

Board Meeting Agenda Public Hearing

Russ Baggerly, Director
Mary Bergen, Director
Bill Hicks, Director

Pete Kaiser, Director
James Word, Director

CASITAS MUNICIPAL WATER DISTRICT
March 13, 2013
6:00 P.M. – Matilija Jr. High School Auditorium
703 El Paseo Rd.
Ojai, CA 93023

Right to be heard: Members of the public have a right to address the Board directly on any item of interest to the public which is within the subject matter jurisdiction of the Board. The request to be heard should be made immediately before the Board's consideration of the item. No action shall be taken on any item not appearing on the agenda unless the action is otherwise authorized by subdivision (b) of ¶54954.2 of the Government Code and except that members of a legislative body or its staff may briefly respond to statements made or questions posed by persons exercising their public testimony rights under section 54954.3 of the Government Code.

1. Public Comments
2. General Manager comments.
3. Board of Director comments.
4. Community Facilities District Report, David Taussig & Associates, March 6, 2013.

RECOMMENDED ACTION: Receive and file Community Facilities District Report.

5. Board Member disclosure of legislative ex parte communications related to Public Hearing regarding proposed Resolution Nos. 13-12, 13-13, 13-14, and 13-15.

6. Resolution Nos. 13-12, 13-13, 13-14, and 13-15
 - a. Conduct a Public Hearing regarding proposed Resolution Nos. 13-12, 13-13, 13-14, and 13-15.
 - 1) Call to Order and open the Public Hearing.
 - 2) Receive staff report and recommendations.
 - 3) Report of written communications.
 - 4) Public comment.
 - 5) Close Public Hearing.
 - 6) Discussion by Board of Directors.
 - b. Resolution No. 13-12 - A Resolution of the Board of Directors of the Casitas Municipal Water District Authorizing Formation of Casitas Municipal Water District Community Facilities District No. 2013-1 (Ojai), Authorizing the Levy of a Special Tax Therein, Preliminarily Establishing an Appropriations Limit Therefor and Submitting Levy of the Special Tax and the Establishment of the Appropriations Limit to the Qualified Electors Thereof.

RECOMMENDED ACTION: Adopt Resolution No. 13-12

- c. Resolution No. 13-13 - A Resolution of the Board of Directors of the Casitas Municipal Water District, California (the "District"), Determining the Necessity to Incur Bonded Indebtedness Within the Casitas Municipal Water District Community Facilities District No. 2013-1 (Ojai) and Submitting a Proposition to the Qualified Electors Thereof

RECOMMENDED ACTION: Adopt Resolution No. 13-13

- d. The Board of Directors may then choose to adopt one of the following resolutions:
 - i. Resolution No. 13-14 - A Resolution of the Board of Directors of the Casitas Municipal Water District, California (The "District"), Calling a Special Election by Way of Polling Place Ballot for the Purpose of approving a Special Tax in the Casitas Municipal Water District Community Facilities District No. 2013-1 (Ojai), the Issuance of Bonds by Said District and Establishment of an Appropriations Limit (Form A).
 - ii. Resolution No. 13-15 - A Resolution of the Board of Directors of the Casitas Municipal Water District, California (The "District"), Calling a Special Election by Way of Mail Ballot for the Purpose of Approving a Special Tax in the Casitas Municipal Water District Community Facilities District No. 2013-1 (Ojai), the Issuance of

Bonds by Said District and Establishment of an Appropriations
Limit (Form B)

RECOMMENDED ACTION: Adopt either Resolution No. 13-14 or
Resolution No. 13-15.

7. Adjournment

If you require special accommodations for attendance at or participation in
this meeting, please notify our office 24 hours in advance at (805) 649-
2251, ext. 113. (Govt. Code Section 54954.1 and 54954.2(a).

**COMMUNITY FACILITIES
DISTRICT REPORT**

**Casitas Municipal Water District
Community Facilities District
No. 2013-1 (Ojai)**

March 6, 2013

*Public Finance
Facilities Planning
Urban Economics*

*Newport Beach
Fresno
Riverside
San Francisco
Chicago
Dallas*

**COMMUNITY FACILITIES DISTRICT REPORT
MELLO-ROOS COMMUNITY FACILITIES ACT OF 1982**

**CASITAS MUNICIPAL WATER DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 2013-1 (OJAI)**

Prepared for

CASITAS MUNICIPAL WATER DISTRICT
1055 Ventura Ave,
Oak View, CA 93022

Prepared by

DAVID TAUSSIG & ASSOCIATES, INC.
5000 Birch Street, Suite 6000
Newport Beach, CA 92660

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I. INTRODUCTION

WHEREAS, pursuant to the “Mello-Roos Community Facilities Act of 1982,” being Chapter 2.5 of Part 1 of Division 2 of Title 5, commencing at Section 53311, et seq. of the Government Code of the State of California, as amended (hereinafter referred to as the “Act”), the Board of Directors (the “Board”) of the Casitas Municipal Water District (the “District”) has determined, on its own initiative and at the request of members of the community within the Ojai service area currently served by the Golden State Water Company, to establish a community facilities district for and with respect to said area (the “Golden State Water Ojai Service Area”), and to act as the legislative body for said community facilities district. This community facilities district being Casitas Municipal Water District Community Facilities District No. 2013-1 (Ojai) shall hereinafter be referred to as:

"CFD No. 2013-1"; and,

WHEREAS, Resolution No. 13-08 of the Board of Directors of the Casitas Municipal Water District Declaring its Intention to Establish Community Facilities District No. 2013-1 (Ojai) and to Authorize the Levy of Special Taxes therein (the "Resolution of Intention"), adopted by the Board on January 29, 2013, did direct that the General Manager of the District, as the officer having charge and control of the public facilities in and for CFD No. 2013-1, to study said proposed facilities and to make, or cause to be made, and file with the Clerk a “Community Facilities District Report” in writing, presenting the following: (a) a description of the public facilities by type, which will be required to adequately meet the needs of CFD No. 2013-1; and (b) an estimate of the fair and reasonable cost of financing the public facilities, including the cost of acquisition of lands, rights-of-way and easements, any physical facilities required in conjunction therewith, and incidental expenses in connection with said financing(s), including the costs of bond financing and all other related costs as provided in Section 53345.3 of the Act.

This Community Facilities District Report has been prepared to comply with the above mentioned provision of the Resolution of Intention.

II. PROJECT DESCRIPTION

CFD No. 2013-1 encompasses approximately 2,150 gross acres of land in the City of Ojai and unincorporated Ventura County. Currently, CFD No. 2013-1 includes approximately 2,937 residential dwelling units, approximately 1.16 million square feet of retail/commercial uses, and approximate 407,192 square feet of industrial uses. The table below provides a detailed breakdown of the existing residential development in CFD No. 2013-1.

Residential Land Use Assumptions

Description	Units/ Sq. Ft.
Single Family Residential	
Up to 9,999 S.F. Lot	1,051
10,000 - 22,000 S.F. Lot	508
22,000 - 1 Acre Lot	258
Over 1 Acre Lot	387
Condominium	84
Multi-Family	649
Total	2,937

III. DESCRIPTION AND ESTIMATED COSTS OF PROPOSED FACILITIES

A. Description of Proposed Public Improvements

A community facilities district may provide for the purchase, construction, expansion or rehabilitation of any real or tangible property, including public facilities and infrastructure improvements, with an estimated useful life of five (5) years or longer.

The public facilities described in this Community Facilities District Report are all public facilities which the legislative body creating CFD No. 2013-1 is authorized to own, construct, or finance. The public facilities described herein are those currently expected to be required to adequately meet, in part, the needs of the development within CFD No. 2013-1. CFD No. 2013-1 reserves the right to modify the actual public facilities proposed herein to the extent CFD No. 2013-1 deems necessary, in its sole discretion, to meet those needs.

1. All costs incurred by the District to acquire the real, personal, and intangible property and property rights owned or held by the Golden State Water Company, any of its affiliate(s), and any third parties or entities (collectively, "Golden State Water") in, to, and with respect to the water utility owned and operated by Golden State Water in Golden State Water Ojai Service Area, whether or not said property is physically located within the Golden State Water Ojai Service Area. Said costs shall include, without limitation and to the maximum extent permitted by applicable law, including the Act, the following costs, whether such costs are incurred prior or subsequent to the adoption of this Resolution of Intention: (1) the District's costs incurred with respect to analyzing the feasibility of the Golden State Water acquisition, the formation of CFD No. 2013-1, the issuance and sale of CFD No. 2013-1 bonds, and the proceedings to be initiated by the District for acquisition of the real, personal, and intangible property of Golden State Water in and with respect to the Golden State Water Ojai Service Area; and (2) the District's consultant costs, CFD No. 2013-1 election-related costs, legal costs, appraisal and expert witness fees, litigation expenses incurred with respect to any eminent domain action or related proceedings that may hereafter be initiated by the District for such acquisition, the amount of just compensation paid to Golden State Water (including without limitation the fair market value for the property taken, severance damages, if any, costs for loss of business goodwill, if any, relocation expenses, if any, pre-condemnation damages, interest, property taxes, and litigation expenses payable to Golden State Water, and any other payments of any type or nature, whether paid pursuant to negotiated agreement, settlement, judgment, or other court order), and, if for whatever reason, any eminent domain action initiated by the District is dismissed or abandoned (including, without limitation due to a judicial determination that the District does not have the legal right to take the Golden State Water property or due to the Board's determination that the amount of just compensation awarded to Golden State Water exceeds the amount the District can responsibly pay for Golden State Water's property) the damages payable to Golden State Water pursuant to California Code of Civil Procedure Sections 1268.510 and 1268.610 *et seq.*
2. Assuming the District does in fact acquire the property described in Paragraph 1, the District's costs incurred to plan, design, engineer, finance, supervise, construct and install,

inspect, and obtain necessary permits for the purchase, construction, improvement, or rehabilitation of any real or other tangible property or facilities with an estimated useful life of five years or longer which property or facilities the District determines are necessary or appropriate to provide water utility services in the Golden State Water Ojai Service Area and which property or facilities the District determines either (i) are of primary benefit to the property owners, residents, businesses, and other persons and entities within the Golden State Water Ojai Service Area or (ii) if the Board determines that said property or facilities benefit the property owners, residents, businesses, and other persons and entities within the Golden State Water Ojai Service Area but are not of primary benefit to such persons or entities, the portion of the District's costs for said property and facilities that the Board reasonably determines does not exceed such persons' or entities' fair share contribution therefor.

The CFD No. 2013-1 special taxes required to pay for the purchase, construction, expansion, improvement or rehabilitation of said public facilities will be apportioned as described in the Rate and Method of Apportionment for CFD No. 2013-1 (included herein as Attachment A).

B. Estimated Costs of Proposed Bond Financed Public Improvements

1. Pre-Acquisition Costs - The CFD No. 2013-1 formation costs, including the costs of holding the special election, and the costs of appraisals, legal, and related expenses the District expects to incur in association with the acquisition by the District of Golden State Water Company's water system in the Ojai service area. Currently, it is estimated that approximately \$5 million would constitute a sufficient amount to pay for these costs, which amount includes a substantial contingency amount. Any portion of the \$5 million not required to cover the actual Pre-Acquisition Costs incurred would be made available to fund acquisition costs.
2. Acquisition Costs – The costs for the District to acquire Golden State Water Company's water system in the Ojai service area is estimated to be \$21.4 million (plus excess available funds assumed to apply first to Pre-Acquisition Costs, as referred to above). Acquisition Costs are subject to change based on the uncertainty created by the fact that the date of value for determining the Acquisition Costs likely will not be until Spring or Summer of 2015, the estimated Acquisition Costs will vary depending upon what the Golden State Water Company's CPUC-approved rate base is at that time, and what amount may ultimately be awarded/paid to Golden State Water Company as 'just compensation'.
3. Post-Acquisition Costs – To the extent that excess CFD No. 2013-1 bond financed proceeds are available after the full financing of Pre-Acquisition and Acquisition Costs, such excess CFD No. 2013-1 bond financed proceeds would be made available to fund additional capital improvements to Golden State Water Company's existing water system after its acquisition by the District, as may be determined necessary and appropriate by the Board. Post-Acquisition costs are currently estimated at approximately \$17.8 million.

C. Projected Bond Sales

The maximum authorized bonded indebtedness for CFD No. 2013-1 is \$60,000,000. It is anticipated that CFD No. 2013-1 will sell one or more series of bonds, as determined necessary

and appropriate by the Board, to finance the Pre-Acquisition Costs, the Acquisition Costs, and the Post-Acquisition Costs.

D. Incidental Expenses to be Included in Proposed Bonded Indebtedness

Pursuant to Section 53345.3 of the Act, bonded indebtedness may include all costs and estimated costs incidental to, or connected with, the accomplishment of the purpose for which the proposed debt is to be incurred, including, but not limited to, the costs of administrative, legal, fiscal, and financial consultant fees; bond and other reserve funds; discount fees; interest on any bonds of the district due and payable within two years of the issuance of the bonds; election costs; and all costs of issuance of the bonds, including, but not limited to, fees for bond and disclosure counsel, costs of obtaining credit ratings, bond insurance premiums, fees for letters of credit, and other credit enhancement costs, and printing costs.

For the bonds proposed to be issued by CFD No. 2013-1, the reserve requirement is estimated at approximately nine percent of the principal amount of the bonds, capitalized interest is estimated at approximately two percent of the principal amount of the bonds, and all other incidental bond issuance expenses are estimated at approximately four percent of the principal amount of the bonds. Actual bond issue characteristics will vary from the above estimates based on market conditions and other factors.

E. Incidental Expenses to be Included in the Annual Levy of Special Taxes

Pursuant to Section 53340 of the Act, the proceeds of any special tax may only be used to pay, in whole or part, the cost of providing public facilities, services and incidental expenses. As defined by the Act, incidental expenses include, but are not limited to, the costs of planning and designing public facilities to be financed, including the costs of environmental evaluations of those public facilities; the costs associated with the creation of the district, 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 district; any other expenses incidental to the construction, completion, and inspection of the authorized work; and the costs associated with the retirement of existing bonded indebtedness.

While the actual cost of administering CFD No. 2013-1 may vary, it is anticipated that the amount of special taxes which can be collected will be sufficient to fund at least \$50,000 in annual administrative expenses.

F. Substitution Facilities

The descriptions of the public facilities, as set forth herein, are general in their nature. The final nature, location, and costs of improvements and facilities will be determined upon the preparation of final plans and specifications. The final plans may show substitutes, in lieu or modifications to the proposed work in order to accomplish the work of improvement, and any such substitution shall not be a change or modification in the proceedings as long as the facilities provide a service substantially similar to that as set forth in this Community Facilities District Report.

IV. BOUNDARIES OF COMMUNITY FACILITIES DISTRICT

The boundaries of CFD No. 2013-1 include all land on which the CFD No. 2013-1 special taxes may be levied. A reduced scale map showing the boundaries of CFD No. 2013-1 is provided as Attachment B. A full scale map is on file with the Clerk of the Board and was recorded on February 8, 2013 at 10:46 a.m. in the Ventura County Recorder's Office in Book 19 of Maps of Assessment and Community Facilities Districts at Pages 87-92 (Instrument No. 20130208-00024211-0).

<http://127.0.0.1/resources/Clients/Casitas MWD/Mello/Ojai Service Area CFD/CFD Report/CMWD CFD No. 2013-1 Report v.2.doc>

ATTACHMENT A

**CASITAS MUNICIPAL WATER DISTRICT
COMMUNITY FACILITIES DISTRICT No. 2013-1 (OJAI)**

RATE AND METHOD OF APPORTIONMENT

**RATE AND METHOD OF APPORTIONMENT FOR
CASITAS MUNICIPAL WATER DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 2013-1 (OJAI)**

A Special Tax shall be levied on all Assessor's Parcels of Taxable Property in Casitas Municipal Water District ("CMWD") Community Facilities District No. 2013-1 (Ojai) ("CFD No. 2013-1") and collected each Fiscal Year, commencing in Fiscal Year 2013-14, in an amount determined through the application of this Rate and Method of Apportionment as described below. All of the real property in CFD No. 2013-1, 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

The terms hereinafter set forth have the following meanings:

"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 map or plan recorded with the County or the land area calculated to the reasonable satisfaction of the CFD Administrator using the boundaries set forth on such map or plan. The parcel square footage of an Assessor's Parcel is equal to the Acreage of such parcel multiplied by 43,560 (the "Parcel Square Footage").

"Act" means the Mello-Roos Community Facilities Act of 1982, being Chapter 2.5, Part 1, Division 2 of Title 5 of the California Government Code.

"Administrative Expenses" means the actual or reasonably estimated costs directly related to the administration of CFD No. 2013-1, including but not limited to: the costs of computing the Special Taxes and preparing the annual Special Tax collection schedules (whether by CMWD or designee thereof or both); the costs of collecting the Special Taxes (whether by CMWD or otherwise); the costs of remitting the 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 CMWD, CFD No. 2013-1 or any designee thereof of complying with arbitrage rebate requirements; the costs to CMWD, CFD No. 2013-1 or any designee thereof of complying with disclosure requirements of CMWD, CFD No. 2013-1 or obligated persons associated with applicable federal and state securities laws and the Act; the costs associated with preparing Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes; the costs of CMWD, CFD No. 2013-1 or any designee thereof related to an appeal of the Special Tax; the costs associated with the release of funds from an escrow account; and CMWD's annual administration fees and third party expenses. Administrative Expenses shall also include amounts estimated by CMWD or advanced by CMWD or CFD No. 2013-1 for any other administrative purposes of CFD No. 2013-1, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure of delinquent Special Taxes.

"Assessor's Parcel" means a lot or parcel to which an Assessor's parcel number is assigned as determined from an Assessor Parcel Map or the applicable assessment roll.

“Assessor’s Parcel Map” means an official map of the County Assessor designating parcels by Assessor’s Parcel number.

“Authorized Facilities” means those facilities eligible to be funded by CFD No. 2013-1, as set forth in the Resolution of Intention to establish CFD No. 2013-1 as adopted by CMWD.

“Bond Issue” means one series of CFD No. 2013-1 Bonds.

“Certificate of Occupancy” means a certificate issued by the City or the County that authorizes the actual occupancy of Developed Property by a resident(s) or a business(es).

“CFD Administrator” means the Person designated by CFD No. 2013-1 to administer the Special Tax according to this RMA.

“CFD No. 2013-1” means CMWD Community Facilities District No. 2013-1 (Ojai).

“CFD No. 2013-1 Bonds” means any bonds or other debt (as defined in Section 53317(d) of the Act), whether in one or more series, issued or incurred by CMWD for CFD No. 2013-1.

"City" means the City of Ojai.

"Commercial Property" means all Assessor’s Parcels of Non-Residential Property excluding Industrial Property.

“Condominium Unit” means (1) a residential condominium as described in Civil Code Section 1351(f) and (2) any residential dwelling that is not a Single Family Detached Unit or a dwelling unit located on Multifamily Attached Property, as determined by the CFD Administrator.

“County” means the County of Ventura.

“Developed Property” means, for each Fiscal Year, all Taxable Property, for which a building permit was issued on or before May 1 of the Fiscal Year preceding the Fiscal Year for which the Special Taxes are being levied.

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

“Indenture” means the indenture, fiscal agent agreement, resolution or other instrument pursuant to which CFD No. 2013-1 Bonds are issued, as modified, amended and/or supplemented from time to time, and any instrument replacing or supplementing the same.

"Industrial Property" means all Assessor’s Parcels of Developed Property for which a building permit(s) was issued for construction of a non-residential structure(s) which is primarily used for: manufacturing, procession, fabricating, assembly, refining, repairing, packaging, or treatment of goods, material or produce; research and development; and/or warehousing and wholesale distribution of goods, material, or produce.

“Land Use Class” means any of the classes listed in Table 1, below.

“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 of Taxable Property.

“Multifamily Attached Property” means an Assessor's Parcel on which is located a structure or structures with multiple residential dwelling units, all of which are offered for rent and are not available for sale to individual owners.

“Non-Residential Floor Area” means the total building square footage of the non-residential building(s) located on an Assessor’s Parcel, measured from outside wall to outside wall, 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. The determination of Non-Residential Floor Area shall be made by reference to the building permit(s) issued for such Assessor’s Parcel and/or to the appropriate records kept by the City's Building Division or the County's Building and Safety Division, as reasonably determined by the CFD Administrator.

“Non-Residential Property” means all Assessor’s Parcels of Developed Property for which a building permit permitting the construction thereon of one or more non-residential facilities has been issued by the City or the County.

“Outstanding Bonds” means all CFD No. 2013-1 Bonds which are outstanding under an Indenture.

“Property Owner Association Property” means, for each Fiscal Year, (i) any property within the boundaries of CFD No. 2013-1 that was owned by a property owner association, including any master or sub-association, as of January 1 of the prior Fiscal Year, (ii) any property located in a Final Subdivision that was recorded as of the May 1 preceding the Fiscal Year in which the Special Tax is being levied and which, as determined from such Final Subdivision, is or will be open space, a common area recreation facility, or a private street, or (iii) any property which, as of the May 1 preceding the Fiscal Year for which the Special Tax is being levied, has been conveyed, irrevocably dedicated, or irrevocably offered to a property owner’s association, including any master or sub-association, provided such conveyance, dedication, or offer is submitted to the CFD Administrator by May 1 preceding the Fiscal Year for which the Special Tax is being levied.

“Proportionately” means, for Developed Property, that the ratio of the actual Special Tax levy to the Maximum Special Tax is equal for all Assessor’s Parcels of Developed Property.

“Public Property” means property within the boundaries of CFD No. 2013-1 that is (i) owned by, or irrevocably offered or dedicated to, the federal government, the State, the County, the

City, CMWD, or any local government or other public agency, provided that any property leased by a public agency to a private entity and subject to taxation under Section 53340.1 of the Act shall not be considered Public Property and shall be taxed and classified according to its actual use; or (ii) encumbered by a public utility easement making impractical its use for any purpose other than that set forth in the easement.

“Rate and Method of Apportionment” or **“RMA”** means this Rate and Method of Apportionment of Special Tax.

“Residential Property” means all Assessor’s Parcels of Developed Property for which a building permit permitting the construction thereon of one or more residential dwelling units has been issued by the City or the County. Residential Property includes Single Family Detached Units, Condominium Units and units located on Multi-Family Attached Property.

“Single Family Detached Unit” means an individual residential dwelling unit that does not share a common wall with another residential dwelling unit.

“Special Tax” means the special tax to be levied in each Fiscal Year on each Assessor’s Parcel of Taxable Property within CFD No. 2013-1 to fund the Special Tax Requirement.

“Special Tax Requirement” means that amount required in any Fiscal Year, commencing in Fiscal Year 2013-2014, for CFD No. 2013-1 to: (i) pay debt service on all Outstanding Bonds due in the calendar year commencing in such Fiscal Year; (ii) pay periodic costs with respect to the CFD No. 2013-1 Bonds, including but not limited to, costs of credit enhancement and federal arbitrage rebate payments due in the calendar year commencing in such Fiscal Year; (iii) pay Administrative Expenses payable or expected to be payable in the calendar year commencing in such Fiscal Year; (iv) pay any amounts required to establish or replenish any reserve funds for all Outstanding Bonds; (v) replace revenue that CFD No. 2013-1 reasonably expects not to receive due to anticipated Special Tax delinquencies, if and to the extent deemed necessary and supported by a written explanation and calculation; (vi) pay any litigation expenses and costs CMWD is required to pay to Golden State Water Company pursuant to California Code of Civil Procedure Section 1268.610 et seq. if CMWD files eminent domain to acquire Golden State’s Ojai water utility and the eminent domain proceeding is abandoned or dismissed for any reason; (vii) pay directly for the acquisition or construction of Authorized Facilities; less (viii) a credit for funds available to reduce the annual Special Tax levy.

“State” means the State of California.

“Taxable Property” means all of the Assessor’s Parcels of Developed Property within the boundaries of CFD No. 2013-1 which are not exempt from the Special Tax pursuant to applicable law or Section E below.

“Trustee” means the trustee or fiscal agent under the Indenture.

“Undeveloped Property” means property that is not Developed Property, Property Owner Association Property or Public Property.

B. ASSIGNMENT TO LAND USE CATEGORIES

Each Fiscal Year, all Taxable Property within CFD No. 2013-1 shall be classified as Developed Property, Undeveloped Property, Property Owner Association Property or Public Property, and shall be subject to Special Taxes in accordance with this Rate and Method of Apportionment determined pursuant to Sections C and D below.

C. MAXIMUM SPECIAL TAX RATE

Developed Property shall be assigned to Land Use Classes 1 through 8 as listed in Table 1 below.

(1). Maximum Special Tax

The Maximum Special Tax for each Assessor's Parcel determined to be Developed Property shall be based on the Land Use Class in Table 1 within which such Assessor's Parcel is classified. As indicated in the table, the Maximum Special Tax may be increased after the CFD sells an additional Bond Issue.

TABLE 1

**Maximum Special Tax for Developed Property within
Community Facilities District No. 2013-1 (Ojai)
Fiscal Year 2013-2014**

Land Use Class	Description	Parcel Square Footage	Maximum Special Tax	
			Prior to 2nd Bond Issue	After 2nd Bond Issue
1	Single Family Detached Unit	43,560 Sq. Ft. or greater	\$345 per unit	\$2,093 per unit
2	Single Family Detached Unit	22,000 to less than 43,560 Sq. Ft.	\$203 per unit	\$1,235 per unit
3	Single Family Detached Unit	10,000 to less than 22,000 Sq. Ft.	\$122 per unit	\$741 per unit
4	Single Family Detached Unit	Less than 10,000 Sq. Ft.	\$79 per unit	\$480 per unit
5	Condominium Unit	NA	\$67 per unit	\$407 per unit
6	Multifamily Attached Property	NA	\$57 per unit	\$349 per unit

Land Use Class	Description	Parcel Square Footage	Maximum Special Tax	
			Prior to 2nd Bond Issue	After 2nd Bond Issue
7	Commercial Property	NA	\$0.050 per square foot of Non-Residential Floor Area	\$0.303 per square foot of Non-Residential Floor Area
8	Industrial Property	NA	\$0.026 per square foot of Non-Residential Floor Area	\$0.159 per square foot of Non-Residential Floor Area

(2). Increase in the Maximum Special Tax

The Fiscal Year 2013-14 Maximum Special Tax, identified in Table 1 above, shall increase annually, commencing on July 1, 2014 and on July 1 of each Fiscal Year thereafter, by an amount equal to two percent (2%) of the amount in effect for the previous Fiscal Year.

(3). Multiple Land Use Classes

In some instances an Assessor's Parcel of Developed Property may contain more than one Land Use Class. The Maximum Special Tax levied on an Assessor's Parcel in such case shall be the sum of the Maximum Special Tax for all Land Use Classes located on that Assessor's Parcel. The CFD Administrator's allocation to each type of property shall be final in the absence of manifest error.

D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX

Commencing with Fiscal Year 2013-14 and for each following Fiscal Year, the CFD Administrator shall determine the Special Tax Requirement and shall provide for the levy the Special Tax as follows:

The Special Tax shall be levied Proportionately on each Assessor's Parcel of Developed Property at up to 100% of the Maximum Special Tax in order to satisfy the Special Tax Requirement.

Notwithstanding the above, under no circumstances will the Special Tax levied in any Fiscal Year against any Assessor's Parcel of Residential Property for which a Certificate of Occupancy has been issued be increased by more than ten percent above the amount that would have been levied in that Fiscal Year as a consequence of delinquency or default by the owner(s) of any other Assessor's Parcel(s) within CFD No. 2013-1.

E. EXEMPTIONS

No Special Tax shall be levied on Public Property and/or Property Owner Association Property in CFD No. 2013-1. However, should an Assessor's Parcel no longer be classified as Public Property or Property Owner Association Property, it shall become subject to the Special Tax.

F. 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 CMWD may directly bill the Special Tax, and/or 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.

G. APPEALS AND INTERPRETATIONS

Any landowner or resident who feels that the amount of the Special Tax levied on his/her Assessor's Parcel is in error may submit a written appeal to the CFD Administrator, provided that the appellant is current in his/her payment 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 CFD Administrator shall review the appeal and if the CFD Administrator concurs, the amount of the Special Tax levied shall be appropriately modified through an adjustment to the Special Tax levy in the following Fiscal Year. No refunds shall be given in the current Fiscal Year.

The CFD Administrator may interpret this Rate and Method of Apportionment for purposes of clarifying any ambiguity and/or making determinations relative to the annual administration of the Special Tax and any landowner or resident appeals. Any decision of the CFD Administrator shall be final and binding as to all persons.

H. PREPAYMENT OF THE SPECIAL TAX

The following additional definitions apply to this Section H:

“CFD Public Facilities Costs” means either \$42,250,000 in 2013 dollars, which shall increase by the Construction Inflation Index on July 1, 2014, and on each July 1 thereafter, or such lower number as (i) shall be determined by the CFD Administrator as sufficient to provide funding for all of the Authorized Facilities, or (ii) shall be determined by CMWD concurrently with a covenant that it will not issue any more CFD No. 2013-1 Bonds (except refunding bonds) to be supported by the Special Tax levy under this Rate and Method of Apportionment as described in Section D herein.

“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 month of December in the calendar year which ends in the previous Fiscal Year. In the event this index ceases to be published, the Construction 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 Costs minus (i) costs of Authorized Facilities previously paid from the Improvement Fund, (ii) moneys currently on deposit in the Improvement Fund available to pay costs of Authorized Facilities, (iii) moneys currently on deposit in an escrow fund that are expected to be available to finance the cost of Authorized Facilities, and (iv) the amount the CFD Administrator reasonably expects to derive from the reinvestment of these funds.

“Improvement Fund” means a fund or account specifically identified in the Indenture to hold funds which are currently available for expenditure to acquire or construct Authorized Facilities.

“Previously Issued Bonds” means, for any Fiscal Year, all Outstanding Bonds that are still outstanding under the Indenture after the principal payment date following the current Fiscal Year.

1. Prepayment in Full

The obligation of the Assessor’s Parcel to pay the Special Tax may be fully prepaid and permanently satisfied as described herein, provided that a prepayment may be made only for Assessor’s Parcels of Developed Property, or an Assessor’s Parcel of Undeveloped Property for which a building permit has been issued, and 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. Within 30 days of receipt of such written notice, the CFD Administrator shall notify such owner of the prepayment amount for such Assessor’s Parcel. The CFD Administrator may charge such owner a reasonable fee for providing this service. If there are Outstanding Bonds, prepayment must be made not less than 30 days prior to the next occurring date that notice of redemption of CFD No. 2013-1 Bonds from the proceeds of such prepayment may be given by the Trustee pursuant to the Indenture.

The Special Tax 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	Prepayment Fees and Expenses
less	Reserve Fund Credit
less	Capitalized Interest Credit
Total: equals	Special Tax Prepayment Amount

As of the proposed date of prepayment, the Special Tax Prepayment Amount shall be calculated as follows:

1. Confirm that no Special Tax delinquencies apply to such Assessor's Parcel.
2. For Assessor's Parcels of Developed Property, compute the Maximum Special Tax. For Assessor's Parcels of Undeveloped Property for which a building permit has been issued, compute the Maximum Special Tax for that Assessor's Parcel as though it were already designated as Developed Property, based upon the building permit which has already been issued for such Assessor's Parcel.
3. Divide the Maximum Special Tax computed pursuant to paragraph 2 by the total estimated Maximum Special Tax levy for the entire CFD No. 2013-1 based on the Developed Property Special Tax which could be levied in the current Fiscal Year on all Developed Property CFD No. 2013-1, excluding any Assessor's Parcels which have been prepaid.
4. Multiply the quotient computed pursuant to paragraph 3 by the Previously Issued Bonds to compute the amount of Previously Issued 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 (e.g., the redemption price-100%), if any, on the Previously Issued Bonds to be redeemed (the "Redemption Premium").
6. Compute the current Future Facilities Costs.
7. Multiply the quotient computed pursuant to paragraph 3 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 bond principal payment date following the current Fiscal Year until the earliest redemption date for the Previously Issued Bonds. Notwithstanding the above, if the Previously Issued Bonds may be redeemed in the current Fiscal Year, but after the date of prepayment, the amount needed to pay the interest under this step shall equal zero.
9. Determine the Special Tax levied on the Assessor's Parcel in the current Fiscal Year which has not yet been paid.
10. Compute the minimum amount the CFD Administrator reasonably expects to derive from the reinvestment of the Special Tax Prepayment Amount less the Future Facilities Amount and the Prepayment Fees and Expenses (defined below) from the date of prepayment until the redemption date for the Previously Issued 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. The prepayment fees and expenses of CFD No. 2013-1 are as calculated by the CFD Administrator and include the costs of computation of the prepayment, the costs to invest the prepayment proceeds, the costs of redeeming CFD No. 2013-1 Bonds, and the costs of recording any notices to evidence the prepayment and the redemption (the “Prepayment Fees and Expenses”).
13. The reserve fund credit (the “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 Previously Issued 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 Previously Issued 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. No Reserve Fund Credit shall be granted if the amount then on deposit in the reserve fund for the Previously Issued Bonds is below the reserve requirement (as defined in the Indenture).
14. If any capitalized interest for the Previously Issued Bonds is projected to remain unexpended as of the date immediately following the principal payment following the current Fiscal Year, a capitalized interest credit shall be calculated by multiplying the quotient computed pursuant to paragraph 3 by the expected balance in the capitalized interest fund or account on such date (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 “Special Tax Prepayment Amount”).

From the Special Tax 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 CFD No. 2013-1 Bonds or make debt service payments. The amount computed pursuant to paragraph 7 shall be deposited into the Improvement Fund. The amount computed pursuant to paragraph 12 shall be retained by CMWD.

Upon confirmation 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, the CFD Administrator shall cause a suitable notice to be recorded in compliance with the Act, to indicate the prepayment of the Special Tax 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, at the time of such proposed prepayment, the amount of Maximum Special Tax that may be levied on Taxable Property within CFD No. 2013-1 (after excluding the property exempted under Section E herein) after the proposed prepayment is at least equal to the sum of (i) the Administrative Expenses, as defined in Section A above, and (ii) 1.10 times the debt service necessary to support the remaining Outstanding Bonds in each corresponding Fiscal Year.

2. Prepayment in Part

The obligation of the Assessor's Parcel to pay the Special Tax may be partially prepaid as described herein, provided that a partial prepayment may be made only for Assessor's Parcels of Developed Property, or an Assessor's Parcel of Undeveloped Property for which a building permit has been issued, and only if there are no delinquent Special Taxes with respect to such Assessor's Parcel at the time of partial prepayment. 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:

$$PP = [(PE - PFE) \times D] + PFE$$

These terms have the following meaning:

PP = the partial prepayment.

PE = the Special Tax Prepayment Amount calculated according to Section H.1.

D = the percentage, expressed as a decimal, by which the owner of the Assessor's Parcel is partially prepaying the Special Tax.

PFE = the Prepayment Fees and Expenses calculated according to Section H.1.

The owner of any Assessor's Parcel who desires such prepayment shall notify the CFD Administrator of such owner's intent to partially prepay the Special Tax and the percentage by which the Special Tax shall be prepaid. The CFD Administrator shall provide the owner with a statement of the amount required for the partial prepayment of the Special Tax for his/her Assessor's Parcel within 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 CFD Administrator shall (i) distribute or cause to be distributed the funds remitted to it according to Section H.1, and (ii) indicate in the records of CFD No. 2013-1 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 - D) of the remaining Maximum Special Tax, shall continue to be levied on such Assessor's Parcel pursuant to Section D herein.

I. TERM OF SPECIAL TAX

The Special Tax shall be levied for a period not to exceed forty years commencing with Fiscal Year 2013-14, provided however that the Special Tax will cease to be levied in an earlier Fiscal Year if the CFD Administrator has determined that all required interest and principal payments on the CFD No. 2013-1 Bonds have been paid.

ATTACHMENT B

**CASITAS MUNICIPAL WATER DISTRICT
COMMUNITY FACILITIES DISTRICT No. 2013-1 (OJAI)**

BOUNDARY MAP

PROPOSED BOUNDARIES OF
CASITAS MUNICIPAL WATER DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 2013-1 (OJAI)
COUNTY OF VENTURA
STATE OF CALIFORNIA

(1) Filed in the office of the Secretary
of the Casitas Municipal Water
District the ____ day of
_____, 2013.

Secretary,
Casitas Municipal Water District

(2) I hereby certify that the within map
showing the proposed boundaries of
Casitas Municipal Water District
Community Facilities District No.
2013-1 (Ojai), County of Ventura,
State of California, was approved by
the Board of Directors of the Casitas
Municipal Water District at a special
meeting thereof, held on the ____
day of _____, 2013,
by its Resolution No. _____.

Secretary,
Casitas Municipal Water District

(3) Filed the ____ day of
_____, 2013, at the hour
of ____ o'clock __m, in Book
_____ of Maps of Assessment
and Community Facilities Districts at
Pages _____ and as
Instrument No. _____
in the office of the County Recorder in
the County of Ventura, State of
California.

Mark A. Lunn
Ventura County Clerk and
Recorder/Registrar of Voters

By



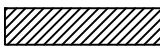
Deputy

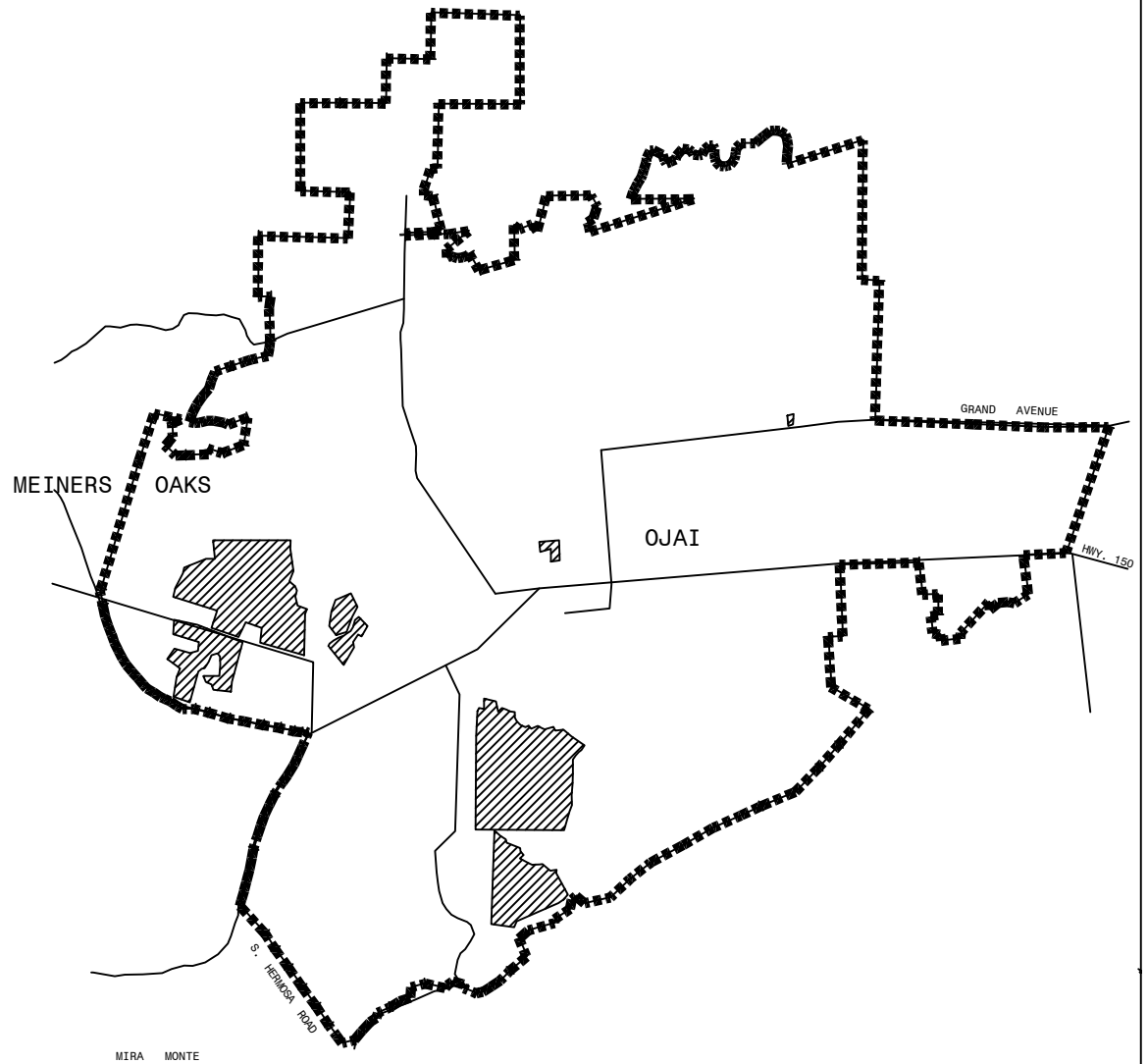
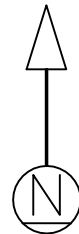
Fe_____

Exempt recording requested,
per CA Government Code §6103

**PROPOSED BOUNDARIES OF
CASITAS MUNICIPAL WATER DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 2013-1 (OJAI)
COUNTY OF VENTURA
STATE OF CALIFORNIA**

LEGEND

	Proposed Boundaries of Casitas Municipal Water District Community Facilities District No. 2013-1 (Ojai), County of Ventura, California
	Roadway
	Not A Part Area



Reference is hereby made to the Assessor maps of the County of Ventura for a description of the lines and dimensions of assessor parcels listed on the following pages.

**PROPOSED BOUNDARIES OF
CASITAS MUNICIPAL WATER DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 2013-1 (OJAI)
COUNTY OF VENTURA
STATE OF CALIFORNIA**

ASSESSOR PARCELS NOT A PART (N.A.P.) OF COMMUNITY FACILITIES DISTRICT No. 2013-1 (OJAI)

010-0-070-010	019-0-160-015
010-0-070-030	019-0-160-025
010-0-070-070	019-0-160-035
010-0-070-120	019-0-160-045
010-0-070-180	019-0-160-055
010-0-120-040	019-0-160-065
019-0-020-170	019-0-160-075
019-0-020-180	019-0-160-085
019-0-020-190	019-0-160-095
019-0-030-030	019-0-160-105
019-0-030-220	019-0-160-115
019-0-062-090	019-0-160-125
019-0-082-030	019-0-160-135
019-0-082-040	019-0-160-145
019-0-082-080	019-0-160-155
019-0-082-090	019-0-160-165
019-0-082-100	019-0-170-015
019-0-082-110	019-0-170-025
019-0-082-200	019-0-170-035
019-0-082-210	019-0-170-045
019-0-082-220	019-0-170-055
019-0-082-230	019-0-170-065
019-0-082-260	019-0-170-075
019-0-082-080	019-0-170-085
019-0-092-090	019-0-170-095
019-0-082-110	019-0-170-105
019-0-092-230	019-0-170-115
019-0-094-100	019-0-170-125
019-0-094-110	019-0-170-135
019-0-094-120	019-0-170-145
019-0-100-160	019-0-170-155
019-0-100-190	019-0-170-165
019-0-100-200	019-0-170-175
019-0-100-225	021-0-103-010
019-0-100-240	022-0-061-170
019-0-110-380	024-0-042-015
019-0-140-015	024-0-050-060
019-0-140-025	
019-0-140-035	
019-0-140-045	
019-0-140-055	
019-0-140-065	
019-0-140-075	
019-0-140-085	
019-0-140-095	
019-0-140-105	
019-0-140-115	
019-0-140-125	
019-0-150-015	
019-0-150-025	
019-0-150-035	
019-0-150-045	
019-0-150-055	
019-0-150-065	
019-0-150-075	
019-0-150-085	
019-0-150-095	
019-0-150-105	
019-0-150-115	

CASITAS MUNICIPAL WATER DISTRICT

DATE: March 8, 2013

TO: Board of Directors

FROM: General Manager - Steve Wickstrum
District Special Counsel – Jeffrey Oderman

Re: Staff Report – Public Hearing on Establishment of a Community Facilities District (Ojai 2013-1), the Levy of a Special Tax and the Issuance of Bonds for the Community Facilities District

This staff report provides a general description of activities and actions that are associated with the Casitas Municipal Water District's (CMWD) consideration of the formation of a Community Facilities District (CFD) to acquire and rehabilitate the Golden State Water Company's (GSW) water system in Ojai.

BACKGROUND:

In April 2011, CMWD was approached by representatives of Ojai FLOW with their findings and feasibility analysis (Richard Hajas, March 20, 2011) regarding the high cost of water service within GSW's Ojai service area. In its April 13, 2011, letter presented to the CMWD Board of Directors, Ojai FLOW stated that the residents of Ojai served by GSW have endured rate increases of over 75% since 2008 on top of rates already well above those in surrounding communities. The representatives of Ojai FLOW expressed extreme frustration with escalating water rates, poor service, and the lack of responsiveness by the California Public Utilities Commission (CPUC).

The Ojai FLOW financial feasibility analysis provided further evidence that, based on 2009 water sales in the GSW service area and applying the water rates of each water purveyor, the GSW customers paid annually approximately \$3.14 million dollars more for water service than they would have paid for the same service at the CMWD water rate. It is this \$3.14 million dollars of annual disparity in the cost of water that can be used to support the issuance of bonds for the acquisition of GSW's Ojai water system. For the individual residential water customers of GSW's Ojai service area, Exhibit F and Chart A of the Ojai FLOW financial feasibility analysis, attached hereto, illustrate further the disparity in water charges for various service sizes and bi-monthly water usage. The examples illustrate that the bi-monthly GSW water cost to the residential customer is more than double that if applying the CMWD rate structure to the same level of water consumption. The Ojai FLOW analysis concluded that it is feasible to reduce the cost of water to GSW's Ojai customers by replacing GSW with CMWD. The replacement of water purveyors would require CMWD to acquire GSW's Ojai water system in a manner that is funded solely by GSW's Ojai customers.

In June 2011, Ojai FLOW presented petitions to CMWD signed by approximately 1,900 of GSW's Ojai customers requesting CMWD to consider the acquisition and give GSW's Ojai service area customers the opportunity to vote on paying for the acquisition of GSW's Ojai system. The findings stated in the Ojai FLOW petition are that:

- This action will not be a burden to the existing rate payer of CMWD;
- There will be no change in the place where Ojai Groundwater basin water will be used or change in where Lake Casitas water will be used;
- There will be no increase in overall water demand; and
- The average customer now served by GSW will realize a 10%-15% reduction in annual water costs in the first year.

The CMWD Board of Directors has carefully considered the Ojai FLOW request and the need to protect the interests of CMWD and its current customers, with the understanding that the acquisition would be solely funded by the appropriate properties located within GSW's Ojai service area. The CMWD Board of Directors also considered various funding methods, including those proposed by Ojai FLOW, that would provide the GSW's Ojai customers with CMWD water rates for water usage and annual bond payments for the costs of acquisition and water system integration and rehabilitation improvements that are accomplished through the formation of a CFD.

On January 29, 2013, the CMWD Board of Directors considered taking the necessary actions to initiate the formation of a CFD for the acquisition of the property and facilities owned/held by GSW in its Ojai service area. During this public meeting, the Board of Directors considered the presentation of the Rate and Method of Apportionment that was created by CMWD's special financial advisor, David Taussig and Associates, and heard public comment concerning the proposal to acquire GSW's Ojai system. The presentation by the special financial advisor included a chart of the water charge comparisons of GSW and CMWD, with the addition to the CMWD water charges of the application of the apportioned property tax for the acquisition. In all cases of parcel sizes presented and illustrated in the slide entitled "Water Rate Comparison", attached hereto, the application of the maximum apportioned property tax for the acquisition and the CMWD water charges did not exceed the water charges imposed by GSW.

After hearing the public comments and the presentation by the special financial advisor, the Board of Directors then moved to (1) approve the Local Goals and Policies for Use of Mello-Roos Community Facilities District Act of 1982, (2) adopt a Resolution of Intention to Establish Community Facilities District No. 2013-1 (Ojai) and to Authorize the Levy of Special Taxes Therein, (3) adopt a Resolution Declaring the CMWD Board of Director's Intention to reimburse Expenditures from the Proceeds of Certain Community Facilities District Bond Obligations, and (4) set a public hearing for March 13, 2013, at 6:00PM at the Matilija Junior High School Auditorium. At that Public Hearing, the Board of Directors, acting as the legislative body for the proposed CFD, will consider and finally determine whether to approve the Rate and Method of Apportionment for the proposed CFD, approve the maximum special tax that can be

imposed on properties within the boundaries of the CFD to support the acquisition of the GSW Ojai water system and fund capital improvements to that system, proceed with formation of the CFD, and schedule a special election at which the voters in the proposed CFD will have the opportunity to vote on whether or not to approve these actions.

ANALYSIS:

A. Use of CFD Financing is a Feasible Method of Acquiring GSW's Ojai Water System.

If CMWD is going to acquire GSW's Ojai water system use of CFD financing appears to be the most appropriate and feasible means of doing so.

One of the essential prerequisites for CMWD in becoming involved with the potential acquisition of GWS's Ojai service area is that the financial burden and risk of the acquisition must be borne entirely by GSW's Ojai customers, not CMWD's existing customers elsewhere in the District. The Community Facilities District Act of 1982 provides a mechanism to finance the acquisition consistent with this parameter, as the CFD boundaries will include only the GWS Ojai service area that is to be acquired and not other areas already served by CMWD and the special tax that will be imposed can only be imposed within the boundaries of the CFD.

The CFD law also provides the Ojai community served by GSW the ultimate decision as to whether or not to proceed, as the formation of the CFD and imposition of the maximum special tax must be submitted to the voters in the CFD and approved by not fewer than two-thirds (2/3) of the eligible voters. Thus, the acquisition cannot and will not proceed without strong community support.

The CFD law also protects GSW's Ojai customers because the voters must approve a maximum special tax that can be imposed upon them. Assuming the voters within GSW's Ojai service area approve the CFD by the required 2/3rds vote, CMWD will have no authority to increase the maximum special tax thereafter.

CMWD evaluated other potential acquisition funding mechanisms but none has the advantages of CFD financing. CMWD is unable and unwilling to commit other possible sources of funds toward the acquisition that would put existing CMWD ratepayers at risk. CMWD lacks the authority to fund the acquisition through some sort of water rate surcharge on GSW's Ojai customers as CMWD does not serve those customers at this time and CMWD would be required to pay GSW the full fair market value for its Ojai water system *before* the acquisition is completed.

CFD funding has been successfully used in the recent past for similar public acquisitions of privately owned water systems in California. One example is the 2008 acquisition by the San Lorenzo Valley Water District of the California-American Water Company water system in the community of Felton in Santa Cruz County.

B. The Cost of Acquisition is Feasible.

If the CMWD Board of Directors and the voters in GSW's Ojai service area approve the formation of the CFD and the acquisition of GSW's Ojai water system, CMWD is required to pay GSW the full fair market value for its property. Fair market value is determined based upon the highest price that a hypothetical willing buyer and willing seller would agree to, each being fully informed of the relevant facts and with neither being under any compulsion to sell or buy.

The best evidence of the fair market value of the GSW Ojai water utility is the value placed on that system by the CPUC for rate making purposes—the so-called “rate base” or “book value” figure. As of fiscal year 2012, that figure was somewhat less than \$15 million for GSW's Ojai water system. The fair market value of GSW's Ojai water system is likely to increase somewhat in the near future before CMWD can fix a final purchase price (e.g., as a result of future increases by the CPUC in GSW's approved rate base), but it is doubtful any such increases will be so substantial from a percentage standpoint as to affect the feasibility of the overall acquisition program. While sales of other privately held water utilities in California have occurred at amounts in excess of the seller's CPUC-approved rate base figure, the rate base figure is an important constraint on the high side price an informed buyer would be willing to pay. In this regard, the CPUC must approve any sale of a privately owned water utility to another private buyer and in considering whether to grant approval it applies a so-called “ratepayer indifference” test, meaning the CPUC must be convinced the sale price is not so high that the buyer would have to increase rates charged to its customers in order to recoup the higher acquisition price paid and still earn an adequate rate of return. Thus, the hypothetical buyer of GSW's Ojai water system in the open market could not afford to pay significantly more than GSW's approved rate base figure and hope to obtain CPUC approval. Moreover, while public agency purchasers such as CMWD are not subject to CPUC jurisdiction (and, hence, are not subject to the CPUC's ratepayer indifference test), appraisers are expressly prohibited by the California Evidence Code (Section 822(a)(1)) from considering sales to public agencies with eminent domain power in determining fair market value. So, in the end, the hypothetical private purchaser that *is* subject to CPUC jurisdiction is the only buyer that is relevant and while no guarantees can be made as to the acquisition price CMWD will end up paying for GSW's Ojai water system—and if the parties do not agree the value may end up having to be established by a jury in an eminent domain action—CMWD's staff believes the \$15 million rate base figure provides a strong starting point for assessing the likely acquisition costs that will be incurred.

CMWD is aware that certain sources have asserted that GSW has “water rights” that are associated with its Ojai water system that have independent value that CMWD has not taken into account. A figure of \$50 million for these supposed “water rights” has been publicly used. In this regard, CMWD recently received a March 8, 2013, letter from an attorney representing GSW asserting that GSW has “appropriative” water rights in the Ojai basin. Whether or not GSW *does* have any such water “rights”—there has

been no adjudication establishing the existence or extent of water rights in the Ojai basin—in CMWD’s view those rights would have no impact on the fair market value of GSW’s Ojai water system and it appears to CMWD that GSW and its supporters are using the \$50 million figure in an effort to scare people into thinking a public acquisition of GSW would be infeasible. The fact of the matter is that the CPUC would not allow GSW to charge its customers more for water even if it established it has appropriate water “rights,” a hypothetical buyer in the open market would not be willing to pay GSW for “rights” that have no potential to increase its income or profits, and the fair market value of GSW’s Ojai water utility therefore would be unaffected. The only conceivable circumstance in which a regulated public water utility such as GSW could claim its water rights (assuming such rights do exist) add to the fair market value of the system would be if those rights included the right to use water for a non-utility purpose (e.g., export and sale). GSW has not claimed and could not claim any such right so its theoretical argument about water “rights” is beside the point in terms of the cost of acquisition. It is noteworthy that a similar “water rights” claim was made when the County of Santa Cruz and San Lorenzo Valley Water District initiated the formation of a CFD and acquisition of California-American Water Company’s Felton water utility a few years ago and, when the County and District did not back down, the community’s voters solidly supported the CFD, and it came time for Cal-Am to prove the value of its Felton water system, Cal-Am dropped the issue entirely.

Given these facts, can CMWD acquire GSW’s Ojai water system for a price that will reduce the Ojai customers’ cost for water? CMWD staff and consultants believe the answer is a definite “yes.” The Ojai FLOW feasibility analysis (the methodology of which has been analyzed and confirmed by CMWD) determined that as of 2011 GSW’s Ojai customers were paying approximately \$3.14 million more for water than they would be paying if they were served by CMWD (not to mention that the gap appears to be widening with each passing year). Using conservative assumptions, Taussig and Associates has determined that if a CFD were formed within GSW’s Ojai service area, a maximum special tax were imposed on the properties in the CFD totaling this same \$3.14 million, and CFD bonds secured by the special taxes were sold to fund the acquisition CMWD would likely be able to raise net bond proceeds in excess of \$40 million. Again, while there are no guarantees on the amount of total CFD funding that could be achieved, the margin between the approximately \$15 million current “value” of the GSW system (using the current CPUC-approved rate base figure) and the approximately \$40 million in net bond proceeds that Taussig estimates CMWD could raise—WITHOUT INCREASING THE TOTAL COST OF WATER TO GSW’S OJAI CUSTOMERS—demonstrates that there is a very large cushion or contingency to address acquisition costs.

While CMWD has not yet conducted a detailed inspection of GSW’s physical plant and facilities, CMWD is aware that GSW is planning major infrastructure expenditures in the coming years. These expenditures, it should be noted, will *further* increase water costs to GSW’s Ojai customers even above the already high rates charged by GSW. CMWD could use the “excess” bond proceeds available after the acquisition of GSW’s Ojai

water system to construct/install needed capital facilities and still *lower* the water costs of GSW's Ojai customers.

The fact that CMWD is able to deliver water at a significantly lesser cost than GSW should not be a surprise and does not necessarily reflect adversely on GSW management. As a local public agency, CMWD simply has certain inherent advantages from a cost-of-service standpoint: (1) as a for-profit company GSW is entitled to earn a rate of return or profit from its operations, whereas CMWD is a non-profit entity and does not earn (or charge for) a profit; (2) as a private entity, GSW pays income taxes and property taxes (for which its customers must pay through their water rates); CMWD does not; (3) CMWD *receives* an allocation of local property taxes which help to support its cost of providing service to its customers; GSW does not; (4) GSW incurs and charges to its customers the "regulatory expense" of filing and processing its rate applications through the CPUC and reporting to and complying with other CPUC rules and programs; CMWD is not subject to CPUC jurisdiction and incurs no such costs; (5) as a public agency, CMWD can borrow funds at lower tax-exempt rates; GSW's "cost of capital" is higher; and (6) CMWD already serves a large, contiguous geographical area in Ventura County and has certain built-in economies of scale that could be brought to bear in serving GSW's Ojai service area, whereas GSW's operation involves numerous small non-contiguous service areas managed from remote locations. CMWD is not disparaging GSW in terms of its costs of providing service; CMWD is simply saying it can provide service at a significantly reduced cost.

One final comment regarding the relative cost of delivering water service as between GSW and CMWD. The CFD bonds used to acquire GSW's Ojai water system and perform near-term upgrades will be paid off in 30 years or so. That may seem like a long time now, but as time passes the pay-off date will draw closer and eventually will occur. At that point, the Ojai customers' total cost of water service will decrease substantially more, as they would be subject only to CMWD's (lower) water rates and no additional CFD special taxes.

C. Governance Issues.

The primary justification for CMWD's acquisition of GSW's Ojai service area has been its ability to provide water service at a lesser cost. If, however, CMWD acquires GSW's Ojai water utility CMWD believes GSW's Ojai customers will realize additional benefits as well, of a type referred to here as "governance" issues. These "governance" benefits that would be achieved by a CMWD acquisition include the following: (1) the Ojai customers of GSW currently have no right to participate in the management of the water utility that serves their community, as they would with CMWD; (2) members of the CMWD Board of Directors live in the community and are easily accessible to local residents and ratepayers, whereas GSW management do not and are not; (3) the members of CMWD's governing board perform a public service for the good of the community, with virtually no personal financial return; GSW's Board represents a typical out-of-area corporate organization that seeks to maximize profit for the company's

owners/shareholders; (4) CMWD has public meetings in the community and is subject to the Brown Act; GSW is not; (5) CMWD is subject to the California Public Records Act which requires its records to be made available to the public; GSW is not; (6) under Proposition 218 CMWD's voters have numerous procedural protections prior to having their water rates increased, including the right to "protest out" any proposed fee increases by a majority vote; GSW's customers do not; and (7) CMWD's customers have numerous opportunities to express their will at the local level, whereas GSW's customers' only "recourse is to attempt to pierce the technical, legalistic, and nearly impenetrable CPUC process with officials and staff located hundreds of miles away.

D. California Environmental Quality Act.

The formation of a CFD is not a "project" subject to the California Environmental Quality Act (CEQA) and, thus, there is no need to conduct CEQA review at this time. Formation of the CFD and related actions will not commit CMWD to funding any particular capital improvements that would have the potential to cause an environmental impact. Environmental review is appropriately reserved until such decisions are made.

E. Eminent Domain.

The formation of a CFD does not commit CMWD to using its power of eminent domain to acquire GSW's Ojai water utility. *If* the CMWD Board of Directors takes the actions now recommended and *if* the voters in the CFD boundaries approve those actions by the required two-thirds (2/3) vote, CMWD would then be in a position to prepare a formal appraisal of the GSW property interests, present a formal purchase offer to GSW based on that appraisal, attempt to negotiate the acquisition with GSW on a mutually acceptable basis, or, if negotiated acquisition fails, consider whether to acquire the system by exercising CMWD's power of eminent domain. Before eminent domain is approved, the CMWD Board would have to conduct a public hearing and adopt a so-called "resolution of necessity" by a two-thirds (2/3) vote making certain determinations that the public interest and necessity require the taking. The actions now recommended do not preclude the matters that would have to be considered by the CMWD Board of Directors at that time.

F. In-Person vs. Mailed Ballot Election.

If the Board of Directors determines to proceed with the formation of a CFD and conducting a special election to submit the matter to the voters in the GSW Ojai service area (the proposed CFD boundaries), the Board will need to determine whether the election will be a traditional "in-person" election with polling places or a mailed ballot election. Ojai FLOW requests that the election be an in-person election with polling places. The cost of conducting the election in that manner is higher; staff will be available to address the alternatives (including the estimate cost differential) at the March 13 hearing.

RECOMMENDED ACTIONS:

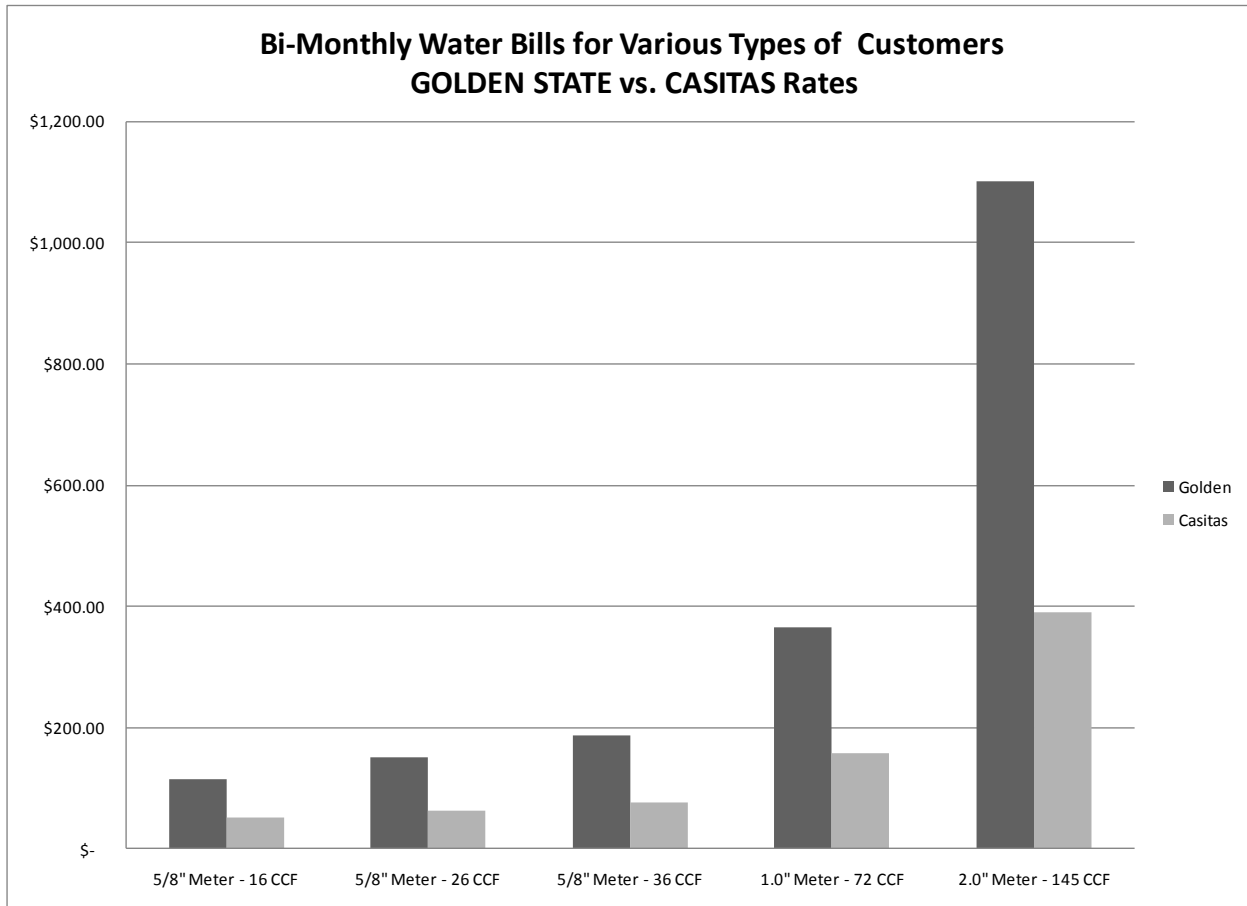
At the conclusion of the public hearing on March 13, 2013, it is recommended that the CMWD Board of Directors take the actions listed below. The recommended actions conclude the formation process for the CFD, approve the Rate and Method of Apportionment, maximum special tax, and maximum appropriation and bonded indebtedness amounts for the CFD, submit the CFD to the voters, and set the date for the CFD election.

- 1) Adopt the Resolution Authorizing the Formation of Casitas Municipal Water District Community facilities District 2013-1 (Ojai), Authorizing the Levy of a Special Tax therein, preliminarily establishing an appropriations limit therefore and submitting levy of the Special Tax and the establishment of the appropriations limit to the qualified electors thereof.
- 2) Adopt a Resolution determining the necessity to incur bonded indebtedness within the Casitas Municipal Water District Community Facilities District No. 2013-1 (Ojai) and submitting a proposition to the qualified electors.
- 3) Adopt a Resolution calling a special election by way of polling place ballot, or, by way of mail ballot for the purpose of approving a special tax in the Casitas Municipal Water District Community Facilities District No. 2013-1 (Ojai) for the issuance of bonds by said district and establishment of an appropriations limit.
- 4) Accept the Community Facilities Report prepared by David Taussig and Associates, Inc.

Exhibit F

Chart A		
Golden State vs. Casitas Charges For Various Types of Customers		
	Golden	Casitas
5/8" Meter - 16 CCF	\$ 115.07	\$ 51.62
5/8" Meter - 26 CCF	\$ 151.14	\$ 62.54
5/8" Meter - 36 CCF	\$ 187.10	\$ 76.01
1.0" Meter - 72 CCF	\$ 366.04	\$ 157.80
2.0" Meter - 145 CCF	\$ 1,102.30	\$ 391.10
Golden State charges based (excluding surcharges) Cal PUC Sheet 5990-W		
Casitas charges based 9.2.4 Rate Schedule (Residential Rates)		

Chart A



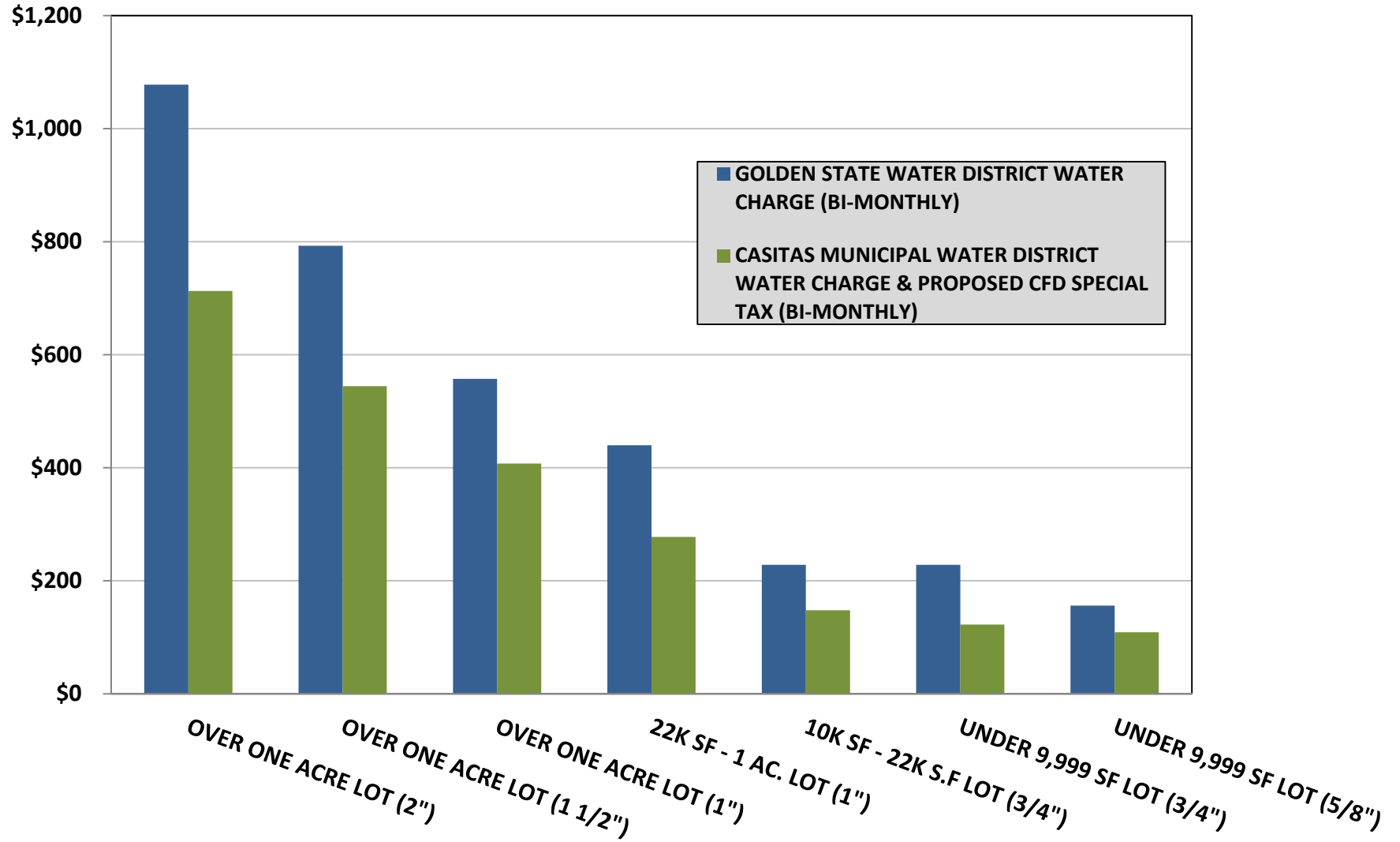
GOLDEN STATE charges based on Cal. PUC Sheet 5990-W (excluding surcharges). CASITAS charges based on residential rates in CASITAS 9.2.4 Rate Schedule

History of Water Rate Increases

Historically GOLDEN STATE rates have been consistently higher than CASITAS. Chart B compares the historical cost to the typical GOLDEN STATE customer with the cost when CASITAS's historical charges are applied for the same service.

Water Rate Comparison

Funding Pre-Acquisition & Acquisition Costs



CASITAS MUNICIPAL WATER DISTRICT

RESOLUTION NO. 13-12

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE CASITAS MUNICIPAL WATER DISTRICT AUTHORIZING FORMATION OF CASITAS MUNICIPAL WATER DISTRICT COMMUNITY FACILITIES DISTRICT NO. 2013-1 (OJAI), AUTHORIZING THE LEVY OF A SPECIAL TAX THEREIN, PRELIMINARILY ESTABLISHING AN APPROPRIATIONS LIMIT THEREFOR AND SUBMITTING LEVY OF THE SPECIAL TAX AND THE ESTABLISHMENT OF THE APPROPRIATIONS LIMIT TO THE QUALIFIED ELECTORS THEREOF

WHEREAS, on January 29, 2013, this Board of Directors adopted Resolution No. 13-08, entitled “Resolution of the Board of Directors of the Casitas Municipal Water District, California Declaring Its Intention to Establish Community Facilities District No. 2013-1 (OJAI), to Authorize the Levy of Special Taxes Therein” (the “Resolution of Intention”), stating its intention to form Casitas Municipal Water District Community Facilities District No. 2013-1 (OJAI) (the “CFD”) pursuant to the Mello-Roos Community Facilities Act of 1982, as amended, Section 53311 *et seq.* of the California Government Code (the “Act”); and

WHEREAS, the Resolution of Intention, incorporating a map of the proposed boundaries of the CFD, stating the Facilities to be provided, and the rate and method of apportionment of the special tax to be levied within each improvement area of the CFD to pay the costs of providing such Facilities, and/or the principal and interest on bonds proposed to be issued with respect to the CFD, is on file with the Clerk of this Board of Directors (the “Clerk”) and the provisions thereof are incorporated herein by this reference as if fully set forth herein; and

WHEREAS, on this date, this Board of Directors held a noticed public hearing as required by the Act and the Resolution of Intention with respect to the proposed formation of the CFD, the imposition of the Special Tax, the adoption of an appropriation limit, and the authorization to incur bonded indebtedness; and

WHEREAS, at said hearing all interested persons desiring to be heard on all matters pertaining to the formation of the CFD, the creation of the improvement areas therein, the Facilities to be provided therein and the levy of said special tax were heard and a full and fair hearing was held; and

WHEREAS, at said hearing evidence was presented to this Board of Directors on said matters before it, including a report caused to be prepared pursuant to the Resolution of Intention (the “Report”) as to the Facilities to be provided through the CFD and the costs thereof, a copy of which is on file with the Clerk, and this Board of Directors at the conclusion of said hearing is fully advised in the premises; and,

WHEREAS, written protests with respect to the formation of the CFD, the furnishing of specified types of Facilities and the rate and method of apportionment of the special taxes have not been filed with the Secretary by fifty percent (50%) or more of the registered voters residing within the territory of the CFD or property owners of one-half (1/2) or more of the area of land within the CFD or any improvement area and not exempt from the special tax; and

WHEREAS, the special tax proposed to be levied in the CFD to pay for the proposed Facilities to be provided therein, as set forth in Exhibit A hereto, has not been eliminated by protest by fifty percent (50%) or more of the registered voters residing within the territory of the CFD or the owners of one-half (1/2) or more of the area of land within the CFD and not exempt from the special tax.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Casitas Municipal Water District as follows:

Section 1. The foregoing recitals are true and correct.

Section 2. The proposed special tax to be levied within the CFD has not been precluded by majority protest pursuant to Section 53324 of the Act.

Section 3. All prior proceedings taken by this Board of Directors in connection with the establishment of the CFD, and the levy of the special tax have been duly considered and are hereby found and determined to be valid and in conformity with the Act.

Section 4. This Board of Directors has approved local goals and policies for community facilities districts of the District (“Goals and Policies”), and this Board of Directors hereby finds and determines that the CFD is in conformity with said Goals and Policies.

Section 5. The CFD is designated “Casitas Municipal Water District Community Facilities District No. 2013-1 (OJAI)” and is hereby established pursuant to the Act.

Section 6. The boundaries of the CFD, as set forth in the map of the CFD heretofore recorded on February 8, 2013, in the Ventura County Recorder's Office as Document No. 20130208-00024211-0 at Book 19, Page 87-92 of Maps of Assessment and Community Facilities Districts, are hereby approved, are incorporated herein by reference and shall be the boundaries of the CFD.

Section 7. The types of public facilities proposed to be financed by the CFD pursuant to the Act shall be the items listed on Exhibit A herein (the “Facilities”). The Report is hereby accepted by the District and incorporated herein by reference.

Section 8. Except to the extent that funds are otherwise available to the CFD to pay for the Facilities and/or the principal and interest as it becomes due on bonds of the CFD issued to finance the Facilities, a special tax sufficient to pay the costs thereof, secured by a continuing lien against all non-exempt real property in the CFD, will be levied annually within each Improvement Area of the CFD, and collected in the same manner and upon the same roll as ordinary, ad valorem real property taxes or in such other manner as this Board of Directors shall determine, including direct billing of the affected property owners. The proposed rate and

method of apportionment of special tax among the parcels of real property within the CFD, in sufficient detail to allow each landowner within the proposed CFD to estimate the probable maximum amount such owner will have to pay, are described in Exhibit B, attached hereto and by this reference incorporated herein. In no circumstances shall the special tax levied against any parcel used for private residential purposes (as defined in the Act), if any, be increased as a consequence of delinquency or default by the owner of any other parcel or parcels within the CFD by more than 10 percent.

Section 9. The General Manager of the District, telephone number (805) 649-2251, is the officer of the District who will be responsible for preparing annually a current roll of special tax levy obligations by assessor's parcel number and will be responsible for estimating and levying future special tax levies pursuant to the Act.

Section 10. Upon recordation of a notice of special tax lien pursuant to Section 3114.5 of the Streets and Highways Code of California, a continuing lien to secure the levy of the special tax pursuant to the applicable rate and method of apportionment shall attach to all nonexempt real property in the CFD, and this lien shall continue in force and effect until the special tax obligation is prepaid and permanently satisfied and the lien canceled in accordance with law or until collection of the tax by the CFD ceases.

Section 11. In accordance with Section 53325.7 of the Act, the annual appropriations limit, as defined by subdivision (h) of Section 8 of Article XIII B of the California Constitution, of the CFD is hereby preliminarily established at a sum equal to the greater of one hundred percent (100%) of the amount of all proceeds of the special tax collected annually or one hundred percent (100%) of the authorized bonded indebtedness, and as defined by said Article XIII B as adjusted for changes in the cost of living and changes in population, and said appropriations limit shall be submitted to the voters, as hereafter provided. The proposition establishing said annual appropriations limit shall become effective if approved by the qualified electors voting thereon and shall be adjusted in accordance with the applicable provisions of Section 53325.7 of the Act.

Section 12. Pursuant to the provisions of the Act, the proposition of the levy of the special tax and the proposition of the establishment of the appropriations limit specified above shall be submitted to the qualified electors at an election the time, place and conditions of which election shall be as specified by a separate resolution of this Board of Directors. The proposed voting procedure shall be by mail or hand-delivered/polling place ballot among the registered voters in the CFD.

Section 13. The Board of Directors hereby finds and determines that the public interest will not be served by allowing the property owners in the CFD to enter into a contract in accordance with Section 53329.5(a) of the Act.

Section 14. This Resolution shall take effect immediately upon its adoption.

PASSED and ADOPTED by the Board of Directors of the Casitas Municipal Water District at a regular meeting held on the 13th day of March, 2013.

JAMES W. WORD, PRESIDENT OF THE
CASITAS MUNICIPAL WATER DISTRICT

ATTEST:

MARY BERGEN, SECRETARY OF THE
CASITAS MUNICIPAL WATER DISTRICT

STATE OF CALIFORNIA)
COUNTY OF VENTURA) SS
CASITAS MUNICIPAL WATER DISTRICT)

I, Rebekah Vieira, Clerk of the Board of Directors of the Casitas Municipal Water District, hereby certify that the foregoing Resolution was duly adopted at a regular meeting of the Board of Directors of the Casitas Municipal Water District, held at the 13th day of March, 2013, by the following vote:

AYES: DIRECTORS:

NOES: DIRECTORS:

ABSENT: DIRECTORS:

REBEKAH VIEIRA, CLERK OF THE
BOARD OF DIRECTORS OF THE CASITAS
MUNICIPAL WATER DISTRICT

EXHIBIT "A"

LIST OF AUTHORIZED FACILITIES

The Authorized Facilities to be financed by Casitas Municipal Water District Community Facilities District No. 2013-1 (Ojai) include both of the following:

1. All costs incurred by the District to acquire the real, personal, and intangible property and property rights owned or held by the Golden State Water Company, any of its affiliate(s), and any third parties or entities (collectively, "Golden State Water") in, to, and with respect to the water utility owned and operated by Golden State in Golden State Water Ojai Service Area, whether or not said property is physically located within the Golden State Water Ojai Service Area. Said costs shall include, without limitation and to the maximum extent permitted by applicable law, including the Act, the following costs, whether such costs are incurred prior or subsequent to the adoption of this Resolution of Intention: (1) the District's costs incurred with respect to analyzing the feasibility of the Golden State Water acquisition, the formation of the CFD, the issuance and sale of CFD bonds, and the proceedings to be initiated by the District for acquisition of the real, personal, and intangible property of Golden State Water in and with respect to the Golden State Water Ojai Service Area; and (2) the District's consultant costs, CFD election-related costs, legal costs, appraisal and expert witness fees, litigation expenses incurred with respect to any eminent domain action or related proceedings that may hereafter be initiated by the District for such acquisition, the amount of just compensation paid to Golden State Water (including without limitation the fair market value for the property taken, severance damages, if any, costs for loss of business goodwill, if any, relocation expenses, if any, pre-condemnation damages, interest, property taxes, and litigation expenses payable to Golden State Water, and any other payments of any type or nature, whether paid pursuant to negotiated agreement, settlement, judgment, or other court order), and, if for whatever reason, any eminent domain action initiated by the District is dismissed or abandoned (including, without limitation due to a judicial determination that the District does not have the legal right to take the Golden State Water property or due to the District Board's determination that the amount of just compensation awarded to Golden State Water exceeds the amount the District can responsibly pay for Golden State Water's property) the damages payable to Golden State Water pursuant to California Code of Civil Procedure Sections 1268.510 and 1268.610 *et seq.*

2. Assuming the District does in fact acquire the property described in Paragraph 1, the District's costs incurred to plan, design, engineer, finance, supervise, construct and install, inspect, and obtain necessary permits for the purchase, construction, improvement, or rehabilitation of any real or other tangible property or facilities with an estimated useful life of five years or longer which property or facilities the District determines are necessary or appropriate to provide water utility services in the Golden State Water Ojai Service Area and which property or facilities the District determines either (i) are of primary benefit to the property owners, residents, businesses, and other persons and entities within the Golden State Water Ojai Service Area or (ii) if the District's Board determines that said property or facilities benefit the property owners, residents, businesses, and other persons and entities within the Golden State Water Ojai Service Area but are not of *primary* benefit to such persons or entities, the portion of the District's costs for said property and facilities that the District's Board reasonably determines does not exceed such persons' or entities' fair share contribution therefor.

EXHIBIT "B"

PROPOSED RATE AND METHOD OF APPORTIONMENT

[see following pages]

**RATE AND METHOD OF APPORTIONMENT FOR
CASITAS MUNICIPAL WATER DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 2013-1 (OJAI)**

A Special Tax shall be levied on all Assessor's Parcels of Taxable Property in Casitas Municipal Water District ("CMWD") Community Facilities District No. 2013-1 (Ojai) ("CFD No. 2013-1") and collected each Fiscal Year, commencing in Fiscal Year 2013-14, in an amount determined through the application of this Rate and Method of Apportionment as described below. All of the real property in CFD No. 2013-1, 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

The terms hereinafter set forth have the following meanings:

"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 map or plan recorded with the County or the land area calculated to the reasonable satisfaction of the CFD Administrator using the boundaries set forth on such map or plan. The parcel square footage of an Assessor's Parcel is equal to the Acreage of such parcel multiplied by 43,560 (the "Parcel Square Footage").

"Act" means the Mello-Roos Community Facilities Act of 1982, being Chapter 2.5, Part 1, Division 2 of Title 5 of the California Government Code.

"Administrative Expenses" means the actual or reasonably estimated costs directly related to the administration of CFD No. 2013-1, including but not limited to: the costs of computing the Special Taxes and preparing the annual Special Tax collection schedules (whether by CMWD or designee thereof or both); the costs of collecting the Special Taxes (whether by CMWD or otherwise); the costs of remitting the 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 CMWD, CFD No. 2013-1 or any designee thereof of complying with arbitrage rebate requirements; the costs to CMWD, CFD No. 2013-1 or any designee thereof of complying with disclosure requirements of CMWD, CFD No. 2013-1 or obligated persons associated with applicable federal and state securities laws and the Act; the costs associated with preparing Special Tax disclosure statements and responding to public inquiries regarding the Special Taxes; the costs of CMWD, CFD No. 2013-1 or any designee thereof related to an appeal of the Special Tax; the costs associated with the release of funds from an escrow account; and CMWD's annual administration fees and third party expenses. Administrative Expenses shall also include amounts estimated by CMWD or advanced by CMWD or CFD No. 2013-1 for any other administrative purposes of CFD No. 2013-1, including attorney's fees and other costs related to commencing and pursuing to completion any foreclosure of delinquent Special Taxes.

"Assessor's Parcel" means a lot or parcel to which an Assessor's parcel number is assigned as determined from an Assessor Parcel Map or the applicable assessment roll.

“Assessor’s Parcel Map” means an official map of the County Assessor designating parcels by Assessor’s Parcel number.

“Authorized Facilities” means those facilities eligible to be funded by CFD No. 2013-1, as set forth in the Resolution of Intention to establish CFD No. 2013-1 as adopted by CMWD.

“Bond Issue” means one series of CFD No. 2013-1 Bonds.

“Certificate of Occupancy” means a certificate issued by the City or the County that authorizes the actual occupancy of Developed Property by a resident(s) or a business(es).

“CFD Administrator” means the Person designated by CFD No. 2013-1 to administer the Special Tax according to this RMA.

“CFD No. 2013-1” means CMWD Community Facilities District No. 2013-1 (Ojai).

“CFD No. 2013-1 Bonds” means any bonds or other debt (as defined in Section 53317(d) of the Act), whether in one or more series, issued or incurred by CMWD for CFD No. 2013-1.

"City" means the City of Ojai.

"Commercial Property" means all Assessor’s Parcels of Non-Residential Property excluding Industrial Property.

“Condominium Unit” means (1) a residential condominium as described in Civil Code Section 1351(f) and (2) any residential dwelling that is not a Single Family Detached Unit or a dwelling unit located on Multifamily Attached Property, as determined by the CFD Administrator.

“County” means the County of Ventura.

“Developed Property” means, for each Fiscal Year, all Taxable Property, for which a building permit was issued on or before May 1 of the Fiscal Year preceding the Fiscal Year for which the Special Taxes are being levied.

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

“Indenture” means the indenture, fiscal agent agreement, resolution or other instrument pursuant to which CFD No. 2013-1 Bonds are issued, as modified, amended and/or supplemented from time to time, and any instrument replacing or supplementing the same.

"Industrial Property" means all Assessor’s Parcels of Developed Property for which a building permit(s) was issued for construction of a non-residential structure(s) which is primarily used for: manufacturing, procession, fabricating, assembly, refining, repairing, packaging, or treatment of goods, material or produce; research and development; and/or warehousing and wholesale distribution of goods, material, or produce.

“Land Use Class” means any of the classes listed in Table 1, below.

“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 of Taxable Property.

“Multifamily Attached Property” means an Assessor's Parcel on which is located a structure or structures with multiple residential dwelling units, all of which are offered for rent and are not available for sale to individual owners.

“Non-Residential Floor Area” means the total building square footage of the non-residential building(s) located on an Assessor’s Parcel, measured from outside wall to outside wall, 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. The determination of Non-Residential Floor Area shall be made by reference to the building permit(s) issued for such Assessor’s Parcel and/or to the appropriate records kept by the City's Building Division or the County's Building and Safety Division, as reasonably determined by the CFD Administrator.

“Non-Residential Property” means all Assessor’s Parcels of Developed Property for which a building permit permitting the construction thereon of one or more non-residential facilities has been issued by the City or the County.

“Outstanding Bonds” means all CFD No. 2013-1 Bonds which are outstanding under an Indenture.

“Property Owner Association Property” means, for each Fiscal Year, (i) any property within the boundaries of CFD No. 2013-1 that was owned by a property owner association, including any master or sub-association, as of January 1 of the prior Fiscal Year, (ii) any property located in a Final Subdivision that was recorded as of the May 1 preceding the Fiscal Year in which the Special Tax is being levied and which, as determined from such Final Subdivision, is or will be open space, a common area recreation facility, or a private street, or (iii) any property which, as of the May 1 preceding the Fiscal Year for which the Special Tax is being levied, has been conveyed, irrevocably dedicated, or irrevocably offered to a property owner’s association, including any master or sub-association, provided such conveyance, dedication, or offer is submitted to the CFD Administrator by May 1 preceding the Fiscal Year for which the Special Tax is being levied.

“Proportionately” means, for Developed Property, that the ratio of the actual Special Tax levy to the Maximum Special Tax is equal for all Assessor’s Parcels of Developed Property.

“Public Property” means property within the boundaries of CFD No. 2013-1 that is (i) owned by, or irrevocably offered or dedicated to, the federal government, the State, the County, the

City, CMWD, or any local government or other public agency, provided that any property leased by a public agency to a private entity and subject to taxation under Section 53340.1 of the Act shall not be considered Public Property and shall be taxed and classified according to its actual use; or (ii) encumbered by a public utility easement making impractical its use for any purpose other than that set forth in the easement.

“Rate and Method of Apportionment” or **“RMA”** means this Rate and Method of Apportionment of Special Tax.

“Residential Property” means all Assessor’s Parcels of Developed Property for which a building permit permitting the construction thereon of one or more residential dwelling units has been issued by the City or the County. Residential Property includes Single Family Detached Units, Condominium Units and units located on Multi-Family Attached Property.

“Single Family Detached Unit” means an individual residential dwelling unit that does not share a common wall with another residential dwelling unit.

“Special Tax” means the special tax to be levied in each Fiscal Year on each Assessor’s Parcel of Taxable Property within CFD No. 2013-1 to fund the Special Tax Requirement.

“Special Tax Requirement” means that amount required in any Fiscal Year, commencing in Fiscal Year 2013-2014, for CFD No. 2013-1 to: (i) pay debt service on all Outstanding Bonds due in the calendar year commencing in such Fiscal Year; (ii) pay periodic costs with respect to the CFD No. 2013-1 Bonds, including but not limited to, costs of credit enhancement and federal arbitrage rebate payments due in the calendar year commencing in such Fiscal Year; (iii) pay Administrative Expenses payable or expected to be payable in the calendar year commencing in such Fiscal Year; (iv) pay any amounts required to establish or replenish any reserve funds for all Outstanding Bonds; (v) replace revenue that CFD No. 2013-1 reasonably expects not to receive due to anticipated Special Tax delinquencies, if and to the extent deemed necessary and supported by a written explanation and calculation; (vi) pay any litigation expenses and costs CMWD is required to pay to Golden State Water Company pursuant to California Code of Civil Procedure Section 1268.610 et seq. if CMWD files eminent domain to acquire Golden State’s Ojai water utility and the eminent domain proceeding is abandoned or dismissed for any reason; (vii) pay directly for the acquisition or construction of Authorized Facilities; less (viii) a credit for funds available to reduce the annual Special Tax levy.

“State” means the State of California.

“Taxable Property” means all of the Assessor’s Parcels of Developed Property within the boundaries of CFD No. 2013-1 which are not exempt from the Special Tax pursuant to applicable law or Section E below.

“Trustee” means the trustee or fiscal agent under the Indenture.

“Undeveloped Property” means property that is not Developed Property, Property Owner Association Property or Public Property.

B. ASSIGNMENT TO LAND USE CATEGORIES

Each Fiscal Year, all Taxable Property within CFD No. 2013-1 shall be classified as Developed Property, Undeveloped Property, Property Owner Association Property or Public Property, and shall be subject to Special Taxes in accordance with this Rate and Method of Apportionment determined pursuant to Sections C and D below.

C. MAXIMUM SPECIAL TAX RATE

Developed Property shall be assigned to Land Use Classes 1 through 8 as listed in Table 1 below.

(1). Maximum Special Tax

The Maximum Special Tax for each Assessor's Parcel determined to be Developed Property shall be based on the Land Use Class in Table 1 within which such Assessor's Parcel is classified. As indicated in the table, the Maximum Special Tax may be increased after the CFD sells an additional Bond Issue.

TABLE 1

**Maximum Special Tax for Developed Property within
Community Facilities District No. 2013-1 (Ojai)
Fiscal Year 2013-2014**

Land Use Class	Description	Parcel Square Footage	Maximum Special Tax	
			Prior to 2nd Bond Issue	After 2nd Bond Issue
1	Single Family Detached Unit	43,560 Sq. Ft. or greater	\$345 per unit	\$2,093 per unit
2	Single Family Detached Unit	22,000 to less than 43,560 Sq. Ft.	\$203 per unit	\$1,235 per unit
3	Single Family Detached Unit	10,000 to less than 22,000 Sq. Ft.	\$122 per unit	\$741 per unit
4	Single Family Detached Unit	Less than 10,000 Sq. Ft.	\$79 per unit	\$480 per unit
5	Condominium Unit	NA	\$67 per unit	\$407 per unit
6	Multifamily Attached Property	NA	\$57 per unit	\$349 per unit

Land Use Class	Description	Parcel Square Footage	Maximum Special Tax	
			Prior to 2nd Bond Issue	After 2nd Bond Issue
7	Commercial Property	NA	\$0.050 per square foot of Non-Residential Floor Area	\$0.303 per square foot of Non-Residential Floor Area
8	Industrial Property	NA	\$0.026 per square foot of Non-Residential Floor Area	\$0.159 per square foot of Non-Residential Floor Area

(2). Increase in the Maximum Special Tax

The Fiscal Year 2013-14 Maximum Special Tax, identified in Table 1 above, shall increase annually, commencing on July 1, 2014 and on July 1 of each Fiscal Year thereafter, by an amount equal to two percent (2%) of the amount in effect for the previous Fiscal Year.

(3). Multiple Land Use Classes

In some instances an Assessor's Parcel of Developed Property may contain more than one Land Use Class. The Maximum Special Tax levied on an Assessor's Parcel in such case shall be the sum of the Maximum Special Tax for all Land Use Classes located on that Assessor's Parcel. The CFD Administrator's allocation to each type of property shall be final in the absence of manifest error.

D. METHOD OF APPORTIONMENT OF THE SPECIAL TAX

Commencing with Fiscal Year 2013-14 and for each following Fiscal Year, the CFD Administrator shall determine the Special Tax Requirement and shall provide for the levy the Special Tax as follows:

The Special Tax shall be levied Proportionately on each Assessor's Parcel of Developed Property at up to 100% of the Maximum Special Tax in order to satisfy the Special Tax Requirement.

Notwithstanding the above, under no circumstances will the Special Tax levied in any Fiscal Year against any Assessor's Parcel of Residential Property for which a Certificate of Occupancy has been issued be increased by more than ten percent above the amount that would have been levied in that Fiscal Year as a consequence of delinquency or default by the owner(s) of any other Assessor's Parcel(s) within CFD No. 2013-1.

E. EXEMPTIONS

No Special Tax shall be levied on Public Property and/or Property Owner Association Property in CFD No. 2013-1. However, should an Assessor's Parcel no longer be classified as Public Property or Property Owner Association Property, it shall become subject to the Special Tax.

F. 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 CMWD may directly bill the Special Tax, and/or 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.

G. APPEALS AND INTERPRETATIONS

Any landowner or resident who feels that the amount of the Special Tax levied on his/her Assessor's Parcel is in error may submit a written appeal to the CFD Administrator, provided that the appellant is current in his/her payment 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 CFD Administrator shall review the appeal and if the CFD Administrator concurs, the amount of the Special Tax levied shall be appropriately modified through an adjustment to the Special Tax levy in the following Fiscal Year. No refunds shall be given in the current Fiscal Year.

The CFD Administrator may interpret this Rate and Method of Apportionment for purposes of clarifying any ambiguity and/or making determinations relative to the annual administration of the Special Tax and any landowner or resident appeals. Any decision of the CFD Administrator shall be final and binding as to all persons.

H. PREPAYMENT OF THE SPECIAL TAX

The following additional definitions apply to this Section H:

"CFD Public Facilities Costs" means either \$42,250,000 in 2013 dollars, which shall increase by the Construction Inflation Index on July 1, 2014, and on each July 1 thereafter, or such lower number as (i) shall be determined by the CFD Administrator as sufficient to provide funding for all of the Authorized Facilities, or (ii) shall be determined by CMWD concurrently with a covenant that it will not issue any more CFD No. 2013-1 Bonds (except refunding bonds) to be supported by the Special Tax levy under this Rate and Method of Apportionment as described in Section D herein.

"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 month of December in the calendar year which ends in the previous Fiscal Year. In the event this index ceases to be published, the Construction 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 Costs minus (i) costs of Authorized Facilities previously paid from the Improvement Fund, (ii) moneys currently on deposit in the Improvement Fund available to pay costs of Authorized Facilities, (iii) moneys currently on deposit in an escrow fund that are expected to be available to finance the cost of Authorized Facilities, and (iv) the amount the CFD Administrator reasonably expects to derive from the reinvestment of these funds.

“Improvement Fund” means a fund or account specifically identified in the Indenture to hold funds which are currently available for expenditure to acquire or construct Authorized Facilities.

“Previously Issued Bonds” means, for any Fiscal Year, all Outstanding Bonds that are still outstanding under the Indenture after the principal payment date following the current Fiscal Year.

1. Prepayment in Full

The obligation of the Assessor’s Parcel to pay the Special Tax may be fully prepaid and permanently satisfied as described herein, provided that a prepayment may be made only for Assessor’s Parcels of Developed Property, or an Assessor’s Parcel of Undeveloped Property for which a building permit has been issued, and 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. Within 30 days of receipt of such written notice, the CFD Administrator shall notify such owner of the prepayment amount for such Assessor’s Parcel. The CFD Administrator may charge such owner a reasonable fee for providing this service. If there are Outstanding Bonds, prepayment must be made not less than 30 days prior to the next occurring date that notice of redemption of CFD No. 2013-1 Bonds from the proceeds of such prepayment may be given by the Trustee pursuant to the Indenture.

The Special Tax 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	Prepayment Fees and Expenses
less	Reserve Fund Credit
less	Capitalized Interest Credit
Total: equals	Special Tax Prepayment Amount

As of the proposed date of prepayment, the Special Tax Prepayment Amount shall be calculated as follows:

1. Confirm that no Special Tax delinquencies apply to such Assessor's Parcel.
2. For Assessor's Parcels of Developed Property, compute the Maximum Special Tax. For Assessor's Parcels of Undeveloped Property for which a building permit has been issued, compute the Maximum Special Tax for that Assessor's Parcel as though it were already designated as Developed Property, based upon the building permit which has already been issued for such Assessor's Parcel.
3. Divide the Maximum Special Tax computed pursuant to paragraph 2 by the total estimated Maximum Special Tax levy for the entire CFD No. 2013-1 based on the Developed Property Special Tax which could be levied in the current Fiscal Year on all Developed Property CFD No. 2013-1, excluding any Assessor's Parcels which have been prepaid.
4. Multiply the quotient computed pursuant to paragraph 3 by the Previously Issued Bonds to compute the amount of Previously Issued 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 (e.g., the redemption price-100%), if any, on the Previously Issued Bonds to be redeemed (the "Redemption Premium").
6. Compute the current Future Facilities Costs.
7. Multiply the quotient computed pursuant to paragraph 3 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 bond principal payment date following the current Fiscal Year until the earliest redemption date for the Previously Issued Bonds. Notwithstanding the above, if the Previously Issued Bonds may be redeemed in the current Fiscal Year, but after the date of prepayment, the amount needed to pay the interest under this step shall equal zero.
9. Determine the Special Tax levied on the Assessor's Parcel in the current Fiscal Year which has not yet been paid.
10. Compute the minimum amount the CFD Administrator reasonably expects to derive from the reinvestment of the Special Tax Prepayment Amount less the Future Facilities Amount and the Prepayment Fees and Expenses (defined below) from the date of prepayment until the redemption date for the Previously Issued 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. The prepayment fees and expenses of CFD No. 2013-1 are as calculated by the CFD Administrator and include the costs of computation of the prepayment, the costs to invest the prepayment proceeds, the costs of redeeming CFD No. 2013-1 Bonds, and the costs of recording any notices to evidence the prepayment and the redemption (the “Prepayment Fees and Expenses”).
13. The reserve fund credit (the “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 Previously Issued 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 Previously Issued 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. No Reserve Fund Credit shall be granted if the amount then on deposit in the reserve fund for the Previously Issued Bonds is below the reserve requirement (as defined in the Indenture).
14. If any capitalized interest for the Previously Issued Bonds is projected to remain unexpended as of the date immediately following the principal payment following the current Fiscal Year, a capitalized interest credit shall be calculated by multiplying the quotient computed pursuant to paragraph 3 by the expected balance in the capitalized interest fund or account on such date (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 “Special Tax Prepayment Amount”).

From the Special Tax 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 CFD No. 2013-1 Bonds or make debt service payments. The amount computed pursuant to paragraph 7 shall be deposited into the Improvement Fund. The amount computed pursuant to paragraph 12 shall be retained by CMWD.

Upon confirmation 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, the CFD Administrator shall cause a suitable notice to be recorded in compliance with the Act, to indicate the prepayment of the Special Tax 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, at the time of such proposed prepayment, the amount of Maximum Special Tax that may be levied on Taxable Property within CFD No. 2013-1 (after excluding the property exempted under Section E herein) after the proposed prepayment is at least equal to the sum of (i) the Administrative Expenses, as defined in Section A above, and (ii) 1.10 times the debt service necessary to support the remaining Outstanding Bonds in each corresponding Fiscal Year.

2. Prepayment in Part

The obligation of the Assessor's Parcel to pay the Special Tax may be partially prepaid as described herein, provided that a partial prepayment may be made only for Assessor's Parcels of Developed Property, or an Assessor's Parcel of Undeveloped Property for which a building permit has been issued, and only if there are no delinquent Special Taxes with respect to such Assessor's Parcel at the time of partial prepayment. 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:

$$PP = [(PE - PFE) \times D] + PFE$$

These terms have the following meaning:

PP = the partial prepayment.

PE = the Special Tax Prepayment Amount calculated according to Section H.1.

D = the percentage, expressed as a decimal, by which the owner of the Assessor's Parcel is partially prepaying the Special Tax.

PFE = the Prepayment Fees and Expenses calculated according to Section H.1.

The owner of any Assessor's Parcel who desires such prepayment shall notify the CFD Administrator of such owner's intent to partially prepay the Special Tax and the percentage by which the Special Tax shall be prepaid. The CFD Administrator shall provide the owner with a statement of the amount required for the partial prepayment of the Special Tax for his/her Assessor's Parcel within 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 CFD Administrator shall (i) distribute or cause to be distributed the funds remitted to it according to Section H.1, and (ii) indicate in the records of CFD No. 2013-1 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 - D) of the remaining Maximum Special Tax, shall continue to be levied on such Assessor's Parcel pursuant to Section D herein.

I. TERM OF SPECIAL TAX

The Special Tax shall be levied for a period not to exceed forty years commencing with Fiscal Year 2013-14, provided however that the Special Tax will cease to be levied in an earlier Fiscal Year if the CFD Administrator has determined that all required interest and principal payments on the CFD No. 2013-1 Bonds have been paid.

CASITAS MUNICIPAL WATER DISTRICT

RESOLUTION NO. 13-13

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE CASITAS MUNICIPAL WATER DISTRICT, CALIFORNIA (THE "DISTRICT"), DETERMINING THE NECESSITY TO INCUR BONDED INDEBTEDNESS WITHIN THE CASITAS MUNICIPAL WATER DISTRICT COMMUNITY FACILITIES DISTRICT NO. 2013-1 (OJAI) AND SUBMITTING A PROPOSITION TO THE QUALIFIED ELECTORS THEREOF

WHEREAS, on January 29, 2013, this Board of Directors adopted Resolution No. 13-08, entitled "Resolution of the Board of Directors of the Casitas Municipal Water District, California Declaring Its Intention to Establish Community Facilities District No. 2013-1 (OJAI) to Authorize the Levy of Special Taxes Therein" (the "Resolution of Intention"), stating its intention to form Casitas Municipal Water District Community Facilities District No. 2013-1 (OJAI) (the "CFD") pursuant to the Mello-Roos Community Facilities Act of 1982, as amended, Section 53311, *et seq.*, of the California Government Code (the "Act"); and

WHEREAS, on January 29, 2013, in the Resolution of Intention, this Board of Directors also stated its intention to incur bonded indebtedness within the boundaries of the CFD for the purposes of financing the costs of certain facilities specified in the Resolution of Intention ("Facilities"); and

WHEREAS, on this date, this Board of Directors held a noticed public hearing as required by the Act relative to the determination to proceed with the formation of the CFD, the provision of the Facilities and the rate and method of apportionment of the special tax to be levied the CFD to pay the principal and interest on the proposed indebtedness, Facilities, and the administrative costs of the District relative to the CFD; and

WHEREAS, at said hearing all persons desiring to be heard on all matters pertaining to the formation of the CFD, the provision of the Facilities and the levy of the special tax on property within the CFD were heard and a full and fair hearing was held; and

WHEREAS, subsequent to said hearing, this Board of Directors adopted Resolution No. 13-12 entitled "A Resolution of the Board of Directors of the Casitas Municipal Water District Authorizing Formation of Casitas Municipal Water District Community Facilities District No. 2013-1 (OJAI), Authorizing The Levy of a Special Tax Therein, Preliminarily Establishing an Appropriations Limit Therefor and Submitting Levy of the Special Tax and the Establishment of the Appropriations Limit to the Qualified Electors Thereof" (the "Resolution of Formation"); and,

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Casitas Municipal Water District as follows:

1. The foregoing recitals are true and correct.

2. It is necessary to incur bonded indebtedness in the maximum aggregate principal amount of up to Sixty Million Dollars (\$60,000,000) within the boundaries of the CFD.

3. The bonded indebtedness is incurred for the purpose of financing the costs of the Facilities, as provided in the Resolution of Intention and the Resolution of Formation including, but not limited to, the costs of issuing and selling bonds to finance the Facilities and the costs of the District in establishing and administering the CFD.

4. The whole of the CFD shall pay the bonded indebtedness through the special tax levy, to be apportioned in accordance with the Rate and Method of Apportionment shown in the Resolution of Intention and Resolution of Formation.

5. The bonds may be issued in one or more series over time. The maximum aggregate amount of bonded indebtedness to be incurred is Sixty Million Dollars (\$60,000,000) and the maximum term of any series of bonds to be issued shall in no event exceed thirty-five (35) years.

6. The bonds shall bear interest at a rate or rates not to exceed the maximum interest rate permitted by applicable law at the time of sale of the bonds, payable semi-annually or in such other manner as this Board of Directors shall determine, the actual rate or rates and times of payment of such interest to be determined by this Board of Directors at the time or times of sale of said bonds.

7. The proposition of incurring the bonded indebtedness herein authorized shall be submitted to the qualified electors of the CFD and shall be consolidated with elections on the proposition of levying special taxes within the CFD and the establishment of an appropriations limit for the CFD pursuant to Section 53353.5 of the Act. The time, place and conditions of said election shall be as specified by separate resolution of this Board of Directors.

8. This Resolution shall take effect immediately upon its adoption.

PASSED and ADOPTED by the Board of Directors of the Casitas Municipal Water District at a regular meeting held on the 13th day of March, 2013.

JAMES W. WORD, PRESIDENT OF THE
CASITAS MUNICIPAL WATER DISTRICT

ATTEST:

MARY BERGEN, SECRETARY OF THE
CASITAS MUNICIPAL WATER DISTRICT

STATE OF CALIFORNIA)
COUNTY OF VENTURA) SS
CASITAS MUNICIPAL WATER DISTRICT)

I, Rebekah Vieira, Clerk of the Board of the Board of Directors of the Casitas Municipal Water District, California hereby certify that the foregoing Resolution was duly adopted at a regular meeting of the Board of Directors of the Casitas Municipal Water District, held on the 13th day of March, 2013, by the following vote:

AYES: DIRECTORS:

NOES: DIRECTORS:

ABSENT: DIRECTORS:

REBEKAH VIEIRA, CLERK OF THE
BOARD OF THE CASITAS MUNICIPAL
WATER DISTRICT

CASITAS MUNICIPAL WATER DISTRICT

RESOLUTION NO. 13-14

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE CASITAS MUNICIPAL WATER DISTRICT, CALIFORNIA (THE “DISTRICT”), CALLING A SPECIAL ELECTION BY WAY OF POLLING PLACE BALLOT FOR THE PURPOSE OF APPROVING A SPECIAL TAX IN THE CASITAS MUNICIPAL WATER DISTRICT COMMUNITY FACILITIES DISTRICT NO. 2013-1 (OJAI), THE ISSUANCE OF BONDS BY SAID DISTRICT AND ESTABLISHMENT OF AN APPROPRIATIONS LIMIT (FORM A)

WHEREAS, on this date, this Board of Directors adopted Resolution No. 13-12 entitled “A Resolution of the Board of Directors of the Casitas Municipal Water District Authorizing Formation of Casitas Municipal Water District Community Facilities District No. 2013-1 (OJAI), Authorizing the Levy of a Special Tax Therein, Preliminarily Establishing an Appropriations Limit Therefor and Submitting Levy of the Special Tax and the Establishment of the Appropriations Limit to the Qualified Electors Thereof” (the “Resolution of Formation”), ordering the formation of Casitas Municipal Water District Community Facilities District No. 2013-1 (OJAI) (the “CFD”), authorizing the levy of a special tax on property within the CFD and preliminarily establishing an appropriations limit for the CFD;

WHEREAS, on this date, this Board of Directors also adopted Resolution No. 13-13 entitled “A Resolution of the Board of Directors of the Casitas Municipal Water District, California, Determining the Necessity to Incur Bonded Indebtedness Within Casitas Municipal Water District Community Facilities District No. 2013-1 (OJAI) and Submitting a Proposition to the Qualified Electors Thereof” (the “Resolution of Necessity”), determining the necessity to incur bonded indebtedness in the maximum aggregate principal amount of up to Sixty Million Dollars (\$60,000,000) upon the security of said special tax to be levied within the CFD; and

WHEREAS, pursuant to the provisions of said resolutions, the propositions of the levy of said special tax, the establishment of the appropriations limit and the authorization of the bonded indebtedness must be submitted to the qualified electors of Community Facilities District No. 2013-1 (OJAI) as required by the Mello-Roos Community Facilities Act of 1982, as amended, Section 53311 *et seq.* of the California Government Code (the “Act”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Casitas Municipal Water District as follows:

1. Pursuant to Sections 53326, 53351 and 53325.7 of the Act, the issues of the levy of said special tax, the incurring of bonded indebtedness and the establishment of said appropriations limit for Community Facilities District No. 2013-1 (OJAI) shall be submitted to the qualified electors of the CFD at an election called therefor as provided below.

2. This Board of Directors hereby finds that more than 12 persons have been registered to vote within the territory of Community Facilities District No. 2013-1 (OJAI) for each of the ninety (90) days preceding the close of the public hearing heretofore conducted and concluded by this Board of Directors for the purposes of these proceedings. Accordingly, pursuant to the Act, this Board of Directors finds that for purposes of these proceedings the qualified electors are the registered voters within the Community Facilities District No. 2013-1 (OJAI) and that the vote shall be by said registered voters. Each registered voter in Community Facilities District No. 2013-1 (OJAI) shall possess one (1) vote.

3. An election is hereby called for Community Facilities District No. 2013-1 (OJAI) on the propositions of levying the special tax on the property within Community Facilities District No. 2013-1 (OJAI) and establishing an appropriations limit for the District pursuant to Section 53325.7 of the Act and shall be consolidated with the election on the proposition of authorization of bonded indebtedness, pursuant to Section 53351 of the Act. The language of the proposition to be placed on the ballot is attached hereto as Exhibit A.

4. The date of the election for Community Facilities District No. 2013-1 (OJAI) on the proposition of authorizing the bonded indebtedness, authorizing the levy of the special tax and establishing an appropriations limit for the District shall be August 27, 2013 or such later date as is consented to by the Registrar of Voters of the County of Ventura (the "Registrar"). The polls shall be open for said election between the hours of 7:00 a.m. and 8:00 p.m. The election shall be conducted by the Registrar. Except as otherwise provided by the Act, the election shall be conducted at polling places and in accordance with the provisions of law regulating elections of the District insofar as such provisions are determined by the Registrar to be applicable. The Registrar is authorized to conduct the election following the adoption of this resolution. All ballots shall be received by, and the Registrar shall close the election by, 8:00 p.m. on the election day. Pursuant to Section 53326 of the Act, the ballots for the special election shall be distributed in person (or by mailed absentee ballot) to the registered voters within Community Facilities District No. 2013-1 (OJAI).

The Board of Directors hereby requests the Board of Supervisors of Ventura County to direct the Registrar to do all things necessary and proper for the conduct of the election, including but not limited to: establishing precinct boundaries and polling places, selecting and employing election officials; publication of notices; preparation and distribution of sample ballots; distribution of printed arguments for and against the measure; the conduct of the election; the counting of ballots and the canvassing and certification of the election results. The Board of Directors agrees to enter into a service contract with the County for these services and to pay the County's reasonable costs, as specified therein, in rendering these services. The General Manager is hereby authorized to execute the service contract on behalf of the District.

5. In accordance with Article 4, Chapter 3, Division 9 of the Elections Code of the State of California. The Board of Directors requests the Registrar to receive arguments for or against the ballot propositions and establish a deadline as the date after which no arguments for or against the ballot propositions may be submitted to the Registrar of Voters. The Board of Directors hereby directs the Secretary to transmit a copy of the foregoing measure to the District's attorney, and directs the District's attorney to prepare and submit to the Registrar of Voters an impartial analysis of the foregoing measure, all pursuant to California Elections Code

Section 9280. The Board of Directors adopts Subdivision (a) of Section 9285 of the California Elections Code and hereby authorizes those persons filing the direct argument in favor of the foregoing ballot proposition to, if deemed advisable in their sole discretion, prepare and submit a rebuttal argument not exceeding 250 words and to file such rebuttal argument with the Registrar of Voters not more than 10 days after the final date for filing direct arguments in accordance with Article 4, Chapter 3, Division 9 of the Elections Code of the State of California.

6. The Clerk is hereby directed to cause to have published in a newspaper of general circulation circulating within Community Facilities District No. 2013-1 (OJAI) copies of this Resolution, the Resolution of Formation, and the Resolution Determining Necessity.

7. This Resolution shall take effect immediately upon its adoption.

PASSED and ADOPTED by the Board of Directors of the Casitas Municipal Water District at a regular meeting held on the 13th day of March, 2013.

JAMES W. WORD, PRESIDENT OF THE
CASITAS MUNICIPAL WATER DISTRICT

ATTEST:

MARY BERGEN, SECRETARY OF THE
CASITAS MUNICIPAL WATER DISTRICT

STATE OF CALIFORNIA)
COUNTY OF VENTURA) SS
CASITAS MUNICIPAL WATER DISTRICT)

I, Rebekah Vieira, Clerk of the Board of Directors of the Casitas Municipal Water District, California hereby certify that the foregoing Resolution was duly adopted at a regular meeting of the Board of Directors of the Casitas Municipal Water District, held at the 13th day of March, 2013, by the following vote:

AYES: DIRECTORS:

NOES: DIRECTORS:

ABSENT: DIRECTORS:

REBEKAH VIEIRA, CLERK OF THE
BOARD OF THE CASITAS MUNICIPAL
WATER DISTRICT

Attachment: Exhibit A

**CASITAS MUNICIPAL WATER DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 2013-1 (OJAI)**

**OFFICIAL BALLOT
SPECIAL TAX INDEBTEDNESS AND APPROPRIATIONS LIMIT ELECTION**

BALLOT MEASURE: Shall the Casitas Municipal Water District Community Facilities District No. 2013-1 (OJAI) (the "CFD") incur an indebtedness and issue bonds in one or more series in the maximum aggregate principal amount of \$60,000,000, with interest at a rate or rates not to exceed the maximum interest rate permitted by law at the time of sale of such bonds, the proceeds of which bonds will be used to finance the acquisition and/or construction of certain improvements described in the proceedings to form the CFD (herein, "Facilities"); shall a special tax payable solely from property within the CFD be levied annually, upon property within the CFD to pay for the principal and interest upon such bonds, to fund Facilities, and to pay for the costs of the District in administering the CFD and shall the annual appropriations limit of the CFD be established in an amount equal to one hundred percent (100%) of the total of all proceeds of the special tax collected annually, and as defined by Article XIII B of the California Constitution, as adjusted for changes in the cost of living and changes in population?

YES: _____

NO: _____

CASITAS MUNICIPAL WATER DISTRICT

RESOLUTION NO. 13-15

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE CASITAS MUNICIPAL WATER DISTRICT, CALIFORNIA (THE “DISTRICT”), CALLING A SPECIAL ELECTION BY WAY OF MAIL BALLOT FOR THE PURPOSE OF APPROVING A SPECIAL TAX IN THE CASITAS MUNICIPAL WATER DISTRICT COMMUNITY FACILITIES DISTRICT NO. 2013-1 (OJAI), THE ISSUANCE OF BONDS BY SAID DISTRICT AND ESTABLISHMENT OF AN APPROPRIATIONS LIMIT (FORM B)

WHEREAS, on this date, this Board of Directors adopted Resolution No. 13-12 entitled “A Resolution of the Board of Directors of the Casitas Municipal Water District Authorizing Formation of Casitas Municipal Water District Community Facilities District No. 2013-1 (OJAI), Authorizing the Levy of a Special Tax Therein, Preliminarily Establishing an Appropriations Limit Therefor and Submitting Levy of the Special Tax and the Establishment of the Appropriations Limit to the Qualified Electors Thereof” (the “Resolution of Formation”), ordering the formation of Casitas Municipal Water District Community Facilities District No. 2013-1 (OJAI) (the “CFD”), authorizing the levy of a special tax on property within the CFD and preliminarily establishing an appropriations limit for the CFD;

WHEREAS, on this date, this Board of Directors also adopted Resolution No. 13-13 entitled “A Resolution of the Board of Directors of the Casitas Municipal Water District, California, Determining the Necessity to Incur Bonded Indebtedness Within Casitas Municipal Water District Community Facilities District No. 2013-1 (OJAI) and Submitting a Proposition to the Qualified Electors Thereof” (the “Resolution of Necessity”), determining the necessity to incur bonded indebtedness in the maximum aggregate principal amount of up to Sixty Million Dollars (\$60,000,000) upon the security of said special tax to be levied within the CFD; and

WHEREAS, pursuant to the provisions of said resolutions, the propositions of the levy of said special tax, the establishment of the appropriations limit and the authorization of the bonded indebtedness must be submitted to the qualified electors of Community Facilities District No. 2013-1 (OJAI) as required by the Mello-Roos Community Facilities Act of 1982, as amended, Section 53311 *et seq.* of the California Government Code (the “Act”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Casitas Municipal Water District as follows:

1. Pursuant to Sections 53326, 53351 and 53325.7 of the Act, the issues of the levy of said special tax, the incurring of bonded indebtedness and the establishment of said appropriations limit for Community Facilities District No. 2013-1 (OJAI) shall be submitted to the qualified electors of the CFD at an election called therefor as provided below.

2. This Board of Directors hereby finds that more than 12 persons have been registered to vote within the territory of Community Facilities District No. 2013-1 (OJAI) for each of the ninety (90) days preceding the close of the public hearing heretofore conducted and concluded by this Board of Directors for the purposes of these proceedings. Accordingly, pursuant to the Act, this Board of Directors finds that for purposes of these proceedings the qualified electors are the registered voters within the Community Facilities District No. 2013-1 (OJAI) and that the vote shall be by said registered voters. Each registered voter in Community Facilities District No. 2013-1 (OJAI) shall possess one (1) vote.

3. An election is hereby called for Community Facilities District No. 2013-1 (OJAI) on the propositions of levying the special tax on the property within Community Facilities District No. 2013-1 (OJAI) and establishing an appropriations limit for the District pursuant to Section 53325.7 of the Act and shall be consolidated with the election on the proposition of authorization of bonded indebtedness, pursuant to Section 53351 of the Act. The language of the proposition to be placed on the ballot is attached hereto as Exhibit A.

4. The date of the election for Community Facilities District No. 2013-1 (OJAI) on the proposition of authorizing the bonded indebtedness, authorizing the levy of the special tax and establishing an appropriations limit for the District shall be August 27, 2013 or such later date as is consented to by the Registrar of Voters of the County of Ventura (the "Registrar"). The election shall be conducted by the Registrar. Except as otherwise provided by the Act, the election shall be conducted by mail ballot and in accordance with the provisions of law regulating elections of the District insofar as such provisions are determined by the Registrar to be applicable. The Registrar is authorized to conduct the election following the adoption of this resolution. All ballots shall be received by, and the Registrar shall close the election by, 8:00 p.m. on the election day. Pursuant to Section 53326 of the Act, the ballots for the special election shall be distributed by mail to the registered voters within Community Facilities District No. 2013-1 (OJAI).

The Board of Directors also hereby requests the Board of Supervisors of Ventura County to direct the Registrar to do all things necessary and proper for the conduct of the election, including but not limited to: establishing precinct boundaries and polling places, selecting and employing election officials; publication of notices; preparation and distribution of sample ballots; distribution of printed arguments for and against the measure; the conduct of the election; the counting of ballots and the canvassing and certification of the election results. The Board of Directors agrees to enter into a service contract with the County for these services and to pay the County's reasonable costs, as specified therein, in rendering these services. The General Manager is hereby authorized to execute the service contract on behalf of the District.

5. In accordance with Article 4, Chapter 3, Division 9 of the Elections Code of the State of California. The Board of Directors requests the Registrar to receive arguments for or against the ballot propositions and establish a deadline as the date after which no arguments for or against the ballot propositions may be submitted to the Registrar of Voters. The Board of Directors hereby directs the Secretary to transmit a copy of the foregoing measure to the District's attorney, and directs the District's attorney to prepare and submit to the Registrar of Voters an impartial analysis of the foregoing measure, all pursuant to California Elections Code Section 9280. The Board of Directors adopts Subdivision (a) of Section 9285 of the California

Elections Code and hereby authorizes those persons filing the direct argument in favor of the foregoing ballot proposition to, if deemed advisable in their sole discretion, prepare and submit a rebuttal argument not exceeding 250 words and to file such rebuttal argument with the Registrar of Voters not more than 10 days after the final date for filing direct arguments in accordance with Article 4, Chapter 3, Division 9 of the Elections Code of the State of California.

6. The Clerk of this Board of Directors (the "Clerk") is hereby directed to cause to have published in a newspaper of general circulation circulating within Community Facilities District No. 2013-1 (OJAI) copies of this Resolution, the Resolution of Formation, and the Resolution Determining Necessity.

7. This Resolution shall take effect immediately upon its adoption.

PASSED and ADOPTED by the Board of Directors of the Casitas Municipal Water District at a regular meeting held on the 13th day of March, 2013.

JAMES W. WORD, PRESIDENT OF THE
CASITAS MUNICIPAL WATER DISTRICT

ATTEST:

MARY BERGEN, SECRETARY OF THE
CASITAS MUNICIPAL WATER DISTRICT

STATE OF CALIFORNIA)
 COUNTY OF VENTURA) SS
 CASITAS MUNICIPAL WATER DISTRICT)

I, Rebekah Vieira, Clerk of the Board of the Casitas Municipal Water District, California hereby certify that the foregoing Resolution was duly adopted at a regular meeting of the Board of Directors of the Casitas Municipal Water District, held at the 13th day of March, 2013, by the following vote:

AYES: DIRECTORS:

NOES: DIRECTORS:

ABSENT: DIRECTORS:

REBEKAH VIEIRA, CLERK OF THE
BOARD OF THE CASITAS MUNICIPAL
WATER DISTRICT

Attachment: Exhibit A

**CASITAS MUNICIPAL WATER DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 2013-1 (OJAI)**

**OFFICIAL BALLOT
SPECIAL TAX INDEBTEDNESS AND APPROPRIATIONS LIMIT ELECTION**

BALLOT MEASURE: Shall the Casitas Municipal Water District Community Facilities District No. 2013-1 (OJAI) (the "CFD") incur an indebtedness and issue bonds in one or more series in the maximum aggregate principal amount of \$60,000,000, with interest at a rate or rates not to exceed the maximum interest rate permitted by law at the time of sale of such bonds, the proceeds of which bonds will be used to finance the acquisition and/or construction of certain improvements described in the proceedings to form the CFD (herein, "Facilities"); shall a special tax payable solely from property within the CFD be levied annually, upon property within the CFD to pay for the principal and interest upon such bonds, to fund Facilities, and to pay for the costs of the District in administering the CFD and shall the annual appropriations limit of the CFD be established in an amount equal to one hundred percent (100%) of the total of all proceeds of the special tax collected annually, and as defined by Article XIII B of the California Constitution, as adjusted for changes in the cost of living and changes in population?

YES: _____

NO: _____