

**RESOLUTION NUMBER 3441**

***A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PERRIS, ACTING IN ITS CAPACITY AS THE LEGISLATIVE BODY OF COMMUNITY FACILITIES DISTRICT NO. 2001-2 (VILLAGES OF AVALON) OF THE CITY OF PERRIS, AUTHORIZING THE ISSUANCE OF ITS SPECIAL TAX PARITY BONDS, 2005 SERIES B IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$6,000,000; AND APPROVING CERTAIN DOCUMENTS AND TAKING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH***

**WHEREAS**, the City Council (the “City Council”) of the City of Perris (the “City”), located in Riverside County, California (hereinafter sometimes referred to as the “legislative body of the District”) has heretofore undertaken proceedings and declared the necessity of Community Facilities District No. 2001-2 (Villages of Avalon) of the City of Perris (the “District”) to issue bonds pursuant to the terms and provisions of the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Part 1, Division 2, Title 5 of the Government Code of the State of California (the “Act”); and

**WHEREAS**, pursuant to Resolution No. 2904 adopted on January 8, 2002, the City Council formed the District and on January 8, 2004, a certain bond proposition was submitted to the qualified electors within the District (the “Original District Proposition”), which proposition was approved by more than two-thirds of the votes cast at the election held within the District on January 8, 2002; and

**WHEREAS**, on March 7, 2002, the legislative body of the District issued bonds in an aggregate principal amount of \$16,890,000 (the “2002 Bonds”) to finance certain public facilities (“Public Facilities”) and incidental expenses (“Incidental Expenses”) pursuant to the Act; and

**WHEREAS**, said bonds were issued pursuant the terms of a Fiscal Agent Agreement (“Original Fiscal Agent Agreement”), dated as of March 1, 2002, between the District and Wells Fargo Bank, National Association; and

**WHEREAS**, on March 7, 2005, the legislative body of the District issued the Reimbursement Obligation (the “Reimbursement Obligation”) for an amount not to exceed \$10,000,000 or so much thereof as is advanced pursuant to the Acquisition and Funding Agreement, dated as of March 1, 2002 (“Acquisition Agreement”), between the District, the City of Perris and Barratt American Incorporated (“Barratt”) in favor of Barratt; and

**WHEREAS**, the Reimbursement Obligation evidenced the District’s desire to further finance the Public Facilities and Incidental Expenses not financed by the 2002 Bonds within the District but financed by the levy of special taxes and the issuance of Additional Bonds as defined in the Acquisition Agreement pursuant to the terms of the Acquisition Agreement; and

**WHEREAS**, upon request of the property owner, on March 29, 2005, the legislative body of the District determined to annex certain territory (“Annexed Territory”) to the District and to incur bonded indebtedness within said Annexed Territory; and

**WHEREAS**, pursuant to Resolution No. 3401, adopted on May 10, 2005, a certain bond proposition was submitted to the qualified electors within the Annexed Territory (the “Annexed Territory Proposition”), which proposition was approved by more than two-thirds vote of the votes cast at elections held within the Annexed Territory; and

**WHEREAS**, pursuant to the Original District Proposition and the Annexed Territory Proposition, and Section 2.15 of the Original Fiscal Agent Agreement, the District is authorized to issue bonded indebtedness, upon satisfaction of certain conditions, in an aggregate principal amount of not to exceed \$10,000,000 secured by special taxes of the District; and

**WHEREAS**, based upon above-mentioned resolutions adopted by the legislative body of the District and the elections, the District is now authorized to issue bonds with respect to the District in one or more series, pursuant to the Act; and

**WHEREAS**, the legislative body of the District desires to issue bonds for the District at this time under the Act to finance a portion of the Reimbursement Obligation, the Facilities and Incidental Expenses which the District is authorized to finance or refinance; and

**WHEREAS**, the District desires to issue bonds in an aggregate principal amount not to exceed \$6,000,000 designated as the Community Facilities District No. 2001-2 (Villages of Avalon) of the City of Perris Special Tax Parity Bonds, 2005 Series B (the “2005 Bonds”); and

**WHEREAS**, pursuant to Section 2.15 of the Original Fiscal Agent Agreement, the District may issue 2005 Bonds (as defined in the Original Fiscal Agent Agreement) on a parity with the 2002 Bonds upon satisfaction of certain conditions (the “Additional Bond Conditions”); and

**WHEREAS**, said Additional Bond Conditions shall be met concurrently upon issuance of the 2005 Bonds; and

**WHEREAS**, in order to effect the issuance of the Bonds, the legislative body of the District desires to approve the form of a Preliminary Official Statement for the Bonds and to approve the forms of and authorize the execution and delivery of a supplemental fiscal agent agreement, a purchase contract and a continuing disclosure agreement, the forms of which are on file with the City Clerk; and

**WHEREAS**, the legislative body of the District has determined in accordance with Government Code Section 53360.4 that a negotiated sale of the Bonds to Southwest Securities, Inc. (the “Underwriter”) in accordance with the terms of the Purchase Contract for the Bonds to be entered into by the District and the Underwriter (the “Purchase Contract”) will result in a lower overall cost to the District than a public sale; and

**WHEREAS**, the legislative body of the District has determined that it is prudent in the management of its fiscal affairs to issue the 2005 Bonds; and

**WHEREAS**, the value of the real property in the District subject to the special tax to pay debt service on the 2002 Bonds and 2005 Bonds is more than three times the principal amount of the 2002 Bonds, the 2005 Bonds and the principal amount of all other bonds outstanding that are secured by a special tax levied pursuant to the Act or a special assessment levied on property within the District, which fact is required as a precondition to the issuance of the 2005 Bonds; and

**WHEREAS**, all conditions precedent to issuance of the 2005 Bonds pursuant to the policies and procedures of the City of Perris relating to community facilities districts have been met or are hereby waived;

**NOW, THEREFORE, BE IT RESOLVED** by the City Council of the City of Perris, acting as the Legislative Body of Community Facilities District No. 2001-2 (Villages of Avalon) of the City of Perris, California, as follows:

**Section 1.** Each of the above recitals is true and correct and is adopted by the legislative body of the District.

**Section 2.** The District is authorized pursuant to the Act to issue the 2005 Bonds for the purpose of financing or refinancing the Facilities and Incidental Expenses which the District is authorized to finance.

**Section 3.** The issuance of the 2005 Bonds in a principal amount not to exceed \$6,000,000 is hereby authorized, with the exact principal amount to be determined by the official signing of the Bond Purchase Contract for the 2005 Bonds in accordance with Section 7 below. The legislative body of the District hereby determines that it is prudent in the management of its fiscal affairs to issue the 2005 Bonds. The 2005 Bonds shall mature on the dates and pay interest at the rates set forth in the Bond Purchase Contract to be executed on behalf of the District in accordance with Section 7 hereof.

**Section 4.** The form of the First Supplement to Fiscal Agent Agreement, dated as of July 1, 2005 (the "Supplemental Fiscal Agent Agreement"), by and between the District and Wells Fargo Bank, National Association, as fiscal agent (the "Fiscal Agent"), a copy of which is on file with the City Clerk, be and is hereby approved in substantially the form thereof with such changes as may be approved by the Mayor, City Manager or Finance Director (each, an "Authorized Officer"), said Authorized Officer's execution thereof to constitute conclusive evidence of said officer's approval of all such changes, and each Authorized Officer, be and is hereby authorized, together or alone to execute and deliver said Agreement and the City Clerk is authorized to attest to said Agreement.

**Section 5.** The 2005 Bonds shall be executed on behalf of the District by the manual or facsimile signature of the Mayor and attested with the manual or facsimile signature of the City Clerk. Wells Fargo Bank, National Association is hereby appointed to act as fiscal agent for the 2005 Bonds.

**Section 6.** The covenants set forth in the Original Fiscal Agent Agreement and the Supplemental Fiscal Agent Agreement to be executed in accordance with Section 4 above are hereby approved, shall be deemed to be covenants of the legislative body of the District, and shall be complied with by the District and its officers.

**Section 7.** The form of the Purchase Contract relating to the purchase of the 2005 Bonds by the Underwriter, a copy of which is on file with the City Clerk, be and is hereby approved in the form thereof, or with such changes as may be approved by an Authorized Officer, said Authorized Officer's execution thereof to constitute conclusive evidence of said officer's approval of all such changes, and each Authorized Officer, be and is hereby authorized, together or alone, to execute and deliver the Purchase Contract and to insert in each of the aforesaid Agreements the dollar amount which reflects the provisions of said Purchase Contract. Provided, however, that (1) the aggregate principal amount of the 2005 Bonds shall not exceed \$6,000,000; and (2) the District shall have received from the Underwriter prior to the sale of the 2005 Bonds, its written confirmation that the 2005 Bonds will have a True Interest Cost of not more than 7.0%, with an initial underwriter's discount (exclusive of original issue discount) of no more than 2.50% of the principal amount of the 2005 Bonds.

**Section 8.** The form of the Continuing Disclosure Agreement, dated as of July 1, 2005 (the "Disclosure Agreement"), between the District and MuniFinancial, as Dissemination Agent thereunder, a copy of which is on file with the City Clerk, be and is hereby approved in substantially the form thereof or with such changes as may be approved by an Authorized Officer, said Authorized Officer's execution thereof to constitute conclusive evidence of said officer's approval of all such changes, and each Authorized Officer, be and is hereby authorized, together or alone, to execute and deliver the Disclosure Agreement.

**Section 9.** The form of the Preliminary Official Statement presented at this meeting is hereby approved, and the Underwriter is hereby authorized to distribute the Preliminary Official Statement to municipal bond broker-dealers, to banking institutions, and to members of the general public who may be interested in purchasing the 2005 Bonds. The City Manager or Finance Director is authorized to approve the amendment of the Preliminary Official Statement, from time to time, pending distribution of the Preliminary Official Statement as shall be required to cause such Preliminary Official Statement to contain any further information necessary to accurately describe the 2005 Bonds and the City Manager or Finance Director is authorized to deem final the Preliminary Official Statement as of its date for the purpose of Rule 15c2-12 under the Securities Exchange Act of 1934 as amended. The final Official Statement relating to the 2005 Bonds shall be submitted to the City Manager or the Finance Director for approval.

**Section 10.** In accordance with the requirements of Section 53345.8 of the Act, the legislative body of the District hereby determines that the value of the real property within the District subject to the special tax to pay debt service on the 2005 Bonds is greater than three times the principal amount of the 2005 Bonds and the principal amount of all other bonds outstanding that are secured by a special tax levied pursuant to the Act or a special assessment levied on property within the District. This determination is based on the value of the real property within the District in an appraisal prepared for the District, which appraisal

has been made in a manner consistent with the policies of the City of Perris adopted pursuant to Section 53312.7 of the Act.

**Section 11.** The law firm of Aleshire & Wynder, LLP, Irvine, California, is hereby appointed as bond counsel to the District with respect to the 2005 Bonds.

**Section 12.** The financing consultant firm of Rod Gunn Associates, Inc., Huntington Beach, California, is hereby appointed as financial advisor to the District with respect to the 2005 Bonds.

**Section 13.** The law firm of Fulbright & Jaworski, L.L.P, Los Angeles, California, is hereby appointed as Disclosure Counsel with respect to the 2005 Bonds.

**Section 14.** Each Authorized Officer and the other officers and staff of the City of Perris and the District responsible for the fiscal affairs of the District are hereby authorized and directed to take any actions and execute and deliver any and all documents as are necessary to accomplish the issuance, sale and delivery of the 2005 Bonds and to consummate the transactions contemplated by each aforesaid Agreement, including, but not limited to the execution of an amendment to the Acquisition Agreement if necessary to accomplish the purposes set forth herein. In the event that the Mayor is unavailable to sign any document authorized for execution herein, any Authorized Officer may sign such document. Any document authorized herein to be signed by the City Clerk may be signed by a duly appointed deputy clerk.

**Section 15.** All conditions precedent to the issuance of the 2005 Bonds pursuant to the policies of the City of Perris relating to community facilities districts have been met or are hereby waived.

**Section 16.** This resolution shall take effect and be enforceable immediately upon its adoption.

***ADOPTED, SIGNED*** and ***APPROVED*** this 28<sup>th</sup> day of June, 2005.

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Mayor, Daryl R. Busch

ATTEST:

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City Clerk, Margaret Rey

STATE OF CALIFORNIA )  
COUNTY OF RIVERSIDE ) §  
CITY OF PERRIS )

I, Margaret Rey, CITY CLERK OF THE CITY OF PERRIS, CALIFORNIA, DO HEREBY CERTIFY that the foregoing Resolution Number 3441 was duly and regularly adopted by the City Council of the City of Perris, acting as the legislative body of Community Facilities District 2001-2 (Villages of Avalon) of the City of Perris, at a regular meeting thereof held the 28<sup>th</sup> day of June, 2005, and that it was so adopted by the following called vote:

AYES: Landers, Motte, Rogers, Busch  
NOES:  
ABSENT:  
ABSTAIN: Yarbrough

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City Clerk, Margaret Rey