04-1587

NEW ISSUE–BOOK-ENTRY ONLY

NO RATING
(See "NO RATING")

In the opinion of Kronick, Moskovitz, Tiedemann & Girard, a Professional Corporation, Sacramento, California, Bond Counsel, based upon an analysis of existing statutes, regulations, rulings and court decisions and assuming, among other things, the accuracy of representations and compliance with certain covenants, interest on the Series 2004 Bonds is excludable from gross income for federal income tax purposes and is exempt from State of California personal income taxes. In the opinion of Bond Counsel, interest on the Series 2004 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, however such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on corporations. Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the Series 2004 Bonds. See "TAX MATTERS."

$33,050,000
CITY OF WOODLAND
COMMUNITY FACILITIES DISTRICT NO. 2004-1
(SPRING LAKE)
SPECIAL TAX BONDS, SERIES 2004

Dated: Date of Delivery **Due: September 1, as shown on the inside cover**

The City of Woodland Community Facilities District No. 2004-1 (Spring Lake) Special Tax Bonds, Series 2004 in the principal amount of $33,050,000 (the "Series 2004 Bonds") are being issued by the City of Woodland (the "City") on behalf of the City's Community Facilities District No. 2004-1 (Spring Lake) (the "District") located in the City to: (i) provide funds to finance the construction and acquisition of certain public improvements; (ii) fund a Bond Reserve Fund for the Series 2004 Bonds; (iii) fund capitalized interest on the Series 2004 Bonds through September 1, 2005; and (iv) pay certain costs associated with the issuance of the Series 2004 Bonds. The Series 2004 Bonds are being issued pursuant to the Mello-Roos Community Facilities Act of 1982, as amended (Sections 53311 *et seq.* of the California Government Code) (the "Law"), and the provisions of a Fiscal Agent Agreement, dated October 1, 2004 (the "Fiscal Agent Agreement") by and between the City and U.S. Bank National Association, as fiscal agent (the "Fiscal Agent").

The Series 2004 Bonds are payable from the Special Tax levied annually on property located within the District and from certain other funds pledged under the Fiscal Agent Agreement. The Special Tax is levied according to the rate and method of apportionment approved by a vote of the qualified landowner electors within the District. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS," APPENDIX A–"CITY OF WOODLAND COMMUNITY FACILITIES DISTRICT NO. 2004-1 (SPRING LAKE) COMMUNITY FACILITIES DISTRICT REPORT" and APPENDIX B–"RATE, METHOD OF APPORTIONMENT AND MANNER OF COLLECTION OF SPECIAL TAX." The Special Tax is secured by a lien on certain real property within the District and does not constitute a personal indebtedness of the respective property owners. Thus, the value of the land within the District is a critical factor in determining the investment quality of the Series 2004 Bonds.

The Series 2004 Bonds will be issued in book-entry form, without coupons, initially registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), who will act as securities depository for the Series 2004 Bonds. Ownership interests in the Series 2004 Bonds may initially be purchased, in denominations of $5,000 or any integral multiple thereof, in book-entry only form as described herein. The principal of the Series 2004 Bonds is payable upon their respective stated maturities on September 1 of each year as set forth on the inside cover. Interest on the Series 2004 Bonds is payable semi-annually on September 1 and March 1 of each year, commencing March 1, 2005 at the rates shown on the inside cover. So long as Cede & Co is the registered owner of the Series 2004 Bonds, payments of principal and interest will be made to Cede & Co., as nominee for DTC. DTC is required in turn to remit such payments to DTC Participants for subsequent disbursements to Beneficial Owners. Disbursement of such payments to the DTC Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners is the responsibility of the DTC Participants and Indirect Participants as more fully described herein. See APPENDIX H–"DTC AND THE BOOK-ENTRY ONLY SYSTEM."

The Series 2004 Bonds are subject to optional and mandatory redemption as described herein. See "THE SERIES 2004 BONDS–REDEMPTION PROVISIONS."

The Series 2004 Bonds are limited obligations of the City payable solely from the Special Tax revenues *less* annual Administrative Expenses in the amount of $25,000 in any Fiscal Year of (the "Net Special Taxes") and certain funds established pursuant to the Fiscal Agent Agreement and held by the Fiscal Agent, as more fully described herein. Neither the faith and credit nor the general taxing power of the City, the County of Yolo, the State of California, or any political subdivision thereof is pledged to the payment of the Series 2004 Bonds. The Series 2004 Bonds do not constitute an indebtedness of the City, the County of Yolo, the State of California, or any political subdivision thereof, within the meaning of any constitutional or statutory debt limitation or restriction.

See "CERTAIN RISKS TO BONDHOLDERS" for a discussion of certain risk factors that should be considered, in addition to the other matters set forth herein, in evaluating investment in the Series 2004 Bonds.

This cover page contains information for quick reference only. It is *not* a complete summary of the Series 2004 Bonds. Investors should read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The Series 2004 Bonds are offered when, as and if issued, subject to the approval as to their legality by Kronick, Moskovitz, Tiedemann & Girard, a Professional Corporation, Sacramento, California, Bond Counsel, and certain other conditions. Certain legal matters will be passed on for the City by Best, Best & Krieger, LLP, Sacramento, California, City Attorney, and by Lofton & Jennings, San Francisco, California, Disclosure Counsel. It is anticipated that the Series 2004 Bonds will be available for delivery in book-entry only form through the facilities of DTC in New York, New York on or about October 5, 2004.

STINSON SECURITIES, LLC

Dated: September 23, 2004.

MATURITY SCHEDULE

$10,905,000 Serial Series 2004 Bonds

Maturity Date (September 1)	Principal Amount	Interest Rate	Price	CUSIP No.† (979568)	Maturity Date (September 1)	Principal Amount	Interest Rate	Price	CUSIP No.† (979568)
2006	$545,000	2.350%	99.261%	EE8	2014††	$735,000	4.700%	98.440%	EN8
2007	560,000	3.000	98.968	EF5	2015††	770,000	4.900	98.338	EP3
2008††	575,000	3.500	98.739	EG3	2016††	805,000	5.100	98.245	EQ1
2009††	595,000	3.900	99.116	EH1	2017††	850,000	5.250	98.158	ER9
2010††	620,000	4.000	98.446	EJ7	2018††	750,000	5.400	98.079	EZ1
2011††	645,000	4.250	98.526	EK4	2018	145,000	5.400	98.079	ES7
2012††	675,000	4.400	98.520	EL2	2019	940,000	5.550	98.009	ET5
2013††	700,000	4.600	98.560	EM0	2020	995,000	5.700	98.200	EU2

$10,395,000 – 6.00% Term Series 2004 Bonds due September 1, 2028 – Price: 98.00%–CUSIP No.† 979568 EX6
$11,750,000 – 6.25% Term Series 2004 Bonds due September 1, 2034 – Price: 100.00%–CUSIP No.† 979568 EY4

† Copyright 2004, American Bankers Association. CUSIP data herein is provided by Standard and Poor's, CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. This data is *not* intended to create a database and does not serve in any way as a substitute for the CUSIP Service. CUSIP numbers are provided for reference only. Neither the City nor the Underwriter take any responsibility for the accuracy of such numbers.

†† Subject to redemption on September 1, 2007 from amounts on deposit in the Acquisition Escrow Fund. See "THE SERIES 2004 BONDS–Acquisition Escrow Fund."

No dealer, broker, salesperson or other person has been authorized by the City, or the Underwriter to give any information or to make any representations other than as contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized by any of the foregoing. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2004 Bonds by any person, in any jurisdiction where such offer, solicitation or sale would be unlawful.

The information set forth herein has been obtained from sources that are believed to be reliable but is not guaranteed as to accuracy or completeness, and is not to be construed as a representation, by the City or the Underwriter. Neither the delivery of this Official Statement nor any sale made hereunder will, under any circumstances, create any implication that there has been no change in the affairs of the City or the District since the date hereof.

Certain statements included or incorporated by reference in this Official Statement constitute "forward-looking" statements within the meaning of the United States Private Securities Litigation Reform Act of 1995, Section 21E of the United States Securities Exchange Act of 1934, as amended and Section 27A of the United States Securities Act of 1933 as amended. Such statements are generally identifiable by the words "expects," "forecasts," "projects," "intends," "anticipates," "estimates," "assumes" and analogous expressions. The achievement of certain results or other expectations contained in such forward-looking statements are subject to a variety of risks and uncertainties that could cause actual results to differ materially from those that have been projected. No assurance is given that actual results will meet the forecasts of the City in any way, regardless of the optimism communicated in the information, and such statements speak only as of the date of this Official Statement. The City disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any changes in the expectations of the City with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

The summaries and references to the Fiscal Agent Agreement, the Law and to other statutes and documents referred to herein do not purport to be comprehensive or definitive and are qualified in their entireties by reference to each such statute and document. This Official Statement including any amendment or supplement hereto is intended to be deposited with one or more depositories.

The Underwriter has provided the following sentence for inclusion in this Official Statement. The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information.

In connection with this offering, the Underwriter may overallot or effect transactions that stabilize or maintain the market price of the Series 2004 Bonds at a level above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time. The Underwriter may offer and sell the Series 2004 Bonds to certain dealers and dealer banks and banks acting as agent at prices lower than the public offering prices stated on the cover page hereof, and said public offering prices may be changed from time to time by the Underwriter.

The issuance and sale of the Series 2004 Bonds have not been registered under the Securities Act of 1933 or the Securities Exchange Act of 1934, both as amended, in reliance upon exemptions provided thereunder by Sections 3(a)(2) and 3(a)(12), respectively, for the issuance and sale of municipal securities.

CITY OF WOODLAND

MAYOR AND CITY COUNCIL

Matt Rexroad, *Mayor*
David Flory, *Vice Mayor*
Jeff Monroe, *Councilmember*
Neal Peart, *Councilmember*
Artemio Pimentel, *Councilmember*

CITY STAFF

Richard Kirkwood, *City Manager*
Phillip Marler, *Assistant City Manager*
Joan Drayton, *Finance Director*
Debbie Grose, *Assistant Finance Director*
Margaret Vicars, *Project Consultant*
Sue Vannucci, *City Clerk*

SPECIAL SERVICES

Best, Best & Krieger, LLP
Sacramento, California
City Attorney

Kronick, Moskovitz, Tiedemann & Girard,
a Professional Corporation
Sacramento, California
Bond Counsel

U.S. Bank National Association
San Francisco, California
Fiscal Agent

Clark-Wolcott Company, Inc.
Sacramento, California
Appraiser

Ponticello Enterprises Consulting Engineers
Woodland, California
City Consulting Engineers

Lofton & Jennings
San Francisco, California
Disclosure Counsel

Del Rio Advisors (formerly MuniSoft)
Modesto, California
City Financial Advisor

Goodwin Consulting Group, Inc.
Sacramento, California
Special Tax Consultant

Economic & Planning Systems
Sacramento, California
Financial Consultant

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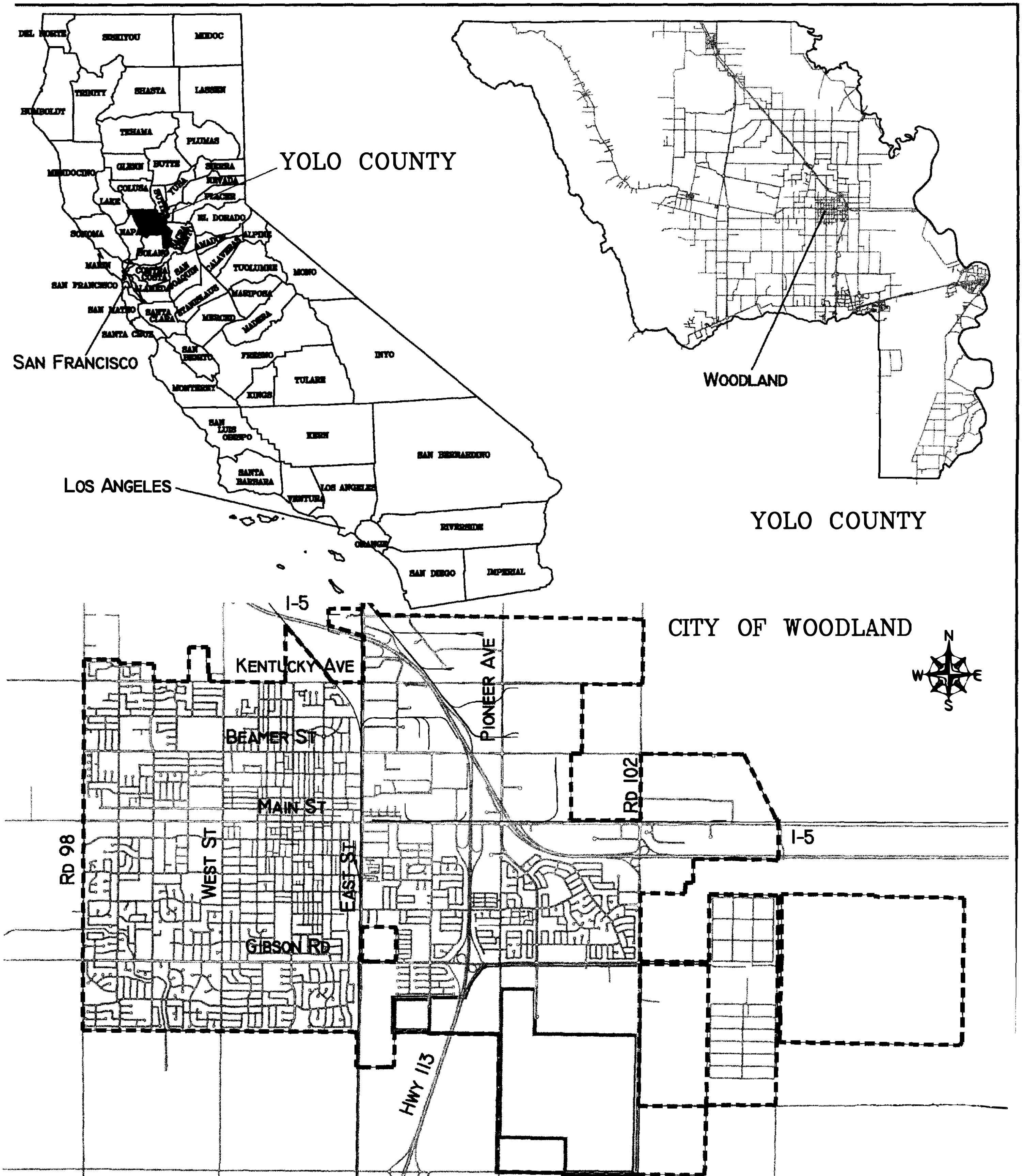

LEGEND
SLSP Boundary
District Boundary
City Boundary

AREA MAP

CITY OF WOODLAND
PUBLIC WORKS DEPARTMENT
ENGINEERING DIVISION
300 FIRST ST. WOODLAND, CA 95695 (530) 661-5961

$33,050,000
CITY OF WOODLAND
COMMUNITY FACILITIES DISTRICT NO. 2004-1
(SPRING LAKE)
SPECIAL TAX BONDS, SERIES 2004

INTRODUCTION

The description and summaries of various documents hereinafter set forth do not purport to be comprehensive or definitive, and reference is made to each document for the complete details of all terms and conditions. All statements herein are qualified in their entirety by reference to each document. All capitalized terms used in this Official Statement and not otherwise defined herein have the same meanings as set forth in the Fiscal Agent Agreement (defined below).

Recent Developments

On September 21, 2004, after more than four months of review and public hearings, the City Council adopted and updated its Parks, Recreation and Community Services Master Plan (Parks Master Plan) for the City of Woodland (the "City"), including the Spring Lake Specific Plan area and directed that the Major Project Financing Plan be updated to include the costs of specific components of the Parks Master Plan. The Parks Master Plan included preliminary cost estimates of $62.2 million for the development and construction of four eight-acre neighborhood parks, a four acre neighborhood park, a 40 acre community sports park, a 40 acre community/senior center and sports park, and an indoor swim center. Of the $62.2 million in project costs, $29.4 million (excluding land acquisition costs), is allocated to the Spring Lake Specific Plan area and $4.6 million is allocated to the City of Woodland Community Facilities District No. 2004-1 (Spring Lake) (the "District"). See also "THE DISTRICT."

During the meeting, three of the seven owners of property (collectively, the "Property Owners") within the District objected to the amenities contained within the plan and the proposed costs. Two of the Property Owners stated that their objection to the Parks Master Plan had no affect on the validity of the City of Woodland Community Facilities District No. 2004-1 (Spring Lake) Special Tax Bonds, Series 2004 (the "Series 2004 Bonds") or the feasibility of development within the District.

The scope of projects included within the Parks Master Plan, the nexus between those costs and the development within the District and the affect on development within the District were again discussed by the three Property Owners attending the meeting. These Property Owners also proposed that adoption of the Parks Master Plan be continued until additional evaluation could be completed. After being informed that the City Attorney had reviewed and approved the legal sufficiency of the employed methodology, the City Council adopted the proposed plan without further amendment.

Since the meeting on September 21, 2004, the remaining Property Owner has clarified his public statements in private discussions with City staff, the other Property Owners and consultants to the City. This clarification retracts any inference that development within the District is not feasible.

Authorization; Purpose

This Official Statement, which includes the cover page and attached Appendices, provides certain information concerning the issuance of the City of Woodland Community Facilities District No. 2004-1 (Spring Lake) Special Tax Bonds, Series 2004 in the principal amount of $33,050,000 (the "Series 2004 Bonds"). The Series 2004 Bonds are being issued pursuant to the terms and provisions of the Mello-Roos Community Facilities Act of 1982, as amended, constituting Sections 53311, *et seq.* of the California Government Code (the "Law"), and a Fiscal Agent Agreement dated as of October 1, 2004 (the "Fiscal Agent Agreement") by and between the City and U.S. Bank National Association, as Fiscal Agent (the "Fiscal Agent").

The Law was enacted by the California Legislature to provide an alternate method of financing certain public capital facilities and services, especially in developing areas of the State of California (the "State"). Once duly established by a city, county or other local agency, a community facilities district is a legally constituted governmental entity within defined boundaries, with the governing board or legislative body of the local agency acting on its behalf. Subject to approval by a two-thirds vote of a district's qualified electors and compliance with the provisions of the Law, a legislative body of a local agency may issue bonds for a community facilities district and may levy and collect a special tax within such district to repay such indebtedness.

Pursuant to the Law, the City Council adopted Resolution No. 4559 on June 22, 2004, providing for the establishment of the District and calling an election to authorize the issuance of bonds and the levying of an annual special tax (the "Special Tax"). On June 22, 2004 at a special election held pursuant to the Law, 100% of the qualified landowner electors in the District, authorized the issuance of special tax bonds in an amount not to exceed $112,500,000 (the "Bonds") to finance the acquisition and construction of certain facilities (the "Facilities"), and approved the maximum special tax, the method of apportionment and manner of collection of the Special Tax to pay for the Facilities, including the payment of interest on and principal of the Bonds, the repayment of funds advanced to the District, the annual administration expenses of the City and the District in determining, apportioning, levying and collection of the Special Tax and all authorized incidental expenses. See APPENDIX A–"CITY OF WOODLAND COMMUNITY FACILITIES DISTRICT NO. 2004-1 (SPRING LAKE) COMMUNITY FACILITIES DISTRICT REPORT–EXHIBIT A–DESCRIPTION OF FACILITIES PROPOSED TO BE FUNDED" and APPENDIX B–"RATE, METHOD OF APPORTIONMENT AND MANNER OF COLLECTION OF SPECIAL TAX."

The Series 2004 Bonds will be secured by a pledge of revenues received from the Special Tax levied by the City (including any prepayment thereof and proceeds from foreclosure sales pursuant to the Fiscal Agent Agreement) on developed and undeveloped property (if required) in the District (the "Speeial Taxes") *less* annual City administrative expenses in an amount of $25,000 (the "Net Special Taxes"), the bond reserve fund (the "Bond Reserve Fund") established under the Fiscal Agent Agreement and money in certain other funds and accounts established under the Fiscal Agent Agreement. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS." The Special Tax is included on the regular property tax bill sent to the record owners of property within the District. The City has covenanted in the Fiscal Agent Agreement for the benefit of the owners of the Series 2004 Bonds, under certain circumstances described herein, to commence judicial foreclosure proceedings against property delinquent in the payment of the Special Taxes and to diligently pursue such proceedings to completion. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS–Special Tax Authorization" and "–Delinquent Payments of Special Tax; Covenant to Foreclose."

The Series 2004 Bonds are special tax obligations of the City, and the interest on, principal of and redemption premiums, if any, on the Series 2004 Bonds are payable solely from the proceeds of the Net Special Taxes (including any prepayments thereof and proceeds from the sale of property collected

pursuant to the foreclosure provisions of the Fiscal Agent Agreement for the delinquency of the Special Tax) and amounts in certain funds and accounts established in the Fiscal Agent Agreement. Neither the full faith and credit nor the general taxing power of the City is pledged for the payment of the interest on, principal of and redemption premiums, if any, on the Series 2004 Bonds. The Series 2004 Bonds do not constitute an indebtedness of the City within the meaning of any constitutional or statutory debt limitation or restriction.

The Series 2004 Bonds are being issued by the City to: (i) provide funds to finance the construction and acquisition of certain public improvements (see "THE FACILITIES AND THE FINANCING PLAN"); (ii) fund the Bond Reserve Fund for the Series 2004 Bonds; (iii) fund capitalized interest on the Series 2004 Bonds through September 1, 2005; and (iv) pay certain costs associated with the issuance of the Series 2004 Bonds. See "ESTIMATED SOURCES AND USES OF FUNDS" and "THE DISTRICT."

On the date of delivery of the Series 2004 Bonds a portion of the proceeds in the amount of $7,720,000 representing the principal amount of Series 2004 Bonds that does not satisfy a 3:1 value-to-lien ratio based upon the current appraisal (the "Escrow Secured Bonds"), will be deposited into an Acquisition Escrow Fund. The amounts or portions thereof on deposit in the Acquisition Escrow Fund will be applied to either acquire certain Facilities or to redeem all or a portion of the Escrow-Secured Bonds on September 1, 2007. See "THE SERIES 2004 BONDS–Acquisition Escrow Fund."

Security and Sources of Payment for the Bonds

Net Special Taxes. Payments of interest on and principal of the Bonds are to be made from the Net Special Taxes received from the Special Tax authorized to be levied annually by the City on all Taxable Property in the District under and pursuant to the Law and the election held in the District on June 22, 2004. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS–Special Tax Authorization."

Bond Reserve Fund. The Fiscal Agent Agreement establishes a Bond Reserve Fund, that is required to be funded in an amount equal to the Bond Reserve Requirement. Upon the issuance of the Series 2004 Bonds, the Bond Reserve Requirement will be $2,410,290. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS–Bond Reserve Fund."

The District

The District is located in the approximately 1,097 acre Spring Lake Specific Plan area of the City and comprises approximately 657 acres of the Spring Lake Specific Plan area. It is expected that upon full buildout of the District approximately 1,407 single family homes, approximately 621 multifamily housing units, approximately nine acres of commercial development and approximately 30 acres of parks and open space will be developed. See "THE DISTRICT."

Risk Factors

There are risks inherent in the purchase of the Series 2004 Bonds. See "CERTAIN RISKS TO BONDHOLDERS" for a discussion of some of the risk factors that should be considered, in addition to the other matters set forth herein, in evaluating the investment quality of the Series 2004 Bonds.

Continuing Disclosure

The City and two Property Owners responsible for payment of at least 20% of the Special Tax, based on their current ownership in the District, KB Home North Bay, Inc. and Turn of the Century (collectively, the "Major Property Owners"), have each covenanted for the benefit of Bondholders and Beneficial Owners to provide certain financial information and operating data relating to the District by not later than 270 days (in the case of the City) and (210 days in the case of the Property Owners) days after the end of the City's Fiscal Year, commencing with the report for the Fiscal Year ending June 30, 2005 (the "Annual Report"), and to provide notices of the occurrence of certain enumerated events, if material. The Annual Report will be filed with each Nationally Recognized Municipal Securities Repository and with any then existing State Repository (collectively, the "Repositories"). The notices of material events will be filed with the Repositories. In addition, the City has agreed to provide certain public information relating to the Series 2004 Bonds and the District to any Bondholder or Beneficial Owner making written request therefor.

The Major Property Owners have each agreed to provide certain Quarterly Reports to any Bondholder or Beneficial Owner making written request therefor. The specific nature of the information to be contained in the Annual Report, the notices of material events and other information or reports is set forth in APPENDIX F–"FORMS OF CONTINUING DISCLOSURE CERTIFICATES." These covenants have been made in order to assist the Underwriter in complying with S.E.C. Rule 15c2-12(b)(5).

The City failed to timely file Annual Reports in 2001-2003. The City has since filed these Annual Reports and implemented new internal controls to ensure compliance in the future. The one undertaking of the City with respect to its only other community facilities district (Community Facilities District No. 1 (Gibson Ranch)) has always been filed timely.

This will be the initial undertaking to provide continuing disclosure for Turn of the Century.

Additional Information

Brief descriptions of the Series 2004 Bonds, the security for the Series 2004 Bonds, the Special Tax, the City, the District and the property in the District and the Property Owners within the District are included in this Official Statement together with summaries of certain provisions of the Series 2004 Bonds, the Fiscal Agent Agreement, the Specific Plan, the Facilities Financing Plan, the Capital Plan, the Infrastructure Report, the Funding and Reimbursement Agreement, the Appraisal Report (each as defined herein) and certain other documents. Such descriptions do not purport to be comprehensive or definitive. Capitalized terms used herein and not otherwise defined shall have the meanings given to such terms as set forth in the Fiscal Agent Agreement. All references herein to the Fiscal Agent Agreement, the Specific Plan, the Facilities Financing Plan, the Capital Plan, the Infrastructure Report, the Appraisal Report and other documents are qualified in their entirety by reference to such documents, and references herein to the Series 2004 Bonds are qualified in their entirety by reference to the form thereof included in the Fiscal Agent Agreement, copies of which are available prior to the issuance of the Series 2004 Bonds at the office of the Finance Director of the City, City of Woodland, City Hall, 300 First Street, Woodland, California 95695, telephone: (530) 661-5830 and thereafter at the office of the Fiscal Agent, U.S. Bank National Association, One California Street, Suite 2550, San Francisco, California 94111; telephone: (415) 273-4517.

PLAN OF FINANCE

The Series 2004 Bonds are the first Series of Bonds to be issued of the aggregate $112,500,000 principal amount authorized in order to finance the estimated costs of constructing and installing Backbone Infrastructure improvements (defined herein) required for the development of the property within the District. Following the issuance of the Series 2004 Bonds, $79,450,000 principal amount of Bonds secured by Net Special Taxes will remain authorized but unissued. See "THE FACILITIES AND THE FINANCING PLAN."

On January 15, 2003, the City Council approved a report (the "Facilities Financing Plan") with respect to the Specific Plan Area prepared by Economic & Planning Systems which established the policy framework for financing the required major infrastructure improvements such as all major streets (collectors and arterials) including above-ground and underground utilities associated with those streets, all bikeways, greenbelts, open space facilities, drainage channels, detention ponds, water wells, pump stations and parks that provide connectivity and or benefit to the Specific Plan area (collectively, the "Backbone Infrastructure") and other public facilities to be constructed or acquired in connection with the development of the Specific Plan Area, and identified the related estimated costs, constraints and phasing requirements. Facilities and the cost estimates therefor are identified in the City of Woodland Community Facilities District No. 2004-1 (Spring Lake) Community Facilities District Report (the "CFD Report") adopted by the City on June 22, 2004. A complete copy of the CFD Report is set forth in APPENDIX A.

The City anticipates that development within the District will occur over the next 11 years, with full buildout anticipated in 2015. The costs to finance the Facilities are expected to be derived from various development and impact fees paid by the owners of property within the District and from proceeds of the issuance of the Bonds. Depending upon economic conditions, demand and other factors, it is anticipated that a second Series of Bonds may be issued between 2007 and 2011 and a final Series of Bonds may be issued between 2011 and 2015.

Within the limits of the Special Tax Formula (defined herein), the Annual Maximum Special Tax is calculated to be an amount that is sufficient to pay debt service on the Series 2004 Bonds and any Additional Bonds. For Fiscal Year 2004-05, the Expected Maximum Special Tax Revenue is equal to $2,622,713, however the special tax will not be levied until Fiscal Year 2005-06. Interest on the Series 2004 Bonds has been capitalized through September 1, 2005. Assuming full buildout of the District in 2015 in accordance with the current development plans, the gross annual Expected Maximum Special Tax Revenue to be derived from Taxable Property in the District will be approximately $6,487,560 in 2015. The Maximum Special Tax is designed to provide Special Tax revenues on an annual basis. There is no assurance that collections of the Maximum Special Tax on the property in the District will be sufficient to pay the amounts required to be paid by the Fiscal Agent Agreement at all times. See also "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS–Special Tax Formula" and "THE DISTRICT."

THE SERIES 2004 BONDS

Authority for Issuance

The Series 2004 Bonds are issued pursuant to the Law and the Fiscal Agent Agreement.

Description

The Series 2004 Bonds will be issued as fully registered bonds without coupons in denominations of \$5,000, or any integral multiple thereof (not exceeding the principal amount maturing at any one time), and shall be dated the date of delivery thereof. The Series 2004 Bonds will be issued in book-entry only form and The Depository Trust Company, New York, New York ("DTC") will act as securities depository for the Series 2004 Bonds. See APPENDIX H–"DTC AND THE BOOK-ENTRY ONLY SYSTEM." The Series 2004 Bonds will mature on September 1, commencing September 1, 2006, in the principal amounts and years, and bearing rates of interest, as shown on the inside cover of this Official Statement.

Interest on the Series 2004 Bonds will be payable semiannually on March 1 and September 1 of each year (each, an "Interest Payment Date"), commencing March 1, 2005, and will be computed on the basis of a 360-day year consisting of twelve 30-day months. Each Series 2004 Bond will bear interest from the date of delivery. So long as the Series 2004 Bonds are held in book-entry only form, principal of and interest on the Series 2004 Bonds will be paid directly to DTC for distribution to the beneficial owners of the Series 2004 Bonds in accordance with the procedures adopted by DTC.

Acquisition Escrow Fund

On the date of delivery of the Series 2004 Bonds a portion of the proceeds in the amount of \$7,720,000 (the "Escrow-Secured Bond Amount") will be deposited in the Acquisition Escrow Fund established under the Fiscal Agent Agreement and held by the Fiscal Agent. The amounts on deposit in the Acquisition and Escrow Fund will be applied to either acquire certain of the Initial Facilities Requirements (defined herein) or will be applied by the Fiscal Agent to redeem Series 2004 Bonds on September 1, 2007 in the event the Escrow Release Test (defined below) is not satisfied.

Release of Acquisition Escrow Fund for Expenditure. On any date before July 1, 2007, upon receipt of a Request of the City stating that Escrow Release Test has been satisfied, the Fiscal Agent will transfer from the Acquisition Escrow Fund to the Series 2004 Acquisition and Construction Account the amounts described in the Written Request, which will be determined as follows:

> (i) <u>Release in Full.</u> If the value of the Taxable Property is sufficient to establish a 3:1 value-to-lien ratio, when all Outstanding Series 2004 Bonds are taken into account in the calculations for the Escrow Release Test, then the City will instruct the Fiscal Agent to transfer all of the funds in the Acquisition Escrow Fund to the Series 2004 Acquisition and Construction Account.
>
> (ii) <u>Partial Release.</u> If the value of the Taxable Property is sufficient to establish a 3:1 value-to-lien ratio only if a *portion* of the principal amount of the Series 2004 Bonds is taken into account in the calculations for the Escrow Release Test, then the City will calculate the amount that must remain on deposit in the Acquisition Escrow Fund in order to redeem a principal amount of Series 2004 Bonds equal to the Escrow-Secured Bond Amount (*i.e.*, that amount that exceeds the principal amount of Series 2004 Bonds taken into account in establishing the 3:1 value-to-lien ratio under the Escrow Release Test (the "Retained Sum")) and will instruct the Fiscal Agent to transfer the amount on deposit in the Acquisition Escrow Fund that exceeds the Retained Sum to the Series 2004 Acquisition and Construction Account. Any Retained Sum that remains on deposit in the Acquisition Escrow Fund after July 1, 2007 will be used to effect a mandatory redemption of the Series 2004 Bonds. See "–Redemption Provisions–*Mandatory Redemption from Amounts Held in the Acquisition Escrow Fund or from Draw on a Letter of Credit.*"

Escrow Release Test. The amounts in Acquisition Escrow Fund will be released by the Fiscal Agent upon receipt of a Request of the City, provided that all of the following conditions have been satisfied:

(i) Special Tax Delinquencies. The amount of Special Tax received in the most recent Fiscal Year equaled at least 95% of the amount of Special Tax levied in such Fiscal Year; and no owner whose properties are responsible for payment of 10% or more of the annual Special Tax levied is be delinquent in the payment of such Special Tax;

(ii) Value-to-Lien Ratio. The value of the Taxable Property and the then existing private improvements thereon, based on either the assessed valuation contained in the *ad valorem* assessment roll of the County Assessor or a fair market appraisal performed by a real estate appraiser selected by the City who is certified by the State and is a Member of the Appraisal Institute ("MAI") and applying the standards and methods for appraisals described in the City's Local Goals and Policies Concerning the Use of the Mello-Roos Community Facilities Act, and subject, in either case, to an appraiser's confirmation as described in subparagraph (iii), shall be equal to at least three times the sum of: (a) the aggregate principal amount of all Bonds Outstanding, excluding, in the case of a proposed partial release of funds from the Acquisition Escrow Fund, the Escrow-Secured Bond Amount following such proposed partial release, plus (b) the aggregate principal amount of all other bonds outstanding allocable to and payable from Mello-Roos special taxes or special assessments levied on the Taxable Property.

(iii) No Material Extraordinary Assumptions or Limiting Conditions in the Appraisal. If an appraisal is used to evidence satisfaction of the value-to-lien ratio condition described in subparagraph (ii), the Finance Director is required to receive a letter from the appraiser confirming that the appraisal does not contain any extraordinary assumptions or limiting conditions that, if taken into account (*i.e.,* not excepted from the analysis) by the appraiser, would cause a material reduction in valuation of the Taxable Property. If assessed value is used to evidence satisfaction of the value-to-lien condition, the Finance Director is required to receive a letter from an MAI appraiser eonfirming that, if an appraisal of the Taxable Property had been conducted no such material assumptions or limiting conditions would have been required to be included in the appraisal.

(iv) Condition of Facilities. All Facilities that have been accepted by the City and paid for with proceeds from the Series 2004 Bonds are required to be in satisfactory operating condition, or alternatively, the Property Owner that is constructing such Facility is making satisfactory progress on repairs and is in compliance with the warranty covenants under the agreement with the City for the acquisition of such Facility.

Letter of Credit Alternative to Establishing Value-to-Lien Ratio. On any date before July 1, 2007, upon deposit with the Fiscal Agent of a letter of credit in an amount sufficient to redeem a principal amount of Series 2004 Bonds equal to the Escrow-Secured Bond Amount, the City will instruct the Fiscal Agent to transfer the funds in the Acquisition Escrow Fund to the Series 2004 Acquisition and Construction Account.

Any letter of credit delivered to the Fiscal Agent is required to be (i) unconditional, irrevocable, non-transferable, and payable on written demand of the Fiscal Agent stating that it is entitled to draw on the letter of credit, (ii) issued by a financial institution having unsecured long-term debt obligations rated in one of the three highest Rating Categories of Moody's or Standard & Poor's and short-term obligations rated in the highest Rating Category of Moody's or Standard & Poor's, (iii) have a minimum term of one year, and (iv) otherwise be in a form acceptable to the City. At least 60 days prior to the last Interest Payment Date before the stated expiration of the letter of credit, the account party shall either deliver to the Fiscal Agent a replacement letter of credit, or deliver an extension of such letter of credit for at least an additional year.

If, on the day that is 60 days prior to the last Interest Payment Date before the expiration of a letter of credit, the Fiscal Agent has not received either an extension of the term of the letter of credit to a date at least one year after its termination date or a replacement letter of credit, the Fiscal Agent will draw on the letter of credit and apply the amounts drawn to the redemption of Series 2004 Bonds on the next Interest Payment Date.

Redemption Provisions

Optional Redemption from any Source Other Than Sinking Fund Payments or Prepayment of the Special Tax. The Series 2004 Bonds maturing on or after September 1, 2015 are subject to optional redemption by the City prior to their respective maturity dates, as a whole or in part on any date on or after September 1, 2014, from funds derived by the City from any source other than Sinking Fund Payments or prepayments of the Special Tax, at the following redemption prices (computed upon the principal amount of the Series 2004 Bonds or portions thereof called for redemption) together with accrued interest to the date fixed for redemption, as set forth below:

Table 1
OPTIONAL REDEMPTION

Redemption Date	Redemption Price
September 1, 2014 through August 31, 2015	102%
September 1, 2015 through August 31, 2016	101
September 1, 2016 and prior to maturity	100

Mandatory Redemption from Prepayment of Special Tax. The Series 2004 Bonds are subject to mandatory redemption by the City prior to their respective maturity dates, as a whole or in part, by such maturities as may be specified by the City at random within a maturity, on any Interest Payment Date solely from money derived by the City from prepayment of the Special Tax by any property owner in the District, at the following redemption prices (computed upon the principal amount of the Series 2004 Bonds or portions thereof called for redemption), together with accrued interest to the date fixed for redemption, as set forth below:

Table 2
MANDATORY REDEMPTION FROM PREPAYMENT OF SPECIAL TAX

Redemption Date	Redemption Price
Prior to September 1, 2014	103%
September 1, 2014 or March 1, 2015	102
September 1, 2015 or March 1, 2016	101
September 1, 2016, and prior to maturity	100

Transfers of property ownership and certain other circumstances could result in prepayment of the Special Tax. Such prepayment would result in redemption of all or a portion of the Series 2004 Bonds prior to their stated maturities, at the redemption prices corresponding to the redemption dates as shown above, and would thus cause a proportionate reduction of the amount on deposit in the Bond Reserve Fund.

Mandatory Sinking Fund Redemption of Term Bonds. The Series 2004 Bonds maturing on September 1, 2028 (the "2028 Term Bonds") and September 1, 2034 (the "2034 Term Bonds") are subject to mandatory redemption prior to their respective stated maturity dates, in part, from Sinking Fund Payments deposited in the Sinking Account of the Principal Fund maintained by the Fiscal Agent, at a redemption price of 100 percent of the principal amount thereof, plus accrued interest to the date fixed for redemption, without a redemption premium, on the respective dates and in the respective amounts shown below.

Table 3
MANDATORY SINKING FUND REDEMPTION OF TERM BONDS

2028 Term Bonds		2034 Term Bonds	
Redemption Date (September 1)	Amount	Redemption Date (September 1)	Amount
2021	$1,050,000	2029	$1,675,000
2022	1,115,000	2030	1,780,000
2023	1,180,000	2031	1,890,000
2024	1,250,000	2032	2,005,000
2025	1,325,000	2033	2,135,000
2026	1,405,000	2034††	2,265,000
2027	1,490,000		
2028†	1,580,000		

† Stated Maturity.
†† Stated Final Maturity.

Mandatory Redemption from Amounts Held in the Acquisition Escrow Fund or from Draw on a Letter of Credit. The Series 2004 Bonds maturing on September 1, 2008 through and including September 1, 2017, and $750,000 principal amount of Series 2004 Bonds maturing on September 1, 2018 (see "DEBT SERVICE REQUIREMENTS–Table 5–Debt Service Schedule") are subject to mandatory redemption by the City prior to their respective stated maturities, as a whole or in part (by such maturities as may be specified by the City and at random within a maturity), either: (i) on September 1, 2007 from amounts held in the Acquisition Escrow Fund in accordance with the Fiscal Agent Agreement, or (ii) on any Interest Payment Date from a draw on a letter of credit in accordance with the Fiscal Agent Agreement, at a redemption price equal to the principal amount of Series 2004 Bonds called for redemption, together with accrued interest thereon to the date fixed for redemption, without premium. See also "–Acquisition Escrow Fund."

Selection of Bonds for Redemption. If the City does not specify the maturities of the Series 2004 Bonds to be redeemed, such Series 2004 Bonds will be redeemed in inverse order of maturity. If less than all the Outstanding Series 2004 Bonds of any maturity are to be redeemed, the Fiscal Agent shall select the Series 2004 Bonds to be redeemed, not more than 45 days prior to the date selected for redemption, in integral multiples of $5,000, at random in any manner deemed appropriate and fair by the Fiscal Agent in its sole discretion.

Notice of Redemption. The Fiscal Agent will mail a notice of redemption, by first class mail, not fewer than 30 nor more than 60 days prior to the redemption date, to the respective Owners.

Each notice of redemption shall be dated, state the delivery date of the Series 2004 Bonds, the redemption date, the redemption price, the place or places of redemption (including the name and appropriate address or addresses of the Fiscal Agent), the CUSIP number (if any) of the maturity or maturities of the Series 2004 Bonds to be redeemed; and, if less than all of any such maturity, the certificate numbers of the Series 2004 Bonds of such maturity to be redeemed and, in the case of Series 2004 Bonds to be redeemed in part only, the respective portions of the principal amount thereof to be redeemed. If any Series 2004 Bond so chosen for redemption is not redeemable in whole, upon presentation of such Series 2004 Bond for redemption there will be issued in lieu of the unredeemed portion of principal thereof a new Series 2004

Bond or Bonds of the same maturity date, of authorized denominations, equal in aggregate principal amount to such unredeemed portion. See also APPENDIX E–"SUMMARY OF CERTAIN PROVISIONS OF THE FISCAL AGENT AGREEMENT."

Neither the failure to receive any such notice nor any defect contained in the notice shall affect the sufficiency or validity of the proceedings taken in connection with the action or the event concerning which such notice was given.

So long as Cede & Co., as nominee of DTC, continues to be the registered owner of the Series 2004 Bonds, any notices of redemption will be given only to Cede & Co., as nominee of DTC, and not to DTC, DTC Participants or Beneficial Owners. See APPENDIX H–"DTC AND THE BOOK-ENTRY ONLY SYSTEM."

Effect of Redemption. If notice of redemption is given as provided in the Fiscal Agent Agreement and the amount necessary for the payment of the redemption price is held by the Fiscal Agent, then the Series 2004 Bonds, or portion thereof, designated for redemption shall become due and payable at the redemption prices thereof and interest thereon shall cease to accrue.

Rescission of Notice. The City may at any time prior to the date fixed for optional redemption of Series 2004 Bonds rescind and cancel such notice of optional redemption.

SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS

General

The Series 2004 Bonds constitute limited obligations of the District payment as to both principal and interest from the Net Special Taxes received from the annual Special Tax to be levied by the City on land within the District, including proceeds from the sale of property collected as result of foreclosure of the lien of the Special Taxes and certain funds and accounts held under the Fiscal Agent Agreement.

THE SERIES 2004 BONDS ARE SPECIAL TAX OBLIGATIONS OF THE CITY, AND THE INTEREST ON, PRINCIPAL OF AND REDEMPTION PREMIUMS, IF ANY, ON THE SERIES 2004 BONDS ARE PAYABLE SOLELY FROM THE PROCEEDS OF THE SPECIAL TAX (INCLUDING ANY PREPAYMENTS THEREOF AND PROCEEDS FROM THE SALE OF PROPERTY COLLECTED PURSUANT TO THE FORECLOSURE PROVISIONS OF THE FISCAL AGENT AGREEMENT FOR THE DELINQUENCY OF THE SPECIAL TAX) AND AMOUNTS IN CERTAIN FUNDS AND ACCOUNTS ESTABLISHED IN THE FISCAL AGENT AGREEMENT. NEITHER THE GENERAL FUND NOR THE FULL FAITH AND CREDIT OF THE CITY IS PLEDGED FOR THE PAYMENT OF THE INTEREST ON, PRINCIPAL OF AND REDEMPTION PREMIUMS, IF ANY, ON THE SERIES 2004 BONDS. THE SERIES 2004 BONDS DO NOT CONSTITUTE AN INDEBTEDNESS OF THE CITY WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY DEBT LIMITATION OR RESTRICTION.

Except with respect to the levy of the Special Tax, neither the credit nor the taxing power of the City is pledged for the payment of the principal of the Series 2004 Bonds, the interest thereon or redemption premiums, if any, thereon, and no owner of the Series 2004 Bonds may compel the exercise of general taxing power by the City or the forfeiture of any of its property. The principal of, interest on and redemption premiums, if any, on the Series 2004 Bonds are not a debt of City, the State of California or any of its political subdivisions within the meaning of any constitutional or statutory limitation or restriction. The Series 2004 Bonds are not a legal or equitable pledge, charge, lien or encumbrance, upon any property of the City, or upon any of its income, receipts or revenues, except

the amounts that are, under the Fiscal Agent Agreement and the Law, set aside for the payment of the Series 2004 Bonds and interest thereon. Neither the members of the City Council of the City nor any persons executing the Series 2004 Bonds are liable personally on the Series 2004 Bonds by reason of their issuance.

Although the Special Tax will constitute a lien on property subject to taxation in the District, it will not constitute a personal indebtedness of the owners of such property. There is no assurance that the owners will be financially able to pay the annual Special Tax or that they will pay such tax even if financially able to do so. The risk of nonpayment by property owners is more fully described in "CERTAIN RISKS TO BONDOWNERS--Collection of the Special Tax."

Special Tax Authorization

General. Pursuant to the Law, on June 22, 2004 the City Council adopted a resolution establishing the District and calling a special election to authorize the issuance of bonds and the levy of the Special Tax. At an election held pursuant to the Law, the landowners who were the qualified electors of the District authorized (by more than the requisite two-thirds vote) the issuance of bonded indebtedness in an amount not to exceed $112,500,000 and approved the Rate, Method of Apportionment and Manner of Collection of Special Tax (the "Special Tax Formula") to pay the principal of, and interest on, and redemption premium, if any, the authorized bonded indebtedness. The Special Tax is levied according to the Special Tax Formula as set forth in APPENDIX B. The City Council establishes tax rates to levy and apportion the Special Tax against property within the District on an annual basis.

City Covenant to Levy. Pursuant to the Fiscal Agent Agreement, so long as any Bonds are outstanding, the City is required annually to levy the Special Tax, subject to the maximum tax rates approved by the landowner voters, against all Taxable Property in the District and to make provision for the collection of the Special Tax in amounts that, will be sufficient to pay the principal of and interest on the Bonds when due, to pay the annual expenses of administering the District, to cure delinquencies in the payment of debt service on the Bonds that have occurred or are expected to occur in the current fiscal year, and to replenish the Bond Reserve Fund to an amount equal to the Bond Reserve Requirement.

In the opinion of Bond Counsel, the Special Tax is excepted from the tax rate limitation of California Constitution Article XIIIA pursuant to Section 4 thereof as a "special tax" authorized by two-thirds vote of the qualified electors as set forth in the Law. Consequently, the City has the power and is obligated to cause the levy and collection of the Special Tax in an amount determined according to the Special Tax Formula, which the City Council and the eligible landowner electors within the District have approved.

The Law prohibits the City Council from adopting a resolution to initiate proceedings to reduce the rate of the Special Tax or terminate the levy of the Special Tax unless the City Council determines that the reduction or termination of the Special Tax "would not interfere with the timely retirement" of outstanding Bonds secured by the Special Tax. The City has covenanted in the Fiscal Agent Agreement that it will not consent to or conduct proceedings to reduce the Special Tax that may be levied in the District below an amount in any Fiscal Year equal to 110% of the aggregate debt service due and payable with respect to the Bonds in such Fiscal Year, *plus* 100% of the City's reasonable estimate of Administrative Expenses for the Fiscal Year.

Manner of Collection. The Special Tax will be collected in the manner and at the same time as *ad valorem* property taxes are collected by the County and, except as described below under the caption "–Delinquent Payments of Special Tax; Covenant to Foreclose," shall be subject to the same penalties and the same procedures, sale and lien priority in the case of delinquency as is provided for *ad valorem* property taxes. Taxes are levied by the County for each fiscal year on taxable real property that is situated in the County as of the preceding January 1. For collection purposes, property is classified either as "secured" or "unsecured" and is listed accordingly on separate parts of the assessment roll. The "secured roll" is that part of the assessment roll containing State-assessed public utilities property and real property having a tax lien that is sufficient, in the opinion of the County Assessor, to secure payment of the taxes. Other property is assessed and collected on the "unsecured roll."

Property taxes on the secured roll are due in two installments, on November 1 and February 1 of each fiscal year. If unpaid, such taxes become delinquent on December 10 and April 10, respectively, and a 10% penalty attaches to any delinquent payment. Property on the secured roll with respect to which taxes are delinquent become tax defaulted on June 30 of the fiscal year; such property may thereafter be redeemed by payment of a penalty of 1.5% per month to the date of redemption, together with the defaulted taxes, the delinquency penalty, costs, and a redemption fee. If taxes are unpaid for a period of five years or more, the property is subject to auction sale by the County, however, under certain circumstances property may be foreclosed sooner. See "–Delinquent Payments of Special Tax; Covenant to Foreclose."

Property taxes on the unsecured roll are due as of the lien date and become delinquent, if unpaid, on August 31. A 10% penalty attaches to delinquent unsecured taxes. If unsecured taxes are unpaid at 5:00 p.m. on October 31, an additional penalty of 1.5% attaches to them on the first day of each month until paid. The County has four ways of collecting delinquent unsecured property taxes: (1) bringing a civil action against the taxpayer; (2) filing a certificate in the office of the County Clerk specifying certain facts in order to obtain a lien on certain property of the taxpayer; (3) filing a certificate of delinquency for record in the County Clerk and County Recorder's office in order to obtain a lien on certain property of the taxpayer; and (4) seizing and selling personal property, improvements, or possessory interests belonging or assessed to the assessee.

Teeter Plan. In November 1993, the Yolo County Board of Supervisors (the "Board of Supervisors") approved implementation of the Alternative Method of Distribution of Tax Levies and Collections and of Tax Sale Proceeds (the "Teeter Plan"), as provided for in Section 4701 *et seq.* of the California Revenue and Taxation Code, both as to general and special taxes entered and collected on the secured tax roll. Under the Teeter Plan, the County apportions secured property taxes on an accrual basis (irrespective of actual collections) to local political subdivisions, for which the County acts as the tax-levying or tax-collecting agency. The Teeter Plan remains in effect unless the Board of Supervisors orders discontinuance. The County policy provides that it may order discontinuance of the Teeter Plan as to special taxes for the next year if the rate of delinquency for a taxing district exceed 3% in any fiscal year. Unless and until the Board of Supervisors orders discontinuance of the Teeter Plan with respect to the District, the City is credited with 100% of the scheduled Special Tax payments without regard to actual amounts collected. The City can give no assurance, however, that the Teeter Plan will be continued in future years.

Special Tax Formula

Capitalized terms used under this heading and not otherwise defined shall have the same meanings as set forth in the Special Tax Formula. See APPENDIX B–"RATE, METHOD OF APPORTIONMENT AND MANNER OF COLLECTION OF SPECIAL TAX."

General. The Special Tax Formula provides that the Special Tax levy each Fiscal Year is calculated by first determining the "Special Tax Requirement" for such Fiscal Year. The "Special Tax Requirement" is defined in the Special Tax Formula as the amount necessary in any Fiscal Year to (i) pay the principal of and interest on the Bonds that is due in the calendar year that begins in such Fiscal Year; (ii) create and/or replenish the reserve fund for the Bonds; (iii) cure any delinquencies in the payment of the principal of or interest on Bonds that have occurred in the prior Fiscal Year or, based on existing delinquencies in the payment of the Special Tax, are expected to occur in the Fiscal Year in which the Special Tax will be collected; (iv) pay Administrative Expenses (defined below); and (v) pay the costs of public improvements and public infrastructure authorized to be financed by the District. The amounts referred to in clauses (i) and (ii) of the preceding sentence may be reduced in any Fiscal Year by: (a) interest earnings on or surplus balances in funds and accounts for the Bonds to the extent that such earnings or balances are available to apply against debt service pursuant to the Fiscal Agent Agreement; (b) proceeds from the collection of penalties associated with delinquent Special Taxes; and (c) any other revenues available to pay debt service on the Bonds as determined.

"Administrative Expenses" means any or all of the following: fees and expenses of any Fiscal Agent or trustee (including any fees or expenses of its counsel) employed in connection with any Bonds, and the expenses of the City carrying out its duties with respect to the District and the Bonds, including, but not limited to, costs of levying and collecting the Special Tax, the fees and expenses of legal counsel, charges levied by the County Auditor's Office, Tax Collector's Office, and/or Treasurer's Office, costs related to annexing property into the District, costs related to property owner inquiries regarding the Special Tax, amounts needed to pay rebate to the federal government with respect to the Bonds, costs associated with complying with any continuing disclosure requirements for the Bonds and the Special Tax, and all other costs and expenses of the City in any way related to the establishment or administration of the District.

Pursuant to the Special Tax Formula on or about July 1 of each year the Administrator will (i) categorize each parcel of Taxable Property within the District into one of three categories: (a) Developed Property, (b) Small Lot Tentative Map Property, or (c) Undeveloped Property; (ii) determine if parcels of Multi-Family Property are Affordable Multi-Family Property; and (iii) determine if there are parcels of Taxable Non-Residential Property. A Maximum Special Tax, calculated as more fully described below, will be assigned to each parcel of Taxable Property based on its existing zoning designation.

In any Fiscal Year, if it is determined that: (i) a parcel map for a portion of property in the District was recorded after January 1 of the prior Fiscal Year (or any other date after which the County Assessor will not incorporate the newly-created parcels into the then current tax roll), (ii) because of the date the parcel map was recorded, the County Assessor does not yet recognize the new Parcels created by the parcel map, and (iii) one or more of the newly-created Parcels meets the definition of Developed Property, the Administrator will calculate the Special Tax for the property affected by recordation of the parcel map by determining the Special Tax that applies separately to each newly-created parcel, and then applying the sum of the individual Special Taxes to the parcel that was subdivided by recordation of the parcel map. Similarly, if a portion of a parcel is included in an approved Small Lot Tentative Map while the remainder of such parcel is classified as Undeveloped Property, the Administrator will separately calculate the Special Tax that applies to the Small Lot Tentative Map Property and the Undeveloped Property within such parcel, and the Special Tax levied on such parcel shall be the sum of the two figures.

For purposes of the Special Tax Formula the following terms are defined as follows:

"Developed Property" means as any parcel for which a building permit was issued prior to January 1 of the preceding Fiscal Year.

"Small Lot Tentative Map Property" means a map that is made for the purpose of showing the design of a proposed subdivision, including Residential Lots that are expected within the subdivision, as well as the conditions pertaining thereto. A Small Lot Tentative Map is not based on a detailed survey of the property and is not recorded in the County Recorder's Office to create legal lots.

"Undeveloped Property" means in any Fiscal Year, any parcel of Taxable Property in the District that is not Developed Property or Small Lot Tentative Map Property.

"Multi-Family Property" is defined in the Special Tax Formula to mean, in any Fiscal Year, any parcel of Developed Property for which a building permit was issued for construction of a residential structure with three or more residential units that share common walls, all of which are offered for rent to the general public.

"Affordable Multi-Family Property" means a parcel of Multi-Family Property that is either deed-restricted to maintain the affordability of the residential units within the building or, in the City's Sole discretion, otherwise qualifies as affordable housing.

"Taxable Non-Residential Property" means, in any Fiscal Year, any parcel of Developed Property that: (i) had a building permit issued prior to January 1 of the prior Fiscal Year for construction of a commercial or industrial building, and (ii) had, in prior Fiscal Years, been developed and taxed as residential property or designated for Residential Units or High-Density Acres in the Specific Plan Area. If a parcel that had been designated for Residential Units or High-Density Acres is subsequently designated for non-residential development, the parcel will not become Taxable Non-Residential Property *if*, in the City's sole discretion, the Expected Units/Acres from that parcel were shifted to another parcel with no resulting decrease in the Expected Maximum Special Tax Revenues associated with those Expected Units/Acres.

Pursuant to the Special Tax Formula, once the Special Tax has been levied on a parcel of Developed Property, the Maximum Special Tax applicable to such parcel will not be reduced in future Fiscal Years regardless of changes in land use on such parcel. Notwithstanding the foregoing, the actual Special Tax levied on any parcel of Developed Property in any Fiscal Year may be less than the Maximum Special Tax if a lower Special Tax is calculated pursuant to the *First* step of Special Tax Formula. See "*–Method of Apportionment*."

Maximum Special Tax

Original Parcels. The Special Tax Formula specifies the Maximum Special Tax that may be imposed upon property depending upon the Expected Specific Plan Land Use Designations for each Original Parcel.

Thereafter, the parcels and Expected Units/Acres within each Specific Plan Land Use Designation and the Maximum Special Tax assigned to each Original Parcel may be revised due to lot line adjustments, tentative map revisions, changes in Building Unit Allocations (a "BUA") assignments, rezonings, an additional BUA Release or Expected Unit/Acre transfer (as discussed in the Special Tax Formula) as long as such revisions do not reduce the Expected Maximum Special Tax Revenues available within the District. See also "THE DISTRICT–Building Unit Allocation Ordinance."

The Expected Maximum Special Tax Revenues based upon the Specific Plan Land Use Designations for each of the Original Parcels is shown in Table 4.

Pursuant to the Special Tax Formula, on each July 1, commencing July 1, 2005 the Maximum Special Tax for each parcel will increase by 2% over the amount in effect for the prior Fiscal Year.

Table 4
City of Woodland
Community Facilities District No. 2004-1 (Spring Lake)
Expected Maximum Special Tax Revenues for Original Parcels†

Property Owner	Assessor's Parcel No.	Specific Plan Land Use Designation	Expected Development(1)	Base Minimum Special Tax(2)	Expected Maximum Special Tax Revenue
Heidrick, M., as Trustee(3)	042-010-05	R-5	45 units	$1,700/unit	$76,500
		Duplex/Halfplex	14 units	$1,400/unit	$19,600
		R-25	3.5 acres	$9,200/acre	$32,200
HTW West Ventures, LLC(4)	042-010-59	R-5	122 units	$1,700/unit	$207,400
		R-8	79 units	$1,400/unit	$110,600
		Duplex/Halfplex	26 units	$1,400/unit	$36,400
		R-20	8.75 acres	$9,200/acre	$80,500
KB Home North Bay Inc.(4)	042-010-58	R-5	231 units	$1,700/unit	$392,700
		R-8	104 units	$1,400/unit	$145,600
		Duplex/Halfplex	46 units	$1,400/unit	$64,400
		Affordable Cluster	10 units	$667/unit	$6,670
Bollinger Properties, LLC(5)	042-010-57	R-5	42 units	$1,700/unit	$71,400
		Duplex/Halfplex	4 units	$1,400/unit	$5,600
		R-20	2.8 acres	$9,200/acre	$25,760
Turn of the Century(6)	042-010-44	R-4	81 units	$1,900/unit	$153,900
		R-5	204 units	$1,700/unit	$346,800
		R-8	5 units	$1,400/unit	$7,000
		Duplex/Halfplex	28 units	$1,400/unit	$39,200
		Affordable Cluster	10 units	$667/unit	$6,670
		R-15	3.5 acres	$10,000/acre	$35,000
Turn of the Century(7)	042-030-14	R-3	49 units	$1,975/unit	$96,775
		R-4	114 units	$1,900/unit	$216,600
		Affordable Cluster	26 units	$667/unit	$17,342
		R-15	4.69 acres	$10,000/acre	$46,900
Parlin Spring Lake I, LLC(8)	042-010-17	R-15	4.2 acres	$10,000/acre	$42,000
Parlin Spring Lake I, LLC(8)	042-010-18	R-20	4.38 acres	$9,200/acre	$40,296
Yolo Residential Investors, LLC(9)	041-070-43	R-5	147 units	$1,700/unit	$249,900
		Duplex/Halfplex	20 units	$1,400/unit	$28,000
		R-15	2.1 acres	$10,000/acre	$21,000
TOTAL EXPECTED MAXIMUM SPECIAL TAX REVENUES					$2,622,713

† Information contained in this Table 4 has been revised to reflect ownership changes since the adoption of the Special Tax Formula.
(1) Based on proposed and approved tentative maps for each parcel as of June 14, 2004.
(2) On July 1, 2005 and on each July 1 thereafter, the Base Maximum Special Tax and Expected Maximum Special Tax Revenues will increase by 2% of the amount in effect for the prior Fiscal year.
(3) M. Heidrick and Pioneer Investors LLC ("Pioneer") entered into an option to purchase agreement, dated October 4, 2002, as amended for the sale of this parcel. It is expected that a transfer of this parcel to Pioneer I will be completed on or before October 1, 2004. Pursuant to a bulk lot sale purchase agreement executed in January 2004, Pioneer will sell 25 acres of this parcel to a partnership comprised of E&L Homes (a partner and manager of Pioneer) and Southwest Woodland Associates (a manager of Pioneer). See "THE PROPERTY OWNERS–Pioneer Investors LLC."
(4) Originally owned by Turn of the Century.
(5) On July 27, 2004, Reverse Exchange Properties, Inc. sold this parcel to Bollinger Properties, LLC. See "THE PROPERTY OWNERS–Bollinger Properties, LLC.
(6) Originally owned by Beeghly. Pursuant to an option and purchase agreement, dated October 14, 2003, Turn of the Century will sell approximately 81 acres to R.W. Hertel & Sons, Inc.
(7) Pursuant to an option and purchase agreement, dated October 14, 2003, Turn of the Century will sell approximately 81 acres to HTW West Ventures, LLC. Pursuant to an option to purchase, dated March 2004, Turn of the Century will also sell approximately 162 acres to Russell Ranch Development, Inc., a California corporation with beneficial ownership intended to be substantially similar to that of Turn of the Century. See "THE PROPERTY OWNERS–HTW West Ventures, LLC" "–Russell Ranch Development, Inc." and "–Turn of the Century."
(8) Originally owned by Hollman.
(9) Originally owned by Prudler-Sievers.
Sources: City of Woodland Planning Department and Goodwin Consulting Group, Inc.

Successor Parcels. Upon submittal of a Final Map that will result in the subdivision of an Original Parcel, the Administrator will compare the land uses proposed for the parcel and, prior to approval of the Final Map, the Maximum Special Tax will be determined in accordance with the procedures set forth in the Special Tax Formula.

Method of Apportionment. Pursuant to the Special Tax Formula, the Special Tax is levied annually as follows:

> First: The Special Tax is levied Proportionately (defined below) on each parcel of Developed Property within the District up to 100% of the Maximum Special Tax for such Fiscal Year determined pursuant to Special Tax Formula until the amount levied on Developed Property is equal to the Special Tax Requirement *prior to* applying any available Capitalized Interest.
>
> Second: If additional revenue is needed, and after applying Capitalized Interest to the Special Tax Requirement, the Special Tax shall be levied Proportionately on each parcel of Small Lot Tentative Map Property within the District up to 100% of the Maximum Special Tax for such Small Lot Tentative Map Property determined pursuant to the Special Tax Formula
>
> Third: If additional revenue is needed, the Special Tax shall be levied Proportionately on each parcel of Undeveloped Property within the District up to 100% of the Maximum Special Tax for such Undeveloped Property determined pursuant the Special Tax Formula.

"Proportionately" is defined in the Special Tax Formula to mean that the ratio of the actual Special Tax levied in a Fiscal Year to the Maximum Special Tax authorized to be levied in that Fiscal Year is equal for all Assessor's Parcels within a class of property (Developed Property, Small Lot Tentative Map Property or Undeveloped Property).

Pursuant to Section 53340 of the Law, the Special Tax Formula exempts properties that are (i) Public Property, except as otherwise provided in the Law or in the Special Tax Formula; (ii) parcels for which the owner has prepaid and satisfied the Special Tax obligation and had a Release of the Special Tax Lien recorded against such parcels; (iii) parcels developed with non-residential land uses if such parcels are not determined under the Special Tax Formula to be Taxable Non-Residential Property; (iv) Affordable Multi-Family Property; and (v) parcels that do not have development rights, as determined in the sole discretion of the City, and therefore are unable to develop until a future BUA Release (defined herein). See "CERTAIN RISKS TO BONDOWNERS–Exempt Properties" and "THE DISTRICT–Building Unit Allocation Ordinance."

NEITHER THE FAITH AND CREDIT NOR THE GENERAL TAXING POWER OF THE CITY, THE STATE OF CALIFORNIA OR ANY POLITICAL SUBDIVISION OF ANY OF THE FOREGOING IS PLEDGED TO THE PAYMENT OF THE SERIES 2004 BONDS.

Bond Reserve Fund

The Fiscal Agent Agreement establishes a Bond Reserve Fund to be held by the Fiscal Agent, and requires that the Bond Reserve Fund be maintained in the amount of the "Bond Reserve Requirement" which is defined to mean, as of any date of calculation, the least of:: (a) Maximum Annual Debt Service as of such date, (b) 125% of average Annual Debt Service, and (c) 10% of the stated principal amount of the Outstanding Bonds less original issue discount or plus original issue premium if more than 2% or used to pay underwriter's compensation. Upon the issuance of the Series 2004 Bonds the Bond Reserve Requirement is $2,410,290, which is equal to Maximum Annual Debt Service on the Series 2004 Bonds.

All money in the Bond Reserve Fund will be used and withdrawn by the Fiscal Agent solely for the purpose of paying the interest on and principal of the Series 2004 Bonds in the event there is insufficient money in the Principal Fund or the Interest Fund available for this purpose, or in the event the Special Tax on a lot or parcel is prepaid; *provided*, that if as a result of any of the foregoing valuations it is determined that the amount of money in the Bond Reserve Fund exceeds the Bond Reserve Requirement, the Fiscal Agent will withdraw the amount of money representing such excess from such account and transfer such amount to the City for deposit in the Community Facilities Fund.

Deposit of Special Taxes; Flow of Funds

Upon receipt of Special Tax payments (other than Special Taxes representing prepaid Special Tax), the City will deduct annual Administrative Expenses in an amount of $25,000 and deposit such amount in the Community Facilities Fund. The balance of the Special Taxes is required to be deposited into the Special Tax Fund held by the Fiscal Agent and are pledged to the payment of the Series 2004 Bonds.

Priority of Deposits. All money in the Special Tax Fund is required to be set aside by the Fiscal Agent in the following accounts within the Special Tax Fund in the following order of priority:

First:	Interest Fund;
Second:	Principal Fund; Sinking Accounts;
Third:	Bond Reserve Fund; and
Four:	Community Facilities Fund.

In addition, the Fiscal Agent Agreement establishes a Prepayment Fund and a Rebate Fund.

Interest Fund. On or before each Interest Payment Date, commencing March 1, 2005, the Fiscal Agent is required to transfer from the money in the Special Tax Fund and deposit into the Interest Fund an amount equal to the aggregate amount of interest becoming due and payable on all Outstanding Bonds on such Interest Payment Date (excluding any interest for which there are moneys deposited in the Interest Fund from the proceeds of the Bonds or other source and reserved as capitalized interest to pay such interest on such Interest Payment Date). No deposit need be made into the Interest Fund if the amount contained therein is at least equal to the interest to become due and payable on such Interest Payment Date (but excluding any moneys on deposit therein from proceeds of the Series 2004 Bonds or other source and reserved as capitalized interest to pay interest on any future Interest Payment Dates following such Interest Payment Date).

All amounts in the Interest Fund are required to be used and withdrawn by the Fiscal Agent solely for the purpose of paying interest on the Bonds as the same becomes due and payable, including accrued interest, on any Bonds purchased or redeemed prior to maturity pursuant to the Fiscal Agent Agreement.

Principal Fund; Sinking Accounts. On or before each September 1, commencing September 1, 2006, the Fiscal Agent is required to transfer from amounts in the Special Tax Fund and deposit in the Principal Fund an amount equal to (a) the aggregate amount of principal becoming due and payable on the Outstanding Serial Bonds of all Series on such September 1 plus (b) the aggregate amount of the Mandatory Sinking Account Payments to be paid on such September 1 into the respective Sinking Accounts for the Term Bonds of all Series; *provided that*, if the City certifies to the Fiscal Agent that any principal payments are to be refunded on or prior to their respective due dates, no amounts need be set aside towards such principal to be so refunded.

No deposit need be made into the Principal Fund so long as there are: (i) moneys sufficient to pay the principal of all Serial Bonds then Outstanding and maturing by their terms within the next 12 months plus (ii) the aggregate of all Mandatory Sinking Account Payments required to be made in such 12-month period, but less any amounts deposited into the Principal Fund during such 12-month period and theretofore paid from the Principal Fund to redeem or purchase Term Bonds during such 12-month period, and less any principal payments that the City certifies to the Fiscal Agent will be refunded on or prior to their respective due dates.

All amounts in the Principal Fund will be used and withdrawn by the Fiscal Agent solely for the purpose of paying the principal of the Bonds when due and payable, except that all amounts in the Sinking Accounts will be used and withdrawn by the Fiscal Agent solely to purchase or redeem or pay at maturity Term Bonds, as provided in the Fiscal Agent Agreement. Any amounts remaining in a Sinking Account when all of the Term Bonds for which such account was established are no longer Outstanding shall be withdrawn by the Fiscal Agent and transferred to the City for deposit into the Community Facilities Fund.

Any amounts remaining in a Sinking Account after all of the Term Bonds for which such account was established are no longer Outstanding will be withdrawn by the Fiscal Agent and transferred to the City for deposit into the Community Facilities Fund.

Bond Reserve Fund. On or before March 1 and September 1 of each year, commencing March 1, 2005, the Fiscal Agent is required to transfer from the money remaining in the Special Tax Fund after required transfers to the Interest Fund and the Principal Fund have been made and deposit into the Bond Reserve Fund such amount as is required to restore the Bond Reserve Fund to an amount equal to the Bond Reserve Requirement; and for this purpose all investments in the Bond Reserve Fund will (beginning in September 1, 2005) be valued on September 1 of each year at their market value.

All amounts in the Bond Reserve Fund (including all amounts that may be obtained from letters of credit, insurance policies, and surety bonds on deposit in the Bond Reserve Fund) will be used and withdrawn by the Fiscal Agent, solely for the purpose of making up any deficiency in the Interest Fund or the Principal Fund.

Any amounts in the Bond Reserve Fund in excess of the Bond Reserve Requirement will be transferred by the Fiscal Agent to the City on September 1 of each year for deposit into the Community Facilities Fund.

Community Facilities Fund. All money remaining in the Special Tax Fund on September 1 of each year, commencing September 1, 2005, after making the foregoing deposits, is required to be withdrawn by the Fiscal Agent from the Special Tax Fund and transferred to the City for deposit into the City of Woodland Community Facilities District No. 2004-1 (Spring Lake) Community Facilities Fund which fund is held by the City. All money in the Community Facilities Fund is required to be used by the City solely for the payment of costs of the Facilities or Administrative Expenses or otherwise for the benefit of the District in accordance with the Law.

Prepayment Fund. All moneys representing prepaid Special Taxes that are deposited by the City with the Fiscal Agent will be deposited in the Prepayment Fund. Except as provided below, all amounts deposited in the Prepayment Fund will be used and withdrawn by the Fiscal Agent solely for the purpose of redeeming Bonds as specified in the Fiscal Agent Agreement; *provided that*, at any time prior to giving such notice of redemption, the Fiscal Agent shall, upon receipt of a Request of the City, apply such amounts to the purchase of Bonds at public or private sale, as and when and at such prices (including brokerage and other charges, but excluding accrued interest, which is payable from the Interest Fund) as is directed by the City, except that the purchase price (exclusive of such accrued interest) may not exceed the Redemption Price then applicable to such Bonds. All Term Bonds purchased or redeemed from the Prepayment Fund will be allocated to Mandatory Sinking Account Payments applicable to such Series and maturity of Term Bonds as may be specified in a Request of the City. Following a redemption of Bonds from the Prepayment Fund, the Fiscal Agent will transfer any remaining amount that represented the amount deposited that exceeded an even multiple of $5,000 into the Special Tax Fund.

Rebate Fund. The Fiscal Agent is required to transfer amounts to and disburse moneys from the Rebate Fund as directed by the City to make rebate payments to the United State of America in accordance with the Internal Revenue Code of 1986, as amended.

Delinquent Payments of Special Tax; Covenant to Foreclose

The Fiscal Agent Agreement provides that the Special Tax is to be collected in the same manner as ordinary *ad valorem* property taxes are collected and, except as provided in the special covenant for foreclosure described below and in the Law, are subject to the same penalties and the same procedure, sale, and lien priority in case of delinquency as is provided for *ad valorem* property taxes.

Pursuant to Section 53356.1 of the Law, in the event of any delinquency in the payment of the Special Tax, the City may order the institution of a Superior Court action to foreclose the lien therefor within specified time limits. In such an action, the real property subject to the unpaid amount may be sold at a judicial foreclosure sale. Such judicial foreclosure action is not mandated by the Law.

If at any time the payment of Special Tax is no longer subject to the Teeter Plan, the City will review the public records of the County of Yolo relating to the collection of the Special Tax on or before August 1 of each year in order to determine the amount of the Special Tax collected in the prior Fiscal Year. If the City determines on the basis of such review that any single parcel of Taxable Property is delinquent by more than $2,500, the City will send a notice of delinquency and a demand for immediate payment to the owner no later than August 15 of such year. If the City determines on the basis of such review that the amount of Special Tax received with respect to all Taxable Property in the District is deficient by more than 5% of the amount of the Special Tax levied in such Fiscal Year or there were 10 or fewer owners of Taxable Property, then, by September 5 of such year, the City will send a notice of delinquency and a demand for immediate payment to each such owner. In either case, if the delinquency with respect to the delinquent parcel is not cured by November 1, the City will institute, prosecute and pursue foreclosure proceedings to judgment and sale in order to enforce the lien of the delinquent installments of the Special Tax against such parcel.

In the event that sales or foreclosures of property are necessary, there could be a delay in payments to Owners of the Series 2004 Bonds (if the Bond Reserve Fund has been depleted) pending such sales or the prosecution of such foreclosure proceedings and receipt by the City of the proceeds of sale. However, within the limits of the Special Tax Formula, the City may adjust the Special Tax levied on Taxable Property in the District, subject to the limitation on the Maximum Special Tax, to provide an amount required to pay interest on and principal of the Series 2004 Bonds, and the amount, if any, necessary to replenish the Bond Reserve Fund to an amount equal to the Bond Reserve Requirement for the Series 2004 Bonds and to pay all current Administrative Expenses for the District and pay for all current Services for the District. There is, however, no assurance that the total amount of the Special Tax that could be levied and collected against Taxable Property in the District will be at all times sufficient to pay the amounts required to be paid by the Fiscal Agent Agreement, even if the Special Tax is levied at the Maximum Special Tax rates. See "CERTAIN RISKS TO BONDOWNERS–Maximum Special Tax."

No assurance can be given that the real property subject to sale or foreclosure will be sold, or if sold, that the proceeds of sale will be sufficient to pay any delinquent installments of the Special Tax. The Law does not require the City to purchase or otherwise acquire any lot or parcel of property to be sold if there is no other purchaser at such sale. The Law and the Fiscal Agent Agreement do specify that the Special Tax will have the same lien priority as for *ad valorem* property taxes in the case of delinquency. Section 53356.6 of the Law requires that property sold pursuant to foreclosure under the Law be sold for not less than the amount of judgment in the foreclosure action, plus post judgment interest and authorized costs, unless the consent of the owners of 75% of the Outstanding Bonds is obtained.

Limited Obligation; No Required Advances from Available Surplus Funds

The Series 2004 Bonds are limited obligation special tax bonds under the Law. Notwithstanding any other provision of the Fiscal Agent Agreement, the City is not obligated to advance available surplus funds from the City treasury to cure any deficiency in the Principal Fund, the Interest Fund or the Bond Reserve Fund; *provided,* however, that nothing shall affect the right of the City under the Law to make advances to cure any deficiencies.

Additional Bonds

Pursuant to the Fiscal Agent Agreement, the City may from time to time issue additional bonds ("Additional Bonds") secured by the Special Tax for the purpose of providing moneys to construct or acquire the Facilities. The conditions for issuance of such Additional Bonds are set forth in APPENDIX E–"SUMMARY OF CERTAIN PROVISIONS OF THE FISCAL AGENT AGREEMENT–Additional Bonds." These conditions include, but are not limited to, the requirements that:

(i) The aggregate fair market value of all Taxable Property (including the existing private improvements thereon) on the date of the adoption of the Supplemental Fiscal Agent Agreement authorizing the issuance of such additional Series of Bonds (based on either the assessed valuations thereof as contained in the *ad valorem* assessment roll of the County or an MAI appraisal), shall be equal to at least three times the sum of (i) the aggregate principal amount of all Bonds to be Outstanding after the issuance of such additional Series of Bonds, plus (ii) the aggregate principal amount of all outstanding special assessment bonds that are payable from special assessments levied on the Taxable Property, plus (iii) the proportion of the aggregate principal amount of all outstanding bonds issued under the Law (other than the Bonds) that are payable from special taxes to be levied on the Taxable Property. The Escrow-Secured Bond Amount and any additional Bonds similarly secured that are not deemed paid or defeased pursuant to the Fiscal Agent

Agreement that are Outstanding will be taken into account for purposes of satisfying the value-to-lien ratio required by this section.

(ii) Bonds (excluding any refunding bonds) secured by the Special Tax may be issued in an amount of not to exceed $112,500,000 in the aggregate.

(iii) At least 700 permits for the construction of single-family dwelling units have been issued by the City or, if the additional Series of Bonds would be the third Series of Bonds issued under the Fiscal Agent Agreement, at least 1,400 permits for construction of single-family dwelling units have been issued by the City.

(iv) The amount of Special Taxes that may be collected in each Bond Year following issuance of the additional Series of Bonds by application of the Special Tax Formula is required to be no less than 110% of the aggregate of Annual Debt Service due and payable with respect to all Bonds to be Outstanding in such Bond Year.

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DEBT SERVICE REQUIREMENTS

Debt Service Schedule

The debt service schedule for the Series 2004 Bonds is set forth in Table 5 below:

Table 5
DEBT SERVICE SCHEDULE

Payment Date	Principal	Interest	Total
3/1/2005	–	$754,452.97	$754,452.97
9/1/2005	–	930,147.50	930,147.50
3/1/2006	–	930,147.50	930,147.50
9/1/2006	$545,000	930,147.50	1,475,147.50
3/1/2007	–	923,743.75	923,743.75
9/1/2007	560,000	923,743.75	1,483,743.75
3/1/2008	–	915,343.75	915,343.75
9/1/2008(1)	575,000	915,343.75	1,490,343.75
3/1/2009	–	905,281.25	905,281.25
9/1/2009(1)	595,000	905,281.25	1,500,281.25
3/1/2010	–	893,678.75	893,678.75
9/1/2010(1)	620,000	893,678.75	1,513,678.75
3/1/2011	–	881,278.75	881,278.75
9/1/2011(1)	645,000	881,278.75	1,526,278.75
3/1/2012	–	867,572.50	867,572.50
9/1/2012(1)	675,000	867,572.50	1,542,572.50
3/1/2013	–	852,722.50	852,722.50
9/1/2013(1)	700,000	852,722.50	1,552,722.50
3/1/2014	–	836,622.50	836,622.50
9/1/2014(1)	735,000	836,622.50	1,571,622.50
3/1/2015	–	819,350.00	819,350.00
9/1/2015(1)	770,000	819,350.00	1,589,350.00
3/1/2016	–	800,485.00	800,485.00
9/1/2016(1)	805,000	800,485.00	1,605,485.00
3/1/2017	–	779,957.50	779,957.50
9/1/2017(1)	850,000	779,957.50	1,629,957.50
3/1/2018	–	757,645.00	757,645.00
9/1/2018(1)	750,000	20,250.00	770,250.00
9/1/2018	145,000	737,395.00	882,395.00
3/1/2019	–	733,480.00	733,480.00
9/1/2019	940,000	733,480.00	1,673,480.00

† Mandatory Sinking Account Payment.
(1) Subject to redemption on September 1, 2007 from amounts on deposit in the Acquisition Escrow Fund. See "THE SERIES 2004 BONDS–Acquisition Escrow Fund."
(2) Maturity.
(3) Final Maturity.
Sources. Stinson Securities, LLC and Del Rio Advisors.

Table 5
DEBT SERVICE SCHEDULE
(Continued)

Payment Date	Principal	Interest	Total
3/1/2020	–	$707,395.00	$707,395.00
9/1/2020†	$995,000	707,395.00	1,702,395.00
3/1/2021	–	679,037.50	679,037.50
9/1/2021†	1,050,000	679,037.50	1,729,037.50
3/1/2022	–	647,537.50	647,537.50
9/1/2022†	1,115,000	647,537.50	1,762,537.50
3/1/2023	–	614,087.50	614,087.50
9/1/2023†	1,180,000	614,087.50	1,794,087.50
3/1/2024	–	578,687.50	578,687.50
9/1/2024†	1,250,000	578,687.50	1,828,687.50
3/1/2025	–	541,187.50	541,187.50
9/1/2025†	1,325,000	541,187.50	1,866,187.50
3/1/2026	–	501,437.50	501,437.50
9/1/2026†	1,405,000	501,437.50	1,906,437.50
3/1/2027	–	459,287.50	459,287.50
9/1/2027†	1,490,000	459,287.50	1,949,287.50
3/1/2028	–	414,587.50	414,587.50
9/1/2028†(2)	1,580,000	414,587.50	1,994,587.50
3/1/2029	–	367,187.50	367,187.50
9/1/2029†	1,675,000	367,187.50	2,042,187.50
3/1/2030	–	314,843.75	314,843.75
9/1/2030†	1,780,000	314,843.75	2,094,843.75
3/1/2031	–	259,218.75	259,218.75
9/1/2031†	1,890,000	259,218.75	2,149,218.75
3/1/2032	–	200,156.25	200,156.25
9/1/2032†	2,005,000	200,156.25	2,205,156.25
3/1/2033	–	137,500.00	137,500.00
9/1/2033†	2,135,000	137,500.00	2,272,500.00
3/1/2034	–	70,781.25	70,781.25
9/1/2034(3)	2,265,000	70,781.25	2,335,781.25
TOTAL	$33,050,000	$38,465,082.97	$71,515,082.97

† Mandatory Sinking Account Payment.
(1) Subject to redemption on September 1, 2007 from amounts on deposit in the Acquisition Escrow Fund. See "THE SERIES 2004 BONDS–Acquisition Escrow Fund."
(2) Maturity.
(3) Final Maturity.
Sources. Stinson Securities, LLC and Del Rio Advisors.

Estimated Debt Service Coverage

Table 6 on the following page sets forth the estimated debt service coverage and the estimated coverage for the debt service on the Series 2004 Bonds based upon the revenues derived from the Maximum Tax assuming the current status of development. The Maximum Tax is calculated to be an annual amount sufficient to pay debt service on the Series 2004 Bonds and any Additional Bonds. See also "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS–Special Tax Formula" and "–Deposit of Special Taxes; Flow of Funds" and "THE DISTRICT–Status of Development."

The actual amount of the Special Tax that could be levied and collected against the Taxable Property during any future year will depend upon a number of factors, including, without limitation, the land use categories then in effect, the tax rates imposed pursuant to the Special Tax Formula and the level of delinquent installments of the Special Tax. See "CERTAIN RISKS TO BONDHOLDERS." The collection history on secured property taxes in the City over the past five years is shown in APPENDIX D–"GENERAL AND ECONOMIC INFORMATION ON THE CITY OF WOODLAND." This delinquency history may not be indicative of delinquency rates in the District currently or that may be experienced in the future once the ownership of property in the District is more fully dispersed.

In the event of delinquencies in Special Tax payments received by the City on behalf of the District, the estimated coverage ratios may not be achieved.

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Table 6
ESTIMATED COVERAGE BASED ON NET SPECIAL TAXES AND FIRST RELEASE BUILDING UNIT ALLOCATIONS[1]

Year Ending (September 1)	A. Total Net Special Taxes[2]	B. Series 2004 Bonds without Escrow-Secured Bonds	C. Escrow-Secured Bonds	D. Combined Series 2004 Debt Service	Coverage without Escrow-Secured Bonds[3]	Coverage with Escrow-Secured Bonds[4]
2005	$2,622,713.00	–	–	–	N/A	N/A
2006	2,650,167.26	$2,049,397.50	$355,897.50	$2,405,295.00	1.293	1.102
2007	2,703,670.61	2,051,590.00	355,897.50	2,407,487.50	1.318	1.123
2008	2,758,244.02	1,474,790.00	930,897.50[5]	2,405,687.50	1.870	1.147
2009	2,813,908.90	1,474,790.00	930,772.50[5]	2,405,562.50	1.908	1.170
2010	2,870,687.08	1,474,790.00	932,567.50[5]	2,407,357.50	1.947	1.192
2011	2,928,600.82	1,474,790.00	932,767.50[5]	2,407,557.50	1.986	1.216
2012	2,987,672.83	1,474,790.00	935,355.00[5]	2,410,145.00	2.026	1.240
2013	3,047,926.29	1,474,790.00	930,655.00[5]	2,405,445.00	2.067	1.267
2014	3,109,384.82	1,474,790.00	933,455.00[5]	2,408,245.00	2.108	1.291
2015	3,172,072.51	1,474,790.00	933,910.00[5]	2,408,700.00	2.151	1.317
2016	3,236,013.96	1,474,790.00	931,180.00[5]	2,405,970.00	2.194	1.345
2017	3,301,234.24	1,474,790.00	935,125.00[5]	2,409,915.00	2.238	1.370
2018	3,367,758.93	1,619,790.00	790,500.00[5]	2,410,290.00	2.079	1.397
2019	3,435,614.11	2,406,960.00	–	2,406,960.00	1.427	1.427
2020	3,504,826.39	2,409,790.00	–	2,409,790.00	1.454	1.454
2021	3,575,422.91	2,408,075.00	–	2,408,075.00	1.485	1.485
2022	3,647,431.37	2,410,075.00	–	2,410,075.00	1.513	1.513
2023	3,720,880.00	2,408,175.00	–	2,408,175.00	1.545	1.545
2024	3,795,797.60	2,407,375.00	–	2,407,375.00	1.577	1.577
2025	3,872,213.55	2,407,375.00	–	2,407,375.00	1.608	1.608
2026	3,950,157.82	2,407,875.00	–	2,407,875.00	1.641	1.641
2027	4,029,660.98	2,408,575.00	–	2,408,575.00	1.673	1.673
2028	4,110,754.20	2,409,175.00	–	2,409,175.00	1.706	1.706
2029	4,193,469.28	2,409,375.00	–	2,409,375.00	1.740	1.740
2030	4,277,838.67	2,409,687.50	–	2,409,687.50	1.775	1.775
2031	4,363,895.44	2,408,437.50	–	2,408,437.50	1.812	1.812
2032	4,451,673.35	2,405,312.50	–	2,405,312.50	1.851	1.851
2033	4,541,206.82	2,410,000.00	–	2,410,000.00	1.884	1.884
2034	4,632,530.96	2,406,562.50	–	2,406,562.50	1.925	1.925
TOTAL	$105,673,428.72	$59,001,502.50	$10,828,980.00	69,830,482.50	1.79[6]	1.51[6]

(1) See "THE DISTRICT–Building Unit Allocation Ordinance."
(2) The Maximum Special Tax escalates 2% annually through Fiscal Year 2033-34. The amount shown is net of annual Administrative Expenses in the amount of $25,000. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS–Special Tax Formula."
(3) Represents Column A divided by Column B.
(4) Represents Column A divided by Column D.
(5) Subject to mandatory redemption on September 1, 2007 from amounts on deposit in the Acquisition Escrow Fund. See "THE SERIES 2004 BONDS–Acquisition Escrow Fund."
(6) Represents Average Coverage.

Sources: Goodwin Consulting Group, Inc. and Del Rio Advisors.

ESTIMATED SOURCES AND USES OF FUNDS

The estimated sources and uses of funds in connection with the financing are set forth in Table 7 below:

Table 7
ESTIMATED SOURCES AND USES OF FUNDS

Sources of Funds:	
Principal Amount of the Series 2004 Bonds	$33,050,000.00
Less: Original Issue Discount	(377,295.90)
Less: Underwriter's Discount	(495,750.00)
Total Sources	$32,176,954.10
Uses of Funds:	
Deposit to Acquisition and Construction Fund	$19,954,441.33
Deposit to Acquisition Escrow Fund[(1)]	7,720,000.00
Deposit to Bond Reserve Fund	2,410,290.00
Deposit to Capitalized Interest Account[(2)]	1,684,600.47
Costs of Issuance[(3)]	407,622.30
Total Uses	$32,176,954.10

(1) Represents the principal amount of Series 2004 Bonds that will be redeemed on September 1, 2007 in the event that the Escrow Release Test is not satisfied. See "THE SERIES 2004 BONDS–Acquisition Escrow Fund."
(2) Interest on the Series 2004 Bonds is capitalized to September 1, 2005.
(3) Costs of Issuance include City's fees and expenses, Bond Counsel fee, Disclosure Counsel fee, Fiscal Agent fee, Fiscal Agent Counsel fee, Financial Advisor fee, Special Tax Consultant fee, printing costs and other miscellaneous costs of issuance.

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THE DISTRICT

Overview

Master Plan and Specific Plan Areas. Pursuant to the City's updated General Pan, adopted February 27, 1996, the approximately 1,748 acre area (the "Master Plan Area") south of the existing City limits was identified as that in which future growth would occur. In December 2001, the City Council adopted a specific plan, as amended (the "Specific Plan"), for approximately 1,097 acres of the Master Plan Area (the "Specific Plan Area") establishing specific development policies, land use designations and design standards for development within the Specific Plan Area. The property in the Specific Plan Area is owned by nine separate property owners and represents approximately 63% of the Master Plan Area. The remainder of the Master Plan Area, encompassing approximately 651 acres, located adjacent to Highway 113 is referred to as the "Master Plan Remainder Area" (the "MPRA") and is expected to be developed pursuant to a separate plan in the future.

Planned Development. Development within the Specific Plan Area is expected to be comprised of approximately 4,051 housing units, including 2,880 single family and 1,171 multifamily units, and includes approximately 28 acres for parks, approximately 246 acres of schools (including the existing 121-acre Woodland Community College campus), approximately 11 acres of commercial development, one acre for a fire station, approximately 31 acres of existing County facilities, and approximately 119 acres designated as streets, greenbelts and drainage. See also, "THE FACILITIES AND THE FINANCING PLAN." In accordance with the Specific Plan, build-out of the Specific Plan Area is assumed to occur over a 11 year period and is expected to increase the population of the City by approximately 11,270 people, an increase of approximately 18% over the current population estimate. See also APPENDIX D–"GENERAL AND ECONOMIC INFORMATION ON THE CITY OF WOODLAND–Population–Table D-1–City, County and State Population."

The Specific Plan requires that 10% of all single family and multifamily units be affordable to low-income families and 20% of the multifamily units within the District be affordable to very low-income families. Because these objectives will not be fully met within the District, the City and the Property Owners agreed an additional 74 affordable rental units will be constructed elsewhere in the City with the proceeds collected from a development fee charge to all market rate, single family units constructed in the Specific Plan Area. This results in 2,465 market rate single family units, 274 affordable single family units, 778 market rate multifamily units, and 334 affordable multifamily units.

Specific Plan Area Land Uses. The land in the Specific Plan Area is zoned for the development of approximately 596.3 acres of single family residential homes, defined as densities of eight units or fewer per acre (*i.e.* zoning designations of R-3, R-4, R-5 and R-8); approximately 63.8 acres of multifamily residential defined as meaning densities of eight units or higher per acre (zoning designations R-15, R-20 and R-25); approximately 11 acres of neighborhood commercial (zoning designation NC); approximately 32.2 acres of open space uses, including parks, open space, and greenbelts (zoning designation OS) and approximately 393.6 acres of public/quasi public uses (defined as schools, City facilities, County uses, streets, etc.). The MPRA is zoned for the development of single and multi-family residences, neighborhood commercial, neighborhood parks and a Sports Park. According to the Specific Plan, it is expected that the lawn, irrigation and temporary restroom facilities on the approximately 34 acre Sports Park will be completed by the City by 2015.

A map of the City indicating the Specific Plan Area and the current boundaries of the District is shown on page 29. A map of the Specific Plan Area, indicating the current boundaries of the District is shown on page 31.

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LEGEND

SLSP Boundary

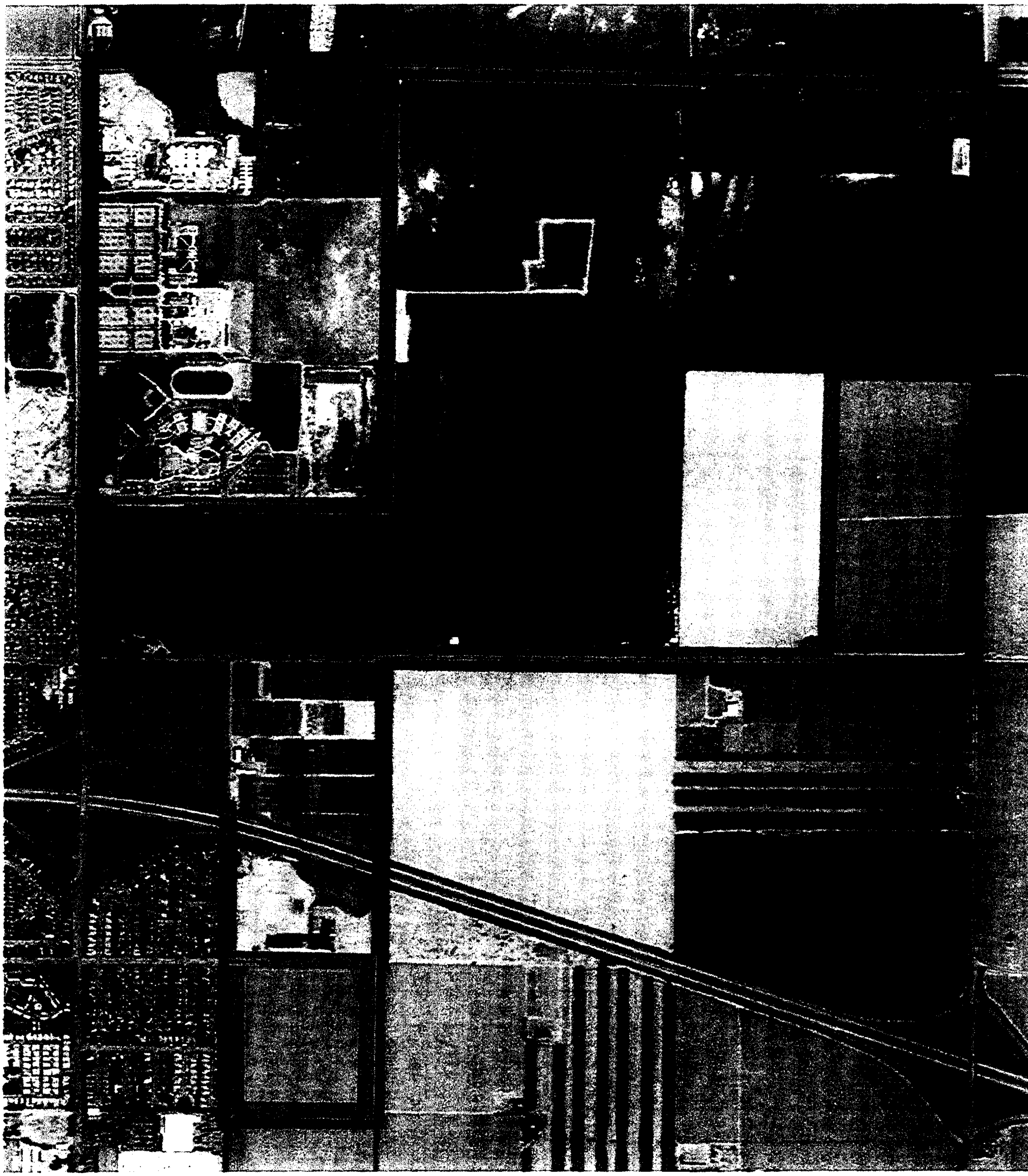
District Boundary

City Boundary

CITY OF WOODLAND

CITY OF WOODLAND
PUBLIC WORKS DEPARTMENT
ENGINEERING DIVISION

300 FIRST ST. WOODLAND, CA 95695 (530) 661-5961



LEGEND

SLSP Boundary

District Boundary

CFD # 2004-1
SPRINGLAKE

CITY OF WOODLAND
PUBLIC WORKS DEPARTMENT
ENGINEERING DIVISION

300 FIRST ST. WOODLAND, CA 95695 (530) 661-5961

Location

The District currently consists of approximately 657 non-contiguous acres located within the Specific Plan Area. It is expected that three parcels, comprising approximately 169 acres, located adjacent to the District is expected to be annexed into the District within the next five years. The property in the District is currently owned by seven separate property owners (each a "Property Owner" and collectively, the "Property Owners") and will be developed pursuant to individual development agreements as a mixed-use residential and commercial development that is expected to be developed in three phases over 11 years. See "–Development Plan" and "–Agreements with Property Owners" and "THE PROPERTY OWNERS."

Zoning and Land Use Classifications

The land in the District is zoned for the development of approximately 383.5 acres of single family residential homes, defined as densities of eight units or fewer per acre (*i.e.* zoning designations of R-3, R-4, R-5 and R-8); approximately 33.9 acres of multifamily residential defined as meaning densities of eight units or higher per acre (zoning designations R-15, R-20 and R-25); approximately nine acres of neighborhood commercial (zoning designation NC); approximately 30 acres of open space uses, including parks, open space, and greenbelts (zoning designation OS); and approximately 200 acres of public/quasi public uses (defined as schools, a fire station, streets, etc.). A four-acre central park and two eight-acre neighborhood parks are expected to be constructed by the City and upon the purchase of such parcels by the City such property will become "Public Property" under the Special Tax Formula and will then no longer be subject to the Special Tax.

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A summary of land uses within the District upon buildout, including the expected annexation of approximately 169 acres adjacent to the District, based upon the Specific Plan is set forth in Table 8.

Table 8
City of Woodland
Community Facilities District No. 2004-1 (Spring Lake)
Land Use Summary At Buildout

Land Use Designation	Land Use	Area (Acres)	(Percent)†	Dwelling Units
R-3	Single-Family Residential (3.0 D.U./AC. Maximum)	63.90	9.73	192
R-4	Single-Family Residential (4.0 D.U./AC. Maximum)	73.00	11.11	292
R-5	Single-Family Residential (5.0 D.U./AC. Maximum)	311.08	47.35	1,367
R-8	Single-Family Residential (8.0 D.U./AC. Maximum)	63.40	9.65	506
R-15	MultiFamily Residential (15.0 D.U./AC. Maximum)	20.70	3.15	311
R-20	MultiFamily Residential (20.0 D.U./AC. Maximum)	22.75	3.45	455
R-25	MultiFamily Residential (25.0 D.U./AC. Maximum)	5.00	0.76	125
NC	Neighborhood Commercial	9.00	1.37	
OS	Parks	20.00	3.04	
P/QP	Elementary Schools	20.00	3.04	
P/QP	Fire Station	1.00	0.15	
P/QP/OS	Streets and Greenbelts	39.68	6.04	
P/QP	Drainage	7.50	1.14	
	TOTAL	657.01	100.00%	3,248

† Column does not total due to rounding.
Source: City of Woodland.

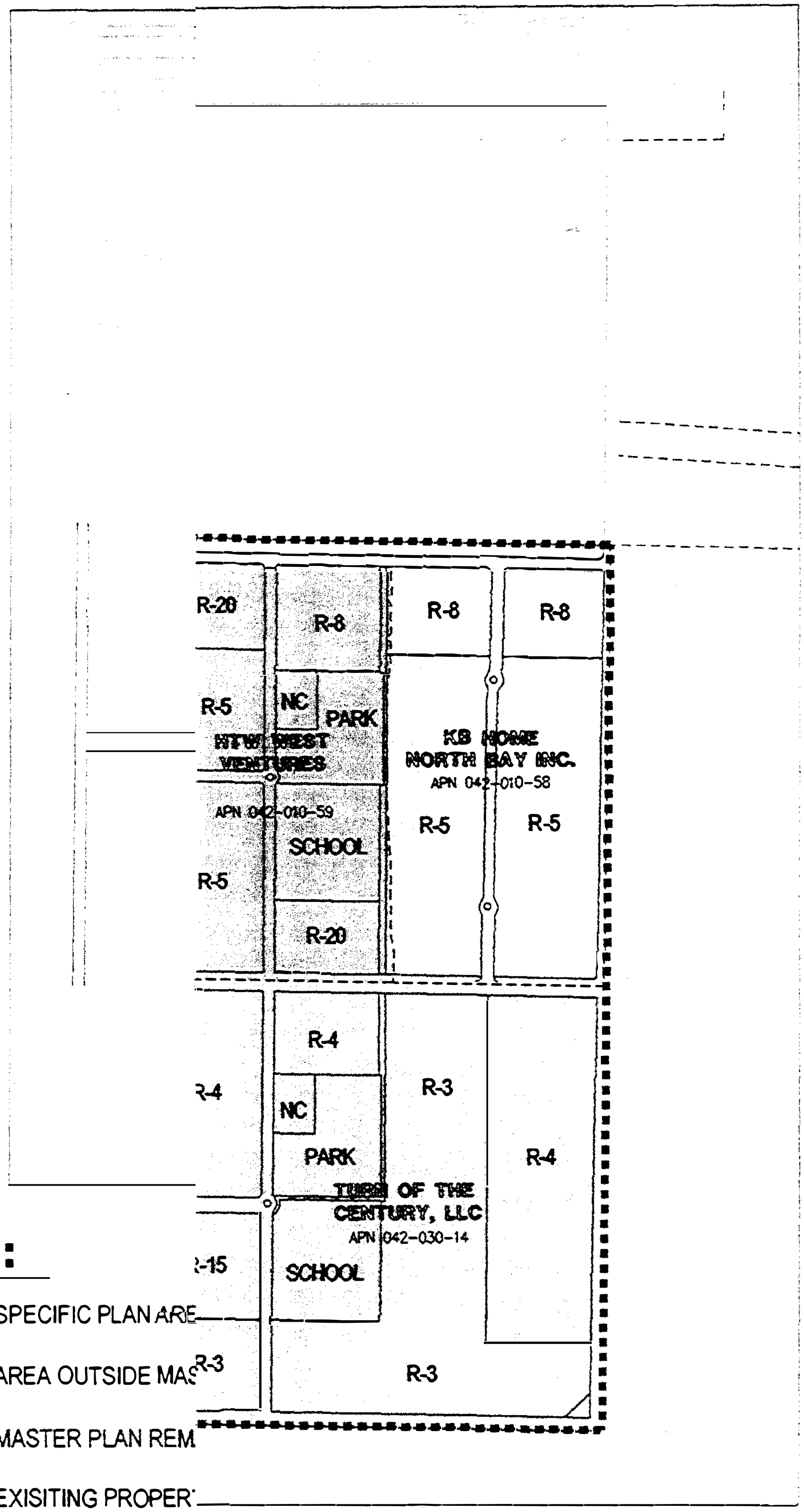
A map of land uses appears on page 35.

Access

The primary access to the District is provided by State Highway 113. The District is located south of Gibson Road, east of East Street (County Road 100) and north of Road 25A. Access within the District will be provided by internal roadways that will connect with the primary access roadways.

Topography

The District is relatively flat and gently slopes from west to east. The topographic high point is located at the western edge of the District at an elevation of 60 feet above Mean Sea Level ("MSL"). The topographic low part in the District is located near County Road 102 at an elevation of approximately 36 feet MSL.



LEGEND:

. . SPECIFIC PLAN ARE

. . AREA OUTSIDE MAS

. . MASTER PLAN REM

. . EXISITING PROPER

. . PROPERTIES WITHI WOODLAND COMMU DISTRICT No. 2004-1

. . LAND USE LINES

R-20 . . LAND USE DESIGNA

NG LAKE SPECIFIC PLAN

LAND USE MAP

S:\AutoCAD\400\477 SPRING LAKES - TOC\477-16\EXHIBITS\LAND_USE_MAP.dwg - FIGURE 1 9/20/2004 - 9:14AM Plotted by: john

PROJECT NO. 477.16

Water Supply

The City relies entirely upon groundwater resources for its urban water supply. Wells and treatment facilities are distributed throughout the City in order to meet demand.

The estimated total water demand at buildout of all proposed development in the Specific Plan Area is approximately 3,733 acre-feet per year. The Specific Plan Area will ultimately require the construction of three new groundwater wells plus a stand-by well at buildout in order to satisfy this demand. In 1999, the City commissioned a Water System Master Planning Study (the "Water Master Plan") by Montgomery Watson. While no assurance can be given concerning future water supplies, the City determined, based on the Water Master Plan, that groundwater supply is adequate to serve development under the General Plan as well as the Specific Plan through 2020. See "CERTAIN RISKS TO BONDHOLDERS–Water Supply."

Development Plan

The predominant land use in the District is for detached, single family residential homes. It is expected that of the approximately 2,028 dwelling units planned for the District, approximately 621 will be multifamily housing units. The District represents a portion of the Master Plan Area and of the Specific Plan Area.

Five distinct neighborhoods are planned for development within the District, with each designed to conform with nontraditional principles emphasizing short to medium block lengths (*i.e.* 400 to 600 feet), narrow-grid, tree lined streets, sidewalks separated from streets by landscaped medians and planters; functioning front porches, courtyards or porticos; and rear or detached garages. Each neighborhood is also expected to include a centrally located elementary school and park site comprising 10 and eight acres, respectively.

Commercial uses are expected to be developed in the center of the District pursuant to a "town square" concept. In addition, an approximately four-acre central park, a fire station (construction of which is expected to commence in Fiscal Year 2007-08) and a pedestrian plaza will be located in the town square area.

The development of the park land is subject to the Parks, Recreation and Community Services Master Plan (Parks Master Plan) adopted by the City in November 1998. An update to the Parks Master Plan was adopted by the City Council on September 21, 2004. See "INTRODUCTION–Recent Developments." The development of the first neighborhood park is expected to be completed within 15 months following the issuance of a building permit for the 650th single family home, which is currently estimated to occur sometime in 2006. Construction on the smaller central park is estimated to commence in Fiscal Year 2007-08.

Status of Development

Approximately 256 acres adjacent to the District, primarily in the northern and northeastern area, are significantly developed with "Public Property" as defined in the Rate and Method. This includes approximately 70 acres owed by the Woodland Joint Unified School District comprising Pioneer High School (approximately 50 acres) and a site for a future middle school (approximately 20 acres); the Woodland Community College campus (approximately 121 acres); the County Sheriff-Coroner facilities (approximately 39 acres), including the County jail, the animal shelter, and the Juvenile Hall that is currently under construction and expected to be completed in December 2004; and the Woodland Christian School (approximately 26 acres).

As of the date of this Official Statement, grading of a majority of the property in the District acres has commenced. In addition, the City has commenced construction of off-site drainage facilities, the off-site sewer and pump station and wells, sewer pipelines and the storm drain. Completion of each of these Facilities is expected in summer 2005.

Building Unit Allocation Ordinance

The General Plan land use policies and the Specific Plan limit the average annual City-wide development/growth rate to a maximum population of 65,000 by 2020. This growth rate restriction will control the pace of the development within the District. It is estimated by the Financial Consultant that an average of 360 housing units will be developed in the City each year, although there will be annual variations in response to market demand.

The City Council adopted Ordinance No. 1343 on April 16, 2002, as amended on June 1, 2004 (collectively, the "BUA Ordinance"), requiring a timed release of the building permits for the aggregate 2,579 single family market rate homes approved for development in the District (each a "BUA"), so that growth will occur in conformance with the General Plan. The BUA Ordinance establishes three release dates for the BUAs, the first of which (the "First Release BUAs") will occur upon the issuance of the Series 2004 Bonds. The second BUA release is scheduled to occur on June 30, 2007 and the third BUA release may occur at any time between June 30, 2011 and June 30, 2015.

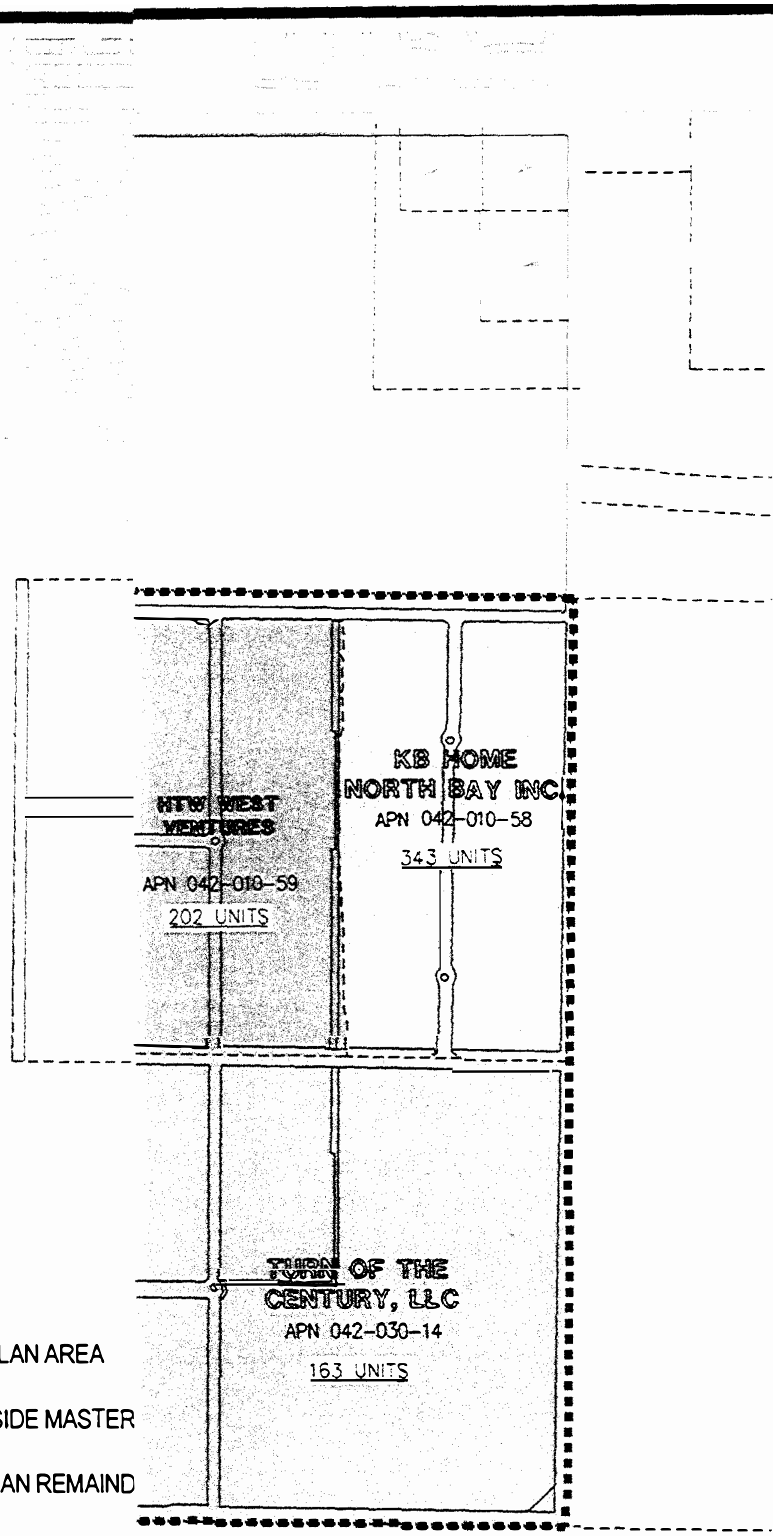
A total of 1,242 First Release BUAs are available during the first development phase, *provided, however,* that the number of building permits issued by the City in Fiscal Year 2004-05 does not exceed 751, that the maximum number of building permits issued in Fiscal Year 2005-06 does not exceed a cumulative total of 1,161, and that the maximum number of building permits issued in Fiscal Year 2006-07 does not exceed a cumulative total of 1,242. The City has not yet developed a specific schedule for the issuance of building permits in connection with the Second Release and Third Release BUAs. Set forth in Table 9 is a schedule indicating the maximum number of building permits that may be issued in each Fiscal Year in connection with each BUA Release. Set forth on page 39 is a map showing the location of the BUA Releases.

Table 9
City of Woodland
Community Facilities District No. 2004-1 (Spring Lake)
Schedule Maximum Number of Building Permits to be Issued by BUA Release
(by Fiscal Year)

	Maximum Number of Building Permits per BUA Release			
Fiscal Year	First Release	Second Release	Third Release	Cumulative Total
2004-05	751	–	–	751
2005-06	410	–	–	1,161
2006-07	81	–	–	1,242
2007-08	–	882	–	2,124
2011-15	–	–	455†	2,579
TOTAL	1,242	882	455	

† The specific schedule for the Third Release BUAs has not yet been developed.
Source: City of Woodland.

Building permits will be issued by the City to the Property Owners on a first-come-first-serve basis, up to the cumulative number of BUAs authorized for the given Fiscal Year. A building permit is issued only upon approval of a final map, compliance with conditions of the development agreement and other City requirements. As of the date of this Official Statement, all of the Property Owners that have First Release BUAs anticipate beginning construction of single family homes in early 2005.



LEGEND:

.. SPECIFIC PLAN AREA

.. AREA OUTSIDE MASTER

.. MASTER PLAN REMAIND

.. EXISITING PROPERTY LI

.. PROPERTIES WITHIN CI
WOODLAND COMMUNIT
DISTRICT No. 2004-1 (SP

43 UNITS .. 1st RELEASE BUILDING U
ALLOCATION

NG LAKE SPECIFIC PLAN

BUILDING UNIT ALLOCATION
(BUA) MAP

S:\AutoCAD\400\477 SPRING LAKES -- TOC\477-16\EXHIBITS\BOND_UNIT_ALLOCATIONS.dwg -- FIGURE 1 9/20/2004 - 9:16AM Plotted by: john

PROJECT NO. 477.16

Agreements with Property Owners

Development Agreement. In addition to zoning requirements and the BUA Ordinance, all development within the District is subject to the terms and provisions of development agreements between the City and each Property Owner (collectively, the "Development Agreements"). The Development Agreements grant to each Property Owner and their assignees a vested right to proceed with the development of the property in the District in accordance with the terms and conditions of the Development Agreement and the Specific Plan, as each may be amended from time to time. Pursuant to the terms of each Development Agreement and the provisions of Article 2.5 of Division 1 of Title 7 of the California Government Code (commencing with Section 65864), subject to the limited exceptions set forth in the following sentence, the Development Agreements remain enforceable by the parties during the respective specified terms, unless canceled or modified by the City. The term of each Development Agreement is 20 years, during which time the City will conduct an annual review to determine compliance with its provisions. Two of the Development Agreements have been assigned in whole or in part. The Development Agreements authorize the City to apply any subsequently adopted land use regulations and exactions not in conflict with the Specific Plan that are applied uniformly to development throughout the City or within a defined area of benefit that includes the property subject to such Development Agreement. The Development Agreements each contain a number of requirements including, but not limited to, provision of agricultural conservation easements, dedication of easements and rights-of-way, inclusionary housing, an Off-Site Affordable Housing Fee, funding for public transit, fire department operation and maintenance funding, payment of a County Fiscal Deficit Mitigation Fee, and public art.

Summary of the Appraisal Report

Clark-Wolcott Company, Inc. prepared an Appraisal Report at the request of the City dated July 12, 2004 for the Taxable Property in the District (the "Appraisal Report"). In the Appraisal Report, the appraiser concludes that as of July 12, 2004 the estimated bulk sale value of the Taxable Property in the District aggregates $76,000,000, assuming that the Initial Facilities Requirements are constructed, installed and operational as well as any private capital necessary to bring the subject property to the appraised stage of development, will occur. "Bulk sale value" is defined in the Appraisal Report as the most probable price, in a sale of all parcels within a tract or development project, to a single purchaser or sales to multiple buyers, over a reasonable absorption period discounted to present value, as of a specified date, in cash, or in terms equivalent to cash, for which the property rights should sell after reasonable exposure, in a competitive market under all conditions requisite to a fair sale, with buyer and seller each acting prudently, knowledgably, and for self-interest, and assuming that neither is under undue stress.

The bulk sale is executed in lieu of the seller proceeding with development and/or marketing of the individual parcels or tracts to end user or merchant builders over a market-oriented absorption period for the type of project. Consequently, the bulk sale value of the Taxable Property in the District is approximately three times the principal amount of the Series 2004 Bonds, excluding the Escrow-Secured Bond Amount and approximately 2.8 times the principal amount of the Series 2004 Bonds including the Escrow-Secured Bond Amount. See "THE SERIES 2004 BONDS–Acquisition Escrow Fund" and "DEBT SERVICE REQUIREMENTS–Estimated Debt Service Coverage." The opinion of bulk sale value is apportioned among the property in the District on the basis of ratios between the respective Maximum Annual Special Tax obligations and the total Maximum Special Taxes required to satisfy annual debt service pertaining to the District. These obligations and revenues are set forth in APPENDIX B. The Excerpts from the Appraisal Report from Clark-Wolcott Company, Inc. is attached hereto as APPENDIX C.

The appraised value does not reflect an aggregate retail value of the individual land use categories appraised. The Taxable Property in the District cannot be foreclosed upon as a whole to pay delinquent Special Tax of all Property Owners in the District. Rather, individual parcels may be foreclosed upon to pay delinquent installments of the Special Tax levied against such parcels. The principal amount of the Series 2004 Bonds will not be allocated among the Taxable Property in the District; rather, annually, the Special Tax (including the amount necessary to pay debt service on the Series 2004 Bonds) will be allocated among the Taxable Property based upon the applicable Special Tax Formula. See APPENDIX B–"RATE, METHOD AND APPORTIONMENT AND MANNER OF COLLECTION OF SPECIAL TAX."

In considering the Appraisal Report and the estimates of value contained therein, it should be noted that the Appraisal Report is based upon a number of standard and special assumptions which affected the estimates as to value. Because the Appraisal Report sets forth the appraiser's opinion as to value only as of July 12, 2004, it does not reflect any changes to value that might have occurred since that date or which may occur in the future.

For purposes of the valuation of the property in the District, the Appraisal Report assumes fee simple ownership of the property, subject to the Special Tax and special assessment liens. Therefore, the appraised value does not include the value increments related to the Series 2004 Bonds as of the date of value. While the Appraisal Report assumes that the Initial Facilities Requirements funded by the Series 2004 Bonds have been completed, construction of such facilities have only recently commenced and are not expected to be completed until July 2007. See also "–Status of Development." Moreover, the proceeds of the Series 2004 Bonds will not be sufficient to finance all of the Initial Facilities Requirements. Included among the assumptions made in the Appraisal Report are assumptions that no conditions exist that are not discoverable through normal, diligent investigation which would affect the use and the value of the property and that no hazardous material such as asbestos, urealformaldehyde foam insulation or other potentially hazardous materials which may cause a loss in the value of property exists in the District. The appraiser did not observe any such material in the District; however, it expressly disclaims in the Appraisal Report any expertise with respect to detection of such substances or responsibility for such substances. The appraiser assumes no responsibility for building permits, zoning changes, engineering or other services or duty connected with the legal use of the property. For a description of certain of the assumptions made in the Appraisal Report, see the Excerpts from the Appraisal Report attached as APPENDIX C. For a description of certain risks that might affect the assumptions made in the Appraisal Report, see "CERTAIN RISKS TO BONDHOLDERS–Land Values."

The complete Appraisal Report is on file with the City and available for public inspection at the office of the Finance Director of the City, City of Woodland, City Hall, 300 First Street, Woodland, California 95695. The conclusion reached in the Appraisal Report, and the summary thereof contained in the Executive Summary thereof, are subject to certain assumptions and qualifications which are set forth in the Appraisal Report. The information contained herein is a summary only of certain information contained in the Appraisal Report, and such information, and the excerpts from the Appraisal Report attached as APPENDIX C, including the Executive Summary, are qualified in their entirety by the Appraisal Report, which is incorporated herein by this reference.

Based upon the appraised value of the property within the District of $76,000,000 (see "–Summary of the Appraisal Report" above) and a principal amount of Bonds of $33,050,000, the aggregate average appraised value-to-Special Tax lien ratio is 2.3:1. However, the average appraised value-to-special tax lien ratio, excluding the $7,720,000 Escrow-Secured Bond Amount is 3.0:1. For a description of the Escrow-Secured Bond Amount and the procedures for release of the Acquisition Escrow Fund, see "THE SERIES 2004 BONDS–Acquisition Escrow Fund."

The appraised value-to-lien and Expected Maximum Special Tax Revenues by Property Owner is set forth in Table 10 below.

Table 10
City of Woodland
Community Facilities District No. 2004-1 (Spring Lake)
Appraised Value-to-Lien and Expected Maximum Special Tax Revenues by Property Owner

			2004-05 Expected Maximum Special Tax Revenues[2]		Series 2004 Bonds Without Escrow-Secured Bond Amount			Series 2004 Bonds with Escrow-Secured Bond Amount		
Property Owner	Taxable Acreage	Appraised Value	Amount	Percent	Prorated Bond Lien[3]	Percent of Bond Lien	Appraised Value-to-Lien Ratio	Prorated Bond Lien	Percent of Total Bond Lien	Appraised Value-to-Lien Ratio
Bollinger Properties, LLC[6]	55.5	$2,980,000	$102,760	3.9%	$992,450	3.9%	3.0:1	$1,294,926	3.9%	2.3:1
HTW West Ventures, LLC	76.6	12,600,000	434,900	16.6	4,200,237	16.6	3.0:1	5,480,372	16.6	2.3:1
KB Home North Bay, Inc.	83.9	17,660,000	609,370	23.2	5,885,258	23.2	3.0:1	7,678,949	23.2	2.3:1
Parlin Spring Lake I, LLC[4]	12.3	2,385,000	82,296	3.1	794,810	3.1	3.0:1	1,037,049	3.1	2.3:1
Pioneer Investors LLC[5]	45.0	3,720,000	128,300	4.9	1,239,113	4.9	3.0:1	1,616,767	4.9	2.3:1
Turn of the Century[7]	243.0	27,995,000	966,187	36.8	9,331,374	36.8	3.0:1	12,175,362	36.8	2.3:1
Yolo Residential Investors, LLC	40.0	8,660,000	298,900	11.4	2,886,759	11.4	3.0:1	3,766,575	11.4	2.3:1
TOTAL	556.3	$76,000,000	$2,622,713	100.0%	$25,330,000	100.0%	3.0:1	$33,050,000	100.0%	2.3:1

(1) Appraised value as of July 12, 2004.
(2) Figures may not total due to independent rounding.
(3) Equal to the principal amount of Bonds multiplied by the ratio of Expected Maximum Special Tax Revenues applicable to each property owner to the total Expected Maximum Special Tax Revenues.
(4) Parlin Spring Lake I, LLC owns a total of approximately 113.0 acres within the District, however, only the approximately 8.58 acres zoned for the development of multifamily housing is currently taxable under the Special Tax Formula.
(5) M. Heidrick and Pioneer Investors LLC ("Pioneer") entered into an option to purchase agreement dated October 4, 2002, as amended, for the sale of approximately 45 acres to Pioneer. It is expected that the transfer of such parcel will be completed on or before October 1, 2004. Pursuant to a bulk lot sale purchase agreement executed in January 2004, Pioneer will sell approximately 25 acres to a partnership comprised of E&L Homes (a partner and manager of Pioneer) and Southeast Woodland Associates (a manager of Pioneer). See "THE PROPERTY OWNERS–Pioneer Investors LLC."
(6) Pursuant to an option agreement Bollinger Properties, LLC ("Bollinger") will contribute this parcel to Pioneer-Woodland, LLC, which will develop the parcel and in which Bollinger is a member. See "THE PROPERTY OWNERS–Bollinger Properties, LLC."
(7) Pursuant to an option and purchase agreement, dated October 14, 2003, Turn of the Century will sell approximately 81 acres to HTW West Ventures, LLC. Pursuant to an option to purchase, dated March 2004, Turn of the Century will also sell approximately 162 acres to Russell Ranch Development, Inc., a California corporation with beneficial ownership intended to be substantially similar to that of Turn of the Century. See "THE PROPERTY OWNERS–HTW West Ventures, LLC" "–Russell Ranch Development, Inc." and "–Turn of the Century."

Sources: Stinson Securities, LLC, based on the Appraisal Report prepared by Clark-Wolcott Company, Inc. and the Financing Plan Report prepared by Economic & Planning Systems, Inc.

Assessed Value of the District

The gross assessed valuation of property in the District for the Fiscal Year 2004-05 is $40,692,536. This amount is not representative of the actual market value of the property in the District, however, since Article XIIIA of the California Constitution limits any increase in assessed value to no more than 2% per year unless property is sold or transferred. As a consequence, assessed values are typically less than actual market values unless the property has recently changed ownership. This value does not account for any reassessments based on changes in ownership or improvements to property occurring after January 1, 2004.

Direct and Overlapping Bonded Indebtedness

Set forth in Table 11 below is the Statement of Direct and Overlapping Bonded Indebtedness for the District based upon the assessed value.

Table 11
City of Woodland
Community Facilities District No. 2004-1 (Spring Lake)
Statement of Direct and Overlapping Bonded Indebtedness

2004-05 Local Secured Assessed Valuation: $40,692,536

DIRECT AND OVERLAPPING TAX AND ASSESSMENT DEBT:	% Applicable[(1)]	Debt 9/1/04	
Woodland Joint Unified School District	0.355%	$128,918	
City of Woodland Community Facilities District No. 2004-1	**100.000**	-	(2)
TOTAL DIRECT AND OVERLAPPING TAX AND ASSESSMENT DEBT		$128,918	
OVERLAPPING GENERAL FUND OBLIGATION DEBT:			
Yolo County Certificates of Participation	0.124%	$6,312	
Yuba Joint Community College District Certificates of Participation	0.086	2,765	
TOTAL OVERLAPPING GENERAL FUND OBLIGATION DEBT		$9,077	
COMBINED TOTAL DEBT		$137,995	(2)

(1) Based on 2003-04 ratios.
(2) Excludes Mello-Roos Act bonds to be sold.
(3) Excludes tax and revenue anticipation notes, enterprise revenue, mortgage revenue and tax allocation bonds and non-bonded capital lease obligations.

Ratios to 2004-05 Assessed Valuation:
Direct Debt .... - %
Total Direct and Overlapping Tax and Assessment Debt 0.32%
Combined Total Debt..0.34%

STATE SCHOOL BUILDING AID REPAYABLE AS OF 6/30/04: $0

Source: California Municipal Statistics.

Special Tax Administration

Goodwin Consulting Group, Inc., Sacramento, California, has been retained by the City to assist the City's Finance Department in the administration of the Special Tax calculations for the District. Goodwin Consulting Group, Inc. provides special assessment district and community facilities district administration services for numerous California government entities.

THE FACILITIES AND THE FINANCING PLAN

Overview

The CFD Report estimated that approximately $179.7 million ($2004) in costs for the construction of certain on- and offsite backbone infrastructure and public improvements, consisting of the Facilities, is required to buildout the Specific Plan Area. The Facilities identified in a report prepared for and approved by the City entitled a "Capital Improvement Plan" dated June 11, 2004 (the "Capital Plan") as a guide to assist the City and the Property Owners in estimating the costs of the Facilities necessary for the initial phase of development in the District (the "Initial Facilities Requirement"), determined the allocation of costs among the Property Owners, and planned the development of the District. The Capital Plan estimates that approximately $179.7 million (2004$) in costs for the construction for certain on-site and off-site backbone infrastructure and public improvements are necessary for buildout of the District. On June 22, 2004, the City approved an infrastructure master plan, the "Spring Lake Specific Plan Infrastructure Study Report" (the "Infrastructure Report") that identifies the major infrastructure necessary to develop the District, the Specific Plan Area and the MPRA in accordance with the City's General Plan. The description of the Facilities, the cost estimates and phasing requirements were further updated in the CFD Report, a copy of which appears in its entirety as APPENDIX A.

The information contained herein concerning the Facilities to be financed with the proceeds of the Series 2004 Bonds is a summary only of certain information contained in the CFD Report, and such information is qualified in its entirety by the information contained in the CFD Report which is set forth in its entirety as APPENDIX A. The specific Facilities to be constructed with the proceeds of the Series 2004 Bonds will be determined by the City and the Property Owners pursuant to the Funding and Reimbursement Agreement (described below) prior to disbursement of Bond proceeds for such purposes.

Description

The Facilities generally consist of those certain sewerage, water and drainage improvements, roads, soundwalls and landscaping and hardscape improvements on public roads, the construction of parks and other public improvements authorized to be acquired, constructed and paid for in the District pursuant to the Law at the special election held in the District on June 22, 2004. More detailed information concerning the Facilities and the Initial Facilities Requirement is described in APPENDIX A–"CITY OF WOODLAND COMMUNITY FACILITIES DISTRICT NO. 2004-1 (SPRING LAKE) COMMUNITY FACILITIES REPORT–Exhibit A–Description of Facilities Proposed to be Funded." A map of the District showing the funded Facilities appears on page 49.

MCA
WTR.
WSTR
SCT
P12 YL

The City has primarily undertaken design and engineering of certain of the Initial Facilities Requirements and anticipates that all of the Initial Facilities Requirement will be completed by summer 2005.

Table 12 summaries the Facilities necessary for buildout of the Specific Plan Area and the sources of funds.

Table 12
City of Woodland
Spring Lake Specific Plan Area
Estimated Costs Facilities Upon Buildout and Sources of Payment
(Based on the Capital Improvement Plan)
(Year 2004$)

Description	Property Owners	MPFP	Bond Proceeds and SLIF	Other[†]	Total
Roadway Improvements					
Infrastructure	$9,134,005	$1,759,600	$22,373,280	$8,131,585	$41,398,470
Pathways, Greenbelts	1,579,275	0	6,467,100	1,226,475	9,272,850
Land Acquisition	0	0	822,000	0	822,000
Engineering	2,249,730	369,600	3,977,620	4,045,170	10,642,120
Contingency	2,463,990	403,800	6,254,000	2,541,770	11,663,560
Subtotal	15,427,000	2,533,000	39,894,000	15,945,000	73,799,000
Water Improvements					
Infrastructure	615,000	6,000,000	3,585,000	98,000	10,298,000
Land Acquisition	0	0	10,000	0	10,000
Engineering	129,150	1,260,000	752,850	20,580	2,162,580
Contingency	141,850	1,381,000	824,150	22,420	2,369,420
Subtotal	886,000	8,641,000	5,172,000	141,000	14,840,000
Sewer Improvements					
Infrastructure	1,328,000	484,000	5,807,000	312,000	7,931,000
Land Acquisition	0	7,740	21,000	1,260	30,000
Engineering	278,880	108,240	1,306,620	48,130	1,741,870
Contingency	305,120	79,020	1,003,380	54,610	1,442,130
Subtotal	1,912,000	679,000	8,138,000	416,000	11,145,000
Storm Drainage Improvements					
Infrastructure	389,000	1,144,000	20,758,000	7,137,000	29,428,000
Land Acquisition	0	23,000	3,025,000	924,000	3,972,000
Engineering	81,690	240,240	4,359,180	1,498,770	6,179,880
Contingency	68,310	148,760	3,467,820	927,230	4,612,120
Subtotal	539,000	1,556,000	31,610,000	10,487,000	44,192,000
Parks Improvements					
Improvements	0	1,984,000	13,874,000	0	15,858,000
Land Acquisition	0	0	7,750,000	0	7,750,000
Subtotal	0	1,984,000	21,624,000	0	23,608,000
Fire Station					
Improvements	0	1,675,000	0	0	1,675,000
Land Acquisition	0	125,000	0	0	125,000
Subtotal	0	1,800,000	0	0	1,800,000
SUBTOTAL IMPROVEMENTS	18,764,000	17,193,000	106,438,000	26,989,000	169,384,000
District Administrative Fees	751,000	688,000	4,258,000	1,078,000	6,775,000
Specific Plan Admin and Planning	0	0	2,500,000	0	2,500,000
Gibson Road Addl. Improvements	0	0	804,000	187,000	991,000
TOTAL FACILITIES	$19,515,000	$17,881,000	$114,000,000	$28,254,000	$179,650,000

† Represents the estimated costs of Property Owner in-tract improvements and fees of other governmental agencies.
Source: Capital Improvement Plan prepared by Cunningham Engineering.

Financing Plan for Initial Facilities Requirement

Financing the Initial Facilities Requirement is expected to come from four principal sources: proceeds of Special Tax Bonds, Property Owner contributions, the Spring Lake Infrastructure Fee Program (the "SLIF"), and the City's Major Project Financing Plan Fee (the "MPFP"). A brief description of each principal source of funds is described below:

Spring Lake Infrastructure Fee. The SLIF is a primary source of backbone infrastructure funding within the District. Backbone Infrastructure is defined as major infrastructure improvements such as all major streets (collectors and arterials) including above-ground and underground utilities associated with those streets, all bikeways, greenbelts, open space facilities, drainage channels, detention ponds, water wells, pump stations, and parks that provide connectivity and/or benefit to the Specific Plan Area. This fee will be charged on all residential development (including affordable housing) and commercial development in the Specific Plan Area, with a portion of the obligation expected to be satisfied through the issuance of Bonds. The Property Owners who have paid to construct the oversized Facilities will receive SLIF credits and/or reimbursements of such oversizing costs. On September 7, 2004, the City Council approved an increase in the SLIF to reflect a change in the estimated cost of park and other public land. The amount of the SLIF, as amended, is $31,330 per single family unit; $20,030 per multi-family unit and $28.87 per square foot for commercial development. The increased fee will become effective on or about November 8, 2004.

Major Project Financing Program Fee. The MPFP Fee is an existing City fee program used to fund projects that provide a Citywide benefit. The Initial Facilities Requirements identified to be funded through the MPFP include a portion of the completed roadway improvements along Gibson Road, intersection mitigation improvements outside the limits of the District, water supply wells, and a portion of the backbone sewer infrastructure that will convey flows from outside the District in order to relieve surcharge flows within the existing facilities in Gibson Road.

Funding and Reimbursement Agreement. The City and the Property Owners have entered into a Funding and Reimbursement Agreement for Development within the Spring Lake Specific Plan Area, dated September 7, 2004 (the "Funding and Reimbursement Agreement"). The Funding and Reimbursement Agreement provides in general that the Property Owners will be entitled to reimbursement for the cost of providing infrastructure or other public facility improvements that benefit other properties in the Specific Plan Area or the MPRA but only to the extent the City has funds available from bond proceeds, cash advances from other Property Owners or SLIF payments. In no event is the City obligated to advance general fund monies to reimburse any owner any amounts under the Funding and Reimbursement Agreement.

Acquisition/Financing Agreement. It is anticipated that Property Owners will construct Backbone Infrastructure within the Specific Plan Area which the City will acquire with a combination of advance funding from other Property Owners and Bond proceeds as authorized by the Law. The construction and acquisition of such infrastructure will be pursuant to an Acquisition/Financing Agreement between the City and each Property Owner.

Property Owner Contributions. Certain improvements associated with collector roadways, associated water, sewer and drainage utilities which generally do not qualify for the SLIF will be paid for by the Property Owners. In addition, the Property Owners will be responsible for funding in-tract infrastructure (*e.g.* streets, sidewalks, curbs and gutters) and for construction of "finished" lots, all utility construction, and lot grading on their respective parcels.

Pursuant to the Development Agreements, the City has undertaken the design and construction of the Initial Facilities Requirements on behalf of the Property Owners. Each Property Owner has deposited with the City letters of credit or cash in the amount of its *pro rata* share of the estimated costs to complete the Initial Facilities Requirements. In the event the total amount available for the construction of the Initial Facilities Requirements is insufficient, the Property Owners are obligated under the Funding and Reimbursement Agreement to promptly deposit with the City the amount of any such deficiency by the date specified in such notice. See "*–Funding and Reimbursement Agreement*."

Construction Schedule

The Initial Facilities Requirement includes $53,926,000 in Facilities to be constructed by both the City and the Property Owners. See also "–Table 13–Estimated Costs of Initial Facilities Requirements and Sources of Payment."

The majority of land acquisition is expected to begin during the fourth quarter of 2004 with a small portion expected during the third quarter of 2005. Total land acquisition costs is expected to be $3,221,000.

City Constructed Facilities. The City is undertaking the construction of the off-site drainage and sewer and pump station and the on-site water well, sewer pipelines and storm drains. Each of these facilities is expected to be completed in summer 2005.

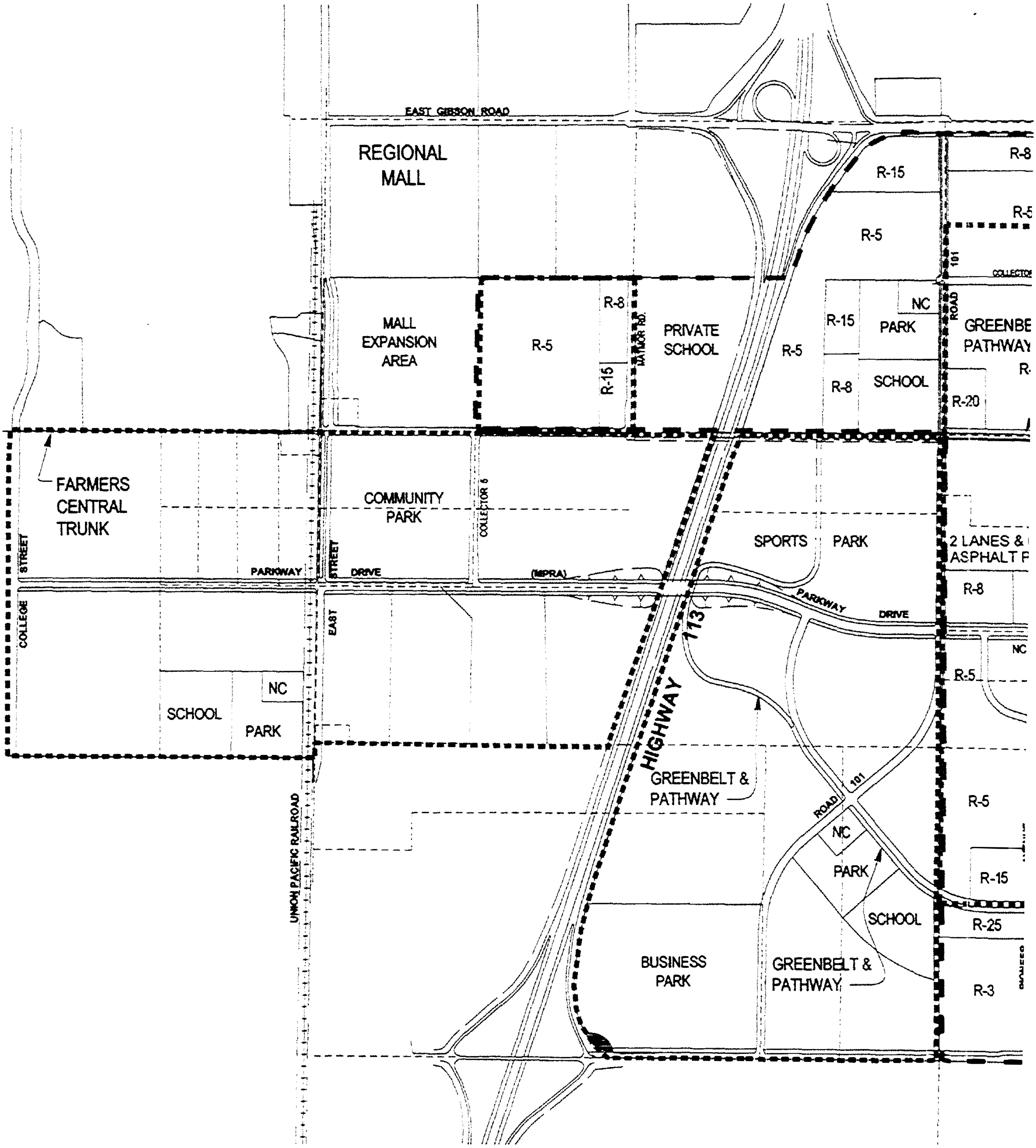
Property Owner Constructed Facilities. The Property Owners are responsible for the construction and installation of remaining Backbone Infrastructure and all other on-site improvements, including roadways, on-site water and sewer pipelines and storm drainage. Construction of these Facilities is expected to commence in the fourth quarter of 2004 and be completed during the fourth quarter of 2006.

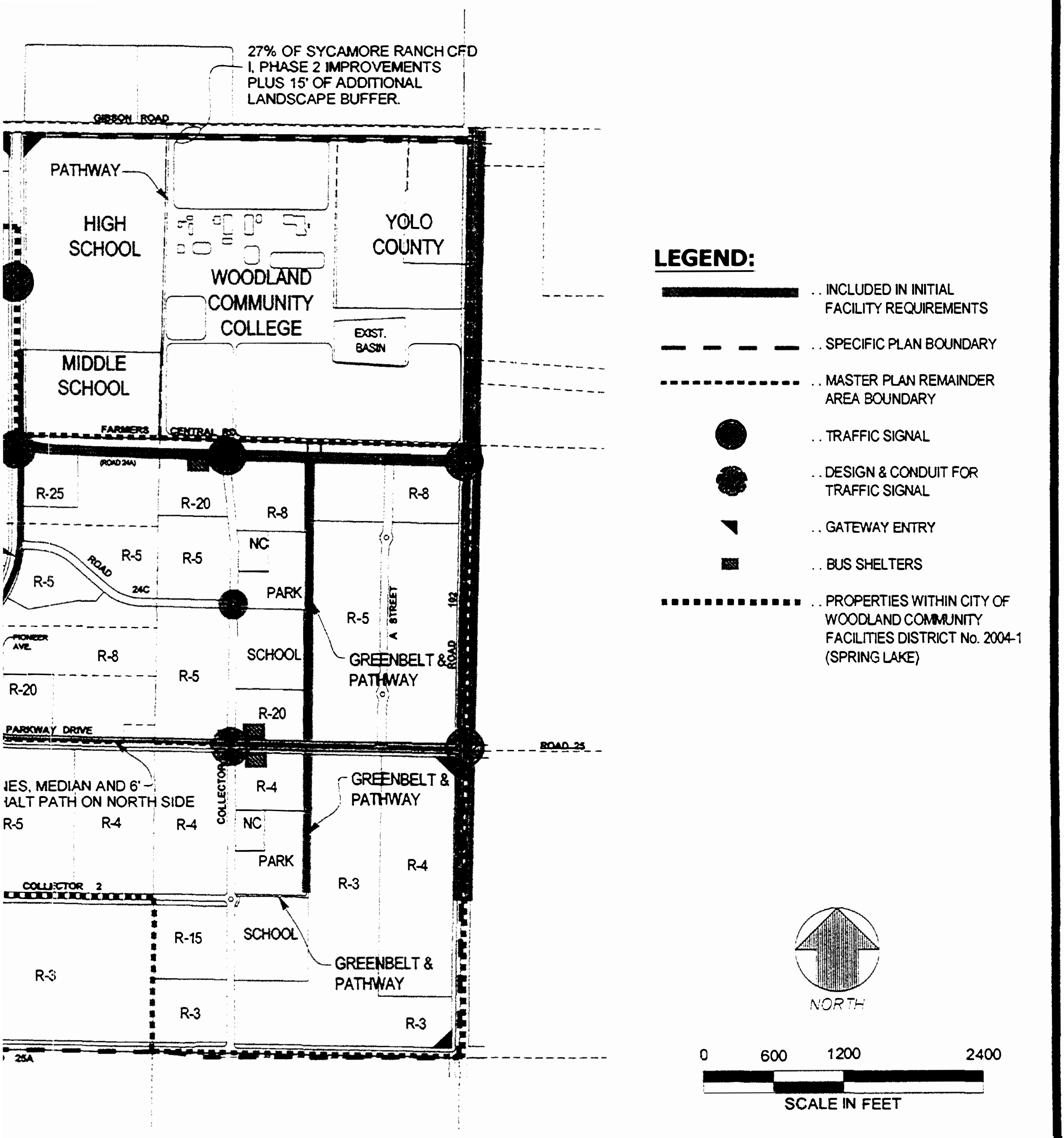
Construction of roadway improvements are expected to begin during the fourth quarter of 2004 with the majority completed during the third quarter of 2005. The final roadway improvements are expected to be completed during the fourth quarter of 2006.

Water and sewer improvement construction is expected to begin during the fourth quarter of 2004, with the majority of the improvements completed during the first quarter of 2005. Construction of the final components of the water and sewer improvements are expected to be completed during the second quarter of 2006.

Construction of storm drainage improvements are expected to begin during the fourth quarter of 2004, with the majority of the improvements completed during the first quarter of 2005. Construction of the final components of the storm drainage improvements are expected during the third quarter of 2006.

The remaining Initial Facilities Requirement are costs for planning, administration and additional Gibson Road improvements. These costs are expected to be expended over the two year construction schedule.


EAST GIBSON ROAD
REGIONAL MALL
R-15
R-8
R-5
COLLECTOR
101
MALL EXPANSION AREA
R-5
R-8
R-15
MATHOR RD.
PRIVATE SCHOOL
R-5
R-15
PARK
NC
ROAD
R-8
SCHOOL
R-20
FARMERS CENTRAL TRUNK
COMMUNITY PARK
COLLECTOR 6
SPORTS PARK
2 LANES &
ASPHALT
COLLEGE STREET
PARKWAY
EAST STREET
DRIVE
(MPRA)
PARKWAY DRIVE
R-8
113
HIGHWAY
NC
R-5
SCHOOL
NC
PARK
GREENBELT & PATHWAY
ROAD 101
R-5
NC
PARK
R-15
UNION PACIFIC RAILROAD
SCHOOL
R-25
BUSINESS PARK
GREENBELT & PATHWAY
R-3



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AUGUST 30, 2004

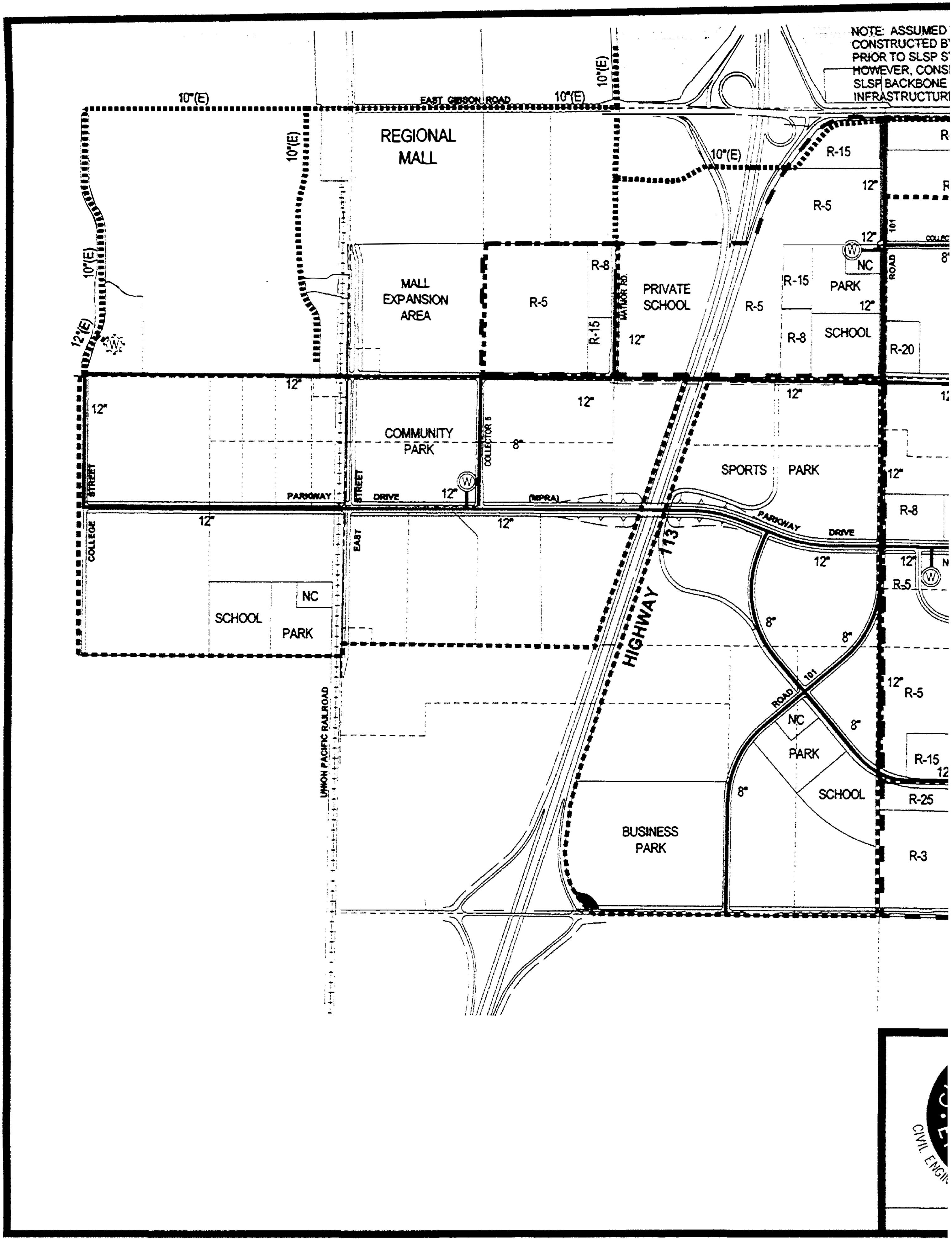
SPRING LAKE SPECIFIC PLAN

MAP OF FUNDED FACILITIES

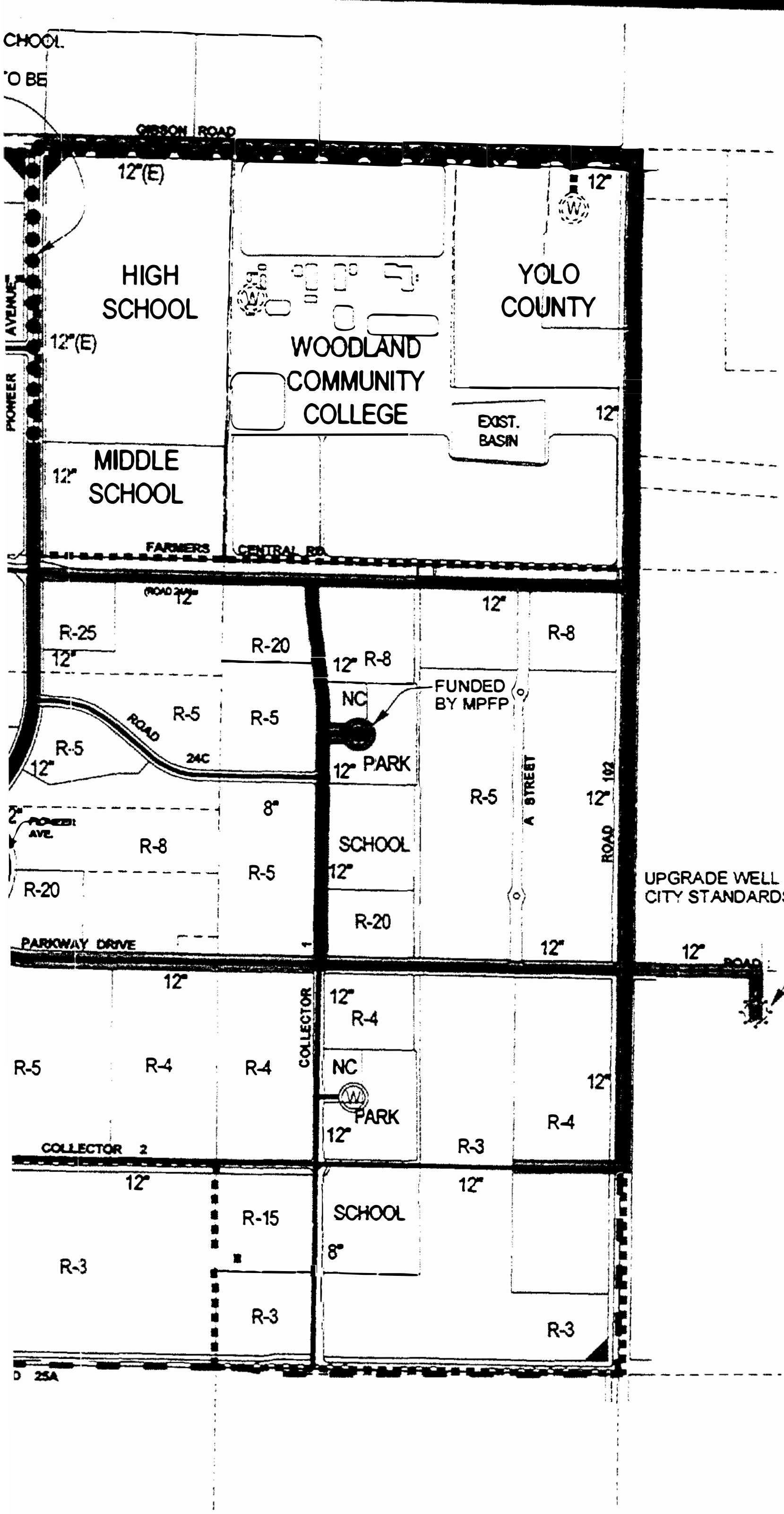
STREETS

PROJECT NO. 477.16

S:\AutoCAD\400\477 SPRING LAKES - TOC\477-16\EXHIBITS\FUNDED_FACILITIES-STREETS.dwg - STREET PHASES Sep/20/2004 - 9:12AM Plotted by: john



NOTE: ASSUMED
CONSTRUCTED B
PRIOR TO SLSP S
HOWEVER, CONS
SLSP BACKBONE
INFRASTRUCTUR
EAST GIBSON ROAD
10"(E)
12"(E)
REGIONAL MALL
MALL EXPANSION AREA
PRIVATE SCHOOL
COMMUNITY PARK
SPORTS PARK
SCHOOL
PARK
NC
BUSINESS PARK
R-5
R-8
R-15
R-20
R-25
R-3
12"
8"
COLLEGE STREET
EAST STREET
PARKWAY DRIVE
(MPRA)
COLLECTOR 5
MATMOR RD.
ROAD 101
HIGHWAY 113
UNION PACIFIC RAILROAD
CIVIL ENGI



LEGEND:

- . . SPECIFIC PLAN BOUNDARY
- . . MASTER PLAN REMAINDER AREA BOUNDARY
- 12" . . PROPOSED WATER
- 10"(E) . . EXISTING WATER MAIN
- 10"(E) . . EXISTING WATER MAIN w / SLSP COST ALLOCATION
- . . . . . PROPOSED WATER WELL
- . . . . . EXISTING WATER WELL (PRIVATE)
- . . . . . EXISTING WATER WELL (CITY-OWNED)
- . . INCLUDED IN INITIAL FACILITY REQUIREMENTS
- . . PROPERTIES WITHIN CITY OF WOODLAND COMMUNITY FACILITIES DISTRICT No. 2004-1 (SPRING LAKE)

NOTES:

1. ONLY THE EXISTING WELL SHOWN ON COLLEGE STREET IS CURRENTLY CONNECTED AS PART OF THE CITY MUNICIPAL WATER SYSTEM.

NORTH

0 750 1500 3000

SCALE IN FEET

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AUGUST 30, 2004

SPRING LAKE SPECIFIC PLAN

MAP OF FUNDED FACILITIES

WATER

PROJECT NO. 477-16

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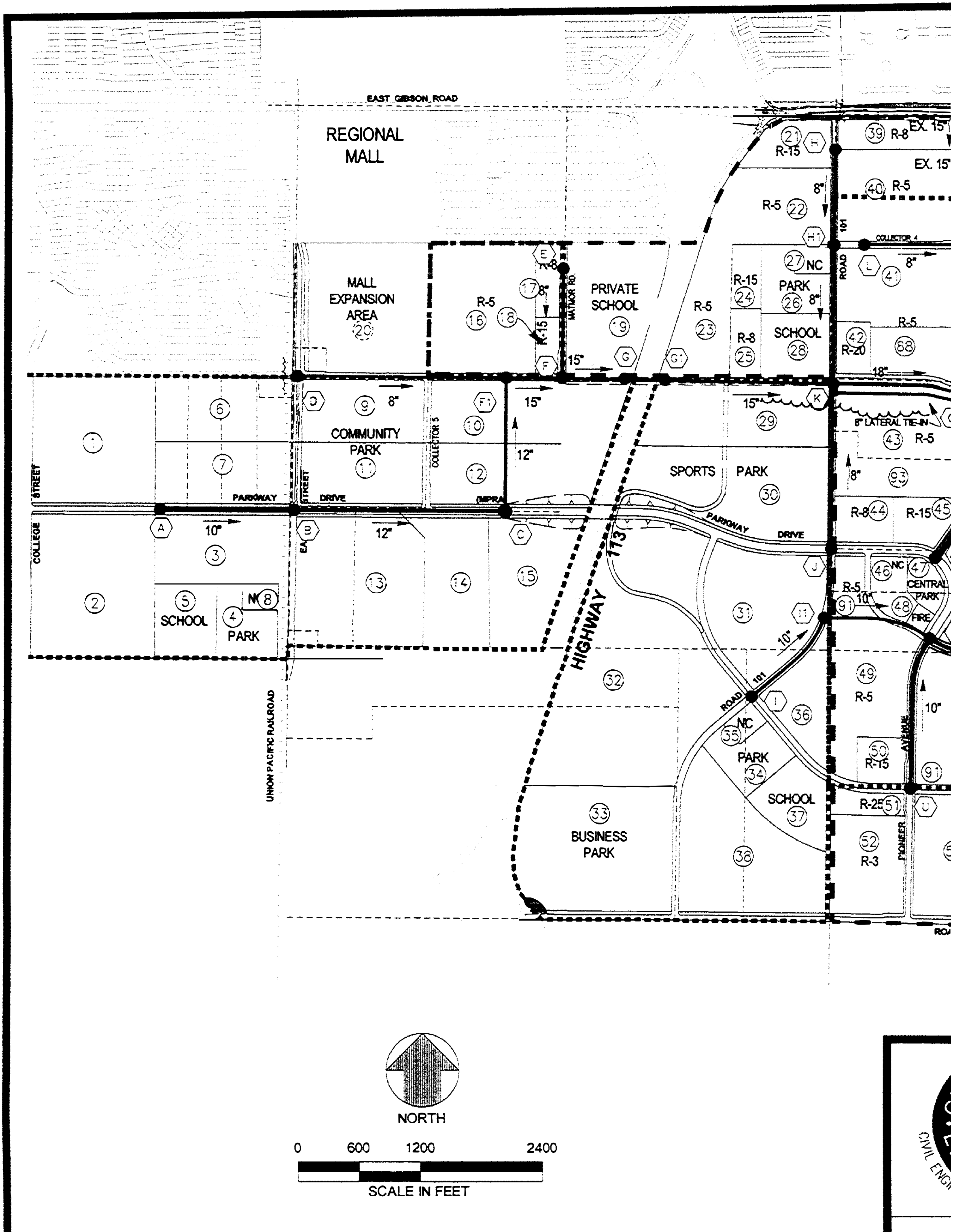
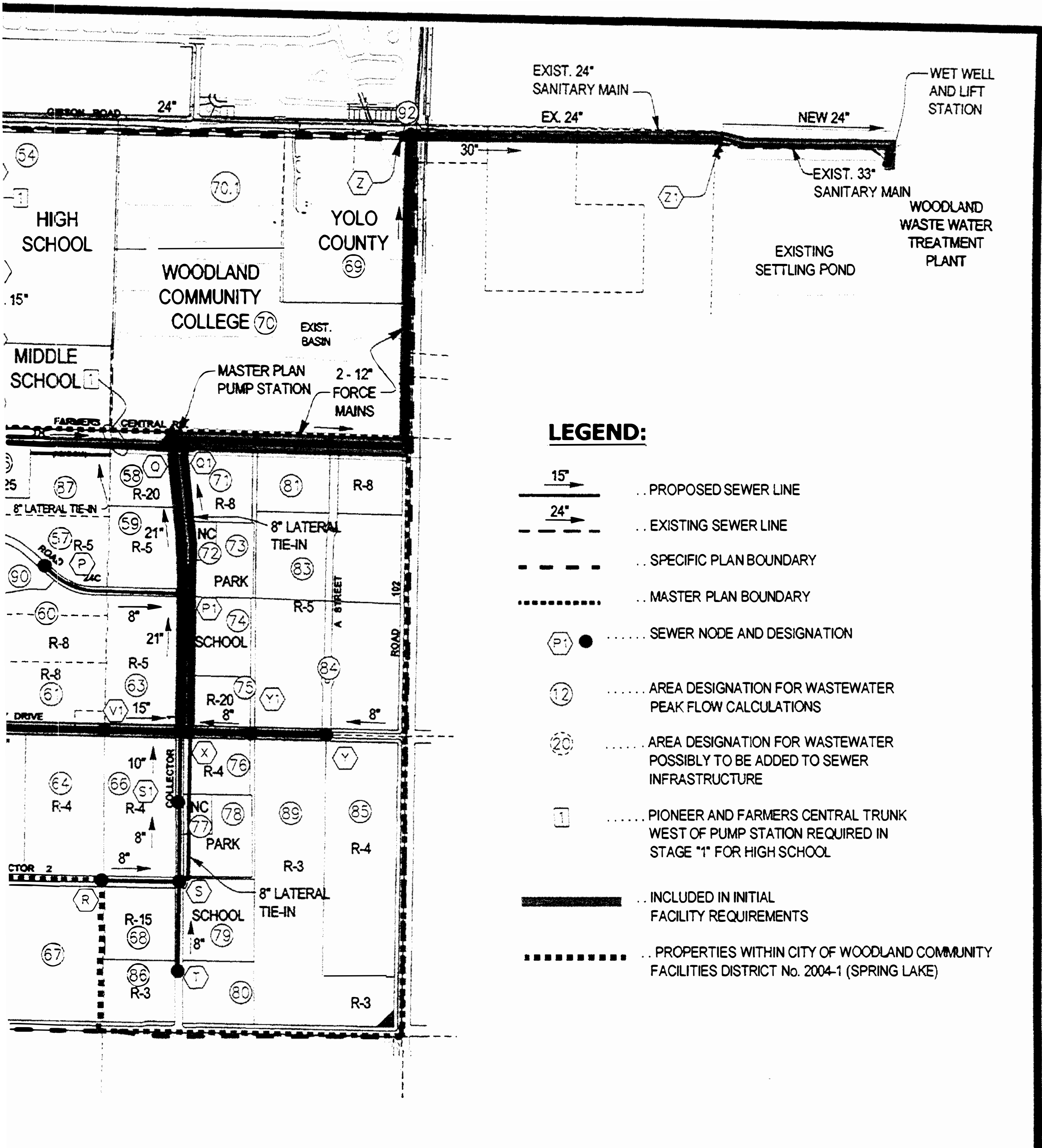


EAST GIBSON ROAD
REGIONAL MALL
MALL EXPANSION AREA
PRIVATE SCHOOL
COMMUNITY PARK
SPORTS PARK
SCHOOL
PARK
BUSINESS PARK
HIGHWAY 113
PARKWAY DRIVE
COLLEGE STREET
EAST STREET
COLLECTOR 5
MATMOR RD.
ROAD 101
PIONEER AVENUE
UNION PACIFIC RAILROAD
CENTRAL PARK
FIRE
8" LATERAL TIE-IN
EX. 15"
NORTH
0 600 1200 2400
SCALE IN FEET



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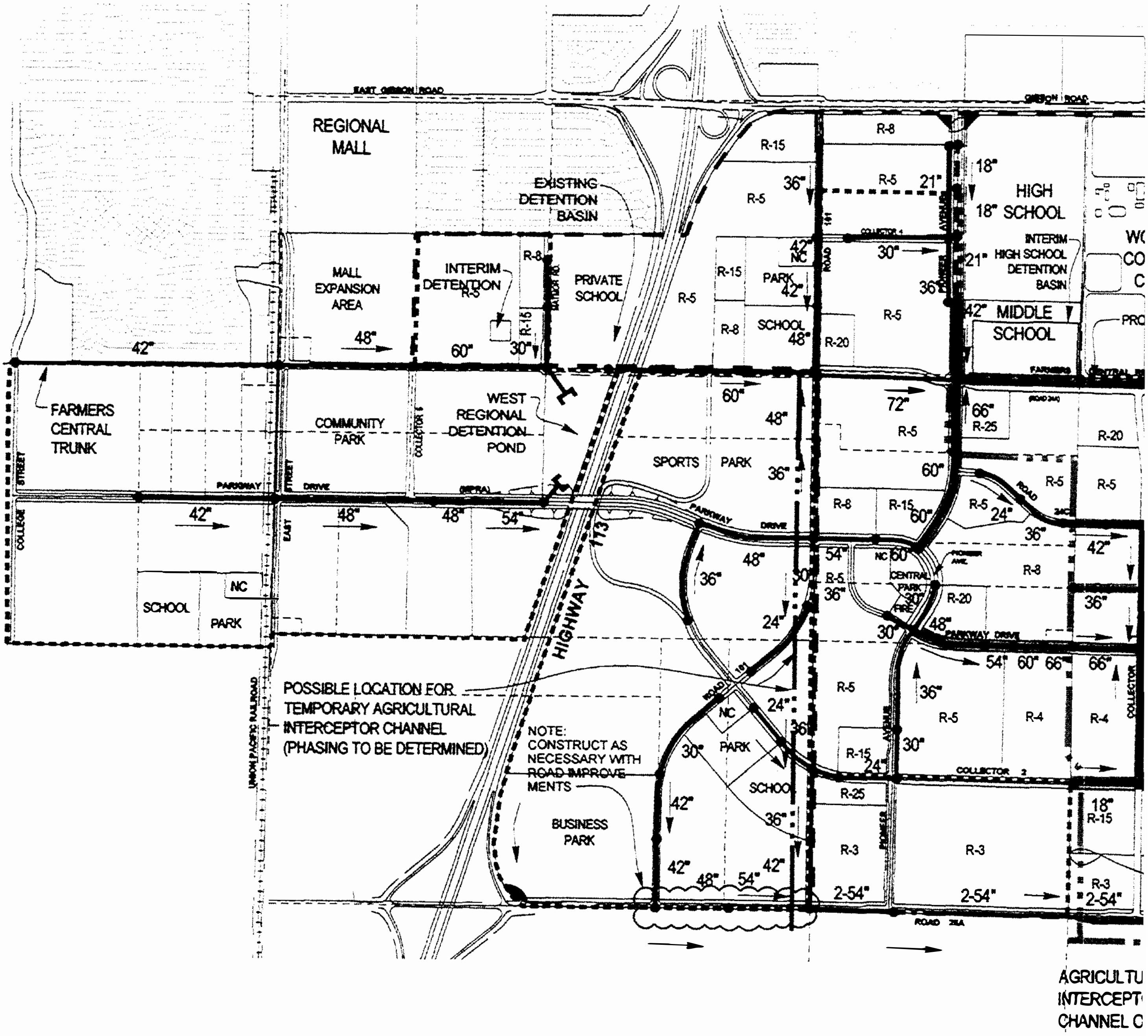
SPRING LAKE SPECIFIC PLAN

MAP OF FUNDED FACILITIES

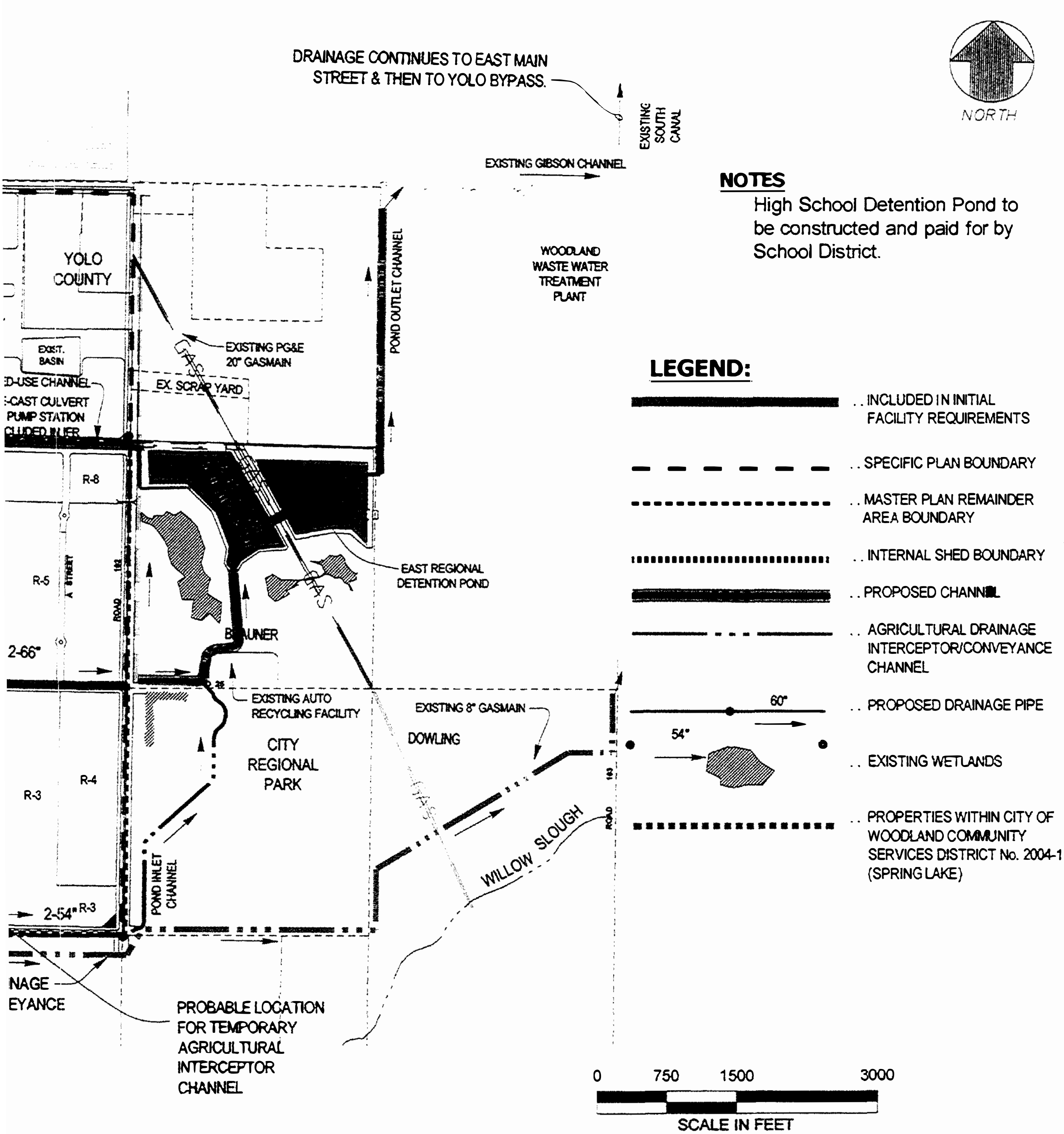
SANITARY SEWER

PROJECT NO. 477.16

S:\AutoCAD\400\477 SPRING LAKES - TOC\477-16\EXHIBITS\FUNDED_FACILITIES-SANITARY SEWER.dwg - SANITARY SEWER Sep/20/2004 - 9:10AM Plotted by: john



EAST GIBSON ROAD
GIBSON ROAD
REGIONAL MALL
EXISTING DETENTION BASIN
R-15
R-8
R-5
36"
21"
18"
HIGH SCHOOL
18" SCHOOL
COLLECTOR 1
30"
42" NC
INTERIM HIGH SCHOOL DETENTION BASIN
MALL EXPANSION AREA
INTERIM DETENTION
R-5
R-8
R-15
PRIVATE SCHOOL
PARK
SCHOOL
R-20
42" MIDDLE SCHOOL
48"
60"
30"
42"
FARMERS CENTRAL TRUNK
COMMUNITY PARK
COLLECTOR 5
WEST REGIONAL DETENTION POND
SPORTS PARK
72"
66"
R-25
FARMERS CENTRAL
COLLEGE STREET
EAST STREET
PARKWAY DRIVE
54"
HIGHWAY 113
24"
NC
CENTRAL PARK
FIRE
PIONEER AVE.
R-4
R-3
R-20
SCHOOL
PARK
POSSIBLE LOCATION FOR TEMPORARY AGRICULTURAL INTERCEPTOR CHANNEL (PHASING TO BE DETERMINED)
UNION PACIFIC RAILROAD
NOTE: CONSTRUCT AS NECESSARY WITH ROAD IMPROVEMENTS
BUSINESS PARK
ROAD 101
COLLECTOR 2
PIONEER AVENUE
COLLECTOR
2-54"
ROAD 25A
AGRICULTU
INTERCEPT
CHANNEL C



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AUGUST 30, 2004

SPRING LAKE SPECIFIC PLAN

MAP OF FUNDED FACILITIES

STORM DRAINAGE

PROJECT NO. 477.16

S:\AutoCAD\400\477 SPRING LAKES - TOC\477-16\EXHIBITS\FUNDED_FACILITIES-STORM DRAINAGE.dwg - SD LAYOUT Sep/20/2004 - 8:40AM Plotted by: john

Majority-in-Interest Managers. Following are brief resumes of the Majority-in-Interest Members:

Paul Prudler. Mr. Prudler is a founding partner of GRP Management Company, a general partnership organized in 1985 that manages office, industrial and apartment properties. Mr. Prudler was a principal shareholder of Capitol Commerce Mortgage Co., a California corporation, from its formation in 1978 until 2004. Although Mr. Prudler has more than 40 years of experience as a mortgage broker and has been developing and constructing apartment and office complexes since 1969, he has not previously been involved in the development of residential lots. Mr. Prudler is licensed as a real estate broker in the State and received a degree in business administration from University of California, Berkeley.

John Sievers. Mr. Sievers has been investing in real estate projects for his own account since 1960. From 1948 to 1960 Mr. Sievers was the Executive Vice President of Fort Sutter Savings and Loan in Sacramento, California. Mr. Sievers has not previously been involved in the development of residential lots.

Equity in the Development. The financing for the acquisition of the property in the District owned by YRI and costs associated with the construction of infrastructure was provided through equity contributions of its members in the aggregate amount of $1,965,000. To secure the remaining *pro rata* amount of engineering and construction costs of the Initial Facilities Requirements in the District, YRI has obtained a letter of credit in the amount of $2,000,000 from Capitol Valley bank, which is secured by a first deed of trust on the property in the District owned by YRI. YRI has no other material outstanding debt. The property owned by YRI has been appraised at $8,660,000, assuming completion and installation of all of the Initial Facilities Requirements. YRI's equity in its development, less its *pro rata* lien of the Series 2004 Bonds, is approximately $4,858,425.

Secured Property Taxes, Levies and Collections. The records of the County of Yolo Treasurer-Tax Collector indicate that YRI is current on all *ad valorem* property tax on its property within the District.

(REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK)

G. William Streng, Member. Mr. Streng is a member of SDA, LLC and has served as the chairman of the board of Streng Bros. Homes, Inc. since its formation in 1965. Through various entities, and as a general contractor, he has completed the development of 75 residential subdivisions of which 70 included the construction of houses. Mr. Streng is a graduate of Dartmouth College and the Amos Tuck School of Business Administration at Dartmouth, the secretary/treasurer of Russell Ranch, and a manager of Road 101 Associates, LLC, a manager of Pioneer. See also "–Russell Ranch Development, Inc." and "–Pioneer Investors LLC."

Daniel K. Dowling, Member. Mr. Dowling is a member of SDA, LLC. Mr. Dowling is licensed as a real estate broker in the State of California. As president of Dowling Properties, Inc. ("Dowling"), Mr. Dowling manages residential and commercial real estate properties. Mr. Dowling is a graduate of Georgetown University and has served on the Board of Directors of Business of Professional Bank. Mr. Dowling is also a shareholder in Russell Ranch. See also "–Russell Ranch Development, Inc."

Lawrence E. Shepard, Member. Mr. Shepard is a member of SDA, LLC. Also see Mr. Shepard's resume under "–Russell Ranch Development, Inc."

Kenneth R. Reiff, Member. Mr. Reiff is a licensed real estate broker. Mr. Reiff is a graduate of University of California, Davis.

Richard Elkins, Member. Mr. Elkins is a licensed real estate broker. He is past president of the Woodland Chamber of Commerce.

Equity in the Development. The financing of the acquisition of the property in the District owned by TOC was provided through shareholder equity in the amount of $12,600,000 and loans in the amount of $4,000,000, all of which has been repaid. The property owned by TOC has been appraised at $27,995,000 assuming completion and installation of the Initial Facilities Requirements serving the District. In addition, as of September 1, 2004, TOC has invested approximately $3,049,000 as its *pro rata* share for the construction and engineering of Initial Facilities Requirement for the District, therefore TOC's equity in its development, less its *pro rata* lien of the Series 2004 Bonds, is approximately $18,868,638.

Secured Property Taxes, Levies and Collections. The records of the County of Yolo Treasurer-Tax Collector indicate that TOC is current on all *ad valorem* property tax on its property within the District.

Yolo Residential Investors, LLC

Overview. Yolo Residential Investors, LLC ("YRI"), is a California limited liability company organized in the State in 2001 for purpose of developing its property within the District. YRI is owned and managed by its 12 members. Two-thirds of the membership interests in YRI are owned in equal percentages by Paul and Susan Prudler and by John Sievers (collectively, the "Majority-in-Interest Members").

Planned Development. YRI owns one parcel in the District, comprising approximately 40 acres and plans to develop a total of 148 single family paper lots ranging in size from 6,000 to 7,200 square feet, nine duplex lots and two multifamily lots, all of which are expected to be sold to merchant builders. YRI holds 148 First Release BUAs and expects to develop all 148 single family lots, the nine duplex lots (representing 18 units) and the two multifamily lots in the first phase.

TOC is owned by 31 Members and economic interest holders and is operated by a seven member board of directors. The members of the board are: G. William Streng, J. David Taormino, Daniel K. Dowling, Roger Kohlmeier, William Brown, Lawrence E. Shepard and Melanie Mathews.

Certain of the 31 members or their representatives serve as the officers of the company, and are primarily responsible for operations of the company. These members are J. David Taormino, as the representative of Doug Arnold Real Estate Inc; Roger Kohlmeier, Trustee, of the Kohlmeier Family Partnership, a California Limited Partnership; Thomas J. Lumbrazo of Thomas J. Lumbrazo Planning Inc., a California corporation, and G. William Streng, Daniel K. Dowling, and Lawrence E. Shepard, who are members of SDA, LLC, a California limited liability company, Melanie Mathews, Kenneth R. Reiff and Richard Elkins.

Planned Development. TOC owns 163 First Release BUAs and has entered into an option to purchase all of its property in the District and the related First Release BUAs with Russell Ranch. See "–Russell Ranch Development, Inc."

Officers and Members with Operations Responsibilities. Following are brief resumes of the Officers and Members or their representatives:

Melanie Mathews, President and Controller. Ms. Mathews has served as President of TOC since January, 2004, has served as Controller since 2001 and joined TOC in 1997. As President, Ms. Mathews is responsible for the day to day management of the company. As Controller, she is responsible for maintaining the books and records of accounts and overseeing disbursements of the funds of the company. Ms. Mathews has 15 years experience in a variety of real estate related fields including development, management, operations, and as CFO and is a graduate of the University of California, Davis. She is also the President of Russell Ranch; and a manager of Road 101 Associates LLC, a manager of Pioneer. See also "–Russell Ranch Development, Inc." and "–Pioneer Investors LLC."

David Taormino, Vice President. Mr. Taormino has served as Vice President, since 1997 and previously served as President from 1999 to 2004. Mr. Taormino is responsible for negotiating the contracts for bulk sale to production builders. Also see Mr. Taormino's resume under "–Russell Ranch Development, Inc."

Thomas J. Lumbrazo, Vice President, Planning. Mr. Lumbrazo has served as Vice President, Planning of TOC since 1997 and is responsible for coordinating all planning activities of the company and dealing with applicable planning and regulatory authorities. He is also president of Thomas J. Lumbrazo Planning Inc. ("Lumbrazo Planning"). Lumbrazo Planning is a consulting firm specializing in land use planning, governmental relations, environmental, development and project management services that was organized in the State in 1995. From 1989 to 1995 Mr. Lumbrazo was a planning consultant in the Sacramento Metropolitan area, and from 1971 through 1989 he served as Community Development Director for the City of Davis. Mr. Lumbrazo is a member of City of Roseville Design Review Committee and Co-Chair of the Roseville Citizens for Responsible Planning.

Roger Kohlmeier, Secretary/Treasurer. Mr. Kohlmeier has been Secretary/Treasurer of TOC since 1997 and is responsible for maintaining the records of the company and managing all financial relationships for the company. Mr. Kohlmeier is a Member of TOC as the Trustee of Kohlmeier, Family Partnership and is an investor. Also see Mr. Kohlmeier's resume under "–Russell Ranch Development, Inc."

a member of the Sacramento Area Commerce and Trade Organization, the Community Bankers of Northern California, the California Bankers Association and Chairman of the Woodland Economic Development Committee.

Lawrence Shepard, Director. Mr. Shepard is a member of SDA, LLC. From 1975 to 2004, he has served as senior lecturer, professor, and vice chancellor of the University of California, Davis specializing in real estate economics and finance. He holds bachelors, masters and doctorate degrees in related areas of economics. Mr. Shepard has been involved in the development of residential and commercial real estate in the Yolo County area since 1978 and is president of the board of the Mondavi Center for the Arts and director of the UC Davis Foundation. Mr. Shepard is also a member of Turn of the Century and a manager of Monley. See also "–Turn of the Century."

Equity in the Development. The financing for the acquisition of the property in the District optioned by Russell Ranch and costs associated with the construction of infrastructure is expected to be provided through equity contributions in the aggregate amount of $5,000,000 seller financing from Turn of the Century and construction loan financing. However, Russell Ranch currently has no commitments for such equity contributions.

Similar Projects Undertaken by Directors of Russell Ranch.

Covell and Catalina, Davis California. Covell and Catalina was a single family residential infill project consisting of eight units on an approximately one acre site. The units ranged in size from 1,780 to 1,900 square feet and construction and sales were completed in 2003.

Cowell and Mace, Davis California. The Cowell and Mace project was a single family residential infill project, with 18 attached and detached units of approximately 1,325 square feet each on an approximately 1.5 acre site.

North Davis Meadows I and II, Davis Community Golf Course, Davis, California. This project was completed in 1996 and consisted of the construction of 91 finished lots ranging in size from 15,000 to 25,000 square feet. The finished lots were then sold to custom home builders and individual buyers.

Midtown Projects Inc. Davis, California. This is an approximately 22 acre mixed use commercial development project. This parcel was subdivided into eight finished commercial lots, on which seven business condominiums (representing an aggregate of approximately 16,400 square feet) have been constructed. The remaining approximately nine acres divided into two residential lots for the development of multifamily housing.

Secured Property Taxes, Levies and Collections. The records of the County of Yolo Treasurer-Tax Collector indicate that Russell Ranch is current on all *ad valorem* property tax on its property within the District.

Turn of the Century

General. Turn of the Century, a Delaware Limited Liability Company ("TOC"), was organized in Delaware and qualified to conduct business in the State in 1997. TOC currently owns approximately 243 acres within the District of which approximately 81 acres are subject to an option and purchase agreement between TOC and HTW West Ventures, LLC. See also "–HTW West Ventures, LLC." In addition, Russell Ranch Development Inc. has an option to purchase the remaining 162 acres.

Planned Development. Russell Ranch has an option to purchase one parcel within the District comprising an aggregate of approximately 162 acres, together with the 163 First Release BUAs associated with this parcel, from Turn of the Century. Russell Ranch expects to exercise this option in fall 2004. Upon acquisition of the parcel, Russell Ranch plans to sell approximately 30 acres together with 55 First Release BUAs necessary to develop such property, to Monley-Cronin Properties, A California LLC ("Monley") pursuant to Monley's Option to Purchase with Russell Ranch dated March 11, 2004.

Russell Ranch plans to develop the remaining approximately 132 acres with approximately 209 single family finished lots ranging in size from 8,500 to 11,000 square feet, 30 affordable half-plex units and approximately 75 multifamily units on approximately 6.7 acres. Russell Ranch will hold 108 First Release BUAs and expects to develop approximately 67 single family lots in the first phase for sale to homebuilders.

Management. The operations of Russell Ranch are directed by its board of directors. The operations of Russell Ranch are carried out by its officers under authority delegated from its board of directors. Following are brief resumes of the officers and directors of Russell Ranch.

Melanie Mathews, Director and President. Ms. Mathews is responsible for the day to day management of the company. Ms. Mathews has 15 years experience in a variety of real estate related fields including development, management, operations, and as a chief financial officer and is a graduate of the University of California, Davis. Ms. Matthews is also a Director, the President and the Controller of Turn of the Century; and a manager of Road 101 Associates LLC, a manager of Pioneer. See also "–Pioneer Investors LLC" and "–Turn of the Century."

J. David Taormino, Director and Vice President. Mr. Taormino is responsible for marketing and sales of the finished lots. Mr. Taormino is a co-owner/manager of Doug Arnold Real Estate Inc. and has over 25 years of experience in real estate development. As a real estate developer and investor, he has participated in the development of office buildings, residential subdivisions, warehouse centers and commercial properties in the Greater Sacramento area. Mr. Taormino's past real estate development projects are located in Yolo County and include a variety of infill projects and large lot subdivisions. Mr. Taormino is a graduate of the University of California, Davis and the University of the Pacific Law School and is a member of the Woodland Chamber of Commerce, the Yolo County Housing Authority and Appeals Board and the Davis Habitat for Humanity program. Mr. Taormino is on the Board of Directors of Turn of the Century and through Doug Arnold Real Estate is a Vice President of Turn of the Century.

G. William Streng, Director and Secretary/Treasurer. Mr. Streng is responsible for ensuring the records of the corporation are maintained. He has served as the chairman of the board of Streng Bros. Homes, Inc. since its formation in 1965. Through various entities, and as a general contractor, he has completed the development of 75 residential subdivisions of which 70 included the construction of single family homes. Mr. Streng is a graduate of Dartmouth College and the Amos Tuck School of Business Administration at Dartmouth. He is also a member of Turn of the Century; a member of SDA, LLC which is a member of Road 101 Associates LLC, a member of Pioneer Investors LLC; and a manager of Road 101 Associates LLC, a manager of Pioneer. See also "–Pioneer Investors LLC" and "–Turn of the Century."

Roger Kohlmeier, Director. Mr. Kohlmeier is also a Member of TOC as the Trustee of Kohlmeier, Family Partnership and is an investor. Previously, Mr. Kohlmeier was a Vice President and Chief Lending Officer with Capitol Bank of Commerce, Sacramento, California and the President and CEO of Business and Professional Bank in Woodland, California from 1981 to 1993. Mr. Kohlmeier is Chairman of the Board of Directors of Yolo Community Bank. Mr. Kohlmeier, is

Since 2000, Mr. Ybarra has been involved in the development and construction of 20 single family residences in the City, ranging in size from approximately 1,158 square feet to approximately 2,500 ranging in price from approximately $128,000 to $545,000 square feet, from undeveloped land to completed residences.

Road 101 Associates LLC ("Road 101"). Road 101 is a California limited liability company organized in 2003 for the purpose of investing in Pioneer. The managers of Road 101 are: Melanie Mathews, Doug Arnold Real Estate, Inc. and SDA, LLC. Following are brief resumes of the managers of the Road 101:

Melanie Mathews. Ms. Mathews is responsible for the day to day management of the company. Ms. Mathews has 15 years experience in a variety of real estate related fields including development, management, operations, and as a chief financial officer and is a graduate of the University of California, Davis. Ms. Matthews is also the President of Russell Ranch Development, Inc; and a Director, the President and the Controller of Turn of the Century. See also "–Russell Ranch Development, Inc." and "–Turn of the Century."

Doug Arnold Real Estate, Inc. Doug Arnold Real Estate Inc. is a California corporation organized in 1982.

J. David Taormino is a co-owner/manager of the company. Mr. Taormino is also the Vice President of Russell Ranch Development, Inc. and the Vice President-Marketing of Turn of the Century. See also "–Russell Ranch Development, Inc." and "–Turn of the Century."

SDA, LLC. SDA, LLC, is a California limited liability company organized in 1999 for the purpose of investing in real estate ventures, such as Turn of the Century. William Streng is a manager of SDA, LLC and is also the Secretary/Treasurer of Russell Ranch Development, Inc; a member of Turn of the Century; and a manager of Road 101 Associates LLC, a manager of Pioneer. See also "–Pioneer Investors LLC," "–Russell Ranch Development, Inc." and "–Turn of the Century."

Equity in the Development. The financing for the acquisition of the property in the District owned by Pioneer and costs associated with the construction of infrastructure and finished lots was provided through equity contributions of its members in the aggregate amount of $2,260,000 and a loan in the amount of $1,600,000 from First Northern, secured by a deed of trust recorded against the property. The property owned by Pioneer has been appraised at $3,720,000 assuming completion and installation of the Initial Facilities Requirements serving the District. In addition, as of September 1, 2004, Pioneer has invested approximately $700,000 as its pro rata share for the engineering and construction costs of the Initial Facilities Requirement for the District, therefore Pioneer's equity in its development, less the *pro rata* lien of the Series 2004 Bonds, is approximately $1,203,233.

Secured Property Taxes, Levies and Collections. The records of the County of Yolo Treasurer-Tax Collector indicate that Pioneer is current on all *ad valorem* property tax on its property within the District.

Russell Ranch Development, Inc.

Overview. Russell Ranch Development, Inc. ("Russell Ranch"), is a California corporation organized in 2004 for the purpose of acquiring, holding, selling and developing property within the District.

Parlin Spring Lake's equity in its development, less the *pro rata* lien of the Series 2004 Bonds, is approximately $1,095,535.

Secured Property Taxes, Levies and Collections. The records of the County of Yolo Treasurer-Tax Collector indicate that Parlin Spring Lake is current on all *ad valorem* property tax on its property within the District.

Pioneer Investors LLC

General. On October 4, 2002, the managers of Pioneer Investors LLC ("Pioneer"), a California limited liability company entered into an option to purchase one parcel within the District, comprising approximately 45 acres from M. Heidrick, as trustee. Pioneer was organized in the State in 2003 for the general purpose of developing its property in the District to final map stage for sale to homebuilders. Pioneer was formed and is owned by its three members.

Planned Development. On or before December 1, 2004, Pioneer expects to own one parcel within the District and plans obtain final maps for the development of a total of 46 single family homes and 14 duplex units (of which six will be affordable). Pioneer holds 50 First Release BUAs. In January 2004, Pioneer entered into a bulk lot sale purchase agreement with E&L Homes (a partner of which is a manager of Pioneer) and Southeast Woodland Associates (a manager of Pioneer) for the sale of 20 acres together with the BUAs necessary for development. It is expected that E&L Homes will construct 26 single family production homes and all of the duplex units. E&L Homes expects that the single family homes will range in size from 1,800 to 2,600 square feet and sell for approximately $420,000 to $560,000 and duplex units will range in size from 1,200 to 1,500 square feet and sell for approximately $315,000 to $400,000 for the market rate duplex units and starting at $195,000 for the affordable duplex units. Southeast Woodland Associates expects to construct 20 custom homes ranging in size from 1,800 to 2,600 for prices ranging from $420,000 to $540,000.

Members. Following are brief resumes of the members of Pioneer:

James Lincoln. Mr. Lincoln has been President of Pioneer since its formation and is responsible for the day to day management of the company. He is licensed as a general contractor in the State and is the president of Deville Homes, Inc., a California corporation, and a partner in of E&L Homes, a California partnership. Through Deville Homes, Inc. and E&L Homes, Mr. Lincoln has been involved in all phases of land development of subdivisions ranging from 10 to 125 homes and apartment complexes ranging from 10 to 75 units, including land acquisition, mapping, and construction.

Since 1999, Mr. Lincoln has been involved in the following residential construction projects in northern California: 43 single family residences, ranging in size from 1,600 square feet to 2,400 square feet, from tentative map stage to completed homes in the Granite Creek subdivision in Granite Bay; 30 single family residences, ranging in size from 1,810 square feet to 2,400 square feet, from tentative map stage to completed homes in the Avignon subdivision in the City; and 17 single family residences, ranging in size from 1,810 square feet to 2,400 square feet, from undeveloped land to completed homes in the Colusa Estates subdivision in Colusa.

Southeast Woodland Associates ("Southeast"). Southeast is a California general partnership established in 2002 of which Felix Ybarra is the general partner. Mr. Ybarra has more than 20 years of real estate, construction and development experience. For the last 14 years, he has been in land acquisition, mapping and construction of residential subdivisions ranging in size from five to 180 units.

Mr. Monfared was an Associate Project Manager with Ralph M. Parsons Company and has assisted on the design of support facilities in petrochemical industrial complexes in Yanbu, Saudi Arabia. He holds a Masters in Urban and Regional Planning from California State Polytechnic University at Pomona and a Bachelors of Arts degree in Architecture from University of California at Berkeley.

Javad Rahimian. Mr. Rahimian is primarily responsible for identifying and structuring business ventures and real estate investments for Parlin and Parlin Spring Lake. Mr. Rahimian is the Chairman and Chief Executive Officer of Motion Control Engineering, Inc., a manufacturer of innovative, non-proprietary elevator control systems he co-founded with Majid Rahimian in 1983 ("Motion Control"). Mr. Rahimian holds a Bachelor of Science degree in Electrical Engineering from the University of California at Davis, and a Master of Science degree in Industrial and Systems Engineering from the University of Florida at Gainesville.

Majid Rahimian. Mr. Rahimian is primarily responsible for strategic planning and operations of Parlin and Parlin Spring Lake. Mr. Rahimian has more than 28 years of experience in engineering and management and is the President and Chief Operating Officer of Motion Control. He holds a Bachelor of Science degree in Electrical Engineering from the University of California at Davis, and a Master of Science degree in Electrical and Electronic Engineering from California State University at Sacramento.

Similar Projects Undertaken by the Managers of Parlin.

MCE Building, Rancho Cordova, California. This project, completed in March 2001, consisted of the expansion of a 39,000 square foot office building located on an approximately five acre site to 108,441 square feet.

Parlin Development Company, Rancho Cordova, California. This project, completed in January 1988, consisted of the construction of a 40,516 square foot office building located on an approximately three acre site.

Parlin Ranch, West Sacramento, California. Parlin Ranch is single family residential neighborhood which will consist of 312 homes located on approximately 75 acres. Parlin developed the land to the tentative map stage then sold the property to merchant homebuilders in May 2003.

Jonas, Sacramento, California. This townhome development consisted of 20 units located on an approximately two acre site. The townhomes ranged in size from 1,400 to 2,100 square feet and construction was completed in March 2004.

Bel Canto, Sacramento, California. This townhome development consisted of 18 units located on an approximately four acre site. The townhomes ranged in size from 1,400 to 2,100 square feet and construction is expected to be completed in July 2004.

Equity in the Development. Parlin Spring Lake purchased its property in the District in 2003. The financing for the acquisition of all of the property in the District owned by Parlin Spring Lake and costs associated with the construction of infrastructure was provided through equity contributions of its members in the aggregate amount of $2,825,234 and a loan in the amount of $3,590,359 held by a prior owner of the property. The loan is secured by a first deed of trust on an approximately 88 acre parcel in the District. The approximately 12.25 acres of Taxable Property owned by Parlin Spring Lake has been appraised at $2,385,000 assuming completion and installation of the Initial Facilities Requirements serving the District. In addition, as of September 1, 2004 Parlin Spring Lake has invested approximately $136,809 as its *pro rata* share for the engineering and construction costs of the Initial Facilities Requirement for the District, therefore

KB Home sold approximately 27,331 homes nationally. Further information about KB Home, including annual financial reports and an investor relations homepage can be obtained from the KB Home homepage at *www.kbhome.com. Nothing contained on the website is deemed to be part of this Official Statement or to be incorporated by reference, nor is any representation or warranty made regarding the truth and accuracy of the information thereon.*

Planned Development. KB North Bay purchased its parcel within the District, comprising an aggregate of approximately 83.9 acres, from HTW West, and currently plans to develop a total of 391 units on 368 lots. KB North Bay expects to construct 46 duplex units (of which 24 will be affordable), 43 alley lot homes; 68 small lot homes (of which 13 will be affordable) with lot sizes ranging from approximately 2,920 to 5,300 square feet minimum; and 231 large lot homes with minimum lot sizes of approximately 5,300 square feet. KB North Bay holds 343 First Release BUAs and currently expects to begin construction in spring 2005.

Equity in the Development. KB North Bay purchased its property in the District in 2004. The financing for the acquisition of the property in the District owned by KB North Bay and costs associated with the construction of infrastructure was provided with funds on hand. The property owned by KB North Bay has been appraised at $17,660,000 assuming completion and installation of the Initial Facilities Requirements serving the District. In addition, as of September 1, 2004 KB North Bay has invested approximately $4,313,529 as its *pro rata* share for the engineering and construction costs of the Initial Facilities Requirement for the District, therefore KB North Bay's equity in its development, less the lien of the Series 2004 Bonds, is approximately $14,294,580.

Secured Property Taxes, Levies and Collections. The records of the County of Yolo Treasurer-Tax Collector indicate that KB North Bay is current on all *ad valorem* property tax on its property within the District.

Parlin Spring Lake I, LLC

Overview. Parlin Spring Lake I, LLC ("Parlin Spring Lake"), is a California limited liability company organized in 2003 for purpose of acquiring, holding, selling an developing its property within the District. Parlin Spring Lake is managed by its sole manager, Parlin LLC ("Parlin"). Parlin, a California limited liability company organized in 2002 for the purpose of developing, improving, and selling property, is managed by three managers.

Planned Development. Parlin Spring Lake owns three parcels within the District, comprising an aggregate of approximately 113 acres, however only approximately 12.25 acres are currently classified as Taxable Property under the Special Tax Formula. Parlin Spring Lake plans to develop a total of 452 single family homes, 215 multifamily townhome units and approximately 108,900 square feet of commercial space.

Parlin Spring Lake does not hold any First Release BUAs and will be developing only its multifamily units and commercial space in the first phase. Therefore only approximately 12.25 acres are currently classified as Taxable Property under the Special Tax Formula.

Management. Following are brief resumes of the managers of Parlin, the sole manager of Parlin Spring Lake.

Masud S. Monfared. Mr. Monfared is primarily responsible for leading the developing, leasing, marketing, supervision and management of the development within the District. He is also responsible for advising, investing and managing the assets of Parlin and Parlin Spring Lake.

Rancho Obispo Development – San Luis Obispo, California. Rancho Obispo was a mixed-use project with two market products (with an affordable overlay) and a 77-unit apartment project. The first product line called "La Joya," was completed in November of 2003 and consisted of 18 single family homes on approximately 3.5 acres. The three models offered ranged in size from 2,079 to 2,383 square feet and sold for prices ranging from $559,000 to $679,900.

The second product line called "Tiara," was completed in April 2004 and consisted of the construction of 33 attached single family homes on approximately 4.5 acres. The three models in this second phase ranged in size from 1,800 to 1,940 square feet and sold for prices ranging from $439,900 to $499,900.

Oak Hill, Pasadena California. This project consisted of the construction of 93 single family homes on approximately 78 acres. The six models offered ranged in size from 2,284 to 2,909 square feet and sold for prices ranging from $520,000 to $850,000.

Westgate, Santa Maria, California. This project consisted of 91 single family homes ranging in size from 1,000 to 2350 square feet. Construction commenced in July 2001 and was completed in mid 2003. The homes in this development sold for prices ranging from $220,000 to $325,000.

Crossings, Elk Grove, California. This project consisted of 74-units ranging in size from 2,486 to 3,358 square feet and selling for prices beginning at $253,990. Construction commenced in January 2001 and was completed in December 2003.

Bella Rosa, Camarillo, California. Construction of this 46-unit upscale housing development with minimum lot sizes of 20,000 square feet with homes ranging in size from 3,193 to 3,784 square feet began in July of 2000 and was completed in 2003. Prices for these homes ranged from $634,000 to $764,000.

Equity in the Development. HTW West purchased its property in the District in January 2003. The financing for the acquisition of the property in the District owned by HTW West and costs associated with the construction of infrastructure was provided through equity contributions of its members in the aggregate amount of $6,725,000 and a loan in the original principal amount of $24,000,000 held by Lehman ALI, Inc., which is secured by a first deed of trust on the property. The outstanding principal balance of the Lehman ALI, Inc. loan is approximately $3,964,927. The property owned by HTW West has been appraised at $12,600,000 assuming completion and installation of the Initial Facilities Requirements serving the District. In addition, as of September 1, 2004, HTW West has invested approximately $10,000,000 as its *pro rata* share for the engineering and construction costs of the Initial Facilities Requirement for the District, therefore HTW West's equity in its development, less the *pro rata* lien of the Series 2004 Bonds, is approximately $13,154,701.

Secured Property Taxes, Levies and Collections. The records of the County of Yolo Treasurer-Tax Collector indicate that HTW West is current on all *ad valorem* property tax on its property within the District.

KB Home North Bay Inc.

Overview. KB Home North Bay Inc. ("KB North Bay"), is a California corporation organized for the primarily purpose of acquiring, holding, selling and developing its property within the District and other areas of northern California. KB North Bay is an operating division of KB Home, a Delaware Corporation ("KB Home") founded in 1957 as Kaufman and Broad, Inc., and one of the largest homebuilding companies in the nation with annual revenues in 2003 of approximately $5.85 billion. KB Home is listed on the New York Stock Exchange and trades under the ticker symbol "KBH." In 2003, Natomas Boot Investors - Sacramento, California. This project consists of the development of approximately 159 acres of farm land to residential uses and is in the early stages of development.

Secured Property Taxes, Levies and Collections. The records of the County of Yolo Treasurer-Tax Collector indicate that Bollinger is current on all *ad valorem* property tax on its property within the District.

HTW West Ventures, LLC

Overview. HTW West Ventures, LLC ("HTW West"), is a Delaware limited liability company organized in 2003 for purpose of acquiring, holding, selling and developing its property within the District. HTW West is an affiliate of R.W. Hertel & Sons, Inc., a California corporation ("R.W. Hertel"). R.W. Hertel began constructing homes in the State in 1993 and since that time has built more than 1,500 homes, 250 multifamily units and five commercial developments.

Planned Development. In January 2004, HTW West purchased two parcels in the District from Turn of the Century comprising an aggregate of approximately 160 acres. In June 2004, HTW West sold to KB Home North Bay Inc. approximately 80 acres zoned R-8 (for the development of 191 single family units, including 16 affordable half-plex units and three Habitat for Humanity units) and a portion of the lots zoned R-5 (for the development of 231 single family units, including 38 affordable half-plex units and 10 market rate half-plex units). HTW West also transferred to KB Home North Bay Inc. the BUAs necessary to develop such property. See also "–KB Home North Bay Inc." HTW West intends to develop, or sell to builders who will develop, the remaining approximately 80 acres with 122 single family homes, 18 duplex and 125 multifamily units.

In October 2003, HTW West agreed to purchase approximately 81 acres from Turn of the Century. Pursuant to a Development, Management and Sales Agreement between HTW West and R.W. Hertel made and entered into as of October 14, 2003, R.W. Hertel, on behalf of HTW West, plans to construct 285 single family homes and 28 half-plex units on the approximately 81 acres. HTW West holds 285 First Release BUAs and expects to construct single family homes ranging in size from 2,300 to 3,200 square feet, priced from approximately $367,000 to $482,000 and half-plex units priced from $240,000 to $290,000. The acquisition of the property by HTW West is expected to close by and construction is expected to commence in spring 2005.

Management. Following are brief resumes of the officers and members of R.W. Hertel, the exclusive developer and homebuilder for HTW West.

Ron W. Hertel, President and Member. Mr. Hertel is primarily responsible for the day-to-day operations of the company and for final decisions relating to marketing, sales, construction, land acquisition and product design. Mr. Hertel holds a degree in business management from Stanford University and has over 25 years of experience in real estate development. From 1976 until 1980, Mr. Hertel was involved in the real estate brokerage business specializing in the sale of residential property for development in the east bay area of Northern California. Thereafter he was employed by R.L. Hertel Contractors in Ventura, California, a real estate development company owned by his father. In 1993 Mr. Hertel and Bob Fowler formed R.W. Hertel & Sons, Inc.

Bob Fowler, Vice President and Member. Mr. Fowler is responsible for land acquisition, planning and financial analysis for HTW West. Prior to working for HTW West Ventures, LLC and R.W. Hertel, Mr. Fowler worked for nearly 30 years in real estate. From 1985 to 1993 he worked for Laguna Pacific Development Corp. in Santa Barbara where he was responsible for the development, planning and acquisition of shopping centers, specialty retail centers and residential land planning.

The Special Tax is not a personal obligation of any Property Owner within the District. *The property ownership will change as lots are developed and homes are sold to purchasers. The information set forth below has been provided by each respective Property Owner in the District and has not been independently verified by the City or the Underwriter.*

Bollinger Properties, LLC

Overview. Bollinger Properties, LLC ("Bollinger"), is a California limited liability company organized in 2000 for purpose of acquiring, holding, selling and developing property, including its property within the District. Bollinger is managed by Peter P. Bollinger.

Planned Development. Bollinger owns one parcel within the District, comprising an aggregate of approximately 55.4 acres and is committed to contribute this parcel to Pioneer-Woodland, LLC ("Pioneer-Woodland"), a California limited liability company. Pioneer-Woodland was organized in 2004 for the purpose of acquiring, holding, selling and developing real property, and is managed by its three members, Bollinger, Peter P. Bollinger Investment Company, a California limited partnership ("PPBIC") and SG Matrix Holdings LLC, a California limited liability company. Bollinger and PPBIC are both controlled by Peter P. Bollinger, who is the manager of Bollinger and who is also the trustee of the PBP Revocable Trust, which is the sole general partner of PPBIC.

Pioneer-Woodland plans to develop a total of 214 single family paper lots ranging in size from 4,275 to 5,940 square feet, 10 half-plex lots and one approximately four acre lot for the development of 80 multifamily units. Bollinger holds 43 First Release BUAs and expects to develop 46 single family lots and two half-plex lots (representing four residential units) in the first phase.

Management. Following is a brief resume of Peter P. Bollinger.

Peter P. Bollinger, Manager of Bollinger and Trustee of the General Partner of PPBIC. Mr. Bollinger has been active in real estate development and investment in the Sacramento area for over 30 years. Through his companies, Mr. Bollinger has developed, owned and managed undeveloped land, retail, multi-family and industrial projects. The current portfolio of properties owned and managed by companies in which Mr. Bollinger has an interest include 12 shopping centers, two large multi-family projects, two office/warehouse projects, a ranch facility and several other land parcels in varying stages of development.

Equity in the Development. Bollinger purchased its property in the District in 2004. The financing for the acquisition of the property in the District owned by Bollinger was provided by Bollinger in the amount of $3,067,708. The property owned by Bollinger has been appraised at $2,980,000 assuming completion and installation of all of the Initial Facilities Requirement serving the District. In addition, as of September 1, 2004, PPBIC has invested approximately $973,117 as its *pro rata* share for the engineering and construction costs of the Initial Facilities Requirement for in the District, therefore the equity in this development, less the *pro rata* lien of the Series 2004 Bonds, is approximately $2,658,190.

Similar Projects Undertaken by Peter P. Bollinger.

The Fountains - Roseville, California. Located near the Roseville Galleria Mall, this is a two phase project consisting of approximately 51 total acres and currently is in the entitlement stage of the development process. The first phase consists of the construction of approximately 300,000 square feet of retail space and the second phase is expected to consist of the construction of approximately 200,000 square feet of office space and of approximately 50,000 square feet of retail space.

Additional Public Improvements

Not all of the public improvements necessary for the development of the property in the District will be financed by the Series 2004 Bonds. In addition to the Initial Facilities Requirements, there are other public improvements that will have to be completed prior to full development in the District. The Property Owners are responsible for constructing the additional improvements which will transform the undeveloped property in the District from vacant, unimproved land to "paper lots" (a lot that is part of an approved subdivision but has no improvements), finished lots and/or to completed development. In addition, it is anticipated that a lighting and landscaping district will be formed during fall 2004 to provide for the continued maintenance, administration and operation of various landscape and lighting improvements within the District. Annual assessments for this proposed district are estimated to range from $350 to $500 for single family homes and multifamily homes, respectively. It is anticipated that these base amounts will also increase by 2% annually.

School Development

Pioneer High School and an approximately 20-acre site for a middle school is located adjacent to the District. Under State law, such designation gave the local school district, in this case the Woodland Joint Unified School District, the right of first refusal for two years, to acquire the site. The middle school will serve students from throughout the City.

Pioneer High School is located on an approximately 70 acre parcel and opened for enrollment, initially to 9th and 10th grade students, on September 2, 2003. It is expected that by Fiscal Year 2005-06, Pioneer High School will be a full four-year school with approximately 1,600 to 1,800 students.

The School District believes that buildout of the District will generate approximately 1,086 K-6 students, approximately 288 middle school students and approximately 500 high school students and as a result, desires to acquire the school site and construct such facility to accommodate that capacity. The School District is attempting to identify funding for land acquisition and construction of the facility. However, state funding and other sources of money remain to be identified and made available to match or complement District funds, if any. There can be no assurance that such other sources of funding for this school will arise.

THE PROPERTY OWNERS

Overview

The property in the District is currently owned by seven separate owners, two of which, KB Home North Bay Inc. and Turn of the Century (collectively, the "Major Property Owners"), currently own approximately 52% of the Taxable Property within the District and, based on their current ownership, are each responsible for the payment of 23.2% and 36.8%, respectively, of the Special Tax. See also "THE DISTRICT–Table 10–Appraised Value-to-Lien and Maximum Special Tax Revenues by Property Owner."

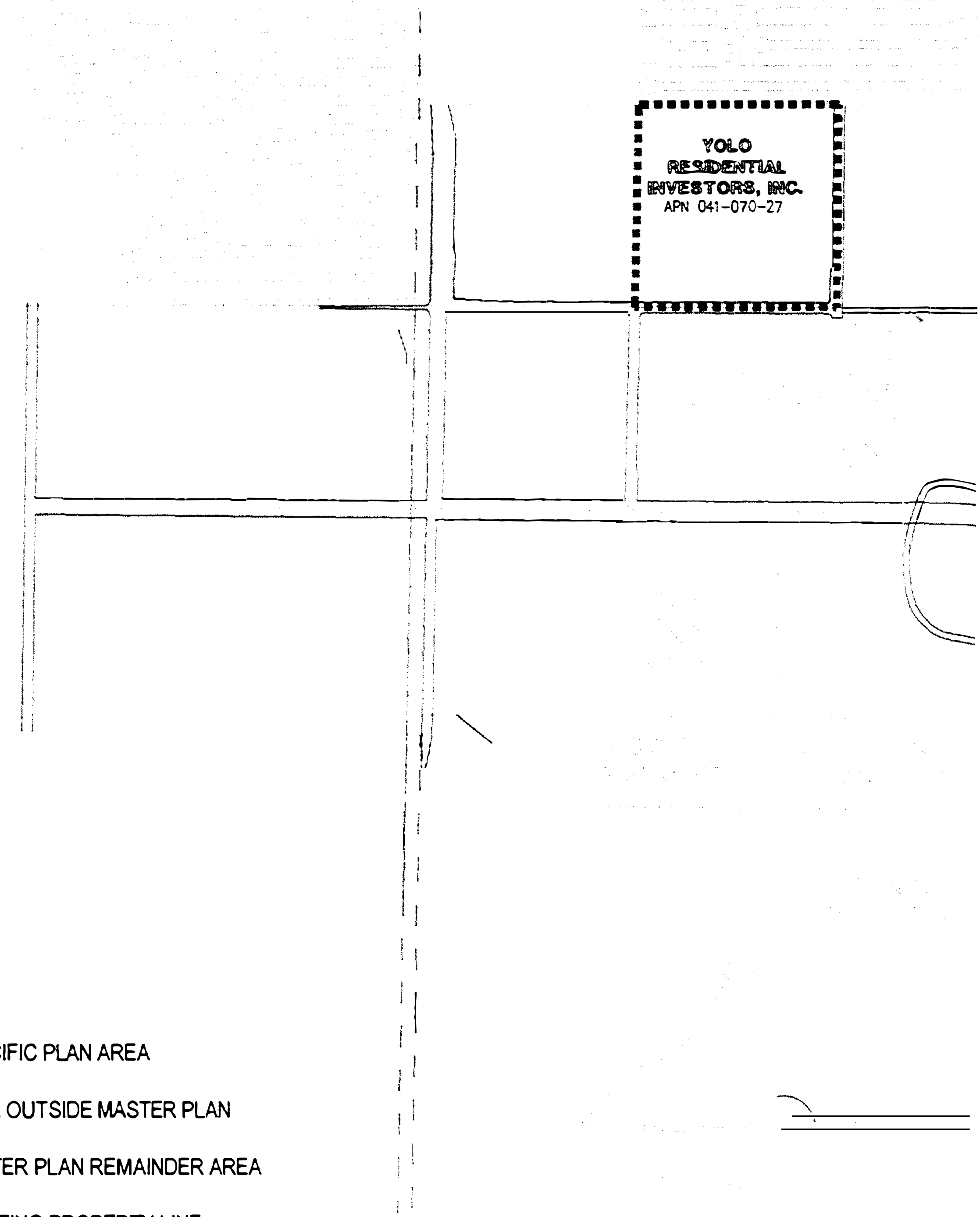
The Major Property Owners have each covenanted for the benefit of the Bondholders and Beneficial Owners to provide: (i) certain operating data relating to their development activities within the District; (ii) certain limited financial information by not later than two months after the end of each calendar year; and (iii) to provide certain Quarterly Reports to any Bondholder or Beneficial Owner making a written request therefor. See APPENDIX F–"FORMS OF CONTINUING DISCLOSURE CERTIFICATES–MAJOR PROPERTY OWNER CONTINUING DISCLOSURE CERTIFICATE."

Set forth in Table 13 below is an estimate of the costs of the Initial Facilities Requirement sand the estimated sources of payment.

Table 13
City of Woodland
Community Facilities District 2004-1 (Spring Lake)
Estimated Costs of Initial Facilities Requirement and Sources of Payment
(Year 2004$)

Description	Property Owners	MPFP	SLIF	Other†	Series 2004 Bond Proceeds	Total
Roadway Improvements						
Infrastructure	$1,870,200	$0	$3,806,450	$9,000	$4,395,710	$10,081,360
Pathways, Greenbelts	0	0	421,850	0	487,150	909,000
Land Acquisition	0	0	220,900	0	255,100	476,000
Engineering	382,200	0	891,640	1,890	1,029,670	2,305,400
Contingency	368,600	0	1,000,800	2,110	1,155,730	2,527,240
Subtotal	2,621,000	0	6,341,640	13,000	7,323,360	16,299,000
Water Improvements						
Infrastructure	85,000	1,500,000	835,810	0	965,190	3,386,000
Land Acquisition	0	0	4,640	0	5,360	10,000
Engineering	16,950	315,000	175,940	0	203,170	711,060
Contingency	20,050	345,000	191,610	0	221,280	777,940
Subtotal	122,000	2,160,000	1,208,000	0	1,395,000	4,885,000
Sewer Improvements						
Infrastructure	283,000	501,000	1,943,230	300,000	2,574,770	5,602,000
Land Acquisition	0	8,000	9,750	1,000	11,250	30,000
Engineering	59,430	111,810	470,800	67,060	543,680	1,252,780
Contingency	65,570	82,190	329,740	47,940	380,780	906,220
Subtotal	408,000	703,000	2,753,520	416,000	3,510,480	7,791,000
Storm Drainage Improvements						
Infrastructure	3,000	0	5,877,090	0	6,360,910	12,241,000
Land Acquisition	0	0	1,255,330	0	1,449,670	2,705,000
Engineering	0	0	1,192,670	0	1,377,310	2,569,980
Contingency	0	0	930,000	0	1,074,020	2,004,020
Subtotal	3,000	0	9,057,400	0	10,459,600	19,520,000
SUBTOTAL IMPROVEMENTS	3,154,000	2,863,000	19,360,560	429,000	22,668,440	48,495,000
District Administrative Fees	126,000	115,000	0	17,000	1,682,000	1,940,000
Specific Plan Admin. and Planning	0	0	0	0	2,500,000	2,500,000
Gibson Road Addl. Improvements	0	0	0	187,000	804,000	991,000
TOTAL INITIAL FACILITIES REQUIREMENTS	$3,280,000	$2,978,000	$19,360,560	$633,000	$27,674,440	$53,926,000

† Represents the estimated costs of Property Owner in-tract improvements and fees of other governmental agencies.
Source: Capital Improvement Plan prepared by Cunningham Engineering.



LEGEND:

.. SPECIFIC PLAN AREA

.. AREA OUTSIDE MASTER PLAN

.. MASTER PLAN REMAINDER AREA

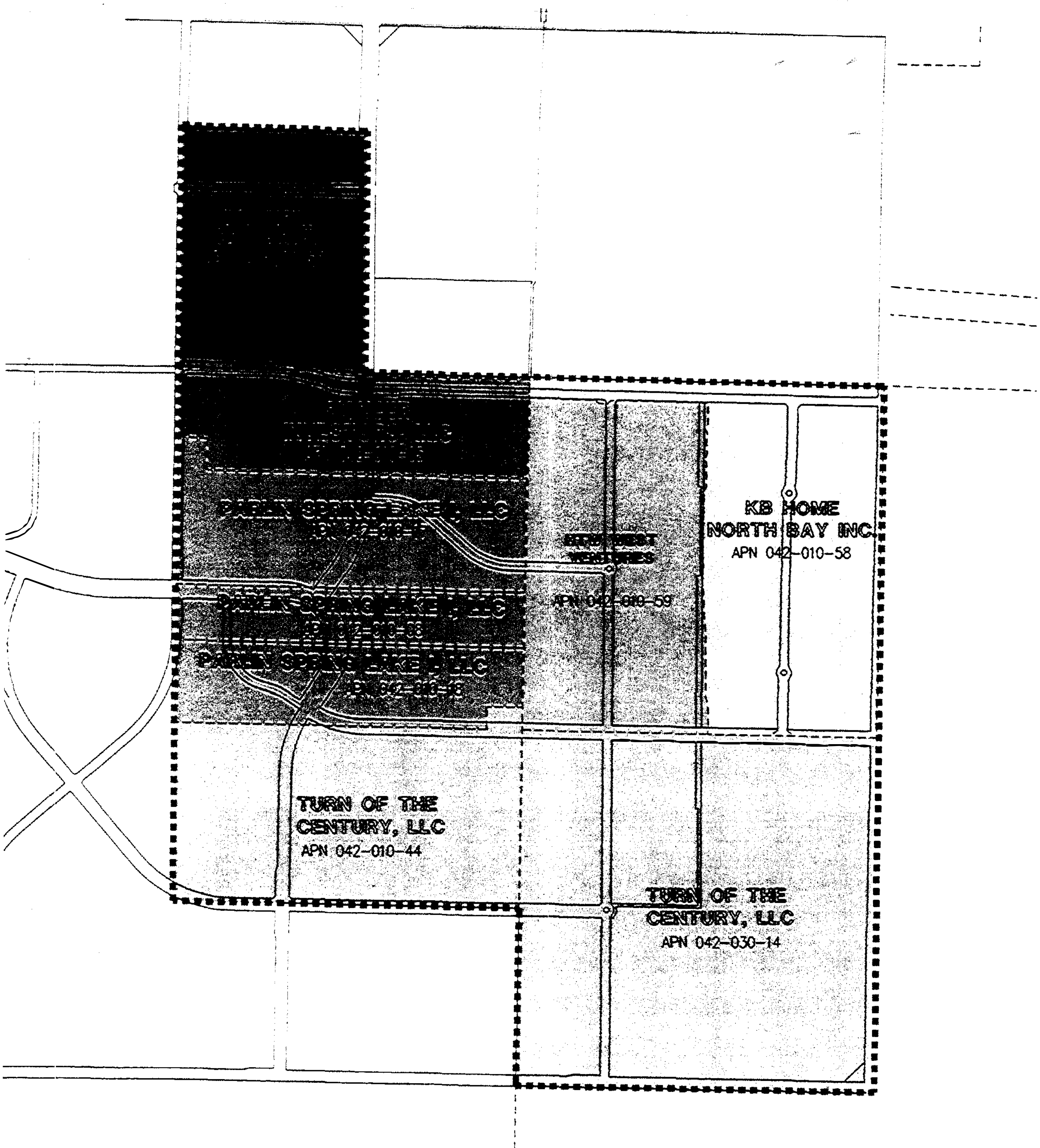
.. EXISITING PROPERTY LINE

.. PROPERTIES WITHIN CITY OF WOODLAND COMMUNITY FACILITIES DISTRICT No. 2004-1 (SPRING LAKE)

NORTH

0 550 1100 2200

SCALE IN FEET



2940 SPAFFORD ST.
Davis, CA 95616
530.758.2026
Fax: 530.758.2066
cecdavis.com

AUGUST 30, 2004

SPRING LAKE SPECIFIC PLAN

OWNERSHIP EXHIBIT

S:\AutoCAD\400\477 SPRING LAKES - TOC\477-16\EXHIBITS\OWNERSHIP_EXHIBIT.dwg -- FIGURE 1 9/20/2004 - 9:14AM Plotted by: john

PROJECT NO. 477.16

Table 14 below sets forth the estimated amount of equity held by each Property Owner in its respective property in the District.

Table 14
ESTIMATED EQUITY OF PROPERTY OWNERS

Property Owner	A. Appraised Value[(1)]	B. Investment	C. Private Debt[(2)]	D. Bond Lien[(3)]	E. Estimated Equity[(4)]
Bollinger Properties, LLC	$2,980,000	$973,116	$0	$1,294,926	$2,658,190
HTW West Ventures, LLC	12,600,000	10,000,000	3,964,927	5,480,372	13,154,701
KB Home North Bay, Inc.	17,660,000	4,313,529	0	7,678,949	14,294,580
Parlin Spring Lake I, LLC[(5)]	2,385,000	136,804	389,220	1,037,049	1,095,535
Pioneer Investors LLC[(6)]	3,720,000	700,000	1,600,000	1,616,767	1,203,233
Turn of the Century[(7)]	27,995,000	3,049,000	0	12,175,362	18,868,638
Yolo Residential Investors, LLC	8,660,000	1,965,000	2,000,000	3,766,575	4,858,425
TOTAL	$76,000,000	$21,137,449	$7,954,147	$33,050,000	$56,133,302

(1) Based on the Appraisal. See APPENDIX C–"EXCERPTS FROM THE APPRAISAL REPORT."
(2) Based on information provided by each Property Owner.
(3) Represents pro rata lien based on $33,050,000 principal amount of Series 2004 Bonds.
(4) Calculated as (Column A + Column B) - (Column C + Column D).
(5) Parlin Spring Lake I, LLC owns a total of approximately 113.0 acres in the District, however, only the approximately 12.25 acres zoned for the development of multifamily housing is currently taxable under the Special Tax Formula. The values set forth in this Table represent only the amounts attributable to the Taxable Property and the investment and private debt has likewise been prorated.
(6) M. Heidrick and Pioneer Investors LLC ("Pioneer") entered into an option to purchase agreement dated October 4, 2002, as amended, for the sale of approximately 45 acres to Pioneer. It is expected that the transfer of such parcel will be completed on or before October 1, 2004. Pursuant to a bulk lot sale purchase agreement executed in January 2004, Pioneer will sell approximately 25 acres to a partnership comprised of E&L Homes (a partner and manager of Pioneer) and Southeast Woodland Associates (a manager of Pioneer). See "THE PROPERTY OWNERS–Pioneer Investors LLC."
(7) Pursuant to an option and purchase agreement, dated October 14, 2003, Turn of the Century will sell approximately 81 acres to HTW West Ventures, LLC. Pursuant to an option to purchase, dated March 2004, Turn of the Century will also sell approximately 162 acres to Russell Ranch Development, Inc., a California corporation with beneficial ownership intended to be substantially similar to that of Turn of the Century. See "THE PROPERTY OWNERS–HTW West Ventures, LLC," "–Russell Ranch Development, Inc." and "–Turn of the Century."

Sources: Bollinger Properties, LLC, HTW West Ventures, LLC, KB Home North Bay, Inc., Parlin Spring Lake I, LLC, Pioneer Investors LLC, Turn of the Century, and Yolo Residential Investors, LLC.

History of Secured Property Taxes, Levies and Collections

An examination of the records of the County of Yolo Treasurer-Tax Collector for the past two years indicate that through the 2003-04 Fiscal Year, all *ad valorem* property taxes on the property in the District have been timely paid.

CERTAIN RISKS TO BONDOWNERS

The following is a discussion of certain risk factors that should be considered, in addition to other matters set forth herein, in evaluating the investment quality of the Series 2004 Bonds. This discussion does not purport to be comprehensive or definitive. The occurrence of one or more of the events discussed herein could adversely affect the ability or willingness of Property Owners in the District to pay the Special Tax when due. Such failures to pay the Special Tax could result in a rapid depletion of the Bond Reserve Fund and/or a default in payments of the principal of, and interest on, the Series 2004 Bonds. In addition, the occurrence of one or more of the events discussed herein could adversely affect the value of the property in the District.

Not General Obligation of the City

The Series 2004 Bonds are not general obligations of the City but are limited obligations of the City payable solely from proceeds of the Special Tax (after payment of a portion of the City's cost of administering the District) and proceeds of the Series 2004 Bonds, including amounts in the Bond Reserve Fund and investment income on funds held pursuant to the Fiscal Agent Agreement (other than as necessary to be rebated to the United States of America pursuant thereto). Any tax for the payment of the Series 2004 Bonds shall be limited to the Special Tax to be collected within the District.

Land Values

The value of Taxable Property within the District is a critical factor in determining the investment quality of the Series 2004 Bonds. If a property owner defaults in the payment of the Special Tax, the City's only remedy is to foreclose on the delinquent property in an attempt to obtain funds with which to pay the delinquent Special Tax. Land values could be adversely affected by economic factors beyond the City's control, such as relocation of employers out of the area, stricter land use regulations, the absence of water, or destruction of property caused by, among other eventualities, earthquake, flood or other natural disaster, or by environmental pollution or contamination.

Land Development. Land values are influenced by the level of development in the area in many respects. First, partially developed land is generally less valuable than developed land and provides less security to the owners of the Series 2004 Bonds should it be necessary for the City to foreclose on undeveloped property due to the nonpayment of Special Taxes. Moreover, failure to complete development on a timely basis could adversely affect the land values of those parcels that have been completed. Lower land values would result in less security for the payment of principal of and interest on the Series 2004 Bonds and lower proceeds from any foreclosure sale necessitated by delinquencies in the payment of the Special Tax. All of the Taxable Property in the District is currently classified as undeveloped under the Special Tax Formula. No assurance can be given that the unimproved property within the District will be developed, and in assessing the investment quality of the Series 2004 Bonds, prospective purchasers should evaluate the risks of noncompletion.

Risks of Real Estate Investment Generally. Continuing development of land within the District may be adversely affected by changes in general or local economic conditions, fluctuations in the real estate market, increased construction costs, development, financing and marketing capabilities of individual property owners, water shortages and other similar factors. Development in the District may also be affected by development in surrounding areas, which may compete with the District. In addition, land development operations are subject to comprehensive federal, State and local regulations, including environmental, land use, zoning and building requirements. See also "THE DISTRICT–Building Unit Allocation Ordinance." There can be no assurance that proposed land development operations within the District will not be adversely affected by future government policies, including, but not limited to, governmental policies to restrict or control development, or future growth control initiatives. There can be no assurance that land development operations within the District will not be adversely affected by these risks. The City has not evaluated development risks. Since these are largely business risks of the type that property owners customarily evaluate individually, and inasmuch as changes in land ownership may well mean changes in the evaluation with respect to any particular parcel, the City is issuing the Series 2004 Bonds without regard to any such evaluation. Thus, the creation of the District and the issuance of the Series 2004 Bonds by the City in no way implies that the City has evaluated these risks or the reasonableness of these risks even though such risks may be serious and may ultimately halt or slow the progress of land development and forestall the realization of the value of Taxable Property.

Natural Disasters. The value of the Taxable Property in the future can be adversely affected by a variety of natural occurrences, particularly those that may affect infrastructure and other public improvements and private improvements on the Taxable Property and the continued habitability and enjoyment of such private improvements. Such occurrences include, without limitation, earthquakes, earth movements, landslides, floods, droughts, and tornadoes. One or more of such natural disasters could occur and could result in damage to improvements of varying seriousness. The damage may entail significant repair or replacement costs and that repair or replacement may never occur either because of the cost, or because repair or replacement will not facilitate habitability or other use, or because other considerations preclude such repair or replacement. Under any of these circumstances, the value of the Taxable Property may well depreciate or disappear. See also "*–Risk of Flooding*" and "*–Seismic Risk*."

Legal Requirements. Other events that may affect the value of a parcel of Taxable Property include changes in the Law or application of the law. Such changes may include, without limitation, local growth control initiatives, local utility connection moratoriums and local application of statewide tax and governmental spending limitation measures.

Hazardous Substances. One of the most serious risks in terms of the potential reduction in the value of a parcel of Taxable Property is a claim with regard to a hazardous substance. In general, the owners and operators of a parcel may be required by law to remedy conditions of the parcel relating to releases or threatened releases of hazardous substances. The federal Comprehensive Environmental Response, Compensation and Liability Act of 1980, sometimes referred to as "CERCLA" or the "Superfund Act," is the most well-known and widely applicable of these laws, but California laws with regard to hazardous substances are also stringent and similar. Under many of these laws, the owner (or operator) is obligated to remedy a hazardous substance condition of property whether or not the owner (or operator) has anything to do with creating or handling the hazardous substance. The effect, therefore, should any of the parcels in the District be affected by a hazardous substance is to reduce the marketability and value of the parcel by the costs of remedying the condition, because the purchaser, upon becoming owner, will become obligated to remedy the condition just as is the seller. Further, such liabilities may arise not simply from the existence of a hazardous substance but from the method of handling it. All of these possibilities could significantly affect the financial and legal liability of a property owner to develop the affected parcel or other parcels, as well as the value of the property that is realizable upon a delinquency and foreclosure.

The valuation of property in the District in the Appraisal Report does not take into account the possible reduction in marketability and value of any of the parcels by reason of the possible liability of the owner (or operator) for the remedy of a hazardous substance condition of the parcel. While the City is not aware that the owner (or operator) of any of parcels has such a current liability with respect to any of the parcels, it is possible that such liabilities do currently exist and that the City is not aware of them.

Further, it is possible that liabilities may arise in the future with respect to any of the parcels resulting from the existence, currently, on the parcel of a substance presently classified as hazardous but which has not been released or the release of which is not presently threatened, or may arise in the future resulting from the existence, currently, on the parcel of a substance not presently classified as hazardous but which may in the future be so classified. Further, such liabilities may arise not simply from the existence of a hazardous substance but from the method of handling it. All of these possibilities could significantly affect the value of a parcel within the District that is realizable upon a delinquency

Risk of Flooding. In accordance with the National Flood Insurance Reform Act (the "NFIRA") requiring, among other things, that the Federal Emergency Management Agency ("FEMA") assess its flood hazard map inventory at least once every five years. In 2001, the U.S. Army Corps of Engineers (the "Corps of Engineers") released and FEMA approved updated floodplain maps dated October 2, 2001 (effective

April 2, 2002), as may be amended from time to time. The updated maps indicated that approximately 50% of the City is within the boundaries of a 100-year floodplain. A 100-year floodplain is an area expected to be inundated during a flood event of the magnitude for which there is a 1% (or 1-in-100) probability of occurrence in any year.

Since the enactment of the NFIRA in 1994, lenders who are federally regulated, such as institutions insured by, among others, the Federal Deposit Insurance Corporation, the National Credit Union Administration or the Farm Credit Administration, government-sponsored enterprises, such as the Federal National Mortgage Association (Fannie Mae), the Federal Home Loan Mortgage Corporation (Freddie Mac) and the Government National Mortgage Association (Ginnie Mae); and federal agency lenders, such as the Federal Housing Administration, the Small Business Administration and the Veterans Administration may not make, increase, extend, renew, subsidize, insure or guaranty any loan on real property located within an "area of special flood hazard" (a "SFHA"), which includes property located in a 100-year floodplain. Unless the property securing the loan is covered by flood insurance, the NFIRA mandates that such flood insurance coverage be obtained even if the SFHA designation is first identified after settlement, but during the term of the loan due to remapping or other reasons. Since the District is *not* within the 100-year floodplain, such insurance requirements currently do not apply to the property.

Seismic Risk. There are several active geological faults in the State that have potential to cause serious earthquakes which could result in damage within the City, and to buildings, roads, bridges and other property therein. If there were to be an occurrence of severe seismic activity in the Project Area, there could be a negative impact on assessed values of taxable property in the District and could result in a reduction in the Special Tax available to pay the Series 2004 Bonds. Such reduction could have an adverse effect on the ability of the City to make timely payments of debt service on the Series 2004 Bonds.

Concentration of Property Ownership

Approximately 77% (by appraised value) and approximately 77% (by Special Tax burden) of the Taxable Property in the District is currently owned by three Property Owners, HTW West Ventures, LLC, KB Home North Bay, Inc. and Turn of the Century. See "THE PROPERTY OWNERS." Such concentration of ownership means the timely payment of the Series 2004 Bonds may be dependent upon the continued willingness and ability of such Property Owners and to pay the Special Tax when due. Until significant diversification occurs, failure of Property Owners owning a significant portion of the Taxable Property in the District to pay installments of the Special Tax when due could result in the rapid total depletion of the Bond Reserve Fund prior to reimbursement from the resale of foreclosed property or payment of the delinquent Special Tax and, consequently, an insufficiency of Special Tax to meet obligations under the Fiscal Agent Agreement. In that event, there could be a delay or failure in payments of the principal of and interest on the Series 2004 Bonds. The City has covenanted for the benefit of the owners of the Series 2004 Bonds that the City will initiate judicial foreclosure proceedings under certain conditions in the event of a delinquency in payment of one or more installments of the Special Tax as more fully described herein. Although the only asset of each Property Owner which constitutes security for the payment of the Special Tax is the property located in the District, the overall financial condition of a Property Owner may affect such owner's willingness or ability to pay installments of the Special Tax when due. See "–Bankruptcy" below and "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS–Delinquent Payments of Special Tax; Covenant to Foreclose."

Failure or Inability to Complete Proposed Development on a Timely Basis

A major risk to the owners of the Series 2004 Bonds is that the development may be subject to unexpected delays, disruptions and changes which may affect the willingness and ability of the Property Owners to pay Special Tax when due. For example, proposed development in the District may be adversely affected by economic conditions, an inability of the Property Owners or future owners of the parcels to obtain financing, fluctuations in the real estate market or interest rates, unexpected increases in development costs, changes in federal, State or local governmental policies relating to the ownership of real estate or the appearance of previously unknown environmental impacts necessitating preparation of a supplemental environmental impact report, and by other similar factors. A failure to complete the development as planned would have the negative impacts discussed below.

First, partially developed land is less valuable than developed land and provides less security to the beneficial owners of the Series 2004 Bonds should it be necessary for the City to foreclose on undeveloped property due to the nonpayment of Special Tax. Moreover, failure to complete the development on a timely basis could adversely affect the land values of those parcels which have been completed. Lower land values result in less security for the payment of principal of and interest on the Series 2004 Bonds and lower proceeds from any foreclosure sale necessitated by delinquencies in the payment of the Special Tax.

Second, an inability to develop the land in the District as planned will reduce the expected diversity of ownership of land in the District, making the beneficial owners of the Series 2004 Bonds more dependent upon timely payment of the Special Tax levied on the undeveloped property. Until sales are well underway, the timely payment of the Series 2004 Bonds depends upon the willingness and ability of the Property Owners and any merchant builders to whom finished lots are sold to pay the Special Tax levied on the undeveloped land when due. Continued concentration of ownership increases the potential negative impact of a bankruptcy or other financial difficulty experienced by any Property Owner or a merchant builders who purchases finished lots from a Property Owner.

Competing Development

The City has experienced considerable growth over the past several years, primarily from a high level of residential development activity. See APPENDIX D–"GENERAL AND ECONOMIC INFORMATION ON THE CITY OF WOODLAND–Construction Activity." Several homebuilders are currently active in the City and at the present time, there is an inventory of completed residential units in planned communities and there are a number of additional planned communities in various stages of development in the general vicinity of the District, including: Avingnon subdivision; California Homes - Nantucket II, Centex Home-Steeplechase, Hutchinson Valley Lane; Richmond American Homes - Summerfield II, and West Wood Subdivision No, 1; subdivision (an aggregate of approximately 125 units. There are no major single family residential developments in the City which currently, or may in the near future, provide direct competition to development in the District.

Delays in development in the District or faster than expected development or sale of units in competing developments could adversely affect absorption of units in the District. The result would be slower than expected diversification of ownership in the District and a possible reduction in land values. Such circumstances could reduce the ability or desire of the Property Owners and any merchant developers to pay the annual Special Tax.

Maximum Special Tax

Within the limits of the Special Tax Formula, the City may adjust the Special Tax on all property in the District to provide an amount required to pay interest on, principal of, Sinking Fund Payments for and redemption premiums, if any, on the Series 2004 Bonds, and the amount, if any, necessary to cure delinquencies and replenish the Bond Reserve Fund to an amount equal to the Bond Reserve Requirement for the respective Bonds, to pay all current Expenses for the District. However, the amount of the Special Tax that may be levied against particular categories of property in the District is subject to the Maximum Special Tax applicable for that category. The Maximum Special Tax is designed to provide Special Tax revenues on an annual basis. There is no assurance that the Maximum Special Tax on the property in the District will be sufficient to pay the amounts required to be paid by the Fiscal Agent Agreement at all times. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS–Special Tax Authorization" and APPENDIX B–"RATE, METHOD OF APPORTIONMENT AND MANNER OF COLLECTION OF SPECIAL TAX."

Levy of the Special Tax

The principal source of payment of debt service on the Series 2004 Bonds is the proceeds of the annual levy and collection of the Special Tax. The annual levy of the Special Tax is subject to the maximum tax rates authorized. The levy cannot be made at a higher rate even if the failure to do so means that the estimated proceeds of the levy and collection of the Special Tax, together with other available funds, will not be sufficient to pay debt service on the Series 2004 Bonds. Other funds that might be available include funds derived from the payment of delinquent Special Taxes and funds derived from the tax sale of foreclosure and sale of parcels on which the Special Taxes levied are delinquent.

The Special Tax levied in any particular tax year on a parcel of Taxable Property is based upon the maximum rate and application of the Special Tax Formula. Application of the Special Tax Formula will, in turn, be dependent upon certain development factors with respect to each parcel of Taxable Property by comparison with similar development factors with respect to the other Taxable Property within the District. Thus, the following are some of the factors that might cause the levy of the Special Tax on any particular parcel of Taxable Property to vary from the Special Tax that might otherwise be expected:

- Reduction in the number of parcels of Taxable Property, for such reasons as acquisition of Taxable Property by a government and failure of the government to pay the Special Tax based upon a claim of exemption, thereby resulting in an increased tax burden on the remaining Taxable Property.

- Failure of the owners of Taxable Property to pay the Special Tax and delays in the collection of or inability to collect the Special Tax by tax sale or foreclosure and sale of the delinquent parcels, thereby resulting in an increased tax burden on the remaining parcels.

Collection of the Special Tax

In order for the City to pay debt service on the Series 2004 Bonds, it is necessary that the Special Tax levied against land in the District be paid in a timely manner. Should the Special Tax not be paid on time, the City has established the Bond Reserve Fund under the Fiscal Agent Agreement in the amount of the Bond Reserve Requirement to pay debt service on the Series 2004 Bonds.

The Fiscal Agent Agreement provides that the Special Tax is to be collected in the same manner as ordinary *ad valorem* property taxes are collected and, except as provided in the special covenant for foreclosure described below and in the Law, is to be subject to the same penalties and the same procedure, sale and lien priority in case of delinquency as is provided for *ad valorem* property taxes. Pursuant to these procedures, if taxes are unpaid for a period of five years or more, the property is subject to sale by the County.

Pursuant to the Law, in the event of any delinquency in the payment of the Special Tax, the City may order the institution of a Superior Court action to foreclose the lien therefor within specified time limits. In such an action, the real property subject to the unpaid amount may be sold at judicial foreclosure sale. Such judicial foreclosure action is not mandated by the Law. However, the City has covenanted that it will institute, prosecute and pursue foreclosure proceedings to judgment and sale as provided in the Law in order to enforce the lien of delinquent installments of the Special Tax as described in "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS–Delinquent Payments of Special Tax; Covenant to Foreclose."

In the event that sales or foreclosures of property are necessary, there could be a delay in payments to Owners of the Series 2004 Bonds pending such sales or the prosecution of foreclosure proceedings and receipt by the City of the proceeds of sale if the Bond Reserve Fund is depleted.

The City may be unable to make full or timely payment of debt service on the Series 2004 Bonds if the County discontinues the Teeter Plan and the property owners in the District fail to pay installments of the Special Tax when due, if the Bond Reserve Fund is depleted, or if the City is unable to sell foreclosed parcels for amounts sufficient to cover the delinquent installments of the Special Tax. See also "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS–Special Tax Authorization–*Teeter Plan*."

Exempt Properties

Certain properties are exempt from the Special Tax in accordance with the Special Tax Formula. In addition, the Law provides that properties or entities of the state, federal or local government are exempt from the Special Tax; provided, however, that property within the District acquired by a public entity through a negotiated transaction, or by gift or devise, that is not otherwise exempt from the Special Tax, will continue to be subject to the Special Tax. It is possible that property acquired by a public entity following a tax sale or foreclosure based upon failure to pay taxes could become exempt from the Special Tax. In addition, the Law provides that if property subject to the Special Tax is acquired by a public entity through eminent domain proceedings, the obligation to pay the Special Tax with respect to that property, for outstanding Bonds only, is to be treated as if it were a special assessment. The constitutionality and operation of these provisions of the Law have not been tested. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS–Special Tax Authorization."

In particular, insofar as the Law requires payment of the Special Tax by a federal entity acquiring property within the District, it may be unconstitutional. If for any reason property within the District becomes exempt from taxation by reason of ownership by a nontaxable entity such as the federal government or another public agency subject to the limitation of the maximum rates, the Special Tax may be reallocated to the remaining Taxable Properties within the District. This would result in the owners of such property paying a greater amount of the Special Tax and could have an adverse impact upon the timely payment of the Special Tax. Moreover, if a substantial portion of land within the District becomes exempt from the Special Tax because of public ownership, or otherwise, the maximum rate that could be levied upon the remaining acreage might not be sufficient to pay principal of and interest on the Series 2004 Bonds when due and a default would occur with respect to the payment of such principal and interest.

The Law further provides that no other properties or entities are exempt from the Special Tax unless the properties or entities are expressly exempted in a resolution of consideration to levy a new special tax or to alter the rate or method of apportionment of an existing special tax.

Payment of the Special Tax is Not a Personal Obligation of a Property Owner

An owner of Taxable Property is not personally obligated to pay the Special Tax. Rather, the Special Tax is an obligation only against the Taxable Property. If the value of the Taxable Property is not sufficient, taking into account other obligations also payable thereby to fully secure the Special Tax, the City has no recourse against the property owner.

Bankruptcy

General. The payment of the Special Tax and the ability of the City to foreclose the lien of a delinquent unpaid tax, as discussed in "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS," may be limited by bankruptcy, insolvency or other laws generally affecting creditors' rights or by the laws of the State of California relating to judicial foreclosure. In addition, the prosecution of a foreclosure action could be delayed due to crowded local court calendars or delays in the legal process. The various legal opinions to be delivered concurrently with the delivery of the Series 2004 Bonds (including Bond Counsel's approving legal opinion) will be qualified as to the enforceability of the various legal instruments by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights and by the application of equitable principles and by the exercise of judicial discretion in appropriate cases.

Although bankruptcy proceedings would not cause the lien of the Special Tax to become extinguished, bankruptcy of a property owner could result in a delay in prosecuting superior court foreclosure proceedings. The federal bankruptcy laws provide for an automatic stay of foreclosure and tax sale proceedings, thereby delaying such proceedings, perhaps for an extended period. Any such delays would increase the likelihood of a delay or default in payment of the principal of and interest on the Series 2004 Bonds and the possibility of delinquent tax installments not being paid in full.

To the extent that bankruptcy or similar proceedings were to involve a large property owner, the chances would increase that the Bond Reserve Fund could be fully depleted during any resulting delay in receiving payment of delinquent Special Taxes. As a result, sufficient monies would not be available in the Bond Reserve Fund for transfer to the Debt Service Account to make up any shortfalls resulting from delinquent payments of the Special Tax and thereby to pay principal of and interest on the Series 2004 Bonds on a timely basis.

Property Owned by the FDIC. The ability of the City to foreclose upon the lien relating to property on which Special Taxes have not been paid may be limited in certain respects with regard to properties in which the Federal Deposit Insurance Corporation (the "FDIC") has an interest. Under federal law, when the FDIC is liquidating assets of an insured depository in its receivership capacity; property owned by the FDIC in that capacity is subject to state and local real property taxes that are assessed according to the property's value but is not subject to taxes assessed on some other basis, such as the Special Taxes. The FDIC is liable for any such non-ad-valorem taxes that were due or delinquent at the time the FDIC acquired the property but not any penalties for delinquency. However, pursuant to its policy, the FDIC may elect not to pay such claims where abandonment of its interest in the property is appropriate, in its business judgment.

the likelihood of timely payment of the Special Tax and would likely reduce the value of the land estimated by the Appraiser and the potential revenues available at a foreclosure sale for delinquent installments of the Special Tax. See "CERTAIN RISKS TO BONDOWNERS–Land Values."

Zoning and Land Use Decisions

The Special Tax is to be levied annually based upon the land use categories in effect for the property. Decisions made by the City Council, which has control over zoning and land use decisions for property in the City, will affect the prospective use of the property and, therefore, the tax base for the Special Tax.

Public and Private Improvements - Increased Debt

The viability of the District depends upon both public and private improvement of land in the District. If private development does not occur at the anticipated level and rate, the need for certain of the Facilities would diminish.

In the event that the cost of public and private improvements in the District is financed through borrowings, such borrowings will increase the public and private debt for which the land in the District serves as security. This increased debt could reduce the ability or desire of the property owners in the District to pay the annual Special Tax levied against their property. See "INTRODUCTION–Recent Developments" and "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2004 BONDS."

Proposition 218 and the Initiative Power

On November 5, 1996, the voters of the State approved Proposition 218, a constitutional initiative entitled the "Right to Vote on Taxes Act" ("Proposition 218"). Proposition 218 adds Articles XIII C and XIII D to the California Constitution and contains a number of interrelated provisions affecting the ability of local governments to levy and collect both existing and future taxes, assessments, fees and charges. Proposition 218 became effective for most purposes on November 6, 1996.

Article XIII C of Proposition 218 removes all limitations in State law on the initiative power to reduce or repeal "any local tax, assessment, fee or charge." This extension of the initiative power is not limited by the terms of Proposition 218 to fees imposed after November 6, 1996 and absent other legal authority could result in retroactive reduction in any then-existing taxes, assessments or fees and charges. Such legal authority could include the limitations imposed on the impairment of contracts under the contract clause of the United States Constitution. State law provides that the initiative power provided for in Proposition 218 "shall not be construed to mean that any owner or beneficial owner of a municipal security, purchased before or after November 6, 1998 assumes the risk of, or in any way consents to, any action by initiative measure that constitutes an impairment of contractual rights" protected by the United States Constitution. The Series 2004 Bonds represent a contract between the City and the Bondholders secured by the Special Taxes. While not free from doubt, it is likely that, once the Series 2004 Bonds are issued, the Special Taxes would not be subject to repeal or reduction by initiative, at least to the extent the taxes are necessary to enable the City to make timely payment of principal and interest on the Series 2004 Bonds, but not necessarily to the full extent of the authorized tax amount. The interpretation and application of these provisions of Proposition 218 and the federal Constitution's Contracts Clause will ultimately be determined by the courts, and it is not possible at this time to predict with certainty the outcome of such determination or the timeliness of any remedy afforded by the courts.

In addition, no property of the FDIC is subject to levy, attachment, garnishment, foreclosure, or sale without the FDIC's consent. Furthermore, pursuant to FDIC policy, while other liens may attach to property in which the FDIC has a lien or security interest, the FDIC will not permit a lien or security interest held by the FDIC to be eliminated by the foreclosure of other liens without the FDIC's consent. If the FDIC had a lien on a parcel subject to the Special Taxes, prohibiting the lien of the FDIC to be eliminated at a judicial foreclosure sale would likely reduce the number (possibly to none) of persons willing to purchase a parcel at a foreclosure sale. Owners of the Series 2004 Bonds should assume that the City will be unable to foreclose on parcels of land in the District owned by the FDIC. Such an outcome would cause a draw on the Bond Reserve Fund and perhaps, ultimately, a default in payment of the Series 2004 Bonds.

Glasply Marine Industries. On July 30, 1992, the United States Court of Appeals for the Ninth Circuit issued its opinion in a bankruptcy case entitled *In re Glasply Marine Industries*. In that case, the court held that *ad valorem* property taxes levied by Snohomish County in the State of Washington after the date that the property owner filed a petition for bankruptcy were not entitled to priority over a secured creditor with a prior lien on the property. Although the court upheld the priority of unpaid taxes imposed before the filing of the bankruptcy petition, unpaid taxes imposed after the filing of the bankruptcy petition were declared to be "administrative expenses" of the bankruptcy estate, payable after all secured creditors. As a result, the secured creditor was able to foreclose on the property and retain all the proceeds of the sale except the amount of the pre-petition taxes. (Because it lies within the court's discretion, no assurance can be given that a court would declare the Special Taxes to be an "administrative expense.")

According to the court's ruling in *Glasply*, as administrative expenses, post-petition taxes would be paid, assuming that the debtor has sufficient assets to do so. In certain circumstances, payment of such administrative expenses may be allowed to be deferred. Once the property is transferred out of the bankruptcy estate (through foreclosure or otherwise), it would at that time become subject to current taxes.

Congress amended the Bankruptcy Code in 1994 to allow local governments to perfect their liens for *ad valorem* property taxes even after the filing of a bankruptcy petition, effectively overturning *Glasply*, but only as it applies to *ad valorem* property taxes. The Special Taxes, however, are not *ad valorem* taxes. Except to the extent reversed by the amended Bankruptcy Code, *Glasply* remains controlling precedent on bankruptcy courts in the State. No other case law exists with respect to how a bankruptcy court would treat the lien for Special Taxes levied after the filing of a petition in bankruptcy. If a court applied the logic of *Glasply*, a bankruptcy petition filing would prevent the lien for Special Taxes levied in subsequent fiscal years from attaching so long as the property was a part of the estate in bankruptcy. If the *Glasply* precedent were applied to the levy of the Special Taxes, the amount of Special Taxes received from parcels whose owners declare bankruptcy could be reduced.

Endangered Species

During recent years, there has been an increase in activity at the State of California and federal level related to the possible listing of certain plant and animal species found in California as endangered species. An increase in the number of endangered species is expected to curtail development in a number of areas. At present, the property in the District is not known to be inhabited by any plant or animal species listed as threatened or endangered under either the State of California or federal endangered species acts or which either the California Fish and Game Commission or the United States Fish and Wildlife Service has proposed for addition to the respective endangered species list. Notwithstanding this fact, new species are proposed to be added to the State of California and federal protected lists on a regular basis. Any action by the State or federal governments to protect species located on or adjacent to the property in the District could negatively affect the ability of any Property Owner to complete the development as planned. This, in turn, could reduce

Water Supply

Development within the District is also dependent upon the availability of sufficient water supplies. The City relies entirely upon ground water resources for its urban water supply. Groundwater levels are affected by short- and long-term climatic conditions and also by ground water withdrawals, irrigation return and other factors. As agricultural uses in the City are converted to urban uses, the groundwater basin may not be replenished at its current rate due to a reduction in recharge from irrigation water. In addition, urban land uses increase the amount of impervious surfaces, thus reducing the quantity of rainfall infiltrating directly into the aquifer. The potential impact of reduction in ground water levels due to these factors or others may adversely impact future development in the District. See also "THE DISTRICT–Water Supply."

Disclosures to Future Purchasers

The willingness or ability of an owner of a parcel of Taxable Property to pay the Special Tax even if the value is sufficient may be affected by whether or not the owner was given due notice of the Special Tax authorization at the time the owner purchased the parcel, was informed of the amount of the Special Tax on the parcel should the Special Tax be levied at the maximum tax rate and the risk of such a levy and, at the time of such a levy, has the ability to pay it as well as pay other expenses and obligations. The City has caused a notice of the Special Tax to be recorded in the Office of the Recorder for the County against each parcel of Taxable Property. While title companies normally refer to such notices in title reports, there can be no guarantee that such reference will be made or, if made, that a prospective purchaser or lender will consider such Special Tax obligation in the purchase of a property within the District or lending of money thereon.

The City has recorded a notice of the lien of the Special Tax in the Office of the County Recorder of the County of Yolo. While title companies normally refer to such notices in title reports, there can be no guarantee that such reference will be made or, if made, that a prospective purchaser or lender will consider such Special Tax obligation in the purchase of a parcel of land, a home or a commercial or industrial facility in the District or the lending of money thereon. The Law requires the subdivider (or its agent or representative) of a subdivision to notify a prospective purchaser or long-term lessor of any lot, parcel, or unit subject to a Mello-Roos special tax of the existence and maximum amount of such special tax using a statutorily prescribed form. The California Civil Code requires that in the case of transfers other than those covered by the above requirement, the seller must at least make a good faith effort to notify the prospective purchaser of the special tax lien in a format prescribed by statute. Failure by an owner of the property to comply with the above requirements, or failure by a purchaser or lessor to consider or understand the nature and existence of the Special Tax, could adversely affect the willingness and ability of the purchaser or lessor to pay the Special Tax when due.

Parity Taxes and Special Assessments

The ability or willingness of a property owner in the District to pay the Special Tax could be affected by the existence of other taxes and assessments imposed upon the property either currently existing or imposed in the future. The assessments and any penalties thereon constitute a lien against the lots and parcels of land on which they have been levied until they are paid. Such lien is on a parity with all special taxes and special assessments levied by other agencies and is co-equal to and independent of the lien for general property taxes and other special assessments regardless of when they are imposed upon the same property. The Special Tax has priority over all existing and future private liens imposed on the property. In addition, other public agencies whose boundaries overlap those of the District could, with or in some circumstances without the consent of the owners of the land in the District, impose additional taxes or assessment liens on the property in the District in order to finance public improvements to be located inside or outside of the District.

The City, however, has no control over the ability of other entities and districts to issue indebtedness secured by special taxes or assessments payable from all or a portion of the property in the District. In addition, the City is not prohibited itself from establishing assessment districts, community facilities districts or other districts that might impose assessments or taxes against property in the District. The imposition of additional liens on a parity with the assessments could reduce the ability or willingness of the owners of parcels in the District to pay the Special Tax and increases the possibility that foreclosure proceeds will not be adequate to pay the delinquent Special Tax or the principal of and interest on the Series 2004 Bonds when due. See "THE DISTRICT–Direct and Overlapping Bonded Indebtedness."

Existing and Future Indebtedness

At the present time, a portion of the property in the District is undeveloped. In order to develop any improvements on the property, the developers who ultimately build on it may need to construct improvements over and above those described herein. If the costs of these additional improvements are financed from borrowings, such borrowings will increase the public and/or private debt for which the land in the District or other land or collateral owned by the developers is security, and such increased debt could reduce the ability or desire of the developers or future property owners to pay the Special Tax.

Limitation on Remedies; No Acceleration

Remedies available to Bondholders may be limited by a variety of factors and may be inadequate to assure the timely payment of principal of and interest on the Series 2004 Bonds, or to preserve the tax-exempt status of the Series 2004 Bonds. Bond Counsel has limited its opinion as to the enforceability of the Series 2004 Bonds and the Fiscal Agent Agreement to the extent that enforceability may be limited by bankruptcy, insolvency, or similar laws affecting generally the enforcement of creditors' rights. Additionally, the Series 2004 Bonds are not subject to acceleration in the event of the breach of any covenant or duty under the Fiscal Agent Agreement. Lack of remedies may entail risks of delay, limitation, or modification of Bondowner rights. Judicial remedies, such as foreclosure and enforcement of covenants, are subject to exercise of judicial discretion. A California court may not strictly apply certain remedies or enforce certain covenants if it concludes that application or enforcement would be unreasonable under the circumstances and it may delay the application of such remedies and enforcement.

Secondary Markets and Prices

The Underwriter will not be obligated to repurchase any of the Series 2004 Bonds, and no representation is made concerning the existence of any secondary market for the Series 2004 Bonds. No assurance can be given that any secondary market will develop following the completion of the offering of the Series 2004 Bonds, and no assurance can be given that the initial offering prices for the Series 2004 Bonds will continue for any period of time.

Loss of Tax Exemption

As discussed under "TAX MATTERS," interest on the Series 2004 Bonds could become includable in gross income for purposes of federal income taxation retroactive to the date of issuance, as a result of acts or omissions of the City subsequent to the issuance of the Series 2004 Bonds in violation of the City's covenants with respect to the Series 2004 Bonds. The Fiscal Agent Agreement *does not* contain a special redemption provision triggered by the occurrence of an event of taxability. As a result, if interest on the Series 2004 Bonds were to become includable in gross income for purposes of the federal income tax, the Series 2004 Bonds would continue to remain outstanding until maturity or unless earlier redeemed pursuant to optional or mandatory redemption.

THE CITY

The District is located in the City of Woodland. The Series 2004 Bonds are not general obligations of the City but, rather, are limited obligations of the City secured solely by the Special Tax to be paid by the owners of property in the District and funds held pursuant to the Fiscal Agent Agreement. Information with respect to the City, including financial information, a summary of City debt and certain economic and demographic information, is contained in APPENDIX D. This information concerning the City is presented solely as background information.

LEGAL MATTERS

The validity of the Series 2004 Bonds and certain other legal matters are subject to the approving legal opinion of Kronick, Moskovitz, Tiedemann & Girard, a Professional Corporation, Sacramento, California, Bond Counsel. A copy of the proposed form of opinion of Bond Counsel is set forth in APPENDIX G hereto, and the final opinion will be made available to the owners of the Series 2004 Bonds at the time of delivery. Bond Counsel has not undertaken any responsibility for the accuracy, completeness or fairness of this Official Statement.

Certain legal matters will be passed upon for the City by Best, Best & Krieger, LLP, Sacramento, California, City Attorney. Certain other legal matters will be passed on for the City and the Underwriter by Lofton & Jennings, Disclosure Counsel.

The fees of Bond Counsel and Disclosure Counsel are contingent upon the issuance of the Series 2004 Bonds.

TAX MATTERS

In the opinion of Kronick, Moskovitz, Tiedemann & Girard, a Professional Corporation, Bond Counsel, based on an analysis of existing statutes, regulations, rulings and court decisions and assuming, among other things, the accuracy of certain representations and compliance with the certain covenants interest on the Series 2004 Bonds is excludable from gross income for federal income tax purposes and is exempt from State of California personal income taxes. In the opinion of Bond Counsel, interest on the Series 2004 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; however, such interest is taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax imposed on certain corporations. A copy of the form of opinion of Bond Counsel is set forth in APPENDIX G hereto.

The Internal Revenue Code of 1986 (the "Code") imposes various restrictions, conditions, and requirements relating to the exclusion from gross income for federal income tax purposes of interest on obligations such as the Series 2004 Bonds. The City has covenanted to comply with certain restrictions designed to assure that interest on the Series 2004 Bonds will not be included in federal gross income.

Failure to comply with these covenants may result in interest on the Series 2004 Bonds being included in federal gross income, possible from the date of issuance of the Series 2004 Bonds. The opinion of Bond Counsel assumes compliance with these covenants. Bond Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken) or events occurring (or not occurring) after the date of issuance of the Series 2004 Bonds may affect the value of, or the tax status of interest on, the Series 2004 Bonds. Further, no assurance can be given that pending or future legislation or amendments to the Code, if enacted into law, or any proposed legislation or amendments to the Code, will not adversely affect the value of, or the tax status of interest on, the Series 2004 Bonds. Prospective Bondholders are urged to consult their own tax advisors with respect to proposals to restructure the federal income tax.

To the extent the issue price of any maturity of the Series 2004 Bonds is less than the amount to be paid at maturity of such Series 2004 Bonds (excluding amounts stated to be interest and payable at least annually over the term of such Series 2004 Bonds), the difference constitutes "original issue discount." The accrual of original issue discount, to the extent properly allocable to a Beneficial Owner, is treated as interest on the Series 2004 Bonds that is excludable from gross income for federal income tax purposes and exempt from State of California personal income taxes. For this purpose, the issue price of a particular maturity of the Series 2004 Bonds is the first price at which a substantial amount of that maturity is sold to the public (excluding bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents, or wholesalers). The original issue discount with respect to any maturity of the Series 2004 Bonds accrues daily over the term to that maturity date on the basis of a constant interest rate compounded semiannually (with straight-line interpolations between compounding dates). The accruing original issue discount is added to the adjusted basis of the Series 2004 Bonds to determine taxable gain or loss upon disposition (including sale, redemption, or payment at maturity) of the Series 2004 Bonds. Beneficial Owners of Series 2004 Bonds sold with original issue discount should consult their own tax advisors with respect to the tax consequences of ownership of their Series 2004 Bonds, including the treatment of purchasers who do not purchase Series 2004 Bonds in the original offering to the public at the first price at which a substantial amount of Series 2004 Bonds is sold to the public.

Series 2004 Bonds purchased, whether at original issuance or otherwise, for an amount greater than their principal amount payable at maturity (or, in some cases, at their earlier call date) ("Premium Bonds") will be treated as having amortizable bond premium. No deduction is allowable for the amortizable bond premium for bonds, like the Premium Bonds, the interest on which is excludable from gross income for federal income tax purposes. However, the amount of tax-exempt interest received, and a purchaser's basis in a Premium Bond, will be reduced by the amount of amortizable bond premium properly allocable to such purchaser. Beneficial Owners of Premium Bonds should consult their own tax advisors with respect to the proper treatment of amortizable bond premium in their particular circumstances.

Although Bond Counsel is of the opinion that interest on the Series 2004 Bonds is excludable from federal gross income and is exempt from California personal income taxes, the ownership or disposition of the Series 2004 Bonds or the accrual or receipt of interest on the Series 2004 Bonds may otherwise affect a Bondholder's federal or state tax liability. The nature and extent of these other consequences will depend upon the holder's particular tax status and the holder's other items of income or deduction. Bond Counsel expresses no opinion regarding any such other tax consequences.

ABSENCE OF MATERIAL LITIGATION

City

At the time of delivery of and payment for the Series 2004 Bonds, the City will certify that there is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court or regulatory agency, public board or body pending or threatened against the City affecting its existence, or the titles of its officers, or seeking to restrain or to enjoin the issuance, sale or delivery of the Series 2004 Bonds, the application of the proceeds thereof in accordance with the Fiscal Agent Agreement, or the collection or levy of the Special Tax to pay the principal of and interest on the Series 2004 Bonds, or in any way contesting or affecting the validity or enforceability of the Series 2004 Bonds, the Fiscal Agent Agreement, the Bond Purchase Contract entered into between the City and the Underwriter, or any other applicable agreements or any action of the City contemplated by any of said documents, or in any way contesting the completeness or accuracy of this Official Statement or any amendment or supplement thereto, or contesting the powers of the City or its authority with respect to the Series 2004 Bonds or any action of the City contemplated by any of said documents, nor, to the knowledge of the City, is there any basis therefor.

Property Owners

At the time of delivery of and payment for the Series 2004 Bonds, each Property Owner will certify that there is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court or regulatory agency, public board or body pending or threatened against such Property Owner affecting its existence, or the titles of its officers, or seeking to restrain or to enjoin the construction and installation of the Facilities or the development of such Property Owner's property within the District.

NO RATING

The City has not made and does not contemplate making an application to any rating agency for the assignment of a rating to the Series 2004 Bonds. There can be no guarantee that there will be a secondary market for the Series 2004 Bonds or, if a secondary market exists, that such Bonds can be sold for any particular price. Occasionally, because of general market conditions or because of adverse history or economic prospects connected with a particular issue, secondary marketing practices in connection with a particular issue are suspended or terminated. Additionally, prices of issues for which a market is being made will depend upon then prevailing circumstances. Such prices could be substantially different from the original purchase price.

FINANCIAL ADVISOR

Del Rio Advisors (formerly MuniSoft), Modesto, California, has served as Financial Advisor to the City with respect to the sale of the Series 2004 Bonds. The Financial Advisor has assisted the City in the review of this Official Statement and in other matters relating to the planning, structuring, execution and delivery of the Series 2004 Bonds. The Financial Advisor has not independently verified any of the data contained herein or conducted a detailed investigation of the affairs of the City to determine the accuracy or completeness of this Official Statement. Due to their limited participation, the Financial Advisor assumes no responsibility for the accuracy or completeness of any of the information contained herein.

The Financial Advisor will receive compensation from the City contingent upon the sale and delivery of the Series 2004 Bonds.

UNDERWRITING

The Series 2004 Bonds were purchased through negotiation by Stinson Securities, LLC (the "Underwriter") at a price of $32,176,954.10 (which represents the principal amount of the Series 2004 Bonds, less an original issue discount of $377,295.90 and less an underwriter's discount of $495,750.00). The Underwriter may change the initial public offering prices set forth on the cover page. The Underwriter may offer and sell the Series 2004 Bonds to certain dealers and others at prices lower than the public offering prices set forth on the cover page hereof.

CONTINUING DISCLOSURE

The City has covenanted for the benefit of the Owners to provide certain financial information and operating data relating to the Series 2004 Bonds by not later than 270 days following the end of the City's fiscal year (which currently would be June 30) commencing with the report for the 2004-2005 Fiscal Year (the "Annual Report"), and to provide notices of the occurrence of certain enumerated events, if material. The Annual Report will be filed with each Nationally Recognized Municipal Securities Information Repository. In addition, the City has agreed to provide certain public information relating to the Series 2004 Bonds and the District to any Bondholder or Beneficial Owner making written request therefor. The Major Property Owners responsible for the payment of 20% or more of the Special Tax have each agreed to provide certain Quarterly Reports to any Bondholder or Beneficial Owner making written request therefor. The notices of material events will be filed with the Municipal Securities Rulemaking Board. The specific nature of the information to be contained in the Annual Report or the notices of material events is contained within APPENDIX F–"FORMS OF CONTINUING DISCLOSURE CERTIFICATES–CITY OF WOODLAND CONTINUING DISCLOSURE CERTIFICATE." These covenants have been made in order to assist the Underwriter in complying with S.E.C. Rule 15c2-12(b)(5).

The Major Property Owners have each covenanted for the benefit of the Owners to provide certain financial information and operating data relating to the Series 2004 Bonds by not later than 210 days following the end of the City's fiscal year (which currently would be June 30) commencing with the report for the 2003-2004 Fiscal Year (the "Annual Report"), and to provide notices of the occurrence of certain enumerated events, if material. The Annual Report will be filed with each Nationally Recognized Municipal Securities Information Repository. The notices of material events will be filed with the Municipal Securities Rulemaking Board. The specific nature of the information to be contained in the Annual Report or the notices of material events is contained within APPENDIX F–"FORMS OF CONTINUING DISCLOSURE CERTIFICATES–MAJOR PROPERTY OWNER CONTINUING DISCLOSURE CERTIFICATE."

MISCELLANEOUS

This Official Statement is not to be construed as a contract or agreement between the City or the District and the Underwriter of the Series 2004 Bonds. Any statements made in this Official Statement involving matters of opinion or of estimates, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized. The information and expressions of opinion herein are subject to change without notice and neither the delivery of the Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City or the District since the date hereof.

References are made herein to certain documents and reports which are brief summaries thereof which do not purport to be complete or definitive and reference is made to such documents and reports for full and complete statements of the contents thereof. Copies of such documents and reports are available for inspection at the office of the Finance Director of the City, City of Woodland, City Hall, 300 First Street, Woodland, California 95695.

The execution and delivery of the Official Statement by the City has been duly authorized by the City Council.

CITY OF WOODLAND

By: /s/ Richard Kirkwood
City Manager

APPENDIX A

CITY OF WOODLAND COMMUNITY FACILITIES DISTRICT NO. 2004-1 (SPRING LAKE) COMMUNITY FACILITIES DISTRICT REPORT

CITY OF WOODLAND
COMMUNITY FACILITIES DISTRICT NO. 2004-1
(SPRING LAKE)

COMMUNITY FACILITIES DISTRICT REPORT

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CITY OF WOODLAND
COMMUNITY FACILITIES DISTRICT NO. 2004-1
(SPRING LAKE)

INTRODUCTION. The City Council of the City of Woodland (the "City Council") did, pursuant to the provisions of the Mello-Roos Community Facilities Act of 1982 (the "Law"), on May 4, 2004, adopt its Resolution No. 4536 (the "Resolution of Intention") declaring its intention to establish Community Facilities District No. 2004-1 (Spring Lake) (the "District"). In the Resolution of Intention, the City Council expressly ordered the preparation of a written Community Facilities District Report (the "Report") for the proposed Community Facilities District.

The Resolution of Intention ordering the Report did direct that the Report generally contain the following:

1. A brief description of the facilities to be funded by the District; and

2. An estimate of the cost of the facilities, including the incidental expenses to be paid or repaid for the Community Facilities District.

For particulars, reference is made to the Resolution of Intention for the District, as previously approved and adopted by the City Council.

NOW, THEREFORE, the following data is submitted pursuant to the direction of the City Council:

A. DESCRIPTION OF FACILITIES. A description of the facilities eligible to be funded by the District is provided in Exhibit "A" attached hereto and hereby made a part hereof.

B. PROPOSED BOUNDARIES OF THE COMMUNITY FACILITIES DISTRICT. The proposed boundaries of the District are those parcels on which special taxes may be levied to pay for the costs of the services. The proposed boundaries of the District are described in the map of the District recorded in Book 2004 on Page 62 of Maps of Assessment and Community Facilities Districts in the office of the County Recorder for the County of Yolo, a copy of which map is on file with the City Clerk. Additional property is expected to be annexed into the CFD in future years; an amended boundary map will be recorded after each annexation.

C. COST ESTIMATE. The cost estimate for funding these facilities is set forth in Exhibit "B" attached hereto and hereby made a part hereof. A more detailed breakdown of costs for the facilities is provided in Exhibit C hereto.

EXHIBIT A

CITY OF WOODLAND COMMUNITY FACILITIES DISTRICT NO. 2004-1 (SPRING LAKE)

DESCRIPTION OF FACILITIES TO BE FUNDED BY THE DISTRICT

It is intended that the District will finance all or a portion of the costs of the following:

PUBLIC IMPROVEMENTS

Sewer System Improvements

Authorized facilities include any and all sewer system improvements designed to serve the development needs of the Spring Lake area. These facilities may include major collection system, sewer lines (gravity lines and force main), lift station, water wells (for the flushing of sewer lines), maintenance roads, and all other appurtenances related to sewer system improvements.

Water System Improvements

Authorized facilities include any and all water transmission main improvements designed to serve the development needs of the Spring Lake area. These facilities may include water wells, pumping systems, transmission mains, and any other appurtenances related to water system improvements.

Drainage Improvements

Authorized facilities include any or all off-site drainage and storm water conveyance improvements designed to serve the needs of development within the CFD. These facilities include, but are not limited to: pipeline and appurtenances; drainage channels; detention basins/ponds; temporary drainage facilities; water quality improvements (including basins); and related drainage system improvements.

Park Improvements

Authorized facilities include any and all park improvements designed to serve the needs of the Spring Lake area. These facilities may include neighborhood and sports parks, including the development of parks, parkways, bike trails, paths, open space, playing facilities, and any other appurtenances related to park improvements

Transportation Improvements

Authorized facilities include, but may not be limited to, the following transportation-related improvements:

Portions of Gibson Road
Portions of County Road 102
Portions of Pioneer Avenue
Parkway Drive
Portions of East Street
Portions of County Road 25A
Portions of County Road 101
County Road 24C
Farmer's Central Road

Eligible transportation-related facility improvements include, but are not limited to: grading and paving; existing pavement removal; joint trenches; utility relocations and underground utilities; curbs; gutters; bridge and/or box culvert crossings; street lights and signalization; signage and striping; and median landscaping related thereto.

OTHER EXPENSES

In addition to the above facilities, other incidental expenses as authorized by the Mello-Roos Community Facilities Act of 1982, including, but not limited to: the cost of planning, permitting, and designing the facilities (including the cost of environmental evaluation and environmental remediation/mitigation); land acquisition for authorized CFD facilities; project management; construction staking, utility relocation and demolition cost incident to the construction of the public facilities; costs associated with the creation of the Mello-Roos CFD: issuance of bonds: determination of the amount of taxes; collection of taxes; payment of taxes; or costs otherwise incurred in order to carry out the authorized purposes of the CFD; reimbursements to parties funding infrastructure facilities serving development within the CFD; and, any other expenses incidental to the construction, completion, and inspection of the facilities.

EXHIBIT B

CITY OF WOODLAND
COMMUNITY FACILITIES DISTRICT NO. 2004-1
(SPRING LAKE)

SUMMARY OF FACILITY COST ESTIMATES

Following is a summary of the facility costs by major facility category. A detailed breakdown of these costs, including the individual cost components that were incorporated into the estimates, is provided in Exhibit C. Only those costs included in the column labeled "SLIF" in Exhibit C will qualify for funding from CFD No. 2004-1; any costs listed in this column that are not paid from bond proceeds will be paid from Spring Lake Infrastructure Fee revenues.

1. STREET IMPROVEMENTS	$39,878,000
2. WATER IMPROVEMENTS	$5,182,000
3. SEWER IMPROVEMENTS	$8,144,000
4. STORM DRAINAGE IMPROVEMENTS	$31,610,000
5. PARKS & PUBLIC IMPROVEMENTS	$21,624,000
6. ADMINISTRATION & PLANNING COSTS	$6,758,000
7. SHARE OF GIBSON ROAD CFD IMPROVEMENTS	$804,000
8. INCIDENTAL EXPENSES	$500,000
Total, Estimated Facility Costs (Year 2004$)	$114,500,000

EXHIBIT C

CITY OF WOODLAND
COMMUNITY FACILITIES DISTRICT NO. 2004-1
(SPRING LAKE)

DETAILED FACILITY COST ESTIMATES

ENGINEER'S OPINION OF PROBABLE PUBLIC IMPROVEMENT COSTS
"BACKBONE INFRASTRUCTURE"
PROJECT: SPRING LAKE SPECIFIC PLAN - BUILDOUT
CLIENT: SPRING LAKE PLANNING GROUP, LLC
BASED ON SPRING LAKE SPECIFIC PLAN DATED DECEMBER 18, 2001
COSTS ALLOCATED BASED ON MEETING MINUTES DATED 9/25, 9/26, 9/29, 10/2 & 10/3, 2001 PREPARED BY H. TSCHUDIN.
LAST REVISED: JUNE 3, 2004 BY: S GREENFIELD, CUNNINGHAM ENGINEERING CORP.

STREET IMPROVEMENTS:

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPRA
A.	CO. RD 102 (GIBSON to CO. RD 25A)												
	15' PAVEMENT WIDENING W/ 35' LANDSCAPING INCL. 10' PATH (1)												
A1	CLEAR & GRUB	7,900	LF	2.00	15,800	15,800							
A2	STREET EXCAVATION & GRADING	150,100	SF	0.75	112,575	112,575							
A3	5" AC AND 20" AB (15' ADDITIONAL WIDTH + 2' SAWCUT MATCH)	134,300	SF	3.75	503,625	503,625							
A4	8" MEDIAN CURB (WEST SIDE ONLY)	7,900	LF	16.00	126,400	126,400							
A5	CURB & GUTTER	7,900	LF	12.00	94,800	94,800							
A6	CURB, GUTTER, 10' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	5	EA	3,000.00	15,000	15,000					++	++	
A7	STREET LIGHTS (DUAL @ 220' INTERVALS) (2)	36	EA	4,231.00	152,316	152,316					++	++	
A7.5	STREET LIGHT TRENCHING/CONDUIT	7,900	EA	20.00	158,000	158,000							
A8	SIGNING & STRIPING	7,900	LF	3.00	23,700	23,700							
A9	CASED MONUMENTS	3	EA	500.00	1,500	1,500							
A10	FRONTAGE LANDSCAPING (35' WIDE LESS 10' PATH, 0.5' CURB) (3)	193,550	SF	4.50	870,975	870,975					++	++	
A11	MEDIAN LANDSCAPING	39,500	SF	4.50	177,750	177,750							
A12	INTERIM TURF LANDSCAPING (12' WIDE) (FULL LENGTH EXCEPT AT INTX)	70,800	SF	1.75	123,900	123,900							
A13	10' FRONTAGE PATH	79,000	SF	3.50	276,500	276,500					++	++	
A14	JOINT TRENCH UTILITY SERVICE (GIBSON TO FARMERS CENTRAL)(5)	2,600	LF	85.00	221,000	221,000							
A15	RELOCATION OF OVERHEAD HIGH VOLTAGE ELECTRIC POLES	4	EA	25,000.00	100,000	100,000							
A16	7' SOUND WALL (RD 25A TO FARMERS CENTRAL)	5,300	LF	90.00	477,000	477,000							
A17	SIGNALIZED INTERSECTION IMPROVEMENTS (F.C., PKWY, & RD 25A)	3	EA	150,000.00	450,000	450,000							
	CO. RD 102 IMPROVEMENTS SUBTOTAL:				**$3,901,000**	**$3,901,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
B.	PARKWAY DRIVE EAST (PIONEER TO RD 102)												
	50' WIDE ROADWAY (2 LANES) WITH 14' MEDIAN AND 20.5' LANDSCAPING ON BOTH SIDES PLUS 10' PATH												
B1	CLEAR & GRUB	4,350	LF	2.00	8,700	8,700							
B2	STREET EXCAVATION & GRADING	217,500	SF	0.75	163,125	163,125							
B3	5" AC AND 20" AB (32' WIDE)	139,200	SF	3.75	522,000	522,000							
B4	8" MEDIAN CURB	8,700	LF	16.00	139,200	139,200							
B5	CURB & GUTTER	8,700	LF	12.00	104,400	104,400							
B6	CURB, GUTTER, 10' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	8	EA	3,000.00	24,000	24,000							
B7	STREET LIGHTS (DUAL IN MEDIAN @ 230' INTERVALS)	19	EA	4,440.00	84,360	84,360							
B7.5	STREET LIGHT TRENCHING/CONDUIT	4,350	EA	20.00	87,000	87,000							
B8	SIGNING & STRIPING	4,350	LF	3.00	13,050	13,050							
B9	CASED MONUMENTS	2	EA	500.00	1,000	1,000							
B10	FRONTAGE LANDSCAPING (20.5' BOTH SIDES + 10' IN MEDIAN)	217,500	SF	4.50	978,750	978,750							
B11	10' WIDE PATH - BOTH SIDES	87,000	SF	3.50	304,500	304,500							
B12	JOINT TRENCH UTILITY SERVICE (5)	4,350	LF	60.00	261,000	261,000							
B13	SIGNALIZED INTERSECTION IMPROVEMENTS (PIONEER SOUTH)(6)	1	EA	200,000.00	200,000	200,000							
B14	SIGNALIZED INTERSECTION IMPROVEMENTS (COLLECTOR 1)	1	EA	150,000.00	150,000	150,000							
B15	8' PRIVACY WALL (PIONEER TO RD 102)	6,950	LF	60.00	417,000	417,000							
B16	CENTRAL INTERSECTION FEATURE (6)	1	EA	75,000.00	75,000	75,000							
	PARKWAY DRIVE EAST (PIONEER TO RD 102) SUBTOTAL:				**$3,533,000**	**$3,533,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR' IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND-COLLEGE	ALLOCATION-FOR MPRA
C.	PARKWAY DRIVE WEST (ROAD 101 TO PIONEER)												
	74' WIDE ROADWAY (4 LANES) INCL 14' MEDIAN PLUS 20.5' LANDSCAPING ON BOTH SIDES AND 10' PATHWAY												
C1	CLEAR & GRUB	1,100	LF	2.00	2,200	2,200							550
C2	STREET EXCAVATION & GRADING	81,400	SF	0.75	61,050	61,050							15,263
C3	5" AC AND 20" AB (56' WIDE)	61,600	SF	3.75	231,000	231,000							57,750
C4	8" MEDIAN CURB	2,200	LF	16.00	35,200	35,200							8,800
C5	CURB & GUTTER	2,200	LF	12.00	26,400	26,400							6,600
C6	CURB, GUTTER, 10' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	2	EA	3,000.00	6,000	6,000							1,500
C7	STREET LIGHTS (DUAL IN MEDIANS @180' INTERVALS)	7	EA	4,440.00	31,080	31,080							7,770
C7.5	STREET LIGHT TRENCHING/CONDUIT	1,100	EA	20.00	22,000	22,000							5,500
C8	SIGNING & STRIPING	2,200	LF	3.00	6,600	6,600							1,650
C9	CASED MONUMENTS	1	EA	500.00	500	500							125
C10	FRONTAGE LANDSCAPING (20.5' BOTH SIDES +10' IN MEDIAN)	55,000	SF	4.50	247,500	247,500							61,875
C11	10' WIDE PATHWAY BOTH SIDES	22,000	SF	3.50	77,000	77,000							19,250
C12	JOINT TRENCH UTILITY SERVICE	1,100	LF	60.00	66,000	66,000							16,500
C13	SIGNALIZED INTERSECTION IMPROVEMENTS (PIONEER NORTH)(6)	1	EA	200,000.00	200,000	200,000							50,000
C14	SIGNALIZED INTERSECTION IMPROVEMENTS (RD 101)(7)	1	EA	150,000.00	150,000	75,000				75,000			
C15	8' PRIVACY WALL (ROAD 101 TO PIONEER)	900	LF	60.00	54,000	54,000							13,500
	PARKWAY DRIVE WEST (ROAD 101 TO PIONEER) SUBTOTAL:				**$1,217,000**	**$1,142,000**	**$0**	**$0**	**$0**	**$75,000**	**$0**	**$0**	**$267,000**
D.	PARKWAY DRIVE MPRA (EAST STREET TO RD 101)(8)												
	74' WIDE ROADWAY (4 LANES) INCL 14' MEDIAN PLUS 20.5' LANDSCAPING ON BOTH SIDES AND 10' PATHWAY												
D1	CLEAR & GRUB	4,900	LF	2.00	9,800	2,450				7,350			
D2	STREET EXCAVATION & GRADING	362,600	SF	0.75	271,950	67,988				203,963			
D3	5" AC AND 20" AB (56' WIDE)	274,400	SF	3.75	1,029,000	257,250				771,750			
D4	8" MEDIAN CURB	9,800	LF	16.00	156,800	39,200				117,600			
D5	CURB & GUTTER	9,800	LF	12.00	117,600	29,400				88,200			
D6	CURB, GUTTER, 10' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	6	EA	3,000.00	18,000	4,500				13,500			
D7	STREET LIGHTS (DUAL IN MEDIANS @180' INTERVALS)	28	EA	4,440.00	124,320	31,080				93,240			
D7.5	STREET LIGHT TRENCHING/CONDUIT	4,900	EA	20.00	98,000	24,500				73,500			
D8	SIGNING & STRIPING	9,800	LF	3.00	29,400	7,350				22,050			
D9	CASED MONUMENTS	1	EA	500.00	500	125				375			
D10	FRONTAGE LANDSCAPING (20.5' BOTH SIDES +10' IN MEDIAN)	245,000	SF	4.50	1,102,500	275,625				826,875			
D11	10' WIDE PATHWAY BOTH SIDES	98,000	SF	3.50	343,000	85,750				257,250			
D12	JOINT TRENCH UTILITY SERVICE	4,900	LF	60.00	294,000	73,500				220,500			
D13	SIGNALIZED INTERSECTION IMPROVEMENTS (COLL 2, COLL. 5, EAST ST)	3	EA	150,000.00	450,000	112,500				337,500			
D14	8' PRIVACY WALL (EAST STREET TO ROAD 101)	6,000	LF	60.00	360,000	90,000				270,000			
D15	4-LANE HWY 113 OVERPASS (9)	1	LS	6,234,000.00	6,234,000	1,558,500				4,675,500			
	PARKWAY DRIVE MPRA (EAST ST. TO ROAD 101) SUBTOTAL:				**$10,639,000**	**$2,660,000**	**$0**	**$0**	**$0**	**$7,979,000**	**$0**	**$0**	**$0**

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND-COLLEGE	ALLOCATION-FOR MPRA
E.	PIONEER AVE NORTH (GIBSON TO PARKWAY)												
	74' WIDE ROADWAY (4 LANES) INCL 14' MEDIAN PLUS 20 5' LANDSCAPING ON BOTH SIDES AND 6' S/W EXCEPT FOR 10' S/W IN FRONT OF SCHOOLS**(56)**												
E1	CLEAR & GRUB	4,500	LF	2.00	9,000	7,100			1,900				
E2	STREET EXCAVATION & GRADING	333,000	SF	0.75	249,750	197,025			52,725				
E3	5" AC AND 20" AB (56' WIDE)	252,000	SF	3.75	945,000	745,500			199,500				
E4	8" MEDIAN CURB	9,000	LF	16.00	144,000	113,600			30,400				
E5	CURB & GUTTER	9,000	LF	12.00	108,000	85,200			22,800				
E6	CURB, GUTTER, 6' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	12	EA	3,000.00	36,000	28,400			7,600				
E7	STREET LIGHTS (DUAL IN MEDIANS @180' INTERVALS)	25	EA	4,440.00	111,000	87,567			23,433				
E7.5	STREET LIGHT TRENCHING/CONDUIT	4,500	EA	20.00	90,000	71,000			19,000				
E8	SIGNING & STRIPING	9,000	LF	3.00	27,000	21,300			5,700				
E9	CASED MONUMENTS	4	EA	500.00	2,000	1,750			250				
E10	LANDSCAPING (20.5' BOTH SIDES + 10' IN MEDIAN)**(10)**	225,000	SF	4.50	1,012,500	978,300			34,200				
E11	6' WIDE SIDEWALKS BOTH SIDES (EXCEPT IN FRONT OF SCHOOLS)	38,400	SF	3.50	134,400	134,400			0				
E12	10' WIDE SIDEWALK IN FRONT OF SCHOOLS **(11)**	27,000	SF	3.50	94,500	41,300			53,200				
E13	JOINT TRENCH UTILITY SERVICE	4,500	LF	60.00	270,000	270,000			0				
E14	SIGNALIZED INTERSECTION IMPROVEMENTS (COLL. 4)	1	EA	150,000.00	150,000	112,500			37,500				
E15	SIGNALIZED INTERSECTION IMPROVEMENTS (RD 24C)	1	EA	150,000.00	150,000	150,000			0				
E16	8' PRIVACY WALL (GIBSON TO PARKWAY)	4,450	LF	90.00	400,500	400,500							
	PIONEER AVE NORTH (GIBSON TO PARKWAY) SUBTOTAL:				**$3,934,000**	**$3,445,000**	**$0**	**$0**	**$488,000**	**$0**	**$0**	**$0**	**$0**
F.	PIONEER AVE CENTRAL (PARKWAY WEST TO PARKWAY EAST)												
	98' WIDE ROADWAY (6 LANES) INCL 14' MEDIAN PLUS 20.5' LANDSCAPING ON BOTH SIDES AND 6' S/W												
F1	CLEAR & GRUB	1,000	LF	2.00	2,000	2,000							
F2	STREET EXCAVATION & GRADING	98,000	SF	0.75	73,500	73,500							
F3	5" AC AND 20" AB (80' WIDE)	80,000	SF	3.75	300,000	300,000							
F4	8" MEDIAN CURB	2,000	LF	16.00	32,000	32,000							
F5	CURB & GUTTER	2,000	LF	12.00	24,000	24,000							
F6	CURB, GUTTER, 6' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	6	EA	3,000.00	18,000	18,000							
F7	STREET LIGHTS (DUAL IN MEDIANS @180' INTERVALS)	6	EA	4,440.00	26,640	26,640							
F7.5	STREET LIGHT TRENCHING/CONDUIT	1,000	EA	20.00	20,000	20,000							
F8	SIGNING & STRIPING	2,000	LF	3.00	6,000	6,000							
F9	CASED MONUMENTS	0	EA	500.00	0	0							
F10	LANDSCAPING (20.5' BOTH SIDES + 10' IN MEDIAN)	50,000	SF	4.50	225,000	225,000							
F11	6' WIDE SIDEWALKS BOTH SIDES	12,000	SF	3.50	42,000	42,000							
F13	JOINT TRENCH UTILITY SERVICE	1,000	LF	60.00	60,000	60,000							
F14	8' PRIVACY WALL (PARKWAY WEST TO PARKWAY EAST)	300	LF	60.00	18,000	18,000							
	PIONEER AVE CENTRAL (PARKWAY WEST TO PARKWAY EAST) SUBTOTAL:				**$847,000**	**$847,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR" IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPBA
G.	PIONEER AVENUE SOUTH (PARKWAY EAST TO C O. RD 25A)												
	50' WIDE ROADWAY (2 LANE) W/ 14' MEDIAN AND 14.5' WIDE LANDSCAPING ON BOTH SIDES PLUS 6' S/W												
G1	CLEAR & GRUB	2,700	LF	2.00	5,400	5,400							
G2	STREET EXCAVATION & GRADING	135,000	SF	0.75	101,250	101,250							
G3	5" AC AND 20" AB (32' WIDE)	86,400	SF	3.75	324,000	324,000							
G4	8" MEDIAN CURB	5,400	LF	16.00	86,400	86,400							
G5	CURB & GUTTER	5,400	LF	12.00	64,800	64,800							
G6	CURB, GUTTER, 6' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	4	EA	3,000.00	12,000	12,000							
G7	STREET LIGHTS (DUAL IN MEDIAN @ 230' INTERVALS)	12	EA	4,440.00	53,280	53,280							
G7.5	STREET LIGHT TRENCHING/CONDUIT	2,700	EA	20.00	54,000	54,000							
G8	SIGNING & STRIPING	2,700	LF	3.00	8,100	8,100							
G9	CASED MONUMENTS	1	EA	500.00	500	500							
G10	LANDSCAPING (14.5' BOTH SIDES +10' IN MEDIAN)	102,600	SF	4.50	461,700	461,700							
G11	6' WIDE SIDEWALKS BOTH SIDES	32,400	SF	3.50	113,400	113,400							
G12	JOINT TRENCH UTILITY SERVICE	2,700	LF	60.00	162,000	162,000							
G13	SIGNALIZED INTERSECTION IMPROVEMENTS (COLL. 2 & RD. 25A)(12)	2	EA	150,000.00	300,000	300,000							
G14	8' PRIVACY WALL (PARKWAY EAST TO CO. RD 25A)	5,400	LF	60.00	324,000	324,000							
	PIONEER AVENUE (PARKWAY TO CO. RD 25A) IMPROVEMENTS SUBTOTAL:				**$2,071,000**	**$2,071,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
H.	CO. RD 101 (GIBSON to FARMERS CENTRAL (24A))												
	40' WIDE ROADWAY W/ 8.5' LNDSCP & 5.5' SW BOTH SIDES												
H1	CLEAR & GRUB	2,600	LF	2.00	5,200		5,200						
H2	EXCAVATE AND DISPOSE EX. ASPHALT CONCRETE	7,222	SY	10.00	72,222		72,222						
H3	STREET EXCAVATION & GRADING	104,000	SF	0.75	78,000		78,000						
H4	4" AC AND 15" AB (36' WIDE)	93,600	SF	3.00	280,800		280,800						
H5	CURB & GUTTER	5,200	LF	12.00	62,400		62,400						
H6	CURB, GUTTER, 5.5' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	6	EA	3,000.00	18,000		18,000						
H7	STREET LIGHTS (SINGLE @100' STAGGERED INTRVLS)	26	EA	3,406.00	88,556		88,556						
H7.5	STREET LIGHT TRENCHING/CONDUIT	2,600	EA	20.00	52,000		52,000						
H8	SIGNING & STRIPING	2,600	LF	3.00	7,800		7,800						
H9	FRONTAGE LANDSCAPING (8' PLANTER STRIPS)	41,600	SF	4.50	187,200		187,200						
H10	5.5' WIDE SIDEWALKS BOTH SIDES	28,600	SF	3.50	100,100		100,100						
H11	JOINT TRENCH UTILITY SERVICE	2,600	LF	60.00	156,000		156,000						
H12	CASED MONUMENTS	1	EA	500.00	500		500						
H13	INTERSECTION IMPROVEMENTS (GIBSON ROAD)	1	EA	50,000.00	50,000	50,000	0						
	CO. RD 101 (GIBSON TO FARMERS CENTRAL) IMPROVEMENTS SUBTOTAL:				**$1,159,000**	**$50,000**	**$1,109,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
I.	CO. RD 101 (FARMERS CENTRAL (24A) TO PARKWAY WEST) (13)												
	40' WIDE ROADWAY W/ 8.5' LNDSCP & 5.5' SW BOTH SIDES												
I1	CLEAR & GRUB	1,600	LF	2.00	3,200		3,200						
I2	EXCAVATE AND DISPOSE EX. ASPHALT CONCRETE	4,444	SY	10.00	44,444		44,444						
I3	STREET EXCAVATION & GRADING	64,000	SF	0.75	48,000		48,000						
I4	4" AC AND 15" AB (36' WIDE)	57,600	SF	3.00	172,800		172,800						
I5	CURB & GUTTER	3,200	LF	12.00	38,400		38,400						
I6	CURB, GUTTER, 6' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	2	EA	3,000.00	6,000		6,000						
I7	STREET LIGHTS (SINGLE @100' STAGGERED INTRVLS)	16	EA	3,406.00	54,496		54,496						
I7.5	STREET LIGHT TRENCHING/CONDUIT	1,600	EA	20.00	32,000		32,000						
I8	SIGNING & STRIPING	1,600	LF	3.00	4,800		4,800						
I9	FRONTAGE LANDSCAPING (8' PLANTER STRIPS)	25,600	SF	4.50	115,200		115,200						
I10	5.5' WIDE SIDEWALKS BOTH SIDES	17,600	SF	3.50	61,600		61,600						
I11	JOINT TRENCH UTILITY SERVICE (14)	1,600	LF	100.00	160,000		160,000						
I12	CASED MONUMENTS	1	EA	500.00	500		500						
	CO. RD 101 (FARMERS CENTRAL TO PARKWAY) IMPROVEMENTS SUBTOTAL:				**$741,000**	**$0**	**$741,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND-COLLEGE	ALLOCATION-FOR MPRA
BC.	CO. RD 101 (PARKWAY WEST TO RD 25A)												
	INTERIM 36' WIDE ROAD WITH SIDEWALK ON ONE SIDE ONLY												
BC1	CLEAR & GRUB	3,600	LF	2.00	7,200		7,200						
BC2	EXCAVATE AND DISPOSE EX. ASPHALT CONCRETE	10,000	SY	10.00	100,000		100,000						
BC3	STREET EXCAVATION & GRADING	144,000	SF	0.75	108,000		108,000						
BC4	4" AC AND 15" AB (36' WIDE)	129,600	SF	3.00	388,800		388,800						
BC5	CURB & GUTTER	0	LF	12.00	0		0						
BC6	CURB, GUTTER, 6' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	0	EA	3,000.00	0		0						
BC7	STREET LIGHTS (SINGLE @100' STAGGERED INTRVLS)	36	EA	3,406.00	122,616		122,616						
BC7.5	STREET LIGHT TRENCHING/CONDUIT	3,600	EA	20.00	72,000		72,000						
BC8	SIGNING & STRIPING	3,600	LF	3.00	10,800		10,800						
BC9	FRONTAGE LANDSCAPING (8' PLANTER STRIPS)	0	SF	4.50	0		0						
BC10	5.5' WIDE SIDEWALKS ONE SIDE	19,800	SF	3.50	69,300		69,300						
BC11	JOINT TRENCH UTILITY SERVICE **(14)**	0	LF	100.00	0		0						
BC12	CASED MONUMENTS	0	EA	500.00	0		0						
	INTERIM RD 101 (PKWY TO RD 25A) IMPROVEMENTS SUBTOTAL:				**$879,000**	**$0**	**$879,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
J.	GIBSON RD (HWY 113 TO RD 102)												
J1	27.5% of SYCAMORE RANCH CFD I, PH 2 IMPROVEMENTS	SEE ITEMS BI1 & BI2 AT END OF COST ESTIMATE											
J9	STREET LIGHTS - SOUTH PATH (SINGLE @ 200')**(4)**	26	EA	3,250.00	84,500	84,500							
J10	STREET LIGHT TRENCHING/CONDUIT **(4)**	5,200	EA	20.00	104,000	104,000							
J11	27.5% OF LANDSCAPE BUFFER (20' WIDE- 10' S/W ADJ H.S.) **(4)**	25,025	SF	4.50	112,613	99,617					12,995		
J12	LANDSCAPE BUFFER (15' WIDE) **(4)**	75,000	SF	4.50	337,500	337,500	0	0	0		0		
	GIBSON RD. IMPROVEMENTS SUBTOTAL:				**$639,000**	**$626,000**	**$0**	**$0**	**$0**	**$0**	**$13,000**	**$0**	**$0**
K.	FARMERS CENTRAL ROAD (EAST STREET TO COLL. 5)												
	36' WIDE ROAD WITH 5.5' SIDEWALK ON NORTH SIDE ONLY												
K1	CLEAR & GRUB	1,300	LF	2.00	2,600	0	2,600						
K2	STREET EXCAVATION & GRADING	57,200	SF	0.75	42,900	0	42,900						
K3	4" AC AND 15" AB (36' WIDE)	46,800	SF	3.00	140,400	0	140,400						
K4	STREET LIGHTS (SINGLE @100' STAGGERED INTRVLS)	13	EA	3,406.00	44,278	0	44,278						
K4.5	STREET LIGHT TRENCHING/CONDUIT	1,300	EA	20.00	26,000	0	26,000						
K5	SIGNING & STRIPING	1,300	LF	3.00	3,900	0	3,900						
K6	5.5' WIDE SIDEWALK ALONG NORTH SIDE	7,150	SF	3.50	25,025	0	25,025						
K7	CASED MONUMENTS	0	EA	500.00	0	0	0						
K8	SIGNALIZED INTERSECTION IMPROVEMENTS (EAST STREET)**(18)**	1	EA	150,000.00	150,000	37,500	0			112,500			
K9	RELOCATION OF O/H VOLTAGE ELECTRIC POLES	4	EA	25,000.00	100,000		100,000						
					$535,000	**$38,000**	**$385,000**	**$0**	**$0**	**$113,000**	**$0**	**$0**	**$0**
L.	FARMERS CENTRAL ROAD (COLL. 5 TO MATMOR) **(13)**												
	40' WIDE ROADWAY W/ 8.5' LNDSCP & 5.5' SW BOTH SIDES												
L1	CLEAR & GRUB	1,300	LF	2.00	2,600		2,600						
L2	STREET EXCAVATION & GRADING	52,000	SF	0.75	39,000		39,000						
L3	4" AC AND 15" AB (36' WIDE)	46,800	SF	3.00	140,400		140,400						
L4	CURB & GUTTER	2,600	LF	12.00	31,200		31,200						
L5	CURB, GUTTER, 6' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	2	EA	3,000.00	6,000		6,000						
L6	STREET LIGHTS (SINGLE @100' STAGGERED INTRVLS)	13	EA	3,406.00	44,278		44,278						
L6.5	STREET LIGHT TRENCHING/CONDUIT	1,300	EA	20.00	26,000		26,000						
L7	SIGNING & STRIPING	1,300	LF	3.00	3,900		3,900						
L8	FRONTAGE LANDSCAPING (8' PLANTER STRIPS)	20,800	SF	4.50	93,600		93,600						
L9	5.5' WIDE SIDEWALKS BOTH SIDES	14,300	SF	3.50	50,050		50,050						
L10	JOINT TRENCH UTILITY SERVICE	1,300	LF	60.00	78,000		78,000						
L11	CASED MONUMENTS	1	EA	500.00	500		500						

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPRA
M	FARMERS CENTRAL ROAD (RD 101 TO PIONEER)(52)												
	40' WIDE ROADWAY W/ 8' LNDSCP & 5.5' SW ONE SIDE 40' GREENBELT ON OTHER SIDE												
M1	CLEAR & GRUB	1,300	LF	2.00	2,600		2,600						
M2	STREET EXCAVATION & GRADING	52,000	SF	0.75	39,000		39,000						
M3	4" AC AND 15" AB (36' WIDE)	46,800	SF	3.00	140,400		140,400						
M4	CURB & GUTTER	2,600	LF	12.00	31,200		31,200						
M5	CURB, GUTTER, 6' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	0	EA	3,000.00	0		0						
M6	STREET LIGHTS (SINGLE @100' STAGGERED INTRVLS)	13	EA	3,406.00	44,278		44,278						
M6.5	STREET LIGHT TRENCHING/CONDUIT	1,300	EA	20.00	26,000		26,000						
M7	SIGNING & STRIPING	1,300	LF	3.00	3,900		3,900						
M8	FRONTAGE LANDSCAPING (8' STRIP ONE SIDE, 29.5' IN GREENBELT)	48,750	SF	4.50	219,375	125,775	93,600						
M9	5.5' WIDE S/W ONE SIDE & 10' PATH OTHER SIDE	20,150	SF	3.50	70,525	20,475	50,050						
M10	JOINT TRENCH UTILITY SERVICE	1,300	LF	60.00	78,000		78,000						
M11	RELOCATION OF OVERHEAD HIGH VOLTAGE ELECTRIC POLES	4	EA	25,000.00	100,000	25,000	75,000						
	FARMERS CENTRAL RD (RD 101 TO PIONEER) SUBTOTAL:				**$755,000**	**$171,000**	**$584,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
N.	FARMERS CENTRAL (CO. RD 24A) ROAD (PIONEER to 102)												
	42' WIDE ROADWAY W/ 6.5' LNDSCP BOTH SIDES & 4.5' SOUTH SIDE ONLY(19)												
N1	CLEAR & GRUB	3,900	LF	2.00	7,800	3,094	4,706						
N2	STREET EXCAVATION & GRADING	163,800	SF	0.75	122,850	49,725	73,125						
N3	4" AC AND 15" AB (38' WIDE)	148,200	SF	3.00	444,600	175,500	269,100						
N4	CURB & GUTTER	7,800	LF	12.00	93,600	46,800	46,800						
N5	CURB, GUTTER, 4.5' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	6	EA	3,000.00	18,000	0	18,000						
N6	STREET LIGHTS (SINGLE ON SOUTH @200' INTRVLS)	20	EA	3,406.00	68,120	0	68,120						
N6.1	STREET LIGHTS (DUAL @400' INTRVLS)	10	EA	4,231.00	42,310	42,310	0						
N6.5	STREET LIGHT TRENCHING/CONDUIT	7,800	EA	20.00	156,000	78,000	78,000						
N7	SIGNING & STRIPING	3,900	LF	3.00	11,700	5,850	5,850						
N8	FRONTAGE LANDSCAPING (13' INCL 6.5' PLNTR BTH SIDES)	50,700	SF	4.50	228,150	114,075	114,075						
N9	4.5' WIDE SIDEWALK SOUTH SIDE ONLY	17,550	SF	3.50	61,425	0	61,425						
N10	10' PATH IN MIXED USE CHANNEL (costs included in channel costs)	0	LF	0.00	0	0	0						
N11	JOINT TRENCH UTILITY SERVICE	3,900	LF	60.00	234,000	117,000	117,000						
N12	CASED MONUMENTS	2	EA	500.00	1,000	500	500						
N13	SIGNALIZED INTERSECTION IMPROVEMENTS (PIONEER, COLLECTOR 1)	2	EA	150,000.00	300,000	300,000	0						
	FARMERS CENTRAL RD (PIONEER TO 102) SUBTOTAL:				**$1,790,000**	**$933,000**	**$857,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
O	CO. RD 25A (WEST EDGE OF SPECIFIC PLAN TO RD 102)												
	40' WIDE ROADWAY W/ 35' URBAN FOREST W/10' PATHWAY - NO CURB & GUTTER												
O1	CLEAR & GRUB	5,300	LF	2.00	10,600	10,600							
O2	STREET EXCAVATION & GRADING (INCLUDING 4' WIDE DRAINAGE SWALE)	233,200	SF	0.75	174,900	174,900							
O3	5" AC AND 20" AB (40' WIDE)	212,000	SF	3.75	795,000	795,000							
O4	STREET LIGHTS (SINGLE @155' STAGGERED INTRVLS)	35	EA	3,406.00	119,210	119,210							
O4.5	STREET LIGHT TRENCHING/CONDUIT	5,300	EA	20.00	106,000	106,000							
O5	SIGNING & STRIPING	5,300	LF	3.00	15,900	15,900							
O6	CASED MONUMENTS	1	EA	500.00	500	500							
O7	10' PATHWAY WITHIN URBAN FOREST	53,000	SF	3.50	185,500	185,500							
O8	URBAN FOREST (35' - 10' PATHWAY + 4' ON SOUTH = 29')(3)	153,700	SF	4.50	691,650	691,650							
	CO. RD 25A (W. EDGE OF SP TO RD 102) IMPROVS SUBTOTAL:				**$2,099,000**	**$2,099,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	IMPROVEMENTS	WOODLAND	WJUSD	OTHER	YOLO CO	COLLEGE	FOR MPRA
P.	CO. RD 25A (HWY 113 TO WEST EDGE OF SPECIFIC PLAN) (20)												
	40' WIDE ROADWAY W/ 35' URBAN FOREST W/10' PATHWAY - NO CURB & GUTTER												
P1	CLEAR & GRUB	2,800	LF	2.00	5,600	5,600				0			5,600
P2	EXCAVATE AND DISPOSE EX. ASPHALT CONCRETE	7,778	SY	10.00	77,778	77,778				0			77,778
P3	STREET EXCAVATION & GRADING (INCLUDING 4' WIDE DRAINAGE SWALE)	123,200	SF	0.75	92,400	92,400				0			92,400
P4	5" AC AND 20" AB (40' WIDE)	112,000	SF	3.75	420,000	420,000				0			420,000
P5	STREET LIGHTS (SINGLE @155' STAGGERED INTRVLS)	51	EA	3,406.00	173,706	0				173,706			0
P5.5	STREET LIGHT TRENCHING/CONDUIT	2,800	EA	20.00	56,000	0				56,000			
P6	SIGNING & STRIPING	2,800	LF	3.00	8,400	8,400				0			8,400
P7	CASED MONUMENTS	1	EA	500.00	500	500				0			500
P8	10' PATHWAY WITHIN URBAN FOREST	28,000	SF	3.50	98,000	0				98,000			0
P9	URBAN FOREST (35' -10' PATHWAY + 4' ON SOUTH = 29') (3)	81,200	SF	4.50	365,400	0				365,400			0
	CO. RD 25A (HWY 113 TO W. EDGE OF SP) IMPROVS SUBTOTAL:				**$1,298,000**	**$605,000**	**$0**	**$0**	**$0**	**$693,000**	**$0**	**$0**	**$605,000**
Q.	COUNTY RD 24C (PIONEER to COLLECTOR 1)												
	40' WIDE ROADWAY W/ 8' LNDSCP & 5.5' SW BOTH SIDES												
Q1	CLEAR & GRUB	2,000	LF	2.00	4,000		4,000						
Q2	STREET EXCAVATION & GRADING	80,000	SF	0.75	60,000		60,000						
Q3	4" AC AND 15" AB (36' WIDE)	72,000	SF	3.00	216,000		216,000						
Q4	CURB & GUTTER	4,000	LF	12.00	48,000		48,000						
Q5	CURB, GUTTER, 6' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	2	EA	3,000.00	6,000		6,000						
Q6	STREET LIGHTS (SINGLE @100' STAGGERED INTRVLS)	20	EA	3,406 00	68,120		68,120						
Q6.5	STREET LIGHT TRENCHING/CONDUIT	2,000	EA	20 00	40,000		40,000						
Q7	SIGNING & STRIPING	2,000	LF	3.00	6,000		6,000						
Q8	FRONTAGE LANDSCAPING (8' PLANTER STRIPS)	32,000	SF	4.50	144,000		144,000						
Q9	5.5' WIDE SIDEWALKS BOTH SIDES	22,000	SF	3.50	77,000		77,000						
Q10	JOINT TRENCH UTILITY SERVICE	2,000	LF	60.00	120,000		120,000						
Q11	CASED MONUMENTS	1	EA	500.00	500		500						
	CR 24C (PIONEER TO NEW COLL. 1) IMPROVS SUBTOTAL:				**$790,000**	**$0**	**$790,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
R.	COLLECTOR 1 (FARMER'S CENTRAL TO CO. RD 25A)												
	40' WIDE ROADWAY W/ 8' LNDSCP & 5.5' SW BOTH SIDES												
R1	CLEAR & GRUB	5,200	LF	2.00	10,400		10,400						
R2	STREET EXCAVATION & GRADING	208,000	SF	0.75	156,000		156,000						
R3	4" AC AND 15" AB (36' WIDE)	187,200	SF	3.00	561,600		561,600						
R4	CURB & GUTTER	10,400	LF	12.00	124,800		124,800						
R5	CURB, GUTTER, 5.5' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	4	EA	3,000.00	12,000		12,000						
R6	STREET LIGHTS (SINGLE @100' STAGGERED INTRVLS)	52	EA	3,406.00	177,112		177,112						
R6.5	STREET LIGHT TRENCHING/CONDUIT	5,200	EA	20.00	104,000		104,000						
R7	SIGNING & STRIPING	5,200	LF	3.00	15,600		15,600						
R8	FRONTAGE LANDSCAPING (8' PLANTER STRIPS)	83,200	SF	4.50	374,400		374,400						
R9	5.5' WIDE SIDEWALKS BOTH SIDES	57,200	SF	3.50	200,200		200,200						
R10	JOINT TRENCH UTILITY SERVICE	5,200	LF	60.00	312,000		312,000						
R11	CASED MONUMENTS	1	EA	500.00	500		500						
R12	TRAFFIC CALMING FEATURES (RD 24C & COLLECTOR 2)	2	EA	75,000 00	150,000	150,000	0						
	COLLECTOR 1 (F.C. TO CO. RD 25A) RD IMPROVS SUBTOTAL:				**$2,199,000**	**$150,000**	**$2,049,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND-COLLEGE	ALLOCATION-FOR MPRA
S.	COLLECTOR 2 (W. EDGE OF SPECIFIC PLAN TO COLLECTOR 1)(52)												
	40' WIDE ROADWAY W/8' LNDSCP & 5.5' SW ONE SIDE 40' GREENBELT ON OTHER SIDE												
S1	CLEAR & GRUB	3,200	LF	2.00	6,400	0	6,400						
S2	STREET EXCAVATION & GRADING	128,000	SF	0.75	96,000	0	96,000						
S3	4" AC AND 15" AB (36' WIDE)	115,200	SF	3.00	345,600	0	345,600						
S4	CURB & GUTTER	6,400	LF	12.00	76,800	0	76,800						
S5	CURB, GUTTER, 5.5' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	2	EA	3,000.00	6,000	0	6,000						
S6	STREET LIGHTS (SINGLE @100' STAGGERED INTRVLS)	32	EA	3,406.00	108,992	0	108,992						
S6.5	STREET LIGHT TRENCHING/CONDUIT	3,200	EA	20.00	64,000	0	64,000						
S7	SIGNING & STRIPING	3,200	LF	3.00	9,600	0	9,600						
S8	FRONTAGE LANDSCAPING (8' STRIP ONE SIDE, 29.5' IN GREENBELT)(21)	120,000	SF	4.50	540,000	309,600	230,400						
S9	5.5' WIDE S/W ONE SIDE & 10' PATH OTHER SIDE	49,600	SF	3.50	173,600	50,400	123,200						
S10	JOINT TRENCH UTILITY SERVICE	3,200	LF	60.00	192,000	0	192,000						
S11	CASED MONUMENTS	0	EA	500.00	0	0	0						
S12	SIGNALIZED INTERSECTION IMPROVEMENTS	0	EA	150,000.00	0	0	0						
	COLLECTOR 2 (W. EDGE OF SPECIFIC PLAN TO NEW COLL. 1) RD IMPROVS SUBTOTAL:				**$1,619,000**	**$360,000**	**$1,259,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
T.	COLLECTOR 4 (RD 101 TO PIONEER)												
	40' WIDE ROADWAY W/ 8' LNDSCP & 5.5' SW BOTH SIDES												
T1	CLEAR & GRUB	1,300	LF	2.00	2,600		2,600						
T2	STREET EXCAVATION & GRADING	52,000	SF	0.75	39,000		39,000						
T3	4" AC AND 15" AB (36' WIDE)	46,800	SF	3.00	140,400		140,400						
T4	CURB & GUTTER	2,600	LF	12.00	31,200		31,200						
T5	CURB, GUTTER, 6' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	0	EA	3,000.00	0		0						
T6	STREET LIGHTS (SINGLE @100' STAGGERED INTRVLS)	13	EA	3,406.00	44,278		44,278						
T6.5	STREET LIGHT TRENCHING/CONDUIT	1,300	EA	20.00	26,000		26,000						
T7	SIGNING & STRIPING	1,300	LF	3.00	3,900		3,900						
T8	FRONTAGE LANDSCAPING (8' PLANTER STRIPS)	20,800	SF	4.50	93,600		93,600						
T9	5.5' WIDE SIDEWALKS BOTH SIDES	14,300	SF	3.50	50,050		50,050						
T10	JOINT TRENCH UTILITY SERVICE	1,300	LF	60.00	78,000		78,000						
	COLLECTOR 4 (RD 101 TO PIONEER) RD IMPROVEMENTS SUBTOTAL:				**$509,000**	**$0**	**$509,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
U.	MATMOR RD (EX. END TO FARMERS CENTRAL DITCH)												
	40' WIDE ROADWAY W/ 8' LNDSCP & 5.5' SW BOTH SIDES												
U1	CLEAR & GRUB	1,100	LF	2.00	2,200		2,200						
U2	STREET EXCAVATION & GRADING	44,000	SF	0.75	33,000		33,000						
U3	4" AC AND 15" AB (36' WIDE)	39,600	SF	3.00	118,800		118,800						
U4	CURB & GUTTER	2,200	LF	12.00	26,400		26,400						
U5	CURB, GUTTER, 6' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	2	EA	3,000.00	6,000		6,000						
U6	STREET LIGHTS (SINGLE @100' STAGGERED INTRVLS)	11	EA	3,406.00	37,466		37,466						
U6.5	STREET LIGHT TRENCHING/CONDUIT	1,100	EA	20.00	22,000		22,000						
U7	SIGNING & STRIPING	1,100	LF	3.00	3,300		3,300						
U8	FRONTAGE LANDSCAPING (8' PLANTER STRIPS)	17,600	SF	4.50	79,200		79,200						
U9	5.5' WIDE SIDEWALKS BOTH SIDES	12,100	SF	3.50	42,350		42,350						
U10	JOINT TRENCH UTILITY SERVICE	1,100	LF	60.00	66,000		66,000						
	MATMOR RD (EX. END TO FARMERS CENTRAL) IMPROVEMENTS SUBTOTAL:				**$437,000**	**$0**	**$437,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND-COLLEGE	ALLOCATION-FOR MPRA
V.	LOCAL RD (FRONTING CENTRAL PARK, FIRE STA. & NEIGHBORHOOD COMM.)												
	35' WIDE ROADWAY W/ 6' LNDSCP & 4.5' SW BOTH SIDES												
V1	CLEAR & GRUB	1,000	LF	2.00	2,000		2,000						
V2	STREET EXCAVATION & GRADING	35,000	SF	0.75	26,250		26,250						
V3	4" AC AND 15" AB (31' WIDE)	36,000	SF	3.00	108,000		108,000						
V4	CURB & GUTTER	2,000	LF	12.00	24,000		24,000						
V5	CURB, GUTTER, 6' S/W C.R. TO C.R. W/ HDCAP RAMP AT MOC	4	EA	3,000.00	12,000		12,000						
V6	STREET LIGHTS (SINGLE @100' STAGGERED INTRVLS)	10	EA	3,250.00	32,500		32,500						
V6.5	STREET LIGHT TRENCHING/CONDUIT	1,000	EA	20.00	20,000		20,000						
V7	SIGNING & STRIPING	1,000	LF	3.00	3,000		3,000						
V8	FRONTAGE LANDSCAPING (6' PLANTER STRIPS)	12,000	SF	4.50	54,000		54,000						
V9	4.5' WIDE SIDEWALKS BOTH SIDES	9,000	SF	3.50	31,500		31,500						
V10	JOINT TRENCH UTILITY SERVICE	1,000	LF	60.00	60,000		60,000						
	LOCAL RD (FRONTING CENTRAL PARK, FIRE STA & NC) IMPROVEMENTS SUBTOTAL:				**$373,000**	**$0**	**$373,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
W.	HIGHWAY 113 (EAST & WEST SIDES WITHIN SPECIFIC PLAN AREA)												
	SOUND WALL												
W1	8' SOUND WALL	4,500	LF	90.00	405,000	405,000							
	HIGHWAY 113 IMPROVEMENTS SUBTOTAL:				**$405,000**	**$405,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
X.	GREENBELT (CONNECTION BTWN FARMERS CTRL AND RUSSELL SCHOOL)												
	40' WIDE GREENBELT W/ 10' PATH												
X1	10' PATHS	25,500	SF	3.50	89,250	89,250							
X2	PATH LIGHTS (SINGLE) @ 100' INTERVALS	26	EA	3,250.00	84,500	84,500							
X2.5	STREET LIGHT TRENCHING/CONDUIT	2,550	EA	20.00	51,000	51,000							
X3	LANDSCAPING	76,500	SF	4.50	344,250	344,250							
X4	MISC. DRAINAGE IMPROVEMENTS	1	LS	10,000.00	10,000	10,000							
	GREENBELT IMPROVEMENTS SUBTOTAL:				**$579,000**	**$579,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
Y.	PATHWAYS BTWN HIGH SCHOOL & COLLEGE (GIBSON TO FARMER'S CENTRAL) & ADJ. TO NEIGHBORHOOD PARKS												
	20' WIDE GREENBELT W/ 10' PATHWAY												
Y1	10' PATHWAY	45,500	SF	3.50	159,250	159,250							
Y2	PATH LIGHTS (SINGLE) @ 100' INTERVALS	46	EA	3,250.00	149,500	149,500							
Y2.5	STREET LIGHT TRENCHING/CONDUIT	4,550	EA	20.00	91,000	91,000							
Y3	LANDSCAPING	45,500	SF	4.50	204,750	204,750							
Y4	MISC. DRAINAGE IMPROVEMENTS	1	LS	10,000.00	10,000	10,000							
	PATHWAYS BTWN H.S. & WCC & ADJ TO NEIGHBORHOOD PARKS				**$615,000**	**$615,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPRA
Z.	GIBSON ROAD PEDESTRIAN OVERCROSSING												
Z1	PEDESTRIAN OVERCROSSING **(22)**	1	LS	1,600,000.00	1,600,000	800,000		800,000					
	GIBSON RD PED OVERCROSSING IMPROVEMENTS SUBTOTAL:				**$1,600,000**	**$800,000**	**$0**	**$800,000**	**$0**	**$0**	**$0**	**$0**	**$0**
AA.	GATEWAY ENTRIES & BUS SHELTERS												
AA1	ARCHED MASONRY ENTRY (SE & SW CORNERS OF PIONEER & GIBSON)	1	EA	100,000.00	100,000	100,000							50,000
AA2	4' MASONRY WALL W/LANDSCAPING (HWY 113/RD 25A & RD 25A/RD 102)	2	EA	25,000.00	50,000	50,000							25,000
AA3	BUS SHELTERS INCL. CONC. PAD (ARTERIALS & COLLECTORS)	18	EA	12,500.00	225,000	225,000							
	GATEWAY ENTRIES SUBTOTAL:				**$375,000**	**$375,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$75,000**
AB.	EIR ROADWAY MITIGATION MEASURES **(23)**												
AB1	EAST STREET/E. MAIN SIGNAL MOD./WIDENING **(24)**	1	LS	71,000.00	71,000	0		71,000					
AB2	GIBSON STREET/EAST STREET SIGNAL MOD./WIDENING **(24)**	1	LS	82,000.00	82,000	0		82,000					
AB3	GIBSON/MATMOR SIGNAL MOD./WIDENING **(24)**	1	LS	82,000.00	82,000	0		82,000					
AB4	RD 25A/EAST STREET SIGNAL INSTALL/WIDENING **(24)**	1	LS	150,000.00	150,000	0		150,000					
AB5	RD 25A/HWY 113 N. + S. BOUND SIGNALS **(25)**	1	LS	3,433,000.00	3,433,000	1,716,500				1,716,500			
AB6	PIONEER/PARKWAY INTERSECTION (FORMERLY PIONEER/A ST.)				SEE ITEM B13								
AB7	PIONEER/COLL. 4 (FORMERLY PIONEER/H.S.)				SEE ITEM E14								
AB8	GIBSON RD./PIONEER RD. WIDENING				SEE ITEM J1								
AB9	E.GUM @ MATMOR SIGNAL, WIDENING **(24)**	1	LS	199,000.00	199,000	0		199,000					
AB10	PIONEER/E. GUM SIGNAL. WIDENING **(24)**	1	LS	199,000.00	199,000	0		199,000					
AB11	DELETED	1	LS	0.00	0	0							0
AB12	GIBSON RD/ OGDEN ST. SIGNAL, WIDENING	1	LS	177,000.00	177,000	0		177,000					
	EIR ROADWAY MITIGATION MEASURES TOTAL				**$4,393,000**	**$1,717,000**	**$0**	**$960,000**	**$0**	**$1,717,000**	**$0**	**$0**	**$0**
	SPECIFIC PLAN STREET IMPROVEMENTS SUBTOTAL				**$50,672,000**	**$27,122,000**	**$10,713,000**	**$1,760,000**	**$488,000**	**$10,577,000**	**$13,000**	**$0**	**$947,000**
AC	ADDITIONAL COSTS - STREETS												
AC1	GENERAL REQUIREMENTS	3	%	3	1,520,160	813,660	321,390	52,800	14,640	317,310	390	0	28,410
AC2	CONSTRUCTION CONTINGENCY	20	%	20	10,134,400	5,424,400	2,142,600	352,000	97,600	2,115,400	2,600	0	189,400
AC3	ENGINEERING, DESIGN SURVEYING	10	%	10	5,067,200	2,712,200	1,071,300	176,000	48,800	1,057,700	1,300	0	94,700
AC4	PLAN CHECK & INSPECTION	4	%	4	2,026,880	1,084,880	428,520	70,400	19,520	423,080	520	0	37,880
AC5	CONSTRUCTION MGMT (MANAGER, ENGRING CONSULTATION & STAKING)	7	%	7	3,547,040	1,898,540	749,910	123,200	34,160	740,390	910	0	66,290
	SPECIFIC PLAN STREET IMPROVEMENTS ADDITIONAL COSTS TOTAL				**$22,296,000**	**$11,934,000**	**$4,714,000**	**$774,000**	**$215,000**	**$4,654,000**	**$6,000**	**$0**	**$417,000**

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPRA
AD.	LAND ACQUISITION (27)												
AD1	CO. RD 102 (GIBSON to S. COUNTY PROP LINE) **[see attached exhibit]**	0.4	AC	25,000.00	10,000	10,000							
AD2	CO. RD 102 (N. COLLEGE PROP LINE TO RD 24A) **(see attached exhibit)**	0.6	AC	25,000.00	15,000	15,000							
AD3	CO. RD 102 (RD 24A TO RD 25A) [0'x5300' + 33.5'x5300']	4.1	AC	25,000.00	102,500	0	102,500						
AD4	PARKWAY DRIVE EAST (PIONEER TO 102) [43'x4350' + 68'x4350']	11.1	AC	25,000.00	277,500	107,500	170,000						
AD5	PARKWAY DRIVE WEST (RD. 101 TO PIONEER) [67'x1100' + 68'x1100']	3.4	AC	25,000.00	85,000	42,185	42,815						
AD6	PIONEER AVE NORTH (GIBSON TO PARKWAY) [59'x4500' + 68'x4500']	13.1	AC	25,000.00	327,500	152,146	175,354						
AD7	PIONEER AVE CENTRAL (PKWY WEST TO PKWY EAST) [90'x1000' + 68'x1000']	3.6	AC	25,000.00	90,000	41,811	48,189						
AD8	PIONEER AVE SOUTH (PARKWAY EAST TO RD 25A) [23'x2700' + 68'x2700']	5.6	AC	25,000.00	140,000	35,385	104,615						
AD9	CO. RD 101 (GIBSON TO FARMERS CTRL) [18'x2600']	1.1	AC	25,000.00	27,500	0	27,500						
AD10	CO. RD 101 (FARMERS CTRL TO PKWY WEST) [0'x1600' + 18'x1600']	0.7	AC	25,000.00	17,500	0	17,500						
AD11	GIBSON RD (HWY 113 TO HIGH SCHOOL) [16'x2400'] **(28)**	0.9	AC	25,000.00	22,500	0	22,500						
AD12	GIBSON RD (HIGH SCHOOL) [16'x1300'] **(28)**	0.5	AC	25,000.00	12,500	12,500	0						
AD13	GIBSON RD (W. EDGE OF COLLEGE TO 102 LESS 600') [0'x2000']**(29)**	0.0	AC	25,000.00	0	0	0						
AD14	GIBSON RD (600' IN FRONT OF COUNTY PROP.) [0'x600']**(29)**	0.0	AC	25,000.00	0	0	0						
AD15	FARMER'S CTRL (EAST ST. TO PRUDLER-SIEVERS) [50' x 1300']	1.5	AC	25,000.00	37,500	0	37,500						
AD16	FARMER'S CTRL (PRUDLER-SIEVERS TO MATMOR) [68' x 1300']	2.0	AC	25,000.00	50,000	0	50,000						
AD17	FARMER'S CTRL (RD 101 TO PIONEER) [26'x1300' + 68'x1300']	2.8	AC	25,000.00	70,000	19,362	50,638						
AD18	FARMER'S CTRL (PIONEER TO RD 102) [26.5'x3900' + 34'x3900']	5.4	AC	25,000.00	135,000	59,132	75,868						
AD19	RD 25A (W. EDGE TO RD 102) [49'x5300' + 34'x5300']	10.1	AC	25,000.00	252,500	149,066	103,434						
AD20	COUNTY RD 24C (PIONEER to COLLECTOR 1) [68'x2000']	3.1	AC	25,000.00	77,500	0	77,500						
AD21	COLL. 1 (FARMERS CTRL TO RD 25A) [68'x 5200']	8.1	AC	25,000.00	202,500	0	202,500						
AD22	COLL. 2 (W. EDGE TO COLL 1) [26'x3200' + 68'x3200']	6.9	AC	25,000.00	172,500	47,713	124,787						
AD23	COLL. 4 (RD 101 TO PIONEER) [68'x1300']	2.0	AC	25,000.00	50,000	0	50,000						
AD24	MATMOR RD (EX. END TO 24A) [68'x1100']	1.7	AC	25,000.00	42,500	0	42,500						
AD25	LOCAL RD (FRONTING F.S., PARK & NC) [57' x 1000']	1.3	AC	25,000.00	32,500	0	32,500						
AD26	ADDL R/W REQ TO ALIGN PIONEER N. & S. OF GIBSON [15'x400']	0.2	AC	25,000.00	5,000	5,000	0						
AD27	40' GREENBELTS [40'x3200']	2.9	AC	25,000.00	72,500	72,500	0						
AD28	PATH BTWN H.S. SCHOOL & WCC & ADJ NEIGHBORHD PARKS [20'x2600'+1300']	1.8	AC	25,000.00	45,000	45,000	0						
AD29	PEDESTRIAN OVERPASS R/W (RD 102 & PARKWAY EAST)[50'X300']	0.3	AC	25,000.00	7,500	7,500	0						
AD30	ZERO OUT COLLECTOR ACQUISITION COSTS - DEDICATION IN LIEU OF **$$$**				-1,558,201	0	-1,558,201						
	LAND ACQUISITION TOTAL				**$822,000**	**$822,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
	SPECIFIC PLAN STREET IMPROVEMENTS TOTAL				**$73,790,000**	**$39,878,000**	**$15,427,000**	**$2,534,000**	**$703,000**	**$15,231,000**	**$19,000**	**$0**	**$1,364,000**
	LANDSCAPE TOTALS (Includes interim turf @ $1.75/sf)	2,103,900	SF	4.50	9,272,850	6,467,100	1,579,275	0	34,200	1,192,275	0	0	61,875
	LANDSCAPE TOTALS In Specific Plan Only	1,777,700											
	Street Lights for Arterials & Collectors within Specific Plan Only	366											

Specific Plan Street Improvement Notes:

Total Costs rounded to nearest $1,000

Improvements and costs subject to revision following completion of traffic analysis

SLIF = Spring Lake Infrastructure Fee

WJUSD = Woodland Joint Unified School District

MPRA = Master Plan Remainder Area

* "Collector Improvements" consist of Non-SLIF Backbone Infrastructure components. constructed and paid for by subdivision builders. Items include collector streets, water and sewer pipes 8" or less, and drainage pipes 30" or less or that drain individual parcels only. Collector rigt way up to 68' to be dedicated by adjacent subdivision builders.

Costs listed in "ALLOCATION FOR MPRA" are for improvements that will be constructed and initially funded by the Specific Plan with partial financial responsibility of the Master Plan Remainder Area. These costs have been defined as part of the "Equitable Swap Costs." See attached summary

Shaded costs in SLIF column are for items which the SLSP has a partial financial responsibility, yet the items won't be built until MPRA buildout. These costs have been defined as part of the "Equitable Swap Costs." See attached summary.

(1) Principal arterial with two lanes and right-of-way reserved for four lanes. 4-lane stripping and widening(where necessary) to be conducted when (if) urban-reserve area to the east is developed. Costs presented herein include pavement widening to ultimate pavement width on west side: curb, gutter, sidewalk and landscaping on west side, plus median improvements to the centerline. Median and 12' of pavement widening will not be constructed until roadway is improved to four lanes. Future improvements east of the centerline will be funded by the abutting landowners to the east

(2) Light spacing and light type identified in Y&C Transportation Consultants analysis and SLSP street section figures dated April 16, 2004 included in this appendix. Unit costs provided by Ponticello Enterprises (also included herein) Note applies to all lighting within the SLSP

(3) All landscaping within Specific Plan Backbone Infrastructure areas to maintain an average cost of $4.50/SF. Cost on perimeter arterials may be less

(4) SLSP funding requirement consists of 27.5% of 20' of landscaping yet to be constructed (less Yolo County contribution [see Note (16)] and High School sidewalk [see Note (17)]), plus 100% of additional 15' of landscaping (35' total landscape buffer per SLSP) and south side lighting.

(5) Joint trench includes gas. electricity, cable TV, and telecommunications (voice & data), conduits and trenching; PG & E costs not included. Joint trench note applies to all joint trench line items.

(6) Higher unit rate for signal due to 6 x 4 x 2 x 2 lane intersection. Central intersection feature not yet defined.

(7) Costs may be reduced if Traffic Model indicates that signal at Rd 101 is not warranted. Assumption Is that signal will not be built until Parkway is extended into Master Plan Remainder Area. Cost shown in "Other" column allotted to the Master Plan Remainder Area (50/50 split).

(8) This section of Parkway to be constructed during MPRA buildout. Costs shown in "Other" column allotted to the MPRA 25% of total costs attributed to SLSP.

(9) From Mark Thomas & Co. estimate dated January 6, 2003. copy included herein

(10) High school allotment consists of8' behind curb and gutter

(11) High School allocation is 8' of sidewalk per agreement between City of Woodland and WJUSD.

(12) Costs may be reduced if Traffic Model indicates that signals at Collector 2 and/or Rd. 25A are not warranted.

(13) Rd 101 from Farmer's Central to Parkway West and Farmer's Central from Coll. 5 to Matmor to be funded 100% by property owners within SLSP during buildout of Specific Plan. Property owners within MPRA to directly reimburse adjacent SLSP property owners upon initial development of adjacent land in MPRA.

(14) Joint trench cost includes undergrounding existing overhead electric distribution lines on Co. Rd. 101

(15) Sycamore Ranch Development identifies 55% of South half (with up to 20 feet of landscape width) of Gibson Road to be paid by "abutting land owners" (Spring Lake Specific Plan). Remaining 45% by the City of Woodland Major Projects Financing Plan (MPFP).

(18) Assumption is that signal will not be built until Parkway is extended into Master Plan Remainder Area. Cost shown in "Other" column allotted to the Master Plan Remainder Area (25% SLSP/75% MPRA).

(19) North "half" of roadway in SLIF. Note that street improvements are unbalanced relative to centerline. See Figure 4.6 of the Spring Lake Specific Plan for detailed cross section. Landscaping north of break in grade toward channel included in channel costs.

(20) This Section of Rd 25A to be improved (except landscaping and lighting) during SLSP buildout, triggered by development on Oyang South or as required by City of Woodland. 100% MPRA allocation. Costs Shown in "Other" Column Allotted to the Master Plan Remainder Area

(21) 21.5' of Greenbelt in SLIF, 8' of landscaping on both sides are "Collector Improvements."

(22) Cost estimate per Mark Thomas & Co. via Nick Ponticello; 50% funded through City of Woodland MPFP based on Sycamore Ranch CIP

(23) EIR roadway mitigation measures have not been defined. Cost opinions are guestimates only. "City" column refers to MPFP allocated costs, "Other" column for Items AB9 & AB10 refers to funding from the Sycamore Ranch project and funding by the MPRA for Item AB5.

(24) Project Is funded through Major Project Financing Program (MPFP),

(25) Cost estimate from Mark Thomas & Co. dated January 6, 2003. Signals/interchange modifications to be improved during Master Plan Remainder Area buildout. Costs Shown in "Other" Column Allotted to the Master Plan Remainder Area

(27) Right-Of-Way in excess of 68' included in fee program. Assumes College and County (except for 600' on Gibson Rd.) land will need to be "purchased" or future infrastructure tie-in credit be given to these public facilities. Property owner's representatives agreed to use $25,000/acre as unit value for arterial dedication for the purposes of the Financing Plan. Actual value to be determined

(28) Existing right-of-way is 55' along south side of Gibson Road.

(29) Existing right-of-way is 75' along south side of Gibson Road.

(52) Oversized portion of greenbelt (21.5' addl landscaping & 4.5' addl pathway in SLIF)

(56) WJUSD allocation for Pioneer Ave. is based on a prorated amount (1900') for the frontage of the High School only, unless otherwise noted. Frontage improvements within the right-of-way in front of the Middle School will be funded by the SLIF.

(65) Includes all planning studies including CIP & ISR, sewer and drainage alternatives analyses, Nexus Study, City Staff time, and SLSP topographic surveys and geotechnical investigations.

++ Public entitiy fair share to be negotiated. See proposed fair share cost in "Public Entity Fair Share" cost sheets. At this time neither the College nor the County are obligated to participate

ENGINEER'S OPINION OF PROBABLE PUBLIC IMPROVEMENT COSTS
"BACKBONE INFRASTRUCTURE"
PROJECT: SPRING LAKE SPECIFIC PLAN - BUILDOUT
CLIENT: SPRING LAKE PLANNING GROUP, LLC
BASED ON SPRING LAKE SPECIFIC PLAN DATED DECEMBER 18, 2001
COSTS ALLOCATED BASED ON MEETING MINUTES DATED 9/25, 9/26, 9/29, 10/2 & 10/3, 2001 PREPARED BY H TSCHUDIN
LAST REVISED: JUNE 3, 2004 BY: S GREENFIELD, CUNNINGHAM ENGINEERING CORP.

- WATER IMPROVEMENTS
- SPRING LAKE SPECIFIC PLAN
- MAJOR INFRASTRUCTURE - SLSP BUILDOUT

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPRA
AE.	CO. RD 102 (GIBSON to COLL. 2 PROJECTION)												
AE1	12" WATER MAIN	6,600	LF	60.00	396,000	396,000					++	++	
AE2	STANDARD FIRE HYDRANTS **(31)**	22	EA	3,500.00	77,000	77,000							
AE3	CONNECTION AT GIBSON ROAD	1	EA	4,500.00	4,500	4,500							
	CO. RD 102 SPECIFIC PLAN WATER IMPROVEMENTS SUBTOTAL:				**$ 478,000**	**$ 478,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
AF.	PARKWAY DRIVE (RD 101 TO RD 102)												
AF1	12" WATER MAIN	5,450	LF	60.00	327,000	327,000							
AF2	STANDARD FIRE HYDRANTS **(31)**	36	EA	3,500.00	126,000	126,000							
AF3	NEW WELL (LOCATED IN 5.0 AC NEIGHBORHOOD COMMECIAL) **(32)**	1	EA	1,500,000.00	1,500,000			1,500,000					
AF4	REGIONAL PARK WELL IMPROVEMENTS	1	EA	200,000.00	200,000	200,000							
	PARKWAY DRIVE SPECIFIC PLAN WATER IMPROVEMENTS SUBTOTAL:				**$ 2,153,000**	**$ 653,000**	**$0**	**$1,500,000**	**$0**	**$0**	**$0**	**$0**	**$0**
AG.	PIONEER AVENUE (GIBSON TO CO. RD 25A)												
AG1	12" WATER MAIN (GIBSON TO COLL. 2)**(53)**	6,900	LF	60.00	414,000	319,000			95,000				
AG2	8" WATER MAIN (COLL. 2 TO URBAN FOREST)	1,200	LF	50.00	60,000	60,000							
AG3	STANDARD FIRE HYDRANTS **(31)**	54	EA	3,500.00	189,000	189,000							
AG4	CONNECTION AT GIBSON ROAD	1	EA	2,500.00	2,500	0			2,500				
	PIONEER AVENUE SPECIFIC PLAN WATER IMPROVEMENTS SUBTOTAL:				**$ 666,000**	**$ 568,000**	**$0**	**$0**	**$98,000**	**$0**	**$0**	**$0**	**$0**
AH.	FARMERS CENTRAL ROAD (COLL. 5 TO RD 102)												
AH1	12" WATER MAIN (RD 102 TO RD 101)	9,300	LF	60.00	558,000	558,000						++	
AH2	NOT USED	0	LF	0 00	0	0							
AH3	BORE & JACK 12" WATER MAIN BENEATH HWY 113	400	LF	350.00	140,000	140,000							
AH4	STANDARD FIRE HYDRANTS	30	EA	3,500.00	105,000	0	105,000						
	FARMERS CENTRAL RD SPECIFIC PLAN WATER IMPROVEMENTS SUBTOTAL:				**$ 803,000**	**$ 698,000**	**$ 105,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
AI.	FARMERS CENTRAL ROAD (SIXTH ST. TO COLL. 5)												
AI1	12" WATER MAIN	1,700	LF	60.00	102,000	102,000							
AI2	CONNECTION AT SIXTH ST	1	EA	2,500.00	2,500	2,500							
AI3	STANDARD FIRE HYDRANTS	6	EA	3,500.00	21,000		21,000						
	FARMERS CENTRAL RD SPECIFIC PLAN WATER IMPROVEMENTS SUBTOTAL:				**$ 126,000**	**$105,000**	**$ 21,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
AJ.	CO. RD 101 (GIBSON TO COLL. 2)												
AJ1	12"WATER MAIN (FARMERS CENTRAL TO COLL. 2)	3,900	LF	60.00	234,000	234,000							
AJ2	12" WATER MAIN (GIBSON TO FARMERS CENTRAL)	2,600	LF	60.00	156,000	156,000							
AJ3	NEW WELL (LOCATED IN NEIGHBORHOOD COMM. AREA) **(32)**	1	EA	1,500,000.00	1,500,000			1,500,000					
AJ4	STANDARD FIRE HYDRANTS	22	EA	3,500.00	77,000		77,000						
	CO. RD 101 SPECIFIC PLAN WATER IMPROVEMENTS SUBTOTAL:				**$ 1,967,000**	**$390,000**	**$77,000**	**$1,500,000**	**$0**	**$0**	**$0**	**$0**	**$0**

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND-COLLEGE	ALLOCATION-FOR MPRA
AK.	GIBSON RD (PIONEER TO RD. 102): INCLUDED IN ROAD COSTS SEE ITEM J												
	GIBSON RD SPECIFIC PLAN WATER IMPROVEMENTS SUBTOTAL:				**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
AL.	MATMOR RD (EX. END TO FARMERS CENTRAL)												
AL1	12" WATER MAIN	1,100	LF	60.00	66,000	66,000							
AL2	STANDARD FIRE HYDRANTS	4	EA	3,500.00	14,000		14,000						
AL3	CONNECTION AT MATMOR RD END	1	EA	2,500.00	2,500		2,500						
	MATMOR RD SPECIFIC PLAN WATER IMPROVEMENTS SUBTOTAL:				**$ 83,000**	**$66,000**	**$17,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
AM.	COLLECTOR 1 (FARMERS CENTRAL TO URBAN FOREST)												
AM1	12" WATER MAIN (Farmer's Central to Collector 2)	4,300	LF	60.00	258,000	258,000							
AM2	8" WATER MAIN (Collector 2 to Urban Forest)	1,200	LF	50.00	60,000		60,000						
AM3	NEW WELL (LOCATED IN NEIGHBORHOOD COMM. AREAS) (32)	2	EA	1,500,000.00	3,000,000			3,000,000					
AM4	STANDARD FIRE HYDRANTS	17	EA	3,500.00	59,500		59,500						
	COLLECTOR 1 SPECIFIC PLAN WATER IMPROVEMENTS SUBTOTAL:				**$ 3,378,000**	**$ 258,000**	**$ 120,000**	**$3,000,000**	**$0**	**$0**	**$0**	**$0**	**$0**
AN.	COLLECTOR 2 (W. EDGE OF SPECIFIC PLAN TO RD. 102)												
AN1	12" WATER MAIN	5,150	LF	60.00	309,000	309,000							
AN2	STANDARD FIRE HYDRANTS	17	EA	3,500.00	59,500		59,500						
	COLLECTOR 2 SPECIFIC PLAN WATER IMPROVEMENTS SUBTOTAL:				**$ 369,000**	**$309,000**	**$60,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
AO.	CO. RD. 24C (PIONEER TO NEW COLL. 1)												
AO1	8" WATER MAIN	2,000	LF	50.00	100,000		100,000						
AO2	STANDARD FIRE HYDRANTS	7	EA	3,500.00	24,500		24,500						
	CO. RD. 24C SPECIFIC PLAN WATER IMPROVEMENTS SUBTOTAL:				**$ 125,000**	**$0**	**$125,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
AP.	COLLECTOR 4 (RD 101 TO PIONEER)												
AP1	8" WATER MAIN	1,300	LF	50.00	65,000		65,000						
AP2	STANDARD FIRE HYDRANTS	4	EA	3,500.00	14,000		14,000						
	COLLECTOR 4 SPECIFIC PLAN WATER IMPROVEMENTS SUBTOTAL:				**$ 79,000**	**$0**	**$79,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
AQ	LOCAL RD (FRONTING CENTRAL PARK, FIRE STA. & NEIGHBORHOOD COMM.)												
AQ1	12" WATER MAIN	1,000	LF	60.00	60,000	60,000							
AQ2	STANDARD FIRE HYDRANTS	3	EA	3,500.00	10,500		10,500						
	LOCAL RD SPECIFIC PLAN WATER IMPROVEMENTS SUBTOTAL:				**$ 71,000**	**$60,000**	**$11,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
	SPECIFIC PLAN WATER IMPROVEMENTS SUBTOTAL				**$10,298,000**	**$3,585,000**	**$615,000**	**$6,000,000**	**$98,000**	**$0**	**$0**	**$0**	**$0**
AR.	ADDITIONAL COSTS - WATER												
AR1	GENERAL REQUIREMENTS	3	%	3	308,940	107,550	18,450	180,000	2,940	0	0	0	0
AR2	CONSTRUCTION CONTINGENCY	20	%	20	2,059,600	717,000	123,000	1,200,000	19,600	0	0	0	0
AR3	ENGINEERING, DESIGN SURVEYING	10	%	10	1,029,800	358,500	61,500	600,000	9,800	0	0	0	0
AR4	PLAN CHECK & INSPECTION	4	%	4	411,920	143,400	24,600	240,000	3,920	0	0	0	0
AR5	CONSTRUCTION MGMT (MANAGER, ENGRING CONSULTATION & STAKING)	7	%	7	720,860	250,950	43,050	420,000	6,860	0	0	0	0
	SPECIFIC PLAN WATER IMPROVEMENTS ADDITIONAL COSTS TOTAL				**$4,531,000**	**$1,577,000**	**$271,000**	**$2,640,000**	**$43,000**	**$0**	**$0**	**$0**	**$0**

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPRA
BB	LAND ACQUISITION												
BB1	WELL SITES LAND DEDICATION (60' X 60') FOR 4 SITES	0 4	AC	50,000.00	20,000	20,000							0
	LAND ACQUISITION SUBTOTAL				**$20,000**	**$20,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
	SPECIFIC PLAN WATER IMPROVEMENTS TOTAL				**$14,849,000**	**$5,182,000**	**$886,000**	**$8,640,000**	**$141,000**	**$0**	**$0**	**$0**	**$0**

Specific Plan Water Improvement Notes:

* "Collector Improvements" consist of Non-Fee Program Backbone Infrastructure components, constructed and paid for by subdivision builders. Items include collector streets, water and sewer pipes 8" or less, and drainage pipes 30" or less. Collector rights-of-way up to 68' to be dedicated by adjacent subdivision builder.

(13) Rd 101 from Farmer's Central to Parkway and Farmer's Central from Coll. 5 to Matmor to be funded 100% by property owners within SLSP during buildout of Specific Plan. Property owners within Master Plan Remainder Area to directly reimburse adjacent SLSP property owners upon initial development of adjacent land in Master Plan Remainder Area.

(31) Fire hydrants assumed to be required on both sides of arterials. Quantities on Road 102 and Gibson Road reflect one side only.

(32) New water wells to be located within the neighborhood commercial areas as shown on Figure 6.1 of the Specific Plan. Cost of wells to be paid for by MPFP. "City of Woodland" column represents MPFP for water improvements.

(33) Not used

(53) High School fair share is based on 1900 feet along frontage @ $50/LF (8" water line cost) plus 100% of connection cost at Gibson Road.

++ Public entities to pay prorated cost based on proportional use upon connection/use of indicated water facility. Payment to be made to Spring Lake Fee Program as cash or as land dedication in lieu of cash.

ENGINEER'S OPINION OF PROBABLE PUBLIC IMPROVEMENT COSTS
"BACKBONE INFRASTRUCTURE"
PROJECT: SPRING LAKE SPECIFIC PLAN - BUILDOUT
CLIENT: SPRING LAKE PLANNING GROUP, LLC
BASED ON SPRING LAKE SPECIFIC PLAN DATED DECEMBER 18, 2001
COSTS ALLOCATED BASED ON MEETING MINUTES DATED 9/25, 9/26, 9/29, 10/2 & 10/3, 2001 PREPARED BY H. TSCHUDIN.
LAST REVISED: JUNE 3, 2004 BY: S GREENFIELD, CUNNINGHAM ENGINEERING CORP.

SEWER IMPROVEMENTS:

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPRA (39)
AS.	OFFSITE PIPELINE IMPROVEMENTS (34)												
AS1	2-12" DUCTILE IRON PIPES (G.S. DODSON ADJUSTED COST ATTACHED)(55)	1	LS	684,949	684,949	657,551			27,398			++	246,582
AS2	24" & 30" GRAVITY PIPELINES(SEE DODSON COST ATTACHED)(35)(40)	1	LS	1,436,088	1,436,088	997,705		330,300	43,083		65,000	++	403,566
	OFFSITE SEWER IMPROVEMENTS SUBTOTAL:				**$2,121,000**	**$1,655,000**	**$0**	**$330,000**	**$70,000**	**$0**	**$65,000**	**$0**	**$650,000**
AT.	MASTER PLAN PUMP STATION @ COLL. 1 AND FARMER'S CENTRAL (SIZED AND EQUIPPED FOR MAX OF 6 MGD)												
AT1	PUMP STATION (64)	1	LS	1,697,466	1,697,466	1,629,567			67,899			++	611,088
	PUMP STATION SUBTOTAL:				**$1,697,000**	**$1,630,000**	**$0**	**$0**	**$68,000**	**$0**	**$0**	**$0**	**$611,000**
AU.	ONSITE SEWER IMPROVEMENTS												
AU1	30" RCP COLL 1 (FARMERS CENTRAL TO PUMP)[27' DEEP]	50	LF	200.00	10,000	9,600			400				4,778
AU2	24" VCP FARMERS CENTRAL (COLL 1 TO 30" @ PUMP)[27' DEEP]	100	LF	125.00	12,500	12,500			0				5,610
AU3	21" VCP COLL 1 (PARKWAY TO FARMERS CENTRAL)[23' TO 27' DEEP]	2,600	LF	100.00	260,000	260,000							124,410
AU4	18" VCP FARMER'S CENTRAL (PIONEER TO COLL 1) [20' TO 27' DEEP]	1,850	LF	90.00	166,500	151,515			14,985				112,388
AU5	18" VCP FARMER'S CENTRAL (RD 101 TO PIONEER)[20' TO 22' DEEP]	1,300	LF	90.00	117,000	117,000							110,565
AU6	15" VCP PARKWAY EAST (W. EDGE OF TOC160 TO COLL. 1)[19' TO 23' DEEP]	650	LF	80.00	52,000	52,000							49,563
AU7	15" VCP PARKWAY EAST (PIONEER TO W. EDGE OF TOC 160)[17' TO 19' DEEP]	1,750	LF	80.00	140,000	140,000							133,438
AU8	15" VCP FARMERS CENTRAL (650' W. OF MTMR TO MTMR)[18' TO 17'DEEP]	650	LF	80.00	52,000	52,000							73,938
AU9	15" VCP FARMERS CENTRAL (MATMOR TO 113)[18' TO 17'DEEP]	600	LF	80.00	48,000	48,000							57,750
AU10	15" VCP FARMERS CENTRAL (JACK THRU HWY 113 CASING)[18' TO 17'DEEP]	400	LF	150.00	60,000	60,000							60,060
AU11	15" VCP FARMERS CENTRAL (HWY 113 TO RD 101)[18' TO 22' DEEP]	1,650	LF	80.00	132,000	132,000							158,813
AU12	15" VCP PIONEER(GIBSON TO H.S. STUB)[12' TO 13' DEEP](54)	425	LF	80.00	34,000	0		34,000					
AU13	15" VCP PIONEER(H.S. STUB TO COLL. 4)[13' TO 14' DEEP](54)	800	LF	80.00	64,000	6,400		32,000	25,600				
AU14	15" VCP PIONEER(COLL. 4 TO MIDDLE SCHOOL)[14' TO 15' DEEP](54)	850	LF	80.00	68,000	20,060		34,000	13,940				
AU15	15" VCP PIONEER(MIDDLE SCHOOL TO FARMERS CNTL)[15' TO 17' DEEP](54)	650	LF	80.00	52,000	16,803		16,250	18,948				
AU16	10" VCP PIONEER (COLLECTOR 2 TO PARKWAY EAST)[14'-17' DEEP]	1,500	LF	55.00	82,500	82,500							57,000
AU17	10" VCP LOCAL ROAD (RD 101 TO PARKWAY EAST)[19' TO 17' DEEP]	1,100	LF	55.00	60,500	60,500							102,300
AU18	10" VCP COLL. 1 (NEIGH. COMM. TO PRKY EAST)[21' TO 23' DEEP]	650	LF	55.00	35,750	35,750							
AU19	8" VCP COLL. 1 LATERAL TIE IN (COLL. 2 TO FC)[7' TO 12' DEEP](36)	3,900	LF	40.00	156,000	156,000							
AU20	10" STUB TO WOODLAND COMMUNITY COLLEGE	50	LF	100.00	5,000	5,000						++	
AU21	8" VCP FRMRS CNTRL LATERAL TIE IN (RD 101-COLL. 1)[7' TO 12' DEEP](36)	3,250	LF	40.00	130,000	130,000							
AU22	8" VCP PARKWAY (500' EAST OF COLL. 1 TO COLL. 1)[20' TO 23' DEEP]	500	LF	40.00	20,000		20,000						
AU23	8" VCP PARKWAY (MINOR COLL. TO 500' EAST OF COLL. 1)[14' TO 20' DEEP]	800	LF	40.00	32,000		32,000						
AU23.5	8" VCP PIONEER (PARKWAY TO FARMERS CENTRAL)[8' TO 18' DEEP]	1,900	LF	40.00	76,000		76,000						
AU24	8" VCP COLLECTOR 2 (W. EDGE OF STAGE 3 TO COLL. 1)[14' TO 18' DEEP]	650	LF	40.00	26,000		26,000						
AU25	8" VCP COLLECTOR 1 (650' S. OF COLL. 2 TO NEIGH. COMM)[15' TO 21' DEEP]	1,300	LF	40.00	52,000		52,000						
AU26	8" VCP COLLECTOR 4 (RD 101 TO PIONEER)[15' TO 18' DEEP]	1,000	LF	40.00	40,000		40,000						
AU27	8" VCP FARMERS CENTRAL (EAST ST. TO 650' W. OF MATMOR)[17' TO 18' DEEP]	2,000	LF	40.00	80,000		80,000						

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPRA (39)
AU.	ONSITE SEWER IMPROVEMENTS (CONTINUED)												
AU28	8" VCP MATMOR (END TO FARMERS CENTRAL)[10' TO 17' DEEP]	1,100	LF	40.00	44,000		44,000						
AU29	8" VCP RD 101 (GIBSON TO COLL. 4)[12' TO 15' DEEP]	900	LF	40.00	36,000		36,000						
AU30	8" VCP RD 101 (COLL. 4 TO FARMER'S CENTRAL)[15' TO 21' DEEP]	1.300	LF	40.00	52,000		52,000						
AU31	8" VCP RD 101 (PARKWAY WEST TO FARMER'S CENTRAL)[15' TO 21' DEEP]	1,400	LF	40.00	56,000		56,000						
AU32	8" VCP RD 24C (2000' WEST OF COLL. 1 TO COLL. 1)[11' TO 25' DEEP]	2.000	LF	40.00	80,000		80,000						
AU33	MANHOLES - 24" OR GREATER DIAMETER PIPE	2	EA	6,000.00	12,000	12,000		0	0				4,920
AU34	DROP MANHOLES (36)	7	EA	6,000.00	42,000	42,000							
AU35	MANHOLES - LESS THAN 24" DIAMETER PIPE(37)	99	EA	2,500.00	247,500	139,624	92,500	10,000	5,376		0		101,500
AU36	TRENCH DEWATERING - 15' OR GREATER DEPTH	29,500	FT	45.00	1,327,500	672,480	627,750	9,135	18,135		0		included above
AU37	TRENCH DEWATERING - LESS THAN 15' DEPTH	10,125	FT	15.00	151,875	108,660	13,500	18,750	10,965		0		included above
	ONSITE SPECIFIC PLAN SEWER IMPROVEMENTS SUBTOTAL				**$4,113,000**	**$2,522,000**	**$1,328,000**	**$154,000**	**$108,000**	**$0**	**$0**	**$0**	**$1,157,000**
	SPECIFIC PLAN SEWER IMPROVEMENTS SUBTOTAL				**$7,931,000**	**$5,807,000**	**$1,328,000**	**$484,000**	**$246,000**	**$0**	**$65,000**	**$0**	**$2,418,000**
AV	ADDITIONAL COSTS - SEWER												
AV1	GENERAL REQUIREMENTS	3	%	3	237,930	176,160	39,840	14,520	7,380	0	0	0	72,540
AV2	CONTINGENCY FOR INFRASTRUCTURE YET TO BE DESIGNED	20	%	20	822,600	504,400	265,600	30,800	21,600	0	0	0	231,400
AV2 5	CONTINGENCY FOR INFRASTRUCTURE OUT TO BID AND/OR DESIGNED	10	%	10	381,800	328,500	0	33,000	13,800	0	6.500	0	126,100
AV3	ENGINEERING, DESIGN SURVEYING, OFFSITE IMPROVEMENTS(38)	12	%	12	458,160	402,000	0	39,600	16,560	0	0	0	151,320
AV4	ENGINEERING, DESIGN SURVEYING	10	%	10	411,300	258,700	132,800	15,400	10,800	0	0	0	115,700
AV5	PLAN CHECK & INSPECTION	4	%	4	317,240	234,880	53,120	19,360	9,840	0	0	0	96,720
AV6	CONSTRUCTION MGMT (MANAGER, ENGRING CONSULTATION & STAKING)	7	%	7	555,170	411,040	92,960	33,880	17,220	0	0	0	169,260
	SPECIFIC PLAN SEWER ADDITIONAL COSTS TOTAL				**$3,184,000**	**$2,316,000**	**$584,000**	**$187,000**	**$97,000**	**$0**	**$7,000**	**$0**	**$963,000**
AW.	LAND ACQUISITION (41)(55)												
AW1	LAND ALONG NORTH EDGE OF BARTON (25' x 2600')	1.5	AC	20,000 00	30,000	21,060		7,740	1,200		++	++	8,519
	SPECIFIC PLAN SEWER LAND ACQUISITION TOTAL				**$30,000**	**$21,000**	**$0**	**$8,000**	**$1,000**	**$0**	**$0**	**$0**	**$9,000**
	SPECIFIC PLAN SEWER TOTAL				**$11,145,000**	**$8,144,000**	**$1,912,000**	**$679,000**	**$344,000**	**$0**	**$72,000**	**$0**	**$3,390,000**

Specific Plan Sewer Notes:

All costs based on current construction costs. Costs rounded to nearest $1,000.

* "Collector Improvements" consist of Non-Fee Program Backbone Infrastructure components, constructed and paid for by subdivision builders. Items include collector streets, water and sewer pipes 8" or less, and drainage pipes 30" or less. Collector rights-of-way up to 68' to be dedicated by adjacent subdivision builder.

(34) Pump Station at Collector 1 and Farmer's Central, 2 - 12" DIP force main pipes to Gibson Road and gravity pipelines to WWTP. See attached G.S. Dodson 90% cost opinion dated 5/6/03. Note 10% contingency removed and 38% additional costs then added

(35) 30" gravity pipe based on City requested design standard change of d/D=0.7 (pipe flows maximum of 70% full). Updated cost not yet available. Cost is based on 27" diameter pipe.

(36) Lateral tie-in and/or drop manhole structures required due to trunk sewer depths greater than 15' deep where houses front collector streets.

(37) Manholes along lateral tie-in pipes included in Fee Program.

(38) Increased engineering percentage for Pump Station/Force Main design

(39) MPRA allocation based on proportional flows for each improvement. Flow calculations based on land use in December 2001 SLSP and 12/17/02 SLSP Amendment. R-5 land use assumed for undefined areas in MPRA

(40) City of Woodland allocation is for 2.0 MGD for Sycamore Ranch buildout flows ($330,300) County has agreed to pay $65,000 toward offsite gravity option. See "Public Entities" sheet for County Fair Share.

(41) Estimated cost, actual land acquisition cost to be determined based on appraisal. Pump station land acquisition included in mixed-use channel acquisition. Force main routing within public rights-of-way except as noted

(54) 15" Sewer line is oversized based on former Gibson Rd sewer relief concept. High School costs based on prorated share of non-oversized (8" & 10") pipes City of Woodland costs based on oversized portion only

(55) Land acquisition for force main alignment and junction box at Rd 102 and Gibson Road included in street right-of-way acquisition costs.

(64) Based on GSE (pump station contractor) bid opened on 9/17/03.

++ Public entities to pay prorated cost based on proportional use upon connection/use of indicated sewer facility. Payment to be made to Spring Lake Fee Program as cash or as land dedication in lieu of cash.

ENGINEER'S OPINION OF PROBABLE PUBLIC IMPROVEMENT COSTS
"BACKBONE INFRASTRUCTURE"
PROJECT: SPRING LAKE SPECIFIC PLAN - BUILDOUT
CLIENT: SPRING LAKE PLANNING GROUP, LLC
BASED ON SPRING LAKE SPECIFIC PLAN DATED DECEMBER 18, 2001
COSTS ALLOCATED BASED ON MEETING MINUTES DATED 9/25, 9/26, 9/29, 10/2 & 10/3, 2001 PREPARED BY H. TSCHUDIN
LAST REVISED: JUNE 3, 2004 BY: S GREENFIELD, CUNNINGHAM ENGINEERING CORP.

STORM DRAIN:

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPRA
AX.	OFFSITE IMPROVEMENTS:(42)												
AX1	WEST REGIONAL DETENTION POND (43)(44)	1	LS	763,200	763,200	122,112				641,088			0
AX2	INTERIM DETENTION POND (PRUDLER - SIEVERS) (45)	1	LS	215,076	215,076	0	215,076						0
AX3	DRAINAGE CHANNEL AND SEDIMENTATION BASIN	1	LS	32,028	32,028	5,124				26,904			0
AX4	INTERCEPTOR/CONVEYANCE "CHANNEL" (46)	1	LS	2,436,223	2,436,223	1,266,836				1,169,387			0
AX5	EAST REGIONAL DETENTION POND	1	LS	8,350,000	8,350,000	8,350,000			++		++	++	835,000
AX6	INLET CHANNEL TO EAST REGIONAL POND	1	LS	1,421,647	1,421,647	1,421,647							355,412
AX6.5	FARMERS CENTRAL CHANNEL CULVERT @ RD 102	1	LS	259,166	259,166	259,166			++		++	++	116,625
AX7	OUTLET CHANNEL FROM EAST REGIONAL POND	1	LS	588,340	588,340	588,340			++		++	++	217,686
AX8	ADDITIONAL IMPROVEMENTS FOR SLSP(51)	1	LS	2,200,000	2,200,000	1,056,000		1,144,000	++		++	++	0
AX9	ADDITIONAL IMPROVEMENTS FOR MPRA(51)	1	LS	5,300,000	5,300,000					5,300,000			0
	OFFSITE STORM DRAIN IMPROVEMENTS SUBTOTAL:				**$21,566,000**	**$13,069,000**	**$215,000**	**$1,144,000**	**$0**	**$7,137,000**	**$0**	**$0**	**$1,525,000**
AY.	ONSITE STORM DRAIN IMPROVEMENTS:(30)(43)												
AY1	FARMER'S CENTRAL MIXED USE CHANNEL (PIONEER TO RD 102) (47)	3,300	LF	225.00	742,500	742,500			++			++	163,350
AY2	PEDESTRIAN BRIDGE OVER MIXED USE CHANNEL	1	EA	120,000.00	120,000	120,000						++	
AY3	CONNECT TO EXISTING CULVERT BENEATH HWY 113	2	EA	10,000.00	20,000	20,000							16,800
AY3.5	2- 6'X6' REINFORCED CONCRETE BOX CULVERTS	500	LF	650.00	325,000	325,000							74,250
AY4	72" CIPCP FARMERS CTRL (RD 101 TO PIONEER)	1300	LF	115.00	149,500	149,500							40,040
AY5	60" CIPCP FARMERS CTRL (HWY 113 TO RD 101)	1,700	LF	90.00	153,000	153,000							39,100
AY6	60" CIPCP FARMERS CTRL (COLL. 5 TO HWY 113)	1,900	LF	90.00	171,000	171,000							183,540
AY7	60" CIPCP FARMERS CTRL (EAST ST. TO COLL. 5)	1,500	LF	90.00	135,000	135,000							144,900
AY8	2-66" RCP EAST PARKWAY (COLL 1 TO RD 102)	3,900	LF	200.00	780,000	780,000							43,875
AY9	66" RCP EAST PARKWAY (1250' W. OF COLL. 1 TO COLL 1)	1,250	LF	200.00	250,000	250,000							14,063
AY10	54" RCP EAST PARKWAY (E. EDGE OF R-20 TO 1250' W. OF COLL. 1)	300	LF	160.00	48,000	48,000							2,775
AY11	48" CIPCP EAST PARKWAY (PIONEER TO E. EDGE OF R-20)	850	LF	72.00	61,200	61,200							3,698
AY12	30" CIPCP LOCAL RD (IN FRONT OF FIRE STATION)	500	LF	45.00	22,500	22,500							1,125
AY13	36" CIPCP PIONEER SOUTH (1000' SOUTH OF PARKWAY TO PARKWAY)	1,000	LF	55.00	55,000	55,000							2,750
AY14	60" CIPCP PIONEER NORTH (PARKWAY WEST TO FARMERS CNTRL)	1,900	LF	80.00	152,000	152,000							129,675
AY14.5	66" CIPCP PIONEER NORTH (RD 24C TO FARMERS CENTRAL)	900	LF	100.00	90,000	90,000							73,125
AY15	60" CIPCP PARKWAY WEST (PARLIN R-15 TO PIONEER)	400	LF	90.00	36,000	36,000							41,400
AY15.5	54" CIPCP PARKWAY WEST (RD 101 TO PARLIN R-15)	600	LF	80.00	48,000	48,000							56,700
AY16	2-54" RCP RD 25A (COLL. 1 TO RD 102)	3,900	LF	150.00	585,000	585,000							423,150
AY17	2-54" CIPCP RD 25A (W. EDGE OF SLSP TO COLL 1)	6,500	LF	75.00	487,500	487,500							403,000
AY18	NOT USED	0	LF	0.00	0	0							
AY19	NOT USED	0	LF	0.00	0		0						

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPRA
AY.	ONSITE STORM DRAIN IMPROVEMENTS: (CONTINUED)(43)												
AY20	48" CIPCP COLL. 1 (SCHOOL TO PARKWAY EAST)	650	LF	72.00	46,800	46,800							
AY21	42" CIPCP COLL. 1 (RD 24C TO SCHOOL)	650	LF	65.00	42,250	42,250							
AY22	36" CIPCP RD 24C (650' WEST OF COLL. 1 TO COLL. 1)	650	LF	55.00	35,750	35,750							
AY23	30" CIPCP RD 24C (1650' W. OF COLL. 1 TO 650' W. OF COLL. 1)	1,000	LF	45.00	45,000		45,000						
AY24	36" CIPCP LOCAL TO LITTLE PROP. (TOC WEST PROP LINE TO COLL. 1)	650	LF	55.00	35,750	35,750							
AY25	36" CIPCP COLL. 1 (NEIGHBORHOOD COMM TO PARKWAY)	650	LF	55.00	35,750	35,750							
AY26	NOT USED	0	LF	0.00	0	0							
AY27	42" CIPCP PIONEER (HIGH SCHOOL TO FARMER'S CENTRAL)	800	LF	65.00	52,000	52,000							
AY28	36" CIPCP PIONEER (COLL. 4 TO MIDDLE SCHOOL)	625	LF	55.00	34,375	34,375							
AY29	30" CIPCP PIONEER (H.S STUB TO COLL 4)	850	LF	45.00	38,250		38,250						
AY30	30" CIPCP COLLECTOR 4 (RD 101 TO PIONEER)	900	LF	45.00	40,500		40,500						
AY31	48" CIPCP RD 101 (PARK TO FARMERS CENTRAL)	650	LF	72.00	46,800	46,800							
AY32	42" CIPCP RD 101 (COLL. 4 TO PARK)	650	LF	65 00	42,250	42,250							
AY33	36" CIPCP RD 101 (400' S. OF GIBSON TO COLL. 4)	900	LF	5500	49,500	49,500							
AY34	48" CIPCP RD 101 (SPORTS PARK TO FARMERS CENTRAL)	650	LF	7200	46,800	46,800							53,723
AY35	36" CIPCP RD 101 (400' N. OF PARKWAY TO NE CORNER OF SPORTS PARK)	550	LF	55.00	30,250	30,250							28,738
AY36	30" CIPCP MATMOR (R-8 TO FARMER'S CENTRAL)	650	LF	45.00	29,250		29,250						
AY37	54" CIPCP RD 25A (750' W. OF SLSP TO W. EDGE OF SLSP)	750	LF	80.00	60,000	60,000							78,750
AY38	48" CIPCP RD 25A (1500' TO 750' WEST OF SLSP)	750	LF	72.00	54,000	54,000							65,250
AY39	ONSITE AG DRAINAGE CUTOFF DITCHES	13,300	FT	30.00	399,000	399,000							
AY39.4	STORM DRAIN JUNCTION BOXES (PIONEER&FC; PARKWAY 66" PIPES	2	EA	40,000.00	80,000	80,000							29,600
AY39.5	MANHOLES - PIPES GREATER THAN 48"	67	EA	10,000.00	670,000	670,000							247,900
AY40	MANHOLES	33	EA	2,500.00	82,500	75,052	7,448						30,525
AY41	DRAINAGE INLETS/LATERALS	58	EA	2,500.00	145,000	131,909	13,091						53,650
AY42	TRENCH DEWATERING - GREATER THAN 48" PIPE **(48)**	26,800	FT	25.00	670,000	670,000							included above
AY43	TRENCH DEWATERING - 42" TO 48" PIPE**(48)**	6,300	FT	15.00	94,500	94,500							
AY44	PRECAST CULVERT @ SEWER PUMP STATION	1	LS	500,000 00	500,000	500,000							110,000
AY45	ONSITE AG INTERCEPTOR CULVERT BENEATH PIONEER	1	LS	25,000.00	25,000	25,000							5,000
	ONSITE STORM DRAIN IMPROVEMENTS SUBTOTAL:				**$7,862,000**	**$7,689,000**	**$174,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$2,560,000**
	STORM DRAIN IMPROVEMENTS SUBTOTAL:				**$29,428,000**	**$20,758,000**	**$389,000**	**$1,144,000**	**$0**	**$7,137,000**	**$0**	**$0**	**$4,085,000**
AZ.	ADDITIONAL COSTS - STORM DRAIN												
AZ1	GENERAL REQUIREMENTS	3	%	3	882,840	622,740	11,670	34,320	0	214,110	0	0	122,550
AZ2	CONTINGENCY FOR INFRASTRUCTURE YET TO BE DESIGNED	20	%	20	1,572,400	1,537,800	34,800	0	0	0	0	0	512,000
AZ2.5	CONTINGENCY FOR INFRASTRUCTURE OUT TO BID AND/OR DESIGNED	10	%	10	2,156,600	1,306,900	21,500	114,400	0	713,700	0	0	152,500
AZ3	ENGINEERING, DESIGN SURVEYING	10	%	10	2,942,800	2,075,800	38,900	114,400	0	713,700	0	0	408,500
AZ4	PLAN CHECK & INSPECTION	4	%	4	1,177,120	830,320	15,560	45,760	0	285,480	0	0	163,400
AZ5	CONSTRUCTION MGMT (MANAGER, ENGRING CONSULTATION & STAKING)	7	%	7	2,059,960	1,453,060	27,230	80,080	0	499,590	0	0	285,950
	STORM DRAIN ADDITIONAL COSTS TOTAL				**$10,792,000**	**$7,827,000**	**$150,000**	**$389,000**	**$0**	**$2,427,000**	**$0**	**$0**	**$1,645,000**

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPRA
BA	LAND ACQUISITION												
BA1	WEST REGIONAL DETENTION POND **(49)**	11.0	AC	50,000.00	550,000	88,000				462,000			0
BA2	DRAINAGE CHANNEL AND SEDIMENTATION BASIN **(49)**	11.0	AC	50,000.00	550,000	88,000				462,000			0
BA3	EAST REGIONAL DETENTION POND **(50)**	158.7	AC	9,450.00	1,500,000	1,500,000			++		++	++	135,000
BA4	CITY ESMT ACQUISITION FOR INLET DRAINAGE CHANNEL (2,650'x 155')**(62)**	30.5	AC	4,000.00	122,000	122,000							30,500
BA5	CITY EASEMENT ACQUISITION FOR OUTLET DRAINAGE CHANNEL	7.3	AC	4,000.00	29,200	29,200			++		++	++	10,804
BA6	EASEMENT ACQUISITION FOR MIXED USE CHANNEL (4000' x 100')**(49)**	9.2	AC	50,000.00	460,000	460,000			++			++	101,200
BA7	EASEMENT ACQ FOR INTERCEPTOR CONVEYANCE ADJ TO RUSSELL **(57)**	1	LS	200,000.00	200,000	200,000							96,000
BA8	CONS. ESMT ENDOWMENT ON EAST REGNL. DETENTION POND PROP **(58)**	1	LS	200,000.00	200,000	200,000							18,000
BA9	DOWLING ESMT ACQUISITION FOR EAST REG DET POND MITIGATION	57.12	AC	4,000.00	228,480	228,480							20,563
BA10	CITY ESMT ACQUISITION FOR AG INTERCEPT CHNL (100' x 6850')	6.7	AC	4,000.00	26,800	26,800							12,864
BA10.5	DOWLING ESMT ACQUISITION FOR AG INTERCEPT CHNL (100' x 6850')	9.0	AC	4,000.00	36,000	36,000							17,280
BA11	BARTON EASEMENT ACQUISITION FOR OUTLET DRAINAGE CHANNEL	1.3	AC	20,000.00	25,000	25,000			++		++	++	9,250
BA12	SOUTH CANAL PUMP STATION	3.0	AC	15,000.00	45,000	21,600		23,400	++		++	++	16,650
	LAND ACQUISITION SUBTOTAL				**$3,972,000**	**$3,025,000**	**$0**	**$23,000**	**$0**	**$924,000**	**$0**	**$0**	**$468,000**
	STORM DRAIN TOTAL				**$44,192,000**	**$31,610,000**	**$539,000**	**$1,556,000**	**$0**	**$10,488,000**	**$0**	**$0**	**$6,198,000**

Storm Drain Notes:

* "Collector Improvements" consist of Non-Fee Program Backbone Infrastructure components. constructed and paid for by subdivision builders. Items include collector streets. water and sewer pipes 8" or less, and drainage pipes 30" or less. Collector rights-of-way up to 68' to be dedicated by adjacent subdivision builder.

Master Plan Remainder area allocation based on proportional flows for each drainage shed.

(30) Reinforced concrete pipe (RCP) required for storm drainage pipes within the groundwater. Cost assume RCP will be required for storm drain pipes with inverts at or below elevation 32.0' NAVD 88.

(42) Offsite drainage improvement costs based on Wood Rodgers' 50% cost opinion dated 4/11/03 and modified based on lower gas main relocation costs per PG&E and inlet channel routed along Road 102. Does not include Land Acquisition costs and 48% increase for "Additional Costs".

(43) MPRA Allocations based on Wood Rodgers allocation Method B

(44) West Regional Detention Pond to be constructed during MPRA buildout. Cost shown in "Other" column allotted to the MPRA.

(45) Interim pond located on Prudler/Sievers land and 100% of the cost to be bourn by Prudler -Sievers

(46) Cost allocated based on proportional length of channel adjacent to SLSP relative to length of channel adjacent to MPRA. Total cost assumes 60" RCP installed west of Russell property.

(47) Mixed use channel improved to ultimate size with amenities. Length excludes 400' for 250' culvert and 150' of assocated improvements at the sewer pump station and 500' for dual 6'x6' reinforced concrete box structures at upstream end. See Item AY44 for culvert cost. See item AY3.5 for 6'x6' box structure cost. Pathway lighting included in street costs.

(48) Dewatering costs will likely decrease as development progresses toward the west.

(49) Property owner's representatives agreed to use $50,000/acre as unit value for developable land for the purposes of the Financing Plan. Actual value to be determined

(50) $1.5M to be partially offset by sale of 7.8 acres of auto recycling yard.

(51) Addl Improvements for the SLSP may be necessary if Cache Creek flood protection is not resolved and berms can not be placed around East Regional Detention Pond. $1.6M (Item AX8) is a prorated cost allocated to replace the lost storage if the berms are not placed and is based on current estimated $$/acre-ft of storage provided by the East Regional Detention Pond. $4.0M is a placeholder for the MPRA to provide required additional improvements to account for storm water runoff volu not being accommodated by the West or East Regional Ponds. $4.0 M is also based on current estimated $$/acre-ft of storage provided by the East Regional Detention Pond. Both items to be revised via future Nexus Study updates once the additional improvements are identified.

(57) Includes cost of fencing ($10/LF) to be located on property to the south

(58) Cost assumed based on estimate from Foothill & Associates.

(62) Includes area west of inlet channel and east of CR 102.

++ Public entities to pay prorated cost based on proportional use upon connection/use of indicated drainage facility. Payment to be made to Spring Lake Fee Program as cash or as land dedication in lieu of cash

ENGINEER'S OPINION OF PROBABLE PUBLIC IMPROVEMENT COSTS
"BACKBONE INFRASTRUCTURE"
PROJECT: SPRING LAKE SPECIFIC PLAN - BUILDOUT
CLIENT: SPRING LAKE PLANNING GROUP, LLC
BASED ON SPRING LAKE SPECIFIC PLAN DATED DECEMBER 18, 2001
LAST REVISED: JUNE 3, 2004 BY: S GREENFIELD, CUNNINGHAM ENGINEERING CORP.

- PARKS AND PUBLIC FACILITIES
- SPRING LAKE SPECIFIC PLAN
- MAJOR INFRASTRUCTURE - SLSP BUILDOUT

PARKS & PUBLIC IMPROVEMENTS:

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPRA
BD.	PARKS (59)												
BD1	NEIGHBORHOOD PARK "N1" (64)	1	LS	2,145,000	1,645,000	1,645,000							
BD2	NEIGHBORHOOD PARK "N2" (64)	1	LS	1,645,000	1,645,000	1,645,000							
BD3	NEIGHBORHOOD PARK "N3" (64)	1	LS	2,230,000	1,730,000	1,730,000							
BD4	CENTRAL PARK	1	LS	1,030,000	1,030,000	1,030,000							
BD5	SPORTS PARK -DEVELOPMENT/ GREEN (60) (65)	21	AC	172,500	3,622,500	3,622,500							
BD6	SPORTS PARK - COMPLETE CONSTRUCTION (61) (65)	1	LS	4,150,000	4,150,000	2,166,288		1,983,713					
BD7	SPORTS FIELDS FROM NEIGHBORHOOD PARKS ADDED TO SPORTS PARK	1	LS	2,035,000	2,035,000	2,035,000							
	PARKS & PUBLIC IMPROVEMENTS SUBTOTAL:				**$15,858,000**	**$13,874,000**	**$0**	**$1,984,000**	**$0**	**$0**	**$0**	**$0**	**$0**
BE	FIRE STATION												
BE1	FIRE STATION	1	LS	1,675,000	1,675,000			1,675,000					
	PARKS & PUBLIC IMPROVEMENTS SUBTOTAL:				**$1,675,000**	**$0**	**$0**	**$1,675,000**	**$0**	**$0**	**$0**	**$0**	**$0**
BF	LAND ACQUISITION												
BF1	NEIGHBORHOOD PARK "N1"	8	AC	125,000	1,000,000	1,000,000							
BF2	NEIGHBORHOOD PARK "N2"	8	AC	125,000	1,000,000	1,000,000							
BF3	NEIGHBORHOOD PARK "N3"	8	AC	125,000	1,000,000	1,000,000							
BF4	CENTRAL PARK	4	AC	125,000	500,000	500,000							
BF5	SPORTS PARK (65)	34 0	AC	125,000	4,250,000	4,250,000							
BF6	FIRE STATION (63)	1.0	AC	125,000	125,000			125,000					
	PARKS & PUBLIC IMPROVS LAND ACQUISITION SUBTOTAL				**$7,875,000**	**$7,750,000**	**$0**	**$125,000**	**$0**	**$0**	**$0**	**$0**	**$0**
	PARKS & PUBLIC IMPROVEMENTS TOTAL				**$25,408,000**	**$21,624,000**	**$0**	**$3,784,000**	**$0**	**$0**	**$0**	**$0**	**$0**

Parks & Public Facilities Notes:

* "Collector Improvements" consist of Non-Fee Program Backbone Infrastructure components. constructed and paid for by subdivision builders. Items include collector streets, water and sewer pipes 8" or less, and drainage pipes 30" or less. Collector rights-of-way up to 68' to be dedicated by adjacent subdivision builder

(59) Neighborhood Park construction costs based on RJM Design Group, Inc. cost opinion . See cost opinion for park components

(60) Assumes 13 acres of the 34 acres deducted for sports fields and parking lots

(61) Total cost consists of City of Woodland Parks Master Plan buildout estimate of $12,022,000 less the cost of development/greening and acquisition. City column consists of 16.5% of greening (Item BD5), acquisition (Item BF5) and buildout construction (Item BD6), paid for by development Impact fees. Sports Park to be completed during MPRA buildout.

(63) Acquisition cost assumes Improved lot with frontage improvements and utility stubs.

(64) Sports Fields From Neighborhood Parks added to Sports Park- 100% SLIF

(65) Amounts in SLIF column for items BD5, BD6 and BF5 are equal to the SLIF obligatin of 83.5% ($10,038,788) of the Sports Park Cost of $12,022.500 w/o Neighborhood sports fields

ENGINEER'S OPINION OF PROBABLE PUBLIC IMPROVEMENT COSTS
"BACKBONE INFRASTRUCTURE"
PROJECT: SPRING LAKE SPECIFIC PLAN - BUILDOUT
CLIENT: SPRING LAKE PLANNING GROUP, LLC
BASED ON SPRING LAKE SPECIFIC PLAN DATED DECEMBER 18, 2001
LAST REVISED: JUNE 3, 2004 BY: S GREENFIELD, CUNNINGHAM ENGINEERING CORP.

- ADMINISTRATION & EXISTING IMPROVEMENTS
- SPRING LAKE SPECIFIC PLAN
- MAJOR INFRASTRUCTURE - SLSP BUILDOUT

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPRA
	MAJOR INFRASTRUCTURE SUBTOTAL				$169,384,000	$106,438,000	$18,764,000	$17,193,000	$1,188,000	$25,719,000	$91,000	$0	$10,952,000
BG.	**COMMUNITY FACILITY DISTRICT ADMIN FEE**												
BG1	COMMUNITY FACILITIES DISTRICT ADMIN FEE	4	%	4	6,775,360	4,257,520	750,560	687,720	47,520	1,028,760	3,640	0	438,080
	COMMUNITY FACILITY DISTRICT ADMIN FEE TOTAL				$6,775,000	$4,258,000	$751,000	$688,000	$48,000	$1,029,000	$4,000	$0	$438,000
BH.	**SLSP ADMINISTRATION AND PLANNING COST (26)**												
BH1	SLSP ADMINISTRATION AND PLANNING	1	LS	2,500,000.00	2,500,000	$2,500,000							
	SLSP ADMINISTRATION AND PLANNING COST TOTAL				$2,500,000	$2,500,000	$0	$0	$0	$0	$0	$0	$0
BI	**EXISTING GIBSON ROAD CFD 1 PH 2 IMPROVEMENTS**												
BI1	GIBSON RD CFD I, PH 2 IMPROVS (27.5% OF TOTAL $S)(16)	1	LS	965,864.00	965,864	804,245					161,619		
BI2	GIBSON ROAD HIGH SCHOOL SIDEWALK IMPROVS (17)	1	LS	24,960.00	24,960				24,960				
	EX. GIBSON RD CFD 1, PH 2 IMPROVEMENTS TOTAL:				$991,000	$804,000	$0	$0	$25,000	$0	$162,000	$0	$0
	ADMINISTRATION & EXISTING IMPROVEMENTS TOTAL				$10,266,000	$7,562,000	$751,000	$688,000	$73,000	$1,029,000	$166,000	$0	$438,000

Administration & Existing Improvements Notes:

(16) Based on actual construction costs provided by City of Woodland, copy attached herein. $965,864 is 27.5% of total construction cost and does not include City of Woodland contribution. Yolo County contribution based on previous agreement with City of Woodland to fund 600' of 5200' of widening improvements (11.54%) plus the full cost of the left-in/left-out turn pocket at Monroe Detention Center. Cost shown herein include a 20% contingency.

(17) High School sidewalk cost based on actual cost to install completed sidewalk per attached spreadsheet. See Public Entity Sheet for additional costs for traffic signal to be negotiated (Total signal cost = $84,000 Total SLSP share @ 27.5% of total = $23,100, requested H.S. signal cost = 50% of SLSP cost = $11,550). CFD I, PH 2 Includes only 20' of landscape, SLSP calls for 35' landscape buffer, hence addl 15' of landscape cost added.

(26) Administration and Planning Cost is based on costs incurred to date (see attached detail) and estimate of additional costs. Final cost will be provided in the next SLSP CIP revision.

ITEM	DESCRIPTION	QTY	UNITS	UNIT COST	TOTAL	SLIF	COLLECTOR* IMPROVEMENTS	CITY OF WOODLAND	WJUSD	OTHER	YOLO CO	WOODLAND COLLEGE	ALLOCATION FOR MPRA
	MAJOR INFRASTRUCTURE TOTAL				$179,650,000	$114,000,000	$19,515,000	$17,881,000	$1,261,000	$26,748,000	$257,000	$0	$11,390,000

CITY OF WOODLAND
COMMUNITY FACILITIES DISTRICT NO. 2004-1
(Spring Lake)

RATE, METHOD OF APPORTIONMENT, AND MANNER OF COLLECTION OF SPECIAL TAX

A Special Tax applicable to each Assessor's Parcel in Community Facilities District No. 2004-1 (Spring Lake) [herein "CFD No. 2004-1"] shall be levied and collected according to the tax liability determined by the City Council, through the application of the appropriate amount or rate for Taxable Property, as described below. All of the property in CFD No. 2004-1, unless exempted by law or by the provisions of Section F below, shall be taxed for the purposes, to the extent, and in the manner herein provided, including property subsequently annexed to CFD No. 2004-1 unless a separate Rate, Method of Apportionment, and Manner of Collection of Special Tax is adopted for the annexation area.

A. DEFINITIONS

The terms hereinafter set forth have the following meanings:

"Acre or Acreage" means the land area of an Assessor's Parcel as shown on an Assessor's Parcel Map, or if the land area is not shown on an Assessor's Parcel Map, the land area shown on the applicable Final Map, parcel map or other map recorded in the County Recorder's Office.

"Act" means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, (commencing with Section 53311), Part 1, Division 2 of Title 5 of the Government Code of the State of California.

"Administrative Expenses" means any or all of the following: the fees and expenses of any fiscal agent or trustee (including any fees or expenses of its counsel) employed in connection with any Bonds, and the expenses of the City carrying out its duties with respect to CFD No. 2004-1 and the Bonds, including, but not limited to, costs of levying and collecting the Special Tax, the fees and expenses of legal counsel, charges levied by the County Auditor's Office, Tax Collector's Office, and/or Treasurer's Office, costs related to annexing property into CFD No. 2004-1, costs related to property owner inquiries regarding the Special Tax, amounts needed to pay rebate to the federal government with respect to the Bonds, costs associated with complying with any continuing disclosure requirements for the Bonds and the Special Tax, and all other costs and expenses of the City in any way related to the establishment or administration of CFD No. 2004-1.

"Administrator" shall mean the person or firm designated by the City to administer the Special Tax according to this Rate and Method.

"Affordable Cluster Unit" means a residential unit that is smaller and built at a higher density than indicated by the Specific Plan Land Use Designation for the Parcel in order to meet the City's affordable housing requirements. The City shall determine, in its sole discretion, whether Affordable Cluster Units are included in each Final Map that is submitted to the City for approval.

"Affordable Multi-Family Property" means a Parcel of Multi-Family Property that is either deed-restricted to maintain the affordability of the residential units within the building or, in the City's sole discretion, otherwise qualifies as affordable housing.

"Assessor's Parcel" or **"Parcel"** means a lot or parcel shown on an Assessor's Parcel Map with an assigned Assessor's Parcel number.

"Assessor's Parcel Map" means an official map of the County Assessor designating parcels by Assessor's Parcel number.

"Attachment 1" means Attachment 1 to this Rate and Method, which will be updated regularly by the Administrator as Successor Parcels are created within CFD No. 2004-1, Expected Units/Acres are transferred among Parcels, and additional BUAs are assigned to Parcels above the amount assigned as of CFD Formation.

"Base Maximum Special Tax" means the Maximum Special Tax for each Specific Plan Land Use Designation, as shown in Section C.1 below, that was used to assign the Maximum Special Tax to each Original Parcel at CFD Formation. The Base Maximum Special Tax for Residential Units shown in Section C.1 is also intended to be the final Maximum Special Tax that will be in effect when a Residential Unit is sold to a homeowner, although the actual Maximum Special Tax per Residential Unit may be higher if a mandatory prepayment is not received to offset a Unit/Acre Deficit, as set forth in Section C.3a below.

"Bonds" means any bonds or other debt (as defined in Section 53317(d) of the Act), whether in one or more series, issued by the City for CFD No. 2004-1 under the Act.

"BUA" means the single family residential building unit allocations assigned by the City to Parcels within CFD No. 2004-1 pursuant to Chapter 26 of the City of Woodland Municipal Code.

"BUA Release" means that the City has allocated additional BUAs to Parcels in CFD No. 2004-1 and, because of the BUA Release, additional Residential Units or High Density Acres can be developed on such Parcels.

"Capitalized Interest" means funds in any capitalized interest account available to pay debt service on Bonds.

"CFD Formation" means the date on which the Resolution of Formation to form CFD No. 2004-1 was adopted by the City Council.

"City" means the City of Woodland.

"City Council" means the city council of the City of Woodland, acting as the legislative body for CFD No. 2004-1.

"County" means the County of Yolo.

"Developed Property" means, in any Fiscal Year, any Parcel of Taxable Property in CFD No. 2004-1 for which a building permit was issued prior to January 1 of the preceding Fiscal Year.

"Development Rights" means, for any Parcel within CFD No. 2004-1, either of the following (i) that BUAs have been assigned to the Parcel based on a BUA Release that has already taken place, (ii) on which single family detached or single family attached affordable units can be built without BUAs being assigned for such units, or (iii) that the Parcel, or a portion thereof, is High-Density Property pursuant to the definition set forth below.

"Duplex/Half-Plex Property" means, in any Fiscal Year, any Parcel of Developed Property for which a building permit was issued for construction of a residential dwelling unit that shares a common wall with one other residential unit.

"Expected Units/Acres" means the number of Residential Units or High-Density Acres within each Specific Plan Land Use Designation that are expected on an Original Parcel in CFD No. 2004-1. The Expected Units/Acres for each Original Parcel as of CFD Formation are shown in Attachment 1 of this Rate and Method. In relation to Successor Parcels, "Expected Units/Acres" means the number of Residential Units or High Density Acres within each Specific Plan Land Use Designation that was assigned by the Administrator to the Successor Parcel when the Original Parcel was subdivided.

"Expected Maximum Special Tax Revenues" means the amount of revenue that would be available in any Fiscal Year if the Maximum Special Tax were levied on the Expected Units/Acres. The Expected Maximum Special Tax Revenues for each Original Parcel as of CFD Formation are shown in Attachment 1 of this Rate and Method. The Administrator shall update the Expected Maximum Special Tax Revenues for each Parcel within the CFD after each BUA Release, and the Administrator shall update Attachment 1 to keep a current record of the Expected Maximum Special Tax Revenues within the CFD.

"Final Map" means a final map, or portion thereof, approved by the County pursuant to the Subdivision Map Act (California Government Code Sections 66410 *et seq.*) that creates Residential Lots. The term "Final Map" shall not include any Assessor's Parcel Map or subdivision map or portion thereof that does not create Residential Lots, including Assessor's Parcels that are designated as remainder parcels.

"Fiscal Year" means the period starting July 1 and ending on the following June 30.

"High Density Acres" means the Acreage of High Density Property.

"High-Density Property" means property with a Specific Plan Land Use Designation of R-15, R-20 or R-25.

"Maximum Special Tax" means the maximum Special Tax, determined in accordance with Section C, that can be levied in any Fiscal Year.

"Multi-Family Property" means, in any Fiscal Year, any Parcel of Developed Property for which a building permit was issued for construction of a residential structure with three or more residential units that share common walls, all of which are offered for rent to the general public.

"Original Parcel" means an Assessor's Parcel in CFD No. 2004-1 at the time of CFD Formation or added to the CFD upon annexation, as identified in Attachment 1 (which shall be updated after each annexation). A Successor Parcel that is being further subdivided shall also be considered an Original Parcel for purposes of determining the Maximum Special Taxes pursuant to Section C below.

"Proportionately" means that the ratio of the actual Special Tax levied in a Fiscal Year to the Maximum Special Tax authorized to be levied in that Fiscal Year is equal for all Assessor's Parcels within a class of property (Developed Property, Small Lot Tentative Map Property or Undeveloped Property).

"Public Property" means any property within the boundaries of CFD No. 2004-1 that is owned by the federal government, State of California, City, County or other public agency.

"Rate and Method" means this Rate, Method of Apportionment, and Manner of Collection of Special Tax.

"Residential Lot" means a Parcel within a Final Map on which an individual Residential Unit, single family attached building, condominium unit, or multi-family building can be constructed without further subdivision of the Parcel.

"Residential Unit" means a single family detached residential dwelling unit or, for Duplex/Half-Plex Property, an individual residential dwelling unit that shares a common wall with another unit.

"Small Lot Tentative Map" means a map that is made for the purpose of showing the design of a proposed subdivision, including the individual Residential Lots that are expected within the subdivision, as well as the conditions pertaining thereto. A Small Lot Tentative Map is not based on a detailed survey of the property within the map and is not recorded at the County Recorder's Office to create legal lots.

"Small Lot Tentative Map Property" means, in any Fiscal Year, all Parcels which are included within a Small Lot Tentative Map that was approved by June 30 of the prior Fiscal Year (including any such maps that have subsequently expired), and which have not yet become Developed Property.

"Special Tax" means any tax levied pursuant to the Act on property within CFD No. 2004-1.

"Special Tax Requirement" means the amount necessary in any Fiscal Year to: (i) pay the principal of and interest on Bonds that is due in the calendar year that begins in such Fiscal Year; (ii) create and/or replenish reserve funds for the Bonds; (iii) cure any delinquencies in the payment of the principal of or interest on Bonds that have occurred in the prior Fiscal Year or, based on existing delinquencies in the payment of Special Taxes, are expected to occur in the Fiscal Year in which the tax will be collected; (iv) pay Administrative Expenses; and (v) pay the costs of public improvements and public infrastructure authorized to be financed by CFD No. 2004-1. The amounts referred to in clauses (i) and (ii) of the preceding sentence may be reduced in any Fiscal Year by: (i) interest earnings on or surplus balances in funds and accounts for the Bonds to the extent that such earnings or balances are available to apply against debt service pursuant to a Bond indenture, Bond resolution, or other legal document that sets forth these terms; (ii) proceeds from the collection of penalties associated with delinquent Special Taxes; and (iii) any other revenues available to pay debt service on the Bonds as determined by the Administrator.

"Specific Plan Land Use Designation" means the land use designation dictated by the Spring Lake Specific Plan, as determined in the sole discretion of the City. For purposes of designating the Expected Land Uses in Attachment 1, Duplex/Half-Plex Property and Affordable Cluster Units shall also be considered a Specific Plan Land Use Designation.

"Successor Parcel" means a Parcel of Taxable Property created from an Original Parcel or another Successor Parcel by subdivision or lot line adjustment.

"Taxable Non-Residential Property" means, in any Fiscal Year, any Assessor's Parcel of Developed Property that: (i) had a building permit issued prior to January 1 of the prior Fiscal Year for construction of a commercial or industrial building, and (ii) had, in prior Fiscal Years, been developed and taxed as residential property or designated for Residential Units or High-Density Acres in the Spring Lake Specific Plan. If a Parcel that had been designated for Residential Units or High-Density Acres is subsequently designated for non-residential development, the Parcel will not become Taxable Non-Residential Property if, in the City's sole discretion, the Expected Units/Acres from that Parcel were shifted to another Parcel with no resulting decrease in the Expected Maximum Special Tax Revenues associated with those Expected Units/Acres.

"Taxable Property" means any Assessor's Parcel within the boundaries of CFD No. 2004-1 that is not exempt from the Special Tax pursuant to law or Section F below.

"Undeveloped Property" means, in any Fiscal Year, any Parcel of Taxable Property within CFD No. 2004-1 that is not Developed Property or Small Lot Tentative Map Property, as defined above.

"Unit/Acre Deficit" means the difference between the Expected Units/Acres within each Specific Plan Land Use Designation for a particular Parcel and the number of Residential Units and High-Density Acres within each Specific Plan Land Use Designation indicated on a Final

Map for the Parcel to the extent such Unit/Acre Deficit is not offset by a Residential Unit or High-Density Acre transfer pursuant to Section C.5 of this Rate and Method. The City shall determine, in its sole discretion, whether a Unit/Acre Deficit exists pursuant to the steps set forth in Section C below.

B. DATA FOR ANNUAL ADMINISTRATION OF SPECIAL TAX

On or about July 1 of each Fiscal Year, the Administrator shall identify the current Assessor's Parcel numbers for Taxable Property within CFD No. 2004-1. Each Fiscal Year, the Administrator shall also (i) categorize each Parcel of Taxable Property as Developed Property, Small Lot Tentative Map Property or Undeveloped Property, (ii) determine if Parcels of Multi-Family Property are Affordable Multi-Family Property, (iii) determine if there are Parcels of Taxable Non-Residential Property in CFD No. 2004-1, and (iv) calculate the Special Tax Requirement for the Fiscal Year.

In addition, on an ongoing basis, the Administrator shall track the subdivision of Original Parcels and Successor Parcels within CFD 2004-1, meet with the City to determine how the Expected Units/Acres should be allocated among Successor Parcels, determine if there has been an additional BUA Release, determine whether transfers of Expected Units/Acres have occurred pursuant to Section C.5 below, and update Attachment 1 to reflect new Parcel numbers and the current allocation of Expected Units/Acres among the Parcels.

In any Fiscal Year, if it is determined that (i) a parcel map for a portion of property in CFD No. 2004-1 was recorded after January 1 of the prior Fiscal Year (or any other date after which the Assessor will not incorporate the newly-created Parcels into the then current tax roll), (ii) because of the date the parcel map was recorded, the Assessor does not yet recognize the new Parcels created by the parcel map, and (iii) one or more of the newly-created Parcels meets the definition of Developed Property, the Administrator shall calculate the Special Tax for the property affected by recordation of the parcel map by determining the Special Tax that applies separately to each newly-created Parcel, then applying the sum of the individual Special Taxes to the Original Parcel or Successor Parcel that was subdivided by recordation of the parcel map. Similarly, if a portion of a Parcel is included in an approved Small Lot Tentative Map while the remainder of the Parcel is Undeveloped Property, the Administrator shall separately calculate the Special Tax that applies to the Small Lot Tentative Map Property and the Undeveloped Property within the Parcel, and the Special Tax levied on the Parcel shall be the sum of the two figures.

C. MAXIMUM SPECIAL TAX

1. Base Maximum Special Tax

The Fiscal Year 2004-05 Base Maximum Special Taxes shown in Table 1 below were used to determine the Expected Maximum Special Tax Revenues from each Original Parcel as of CFD Formation and shall be used to allocate the Maximum Special Tax to Successor Parcels as explained below in this Section C.

TABLE 1	
Zoning Designation	**Base Maximum Special Tax (Fiscal Year 2004-05)***
R-3	$1,975 per Residential Unit
R-4	$1,900 per Residential Unit
R-5	$1,700 per Residential Unit
R-8	$1,400 per Residential Unit
Duplex/Half-Plex Property	$1,400 per Residential Unit
Affordable Cluster Units	$667 per Residential Unit
R-15	$10,000 per Acre
R-20	$9,200 per Acre
R-25	$9,200 per Acre

On July 1, 2005 and on each July 1 thereafter, the Maximum Special Taxes shown in Table 1 shall be increased by an amount equal to 2.0% of the amount in effect for the prior Fiscal Year.

Once a Special Tax has been levied on a Parcel of Developed Property, the Maximum Special Tax applicable to that Parcel shall not be reduced in future Fiscal Years regardless of changes in land use on the Parcel. Notwithstanding the foregoing, the actual Special Tax levied on a Parcel of Developed Property in any Fiscal Year may be less than the Maximum Special Tax if a lower Special Tax is calculated pursuant to Step 1 in Section D below.

2. *Original Parcels*

The Maximum Special Tax as of CFD Formation for each Original Parcel in CFD No. 2004-1 is identified in Attachment 1. Thereafter, the Parcels and Expected Units/Acres within each Specific Plan Land Use Designation and the Maximum Special Tax assigned to each Original Parcel may be revised due to lot line adjustments, tentative map revisions, changes in BUA assignments, rezonings, an additional BUA Release or Expected Unit/Acre transfers (as discussed in Section C.5 below) as long as such revisions do not reduce the Expected Maximum Special Tax Revenues available within the CFD. Revisions to the number of Expected

Units/Acres shall be allowed at the City's discretion after receipt of a written request from the owners of Parcels affected by the revision.

3. Successor Parcels

When a Final Map is submitted to the City that will result in the subdivision of an Original Parcel, the Administrator shall compare the land uses proposed for the Successor Parcels to the land uses that had been expected for the Original Parcel, based on reference to Attachment 1. ***Prior to approval of the Final Map***, the Maximum Special Tax shall be determined for each Successor Parcel as follows:

a. All Successor Parcels are Residential Lots

If all Successor Parcels are Residential Lots, the Maximum Special Tax for each Successor Parcel shall be determined as follows:

(i) If the total number of Residential Units and High-Density Acres within each Specific Plan Land Use Designation proposed on the Successor Parcels is ***greater than or equal to*** the Expected Units/Acres for that Original Parcel (as shown in Attachment 1), the Maximum Special Tax for each Successor Parcel shall be determined by multiplying the Base Maximum Special Tax for each Specific Plan Land Use Designation from Table 1 above by the number of Residential Units and High-Density Acres within each Specific Plan Land Use Designation expected on each Successor Parcel.

(ii) If the total number of Residential Units and High-Density Acres within each Specific Plan Land Use Designation proposed on the Successor Parcels is ***less than*** the Expected Units/Acres within each Specific Plan Land Use Designation for that Original Parcel (as shown in Attachment 1), the Maximum Special Tax for each Successor Parcel shall be determined by multiplying the Base Maximum Special Tax for each Specific Plan Land Use Designation from Table 1 above by the number of Residential Units and High-Density Acres within each Specific Plan Land Use Designation expected on each Successor Parcel. In addition, the Administrator shall identify the Unit/Acre Deficit and, prior to recordation of the Final Map, the landowner shall be required to prepay the Maximum Special Tax associated with the Unit/Acre Deficit per the formula provided in Section G.

Notwithstanding the above, if there was not a Unit/Acre Deficit based on the proposed Final Map, but the number of Residential Units or High-Density Acres within each Specific Plan Land Use Designation shifted resulting in a reduction in the Expected Maximum Special Tax Revenues, a mandatory prepayment shall still be required to make up for the loss in revenues. In such case, the Maximum Special Tax to be used in Step 1 of the prepayment formula set forth in Section G below shall be the dollar amount by which the Expected Maximum Special Tax Revenues were reduced due to the change in Specific Plan Land Use Designation.

If, for any reason, a Final Map is recorded that will result in a reduction in the Expected Maximum Special Tax Revenues, and the mandatory prepayment was not collected prior to the recordation, the amount of the prepayment that should have been collected may be spread on a per-acre basis and included on the next property tax bill for all Assessor's Parcels within the Final Map. Alternatively, the Maximum Special Tax on Residential Lots within the Final Map that have not yet been sold to individual homebuyers may be increased until the amount that can be collected from all property within the Final Map is equal to the Expected Maximum Special Tax Revenues for that area.

b. Some, But Not All, Successor Parcels are Residential Lots

If some, but not all, Successor Parcels are Residential Lots, the Administrator shall apply the following steps to determine Maximum Special Tax for each Successor Parcel:

(i) Determine the Expected Units/Acres within each Specific Plan Land Use Designation for the portion of the Original Parcel that is being subdivided into Residential Lots and apply steps (i) and (ii) from Section C.3.a above to calculate the Maximum Special Tax for the Successor Parcels created from that portion of the Original Parcel. The Administrator shall also determine whether a Unit/Acre Deficit exists based on the number of Expected Units/Acres within each Specific Plan Land Use Designation for the portion of the Original Parcel compared to the number of Residential Units and High-Density Acres within each Specific Plan Land Use Designation that would result from the proposed Final Map. If a Unit/Acre Deficit or change in Specific Plan Land Use Designation is proposed that would reduce the Expected Maximum Special Tax Revenues from that portion of the Original Parcel, a mandatory prepayment will be required to offset such reduction. Alternatively, the Maximum Special Tax on Residential Lots within the Final Map that have not yet been sold to individual homebuyers may be increased until the amount that can be collected from all property within the Final Map is equal to the Expected Maximum Special Tax Revenues for that area.

(ii) Determine the Expected Units/Acres within each Specific Plan Land Use Designation for the other Successor Parcels created from the subdivision of the Original Parcel, and apply the direction set forth in Sections C.3.c or C.3.d, as appropriate.

c. Taxable Non-Residential Property and Public Property

If a Successor Parcel that had been assigned Expected Units/Acres becomes Taxable Non-Residential Property or Public Property, and the Expected Units/Acres have not been transferred to another Parcel of Taxable Property, the Administrator shall determine the Maximum Special Tax for the Parcel as follows:

(i) Determine the Expected Units/Acres within each Specific Plan Land Use Designation for the Successor Parcel.

(ii) Multiply the Base Maximum Special Tax from Section C.1 by the number of Expected Units/Acres within each Specific Plan Land Use Designation for the Parcel.

d. <u>Property Subject to Further Subdivision or Future BUA Release</u>

If a Successor Parcel will be further subdivided prior to issuance of building permits, the Maximum Special Tax assigned to the Successor Parcel shall be determined by multiplying the number of Expected Units/Acres within each Specific Plan Land Use Designation for the Successor Parcel by the Base Maximum Special Tax for each Specific Plan Land Use Designation as set forth in Section C.1. Notwithstanding the foregoing, if the City determines that a Successor Parcel has no Development Rights until there is an additional BUA Release, such Successor Parcel shall not have a Maximum Special Tax assigned to it and shall not be subject to a Special Tax levy until such BUA Release takes effect. Notwithstanding the foregoing, if only a <u>portion</u> of a Successor Parcel cannot be developed until a future BUA Release, the full Parcel shall be subject to the Special Tax levy based on the Development Rights that are already assigned to the Parcel.

In determining the Maximum Special Tax for any Successor Parcel, the City shall make the final determination of the Expected Units/Acres within each Specific Plan Land Use Designation. In no event shall a transfer of Expected Units/Acres among Parcels result in a reduction in the total Expected Maximum Special Tax Revenues for CFD No. 2004-1, as identified in Attachment 1.

4. Parcels Annexed into CFD No. 2004-1

Any Parcel annexed into CFD No. 2004-1 shall be assigned a number of Expected Units/Acres and a corresponding Maximum Special Tax in accordance with the annexation documents adopted by the City Council. The Parcel shall thereafter be treated as an Original Parcel for purposes of this Rate and Method, and the Administrator shall update Attachment 1 to include the new Parcel(s).

5. Unit/Acre Transfers

If a landowner proposes reducing the number of Expected Units/Acres on one Parcel and increasing the Expected Units/Acres on another Parcel, the City may allow such a transfer of Expected Units/Acres and the corresponding Expected Maximum Special Tax Revenues if <u>both</u> of the following conditions are met: (i) any decrease in one Parcel's Expected Maximum Special Tax Revenues is offset by an equal increase in the Expected Maximum Special Tax Revenues assigned to other Parcels, and (ii) written consent has been received by the City from all owners of Parcels affected by the transfers. After the transfers have been approved by the City, the Administrator shall update Attachment 1 to reflect the new assignments. This Section C.5 does not relate to the transfer of BUAs among property owners, which will be handled separately by the City.

D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX

Each Fiscal Year, the Administrator shall determine the Special Tax Requirement to be collected in that Fiscal Year, and a Special Tax shall be levied according to the following steps:

Step 1: The Special Tax shall be levied Proportionately on each Parcel of Developed Property within CFD No. 2004-1 up to 100% of the Maximum Special Tax for such Fiscal Year determined pursuant to Section C until the amount levied on Developed Property is equal to the Special Tax Requirement prior to applying any Capitalized Interest that is available in the CFD accounts.

Step 2: If additional revenue is needed after applying Step 1, and after applying Capitalized Interest to the Special Tax Requirement, the Special Tax shall be levied Proportionately on each Parcel of Small Lot Tentative Map Property within CFD No. 2004-1 up to 100% of the Maximum Special Tax for such Small Lot Tentative Map Property determined pursuant to Section C.

Step 3: If additional revenue is needed after applying Step 2, the Special Tax shall be levied Proportionately on each Parcel of Undeveloped Property within CFD No. 2004-1 up to 100% of the Maximum Special Tax for such Undeveloped Property determined pursuant to Section C.

E. MANNER OF COLLECTION OF THE SPECIAL TAX

The Special Taxes for CFD No. 2004-1 shall be collected in the same manner and at the same time as ordinary ad valorem property taxes provided, however, that prepayments are permitted as set forth in Section G below and provided further that the City may directly bill the Special Tax, may collect Special Taxes at a different time or in a different manner, and may collect delinquent Special Taxes through foreclosure or other available methods.

The Special Tax shall be levied and collected until the principal of and interest on Bonds have been repaid and authorized facilities to be constructed directly from Special Taxes proceeds have been completed. However, in no event shall Special Taxes be levied after Fiscal Year 2049-2050. Under no circumstances may the Special Tax on one Parcel be increased by more than ten percent (10%) as a consequence of delinquency or default in payment of the Special Tax levied on another Parcel or Parcels.

F. EXEMPTIONS

Notwithstanding any other provisions of the Rate and Method, no Special Tax shall be levied on: (i) Public Property, except as otherwise provided in the Act and in Section C.3.c of this Rate and Method, (ii) Parcels that have prepaid the Special Tax obligation and had a Release of Special Tax Lien recorded against the property, (iii) Parcels developed with non-residential land uses if such Parcels are not determined to be Taxable Non-Residential Property, (iv) Parcels of

Affordable Multi-Family Property, and (v) Parcels that, in the City's sole discretion, do not have Development Rights and, because of this lack of Development Rights, are not able to develop until a future BUA Release takes place.

G. PREPAYMENT OF SPECIAL TAX

The following definitions apply to this Section G:

> **"Future Facilities Costs"** means the Public Facilities Requirement (as defined below) minus public facility costs funded by Previously Issued Bonds (as defined below), interest earnings on the construction fund actually earned prior to the date of prepayment, Special Taxes collected to directly fund authorized facilities, developer equity, and/or any other source of funding.
>
> **"Outstanding Bonds"** means all Previously Issued Bonds that remain outstanding, with the following exception: if a Special Tax has been levied against, or already paid by, an Assessor's Parcel making a prepayment, and a portion of the Special Tax will be used to pay a portion of the next principal payment on the Bonds that remain outstanding, that next principal payment shall be subtracted from the total Bond principal that remains outstanding, and the difference shall be used as the amount of **"Outstanding Bonds"** for purposes of the prepayment formula.
>
> **"Previously Issued Bonds"** means all Bonds that have been issued with respect to CFD No. 2004-1 prior to the date of prepayment.
>
> **"Public Facilities Requirement"** means either $30,500,000 in 2004 dollars, which shall increase by the greater of (i) the percentage increase, if any, in the construction cost index for the San Francisco region for the prior twelve (12) month period as published in the Engineering News Record or other comparable source if the Engineering News Record is discontinued or otherwise not available, or (ii) three percent (3%) on January 1, 2004, and on each January 1 thereafter, or such other number as shall be determined by the City as sufficient to fund public facilities to be provided by CFD No. 2004-1 under the authorized bonding program for CFD No. 2004-1. Notwithstanding the foregoing, after each BUA Release, the Administrator shall recalculate the Public Facilities Requirement to include the estimated public facilities costs that will be funded by the increased Expected Maximum Special Tax Revenue that is generated from the Residential Units and High Density Acres that were added to the Expected Land Uses by the BUA Release. In addition, a separate Public Facilities Requirement shall be identified by the City for property that annexes into CFD No. 2004-1 in future years.

The Special Tax obligation applicable to an Assessor's Parcel in CFD No. 2004-1 may be prepaid and the obligation of the Assessor's Parcel to pay the Special Tax permanently satisfied as described herein, provided that (i) a prepayment may be made only if there are no delinquent Special Taxes with respect to such Assessor's Parcel at the time of prepayment, and (ii) the Special Tax obligation shall not be fully released from a Parcel if such Parcel is expected to be subject to a Special Tax levy after a future BUA Release. An owner of an Assessor's Parcel intending to prepay the Special Tax obligation shall provide the City with written notice of intent to prepay. Within 30 days of receipt of such written notice, the City shall notify such owner of the prepayment amount for such Assessor's Parcel. Prepayment must be made not less than 60 days prior to any interest payment date for Bonds to be redeemed with the proceeds of such prepaid Special Taxes.

The Prepayment Amount shall be calculated as follows (capitalized terms as defined below):

Bond Redemption Amount	
plus:	Future Facilities Amount
plus:	Redemption Premium
plus:	Defeasance Requirement
plus:	Administrative Fees and Expenses
plus:	Reserve Fund Credit
equals	Prepayment Amount

As of the proposed date of prepayment, the Prepayment Amount shall be determined by application of the following steps:

Step 1. Compute the total Maximum Special Tax that could be collected from the Assessor's Parcel prepaying the Special Tax in the Fiscal Year in which prepayment would be received by the District. The Maximum Special Tax for the Parcel shall include the Expected Units/Acres assigned to the Parcel from all BUA Releases that have taken place as of the date the prepayment is calculated.

If this Section G is being applied to effect a mandatory prepayment pursuant to Section C above, use, for purposes of this Step 1, the amount by which the Expected Maximum Special Tax Revenues have been reduced due to the Unit Deficit or change in Specific Plan Land Use Designation that required the mandatory prepayment.

Step 2. Divide the Maximum Special Tax computed pursuant to Step 1 for such Assessor's Parcel by the then-current Expected Maximum Special Tax Revenues for the entire CFD, which shall take into account the Maximum Special Tax Revenues that can be collected from the Expected Units/Acres from all BUA Releases that have taken place as of the date the prepayment is calculated.

Step 3. Multiply the quotient computed pursuant to Step 2 by the Outstanding Bonds to compute the amount of Outstanding Bonds to be retired and prepaid (the "***Bond Redemption Amount***").

Step 4. Compute the current Future Facilities Costs.

Step 5. Multiply the quotient computed pursuant to Step 2 by the amount determined pursuant to Step 4 to compute the amount of Future Facilities Costs to be prepaid (the "***Future Facilities Amount***").

Step 6. Multiply the Bond Redemption Amount computed pursuant to Step 3 by the applicable redemption premium, if any, on the Outstanding Bonds to be redeemed (the ***"Redemption Premium").***

Step 7. Compute the amount needed to pay interest on the Bond Redemption Amount starting with the first Bond interest payment date after which the prepayment has been received until the earliest redemption date for the Outstanding Bonds, which, depending on the Bond offering document, may be as early as the next interest payment date.

Step 8. Compute the amount of interest the City reasonably expects to derive from the reinvestment of the Bond Redemption Amount plus the Redemption Premium from the first Bond interest payment date after which the prepayment has been received until the redemption date for the Outstanding Bonds.

Step 9. Take the amount computed pursuant to Step 7 and subtract the amount computed pursuant to Step 8 (the "***Defeasance Requirement***").

Step 10. The administration fees and expenses of CFD No. 2004-1 are as calculated by the City and include the costs of computing the prepayment, the costs of redeeming Bonds, and the costs of recording any notices to evidence the prepayment and the redemption (the "***Administrative Fees and Expenses***").

Step 11. A reserve fund credit shall be calculated equal to the amount of the reduction, if any, in the applicable reserve fund for the Outstanding Bonds to be made as a result of the redemption of Bonds pursuant to the prepayment (the "***Reserve Fund Credit***").

Step 12. The Special Tax prepayment is equal to the sum of the amounts computed pursuant to Steps 3, 5, 6, 9, and 10, less the amount computed pursuant to Step 11 (the " ***Prepayment Amount***").

H. INTERPRETATION OF SPECIAL TAX FORMULA

The City reserves the right to make minor administrative and technical changes to this document that do not materially affect the rate and method of apportioning Special Taxes. In addition, the interpretation and application of any section of this document shall be left to the City's discretion. Interpretations may be made by the City by ordinance or resolution for purposes of clarifying any vagueness or ambiguity in this Rate and Method.

ATTACHMENT 1

EXPECTED UNITS/ACRES AND EXPECTED MAXIMUM SPECIAL TAX REVENUES FOR ORIGINAL PARCELS

Developer or Owner as of CFD Formation	Assessor's Parcel Number for Original Parcel	Land Use Designation /1	Expected Residential Units after First BUA Release or High-Density Acres /1	Base Maximum Special Tax (FY 2004-05) /2	Expected Maximum Special Tax Revenue (FY 2004-05) /2
Prudler Sievers	041-070-43	R-5	147 units	$1,700/unit	$249,900
		Duplex/Halfplex	20 units	$1,400/unit	$28,000
		R-15	2.1 acres	$10,000/acre	$21,000
Merritt	042-010-57	R-5	42 units	$1,700/unit	$71,400
		Duplex/Halfplex	4 units	$1,400/unit	$5,600
		R-20	2.8 acres	$9,200/acre	$25,760
Heidrick	042-010-05	R-5	45 units	$1,700/unit	$76,500
		Duplex/Halfplex	14 units	$1,400/unit	$19,600
		R-25	3.5 acres	$9,200/acre	$32,200
TOC-160 (East)	042-010-58	R-5	231 units	$1,700/unit	$392,700
		R-8	104 units	$1,400/unit	$145,600
		Duplex/Halfplex	46 units	$1,400/unit	$64,400
		Affordable Cluster	10 units	$667/unit	$6,670
TOC-160 (West)	042-010-59	R-5	122 units	$1,700/unit	$207,400
		R-8	79 units	$1,400/unit	$110,600
		Duplex/Halfplex	26 units	$1,400/unit	$36,400
		R-20	8.75 acres	$9,200/acre	$80,500
Beeghly	042-010-44	R-4	81 units	$1,900/unit	$153,900
		R-5	204 units	$1,700/unit	$346,800
		R-8	5 units	$1,400/unit	$7,000
		Duplex/Halfplex	28 units	$1,400/unit	$39,200
		Affordable Cluster	10 units	$667/unit	$6,670
		R-15	3.5 acres	$10,000/acre	$35,000
Russell	042-030-14	R-3	49 units	$1,975/unit	$96,775
		R-4	114 units	$1,900/unit	$216,600
		Affordable Cluster	26 units	$667/unit	$17,342
		R-15	4.69 acres	$10,000/acre	$46,900
Hollman	042-010-18	R-20	4.38 acres	$9,200/acre	$40,296
Hollman	042-010-17	R-15	4.2 acres	$10,000/acre	$42,000
Total Expected Maximum Special Tax Revenues					$2,622,713

1. Provided by the City of Woodland Planning Department based on review of proposed and approved tentative maps for each project.

2. On July 1, 2005 and on each July 1 thereafter, the Base Maximum Special Taxes and Expected Maximum Special Tax Revenues shown above shall be increased by an amount equal to 2.0% of the amount in effect for the prior Fiscal Year.

Clark – Wolcott

July 15, 2004

City of Woodland
300 First Street
Woodland, California 95695

Attention: Joan Drayton
Finance Director

Subject: Appraisal Report
Community Facilities District No. 2004-1
(Spring Lake)

03/22

Dear Ms. Drayton:

In response to the request and authorization of the City of Woodland, an appraisal of the subject property has been completed. The appraisal is communicated in the following Self-Contained Appraisal Report which has been prepared in compliance with the reporting requirements set forth in Standards Rule 2-2(a) of the Uniform Standards of Professional Appraisal Practice (USPAP).

For the purpose of the appraisal, the subject property is, in actuality, a specifically identified grouping of taxable property interests that are not under common ownership but lie within the boundaries of the subject community facilities district. Pursuant to the relevant valuation criteria promulgated by the California Debt and Investment Advisory Commission (CDIAC), an opinion of the *Bulk Sale Value* of the appraisal properties has been rendered as of *July 12, 2004*.

A summary of the appraisal, the conclusions, and the required opinion of value are included in the attached Executive Summary. The appraisal report that follows is the result of a complete appraisal process performed in accordance with the relevant appraisal development requirements set forth in Standard 1 of USPAP and the Appraisal Standards For Land-Secured Financings, which is published by CDIAC. The opinion of value is also rendered subject to the Assumptions and Limiting Conditions and the Special Assumptions and Limiting Conditions of the appraisal as set forth in the appraisal report.

Respectfully submitted,

CLARK-WOLCOTT COMPANY, INC.

Clark-Wolcott Company, Inc
Real Estate Analysts and Consultants
11344 Coloma Road, Suite 245
Rancho Cordova, California 95670
Tel: 916-852-9170
Fax: 916-852-[illegible]

EXECUTIVE SUMMARY

The appraisal assignment requires the valuation of certain real property interests located within Community Facilities District No. 2004-1 (Spring Lake) in the city of Woodland, Yolo County, California. The purpose for the formation of this community facilities district is to assist in the financing of certain elements of infrastructure that are required to facilitate the development of properties located within the district.

Pursuant to the relevant valuation criteria promulgated by the California Debt and Investment Advisory Commission of the State of California (CDIAC) and the adopted appraisal standards of the Client, the City of Woodland, an opinion of the *Bulk Sale Value* of the appraisal properties is rendered in order to provide a basis for the underwriting process relating to the proposed sale of community facilities district special tax bonds. At the request of the Client, the required opinion of value is also apportioned among the appraisal properties in order to facilitate the calculation of their respective value-to-lien ratios.

In accordance with the *Appraisal Standards For Land – Secured Financings*, published in May, 1994 by the California Debt and Investment Advisory Commission of the State of California (formerly known as the California Debt Advisory Commission), the property rights appraised is the *fee simple estate, subject to special tax and special assessment liens*. Therefore, the opined value does not include the value increments related to the bonded indebtedness that is proposed to encumber the appraisal properties as of the effective date of value. Alternatively, these bond obligations (debt) are considered to be passed through to the buyer(s) in a manner consistent with typical real estate market practices.

The appraisal is communicated in a Self-Contained Appraisal Report prepared in compliance with Standards Rule 2-2(a) of the Uniform Standards of Professional Appraisal Practice (USPAP) and is the result of a complete appraisal performed under

Standard 1. The reported findings, conclusions, and opinions of value are made and applicable as of *July 12, 2004*.

The appraisal properties include eight different ownerships and 10 individual assessor's parcels. However, for the purpose of valuation, the subject property is a specifically identified grouping of taxable property interests that lie within the boundaries of Community Facilities District No. 2004-1 (Spring Lake). In most instances, the taxable property interests appraised constitute only portions of their respective assessor's parcels. More definitive, large-lot and final subdivision maps have yet to be recorded. The following table is presented to more specifically identify the appraisal properties by ownership relative to their respective assessor's parcel number(s):

CITY OF WOODLAND
COMMUNITY FACILITIES DISTRICT NO. 2004-1 (SPRING LAKE)
PROPERTY IDENTIFICATION/OWNERSHIP TABLE

	PROPERTY OWNERSHIP	ASSESSOR'S PARCEL NUMBER	VESTING DATE	GROSS AREA (ACRES)
1.	YOLO RESIDENTIAL INVESTORS, LLC (a California limited liability company)	041-070-43	09/23/03	40.000
2.	REVERSE EXCHANGE PROPERTIES INC. (a California corporation)	042-010-57	09/23/03	55.452
3.	MILDRED HEIDRICK (as trustee)	042-010-05	07/10/03	45.000
4.	KB HOME NORTH BAY INC. (a California corporation)	042-010-58	06/15/04	83.910
5.	HTW WEST VENTURES, LLC (a Delaware limited liability company)	042-010-59	01/07/04	76.640
6.	TURN OF THE CENTURY (a Delaware limited liability company) ROWENA STADTMULLER BEEGHLY (as to a life estate)	042-010-44	10/31/00	81.000
7.	TURN OF THE CENTURY (a Delaware limited liability company)	042-030-14	04/17/03	162.010
8.	PARLIN SPRING LAKE 1 LLC (a California limited liability company)	042-010-18	11/04/03	35.000
9.	PARLIN SPRING LAKE 1 LLC (a California limited liability company)	042-010-17	11/04/03	53.302
10.	PARLIN SPRING LAKE 1 LLC (a California limited liability company)	042-010-08	09/23/03 07/09/04	24.698
				657.012

The city of Woodland is located about 20 miles northwest of the city of Sacramento and within the agriculturally productive Central Valley of California. The community was initially settled in 1853 and was incorporated in 1871. The original settlement, dubbed Yolo City, grew as it attracted others who found farming to be a profitable venture.

Agriculture has always been an important element in Woodland's economy, and today, the community is largely characterized as a "City of Homes", as it was known in the early 1900's. Factors contributing to Woodland's growth and development include the area's productive soils and favorable climate, the relocation of the county seat to Woodland (in 1862), and the establishment/improvement of a good transportation network. Although these factors and others remain important to the community's future, its reliance on agriculture has somewhat diminished in recent years. This recent trend is expected to continue as urban types of development become increasingly more prominent.

Woodland has a current population of approximately 52,500 and has experienced average annual population increases of about 2.35 percent since 1990. Prior to 1985, the city's average annual population increases were closer to two percent and more typical of general statewide population increases.

Historically, large-acreage farming and ranching have provided the city's economic base, and agriculture remains a significant element in Yolo County employment today. However, the city's population growth in recent years has stimulated the industrial and service sectors of the local economy as well. In this regard, one of the main factors influencing Woodland's growth is its location in relation to strategically important transportation corridors and freight transfer facilities. Interstate 5 traverses the easterly and northerly portions of the city and provides an important connector between the city and the major markets of California. State Highway 113 is a north-south route which connects Woodland with another key transportation corridor, Interstate 80, located about 10 miles south of the city. The final segment of the reconstruction of State Highway 113 to freeway status was completed in October, 1990. With the completion of State Highway

113, greater economic focus upon the industrial and commercial markets of the city has occurred.

Other modes of transportation serving the city and region include Sacramento International Airport, located 11 miles east, and the inland, deep-water Port of Sacramento, which is located 15 miles southeast in West Sacramento. The Port of Oakland, a major container port, can be reached by truck within two hours via Interstate 80. These facilities, along with many local trucking companies and rail services provided by Union Pacific, offer cargo movement to the major markets of the United States as well as an opportunity for cost-efficient transportation of international cargos.

At the present time, there are approximately 2,300 acres of land zoned for industrial development in the city, approximately 400 acres of which lied undeveloped. The city's industrial district is located within portions of northern and eastern Woodland and is generally bounded by East Street on the west, Interstate 5 on the south, and the city limits on the north and east. The district is generally bisected in a northwest/ southeast direction by Interstate 5. Some land uses of a commercial nature are also situated near the freeway and, most often, near the freeway on- and offramps.

Within the city's industrial district, the topography of the land is level to gently undulating. Public utilities are available throughout the district, and rail service is also established to some properties lying north of East Main Street. Two assessment districts have been formed in order to improve and modernize the district's developmental infrastructure and the productive capabilities of many properties.

In addition to a central core of stores and offices in the downtown area, the city of Woodland has several neighborhood and community-sized shopping centers that meet the day-to-day needs of the local population. These facilities are located primarily along or near the city's Main Street commercial corridor. Commercial development has also occurred along the community's Interstate 5 corridor and particularly near the freeway interchanges with Main Street and East Street.

Yolo County's only regional shopping mall, County Fair Mall, is located at the southeast corner of East Gibson Road and East Street in southern Woodland. This facility opened in 1986 and currently accommodates a total of approximately 68 stores within a leasable area of 405,789 square feet. County Fair Mall is anchored by Gottschalk's, J.C. Penney, Mervyn's, and Target Stores, which encompass a total of 237,666 square feet (59 percent) of the mall's leasable area. The mall's location near the south edge of town, with no freeway visibility, has contributed to continued vacancies as to the smaller spaces and pad sites around the perimeter, as well as financial difficulties relative to the mall's performance. However, recent improvements have been completed involving some of the mall's entrances. More significantly, Target has proposed a 14,544 square-foot addition to the southerly portion of its store, as well as a 1,742 square-foot addition and façade upgrade to its northerly entrance. Plans also call for the interior of the store to be completely remodeled.

Whereas Woodland is the county seat, the County of Yolo remains the city's largest employer. Offices and other service facilities are located at the administrative center on Court Street and various other locations throughout the city. The greatest concentration of office uses in the city is to the east and west of the Court House along Main and Court streets. Medical and dental offices are also located in this general area and near Woodland Memorial Hospital, which is located south of the downtown district.

With respect to the commercial and cultural revitalization of the downtown area, the City's redevelopment agency has been successful in the completion or facilitation of several projects, including the renovation of the Woodland Opera House and public library and the development of a 40,000 square-foot office complex that provides a regional service center for Blue Shield of California, a major healthcare insurance provider. The ±35,000 square-foot Woodland Corporate Center is also nearing completion on the fringe of the downtown area near the southwest corner of West Main and East streets. The project includes the construction of the city's first Class-A office building, which will also accommodate some ground-level retail uses.

Primarily in anticipation of the community's need for additional housing, the City of Woodland began seriously considering the annexation of approximately 469 acres lying south of Interstate 5 and north of East Gibson Road during 1987 and 1988. More formal consideration resulted in the City's adoption of the Southeast Area (Gibson Ranch) Specific Plan in November, 1990 and the area's annexation in November, 1992. Now commonly referred to as Sycamore Ranch, the adopted specific plan called for the development of a maximum of 2,477 dwelling units, 72 percent of which were designated to be single-family housing products, with the remainder being allocated to multifamily units. In addition, the specific plan included land designated for community retail and highway commercial uses, institutional uses (churches, day care facilities, etc.), and public uses such as schools and parks.

Initial development of Sycamore Ranch began in mid-1994 and was partially facilitated by the sale of community facilities district special tax bonds. Since then, additional bond sales have occurred as development progressed, and the area is currently approaching buildout. In addition to a small group of local homebuilders, several regionally prominent and national companies have constructed homes in Sycamore Ranch. These include Winncrest Homes, California Homes, Morrison Homes, Lewis Homes, Richmond American Homes, Centex Homes, and U.S. Home Corporation.

The city's urban limit boundaries were further extended southerly and westerly from East Gibson Road as a result of the adoption of the city's current general plan in February, 1996 and the voters' affirmation of the plan later that same year. The general plan is intended to guide the city's growth through 2020 and directs the bulk of future residential development to the ±1,748-acre, master-plan area located within the affirmed urban limit boundaries, which also straddle State Highway 113. In August, 1997, the Turn Of The Century development group petitioned the City Council to initiate the specific plan process regarding a substantial portion of the master-plan area, and the Spring Lake Specific Plan (±1,096.90 acres) was adopted by the City in December, 2001. However, subsequent environmental litigation, the revision of the city's floodmaps, and other issues stalled the project until the first phase of land development was finally approved by the

City Council in August, 2003. The land had been annexed into the city in March, 2003. It is anticipated that the remainder of the master-plan area (±651.10 acres) will be the subject of a future specific plan proposal.

The Spring Lake Specific Plan encompasses an area of approximately 1,096.90 acres and partially straddles State Highway 113. The City of Woodland is looking to Spring Lake to meet the majority of its currently planned housing needs. The specific plan calls for the development of 4,051 dwelling units, 2,880 of which are designated for single-family housing products. The remaining 1,171 dwelling units are designated for multifamily developments. A small amount of land (11.0 acres) is also designated for neighborhood commercial uses. In order to facilitate the specific plan area's new developments, major roads and streets, as well as various drainage facilities must also be constructed. The remaining portions of the specific plan area include a mix of existing and proposed public uses such as the Woodland Christian School, Woodland Community College, Pioneer High School and the adjacent middle school site, Yolo County's Sheriff – Coroner facilities (including the county jail), the county animal shelter, the county's new juvenile hall now under construction, and the proposed fire station, greenbelts, and parks associated with the new developments (housing, etc.) yet to be constructed. The land use summary included in the adopted specific plan (as revised) is shown on the following table:

SPRING LAKE SPECIFIC PLAN
LAND USE SUMMARY

LAND USE DESIGNATION	LAND USE	AREA (ACRES)	DWELLING UNITS
R-3	SINGLE-FAMILY RESIDENTIAL (3.0 D.U./AC.MAXIMUM)	127.00	382
R-4	SINGLE-FAMILY RESIDENTIAL (4.0 D.U./AC.MAXIMUM)	73.00	292
R-5	SINGLE-FAMILY RESIDENTIAL (5.0 D.U./AC.MAXIMUM)	319.85	1,597
R-8	SINGLE-FAMILY RESIDENTIAL (8.0 D.U./AC.MAXIMUM)	76.40	609
R-15	MULTIFAMILY RESIDENTIAL (15.0 D.U./AC. MAXIMUM)	32.00	491
R-20	MULTIFAMILY RESIDENTIAL (20.0 D.U./AC. MAXIMUM)	22.75	455
R-25	MULTIFAMILY RESIDENTIAL (25.0 D.U./AC. MAXIMUM)	9.00	225
NC	NEIGHBORHOOD COMMERCIAL	11.00	
	PARKS	28.00	
	ELEMENTARY SCHOOLS	30.00	
	MIDDLE SCHOOL	20.00	
	HIGH SCHOOL	50.00	
	PRIVATE SCHOOL	25.70	
	WOODLAND COMMUNITY COLLEGE	120.50	
	COUNTY OF YOLO	31.00	
	FIRE STATION	1.00	
	STREETS	107.30	
	GREENBELTS	4.20	
	DRAINAGE	7.50	
		1,096.9	4,051

Spring Lake is located in the southerly and southeasterly portions of the city of Woodland and lies partially contiguous to the city limits of the community. The accessibility characteristics of the location area are currently very good. State Highway 113 and the existing roadways that make up most of the location area boundaries are portions of a regional and city-wide grid system that provides access from each cardinal direction.

The location area's primary means of freeway accessibility are the Interstate 5/County Road No. 102 freeway interchange system, which is located approximately three-quarters of a mile to the northeast, and the State Highway 113/Gibson Road interchange system, which is located approximately one-quarter of a mile west of the intersection of East Gibson Road and County Road No. 101. Interstate 5 provides a direct and convenient means of freeway accessibility to the downtown Sacramento area and linkage to the other freeway systems that serve the Sacramento metropolitan area. County Road No. 102 provides a direct north-south route connecting the Spring Lake area and the city of Woodland with the city of Davis, which is located approximately five miles to the south. State Highway 113 is a north-south freeway that also connects Woodland with Interstate 80 near Davis.

Essentially consisting of undeveloped land, the appraisal properties are generally typical of other undeveloped portions of Spring Lake and the location area that are devoted to agricultural uses. The topography is generally level and at grade with the adjacent roadways. Tree cover and native vegetation are minimal and are typically confined to areas adjacent to public roadways and surrounding the existing farmsteads.

Public utilities are currently available throughout the location area. However, with respect to the appraisal properties, these are typically limited to electric and telephone services to the existing farmsteads, as well as electric services to the existing agricultural well sites. As such, the existing utilities services are adequate relative to the properties' current utilizations but insufficient for their proposed development.

New development in the Spring Lake Specific Plan area is scheduled to commence in 2004 with the construction of certain on- and offsite, "backbone" infrastructure required for the types of urban land utilization proposed. In this regard, the initial facility requirements include certain sewerage, water, and drainage improvements and transportation (road) and public utilities improvements associated with the existing or proposed alignments of East Gibson Road, Pioneer Avenue, Farmers Central Road, Parkway Drive, and "Collector 1", which will provide another direct linkage between Farmers Central Road and Parkway Drive. Some greenbelt areas, pathways, gateway entries, and other pertinent public improvements are also required and will be constructed during the initial phase of development.

A Mello-Roos community facilities district is being formed in order to finance some of the required infrastructure associated with the development of Spring Lake. The proceeds from the bond sale, cash contributions from the property owners, and development fees collected by the City, will provide the funds necessary to construct the project area's first phase of infrastructure. Additional phases of infrastructure construction are planned during the project area's buildout and will likely be funded by similar sources, with buildout anticipated to occur in 2015.

On April 16, 2002, the City Council of the City of Woodland adopted Ordinance No. 1343 in order to establish a building unit allocation (BUA) program for development of the Spring Lake Specific Plan area. The ordinance establishes a schedule for the timed release of building permits associated with all market-rate, single-family dwelling units to be constructed in the specific plan area and is intended to reconcile these developments with the City's general plan relative to the city-wide population growth rate and the total population target in the year 2015 (60,000 residents). Under the provisions of the ordinance, low-income and very low-income, single-family units and all multifamily units do not count against the number of BUA's that may be released at any given time.

As previously discussed, the adopted Building Unit Allocation Ordinance applies to all market-rate, single-family dwelling units to be constructed in the Spring Lake Specific Plan area, which will not exceed a total of 2,579. The ordinance establishes three BUA release dates, the first of which includes a total of 1,242 units and will occur with the first issuance of Mello-Roos community facilities district bonds. These units (lots), as well as other specifically identified residential components of the appraisal properties, are the collective "subject property" of this appraisal. The second BUA release will include no more than a total of 882 units and is scheduled to occur on June 30, 2007. The third (final) BUA release may occur at any time between June 30, 2011 and June 30, 2015 and will include no more than a total of 455 units. Future community facilities district bond issuances are also anticipated that will occur coincidentally with the second and third BUA releases.

An amendment to the Building Unit Allocation Ordinance was adopted by the City Council on June 1, 2004 that sets forth the total number of building permits that may be issued in any given year relative to the first release of 1,242 BUA's. Under the provisions of this amendment, the City may issue a maximum number of 751 building permits in fiscal year 2004-05, 410 in fiscal year 2005-06 (1,161 cumulative), and 81 in fiscal year 2006-07 (1,242 cumulative) in order to maintain consistency with the general plan's stated goal to "manage residential growth at an even and reasonable pace".

Relative to the first phase of development, the construction of intract subdivision improvements and homes will likely not begin until 2005. Homebuilders currently committed or anticipated to begin subdivisions in Spring Lake include KB Homes, Private Island Homes/R.W. Hertel & Sons, Tim Snow Construction, E & L Company, and Monley-Cronin Construction. An individual, custom-lot sales program is also proposed for one of the appraisal properties.

For the purpose of the appraisal, the subject property is, in actuality, a specifically identified grouping of taxable property interests that are not under common ownership but lie within the boundaries of the subject community facilities district. The appraisal property inventory includes a total of 1,407 single-family residential lots in six specific plan land use designations as well as 33.92 acres of land within three multifamily residential land use designations. A summary of the appraisal property inventory is presented on the following table:

APPRAISAL PROPERTY INVENTORY
SUMMARY OF TAXABLE PROPERTY INTERESTS

	PROPERTY OWNERSHIP	A.P.N.	R-3	R-4	R-5	R-8	HALFPLEX	AFF. CLUSTER	R-15	R-20	R-25
			SPRING LAKE SPECIFIC PLAN LAND USE DESIGNATION								
1.	YOLO RESIDENTIAL INVESTORS, LLC	041-070-43		—	147 D.U.	—	20 D.U.	—	2.10 AC.		
2.	REVERSE EXCHANGE PROPERTIES INC.	042-010-57	—	—	42 D.U.	—	4 D.U.	—	—	2.80 AC.	—
3.	MILDRED HEIDRICK (as Trustee)	042-010-05		—	45 D.U.	—	14 D.U.	—		—	3.50 AC.
4.	KB HOME NORTH BAY INC.	042-010-58	—	—	231 D.U.	104 D.U.	46 D.U.	10 D.U.	—	—	—
5.	HTW WEST VENTURES, LLC	042-010-59	—	—	122 D.U.	79 D.U.	26 D.U.	—	—	8.75 AC.	
6.	TURN OF THE CENTURY/BEEGHLY	042-010-44	—	81 D.U.	204 D.U.	5 D.U.	28 D.U.	10 D.U.	3.50 AC.	—	—
7.	TURN OF THE CENTURY	042-030-14	49 D.U.	114 D.U.	—	—	—	26 D.U.	4.69 AC		—
8.	PARLIN SPRING LAKE 1 LLC	042-010-18	—	—		—		—	—	4.38 AC.	—
9.	PARLIN SPRING LAKE 1 LLC	042-010-17	—	—	—		—		4.20 AC.		
10.	PARLIN SPRING LAKE 1 LLC	042-010-08		—	—	—	—				—
	TOTALS		49 D.U.	195 D.U.	791 D.U.	188 D.U.	138 D.U.	46 D.U.	14.49 AC.	15.93 AC.	3.50 AC.

Complete development of the appraisal properties will require substantial capital improvements, including the construction of new roadways, utilities, storm drain facilities, and other public facilities. The Spring Lake Specific Plan envisions that construction of the necessary capital improvements will be phased over time in order to be consistent with the population thresholds specified in the City's general plan and other relevant policy documents, as well as to avoid financially overburdening development. In addition, it is intended that the specific plan area developers pay their fair share of the costs associated with providing these services and facilities and/or the costs of upgrading existing service systems, when appropriate.

Subsequent to the adoption of the Spring Lake Specific Plan Financing Plan, the City requested that the specific plan area property owners indicate their willingness to encumber their properties with community facilities district bond obligations and begin paying special assessment levies in exchange for first-stage development rights. In so doing, these owners also agreed to fund their fair shares of the shortfall between the total cost of the required, first-stage "backbone" infrastructure and the available proceeds from the initial bond sale, pursuant to the related provisions of the adopted financing plan. Collectively, these first-stage properties are the subject of this appraisal.

Two additional stages of future infrastructure construction are planned in a manner designed to follow the initial pattern of development and the incremental buildout of the Spring Lake Specific Plan area, which is currently anticipated to occur in 2015. Like the infrastructure to be constructed during the first stage of development (@ 2004-2005), the subsequent infrastructure to be constructed is intended to be sufficient to support the incremental development proposed for each stage, although the oversizing of some facilities is initially required in order to assure a cost-effective buildout of the specific plan area.

Pursuant to the provisions of the existing participation agreements and the proposed reimbursement agreements, the first-stage property owners will recoup their excess infrastructure cost shortfall shares from the second- and third-stage property owners, who will also be required by the City to execute similar agreements. The reimbursements will be made in the form of cash payments from the proceeds of future community facilities district bond sales and/or the property owners themselves and also in the form of fee credits against the Spring Lake Infrastructure Fee program.

The Sacramento metropolitan area continues to attract new employers and residents from other parts of the state and country. The net result has been for a stabilizing to improving effect on the local economy, evidenced by positive job growth and low unemployment in comparison to the balance of the state and nation. The economy has benefited with regard to relocation and expansion within the high-technology and financial services industries and high levels of residential and nonresidential construction and development. The general consensus is for guarded optimism as to continued, long-term growth for the local economy and the real estate market.

The marketability and value of the appraisal properties are most influenced by the forces that drive the residential real estate market, as well as the prevailing land use policies of the City of Woodland. The relatively limited number of comparable development opportunities existing and anticipated in the Yolo submarket, and the city of Woodland in particular, will continue to place upward pressure on prices and competition. However, these positive factors may sometimes be offset in the city of Woodland by prevailing land use policies and the related constraints on growth, which may be inconsistent or conflict with then-prevailing market conditions. Such is concluded to be the case with respect to this valuation.

In regards to the residential real estate market, the Sacramento area reached unprecedented levels during the second quarter of 2004, with the median, new-home sale price of $419,990 exceeding the $400,000 level for the first time. According to The Gregory Group, a record, albeit lower, price level was also reached in Yolo County (@ $381,445) during the same quarter. As would be expected, these conditions have also spurred an unprecedented demand for land suitable for such development. Merchant homebuilders continue to focus primarily upon finished lots and undeveloped land with subdivision map approvals in place. However, during the past few years, the scarcity of such products has resulted in the scope of their acquisition and development activities being expanded to include previously untapped markets, as well as unzoned and/or unentitled land that is merely in the perceived path of growth.

With respect to the appraisal properties, of development of the Spring Lake Specific Plan area currently includes a total of 1,768 tentatively approved or prospective "paper lots", 969 (±55 percent) of which are proposed to be finished and improved by KB Homes and Private Island Homes/R.W. Hertel & Sons. In addition, several local homebuilders are committed to the purchase and/or development of 391 "paper" or finished lots located within this portion of the project area. In total, 1,360 prospective lots or approximately 77 percent of the first phase of this development inventory are now owned or are being sold to these homebuilders or developers. These commitments to the project area, coupled with current market conditions, both locally and regionally, suggest the initial buildout of Spring Lake will be a successful endeavor. The lack of significant, prospective competition within the city also bodes well for the current and prospective phases of development of Spring Lake.

The highest and best (most probable) use of each appraisal property is based upon its probable utilization when development is complete and upon current land use trends within the location area. The opinions of highest and best use are ultimately predicated upon the legal uses of the appraisal properties as set forth in the Spring Lake Specific Plan and the related zoning ordinances of the City of Woodland.

The opinions of value are rendered subject to the Assumptions and Limiting Conditions and the Special Assumptions and Limiting Conditions of the appraisal. With respect to the latter, these include:

1. The opinions of value are rendered under the assumption that all authorized improvements (developmental infrastructure) proposed to be constructed pursuant to the sale of Series 2004 special tax bonds related to City of Woodland

Community Facilities District No. 2004-1 (Spring Lake) are in place and fully operational as of the effective date of value.

2. The appraisal properties are located in an area that is proposed to be encumbered by community facilities district bond obligations for the provision of infrastructure improvements. Typically, upon the sale of such property, the outstanding bond obligations (debt) are passed through to the buyer. Reflecting these conditions, the opinion of *Bulk Sale Value* excludes the value increments related to said bond indebtedness.

Due primarily to the intended use of the appraisal and the assumed condition of the appraisal properties, the required opinion of value was not developed utilizing the Sales Comparison, Income Capitalization, or Cost approaches. Alternatively, a discounted cash flow analysis is utilized in which a series of forecasted future cash flows is discounted to yield an indication of present value. The discounted cash flow model developed in the valuation analysis incorporates an absorption forecast made by the appraiser with the opinions of retail value associated with each of the property components.

Subject to the Assumptions and Limiting Conditions and the Special Assumptions and Limiting Conditions of the appraisal, the *Bulk Sale Value* of the appraisal properties, as of *July 12, 2004,* is concluded to be:

SEVENTY-SIX MILLION ($76,000,000) DOLLARS

The opinion of *Bulk Sale Value* is apportioned among the appraisal properties on the basis of the ratios between their respective maximum annual special tax obligations and the total maximum annual special tax revenues required to meet the annual debt service pertaining to the subject community facilities district. These obligations and revenues are set forth in Attachment 1 of the Rate, Method of Apportionment, and Manner of Collection of the Special Tax, adopted by the City Council of the City of Woodland on June 22, 2004.

The following table sets forth the apportioned values of the appraisal properties:

APPORTIONMENT OF BULK SALE VALUE
COMMUNITY FACILITIES DISTRICT NO. 2004-1
(SPRING LAKE)

	PROPERTY OWNERSHIP	ASSESSOR'S PARCEL NUMBER	BASE MAXIMUM SPECIAL TAX	PERCENTAGE OF TOTAL SPECIAL TAX REVENUE	VALUE ALLOCATION*
1.	YOLO RESIDENTIAL INVESTORS, LLC	041-070-43	$298,900	0.1139660	$8,660,000
2.	REVERSE EXCHANGE PROPERTIES INC.	042-010-57	$102,760	0.0391808	$2,980,000
3.	MILDRED HEIDRICK (as Trustee)	042-010-05	$128,300	0.0489188	$3,720,000
4.	KB HOME NORTH BAY INC.	042-010-58	$609,370	0.2323434	$17,660,000
5.	HTW WEST VENTURES, LLC	042-010-59	$434,900	0.1658207	$12,600,000
6.	TURN OF THE CENTURY/ BEEGHLY	042-010-44	$588,570	0.2244127	$17,055,000
7.	TURN OF THE CENTURY	042-030-14	$377,617	0.1439795	$10,940,000
8.	PARLIN SPRING LAKE 1 LLC	042-010-18	$40,296	0.0153642	$1,170,000
9.	PARLIN SPRING LAKE 1 LLC	042-010-17	$42,000	0.0160139	$1,215,000
10.	PARLIN SPRING LAKE 1 LLC	042-010-08	$0	0.0000000	$0
			$2,622,713	1.0000000	$76,000,000

* ROUNDED TO THE NEAREST $5,000

CLARK-WOLCOTT COMPANY, INC.

By: Jeffrey L. Rudolfi Date: 7/15/04
Jeffrey L. Ridolfi, MAI
Certified General Appraiser - #AG003605
State of California

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INTRODUCTION

DESCRIPTION AND SCOPE OF THE APPRAISAL ASSIGNMENT

The appraisal assignment requires the valuation of certain real property interests located within Community Facilities District No. 2004-1 (Spring Lake) in the city of Woodland, Yolo County, California. The purpose for the formation of this community facilities district is to assist in the financing of certain elements of infrastructure that are required to facilitate the development of properties located within the district.

For the purpose of the appraisal, the subject property is, in actuality, a specifically identified grouping of taxable property interests that are not under common ownership but lie within the boundaries of the subject community facilities district, which is located in the southerly and southeasterly portions of the city. The location was historically devoted to agricultural uses, and the appraisal properties today remain largely in an unimproved state. In 1996, however, a transition toward urbanization began, and the properties are now proposed largely for a mixture of single-family and multifamily residential uses.

The appraisal assignment required an inspection of the appraisal properties and their environs. Further investigation and analysis considered past and current real estate market conditions, regional and community trends affecting supply and demand, and other economic factors affecting the properties' current and prospective marketability. Also considered are certain physical and economic factors which influence the overall utility and value of the appraisal properties.

During the course of completing the appraisal, a substantial amount of discussion and interaction occurred with representatives of the City of Woodland, as well as other members of the City's bond financing team and its consultants. At least one responsible party associated with or knowledgeable of each property ownership included in the subject community facilities district was contacted by the appraiser for the purposes of obtaining title and past/pending property sales information, as well as other information pertaining to the nature and costs associated with their prospective developments.

Due to the small quantity of recent and relevant market activity in the city of Woodland, the scope of the required market investigation was expanded to include other similar areas of the Sacramento metroplex, with emphasis finally placed upon market data involving properties located in both the cities and the unincorporated area of Yolo County. These data were obtained from public records, in interviews and documents provided by market participants, and from the Clark-Wolcott Company library.

Other information and data considered or relied upon in the completion of the appraisal assignment were obtained from the City of Woodland, its consultants, through field investigation, and from published sources. This information and data include:

- Various, city-wide, land use planning and zoning documents and maps prepared for and provided by the City of Woodland.

- *Appraisal Standards For Land-Secured Financings* (CDAC 94-6) published in May, 1994 by the California Debt Advisory Commission (former title) of the State of California.

- *Spring Lake Specific Plan*, adopted by the City Council of the City of Woodland on December 18, 2001 (per Resolution No. 4330).

- City of Woodland Building Unit Allocation Ordinance No. 1343, adopted by the City Council of the City of Woodland on April 16, 2002 and amended on June 1, 2004.

- Amendments to the adopted *Spring Lake Specific Plan*, including Resolution Nos. 4399 and 4406, which were adopted by the City Council of the City of Woodland on November 19 and December 17, 2002, respectively, and the Revised

Land Use Plan, as amended on December 17, 2002.

- *Spring Lake Specific Plan Feasibility Analysis* (final report) prepared for Turn of the Century by Economic & Planning Systems, Inc. and dated January 15, 2003.

- *Spring Lake Specific Plan Financing Plan* (final report) prepared for Turn of the Century by Economic & Planning Systems, Inc. and dated January 15, 2003.

- *Spring Lake Specific Plan Infrastructure Study Report* prepared for the City of Woodland by Cunningham Engineering Corporation and dated June 11, 2004.

- *Spring Lake Specific Plan Capital Improvement Plan* prepared for the City of Woodland by Cunningham Engineering Corporation and dated June 11, 2004.

- The Resolution of Formation and pertinent attachments (Resolution No. 4459) associated with Community Facilities District No. 2004-1 (Spring Lake) adopted by the City Council of the City of Woodland on June 22, 2004.

- *Spring Lake Infrastructure Fee Nexus Study* prepared for the City of Woodland by Economic & Planning Systems, Inc. and dated June 29, 2004.

- Tentative subdivision maps of the appraisal properties and/or improvement cost estimates prepared by Donn C. Reiners, Inc., Kimley – Horn and Associates, Inc., Mackay & Somps Civil Engineers, Inc., Morton & Pitalo, Inc., Group 4 Development Consultants, and KB Home North Bay Inc.

Pursuant to the relevant valuation criteria promulgated by the California Debt and Investment Advisory Commission of the State of California (CDIAC) and the adopted appraisal standards of the City of Woodland, an opinion of the *Bulk Sale Value* of the appraisal properties is rendered in order to provide a basis for the underwriting process relating to the proposed sale of community facilities district special tax bonds. At the request of the City of Woodland, the required opinion of value is also apportioned among the appraisal properties in order to facilitate the calculation of their respective value-to-lien ratios.

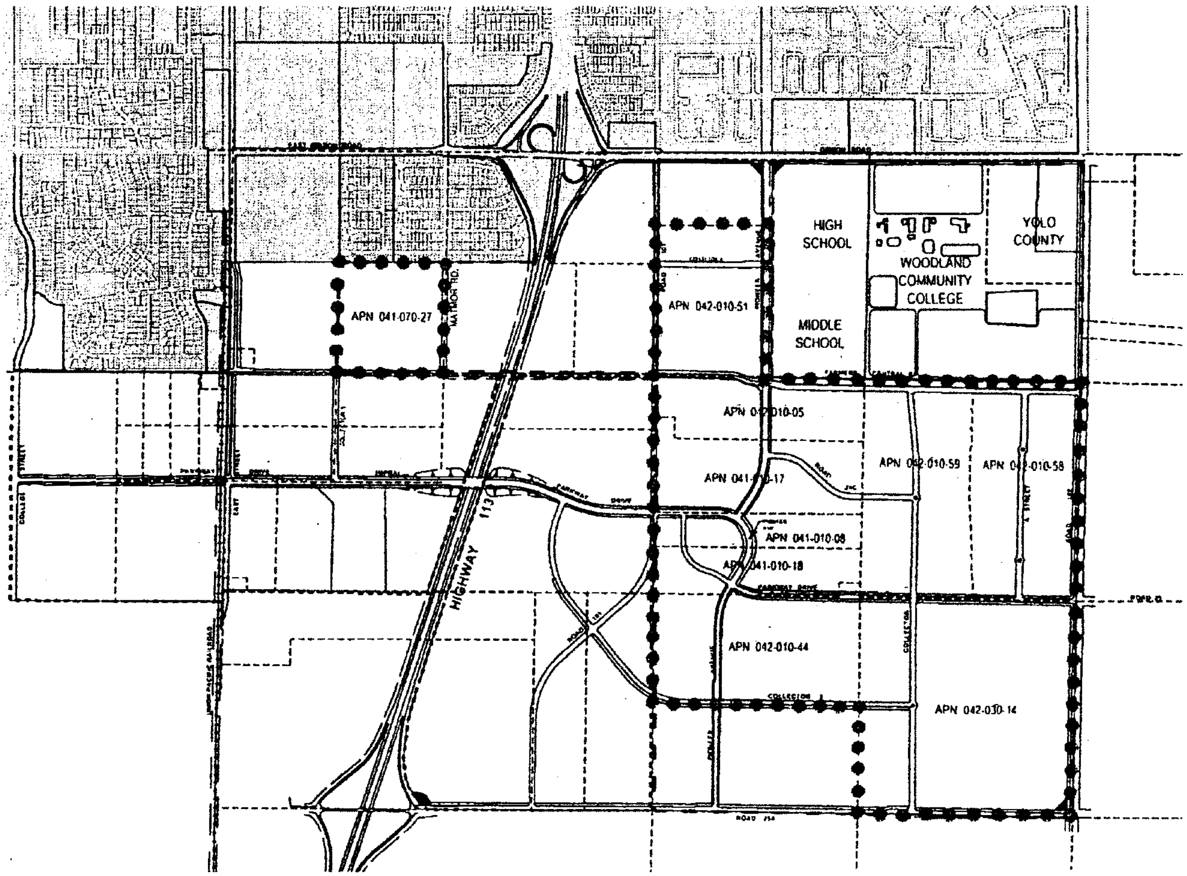
Due primarily to the intended use of the appraisal and the assumed condition of the appraisal properties, the required opinion of value was not developed utilizing the Sales Comparison, Income Capitalization, or Cost approaches. Alternatively, a discounted cash flow analysis is utilized in which a series of forecasted future cash flows is discounted to yield an indication of present value. The discounted cash flow model developed in the valuation analysis incorporates an absorption forecast made by the appraiser with the opinions of retail value associated with each of the property components.

The appraisal is communicated in a Self-Contained Appraisal Report prepared in compliance with Standards Rule 2-2(a) of the Uniform Standards of Professional Appraisal Practice (USPAP) and is the result of a complete appraisal performed under Standard 1.

Pursuant to the provisions of the Competency Rule of the Uniform Standards of Professional Appraisal Practice, Jeffrey L. Ridolfi, MAI, has the appropriate knowledge and experience required to perform and complete the appraisal assignment in a competent manner. Reference is made to the Statement of Qualifications included in the Addenda of this appraisal report as Exhibit A.

PROPERTY OWNERSHIP

The appraisal properties are located in the city of Woodland, Yolo County, California and are within the boundaries of Community Facilities District No. 2004-1 (Spring Lake). The community facilities district boundaries encompass a total gross area of approximately 657.012 acres. Pursuant to the proposed formation of the subject community facilities



RECORDER'S CERTIFICATE

FILED THIS_____ DAY OF __________, 2004 AT THE HOUR OF ____ O'CLOCK __.M. IN BOOK _____ OF MAPS OF ASSESSMENT AND COMMUNITY FACILITIES DISTRICTS AT PAGE ____ IN THE OFFICE OF THE COUNTY RECORDER IN THE COUNTY OF YOLO, STATE OF CALIFORNIA.

COUNTY RECORDER
COUNTY OF YOLO

CITY CLERK'S CERTIFICATE

FILED IN THE OFFICE OF THE CITY CLERK OF WOODLAND THIS_____ DAY OF ___________, 2004.

CITY CLERK

CITY CLERK'S MAP FILING STATEMENT

I DO HEREBY CERTIFY THAT THE WITHINMAP SHOWING PROPOSED BOUNDARIES OF THE COMMUNITY FACILITIES DISTRICT No. 2004-1 WOODLAND, COUNTY OF YOLO, STATE OF CALIFORNIA WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF WOODLAND, AT A MEETING THEREOF, HELD ON THE _____ DAY OF ____________ 2004, BY IT'S RESOLUTION No. ____________.

CITY CLERK

LEGEND:

— — — . . SPECIFIC PLAN BOUNDARY

. . . . MASTER PLAN REMAINDER AREA BOUNDARY

● ● ● ● ● ● ● . . SPRING LAKE COMMUNITY FACILITIES 2004-1 PROPERTIES

- - - - - - - - - . . PROPERTY BOUNDARIES

NORTH
SCALE: 1"=1500'

MARCH 25, 2004

2940 SPAFFORD ST.
Davis, CA 95616
530.758.2026 Fax:
530.758.2066
E-mail: cec@cecdavis.com

SPRING LAKE SPECIFIC PLAN

COMMUNITY FACILITIES DISTRICT 2004-1 BOUNDARY MAP

district, this boundary map was recorded in the office of the Yolo County Recorder on June 7, 2004 in Book 2004 of Maps of Assessment and Community Facilities Districts, at Page 62.

The appraisal properties include eight different ownerships that are depicted on the facing map by assessor's parcel number(s). The following table is presented to more specifically identify the appraisal properties by ownership relative to their respective assessor's parcel number(s):

CITY OF WOODLAND
COMMUNITY FACILITIES DISTRICT NO. 2004-1 (SPRING LAKE)
PROPERTY IDENTIFICATION/OWNERSHIP TABLE

	PROPERTY OWNERSHIP	ASSESSOR'S PARCEL NUMBER	VESTING DATE	GROSS AREA (ACRES)
1.	YOLO RESIDENTIAL INVESTORS, LLC (a California limited liability company)	041-070-43	09/23/03	40.000
2.	REVERSE EXCHANGE PROPERTIES INC. (a California corporation)	042-010-57	09/23/03	55.452
3.	MILDRED HEIDRICK (as trustee)	042-010-05	07/10/03	45.000
4.	KB HOME NORTH BAY INC. (a California corporation)	042-010-58	06/15/04	83.910
5.	HTW WEST VENTURES, LLC (a Delaware limited liability company)	042-010-59	01/07/04	76.640
6.	TURN OF THE CENTURY (a Delaware limited liability company)	042-010-44	10/31/00	81.000
	ROWENA STADTMULLER BEEGHLY (as to a life estate)			
7.	TURN OF THE CENTURY (a Delaware limited liability company)	042-030-14	04/17/03	162.010
8.	PARLIN SPRING LAKE 1 LLC (a California limited liability company)	042-010-18	11/04/03	35.000
9.	PARLIN SPRING LAKE 1 LLC (a California limited liability company)	042-010-17	11/04/03	53.302
10.	PARLIN SPRING LAKE 1 LLC (a California limited liability company)	042-010-08	09/23/03 07/09/04	24.698
				657.012

PROPERTY OWNER CONTACTS / PRIOR SALES HISTORY

At least one responsible party associated with or knowledgeable of each property ownership in the subject community facilities district was contacted by the appraiser for the purpose of obtaining market information concerning prior and/or pending sales, current listings, and offers to purchase involving the appraisal properties. These representatives included:

	PROPERTY OWNERSHIP	PERSON(S) CONTACTED
1.	Yolo Residential Investors, LLC (a California limited liability company)	Steven Gidaro, Peter Bollinger, David Calfee
2.	Reverse Exchange Properties Inc. (a California corporation)	Steven Gidaro, Emily Clover, Thomas Murphy
3.	Mildred Heidrick (as Trustee)	Felix Ybarra
4.	KB Home North Bay, Inc. (a California corporation)	Robert Fowler, Dave Long, Russell Ameter
5.	HTW West Ventures, LLC (a Delaware limited liability company)	Robert Fowler, Melanie Mathews, Bill Streng, Kerri Brage
6.	Turn Of The Century, et al. (a Delaware limited liability company)	Robert Fowler, Melanie Mathews, Bill Streng, Patrick C. Monley
7.	Parlin Spring Lake 1 LLC (a California limited liability company)	Masud S. Monfared, Gene Wiese, Dave Miller

All known market activity related to the appraisal properties is specifically reported in the respective discussions contained in the *Property Description* section of this appraisal report. When relevant, the indications of value provided by these data are subsequently presented and analyzed in the development of the reported opinions of value.

PURPOSE OF THE APPRAISAL

Pursuant to the relevant valuation criteria promulgated by the California Debt and Investment Advisory Commission of the State of California and the adopted appraisal standards of the City of Woodland, the purpose of the appraisal is to render an opinion of the *Bulk Sale Value* of the appraisal properties, as that term is subsequently defined. At the request of the City of Woodland, the required opinion of value is also apportioned among the appraisal properties in order to facilitate the calculation of their respective value-to-lien ratios. The opinions of value are rendered subject to the Assumptions and Limiting Conditions and the Special Assumptions and Limiting Conditions of the appraisal as set forth herein.

INTENDED USE AND USERS OF THE APPRAISAL

The appraisal has been prepared for the use of the Client, the City of Woodland, as an aid in the underwriting process relating to the proposed sale of community facilities district special tax bonds. The intended users are the City of Woodland and its designated financing team consultants. It is further understood that relevant portions and excerpts from the appraisal report may be reproduced for publication in the Official Statement associated with the sale of the bonds. Any other use of the findings, conclusions, and opinions of value reported herein shall render the appraisal invalid.

PROPERTY RIGHTS APPRAISED

Pursuant to the *Appraisal Standards For Land – Secured Financings*, published in May, 1994 by the California Debt and Investment Advisory Commission of the State of California (formerly known as the California Debt Advisory Commission), the property rights appraised is the *fee simple estate, subject to special tax and special assessment liens*. Therefore, the opined value of the subject property does not include the value increments related to the bonded indebtedness that is proposed to encumber the property as of the effective date of value. Alternatively, these bond obligations (debt) are considered to be passed through to the buyer(s) in a manner consistent with typical real estate market practices.

DEFINITION OF VALUE

The term, *Bulk Sale Value*, is defined as follows:

> The most probable price, in a sale of *all* parcels within a tract or development project, to a single purchaser or sales to multiple buyers, over a reasonable absorption period discounted to present value, as of a specified date, in cash, or in terms equivalent to cash, for which the property rights should sell after reasonable exposure, in a competitive market under all conditions requisite to a fair sale, with buyer and seller each acting prudently, knowledgeably, and for self-interest, and assuming that neither is under undue stress. The bulk sale is executed in lieu of the seller proceeding with development and/or marketing of the individual parcels or tracts to end users or merchant builders over a market-oriented absorption period for the type of project.[1]

It should be noted that, as employed in this appraisal, the foregoing definition of value substantially reflects a hypothetical property condition in that certain developmental infrastructure proposed to be funded by the property owners and the bond sale proceeds is assumed to be present and fully operational as of the effective date of value. More complete descriptions and discussions pertaining to this infrastructure are presented in subsequent sections of this appraisal report. Taken collectively, the make-up and diversity of the subject property ownership group, their various fractional interests, and the favorable impacts associated with current market conditions are also factors that would not likely precipitate a bulk sale of the appraisal properties.

EFFECTIVE DATE OF THE APPRAISAL REPORT

The effective date of the appraisal report is the date it is signed by the appraiser. Reference is made to the Executive Summary of the appraisal and the appraiser's Certification.

[1] Appraisal Standards For Land-Secured Financings, California Debt and Investment Advisory Commission, May, 1994, Page 29.

Effective Date of Value

The findings, conclusions, and opinions of value reported herein are made and applicable as of *July 12, 2004*.

ASSUMPTIONS AND LIMITING CONDITIONS

This Appraisal Report and Valuation contained herein are expressly subject to the following assumptions and/or conditions:

1. Title to the Fee Estate Interest in the property is clear and marketable and that there are no recorded or unrecorded matters or exceptions to title that would adversely affect marketability or value. Clark-Wolcott Company, Inc., has not examined title and makes no representations relative to the condition thereof.

2. Clark-Wolcott Company, Inc., has made no survey of property boundaries, and boundaries as they appear on the ground or as represented by the client or client representative, are assumed to be correct.

   Maps, sketches, photographs and other exhibits depicting the appraisal property are intended for illustrating purposes to supplement the narrative description of the properties and are not intended nor should they be construed to represent an exact survey or location of property boundaries.

3. All factual data furnished by the property owner, owner's representative, or persons designated by the owner to supply said data are accurate and correct unless otherwise specifically noted in the appraisal report. Unless otherwise specifically noted in the appraisal report, Clark-Wolcott Company, Inc., has no reason to believe that any of the data furnished contains any material error. Information and data referred to in this paragraph includes, without being limited to, lot and block numbers, Assessor's parcel numbers, land dimensions, acreage or area of the land, net farmable areas, usable areas, rent schedules, income data, historic operating expenses, budgets, and related data. Any material error in any of the above data has a substantial impact on the value reported. Thus, Clark-Wolcott Company, Inc., reserves the right to amend the value reported if made aware of any such error. Accordingly, the client-addressee should carefully review all assumptions, data, relevant calculations, and conclusions within ten days after the date of delivery of this report and should immediately notify Clark-Wolcott Company, Inc., of any questions or errors.

4. All information and data furnished by others in connection with the preparation of this report are accurate and correct, and Clark-Wolcott Company, Inc., has no reason to believe to the contrary unless such is specifically noted in the body of the report. Information included in this context refers to comparable rental and sales data, verification of factual data, and general market data.

5. No responsibility is assumed for building permits, zone changes, engineering or any other services or duty connected with legally utilizing the subject property. Unless otherwise noted in the body of the report, it is assumed that no changes in the present zoning ordinances or regulations governing use, density or shape are being considered.

6. The appraisal has been prepared on the premise that there are no encumbrances or other matters not of record prohibiting utilization of the property under the appraiser's statement of highest and best use.

7. Unless otherwise noted in the body of the report, it is assumed that there are no mineral or sub-surface rights of value involved in this appraisal and that there are no air or development rights of value that may be transferred.

8. This report may not be duplicated in whole or in part without the specific written consent of Clark-Wolcott Company, Inc., nor may this report or copies hereof be transmitted to third parties without said consent, which consent Clark-Wolcott Company, Inc., reserves the right to deny. Exempt from this restriction are duplication for the internal use of the client-addressee and/or transmission to attorneys, accountants, or advisors of the client-addressee. Also exempt from this restriction is transmission of the report to any court, governmental authority, or regulatory agency having jurisdiction over the owner of the property, provided that this report and/or its contents shall not be published, in whole or in part, in any public document without the express written consent of Clark-Wolcott Company, Inc. Finally, this report shall not be advertised to the public or otherwise used to induce a third party to purchase the property. Any third party, not covered by the exemptions herein, who may possess this report, is advised that they should rely on their own independently secured advice for any decision in connection with this property. Clark-Wolcott Company, Inc., shall have no accountability or responsibility to any such third party.

9. Unless specifically set forth in the body of the report, nothing contained herein shall be construed to represent any direct or indirect recommendation of Clark-Wolcott Company, Inc., to buy, sell, or hold the property at the value appraised. Such decisions involve substantial investment strategy questions and must be specifically addressed in consultation form.

10. The real estate market is in a state of constant flux, as is the value of the U.S. dollar. Clark-Wolcott Company, Inc., can offer no assurances that the reported value will remain stable or improve in terms of current dollars. The passage of time or changing economic conditions could result in a change in value, as could a change in the relative value of the U.S. dollar. If the client believes such has occurred, an updated valuation may be in order.

11. The appraiser shall not be required to give testimony or appear in court by reason of this appraisal with reference to the property described herein unless prior arrangements have been made.

12. Unless otherwise stated in this report, the existence of hazardous substances, including without limitation asbestos, polychlorinated biphenyls, petroleum leakage, or agricultural chemicals, which may or may not be present on the property, or other environmental conditions, were not called to the attention of nor did Clark-Wolcott Company, Inc., become aware of such during the appraiser's inspection. Clark-Wolcott Company, Inc., has no knowledge of the existence of such materials on or in the property unless otherwise stated. Clark-Wolcott Company, Inc., however, is not qualified to test for the presence of such substances or conditions. If the presence of such substances, such as asbestos, ureaformaldehyde foam insulation, or other hazardous substances or environmental conditions, may affect the value of the property, the value estimated is predicated on the assumption that there is no such condition on or in the property or in such proximity thereto that it would cause a loss in value. No responsibility is assumed for any such conditions, nor for any expertise or engineering knowledge required to discover them.

    If questions in these areas are critical to the decision process of the reader, the advice of competent engineering or environmental consultants should be obtained and relied upon. If engineering or environmental consultants retained should report negative factors, of a material nature, relative to the condition of the property, such negative information could have a substantial negative impact on the value reported in this appraisal. Accordingly, if negative findings are reported by engineering or environmental consultants, Clark-Wolcott Company, Inc., reserves the right to amend the value reported herein.

SPECIAL ASSUMPTIONS AND LIMITING CONDITIONS

1. The opinions of value reported herein are rendered under the assumption that all authorized improvements (developmental infrastructure) proposed to be constructed pursuant to the sale of Series 2004 special tax bonds related to City of Woodland Community Facilities District No. 2004-1 (Spring Lake) are in place and fully operational as of the effective date of value.

2. The appraisal properties are located in an area that is proposed to be encumbered by community facilities district bond obligations for the provision of infrastructure improvements. Typically, upon the sale of such property, the outstanding bond obligations (debt) are passed through to the buyer. Reflecting these conditions, the opinion of *Bulk Sale Value* reported herein excludes the value increments related to said bond indebtedness.

CERTIFICATION

The undersigned does hereby certify that, except as otherwise noted in this appraisal report:

1. I have personally inspected the properties located within Community Facilities District No. 2004-1 (Spring Lake) in the city of Woodland, California, which are the subject of this appraisal.

2. I have no present or contemplated future interest in the real estate that is the subject of this appraisal report.

3. I have no personal interest or bias with respect to the subject matter of this appraisal report or the parties involved.

4. The professional fee for the appraisal service rendered is dependent solely upon completion of the service evidenced by delivery of this report and is in no way contingent upon the development or reporting of a predetermined value or direction in value that favors the cause of the client, the amount of a value opinion, the attainment of a stipulated result, or the occurrence of a subsequent event directly related to the intended use of this appraisal.

5. To the best of my knowledge and belief, the statements of fact contained in this appraisal report, upon which the analyses, opinions and conclusions expressed herein are based, are true and correct.

6. This appraisal report sets forth all of the limiting conditions (imposed by the terms of the assignment or by the undersigned) affecting the impartial and unbiased professional analyses, opinions and conclusions contained in this report.

7. My engagement in this assignment was not contingent upon developing or reporting predetermined results.

8. The undersigned hereby acknowledges that he has the appropriate education and experience to complete the assignment in a competent manner. The reader is referred to the Qualifications of the Appraiser included in the Addenda of this report as Exhibit A.

9. This appraisal report has been made in conformity with and is subject to the requirements of the Code of Professional Ethics and Standards of Professional Appraisal Practice of the Appraisal Institute. Furthermore, the use of this report is subject to the requirements of the Appraisal Institute relating to review by its duly authorized representatives. The reported analyses, opinions, and conclusions were developed, and this report has been prepared, in conformity with the requirements of the Code of Professional Ethics & Standards of Professional Appraisal Practice of the Appraisal Institute, which include the Uniform Standards of Professional Appraisal Practice (USPAP).

10. The Appraisal Institute conducts a program of continuing education for its designated members. As of the date of this report, the undersigned, Jeffrey L. Ridolfi, MAI, has completed the requirements of the continuing education program of the Appraisal Institute.

11. No one other than the undersigned prepared the analyses, conclusions and opinions concerning real estate that are set forth in this appraisal report. No one provided significant real property appraisal assistance to the undersigned.

By: Jeffrey L. Ridolfi Date: 7/15/04

Jeffrey L. Ridolfi, MAI
Certified General Appraiser - #AG003605
State of California

EXHIBIT A

QUALIFICATIONS OF THE APPRAISER

QUALIFICATIONS OF
JEFFREY L. RIDOLFI, MAI

CLARK-WOLCOTT COMPANY, INC.
11344 COLOMA ROAD, SUITE 245
RANCHO CORDOVA, CALIFORNIA 95670
PHONE: 916-852-9470
FAX: 916-852-1229

PROFESSIONAL EXPERIENCE

Mr. Ridolfi was employed by the Pacific Gas & Electric Company from 1972 until 1988 and held a variety of positions related to real property matters including land surveying, mapping, right-of-way and property acquisition, land sales and management, eminent domain, and appraisal. Mr. Ridolfi joined the firm of Clark-Wolcott Company, Inc. in 1988 and became a principal and Vice President in January, 1992.

In addition to completing various types of valuation, consulting, and litigation assignments, Mr. Ridolfi is an acknowledged contributor to the development of *Appraisal Standards For Land Secured Financings*, published in May, 1994 by the California Debt Advisory Commission of the State of California. Mr. Ridolfi also contributed to the revision of that text as well as the companion document, *Recommended Practices in the Appraisal of Real Estate for Land-Secured Financings*, which were published in July, 2004 by the California Debt and Investment Advisory Commission of the State of California. Mr. Ridolfi has served as a panel member in industry-sponsored seminars relating to the valuation of properties located within Mello-Roos community facilities districts and assessment districts.

EDUCATION

Associate in Arts degree in Business Administration from Sierra College, Rocklin, California. Graduated 1970.

Bachelor of Science degree in Business Administration from California State University, Chico. Graduated 1972.

American Institute of Real Estate Appraisers[1] courses successfully completed include:

- Appraisal Principles - 1978 (challenged examination).
- Capitalization Theory and Techniques - 1979.
- Case Studies in Real Estate Valuation - 1980.
- Valuation Analysis and Report Writing - 1980.
- Litigation Valuation - 1981.
- Real Estate Investment Analysis - 1983.
- Industrial Valuation - 1984.
- Market Analysis - 1986.
- Standards of Professional Practice - 1982, 1987, 1993, 1998, 2001.

[1] As of January, 1991, the American Institute of Real Estate Appraisers merged with the Society of Real Estate Appraisers to become the Appraisal Institute.

PROFESSIONAL AFFILIATIONS

1. Member of the Appraisal Institute (MAI) - Certificate #7453 awarded November, 1986.
   - Sacramento Valley Chapter Education Committee - Member (1989).
   - Sacramento Valley Chapter Admissions Committee - Member and occasional Chair (1989-1991).
   - Regional Professional Standards Panel - Member (1988-1991).
   - National Experience Review Panel - Member (1991-Present).
   - Assistant Regional Member of the Review and Counseling Division (1992-1997).
   - Sacramento Sierra Chapter Admissions Committee - Member (1997-2002).
   - Ethics and Counseling Committee - Regional Panel Member (1997-2002).

2. Member of the International Right of Way Association - elected in February, 1987.

3. Certified General Real Estate Appraiser - State of California
   Identification No. AG003605.

LOCATION AND TYPES OF PROPERTY APPRAISED

During the course of Mr. Ridolfi's career, he has completed appraisals and related work in 48 counties in California and in portions of western Nevada and Arizona. A representative sampling of the types of property he has appraised includes:

- Undeveloped Land: Single- and multifamily residential; residential subdivisions; industrial, commercial, agricultural, and transitional/speculative lands; recreation/ resource properties; and coastal properties.

- Improved Properties: Single- and multifamily residential, retail commercial, industrial, business/professional office, medical office, research and development (R&D), and historic properties.

- Special Purpose: Rights-of-way and easements (permanent and temporary) for roads/utilities and other purposes, assessment districts, Mello-Roos community facilities districts, microwave tower sites, and properties designated for public acquisition (park sites, wetlands/habitat restoration, school sites, etc.).

REPRESENTATIVE LIST OF CLIENTS

- Commercial Lending Institutions/Related Entities

The Money Store
Commerce Bank of Washington
HomeFed Bank
Federal Deposit Insurance Corporation
Security Pacific National Bank
San Jacinto Savings
Resolution Trust Corporation
Capitol Bank of Commerce
Bank of the West
U.S. Bankcorp
Homestead Savings
River City Bank
Sacramento Savings Bank
The Bank of California
Wells Fargo Bank

- Owners/Developers

Lexington Homes
Ahmanson Development
AKT Development Corporation
Union Pacific Railroad
Chrysler Realty
Riverwest Developments
The Heil Company
Elliott Homes, Inc.
System Integrators, Inc.
Apple Computer, Inc.
Santa Fe Pacific Pipelines
Trammel Crow Company
Hillman Properties West, Inc.
Calton Homes of California
Diversified Shopping Centers
Lesher Communications, Inc.
Chevron Real Estate
Mercy Healthcare Sacramento
The Sares Company
Alleghany Properties, Inc.
Olympic Broadcasters
Bellingham Marine
Stanford Ranch
Kaiser Permanente
PM Realty Advisors
Gencorp Aerojet

- Governmental Bodies

City of Folsom
City of Davis
City of Sacramento
City of Roseville
City of West Sacramento
City of Woodland
County of Sacramento
County of Placer
Roseville Community Hospital
Reclamation District 900
Rancho Murieta Community Services District
Sacramento Housing & Redevelopment Agency
Sacramento Regional Transit District

- School Districts

Rocklin Unified School District
Buckeye Union School District
Rescue Union School District
Elk Grove Unified School District
Folsom Cordova Unified School District
Roseville Joint Unified School District
Auburn Union School District
Dry Creek Joint Elementary School District

- Law Firms

McDonough, Holland & Allen
Kronick, Moskovitz, Teidemann & Girard
Brobeck, Phleger & Harrison
Porter, Scott, Weiberg & Delehant
Desmond, Miller, & Desmond
Sedgwick, Detert, Moran & Arnold
Miller, Starr & Regalia
Diepenbrock, Wulff, Plant & Hannegan
Sonnenschein, Nath & Rosenthal
Burger & Plavan
Morrison & Foerster LLP
Desmond, Nolan, Livaich & Cunningham

- Other

Westhoff, Cone, & Holmstedt (municipal bond financing)
The Spink Corporation (engineers)
Ernst & Young (accountants)
The University of California
St. Paul Fire and Marine Insurance Company
The First Boston Corporation (financial consultants)
Miller & Schroeder Financial, Inc. (municipal bond financing)
Stone & Youngberg (municipal bond financing)
CH2MHILL (engineers)
First American Title Insurance Company

APPENDIX D

GENERAL AND ECONOMIC INFORMATION ON THE CITY OF WOODLAND

Overview

The City of Woodland (the "City") is located in Yolo County (the "County") approximately 81 miles northeast of San Francisco and approximately 20 miles northwest of Sacramento at the intersection of Interstate 5 and State Route 113. The City has been the seat of government for the County since 1862 and is the industrial and agricultural center of the County. The City encompasses approximately 14.5 square miles near the center of the California's Central Valley. Woodland enjoys a mean temperature of 61.5 degrees and an annual average rainfall of 17.28 inches.

The City has a diversified economic base that has its origins in agriculture. However, due to the proximity of the City to major transportation arteries (Interstate 5 and State Route 113), and major waterways, the City has also become increasingly important as a manufacturing and distribution center of products including, food processing, plastics, farm machinery and mobile homes.

City Government

The City was incorporated in 1871 and operates as a general law city as provided by the Constitution and laws of the State. The City is governed by a five-member City Council, each of whom is elected on a city-wide basis for four-year terms. Terms are staggered such that two council seats are open for election in one year with the other three seats open for election two years later. The City Council currently elects a Mayor and Vice Mayor every two years following the election and seating of new Councilmembers. Council elections are held in even-numbered years.

The City operates on a Council/Manager system of government. The City Council appoints the City Manager, who is responsible for daily administration of City affairs and preparation and submission of the annual budget under the direction of the Mayor and City Council.

The City provides a full range of services delegated to cities under State law. These services include public safety (police and fire), sanitation and environmental health enforcement, recreational and cultural activities, public improvements, planning, zoning and general administrative services.

Population

Between 1995 and 2004, the City's population increased by a total of 8,700 or approximately 20%. The City has experienced steady population growth since 1990, during this period it is estimated that population has grown by 13,000 or approximately 33%. The City is the second most populous in the County. Table D-1 illustrates the population of the City and the County for 1990 and 1995 through January 1, 2004

Table D-1
CITY, COUNTY AND STATE POPULATION
1990 and 1995 through 2004†

Year	City	Yolo County	State
1990	39,500	141,210	30,595,770
1995	43,800	152,900	31,617,000
1996	45,050	155,700	31,837,000
1997	46,150	158,300	32,207,000
1998	44,000	160,700	32,657,000
1999	48,100	163,500	33,140,000
2000	48,850	167,400	33,753,000
2001	49,850	171,400	34,367,000
2002	50,400	176,300	35,000,000
2003	51,600	181,100	35,612,000
2004	52,500	184,500	36,144,000

† Estimates are as of January 1.

Sources: State of California Department of Finance, Revised Historical City, County and State Population Estimates, 1991-2000, with 1990 and 2000 Census Counts and State of California, Department of Finance, E-4 Population Estimates for Cities, Counties and the State, 2001-2003, with 2000 DRU Benchmark.

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Employment

Generally, over the past several years, the employment level in the City has grown and unemployment rates have declined. Table D-2 represents the average labor patterns in the City, the County of Yolo, the State of California, and the United States from 1999 through 2003 and July 2004.

Table D-2
ESTIMATES OF CIVILIAN LABOR FORCE, EMPLOYMENT, and UNEMPLOYMENT
Annual Average for Calendar Years 1999 through 2003 and for July 2004†

Year and Area	Labor Force	Employment	Unemployment	Unemployment Rate
1999				
City	25,820	24,580	1,240	4.8%
County	90,500	86,600	3,900	4.4
State	16,376,600	15,522,300	853,300	5.2
United States	139,368,000	138,488,000	5,880,000	4.2
2000				
City	26,530	25,260	1,270	4.8
County	93,000	89,000	4,000	4.3
State	16,892,000	16,056,000	835,500	4.9
United States	140,863,000	136,208,000	5,655,000	4.0
2001				
City	26,330	25,080	1,250	4.7
County	92,400	88,400	4,000	4.3
State	17,171,600	16,249,100	922,500	5.4
United States	141,815,000	135,073,000	6,742,000	4.8
2002				
City	27,200	25,690	1,510	5.5
County	95,300	90,500	4,800	5.0
State	17,375,800	16,214,900	1,160,900	6.7
United States	144,863,000	136,485,000	8,378,000	5.8
2003				
City	28,100	26,480	1,620	5.8
County	98,500	93,300	5,200	5.2
State	17,460,000	16,282,700	1,177,300	6.7
United States	146,510,000	137,736,000	8,774,000	6.0
July 2004†				
City	28,630	27,150	1,480	5.2
County	100,400	95,700	4,700	4.7
State	17,829 ,000	1,667,500	1,152,300	6.5
United States	147,856 ,000	139,660,000	8,196,000	5.5

† Preliminary.
Sources: California State Employment Development Department and U.S. Department of Labor, Bureau of Labor Statistics.

Largest Employers

Table D-3 represents the largest public and private employers in the City.

Table D-3
CITY OF WOODLAND
TEN LARGEST EMPLOYERS
As of June 30, 2002†

Public Entity	Product/Service	Number of Employees
Woodland Joint Unified School District	Education	1,545
County of Yolo	Governmental Operations	1,460
Woodland Health Care	Health Services	986
Rite-Aid Drug Stores	Distribution Center	625
Dayton Hudson Company (Target)	Distribution Center	800
Nugget Markets, Food 4 less	Grocery Store	350
City of Woodland	Local Government	320
Fleetwood Homes of N. California	Manufactured Housing	300
Walgreens	Distribution Center	300
Silver Crest/Western Homes	Mobile Homes Manufacturing	290

† Most recent data available.
Source: Woodland Chamber of Commerce.

Commercial Activity

A five-year history of total taxable transactions for the City is shown in Table D-4.

Table D-4
CITY OF WOODLAND
Taxable Retail Sales Data for Calendar Years 1998 to 2002
($ in 000's)

	1998(1)	1999	2000	2001	2002(2)
RETAIL STORES					
Apparel Stores		$8,830	$7,942	$7,188	$9,279
General Merchandise		102,717	104,765	109,429	110,342
Food Stores		38,819	39,444	41,871	41,958
Eating & Drinking Places		36,618	38,146	40,945	41,659
Home Furnishings and Appliances		8,765	9,148	10,737	10,760
Building Materials and Farm Implements		69,245	74,540	76,947	87,752
Auto Dealers and Auto Supplies		88,054	90,374	90,529	93,500
Service Stations		42,616	50,577	25,306	26,161
Other Retail Stores	–	42,834	49,338	45,465	47,185
TOTAL RETAIL STORES	$401,163	438,498	463,824	448,417	$468,596
All Other Outlets	99,948	112,865	162,603	165,179	144,871
TOTAL ALL OUTLETS	$501,111	$551,363	$626,427	$613,596	$613,467

(1) Detailed information is not available.
(2) Most recent detailed annual data available.
Source: State Board of Equalization.

Construction Activity

During Fiscal Year 2002-03, the City issued commercial building permits with a valuation of over \$14.6 million. This included the construction of a 127,000 square foot Home Depot Store and Garden Center; a major warehousing facility; and several smaller projects, including gasoline stations and storage facilities. A Home Depot and an Applebees family restaurant opened in fall 2002.

Construction was completed in spring 2004 on a 35,000 square foot, Class A commercial office facility by the Wiseman Group. A new neighborhood shopping center complex located on approximately 12.6 acre site in the southeastern edge of the City, with BelAir Markets as the main tenant, is under construction with occupancy expected in fall 2004.

A five-year history of building permits and valuation appears in Table D-5.

Table D-5
CITY OF WOODLAND
BUILDING PERMITS AND VALUATIONS
FISCAL YEARS 1999-00 THROUGH 2003-04

	Commercial Construction		Residential Construction		
Fiscal Year	Number of Permits	Value	Number of Permits	New Dwelling Units	Value
1999-00	17	\$1,689,417	37(1)	113	\$1,902,064
2000-01	247	29,213,653	41(2)	58	9,416,647
2001-02	12	26,880,302	137	123	117,573,744(3)
2002-03	58	14,624,832	443	240	38,953,059
2003-04(4)	35	13,632,267	392(5)	238(6)	48,967,046

(1) Two of the permits were for construction of multifamily housing units representing an aggregate of 78 new dwelling units.
(2) One permit was for construction of multifamily housing units representing an aggregate of 20 new dwelling units.
(3) Includes a multifamily residential development.
(4) Represents only new commercial and industrial construction, including buildings, additions and tenant improvements.
(5) Represents new multifamily units.
(6) Represents single family homes and duplex units.
Preliminary.
Source: City of Woodland.

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Agriculture

The City's diversified economic base includes manufacturing, warehousing, retail and agriculture. Table D-6 lists the top leading agricultural crops within the County for the past five years.

TABLE D-6
COUNTY OF YOLO
Ten Leading Crops for Years 1999 to 2003
($ in 000's)

	1999	2000	2001	2002	2003
Processing Tomatoes	$132,668	$76,496	$68,752	$74,135	$61,189
Rice	24,343	34,597	28,316	27,687	39,899
Wine Grapes	35,431	40,873	33,241	44,675	37,366
Alfalfa Hay	23,788	21,420	31,839	32,804	31,089
Seed Crops	26,572	19,975	17,079	14,999	17,943
Wheat	7,355	8,382	9,629	8,537	16,350
Walnuts	9,657	9,885	12,601	11,464	12,274
Almonds	–	–	–	–	12,220
Organic Crops	–	–	8,288	9,078	10,637
Cattle and Calves	9,916	10,034	9,485	7,695	10,185
Safflower	–	–	–	6,697	–
Field Corn	–	13,670	7,558	–	–
Honeydew Melons	9,257	7,487	–	–	–
Prunes	7,110	–	–	–	–
TOTAL TEN LEADING CROPS	286,098	242,819	226,788	237,771	249,152
Other Crops	53,839	59,917	61,791	62,010	55,368
TOTAL	$339,937	$302,736	$288,579	$299,781	$304,520
Percent Ten Leading Crops of Total Production	84.16%	80.21%	78.59%	79.31%	81.82%

Source: Yolo County Department of Agriculture.

Median Household Income

"Effective buying income" ("EBI") is a classification developed exclusively by *Sales & Marketing Management* magazine to distinguish it from other sources reporting income statistics. EBI is defined as "money income" less personal tax and nontax payments - a number often referred to as "disposable" or "after-tax" income. Money income is the aggregate of wages and salaries, net farm and nonfarm self-employment income, interest, dividends, net rental and royalty income, Social Security and railroad retirement income, other retirement and disability income, public assistance income, unemployment compensation, Veterans Administration payments, alimony and child support, military family allotments, net winnings from gambling and other periodic income. Money income does not include money received from the sale of property (unless the recipient is engaged in the business of selling property); the value of "in-kind" income such as food stamps, public housing subsidies, medical care, employer contributions for persons, etc.; withdrawal of bank deposits; money borrowed; tax refunds; exchange of money between relatives living in the same household; gifts and lump-sum inheritances, insurance payments, and other types of lump-sum receipts. EBI is computed by deducting from money income all personal income taxes (federal, state and local), personal contributions to social insurance (Social Security and federal retirement payroll deductions), and taxes on owner-occupied nonbusiness real estate.

Table D-7
CITY OF WOODLAND, YOLO COUNTY, STATE OF CALIFORNIA AND UNITED STATES
EFFECTIVE BUYING INCOME
1999-2003

Year and Area	Total Effective Buying Income ($ in 000's)	Median Household Effective Buying Income
2003		
City	$796,565	$40,321
County	2,903,495	37,303
State	647,879,427	42,484
United States	5,340,682,818	38,035
2002		
City	$833,810	$40,996
County	2,885,737	38,012
State	650,521,407	43,532
United States	5,303,481,498	38,365
2001		
City	$712,013	$35,554
County	2,722,310	35,183
State	652,190,282	44,464
United States	5,230,824,904	39,129
2000		
City	$645,774	$33,575
County	2,389,387	32,494
State	590,376,663	39,492
United States	4,877,786,658	37,233
1999		
City	$658,621	$34,091
County	2,274,363	30,927
State	551,999,317	37,091
United States	4,621,491,730	35,377

Sources: Sales & Marketing Management, 1999, 2000, 2001, 2002 and 2003 *Survey of Buying Power and Media Markets.*

Transportation

The County has a well-developed transportation network which includes road, rail, and shipping services. Interstate 80, a transcontinental highway linking San Francisco with points east is nine miles to the south of Woodland via State Route 113. Interstate 5, a transcontinental North-South route, and State Routes 113 and 16 intersect in the City.

Southern Pacific/Union Pacific railroad crosses the County with its main line generally paralleling Interstate 80, with trunk lines running into adjoining counties. Union Pacific has connecting track from Sacramento to Woodland. Freight transportation is also provided by several intra-state and transcontinental trucking firms. Waterborne facilities are available through the Sacramento-Yolo Port

District immediately to the south of the City. Ships can reach Sacramento from San Francisco Bay in less than eight hours.

The Sacramento Metropolitan Airport is located approximately 12 miles south of the City and is served by most major carriers as well as commuter carriers. Service is available to all principal cities on the West Coast as well as direct flights to other major cities in the United States.

Education and Community Services

Public school education is provided by the Woodland Joint Unified School District's 12 elementary schools, two junior high schools, two senior high schools and an alternative/adult education program. In addition, there are schools maintained by the County Superintendent of Schools for handicapped, Juvenile Court and occupational and vocational training students. There are four religious schools offering elementary and secondary education.

Woodland Community College, a two year college within the Yuba Community College District, has a campus for 1,200 full-time and 1,800 part-time students within the City. It features a well regarded Vocational Nursing Program along with strong agri-business and business departments.

The University of California at Davis is located ten miles to the south via State Route 113 on the Solano-Yolo County line in the northeast corner of Solano County. The University is well known for its agricultural research. Originally a university farm, the campus developed into a four-year agricultural college in the 1920's and has since expanded into other fields, including engineering, law, medicine and veterinary medicine. The current enrollment of the University is over 30,000 students.

Cultural facilities in the City and surrounding area include the Woodland Opera House, the Sacramento Community Center, the Sacramento Music Circus and the recently opened Mondovi Center on the U.C. Davis campus. The Carnegie City Library has space for approximately 100,000 volumes.

Local newspaper coverage is provided by the Daily Democrat which is published seven times a week. Financial institutions located in the City include eight banks and four savings and loans.

The Parks, Recreation and Community Services Department of the City maintains approximately 26 parks. This parkland offers a variety of recreational facilities which include a senior citizens center, a youth center, a gymnasium and a facility for large meetings and activities.

The City operates its own police force and fire department. The police force has 64 sworn officers and support staff. The new approximately 40,000 square foot police facility, which is designed to accommodate the department through 2020 was completed in April 2004. The fire department operates out of three fire stations and consists of 42 full time personnel and a reserve force of 40.

Property Taxation

Ad Valorem Property Taxes

City property taxes are assessed and collected by the County of Yolo (the "County") at the same time and on the same rolls as are County, school and special district property taxes. The County is permitted under State law to pass on costs for certain services provided to local government agencies including the collection of property taxes. The County imposed a fee on the City of approximately 1.5% of taxes collected for tax collection services provided in Fiscal Year 2002-2003.

Assessed Valuations

All property is assessed using full cash value as defined by Article XIIIA of the State Constitution. State law provides exemptions from ad valorem property taxation for certain classes of property such as churches, colleges, nonprofit hospitals and charitable institutions.

Future assessed valuation growth allowed under Article XIIIA (new construction, certain changes of ownership, 2% inflation) will be allocated on the basis of "situs" among the jurisdictions that serve the tax rate area within which the growth occurs. Local agencies and schools will share the growth of "base" revenues from the tax rate area. Each year's growth allocation becomes part of each agency's allocation in the following year. The availability of revenue from growth in tax bases to such entities may be affected by the establishment of redevelopment agencies which, under certain circumstances, may be entitled to revenues resulting from the increase in certain property values.

The passage of Assembly Bill 454 in 1987 changed the manner in which unitary and operating nonunitary property is assessed by the State Board of Equalization. The legislation deleted the formula for the allocation of assessed value attributed to such property and imposed a State-mandated local program requiring the assignment of the assessment value of all unitary and operating non-unitary property in each county of each State assessee other than a regulated railway company. The legislation established formulas for the computation of applicable county-wide rates for such property and for the allocation of property tax revenues attributable to such property among taxing jurisdictions in the county beginning in fiscal year 1988-89. This legislation requires each County to issue each State assessee, other than a regulated railway company, a single tax bill for all unitary and operating nonunitary property.

Table D-8 represents a five-year history of assessed valuations in the City:

Table D-8
CITY OF WOODLAND
ASSESSED VALUATIONS
(in $000's)

Fiscal Year	Local Secured and Unsecured†	% Change
2000-01	$2,519,479	–
2001-02	2,701,851	7.24%
2002-03	2,841,812	5.18
2003-04	3,061,685	7.74
2004-05	3,327,099	8.67

† The City does not impose any utility taxes.
Source: Yolo County Assessor's Office.

Tax Levies, Collections and Delinquencies

Taxes are levied for each fiscal year on taxable real and personal property which is situated in the City as of the preceding January 1. A supplemental roll is developed when property changes hands or new construction is completed that produces additional revenue.

Secured property taxes are due on November 1 and March 1 and become delinquent, if not paid by December 10 and April 10, respectively. A 10% percent penalty attaches to any delinquent payment for secured roll taxes. In addition, property on the secured roll with respect to which taxes are delinquent becomes tax-defaulted. Such property may thereafter be redeemed by payment of the delinquent taxes and the delinquency penalty, plus a redemption penalty to the time of redemption. If taxes are unpaid for a period of five years or more, the property is subject to auction sale by the County Tax Collector.

In the case of unsecured property taxes, a 10% penalty attaches to delinquent taxes on property on the unsecured roll, and an additional penalty of 1.5% per month begins to accrue beginning November 1st of the fiscal year, and a lien is recorded against the assessee. The taxing authority has four ways of collecting unsecured personal property taxes: (1) a civil action against the taxpayer; (2) filing a certificate in the office of the County Clerk specifying certain facts in order to obtain a judgment lien on specific property of the taxpayer; (3) filing a certificate of delinquency for record in the County Recorder's Office in order to obtain a lien on specified property of the taxpayer; and (4) seizure and sale of personal property, improvements or possessory interests belonging or assessed to the assessee.

Each county levies (except for levies to support prior voter-approved indebtedness) and collects all property taxes for property falling within that county's taxing boundaries.

Teeter Plan

The City is located within County of Yolo (the "County"), which is following the "Teeter Plan" (defined below) with respect to property tax collection and disbursement procedures. Under this plan, a county can implement an alternate procedure for the distribution of certain property tax levies on the secured roll pursuant to Chapter 3, Part 8, Division 1 of the Revenue and Taxation Code of the State of California (comprising Section 4701 through 4717, inclusive) (the "Law"), commonly referred to as the "Teeter Plan." The Law has authorized the use of the Teeter Plan for over 45 years.

Generally, the Teeter Plan provides for a tax distribution procedure by which secured roll taxes, special taxes and assessments are distributed to taxing agencies within a county included in the Teeter Plan on the basis of the tax levy, rather than on the basis of actual tax collections. A county then receives all future delinquent tax payments, penalties and interest, and a complex tax redemption distribution system for all taxing agencies is avoided. In connection with the Teeter Plan, a county can advance to the participating taxing agencies an amount equal to 95% of the total then-prior years' delinquent secured property taxes, 100% of the total then-prior years' delinquent secured special taxes, including the associated penalties and interest, and 100% of the then-current year's secured roll levy.

The valuation of property is determined as of January 1 each year and equal installments of tax levied upon secured property become delinquent on the following December 10 and April 10. Taxes on unsecured property are due May 15 and become delinquent August 31.

The Board of Supervisors of the County may discontinue the procedures under the Teeter Plan altogether, or with respect to any tax or assessment levying agency in the County, if the rate of secured tax and assessment delinquency in that agency in any year exceed 3% of the total of all taxes and assessment levied on the secured rolls for that agency.

Thus, so long as the County maintains its policy of collecting taxes pursuant to said procedures and the City meets the Teeter Plan requirements, the City will receive 100% of the annual installments levied without regard to actual collections in the City. There is no assurance, however, that the County Board of Supervisors will maintain its policy of apportioning taxes pursuant to the aforementioned procedures.

Principal Property Taxpayers

A summary of the City's Fiscal Year 2002-2003 largest secured taxpayers is presented in Table D-9 below:

Table D-9
CITY OF WOODLAND
TOP TEN TAXPAYERS
FISCAL YEAR 2002–2003†

Tax Payer	Type of Business	2002-03† Assessed Valuation	% Total Assessed Valuation
Walgreen Co.	Distribution Facility	$94,793,296	3.59%
Dayton Hudson Corp.	Distribution Facility	87,136,691	3.30
Panattoni Investments	Property Development	32,709,539	1.24
NNN County Fair Mall LLC	County Fair Mall Property	28,448,204	1.08
Woodland Biomass Power Ltd., et. al.	Retail	28,212,876	1.07
Payless Drug Stores	Power Generation	26,169,554	0.99
PCD Investment, et. al.	Distribution Facility	20,490,802	0.78
Autumn Run Investors	Investment	20,075,226	0.76
Calwest Industrial Properties	Real Estate Investment	18,411,524	0.70
Prologis Trust	Real Estate Investment	17,800,480	0.67
TOTAL TOP TEN		$374,248,192	14.18%
Others		2,265,130,323	85.82
TOTAL		$2,639,378,515	100.00%

† Most recent data available.
Source: Yolo County Assessor's Office.

APPENDIX E

SUMMARY OF CERTAIN PROVISIONS OF THE FISCAL AGENT AGREEMENT

The following is a summary of selected provisions of the Fiscal Agent Agreement that are not described elsewhere in this Official Statement. This summary does not purport to be comprehensive and reference should be made to the Fiscal Agent Agreement for a full and complete statement of its provisions. All capitalized terms not defined in this Official Statement have the meanings set forth in the Fiscal Agent Agreement.

Definitions

Annual Debt Service means for each Bond Year the aggregate amount of principal and interest becoming due and payable on all Bonds, but excluding any interest for which there are moneys deposited in the Interest Fund from the proceeds of any Series of Bonds or other source and reserved as capitalized interest to pay such interest.

Bond Reserve Requirement means, as of any date of calculation, the least of (i) Maximum Annual Debt Service as of such date, (ii) 125% of average Annual Debt Service on all Bonds Outstanding as of such date and (iii) 10% of the original principal amount of the Bonds (or, if a Series of Bonds is sold with more than a *de minimis* amount of original issue discount or premium, the issue price of such Bonds (excluding pre-issuance accrued interest), as those terms are defined in the Code, shall be used in the calculation).

Bond Year means the period ending on September 1 of each year with the first Bond Year ending on September 1, 2005, and the last Bond Year ending on the date on which none of the Bonds remain outstanding.

Business Day means any day other than a Saturday, Sunday, or a day on which banking institutions in the state in which the Corporate Trust Office is located or the State of New York are authorized or obligated by law or executive order to be closed.

CFD means the City's Community Facilities District No. 2004-1 (Spring Lake), a community facilities district duly established within the geographical jurisdiction of the City pursuant to the Law (which is referred to as the District in the Official Statement).

Code means the Internal Revenue Code of 1986 and the regulations applicable to or issued thereunder.

Corporate Trust Office or **corporate trust office** means the corporate trust office of the Fiscal Agent at One California Street, Suite 2550, San Francisco, CA 94111, Attention: Corporate Trust Services, or such other or additional offices as may be designated by the Fiscal Agent.

Costs of Issuance means all items of expense directly or indirectly payable by or reimbursable to the City and related to the original authorization, execution, sale, and delivery of the Bonds, including but not limited to advertising and printing costs, costs of preparation and reproduction of documents, costs of printing and distribution of the preliminary and final official statements, filing and recording fees, initial fees and charges of the Fiscal Agent, legal fees and charges, fees and disbursements of consultants and professionals, financial advisor fees and expenses, rating agency fees, fees and charges for preparation, execution, transportation and safekeeping of Bonds, and any other cost, charge, or fee in connection with the original delivery of Bonds.

Defeasance Securities means the following:

(A) United States Treasury Certificates, Notes, and Bonds (including State and Local Government Series -- "SLGS").

(B) Direct obligations of the Treasury that have been stripped by the Treasury itself, CATS, TGRS, and similar securities.

(C) The interest component of Resolution Funding Corp. (REFCORP) strips that have been stripped by request to the Federal Reserve Bank of New York in book-entry form.

(D) Pre-refunded municipal bonds rated "Aaa" by Moody's and "AAA" by Standard & Poor's. If, however, the pre-refunded bonds are rated by Standard & Poor's but are not rated by Moody's, then the pre-refunded bonds must have been pre-refunded with cash, direct U.S. or U.S. guaranteed obligations, or Aaa-rated pre-refunded municipal bonds.

(E) Obligations issued or guaranteed by the following agencies that are backed by the full faith and credit of the U.S.:

(1) U.S. Export-Import Bank (Eximbank)
Direct obligations or fully guaranteed certificates of beneficial ownership

(2) Farmers Home Administration (FmHA)
Certificates of beneficial ownership

(3) Federal Financing Bank

(4) General Services Administration
Participation certificates

(5) U.S. Maritime Administration
Guaranteed Title XI financing

(6) U.S. Department of Housing and Urban Development (HUD)
Project Notes
Local Authority Bonds
New Communities Debentures - U.S. government guaranteed debentures
U.S. Public Housing Notes and Bonds - U.S. government guaranteed public housing notes and bonds

Fiscal Year means the period beginning on July 1 of each year and ending on the next succeeding June 30 or any other twelve-month period hereafter selected and designated as the official fiscal year period of the City.

Investment Securities means any securities in which funds of the City may be legally invested as provided by applicable law in effect at the time of such investment, subject to any limitations imposed by the investment policy approved by the City Council, but without regard to any limitations contained therein concerning the maximum percentage limitations for any particular investment. Investment Securities also include (a) money market funds, including funds of the Fiscal Agent or any of its affiliates, and (b) investment agreements, including guaranteed investment contracts.

Mandatory Sinking Account Payment means, with respect to Bonds of any Series and maturity, the amount required by the Fiscal Agent Agreement or a Supplemental Fiscal Agent Agreement to be deposited by the City in a Sinking Account for the payment of Term Bonds of such Series and maturity.

Maximum Annual Debt Service shall mean the greatest amount of principal and interest becoming due and payable on all Bonds in any Bond Year including the Bond Year in which the calculation is made or any subsequent Bond Year.

Moody's means Moody's Investors Service, a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, and its successors and assigns, except that if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term "Moody's" shall be deemed to refer to any other nationally recognized securities rating agency selected by the City.

Owner, whenever used with respect to a Bond, means the person in whose name such Bond is registered.

Person means a corporation, firm, association, partnership, trust, or other legal entity or group of entities, including a governmental entity or any agency or political subdivision thereof.

Rate and Method of Apportionment means the rate, method of apportionment, and manner of collection of the Special Taxes (which is referred to in the Official Statement as the "Tax Formula") included as Exhibit B to the Resolution of Formation for the CFD.

Rating Category means (i) with respect to any long-term rating category, all ratings designated by a particular letter or combination of letters, without regard to any numerical modifier, plus or minus sign or other modifier and (ii) with respect to any short-term or commercial paper rating category, all ratings designated by a particular letter or combination of letters and taking into account any numerical modifier, but not any plus or minus sign or other modifier.

Redemption Price means, with respect to any Bond (or portion thereof) the principal amount of such Bond (or portion) plus the applicable premium, if any, payable upon redemption thereof pursuant to the provisions of such Bond and the Fiscal Agent Agreement.

Serial Bonds means the Bonds, maturing in specified years, for which no Mandatory Sinking Account Payments are provided.

Series, whenever used with respect to Bonds, means all of the Bonds designated as being of the same series, authenticated and delivered in a simultaneous transaction, regardless of variations in maturity, interest rate, redemption, and other provisions, and any Bonds thereafter authenticated and delivered upon transfer or exchange or in lieu of or in substitution for (but not to refund) such Bonds.

Standard & Poor's means Standard & Poor's, a division of The McGraw Hill Companies, Inc., and its successors and assigns, except that if such rating agency shall no longer perform the functions of a securities rating agency, then the term "Standard & Poor's" shall be deemed to refer to any other nationally recognized securities rating agency selected by the City.

Supplemental Fiscal Agent Agreement means any fiscal agent agreement duly executed and delivered, supplementing, modifying, or amending the Fiscal Agent Agreement, but only if and to the extent that such Supplemental Fiscal Agent Agreement is specifically authorized by the Fiscal Agent Agreement.

Taxable Property means all property described by the definition of the term "Taxable Property" in the Rate and Method of Apportionment (which is all property in the CFD that is not exempted by law or the Rate and Method of Apportionment).

Term Bonds means the Bonds payable at or before their specified maturity date or dates from Mandatory Sinking Account Payments established for that purpose and calculated to retire such Bonds on or before their specified maturity date or dates.

Alternative Funding of Bond Reserve Fund

Letter of Credit. The City may replace all or a portion of the amounts on deposit in the Bond Reserve Fund by delivering to the Fiscal Agent an irrevocable letter of credit issued by a financial institution having unsecured debt obligations rated in one of the two highest Rating Categories of Moody's and Standard & Poor's, in an amount, together with moneys, Investment Securities, insurance policies, or surety bonds on deposit in the Bond Reserve Fund, equal to the Bond Reserve Requirement. Such letter of credit shall have a term no less than three years or, if less, the maturity of the Series of Bonds in connection with which such letter of credit was obtained and shall provide by its terms that it may be drawn upon as described below. At least one year prior to the stated expiration of such letter of credit, the City shall either (i) deliver a replacement letter of credit, (ii) deliver an extension of the letter of credit for at least an additional year or, if less, the maturity of the Series of Bonds in connection with which such letter of credit was obtained, or (iii) deliver to the Fiscal Agent an insurance policy or surety bond satisfying the requirements described below. Alternatively, the City shall include in the Special Taxes to be collected the amount needed to restore the amount on deposit in the Bond Reserve Fund to an amount equal to the Bond Reserve Requirement by no later than one week prior to the stated expiration date of the letter of credit. If an amount equal to the Bond Reserve Requirement as of the date following the expiration of the letter of credit is not on deposit in the Bond Reserve Fund one week prior to the expiration date of the letter of credit (excluding from such determination the letter of credit), the Fiscal Agent shall draw on the letter of credit to fund the deficiency resulting therefrom in the Bond Reserve Fund.

Insurance Policy. The City may replace all or a portion of the amounts on deposit in the Bond Reserve Fund by delivering to the Fiscal Agent an insurance policy or surety bond securing an amount, together with moneys, Investment Securities or letters of credit on deposit in the Bond Reserve Fund, no less than the Bond Reserve Requirement issued by an insurance company whose unsecured debt obligations (or for which obligations secured by such insurance company's insurance policies or surety bonds) are rated in one of the two highest Rating Categories of Moody's and Standard & Poor's. Such insurance policy or surety bond shall have a term of no less than the maturity of the Series of Bonds in connection with which such insurance policy or surety bond was obtained. In the event that such insurance policy or surety bond for any reason lapses or expires, the City shall immediately implement (i) or (iii) of the preceding paragraph or make the required deposits to the Bond Reserve Fund.

Investment of Funds.

All moneys in any of the funds and accounts held by the Fiscal Agent and established pursuant to the Fiscal Agent Agreement shall be invested solely as directed by the City, solely in Investment Securities. Moneys in the Bond Reserve Fund shall be invested in Investment Securities maturing or available on demand within ten years of the date of such investment. Moneys in the remaining funds and accounts shall be invested in Investment Securities maturing or available on demand not later than the date on which it is estimated that such moneys will be required by the Fiscal Agent. Interest earnings and profits resulting from investment of moneys in: (1) the Rebate Fund shall be deposited in the Rebate Fund, except as otherwise directed by the City; (2) the Costs of Issuance Fund, the Series 2004 Capitalized Interest Account, the Acquisition and Construction Fund, and the Acquisition Escrow Fund shall be deposited when received into the Acquisition and Construction Fund, and (3) all other funds and accounts shall be deposited therein.

Additional Bonds

The City may issue additional Series of Bonds secured under the Fiscal Agent Agreement, equally and ratably with Bonds previously issued, for the purpose of providing funds to finance or refinance the costs of any Facilities (or to reimburse the City for the payment of such costs), including payment of costs incidental to or connected with the Facilities, or for the repayment of funds advanced to or for the District, provided that the following requirements (among others specified in the Fiscal Agent Agreement) are satisfied:

No Default. No Event of Default shall have occurred and then be continuing;

Bond Reserve Fund. The balance in the Bond Reserve Fund is increased, if necessary, to an amount at least equal to the Bond Reserve Requirement with respect to all Bonds to be considered Outstanding upon the issuance of such Series;

Principal Amount. The aggregate principal amount of Bonds issued under the Fiscal Agent Agreement does not exceed the amount authorized pursuant to the Law and does not exceed any other limitation imposed by law or by any Supplemental Fiscal Agent Agreement; and

Value-to-Lien Ratio. The aggregate fair market value of all Taxable Property (and the then existing private improvements thereon) on the date of the adoption of the Supplemental Fiscal Agent Agreement authorizing the issuance of such additional Series of Bonds (based on either the assessed valuations thereof as contained in the most recent equalized assessment roll of Yolo County or an MAI appraisal), shall be equal to at least three (3) times the sum of (i) the aggregate principal amount of all Bonds to be Outstanding after the issuance of such additional Series of Bonds, plus (ii) the aggregate principal amount of all outstanding special assessment bonds that are payable from special assessments levied on the Taxable Property, plus (iii) the proportion of the aggregate principal amount of all outstanding bonds issued under the Law (other than the Bonds) that are payable from special taxes to be levied on the Taxable Property. The Escrow-Secured Bond Amount of the Series 2004 Bonds and any amount of additional Bonds similarly secured that are not deemed paid or defeased are Outstanding and shall be taken into account for purposes of satisfying the value-to-lien ratio required described in this paragraph.

Building Permits. The City shall have issued building permits for the construction of at least seven hundred (700) single-family dwelling units within the CFD; or, if the additional Series of Bonds would be the third Series of Bonds issued under the Fiscal Agent Agreement, the City shall have issued building permits for the construction of at least one thousand four hundred (1,400) single-family dwelling units within the CFD.

Debt Service Coverage Ratio. The amount of Special Taxes that may be collected in each Bond Year following issuance of the additional Series of Bonds by application of the Rate and Method of Apportionment shall be no less than 110% of the aggregate of Annual Debt Service due and payable with respect to all Bonds to be Outstanding in such Bond Year.

Other Obligations Secured by Net Special Taxes

The City may not, so long as any of the Bonds are Outstanding, issue any obligations or securities, howsoever denominated, payable in whole or in part from Net Special Taxes except the following:

Series 2004 Bonds and Additional Bonds. The Series 2004 Bonds of any Series authorized in compliance with the provisions of the Fiscal Agent Agreement for the issuance of Additional Bonds; and

Subordinate Obligations. Obligations that are junior and subordinate to the payment of the principal, premium, interest, and reserve fund requirements for the Bonds and which subordinated obligations are payable as to principal, premium, interest, and reserve fund requirements, if any, only out of Net Special Taxes after the prior payment of all amounts then due required to be paid hereunder from Net Special Taxes for principal, premium, interest and reserve fund requirements for the Bonds, as the same become due and payable and at the times and in the manner as required in the Fiscal Agent Agreement.

Principal and Interest Payments.

If the Series 2004 Bonds are no longer in book entry-only form, the principal or Redemption Price of the Bonds shall be payable to the Owner thereof upon surrender thereof in lawful money of the United States of America at the Corporate Trust Office. Interest on the Series 2004 Bonds shall be payable by check mailed by first class mail on each Interest Payment Date or, upon the written request of any Owner of $1,000,000 or more in aggregate principal amount of Bonds who has provided the Fiscal Agent with wire transfer instructions on or before the applicable Regular Record Date, by wire transfer on each Interest Payment Date to the Owner thereof as of the close of business on the Regular Record Date. The Regular Record Date for the Series 2004 Bonds shall be the fifteenth (15th) day of the calendar month immediately preceding the relevant Interest Payment Date.

Any interest on any Bond of any Series that is payable but is not punctually paid or duly provided for on any Interest Payment Date shall forthwith cease to be payable to the Owner on the relevant Regular Record Date. Such defaulted interest shall be paid to the Person in whose name the Bond is registered at the close of business on a Special Record Date for the payment of such defaulted interest to be fixed by the Fiscal Agent. In the name and at the expense of the City, the Fiscal Agent shall cause notice of the payment of such defaulted interest and the Special Record Date to be mailed, first-class postage prepaid, to each Owner of a Bond of such Series at his address as it appears in the Bond Register not fewer than ten days prior to such Special Record Date.

Persons Deemed Owners

The City and the Fiscal Agent will treat the person in whose name any Bond is registered, as shown on the registration books kept by the Fiscal Agent, as the person exclusively entitled to payment of principal, premium, if any, and interest on the Bond and to the exercise of all other rights and powers of the owner, except that all interest payments will be made to the Owner registered as of the Record Date.

Transfer and Exchange of Bonds

If the Series 2004 Bonds are no longer in book entry-only form, an Owner may transfer a Bond to a new Owner by completing the assignment certificate on the Bond and delivering the Bond to the Fiscal Agent. Upon re-registration, any Bond may be replaced by one or more Bonds of the same Series and maturity and aggregate amount in denominations of $5000 or any integral multiple thereof. The Fiscal Agent may require payment from the owner or the City to cover any tax or other governmental charge imposed with respect to the transfer or exchange. The Fiscal Agent need not register the transfer of any Bond during the period established by the Fiscal Agent for the selection of any Bonds for redemption, nor transfer any Bond so selected (except the unredeemed portion thereof).

Mutilated, Destroyed, Lost, or Stolen Bonds.

If any Bond is mutilated, lost, destroyed, or stolen, the Fiscal Agent will authenticate one or more new Bonds in replacement thereof in the same aggregate principal amount and of the same Series and maturity. The Fiscal Agent may require satisfactory indemnity before authenticating a replacement Bond.

Any mutilated Bond must be surrendered. The Fiscal Agent may charge the owner of a Bond for the Fiscal Agent's reasonable fees and expenses incurred in replacing the Bond.

Events of Default and Remedies

Events of Default. The following events shall be Events of Default:

Principal Payment Default. Default in the due and punctual payment of the principal or Redemption Price of any Bond when and as the same shall become due and payable, whether at maturity as therein expressed, by proceedings for redemption, by declaration or otherwise, or default in the redemption from any Sinking Account of any Bonds in the amounts and at the times provided therefor;

Interest Payment Default. Default in the due and punctual payment of any installment of interest on any Bond when and as such interest installment shall become due and payable;

Covenant Default. Failure by the City to observe or perform any other covenant, condition, agreement, or provision in the Fiscal Agent Agreement on its part to be observed or performed, for a period of 60 days after written notice, specifying such failure and requesting that it be remedied, has been given to the City; except that, if such failure can be remedied but not within such 60-day period and if the City has taken all action reasonably possible to remedy such failure within such 60-day period, such failure shall not become an Event of Default for so long as the City shall diligently proceed to remedy same.

Remedies. Upon the occurrence and continuance of an Event of Default, any Owner shall have the right for the equal benefit and protection of all Owners similarly situated:

Mandamus. By mandamus or other action, suit, or proceeding at law or in equity to enforce the Owners' rights against the City Council or the City or any of the officers or employees of the City, and to compel the City Council or the City or any such officers or employees to perform and carry out their duties under the Law and the agreements and covenants with the Owners contained in the Fiscal Agent Agreement;

Injunction. By suit in equity to enjoin any acts or things that are unlawful or violate the rights of the Owners; or

Accounting. By suit in equity upon the nonpayment of the Bonds to require the City Council or the City or its officers and employees to account as the trustee of an express trust.

Modification or Amendment of the Fiscal Agent Agreement

Supplemental Fiscal Agent Agreements without Consent of Owners. The Fiscal Agent Agreement and the rights and obligations of the City, of the Fiscal Agent, and of the Owners may be modified or amended from time to time and at any time by a Supplemental Fiscal Agent Agreement, which the City may adopt without the consent of any Owners but only to the extent permitted by law and only for any one or more of the following purposes:

Additional Security. to add to the covenants and agreements of the City contained in the Fiscal Agent Agreement other covenants and agreements thereafter to be observed, to pledge or assign additional security for the Bonds (or any portion thereof), or to surrender any right or power reserved to or conferred upon the City in the Fiscal Agent Agreement;

Curative Provisions. to make such provisions for the purpose of curing any ambiguity, inconsistency or omission, or of curing or correcting any defective provision, contained in the Fiscal Agent Agreement, or in regard to matters or questions arising under the Fiscal Agent Agreement, as the City may deem necessary or desirable, and that shall not materially and adversely affect the interests of the Owners of the Bonds;

Trust Indenture Act Qualification. to modify, amend, or supplement the Fiscal Agent Agreement in such manner as to permit the qualification hereof under the Trust Indenture Act of 1939, as amended, or any similar federal statute, and to add such other terms, conditions, and provisions as may be permitted by said act or similar federal statute, and that shall not materially and adversely affect the interests of the Owners of the Bonds;

Additional Series. to create any Series of Bonds (other than the Series 2004 Bonds) and make such other provisions in accordance with the provisions of the Fiscal Agent Agreement for the issuance of additional Series of Bonds;

Book-Entry System. to provide for the issuance of Bonds in book-entry form, provided that no such provision shall materially and adversely affect the interests of the Owners of the Bonds;

Notice of Redemption. to modify or add to the procedures providing for the notice in the event of redemption of the Bonds in order to comply with regulations promulgated by the United States Securities and Exchange Commission;

Accommodation of Credit Enhancement. to make modifications or adjustments necessary, appropriate, or desirable to accommodate credit enhancements;

Preservation of Tax Exemption. to make such provisions as are necessary or appropriate to ensure the exclusion of interest on the Bonds from gross income for purposes of federal income taxation; and

No Material Effect. for any other purpose that does not materially and adversely affect the interests of the Owners of the Bonds.

Supplemental Fiscal Agent Agreements with Consent of Owners or Credit Providers. The Fiscal Agent Agreement and the rights and obligations of the City, the Owners of the Bonds, and the Fiscal Agent may be modified or amended from time to time and at any time by a Supplemental Fiscal Agent Agreement, which the City and the Fiscal Agent may enter into with the written consent of the Owners of a majority in aggregate principal amount of the Bonds; provided that, if such modification or amendment will, by its terms, not take effect so long as any Bonds of any particular maturity remain Outstanding, the consent of the Owners of such Bonds shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of any calculation of Bonds Outstanding.

The Fiscal Agent Agreement and the rights and obligations of the City and of the Owners of the Bonds and of the Fiscal Agent may also be modified or amended at any time by a Supplemental Fiscal Agent Agreement entered into by the City and the Fiscal Agent, which shall become binding when the written consents of each provider of a letter of credit or a policy of bond insurance for the Bonds shall have been filed with the Fiscal Agent, provided that at such time the payment of all the principal of and interest on all Outstanding Bonds shall be insured by a policy or policies of municipal bond insurance or payable under a letter of credit the provider of which shall be a financial institution or association having unsecured debt obligations rated, or insuring or securing other debt obligations rated on the basis of such insurance or letters of credit, in one of the two highest Rating Categories of Moody's and Standard & Poor's.

No such modification or amendment shall (1) extend the fixed maturity of any Bond, or reduce the amount of principal thereof, or extend the time of payment or mandatory redemption of any Bond, or reduce the rate of interest thereon, or extend the time of payment of interest thereon, or reduce any premium payable upon the redemption thereof, without the consent of the Owners of the Bonds so affected, or (2) reduce the aforesaid percentage of Bonds the consent of the Owners of which is required to effect any such modification or amendment, or permit the creation of any lien on the Net Special Taxes and other assets pledged under the Fiscal Agent Agreement prior to or on a parity with the lien created by the Fiscal Agent Agreement, or deprive the Owners of the Bonds of the lien created by the Fiscal Agent Agreement on such Net Special Taxes and assets (in each case, except as expressly provided in the Fiscal Agent Agreement), without the consent of the Owners of all of the Bonds then Outstanding.

Defeasance

Discharge of Fiscal Agent Agreement. Bonds of any Series may be paid by the City in any of the following ways:

> *Payment When Due*: by paying or causing to be paid the principal of and interest on such Bonds, as and when the same become due and payable;
>
> *Deposit of Money or Securities*: by depositing with the Fiscal Agent, an escrow agent or other fiduciary, in trust, at or before maturity, money or Defeasance Securities in the necessary amount to pay or redeem such Bonds; or
>
> *Delivery of Bonds for Cancellation*: by delivering such Bonds to the Fiscal Agent for cancellation.

If the City shall pay all Bonds Outstanding and also pay or cause to be paid all other sums payable under the Fiscal Agent Agreement by the City, including, without limitation, any compensation due and owing to the Fiscal Agent, then and in that case, at the election of the City, evidenced by a certificate of the City filed with the Fiscal Agent signifying the intention of the City to discharge all such indebtedness and the Fiscal Agent Agreement, and notwithstanding that any Bonds shall not have been surrendered for payment, the Fiscal Agent Agreement, the pledge of Net Special Taxes and other assets made under the Fiscal Agent Agreement, all covenants and agreements and other obligations of the City under the Fiscal Agent Agreement, and the rights and interests created (except as to any surviving rights of transfer or exchange of Bonds and rights to payment from moneys deposited with the Fiscal Agent for the discharge of liability on Bonds, as described below) shall cease, terminate, become void, and be completely discharged and satisfied.

Discharge of Liability on Bonds. Upon the deposit with the Fiscal Agent, escrow agent or other fiduciary, in trust, at or before maturity, of money or Defeasance Securities in the necessary amount to pay or redeem any Outstanding Bond (whether upon or prior to its maturity or the redemption date of such Bond), provided that, if such Bond is to be redeemed prior to maturity, notice of such redemption shall have been given as provided or provision satisfactory to the Fiscal Agent shall have been made for the giving of such notice, then all liability of the City in respect of such Bond shall cease, terminate, and be completely discharged, except that thereafter (i) the Owner shall be entitled to payment of the principal of and premium, if any, and interest on such Bond by the City and the City shall remain liable for such payment, but only out of such money or securities deposited with the Fiscal Agent as aforesaid for their payment and (ii) the Owner shall retain its rights of transfer or exchange of Bonds.

APPENDIX F

FORMS OF CONTINUING DISCLOSURE CERTIFICATES

CITY OF WOODLAND CONTINUING DISCLOSURE CERTIFICATE

The Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by the City of Woodland (the "City") in connection with the issuance of $33,050,000 aggregate principal amount of its City of Woodland Community Facilities District No. 2004-1 (Spring Lake) Special Tax Bonds, Series 2004 (the "Series 2004 Bonds"). The Series 2004 Bonds are being issued pursuant to the Mello-Roos Community Facilities Act of 1982, as amended, constituting Chapter 5, Division 2 Title 1 of the Government Code of the State of California and a Fiscal Agent Agreement dated as of October 1, 2004 (the "Fiscal Agent Agreement") by and between the City and U.S. Bank National Association, as Fiscal Agent. The Series 2004 Bonds are secured by the Special Tax as described in the Fiscal Agent Agreement. The City covenants and agrees as follows:

SECTION 1. Purpose of this Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the City for the benefit of the Holders and Beneficial Owners of the Series 2004 Bonds and in order to assist the Participating Underwriter in complying with S.E.C. Rule 15c2-12(b)(5).

SECTION 2. Definitions. In addition to the definitions set forth in the Fiscal Agent Agreement, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"Annual Report" shall mean any Annual Report provided by the City pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

"Beneficial Owner" shall mean any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries) or (b) is treated as the owner of any Bonds for federal income tax purposes.

"Dissemination Agent" shall mean the City, or any successor Dissemination Agent designated in writing by the City and which has filed with the City a written acceptance of such designation.

"Fiscal Year" shall mean with respect to the City, the period beginning on July 1 of each year and ending on the next succeeding June 30, or any twelve month or fifty-two week period thereafter selected by the City with notice of such selection of change in fiscal year to be provided as set forth herein.

"Holders" shall mean either the registered owners of the Series 2004 Bonds, or, if the Series 2004 Bonds are registered in the name of The Depository Trust Company or another recognized depository, any applicable participant in its depository system.

"Listed Event" shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

"National Repository" shall mean any Nationally Recognized Municipal Securities Information Repository for purposes of the Rule. A list of the current National Repositories currently approved by the Securities and Exchange Commission may be found on the S.E.C. website at: http://www.sec.gov/consumer/nrmsir.htm.

"Official Statement" shall mean the Official Statement for the Series 2004 Bonds, dated September 23, 2004.

"Participating Underwriter" shall mean Stinson Securities, LLC, the original underwriter of the Series 2004 Bonds required to comply with the Rule in connection with offering of the Series 2004 Bonds.

"Repository" shall mean each National Repository and each State Repository, if any.

"Rule" shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"State" shall mean the State of California.

"State Repository" shall mean any public or private repository or entity designated by the State as a state repository for the purpose of the Rule and recognized as such by the Securities and Exchange Commission. As of the date of this Disclosure Certificate, there is no State Repository.

SECTION 3. Provision of Annual Reports.

(a) The City shall, not later than seven (7) months following the end of each Fiscal Year, commencing with the Fiscal Year ending on June 30, 2005, provide to each Repository an Annual Report that is consistent with the requirements hereof, which Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference any other information (as provided in Section 4 (Content of Annual Reports) hereof); provided that the audited financial statements of the City may be submitted separately from the balance of the Annual Report. If the City is unable to provide to each Repository an Annual Report by the date specified herein, the City shall send a notice to the MSRB and to the State Repository in substantially the form set forth in Exhibit A attached hereto and incorporated herein. If the City's Fiscal Year changes, it shall give notice of such change in the same manner as for a Listed Event under Section 5(c).

(b) If the Dissemination Agent is other than the City, then not later than fifteen (15) Business Days prior to said date, the City shall provide the Annual Report to the Dissemination Agent. If the City is unable to provide to the Repositories an Annual Report by the date required in subsection (a), the City shall send a notice to the Municipal Securities Rulemaking Board and the State Repository, if any, in substantially the form attached as Exhibit A to this Disclosure Certificate.

(c) The Dissemination Agent shall:

(i) determine each year prior to the date for providing the Annual Report the name and address of each Repository;

(ii) file the Annual Report with each Repository by the date required therefor by Section 3(a) and file any notice of a listed Event, if requested by the City, as soon as practicable following receipt from the City of such notice; and

(iii) if the Dissemination Agent is other than the City, file a report with the City certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided and listing all the Repositories to which it was provided.

SECTION 4. Content of Annual Reports. The City's Annual Report shall contain or incorporate by reference the following:

(a) A maturity schedule for the outstanding Bonds, and a listing of Bonds redeemed prior to maturity during the prior Fiscal Year.

(b) Balance in each of the following funds established pursuant to the Fiscal Agent Agreement as of the close of the prior Fiscal Year:

(i) the Special Tax Fund (with a statement of the debt service requirement to be discharged by the Special Tax Fund prior to the receipt of additional Special Taxes); and

(ii) the Bond Reserve Fund (with a statement of the current Bond Reserve Requirement).

(c) Identification of each parcel for which any installment of due and unpaid Special Tax is delinquent, together with the following information respecting each such parcel:

(i) the amount delinquent (exclusive of late charges and monthly penalties for reinstatement);

(ii) the date (December 10 or April 10) of the first delinquency;

(iii) in the event a foreclosure complaint has been filed respecting such delinquent parcel and such complaint has not yet been dismissed, the date on which the complaint was filed in the Superior Court; and

(iv) in the event a foreclosure sale has occurred respecting such delinquent parcel, a summary of the results of such foreclosure sale.

(v) the identity of any delinquent taxpayer representing more than five percent of the Special Tax payable and more than five percent of the lien-to-value ratios of property within the District (using the most recent assessed value, unless more accurate information is available).

(d) Total assessed value of all of the parcels (representing more than five percent of the Special Tax payable) subject to the Special Tax and the individual lien-to-value ratio for each parcel (either individually or in the following categories: "below 3:1," "3:1 to 4:1" or "above 4:1").

(e) The number of building permits issued for property in the District.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues of the City or related public entities, which have been submitted to each of the Repositories or the Securities and Exchange Commission; *provided*, that if the documents included by reference is a final official statement, it must be available from the Municipal Securities Rulemaking Board; and *provided further*, that the City shall clearly identify each such other document so included by reference.

SECTION 5. Reporting of Significant Events.

(a) Pursuant to the provisions of this Section 5, the City shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Series 2004 Bonds, if material:

(i) principal and interest payment delinquencies.

(ii) non-payment related defaults.

(iii) modifications to rights of Bondholders.

(iv) optional, contingent or unscheduled bond calls.

(v) defeasances.

(vi) rating changes.

(vii) adverse tax opinions or events adversely affecting the tax-exempt status of the Series 2004 Bonds.

(viii) unscheduled draws on the Bond Reserve Fund reflecting financial difficulties.

(ix) unscheduled draws on the credit enhancements reflecting financial difficulties.

(x) substitution of the credit or liquidity providers or their failure to perform.

(xi) release, substitution or sale of property securing repayment of the Series 2004 Bonds.

(xii) initiation of bankruptcy proceedings by the City or by or on behalf of any person owning property representing more than five percent (5%) of the unpaid Special Tax.

(xiii) Significant amendments to City of Woodland land use regulations or entitlements which would adversely affect development of property within the District.

(b) Whenever the City obtains knowledge of the occurrence of a Listed Event, the City shall as soon as possible determine if such event would be material under applicable federal securities laws.

(c) If the City determines that knowledge of the occurrence of a Listed Event would be material under applicable federal securities laws, the City shall promptly file a notice of such occurrence with the Municipal Securities Rulemaking Board and the State Repository, if any. Notwithstanding the foregoing, notice of Listed Events described in subsections (a)(iv) and (a)(v) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to Holders of affected Bonds pursuant to the Fiscal Agent Agreement.

SECTION 6. Termination of Reporting Obligation. The City's obligations under this Disclosure Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Series 2004 Bonds. If such termination occurs prior to the final maturity of the Series 2004 Bonds, the City shall give notice of such termination in the same manner as for a Listed Event under Section 5(c).

SECTION 7. Dissemination Agent. The City may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the City pursuant to this Disclosure Certificate.

SECTION 8. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the City may amend this Disclosure Certificate, and any provision of this Disclosure Certificate, may be waived, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions of Sections 3(a), 4, or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, or a change in law;

(b) The undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Series 2004 Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver either (i) is approved by the Holders of the Series 2004 Bonds in the same manner as provided in the Fiscal Agent Agreement for amendments to the Fiscal Agent Agreement with the consent of Holders, or (ii) does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the Holders or Beneficial Owners of the Series 2004 Bonds.

In the event of any amendment or waiver of a provision of this Disclosure Certificate, the City shall describe such amendment in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information being presented by the City. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a Listed Event under Section 5(c), and (ii) the Annual Report for the Fiscal Year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

SECTION 9. Additional Information.

(a) The City agrees to provide public information concerning the Series 2004 Bonds and the District to any Holder or Beneficial Owner making a written request therefor.

(b) Nothing in this Disclosure Certificate shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the City chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the City shall have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 10. Default. In the event of a failure of the City to comply with any provision of this Disclosure Certificate any Holder or Beneficial Owner outstanding Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the

City to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an Event of Default under the Fiscal Agent Agreement, and the sole remedy under this Disclosure Certificate in the event of any failure of the City to comply with this Disclosure Certificate shall be an action to compel performance.

SECTION 11. Duties, Immunities and Liabilities of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate, and the City agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including reasonable attorneys fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or wilful misconduct. The obligations of the City under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Series 2004 Bonds.

SECTION 12. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the City, the Dissemination Agent, the Participating Underwriter and Holders and Beneficial Owners from time to time of the Series 2004 Bonds, and shall create no rights in any other person or entity.

Date: October 5, 2004

CITY OF WOODLAND

By:____________________________________

Finance Director

EXHIBIT A

NOTICE TO MUNICIPAL SECURITIES RULEMAKING BOARD
OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer:	City of Woodland
Name of Bond Issue:	City of Woodland Community Facilities District No. 2004-1 (Spring Lake) Special Tax Bonds, Series 2004
Date of Issuance:	October 5, 2004

NOTICE IS HEREBY GIVEN that the City of Woodland (the "City") has not provided an Annual Report with respect to the above-named Bonds as required by Section 3 of the Continuing Disclosure Certificate dated October 5, 2004 executed by the City for the benefit of the Holders and Beneficial Owners of the above-referenced bonds. The City anticipates that the Annual Report will be filed by ________.

Dated: _______________, _____

CITY OF WOODLAND

By:_______________________________________
Its:_______________________________________

MAJOR PROPERTY OWNER CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by ________, a [state of organization and type of entity] ("[Property Owner]") in connection with the issuance of the City of Woodland Community Facilities District No. 2004-1 (Spring Lake) Special Tax Bonds, Series 2004 (the "Series 2004 Bonds"). The Series 2004 Bonds are being issued pursuant to the Mello-Roos Community Facilities Act of 1982, as amended, constituting Sections 53311, *et seq.* of the Government Code of the State of California and a Fiscal Agent Agreement dated as of October 1, 2004 (the "Fiscal Agent Agreement") entered into by the City of Woodland (the "City"). The City has appointed U.S. Bank National Association, as fiscal agent (the "Fiscal Agent") under the Fiscal Agent Agreement. [Property Owner] covenants and agrees as follows:

SECTION 1. Purpose of this Disclosure Certificate. This Disclosure Certificate is being executed and delivered by [Property Owner] for the benefit of the Holders and Beneficial Owners of the Series 2004 Bonds.

SECTION 2. Definitions. In addition to the definitions set forth in the Fiscal Agent Agreement, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"Annual Report" shall mean any annual report provided by [Property Owner] pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate. The Annual Report need not be audited.

"Beneficial Owner" shall mean any person who has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries).

"Dissemination Agent" shall mean the Fiscal Agent or in the event the Fiscal Agent is discharged and a new dissemination agent is appointed by [Property Owner] pursuant to Section 9 of this Disclosure Certificate, such newly appointed dissemination agent.

"Holders" shall mean either the registered owners of the Series 2004 Bonds, or, if the Series 2004 Bonds are registered in the name of Depository Trust Company or another recognized depository, any applicable participant in its depository system.

"National Repository" shall mean any Nationally Recognized Municipal Securities Information Repository for purposes of the Rule. A list of the current National Repositories approved by the Securities and Exchange Commission (the "SEC") may be found at the SEC website: http://www.sec.gov/info/municipal/nrmsir.htm.

"Participating Underwriter" shall mean Stinson Securities, LLC, as the original underwriter of the Series 2004 Bonds required to comply with the Rule in connection with offering of the Series 2004 Bonds.

"Quarterly Report" shall mean any quarterly report provided by [Property Owner] pursuant to, and as described in, Section 6 of this Disclosure Certificate.

"Repository" shall mean each National Repository and each State Repository, if any.

"Rule" shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"Significant Events" shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

"State" shall mean the State of California.

"State Repository" shall mean any public or private repository or entity designated by the State as a state repository for the purpose of the Rule and recognized as such by the Securities and Exchange Commission. As of the date of this Agreement, there is no State Repository.

SECTION 3. Provision of Annual Reports.

(a) The Dissemination Agent shall, not later than four months after the end of each calendar year, commencing with the report due April 30, 2005, provide to each Repository an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate.

(b) Not later than five (5) Business Days prior to said date, [Property Owner] shall provide the Annual Report to the Dissemination Agent (if other than [Property Owner]). If [Property Owner] is unable to provide to the Repositories an Annual Report by the date required in subsection (a), [Property Owner] shall send a notice to each Repository in substantially the form attached as Exhibit A.

(c) The Dissemination Agent shall:

(i) determine each year prior to the date for providing the Annual Report the name and address of each Repository;

(ii) file the Annual Report with each Repository by the date required therefor by Section 3(a) and file with each Repository any notice of a Significant Event, if requested by [Property Owner], as soon as practicable following receipt from [Property Owner] of such notice; and

(iii) (if the Dissemination Agent is other than [Property Owner]), file a report with [Property Owner] certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided and listing all the Repositories to which it was provided.

SECTION 4. Content of Annual Reports. The Annual Report shall contain or incorporate by reference the following, in each case current as of the period covered by the Annual Report:

(a) Any Significant Event (as defined in Section 5), or any material change in the information contained in the Official Statement dated September 23, 2004 relating to the Series 2004 Bonds (the "Official Statement") under the captions "THE DISTRICT–Overview," "–Zoning and Land Use Classifications," "–Development Plan," "–Status of Development," "THE FACILITIES AND THE FINANCING PLAN–Construction Schedule" and "THE PROPERTY OWNERS–[Property Owner]" or any events known to [Property Owner] affecting [Property Owner], its Property or its development of its property as described in the Official Statement which could have a material adverse affect on the security for the Series 2004 Bonds.

(b) Any change in the legal structure of [Property Owner] or in the ownership of [Property Owner];

(c) Any denial of lines of credit or loans, or loss of sources of capital of [Property Owner] that could have a significant impact on the ability of [Property Owner] to make Special Tax payments or to comply with its obligation under any development agreement entered into with the City, or under the Acquisition Agreement [or the Shortfall Agreement];

(d) A description of the status of development of each parcel within the District owned by [Property Owner] that is still subject to the Special Tax, including:

(i) the status of construction and issuance of agreements occupancy;

(ii) the sale of any property by [Property Owner] within the District, indicating date of sale, identification of the type of buyer (*e.g.* developer, homeowner, merchant builder, etc.) and sales price (or new assessed value);

(e) A listing summarizing owners of the property in the District responsible for payment of more than 20% of the annual Special Tax;

(f) Any amendment or waiver of this Disclosure Certificate as provided for in Section 10.

SECTION 5. Reporting of Significant Events.

(a) Pursuant to the provisions of this Section 5, [Property Owner] shall file, or cause to be filed, with each Repository, unless all the property under its ownership within the District is responsible for payment of less than 20% of the annual Special Tax, to provide notice, within fifteen (15) days of the occurrence, of any of the following events, each a "Significant Event":

(i) Transfer of any property within the District to any person related to [Property Owner] (*i.e.* any transaction not subject to reassessment under California property tax law);

(ii) Transfer of property within the District to another developer or builder such that such developer or builder owns 20% or more of the property within the District at any time that is subject to the Special Tax;

(iii) Any failure of [Property Owner] to make general property tax, special assessments or Special Tax payments when due with respect to any taxable property within the District;

(iv) Initiation of bankruptcy proceedings (whether voluntary or involuntary) by [Property Owner] or any managing member of [Property Owner];

(v) The initiation, of and status, if applicable, of any significant government imposed preconditions or any legislative, administrative and/or judicial challenges to the commencement or continuation of development of the Project known to [Property Owner] without any independent inquiry; and

(vi) The termination of the obligation of [Property Owner] to provide Annual Reports, Quarterly Reports or notices of Significant Events.

SECTION 6. Provision of Quarterly Reports.

[Property Owner] shall, not later than the last day of the month following the last day of each calendar quarter ending March 31, June 30, September 30 and December 31 commencing with the report for the period ending March 31, 2005 (*i.e.*, by April 30, July 31, October 31 and January 31), prepare a Quarterly Report setting forth the information, as of the end of the calendar quarter covered by such Quarterly Report, required by and described in Section 4 of the Disclosure Certificate. [Property Owner] shall provide the Quarterly Report to the Dissemination Agent, or to the Participating Underwriter and each Holder or Beneficial Owner submitting written notice requesting the Quarterly Report at least 45 days following the last day of the calendar quarter for which a Quarterly Report is being requested. The Quarterly Report shall continue to be provided by [Property Owner] or the Dissemination Agent directly to each such Holder or Beneficial Owner which has requested the Quarterly Report until such Holder or Beneficial Owner has provided written notice to [Property Owner] or the Participating Underwriter that it is terminating its request for a Quarterly Report. Unless requested by [Property Owner] and accepted by the Dissemination Agent, the Dissemination Agent shall have no responsibility for monitoring or receiving the Quarterly Report or to forward the Quarterly Report to any Holder or Beneficial Owner of Bonds, or to furnish the Quarterly Report to any Repository or any other person or to take any other action with respect to such Quarterly Report.

SECTION 7. Termination of Reporting Obligation. [Property Owner]'s obligations under this Disclosure Certificate to prepare and file an Annual Report, provide a Quarterly Report or file notices of Significant Events shall terminate upon the earliest to occur of the following: (a) the legal defeasance, prior redemption or payment in full of all of the Series 2004 Bonds, (b) [Property Owner] shall own less than 20% of the developable acreage in the District subject to the Special Tax, or (c) all property in the District owned by [Property Owner] is no longer subject to the Special Tax. If such termination occurs prior to the final maturity of the Series 2004 Bonds, [Property Owner] shall give notice of such termination in the same manner as for a Significant Event under Section 5.

SECTION 8. Subsequent Developers. [Property Owner] agrees to require, as a condition of sale of property within the District which [Property Owner] sells while any Bonds remain outstanding, that any purchaser who, as result of such sale, would own at least 20% of the property within the District subject to the Special Tax (the "Purchaser") execute an agreement to: (a) provide the information specified herein insofar as it pertains to property owned by the Purchaser within the District; and (b) require, as a condition of sale by the Purchaser to any other person, a further agreement by that purchaser (the "Subsequent Purchaser") as if the Purchaser was [Property Owner] and the Subsequent Purchaser was the Purchaser under the terms of this Section 8.

SECTION 9. Dissemination Agent. [Property Owner] may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by [Property Owner] pursuant to this Disclosure Certificate. The initial Dissemination Agent shall be the Fiscal Agent. Any subsequent Dissemination Agent shall be designated by [Property Owner] in writing, with notification to the City, and such subsequent Dissemination Agent shall file with [Property Owner] a written acceptance of such designation.

SECTION 10. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, [Property Owner] may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions of Sections 3(a), 4, or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law;

(b) The obligations of [Property Owner], as amended or waived, would, in the opinion of nationally recognized bond counsel, comply with the requirements of the Rule at the time of the original issuance of the Series 2004 Bonds, after taking into account any subsequent amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver either (i) is approved by the Holders of the Series 2004 Bonds in the same manner as provided in the Fiscal Agent Agreement for amendments to the Fiscal Agent Agreement with the consent of Holders, or (ii) does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the Holders or Beneficial Owners of the Series 2004 Bonds.

In the event of any amendment or waiver of a provision of this Disclosure Certificate, [Property Owner] shall describe such amendment in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of information being presented by [Property Owner].

SECTION 11. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent [Property Owner] from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report, Quarterly Report or notice of occurrence of a Significant Event, in addition to that which is required by this Disclosure Certificate. If [Property Owner] chooses to include any information in any Annual Report or notice of occurrence of a Significant Event in addition to that which is specifically required by this Disclosure Certificate, [Property Owner] shall have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report, Quarterly Report or notice of occurrence of a Significant Event.

SECTION 12. Default. In the event of a failure of [Property Owner] to comply with any provision of this Disclosure Certificate any Holder or Beneficial Owner of the Series 2004 Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause [Property Owner] to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an Event of Default under the Fiscal Agent Agreement, and the sole remedy under this Disclosure Certificate in the event of any failure of [Property Owner] to comply with this Disclosure Certificate shall be an action to compel performance.

SECTION 13. Duties, Immunities and Liabilities of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate, and if [Property Owner] is not the Dissemination Agent, [Property Owner] agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or wilful misconduct. The obligations of [Property Owner] under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Series 2004 Bonds.

SECTION 14. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of [Property Owner], the Dissemination Agent, the Participating Underwriter and Holders and Beneficial Owners from time to time of the Series 2004 Bonds, and shall create no rights in any other person or entity.

Dated: October 5, 2004

[PROPERTY OWNER], a [state of organization and type of entity]

By:______________________________________

Authorized Officer

EXHIBIT A

NOTICE TO REPOSITORIES OF FAILURE TO FILE ANNUAL REPORT

Name of Property Owner: [PROPERTY OWNER]

Name of Bond Issue: City of Woodland Community Facilities District No. 2004-1 (Spring Lake) Special Tax Bonds, Series 2004

Date of Issuance: October 5, 2004

NOTICE IS HEREBY GIVEN that [Property Owner] has not provided an Annual Report with respect to the above-named Bonds as required by Continuing Disclosure Certificate dated October 5, 2004 executed by the Property Owner in connection with the issuance of the above-described Bonds. [Property Owner] anticipates that the Annual Report will be filed by ____________.

Dated: ____________

[PROPERTY OWNER], a [state of organization and type of entity]

By:______________________________________
Authorized Officer

APPENDIX G

FORM OF OPINION OF BOND COUNSEL

Upon execution and delivery of the Series 2004 Bonds, Kronick, Moskovitz, Tiedemann & Girard, a Professional Corporation, Sacramento, California, proposes to render its final approving opinion with respect to the Series 2004 Bonds in substantially the following form:

[closing date]

City Council
City of Woodland
300 First Street
Woodland, California 95695

Re: City of Woodland
Community Facilities District No. 2004-1 (Spring Lake)
Special Tax Bonds, Series 2004

Dear Council Members:

We have acted as bond counsel in connection with the issuance by the City of Woodland (the "City") of $33,050,000 aggregate principal amount of City of Woodland Community Facilities District No. 2004-1 (Spring Lake) Special Tax Bonds, Series 2004 (the "Bonds"), under and pursuant to the provisions of the Mello-Roos Community Facilities Act of 1982 of the State of California (being §§53311 et seq., of the Government Code of the State of California), and pursuant to the provisions of the Fiscal Agent Agreement dated October 1, 2004 (the "Fiscal Agent Agreement"), between U.S. Bank National Association, as fiscal agent, and the City. In such capacity, we have examined such law and such certified proceedings and other documents as we have deemed necessary to render this opinion.

Regarding questions of fact material to our opinion, we have relied upon the representations of the City contained in the Fiscal Agent Agreement and in the certified proceedings and other certifications of public officials and others furnished to us without undertaking to verify the same by independent investigation.

Based upon the foregoing, we are of the opinion that, under existing law:

1. The City has duly authorized, executed and delivered the Bonds. The Bonds are valid and binding limited obligations of the City, payable solely from the proceeds of the Net Special Taxes (as that term is defined in the Fiscal Agent Agreement) and certain funds held under the Fiscal Agent Agreement to the extent specified therein.

2. The Fiscal Agent Agreement constitutes a valid and binding obligation of the City. The Fiscal Agent Agreement creates a valid lien on the Net Special Taxes and other funds pledged by the Fiscal Agent Agreement for the security of the Bonds.

3. Interest on the Bonds is excludable from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; however, such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on certain corporations. The opinion set forth in the preceding sentence is subject to the condition that the City comply with all requirements of the

Internal Revenue Code of 1986, as amended, that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, and continue to be, excludable from gross income for federal income tax purposes. The City has covenanted to comply with all such requirements. Failure to comply with certain of such requirements may cause interest on the Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds.

4. Interest on the Bonds is exempt from present State of California personal income taxes.

The rights of the owners of the Bonds and the enforceability of the Bonds and the Fiscal Agent Agreement are limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally and by equitable principles, whether considered at law or in equity.

We express no opinion regarding the accuracy, adequacy or completeness of the Official Statement or other offering materials relating to the Bonds. Further, we express no opinion regarding tax consequences arising with respect to the Bonds other than as expressly set forth herein.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Very truly yours,

KRONICK, MOSKOVITZ, TIEDEMANN & GIRARD
A Professional Corporation

APPENDIX H

DTC AND THE BOOK-ENTRY ONLY SYSTEM

The information in this Appendix H concerning The Depository Trust Company ("DTC"), New York, New York, and DTC's book-entry system has been obtained from DTC and the City takes no responsibility for the completeness or accuracy thereof. The City cannot and does not give any assurances that DTC, DTC Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest, principal or premium, if any, with respect to the Series 2004 Bonds, (b) certificates representing ownership interest in or other confirmation or ownership interest in the Series 2004 Bonds, or (c) redemption or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Series 2004 Bonds, or that they will so do on a timely basis, or that DTC, DTC Participants or DTC Indirect Participants will act in the manner described in this Appendix. The current "Rules" applicable to DTC are on file with the Securities and Exchange Commission and the current "Procedures" of DTC to be followed in dealing with DTC Participants are on file with DTC.

The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the Series 2004 Bonds. The Series 2004 Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered security certificate will be issued for each maturity of the Series 2004 Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 2 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 85 countries that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Government Securities Clearing Corporation, MBS Clearing Corporation, and Emerging Markets Clearing Corporation, (respectively, "NSCC", "GSCC", "MBSCC", and "EMCC", also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of the Series 2004 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2004 Bonds on DTC's records. The ownership interest of each actual purchaser of each 2004 Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect

Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2004 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2004 Bonds, except in the event that use of the book-entry system for the Series 2004 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2004 Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Series 2004 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2004 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2004 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of the Series 2004 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2004 Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Fiscal Agent Agreement. For example, Beneficial Owners of the Series 2004 Bonds may wish to ascertain that the nominee holding the Series 2004 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. The conveyance of notices and other communications by DTC to DTC Participants, by DTC Participants to Indirect Participants and by DTC Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Any failure of DTC to advise any DTC Participant, or of any DTC Participant or Indirect Participant to notify a Beneficial Owner, of any such notice and its content or effect will not affect the validity of the redemption of the Series 2004 Bonds called for redemption or of any other action premised on such notice. Redemption of portions of the Series 2004 Bonds by the City will reduce the outstanding principal amount of Series 2004 Bonds held by DTC. In such event, DTC will implement, through its book-entry system, a redemption by lot of interests in the Series 2004 Bonds held for the account of DTC Participants in accordance with its own rules or other agreements with DTC Participants and then DTC Participants and Indirect Participants will implement a redemption of the Series 2004 Bonds for the Beneficial Owners. Any such selection of Series 2004 Bonds to be redeemed will not be governed by the Fiscal Agent Agreement and will not be conducted by the City or the Fiscal Agent.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2004 Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2004 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payments of principal of, premium, if any, and interest evidenced by the Series 2004 Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or the Fiscal Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC (nor its nominee), the Fiscal Agent, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal of, premium, if any, and interest evidenced by the Series 2004 Bonds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Fiscal Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

NEITHER THE CITY NOR THE FISCAL AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO DTC PARTICIPANTS, INDIRECT PARTICIPANTS OR BENEFICIAL OWNERS WITH RESPECT TO THE PAYMENTS OR THE PROVIDING OF NOTICE TO DTC PARTICIPANTS, INDIRECT PARTICIPANTS OR BENEFICIAL OWNERS OR THE SELECTION OF BONDS FOR REDEMPTION.

Neither the City nor the Fiscal Agent can give any assurances that DTC, DTC Participants, Indirect Participants or others will distribute payments of principal of, premium, if any, and interest on the Series 2004 Bonds paid to DTC or its nominee, as the registered Owner, or any redemption or other notice, to the Beneficial Owners or that they will do so on a timely basis or that DTC will serve and act in a manner described in this Official Statement.

Discontinuation of the Book-Entry Only System

DTC may discontinue providing its services as securities depository with respect to the Series 2004 Bonds at any time by giving reasonable notice to the City or the Fiscal Agent. Under such circumstances, in the event that a successor securities depository is not obtained, Series 2004 Bond certificates will be printed and delivered as described in the Fiscal Agent Agreement.

The City may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, 2002 Bond certificates will be printed and delivered as described in the Trust Agreement.

SO LONG AS CEDE & CO. IS THE REGISTERED OWNER OF THE SERIES 2004 BONDS, AS NOMINEE OF DTC, REFERENCES HEREIN TO THE OWNERS OR HOLDERS OF THE SERIES 2004 BONDS (OTHER THAN UNDER THE CAPTION "TAX MATTERS" HEREIN) SHALL MEAN CEDE & CO. AND SHALL NOT MEAN THE BENEFICIAL OWNERS OF THE SERIES 2004 BONDS.

NEITHER THE CITY, THE FISCAL AGENT, NOR THE UNDERWRITER WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO DTC DIRECT PARTICIPANTS, INDIRECT PARTICIPANTS, OR TO ANY BENEFICIAL OWNER WITH RESPECT TO (I) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC, ANY DTC DIRECT PARTICIPANT, OR INDIRECT PARTICIPANT; (II) THE DELIVERY OF ANY NOTICE THAT IS PERMITTED OR REQUIRED TO BE GIVEN TO THE OWNERS OF THE SERIES 2004 BONDS UNDER THE TRUST AGREEMENT; (III) THE SELECTION BY DTC OR ANY DTC DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY PERSON TO RECEIVE PAYMENT IN THE EVENT OF A PARTIAL REDEMPTION OF THE SERIES 2004 BONDS; (IV) THE PAYMENT BY DTC OR ANY DTC DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY AMOUNT WITH RESPECT TO THE PRINCIPAL OR REDEMPTION PREMIUM, IF ANY, OR INTEREST DUE WITH RESPECT TO THE SERIES 2004

BONDS; (V) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS THE REGISTERED OWNER OF SERIES 2004 BONDS; OR (VI) ANY OTHER MATTER.

THE FISCAL AGENT, AS LONG AS A BOOK-ENTRY ONLY SYSTEM IS USED FOR THE SERIES 2004 BONDS, WILL SEND ANY NOTICE OF REDEMPTION OR OTHER NOTICES ONLY TO DTC. ANY FAILURE OF DTC TO ADVISE ANY DTC PARTICIPANT, OR OF ANY DTC DIRECT PARTICIPANT TO NOTIFY ANY BENEFICIAL OWNER, OF ANY NOTICE AND ITS CONTENT OR EFFECT WILL NOT AFFECT THE VALIDITY OR SUFFICIENCY OF THE PROCEEDINGS RELATING TO THE REDEMPTION OF THE SERIES 2004 BONDS CALLED FOR REDEMPTION OR OF ANY OTHER ACTION PREMISED ON SUCH NOTICE.