

**RATE AND METHOD OF APPORTIONMENT FOR
IMPROVEMENT AREA NO. 2 OF
COMMUNITY FACILITIES DISTRICT NO. 3
(LIBERTY STATION)**

A Special Tax as hereinafter defined shall be levied on all Assessor's Parcels in Improvement Area No. 2 of Community Facilities District No. 3 ("IA No. 2") and collected each Fiscal Year commencing in Fiscal Year 2002-2003, in an amount determined by the Council through the application of the appropriate Special Tax for "Developed Property," "Other Taxable Property," and "Undeveloped Property" as described below. All of the real property in IA No. 2, unless exempted by law or by the provisions hereof, shall be taxed for the purposes, to the extent and in the manner herein provided.

A. DEFINITIONS

This Rate and Method of Apportionment employs terms defined below and terms defined in the Rate and Method of Apportionment for Improvement Area No. 1. When necessary, terms defined in the latter shall be distinguished from terms defined in the former by including the words "IA No. 1" prior to the defined term. 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, condominium plan, or other recorded County parcel map. The square footage of an Assessor's Parcel is equal to the Acreage multiplied by 43,560.

"Act" means the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Division 2 of Title 5 of the California Government Code.

"Administrative Expenses" means the following actual or reasonably estimated costs directly related to the administration of CFD No. 3: the costs of computing the Special Taxes and IA No. 1 Special Taxes; the costs of preparing the annual Special Tax and IA No. 1 Special Tax collection schedules (whether by the City or designee thereof or both); the costs of collecting the Special Taxes and IA No. 1 Special Taxes (whether by the City, the County or otherwise); the costs of remitting the Special Taxes and IA No. 1 Special Taxes to the Trustee; the costs of the Trustee (including its legal counsel) in the discharge of the duties required of it under the Indenture; the costs to the City, CFD No. 3 or any designee thereof of complying with arbitrage rebate requirements; the costs to the City, CFD No. 3 or any designee thereof of complying with disclosure requirements of the City, CFD No. 3 or obligated persons associated with applicable federal and state securities laws and the Act; the costs associated with preparing Special Tax and/or IA No. 1 Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes and/or IA No. 1 Special Taxes; the costs of the City, of CFD No. 3 or any designee thereof related to an appeal of the Special Tax and/or the IA No. 1 Special Tax; the costs associated with the

release of funds from an escrow account; and the City's annual administration fees and third party expenses. Administrative Expenses shall also include amounts estimated or advanced by the City or CFD No. 3 for any other administrative purposes of CFD No. 3, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure of delinquent Special Taxes and/or IA No. 1 Special Taxes.

"Agency" means the Redevelopment Agency of the City.

"Agency Certificate of Completion" shall have the meaning set forth in the Disposition and Development Agreement.

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

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

"Assigned Special Tax" means the Special Tax for each Land Use Class of Developed Property, as determined in accordance with Section C below.

"Backup Special Tax" means the Special Tax applicable to each Assessor's Parcel of Developed Property, as determined in accordance with Section C below.

"CFD Administrator" means an official of the City, or designee thereof, responsible for determining the Special Tax Requirement and for levying and collecting the Special Taxes.

"CFD No. 3" means Community Facilities District No. 3 of the City.

"CFD No. 3 Bonds" means any bonds or other debt (as defined in Section 53317(d) of the Act), whether in one or more series, issued by CFD No. 3 under the Act.

"City" means the City of San Diego.

"City/Agency Property" means any Assessor's Parcel or other property within the boundaries of IA No. 2 that is owned by the City or the Agency, provided however that so long as any such Assessor's Parcel is conveyed through a leasehold interest to an entity other than the City or the Agency such Assessor's Parcel shall not be considered City/Agency Property, but during the duration of the leasehold interest shall be classified and taxed according to its development status and land use. In the event that an Assessor's Parcel that was conveyed in fee to an entity other than the City or the Agency includes an existing residential or non-residential building or a Planned Building, and is subsequently acquired by the City or the Agency pursuant to Section 9.10 of the Disposition and Development Agreement or otherwise, that Assessor's Parcel shall not be considered City/Agency Property, but shall remain subject to the Special Tax obligation and shall be classified and taxed according to its development status and land use.

"City Clerk" means the city clerk of the City.

"City Manager" means the city manager of the City.

"Council" means the City Council of the City, acting as the legislative body of CFD No. 3.

"County" means the County of San Diego.

"Developed Property" means for each Fiscal Year, all Taxable Property, exclusive of Other Taxable Property, which (a) was within a Final Map that was recorded prior to January 1 of the previous Fiscal Year, and either (b1) for which a building permit for new construction was issued after March 1, 2001 but prior to March 1 of the previous Fiscal Year or (b2) for which an Agency Certificate of Completion was executed prior to March 1 of the previous Fiscal Year.

"Disposition and Development Agreement" means the Disposition and Development Agreement between the Agency and the Master Developer that was approved by the Council and Agency on June 26, 2000, as it may be modified or supplemented from time to time.

"Final Map" means (i) a final map, lot line adjustment, or parcel map, or portion thereof, approved by the City pursuant to the Subdivision Map Act (California Government Code Section 66410 *et seq.*) and recorded with the County Recorder that creates individual lots for which building permits may be issued, or (ii) for condominiums, a final map, or portion thereof, approved by the City and a condominium plan recorded pursuant to California Civil Code Section 1352 that creates individual lots for which building permits may be issued. The term "Final Map" shall not include any Assessor's Parcel Map or subdivision map or portion thereof, that does not create individual lots for which a building permit may be issued, 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.

"Floor Area" means for Non-Residential Property, the total of the gross area of the floor surfaces within the exterior wall of the building, not including space devoted to stairwells, basement storage, required corridors, public restrooms, elevator shafts, light courts, vehicle parking and areas incident thereto, mechanical equipment incidental to the operation of such building, and covered public pedestrian circulation areas, including atriums, lobbies, plazas, patios, decks, arcades and similar areas, except such public circulation areas or portions thereof that are used solely for commercial purposes. For Residential Property, Floor Area means all of the square footage of living area within the perimeter of a residential structure, not including any carport, walkway, garage, overhang, patio, enclosed patio, or similar area. The amount of Floor Area shall be determined by reference to the building permit(s) issued by the City or Agency Certificate of Completion(s), as applicable, issued for each building, or if square footage is not available from those sources, as otherwise determined by the CFD Administrator.

"Free Standing Parking Property" means any Assessor's Parcel within IA No. 2 that is not Public Property and for which a building permit has been issued for the construction of, or on which is located, a garage, parking lot or parking structure, provided however that any such

Assessor's parcel that includes an existing residential or non-residential building or a Planned Building shall not be considered Free Standing Parking Property, but shall be classified and taxed according to its development status and land use.

"Golf Course Property" means any Assessor's Parcel within Zone 1 that is used for golf course purposes, including fairways, greens and driving ranges. Any Developed Property (other than buildings used solely for restrooms, storage, or maintenance) located on such Assessor's Parcel shall not be considered Golf Course Property, but shall be taxed and classified in accordance with its Land Use Class.

"Hotel Property" means all Developed Property within Zone 3 for which a building permit or an Agency Certificate of Completion has been issued for building a non-residential structure that constitutes a place of lodging that is intended to provide sleeping accommodations and related facilities for travelers.

"Indenture" means the indenture, fiscal agent agreement, resolution or other instrument pursuant to which CFD No. 3 Bonds are issued, as modified, amended and/or supplemented from time to time, and any instrument replacing or supplementing the same.

"Improvement Area No. 1" or "IA No. 1" means Improvement Area No. 1 of CFD No. 3, as identified on the boundary map for CFD No. 3.

"Improvement Area No. 2" or "IA No. 2" means Improvement Area No. 2 of CFD No. 3, as identified on the boundary map for CFD No. 3.

"Land Use Class" means any of the classes listed in Tables 1 through 3.

"Master Developer" means McMillin-NTC, LLC and/or any assignee(s) or successor(s) serving as the master developer of infrastructure within CFD No. 3.

"Maximum Special Tax" means the maximum Special Tax, determined in accordance with Section C below, that can be levied in any Fiscal Year on any Assessor's Parcel.

"Non-Residential Property" means all Developed Property for which a building permit(s) or Agency Certificate of Completion was issued for a non-residential use, excluding Hotel Property.

"Outstanding Bonds" means all CFD No. 3 Bonds which are deemed to be outstanding under the Indenture.

"Other Public Property" means any Assessor's Parcel within the boundaries of IA No. 2 that is owned in fee or through a leasehold interest by any agency of the federal government, the State, the County, or any other public agency except the City or the Agency, provided however that any such Assessor's Parcel that includes an existing residential or non-residential building or a Planned Building shall not be considered Other Public Property, but shall be classified and taxed according to its development status and land use.

"Other Taxable Property" means Taxable City/Agency Property, Taxable Free Standing Parking Property, Taxable Golf Course Property, Taxable Property Owner Association Property, and Taxable Other Public Property.

"Planned Building" means with respect to an Assessor's Parcel that the Precise Plan contemplates the rehabilitation or construction of a residential or non-residential building within all or a portion of such Assessor's Parcel, as determined by the CFD Administrator.

"Precise Plan" means the NTC Precise Plan dated October 3, 2000, approved by the Agency and the City, as it may be amended or superseded.

"Property Owner Association Property" means any property within the boundaries of IA No. 2 owned in fee or by easement or irrevocably offered for dedication to a property owner association, including any master or sub-association. However, notwithstanding the above, any of such property which constitutes the "pad-area" located directly under a residential or occupied non-residential building shall not be considered Property Owner Association Property.

"Proportionately" or "Proportionate" means, (i) for Developed Property, that the ratio of the actual Special Tax levy to the Assigned Special Tax is equal for all Assessor's Parcels of Developed Property and for IA No. 1 Developed Property that the ratio of the actual IA No. 1 Special Tax levy to the IA No. 1 Assigned Special Tax is equal for all Assessor's Parcels of IA No. 1 Developed Property; (ii) for Undeveloped Property, that the ratio of the actual Special Tax levy per Acre to the Maximum Special Tax per Acre is equal for all Assessor's Parcels of Undeveloped Property and the ratio of the actual IA No. 1 Special Tax per Acre to the IA No. 1 Maximum Special Tax per Acre is equal for all Assessor's Parcels of IA No. 1 Undeveloped Property; and (iii) for Other Taxable Property that the ratio of the actual Special Tax levy per Acre to the Maximum Special Tax per Acre is equal for all Assessor's Parcels of Other Taxable Property and for IA No. 1 Other Taxable Property that the ratio of the actual IA No. 1 Special Tax levy per Acre to the IA No. 1 Maximum Special Tax per Acre is equal for all Assessor's Parcels of IA No. 1 Other Taxable Property. Where this RMA requires pursuant to the fourth and fifth steps in Section D.1, the second, third and fourth steps in Section D.2, and/or Section D.3, that the levy of Special Taxes and IA No. 1 Special Taxes be "Proportionate" for a category of property described in (i), (ii) or (iii) above, then the foregoing ratios shall be equal as between IA No.1 and IA No. 2 for such category.

"Purchase and Finance Agreement" means the Purchase and Finance Agreement for CFD No. 3 that was approved by the Council on May 7, 2002, as it may be modified or supplemented from time to time.

"Residential Property" means all Developed Property for which a building permit or Agency Certificate of Completion was issued for one or more residential dwelling units.

"RMA" means Rate and Method of Apportionment.

"Special Tax" means the special tax to be levied in each Fiscal Year on each Assessor's Parcel of Developed Property, Other Taxable Property, and Undeveloped Property to fund the Special Tax Requirement.

"Special Tax Requirement" means that amount required in any Fiscal Year to: (i) pay debt service due in the calendar year which commences in such Fiscal Year on all Outstanding Bonds; (ii) pay periodic costs on the CFD No. 3 Bonds, including but not limited to, credit enhancement and rebate payments on the CFD No. 3 Bonds; (iii) pay Administrative Expenses; (iv) pay any amounts required to establish or replenish any reserve funds for all Outstanding Bonds; (v) accumulate funds to pay directly for acquisition or construction of facilities identified on Exhibit A to the Purchase and Finance Agreement to the extent that the inclusion of such amount does not increase the Special Tax levy on Undeveloped Property or the IA No. 1 Special Tax levy on Undeveloped Property; and (vi) pay for reasonably anticipated delinquent Special Taxes and IA No. 1 Special Taxes based on the delinquency rate for Special Taxes and IA No. 1 Special Taxes levied in the previous Fiscal Year; less (vii) a credit for funds available to reduce the annual Special Tax levy and IA No. 1 Special Tax levy, as determined by the CFD Administrator pursuant to the Indenture.

"State" means the State of California.

"Taxable City/Agency Property" means all Assessor's Parcels of City/Agency Property that are not exempt pursuant to Section E below.

"Taxable Other Public Property" means all Assessor's Parcels of Other Public Property that are not exempt pursuant to Section E below.

"Taxable Property" means all of the Assessor's Parcels within the boundaries of IA No. 2 which (i) have been conveyed in fee ownership or leasehold interest from the City and/or the Agency to an entity other than the City or the Agency, or that were so conveyed in fee ownership by the City and/or the Agency and were subsequently reacquired by the City and/or the Agency, and (ii) are not exempt from the Special Tax pursuant to law or Section E below.

"Taxable Free Standing Parking Property" means all Assessor's Parcels of Free Standing Parking Property that are not exempt pursuant to Section E below.

"Taxable Golf Course Property" means all Assessor's Parcels of Golf Course Property that are not exempt pursuant to Section E below.

"Taxable Property Owner Association Property" means all Assessor's Parcels of Property Owner Association Property that are not exempt pursuant to Section E below.

"Trustee" means the trustee or fiscal agent under the Indenture.

"Undeveloped Property" means, for each Fiscal Year, all Taxable Property not classified as Developed Property or Other Taxable Property.

"**Zone**" means Zone 1, Zone 2, or Zone 3, as applicable

"**Zone 1**" means all property within Zone 1 (Existing Non-Residential), as identified on the Zone Map.

"**Zone 2**" means all property within Zone 2 (Future Non-Residential), as identified on the Zone Map.

"**Zone 3**" means all property within Zone 3 (Hotel), as identified on the Zone Map.

"**Zone Map**" means Attachment A to this RMA.

B. ASSIGNMENT TO LAND USE CATEGORIES

Each Fiscal Year, each Assessor's Parcel of Taxable Property within IA No. 2 shall be assigned to a Zone and further classified as Developed Property, Other Taxable Property, or Undeveloped Property, and shall be subject to Special Taxes in accordance with the rate and method of apportionment determined pursuant to Sections C and D below. Residential Property shall be assigned to Land Use Class 1. Non-Residential Property shall be assigned to Land Use Class 2. Hotel Property shall be assigned to Land Use Class 3.

C. MAXIMUM SPECIAL TAX RATE

1. Developed Property

a. Maximum Special Tax

The Maximum Special Tax for each Assessor's Parcel classified as Developed Property shall be the greater of (i) the amount derived by application of the Assigned Special Tax or (ii) the amount derived by application of the Backup Special Tax.

b. Assigned Special Tax

i. The Assigned Special Tax for each Land Use Class in Zone 1 is shown below in Table 1:

TABLE 1

**Assigned Special Taxes for Developed Property
Zone 1**

Land Use Class	Land Use	Assigned Special Tax
1	Residential Property	\$792.63 per dwelling unit, plus \$1.2385 per square foot of Floor Area
2	Non-Residential Property	\$0.4550 per square foot of Floor Area

- ii. The Assigned Special Tax for each Land Use Class in Zone 2 is shown below in Table 2:

TABLE 2

**Assigned Special Taxes for Developed Property
Zone 2**

Land Use Class	Land Use	Assigned Special Tax
1	Residential Property	\$792.63 per dwelling unit, plus \$1.2385 per square foot of Floor Area
2	Non-Residential Property	\$1.1026 per square foot of Floor Area

- iii. The Assigned Special Tax for each Land Use Class in Zone 3 is shown below in Table 3:

TABLE 3

**Assigned Special Taxes for Developed Property
Zone 3**

Land Use Class	Land Use	Assigned Special Tax
1	Residential Property	\$792.63 per dwelling unit, plus \$1.2385 per square foot of Floor Area
2	Non-Residential Property	\$0.4550 per square foot of Floor Area
3	Hotel Property	\$253.51 per room

c. Backup Special Tax

i. Zone 1

The Backup Special Tax for an Assessor's Parcel of Developed Property within Zone 1 shall equal \$14,882 per Acre.

ii. Zone 2

The Backup Special Tax for an Assessor's Parcel of Developed Property within Zone 2 shall equal \$53,053 per Acre.

iii. Zone 3

The Backup Special Tax for an Assessor's Parcel of Developed Property within Zone 3 shall equal \$9,592 per Acre.

d. Multiple Land Use Classes

In some instances an Assessor's Parcel of Developed Property may contain more than one Land Use Class. The Assigned Special Tax levied on an Assessor's Parcel shall be the sum of the Assigned Special Taxes for all Land Use Classes located on that Assessor's Parcel. The Maximum Special Tax that can be levied on an Assessor's Parcel shall be the sum of the Maximum Special Taxes that can be levied for all Land Use Classes located on that Assessor's Parcel. For an Assessor's Parcel that contains both Residential Property and Non-Residential Property, the Acreage of such Assessor's Parcel shall be allocated to each type of property based on the amount of Acreage designated for each Land Use Class as determined by reference to the site plan approved for such Assessor's Parcel. The CFD Administrator's allocation to each type of property shall be final.

2. Other Taxable Property and Undeveloped Property

a. Zone 1

The Maximum Special Tax for Other Taxable Property and Undeveloped Property within Zone 1 shall be \$14,882 per Acre.

b. Zone 2

The Maximum Special Tax for Other Taxable Property and Undeveloped Property within Zone 2 shall be \$53,053 per Acre.

c. Zone 3

The Maximum Special Tax for Other Taxable Property and Undeveloped Property within Zone 3 shall be \$9,592 per Acre.

D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX

For each Fiscal Year the Council shall determine the Special Tax Requirement and levy the Special Tax, taking into consideration the levy of the IA No. 1 Special Tax, until the amount of Special Taxes and IA No. 1 Special Taxes equals the Special Tax Requirement. The Special Tax shall be levied each Fiscal Year as follows. The steps indicated in Section D.1 shall be applied in each Fiscal Year prior to and including the Fiscal Year in which a second series of CFD No. 3 Bonds is sold to finance facilities identified on Exhibit A to the Purchase and Finance Agreement. The steps indicated in Section D.2 shall be applied in the first Fiscal Year after the issuance of such second series of CFD No. 3 Bonds, and each Fiscal Year thereafter. A series of CFD No. 3 Bonds that is issued solely to refund a prior series of CFD No. 3 Bonds shall not be considered a second series of CFD No. 3 Bonds for purposes of this section.

1. Prior to the Issuance of the Second Series of CFD No. 3 Bonds

First: The Special Tax shall be levied on each Assessor's Parcel of Developed Property in an amount equal to 100% of the applicable Assigned Special Tax; and the Council shall be notified that under the terms of the IA No. 1 RMA, the IA No. 1 Special Tax shall be levied on each Assessor's Parcel of IA No. 1 Developed Property in an amount equal to 100% of the applicable IA No. 1 Assigned Special Tax;

Second: If additional monies are needed to satisfy the Special Tax Requirement after the first step has been completed, the Council shall be notified that under the terms of the IA No. 1 RMA, the IA No. 1 Special Tax shall be levied Proportionately on each Assessor's Parcel of IA No. 1 Undeveloped Property at up to 100% of the IA No. 1 Maximum Special Tax for Undeveloped Property;

Third: If additional monies are needed to satisfy the Special Tax Requirement after the first two steps have been completed, the Special Tax shall be levied Proportionately on each Assessor's Parcel of Undeveloped Property at up to 100% of the Maximum Special Tax for Undeveloped Property;

Fourth: If additional monies are needed to satisfy the Special Tax Requirement after the first three steps have been completed, then the levy of the Special Tax on each Assessor's Parcel of Developed Property whose Maximum Special Tax is determined through the application of the Backup Special Tax shall be increased in equal percentages from the Assigned Special Tax up to the Maximum Special Tax for each such Assessor's Parcel; and the Council shall be notified that under the terms of the IA No. 1 RMA, the levy of the IA No. 1 Special Tax on each Assessor's Parcel of IA No. 1 Developed Property whose IA No. 1 Maximum Special Tax is determined through the application of the IA No. 1 Backup Special Tax shall be increased in equal percentages from the IA No. 1 Assigned Special Tax up to the IA No. 1 Maximum Special Tax for each such Assessor's Parcel, with the levy on Developed Property and IA No. 1 Developed Property being Proportionate;

Fifth: If additional monies are needed to satisfy the Special Tax Requirement after the first four steps have been completed, then the Special Tax shall be levied on each Assessor's Parcel of Other Taxable Property at up to the Maximum Special Tax for Other Taxable Property; and the Council shall be notified that under the terms of the IA No. 1 RMA, the IA No. 1 Special Tax shall be levied on each Assessor's Parcel of IA No. 1 Other Taxable Property at up to the IA No. 1 Maximum Special Tax for Other Taxable Property, with the levy on Other Taxable Property and IA No. 1 Other Taxable Property being Proportionate.

2. After the Issuance of the Second Series of CFD No. 3 Bonds

First: The Special Tax shall be levied on each Assessor's Parcel of Developed Property in an amount equal to 100% of the applicable Assigned Special Tax; and the Council shall be notified that under the terms of the IA No. 1 RMA, the IA No. 1 Special Tax shall be levied on each Assessor's Parcel of IA No. 1 Developed Property in an amount equal to 100% of the applicable IA No. 1 Assigned Special Tax;

Second: If additional monies are needed to satisfy the Special Tax Requirement after the first step has been completed, the Special Tax shall be levied on each Assessor's Parcel of Undeveloped Property at up to 100% of the Maximum Special Tax for Undeveloped Property; and the Council shall be notified that under the terms of the IA No. 1 RMA, the IA No. 1 Special Tax shall be levied on each Assessor's Parcel of IA No. 1 Undeveloped Property at up to 100% of the IA No. 1 Maximum Special Tax for Undeveloped Property, with the levy on Undeveloped Property and IA No. 1 Undeveloped Property being Proportionate;

Third: If additional monies are needed to satisfy the Special Tax Requirement after the first two steps have been completed, then the levy of the Special Tax on each Assessor's Parcel of Developed Property whose Maximum Special Tax is determined through the application of the Backup Special Tax shall be increased in equal percentages from the Assigned Special Tax up to the Maximum Special Tax for each such Assessor's Parcel; and the Council shall be notified that under the terms of the IA No. 1 RMA, the levy of the IA No. 1 Special Tax on each Assessor's Parcel of IA No. 1 Developed Property whose IA No. 1 Maximum Special Tax is determined through the application of the IA No. 1 Backup Special Tax shall be increased in equal percentages from the IA No. 1 Assigned Special Tax up to the IA No. 1 Maximum Special Tax for each such Assessor's Parcel, with the levy on Developed Property and IA No. 1 Developed Property being Proportionate;

Fourth: If additional monies are needed to satisfy the Special Tax Requirement after the first three steps have been completed, then the Special Tax shall be levied on each Assessor's Parcel of Other Taxable Property at up to the Maximum Special Tax for Other Taxable Property; and the Council shall be notified that under the terms of the IA No. 1 RMA, the IA No. 1 Special Tax shall be levied on each Assessor's Parcel of IA No. 1 Other Taxable Property at up to the IA No. 1 Maximum Special Tax for Other Taxable Property, with the levy on Other Taxable Property and IA No. 1 Other Taxable Property being Proportionate.

3. Additional Levy Guidelines

Notwithstanding the above the Council may, in any Fiscal Year, levy Proportionately less than 100% of the Assigned Special Tax in step one of Section D.1 or D.2 (above) and the IA No. 1 Assigned Special Tax in step one of Section D.1 or D.2 (of the IA No. 1 RMA), when (i) the Council is no longer required to levy a Special Tax pursuant to step two in Section D.2 (above) and the Council is no longer required to levy an IA No. 1 Special Tax pursuant to step two in Section D.1 or D.2 of the IA No. 1 RMA in order to meet the Special Tax Requirement; (ii) all authorized CFD No. 3 Bonds have already been issued or the Council has covenanted that it will not issue any additional CFD No. 3 Bonds (except refunding bonds) to be supported by Special Taxes and IA No. 1 Special Taxes; and (iii) all facilities identified on Exhibit A to the Purchase and Finance Agreement have been acquired.

Further notwithstanding the above, under no circumstances will the Special Tax levied against any Assessor's Parcel of Residential Property for which an occupancy permit for private residential use has been issued be increased by more than ten percent as a consequence of delinquency or default by the owner of any other Assessor's Parcel within CFD No. 3.

E. EXEMPTIONS

No Special Tax shall be levied on property that is not located in a Zone. No Special Tax shall be levied on up to 122.36 Acres of City/Agency Property, Free Standing Parking Property, Other Public Property, and/or Property Owner Association Property that is within a

Zone and up to 18.04 Acres of Golf Course Property that is within a Zone. However, the Acreage of any City/Agency Property that has never been conveyed in fee ownership or leasehold interest from the City and/or the Agency to an entity other than the City or the Agency shall not be included in the 122.36 Acres, and such property shall be considered exempt. For all other property that is within a Zone, tax-exempt status will be assigned by the CFD Administrator in chronological order in which property becomes City/Agency Property, Free Standing Parking Property, Other Public Property, Property Owner Association Property, or Golf Course Property. However, should an Assessor's Parcel that is within a Zone no longer be classified as City/Agency Property, Free Standing Parking Property, Other Public Property, Property Owner Association Property, Public Property, or Golf Course Property its tax-exempt status will be revoked.

City/Agency Property, Free Standing Parking Property, Other Public Property, Property Owner Association Property, or Golf Course Property that is within a Zone that is not exempt from Special Taxes under this section shall be subject to the levy of the Special Tax and shall be taxed as described in Section D above, at up to 100% of the applicable Maximum Special Tax for Other Taxable Property.

F. APPEALS AND INTERPRETATIONS

Any tax payer may file a written appeal of the Special Tax on his/her property with the CFD Administrator, provided that the appellant is current in his/her payments of Special Taxes. During the pendency of an appeal, all Special Taxes previously levied must be paid on or before the payment date established when the levy was made. The appeal must specify the reasons why the appellant claims the Special Tax is in error. The CFD Administrator shall review the appeal, meet with the appellant if the CFD Administrator deems necessary, and advise the appellant of its determination. If the CFD Administrator agrees with the appellant, the CFD Administrator shall make a recommendation to the City Manager or designee to eliminate or reduce the Special Tax on the appellant's property and/or to provide a refund to the appellant. The approval of the City Manager or designee must be obtained prior to any such elimination or reduction. If the CFD Administrator disagrees with the appellant and the appellant is dissatisfied with the determination, the appellant then has 30 days in which to appeal to the City Manager or designee by filing a written notice of appeal with the City Clerk, provided that the appellant is current in his/her payments of Special Taxes. The second appeal must specify the reasons for its disagreement with the CFD Administrator's determination.

Interpretations may be made by the Council by ordinance or resolution for purposes of clarifying any vagueness or ambiguity in this Rate and Method of Apportionment.

G. MANNER OF COLLECTION

The Special Tax shall be collected in the same manner and at the same time as ordinary *ad valorem* property taxes; provided, however, that CFD No. 3 may directly bill the Special Tax, may collect Special Taxes at a different time or in a different manner if necessary to meet its financial obligations, and may covenant to foreclose and may actually foreclose on delinquent Assessor's Parcels as permitted by the Act.

H. PREPAYMENT OF SPECIAL TAX

1. **Prepayment in Full**

The following definition applies to this Section H:

"CFD Public Facilities" means either \$20,780,000 in 2001 dollars, which shall increase by the Construction Inflation Index on July 1, 2002, and on each July 1 thereafter, or such lower number as (i) shall be determined by the CFD Administrator as sufficient to provide the public facilities to be provided by CFD No. 3 under the authorized Mello-Roos financing program for CFD No. 3, or (ii) shall be determined by the Council concurrently with a covenant that it will not issue any more CFD No. 3 Bonds (except refunding bonds) to be supported by Special Taxes and IA No. 1 Special Taxes.

"Construction Fund" means the account (regardless of its name) identified in the Indenture to hold funds which are currently available for expenditure to acquire or construct public facilities eligible under the Act.

"Construction Inflation Index" means the annual percentage change in the Engineering News-Record Building Cost Index for the City of Los Angeles, measured as of the calendar year which ends in the previous Fiscal Year. In the event this index ceases to be published, the Inflation Index shall be another index as determined by the CFD Administrator that is reasonably comparable to the Engineering News-Record Building Cost Index for the City of Los Angeles.

"Future Facilities Costs" means the CFD Public Facilities minus (i) public facility costs previously paid from the Construction Fund, (ii) moneys currently on deposit in the Construction Fund, and (iii) moneys currently on deposit in an escrow fund that are expected to be available to finance public facility costs.

"Outstanding Bonds" means all Previously Issued Bonds which remain outstanding as of the first interest and/or principal payment date following the current Fiscal Year.

"Previously Issued Bonds" means all CFD No. 3 Bonds that have been issued prior to the date of prepayment.

Only an Assessor's Parcel of Developed Property, or an Assessor's Parcel of Undeveloped Property for which a building permit has been issued, may prepay its Special Tax obligation.

The Special Tax obligation applicable to an Assessor's Parcel in CFD No. 3 may be prepaid and the obligation of the Assessor's Parcel to pay any Special Tax permanently satisfied as described herein, provided that a prepayment may be made with respect to a particular Assessor's Parcel only if there are no delinquent Special Taxes with respect to such Assessor's Parcel at the time of prepayment. An owner of an Assessor's Parcel intending to prepay the Special Tax obligation shall provide the CFD Administrator with written notice of intent to prepay. The CFD Administrator shall provide the owner with a statement of the prepayment amount for such Assessor's Parcel within thirty (30) days of the request and may

charge a reasonable fee for providing this service. Prepayment must be made not less than 60 days prior to any redemption date for the CFD No. 3 Bonds to be redeemed with the proceeds of such prepaid Special Taxes.

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

	Bond Redemption Amount
plus	Redemption Premium
plus	Future Facilities Amount
plus	Defeasance Amount
plus	Administrative Fees and Expenses
less	Reserve Fund Credit
less	<u>Capitalized Interest Credit</u>
Total: equals	Prepayment Amount

As of the proposed date of prepayment, the Prepayment Amount (defined below) shall be calculated as follows:

Paragraph No.:

1. Confirm that no Special Tax delinquencies apply to such Assessor's Parcel.
2. For Assessor's Parcels of Developed Property, compute the Assigned Special Tax and Backup Special Tax. For Assessor's Parcels of Undeveloped Property for which a building permit has been issued, compute the Assigned Special Tax and Backup Special Tax for that Assessor's Parcel as though it was already designated as Developed Property, based upon the building permit which has already been issued for that Assessor's Parcel.
3. (a) Divide the Assigned Special Tax computed pursuant to paragraph 2 by the total estimated Assigned Special Taxes for the entire CFD No. 3 based on the Developed Property Special Taxes and IA No. 1 Developed Property Special Taxes which could be charged in the current Fiscal Year on all expected development through buildout of CFD No. 3 as determined by the CFD Administrator based on the Precise Plan and other information currently available, excluding any Assessor's Parcels which have been prepaid, and

(b) Divide the Backup Special Tax computed pursuant to paragraph 2 by the total estimated Backup Special Taxes and IA No. 1 Backup Special Taxes at buildout for the entire CFD No. 3 as determined by the CFD Administrator based on the Precise Plan and other information currently available, excluding any Assessor's Parcels which have been prepaid.
4. Multiply the larger quotient computed pursuant to paragraph 3(a) or 3(b) by the Outstanding Bonds to compute the amount of Outstanding Bonds to be retired and prepaid (the "Bond Redemption Amount").

5. Multiply the Bond Redemption Amount computed pursuant to paragraph 4 by the applicable redemption premium (expressed as a percentage), if any, on the Outstanding Bonds to be redeemed (the "Redemption Premium").
6. Compute the current Future Facilities Costs.
7. Multiply the larger quotient computed pursuant to paragraph 3(a) or 3(b) by the amount determined pursuant to paragraph 6 to compute the amount of Future Facilities Costs to be prepaid (the "Future Facilities Amount").
8. Compute the amount needed to pay interest on the Bond Redemption Amount from the first bond interest and/or principal payment date following the current Fiscal Year until the earliest redemption date for the Outstanding Bonds.
9. Determine the Special Taxes levied on the Assessor's Parcel in the current Fiscal Year which have not yet been paid.
10. Compute the minimum amount the CFD Administrator reasonably expects to derive from the reinvestment of the Prepayment Amount less the Future Facilities Amount and the Administrative Fees and Expenses from the date of prepayment until the redemption date for the Outstanding Bonds to be redeemed with the prepayment.
11. Add the amounts computed pursuant to paragraphs 8 and 9 and subtract the amount computed pursuant to paragraph 10 (the "Defeasance Amount").
12. Verify the administrative fees and expenses of CFD No. 3, including the costs of computation of the prepayment, the costs to invest the prepayment proceeds, the costs of redeeming CFD No. 3 Bonds, and the costs of recording any notices to evidence the prepayment and the redemption (the "Administrative Fees and Expenses").
13. The reserve fund credit ("Reserve Fund Credit") shall equal the lesser of: (a) the expected reduction in the reserve requirement (as defined in the Indenture), if any, associated with the redemption of Outstanding Bonds as a result of the prepayment, or (b) the amount derived by subtracting the new reserve requirement (as defined in the Indenture) in effect after the redemption of Outstanding Bonds as a result of the prepayment from the balance in the reserve fund on the prepayment date, but in no event shall such amount be less than zero.
14. If any capitalized interest for the Outstanding Bonds will not have been expended at the time of the first interest and/or principal payment following the current Fiscal Year, a capitalized interest credit shall be calculated by multiplying the larger quotient computed pursuant to paragraph 3(a) or 3(b) by the expected balance in the capitalized interest fund after such first interest and/or principal payment (the "Capitalized Interest Credit").

15. The Special Tax prepayment is equal to the sum of the amounts computed pursuant to paragraphs 4, 5, 7, 11 and 12, less the amounts computed pursuant to paragraphs 13 and 14 (the "Prepayment Amount").
16. From the Prepayment Amount, the amounts computed pursuant to paragraphs 4, 5, 11, 13 and 14 shall be deposited into the appropriate fund as established under the Indenture and be used to retire Outstanding Bonds or make debt service payments. The amount computed pursuant to paragraph 7 shall be deposited into the Construction Fund. The amount computed pursuant to paragraph 12 shall be retained by CFD No. 3.

The Prepayment Amount may be sufficient to redeem other than a \$5,000 increment of CFD No. 3 Bonds. In such cases, the increment above \$5,000 or integral multiple thereof will be retained in the appropriate fund established under the Indenture to be used with the next prepayment of CFD No. 3 Bonds or to make debt service payments.

As a result of the payment of the current Fiscal Year's Special Tax levy as determined under paragraph 9 (above), the CFD Administrator shall remove the current Fiscal Year's Special Tax levy for such Assessor's Parcel from the County tax rolls. With respect to any Assessor's Parcel that is prepaid in full, the CFD Administrator shall cause a suitable notice to be recorded in compliance with the Act, to indicate the prepayment of Special Taxes and the release of the Special Tax lien on such Assessor's Parcel, and the obligation of such Assessor's Parcel to pay the Special Tax shall cease.

Notwithstanding the foregoing, no Special Tax prepayment shall be allowed unless the amount of Maximum Special Taxes and IA No. 1 Maximum Special Taxes that may be levied on Taxable Property and IA No. 1 Taxable Property, respectively, after the proposed prepayment is at least 1.1 times the maximum annual debt service on all Outstanding Bonds.

2. Prepayment in Part

The Special Tax on an Assessor's Parcel of Developed Property or an Assessor's Parcel of Undeveloped Property for which a building permit has been issued may be partially prepaid. The amount of the prepayment shall be calculated as in Section H.1; except that a partial prepayment shall be calculated according to the following formula:

$$PP = P_E \times F.$$

These terms have the following meaning:

PP = the partial prepayment

P_E = the Prepayment Amount calculated according to Section H.1

F = the percentage by which the owner of the Assessor's Parcel(s) is partially prepaying the Special Tax.

The owner of any Assessor's Parcel who desires such prepayment shall notify the CFD Administrator of (i) such owner's intent to partially prepay the Special Tax, (ii) the percentage by which the Special Tax shall be prepaid, and (iii) the company or agency that will be acting as the escrow agent, if any. The CFD Administrator shall provide the owner

with a statement of the amount required for the partial prepayment of the Special Tax for an Assessor's Parcel within thirty (30) days of the request and may charge a reasonable fee for providing this service.

With respect to any Assessor's Parcel that is partially prepaid, the City shall (i) distribute the funds remitted to it according to Section H.1, and (ii) indicate in the records of CFD No. 3 that there has been a partial prepayment of the Special Tax and that a portion of the Special Tax with respect to such Assessor's Parcel, equal to the outstanding percentage (1.00 - F) of the remaining Maximum Annual Special Tax, shall continue to be levied on such Assessor's Parcel pursuant to Section D.

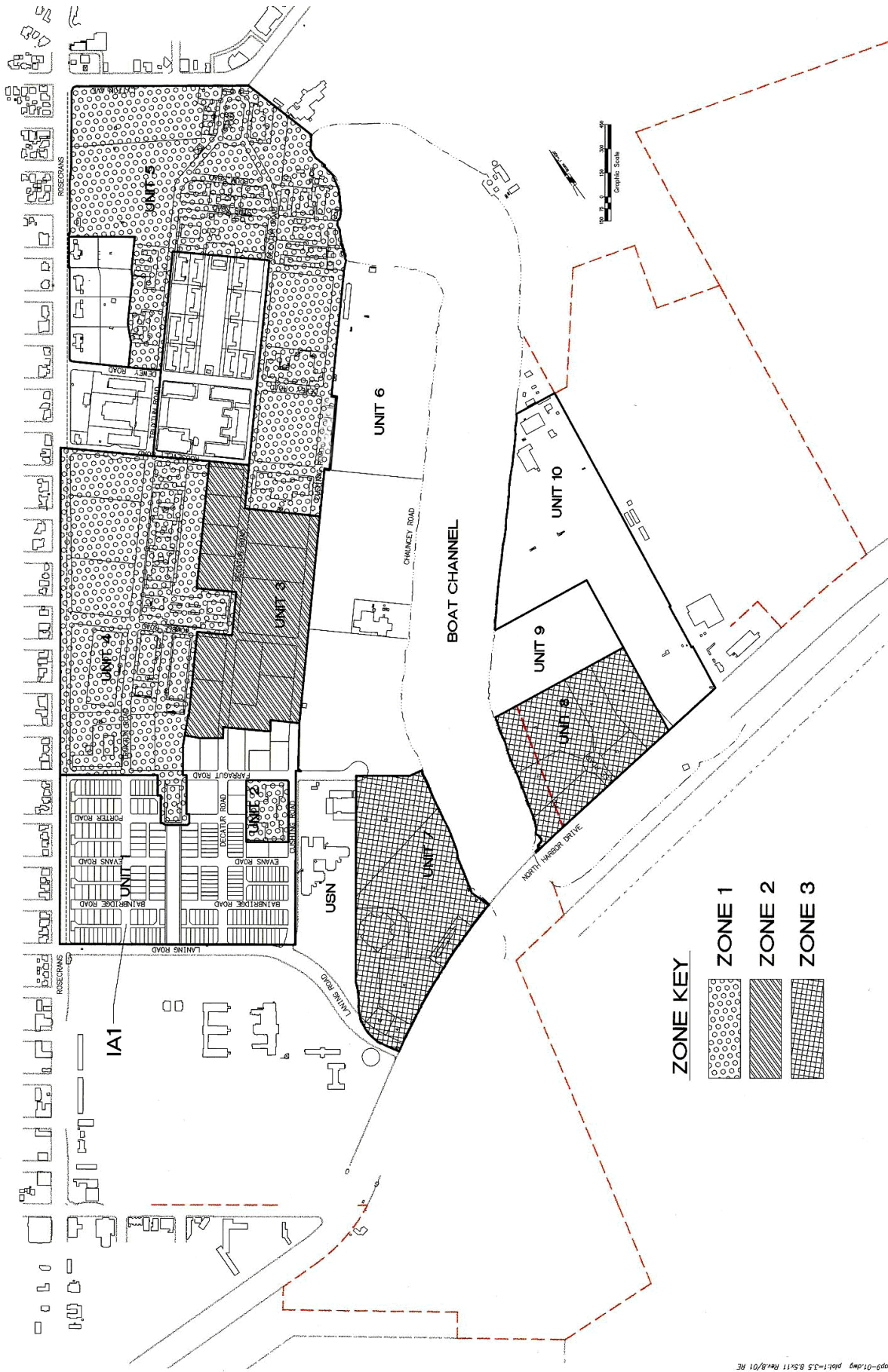
I. TERM OF SPECIAL TAX

The Special Tax shall be levied for a period not to exceed forty years commencing with Fiscal Year 2002-2003, provided however that Special Taxes will cease to be levied in an earlier Fiscal Year if the CFD Administrator has determined (i) that all required interest and principal payments on the CFD No. 3 Bonds have been paid; (ii) all facilities have been acquired and all reimbursements to the Master Developer have been paid pursuant to the Purchase and Finance Agreement; and (iii) all required Administrative Expenses have been paid.

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ATTACHMENT A

ZONE MAP



September 2001 City of San Diego CFD No. 3 Improvement Area 2 Tax Zone Map