.00	5,409.00
108	APN 163-460-33	3,995.00	1,414.00	5,409.00
109	APN 163-460-34	3,995.00	1,414.00	5,409.00
110	APN 163-460-35	3,995.00	1,414.00	5,409.00
111	APN 163-460-36	3,995.00	1,414.00	5,409.00
112	APN 163-460-37	3,995.00	1,414.00	5,409.00
113	APN 163-460-38	3,995.00	1,414.00	5,409.00
114	APN 163-460-39	3,995.00	1,414.00	5,409.00
115	APN 163-460-40	3,995.00	1,414.00	5,409.00
116	APN 163-460-41	3,995.00	1,414.00	5,409.00
117	APN 163-460-42	3,995.00	1,414.00	5,409.00
118	APN 163-460-43	3,995.00	1,414.00	5,409.00
119	APN 163-460-44	3,995.00	1,414.00	5,409.00
120	APN 163-460-45	3,995.00	1,414.00	5,409.00
121	APN 163-460-46	3,995.00	1,414.00	5,409.00
122	APN 163-460-47	3,995.00	1,414.00	5,409.00
123	APN 163-460-48	3,995.00	1,414.00	5,409.00
124	APN 163-460-49	3,995.00	1,414.00	5,409.00
125	APN 163-460-50	3,995.00	1,414.00	5,409.00
126	APN 163-460-51	3,995.00	1,414.00	5,409.00
127	APN 163-460-52	3,995.00	1,414.00	5,409.00
128	APN 163-460-53	3,995.00	1,414.00	5,409.00
129	APN 163-460-54	3,995.00	1,414.00	5,409.00
130	APN 163-460-55	3,995.00	1,414.00	5,409.00
TOTALS		8,829,800.00	5,903,200.00	14,733,000.00

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WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5
PHASE I, $8,829,800

BOND MATURITY SCHEDULE

Interest Rate	Annual Amount	Date of Maturity
Serial Bonds:		
6.60%	$84,800.00	September 2, 1992
6.75%	95,000.00	September 2, 1993
7.00%	100,000.00	September 2, 1994
7.10%	105,000.00	September 2, 1995
7.25%	115,000.00	September 2, 1996
7.40%	125,000.00	September 2, 1997
7.50%	130,000.00	September 2, 1998
7.70%	140,000.00	September 2, 1999
7.80%	155,000.00	September 2, 2000
7.90%	165,000.00	September 2, 2001
8.00%	180,000.00	September 2, 2002
8.00%	195,000.00	September 2, 2003
8.10%	210,000.00	September 2, 2004
8.10%	225,000.00	September 2, 2005
Subtotal	2,024,800.00	
Term Bonds:		
8.50%	6,805,000.00	September 2, 2020
Total	$8,829,800.00	

EXHIBIT B

404-407-000

Resolution No. 91-0264

STOCKTON CITY COUNCIL

A RESOLUTION AUTHORIZING EXECUTION OF AGREEMENT FOR FORMATION OF SPANOS PARK ASSESSMENT DISTRICT AND PARTICIPATION IN FINANCING FOR WEST SIDE SEWER INTERCEPTOR PROJECT

SPANOS PARK ASSESSMENT DISTRICT NO. 91-1

RESOLVED, by the City Council of the City of Stockton, California, that

WHEREAS, this Council has undertaken assessment proceedings for the acquisition and/or construction of improvements in the City of Stockton, California; and

WHEREAS, the public interest and general welfare will be served by entering into an agreement with the developer of the affected property governing the developer's participation in the future West Side Sewer Interceptor Project (the "Project"), and the credits available to the affected property for the construction of the assessment district improvements and their acceptance by the City as a usable part of the Project;

NOW, THEREFORE, IT IS ORDERED as follows:

1. The Agreement for Formation of Spanos Park Assessment District and Participation in Financing for the West Side Sewer Interceptor Project, attached hereto, marked Exhibit A and made a part hereof, is hereby approved.

2. The City Manager is hereby authorized to execute the agreement on behalf of the City and the City Clerk is authorized to attest his signature.

PASSED AND ADOPTED this 15th day of April, 1991, by the following vote:

Ayes: Councilmembers McCarthy, McGaughey, Minnick, Panizza, Rust, Vice Mayor Weaver and Mayor Darrah
Noes: None
Absent: None

Joan Darrah
JOAN DARRAH, Mayor
City of Stockton

ATTEST:

Frances Hong
FRANCES HONG, City Clerk
of the City of Stockton

CITY ATTY REVIEW GDP

DATE APR 09 1991

91-0264

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AGREEMENT FOR FORMATION OF SPANOS PARK ASSESSMENT DISTRICT AND PARTICIPATION IN FINANCING FOR WEST SIDE SEWER INTERCEPTOR PROJECT

THIS AGREEMENT is made and entered into this ____ day of _____, 1991, at Stockton, California, by and between the CITY OF STOCKTON, a municipal corporation of the State of California operating under a freeholder's charter (the "City"), and A. G. SPANOS LAND COMPANY, INC., a corporation (the "Developer").

RECITALS

1. The City is currently developing plans and specifications for a sewer project known as the West Side Sewer Interceptor Project (the "West Side Project"), a portion of which is described as: A main sanitary sewer trunk line from the out-of-service Northwest City of Stockton Treatment Plant southwest of the confluence of Five Mile Slough and Fourteen Mile Slough on Wright-Elmwood Tract southerly to the headworks of the existing City of Stockton Sewage Treatment Plant at Navy Drive (shown as the "Westside Interceptor" and Phase I of the "Northwest Trunkline" on Exhibit C).

2. City is planning to finance the cost of the West Side Project with some method, or combination of methods, of public financing, a portion of which will be the obligation of affected property owners and a portion of which will be the obligation of City.

3. Developer, along with a group of other developers, is currently in the process of installing and paying for Phase I of the Northwest Sewer Project (shown on Exhibit C), which is described as: An Interim Sanitary Pump Station located at the out-of-service Northwest City of Stockton Treatment Plant and a main sanitary sewer trunk line beginning at the out-of-service Northwest City of Stockton Treatment Plant southwest of the confluence of Five Mile Slough and Fourteen Mile Slough on Wright-Elmwood Tract and extending north under Fourteen Mile Slough, thence north across Shima Tract to Mosher Slough; thence under Mosher Slough and continuing north across Atlas Tract to Bear Creek; thence continuing north to the north side of Bear Creek; thence in an easterly direction through Spanos Park West crossing under the Interstate 5 Freeway (I-5) and across Spanos Park East to Thornton Road. City has required that the Northwest Sewer Project be oversized to make it a usable portion of the City's master sanitary sewer plan. The cost is set forth in Exhibit A hereto attached.

4. Developer desires to be reimbursed for its share of costs expended in the construction and installation of Phase I of the Northwest Sewer Project and to make an in-kind contribution to be applied as a credit for all or a portion of its share of the cost of the West Side Project.

5. Developer desires to form an assessment district to be known as Spanos Park Assessment District ("SPAD") comprising its approximately 991 acres of land (shown on a

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EXHIBIT A

91-0264

map hereto attached as Exhibit B) within the City and to have the City issue bonds under the Improvement Bond Act of 1915 (the "Bond Act") and the City's Improvement Procedure Code in the sum of approximately $7.74 million to finance the Developer's share of the cost of the Northwest Sewer Project.

COVENANTS

In consideration of the mutual promises and covenants set forth herein, and for other valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the parties hereto agree as follows:

1. **Recitals.** Each of the parties hereto represents and warrants, each to the other, that the above recitals are true and correct.

2. **Formation of SPAD.** Upon receipt from Developer of a petition to form SPAD, City agrees to use its best efforts to institute and continue to completion all necessary proceedings pursuant to the Bond Act for the sale and delivery of improvement bonds (the "Bonds"); provided that each step in the proceeding and the principal amount and timing of sale of the Bonds shall be in all respects subject to the approval of the City Council or its designee, and nothing contained herein shall be construed as requiring the City to issue the Bonds for SPAD.

3. **West Side Project CFD.** City is in the process of planning the formation of a Community Facilities District ("CFD") to finance the construction and installation of the West Side Project. The boundaries of the proposed CFD will encompass Developer's property shown in Exhibit B and various other properties, the number and location of which are yet to be determined. The improvements that comprise the West Side Project are shown in Exhibit C hereto attached.

4. **Developer's CFD Participation.** Developer consents to the formation of the CFD and agrees to vote its 991 acres in favor of its formation and in favor of the special tax levy to support the sale of bonds to finance the facilities required to complete the West Side Project. Developer's consent is conditioned upon the following three premises:

(a) The CFD shall include substantially all parcels of land within the City limits comprising ten (10) acres or more that are located within the boundaries shown in Exhibit 1 of Exhibit A. City shall use its best efforts to also include in the CFD those parcels outside the City limits, and shall not provide sanitary sewer service to any parcels located within the boundaries shown in Exhibit 1 of Exhibit A until such parcels are annexed to the CFD.

(b) The Westside Project includes a main sanitary sewer trunk line from the out-of-service Northwest City of Stockton Treatment Plant southwest of the confluence of Five Mile Slough and Fourteen Mile Slough on Wright-Elmwood Tract southerly to the headworks of the existing City of Stockton Sewage Treatment Plant at Navy Drive.

(c) City agrees to financially participate in the West Side Project and to pay its fair and equitable share of said project.

City agrees that Developer's property shall be fairly and equitably treated in the same manner as all other property similarly situated within the CFD in determining Developer's share of the cost of the West Side Project under any tax rate or special tax formula developed for the CFD, or alternate method of financing as may be pursued by City (the "CFD financing").

5. **Northwest Sewer Project Payment.** City agrees that Developer's net cost of the Northwest Sewer Project in the amount of $6,150,343.52, calculated as set forth in Exhibit A, shall be treated as an in-kind contribution to the CFD financing. The in-kind contribution shall be determined from all of the costs levied as assessments in the SPAD proceeding, and shall also include the interest cost, at the rate equal to the 11th District Cost of Funds, calculated to carry the in-kind costs from the date of acceptance of Phase I of the Northwest Sewer Project, exclusive of the Interim Sanitary Pump Station, to the date of delivery of funds for the CFD financing. The in-kind contribution and carry interest shall be applied as a credit for all or a portion of Developer's share of the cost of the West Side Project (the "Developer's CFD share"), as follows:

(a) In the event the in-kind contribution and Developer's CFD share are equal, the CFD special tax rate, or alternate method of financing, applied to Developer's property shall be zero.

(b) In the event the in-kind contribution is greater than Developer's CFD share, a sum equalling the excess shall be included as part of the CFD financing. As soon as the CFD financing is received by the City, said sum shall be deposited in a special account of the CFD or SPAD and shall be utilized to pay for the acquisition and/or construction of any public improvement or fees allowable under the Mello Roos Act or the 1913 Municipal Improvement Act per the Resolution of Issuance for the CFD. Such improvements or fees shall be required for development of the property within the boundaries of SPAD as shown on the Boundary Map of the SPAD Engineer's Report.

(c) In the event the in-kind contribution is less than Developer's CFD share, the CFD special tax rate, or alternate method of financing, applied to Developer's property shall be established at such a reduced rate to reflect the unfunded portion of Developer's CFD share after the application of the credit for the in-kind contribution.

The City hereby determines that the cost of such work in-kind is less than the value thereof. Such credit for the work in-kind contribution can be made only if the special tax in the proposed CFD is approved by the qualified electors of the CFD.

6. **SPAD Financing.** Developer proposes to include in the SPAD financing, in addition to the direct costs of construction and incidental costs, a sufficient sum to cover 24 months of capitalized interest on the Bonds to be issued in the SPAD proceeding.

7. **City Contribution to SPAD.** City agrees to financially participate in that portion of the Northwest Sewer Project south of Otto Drive, and Hammer Lane which will

provide sewer capacity for the existing 12" sewer line from Twin Creeks Estates and for the proposed 36" sewer line to be built by City to serve properties outside the CFD. The amount of City's share shall be determined by City and shall be based on the percentage of design flow allocated to City. City's contribution shall be made when the City connects into the Northwest Sewer Project at Otto Drive or Hammer Lane or at any other location, and shall include interest as provided in the City's administrative guidelines. City's contribution shall be deposited in the SPAD Bond redemption account to be used as a credit on future bond payments, so that the payments by the then existing property owners on the SPAD Bonds will be reduced accordingly.

8. **CFD Financing.** The City agrees to include in the CFD financing interest on the SPAD Bonds attributable to Phase I of the Northwest Sewer Project referred to in Exhibit A. The accrued interest shall be computed from the date of acceptance of Phase I of the Northwest Sewer Project, exclusive of the Interim Sanitary Pump Station, to the date the City funds the West Side Project, using a rate equal to the 11th District Cost of Funds. As soon as the CFD financing is received by the City, this sum shall be deposited in a special account of the CFD or SPAD and shall be utilized as set forth in Paragraph 5(b) of this Agreement.

9. **Construction of Work In-Kind.** Developer agrees that the work in-kind contribution to the CFD shall be performed or constructed as if the work were performed or constructed under the direction and supervision of, or under the authority of, the City.

10. **Attorney's Fees.** In the event of the bringing of any action or suit by either party against the other arising out of this Agreement, the party in whose favor final judgment shall be entered shall be entitled to recover from the other party all costs and expenses of suit, including reasonable attorney's fees.

11. **Notices.** Any notice, payment or instrument required or permitted by this Agreement to be given or delivered to either party shall be deemed to have been received when personally delivered or 72 hours following deposit of the same in any United States Post Office in California, registered or certified mail, postage prepaid, addressed as follows:

Developer:	A. G. Spanos Land Company, Inc. Att: Bill Filios 1341 West Robinhood Drive Stockton, CA 95207
City or District:	City of Stockton Att: City Manager City Hall Stockton, CA 95202

Each party may change its address for delivery of notice by delivering written notice of such change of address to the other party.

12. **Severability.** If any part of this Agreement is held to be illegal or unenforceable by a court of competent jurisdiction, the remainder of this Agreement shall be given effect to the fullest extent reasonably possible.

13. **Successors and Assigns.** This Agreement shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto.

14. **Limited Liability.** Any and all obligations of the City arising out of or related to this Agreement are the special and limited obligations of the City payable only from the funds of the Developer paid hereunder or from other financing of the West Side Project to the extent such may become available. In no event shall the City be obligated to advance any of its own funds hereunder except as provided above in Paragraph 8. This Agreement shall not constitute a debt or liability of the City. No Councilmember, staff member or agent of the City shall incur any liability hereunder to the Developer or any other party in their individual capacities by reason of their actions hereunder or execution hereunder.

15. **Counterparts.** This Agreement may be executed in counterparts, each of which shall be deemed an original.

16. **Amendments.** Amendments to this Agreement shall be made only by written instrument executed by each of the parties hereto.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

CITY OF STOCKTON

By _____
Acting City Manager

ATTEST:

_____
City Clerk

A. G. SPANOS LAND COMPANY, INC.
a corporation.

By _____
Bill Filios, Vice President

APPROVED AS TO FORM
Date APR 11 1991
G. D. Patterson
Deputy City Attorney

EXHIBIT A

**SPAD IN-KIND CONTRIBUTION
AND DEVELOPER'S NET COST PER AGREEMENT
TO PARTICIPATE IN THE WEST SIDE PROJECT CFD**

The Spanos Park Assessment District (SPAD) In-Kind Contribution to the West Side Project CFD is as follows:

a) The property benefitted by the Northwest Sewer Project is 6505 gross acres as described in the SPAD Engineer's Report. A map of the property benefitted and a listing of the acreage is shown on Exhibit 1 of this Exhibit A.

b) The boundary of the SPAD includes 991 gross acres and is shown on the map attached as Exhibit B to this Agreement.

c) The Developer's Cost to be funded through the SPAD financing is described in the SPAD Engineer's Report referred to in Section 7 of this Agreement and totals $7,740,000.00. The Developer's Net Cost, as shown in the SPAD Engineer's Report, shall be based on this amount less $1,277,100.00 which represents capitalized interest and is described in the SPAD Engineer's Report in an amount of $6,462,900.00.

d) The Total Project Cost for the Northwest Sewer Project is $10,624,200.00 and includes all direct cost of construction, interest during construction, engineering, plan check and inspection, bond issuance and incidental costs as described in the SPAD Engineer's Report under Section 7 of this Agreement. A copy of the summary of the estimated total project costs and the estimated costs used to determine the costs proposed to be assessed in the SPAD proceedings is shown on Exhibit 2 of this Exhibit A.

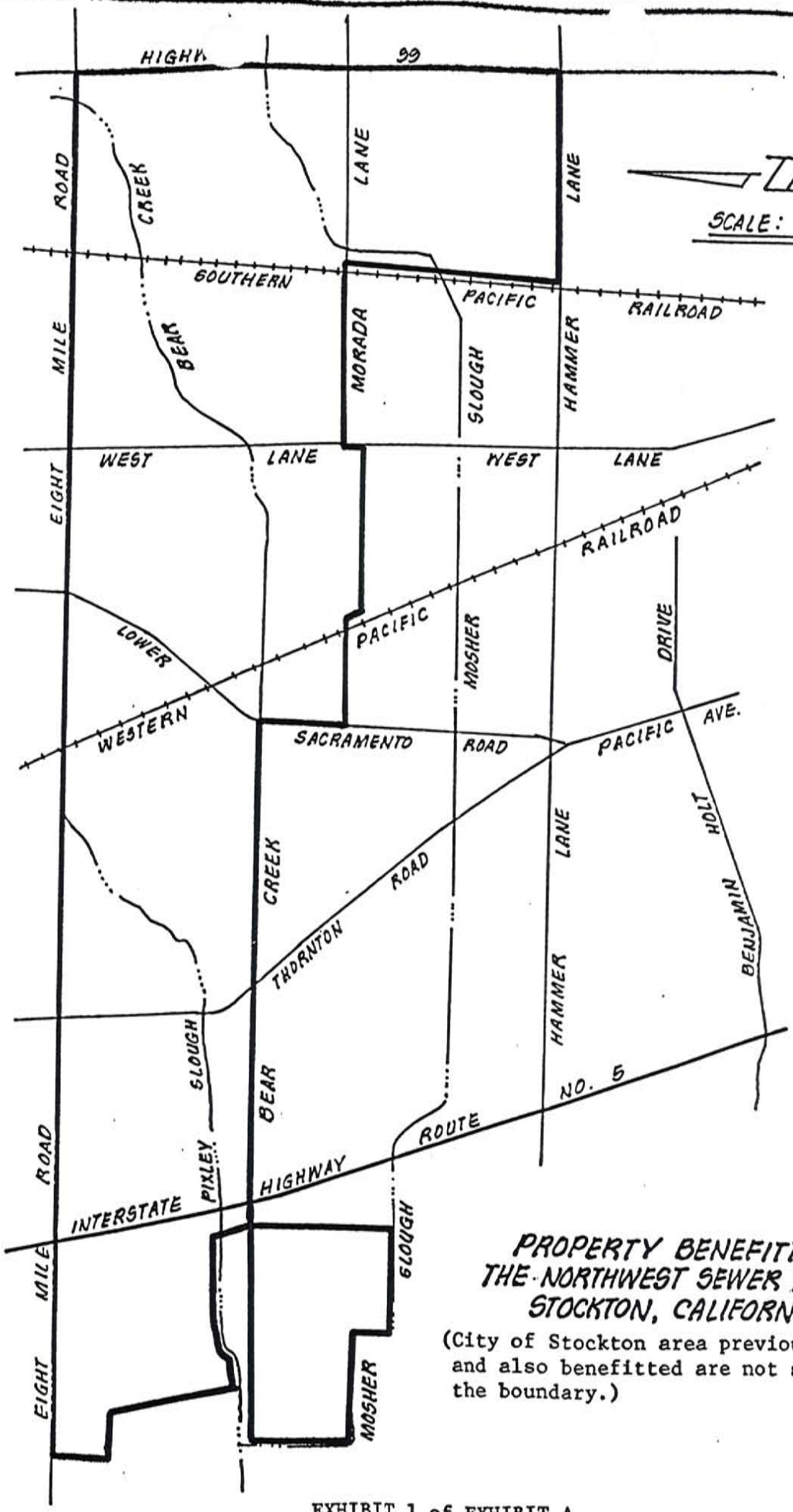
e) For the purpose of the agreement to participate in the West Side Project CFD, the Developer's Net Cost as shown in the SPAD Engineer's Report shall be reduced by an amount representing the SPAD share of the Interim Sanitary Sewer Pump Station which is not considered a part of the West Side Project. The balance of the improvements funded through SPAD are considered a part of the West Side Project CFD. The SPAD In-Kind Contribution is the same as the Developer's Net Cost referred to in this Agreement.

f) The SPAD In-Kind Contribution to the West Side Project CFD in the amount of $6,150,343.52 shall be the Developer's Net Cost as shown in the SPAD Engineer's Report, and under Section (c) above, less a proportional share of the construction cost of the Interim Sanitary Sewer Pump Station and a proportional share of Contingencies, Right of Way Costs and Non-Assessment District Incidental Expenses as shown in the SPAD Engineer's Report. For the purposes of the SPAD In-Kind Contribution calculation, the construction cost for the Interim Sanitary Sewer Pump Station shall be $480,630.00, which is the amount of $534,190.00 as shown in the SPAD Engineer's Report less $48,060.00 for a permanent portion of the 24" piping and less $5,500.00 for a permanent 18" valve.

g) For the purpose of the SPAD In-Kind Contribution calculation, the amount of $62,946.48 for Contingencies, as shown in the SPAD Engineer's Report, shall be used to represent the Interim Sanitary Sewer Pump Station share of the Contingencies, Right of Way Costs and Non-Assessment District Incidental Expenses. The amount of $543,576.48 which is the sum of $480,630.00 and $62,946.48, shown in Sections (f) above and in this Section, shall be the amount used to calculate the proportional share to be subtracted from the Developer's Net Cost shown in the SPAD Engineer's Report.

h) The proportion of the Interim Sanitary Sewer Pump Station Construction Costs, Contingencies, Right of Way Costs and Non-Assessment District Incidental Expenses to be subtracted from the Developer's Net Cost as shown in the SPAD Engineer's Report shall be the amount of $543,576.48, shown in Section (g) above, multiplied by the fraction determined by dividing the Developer's Net Cost of $6,462,900.00, less Assessment Costs of $834,900.00, by the Other Developer Contributions of $4,160,300.00, all as shown in the SPAD Engineer's Report.

i) As set forth in Section 5 of this Agreement, the City shall apply to the CFD special tax determination for the West Side Project CFD the amount of the SPAD In-Kind Contribution ($6,150,343.52), also called the Developer's Net Cost in this Agreement, and the amount of the other Developer's In-Kind Contribution, as shown on Page 3 of Exhibit 2 of this Exhibit A.



PROPERTY BENEFITTED BY
THE NORTHWEST SEWER PROJECT
STOCKTON, CALIFORNIA

(City of Stockton area previously served and also benefitted are not shown inside the boundary.)

EXHIBIT 1 of EXHIBIT A

#6641

C-2263

OWNER	GROSS ACRES
1A. A.G. SPANOS CONSTRUCTION, INC.	573.91
1B. SPANOS PARK DEV. CO. L.P.	417.05
1C. GREENBRIAR DEV.	
1A. BROOKSIDE/GRUPE	150.05
2. ALPINE PACKING	0.00
3. VERNER/LYON	504.37
4. TRI-VALLEY GROWERS	477.84
5. SANTA FE PACIFIC	466.02
6. HARBOR COVE	420.82
7. ED LEBARON ET AL	400.00
8. WATANABE ET AL	255.20
9. SAN JOAQUIN COUNTY	183.60
10. HONOR WASS	0.00
11. B OF A TRUST	159.25
12. ELEANOR JORY	136.46
13. FRANCIS HAMMER	123.28
14. MOSS & CRAIG	111.82
15. LOUISE HOUSE	98.02
16. LONNIE BECK	90.22
17. ROSE SWAIN	89.26
18. KOGYO CO. LTD.	83.22
19. NORTH PERRIS STOCKTON ASSOC.	83.16
20. L&D JIMINEZ	83.08
21. ERNEST ABATANGLE	81.93
22. PETER TROGER	69.94
23. SOUTHERN PACIFIC	63.16
24. ERNEST JACKSON	0.00
25. D & P LeBARON	53.12
26. 1ST PENTELCOSTAL	46.06
27. ST. OF CALIFORNIA	46.00
28. L. ASKSLAND(DELETED)	0.00
29. ROULAMBA TRUST	
30. GUIDO BRASSESCO	41.50
31. ANNETE SILVER	40.23
32. MELVIN RATTO	40.23
33. ROBERT FARNHAM	40.08
	38.34

OWNER	GROSS ACRES
34. RAMIN PANOUSSI	
35. ARC STEEL FAB	35.57
36. MANUAL DUTRA	35.39
37. D L KAESLIN TR	32.20
38. HAMMER HOLDINGS	30.78
39. ALBERT &L. SCHMIDT	30.00
40. GARY STONE	29.68
41. AL SANGUINETTI	29.48
42. V & G DAWANG	24.12
43. B. & E. FOPPIANO	21.83
44. UNION PACIFIC	21.23
45. MORDA WEST	0.00
46. DENNIS KAESLIN	16.59
47. DOC & CHARLEYS INC.	16.58
48. MARGARET ROECHS	16.00
49. THOMAS RUEMMLER E	13.94
50. BUD & L. SCHMIDT	13.76
51. SACRAMENTO/ SAN	12.86
JOAQUIN DRAIN DIST	0.00
52. SAN JOAQUIN COUNTY	
FLOOD CONTROL DIST	0.00
53. WESTERN STONE	
54. E BAY MUNICIPAL	10.28
55. ROY YATES	0.00
56. EDNA ENGLISH	10.03
57. OTHER OWNERS	9.14
	628.54
TOTALS	6,505.22

ESTIMATE OF COST
SPANOS PARK ASSESSMENT DISTRICT NO. 91-1
STOCKTON, CALIFORNIA

SANITARY SEWER LINE, PHASE I

1	Lump Sum	Clearing & Grubbing	@$126,000.00	$ 126,000.00
2,701.44	Lin.Ft.	66" Sanitary Sewer	@$ 307.00	829,342.08
3,975.03	Lin.Ft.	54" Sanitary Sewer	@$ 263.00	1,045,432.91
57	Lin.Ft.	30" Sanitary Sewer	@$ 250.00	14,250.00
346	Lin.Ft.	66" Bore @ 14 Mile Slough	@$ 2,300.00	795,800.00
265	Lin.Ft.	54" Bore @ Mosher Slough	@$ 2,250.00	596,250.00
261	Lin.Ft.	54" Bore @ Bear Creek	@$ 1,977.00	515,997.00
284.4	Lin.Ft.	48" Bore @ Interstate 5	@$ 2,100.00	597,240.00
11	Each	Standard Manholes	@$ 6,000.00	66,000.00
4	Each	Intersection Manholes	@$ 40,000.00	160,000.00
1	Lump Sum	Closure Dikes @ Treatment Plant	@$ 2,480.00	2,480.00
1	Lump Sum	Closure Dikes @ Bear Creek & Mosher Slough	@$ 6,900.00	6,900.00
1	Lump Sum	Manhole 7 Stubs	@$ 8,900.00	8,900.00
2	Each	Intersecting Manholes	@$ 29,000.00	58,000.00
2	Each	Channels	@$ 5,527.50	11,055.00
3	Each	T-Lock	@$ 4,880.00	14,640.00
20.6	Lin.Ft.	48" RCP @ Interstate 5 Crossing	@$ 206.02	4,244.01
1	Lump Sum	Pipe "D" Load Change	@$ 8,564.00	8,564.00

TOTAL SANITARY SEWER LINE, PHASE I.....$ 4,861,095.00

SANITARY SEWER LINE, PHASE II

1	Lump Sum	Clearing & Grubbing	@$ 35,000.00	$ 35,000.00
3,594	Lin.Ft.	54" Sanitary Sewer	@$ 224.00	805,056.00
7,148.92	Lin.Ft.	48" Sanitary Sewer	@$ 206.00	1,472,677.52
13	Lin.Ft.	12" Sanitary Sewer	@$ 100.00	1,300.00
19	Each	Standard Manholes	@$ 6,725.00	127,775.00
5	Each	Intersection Manholes	@$ 30,000.00	150,000.00
1	Lump Sum	T-Lock	@$ 39,400.00	39,400.00
1	Lump Sum	Thornton Road Relocation	@$ 16,470.00	16,470.00
2	Each	Manhole Stubs	@$ 350.00	700.00
1	Lump Sum	Temporary Storm Drain Line	@$ 4,500.00	4,500.00

TOTAL SANITARY SEWER LINE PHASE II.....$ 2,652,878.52

EXHIBIT 2 OF EXHIBIT A

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Estimate of Cost (Cont'd.)
Spanos Park Assessment District No. 91-1
Stockton, California

SANITARY SEWER PUMP STATION

1	Lump Sum	Earthwork	@$ 44,000.00	$ 44,000.00
1	Lump Sum	Dewatering	@$ 24,500.00	24,500.00
1	Lump Sum	Concrete Structure	@$ 84,170.00	84,170.00
1	Lump Sum	Pumps	@$ 68,300.00	68,300.00
1	Lump Sum	Flow Meter	@$ 7,200.00	7,200.00
1	Lump Sum	Vaults	@$ 5,500.00	5,500.00
1	Lump Sum	Discharge Piping	@$110,422.50	110,422.50
1	Lump Sum	Site Grading & Paving	@$ 57,240.00	57,240.00
1	Lump Sum	Testing	@$ 2,000.00	2,000.00
1	Lump Sum	Shoring	@$ 9,070.00	9,070.00
1	Lump Sum	Fencing	@$ 3,750.00	3,750.00
1	Lump Sum	Westside Station Electrical	@$ 97,955.00	97,955.00
1	Lump Sum	Install Elastuff No. 120 Lining	@$ 7,000.00	7,000.00
1	Lump Sum	Smith Canal Pump Station Telemetry & Controls	@$ 10,507.50	10,507.50
1	Lump Sum	Cumberland, Plymouth, Kelley and North Telemetry & Controls	@$ 2,575.00	2,575.00
	*	TOTAL SANITARY SEWER PUMP STATION.....		$ 534,190.00

TEMPORARY FENCING

1	Lump Sum	Temporary Fencing	@$ 3,300.00	3,300.00
		TOTAL TEMPORARY FENCING.....		$ 3,300.00
		ESTIMATED TOTAL COST OF ACQUIRED PUBLIC IMPROVEMENTS (SPAD).....		$ 8,051,463.52

* NOTE: For purposes of the agreement to participate in the West Side Project CFD, the total cost of $534,190.00 for the Interim Sanitary Sewer Pump Station shall be reduced by $48,060.00 for a permanent portion of the 24" piping and by $5,500.00 for a permanent 18" valve.

$534,190.00 - 48,060.00 - $5,500.00 = ($480,630.00)

ESTIMATED TOTAL COST OF ACQUIRED PUBLIC IMPROVEMENTS FOR WEST SIDE PROJECT CFD.....$7,570,833.52

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Estimate of Cost (Cont'd.)
Spanos Park Assessment District No. 91-1
Stockton, California

		SPANOS PARK ASSESSMENT DISTRICT NO. 91-1	IN-KIND CONTRIBUTION TO WEST SIDE PROJECT CFD
ESTIMATED TOTAL COST OF ACQUIRED PUBLIC IMPROVEMENTS		$ 8,051,463.52	$ 7,570,833.52
ESTIMATED CONTINGENCIES		62,946.48	0.00
ESTIMATED RIGHT-OF-WAY COSTS		178,490.00	178,490.00
ESTIMATED INCIDENTAL EXPENSES			
Civil Engineering/Const. Staking	$425,000.00		
Soils Engineering	25,000.00		
Plan Checking, Permit and Inspection Fees	155,000.00		
Construction Administration and Coordination	360,000.00		
Appraisal Fees, R/W & A.D.	13,000.00		
Legal Fees for Easements & Permits	25,000.00		
Construction Interest Through 5/31/91	492,400.00		
Assessment Engineer:			
(1.5% x $1,000,000.00) $15,000.00			
(1.0% x $6,740,000.00) 67,400.00			
Bond Counsel	82,400.00		
Acquisition Administration	93,000.00		
Printing, Advertising, Bond Register	50,000.00		
Bank Setup Fee	25,000.00		
Bond Discount (1.75% x $7,740,000.00)	5,000.00		
Bond Reserve (5% x $7,740,000.00)	135,450.00		
Bond Ad. Fee (0.75% x $7,740,000.00)	387,000.00		
	58,050.00		
ESTIMATED TOTAL INCIDENTAL EXPENSES		2,331,300.00	2,331,300.00
ESTIMATED TOTAL PROJECT COST		$10,624,200.00	$10,080,623.52
LESS ESTIMATED CONSTRUCTION FUND INTEREST EARNINGS		(1,000.00)	(1,000.00)
LESS ESTIMATED OTHER DEVELOPER CONTRIBUTIONS		(4,160,300.00)	(3,929,280.00)*
DEVELOPER'S NET COST		$ 6,462,900.00	$ 6,150,343.52 **
2-YRS. CAPITALIZED INTEREST (@ 8.25%)		1,277,100.00	
TOTAL ESTIMATED COSTS PROPOSED TO BE ASSESSED TO PROPERTY OWNERS		$ 7,740,000.00	

NOTES: 1) In addition to the Total Estimated Costs Proposed To Be Assessed To Property Owners, a maximum of 2% of the annual amount of principal and interest installments will be charged for administration and collection of installments and payments on the bonds.

2) * Other Developer's In-Kind Contribution to West Side Project CFD

3) ** SPAD In-Kind Contribution to West Side Project CFD

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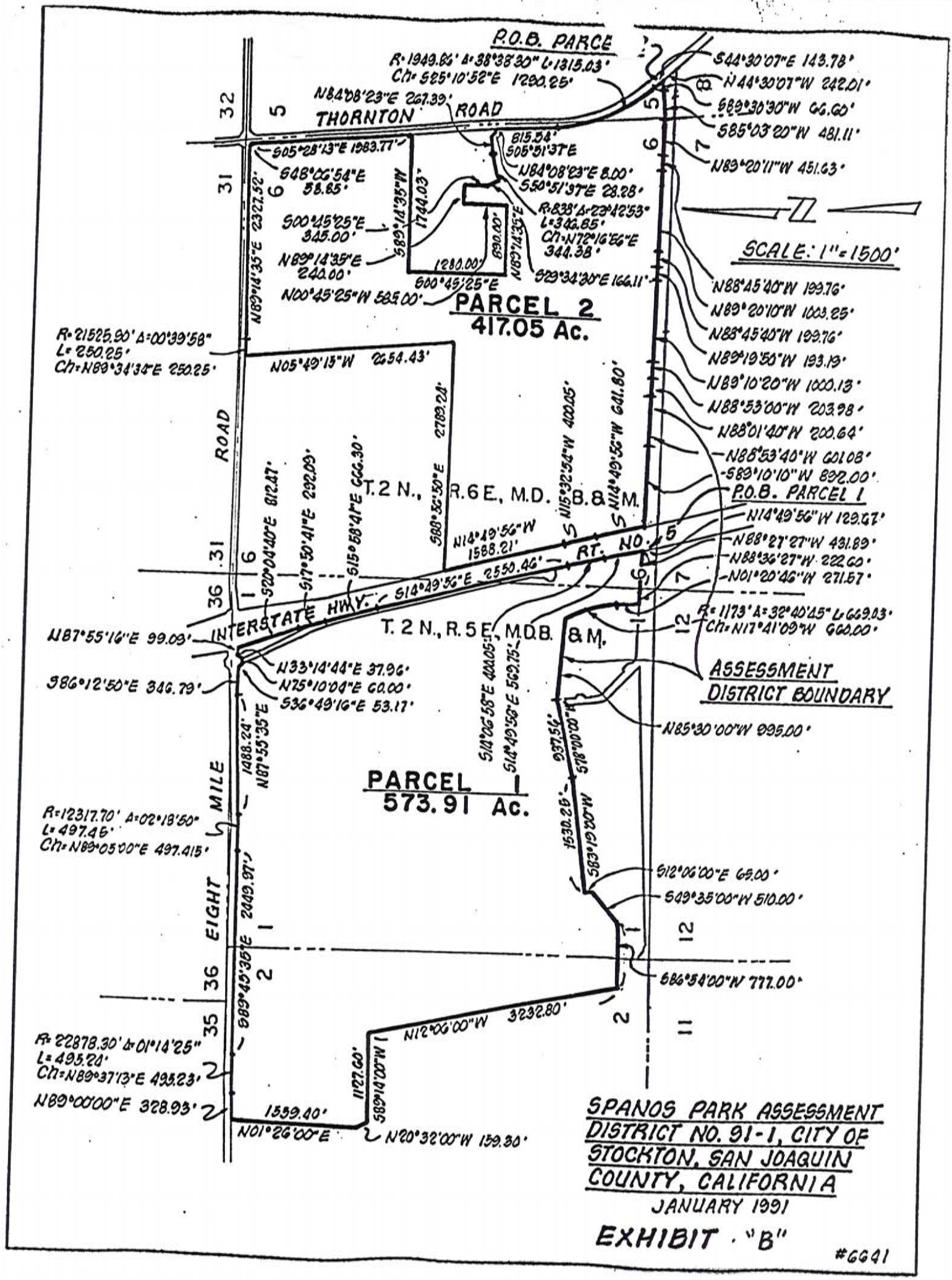
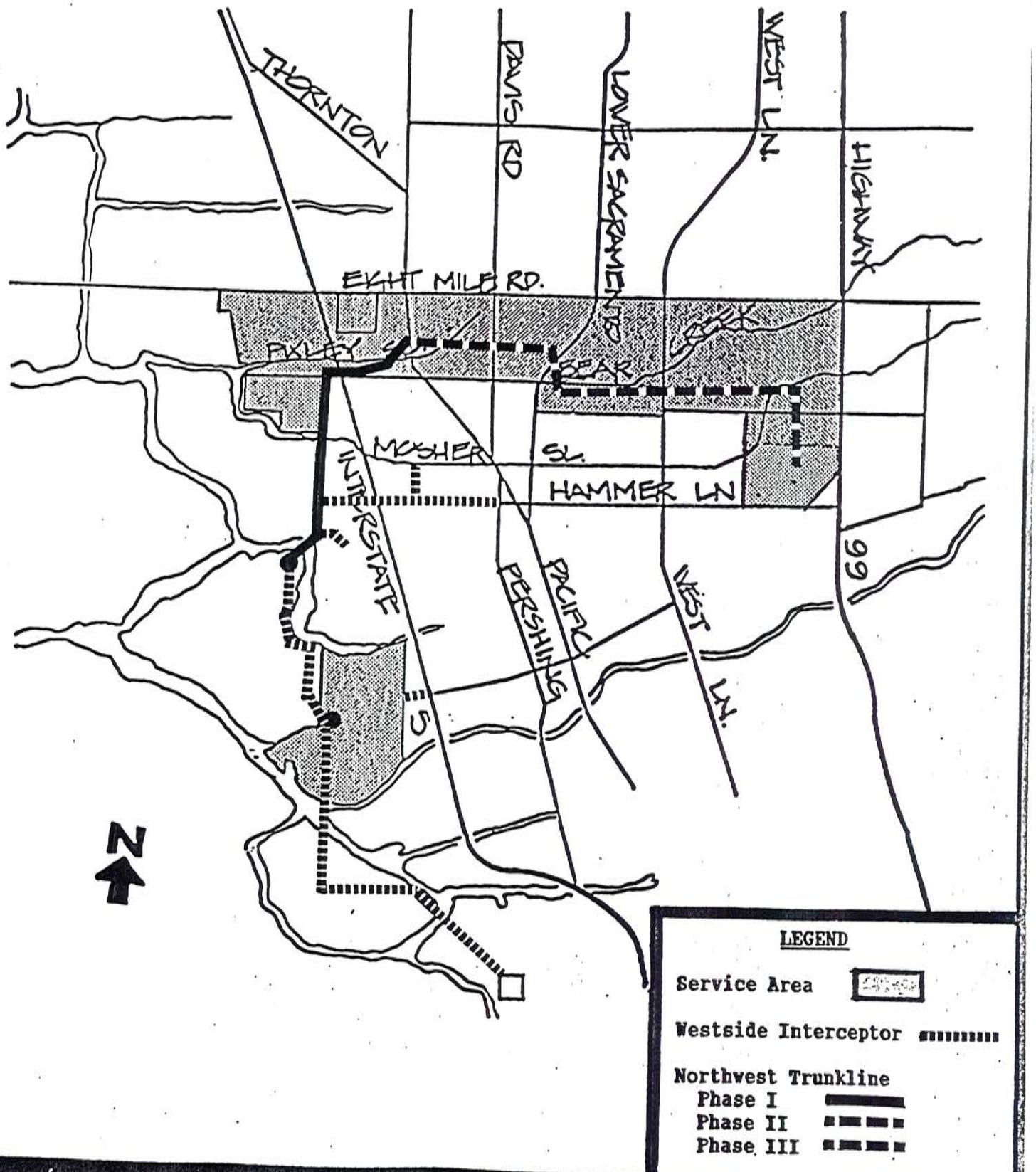


SPANOS PARK ASSESSMENT DISTRICT NO. 91-1, CITY OF STOCKTON, SAN JOAQUIN COUNTY, CALIFORNIA

JANUARY 1991

EXHIBIT "B"

#6641



WESTSIDE SEWER INTERCEPTOR AND NORTHWEST SEWER TRUNKLINE IMPROVEMENTS

EXHIBIT C

404-407-000

Resolution No. 91-0265

STOCKTON CITY COUNCIL

A RESOLUTION AUTHORIZING EXECUTION
OF ACQUISITION AGREEMENT

SPANOS PARK ASSESSMENT DISTRICT NO. 91-1

RESOLVED, by the City Council of the City of Stockton, California, that

WHEREAS, this Council has undertaken assessment proceedings for the acquisition and/or construction of improvements in the City of Stockton, California; and

WHEREAS, the public interest and general welfare will be served by entering into an agreement with the developer of the affected property governing the construction and installation of off-site improvements to be acquired by the City in said proceedings following the completion of the construction of said improvements and their acceptance by the City;

NOW, THEREFORE, IT IS ORDERED as follows:

1. The agreement for acquisition of rights-of-way and off-site improvements, attached hereto, marked Exhibit A and made a part hereof, is hereby approved.

2. The Mayor is hereby authorized to execute the agreement on behalf of the City and the City Clerk is authorized to attest her signature.

PASSED AND ADOPTED this 16th day of April, 1991, by the following vote:

Ayes: Councilmembers McCarthy, McGaughey, Minnick, Panizza, Rust, Vice Mayor Weaver and Mayor Darrah
Noes: None
Absent: None

JOAN DARRAH, Mayor
City of Stockton

ATTEST:

FRANCES HONG, City Clerk
of the City of Stockton

CITY ATTY REVIEW GDP

DATE APR 09 1991

91-0265

AGREEMENT FOR THE ACQUISITION OF
RIGHTS-OF-WAY AND OFF-SITE IMPROVEMENTS

SPANOS PARK ASSESSMENT DISTRICT NO. 91-1
CITY OF STOCKTON
SAN JOAQUIN COUNTY, CALIFORNIA

THIS AGREEMENT is made and entered into this ____ day of _____, 1991, at Stockton, California, by and between the CITY OF STOCKTON, a municipal corporation of the State of California operating under a freeholder's charter (the "City"), and SPANOS PARK DEVELOPMENT, LP, a limited partnership, and A. G. SPANOS CONSTRUCTION, INC., a corporation (collectively, the "Developer").

RECITALS

1. Developer has filed its petition with City, and City has instituted proceedings under its Resolution of Intention No. 91-0182 (the "Resolution") for the project under a special assessment district ("District") for the construction and/or acquisition of rights-of way and off-site public improvements and to finance the cost thereof by the issuance of bonds under Articles 1 and 3, Bond Plan B-NSR, of Division 6 of the Stockton Improvement Procedure Code, incorporating the provisions of The Improvement Bond Act of 1915 (the "Bond Act").

2. Developer is the owner of land within the District, the boundaries of which are shown on a map thereof attached hereto as Exhibit A and incorporated herein by this reference.

3. The City and the District have determined that the acquisition of the improvements pursuant to this Agreement will provide a public purpose by permitting the earlier installation of needed public improvements than could be achieved without such acquisition.

4. Developer has constructed and installed, and is currently constructing and installing, in accordance with City's regulations and development agreement, the improvementss to be financed by the Bonds issued by City.

COVENANTS

In consideration of the mutual promises and covenants set forth herein, and for other valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the parties hereto agree as follows:

tjh:04/03/91

EXHIBIT A

91-0765

1. Recitals. Each of the parties hereto represents and warrants, each to the other, that the above recitals are true and correct.

2. Sale of Bonds. The City shall continue to completion all necessary proceedings pursuant to the Bond Act for the sale and delivery of improvement bonds (the "Bonds"); provided that each step in the proceedings and the principal amount and timing of sale of the Bonds shall be in all respects subject to the approval of the City Council or its designee, and nothing contained herein shall be construed as requiring the City to issue the Bonds for the District.

3. Advances and Indemnification by the Developer. The Developer agrees to deposit moneys as requested by the Director of Finance of City for the purposes stated herein and to indemnify the City against any cost it may pay or incur in good faith in the District proceedings and the issuance of the Bonds.

As funds are needed for reasonable costs relating to the processing of the proceedings with respect to the District and the sale of the Bonds therefor, the Director of Finance shall make written demand upon the Developer therefor, and the Developer shall remit to the City the amount specified in each demand within 10 business days thereafter.

4. Reimbursement to Developer. Upon completion of the sale and delivery of the Bonds, the City shall reimburse, without interest, the Developer, solely from Bond proceeds and then only to the extent available for such purpose and permitted under the Act, the amount of any costs paid from any Developer advances hereunder. If for any reason the Bonds are not issued, neither the District nor the City shall have any obligation to reimburse the Developer for any costs and expenses advanced or paid from the Developer's funds deposited with City, except that the City in any event agrees to return to the Developer any moneys deposited by the Developer in excess of the amount needed for payment (or provision therefor) of the costs and expenses relating to the District proceedings and the authorization and efforts to issue and sell the Bonds.

5. Use of Bond Proceeds. The proceeds of each series of the Bonds shall be applied in the following order of priority: (a) to pay any unpaid costs of forming the District and issuing the Bonds, (b) to fund any required reserve fund for the Bonds, (c) to fund capitalized interest on the Bonds, and (d) to pay for the cost of the improvements to be acquired or constructed, as set forth in the Engineer's Report. The estimate of costs of each of the above items is also set forth in the Engineer's Report.

6. Construction of and Payment for Improvements.

a. Plans and Specifications; Prevailing Wages; Affirmative Action Program. The Developer represents that it has or will obtain approval by all appropriate City departments of the plans and specifications for the improvements and that all of the improvements have been or will be constructed by the Developer in full compliance with: (1) current City standards applicable to the construction of public improvements; (2) all applicable laws and regulations with respect to the payment of prevailing wages; and (3) City's Affirmative Action Program.

b. Purchase Price. The amount to be paid by the City for the improvements (hereafter the "Purchase Price"), shall be determined by the City Engineer and shall not exceed the actual cost thereof. The Purchase Price shall include the reasonable cost of appurtenant facilities, preparation of plans and specifications, construction contracts, including change orders, and all costs of construction reasonably determined by the City Engineer to be eligible under the Act to be part of the Purchase Price, fees and costs incurred in obtaining permits, licenses, rights-of-way or easements, engineering, related legal costs, plan checking, construction administration and coordination, soils engineers, fiscal and inspection fees, and all related land acquisition costs constituting a part of the public improvements. The Purchase Price may include the Developer's interest costs for any portion of the improvements as to which the Developer made expenditures prior to the availability of the Bond proceeds.

The Developer shall provide any documentation substantiating the cost of the improvements reasonably requested by the City Engineer or the City Director of Finance. There shall be a presumption of reasonableness as to costs incurred under a construction contract entered into as a result of a call for bids by the Developer, provided that no extraordinary limitations or requirements (such as short time frame) are imposed by the Developer on the performance of such contract.

c. Inspection and Acceptance. The improvements shall be promptly accepted and the Purchase Price promptly paid from Bond proceeds if completed substantially in accordance with the approved plans and specifications for such improvements. The improvements shall be subject at all reasonable times prior to their acquisition to inspection by the City Engineer, which inspection shall be accomplished in a timely manner. Prior to acceptance of any improvement by the City, the Developer shall provide as-built drawings or other similar plans and specifications of such improvement in form reasonably acceptable to the City Engineer, along with evidence satisfactory to the City Engineer that all costs of the improvement have been fully paid by the Developer to the party or parties entitled to be paid for such costs. All warranties, guarantees or other evidence of contingent obligations of third persons with respect to such improvements shall be delivered to the City Engineer prior to acceptance thereof.

d. Payments to Developer. The Developer may request in writing a payment on the Purchase Price of any improvement described in the Engineer's Report in the District proceedings and approved by the City Council. Such requests must contain a written review and recommendation for payment by the Engineer of Work. Payments shall be made only in the amount determined reasonable by the City Engineer with respect to the improvement to be acquired, as specified in a

cost certificate completed by the City Engineer. Any such improvement to be acquired by the City must be completed in accordance with the approved plans and specifications. Any improvement to be accepted by the City must be in such condition that it is ready for use by the City or the public as determined by the City Engineer. If requested by the City Engineer, the Developer shall prepare and execute a Notice of Completion in form acceptable to the City Engineer and record such notice in the office of the Recorder of San Joaquin County, California and cause its contractor to provide lien releases in form acceptable to the City Engineer for all the improvements.

If any of the improvements to be acquired hereunder were or are financed, in whole or in part, from the proceeds of any loan secured by a mortgage or deed of trust upon any lands within the District, and in the absence of contrary written instructions by any mortgagee or beneficiary of such mortgage or deed of trust, the Purchase Price shall be paid to the Developer and to such mortgagee or beneficiary, as their interests may appear.

e. Acquisition of Work in Usable Portions. The City Engineer, in his sole discretion, shall determine whether, and to what degree, any item of work can be acquired from the Developer in usable portions smaller than the entire work. The purchase price of each specific usable portion to be acquired shall be determined by the City Engineer in accordance with Section 6b above; provided, however, the aggregate purchase price for all usable portions related to such work shall not exceed the value of such usable portion, and the aggregate purchase price for all such work shall not exceed the amounts shown in Exhibit B for the total construction cost and construction contingency.

f. Ownership and Transfer of Improvements. The provision or conveyance of the improvements to the City shall take place as follows:

(i) Land (Fee or Easement). Developer shall transfer to the City the appropriate rights, title and interest in and to said land to be acquired. Developer agrees to execute and deliver to City those documents required to complete the transfer of acceptable title (as defined herein) to the land. Acceptable title means title to the land delivered free and clear of all liens, encumbrances, assessments, easements or leases, whether any such item is recorded or unrecorded, and taxes, except those matters which are determined by the City Engineer in his reasonable discretion not to interfere with the intended use of the land and therefore are not required to be cleared from the title. Completion of transfer shall be evidenced by the recordation of an acceptance of the interest(s) in the land by the City Council or its designee.

(ii) Improvements Constructed on Land Owned by Developer. If improvements are located on land owned by Developer, then Developer shall retain the title to said land and the improvements constructed thereon until the land and improvements are acquired by City pursuant to this Agreement. Until title to the land and improvements are acquired by City, the Developer shall maintain the land and improvements in good and safe condition. Transfer of title to the land and the improvements thereon shall be in accordance with clause (i) above.

(iii) Improvements Constructed on Land Owned by City in Fee or Easement. If improvements are located on land on which the City holds fee title or easement rights, the Developer is hereby granted a license to enter said land for purposes related to the construction and maintenance (prior to acquisition by the City hereunder) of the said improvements. Upon completion of construction of any such improvement, the City Engineer shall inspect the improvements and if approved by the City Engineer, the City shall give written notice of its acceptance of the improvement.

(iv) Personal Property. If the Developer provides any personal property in the improvements to be acquired hereunder, transfer by the Developer to the City shall be accomplished by a Bill of Sale.

(v) Funds. If the Developer provides funds for improvements, the provision of such funds to the City shall be acknowledged by a written receipt from the City Director of Finance.

7. Indemnification and Hold Harmless. The Developer shall assume the defense of, indemnify and hold harmless the City, its officers, directors, employees and agents, and each and every one of them, from and against all actions, damages, claims, losses or expense of every type and description to which they may be subjected or put, by reason of, or resulting from this Agreement, the design, engineering and construction of the improvements, or any claims of persons employed to construct the improvements. No provision of this Agreement shall in any way limit the extent of the responsibility of the Developer for payment of damages resulting from the operations of the Developer or its contractors.

8. Audit. The City Engineer shall have the right, during normal business hours and upon the giving of 10 days written notice to the Developer, to review all books and records of the Developer pertaining to costs and expenses incurred by the Developer in constructing any of the improvements.

9. Relationship to Public Works. The parties hereto agree that this Agreement is for the acquisition of certain public improvements by the City from the proceeds of the sale of the Bonds and is not, nor is it intended to be, a public works contract. In performing this Agreement, the Developer is an independent contractor and not the agent of the City or the District. Neither the City nor the District shall have the responsibility for payment to any contractor or supplier of the Developer. Notwithstanding the foregoing, the Developer understands that it may be subject to certain public contract requirements as provided in the Act.

10. Attorney's Fees. In the event of the bringing of any action or suit by either party against the other arising out of this Agreement, the party in whose favor final

judgment shall be entered shall be entitled to recover from the other party all costs and expenses of suit, including reasonable attorney's fees.

11. Notices. Any notice, payment or instrument required or permitted by this Agreement to be given or delivered to either party shall be deemed to have been received when personally delivered or 72 hours following deposit of the same in any United States Post Office in California, registered or certified mail, postage prepaid, addressed as follows:

Developer:	A. G. Spanos Construction, Inc. Att: Bill Filios 1341 West Robinhood Drive Stockton, CA 95207
City or District:	City of Stockton Att: City Engineer Public Works Department City Hall Stockton, CA 95202

Each party may change its address for delivery of notice by delivering written notice of such change of address to the other party.

12. Severability. If any part of this Agreement is held to be illegal or unenforceable by a court of competent jurisdiction, the remainder of this Agreement shall be given effect to the fullest extent reasonably possible.

13. Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto.

14. Limited Liability. Any and all obligations of the City arising out of or related to this Agreement are the special and limited obligations of the City payable only from the funds of the Developer paid hereunder or from other funds of the District to the extent such may become available. In no event shall the City be obligated to advance any of its own funds hereunder. No Councilmember, staff member or agent of the City shall incur any liability hereunder to the Developer or any other party in their individual capacities by reason of their actions hereunder or execution hereunder.

15. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original.

16. Amendments. Amendments to this Agreement shall be made only by written instrument executed by each of the parties hereto.

17. Expiration. This Agreement shall, unless extended by the City at its sole discretion, terminate after the expiration of 18 months from the date of its execution if

the resolution ordering the acquisitions and improvements has not been adopted by the City Council.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

CITY OF STOCKTON, for itself and on behalf of Spanos Park Assessment District

By _____
Mayor

ATTEST:

_____
City Clerk

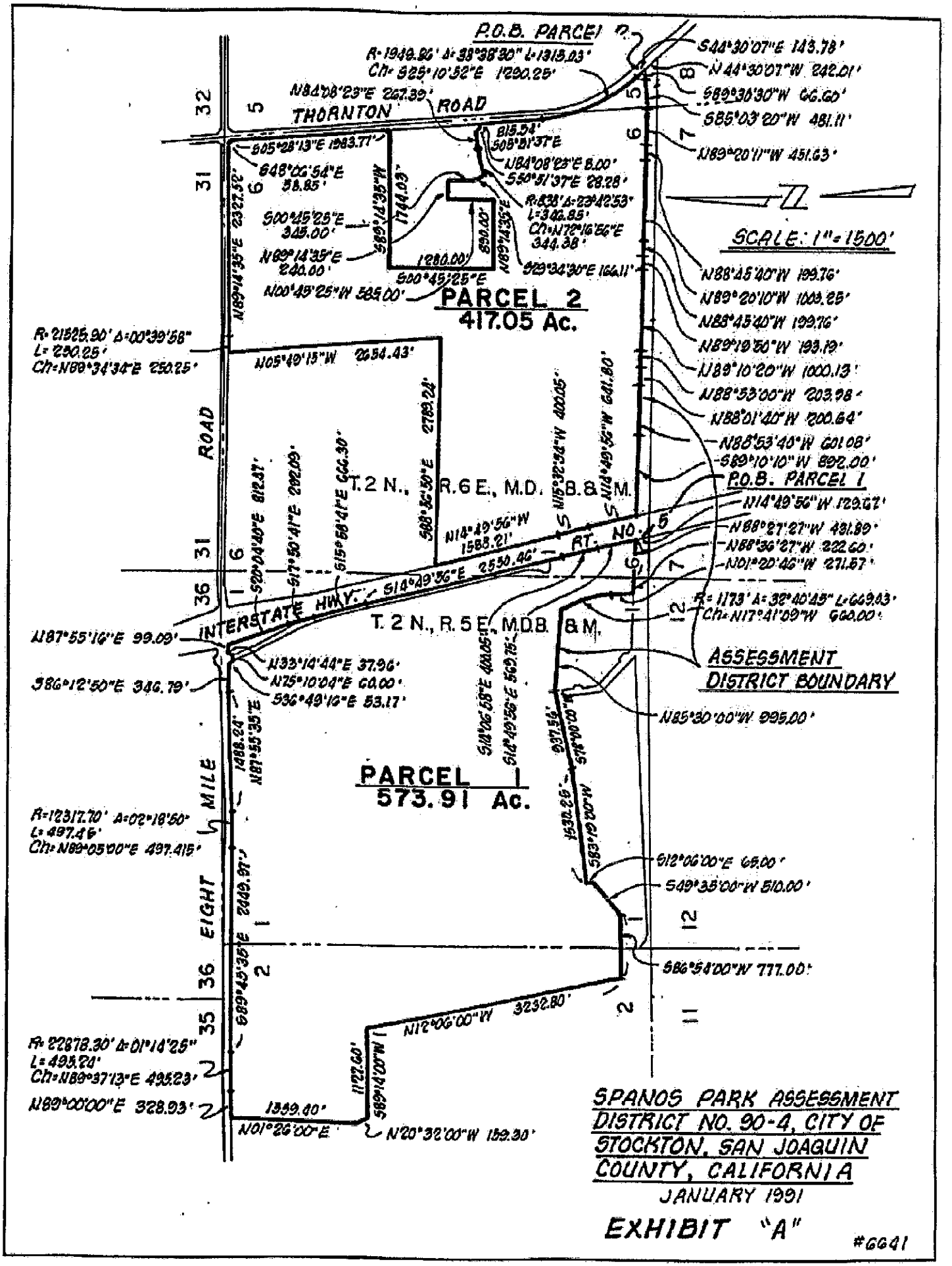
SPANOS PARK DEVELOPMENT, LP,
a limited partnership

By _____

A. G. SPANOS CONSTRUCTION, INC.,
a corporation

By _____

APPROVED AS TO FORM
Date APR 0 9 1991
Deputy City Attorney



SPANOS PARK ASSESSMENT DISTRICT NO. 90-4, CITY OF STOCKTON, SAN JOAQUIN COUNTY, CALIFORNIA

JANUARY 1991

EXHIBIT "A"

#6641

C-2261

ESTIMATE OF COST
SPANOS PARK ASSESSMENT DISTRICT NO. 91-1
STOCKTON, CALIFORNIA

SANITARY SEWER LINE, PHASE I

1	Lump Sum	Clearing & Grubbing	@$126,000.00	$ 126,000.00
2,701.44	Lin.Ft.	66" Sanitary Sewer	@$ 307.00	829,342.08
3,975.03	Lin.Ft.	54" Sanitary Sewer	@$ 263.00	1,045,432.91
57	Lin.Ft.	30" Sanitary Sewer	@$ 250.00	14,250.00
346	Lin.Ft.	66" Bore @ 14 Mile Slough	@$ 2,300.00	795,800.00
265	Lin.Ft.	54" Bore @ Mosher Slough	@$ 2,250.00	596,250.00
261	Lin.Ft.	54" Bore @ Bear Creek	@$ 1,977.00	515,997.00
284.4	Lin.Ft.	48" Bore @ Interstate 5	@$ 2,100.00	597,240.00
11	Each	Standard Manholes	@$ 6,000.00	66,000.00
4	Each	Intersection Manholes	@$ 40,000.00	160,000.00
1	Lump Sum	Closure Dikes @ Treatment Plant	@$ 2,480.00	2,480.00
1	Lump Sum	Closure Dikes @ Bear Creek & Mosher Slough	@$ 6,900.00	6,900.00
1	Lump Sum	Manhole 7 Stubs	@$ 8,900.00	8,900.00
2	Each	Intersecting Manholes	@$ 29,000.00	58,000.00
2	Each	Channels	@$ 5,527.50	11,055.00
3	Each	T-Lock	@$ 4,880.00	14,640.00
20.6	Lin.Ft.	48" RCP @ Interstate 5 Crossing	@$ 206.02	4,244.01
1	Lump Sum	Pipe "D" Load Change	@$ 8,564.00	8,564.00

TOTAL SANITARY SEWER LINE, PHASE I.....$ 4,861,095.00

SANITARY SEWER LINE, PHASE II

1	Lump Sum	Clearing & Grubbing	@$ 35,000.00	$ 35,000.00
3,594	Lin.Ft.	54" Sanitary Sewer	@$ 224.00	805,056.00
7,148.92	Lin.Ft.	48" Sanitary Sewer	@$ 206.00	1,472,677.52
13	Lin.Ft.	12" Sanitary Sewer	@$ 100.00	1,300.00
19	Each	Standard Manholes	@$ 6,725.00	127,775.00
5	Each	Intersection Manholes	@$ 30,000.00	150,000.00
1	Lump Sum	T-Lock	@$ 39,400.00	39,400.00
1	Lump Sum	Thornton Road Relocation	@$ 16,470.00	16,470.00
2	Each	Manhole Stubs	@$ 350.00	700.00
1	Lump Sum	Temporary Storm Drain Line	@$ 4,500.00	4,500.00

TOTAL SANITARY SEWER LINE PHASE II.....$ 2,652,878.52

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EXHIBIT B

Estimate of Cost (Cont'd.)
Spanos Park Assessment District No. 91-1
Stockton, California

ESTIMATED TOTAL COST OF ACQUIRED PUBLIC IMPROVEMENTS			$ 8,051,463.52
ESTIMATED CONTINGENCIES			62,946.48
ESTIMATED RIGHT-OF-WAY COSTS			178,490.00
ESTIMATED INCIDENTAL EXPENSES			
Civil Engineering/Construction Staking		$425,000.00	
Soils Engineering		25,000.00	
Plan Checking, Permit and Inspection Fees		155,000.00	
Construction Administration and Coordination		360,000.00	
Appraisal Fees, R/W & A.D.		13,000.00	
Legal Fees for Easements & Permits		25,000.00	
Construction Interest Through 5/31/91		492,400.00	
Assessment Engineer:			
(1.5% x $1,000,000.00)	$15,000.00		
(1.0% x $6,740,000.00)	67,400.00		
Bond Counsel		82,400.00	
Acquisition Administration		93,000.00	
Printing, Advertising, Bond Register		50,000.00	
Bank Setup Fee		25,000.00	
Bond Discount (1.75% x $7,740,000.00)		5,000.00	
Bond Reserve (5% x $7,740,000.00)		135,450.00	
Bond Admin. Fee (0.75% x $7,740,000.00)		387,000.00	
		58,050.00	
ESTIMATED TOTAL INCIDENTAL EXPENSES			2,331,300.00
ESTIMATED TOTAL PROJECT COST			$10,624,200.00
LESS ESTIMATED CONSTRUCTION FUND INTEREST EARNINGS			(1,000.00)
LESS ESTIMATED OTHER DEVELOPER CONTRIBUTIONS			(4,160,300.00)
DEVELOPER'S NET COST			$ 6,462,900.00
2-YRS. CAPITALIZED INTEREST (@ 8.25%)			1,277,100.00
TOTAL ESTIMATED COSTS PROPOSED TO BE ASSESSED TO PROPERTY OWNERS			$ 7,740,000.00

NOTE: In addition to the Total Estimated Costs Proposed To Be Assessed To Property Owners, a maximum of 2% of the annual amount of principal and interest installments will be charged for administration and collection of installments and payments on the bonds.

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10-01-005

Resolution No. 91-0615

STOCKTON CITY COUNCIL

A RESOLUTION AWARDING SALE OF BONDS
AND APPROVING BOND PURCHASE AGREEMENT

STOCKTON AIRPORT BUSINESS PARK ASSESSMENT DISTRICT
PROJECT NO. 84-1, PHASE III

RESOLVED, by the City Council of the City of Stockton, California, that

WHEREAS, this Council has received a proposal to purchase bonds to be issued to represent unpaid assessments levied in the proceedings under Resolution No. 91-0542 (the "Resolution") adopted by said Council on July 15, 1991, for the acquisition and/or construction of public improvements, as more particularly described in the Resolution, and that a majority of the owners of property in the area subject to assessment have requested that said proposal be accepted;

NOW, THEREFORE, IT IS ORDERED as follows:

1. That upon consummation of special assessment district proceedings said bonds be, and they are hereby ordered sold to STONE & YOUNGBERG, San Francisco, California, the sale to be subject to all the terms and conditions set forth in the Bond Purchase Agreement attached hereto, marked Exhibit A, and made a part hereof.

2. The Bond Purchase Agreement is approved, and the City Manager or the Assistant City Manager is authorized to execute the Agreement and the City Clerk is hereby authorized to attest his signature.

3. The Director of Finance is hereby directed to have the bonds printed, and that the same be signed, sealed and delivered to the purchaser upon receipt of the amount therefor, in accordance with the terms and conditions contained in the Agreement and the proceedings held pursuant to the Resolution of Intention and any amendments thereto.

PASSED AND ADOPTED this 5th day of August, 1991, by the following vote:

Ayes: Councilmembers McCarthy, McGaughey, Minnick, Panizza, Rust, Vice Mayor Weaver and Mayor Darrah
Noes: None
Absent: None

Joan Darrah
JOAN DARRAH, Mayor
City of Stockton

ATTEST:

Frances Hong
FRANCES HONG, City Clerk
of the City of Stockton

CITY ATTY REVIEW GDP

DATE JUL 22 1991

91-0615

STONE & YOUNGBERG

MEMBERS PACIFIC STOCK EXCHANGE

PURCHASE CONTRACT

August 5, 1991

City Council
City of Stockton
425 North El Dorado Street
Stockton, California 95202-1997

Re: Offer to Purchase Bonds in the Amount of $410,000
City of Stockton
Stockton Airport Business Park Assessment District Phase III
(San Joaquin County, California)
Series 1991

Members of the Council:

Pursuant to discussions with City staff, bond counsel, and our investigation and analysis of the captioned bond issue, Stone & Youngberg ("the Underwriter") hereby offers to purchase all of the above referenced bonds (the "Bonds") subject to the following conditions:

1. The Bonds will be issued pursuant to the Municipal Improvement Act of 1913 and the City of Stockton Improvement Procedure Code (analogous to the Improvement Bond Act of 1915).

2. The par value of the Bonds shall be in an amount equal to $410,000, and the Bonds shall mature between September 2, 1992 and September 2, 2006 inclusive.

3. The Bonds shall be issued in denominations of $5,000, or in integral multiples thereof as may be requested by the Underwriter.

4. All Bonds shall be issued in registered form in accordance with instructions to be determined by the Underwriter prior to closing. The City shall retain Bank of America as Paying Agent.

5. The Bonds shall be dated August 30, 1991 and be delivered on or about their date (the "Closing Date").

6. The Bonds shall mature in each of the years and in the amounts and at the rates of interest set forth on the attached maturity schedule marked Exhibit A.

7. The City shall covenant to commence judicial foreclosure of delinquent assessments as stated in the Resolution of Issuance for the Bonds.

ONE CALIFORNIA STREET · SAN FRANCISCO, CALIFORNIA 94111 · (415) 981-1314

EXHIBIT A

91-0615

8. The purchase price shall be $397,700 or 97.0 percent of par, and shall be paid in full upon delivery to us of the Bonds.

9. The City shall deliver to the Underwriter at closing in forms suitable to the Underwriter:

   (a) The unqualified approving legal opinion of Timothy J. Hachman, Attorney at Law, Bond Counsel. The legal opinion shall be printed on the Bonds at no charge to us.

   (b) A no-litigation certificate of the City.

10. The obligations of the Underwriter to accept delivery of and pay for the Bonds on the Closing Date shall be subject, at the option of the Underwriter to the following additional conditions:

   (a) At the Closing Date, the Resolution and any other applicable agreements shall be in full force and effect, and shall not have been amended, modified or supplemented except as may have been agreed in writing by the Underwriter, and there shall have been taken in connection therewith, with the issuance of the Bonds and with the transactions contemplated thereby and by this Purchase Contract, all such actions as, in the opinion of Bond Counsel, shall be necessary and appropriate;

   (b) Between the date hereof and the closing, the market price or marketability of the Bonds at the initial offering prices shall not have been materially adversely affected, in the judgment of the Underwriter (evidenced by a written notice to the City terminating the obligation of the Underwriter to accept delivery of and pay for the Bonds) by reason of any of the following:

      (1) Legislation enacted (or resolution passed) by the Congress of the United States of America or a decision rendered by a court established under Article III of the Constitution of the United States of America or by the Tax Court of the United States of America, or an order, ruling, regulation (final, temporary or proposed), press release or other form of notice issued or made by or on behalf of the Treasury Department or the Internal Revenue Service of the United States of America, with the purpose or effect, directly or indirectly, of imposing federal income taxation upon the interest as would be received by the owners of the Bonds;

      (2) Legislation enacted (or resolution passed) by the Congress of the United States of America, or an order, decree or injunction issued by any court of competent jurisdiction, or an order, ruling, regulation (final, temporary or proposed), press release or other form of notice issued or

made by or on behalf of the Securities and Exchange Commission, or any other governmental agency having jurisdiction of the subject matter, to the effect that obligations of the general character of the Bonds, or the Bonds, including any or all underlying arrangements, are not exempt from registration under or other requirements of the Securities Act of 1933, as amended, or that the Resolution is not exempt from qualification under or other requirements of the Trust Indenture Act of 1939, as amended, or that the issuance, offering or sale of obligations of the general character of the Bonds, or of the Bonds, including any or all underwriting arrangements, as contemplated hereby or otherwise is or would be in violation of the federal securities laws as amended and then in effect;

(3) The withdrawal or downgrading of any rating of any securities of the City by a national municipal Bond rating agency;

(4) Any amendment to the Federal or California Constitution or action by any Federal or California court, legislative body, regulatory body or other authority materially adversely affecting the tax status of the City, its property, income, securities (or interest thereon), validity or enforceability of the assessments;

Respectfully submitted,

STONE & YOUNGBERG

By: Scott Clinton
Scott Clinton
Partner

APPROVED AND ACCEPTED

CITY OF STOCKTON

By: _____

Title: _____

Date: _____

APPROVED AS TO FORM
Date AUG 05 1991
Gary D. Patzell
Deputy City Attorney

SC:crq
(WPP/0093C)

EXHIBIT A

$410,000
CITY OF STOCKTON
STOCKTON AIRPORT BUSINESS PARK ASSESSMENT DISTRICT PHASE III
SERIES 1991

Maturity Date (September 2)	Principal Amount	Interest Rate	Initial Public Offering Price
1992	$ 15,000.00	5.75%	100 %
1993	20,000.00	6.00	100
1994	20,000.00	6.25	100
1995	20,000.00	6.50	100
1996	20,000.00	6.75	100
1997	20,000.00	7.00	100
1998	25,000.00	7.20	100
1999	25,000.00	7.40	100
2000	30,000.00	7.60	100
2001	30,000.00	7.70	100
2002	30,000.00	7.80	100
2003	35,000.00	7.90	100
2004	35,000.00	8.00	100
2005	40,000.00	8.00	100
2006	45,000.00	8.00	100

The average interest rate is 7.697%. The net interest cost including an underwriting discount of 3.0% is 8.02055%.

Resolution No. 91-0617

STOCKTON CITY COUNCIL

A RESOLUTION DETERMINING UNPAID ASSESSMENTS
AND PROVIDING FOR ISSUANCE OF BONDS

STOCKTON AIRPORT BUSINESS PARK ASSESSMENT DISTRICT
PROJECT NO. 84-1 (PHASE III)

RESOLVED, by the City Council of the City of Stockton, California, that

WHEREAS, on July 15, 1991, the Council adopted its Resolution No. 91-0542 (the "Resolution"), a Resolution of Preliminary Determination and of Intention to Make Changes and Modifications in the Acquisitions and Improvements and Proceedings under its Resolution of Intention No. 1057, and to levy an annual assessment for the costs incurred in the administration and collection of assessments (the "Resolution"), relating to the acquisition and/or construction of public improvements in the City under and pursuant to the provisions of Article 4, Division 5 of the Stockton Improvement Procedure Code, and amendments thereto, and did therein provide that serial and/or term bonds would be issued pursuant to the provisions of Articles 1 and 3, Bond Plan B (NSR), of Division 6 of said Code, as amended, reference to the Resolution, hereby being expressly made for further particulars;

WHEREAS, notice to pay assessments has been duly published and mailed, and the time within which assessments may be paid in cash has been waived by all owners of property to be assessed, and the Director of Finance has signed and filed in his office a list of assessments which remain unpaid; and

WHEREAS, this Council has duly considered said list and has determined that the same is an accurate statement thereof;

NOW, THEREFORE, IT IS ORDERED as follows:

1. The assessments in the unpaid list which now remain unpaid, and the aggregate thereof, are as shown in Exhibit A, hereto attached, and by reference made a part hereof.

2. For a particular description of the lots and parcels of land bearing the respective assessment numbers set forth in said unpaid list and upon which assessments remain unpaid, severally and respectively, reference is hereby made to the assessment and diagram filed in the office of the Superintendent of Streets of said City after confirmation by the Council, the several lots or parcels of land represented by assessment numbers being so numbered and designated upon the amended diagram and assessment as so confirmed and recorded, severally and respectively.

3. The unpaid list is in the amount of $410,000, and bonds shall be issued upon the security of the unpaid assessments in accordance with the provisions of Articles 1 and 3, Bond Plan B (NSR), of Division 6 of said Code, and under and pursuant to the provisions of

CITY ATTY REVIEW GDP

DATE AUG 05 1991

the Resolution and the proceedings thereunder duly had and taken; the bonds shall be in fully registered form only and shall not be de-registerable, shall be numbered in sequence, shall be dated August 30, 1991, shall be in denominations of $5,000 or integral multiples thereof, and their maximum interest rates and respective dates of maturity are as shown in Exhibit B, hereto attached, and by reference made a part hereof. The bonds shall bear interest from their date, which shall be payable semi-annually on the second day of March and September in each year, with the first interest payable on the second day of March, 1992, and shall be payable on the basis of a 360-day year divided into 12 months of 30 days each. Interest is payable by check or draft mailed on the payment date to the registered owner at the registered owner's address as it appears on the records of the paying agent or at such address as may have been filed with the paying agent for that purpose as of the 15th day immediately preceding each interest payment date.

4. The bonds shall be issued in series, and the unpaid assessments as shown on the list filed with the Director of Finance of the City and determined by the Council, together with the interest thereon, shall remain and constitute a trust fund for the redemption and payment of the bonds and of the interest which may be due thereon, which unpaid assessments shall be payable in annual installments corresponding in number and proportionate amounts to the principal amount of bonds maturing in each year. An annual proportion of each assessment shall be payable in each fiscal year preceding the date of maturity of each of the bonds which have been issued, sufficient to pay the bonds when due. Such proportion of each assessment coming due in any year, together with the annual interest thereon, shall be payable in the same manner and at the same time and in the same installments as the general taxes of said City on real property are taxable, and shall become delinquent at the same time and in the same proportionate amounts and bear the same proportionate penalties for delinquency. There shall be included in each annual installment of principal and interest on the bonds issued to represent unpaid assessments a maximum amount of two percent (2%) of the installment to reimburse the City for the cost of administration and collection of such annual installments and the registration, administration and payment of the bonds issued or the reserve or any related funds.

5. The City Council has determined that the City will not obligate itself to advance available funds from the City Treasury to cure any deficiency which may occur in the bond redemption funds. Such determination shall not prevent the City, in its sole discretion, from so advancing funds.

6. The bonds shall be signed by the City Clerk and Director of Finance of the City, or bear the engraved, printed or lithographed signature of those officers, and the official seal of the City may be affixed to the bonds by printed, lithographed or other reproduction thereof. The bonds shall be substantially in the form set forth in the Improvement Bond Act of 1915 with appropriate changes in the wording to show that they are issued pursuant to Bond Plan B (NSR), of Division 6 of the Stockton Improvement Procedure Code and are payable at the principal Corporate Trust Office of the registrar, transfer agent and paying agent of the City, the Bank of America National Trust & Savings Association, San Francisco, California (hereinafter the "Agent"). The Director of Finance and City Clerk are hereby authorized and directed to execute said bonds.

7. Each of the bonds is transferable only upon the registry book to be maintained by the Agent upon surrender of the bond duly endorsed or accompanied by a written instrument of transfer satisfactory to the Agent and executed by the registered holder thereof, or by attorney duly authorized in writing, and thereupon one or more new fully registered bonds of authorized denominations and of the same maturity, aggregating the principal amount of the bond surrendered for transfer, shall be issued to the transferee or transferees in exchange therefor, and upon payment of the City's and Agent's reasonable charges, if any, including any tax or governmental charge that may be imposed in connection with such transfer and exchange. No such transfer and exchange shall be required to be made during the 15 days immediately preceding any interest payment date, nor after notification to the Agent of a temporary suspension period pending selection of bonds for call and redemption, nor as to such bonds selected for call and redemption. Bonds so transferred shall bear interest from their date, or the date prior to transfer to which interest has been paid, whichever is later.

8. Each bond, or portion thereof in the sum of $5,000 or integral multiples of such sum, may be redeemed and paid in advance of maturity upon the second day of March or September in any year by the City giving at least 30 days notice by registered or certified mail or by personal service to the registered owner at the applicable address shown on the registration books of the Agent by paying principal and accrued interest to the date of redemption, or surrender, whichever is earlier, together with a premium equal to three percent (3%) of the principal.

9. The City Council covenants with the holders of said bonds to be issued herein that it will commence not later than August 15 following the date of delinquency in

assessment installments, and thereafter diligently prosecute to completion a foreclosure action regarding such delinquent installments of assessments, in any year in which the sum of uncured delinquent installments of assessments securing the bonds exceeds five percent (5%) of the assessment installments posted to the tax roll for that fiscal year and/or the amount in the Special Reserve Fund is less than five percent (5%) of the then outstanding assessments.

The City further covenants that it shall neither take, nor permit to be taken, any action which would jeopardize the tax exempt status of the bonds under section 148 of the Internal Revenue Code of 1986, and regulations thereunder, in effect on the date of this resolution, and will take all reasonable actions required to maintain the status of the bonds as exempt from federal income taxes and California personal income taxes.

10. The Director of Finance shall establish the following three (3) funds to be maintained by the Director of Finance for the administration of the bond proceeds, the payment of principal and interest on the bonds, and the collection of assessments in the proceedings:

A. Improvement Fund. There shall be deposited in the improvement fund the net proceeds of the sale of the bonds less the amount specified in subparagraph C below, and all amounts paid on the assessments prior to bond issuance. Disbursements from the improvement fund shall be made by the Director of Finance in accordance with the budget of estimated costs and expenses set forth in the engineer's report and approved by the City Council. The report and budget are subject to modification by the City Council from time to time as prescribed by the Municipal Improvement Act of 1913 and the Stockton Improvement Procedure Code. Any balance remaining in the improvement fund following the completion of and payment for the work in Phase I of the project shall be retained in the improvement fund for payment for the improvements in subsequent phases of the project and used as a credit to reduce the amount of bonds to be issued for future phases of the work.

B. Bond Redemption Fund. All payments of principal and interest installments, including prepaid installments and premiums, if any, collected on the assessments, together with penalties, if any, shall be deposited in the bond redemption fund, which shall be a trust fund for the benefit of the bondholders. Payment of the bonds at maturity, or at redemption (whether optional or mandatory) prior to maturity, and all interest on the bonds shall be made from the bond redemption fund.

C. Reserve Fund. There shall be deposited into a special reserve fund the amount of $32,800, which is eight percent (8%) of the principal amount of the bonds, from the proceeds of the sale of the bonds. Proceeds of this fund shall be available for transfer into the bond redemption fund in accordance with section 8808 of the Streets and Highways Code for payment of delinquent assessment installments. Any amount so transferred shall be reimbursed to the special reserve fund from the proceeds of redemption or sale of the parcel for which payment was made from the special reserve fund.

(1) If any assessment is prepaid before final maturity of the bonds, the amount of principal which the assessee is required to prepay shall be reduced by an amount which is in the same ratio to the original amount of the special reserve fund as the original amount of the assessment being prepaid bears to the total amount of assessments originally levied in the proceedings, together with its pro rata share of the interest earned on said amount of the special reserve fund. This reduction in the amount of principal prepaid shall be balanced by a transfer from the special reserve fund to the redemption fund in the same amount.

(2) The amount on deposit in this fund shall never exceed an amount equal to the lesser of the maximum annual debt service on the bonds or ten percent (10%) of the face amount of the bonds issued less any original issue discount. If such excess (after any transfers under subparagraph (4) below) occurs, such excess shall be transferred to the bond redemption fund for credits upon payment of interest on the bonds.

(3) When the amount in this fund equals or exceeds the amount required to retire the remaining unmatured bonds (whether by advance retirement or otherwise), the amount of the special reserve fund shall be transferred to the bond redemption fund, and the remaining installments of principal and interest not yet due from assessed property owners shall be cancelled without payment.

(4) Investment earnings on the amount in this fund may be withdrawn at any time for rebate purposes under Section 16 hereof.

11. The City shall not take, nor permit nor suffer to be taken by the Director of Finance or otherwise, any action with respect to the gross proceeds of the bonds which if such action had been reasonably expected to have been taken, or had been deliberately and intentionally taken, on the closing date of the bond issue would have caused the bonds

to be "arbitrage bonds" within the meaning of section 148(e) of the Internal Revenue Code of 1986 (hereafter, the "Code") and regulations issued thereunder (hereafter, the "Regulations").

12. On the basis of the facts, estimates and circumstances now in existence and in existence on the date of issue of the bonds, as determined by the Director of Finance, the Director of Finance is authorized and directed to certify that it is not expected that the proceeds of said issue will be used in a manner that would cause such obligations to be arbitrage bonds. Such certification shall be delivered to the purchaser of the bonds at the time of delivery of and payment for the bonds.

13. The City shall assure that the following limitations, as defined by the Code and the Regulations, shall apply:

A. Not in excess of ten percent (10%) of the proceeds of the bonds is used for private business use if, in addition, the payment of the principal of, or the interest on more than ten percent (10%) of the proceeds of the bonds is (under the terms of the bonds or any underlying arrangement) directly or indirectly, (1) secured by any interest in property, or payments in respect of property, used or to be used for a private business use, or (2) to be derived from payments (whether or not to the City) in respect of property, or borrowed money, used or to be used for a private business use; and

B. In the event that in excess of five percent (5%) of the proceeds of the bonds is used for private business use if, in addition, the payment of the principal of, or the interest on more than five percent (5%) of the proceeds of the bonds is (under the terms of the bonds or any underlying arrangement) directly or indirectly, secured by any interest in property, or payments in respect of property, used or to be used for said private business use, or is to be derived from payments (whether or not to the City) in respect of property, or borrowed money, used or to be used for a private business use, then, (1) said excess over said five percent (5%) of the proceeds of the bonds which is used for private business use shall be used for a private business use related to a government use of such proceeds, and (2) each such private business use over five percent (5%) of the proceeds of the bonds which is related to a government use of such proceeds shall not exceed the amount of such proceeds which is used for the government use of proceeds to which such private business use is related.

14. The City shall assure that not in excess of the lesser of five percent (5%) of the proceeds of the bonds or $5,000,000 is to be used, directly or indirectly, to make or

finance loans (other than loans constituting nonpurpose investments and other than loans which enable the borrower to finance any governmental tax or assessment of general application for a specific essential governmental function) to persons other than state or local government units, as defined in the Code and the Regulations.

15. The City shall not take any action, or permit or suffer any action to be taken if the result of the same would be to cause the bonds to be "federally guaranteed" within the meaning of section 149(b) of the Code and Regulations.

16. The City shall assure compliance with applicable requirements contained in the Code and the Regulations for rebate of excess investment earnings, if any, to the federal government. The City shall keep or cause to be kept, and retain or cause to be retained for a period of six (6) years following the retirement of the Bonds, records of the determinations made pursuant to this section. In order to provide for the administration of this section, the City may provide for the employment of independent attorneys, accountants and consultants compensated on such reasonable basis as the City may deem appropriate.

17. The Director of Finance is hereby directed to assure the filing of an information report for the Bonds in compliance with section 149(e) of the Code.

18. Without the consent of the registered owners of the bonds, the City hereafter may amend this resolution to add, modify or delete provisions as may be necessary or appropriate to assure compliance with section 148(f) of the Code or as otherwise may be necessary to assure the exemption of interest on the bonds from federal income taxation.

19. All actions mandated by this resolution to be performed by the Director of Finance may be performed by the designee thereof or such other official of the City or independent contractor, contractor, or trustee, duly authorized by the City Council of the City to perform such action or actions in furtherance of all or a specific portion of the requirements hereof.

20. Jurisdiction is hereby reserved to issue bonds, upon the security of and to represent additional unpaid assessments which may be levied against the entire property within the boundaries of the assessment district, for future phases of the project improvements, for future improvements to be installed pursuant to the agreement therefor, upon further development and the decision of the Director of Public Works as set forth in that agreement; provided, however, the City hereby covenants with the holders of the bonds to be currently issued as provided in this resolution, that such future bonds and unpaid assessments will not exceed forty percent (40%) of the market value of the land and improvements following the installation of the improvements, as established by a qualified real estate appraiser.

21. The City Clerk shall furnish a certified copy of this Resolution to the Director of Finance, to the Bank of America, National Trust and Savings Association, and to the County Auditor.

PASSED AND ADOPTED this 5th day of August, 1991, by the following vote:

Ayes: Councilmembers McCarthy, McGaughey, Minnick, Panizza, Rust, Vice Mayor Weaver and Mayor Darrah
Noes: None
Absent: None

JOAN DARRAH, Mayor
City of Stockton

ATTEST:

FRANCES HONG, City Clerk

LIST OF UNPAID ASSESSMENTS
STOCKTON AIRPORT BUSINESS PARK ASSESSMENT DISTRICT
PROJECT NO. 84-1 (PHASE III)

Assessment No.	Description Assessor's Parcel No.	Amount
10	APN 179-240-02	$1,971.27
11	APN 179-240-01	2,056.80
14	APN 179-240-07	1,508.39
15	APN 179-240-08	1,383.31
16	APN 179-240-09	2,574.20
17	APN 179-240-10	2,677.90
18	APN 179-240-11	2,835.04
19	APN 179-240-12	2,921.63
27	APN 177-130-13	89,941.01
35	APN 179-280-09	1,949.89
36	APN 179-280-01	14,462.79
37	APN 179-280-02	13,623.60
38	APN 179-280-03	13,451.49
39	APN 179-280-05	5,490.49
40	APN 179-280-04	12,679.66
41	APN 179-280-06	16,638.24
45	APN 179-280-10	3,086.26
46	APN 179-280-11	2,526.10
47	APN 179-280-12	2,154.08
48	APN 179-280-13	3,367.42
52	APN 179-240-17	3,217.75
55	APN 179-280-17	2,779.45
56	APN 179-280-18	3,014.64
57	APN 179-280-19	3,891.24
58	APN 179-290-01	19,466.87
59	APN 179-290-02	3,420.87
60	APN 179-290-03	3,196.37
61	APN 179-290-04	5,024.40
62	APN 179-290-05	6,542.41
63	APN 179-290-06	16,087.14
64	APN 179-290-07	5,248.89
65	APN 179-290-08	4,072.97
66	APN 179-290-09	4,318.84
67	APN 179-290-10	4,040.90
69	APN 177-130-14 (Ptn.)	71,806.14
70	APN 179-270-15	4,270.74
81	APN 179-270-14 (Ptn.)	3,784.33
82	APN 179-270-14 (Ptn.)	5,644.43
83	APN 177-130-14 (Ptn.)	6,563.79
84	APN 177-130-14 (Ptn.)	7,397.63
86	APN 179-270-14 (Ptn.)	11,438.55
87	APN 179-300-01	952.50
88	APN 179-300-02	839.18
89	APN 179-300-03	889.43
90	APN 179-300-04	958.91
91	APN 179-300-05	2,830.77
92	APN 179-300-06	623.24
93	APN 179-300-07	2,117.73
94	APN 179-300-08	852.01
97	APN 179-280-20	3,656.05
98	APN 179-280-21	3,752.26
	TOTAL	$410,000.00

EXHIBIT A

STOCKTON AIRPORT BUSINESS PARK ASSESSMENT DISTRICT
PROJECT NO. 84-1 (PHASE III)

BOND MATURITY SCHEDULE

Interest Rate	Annual Amount	Date of Maturity
Serial Bonds:		
5.75%	$15,000.00	September 2, 1992
6.00%	20,000.00	September 2, 1993
6.25%	20,000.00	September 2, 1994
6.50%	20,000.00	September 2, 1995
6.75%	20,000.00	September 2, 1996
7.00%	20,000.00	September 2, 1997
7.20%	25,000.00	September 2, 1998
7.40%	25,000.00	September 2, 1999
7.60%	30,000.00	September 2, 2000
7.70%	30,000.00	September 2, 2001
7.80%	30,000.00	September 2, 2002
7.90%	35,000.00	September 2, 2003
8.00%	35,000.00	September 2, 2004
8.00%	40,000.00	September 2, 2005
8.00%	45,000.00	September 2, 2006
TOTAL	$410,000.00	

EXHIBIT B

Resolution No. 91-0799

STOCKTON CITY COUNCIL

A RESOLUTION DETERMINING UNPAID ASSESSMENTS
AND PROVIDING FOR ISSUANCE OF BONDS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5
(PHASE II)

RESOLVED, by the City Council of the City of Stockton, California, that

WHEREAS, on August 27, 1990, this Council adopted its Resolution No. 90-0606 (the "Resolution"), a Resolution of Preliminary Determination and of Intention to order the acquisition and/or construction of certain public improvements in the City, and therein provided that serial and/or term bonds would be issued pursuant to the provisions of Articles 1 and 3, Bond Plan B (NSR), of Division 6 of said Code, as amended, reference to the Resolution, hereby being expressly made for further particulars;

WHEREAS, notice to pay assessments was duly published and mailed, the time within which assessments could be paid in cash was waived by all owners of property to be assessed, the Director of Finance signed and filed in his office a list of assessments remaining unpaid, and the Council after considering the list, determined the unpaid assessments and authorized the issuance of bonds as to the assessments for Phase I of the project; and

WHEREAS, this Council has subsequently ordered certain modifications to the assessments for Phase II of the project and the Director of Finance, in accordance therewith, signed and filed in his office an amended list of assessments remaining unpaid, which list has been given to this Council for consideration;

NOW, THEREFORE, IT IS DETERMINED AND ORDERED as follows:

1. The assessments in the unpaid list which now remain unpaid, and the aggregate thereof, are as shown in Exhibit A, hereto attached, and by reference made a part hereof.

2. For a particular description of the lots and parcels of land bearing the respective assessment numbers set forth in said unpaid list and upon which assessments remain unpaid, severally and respectively, reference is hereby made to the assessment and diagram, and amendments thereto, filed in the office of the Superintendent of Streets of said City after confirmation by the Council, the several lots or parcels of land represented by assessment numbers being so numbered and designated upon the amended diagram and assessment as so confirmed and recorded, severally and respectively.

3. The unpaid list as to Phase II of the project is in the amount of $5,165,000, and bonds shall be issued upon the security of such unpaid assessments in accordance with the provisions of Articles 1 and 3, Bond Plan B (NSR), of Division 6 of said Code, and under

CITY ATTY
REVIEW GDP

DATE OCT 23 1991

and pursuant to the provisions of the Resolution and the proceedings thereunder duly had and taken; the bonds shall be in fully registered form only and shall not be de-registerable, shall be numbered in sequence, shall be dated November 14, 1991, shall be in denominations of $5,000 or integral multiples thereof, and their interest rates and respective dates of maturity are as shown in Exhibit B, hereto attached, and by reference made a part hereof. The bonds shall bear interest from their date, which shall be payable semi-annually on the second day of March and September in each year, with the first interest payable on the second day of March, 1992, and shall be payable on the basis of a 360-day year divided into 12 months of 30 days each. Interest is payable by check or draft mailed on the payment date to the registered owner at the registered owner's address as it appears on the records of the paying agent or at such address as may have been filed with the paying agent for that purpose as of the 15th day immediately preceding each interest payment date.

4. The bonds shall be issued as serial bonds and term bonds as shown in Exhibit B. The unpaid assessments as shown on the list contained in Exhibit A, together with the interest thereon, shall remain and constitute a trust fund for the redemption and payment of the bonds and of the interest which may be due thereon, which unpaid assessments shall be payable in annual installments corresponding in number and proportionate amounts to the number of installments and principal amount of bonds maturing or becoming subject to mandatory prior redemption in each year. An annual proportion of each assessment shall be payable in each fiscal year preceding the date of maturity or mandatory prior redemption date of each of the bonds which have been issued, sufficient to pay the bonds when due. Such proportion of each assessment coming due in any year, together with the annual interest thereon, shall be payable in the same manner and at the same time and in the same installments as the general taxes of said City on real property are taxable, and shall become delinquent at the same time and in the same proportionate amounts and bear the same proportionate penalties for delinquency. There shall be included in each annual installment of principal and interest on the bonds issued to represent unpaid assessments a maximum amount of two percent (2%) of the installment to reimburse the City for the cost of administration and collection of such annual installments and the registration, administration and payment of the bonds issued or the reserve or any related funds.

5. The City Council has determined that the City will not obligate itself to advance available funds from the City Treasury to cure any deficiency which may occur in the bond redemption funds. Such determination shall not prevent the City, in its sole discretion, from so advancing funds.

6. The bonds shall be signed by the City Clerk and Director of Finance of the City, or bear the engraved, printed or lithographed signature of those officers, and the official seal of the City may be affixed to the bonds by printed, lithographed or other reproduction thereof. The bonds shall be substantially in the form set forth in the Improvement Bond Act of 1915 with appropriate changes in the wording to show that they are issued pursuant to Bond Plan B (NSR), of Division 6 of the Stockton Improvement Procedure Code and are payable at the principal Corporate Trust Office of the registrar, transfer agent and paying agent of the City, the Bank of America National Trust & Savings Association, San Francisco, California (hereinafter the "Agent"). The Director of Finance and City Clerk are hereby authorized and directed to execute said bonds.

7. Each of the bonds is transferable only upon the registry book to be maintained by the Agent upon surrender of the bond duly endorsed or accompanied by a written instrument of transfer satisfactory to the Agent and executed by the registered holder thereof, or by attorney duly authorized in writing, and thereupon one or more new fully registered bonds of authorized denominations and of the same maturity, aggregating the principal amount of the bond surrendered for transfer, shall be issued to the transferee or transferees in exchange therefor, and upon payment of the City's and Agent's reasonable charges, if any, including any tax or governmental charge that may be imposed in connection with such transfer and exchange. No such transfer and exchange shall be required to be made during the 15 days immediately preceding any interest payment date, nor after notification to the Agent of a temporary suspension period pending selection of bonds for call and redemption, nor as to such bonds selected for call and redemption. Bonds so transferred shall bear interest from their date, or the date prior to transfer to which interest has been paid, whichever is later.

8. Each bond, or portion thereof in the sum of $5,000 or integral multiples of such sum, may be redeemed and paid in advance of maturity upon the second day of March or September in any year by the City giving at least 30 days notice by registered or certified mail or by personal service to the registered owner at the applicable address shown on the registration books of the Agent by paying principal and accrued interest to the date of redemption, or surrender, whichever is earlier, together with a premium equal to three percent (3%) of the principal, except pursuant to the following mandatory redemption provisions relating to the term bonds.

The term bonds are also subject to mandatory advance redemption to be determined by lot, at a redemption price equal to the principal amount to be redeemed, together with

accrued interest to the date of redemption, without premium, in the years and amounts shown in Exhibit B.

In the event of a partial redemption of the term bonds other than through the foregoing mandatory sinking fund redemption payments, the schedule of redemption payments shall be ratably reduced by the City.

9. The City Council covenants with the holders of said bonds to be issued herein that it will commence not later than August 15 following the date of delinquency in assessment installments, and thereafter diligently prosecute to completion a foreclosure action regarding such delinquent installments of assessments, in any year in which the sum of uncured delinquent installments of assessments securing the bonds exceeds five percent (5%) of the assessment installments posted to the tax roll for that fiscal year and/or the amount in the Special Reserve Fund is less than five percent (5%) of the then outstanding assessments.

The City further covenants that it shall neither take, nor permit to be taken, any action which would jeopardize the tax exempt status of the bonds under section 148 of the Internal Revenue Code of 1986, and regulations thereunder, in effect on the date of this resolution, and will take all reasonable actions required to maintain the status of the bonds as exempt from federal income taxes and California personal income taxes.

10. The Director of Finance shall establish the following three (3) funds to be maintained by the Director of Finance for the administration of the bond proceeds, the payment of principal and interest on the bonds, and the collection of assessments in the proceedings:

A. Improvement Fund. There shall be deposited in the improvement fund the net proceeds of the sale of the bonds less the amounts specified in subparagraphs B and C below, and all amounts paid on the assessments prior to bond issuance. Disbursements from the improvement fund shall be made by the Director of Finance in accordance with the budget of estimated costs and expenses set forth in the engineer's report, as amended, and approved by the City Council. The report and budget are subject to modification by the City Council from time to time as prescribed by the Municipal Improvement Act of 1913 and the Stockton Improvement Procedure Code. Any balance remaining in the improvement fund following the completion of and payment for the work in Phase II of the project shall be retained in the improvement fund for payment for the improvements in subsequent phases of

the project and used as a credit to reduce the amount of bonds to be issued for future phases of the work.

B. Bond Redemption Fund. Capitalized interest, representing interest accruing on the bonds for the first year following their date, from the proceeds of the sale of the bonds, and all payments of principal and interest installments, including prepaid installments and premiums, if any, collected on the assessments, together with penalties, if any, shall be deposited in the bond redemption fund, which shall be a trust fund for the benefit of the bondholders. Payment of the bonds at maturity, or at redemption (whether optional or mandatory) prior to maturity, and all interest on the bonds shall be made from the bond redemption fund.

C. Reserve Fund. There shall be deposited into a special reserve fund the amount of $258,250, which is five percent (5%) of the principal amount of the bonds, from the proceeds of the sale of the bonds. Proceeds of this fund shall be available for transfer into the bond redemption fund in accordance with section 8808 of the Streets and Highways Code for payment of delinquent assessment installments. Any amount so transferred shall be reimbursed to the special reserve fund from the proceeds of redemption or sale of the parcel for which payment was made from the special reserve fund.

(1) If any assessment is prepaid before final maturity of the bonds, the amount of principal which the assessee is required to prepay shall be reduced by an amount which is in the same ratio to the original amount of the special reserve fund as the original amount of the assessment being prepaid bears to the total amount of assessments originally levied in the proceedings for Phase II of the project, together with its pro rata share of the interest earned on such amount of the special reserve fund. This reduction in the amount of principal prepaid shall be balanced by a transfer from the special reserve fund to the redemption fund in the same amount.

(2) The amount on deposit in this fund shall never exceed an amount equal to the lesser of the maximum annual debt service on the bonds or ten percent (10%) of the face amount of the bonds issued less any original issue discount. If such excess (after any transfers under subsection C (4) below) occurs, such excess shall be transferred to the bond redemption fund for credits upon payment of interest on the bonds.

(3) When the amount in this fund equals or exceeds the amount required to retire the remaining unmatured bonds (whether by advance retirement or

otherwise), the amount of the special reserve fund shall be transferred to the bond redemption fund, and the remaining installments of principal and interest not yet due from assessed property owners shall be cancelled without payment.

(4) Investment earnings on the amount in this fund may be withdrawn at any time for rebate purposes under Section 15 hereof.

11. The City shall not take, nor permit nor suffer to be taken by the Director of Finance or otherwise, any action with respect to the gross proceeds of the bonds which if such action had been reasonably expected to have been taken, or had been deliberately and intentionally taken, on the closing date of the bond issue would have caused the bonds to be "arbitrage bonds" within the meaning of section 148(e) of the Internal Revenue Code of 1986 (hereafter, the "Code") and regulations issued thereunder (hereafter, the "Regulations").

12. On the basis of the facts, estimates and circumstances now in existence and in existence on the date of issue of the bonds, as determined by the Director of Finance, the Director of Finance is authorized and directed to certify that it is not expected that the proceeds of said issue will be used in a manner that would cause such obligations to be arbitrage bonds. Such certification shall be delivered to the purchaser of the bonds at the time of delivery of and payment for the bonds.

13. The City shall assure that the following limitations, as defined by the Code and the Regulations, shall apply:

A. Not in excess of ten percent (10%) of the proceeds of the bonds is used for private business use if, in addition, the payment of the principal of, or the interest on more than ten percent (10%) of the proceeds of the bonds is (under the terms of the bonds or any underlying arrangement) directly or indirectly, (1) secured by any interest in property, or payments in respect of property, used or to be used for a private business use, or (2) to be derived from payments (whether or not to the City) in respect of property, or borrowed money, used or to be used for a private business use; and

B. In the event that in excess of five percent (5%) of the proceeds of the bonds is used for private business use if, in addition, the payment of the principal of, or the interest on more than five percent (5%) of the proceeds of the bonds is (under the terms of the bonds or any underlying arrangement) directly or indirectly, secured by any interest in property, or payments in respect of property, used or to be used for said private business use, or is to be derived from payments (whether or not to the

City) in respect of property, or borrowed money, used or to be used for a private business use, then, (1) said excess over said five percent (5%) of the proceeds of the bonds which is used for private business use shall be used for a private business use related to a government use of such proceeds, and (2) each such private business use over five percent (5%) of the proceeds of the bonds which is related to a government use of such proceeds shall not exceed the amount of such proceeds which is used for the government use of proceeds to which such private business use is related.

14. The City shall assure that not in excess of the lesser of five percent (5%) of the proceeds of the bonds or $5,000,000 is to be used, directly or indirectly, to make or finance loans (other than loans constituting nonpurpose investments and other than loans which enable the borrower to finance any governmental tax or assessment of general application for a specific essential governmental function) to persons other than state or local government units, as defined in the Code and the Regulations.

15. The City shall not take any action, or permit or suffer any action to be taken if the result of the same would be to cause the bonds to be "federally guaranteed" within the meaning of section 149(b) of the Code and Regulations.

16. The City shall assure compliance with applicable requirements contained in the Code and the Regulations for rebate of excess investment earnings, if any, to the federal government. The City shall keep or cause to be kept, and retain or cause to be retained for a period of six (6) years following the retirement of the Bonds, records of the determinations made pursuant to this section. In order to provide for the administration of this section, the City may provide for the employment of independent attorneys, accountants and consultants compensated on such reasonable basis as the City may deem appropriate.

17. The Director of Finance is hereby directed to assure the filing of an information report for the Bonds in compliance with section 149(e) of the Code.

18. Without the consent of the registered owners of the bonds, the City hereafter may amend this resolution to add, modify or delete provisions as may be necessary or appropriate to assure compliance with section 148(f) of the Code or as otherwise may be necessary to assure the exemption of interest on the bonds from federal income taxation.

19. All actions mandated by this resolution to be performed by the Director of Finance may be performed by the designee thereof or such other official of the City or independent contractor, contractor, or trustee, duly authorized by the City Council of the City to perform such action or actions in furtherance of all or a specific portion of the requirements hereof.

20. The City Clerk shall furnish a certified copy of this Resolution to the Director of Finance, to the Bank of America, National Trust and Savings Association, and to the County Auditor.

PASSED AND ADOPTED this 28th day of October, 1991, by the following vote:

Ayes: *Councilmembers McCarthy, McGaughey, Minnick, Panizza, Rust, Vice Mayor Weaver*
Noes: *None*
Absent: *Mayor Darrah*

JOAN DARRAH, Mayor
City of Stockton

ATTEST:

FRANCES HONG, City Clerk
City of Stockton

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
		APN No.	Phase I	Phase II	Total
3		163-070-07	$245,460.00	$77,920.00	$323,380.00
4		163-070-22	60,240.00	76,680.00	136,920.00
8		163-020-09	164,400.00	209,220.00	373,620.00
9		163-020-16	32,990.00	41,980.00	74,970.00
10		163-020-11	50,080.00	63,730.00	113,810.00
11		163-020-12	21,630.00	27,530.00	49,160.00
12		163-020-17	47,810.00	60,840.00	108,650.00
13		163-060-04	6,920.00	8,810.00	15,730.00
14		163-060-03	7,900.00	10,050.00	17,950.00
15		163-060-14	21,740.00	27,670.00	49,410.00
16		163-060-13	392,300.00	463,490.00	855,790.00
17		163-060-10	365,930.00	409,180.00	775,110.00
18		163-060-05	443,700.00	633,900.00	1,077,600.00
19		163-060-09	318,720.00	356,410.00	675,130.00
20		163-060-06	361,250.00	459,740.00	820,990.00
	Sunset Estates, Unit 1 Lot Number				
21	1	163-470-01	5,475.00	1,051.00	6,526.00
22	2	163-470-02	5,475.00	1,051.00	6,526.00
23	3	163-470-03	5,475.00	1,051.00	6,526.00
24	4	163-470-04	5,475.00	1,051.00	6,526.00
25	5	163-470-05	5,475.00	1,051.00	6,526.00
26	6	163-470-06	5,475.00	1,051.00	6,526.00
27	7	163-470-07	5,475.00	1,051.00	6,526.00
28	8	163-470-08	5,475.00	1,051.00	6,526.00
29	9	163-470-09	5,475.00	1,051.00	6,526.00
30	10	163-470-10	5,475.00	1,051.00	6,526.00
31	11	163-470-11	5,475.00	1,051.00	6,526.00
32	12	163-470-12	5,475.00	1,051.00	6,526.00
33	13	163-470-13	5,475.00	1,051.00	6,526.00
34	14	163-470-14	5,475.00	1,051.00	6,526.00
35	15	163-470-15	5,475.00	1,051.00	6,526.00
36	16	163-470-16	5,475.00	1,051.00	6,526.00
37	17	163-470-17	5,475.00	1,051.00	6,526.00
38	18	163-470-18	5,475.00	1,051.00	6,526.00
39	19	163-470-19	5,475.00	1,051.00	6,526.00
40	20	163-470-20	5,475.00	1,051.00	6,526.00
41	21	163-470-21	5,475.00	1,051.00	6,526.00
42	22	163-470-22	5,475.00	1,051.00	6,526.00
43	23	163-470-23	5,475.00	1,051.00	6,526.00
44	24	163-470-24	5,475.00	1,051.00	6,526.00
45	25	163-470-25	5,475.00	1,051.00	6,526.00
46	26	163-470-26	5,475.00	1,051.00	6,526.00
47	27	163-470-27	5,475.00	1,051.00	6,526.00

91-0799

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
	Sunset Estates, Unit 1 Lot Number	APN No.	Phase I	Phase II	Total
48	28	163-470-28	5,475.00	1,051.00	6,526.00
49	29	163-470-29	5,475.00	1,051.00	6,526.00
50	30	163-470-30	5,475.00	1,051.00	6,526.00
51	31	163-470-31	5,475.00	1,051.00	6,526.00
52	32	163-470-32	5,475.00	1,051.00	6,526.00
53	33	163-470-33	5,475.00	1,051.00	6,526.00
54	34	163-470-34	5,475.00	1,051.00	6,526.00
55	35	163-470-35	5,475.00	1,051.00	6,526.00
56	36	163-470-36	5,475.00	1,051.00	6,526.00
57	37	163-470-37	5,475.00	1,051.00	6,526.00
58	38	163-470-38	5,475.00	1,051.00	6,526.00
59	39	163-470-39	5,475.00	1,051.00	6,526.00
60	40	163-470-40	5,475.00	1,051.00	6,526.00
61	41	163-470-41	5,475.00	1,051.00	6,526.00
62	42	163-470-42	5,475.00	1,051.00	6,526.00
63	43	163-470-43	5,475.00	1,051.00	6,526.00
64	44	163-470-44	5,475.00	1,051.00	6,526.00
65	45	163-470-45	5,475.00	1,051.00	6,526.00
66	46	163-470-46	5,475.00	1,051.00	6,526.00
67	47	163-470-47	5,475.00	1,051.00	6,526.00
68	48	163-470-48	5,475.00	1,051.00	6,526.00
69	49	163-470-49	5,475.00	1,051.00	6,526.00
70	50	163-470-50	5,475.00	1,051.00	6,526.00
71	51	163-470-51	5,475.00	1,051.00	6,526.00
72	52	163-470-52	5,475.00	1,051.00	6,526.00
73	53	163-470-53	5,475.00	1,051.00	6,526.00
74	54	163-470-54	5,475.00	1,051.00	6,526.00
75	55	163-470-55	5,475.00	1,051.00	6,526.00
	Sunset Estates, Unit 2 Lot Number				
76	56	163-460-01	3,995.00	1,051.00	5,046.00
77	57	163-460-02	3,995.00	1,051.00	5,046.00
78	58	163-460-03	3,995.00	1,051.00	5,046.00
79	59	163-460-04	3,995.00	1,051.00	5,046.00
80	60	163-460-05	3,995.00	1,051.00	5,046.00
81	61	163-460-06	3,995.00	1,051.00	5,046.00
82	62	163-460-07	3,995.00	1,051.00	5,046.00
83	63	163-460-08	3,995.00	1,051.00	5,046.00
84	64	163-460-09	3,995.00	1,051.00	5,046.00
85	65	163-460-10	3,995.00	1,051.00	5,046.00
86	66	163-460-11	3,995.00	1,051.00	5,046.00
87	67	163-460-12	3,995.00	1,051.00	5,046.00

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
	Sunset Estates, Unit 2 Lot Number	APN No.	Phase I	Phase II	Total
88	68	163-460-13	3,995.00	1,051.00	5,046.00
89	69	163-460-14	3,995.00	1,051.00	5,046.00
90	70	163-460-15	3,995.00	1,051.00	5,046.00
91	71	163-460-16	3,995.00	1,051.00	5,046.00
92	72	163-460-17	3,995.00	1,051.00	5,046.00
93	73	163-460-18	3,995.00	1,051.00	5,046.00
94	74	163-460-19	3,995.00	1,051.00	5,046.00
95	75	163-460-20	3,995.00	1,051.00	5,046.00
96	76	163-460-21	3,995.00	1,051.00	5,046.00
97	77	163-460-22	3,995.00	1,051.00	5,046.00
98	78	163-460-23	3,995.00	1,051.00	5,046.00
99	79	163-460-24	3,995.00	1,051.00	5,046.00
100	80	163-460-25	3,995.00	1,051.00	5,046.00
101	81	163-460-26	3,995.00	1,051.00	5,046.00
102	82	163-460-27	3,995.00	1,051.00	5,046.00
103	83	163-460-28	3,995.00	1,051.00	5,046.00
104	84	163-460-29	3,995.00	1,051.00	5,046.00
105	85	163-460-30	3,995.00	1,051.00	5,046.00
106	86	163-460-31	3,995.00	1,051.00	5,046.00
107	87	163-460-32	3,995.00	1,051.00	5,046.00
108	88	163-460-33	3,995.00	1,051.00	5,046.00
109	89	163-460-34	3,995.00	1,051.00	5,046.00
110	90	163-460-35	3,995.00	1,051.00	5,046.00
111	91	163-460-36	3,995.00	1,051.00	5,046.00
112	92	163-460-37	3,995.00	1,051.00	5,046.00
113	93	163-460-38	3,995.00	1,051.00	5,046.00
114	94	163-460-39	3,995.00	1,051.00	5,046.00
115	95	163-460-40	3,995.00	1,051.00	5,046.00
116	96	163-460-41	3,995.00	1,051.00	5,046.00
117	97	163-460-42	3,995.00	1,051.00	5,046.00
118	98	163-460-43	3,995.00	1,051.00	5,046.00
119	99	163-460-44	3,995.00	1,051.00	5,046.00
120	100	163-460-45	3,995.00	1,051.00	5,046.00
121	101	163-460-46	3,995.00	1,051.00	5,046.00
122	102	163-460-47	3,995.00	1,051.00	5,046.00
123	103	163-460-48	3,995.00	1,051.00	5,046.00
124	104	163-460-49	3,995.00	1,051.00	5,046.00
125	105	163-460-50	3,995.00	1,051.00	5,046.00
126	106	163-460-51	3,995.00	1,051.00	5,046.00
127	107	163-460-52	3,995.00	1,051.00	5,046.00
128	108	163-460-53	3,995.00	1,051.00	5,046.00
129	109	163-460-54	3,995.00	1,051.00	5,046.00
130	110	163-460-55	3,995.00	1,051.00	5,046.00

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
	Golf Course Terrace, Unit 1 Lot Number	APN No.	Phase I	Phase II	Total
131	1	163-501-01	3,830.00	1,346.00	5,176.00
132	2	163-501-02	3,830.00	1,346.00	5,176.00
133	3	163-501-03	3,830.00	1,346.00	5,176.00
134	4	163-501-04	3,830.00	1,346.00	5,176.00
135	5	163-501-05	3,830.00	1,346.00	5,176.00
136	6	163-501-06	3,830.00	1,346.00	5,176.00
137	7	163-501-07	3,830.00	1,346.00	5,176.00
138	8	163-501-08	3,830.00	1,346.00	5,176.00
139	9	163-501-09	3,830.00	1,346.00	5,176.00
140	10	163-501-10	3,830.00	1,346.00	5,176.00
141	11	163-501-11	3,830.00	1,346.00	5,176.00
142	12	163-501-12	3,830.00	1,346.00	5,176.00
143	13	163-501-13	3,830.00	1,346.00	5,176.00
144	14	163-501-14	3,830.00	1,346.00	5,176.00
145	15	163-501-15	3,830.00	1,346.00	5,176.00
146	16	163-501-16	3,830.00	1,346.00	5,176.00
147	17	163-501-17	3,830.00	1,346.00	5,176.00
148	18	163-501-18	3,830.00	1,346.00	5,176.00
149	19	163-501-19	3,830.00	1,346.00	5,176.00
150	20	163-501-20	3,830.00	1,346.00	5,176.00
151	21	163-501-21	3,830.00	1,346.00	5,176.00
152	22	163-501-22	3,830.00	1,346.00	5,176.00
153	23	163-501-23	3,830.00	1,346.00	5,176.00
154	24	163-501-24	3,830.00	1,346.00	5,176.00
155	25	163-501-25	3,830.00	1,346.00	5,176.00
156	26	163-501-26	3,830.00	1,346.00	5,176.00
157	27	163-501-27	3,830.00	1,346.00	5,176.00
158	28	163-501-28	3,830.00	1,346.00	5,176.00
159	29	163-501-29	3,830.00	1,346.00	5,176.00
160	30	163-501-30	3,830.00	1,346.00	5,176.00
161	31	163-501-31	3,830.00	1,346.00	5,176.00
162	32	163-501-32	3,830.00	1,346.00	5,176.00
163	33	163-501-33	3,830.00	1,346.00	5,176.00
164	34	163-501-34	3,830.00	1,346.00	5,176.00
165	35	163-501-35	3,830.00	1,346.00	5,176.00
166	36	163-501-36	3,830.00	1,346.00	5,176.00
167	37	163-501-37	3,830.00	1,346.00	5,176.00
168	38	163-501-38	3,830.00	1,346.00	5,176.00
169	39	163-501-39	3,830.00	1,346.00	5,176.00
170	40	163-501-40	3,830.00	1,346.00	5,176.00
171	41	163-501-41	3,830.00	1,346.00	5,176.00
172	42	163-501-42	3,830.00	1,346.00	5,176.00
173	43	163-502-01	3,830.00	1,346.00	5,176.00
174	44	163-502-02	3,830.00	1,346.00	5,176.00

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
	Golf Course Terrace, Unit 1 Lot Number	APN No.	Phase I	Phase II	Total
175	45	163-502-03	3,830.00	1,346.00	5,176.00
176	46	163-502-04	3,830.00	1,346.00	5,176.00
177	47	163-502-05	3,830.00	1,346.00	5,176.00
178	48	163-502-06	3,830.00	1,346.00	5,176.00
179	49	163-502-07	3,830.00	1,346.00	5,176.00
180	50	163-502-08	3,830.00	1,346.00	5,176.00
181	51	163-502-09	3,830.00	1,346.00	5,176.00
182	52	163-502-10	3,830.00	1,346.00	5,176.00
183	53	163-502-11	3,830.00	1,346.00	5,176.00
184	54	163-502-12	3,830.00	1,346.00	5,176.00
185	55	163-502-13	3,830.00	1,346.00	5,176.00
186	56	163-502-14	3,830.00	1,346.00	5,176.00
187	57	163-502-15	3,830.00	1,346.00	5,176.00
188	58	163-502-16	3,830.00	1,346.00	5,176.00
189	59	163-502-17	3,830.00	1,346.00	5,176.00
190	60	163-502-18	3,830.00	1,346.00	5,176.00
191	61	163-502-19	3,830.00	1,346.00	5,176.00
192	62	163-502-20	3,830.00	1,346.00	5,176.00
193	63	163-504-01	3,830.00	1,346.00	5,176.00
194	64	163-504-02	3,830.00	1,346.00	5,176.00
195	65	163-504-03	3,830.00	1,346.00	5,176.00
196	66	163-504-04	3,830.00	1,346.00	5,176.00
197	67	163-504-05	3,830.00	1,346.00	5,176.00
198	68	163-504-06	3,830.00	1,346.00	5,176.00
199	69	163-504-07	3,830.00	1,346.00	5,176.00
200	70	163-504-08	3,830.00	1,346.00	5,176.00
201	71	163-504-09	3,830.00	1,346.00	5,176.00
202	72	163-504-10	3,830.00	1,346.00	5,176.00
203	73	163-504-11	3,830.00	1,346.00	5,176.00
204	74	163-504-12	3,830.00	1,346.00	5,176.00
205	75	163-504-13	3,830.00	1,346.00	5,176.00
206	76	163-504-14	3,830.00	1,346.00	5,176.00
207	77	163-504-15	3,830.00	1,346.00	5,176.00
208	78	163-504-16	3,830.00	1,346.00	5,176.00
209	79	163-504-17	3,830.00	1,346.00	5,176.00
210	80	163-504-18	3,830.00	1,346.00	5,176.00
211	81	163-504-19	3,830.00	1,346.00	5,176.00
212	82	163-504-20	3,830.00	1,346.00	5,176.00
213	83	163-504-21	3,830.00	1,346.00	5,176.00
214	84	163-504-22	3,830.00	1,346.00	5,176.00
215	85	163-504-23	3,830.00	1,346.00	5,176.00
216	86	163-504-24	3,830.00	1,346.00	5,176.00
217	87	163-504-25	3,830.00	1,346.00	5,176.00
218	88	163-504-26	3,830.00	1,346.00	5,176.00
219	89	163-504-27	3,830.00	1,346.00	5,176.00
220	90	163-504-28	3,830.00	1,346.00	5,176.00

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
	Golf Course Terrace, Unit 1 Lot Number	APN No.	Phase I	Phase II	Total
221	91	163-504-29	3,830.00	1,346.00	5,176.00
222	92	163-504-30	3,830.00	1,346.00	5,176.00
223	93	163-504-31	3,830.00	1,346.00	5,176.00
224	94	163-504-32	3,830.00	1,346.00	5,176.00
225	95	163-504-33	3,830.00	1,346.00	5,176.00
226	96	163-504-34	3,830.00	1,346.00	5,176.00
227	97	163-504-35	3,830.00	1,346.00	5,176.00
228	98	163-504-36	3,830.00	1,346.00	5,176.00
229	99	163-503-01	3,830.00	1,346.00	5,176.00
230	100	163-503-02	3,830.00	1,346.00	5,176.00
231	101	163-503-03	3,830.00	1,346.00	5,176.00
232	102	163-503-04	3,830.00	1,346.00	5,176.00
233	103	163-503-05	3,830.00	1,346.00	5,176.00
234	104	163-503-06	3,830.00	1,346.00	5,176.00
235	105	163-503-07	3,830.00	1,346.00	5,176.00
236	106	163-503-08	3,830.00	1,346.00	5,176.00
237	107	163-503-09	3,830.00	1,346.00	5,176.00
238	108	163-503-10	3,830.00	1,346.00	5,176.00
239	109	163-503-11	3,830.00	1,346.00	5,176.00
240	110	163-503-12	3,830.00	1,346.00	5,176.00
241	111	163-503-13	3,830.00	1,346.00	5,176.00
242	112	163-503-14	3,830.00	1,346.00	5,176.00
243	113	163-493-01	5,170.00	0.00	5,170.00
244	114	163-493-02	5,170.00	0.00	5,170.00
245	115	163-493-03	5,460.00	0.00	5,460.00
246	116	163-493-04	5,980.00	0.00	5,980.00
247	117	163-493-05	5,980.00	0.00	5,980.00
248	118	163-493-06	5,980.00	0.00	5,980.00
249	119	163-493-07	5,980.00	0.00	5,980.00
250	120	163-493-08	5,980.00	1,968.00	7,948.00
251	121	163-493-09	5,980.00	1,968.00	7,948.00
252	122	163-493-10	5,980.00	1,968.00	7,948.00
253	123	163-493-11	5,980.00	1,968.00	7,948.00
254	124	163-493-12	5,980.00	1,968.00	7,948.00
255	125	163-493-13	5,980.00	1,968.00	7,948.00
256	126	163-493-14	5,980.00	1,968.00	7,948.00
257	127	163-493-15	5,980.00	1,968.00	7,948.00
258	128	163-493-16	5,980.00	1,968.00	7,948.00
259	129	163-493-17	5,980.00	1,968.00	7,948.00
260	130	163-493-18	5,980.00	1,968.00	7,948.00
261	131	163-493-19	5,980.00	1,968.00	7,948.00
262	132	163-493-20	5,980.00	1,968.00	7,948.00
263	133	163-493-21	5,980.00	1,968.00	7,948.00
264	134	163-493-22	5,980.00	1,968.00	7,948.00
265	135	163-493-23	5,980.00	1,968.00	7,948.00

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
	Golf Course Terrace, Unit 1 Lot Number	APN No.	Phase I	Phase II	Total
266	136	163-493-24	5,980.00	1,968.00	7,948.00
267	137	163-493-25	5,980.00	1,968.00	7,948.00
268	138	163-493-26	5,980.00	1,968.00	7,948.00
269	139	163-493-27	5,980.00	1,968.00	7,948.00
270	140	163-493-28	5,980.00	1,968.00	7,948.00
271	141	163-493-29	5,980.00	1,968.00	7,948.00
272	142	163-493-30	5,980.00	1,968.00	7,948.00
273	143	163-493-31	5,980.00	1,968.00	7,948.00
274	144	163-493-32	5,980.00	1,968.00	7,948.00
275	145	163-493-33	5,980.00	1,968.00	7,948.00
276	146	163-491-01	5,980.00	1,968.00	7,948.00
277	147	163-491-02	5,980.00	1,968.00	7,948.00
278	148	163-491-03	5,980.00	1,968.00	7,948.00
279	149	163-491-04	5,980.00	1,968.00	7,948.00
280	150	163-491-05	5,980.00	1,968.00	7,948.00
281	151	163-491-06	5,980.00	1,968.00	7,948.00
282	152	163-491-07	5,980.00	1,968.00	7,948.00
283	153	163-491-08	5,980.00	1,968.00	7,948.00
284	154	163-491-09	5,980.00	1,968.00	7,948.00
285	155	163-491-10	5,980.00	1,968.00	7,948.00
286	156	163-491-11	5,980.00	1,968.00	7,948.00
287	157	163-491-12	5,980.00	1,968.00	7,948.00
288	158	163-491-13	5,980.00	1,968.00	7,948.00
289	159	163-491-14	5,980.00	1,968.00	7,948.00
290	160	163-491-15	5,980.00	1,968.00	7,948.00
291	161	163-491-16	5,980.00	1,968.00	7,948.00
292	162	163-491-17	5,980.00	1,968.00	7,948.00
293	163	163-491-18	5,980.00	1,968.00	7,948.00
294	164	163-491-19	5,980.00	1,968.00	7,948.00
295	165	163-491-20	5,980.00	1,968.00	7,948.00
296	166	163-491-21	5,980.00	1,968.00	7,948.00
297	167	163-480-01	5,980.00	1,968.00	7,948.00
298	168	163-480-02	5,980.00	1,968.00	7,948.00
299	169	163-480-03	5,980.00	1,968.00	7,948.00
300	170	163-480-04	5,980.00	1,968.00	7,948.00
301	171	163-480-05	5,980.00	1,968.00	7,948.00
302	172	163-480-06	5,980.00	1,968.00	7,948.00
303	173	163-480-07	5,980.00	1,968.00	7,948.00
304	174	163-480-08	5,980.00	1,968.00	7,948.00
305	175	163-480-09	5,980.00	1,968.00	7,948.00
306	176	163-480-10	5,980.00	1,968.00	7,948.00
307	177	163-480-11	5,980.00	1,968.00	7,948.00
308	178	163-480-12	5,980.00	1,968.00	7,948.00
309	179	163-480-13	5,980.00	1,968.00	7,948.00
310	180	163-480-14	5,980.00	1,968.00	7,948.00

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
	Golf Course Terrace, Unit 1 Lot Number	APN No.	Phase I	Phase II	Total
311	181	163-480-15	5,980.00	1,968.00	7,948.00
312	182	163-480-16	5,980.00	1,968.00	7,948.00
313	183	163-480-17	5,980.00	1,968.00	7,948.00
314	184	163-480-18	5,980.00	1,968.00	7,948.00
315	185	163-480-19	5,980.00	1,968.00	7,948.00
316	186	163-480-20	5,980.00	1,968.00	7,948.00
317	187	163-480-21	5,980.00	1,968.00	7,948.00
318	188	163-480-22	5,980.00	1,968.00	7,948.00
319	189	163-480-23	5,980.00	1,968.00	7,948.00
320	190	163-480-24	5,980.00	1,968.00	7,948.00
321	191	163-480-25	5,980.00	1,968.00	7,948.00
322	192	163-480-26	5,980.00	1,968.00	7,948.00
323	193	163-480-27	5,980.00	1,968.00	7,948.00
324	194	163-480-28	5,980.00	1,968.00	7,948.00
325	195	163-480-29	5,980.00	1,968.00	7,948.00
326	196	163-480-30	5,980.00	1,968.00	7,948.00
327	197	163-480-31	5,980.00	1,968.00	7,948.00
328	198	163-480-32	5,980.00	1,968.00	7,948.00
329	199	163-480-33	5,980.00	1,968.00	7,948.00
330	200	163-480-34	5,980.00	1,968.00	7,948.00
331	201	163-480-35	5,980.00	1,968.00	7,948.00
332	202	163-480-36	5,980.00	1,968.00	7,948.00
333	203	163-480-37	5,980.00	1,968.00	7,948.00
334	204	163-480-38	5,980.00	1,968.00	7,948.00
335	205	163-492-01	5,980.00	1,968.00	7,948.00
336	206	163-492-02	5,980.00	1,968.00	7,948.00
337	207	163-492-03	5,980.00	1,968.00	7,948.00
338	208	163-492-04	5,980.00	1,968.00	7,948.00
339	209	163-492-05	5,980.00	1,968.00	7,948.00
340	210	163-492-06	5,980.00	1,968.00	7,948.00
341	211	163-492-07	5,980.00	1,968.00	7,948.00
342	212	163-492-08	5,980.00	1,968.00	7,948.00
343	213	163-492-09	5,980.00	1,968.00	7,948.00
344	214	163-492-10	5,980.00	1,968.00	7,948.00
345	215	163-492-11	5,980.00	1,968.00	7,948.00
346	216	163-492-12	5,980.00	1,968.00	7,948.00
347	217	163-492-13	5,980.00	1,968.00	7,948.00
348	218	163-492-14	5,980.00	1,968.00	7,948.00
349	219	163-492-15	5,980.00	1,968.00	7,948.00
350	220	163-492-16	5,980.00	1,968.00	7,948.00
351	221	163-492-17	5,980.00	1,968.00	7,948.00
352	222	163-492-18	5,980.00	1,968.00	7,948.00
353	223	163-492-19	5,980.00	1,968.00	7,948.00
354	224	163-492-20	5,980.00	1,968.00	7,948.00
355	225	163-492-21	5,980.00	1,968.00	7,948.00

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
	Golf Course Terrace, Unit 1 Lot Number	APN No.	Phase I	Phase II	Total
356	226	163-492-22	5,980.00	1,968.00	7,948.00
357	227	163-492-23	5,980.00	1,968.00	7,948.00
358	228	163-492-24	5,980.00	1,968.00	7,948.00
359	229	163-492-25	5,980.00	1,968.00	7,948.00
360	230	163-492-26	5,980.00	1,968.00	7,948.00
361	231	163-492-27	5,980.00	1,968.00	7,948.00
362	232	163-492-28	5,980.00	1,968.00	7,948.00
363	233	163-492-29	5,980.00	1,968.00	7,948.00
364	234	163-492-30	5,980.00	1,968.00	7,948.00
365	235	163-492-31	5,980.00	1,968.00	7,948.00
366	236	163-492-32	5,980.00	1,968.00	7,948.00
368	APN	163-070-24	776,312.00	272,008.00	1,048,320.00
371	APN	163-020-34	329,647.00	147,575.00	477,222.00
372	APN	163-020-30	289,434.00	129,573.00	419,007.00
373	Park	163-020-33	0.00	0.00	0.00
	River Estates, Unit 1 Lot Number				
374	1	163-530-01	3,598.08	1,610.00	5,208.08
375	2	163-530-02	3,598.08	1,610.00	5,208.08
376	3	163-530-03	3,598.08	1,610.00	5,208.08
377	4	163-530-04	3,598.08	1,610.00	5,208.08
378	5	163-530-05	3,598.08	1,610.00	5,208.08
379	6	163-530-06	3,598.08	1,610.00	5,208.08
380	7	163-530-07	3,598.08	1,610.00	5,208.08
381	8	163-530-08	3,598.08	1,610.00	5,208.08
382	9	163-530-09	3,598.08	1,610.00	5,208.08
383	10	163-530-10	3,598.08	1,610.00	5,208.08
384	11	163-530-11	3,598.08	1,610.00	5,208.08
385	12	163-530-12	3,598.08	1,610.00	5,208.08
386	13	163-530-13	3,598.08	1,610.00	5,208.08
387	14	163-530-14	3,598.08	1,610.00	5,208.08
388	15	163-530-15	3,598.08	1,610.00	5,208.08
389	16	163-530-16	3,598.08	1,610.00	5,208.08
390	17	163-530-17	3,598.08	1,610.00	5,208.08
391	18	163-530-18	3,598.08	1,610.00	5,208.08
392	19	163-530-19	3,598.08	1,610.00	5,208.08
393	20	163-530-20	3,598.08	1,610.00	5,208.08
394	21	163-520-01	3,598.08	1,610.00	5,208.08
395	22	163-520-02	3,598.08	1,610.00	5,208.08
396	23	163-520-03	3,598.08	1,611.00	5,209.08
397	24	163-520-04	3,598.08	1,611.00	5,209.08
398	25	163-520-05	3,598.08	1,611.00	5,209.08

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
	River Estates Unit 1 Lot Number	APN No.	Phase I	Phase II	Total
399	26	163-520-06	3,598.08	1,611.00	5,209.08
400	27	163-520-07	3,598.08	1,611.00	5,209.08
401	28	163-520-08	3,598.08	1,611.00	5,209.08
402	29	163-520-09	3,598.08	1,611.00	5,209.08
403	30	163-520-10	3,598.08	1,611.00	5,209.08
404	31	163-520-11	3,598.08	1,611.00	5,209.08
405	32	163-530-21	3,598.08	1,611.00	5,209.08
406	33	163-530-22	3,598.08	1,611.00	5,209.08
407	34	163-530-23	3,598.08	1,611.00	5,209.08
408	35	163-530-24	3,598.08	1,611.00	5,209.08
409	36	163-530-25	3,598.08	1,611.00	5,209.08
410	37	163-520-12	3,598.08	1,611.00	5,209.08
411	38	163-520-13	3,598.08	1,611.00	5,209.08
412	39	163-520-14	3,598.08	1,611.00	5,209.08
413	40	163-520-15	3,598.08	1,611.00	5,209.08
414	41	163-520-16	3,598.08	1,611.00	5,209.08
415	42	163-520-17	3,598.08	1,611.00	5,209.08
416	43	163-520-18	3,598.08	1,611.00	5,209.08
417	44	163-520-19	3,598.08	1,611.00	5,209.08
418	45	163-520-20	3,598.08	1,611.00	5,209.08
419	46	163-520-21	3,598.08	1,611.00	5,209.08
420	47	163-520-22	3,598.08	1,611.00	5,209.08
421	48	163-520-23	3,598.08	1,611.00	5,209.08
422	49	163-520-24	3,598.08	1,611.00	5,209.08
423	50	163-520-25	3,598.08	1,611.00	5,209.08
424	51	163-520-26	3,598.08	1,611.00	5,209.08
425	52	163-520-27	3,598.08	1,611.00	5,209.08
426	53	163-520-28	3,598.08	1,611.00	5,209.08
427	54	163-520-29	3,598.08	1,611.00	5,209.08
428	55	163-520-30	3,598.08	1,611.00	5,209.08
429	56	163-520-31	3,598.08	1,611.00	5,209.08
430	57	163-520-32	3,598.08	1,611.00	5,209.08
431	58	163-520-33	3,598.08	1,611.00	5,209.08
432	59	163-520-34	3,598.08	1,611.00	5,209.08
433	60	163-520-35	3,598.08	1,611.00	5,209.08
434	61	163-520-36	3,598.10	1,611.00	5,209.10
435	62	163-520-37	3,598.10	1,611.00	5,209.10
436	63	163-520-38	3,598.10	1,611.00	5,209.10
437	64	163-520-39	3,598.10	1,611.00	5,209.10
438	65	163-530-26	3,598.10	1,611.00	5,209.10
439	66	163-530-27	3,598.10	1,611.00	5,209.10
440	67	163-530-28	3,598.10	1,611.00	5,209.10
441	68	163-530-29	3,598.10	1,611.00	5,209.10
442	69	163-530-30	3,598.10	1,611.00	5,209.10
443	70	163-530-31	3,598.10	1,611.00	5,209.10
444	71	163-530-32	3,598.10	1,611.00	5,209.10

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
	River Estates Unit 1 Lot Number	APN No.	Phase I	Phase II	Total
445	72	163-530-33	3,598.10	1,611.00	5,209.10
446	73	163-530-34	3,598.10	1,611.00	5,209.10
447	74	163-530-35	3,598.10	1,611.00	5,209.10
448	75	163-530-36	3,598.10	1,611.00	5,209.10
449	76	163-530-37	3,598.10	1,611.00	5,209.10
450	77	163-530-38	3,598.10	1,611.00	5,209.10
451	78	163-530-39	3,598.10	1,611.00	5,209.10
452	79	163-530-40	3,598.10	1,611.00	5,209.10
453	80	163-530-41	3,598.10	1,611.00	5,209.10
454	81	163-530-42	3,598.10	1,611.00	5,209.10
455	82	163-530-43	3,598.10	1,611.00	5,209.10
456	83	163-520-40	3,598.10	1,611.00	5,209.10
457	84	163-520-41	3,598.10	1,611.00	5,209.10
458	85	163-520-42	3,598.10	1,611.00	5,209.10
459	86	163-520-43	3,598.10	1,611.00	5,209.10
460	87	163-520-44	3,598.10	1,611.00	5,209.10
461	88	163-520-45	3,598.10	1,611.00	5,209.10
462	89	163-520-46	3,598.10	1,611.00	5,209.10
463	90	163-520-47	3,598.10	1,611.00	5,209.10
464	91	163-520-48	3,598.10	1,611.00	5,209.10
465	92	163-520-49	3,598.10	1,611.00	5,209.10
466	93	163-520-50	3,598.10	1,611.00	5,209.10
467	94	163-520-51	3,598.10	1,611.00	5,209.10
468	95	163-520-52	3,598.10	1,611.00	5,209.10
469	96	163-520-53	3,598.10	1,611.00	5,209.10
470	97	163-520-54	3,598.10	1,611.00	5,209.10
471	98	163-520-55	3,598.10	1,611.00	5,209.10
472	99	163-530-44	3,598.10	1,611.00	5,209.10
473	100	163-530-45	3,598.10	1,611.00	5,209.10
474	101	163-530-46	3,598.10	1,611.00	5,209.10
475	102	163-530-47	3,598.10	1,611.00	5,209.10
	River Estates, Unit 2 Lot Number				
476	1	n/a	3,643.62	1,631.00	5,274.62
477	2	n/a	3,643.62	1,631.00	5,274.62
478	3	n/a	3,643.62	1,631.00	5,274.62
479	4	n/a	3,643.62	1,631.00	5,274.62
480	5	n/a	3,643.62	1,631.00	5,274.62
481	6	n/a	3,643.62	1,631.00	5,274.62
482	7	n/a	3,643.62	1,631.00	5,274.62
483	8	n/a	3,643.62	1,631.00	5,274.62
484	9	n/a	3,643.62	1,631.00	5,274.62
485	10	n/a	3,643.62	1,631.00	5,274.62

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
	River Estates Unit 2 Lot Number	APN No.	Phase I	Phase II	Total
486	11	n/a	3,643.62	1,631.00	5,274.62
487	12	n/a	3,643.62	1,631.00	5,274.62
488	13	n/a	3,643.62	1,631.00	5,274.62
489	14	n/a	3,643.62	1,631.00	5,274.62
490	15	n/a	3,643.62	1,631.00	5,274.62
491	16	n/a	3,643.62	1,631.00	5,274.62
492	17	n/a	3,643.62	1,631.00	5,274.62
493	18	n/a	3,643.62	1,631.00	5,274.62
494	19	n/a	3,643.62	1,631.00	5,274.62
495	20	n/a	3,643.62	1,631.00	5,274.62
496	21	n/a	3,643.62	1,631.00	5,274.62
497	22	n/a	3,643.62	1,631.00	5,274.62
498	23	n/a	3,643.62	1,631.00	5,274.62
499	24	n/a	3,643.62	1,631.00	5,274.62
500	25	n/a	3,643.62	1,631.00	5,274.62
501	26	n/a	3,643.62	1,631.00	5,274.62
502	27	n/a	3,643.62	1,631.00	5,274.62
503	28	n/a	3,643.62	1,631.00	5,274.62
504	29	n/a	3,643.62	1,631.00	5,274.62
505	30	n/a	3,643.62	1,631.00	5,274.62
506	31	n/a	3,643.62	1,631.00	5,274.62
507	32	n/a	3,643.62	1,631.00	5,274.62
508	33	n/a	3,643.62	1,631.00	5,274.62
509	34	n/a	3,643.62	1,631.00	5,274.62
510	35	n/a	3,643.62	1,631.00	5,274.62
511	36	n/a	3,643.62	1,631.00	5,274.62
512	37	n/a	3,643.62	1,631.00	5,274.62
513	38	n/a	3,643.62	1,631.00	5,274.62
514	39	n/a	3,643.62	1,631.00	5,274.62
515	40	n/a	3,643.62	1,631.00	5,274.62
516	41	n/a	3,643.64	1,631.00	5,274.64
517	42	n/a	3,643.64	1,631.00	5,274.64
518	43	n/a	3,643.64	1,631.00	5,274.64
519	44	n/a	3,643.64	1,631.00	5,274.64
520	45	n/a	3,643.64	1,631.00	5,274.64
521	46	n/a	3,643.64	1,631.00	5,274.64
522	47	n/a	3,643.64	1,631.00	5,274.64
523	48	n/a	3,643.64	1,631.00	5,274.64
524	49	n/a	3,643.64	1,631.00	5,274.64
525	50	n/a	3,643.64	1,631.00	5,274.64
526	51	n/a	3,643.64	1,631.00	5,274.64
527	52	n/a	3,643.64	1,631.00	5,274.64
528	53	n/a	3,643.64	1,631.00	5,274.64
529	54	n/a	3,643.64	1,631.00	5,274.64
530	55	n/a	3,643.64	1,631.00	5,274.64
531	56	n/a	3,643.64	1,631.00	5,274.64

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
	River Estates Unit 2 Lot Number	APN No.	Phase I	Phase II	Total
532	57	n/a	3,643.64	1,631.00	5,274.64
533	58	n/a	3,643.64	1,631.00	5,274.64
534	59	n/a	3,643.64	1,632.00	5,275.64
535	60	n/a	3,643.64	1,632.00	5,275.64
536	61	n/a	3,643.64	1,632.00	5,275.64
537	62	n/a	3,643.64	1,632.00	5,275.64
538	63	n/a	3,643.64	1,632.00	5,275.64
539	64	n/a	3,643.64	1,632.00	5,275.64
540	65	n/a	3,643.64	1,632.00	5,275.64
541	66	n/a	3,643.64	1,632.00	5,275.64
542	67	n/a	3,643.64	1,632.00	5,275.64
543	68	n/a	3,643.64	1,632.00	5,275.64
544	69	n/a	3,643.64	1,632.00	5,275.64
545	70	n/a	3,643.64	1,632.00	5,275.64
	Golf Course Terrace, Unit 2 Lot Number				
546	1	163-510-01	6,000.00	1,968.00	7,968.00
547	2	163-510-02	6,000.00	1,968.00	7,968.00
548	3	163-510-03	6,000.00	1,968.00	7,968.00
549	4	163-510-04	6,000.00	1,968.00	7,968.00
550	5	163-510-05	6,000.00	1,968.00	7,968.00
551	6	163-510-06	6,000.00	1,968.00	7,968.00
552	7	163-510-07	6,000.00	1,968.00	7,968.00
553	8	163-510-08	6,000.00	1,968.00	7,968.00
554	9	163-510-09	6,000.00	1,968.00	7,968.00
555	10	163-510-10	6,000.00	1,968.00	7,968.00
556	11	163-510-11	6,000.00	1,968.00	7,968.00
557	12	163-510-12	6,000.00	1,968.00	7,968.00
558	13	163-510-13	6,000.00	1,968.00	7,968.00
559	14	163-510-14	6,000.00	1,968.00	7,968.00
560	15	163-510-15	6,000.00	1,968.00	7,968.00
561	16	163-510-16	6,000.00	1,968.00	7,968.00
562	17	163-510-17	6,000.00	1,968.00	7,968.00
563	18	163-510-18	6,000.00	1,968.00	7,968.00
564	19	163-510-19	6,000.00	1,968.00	7,968.00
565	20	163-510-20	6,000.00	1,968.00	7,968.00
566	21	163-510-21	6,000.00	1,968.00	7,968.00
567	22	163-510-22	6,000.00	1,968.00	7,968.00
568	23	163-510-23	6,000.00	1,968.00	7,968.00
569	24	163-510-24	6,000.00	1,968.00	7,968.00
570	25	163-510-25	6,000.00	1,968.00	7,968.00
571	26	163-510-26	6,000.00	1,968.00	7,968.00

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
	Golf Course Terrace, Unit 2 Lot Number	APN No.	Phase I	Phase II	Total
573	28	163-510-28	6,000.00	1,968.00	7,968.00
574	29	163-510-29	6,000.00	1,968.00	7,968.00
575	30	163-510-30	6,000.00	1,968.00	7,968.00
576	31	163-510-31	6,000.00	1,968.00	7,968.00
577	32	163-510-32	6,000.00	1,968.00	7,968.00
578	33	163-510-33	6,000.00	1,968.00	7,968.00
579	34	163-510-34	6,000.00	1,968.00	7,968.00
580	35	163-510-35	6,000.00	1,968.00	7,968.00
581	36	163-510-36	6,000.00	1,968.00	7,968.00
582	37	163-510-37	6,000.00	1,968.00	7,968.00
583	38	163-510-38	6,000.00	1,968.00	7,968.00
584	39	163-510-39	6,000.00	1,968.00	7,968.00
585	40	163-510-40	6,000.00	1,968.00	7,968.00
586	41	163-510-41	6,000.00	1,968.00	7,968.00
587	42	163-510-42	6,000.00	1,968.00	7,968.00
572	27	163-510-27	6,000.00	1,968.00	7,968.00
588	43	163-510-43	6,000.00	1,968.00	7,968.00
589	44	163-510-44	6,000.00	1,968.00	7,968.00
590	45	163-510-45	6,000.00	1,968.00	7,968.00
591	46	163-510-46	6,000.00	1,968.00	7,968.00
592	47	163-510-47	6,000.00	1,968.00	7,968.00
593	48	163-510-48	6,000.00	1,968.00	7,968.00
594	49	163-510-49	6,000.00	1,968.00	7,968.00
595	50	163-510-50	6,000.00	1,968.00	7,968.00
596	51	163-510-51	6,000.00	1,968.00	7,968.00
597	52	163-510-52	6,000.00	1,968.00	7,968.00
598	53	163-510-53	6,000.00	1,968.00	7,968.00
599	54	163-510-54	6,000.00	1,968.00	7,968.00
600	55	163-510-55	6,000.00	1,968.00	7,968.00
601	56	163-510-56	6,000.00	1,968.00	7,968.00
602	57	163-510-57	6,000.00	1,968.00	7,968.00
603	58	163-510-58	6,000.00	1,968.00	7,968.00
604	59	163-510-59	6,000.00	1,968.00	7,968.00
605	60	163-510-60	6,000.00	1,968.00	7,968.00
606	61	163-510-61	6,000.00	1,968.00	7,968.00
607	62	163-510-62	6,000.00	1,968.00	7,968.00
608	63	163-510-63	6,000.00	1,968.00	7,968.00
609	64	163-510-64	6,000.00	1,968.00	7,968.00
610	65	163-510-65	6,000.00	1,968.00	7,968.00
611	66	163-510-66	6,000.00	1,968.00	7,968.00
612	67	163-510-67	6,000.00	1,968.00	7,968.00
613	68	163-510-68	6,000.00	1,968.00	7,968.00
614	69	163-510-69	6,000.00	1,968.00	7,968.00
615	70	163-510-70	6,000.00	1,968.00	7,968.00
616	71	163-510-71	6,000.00	1,968.00	7,968.00

LIST OF UNPAID ASSESSMENTS

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5

Assmt. No.	Description		Amount		
	Golf Course Terrace, Unit 2 Lot Number	APN No.	Phase I	Phase II	Total
618	n/a	163-070-27	178,312.00	0.00	178,312.00
619	n/a	163-070-28	1,977,776.00	773,866.00	2,751,642.00
TOTAL			$8,829,800.00	$5,165,000.00	$13,994,800.00

WEST EIGHTH STREET ASSESSMENT DISTRICT NO. 90-5
(PHASE II)

BOND MATURITY SCHEDULE

Maximum Interest Rate	Annual Amount	Date of Maturity
Serial Bonds:		
8.25%	$45,000.00	September 2, 1993
8.25%	50,000.00	September 2, 1994
8.25%	55,000.00	September 2, 1995
8.25%	60,000.00	September 2, 1996
8.25%	65,000.00	September 2, 1997
8.25%	70,000.00	September 2, 1998
8.25%	75,000.00	September 2, 1999
8.25%	85,000.00	September 2, 2000
8.25%	90,000.00	September 2, 2001
8.25%	95,000.00	September 2, 2002
Subtotal	690,000.00	
Term Bonds:		
8.25%	4,475,000.00	September 2, 2021
Total	$5,165,000.00	

Mandatory Sinking Fund Payments on Term Bonds:

Year	Amount
2003	$105,000.
2004	115,000.
2005	125,000.
2006	135,000.
2007	145,000.
2008	155,000.
2009	170,000.
2010	185,000.
2011	200,000.
2012	215,000.
2013	230,000.
2014	250,000.
2015	270,000.
2016	295,000.
2017	320,000.
2018	345,000.
2019	375,000.
2020	405,000.
2021 (Maturity)	435,000.
	4,475,000.

(ESTIMATED ONLY - SUBJECT TO CHANGE)

EXHIBIT B

10, 7a

Resolution No. 93-0435

STOCKTON CITY COUNCIL

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF STOCKTON PRELIMINARILY APPROVING THE REFUNDING REPORT, AND SETTING TIME AND PLACE OF HEARING PROTESTS

ARCH ROAD INDUSTRIAL PARK ASSESSMENT DISTRICT (REASSESSMENT AND REFUNDING OF 1993)

RESOLVED, by the City Council of the City of Stockton, California (the "City"), that

WHEREAS, on the 6th day of July, 1993, said City Council adopted its Resolution of Public Interest or Necessity and of Intention to Refund Bonds and Levy Reassessments Therefor (the "Resolution of Intention") for the Arch Road Industrial Park Assessment District (Reassessment and Refunding of 1993) (the "Reassessment District") and referred the proposed refunding to the Engineer, he or she being the person having charge and control of the proposed refunding and reassessment in and for said City and being a competent person hired by said City for that purpose;

WHEREAS, said City Council thereby directed said Engineer to make or cause to be made and filed with the City Clerk of said City a Refunding and Reassessment Report (the "Report") in writing in accordance with and pursuant to the Refunding Act of 1984 for 1915 Act Improvement Bonds, being Division 11.5 of the Streets and Highways Code (the "Refunding Act");

CITY ATTY REVIEW 20P

DATE JUN 30 1993

WHEREAS, said Report was duly made and filed with the City Clerk, whereupon said City Clerk presented it to the City Council for consideration;

WHEREAS, pursuant to Section 9524 of the California Streets and Highways Code, said City Council thereupon duly considered said Report and each and every part thereof and found that it contained all the matters and things called for by the provisions of said Refunding Act, including: (a) a schedule setting forth the unpaid principal and interest on the bonds to be refunded and the total amounts thereof; (b) the total estimated principal amount of the reassessment and of the refunding bonds and the maximum interest rate thereon, together with an estimate of cost of the reassessment and of issuing the refunding bonds, including all costs of issuing the refunding bonds, as defined by subdivision (a) of Section 9600 of the Streets and Highways Code; (c) the auditor's record kept pursuant to Section 8682 of the Streets and Highways Code showing the schedule of principal installments and interest on all unpaid original assessments and the total amounts thereof; (d) the estimated amount of each reassessment, identified by reassessment number corresponding to the reassessment number on the reassessment diagram, together with a proposed auditor's record for the reassessment prepared in the manner described in Section 8682 of the Streets and Highways Code; and (e) a reassessment diagram showing the Reassessment District and the boundaries and dimensions of the subdivisions of land within the district. Each subdivision, including each separate condominium interest as defined in Section 783 of the Civil Code, were given a separate number upon the diagram.

WHEREAS, said City Council found that said Report and each and every part thereof was sufficient in every particular and determined that it should stand as the Report for all subsequent proceedings under said Refunding Act.

WHEREAS, said City Council desires to set the time and place for hearing protests on the refunding and reassessment.

NOW, THEREFORE, said City Council does hereby FIND, DETERMINE and ORDER, as follows:

1. That the Report on file with the City Clerk is hereby preliminarily approved.

2. That the Reassessment District will benefit by said refunding and reassessment to pay the costs and expenses thereof, and the exterior boundaries thereof are more particularly described in a reassessment diagram as contained in the Report, and made a part hereof by reference thereto. That all public streets and highways within the Reassessment District in use in the performance of a public function as such shall be omitted from said Reassessment District and from the levy and collection of the special reassessments to be hereafter levied and collected to cover the costs and expenses of said refunding and reassessment.

3. That the Engineer's itemized and total cost and expenses in connection therewith, contained in said Report, be, and they are hereby, preliminarily adopted and approved as the Engineer's total and detailed costs and expenses of said refunding and reassessment.

4. That the diagram showing the Reassessment District referred to and described in said Resolution of Intention, and also the boundaries and dimensions of the respective subdivisions having been given a separate number upon said diagram, as contained in said Report, be, and they are hereby, preliminarily approved and confirmed as the diagram of the properties to be reassessed to pay the costs and expenses of said refunding.

5. That the reassessment of the total amount of the costs and expenses of the proposed refunding upon the several subdivisions of land in said Reassessment District and of the expenses incidental thereto, contained in said Report, be, and the same are hereby, preliminarily approved and confirmed as the reassessment to pay the costs and expenses of said refunding and the changes and modifications.

6. Written objections to the Report may be filed (as provided in the Municipal Improvement Act of 1913, being Division 12 of the California Streets and Highways Code) by any interested person at any time not later than the time set herein for the public hearing. The address of the City is 425 North El Dorado Street, Stockton, California, 95202, (209) 944-8212. Any questions should be directed to this number.

7. Notice is hereby given that on Monday, July 19, 1993, at the hour of 5:30 o'clock p.m., in the regular meeting place of the City, 425 North El Dorado Street, Stockton, California, 95202, is hereby fixed as the one and only public hearing time and place when and where said City Council will consider the matter of refunding the outstanding bonds and levying reassessments for said refunding and hearing all protests and persons interested therein.

8. Notice is hereby given in order to proceed with the refunding and reassessment, the City must receive by the date of the meeting set forth above a Petition, Consent and Waiver, signed by 100% of the property owners within the proposed Reassessment District, waiving the notice of, and the occurrence of, a second public hearing and requesting that this City Council proceed immediately with the refunding and reassessment proposed by the Report. Said Petition, Consent and Waiver is available from the City Clerk as of the date hereof.

9. The City Clerk is hereby directed to mail or cause to be mailed, or personally deliver, a copy of the Notice to Property Owners, attached hereto, and a copy of the Report (by first class mail, postage prepaid if by mailing) at least ten (10) days before the date set for the public hearing, to all persons owning real property within the Reassessment District whose names and addresses appear on the last equalized assessment roll for County of San Joaquin taxes prior thereto or as known to the City Clerk.

* * * * * * * * * *

PASSED, APPROVED and ADOPTED JUL 6 1993.

Joan Darrah

JOAN DARRAH, Mayor
of the City of Stockton

ATTEST:

Frances Hong

FRANCES HONG, City Clerk
of the City of Stockton

93-0435

NOTICE TO PROPERTY OWNERS

ARCH ROAD INDUSTRIAL PARK ASSESSMENT DISTRICT
PROJECT NO. 84-2, PHASE I

NOTICE IS HEREBY GIVEN that the City Council of the City of Stockton, California, on the 6th day of July, 1993, adopted a resolution entitled "A Resolution of the City Council of the City of Stockton of Public Interest or Necessity and of Intention to Refund Bonds and Levy Reassessments as Security Therefor", to order the refunding of the City of Stockton Improvement Bonds, Arch Road Industrial Park Assessment District, Project No. 84-2, Phase I, Series 209 (Reassessment and Refunding of 1986) (the "1986 Bonds"). The 1986 Bonds will be refunded from the proceeds of refunding bonds, and reassessments will be levied as security for said refunding bonds, as set forth in the Refunding Report attached hereto and incorporated herein by this reference. The Report also sets forth a description of the refunding of the 1986 Bonds, an assessment diagram, and an estimate of the costs and expenses of said refunding and reassessment. Further copies of the Report are on file with the City Clerk of the City of Stockton.

Said Resolution of Public Interest or Necessity and of Intention was adopted pursuant to the Refunding Act of 1984 for 1915 Act Improvement Bonds, being Division 11.5 of the California Streets and Highways Code (the "Refunding Act") and refunding bonds are to be issued upon the unpaid reassessments pursuant to said Refunding Act, said bonds to mature not later than September 2, 2018.

The estimated cost of the refunding as well as the total of the incidental costs and the costs associated with issuance of the refunding bonds therefor is $5,615,000. This total cost constitutes the reassessment to be allocated according to benefit among all the property within the Arch Road Industrial Park Assessment District.

NOTICE IS FURTHER GIVEN that Monday, the 19th day of July, 1993, at the hour of 5:30 o'clock p.m., in the regular meeting place of said City Council at 425 North El Dorado Street, Stockton, California, 95202, are the time and place fixed by said City Council when and where the City Council will consider and finally determine whether the public interest, convenience and necessity require said refunding and reassessment, and when and where it will consider and finally act upon the Report, and when and where it will hear all protests in relation to said proposed refunding and reassessments, or the estimate of the costs and expenses thereof, or the proposed reassessment, and that any person interested may file a written protest with the City Clerk not later than 5:30 o'clock p.m., on July 19, 1993, the time set for the hearing referred to herein.

NOTICE IS FURTHER GIVEN that any protest at said hearing shall contain a description sufficient to identify the property in which each signer of the protest is interested, and, if the signers are not shown on the last equalized assessment roll as the owners of the property, the protest shall contain or be accompanied by written evidence that the signers are the owners of the property. A suggested form of protest is contained in Section 10310 of the California Streets and Highways Code. Any written or oral protest not made at the time and in the manner provided above and in Section 10310 of the California Streets and Highways Code shall be deemed to be waived voluntarily by any person who might have made such protest and such person shall be deemed to have consented to the proposed refunding, the proposed reassessment and any other act, determination, or proceeding on which protest could be made.

YOUR ESTIMATED ASSESSMENT IS AS FOLLOWS:

To find your individual reassessment, please refer to the Report and look under your Assessor's Parcel Number(s). The dollar figure corresponding to your Assessor's Parcel Number(s) is the amount of your reassessment.

FOR FURTHER INFORMATION please call or write to: Gary Ingraham, Assistant City Manager, City of Stockton, 425 North El Dorado Street, Stockton, California, 95202. Telephone (209) 944-8212.

DATED: July 6, 1993

/s/ _____
City Clerk
City of Stockton

93-0435

Resolution No. 93-0463

8.4g

STOCKTON CITY COUNCIL

A RESOLUTION AWARDING SALE OF BONDS AND
AUTHORIZING EXECUTION OF BOND PURCHASE AGREEMENT

STOCKTON AIRPORT BUSINESS PARK ASSESSMENT DISTRICT
PROJECT NO. 84-1, PHASE IV

RESOLVED, by the City Council of the City of Stockton, California, that

WHEREAS, this Council has received a proposal to purchase bonds to be issued to represent unpaid assessments levied in the proceedings under Resolution No. 93-0328 (the "Resolution"), adopted by said Council on May 24, 1993, for the acquisition and/or construction of public improvements, as more particularly described in the Resolution, and that a majority of the owners of property in the area subject to assessment have requested that the proposal be accepted;

NOW, THEREFORE, IT IS ORDERED as follows:

1. Upon consummation of special assessment district proceedings the bonds be, and they are hereby ordered sold to WESTHOFF-MARTIN & ASSOCIATES, San Francisco, California, subject to all the terms and conditions set forth in the agreement in the form attached hereto and marked Exhibit A, and that the interest rate of the bonds be, and the same is hereby fixed at the market rate effective on the date of the execution of the agreement as mutually determined by the purchaser and the City Manager.

2. The bond purchase agreement is approved, and the City Manager or the Assistant City Manager is authorized to execute the agreement and the City Clerk is authorized to attest his signature.

3. The Director of Finance is directed to have the bonds printed, and that the same be signed, sealed and delivered to the purchaser upon receipt of the amount therefor, in accordance with the terms and conditions contained in the agreement and the proceedings held pursuant to the Resolution and any amendments thereto.

PASSED, APPROVED and ADOPTED JUL 12 1993.

Joan Darrah

JOAN DARRAH, Mayor
of the City of Stockton

ATTEST:

Frances Hong

FRANCES HONG, City Clerk
of the City of Stockton

CITY ATTY REVIEW GDP

DATE JUL 08 1993

93-0463

CITY OF STOCKTON
LIMITED OBLIGATION IMPROVEMENT BONDS
STOCKTON AIRPORT BUSINESS PARK ASSESSMENT DISTRICT
PROJECT 84-1, PHASE IV, SERIES 221

BOND PURCHASE AGREEMENT

_____ __, 1993

City Council
City of Stockton
425 North El Dorado Avenue
Stockton, California 95202

Dear Councilmembers:

The undersigned, as representative on behalf of Westhoff-Martin & Associates, as underwriter (the "Underwriter"), offers to enter into this Bond Purchase Agreement with the City of Stockton (the "City") which, upon acceptance, will be binding upon the City and upon the Underwriter. This offer is made subject to the City's acceptance hereof on the date hereof, and if not so accepted will be subject to withdrawal by the Underwriter upon notice delivered to the City at any time prior to the acceptance hereof by the City.

1. Purchase, Sale and Delivery of the Bonds.

(a) Subject to the terms and conditions and in reliance upon the representations, warranties and agreements herein set forth, the Underwriter hereby agrees to purchase from the City, and the City hereby agrees to sell to the Underwriter, all (but not less than all) of the City of Stockton Limited Obligation Improvement Bonds, Stockton Airport Business Park Assessment District, Project 84-1, Phase IV, Series 221 (the "Bonds"), dated _____, 1993 in the aggregate principal amount of $_____, bearing interest (payable commencing March 2, 1994, and semiannually thereafter on March 2 and September 2 in each year) at the rates of interest, and maturing on the dates and in the amounts, as set forth in Exhibit A attached hereto and incorporated herein by this reference. The purchase price for the Bonds shall be the principal amount of the Bonds, less an original issue discount in an amount equal to $_____, less an underwriting discount in an amount equal to $_____.

Exhibit "A"

93-0463

The Bonds shall be substantially as described in, shall be issued and secured under the provisions of and shall be payable and subject to redemption as provided in Resolution No. __-____ adopted by the City Council of the City of Stockton (the "Council") on _____, 1993 (the "Bond Resolution"). The Bonds and interest thereon will be levied and collected in accordance with the Bond Resolution.

(b) Attached hereto as Exhibit B is a copy of the Preliminary Official Statement, dated _____ ___, 1993, relating to the Bonds, which, together with the cover page and all appendices thereto, is herein called the "Preliminary Official Statement." The City hereby ratifies the use by the Underwriter of the Preliminary Official Statement and authorizes the Underwriter to use and distribute the Preliminary Official Statement, the Official Statement, the Bond Resolution and the other documents or contracts to which the City is a party, including this Bond Purchase Agreement, and all information contained therein, and all other documents, certificates and statements furnished by the City to the Underwriter in connection with the transactions contemplated by this Bond Purchase Agreement and in connection with the offer and sale of the Bonds by the Underwriter. The term "Official Statement" shall mean the Preliminary Official Statement, as modified with the prior approval of the Underwriter and the City, for use by the Underwriter incident to the sale of the Bonds.

(c) At 8:00 o'clock A.M., Pacific Daylight Time, on _____ __, 1993, or at such other time or date as shall be agreed upon by the Underwriter and the City (such time and date being herein referred to as the "Closing Date"), the City will deliver to the Underwriter, at a location or locations to be designated by the Underwriter, the Bonds in definitive form (all Bonds having had the CUSIP numbers assigned to them typed or printed thereon), duly executed by the officers of the City as provided in the Bond Resolution and with the seal of the City impressed thereon, and the other documents herein mentioned; and the Underwriter will accept such delivery and pay the purchase price of the Bonds as set forth in paragraph (a) of this section in immediately available funds (such delivery and payment being herein referred to as the "Closing"). The Bonds shall be made available to the Underwriter, or their designees, not later than the last business day before the Closing Date for purposes of inspection and packaging. The Bonds shall be in book-entry form, with the registered owners as designated by the Underwriter at least five (5) days before the Closing Date.

(d) The Underwriter agrees to make a bona fide public offering of all the Bonds initially at the public offering prices (or yields) set forth on the cover page of the Official Statement with respect to the Bonds (the Official Statement, together with all appendices thereto, and with such changes therein and supplements thereto which are consented to in writing by the City and the Underwriter, is herein called the "Official Statement"). Subsequent to the initial public offering, the Underwriter reserves the right to change the public offering prices (or yields) as it deems necessary in connection with the marketing of the Bonds. The Bonds may be offered and sold to certain dealers at prices lower than such initial public offering prices.

2. Representations, Warranties and Covenants of the City. The City hereby represents and warrants to and agrees with the Underwriter that:

(a) The City is duly organized and validly existing as a City under the Constitution and laws of the State of California;

(b) at or prior to the Closing Date, the City will have taken all actions required to be taken by it to authorize the issuance and delivery of the Bonds;

(c) the City has full legal right, power and authority to enter into this Contract, to adopt the Resolution, to issue and deliver the Bonds to the Underwriter, to perform its obligations under each such document or instrument, and to carry out and effectuate the transactions contemplated by this Bond Purchase Agreement, and the Resolution;

(d) by all necessary official action, the City, prior to or concurrently with the acceptance hereof, has duly adopted the Resolution and has duly authorized and approved (A) the execution and delivery of this Bond Purchase Agreement and the issuance, execution and delivery of the Bonds in accordance with the Resolution, and (B) the performance by the City of its obligations contained in and contemplated by the Bonds, the Resolution, and this Bond Purchase Agreement and the Resolution and such authorization shall be in full force and effect on the Closing Date;

(e) this Bond Purchase Agreement, and the Bonds have been, or on or before the Closing will be, duly executed and delivered by the City, and, on the Closing Date, the Bonds, when authenticated and delivered to the Underwriter in accordance with the Resolution, and this Bond Purchase Agreement will constitute legally valid and binding obligations, enforceable in accordance with their respective terms except as such enforcement may be limited by bankruptcy, insolvency, reorganization, moratorium, or similar laws or equitable principles relating or limiting creditor's rights generally;

(f) no consent, approval, authorization, order, filing, registration, qualification, election or referendum, of or by any person, organization, court or governmental agency or public body whatsoever is required (except such as have been filed, made or obtained) in connection with the issuance, delivery or sale of the Bonds or the consummation of the other transactions effected or contemplated herein or hereby;

(g) the adoption of the Resolution, the issuance of the Bonds, the execution, delivery and performance of this Bond Purchase Agreement, and the Bonds, and compliance with the provisions of each of such documents or instruments do not conflict with or constitute on the part of the City a violation of or default under, the Constitution of the State or any existing law, charter, ordinance, regulation, decree, order or resolution, and do not conflict with or result in a violation or breach of, or constitute a default under, any agreement, indenture, mortgage, lease or other instrument to which the City is a party or by which it is bound or to which it is subject.

(h) to the best knowledge of the City, as of the time of acceptance hereof, no action, suit, proceeding, hearing or investigation is pending or threatened against the City; (i) in any way affecting the existence of the City or in any way challenging the respective powers of the several offices or the titles of the officials of the City to such office; or (ii) seeking to restrain or enjoin the sale, issuance or delivery of any of the Bonds, the application of the proceeds of the sale of the Bonds, or the collection of the assessments pledged or to be pledged or available to pay the principal of, premium, if any, or the interest on the Bonds, or the pledge thereof, or in any way contesting or affecting the validity or enforceability of the Bonds, this Bond Purchase Agreement or the Resolution, or contesting the powers of the City or its authority with respect to the Bonds or the District, the Resolution or this Bond Purchase Agreement; or (iii) in which a final adverse decision could (A) materially adversely affect the consummation of the

transactions contemplated by this Bond Purchase Agreement or the Resolution, (B) declare this Bond Purchase Agreement or the Resolution to be invalid or unenforceable in while or in material part, or (C) adversely affect the exemption of the interest paid on the Bonds from taxation by the Government of the United States or by the State;

(i) between the date hereof and the Closing Date, without the prior written consent of the Underwriter, the City shall not have issued on behalf of the District any bonds, notes or other obligations for borrowed money;

(j) the City has not been notified of any listing or proposed listing by the Internal Revenue Service to the effect that the City is a bond issuer whose arbitrage certificates may not be relied upon;

(k) any certificate signed by an officer or official of the City and delivered to the Underwriter shall be deemed a representation and warranty by the City as to the statements made therein but not of the person signing the same;

(l) the City will apply the proceeds from the sale Bonds for the purpose specified in the Resolution;

(m) the City shall have delivered or cause to have delivered to the Underwriter prior to the execution of this contract or the first sale of the Bonds, whichever first occurs, copies of a Preliminary Official Statement relating to the Bonds deemed final by the City for purposes of Rule 15c2-12 under the Securities Act of 1934 (the "Rule") and to satisfy Municipal Securities Rulemaking Board ("MSRB") Rule G-32 or any other rules adopted by the MSRB within seven business days from the date hereof, the City will deliver or cause to be delivered and available to the Underwriter a Final Official Statement for distribution to purchasers of the Bonds.

3. Conditions to the Obligations of the Underwriter. The obligations of the Underwriter to accept delivery of and pay for the Bonds on the Closing Date shall be subject, at the option of the Underwriter, to the accuracy in all material respects of the representations and warranties on the part of the City contained herein, as of the date hereof and as of the Closing Date, to the accuracy in all material respects of the statements of the officers and other officials of the City and other persons and entities made in any certificates or other documents furnished pursuant to the provisions hereof, to the performance by the City of its obligations to be performed hereunder at or prior to the Closing Date and to the following additional conditions (any of which may be waived by the Underwriter):

(a) At the Closing Date, the Resolution and any other applicable agreements shall be in full force and effect, and shall not have been amended, modified or supplemented, except as may have been agreed to in writing by the Underwriter, and there shall have been taken in connection therewith, with the issuance of the Bonds and with the transactions contemplated thereby and by this Bond Purchase Agreement, all such actions as, in the opinion of Timothy J. Hachman, Esq., Bond Counsel for the City, shall be necessary and appropriate;

(b) Between the date hereof and the Closing Date, the market price or marketability of the Bonds at the initial offering prices pursuant to the Preliminary Official Statement shall not have been materially adversely affected, in the judgment of the Underwriter (evidenced by a written notice to the City terminating the obligation of the Underwriter to accept delivery of and pay for the Bonds), by reason of any of the following:

(1) Legislation enacted (or resolution passed) by the Congress of the United States of America or a decision rendered by a court established under Article III of the Constitution of the United States of America or by the Tax Court of the United States of America, or an order, ruling, regulation (final, temporary or proposed), press release or other form of notice issued or made by or on behalf of the Treasury Department or the Internal Revenue Service of the United States of America, with the purpose or effect, directly or indirectly, of imposing federal income taxation upon the interest as would be received by the holders of the Bonds;

(2) Legislation enacted (or resolution passed) by the Congress of the United States of America, or an order, decree or injunction issued by any court of competent jurisdiction, or an order, ruling, regulation (final, temporary or proposed), press release or other form of notice issued or made by or on behalf of the Securities and Exchange Commission, or any other governmental agency having jurisdiction of the subject matter, to the effect that obligations of the general character of the Bonds, including any or all underlying arrangements, are not exempt from registration under or other requirements of the Securities Act of 1933, as amended, or that the Bond Resolution is not exempt from qualification under or other requirements of the Trust Indenture Act of 1939, as amended, or that the issuance, offering or sale of obligations of the general character of the Bonds, or of the Bonds, including any or all underwriting arrangements, as contemplated hereby or by the Official Statement or otherwise, is or would be in violation of the federal securities laws as amended and then in effect;

(3) Any amendment to the federal or California Constitution or action by any federal or California court, legislative body, regulatory body or other authority materially adversely affecting the tax status of the City, its property, income or securities (or interest thereon), the validity or enforceability of the assessment or the ability of the City to issue the Bonds as contemplated by the Bond Resolution and the Official Statement;

(4) Any event occurring, or information becoming known which, in the judgment of the Underwriter, makes untrue in any material respect any statement or information contained in the Preliminary Official Statement or the Official Statement, or results in the Preliminary Official Statement or the Official Statement containing any untrue statement of a material fact or omitting to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading;

(5) The entry of an order by a court of competent jurisdiction which enjoins or restrains the City from issuing permits, licenses or entitlements within the District or which order, in the reasonable opinion of the Underwriter, otherwise materially and adversely affects the proposed development within the District.

(c) On or prior to the Closing Date, the Underwriter shall have received counterpart originals or certified copies of the following documents, in each case satisfactory in form and substance to the Underwriter:

(1) One counterpart original or copy certified by a duly authorized officer of the City of the Resolution of Formation, the Bond Resolution, the approval of this Bond Purchase Agreement, the Preliminary Official Statement and the Official Statement;

(2) The approving opinion, dated the Closing Date and addressed to the City of Timothy J. Hachman, Bond Counsel, and an opinion of such counsel, dated the Closing Date and addressed to the Underwriter, to the effect that such opinion addressed to the City may be relied upon by the Underwriter to the same extent as if such opinion was addressed to it;

(3) A supplemental opinion of Bond Counsel, dated the Closing Date and addressed to the Underwriter, in form and substance satisfactory to the Underwriter and their counsel, to the effect that the statements contained in the Official Statement on the cover and under the captions "INTRODUCTION," "THE BONDS," "SECURITY FOR THE BONDS," "LEGAL OPINION," and TAX-EXEMPTION," insofar as such statements purport to summarize certain provisions of the Resolution, the Bonds and Bond Counsel's opinion concerning certain federal and state tax matters relating to the Bonds, are accurate in all material respects;

(4) An opinion of the City Attorney dated the date of the Closing addressed to Bond Counsel and the Underwriter, in form and substance acceptable to counsel for the Underwriter to the following effect:

(i) This Bond Purchase Agreement has been duly authorized, executed and delivered by the City and constitutes the valid, legal and binding agreement of the City enforceable in accordance with its terms.

(ii) The representations of the City contained in clauses (a), (d), (f) and (h) of Section 2 hereof are true and correct.

(iii) No consent, waiver or any other action of any person, board or body, public or private is required as of the date of the Closing for the City to enter into this Bond Purchase Agreement or to perform its obligations under it.

(iv) Except as otherwise disclosed in the Official Statement, there is no litigation or proceeding, pending or threatened, challenging the creation, organization or existence of the City, or the validity of the Bonds, or this Bond Purchase Agreement, seeking to restrain or enjoin any of the transactions referred to therein or contemplated hereby.

(v) That, without having undertaken to determine independently the accuracy and completeness of the statements contained in the Official Statement, nothing has come to the attention of the City Attorney which would lead him to believe that the Official Statement (excluding therefrom the financial and statistical data and forecasts included therein and the information contained in the Appendices thereto, as to which no opinion need be expressed) contains any untrue statement of a

material fact or omits to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading.

(5) An opinion of Arnelle & Hastie, counsel for the Underwriter, dated the date of the Closing, addressed to the Underwriter, to the effect that the Bonds are not subject to the registration requirements of the Securities Act of 1933, as amended, and that the Bond Resolution is exempt from qualifications pursuant to the Trust Indenture Act of 1939, as amended.

In addition, such counsel shall state in its letter containing the foregoing opinion, or in a separate letter, dated the date of the Closing, to the effect that based upon its participation in the preparation of the Official Statement as counsel to the Underwriter and without having undertaken to determine independently the fairness, accuracy or completeness of the statements contained in the Official Statement, such counsel has no reason to believe that, as of the date of the Closing, the Official Statement (excluding therefrom the reports, financial and statistical data and forecasts therein and the information included in the Appendices thereto, as to which no opinion need be expressed) contains any untrue statement of a material fact or omits to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading.

(6) A certificate, dated the Closing Date and signed by an authorized officer of the City, ratifying the use and distribution by the Underwriter of the Preliminary Official Statement and the Official Statement in connection with the offering and sale of the Bonds, and certifying that to the best of his knowledge, (A) the representations and warranties of the City contained in Paragraph 2 of this Bond Purchase Agreement are true and correct in all material respects on and as of the Closing Date with the same effect as if made on the Closing Date; and (B) no litigation is pending or threatened (i) to restrain or enjoin the issuance, sale or delivery of any of the Bonds or the validity of the assessments, (ii) in any way contesting or affecting the validity of this Bond Purchase Agreement, the Bonds or the Resolution; or (iii) in any way contesting the existence or powers of the District or the City;

(7) A certificate, dated the Closing Date, signed by an authorized officer or representative of each of the property owners within the District for whom a description appears in the Official Statement under the caption "Property Ownership" (the "Property Owners") and addressed to the City and the Underwriter, to the effect that (i) any and all information submitted by such Property Owner to the Underwriter in connection with the preparation of the Preliminary Official Statement and the Official Statement was and is true and correct; (ii) the statements with respect to such Property Owner, its partners, principals and affiliates, its proposed development within the District, its property ownership and the contractual arrangements involving such Property Owner contained in the Preliminary Official Statement and the Official Statement, to the best of its knowledge, do not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances in which they were made, not misleading; (iii) no actions or proceedings are pending or threatened against such Property Owner or its partners, principals or affiliates in the nature of dissolution proceedings or in which any of them may be adjudicated as bankrupt or discharged from any or all of their debts or obligations or granted an extension of time to pay their debts or obligations or a reorganization or readjustment of their debts; (iv) no action, suit, proceeding, inquiry or

investigation at law or in equity, before or by any court, regulatory agency, public board or body, is pending or threatened in any way seeking to restrain or to enjoin the development of its property within the District; and (v) there are no claims, disputes, suits, actions or contingent liabilities amongst, by and between such Property Owner or any of its partners, principals or officers and any other person which may materially or adversely affect the facilities to be constructed with the proceeds of the Bonds or the development of property within the District;

(8) Such additional certificates, instruments and other documents as the Underwriter or its counsel may reasonably deem necessary to evidence the truth and accuracy as of the time of the Closing of the representations of the City and the due performance or satisfaction by the City at or prior to such time of all agreements then to be performed and all conditions then to be satisfied by the City.

If the City shall be unable to satisfy the conditions contained in this Bond Purchase Agreement, or if the obligations of the Underwriters shall be terminated for any reason permitted by this Bond Purchase Agreement, this Bond Purchase Agreement shall terminate and neither the Underwriters nor the City shall be under further obligation hereunder, except as further set forth in Section 9 hereof.

(9) A Tax and Non-Arbitrage Certificate in form and substance satisfactory to Bond Counsel.

(10) A copy of the Report of Proposed Debt Issuance and the Report of Final Sale required to be delivered to the California Debt Advisory Commission pursuant to section 8855, subsection (g) of the Government Code.

(11) A copy of a completed Internal Revenue Service form 8038-G, together with a certificate of mailing of the form to Internal Revenue Service Center, Philadelphia, PA 19255.

4. Conditions of the City's Obligations. The City's obligations hereunder are subject to the Underwriter's performance of the obligations hereunder, and are also subject to the following conditions

(a) As of the Closing Date, the market price or marketability of the Bonds shall not have been materially adversely affected, in the reasonable judgment of the City.

(b) At or prior to the Closing, the Underwriter shall deliver its certificate to City, dated the date of Closing, to the effect that:

(i) City has responded fully and, to the best of Underwriter's knowledge, accurately, to all requests for information requested by Underwriter for inclusion in the Official Statement;

(ii) Underwriter has had access to and has made a complete investigation of the facts and circumstances relating to the project and proceedings of the City, and to the Bonds to be issued with respect thereto, including without limitation, the following:

(1) The nature and purpose of the project and the bonds;

(2) The application of the proceeds of the bonds to the project;

(3) The nature of the properties assessed in the proceedings;

(4) The nature of the bondholders' risks in investing in the bonds; and

(5) The bondholders' rights and remedies in the event of default in payment of the principal of and interest on the bonds.

(6) The Underwriter is satisfied, as purchaser of the bonds, that its investigation has disclosed all facts which are material to the project and to the bonds, and that such facts are disclosed in the Official Statement.

5. Expenses.

(a) The City shall be under no obligation to pay, other than out of Bond proceeds, any expenses incident to the City's obligations hereunder, including, but not limited to (i) the fees and disbursements of any accountants and other experts, consultants or advisers retained; (ii) the cost of preparation, printing and mailing or delivery of the definitive Bonds; (iii) the cost of preparation, printing and distribution of the Preliminary Official Statement and the Official Statement; (iv) the fees and disbursements of Bond Counsel; (v) the fees and disbursements of the Registrar, Transfer Agent and Paying Agent and its counsel; (vi) the cost of any appraisals used in connection with the marketing of the Bonds and (vii) the costs of publication or mailing of notices ads required by the Resolution.

(b) The Underwriter shall pay (i) all advertising expenses in connection with the public offering of the Bonds (ii) the cost of preparation of this Bond Purchase Agreement (iii) the fees charged by the California Debt Advisory Commission and (iv) all other expenses incurred by them or any of them in connection with the public offering and distribution of the Bonds.

6. Undertakings of the City. The City agrees, at its expense, to make available to the Underwriter sufficient copies of its audited financial statements, if any, resolutions of the City with respect to the Bonds, the Resolution, the Preliminary Official Statement, the Official Statement, this Bond Purchase Agreement, and any amendments or supplements thereto and other documents related to the Bonds and pertaining to the City, to the extent such documents are publicly available, as may reasonably be required from time to time for the prompt and efficient performance by the Underwriter of their obligations hereunder (except for all or any portions of any such documents which, by contract, are not subject to disclosure).

7. Notices. Any notices, requests, directions, instruments or other communications required or permitted to be given hereunder shall be in writing and shall be given when delivered, against a receipt, or mailed certified or registered, postage prepaid, to the City and the Underwriter at their respective addresses below.

If to the City:

City Manager
City of Stockton
425 North El Dorado Avenue
Stockton, California 95202

If to the Underwriter:

Westhoff-Martin & Associates
3675 Mt. Diablo Blvd., Suite 350
Lafayette, California 94549
Attention: Manager, Public Finance Department

provided, however, that all such notices, requests or other communications may be made by telephone and promptly confirmed by writing. The City and the Underwriter may, by notice given as aforesaid, specify a different address for any such notices, requests or other communications.

8. Parties in Interest. This Bond Purchase Agreement is made solely for the benefit of the City and the Underwriter (including successors or assigns of the Underwriter) and no other person shall acquire or have any right hereunder or by virtue hereof.

9. Survival of Representations and Warranties. The representations and warranties of the City set forth in or made pursuant to this Bond Purchase Agreement shall not be deemed to have been discharged, satisfied or otherwise rendered void by reason of the Closing or termination of this Bond Purchase Agreement and regardless of any investigations made by or on behalf of the Underwriter (or statements as to the results of such investigations) concerning such representations and statements of the City and regardless of delivery of and payment for the Bonds.

10. Effective. This Bond Purchase Agreement shall become effective and binding upon the respective parties hereto upon the execution of the acceptance hereof by the City and shall be valid and enforceable as of the time of such acceptance.

11. Applicable Law; Nonassignability. This Bond Purchase Agreement shall be governed by the laws of the State of California. This Bond Purchase Agreement shall not be assigned by the City.

12. Execution of Counterparts. This Bond Purchase Agreement may be executed in several counterparts, each of which shall be regarded as an original and all of which shall constitute one and the same.

13. No Prior Agreements. This Bond Purchase Agreement supersedes and replaces all prior negotiations, agreements and understandings between the parties hereto in relation to the sale of Bonds for the City and represents the entire agreement of the parties as to the subject matter herein.

14. Partial Unenforceability. Any provision of this Bond Purchase Agreement which is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions of this Bond Purchase Agreement or affecting the validity or enforceability of such provision in any other jurisdiction.

15. Capitalized Terms. Terms with initial capital letters not otherwise defined herein shall have the meanings assigned to them in the Preliminary Official Statement.

Very truly yours,

Westhoff-Martin & Associates

By:_____

Terms and Conditions of this Bond Purchase Agreement Approved and Accepted on this __ day of _____, 1993.

CITY OF STOCKTON

By:_____ _____
Assistant City Manager

APPROVED AS TO FORM
Date JUL 15 1993
Deputy City Attorney

93-0463

EXHIBIT A

DESCRIPTION OF THE BONDS TO BE PURCHASED

Maturity September 2	Principal Amount	Interest Rate	Price
1999	$_____	_____%	_____%
2000	$_____	_____%	_____%
2001	$_____	_____%	_____%
2002	$_____	_____%	_____%
2003	$_____	_____%	_____%
2004	$_____	_____%	_____%
2005	$_____	_____%	_____%
2006	$_____	_____%	_____%
2007	$_____	_____%	_____%
2013	$_____	_____%	_____%

93-0463

EXHIBIT B

[COPY OF THE PRELIMINARY OFFICIAL STATEMENT]

93-0463

Resolution No. 93-0652

STOCKTON CITY COUNCIL

A RESOLUTION OF PRELIMINARY DETERMINATION AND OF INTENTION TO ACQUIRE AND/OR CONSTRUCT IMPROVEMENTS, TO FORM A MAINTENANCE DISTRICT FOR ANNUAL MAINTENANCE, AND TO LEVY AN ANNUAL ASSESSMENT FOR THE COSTS INCURRED IN THE ADMINISTRATION AND COLLECTION OF ASSESSMENTS

BLOSSOM RANCH ASSESSMENT DISTRICT NO. 93-1

RESOLVED, by the City Council of the City of Stockton, California, that

1. In the opinion of the City Council the public interest, convenience and necessity require and it is the intention of the Council to order the acquisition and/or construction of the improvements hereinafter described, and to levy an annual assessment for the cost of the administration and collection of assessments.

2. Whenever any public way is herein referred to as running between two public ways, or from or to any public way, the intersections of the public ways referred to are included to the extent that work shall be shown on the plans to be done therein.

3. Such streets and highways are more particularly shown in the records on file in the office of the County Recorder of San Joaquin County, California, and are shown upon the plans herein referred to and filed with the Clerk of the City.

4. All of the work and improvements are to be constructed at the places and in the particular locations, of the forms, sizes, dimensions and materials, and at the lines, grades and elevations as shown and delineated upon the plans, profiles and specifications to be made therefor, as hereinafter provided.

5. There is to be excepted from the work herein described any of such work already done to line and grade and marked excepted or shown not to be done on the plans, profiles and specifications.

6. Said improvements to be acquired and/or constructed herein are more particularly described in Exhibit A, hereto attached and incorporated herein by reference.

7. Notice is hereby given of the fact that in many cases the work and improvements will bring the finished work to a grade different from that formerly existing, and to that extent the grades are hereby changed and the work will be done to the changed grades. It is hereby determined that to eliminate any disparity in level between the improvements and private property, it is in the public interest and more economical to do such work on private property than to adjust the work on public property.

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8. The Council hereby adopts and establishes as the official grades for the work the grades and elevations to be shown upon the plans, profiles and specifications. All such grades and elevations are to be in feet and decimals thereof with reference to the datum plane of the City.

9. The description of the acquisitions and/or improvements and the termini of the work contained in this Resolution are general in nature. All items of work do not necessarily extend for the full length of the description thereof. The plans and profiles of the work and maps and descriptions, as contained in the Engineer's report, shall be controlling as to the correct and detailed description thereof.

10. The contemplated acquisition and/or construction of improvements, in the opinion of this Council, are of more than local or ordinary public benefit, and the costs and expenses thereof are made chargeable as hereinafter set forth upon an assessment district, the exterior boundaries of which district are described in Exhibit B, attached hereto, and delineated upon a map thereof, entitled, "Proposed Boundaries of Blossom Ranch Assessment District No. 93-1", on file with the City Clerk, to which reference is hereby made for further particulars. This map indicates by a boundary line the extent of the territory included in the proposed district and shall govern for all details as to the extent of the assessment district.

11. The Council further declares that all public streets and highways within the assessment district in use in the performance of a public function as such shall be omitted from the assessment hereafter to be made to cover the costs and expenses of the acquisition and/or construction of improvements.

12. Notice is hereby given that serial and/or term bonds shall be issued to represent unpaid assessments, and bear interest at a rate not to exceed the maximum rate provided in Articles 1 and 3, Bond Plan B (NSR), of Division 6 of the Stockton Improvement Procedure Code, and that the applicable provisions of Part 11.1 of the Improvement Bond Act of 1915, providing an alternative procedure for the advance payment of assessments and the calling of bonds, shall apply. The last installment of such bonds shall mature not to exceed twenty-four (24) years from the second day of September next succeeding twelve (12) months from their date, principal and interest to be reasonably amortized, the proceeds of the bonds to be invested and interest thereon paid into the redemption fund of the bonds.

The City Council finds and declares that a special reserve fund as provided in Part 16 of the Act shall be required, the amount thereof to be fixed and determined upon the sale of the bonds.

The City Council hereby determines that the City will not obligate itself to advance available funds from the City Treasury to cure any deficiency which may occur in the bond redemption fund. Such determination shall not prevent the City from, in its sole discretion, so advancing funds.

The City Council hereby covenants with the owners of the assessment bonds to be issued herein that it will, within a reasonable time following the due date of any delinquent installment of assessments securing the bonds to be issued, commence and thereafter diligently prosecute to completion a foreclosure action regarding such delinquent installment of assessment.

13. Except as herein otherwise provided for the issuance of bonds, all of the improvements shall be done pursuant to the provisions of Article 4 of Division 5 of the Stockton Improvement Procedure Code.

14. Reference is hereby made to proceedings had pursuant to Article 1 of Division 5 of the Code, and Division 4 of the Streets and Highways Code of the State of California, on file with the City Clerk.

15. Notice is hereby given that, in the opinion of this Council, the public interest will not be served by allowing the property owners to take the contract for the construction of the improvements, and that, pursuant to Section 20487 of the Public Contracts Code, no notice of award of contract shall be published.

16. The proposed acquisition and/or construction of improvements are hereby referred to the Engineer, being a competent firm employed by the City for that purpose; and the Engineer is hereby directed to make and file with the City Clerk a report in writing, presenting the following:

(a) Maps and descriptions of the lands and easements, and a general description of any works or appliances to be acquired;

(b) Plans and specifications of any proposed improvements to be constructed;

(c) Engineer's statement of the itemized and total estimated costs and expenses of the acquisitions and/or improvements and of the incidental expenses in connection therewith;

(d) Diagram showing the assessment district above referred to, and also the boundaries and dimensions of the respective subdivisions of land within the City as the same existed at the time of the passage of this Resolution of Intention, each of which subdivisions, including each separate condominium interest as defined in Section 783 of the Civil Code of the State of California, shall be given a separate number upon the diagram;

(e) A proposed assessment of the total amount of the costs and expenses of the proposed acquisitions and/or improvements upon the several subdivisions of land in the district in proportion to the estimated benefits to be received by such subdivisions, respectively, from the acquisition and/or construction of improvements, and of the expenses incidental thereto.

(f) A proposed maximum annual assessment upon each of the several subdivisions of land in the district to pay costs incurred by the City and not otherwise reimbursed for the administration and collection of assessments or from the administration or registration of the bonds issued and reserve or other related funds.

17. If any excess shall be realized from the assessment, it shall be used in such amounts as the Council may determine, in accordance with the provisions of law for one or more of the following purposes:

(a) Transfer to the general fund of the City, provided that the amount of any such transfer shall not exceed the lesser of $1,000 or 5% of the total amount expended from the improvement fund;

(b) As a credit upon the assessment and any supplemental assessment in accordance with the provisions of Sections 9-238(a) and (b) of the Stockton Improvement Procedure Code;

(c) To reimburse the City for any contributions or advances to or for the construction fund that were not pledged in this Resolution of Intention;

(d) For the maintenance of the improvements or a specified part thereof.

18. It is the intention of this Council to include in each annual installment of principal and interest on the bonds issued to represent unpaid assessments a maximum amount of two percent (2%) of the installment to reimburse the City for the cost of administration and collection of such annual installments and the registration, administration and payment of the bonds issued or the reserve or any related funds.

19. In the opinion of this Council, the area contained within the proposed Blossom Ranch subdivision, being a portion of the assessment district as shown on the Tentative Map thereof (TM16-90), are the properties which will be benefited by the maintenance, repair and improvement of the back-up fencing and related landscaping and appurtenances, to be acquired hereunder, and any additions, improvements, and enlargements thereto, which may hereafter be made, and that the public interest and convenience require, and that it is the intention of this Council to levy an annual assessment on the basis of benefit on each parcel of the benefited properties, excluding

therefrom public properties in use in the performance of a public function, for the expenditures required during the ensuing fiscal year for the maintenance, repair and improvement of said facilities.

PASSED, APPROVED and ADOPTED OCT 25 1993.

/s/ JOAN DARRAH

JOAN DARRAH, Mayor
of the City of Stockton

ATTEST:

/s/ FRANCES HONG

FRANCES HONG, City Clerk
of the City of Stockton

therefrom public properties in use in the performance of a public function, for the expenditures required during the ensuing fiscal year for the maintenance, repair and improvement of said facilities.

PASSED, APPROVED and ADOPTED OCT 25 1993.

/s/ JOAN DARRAH

JOAN DARRAH, Mayor
of the City of Stockton

ATTEST:

/s/ FRANCES HONG

FRANCES HONG, City Clerk
of the City of Stockton

BLOSSOM RANCH ASSESSMENT DISTRICT NO. 93–1

DESCRIPTION OF IMPROVEMENTS

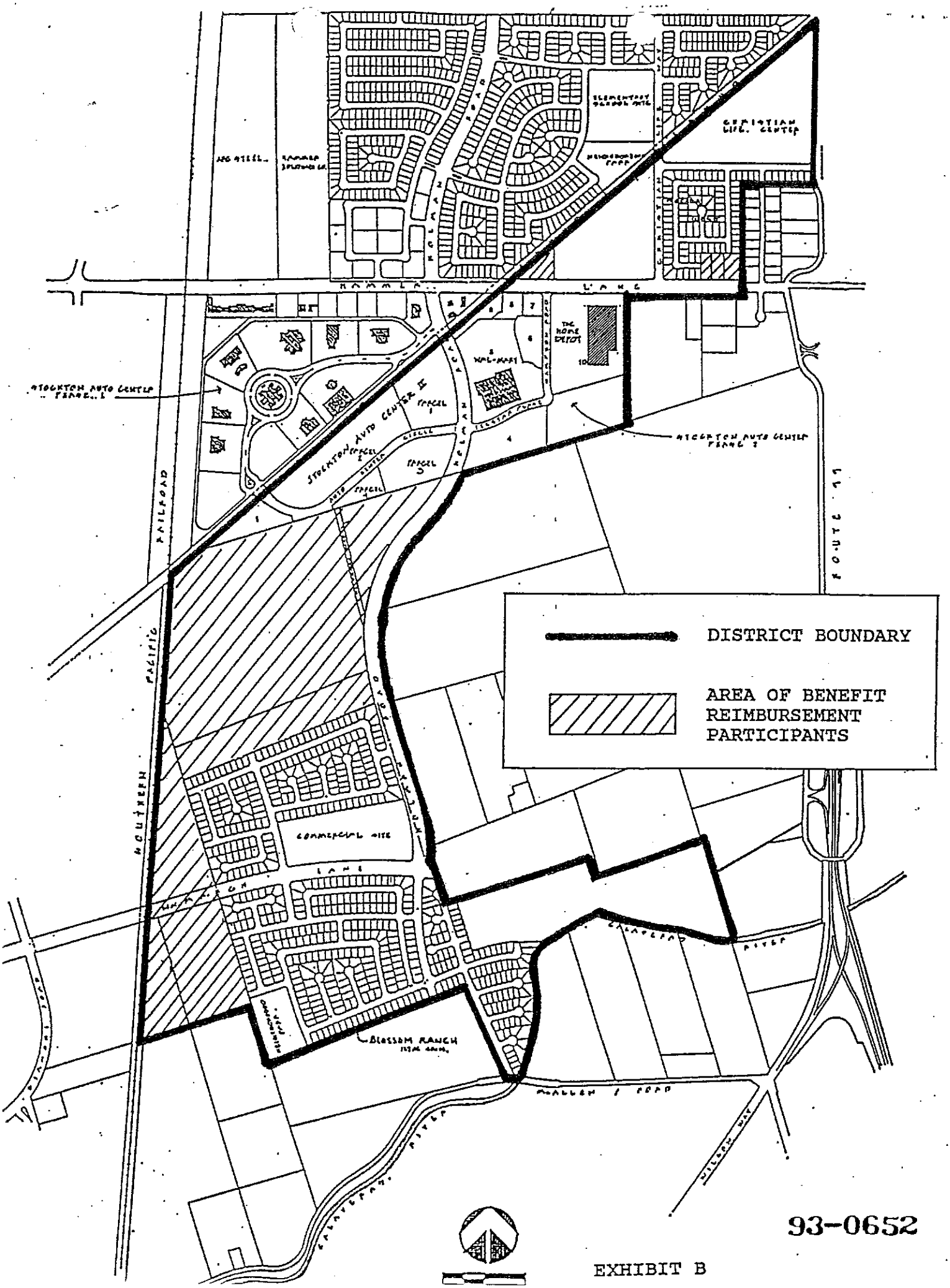
a) The installation of storm drain pipe mains with manholes, catchbasins, laterals and appurtenances in the southerly side of Hammer Lane from its intersection with Marinetha Way westerly to Sampson Road, southerly in Sampson Road to Telstar Place, westerly in Telstar Place to its intersection with Holman Road, southerly in Holman Road to its intersection with Dogwood Drive, easterly in Dogwood Drive to Wild Grape Drive, southerly in Wild Grape Drive to its intersection with McAllen Road and the storm drainage pump station;

b) The acquisition of storm drain pipe mains with manholes, catchbasins, laterals and appurtenances in Stockton Auto Center subdivision and Christian Life Center subdivision;

c) A storm drainage pump station and appurtenances located in a public easement at the intersection of McAllen Road and the Calaveras River, together with the piping structures and appurtenances to connect to the storm drain system and outfall structure to the Calaveras River;

d) The acquisition of all lands and easements necessry for any of the above work and improvements;

e) The doing of all work and payment of all costs and fees auxiliary to any of the above and necessary to complete the same.



93-0652

EXHIBIT B

I, FRANCES HONG, do hereby certify as follows:

I am the duly appointed, qualified City Clerk of the City of Stockton, a California municipal corporation; as such City Clerk, I am the custodian of the official records of the City Council of said City. The attached Resolution is a full, true and correct copy of Resolution No. 93-0652 of said City Council, which was adopted by the City Council, on October 25, 1993.

IN WITNESS WHEREOF, I have hereto affixed my hand and the seal of the City of Stockton on February 22, 1994.

FRANCES HONG, CITY CLERK
CITY OF STOCKTON

By Shirley Ortega
Deputy

A:\CERT.RESO

95-0426

Resolution No. _____

STOCKTON CITY COUNCIL

A RESOLUTION DETERMINING UNPAID ASSESSMENTS
AND PROVIDING FOR ISSUANCE OF BONDS

STOCKTON AIRPORT BUSINESS PARK ASSESSMENT DISTRICT
PROJECT NO. 84-1, PHASE V

RESOLVED, by the City Council of the City of Stockton, California, that

WHEREAS, on August 28, 1995, this Council adopted its Resolution No. 95-0425 (the "Resolution"), a Resolution Determining Convenience and Necessity, Adopting Engineer's Report, as Revised, Confirming Assessment, and Ordering Additional Acquisitions and Improvements for Phase V of the project, and therein provided that serial and/or term bonds would be issued pursuant to the provisions of The Improvement Bond Act of 1915 and Articles 1 and 3, Bond Plan B-NSR, of Division 6 of the Stockton Improvement Procedure Code, as amended, reference to the Resolution hereby being expressly made for further particulars;

WHEREAS, notice of the recordation of the assessment and the opportunity to pay all or a portion thereof and the time so provided by law for receiving payment of assessments in cash has been waived by all property owners, and there is on file with the Director of Finance of the City a list of all assessments which remain unpaid;

WHEREAS, this Council now intends to provide for the issuance of improvement bonds upon the security of the unpaid assessments, all as hereinafter provided;

NOW, THEREFORE, IT IS DETERMINED AND ORDERED as follows:

ARTICLE I

Section 1.01 DEFINITIONS. Unless the context otherwise requires, the terms defined in this Section shall, for all purposes of this Resolution and of any Supplemental Resolution and of the Bonds and of any certificate, opinion, request or other document herein mentioned, have the meanings herein specified.

"Act" means the Municipal Improvement Act of 1913, Division 12 of the California Streets and Highways Code and Article 4 of Division 5 of the Stockton Improvement Procedure Code.

"Agent" means the Bank of America National Trust and Savings Association, San Francisco, California, appointed under Section 2.06 hereof to perform the duties of registrar, paying agent and transfer agent, for the authentication, registration, transfer

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and payment of the Bonds and the Agent's assigns or any other corporation or association which may at any time be substituted in its place.

"Assessment or Assessments" means the unpaid amounts of the special assessments levied against all taxable real property within the boundaries of the Assessment District pursuant to the Act and the proceedings of the Council under the Resolution, for the purpose of paying Debt Service on the Bonds under the Bond Law.

"Assessment District" means that portion of the City designated "Stockton Airport Business Park Assessment District," as established in proceedings under the Act and Resolution of Intention.

"Authorized Investments" means any (i) securities (other than those identified in paragraphs (a) and (d) of Section 53601 of the Government Code of the State) in which the City may legaly invest funds subject to its control, pursuant to Article 1, commencing with Section 53600 of Chapter 4 of Part 1 of Division 2 of Title 5 of the Government Code of the State, as now or hereafter amended; (ii) shares in a California common law trust established pursuant to Title I, Division 7, Chapter 5 of the Government Code of the State which invests exclusively in investments permitted by Section 53635 of Title 5, Division 2, Chapter 4 of the Government Code of the State, as it may be amended, including but not limited to the California Arbitrage Management Program (CAMP); and (iii) the Local Agency Investment Fund of the State of California, created pursuant to Section 156429. of the Government Code of the State, to the extent the Treasurer is authorized to register such investment in the Treasurer's name.

"Auditor" means the Auditor/Controller or Tax Collector of the County or other official of the County responsible for preparing property tax bills.

"Available Surplus Funds" means any surplus moneys held by the City at the end of each Fiscal Year in excess of the amounts required to pay lawful municipal obligations incurred in that Fiscal Year.

"Bond Date" means the date of initial issuance and delivery of the Bonds.

"Bond Denomination" means the amount of $5,000 or any integral multiple thereof, which is the minimum amount in which the Bonds may be issued, except that one Bond may be issued in an odd amount.

"Bond Law" means the Improvement Bond Act of 1915, Division 10 of the California Streets and Highways Code and Articles 1 and 3, Bond Plan B-NSR, of Division 6 of the Stockton Improvement Procedure Code.

"Bond Purchase Contract" means the agreement or contract whereby the City agrees to sell and the Original Purchaser agrees to buy all or a designated portion of the Bonds.

"Bond Register" means the books maintained by the Agent pursuant to Section 2.12 for the registration and transfer of ownership of the Bonds.

"Bond Year" means the twelve-month period beginning on September 2 in each year and ending on the day prior to September 2 in the following year except that (i) the first Bond Year shall begin on the Closing Date and end on the day prior to the next September 2, and (ii) the last Bond Year may end on a prior redemption date.

"Bonds" or "Bonds of this Issue" means City of Stockton, Limited Obligation Improvement Bonds, Series 226, Stockton Airport Business Park Assessment District, Project No. 84-1, Phase V, issued under this Resolution and the Bond Law, and at any time Outstanding.

"Certificate of the City" means a written certificate, statement, request, order or requisition signed by an Officer of the City duly authorized by the Council for that purpose.

"City" means the City of Stockton, County of San Joaquin, a chartered city and municipal corporation of the State of California, duly organized and validly existing under and by virtue of the Constitution and the laws of the State of California.

"City Manager" means the City Manager or the Assistant City Manager of the City.

"Clerk" means the City Clerk of the City or Deputy City Clerk or designee thereof.

"Closing Date" means the date upon which there is an exchange of the Bonds for the proceeds representing the purchase price of such Bonds by the Original Purchaser thereof.

"Continuing Disclosure Agreement" means that certain Continuing Disclosure Agreement between the issuer and the Agent dated the date of the Bond Purchase Contract, as originally executed and as it may be amended from time to time in accordance with the terms thereof.

"Costs of Issuance" means all expenses incurred in connection with the authorization, issuance, sale and delivery of the Bonds, including but not limited to compensation, fees and expenses of the City and the Agent and their respective counsel, compensation to any financial consultants and underwriters (other than those taken at discount on the Closing Date), legal fees and expenses, filing and recording costs, costs of preparation and reproduction of documents, costs of compliance with the Tax Code relating to rebate to the United States under Section 5.07 and costs of printing, mailing and publication of notices with respect to the City and the Project.

"Costs of Issuance Fund" means the City of Stockton, Stockton Airport Business Park Assessment District, Limited Obligation Improvement Bonds, Series 226, Costs of Issuance Fund estabished under Section 4.03 of this Resolution.

"Council" means the City Council of the City.

"County" means the County of San Joaquin, State of California.

"Debt Service" means the scheduled amount of interest and amortization of principal payable on the Bonds during the period of computation including any Sinking Fund Payments, excluding amounts scheduled during such period which relate to principal which has been retired before the beginning of such period.

"Federal Securities" means any of the following which at the time of investment are legal investments under the laws of the State for the moneys proposed to be invested therein:

(a) direct general obligations of the United States of America (including obligations issued or held in book entry form on the books of the Department of the Treasury of the United States of America); and

(b) obligations of any department, agency, or instrumentality of the United States of America, the timely payment of principal of and interest on which are unconditionally and fully guaranteed by the United States of America.

"Finance Director" means the Director of Finance of the City or designee thereof.

"Fiscal Year" means the period commencing on July 1 of each year and ending on the next succeeding June 30.

"Improvement Fund" means the City of Stockton, Stockton Airport Business Park Assessment District, Project No. 84-1, Phase V, Limited Obligation Improvement Bonds, Series 226, Improvement Fund established under Section 4.02 of this Resolution.

"Interest Payment Date" means each date upon which interest on the Bonds is payable, beginning March 2, 1996, and semiannually on each September 2 and March 2 thereafter until maturity.

"Officer of the City" means the Finance Director, City Clerk, City Manager, Director of Public Works, or any other official of the City authorized by the Council to carry out the terms of this Resolution.

"Original Purchaser" means the first purchaser of the Bonds from the City under the Bond Purchase Contract.

"Outstanding," when used as of any particular time with reference to the Bonds, means all Bonds theretofore executed, issued and delivered by the City and authenticated by the Agent under this Resolution except:

(a) Bonds theretofore cancelled by the Agent or surrendered to the Agent for cancellation;

(b) Bonds paid or deemed to be paid within the meaning of Section 6.03; and

(c) Bonds in lieu of or in substitution for which other Bonds shall have been executed, issued and delivered by the City and authenticated by the Agent pursuant to this Resolution or any Supplemental Resolution.

"Owner" or "Registered Owner," when used with respect to any Outstanding Bond,

means the person in whose name the ownership of such Bond shall be registered on the Bond Register.

"Participating Underwriter" shall have the meaning ascribed thereto in the Continuing Disclosure Agreement.

"Principal Office" means the corporate trust office of the Agent in Los Angeles, California, or such other office as shall be designated by the Agent in writing to the City.

"Project" means the the acquisition and improvements described in the Resolution of Intention and any changes and modifications thereto approved by the Council.

"Qualified Reserve Fund Credit Instrument" means an irrevocable standby or direct-pay letter of credit or surety bond delivered pursuant to Section 4.05 hereof and issued by a commercial bank or insurance company which at the time of execution thereof has ratings, with respect to their unsecured obligations, or claims paying ability, as applicable, of "A" or higher by Moody's and Standard & Poor's Ratings Group.

"Rebate Fund" means the fund by that name established by the City pursuant to the Tax Certificate.

"Record Date" means, with respect to the Bonds, the fifteenth (l5th) day immediately preceding an Interest Payment Date.

"Redemption Fund" means the City of Stockton, Stockton Airport Business Park Assessment District, Limited Obligation Improvement Bonds, Series 226, Redemption Fund estabished under Section 4.04 of this Resolution.

"Redemption Premium" means the percentage of the principal amount of the Bonds payable upon redemption of the Bonds as set forth in Exhibit A hereto.

"Redemption Price" means, with respect to any Bond, the principal amount thereof, plus the applicable premium, if any, payable upon redemption thereof pursuant to this Resolution.

"Refunding Date" means the date prior to which the Bonds are not subject to refunding pursuant to Section 2.15 of this Resolution, as such date is specified in Exhibit A hereto.

"Reserve Fund" means the City of Stockton, Stockton Airport Business Park Assessment District, Limited Obligation Improvement Bonds, Series 226, Reserve Fund estabished under Section 4.05 of this Resolution.

"Reserve Requirement" means the lesser of 10% of the total amount of the proceeds of the Bonds as deposited under Section 4.01 or maximum annual Debt Service.

"Resolution" or "Resolution of Issuance" means this Resolution, as originally adopted or as it may from time to time be supplemented, modified or amended by any Supplemental Resolution pursuant to the provisions hereof.

"Resolution of Intention" means Resolution of Intention No. 1057, a Resolution of Preliminary Determination and of Intention to Acquire and/or Construct Improvements, adopted by the Council on September 4, 1984, as modified or amended and in effect on the Closing Date.

"Sinking Fund Payments" means the amounts paid by the City for the term bonds under Section 2.14 of this Resolution.

"State" means the State of California.

"Supplemental Resolution" means any resolution, agreement or other instrument hereafter duly adopted or executed by the City in accordance with the provisions of this Resolution.

"Tax Certificate" means the Tax Certificate executed and delivered by the City on the date of initial issuance and delivery of the Bonds setting forth the requirements of the Tax Code with respect to the Bonds and incorporated herein pursuant to Section 5.07.

"Tax Code" means the Internal Revenue Code of 1986 as in effect on the date of issuance of the Bonds or (except as otherwise referenced herein) as it may be amended to apply to obligations issued on the date of issuance of the Bonds, together with applicable temporary and final regulations promulgated under the Code.

Section 1.02 RULES OF CONSTRUCTION. All references in this Resolution to "Articles," "Sections," and other subdivisions are to the corresponding Articles, Sections or subdivisions of this Resolution; and the words "herein," "hereof," "hereunder" and other words of similar import refer to this Resolution as a whole and not to any particular Article, Section or subdivision hereof.

Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words importing the singular number shall include the plural number and vice versa, and words importing persons shall include corporations and associations, including public bodies, as well as natural persons.

Section 1.03 EQUAL SECURITY. In consideration of the acceptance of the Bonds by the Owners thereof, this Resolution shall be deemed to be and shall constitute a contract between the City and the Owners from time to time of the Bonds; and the covenants and agreements herein set forth to be performed on behalf of the City shall be for the equal and proportionate benefit, security and protection of all Owners of the Bonds without preference, priority or distinction as to security or otherwise of any of the Bonds over any of the others by reason of the number or date thereof or the time of sale, execution or delivery thereof, or otherwise for any cause whatsoever, except as expressly provided therein or herein.

ARTICLE II
ISSUANCE OF BONDS

Section 2.01 BONDS AUTHORIZED. All acts, conditions and things required by law to exist, happen and be performed precedent to and in the issuance of the Bonds have existed, happened and been performed in due time, form and the manner as required by law, and the Council is now authorized pursuant to each and every requirement of law to issue the Bonds in the manner and form as in this Resolution provided. The Bonds will be issued as serial and/or term bonds as set forth in the Bond Purchase Contract and Exhibit A hereto.

Section 2.02 UNPAID ASSESSMENTS. The Assessments now remaining unpaid are as shown on the list of unpaid assessments on file with the Finance Director, which list is hereby approved and which is incorporated herein by this reference and made a part hereof. For a particular description of the lots or parcels of land bearing the respective assessment numbers set forth in that list, reference is hereby made to the assessment and to the diagram, and any amendments thereto, recorded in the office of the Superintendent of Streets of the City, after confirmation thereof by the Council.

Section 2.03 ISSUANCE OF BONDS. The Bonds, in the aggregate principal amount of not to exceed $2,850,000, shall be issued as hereinafter provided and be secured by the moneys in the Redemption Fund and by the Assessments, or portion thereof, in accordance with, under and pursuant to the provisions of the Resolution of Intention and the proceedings thereunder duly had and taken. The actual principal amount shall be as set forth in Exhibit A hereto. The Bonds shall be known as "Limited Obligation Improvement Bonds, Series 226, City of Stockton, Stockton Airport Business Park Assessment District, Project No. 84-1, Phase V" and shall be dated the Bond Date. The Bonds are limited obligations of the City pursuant to Section 5.03 of this Resolution.

Section 2.04 MATURITIES OF BONDS. The Bonds shall be issued in only fully registered form, without coupons, in the Bond Denomination, so long as no Bond shall have more than one maturity date. The Bonds shall be dated with the Bond Date and mature on September 2 in each of the years and in the amounts set forth in Exhibit A hereto. The Bonds shall be numbered or otherwise identified as determined by the Agent.

Section 2.05 INTEREST ON BONDS. The Bonds shall bear interest at the rate or rates set forth in Exhibit A hereto.

Interest on the Bonds shall be payable on each Interest Payment Date to the person whose name appears on the Bond Register as the Owner thereof as of the Record Date immediately preceding each such Interest Payment Date, such interest to

be paid by check of the Agent mailed by first class mail on or before each Interest Payment Date to the Owner, at the address of such Owner as it appears on the Bond Register. Principal of and premium (if any) on any Bond shall be paid upon presentation and surrender thereof at the Principal Office of the Agent. Both the principal of and interest and premium (if any) on the Bonds shall be payable in lawful money of the United States of America. Upon the written request of an Owner of $1,000,000 or more in aggregate principal amount of Bonds, such interest shall be paid on the Interest Payment Date by wire transfer in immediately available funds to an account in the continental United States of America designated by such Owner to the Agent on or before the applicable Record Date preceding such Interest Payment Date.

Interest shall be computed on the basis of a 360-day year comprised of twelve 30-day months. The Bonds shall bear interest from the Interest Payment Date next preceding the date of authentication of the Bonds, except for any Bond which is authenticated on an Interest Payment Date, in which event such Bond shall bear interest from such date of authentication, and except for any Bond which is authenticated prior to the first Interest Payment Date, in which event such Bond shall bear interest from the Bond Date; provided, however, that if, as of the date of authentication of any Bond, interest thereon is in default, such Bond shall bear interest from the date to which interest has previously been paid or made available for payment in full. The Bonds shall continue to bear interest after maturity at their interest rates, provided that they are presented at maturity and payment thereof is refused upon the sole ground that there are not sufficient moneys in the Redemption Fund. If not presented at maturity, interest will run on the Bonds until maturity.

Section 2.06 DESIGNATION OF AGENT. Bank of America National Trust and Savings Association, at its Corporate Trust Office, Los Angeles, California, is hereby designated as the Agent to perform the actions and duties required under this Resolution for the authentication, registration, transfer, and payment of the Bonds. The City Manager or the Assistant City Manager is hereby authorized and directed to enter into an appropriate agreement with the Agent for such purposes.

Section 2.07 FORM OF BONDS. The Bonds, the form of Agent's certificate of authentication, and the form of assignment to appear thereon, shall be substantially in the respective forms set forth in Exhibit B attached hereto and by this reference herein incorporated, with necessary or appropriate variations, omissions and insertions, as permitted or required by this Resolution. "CUSIP" identification numbers shall be imprinted on the Bonds, but such numbers shall not constitute a part of the contract evidenced by the Bonds and any error or omission with respect thereto shall not

constitute cause for refusal of any purchaser to accept delivery or pay for the Bonds. In addition, failure on the part of the City or the Agent to use such CUSIP numbers in any notice to Owners shall not constitute an event of default or any violation of the City's contract with such Owners and shall not impair the effectiveness of any such notice.

Section 2.08 PREPARATION AND DELIVERY OF BONDS. Upon execution of the Bond Purchase Contract on behalf of the City, the Finance Director is hereby directed to cause the Bonds to be prepared in accordance with this Resolution and to cause their delivery upon their completion and execution to the Agent, who shall authenticate and deliver the Bonds to the Original Purchaser, upon receipt of the purchase price therefor, and upon receipt of the request of the City.

Section 2.09 EXECUTION OF BONDS. The Bonds shall be signed in the name and on behalf of the City with the manual or facsimile signatures of the Finance Director and attested by the manual or facsimile signature of the Clerk. The Bonds shall then be delivered to the Agent for authentication and registration. In case any officer who shall have signed any of the Bonds shall cease to be such officer before the Bonds so signed shall have been authenticated or delivered by the Agent or issued by the City, such Bonds may nevertheless be authenticated, delivered and issued and, upon such authentication, delivery and issuance, shall be as binding upon the City as though the individual who signed the same had continued to be such officer of the City. Also, any Bond may be signed on behalf of the City by any individual who on the actual date of execution of such Bond shall be the proper officer although on the nominal date of such Bond such individual shall not have been such officer.

Only such of the Bonds as shall bear thereon a certificate of authentication in substantially the form set forth in Exhibit B, executed by the Agent, shall be valid or obligatory for any purpose or entitled to the benefits of this Resolution, and such certificate of the Agent shall be conclusive evidence that the Bonds so authenticated have been duly authenticated and delivered hereunder and are entitled to the benefits of this Resolution. The Agent's certificate of authentication on any Bonds shall be deemed to be executed by it if signed by the Agent or by an authorized officer or signatory of the Agent, but it shall not be necessary that the same officer or signatory sign the certificate of authentication on all of the Bonds issued hereunder.

Section 2.10 TEMPORARY BONDS. The Bonds may be issued initially in temporary form exchangeable for definitive Bonds when ready for delivery. The temporary bonds may be printed, lithographed or typewritten, shall be of such denominations as may be determined by the Finance Director and may contain such reference to any of the provisions of this Resolution as may be appropriate. Every

temporary bond shall be executed by the officers designated and in the manner provided in Section 2.09 hereof and be registered and authenticated by the Agent upon the same conditions and in sustantially the same manner as definitive Bonds. If the City issues temporary Bonds, it will execute and furnish definitive Bonds without delay, and thereupon the temporary Bonds may be surrendered for cancellation, in exchange therefor at the Principal Office of the Agent and the Agent shall authenticate and deliver in exchange for such temporary Bonds an equal aggregate principal amount of definitive Bonds of authorized denominations. Until so exchanged, the temporary Bonds shall be entitled to the same benefits under this Resolution as definitive Bonds authenticated and delivered hereunder.

Section 2.11 TRANSFER AND EXCHANGE OF BONDS. Any Bond may, in accordance with its terms, be transferred upon the Bond Register by the person in whose name it is registered, in person or by his duly authorized attorney, upon surrender of such Bond for cancellation, accompanied by delivery of a written instrument of transfer in a form approved by the Agent, duly executed. Whenever any Bond shall be surrendered for transfer, the Agent shall thereupon authenticate and deliver to the transferee a new Bond or Bonds of like tenor, maturity and aggregate principal amount. Bonds may be exchanged at the Principal Office of the Agent for Bonds of the same tenor and maturity and of other authorized denominations. No Bonds the notice of redemption of which has been given pursuant to Section 2.14 shall be subject to transfer or exchange pursuant to this Section. Neither the City nor the Agent shall be required to make such exchange or registration or transfer of Bonds on or after the Record Date. For any transfer or exchange under this Section, the City and the Agent may require the payment of a reasonable fee to cover the costs and expenses of the City and the Agent.

Section 2.12 BOND REGISTER. The Agent will keep or cause to be kept at its Principal Office a Bond Register for the registration and transfer of the Bonds, which shall at all times during regular business hours be open to inspection by the City with reasonable prior notice; and, upon presentation for such purpose, the Agent shall, under such reasonable regulations as it may prescribe, register or transfer or cause to be registered or transferred, on such books, Bonds as hereinbefore provided.

Section 2.13 BONDS MUTILATED, LOST, DESTROYED OR STOLEN. If any Bond shall become mutilated, the Agent shall thereupon authenticate and deliver a new Bond of like maturity and principal amount in an authorized denomination in exchange and substitution for the Bond so mutilated, but only upon surrender to the Agent of the Bond so mutilated. Every mutilated Bond so surrendered to the Agent shall be cancelled by it

and destroyed. If any Bond issued hereunder shall be lost, destroyed or stolen, evidence of such loss, destruction or theft may be submitted to the City and the Agent and, if such evidence is satisfactory to them and indemnity satisfactory to them shall be given, the Agent shall thereupon authenticate and deliver a new Bond of like maturity and principal amount in an authorized denomination in lieu of and in substitution for the Bond so lost, destroyed or stolen (or if any such Bond shall have matured or shall have been called for redemption, instead of issuing a substitute Bond the Agent may pay the same without surrender thereof upon receipt of indemnity satisfactory to the Agent). The City and the Agent may require payment of a reasonable fee for each new Bond issued under this Section and of the expenses which may be incurred by the City and the Agent. Any Bond issued under the provisions of this Section in lieu of any Bond alleged to be lost, destroyed or stolen shall constitute an original contractual obligation on the part of the City whether or not the Bond alleged to be lost, destroyed or stolen be at any time enforceable by anyone, and shall be equally and proportionately entitled to the benefits of this Resolution with all other Bonds secured by this Resolution and any Supplemental Resolution.

Section 2.14 REDEMPTION PRIOR TO MATURITY.

(A) Optional Redemption. Each Outstanding Bond, or any portion thereof in the amount of the Bond Denomination, may be redeemed and paid in advance of maturity upon any Interest Payment Date in any year by giving 30 days notice by registered or certified mail or personal service to the Registered Owner as required by applicable provisions of the Bond Law and by paying the principal amount thereof together with any Redemption Premium plus interest to the date of advanced maturity, unless sooner surrendered, in which event such interest shall be paid to the date of payment, all in the manner and as provided in the Bond Law. Neither the failure of any Registered Owner to receive redemption notice nor any defect in such notice shall affect the sufficiency of the proceedings for redemption of such Bonds.

The Finance Director shall cause to be called for redemption and retire Bonds upon prepayment of Assessments in amounts sufficient therefor, or whenever sufficient surplus funds are available therefor in the Redemption Fund.

The provisions of Part 11.1 of the Bond Law are applicable to the advance payment of Assessments and to the calling of the Bonds.

(B) Mandatory Sinking Fund Redemption. The Outstanding Bonds maturing on September 2, 2020 (the "Term Bonds") shall also be subject to mandatory redemption in part by lot, on September 2 in each year commencing on September 2, 2006, from

Sinking Fund Payments made by the City from the Redemption Fund pursuant to Section 4.04, at a redemption price equal to the principal amount thereof to be redeemed, without premium, in the aggregate respective principal amounts and on September 2 in the respective years, all as set forth in Exhibit A; provided, however, if some but not all of the Term Bonds of a given maturity have been redeemed pursuant to subsection A above, the total amount of all future Sinking Fund Payments relating to such maturity shall be reduced by the aggregate principal amount of Term Bonds of such maturity so redeemed, to be allocated among such Sinking Fund Payments on a pro rata basis in integral multiples of $5,000, as determined by the Finance Director and specified to the Agent in writing, in order to maintain substantially level Debt Service.

Section 2.15 REFUNDING OF BONDS. The Bonds may be refunded by the City pursuant to the procedures of Division 11 or 11.5 of the California Streets and Highways Code upon the conditions as set forth in appropriate proceedings therefor, all as determined by the Council; provided, however, that the Council hereby determines that the Bonds shall not be subject to such refunding procedures prior to the Refunding Date. This determination shall not apply to, or in any manner limit, advancement of the maturity of any Bond or Bonds pursuant to Parts 8, 9, 11 or 11.1 of the Bond Law, nor shall this determination apply to, or in any manner limit, the redemption and payment of any Bonds pursuant to any subsequent proceedings which provide for the payment in full of all amounts necessary to eliminate any fixed special assessment liens previously imposed upon any assessment parcel within the Assessment District.

ARTICLE III
SALE AND DELIVERY OF BONDS

Section 3.01 SALE OF BONDS. The Bonds shall be sold to the Original Purchaser pursuant to a Bond Purchase Contract between the City and the Original Purchaser. The Finance Director is hereby authorized to negotiate and execute the Bond Purchase Contract with the Original Purchaser for the sale of the Bonds, subject to such conditions as shall be provided by separate resolution of the Council.

Section 3.02 FURTHER AUTHORITY. The Officers of the City are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

The Finance Director and the Clerk are authorized to complete and to approve changes in any provisions of this Resolution and Exhibit A hereto in order to accomplish

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the delivery of any of the Bonds on schedule, such changes may be accomplished by attachment of a certificate, executed by both such officers, to this Resolution on file in the office of the Clerk.

ARTICLE IV
APPLICATION OF PROCEEDS OF BONDS
ESTABLISHMENT OF FUNDS

Section 4.01 APPLICATION OF PROCEEDS OF SALE OF BONDS. Upon receipt of the proceeds of sale of the Bonds on the Closing Date, the proceeds thereof shall be forthwith set aside, paid over and deposited by the Finance Director, as set forth in the Bond Purchase Contract, a Certificate of the City, this Article IV and Exhibit A hereto.

Section 4.02 IMPROVEMENT FUND. The Improvement Fund is hereby established as a separate fund to be held by the Finance Director to the credit of which deposits shall be made as required by Sections 4.01 and 4.03. The moneys in the Improvement Fund shall be disbursed for the purpose of paying or reimbursing the costs of acquiring and constructing the Project, including but not limited to all costs incidental to or connected with such acquisition and construction. Disbursements from the Improvement Fund shall be subject to the provisions of Sections 5.07 hereof. Any surplus remaining after payment of all such costs and expenses shall be used as set forth in the proceedings pursuant to the Resolution of Intention and applicable provisions of the Act and the Improvement Fund shall be closed.

Section 4.03 COSTS OF ISSUANCE FUND. The Costs of Issuance Fund is hereby established as a separate fund to be held by the Finance Director. The moneys in the Costs of Issuance Fund shall be used solely for the purpose of the payment of Costs of Issuance on or after the Closing Date. Any funds remaining in the Costs of Issuance Fund on the date that is six months after the Closing Date shall be transferred to the Improvement Fund and the Costs of Issuance Fund shall be closed.

Section 4.04 REDEMPTION FUND.

(A) Establishment of Redemption Fund. The Redemption Fund is hereby established as a separate fund to be held by the Finance Director to the credit of which deposits shall be made as required by Sections 4.01, 4.05(E), 5.01 and, if applicable, Section 4.02 and any other amounts required to be deposited therein by this Resolution or the Bond Law. Moneys in the Redemption Fund shall be held for the benefit of the City and the Owners of the Bonds, shall be disbursed for the payment of the principal of (including Sinking Fund Payments), and interest and any premium on, the Bonds as provided below.

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(B) Disbursements. On or before each Interest Payment Date, there shall be withdrawn from the Redemption Fund and delivered to the Agent for payment to the Owners of the Bonds the principal of (including Sinking Fund Payments), and interest and any premium, then due and payable on the Bonds. Five (5) business days prior to each Interest Payment Date, the Finance Director shall determine if the amount then on deposit in the Redemption Fund is sufficient to pay the Debt Service due on the Bonds on such Interest Payment Date; and if such amount is insufficient for such purpose, the Finance Director shall transfer to the Redemption Fund from the Reserve Fund, to the extent of any funds available therein, the amount of such insufficiency. The Finance Director shall draw on any Reserve Fund Credit Instrument to the extent necessary to cover such insufficiency. Amounts so withdrawn from the Reserve Fund and deposited to the Redemption Fund shall be applied to the payment of the Bonds. If, after such transfers, there are insufficient funds in the Redemption Fund to make the payments provided for in the first sentence of this Section 4.04(B), the available funds shall be applied first to the payment of interest on the Bonds, then to the payment of principal (including Sinking Fund Payments) due on the Bonds, and then to payment of principal due on the Bonds by reason of Bonds called for redemption pursuant to Section 2.14(A) hereof.

Section 4.05 RESERVE FUND.

(A) Establishment of Fund. The Reserve Fund is hereby established as a separate fund to be held by the Finance Director to the credit of which an initial deposit shall be made on the Closing Date as required by Section 4.01, which deposit is equal initially to the Reserve Requirement allocable to the Bonds. Proceeds from redemption or sale of properties with respect to which payment of delinquent Assessments and interest thereon was made from the Reserve Fund, shall be credited to the Reserve Fund. Moneys or assets in the Reserve Fund shall be held in trust for the benefit of the City and the Owners as a reserve for the payment of principal of (including Sinking Fund Payments), and interest and any premium on, the Bonds.

(B) Initial Deposit. The initial deposit as specified in Exhibit A shall consist of cash or a Qualified Reserve Fund Credit Instrument satisfactory to the City on the Closing Date. Prior to the expiration of any Qualified Reserve Fund Credit Instrument, the provider thereof shall be obligated either to (i) deposit or cause to be deposited in the Reserve Fund an amount of money equal to the Reserve Requirement, or (ii) replace such Qualified Reserve Fund Credit Instrument with a new Qualified Reserve Fund Credit Instrument in the amount of the Reserve Requirement; **provided, however**, that if such expiring Qualified Reserve Fund Credit Instrument is not timely replaced, the Finance Director shall draw on such Qualified Reserve Fund Credit Instrument before such expiration to the extent necessary to fund the Reserve Requirement.

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(C) Use of Fund. Except as otherwise provided in this Section 4.05, all amounts deposited in the Reserve Fund shall be used and withdrawn solely for the purpose of making transfers to the Redemption Fund in the event of any deficiency at any time in the Redemption Fund, in accordance with Section 4.04(B) hereof, of the amount then required for payment of the principal of (including Sinking Fund Payments), and interest and any premium on, the Bonds or in accordance with the provisions of this Section 4.05, for the purpose of redeeming Bonds. The Finance Director is directed to draw on any Qualified Reserve Fund Credit Instrument to the extent necessary to make debt service payments on the Bonds.

(D) Prepayment of Assessments. Whenever, after the issuance of the Bonds, an Assessment is prepaid, in whole or in part, as provided in the Bond Law, the Reserve Fund may be reduced in an amount equal to the product of the ratio of the original amount of the Assessment so paid to the original amount of all Assessments, times the initial Reserve Requirement. **If, and only if,** the Reserve Fund is cash funded, the prepayor shall be entitled to a credit in a like amount in determining the amount of such prepayment, and in that event the amount of such credit shall be transferred from the Reserve Fund to the Redemption Fund.

(E) Transfer of Excess of Reserve Requirement. Whenever the balance in the Reserve Fund consists entirely of cash, whether from an initial deposit from the proceeds of the Bonds or by reason of the failure to replace an expiring Qualified Reserve Fund Credit Instrument, and said sum exceeds the then applicable Reserve Requirement, there shall, except as provided in Section 5.07 hereof for purposes of rebate, be transferred on or before the next Interest Payment Date an amount equal to the excess from the Reserve Fund to the Redemption Fund to be used in accordance with Part 16 of the Bond Law. If such balance when added to the Redemption Fund is sufficient to retire all the Outstanding Bonds, whether by advance retirement or otherwise, collection of the principal and interest on the Assessments shall be discontinued and the Reserve Fund liquidated in retirement of the Outstanding Bonds at the written direction of the City. If such balance in the Reserve Fund at the time of liquidation exceeds the amount required to retire all of the Outstanding Bonds, the excess after payment of amounts due to the Finance Director, shall be transferred to the City to be used in accordance with the Act and the Bond Law.

Section 4.06 INVESTMENT OF FUNDS. Moneys in the Improvement Fund, the Costs of Issuance Fund, the Redemption Fund, and the Reserve Fund shall, whenever practicable, be invested in Authorized Investments, maturing not more than five (5) years after the date of investment. Any income therefrom or interest thereon shall accrue to and be deposited in the fund from which such moneys were invested, subject to the

provisions of Sections 4.05 and 5.07 hereof. The Agent shall invest any moneys which may be held by it from time to time only upon written direction of the City.

ARTICLE V
COVENANTS OF THE CITY: TAX COVENANTS

Section 5.01 COLLECTION OF UNPAID ASSESSMENTS. The City shall comply with all requirements of the Act, the Bond Law and this Resolution to assure the timely collection of the Assessments, including, without limitation, the enforcement of delinquent Assessments. To that end, the following shall apply:

(A) The Assessments as set forth on the list on file with the Finance Director together with the interest thereon, shall be payable in annual installments corresponding in number and proportionate amount to the number of installments and principal amounts of Bonds maturing or becoming subject to mandatory prior redemption under Section 2.14 hereof. An annual proportion of each assessment shall be payable in each Fiscal Year preceding the date of maturity or mandatory prior redemption date of each of the Bonds issued, sufficient to pay the Bonds when due (including Sinking Fund Payments). All sums received from the collection of the Assessments and of the interest and penalties thereon, less amounts retained by the City for administrative costs, shall be placed in the Redemption Fund immediately upon receipt from the County Tax Collector.

(B) The Finance Director shall, before the final date on which the Auditor will accept the transmission of the Assessments for the parcels within the Assessment District for inclusion on the next tax roll, prepare or cause to be prepared, and shall transmit to the Auditor, such data as the Auditor requires to include the installments of the Assessments on the next secured tax roll. The Finance Director is hereby authorized to employ consultants to assist in computing the installments of the Assessments hereunder and in reconciling Assessments billed to amounts received as provided in subsection (C) of this Section 5.01.

(C) The annual proportion of each Assessment coming due in any year, together with the annual interest thereon, shall be payable and be collected in the same manner and at the same time and in the same installments as the general taxes on real property are payable, and have the same priority, become delinquent at the same time and in the same proportionate amounts and bear the same proportionate penalties and interest after delinquency as do the general taxes on real property. In addition to any amounts authorized pursuant to section 8682 of the Bond Law to be included with the annual amounts of installments as aforesaid, the City, pursuant to section 8682.1 of the Bond Law, may cause to be entered on the assessment roll on which taxes will next become

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due, opposite each lot or parcel of land within the Assessment District in the manner set forth in section 8682 of the Bond Law, each lot's or parcel's pro rata share of the estimated annual expenses of the City in connection with the administrative duties thereof for the Bonds, including, but not limited to, the costs of registration, authentication, transfer of the Bonds, the administration and collection of assessments, the administration of the Reserve Fund or other related funds, and compliance with the provisions of this Article V and payment of amounts required to be rebated to the United States pursuant to the Tax Code. If the City performs any transfer, registration, authentication, payment or other function described in this Article V, the expenses shall include a pro rata amount of the salaries of the City employees involved in the performance of such functions and all other costs incurred by the City in connection therewith. Pursuant to the provisions of section 10312 of the Act, the Council has established a maximum amount of two percent (2%) of each annual installment of principal and interest due on the Bonds issued to reimburse the City for such costs. Delinquent Assessments shall be subject to foreclosure pursuant to Section 5.02 hereof.

Section 5.02 FORECLOSURE. The City hereby covenants with and for the benefit of the Owners of the Bonds that it will order, and cause to be commenced within 150 days after the occurrence of a delinquency and thereafter diligently prosecute an action in the superior court to foreclose the lien of any Assessment or installment thereof which has been billed, but has not been paid, pursuant to and as provided in Part 14, commencing with section 8830, of the Bond Law. On or before February 1st and June 1st of each fiscal year during the term of the Bonds the Finance Director shall cause the records of the County Tax Collector to be monitored to determine if there are any delinquencies in the payment of such Assessments and shall notify the City Attorney of any such delinquency of which the Finance Director is aware, and the City Attorney shall commence, or cause to be commenced, such foreclosure proceedings. The City Attorney is hereby authorized to employ counsel to conduct any such foreclosure proceedings.

Section 5.03 NO ADVANCES FROM AVAILABLE SURPLUS FUNDS. The City shall not be obligated to advance Available Surplus Funds of the City to cure any deficiency which may occur in the Redemption Fund.

Section 5.04 PUNCTUAL PAYMENT; COMPLIANCE WITH DOCUMENTS. The City shall punctually pay or cause to be paid the interest and principal to become due with respect to all of the Bonds in strict conformity with the terms of the Bonds and of this Resolution, and will faithfully observe and perform all of the conditions, covenants and requirements of this Resolution.

Section 5.05 NO PRIORITY FOR ADDITIONAL OBLIGATIONS. The City covenants that no additional bonds or other obligations shall be issued or incurred on a parity with, or having any priority over, the Bonds in the payment of principal or interest out of the Assessments.

Section 5.06 DISCLOSURE REQUIREMENTS. The City and the Agent hereby covenant and agree that they will comply with and carry out all of the provisions of the Continuing Disclosure Agreement. Notwithstanding any other provisions of this Resolution, failure of the City or the Agent to comply with the Continuing Disclosure Agreement shall not be considered an Event of Default; however, the Agent may (and, at the request of any Participating Underwriter or the holders of at least 25% aggregate principal amount of Outstanding Bonds, shall) or any Bondholder may take such actions as may be necessary and appropriate to compel performance, including seeking mandate or specific performance by court order. Neither the City, its Treasurer nor its Agent shall be liable for any inadvertent error in reporting the information required by this Section 5.06.

Section 5.07 FURTHER ASSURANCES. The City will adopt, make, execute and deliver any and all such further resolutions, instruments and assurances as may be reasonably necessary or proper to carry out the intention or to facilitate the performance of this Resolution, and for better assuring and confirming unto the Owners of the Bonds the rights and benefits provided by this Resolution.

Section 5.08 TAX COVENANTS.

(A) The City covenants that it shall not take any action, or fail to take any action, if such action or failure to take such action would adversely affect the exclusion from gross income of the interest payable on the Bonds under section 103 of the Tax Code. Without limiting the generality of the foregoing, the City covenants that it will comply with the requirements of the Tax Certificate, which is incorporated herein as if fully set forth herein. This covenant shall survive payment in full or defeasance of the Bonds.

(B) In the event that at any time the City is of the opinion that for purposes of this Section it is necessary or helpful to restrict or limit the yield on the investment of any moneys held by the Agent under this Resolution, the City shall so instruct the Agent under this Resolution in writing, and the Agent shall take such action as may be necessary in accordance with such instructions.

(C) Notwithstanding any provisions of this Section, if the City shall provide to the Agent an opinion of counsel of recognized standing in the field of law relating to municipal bonds that any specified action required under this Section is no longer required or that some further or different action is required to maintain the exclusion from federal income tax of interest on the Bonds, the Agent may conclusively rely on such opinion in

complying with the requirements of this Section and of the Tax Certificate, and the covenants hereunder shall be modified to that extent.

ARTICLE VI
MISCELLANEOUS

Section 6.01 FUNDS AND ACCOUNTS. Any funds or accounts required by this Resolution to be established by the Finance Director or the Agent and held and maintained by the Finance Director may be established and maintained in the accounting records of the Finance Director or the Agent either as a fund or an account, and may, for the purposes of such records, any audits thereof and any reports or statements with respect thereto, be treated either as a fund or an account, but all such records with respect to all such funds or accounts shall at all times be maintained in accordance with sound accounting practices and with due regard for the protection of the security of the Bonds and the rights of every Owner thereof.

Section 6.02 PARTIAL INVALIDITY. If any one or more of the covenants or agreements, or portions thereof, provided in this Resolution to be performed on the part of the City, the Council or the Agent should be contrary to law, then such covenant or covenants, such agreement or agreements, or such portions thereof, shall be null and void and shall be deemed separable from the remaining covenants and agreements or portions thereof and shall in no way affect the validity of this Resolution or of the Bonds; but the Owners shall retain all the rights and benefits accorded to them under applicable provisions of law. The Council hereby declares that it would have adopted this Resolution and each and every other section, paragraph, subdivision, sentence, clause and phrase hereof, and would have authorized the issuance of the Bonds pursuant hereto, irrespective of the fact that any one or more sections, paragraphs, subdivisions, sentences, clauses or phrases of this Resolution or the application thereof, to any person or circumstance may be held to be unconstitutional, unenforceable or invalid.

Section 6.03 DEFEASANCE. The Bonds shall no longer be deemed to be outstanding and unpaid if the City shall have made adequate provision for the payment, in accordance with the Bonds and this Resolution, of the principal, interest and premiums, if any, to become due thereon at maturity or upon call and redemption prior to maturity. Such provision shall be deemed to be adequate if the Council shall, on behalf of the Assessment District, have irrevocably set aside, in a special trust fund or account, cash or non-callable Federal Securities which when added to the interest earned or to be earned thereon shall be sufficient to make such payments as they become due and to redeem any Bonds Outstanding on the earliest possible redemption date. Such provision

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may include, but is not limited to, the completion of proceedings and issuance of refunding bonds under the provisions of the Refunding Act of 1984 for 1915 Improvement Act Bonds, Division 11.5 of the California Streets and Highways Code, commencing with section 9500.

Section 6.04 VALIDITY OF BONDS. The validity of the authorization and issuance of the Bonds shall not be dependent upon the completion of the acquisition of the Project or upon the performance by any person or such person's obligation with respect to the Project.

Section 6.05 PLEDGE OF ASSESSMENTS. The Bonds shall be secured by a first pledge (which pledge shall be effected in the manner and the extent herein provided) of all of the Assessments and all moneys deposited in the Redemption Fund and the Reserve Fund. The Assessments and all moneys deposited in those funds (except as otherwise provided herein) are hereby dedicated to the payment of the principal of (including Sinking Fund Payments), and interest and any premium on, the Bonds as provided herein and in the Bond Law until all of the Bonds have been paid and retired or until moneys or Federal Securities have been set aside irrevocably for that purpose in accordance with Section 6.03.

Section 6.06 REPEAL OF INCONSISTENT RESOLUTIONS. Any resolution of the Council and any part of such resolution, inconsistent with this Resolution, is hereby repealed to the extent of such inconsistency.

Section 6.07 AUTHORITY OF FINANCE DIRECTOR. All actions mandated by this Resolution to be performed by the Finance Director may be performed by the designee thereof or such other official of the City or independent contractor, consultant or trustee duly authorized by the City to perform such action or actions in furtherance of all or a specific portion of the requirements hereof.

Section 6.08 ADDITIONAL BONDS. Jurisdiction is hereby reserved to issue bonds, upon the security of and to represent additional unpaid assessments which may be levied against the entire property within the boundaries of the assessment district, for future phases of the project improvements, for future improvements to be installed pursuant to the agreement therefor, upon further development and the decision of the Director of Public Works as set forth in that agreement; provided, however, the City hereby covenants with the holders of the bonds to be currently issued as provided in this resolution, that such future bonds and unpaid assessments will not exceed forty percent (40%) of the retail value of the land and improvements following the installation of the improvements, as established by a qualified real estate appraiser.

Section 6.09 CERTIFIED COPIES. The Clerk shall furnish a certified copy of this Resolution to the Finance Director, to the Agent and to the County Auditor.

PASSED, APPROVED and ADOPTED AUG 28 1995.

JOAN DARRAH, Mayor
of the City of Stockton

ATTEST:

FRANCES HONG, City Clerk
of the City of Stockton

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CITY OF STOCKTON
STOCKTON AIRPORT BUSINESS PARK ASSESSMENT DISTRICT
PROJECT NO. 84-1, PHASE V
LIMITED OBLIGATION IMPROVEMENT BONDS

Terms and Conditions

The following terms and conditions form a part of the foregoing Resolution as if set forth in the text thereof.

Bond Amount: Under Section 2.03 the actual aggregate principal amount of the Bonds is $2,850,000.

Bond Maturities and Interest Rates: Under Sections 2.04 and 2.05 the maturities and rates of interest of the Bonds are as follows:

Maturity Date September 2	Principal Amount	Interest Rate
Serial Bonds:		
	[to be supplied]	
Term Bonds:		
201?		

Bond Redemption: Under Section 2.14 the Redemption Prior to Maturity provisions are as follows:

Optional Redemption:

Redemption Dates	Redemption Premium
March 2, 1996 through September 2, 2005	3% of principal
March 2, 2006 through September 2, 2007	2% of principal
March 2, 2008 through September 2, 2009	1% of principal
March 2, 2010 and thereafter	None

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Mandatory Redemption

Redemption Dates	Sinking Fund Payments
[to be supplied]	

Refunding Date: Under Section 2.15 the Refunding Date is March 2, 199?.

Deposit of Funds: Under Section 4.01, on the Closing Date the proceeds of the sale of the Bonds will be deposited as follows:

To the Improvement Fund	$
To the Costs of Issuance Fund	$
To the Reserve Fund	$

Reserve Requirement: Under Section 4.05 the Reserve Fund shall be initially funded in an amount not to exceed $____ and thereafter the Reserve Requirement shall not exceed the maximum annual Debt Service on the Bonds.

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United States of America
State of California
County of San Joaquin

REGISTERED REGISTERED

Number $*

CITY OF STOCKTON
LIMITED OBLIGATION IMPROVEMENT BOND
STOCKTON AIRPORT BUSINESS PARK ASSESSMENT DISTRICT
PROJECT NO. 84-1, PHASE V, SERIES 226

INTEREST RATE MATURITY DATE BOND DATE CUSIP NUMBER

REGISTERED OWNER:

PRINCIPAL AMOUNT: DOLLARS $_____

Under and by virtue of Articles 1 and 3, Division 6 of the Stockton Improvement Procedure Code (Part V, Chapter 9, Stockton Municipal Code) (the "Code"), Bond Plan B (NSR) and The Improvement Bond Act of 1915, Division 10 (commencing with Section 8500) of the California Streets and Highways Code (the "Act"), the City of Stockton, County of San Joaquin, State of California (the "City"), will, out of the redemption fund for the payment of the bonds issued upon the unpaid assessments for the the acquisition, work and improvements more fully described in proceedings taken pursuant to Resolution No. 95-_____, adopted by the City Council of the City on August 21, 1995, pay to the registered owner named above, or registered assigns, on the maturity date stated above, the principal amount stated above, in lawful money of the United States of America and in like manner will pay interest from the interest payment date next preceding the date on which this bond is authenticated, unless this bond is authenticated as of an interest payment date, in which event it shall bear interest from such interest payment date, or unless this bond is authenticated prior to March 2, 1996, in which event it shall bear interest from its date, until payment of the principal amount shall have been discharged, at the rate per annum stated above, payable semiannually on March 2 and September 2 in each year commencing on March 2, 1996. Interest is based upon a 360-day year divided into 12 months of 30 days each. The principal hereof and any redemption premium shall be paid upon surrender to the City, at the principal Corporate Trust Office of (name of bank) Bank of America National Trust and Savings Association (the "Agent"), or its successor, as Registrar, Transfer Agent, and Paying Agent, in Los Angeles, California, of matured bonds or bonds called for redemption prior to maturity. The interest hereon is payable by check or draft mailed by first class mail on the interest payment date to the registered owner hereof at the registered owner's address as it appears on the records of the Agent as of the 15th day (the "Record Date") immediately preceding each interest payment date.

Provided, however, upon the written request made before the Record Date preceding an interest payment date by an Owner of $1,000,000 or more in aggregate principal amount of Bonds, payment will be made, at the owner's option, by wire transfer of immediately available funds to an account in the continental United States designated by such Owner to the Agent.

This bond will continue to bear interest after maturity at the rate above stated, provided it is presented at maturity and payment thereof is refused upon the sole ground that there are not sufficient moneys in the redemption fund with which to pay the same. If it is not presented at maturity, interest thereon will run until maturity.

This bond shall not be entitled to any benefit under the Code or the Resolution Determining Unpaid Assessments and Providing For Issuance of Bonds (the "Resolution of Issuance"), or become valid or obligatory for any purpose, until the certificate of authentication and registration hereon endorsed shall have been dated and manually signed by the Agent.

ADDITIONAL PROVISIONS OF THIS BOND ARE CONTINUED ON THE REVERSE SIDE HEREOF AND SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS THOUGH FULLY SET FORTH HEREIN AT LENGTH.

IN WITNESS WHEREOF, the City of Stockton has caused this bond to be signed in facsimile by its Director of Finance and by its Clerk, and has caused its corporate seal to be reproduced in facsimile hereon all as of the __ day of ____, 1995.

CITY OF STOCKTON

City Clerk	Director of Finance

(SEAL)

Certificate of Authentication and Registration

This is one of the Bonds, described in the within mentioned Resolution of Issuance, which has been authenticated and registered on

Bank of America National Trust and Savings Association,
Registrar, Paying Agent and Transfer Agent

By _____
Authorized Officer

(Reverse side of Bond)

LIMITED OBLIGATION IMPROVEMENT BOND
CITY OF STOCKTON
STOCKTON AIRPORT BUSINESS PARK ASSESSMENT DISTRICT
PROJECT NO. 84-1, PHASE V, SERIES 226

ADDITIONAL PROVISIONS OF THE BOND

This bond is one of several annual series of bonds of like date, tenor and effect, but differing in amounts, maturities, and interest rates, issued by the City under the Act and the Resolution of Issuance, for the purpose of providing means for paying for the improvements described in the proceedings, and is secured by the moneys in the bond redemption fund and by the unpaid assessments made for the payment of the improvements, and, including principal and interest, is payable exclusively out of such fund.

This bond is transferable by the registered owner hereof, in person or by the owner's attorney duly authorized in writing, at the office of the Agent, subject to the terms and conditions provided in the Resolution of Issuance, including the payment of certain charges, if any, upon surrender and cancellation of this bond. Upon such transfer, a new registered bond or bonds, of any authorized denomination or denominations, of the same maturity, for the same aggregate principal amount, will be issued to the transferee in exchange therefor. The Agent shall not be required to make such exchange or registration of transfer of bonds during the 15 days immediately preceding any interest payment date.

Bonds shall be registered only in the name of an individual (including joint owners), a corporation, a partnership, or a trust.

The City and the Agent may treat the owner hereof as the absolute owner for all purposes, and the City and the Agent shall not be affected by any notice to the contrary.

This bond or any portion of it in the amount of five thousand dollars ($5,000), or any integral multiple thereof, may be redeemed and paid in advance of maturity upon the second day of March or September in any year by giving at least 30 days notice by registered or certified mail or by personal service to the registered owner hereof at the owner's address as it appears on the registration books of the Agent by paying principal and accrued interest, together with a premium as follows:

Redemption Dates	Redemption Premium (%)
March 2, 1996 through September 2, 2005	3% of principal
March 2, 2006 through September 2, 2007	2% of principal
March 2, 2008 through September 2, 2009	1% of principal
March 2, 2010 and thereafter	None

The term Bonds maturing on September 2, 2020 are subject to mandatory redemption, in part by lot, on September 2 in each year commencing September 2, 2006, from sinking fund payments from the bond redemption fund at a redemption price equal to the principal amount thereof to be redeemed, without premium, with accrued interest to the date of redemption, as follows:

Redemption Dates	Sinking Fund Payments
	[to be supplied]
September 2, 2006	
September 2, 2007	
September 2, 2008	
September 2, 2009	
September 2, 2010	
September 2, 2011	
September 2, 2012	
September 2, 2013	
September 2, 2014	
September 2, 2015	
September 2, 2016	
September 2, 2017	
September 2, 2018	
September 2, 2019	
September 2, 2020	

This bond is a Limited Obligation Improvement Bond. Under the Resolution of Issuance, the City is not obligated to advance funds from the City treasury to cover any deficiency which may occur in the redemption fund for the Bonds.

LEGAL OPINION

I hereby certify that the following is a correct copy of the signed legal opinion of Timothy J. Hachman, Attorney at Law, Stockton, California, addressed to the City of Stockton and on file in my office, dated the date of the Bonds.

_____
City Clerk

(Insert opinion letter)

ABBREVIATIONS

The following abbreviations, when used in the inscription on the face of this Bond, shall be construed as though written in full, according to applicable laws or regulations:

TEN COM - as tenants in common

TEN ENT - as tenants by the entireties

JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT - Custodian (Cust) ___ (Minor) under Uniform Gifts to Minors Act _____(State)

ADDITIONAL ABBREVIATIONS MAY BE USED THOUGH NOT INCLUDED IN THE ABOVE LIST

ASSIGNMENT

For value received, the undersigned do(es) hereby sell, assign and transfer unto

(Name, Address and Tax Identification or Social Security Number of Assignee)

the within Bond and do(es) hereby irrevocably constitute and appoint _____, attorney, to transfer the same on the registration books of the Agent, with full power of substitution in the premises.

Dated:

_____

NOTICE: The signature on this Assignment must correspond with the name(s) as written on the face of the within Bond in every particular without alteration or enlargement or any change whatsoever.

Resolution No. 96-0546

STOCKTON CITY COUNCIL

A RESOLUTION OF PRELIMINARY DETERMINATION AND OF INTENTION TO ACQUIRE AND/OR CONSTRUCT IMPROVEMENTS, TO FORM A MAINTENANCE DISTRICT ZONE FOR ANNUAL MAINTENANCE, AND TO LEVY AN ANNUAL ASSESSMENT FOR THE COSTS INCURRED IN THE ADMINISTRATION AND COLLECTION OF ASSESSMENTS

LA MORADA ASSESSMENT DISTRICT NO. 96-04

RESOLVED, by the City Council of the City of Stockton, California, that

1. In the opinion of the City Council the public interest, convenience and necessity require and it is the intention of the Council to order the acquisition and/or construction of the improvements hereinafter described, and to levy an annual assessment for the cost of the administration and collection of assessments.

2. Whenever any public way is herein referred to as running between two public ways, or from or to any public way, the intersections of the public ways referred to are included to the extent that work shall be shown on the plans to be done therein.

3. Such streets and highways are more particularly shown in the records on file in the office of the County Recorder of San Joaquin County, California, and are shown upon the plans herein referred to and filed with the Clerk of the City.

4. All of the work and improvements are to be constructed at the places and in the particular locations, of the forms, sizes, dimensions and materials, and at the lines, grades and elevations as shown and delineated upon the plans, profiles and specifications to be made therefor, as hereinafter provided.

5. There is to be excepted from the work herein described any of such work already done to line and grade and marked excepted or shown not to be done on the plans, profiles and specifications.

6. Said improvements to be acquired and/or constructed herein are more particularly described in Exhibit A, hereto attached and incorporated herein by reference.

7. Notice is hereby given of the fact that in many cases the work and improvements will bring the finished work to a grade different from that formerly existing, and to that extent the grades are hereby changed and the work will be done to the changed grades. It is hereby determined that to eliminate any disparity in level between the improvements and private property, it is in the public interest and more economical to do such work on private property than to adjust the work on public property.

CITY ATTY REVIEW

DATE OCT 31 1996

8. The Council hereby adopts and establishes as the official grades for the work the grades and elevations to be shown upon the plans, profiles and specifications. All such grades and elevations are to be in feet and decimals thereof with reference to the datum plane of the City.

9. The description of the acquisitions and/or improvements and the termini of the work contained in this Resolution are general in nature. All items of work do not necessarily extend for the full length of the description thereof. The plans and profiles of the work and maps and descriptions, as contained in the Engineer's report, shall be controlling as to the correct and detailed description thereof.

10. The contemplated acquisition and/or construction of improvements, in the opinion of this Council, are of more than local or ordinary public benefit, and the costs and expenses thereof are made chargeable as hereinafter set forth upon an assessment district, the exterior boundaries of which district are described and delineated upon a map thereof, entitled, "Proposed Boundaries of La Morada Assessment District No. 96-04", on file with the City Clerk, to which reference is hereby made for further particulars. This map indicates by a boundary line the extent of the territory included in the proposed district and shall govern for all details as to the extent of the assessment district.

11. The Council further declares that all public streets and highways within the assessment district in use in the performance of a public function as such shall be omitted from the assessment hereafter to be made to cover the costs and expenses of the acquisition and/or construction of improvements.

12. Notice is hereby given that serial and/or term bonds shall be issued to represent unpaid assessments, and bear interest at a rate not to exceed the maximum rate provided in Articles 1 and 3, Bond Plan B (NSR), of Division 6 of the Stockton Improvement Procedure Code, and that the applicable provisions of Part 11.1 of the Improvement Bond Act of 1915, providing an alternative procedure for the advance payment of assessments and the calling of bonds, shall apply. The last installment of such bonds shall mature not to exceed twenty-four (24) years from the second day of September next succeeding twelve (12) months from their date, principal and interest to be reasonably amortized, the proceeds of the bonds to be invested and interest thereon paid into the redemption fund of the bonds.

The City Council finds and declares that a special reserve fund as provided in Part 16 of the Act shall be required, the amount thereof to be fixed and determined upon the sale of the bonds.

The City Council hereby determines that the City will not obligate itself to advance available funds from the City Treasury to cure any deficiency which may occur in the bond redemption fund. Such determination shall not prevent the City from, in its sole discretion, so advancing funds.

The City Council hereby covenants with the owners of the assessment bonds to be issued herein that it will, within a reasonable time following the due date of any delinquent installment of assessments securing the bonds to be issued, commence and thereafter diligently prosecute to completion a foreclosure action regarding such delinquent installment of assessment.

13. Except as herein otherwise provided for the issuance of bonds, all of the improvements shall be done pursuant to the provisions of Article 4 of Division 5 of the Stockton Improvement Procedure Code.

14. Reference is hereby made to proceedings had pursuant to Article 1 of Division 5 of the Code, and Division 4 of the Streets and Highways Code of the State of California, on file with the City Clerk.

15. Notice is hereby given that, in the opinion of this Council, the public interest will not be served by allowing the property owners to take the contract for the construction of the improvements, and that, pursuant to Section 20487 of the Public Contracts Code, no notice of award of contract shall be published.

16. The proposed acquisition and/or construction of improvements are hereby referred to the Engineer, being a competent firm employed by the City for that purpose; and the Engineer is hereby directed to make and file with the City Clerk a report in writing, presenting the following:

(a) Maps and descriptions of the lands and easements, and a general description of any works or appliances to be acquired;

(b) Plans and specifications of any proposed improvements to be constructed;

(c) Engineer's statement of the itemized and total estimated costs and expenses of the acquisitions and/or improvements and of the incidental expenses in connection therewith;

(d) Diagram showing the assessment district above referred to, and also the boundaries and dimensions of the respective subdivisions of land within the City as the same existed at the time of the passage of this Resolution of Intention, each of which subdivisions, including each separate condominium interest as defined in Section 783 of the Civil Code of the State of California, shall be given a separate number upon the diagram;

(e) A proposed assessment of the total amount of the costs and expenses of the proposed acquisitions and/or improvements upon the several subdivisions of land in the district in proportion to the estimated benefits to be received by such subdivisions, respectively, from the acquisition and/or construction of improvements, and of the expenses incidental thereto.

(f) A proposed maximum annual assessment upon each of the several subdivisions of land in the district to pay costs incurred by the City and not otherwise reimbursed for the administration and collection of assessments or from the administration or registration of the bonds issued and reserve or other related funds.

17. If any excess shall be realized from the assessment, it shall be used in such amounts as the Council may determine, in accordance with the provisions of law for one or more of the following purposes:

(a) Transfer to the general fund of the City, provided that the amount of any such transfer shall not exceed the lesser of $1,000 or 5% of the total amount expended from the improvement fund;

(b) As a credit upon the assessment and any supplemental assessment in accordance with the provisions of Sections 9-238(a) and (b) of the Stockton Improvement Procedure Code;

(c) To reimburse the City for any contributions or advances to or for the construction fund that were not pledged in this Resolution of Intention;

(d) For the maintenance of the improvements or a specified part thereof;

(e) To call bonds, thereby reducing outstanding assessments and subsequent assessment installments.

18. It is the intention of this Council to include in each annual installment of principal and interest on the bonds issued to represent unpaid assessments a maximum amount of five percent (5%) of the installment to reimburse the City for the cost of administration and collection of such annual installments and the registration, administration and payment of the bonds issued or the reserve or any related funds.

19. The public utility improvements to be installed shall be as follows:

(a) The underground electric utility system (exclusive of street lighting system), and natural gas distribution system, including Pacific Bell Company trenching, together with necessary appurtenances, to be installed shall be planned and constructed by and transferred to the Pacific Gas and Electric Company, a regulated public utility, in accordance with the provisions of Sections 10109, et seq., of the Streets and Highways Code of the Stae of California, and that proper contracts therefor be executed by the Mayor and attested by the City Clerk.

(b) The underground telephone utilities and appurtenances to be installed shall be planned and constructed by and transferred to the Pacific Bell Company, a regulated public utility, in accordance with the provisions of Sections 10109, et seq., of the Streets and Highways Code of the State of California, and that proper contracts therefor be executed by the Mayor and attested by the City Clerk.

(c) In the event that the agreement with either of said public utility companies provides for the payment of refunds, and to the extent that the works, appliances, or improvements to which such refund payments are applicable are financed by special assessments, any amounts paid by the public utility companies as a refund payment for such works, appliances, or improvements to be transferred to the public utility under said agreement, shall be deposited into a special fund to be established and administered by the City Director of Finance and applied as a credit upon the assessment and supplemental assessment, if any, in the same manner as provided in Sections 9-238(a) and (b) of the Stockton Improvement Procedure Code. Such credits shall be applied only to the assessments levied for the particular improvements for which such refund is made. Any such amounts shall be transferred to the general fund of the City if:

(i) Such amounts are paid later than four years from the date of recording of the assessment and any supplemental assessment, or

(ii) If bonds have been issued, the amounts have been paid later than four years after the due date of the last installment upon the bonds, or of the last principal coupons thereto attached.

20. In the opinion of this Council, the area contained within the proposed assessment district as shown on the proposed boundary map thereof are the properties which will be benefited by the maintenance, repair and improvement of: (a) the adjoining City neighborhood park site; (b) the storm water basin serving the district and adjoining areas; and (c) the pre-cast wall and related landscaping and appurtenances to be acquired hereunder, and any additions, improvements, and enlargements thereto, which may hereafter be made, and that the public interest and convenience require, and that it is the intention of this Council to create a new Zone A-3 within the Stockton Consolidated Landscape Maintenance District No. 96-02 and to levy an annual assessment on the basis of benefit on each parcel of the benefited properties, excluding therefrom public properties in use in the performance of a public function, for the

expenditures required during the ensuing fiscal year for the maintenance, repair and improvement of said facilities.

PASSED, APPROVED and ADOPTED NOV 18 1996.

JOAN DARRAH, Mayor
of the City of Stockton

ATTEST:

KATHERINE GONG MEISSNER,
City Clerk of the City of Stockton

96-0546

LA MORADA ASSESSMENT DISTRICT NO. 96-04

DESCRIPTION OF IMPROVEMENTS
PHASE I

a) The improvement of Glacier Point Drive from its intersection with Morada Lane, southwesterly approximately 1200 feet along the northwesterly line of La Morada Subdivision, Unit 3, and the southerly portion of Morada Lane from approximately 200 feet west of the Southern Pacific Railroad right-of-way easterly to the future Holman Road extension approximately 2,800 feet, by grading, filling and compacting existing drainage ditches, street pavement, including excavation and/or importation of subgrade material, aggregate subbase, aggregate base and asphalt concrete surfacing; cement concrete curbs, gutters, and sidewalks, catchbasins and drop inlets; barricades and survey monuments; storm drain lines with maintenance holes and appurtenances in such streets and a 20 foot easement from the southern terminus of Glacier Point Drive westerly approximately 800 feet to the San Joaquin Area Flood Control Agency Storm Water Detention Basin; domestic water lines with fire hydrants, valves and appurtenances; sanitary sewer lines with maintenance holes and appurtenances; trenching and conduit installation for underground telephone, cable TV and electrical and natural gas distribution facilities; and traffic signal conduits and street lighting system with electroliers, circuits and underground lines;

b) A sanitary sewer system to convey sewage from the La Morada Project to the existing City sewer system, including grading, crossing, filling and compacting existing drainage ditches; permanent gravity sewer lines with maintenance holes and appurtenances; interim force main sanitary sewer lines with valves and appurtenances (sized for 1,100 dwelling units); and temporary sanitary sewer pump station, control system and appurtenances (sized for 200 units); such system to be constructed within the northerly extension of Holman Road from Morada Lane approximately 1,600 feet southerly to Hammer Lane, and in Hammer Lane from Holman Road westerly approximately 1,000 feet to the point of connection with the existing City sewer system;

c) Pre-cast masonry wall and landscape area along Glacier Point Drive, Morada Lane, and the northerly extension of Holman Road along the northerly portion of the easterly side of the subdivision;

d) The acquisition of all lands and easements necessary for any of the above work and improvements;

e) The doing of all work and payment of all costs and fees auxiliary to any of the above and necessary to complete the same.

NER

96-0546

EXHIBIT A

97-0219

Resolution No. _____

STOCKTON CITY COUNCIL

A RESOLUTION DETERMINING UNPAID ASSESSMENTS AND PROVIDING FOR ISSUANCE OF BONDS

LITTLE JOHN CREEK ASSESSMENT DISTRICT NO. 97-01

RESOLVED, by the City Council of the City of Stockton, California, that

WHEREAS, on June 16, 1997, this Council adopted its Resolution No. 97-0218 (the "Resolution"), a Resolution Determining Convenience and Necessity, Adopting Engineer's Report, Confirming Assessment, and Ordering the Acquisition and/or Construction of Improvements, and therein provided that serial and/or term bonds would be issued pursuant to the provisions of The Improvement Bond Act of 1915 and Articles 1 and 3, Bond Plan B-NSR, of Division 6 of the Stockton Improvement Procedure Code, as amended, reference to the Resolution hereby being expressly made for further particulars;

WHEREAS, notice of the recordation of the assessment and the opportunity to pay all or a portion thereof and the time so provided by law for receiving payment of assessments in cash has been waived by all property owners, and there is on file with the Director of Finance of the City a list of all assessments which remain unpaid;

WHEREAS, this Council now intends to provide for the issuance of improvement bonds upon the security of the unpaid assessments, all as hereinafter provided;

NOW, THEREFORE, IT IS DETERMINED AND ORDERED as follows:

ARTICLE I

Section 1.01 DEFINITIONS. Unless the context otherwise requires, the terms defined in this Section shall, for all purposes of this Resolution and of any Supplemental Resolution and of the Bonds and of any certificate, opinion, request or other document herein mentioned, have the meanings herein specified.

"Act" means the Municipal Improvement Act of 1913, Division 12 of the California Streets and Highways Code and Article 4 of Division 5 of the Stockton Improvement Procedure Code.

"Agent" means the First Trust of California National Association, San Francisco, California, appointed under Section 2.06 hereof to perform the duties of registrar, paying agent and transfer agent, for the authentication, registration, transfer and payment of

CITY ATTY REVIEW _____

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the Bonds and the Agent's assigns or any other corporation or association which may at any time be substituted in its place.

"Assessment or Assessments" means the unpaid amounts of the special assessments levied against all taxable real property within the boundaries of the Assessment District pursuant to the Act and the proceedings of the Council under the Resolution, for the purpose of paying Debt Service on the Bonds under the Bond Law.

"Assessment District" means that portion of the City designated "Little John Creek Assessment District No. 97-01," as established in proceedings under the Act and Resolution of Intention.

"Authorized Investments" means any (i) securities (other than those identified in paragraphs (a) and (d) of Section 53601 of the Government Code of the State) in which the City may legaly invest funds subject to its control, pursuant to Article 1, commencing with Section 53600 of Chapter 4 of Part 1 of Division 2 of Title 5 of the Government Code of the State, as now or hereafter amended; (ii) shares in a California common law trust established pursuant to Title I, Division 7, Chapter 5 of the Government Code of the State which invests exclusively in investments permitted by Section 53635 of Title 5, Division 2, Chapter 4 of the Government Code of the State, as it may be amended, including but not limited to the California Arbitrage Management Program (CAMP); and (iii) the Local Agency Investment Fund of the State of California, created pursuant to Section 156429. of the Government Code of the State, to the extent the Treasurer is authorized to register such investment in the Treasurer's name.

"Auditor" means the Auditor/Controller or Tax Collector of the County or other official of the County responsible for preparing property tax bills.

"Available Surplus Funds" means any surplus moneys held by the City at the end of each Fiscal Year in excess of the amounts required to pay lawful municipal obligations incurred in that Fiscal Year.

"Bond Date" means the date of initial issuance and delivery of the Bonds.

"Bond Denomination" means the amount of $5,000 or any integral multiple thereof, which is the minimum amount in which the Bonds may be issued, except that one Bond may be issued in an odd amount.

"Bond Law" means the Improvement Bond Act of 1915, Division 10 of the California Streets and Highways Code and Articles 1 and 3, Bond Plan B-NSR, of Division 6 of the Stockton Improvement Procedure Code.

"Bond Purchase Contract" means the agreement or contract whereby the City agrees to sell and the Original Purchaser agrees to buy all or a designated portion of the Bonds, which document shall include an Exhibit A thereto to establish the maturity

schedule (including the annual Mandatory Sinking Fund Account Payment amounts) and interest rates for the various maturities of both the Serial Bonds and the Term Bonds.

"Bond Register" means the books maintained by the Agent pursuant to Section 2.12 for the registration and transfer of ownership of the Bonds.

"Bond Year" means the twelve-month period beginning on September 2 in each year and ending on the day prior to September 2 in the following year except that (i) the first Bond Year shall begin on the Closing Date and end on the day prior to the next September 2, and (ii) the last Bond Year may end on a prior redemption date.

"Bonds" or "Bonds of this Issue" means City of Stockton, Limited Obligation Improvement Bonds, Series 228, Little John Creek Assessment District No. 97-01, issued under this Resolution and the Bond Law, and at any time Outstanding. "Serial Bonds" means Bonds for which no Mandatory Sinking Fund Account Payments are established. "Term Bonds" means Bonds which are redeemable or payable on or before their specified maturity date or dates from Mandatory Sinking Fund Account Payments established for the purpose of redeeming or paying such Bonds on or before their specified maturity date or dates.

"Certificate of the City" means a written certificate, statement, request, order or requisition signed by an Officer of the City duly authorized by the Council for that purpose.

"City" means the City of Stockton, County of San Joaquin, a chartered city and municipal corporation of the State of California, duly organized and validly existing under and by virtue of the Constitution and the laws of the State of California.

"City Manager" means the City Manager or the Assistant City Manager of the City.

"Clerk" means the City Clerk of the City or Deputy City Clerk or designee thereof.

"Closing Date" means the date upon which there is an exchange of the Bonds for the proceeds representing the purchase price of such Bonds by the Original Purchaser thereof.

"Continuing Disclosure Certificate" means that certain Continuing Disclosure Certificate between the issuer and the Agent dated the date of the Bond Purchase Contract, as originally executed and as it may be amended from time to time in accordance with the terms thereof.

"Costs of Issuance" means all expenses incurred in connection with the authorization, issuance, sale and delivery of the Bonds, including but not limited to compensation, fees and expenses of the City and the Agent and their respective counsel, compensation to any financial consultants and underwriters (other than those taken at discount on the Closing Date), legal fees and expenses, filing and recording costs, costs of preparation and reproduction of documents, costs of compliance with the Tax Code

relating to rebate to the United States under Section 5.07 and costs of printing, mailing and publication of notices with respect to the City and the Project.

"Costs of Issuance Fund" means the City of Stockton, Little John Creek Assessment District No. 97-01, Limited Obligation Improvement Bonds, Series 228, Costs of Issuance Fund estabished under Section 4.03 of this Resolution.

"Council" means the City Council of the City.

"County" means the County of San Joaquin, State of California.

"Debt Service" means the scheduled amount of interest and amortization of principal payable on the Bonds during the period of computation including any Sinking Fund Payments, excluding amounts scheduled during such period which relate to principal which has been retired before the beginning of such period.

"Federal Securities" means any of the following which at the time of investment are legal investments under the laws of the State for the moneys proposed to be invested therein:

(a) direct general obligations of the United States of America (including obligations issued or held in book entry form on the books of the Department of the Treasury of the United States of America); and

(b) obligations of any department, agency, or instrumentality of the United States of America, the timely payment of principal of and interest on which are unconditionally and fully guaranteed by the United States of America.

"Finance Director" means the Director of Finance of the City or designee thereof.

"Fiscal Year" means the twelve-month period ending on June 30 of each year, or any other annual accounting period hereafter selected and designated by the City as its Fiscal Year in accordance with applicable law.

"Improvement Fund" means the City of Stockton, Little John Creek Assessment District No. 97-01, Limited Obligation Improvement Bonds, Series 228, Improvement Fund established under Section 4.02 of this Resolution.

"Interest Payment Date" means each date upon which interest on the Bonds is payable, semiannually on March 2 and September 2 in each year until maturity, and commencing on the date specified in Exhibit A, hereto attached.

"Officer of the City" means the Finance Director, City Clerk, City Manager, Director of Public Works, or any other official of the City authorized by the Council to carry out the terms of this Resolution.

"Original Purchaser" means Westhoff, Cone & Holmstedt, the first purchaser of the Bonds from the City under the Bond Purchase Contract.

"Outstanding," when used as of any particular time with reference to the Bonds, means all Bonds theretofore executed, issued and delivered by the City and authenticated by the Agent under this Resolution except:

(a) Bonds theretofore cancelled and destroyed by the Agent or surrendered to the Agent for cancellation and destruction;

(b) Bonds paid or deemed to be paid within the meaning of Section 6.03; and

(c) Bonds in lieu of or in substitution for which other Bonds shall have been executed, issued and delivered by the City and authenticated by the Agent pursuant to this Resolution or any Supplemental Resolution.

"Owner" or "Registered Owner," when used with respect to any Outstanding Bond, means the person in whose name the ownership of such Bond shall be registered on the Bond Register.

"Participating Underwriter" shall have the meaning ascribed thereto in the Continuing Disclosure Certificate.

"Principal Office" means the corporate trust office of the Agent in San Francisco, California, or such other office as shall be designated by the Agent in writing to the City.

"Project" means the the acquisition and improvements described in the Resolution of Intention and any changes and modifications thereto approved by the Council.

"Rebate Fund" means the fund by that name established by the City pursuant to the Tax Certificate.

"Record Date" means, with respect to the Bonds, the fifteenth (l5th) day immediately preceding an Interest Payment Date.

"Redemption Fund" means the City of Stockton, Little John Creek Assessment District No. 97-01, Limited Obligation Improvement Bonds, Series 228, Redemption Fund estabished under Section 4.04 of this Resolution.

"Redemption Premium" means the percentage of the principal amount of the Bonds payable upon redemption of the Bonds as set forth in Exhibit A hereto.

"Redemption Price" means, with respect to any Bond, the principal amount thereof, plus the applicable premium, if any, payable upon redemption thereof pursuant to this Resolution.

"Refunding Date" means the date prior to which the Bonds are not subject to refunding pursuant to Section 2.15 of this Resolution.

"Reserve Fund" means the City of Stockton, Little John Creek Assessment District No. 97-01, Limited Obligation Improvement Bonds, Series 228, Reserve Fund estabished under Section 4.05 of this Resolution.

"Reserve Requirement" means the lesser of 10% of the total amount of the proceeds of the Bonds as deposited under Section 4.01 or maximum annual Debt Service or one hundred twenty-five percent (125%) of average annual Debt Service.

"Resolution" or "Resolution of Issuance" means this Resolution, as originally adopted or as it may from time to time be supplemented, modified or amended by any Supplemental Resolution pursuant to the provisions hereof.

"Resolution of Intention" means Resolution No. 97-0138, a Resolution of Preliminary Determination and of Intention to Acquire and/or Construct Improvements,adopted by the Council on April 28, 1997, as modified or amended and in effect on the Closing Date.

"Sinking Fund Payments" means the amounts paid by the City for the term bonds under Section 2.14 of this Resolution.

"State" means the State of California.

"Supplemental Resolution" means any resolution, agreement or other instrument hereafter duly adopted or executed by the City in accordance with the provisions of this Resolution.

"Tax Certificate" means the Tax Certificate executed and delivered by the City on the date of initial issuance and delivery of the Bonds setting forth the requirements of the Tax Code with respect to the Bonds and incorporated herein pursuant to Section 5.07.

"Tax Code" means the Internal Revenue Code of 1986 as in effect on the date of issuance of the Bonds or (except as otherwise referenced herein) as it may be amended to apply to obligations issued on the date of issuance of the Bonds, together with applicable temporary and final regulations promulgated under the Code.

Section 1.02 RULES OF CONSTRUCTION. All references in this Resolution to "Articles," "Sections," and other subdivisions are to the corresponding Articles, Sections or subdivisions of this Resolution; and the words "herein," "hereof," "hereunder" and other words of similar import refer to this Resolution as a whole and not to any particular Article, Section or subdivision hereof.

Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words importing the singular number shall include the plural number and vice versa, and words importing persons shall include corporations and associations, including public bodies, as well as natural persons.

Section 1.03 EQUAL SECURITY. In consideration of the acceptance of the Bonds by the Owners thereof, this Resolution shall be deemed to be and shall constitute a contract between the City and the Owners from time to time of the Bonds; and the covenants and agreements herein set forth to be performed on behalf of the City shall be for the equal and proportionate benefit, security and protection of all Owners of the Bonds without preference, priority or distinction as to security or otherwise of any of the Bonds over any of the others by reason of the number or date thereof or the time of sale, execution or delivery thereof, or otherwise for any cause whatsoever, except as expressly provided therein or herein.

ARTICLE II
ISSUANCE OF BONDS

Section 2.01 BONDS AUTHORIZED. All acts, conditions and things required by law to exist, happen and be performed precedent to and in the issuance of the Bonds have existed, happened and been performed in due time, form and the manner as required by law, and the Council is now authorized pursuant to each and every requirement of law to issue the Bonds in the manner and form as in this Resolution provided. The Bonds will be issued as serial and/or term bonds as set forth in the Bond Purchase Contract and Exhibit A thereto.

Section 2.02 UNPAID ASSESSMENTS. The Assessments now remaining unpaid are as shown on the list of unpaid assessments on file with the Finance Director, which list is hereby approved and which is incorporated herein by this reference and made a part hereof. For a particular description of the lots or parcels of land bearing the respective assessment numbers set forth in that list, reference is hereby made to the assessment and to the diagram, and any amendments thereto, recorded in the office of the Superintendent of Streets of the City, after confirmation thereof by the Council.

Section 2.03 ISSUANCE OF BONDS. The Bonds, in the aggregate principal amount of $1,391,205.14, shall be issued as hereinafter provided and be secured by the moneys in the Redemption Fund and by the Assessments, or portion thereof, in accordance with, under and pursuant to the provisions of the Resolution of Intention and the proceedings thereunder duly had and taken. The Bonds shall be known as "Limited Obligation Improvement Bonds, Series 228, City of Stockton, Little John Creek Assessment District No. 97-01" and shall be dated the Bond Date. The Bonds are limited obligations of the City pursuant to Section 5.03 of this Resolution.

Section 2.04 MATURITIES OF BONDS. The Bonds shall be issued in only fully registered form, without coupons, in the Bond Denomination, so long as no Bond shall have more than one maturity date. The Bonds shall be dated with the Bond Date and mature on September 2 in each of the years and in the amounts set forth in Exhibit A of the Bond Purchase Contract. The Bonds shall be numbered or otherwise identified as determined by the Agent.

Section 2.05 INTEREST ON BONDS. The Bonds shall bear interest at the rate or rates set forth in Exhibit A of the Bond Purchase Contract.

Interest on the Bonds shall be payable on each Interest Payment Date to the person whose name appears on the Bond Register as the Owner thereof as of the Record Date immediately preceding each such Interest Payment Date, such interest to be paid by check of the Agent mailed by first class mail on or before each Interest Payment Date to the Owner, at the address of such Owner as it appears on the Bond Register. Principal of and premium (if any) on any Bond shall be paid upon presentation and surrender thereof at the Principal Office of the Agent. Both the principal of and interest and premium (if any) on the Bonds shall be payable in lawful money of the United States of America. Upon the written request of an Owner of $1,000,000 or more in aggregate principal amount of Bonds, such interest shall be paid on the Interest Payment Date by wire transfer in immediately available funds to an account in the continental United States of America designated by such Owner to the Agent on or before the applicable Record Date preceding such Interest Payment Date.

Interest shall be computed on the basis of a 360-day year comprised of twelve 30-day months. The Bonds shall bear interest from the Interest Payment Date next preceding the date of authentication of the Bonds, except for any Bond which is authenticated on an Interest Payment Date, in which event such Bond shall bear interest from such date of authentication, and except for any Bond which is authenticated prior to the first Interest Payment Date, in which event such Bond shall bear interest from the Bond Date; provided, however, that if, as of the date of authentication of any Bond, interest thereon is in default, such Bond shall bear interest from the date to which interest has previously been paid or made available for payment in full. The Bonds shall continue to bear interest after maturity at their interest rates, provided that they are presented at maturity and payment thereof is refused upon the sole ground that there are not sufficient moneys in the Redemption Fund. If not presented at maturity, interest will run on the Bonds until maturity.

Section 2.06 DESIGNATION OF AGENT. First Trust of California, National Association, at its Corporate Trust Office, San Francisco, California, is hereby designated

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as the Agent to perform the actions and duties required under this Resolution for the authentication, registration, transfer, and payment of the Bonds. The City Manager or the Assistant City Manager is hereby authorized and directed to enter into an appropriate agreement with the Agent for such purposes.

Section 2.07 FORM OF BONDS. The Bonds, the form of Agent's certificate of authentication, and the form of assignment to appear thereon, shall be substantially in the respective forms set forth in Exhibit A attached hereto and by this reference herein incorporated, with necessary or appropriate variations, omissions and insertions, as permitted or required by this Resolution. "CUSIP" identification numbers shall be imprinted on the Bonds, but such numbers shall not constitute a part of the contract evidenced by the Bonds and any error or omission with respect thereto shall not constitute cause for refusal of any purchaser to accept delivery or pay for the Bonds. In addition, failure on the part of the City or the Agent to use such CUSIP numbers in any notice to Owners shall not constitute an event of default or any violation of the City's contract with such Owners and shall not impair the effectiveness of any such notice.

Section 2.08 PREPARATION AND DELIVERY OF BONDS. Upon execution of the Bond Purchase Contract on behalf of the City, the Finance Director is hereby directed to cause the Bonds to be prepared in accordance with this Resolution and to cause their delivery upon their completion and execution to the Agent, who shall authenticate and deliver the Bonds to the Original Purchaser, upon receipt of the purchase price therefor, and upon receipt of the request of the City.

Section 2.09 EXECUTION OF BONDS. The Bonds shall be signed in the name and on behalf of the City with the manual or facsimile signatures of the Finance Director and attested by the manual or facsimile signature of the Clerk. The Bonds shall then be delivered to the Agent for authentication and registration. In case any officer who shall have signed any of the Bonds shall cease to be such officer before the Bonds so signed shall have been authenticated or delivered by the Agent or issued by the City, such Bonds may nevertheless be authenticated, delivered and issued and, upon such authentication, delivery and issuance, shall be as binding upon the City as though the individual who signed the same had continued to be such officer of the City. Also, any Bond may be signed on behalf of the City by any individual who on the actual date of execution of such Bond shall be the proper officer although on the nominal date of such Bond such individual shall not have been such officer.

Only such of the Bonds as shall bear thereon a certificate of authentication in substantially the form set forth in Exhibit A, executed by the Agent, shall be valid or obligatory for any purpose or entitled to the benefits of this Resolution, and such

certificate of the Agent shall be conclusive evidence that the Bonds so authenticated have been duly authenticated and delivered hereunder and are entitled to the benefits of this Resolution. The Agent's certificate of authentication on any Bonds shall be deemed to be executed by it if signed by the Agent or by an authorized officer or signatory of the Agent, but it shall not be necessary that the same officer or signatory sign the certificate of authentication on all of the Bonds issued hereunder.

Section 2.10 TEMPORARY BONDS. The Bonds may be issued initially in temporary form exchangeable for definitive Bonds when ready for delivery. The temporary bonds may be printed, lithographed or typewritten, shall be of such denominations as may be determined by the Finance Director and may contain such reference to any of the provisions of this Resolution as may be appropriate. Every temporary bond shall be executed by the officers designated and in the manner provided in Section 2.09 hereof and be registered and authenticated by the Agent upon the same conditions and in sustantially the same manner as definitive Bonds. If the City issues temporary Bonds, it will execute and furnish definitive Bonds without delay, and thereupon the temporary Bonds may be surrendered for cancellation, in exchange therefor at the Principal Office of the Agent and the Agent shall authenticate and deliver in exchange for such temporary Bonds an equal aggregate principal amount of definitive Bonds of authorized denominations. Until so exchanged, the temporary Bonds shall be entitled to the same benefits under this Resolution as definitive Bonds authenticated and delivered hereunder.

Section 2.11 TRANSFER AND EXCHANGE OF BONDS. Any Bond may, in accordance with its terms, be transferred upon the Bond Register by the person in whose name it is registered, in person or by his duly authorized attorney, upon surrender of such Bond for cancellation, accompanied by delivery of a written instrument of transfer in a form approved by the Agent, duly executed. Whenever any Bond shall be surrendered for transfer, the Agent shall thereupon authenticate and deliver to the transferee a new Bond or Bonds of like tenor, maturity and aggregate principal amount. Bonds may be exchanged at the Principal Office of the Agent for Bonds of the same tenor and maturity and of other authorized denominations. No Bonds the notice of redemption of which has been given pursuant to Section 2.14 shall be subject to transfer or exchange pursuant to this Section. Neither the City nor the Agent shall be required to make such exchange or registration or transfer of Bonds on or after the Record Date. For any transfer or exchange under this Section, the City and the Agent may require the payment of a reasonable fee to cover the costs and expenses of the City and the Agent.

Section 2.12 BOND REGISTER. The Agent will keep or cause to be kept at its Principal Office a Bond Register for the registration and transfer of the Bonds, which shall at all times during regular business hours be open to inspection by the City with reasonable prior notice; and, upon presentation for such purpose, the Agent shall, under such reasonable regulations as it may prescribe, register or transfer or cause to be registered or transferred, on such books, Bonds as hereinbefore provided.

Section 2.13 BONDS MUTILATED, LOST, DESTROYED OR STOLEN. If any Bond shall become mutilated, the Agent shall thereupon authenticate and deliver a new Bond of like maturity and principal amount in an authorized denomination in exchange and substitution for the Bond so mutilated, but only upon surrender to the Agent of the Bond so mutilated. Every mutilated Bond so surrendered to the Agent shall be cancelled by it and destroyed. If any Bond issued hereunder shall be lost, destroyed or stolen, evidence of such loss, destruction or theft may be submitted to the City and the Agent and, if such evidence is satisfactory to them and indemnity satisfactory to them shall be given, the Agent shall thereupon authenticate and deliver a new Bond of like maturity and principal amount in an authorized denomination in lieu of and in substitution for the Bond so lost, destroyed or stolen (or if any such Bond shall have matured or shall have been called for redemption, instead of issuing a substitute Bond the Agent may pay the same without surrender thereof upon receipt of indemnity satisfactory to the Agent). The City and the Agent may require payment of a reasonable fee for each new Bond issued under this Section and of the expenses which may be incurred by the City and the Agent. Any Bond issued under the provisions of this Section in lieu of any Bond alleged to be lost, destroyed or stolen shall constitute an original contractual obligation on the part of the City whether or not the Bond alleged to be lost, destroyed or stolen be at any time enforceable by anyone, and shall be equally and proportionately entitled to the benefits of this Resolution with all other Bonds secured by this Resolution and any Supplemental Resolution.

Section 2.14 REDEMPTION PRIOR TO MATURITY.

(A) Optional Redemption. Each Outstanding Bond, or any portion thereof in the amount of the Bond Denomination, may be redeemed and paid in advance of maturity upon any Interest Payment Date in any year by giving 30 days notice by registered or certified mail or personal service to the Registered Owner as required by applicable provisions of the Bond Law and by paying the principal amount thereof together with any Redemption Premium plus interest to the date of advanced maturity, unless sooner surrendered, in which event such interest shall be paid to the date of payment, all in the

manner and as provided in the Bond Law. Neither the failure of any Registered Owner to receive redemption notice nor any defect in such notice shall affect the sufficiency of the proceedings for redemption of such Bonds.

The Finance Director shall cause to be called for redemption and retire Bonds upon prepayment of Assessments in amounts sufficient therefor, or whenever sufficient surplus funds are available therefor in the Redemption Fund.

The provisions of Part 11.1 of the Bond Law are applicable to the advance payment of Assessments and to the calling of the Bonds.

(B) Mandatory Sinking Fund Redemption. Any Outstanding Term Bonds maturing on the dates specified in Exhibit A of the Bond Purchase Contract (the "Term Bonds") shall also be subject to mandatory redemption in part by lot, on September 2 in each year commencing in the first year in which Sinking Fund Payments are required therefor under Exhibit A of the Bond Purchase Contract, from Sinking Fund Payments made by the City from the Redemption Fund pursuant to Section 4.04, at a redemption price equal to the principal amount thereof to be redeemed, without premium, in the aggregate respective principal amounts and on September 2 in the respective years, all as set forth in said Exhibit A of the Bond Purchase Contract; provided, however, if some but not all of the Term Bonds of a given maturity have been redeemed pursuant to subsection A above, the total amount of all future Sinking Fund Payments relating to such maturity shall be reduced by the aggregate principal amount of Term Bonds of such maturity so redeemed, to be allocated among such Sinking Fund Payments on a pro rata basis in integral multiples of $5,000, as determined by the Finance Director and specified to the Agent in writing, in order to maintain substantially level Debt Service.

Section 2.15 REFUNDING OF BONDS. The Bonds may be refunded by the City pursuant to the procedures of Division 11 or 11.5 of the California Streets and Highways Code upon the conditions as set forth in appropriate proceedings therefor, all as determined by the Council; provided, however, that the Council hereby determines that the Bonds shall not be subject to such refunding procedures prior to the Refunding Date. This determination shall not apply to, or in any manner limit, advancement of the maturity of any Bond or Bonds pursuant to Parts 8, 9, 11 or 11.1 of the Bond Law, nor shall this determination apply to, or in any manner limit, the redemption and payment of any Bonds pursuant to any subsequent proceedings which provide for the payment in full of all amounts necessary to eliminate any fixed special assessment liens previously imposed upon any assessment parcel within the Assessment District.

ARTICLE III
SALE AND DELIVERY OF BONDS

Section 3.01 SALE OF BONDS. The Bonds shall be sold to the Original Purchaser pursuant to a Bond Purchase Contract between the City and the Original Purchaser. The City Manager is hereby authorized to negotiate and execute the Bond Purchase Contract with the Original Purchaser for the sale of the Bonds, subject to such conditions as shall be provided by separate resolution of the Council.

Section 3.02 FURTHER AUTHORITY. The Officers of the City are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

The City Manager and the Clerk are authorized to complete and to approve changes in any provisions of this Resolution and Exhibit A hereto in order to accomplish the delivery of any of the Bonds on schedule. Such changes may be accomplished by attachment of a certificate, executed by both such officers, to this Resolution on file in the office of the Clerk.

ARTICLE IV
APPLICATION OF PROCEEDS OF BONDS
ESTABLISHMENT OF FUNDS

Section 4.01 APPLICATION OF PROCEEDS OF SALE OF BONDS. Upon receipt of the proceeds of sale of the Bonds on the Closing Date, the proceeds thereof shall be forthwith set aside, paid over and deposited by the Finance Director, as set forth in the Bond Purchase Contract, the Tax Certificate of the City and this Article IV.

Section 4.02 IMPROVEMENT FUND. The Improvement Fund is hereby established as a separate fund to be held by the Finance Director to the credit of which deposits shall be made as required by Sections 4.01 and 4.03. The moneys in the Improvement Fund shall be disbursed for the purpose of paying or reimbursing the costs of acquiring and constructing the Project, including but not limited to all costs incidental to or connected with such acquisition and construction, as follows:

(a) The Project consists of four major items, namely, Unit 1 Construction, Unit 4 Construction, Unit 5 Construction, and Industrial Drive Improvements, to be completed in individual stages. The Industrial Drive Improvements are to be completed as the first stage of the Project and upon completion and acceptance by the City, the Developer

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shall be reimbursed for the actual cost thereof from the Improvement Fund and the City will transfer a like sum into the Improvement Fund from its Public Facilities Fees on hand for that purpose.

(b) The Director of Finance shall then establish subaccounts under the Improvement Fund in the amounts shown in the Engineer's Report as the construction cost for each subdivision unit, 1, 4 and 5 and a pro rata share of the contingency, to be used for the reimbursement to the Developer for the acquisition of the improvements to the applicable unit in accordance with the provisions of the City's agreement with the Developer entitled, Agreement for the Acquisition of Rights-of-way and Public Improvements on file with the City Clerk (the "Agreement").

(c) As stated in the Engineer's Report and the Agreement, the improvements required to produce finished lots in each subdivision unit are partially funded by the Bond proceeds deposited in the Improvement Fund and partially funded by other sources. Developer is required to show evidence of the additional funding required prior to reimbursement from the Improvement Fund.

(d) In the event Developer fails to obtain such required additional funding for any subdivision unit, the Bond proceeds applicable thereto shall be transferred to the Redemption Fund and used to call Bonds in that amount and the lien on the parcels in that unit shall be reduced accordingly.

(e) If there are funds remaining in the Improvement Fund after all of the improvements for all of the three subdivision units in the Project are completed and accepted, the Developer shall be entitled to reimbursement therefrom for any improvements previously financed by sources other than Bond proceeds.

Disbursements from the Improvement Fund shall be subject also to the provisions of Sections 5.07 hereof. Any surplus remaining after payment of all such costs and expenses shall be used as set forth in the proceedings pursuant to the Resolution of Intention and applicable provisions of the Act and the Improvement Fund shall be closed.

Section 4.03 COSTS OF ISSUANCE FUND. The Costs of Issuance Fund is hereby established as a separate fund to be held by the Finance Director. The moneys in the Costs of Issuance Fund shall be used solely for the purpose of the payment of Costs of Issuance on or after the Closing Date. Any funds remaining in the Costs of Issuance Fund on the date that is six months after the Closing Date shall be transferred to the Improvement Fund and the Costs of Issuance Fund shall be closed.

Section 4.04 REDEMPTION FUND.

(A) Establishment of Redemption Fund. The Redemption Fund is hereby established as a separate fund to be held by the Finance Director to the credit of which

deposits shall be made as required by Sections 4.01, 4.05(E), 5.01 and, if applicable, Section 4.02 and any other amounts required to be deposited therein by this Resolution or the Bond Law. Moneys in the Redemption Fund shall be held for the benefit of the City and the Owners of the Bonds, shall be disbursed for the payment of the principal of (including Sinking Fund Payments), and interest and any premium on, the Bonds as provided below.

(B) Disbursements. On or before each Interest Payment Date, there shall be withdrawn from the Redemption Fund and delivered to the Agent for payment to the Owners of the Bonds the principal of (including Sinking Fund Payments), and interest and any premium, then due and payable on the Bonds. Five (5) business days prior to each Interest Payment Date, the Finance Director shall determine if the amount then on deposit in the Redemption Fund is sufficient to pay the Debt Service due on the Bonds on such Interest Payment Date; and if such amount is insufficient for such purpose, the Finance Director shall transfer to the Redemption Fund from the Reserve Fund, to the extent of any funds available therein, the amount of such insufficiency. Amounts so withdrawn from the Reserve Fund and deposited to the Redemption Fund shall be applied to the payment of the Bonds. If, after such transfers, there are insufficient funds in the Redemption Fund to make the payments provided for in the first sentence of this Section 4.04(B), the available funds shall be applied first to the payment of interest on the Bonds, then to the payment of principal (including Sinking Fund Payments) due on the Bonds, and then to payment of principal due on the Bonds by reason of Bonds called for redemption pursuant to Section 2.14(A) hereof.

Section 4.05 RESERVE FUND.

(A) Establishment of Fund. The Reserve Fund is hereby established as a separate fund to be held by the Finance Director to the credit of which an initial deposit shall be made on the Closing Date as required by Section 4.01, which deposit is equal initially to the Reserve Requirement allocable to the Bonds. Proceeds from redemption or sale of properties with respect to which payment of delinquent Assessments and interest thereon was made from the Reserve Fund, shall be credited to the Reserve Fund. Moneys or assets in the Reserve Fund shall be held in trust for the benefit of the City and the Owners as a reserve for the payment of principal of (including Sinking Fund Payments), and interest and any premium on, the Bonds.

(B) Use of Fund. Except as otherwise provided in this Section 4.05, all amounts deposited in the Reserve Fund shall be used and withdrawn solely for the purpose of making transfers to the Redemption Fund in the event of any deficiency at any time in the Redemption Fund of the amount then required for payment of the principal of (including

Sinking Fund Payments), and interest and any premium on, the Bonds or in accordance with the provisions of this Section 4.05, for the purpose of redeeming Bonds.

(C) Prepayment of Assessments. Whenever, after the issuance of the Bonds, an Assessment is prepaid, in whole or in part, as provided in the Bond Law, the Reserve Fund may be reduced in an amount equal to the product of the ratio of the original amount of the Assessment so paid to the original amount of all Assessments, times the initial Reserve Requirement. The prepayor shall be entitled to a credit in a like amount in determining the amount of such prepayment, and the amount of such credit shall be transferred from the Reserve Fund to the Redemption Fund.

(D) Transfer of Excess of Reserve Requirement. Whenever, on any Interest Payment Date, or on any other date, the amount in the Reserve Fund exceeds the then applicable Reserve Requirement, there shall, except as provided in Section 5.07 hereof for purposes of rebate, be transferred on or before such Interest Payment Date an amount equal to the excess from the Reserve Fund to the Redemption Fund to be used in accordance with Part 16 of the Bond Law. If such balance when added to the Redemption Fund is sufficient to retire all the Outstanding Bonds, whether by advance retirement or otherwise, collection of the principal and interest on the Assessments shall be discontinued and the Reserve Fund liquidated in retirement of the Outstanding Bonds at the written direction of the City. If such balance in the Reserve Fund at the time of liquidation exceeds the amount required to retire all of the Outstanding Bonds, the excess after payment of amounts due to the Finance Director, shall be transferred to the City to be used in accordance with the Act and the Bond Law.

Section 4.06 INVESTMENT OF FUNDS. Moneys in the Improvement Fund, the Costs of Issuance Fund, the Redemption Fund, and the Reserve Fund shall, whenever practicable, be invested in Authorized Investments, maturing not more than five (5) years after the date of investment. Any income therefrom or interest thereon shall accrue to and be deposited in the fund from which such moneys were invested, subject to the provisions of Sections 4.05 and 5.07 hereof. The Agent shall invest any moneys which may be held by it from time to time only upon written direction of the City.

ARTICLE V
COVENANTS OF THE CITY: TAX COVENANTS

Section 5.01 COLLECTION OF UNPAID ASSESSMENTS. The City shall comply with all requirements of the Act, the Bond Law and this Resolution to assure the timely

collection of the Assessments, including, without limitation, the enforcement of delinquent Assessments. To that end, the following shall apply:

(A) The Assessments as set forth on the list on file with the Finance Director together with the interest thereon, shall be payable in annual installments corresponding in number and proportionate amount to the number of installments and principal amounts of Bonds maturing or becoming subject to mandatory prior redemption under Section 2.14 hereof. An annual proportion of each assessment shall be payable in each Fiscal Year preceding the date of maturity or mandatory prior redemption date of each of the Bonds issued, sufficient to pay the Bonds when due (including Sinking Fund Payments). All sums received from the collection of the Assessments and of the interest and penalties thereon, less amounts retained by the City for administrative costs, shall be placed in the Redemption Fund immediately upon receipt from the County Tax Collector.

(B) The Finance Director shall, before the final date on which the Auditor will accept the transmission of the Assessments for the parcels within the Assessment District for inclusion on the next tax roll, prepare or cause to be prepared, and shall transmit to the Auditor, such data as the Auditor requires to include the installments of the Assessments on the next secured tax roll. The Finance Director is hereby authorized to employ consultants to assist in computing the installments of the Assessments hereunder and in reconciling Assessments billed to amounts received as provided in subsection (C) of this Section 5.01.

(C) The annual proportion of each Assessment coming due in any year, together with the annual interest thereon, shall be payable and be collected in the same manner and at the same time and in the same installments as the general taxes on real property are payable, and have the same priority, become delinquent at the same time and in the same proportionate amounts and bear the same proportionate penalties and interest after delinquency as do the general taxes on real property. In addition to any amounts authorized pursuant to section 8682 of the Bond Law to be included with the annual amounts of installments as aforesaid, the City, pursuant to section 8682.1 of the Bond Law, may cause to be entered on the assessment roll on which taxes will next become due, opposite each lot or parcel of land within the Assessment District in the manner set forth in section 8682 of the Bond Law, each lot's or parcel's pro rata share of the estimated annual expenses of the City in connection with the administrative duties thereof for the Bonds, including, but not limited to, the costs of registration, authentication, transfer of the Bonds, the administration and collection of assessments, the administration of the Reserve Fund or other related funds, and compliance with the provisions of this Article V and payment of amounts required to be rebated to the United

States pursuant to the Tax Code. If the City performs any transfer, registration, authentication, payment or other function described in this Article V, the expenses shall include a pro rata amount of the salaries of the City employees involved in the performance of such functions and all other costs incurred by the City in connection therewith. Pursuant to the provisions of section 10312 of the Act, the Council has established a maximum amount of five percent (5%) of each annual installment of principal and interest due on the Bonds issued to reimburse the City for such costs. Delinquent Assessments shall be subject to foreclosure pursuant to Section 5.02 hereof.

Section 5.02 FORECLOSURE. The City hereby covenants with and for the benefit of the Owners of the Bonds that it will order, and cause to be commenced within 150 days after the occurrence of a delinquency in excess of five percent (5%) of installments due on Assessments, and thereafter diligently prosecute an action in the superior court to foreclose the lien of any Assessment or installment thereof which has been billed, but has not been paid, pursuant to and as provided in Part 14, commencing with section 8830, of the Bond Law. On or before February 1st and June 1st of each fiscal year during the term of the Bonds the Finance Director shall cause the records of the County Tax Collector to be monitored to determine if there are any delinquencies in the payment of such Assessments and shall notify the City Attorney of any such delinquency of which the Finance Director is aware, and the City Attorney shall commence, or cause to be commenced, such foreclosure proceedings. The City Attorney is hereby authorized to employ counsel to conduct any such foreclosure proceedings.

Section 5.03 NO ADVANCES FROM AVAILABLE SURPLUS FUNDS. The City shall not be obligated to advance Available Surplus Funds of the City to cure any deficiency which may occur in the Redemption Fund.

Section 5.04 PUNCTUAL PAYMENT; COMPLIANCE WITH DOCUMENTS. The City shall punctually pay or cause to be paid the interest and principal to become due with respect to all of the Bonds in strict conformity with the terms of the Bonds and of this Resolution, and will faithfully observe and perform all of the conditions, covenants and requirements of this Resolution.

Section 5.05 NO PRIORITY FOR ADDITIONAL OBLIGATIONS. The City covenants that no additional bonds or other obligations shall be issued or incurred on a parity with, or having any priority over, the Bonds in the payment of principal or interest out of the Assessments.

Section 5.06 DISCLOSURE REQUIREMENTS. The City and the Agent hereby covenant and agree that they will comply with and carry out all of the provisions of the

Continuing Disclosure Certificate, and not later than March 31st of each year, the City or its designee shall prepare and file the annual reports required thereunder. Notwithstanding any other provisions of this Resolution, failure of the City or the Agent to comply with the Continuing Disclosure Certificate shall not be considered an Event of Default; however, any holder or beneficial owner of the Bonds may take such actions as may be necessary and appropriate to compel performance, including seeking mandate or specific performance by court order.

Section 5.07 FURTHER ASSURANCES. The City will adopt, make, execute and deliver any and all such further resolutions, instruments and assurances as may be reasonably necessary or proper to carry out the intention or to facilitate the performance of this Resolution, and for better assuring and confirming unto the Owners of the Bonds the rights and benefits provided by this Resolution.

Section 5.08 TAX COVENANTS.

(A) The City covenants that it shall not take any action, or fail to take any action, if such action or failure to take such action would adversely affect the exclusion from gross income of the interest payable on the Bonds under section 103 of the Tax Code. Without limiting the generality of the foregoing, the City covenants that it will comply with the requirements of the Tax Certificate, which is incorporated herein as if fully set forth herein. This covenant shall survive payment in full or defeasance of the Bonds.

(B) In the event that at any time the City is of the opinion that for purposes of this Section it is necessary or helpful to restrict or limit the yield on the investment of any moneys held by the Agent under this Resolution, the City shall so instruct the Agent under this Resolution in writing, and the Agent shall take such action as may be necessary in accordance with such instructions.

(C) Notwithstanding any provisions of this Section, if the City shall provide to the Agent an opinion of counsel of recognized standing in the field of law relating to municipal bonds that any specified action required under this Section is no longer required or that some further or different action is required to maintain the exclusion from federal income tax of interest on the Bonds, the Agent may conclusively rely on such opinion in complying with the requirements of this Section and of the Tax Certificate, and the covenants hereunder shall be modified to that extent.

ARTICLE VI
MISCELLANEOUS

Section 6.01 FUNDS AND ACCOUNTS. Any funds or accounts required by this Resolution to be established by the Finance Director or the Agent and held and

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maintained by the Finance Director may be established and maintained in the accounting records of the Finance Director or the Agent either as a fund or an account, and may, for the purposes of such records, any audits thereof and any reports or statements with respect thereto, be treated either as a fund or an account, but all such records with respect to all such funds or accounts shall at all times be maintained in accordance with sound accounting practices and with due regard for the protection of the security of the Bonds and the rights of every Owner thereof.

Section 6.02 PARTIAL INVALIDITY. If any one or more of the covenants or agreements, or portions thereof, provided in this Resolution to be performed on the part of the City, the Council or the Agent should be contrary to law, then such covenant or covenants, such agreement or agreements, or such portions thereof, shall be null and void and shall be deemed separable from the remaining covenants and agreements or portions thereof and shall in no way affect the validity of this Resolution or of the Bonds; but the Owners shall retain all the rights and benefits accorded to them under applicable provisions of law. The Council hereby declares that it would have adopted this Resolution and each and every other section, paragraph, subdivision, sentence, clause and phrase hereof, and would have authorized the issuance of the Bonds pursuant hereto, irrespective of the fact that any one or more sections, paragraphs, subdivisions, sentences, clauses or phrases of this Resolution or the application thereof, to any person or circumstance may be held to be unconstitutional, unenforceable or invalid.

Section 6.03 DEFEASANCE. The Bonds shall no longer be deemed to be outstanding and unpaid if the City shall have made adequate provision for the payment, in accordance with the Bonds and this Resolution, of the principal, interest and premiums, if any, to become due thereon at maturity or upon call and redemption prior to maturity. Such provision shall be deemed to be adequate if the Council shall, on behalf of the Assessment District, have irrevocably set aside, in a special trust fund or account, cash or non-callable Federal Securities which when added to the interest earned or to be earned thereon shall be sufficient to make such payments as they become due and to redeem any Bonds Outstanding on the earliest possible redemption date. Such provision may include, but is not limited to, the completion of proceedings and issuance of refunding bonds under the provisions of the Refunding Act of 1984 for 1915 Improvement Act Bonds, Division 11.5 of the California Streets and Highways Code, commencing with section 9500.

Section 6.04 VALIDITY OF BONDS. The validity of the authorization and issuance of the Bonds shall not be dependent upon the completion of the acquisition of the Project

or upon the performance by any person or such person's obligation with respect to the Project.

Section 6.05 PLEDGE OF ASSESSMENTS. The Bonds shall be secured by a first pledge (which pledge shall be effected in the manner and the extent herein provided) of all of the Assessments and all moneys deposited in the Redemption Fund and the Reserve Fund. The Assessments and all moneys deposited in those funds (except as otherwise provided herein) are hereby dedicated to the payment of the principal of (including Sinking Fund Payments), and interest and any premium on, the Bonds as provided herein and in the Bond Law until all of the Bonds have been paid and retired or until moneys or Federal Securities have been set aside irrevocably for that purpose in accordance with Section 6.03.

Section 6.06 REPEAL OF INCONSISTENT RESOLUTIONS. Any resolution of the Council and any part of such resolution, inconsistent with this Resolution, is hereby repealed to the extent of such inconsistency.

Section 6.07 AUTHORITY OF FINANCE DIRECTOR. All actions mandated by this Resolution to be performed by the Finance Director may be performed by the designee thereof or such other official of the City or independent contractor, consultant or trustee duly authorized by the City to perform such action or actions in furtherance of all or a specific portion of the requirements hereof.

Section 6.08 ADDITIONAL BONDS. Jurisdiction is hereby reserved to issue bonds, upon the security of and to represent additional unpaid assessments which may be levied against the entire property within the boundaries of the assessment district, for future phases of the project improvements, for future improvements to be installed pursuant to the agreement therefor, upon further development and the decision of the Director of Public Works as set forth in that agreement; provided, however, the City hereby covenants with the holders of the bonds to be currently issued as provided in this resolution, that such future bonds and unpaid assessments will not exceed forty percent (40%) of the retail value of the land and improvements following the installation of the improvements, as established by a qualified real estate appraiser.

Section 6.09 CERTIFIED COPIES. The Clerk shall furnish a certified copy of this Resolution to the Finance Director, to the Agent and to the County Auditor.

PASSED, APPROVED and ADOPTED JUN 16 1997.

GARY PODESTO, Mayor
of the City of Stockton

ATTEST:

KATHERINE GONG MEISSNER,
City Clerk of the City of Stockton

97-0219

United States of America
State of California
County of San Joaquin

REGISTERED REGISTERED

Number $*

CITY OF STOCKTON
LIMITED OBLIGATION IMPROVEMENT BOND
LITTLE JOHN CREEK ASSESSMENT DISTRICT NO. 97-01
SERIES 228

INTEREST RATE MATURITY DATE BOND DATE CUSIP NUMBER

REGISTERED OWNER:

PRINCIPAL AMOUNT: DOLLARS $_____

Under and by virtue of Articles 1 and 3, Division 6 of the Stockton Improvement Procedure Code (Part V, Chapter 9, Stockton Municipal Code) (the "Code"), Bond Plan B (NSR) and The Improvement Bond Act of 1915, Division 10 (commencing with Section 8500) of the California Streets and Highways Code (the "Act"), the City of Stockton, County of San Joaquin, State of California (the "City"), will, out of the redemption fund for the payment of the bonds issued upon the unpaid assessments for the the acquisition, work and improvements more fully described in proceedings taken pursuant to Resolution No. 97-0138, adopted by the City Council of the City on April 28, 1997, pay to the registered owner named above, or registered assigns, on the maturity date stated above, the principal amount stated above, in lawful money of the United States of America and in like manner will pay interest from the interest payment date next preceding the date on which this bond is authenticated, unless this bond is authenticated as of an interest payment date, in which event it shall bear interest from such interest payment date, or unless this bond is authenticated prior to September 2, 1997, in which event it shall bear interest from its date, until payment of the principal amount shall have been discharged, at the rate per annum stated above, payable semiannually on March 2 and September 2 in each year commencing on September 2, 1997. Interest is based upon a 360-day year divided into 12 months of 30 days each. The principal hereof and any redemption premium shall be paid upon surrender to the City, at the principal Corporate Trust Office of First Trust of California National Association (the "Agent"), or its successor, as Registrar, Transfer Agent, and Paying Agent, in St. Paul, Minnesota, of matured bonds or bonds called for redemption prior to maturity. The interest hereon is payable by check or draft mailed by first class mail on the interest payment date to the registered owner hereof at the registered owner's address as it appears on the records of the Agent as of the 15th day (the "Record Date") immediately preceding each interest payment date.

Provided, however, upon the written request made before the Record Date preceding an interest payment date by an Owner of $1,000,000 or more in aggregate principal amount of Bonds, payment will be made, at the owner's option, by wire transfer of immediately available funds to an account in the continental United States designated by such Owner to the Agent.

This bond will continue to bear interest after maturity at the rate above stated, provided it is presented at maturity and payment thereof is refused upon the sole ground that there are not sufficient moneys in the redemption fund with which to pay the same. If it is not presented at maturity, interest thereon will run until maturity.

This bond shall not be entitled to any benefit under the Code or the Resolution Determining Unpaid Assessments and Providing For Issuance of Bonds (the "Resolution of Issuance"), or become valid or obligatory for any purpose, until the certificate of authentication and registration hereon endorsed shall have been dated and manually signed by the Agent.

ADDITIONAL PROVISIONS OF THIS BOND ARE CONTINUED ON THE REVERSE SIDE HEREOF AND SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS THOUGH FULLY SET FORTH HEREIN AT LENGTH.

IN WITNESS WHEREOF, the City of Stockton has caused this bond to be signed in facsimile by its Director of Finance and by its Clerk, and has caused its corporate seal to be reproduced in facsimile hereon all as of the __ day of ____, 1997.

CITY OF STOCKTON

_____ City Clerk

_____ Director of Finance

(SEAL)

Certificate of Authentication and Registration

This is one of the Bonds, described in the within mentioned Resolution of Issuance, which has been authenticated and registered on

First Trust of California National Association,
Registrar, Paying Agent and Transfer Agent

By _____
Authorized Officer

(Reverse side of Bond)

LIMITED OBLIGATION IMPROVEMENT BOND
CITY OF STOCKTON
LITTLE JOHN CREEK ASSESSMENT DISTRICT NO. 97-01
SERIES 228

ADDITIONAL PROVISIONS OF THE BOND

This bond is one of several annual series of bonds of like date, tenor and effect, but differing in amounts, maturities, and interest rates, issued by the City under the Act and the Resolution of Issuance, for the purpose of providing means for paying for the improvements described in the proceedings, and is secured by the moneys in the bond redemption fund and by the unpaid assessments made for the payment of the improvements, and, including principal and interest, is payable exclusively out of such fund.

This bond is transferable by the registered owner hereof, in person or by the owner's attorney duly authorized in writing, at the office of the Agent, subject to the terms and conditions provided in the Resolution of Issuance, including the payment of certain charges, if any, upon surrender and cancellation of this bond. Upon such transfer, a new registered bond or bonds, of any authorized denomination or denominations, of the same maturity, for the same aggregate principal amount, will be issued to the transferee in exchange therefor. The Agent shall not be required to make such exchange or registration of transfer of bonds during the 15 days immediately preceding any interest payment date.

Bonds shall be registered only in the name of an individual (including joint owners), a corporation, a partnership, or a trust.

The City and the Agent may treat the owner hereof as the absolute owner for all purposes, and the City and the Agent shall not be affected by any notice to the contrary.

This bond or any portion of it in the amount of five thousand dollars ($5,000), or any integral multiple thereof, may be redeemed and paid in advance of maturity upon the second day of March or September in any year by giving at least 30 days notice by registered or certified mail or by personal service to the registered owner hereof at the owner's address as it appears on the registration books of the Agent by paying principal and accrued interest, together with a premium as follows:

Redemption Dates	Redemption Premium (%)
September 2, 1997 through September 2, 2005	3% of principal
March 2, 2006 and September 2, 2006	2% of principal
March 2, 2007 and September 2, 2007	1% of principal
March 2, 2008 and thereafter	None

The term Bonds maturing on September 2, 20___ are subject to mandatory redemption, in part by lot, on September 2 in each year commencing September 2, 20__ , from sinking fund payments from the bond redemption fund at a redemption price equal to the principal amount thereof to be redeemed, without premium, with accrued interest to the date of redemption, as follows:

Redemption Dates	Sinking Fund Payments
	[to be supplied]

This bond is a Limited Obligation Improvement Bond. Under the Resolution of Issuance, the City is not obligated to advance funds from the City treasury to cover any deficiency which may occur in the redemption fund for the Bonds.

LEGAL OPINION

I hereby certify that the following is a correct copy of the signed legal opinion of Timothy J. Hachman, Attorney at Law, Stockton, California, addressed to the City of Stockton and on file in my office, dated the date of the Bonds.

_____
City Clerk

(Insert opinion letter)

ABBREVIATIONS

The following abbreviations, when used in the inscription on the face of this Bond, shall be construed as though written in full, according to applicable laws or regulations:

TEN COM - as tenants in common

TEN ENT - as tenants by the entireties

JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT - Custodian (Cust) ___ (Minor) under Uniform Gifts to Minors Act _____(State)

ADDITIONAL ABBREVIATIONS MAY BE USED THOUGH NOT INCLUDED IN THE ABOVE LIST

97-0219

ASSIGNMENT

For value received, the undersigned do(es) hereby sell, assign and transfer unto

(Name, Address and Tax Identification or Social Security Number of Assignee)

the within Bond and do(es) hereby irrevocably constitute and appoint _____, attorney, to transfer the same on the registration books of the Agent, with full power of substitution in the premises.

Dated:

_____

NOTICE: The signature on this Assignment must correspond with the name(s) as written on the face of the within Bond in every particular without alteration or enlargement or any change whatsoever.

97-0219

RESOLUTION NO. 99-0339

CITY OF STOCKTON

A RESOLUTION OF INTENTION TO LEVY REASSESSMENTS AND TO ISSUE LIMITED OBLIGATION REFUNDING IMPROVEMENT BONDS UPON THE SECURITY THEREOF

West Eighth Street Assessment District No. 90-5 (Reassessment and Refunding of 1999)

WHEREAS, this Council has heretofore conducted the special assessment proceedings for the West Eighth Street Assessment District No. 90-5 (the "District") and issued the improvement bonds (the "Prior Bonds") of the City, all as described in Exhibit A attached hereto and hereby made a part hereof, and reference is hereby expressly made to Exhibit A for further particulars, including the numbers and dates of authorizing resolutions, dates and amounts of bonds; and

WHEREAS, the public interest requires the refunding of the Prior Bonds and this Council intends to accomplish said refunding through the levy of reassessments in and for the City's West Eighth Street Assessment District No. 90-5 (Reassessment and Refunding of 1999) and the issuance of refunding bonds upon the security of the unpaid reassessments therein, a portion of the proceeds of which refunding bonds shall be used to refund the Prior Bonds.

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

1. **Authority**. The proceedings for the levy and collection of reassessments as security for the issuance and payment of refunding bonds shall be conducted pursuant to the Refunding Act of 1984 for 1915 Improvement Act Bonds, Division 11.5 (commencing with Section 9500) of the Streets and Highways Code of California (the "Act").

2. **Boundary Map**. The contemplated reassessments and refunding, in the opinion of this Council, are of special benefit, and the costs and expenses thereof are made chargeable upon the District, the exterior boundaries of which are shown on the reassessment diagram thereof filed in the office of the City Clerk, to which maps reference is hereby made for further particulars. The diagram, indicates by boundary lines the extent of the territory included in the District and shall govern for all details as to the extent thereof.

3. **Public Property Omitted**. This Council declares that all public streets, highways, lanes and alleys within the District in use in the performance of a public function shall be omitted from the reassessment hereafter to be made to cover the costs and expenses of the reassessment and refunding, except to the extent that such properties shall be found to benefit from such reassessment.

4. **Reassessment and Report**. The reassessment and refunding are hereby referred to MBIA-Muni Financial, Temecula, California, a qualified firm employed by this City for the purpose hereof (the "Reassessment Consultant"), and the Reassessment Consultant is hereby directed to make and file with said Clerk a reassessment report in writing, presenting the following:

CITY ATTY REVIEW

DATE JUL 1 2 1999

99-0339

(a) A schedule setting forth the unpaid principal and interest on the Prior Bonds to be refunded and the total amounts thereof;

(b) The total estimated principal amount of the reassessment and of the refunding bonds to be secured by the unpaid reassessments and the maximum interest thereon, together with an estimate of cost of the reassessment and of issuing the Bonds, including all costs of issuing the refunding bonds, as defined by subdivision (a) of Section 9600 of the Act;

(c) The auditor's record kept pursuant to Section 8682 of the Streets and Highways Code of California showing the schedule of principal installments and interest on all unpaid original assessments for the Prior Bonds and the total amounts thereof;

(d) The estimated amount of each reassessment, identified by reassessment number corresponding to the reassessment number of the reassessment diagram, together with a proposed auditor's record for the reassessment prepared in the manner described in said Section 8682; and

(e) A reassessment diagram showing the assessment district and the boundaries and dimensions of the subdivisions of land within the district. Each subdivision, including each separate condominium interest as defined in Section 783 of the Civil Code, shall be given a separate number upon the diagram.

When any portion or percentage of the costs and expenses of the reassessment and refunding is to be paid from sources other than the reassessments, the amount of such portion or percentage shall first be deducted from the total estimated cost and expenses of the reassessment and refunding, and the reassessments shall include only the remainder of the estimated cost and expenses. If any excess shall be realized from the reassessment it shall be used, in such amounts as this Council may determine, in accordance with the provisions of law, in a manner or manners to be provided in these proceedings.

5. **Refunding Bonds**. Notice is hereby given that the limited obligation refunding improvement bonds (the "Bonds"), to represent the unpaid reassessments, and in the form(s) of serial/or term bonds, series and bearing interest at the rate or rates of interest to be determined by this Council at the time of sale thereof, but not to exceed the maximum rate authorized by applicable law at time of such sale, will be issued in these proceedings in the manner provided by the Act and the Improvement Bond Act of 1915, being Division 10 of the Streets and Highways Code of California (the "Bond Law"), the last installment of which Bonds (or series thereof) shall mature on a date that is not later the final maturity of (each of) the issues of bonds being refunded. Under the Bond Law, the City will not obligate itself to advance available funds from the treasury of the City to cure any deficiency in the redemption fund to be created with respect to the Bonds; provided, however, that a determination not to obligate itself shall not prevent the City from, in its sole discretion, so advancing the funds.

6. **Bond Call Procedures**. The provisions of Part 11.1 of Division 10 of the Streets and Highways Code of California, providing for an alternative procedure for the advance payment of reassessments and the calling of bonds, shall apply to the Bonds issued under these proceedings.

7. **Effective Date**. This resolution shall take effect upon the date of its adoption.

****

PASSED and **ADOPTED** this 13 day of July, 1999.

Mayor

Attest:

City Clerk

99-0339

EXHIBIT A

CITY OF STOCKTON
West Eighth Street Reassessment District No. 90-5
(Reassessment and Refunding of 1999)

Prior Bonds Names	Prior Bonds Res Nos.	Prior Bonds Res Dates	Prior Bonds Dated	Prior Bonds Original Principal Amount	Prior Bonds Principal Amount Remaining
Limited Obligation Improvement Bonds City of Stockton West Eighth Street Assessment District No. 90-5, Phase I	90-0714	10/9/90	10/17/90	$8,829,000	$7,820,000
Limited Obligation Improvement Bonds City of Stockton West Eighth Street Assessment District No. 90-5, Phase II	91-0799	10/28/91	11/14/91	$5,165,000	$4,645,000

99-0339

Resolution No. 03-0479

STOCKTON CITY COUNCIL

A RESOLUTION APPROVING THE ISSUANCE OF LIMITED OBLIGATION IMPROVEMENT BONDS, THE FORMS OF THE FISCAL AGENT AGREEMENT, THE BOND PURCHASE CONTRACT, THE PRELIMINARY OFFICIAL STATEMENT, AND THE CONTINUING DISCLOSURE AGREEMENT, AND AUTHORIZING RELATED ACTIONS AND EXECUTION OF RELATED DOCUMENTS IN RESPECT OF THE ISSUANCE, SALE, AND DELIVERY OF SAID BONDS

CITY OF STOCKTON
Mosher Assessment District 2003-02

WHEREAS, the City Council (the "City Council") of the City of Stockton (the "City"), by proceedings duly had and taken, previously provided for the formation of its Mosher Assessment District 2003-02 (the "Assessment District"), under and pursuant to the provisions of the Municipal Improvement Act of 1913, (being Division 12 of the California Streets and Highways Code); and

WHEREAS, on August 12, 2003, the City Council adopted its resolution approving the Final Engineer's Report, ordering acquisition of the public improvements as described therein, and levying the assessments on the parcels with assessments remaining unpaid as shown on the Paid and Unpaid List; and

WHEREAS, the City is a chartered city organized and existing under the Constitution and laws of the State of California; and

WHEREAS, the City has completed its legal proceedings under the Municipal Improvement Act of 1913 (Division 12 of the California Streets and Highways Code) in connection with the formation of the Assessment District by the City, as the same may be modified or subdivided from time to time by the City; and

WHEREAS, the property owners within the Assessment District have filed with the City Clerk Waiver and Consent forms waiving the 30-day cash payment period and other requirements in order that the City may proceed to expedite the authorization, sale, and delivery of the Bonds; and

WHEREAS, the City is empowered under the provisions of the Improvement Bond Act of 1915 (Division 10 of the California Streets and Highways Code) to undertake legal proceedings for the levy of assessments and for the issuance, sale, and delivery of bonds upon the security of the recorded assessments; and

WHEREAS, the City has determined to issue a series of bonds for the Assessment District designated as the City of Stockton Mosher Assessment District 2003-02 Limited Obligation Improvement Bonds (the "Bonds") to fund the acquisition of the improvements in and for the Assessment District, to fund a reserve fund, to fund capitalized interest, and to pay costs of issuance for the Bonds; and

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WHEREAS, the City has determined that the estimated amount necessary to finance the acquisition of the improvements, to fund a reserve fund, to fund capitalized interest, and to pay costs of issuance for the Bonds will require the issuance of the Bonds in the aggregate principal amount not to exceed Eighteen Million Five Hundred Thousand Dollars ($18,500,000.00); and

WHEREAS, the City has determined that all things necessary to make the Bonds, when authenticated by the Fiscal Agent and issued as provided in that certain Fiscal Agent Agreement (the "Fiscal Agent Agreement") between the City and Wells Fargo Bank, as fiscal agent (the "Fiscal Agent"), the valid, binding, and legal obligations of the City according to the import thereof and hereof have been done and performed; and

WHEREAS, in furtherance of implementing the financing, there have been filed with the City Clerk for consideration and approval by this City Council forms of the following documents:

(a) a Fiscal Agent Agreement, under the terms and provisions of which the Bonds are to be issued and administered;

(b) a Bond Purchase Contract, under the terms of which, among other things, the City agrees to sell and the underwriter agrees to purchase the Bonds;

(c) a Preliminary Official Statement, describing the Bonds;

(d) a Continuing Disclosure Agreement for the purpose of making undertakings to provide certain annual financial information and notice of material events; and

(e) an Acquisition Agreement for the purpose of acquiring the public improvements.

WHEREAS, being fully advised in the matter of the financing, this City Council wishes to proceed with implementation of said financing; and

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 City 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 financing in the manner and upon the terms herein provided; now, therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF STOCKTON, AS FOLLOWS:

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

Section 2. The City Council finds that the "Consent and Waiver" forms on file with the City Clerk are signed by the property owners in the Assessment District, and constitute valid and knowing waivers of the rights accorded to the property owners by these proceedings and waived therein.

Section 3. Pursuant to the Law, the Bonds shall be issued in the aggregate principal amount of not to exceed Eighteen Million Five Hundred Thousand Dollars ($18,500,00.00); provided, however, that (a) the bond discount shall not exceed 2%, (b) the original issue discount shall not exceed 1%, (c) the maximum interest rate on any maturity shall not exceed 7%, and (d) the maximum term of any maturity shall not extend beyond 31 years from the date of issuance.

Section 4. The form and substance of the Fiscal Agent Agreement is hereby approved. The City Manager, Assistant City Manager or Administrative Services Officer or designee thereof is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Fiscal Agent Agreement in substantially said form, with such changes therein as such officer may require or approve in consultation with the City Attorney and Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The form and substance of the Bond Purchase Contract is hereby approved. The City Manager, Assistant City Manager or Administrative Services Officer or designee thereof is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Bond Purchase Contract in substantially said form, with such changes therein as such officer may require or approve in consultation with the City Attorney and Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 6.

(a) The form and substance of the Preliminary Official Statement is hereby approved. The City Manager, Assistant City Manager or Administrative Services Officer is authorized to execute the final Official Statement to be derived therefrom.

(b) The City Manager, Assistant City Manager or Administrative Services Officer or designee thereof 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 Bonds or to the proceedings of this City Council or that such corrections or additions are in form rather than in substance.

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

Section 7. The form and substance of the Continuing Disclosure Agreement is hereby approved. The City Manager, Assistant City Manager or Administrative Services Officer or designee thereof is hereby authorized and directed to execute and deliver the

Continuing Disclosure Agreement in substantially the form on file with the City Clerk and presented to this meeting, with such changes as may be approved in the interest of the City by such officer in consultation with the City Attorney and Bond Counsel, such approval to be conclusively evidenced by such execution and delivery.

Section 8. The form and substance of the Acquisition Agreement is hereby approved. The City Manager, Assistant City Manager or Administrative Services Officer or designee thereof is hereby authorized and directed to execute and deliver the Acquisition Agreement in substantially the form on file with the City Clerk and presented to this meeting, with such changes as may be approved in the interest of the City by such officer in consultation with the City Attorney and Bond Counsel, such approval to be conclusively evidenced by such execution and delivery.

Section 9. 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, City agreements 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. In the event that all of the improvements to be financed for the Assessment District are not completed and ready for acquisition at the time of delivery of the Bonds, the City Manager, Assistant City Manager or Administrative Services Officer is hereby authorized and directed to enter into an agreement with the owner of the property in the Assessment District to provide for the acquisition thereof at a later date. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

PASSED, APPROVED and ADOPTED AUG 12 2003

Gloria Nomura

for GARY A. PODESTO, Mayor
of the City of Stockton

ATTEST:

Josephine Weber, Deputy

for KATHERINE GONG MEISSNER,
City Clerk of the City of Stockton

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03-0667

Resolution No. _____

STOCKTON CITY COUNCIL

RESOLUTION APPROVING THE ISSUANCE OF LIMITED OBLIGATION IMPROVEMENT BONDS, THE FORM OF THE FISCAL AGENT AGREEMENT, THE BOND PURCHASE CONTRACT, THE PRELIMINARY OFFICIAL STATEMENT, AND THE CONTINUING DISCLOSURE AGREEMENT, AND AUTHORIZING RELATED ACTIONS AND EXECUTION OF RELATED DOCUMENTS IN RESPECT OF THE ISSUANCE, SALE, AND DELIVERY OF SAID BONDS

CITY OF STOCKTON
March Lane/Holman Assessment District 2003-01

WHEREAS, the City Council (the "City Council") of the City of Stockton (the "City"), by proceedings duly had and taken, previously provided for the formation of its March Lane/Holman Assessment District 2003-01 (the "Assessment District"), under and pursuant to the provisions of the Municipal Improvement Act of 1913, (being Division 12 of the California Streets and Highways Code); and

WHEREAS, on November 4, 2003 the City Council adopted its resolution approving the Final Engineer's Report, ordering acquisition of the public improvements as described therein, and levying the assessments on the parcels with assessments remaining unpaid as shown on the Paid and Unpaid List; and

WHEREAS, the City is a chartered city organized and existing under the Constitution and laws of the State of California; and

WHEREAS, the City has completed its legal proceedings under the Municipal Improvement Act of 1913 (Division 12 of the California Streets and Highways Code) in connection with the formation of the Assessment District by the City, as the same may be modified or subdivided from time to time by the City; and

WHEREAS, the property owners within the Assessment District have filed with the City Clerk Waiver and Consent forms waiving the 30-day cash payment period and other requirements in order that the City may proceed to expedite the authorization, sale and delivery of the Bonds; and

WHEREAS, the City is empowered under the provisions of the Improvement Bond Act of 1915 (Division 10 of the California Streets and Highways Code) to undertake legal proceedings for the levy of assessments and for the issuance, sale and delivery of bonds upon the security of the recorded assessments; and

WHEREAS, the City has determined to issue a series of bonds for the Assessment District designated as the City of Stockton March Lane/Holman Assessment District 2003-01 Limited Obligation Improvement Bonds (the "Bonds") to

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fund the acquisition of the improvements in and for the Assessment District, to fund a reserve fund, to fund capitalized interest and to pay costs of issuance for the Bonds; and

WHEREAS, the City has determined that the estimated amount necessary to finance the acquisition of the improvements, to fund a reserve fund, to fund capitalized interest and to pay costs of issuance for the Bonds will require the issuance of the Bonds in the aggregate principal amount not to exceed $3,250,000; and

WHEREAS, the City has determined that all things necessary to make the Bonds, when authenticated by the Fiscal Agent and issued as provided in that certain fiscal agent agreement (the "Fiscal Agent Agreement") between the City and Wells Fargo Bank, as fiscal agent (the "Fiscal Agent"), the valid, binding and legal obligations of the City according to the import thereof and hereof have been done and performed; and

WHEREAS, in furtherance of implementing the financing, there have been filed with the City Clerk for consideration and approval by this City Council forms of the following documents:

(a) a Fiscal Agent Agreement, under the terms and provisions of which the Bonds are to be issued and administered;

(b) a Bond Purchase Contract, under the terms of which, among other things, the City agrees to sell and the underwriter agrees to purchase the Bonds;

(c) a Preliminary Official Statement, describing the Bonds;

(d) a Continuing Disclosure Certificate (attached as an appendix to the Preliminary Official Statement) for the purpose of making undertakings to provide certain annual financial information and notice of material events; and

(e) an Agreement To Construct and Acquire Public Improvements for the purpose of acquiring the public improvements; and

WHEREAS, being fully advised in the matter of the financing, this City Council wishes to proceed with implementation of said financing; and

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 City 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 financing in the manner and upon the terms herein provided; now, therefore,

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF STOCKTON, AS FOLLOWS:

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

Section 2. The City Council finds that the "Consent and Waiver" forms on file with the City Clerk are signed by the property owners in the Assessment District, and constitute valid and knowing waivers of the rights accorded to the property owners by these proceedings and waived therein.

Section 3. Pursuant to the Law, the Bonds shall be issued in the aggregate principal amount of not to exceed $3,250,000; provided, however, that (a) the bond discount shall not exceed 2%, (b) the original issue discount shall not exceed 2%, (c) the maximum interest rate on any maturity shall not exceed 8%, and (d) the maximum term of any maturity shall not extend beyond 31 years from the date of issuance.

Section 4. The form and substance of the Fiscal Agent Agreement is hereby approved. The City Manager, Assistant City Manager or Administrative Services Officer or designee thereof is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Fiscal Agent Agreement in substantially said form, with such changes therein as such officer may require or approve in consultation with the City Attorney and Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The form and substance of the Bond Purchase Contract is hereby approved. The City Manager, Assistant City Manager or Administrative Services Officer or designee thereof is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Bond Purchase Contract in substantially said form, with such changes therein as such officer may require or approve in consultation with the City Attorney and Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 6. (a) The form and substance of the Preliminary Official Statement is hereby approved. The City Manager, Assistant City Manager or Administrative Services Officer is authorized to execute the final Official Statement to be derived therefrom.

(b) The City Manager, Assistant City Manager or Administrative Services Officer or designee thereof 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 Bonds or to the proceedings of this City Council or that such corrections or additions are in form rather than in substance.

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

Section 7. The form and substance of the Continuing Disclosure Agreement is hereby approved. The City Manager, Assistant City Manager or Administrative Services Officer or designee thereof is hereby authorized and directed to execute and deliver the Continuing Disclosure Agreement in substantially the form on file with the City Clerk and presented to this meeting, with such changes as may be approved in the interest of the City by such officer in consultation with the City Attorney and Bond Counsel, such approval to be conclusively evidenced by such execution and delivery.

Section 8. The form and substance of the Acquisition Agreement is hereby approved. The City Manager, Assistant City Manager or Administrative Services Officer or designee thereof is hereby authorized and directed to execute and deliver the Acquisition Agreement in substantially the form on file with the City Clerk and presented to this meeting, with such changes as may be approved in the interest of the City by such officer in consultation with the City Attorney and Bond Counsel, such approval to be conclusively evidenced by such execution and delivery.

Section 9. 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, City agreements 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. In the event that all of the improvements to be financed for the Assessment District are not completed and ready for acquisition at the time of delivery of the Bonds, the City Manager, Assistant City Manager or Administrative Services Officer is hereby authorized and directed to enter into an agreement with the owner of the property in the Assessment District to provide for the acquisition thereof at a later date. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

PASSED, APPROVED and ADOPTED NOV - 4 2003.

GARY A. PODESTO
Mayor of the City of Stockton

ATTEST:

KATHERINE GONG MEISSNER
City Clerk of the City of Stockton

CLERK'S CERTIFICATE

I, Katherine Gong Meissner, City Clerk of the City of Stockton, do hereby certify as follows:

The foregoing resolution is a full, true and correct copy of a resolution duly adopted at a regular meeting of the City Council of said City duly and regularly held at the regular meeting place thereof on the 4th day of November, 2003, of which meeting all of the members of said City Council had due notice and at which a majority thereof were present; and that at said meeting said resolution was adopted by the following vote:

AYES: Seven (7)

NOES: Zero (0)

ABSENT: None

ABSTAINED: None

An agenda of said meeting was posted at least 72 hours before said meeting at 425 N. El Dorado Street, Stockton, California 95202, a location freely accessible to members of the public, and a brief description of said resolution appeared on said agenda.

I have carefully compared the foregoing with the original minutes of said meeting on file and of record in my office, and the foregoing is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes.

Said resolution has not been amended, modified or rescinded since the date of its adoption and the same is now in full force and effect.

Dated: November 4, 2003

Katherine Gong Meissner
City Clerk of the City of Stockton

[SEAL]

Resolution No. 04-0018

STOCKTON CITY COUNCIL

A RESOLUTION AUTHORIZING THE ISSUANCE OF BONDS, APPROVING AND DIRECTING THE EXECUTION OF A FISCAL AGENT AGREEMENT, AUTHORIZING SALE OF BONDS, AND APPROVING OFFICIAL STATEMENT AND OTHER RELATED DOCUMENTS AND ACTIONS WITH RESPECT THERETO

CITY OF STOCKTON
Waterford Estates East Phase II Assessment District No. 2003-03

WHEREAS, this Council has conducted proceedings under and pursuant to Resolution of Intention No. 03-684, adopted November 18, 2003 (the "Resolution of Intention"), to form the Waterford Estates East Phase II Assessment District No. 2003-03 (the "Assessment District"), to authorize the levy of special assessment upon the land within the Assessment District, and to issue bonds secured by said special assessment the proceeds of which are to be used to finance certain public improvements, all as described therein; and

WHEREAS, pursuant to the Resolution of Intention, this Council has provided for the issuance of improvement bonds pursuant to the Improvement Bond Act of 1915, Division 10 of the Streets and Highways Code of the State of California (the "Bond Law"); and

WHEREAS, notice of recordation of the assessments and the right to have thirty (30) days within which to pay assessment in cash has been duly given to the owners of the real property within the Assessment District and there is on file with the Finance and Administrative Services Director of the City a list of all the assessments which remain unpaid (the "List of Unpaid Assessments"); and

WHEREAS, there have been submitted to this Council certain documents providing for the issuance of the bonds by the City for the Assessment District, including the form of Fiscal Agent Agreement and this Council, with the aid of its staff, has reviewed said documents and found them to be in proper order; and

WHEREAS, there has also been submitted to this Council a form of Preliminary Official Statement in connection with the marketing of such bonds and the Council, with the aid of its staff, has reviewed the Preliminary Official Statement to assure proper disclosure of all material facts relating to such bonds that are in the personal knowledge of the Council Members and the City staff; and

WHEREAS, all conditions, things and acts required to exist, to have happened and to have been performed precedent to and in the issuance of said bonds and the levy of said special assessment as contemplated by this Resolution and the documents referred to herein exist, have happened and have been performed in due time, form and

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manner as required by the laws of the State of California, including the Bond Law; now, therefore,

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF STOCKTON, AS FOLLOWS:

Section 1. Unpaid Assessments. The assessments that remain unpaid are as shown on the List of Unpaid Assessments, which is hereby approved and incorporated herein by this reference. The total amount of the unpaid assessments is $3,360,000.00. For a particular description of the lots, pieces and parcels of land bearing the respective assessment numbers set forth in the List of Unpaid Assessments, reference is hereby made to the assessment and to the diagram, and any amendments thereto approved by this Council, all as recorded in the office of the Superintendent of Streets of the City.

Section 2. Bonds Authorized. Pursuant to the Bond Law, this Resolution and the Fiscal Agent Agreement (hereafter defined), improvement bonds of the City for the Assessment District designated as "Limited Obligation Improvement Bonds, City of Stockton, Waterford Estates East Phase II Assessment District No. 2003-03 (the "Bonds") in an aggregate principal amount not to exceed $3,360,000.00 are hereby authorized to be issued.

Section 3. Fiscal Agent Agreement. The proposed form of Fiscal Agent Agreement (the "Fiscal Agent Agreement") with respect to the Bonds in the form presented to this Council at this meeting, is hereby approved. The City Manager or the City Manager or such other official of the City as may be designated by the Council (the "Authorized Official") is hereby authorized and directed to execute and deliver the Fiscal Agent Agreement in substantially said form, with such additions thereto or changes therein as are approved by the Authorized Official upon consultation with the Law Offices of Timothy J. Hachman or Jones Hall, A Professional Law Corporation, the City's co-bond counsel ("Bond Counsel"), including such additions or changes as are necessary or advisable, provided that no additions or changes shall authorize an aggregate principal amount of Bonds in excess of $3,360,000.00 the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Fiscal Agent Agreement by the Authorized Official. The date, manner of payment, interest rate or rates, interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of redemption and other terms of the Bonds shall be as provided in the Fiscal Agent Agreement as finally executed.

Section 4. Sale of Bonds. The Authorized Official is hereby authorized to offer the Bonds for sale pursuant to the terms contained in the Official Notice of Sale in substantially the form on file with the City Clerk and sold at the lowest effective interest rate from a responsible bidder at a public sale. The forms of the Official Notice of Sale and the Official Bid Form on file with the City Clerk are hereby approved.

The Authorized Official is hereby authorized and directed to cause the publication of the Notice of Sale of the Bonds in substantially the form on file with the City Clerk) in *The Bond Buyer*, a financial newspaper of statewide circulation, one time, at least fifteen (15) days before the date of the sale of the Bonds.

The Authorized Official is hereby authorized, on behalf of the City, to accept the best responsive bid for the Bonds determined as set forth in the Official Notice of Sale or reject all bids.

Section 5. Bonds Printed and Delivered. Upon award of the sale, the Bonds shall be prepared, executed and delivered to Wells Fargo Bank, National Association, as fiscal agent (the "Fiscal Agent") for authentication, all in accordance with the terms of the Official Notice of Sale. The Fiscal Agent, the Authorized Official and other responsible officers of the City are hereby authorized and directed to take such actions as are required to cause the delivery of the Bonds upon receipt of the purchase price thereof.

Section 6. Official Statement. The Council hereby approves the Preliminary Official Statement describing the financing described therein, in substantially the form on file with the Authorized Official, together with any changes therein or additions thereto deemed advisable by the Authorized Official. Pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (the "Rule") the Preliminary Official Statement is hereby deemed final and the Authorized Official is hereby authorized and directed to provide written certification thereof. The execution of the final Official Statement, which shall include such changes and additions thereto deemed advisable by the Authorized Official, in consultation with the purchaser of the Bonds and Bond Counsel, and such information permitted to be excluded from the Preliminary Official Statement pursuant to the Rule, shall be conclusive evidence of the approval of the final Official Statement by the City.

Section 7. Actions. All actions heretofore taken by the officers and agents of the City with respect to the establishment of the assessment district and the sale and issuance of the Bonds are hereby approved, confirmed and ratified, and the proper officers of the City are hereby authorized and directed to do any and all things and take any and all actions and execute any and all certificates, agreements, contracts, and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds in accordance with this resolution, and any certificate, agreement, contract, and other document described in the documents herein approved.

PASSED, APPROVED and ADOPTED JAN - 6 2004.

GARY A. PODESTO, Mayor
of the City of Stockton

ATTEST:

KATHERINE GONG MEISSNER
City Clerk of the City of Stockton