

**LINCOLN PUBLIC FINANCING AUTHORITY  
TWELVE BRIDGES LIMITED OBLIGATION  
REVENUE REFUNDING BONDS  
SERIES 2011A**

**LINCOLN PUBLIC FINANCING AUTHORITY  
TWELVE BRIDGES LIMITED OBLIGATION  
REVENUE REFUNDING BONDS  
SUBORDINATED SERIES 2011B**

**CERTIFICATE OF THE CITY CLERK  
REGARDING RESOLUTION NO. 95-54**

I, Patricia Avila, City Clerk of the City of Lincoln (the "City"), hereby certify that attached hereto as Exhibit A, Resolution No. 95-54 of the City Council of the City of Lincoln Declaring its Intention to Form a Special Assessment District Designated "Twelve Bridges Assessment District 95 1" and to Provide for the Issuance of Bonds and Related Matters, adopted on June 27, 1995, included herein as part of the transcript of proceedings relating to the above captioned bonds is a full, true and correct copy of the one duly adopted by the City Council and that it has not been modified, amended, or rescinded since its adoption and is in full force and effect as of the date hereof.

Dated: November 3, 2011.

CITY OF LINCOLN



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Patricia Avila, City Clerk

EXHIBIT A

CITY RESOLUTION NO. 95-54

RESOLUTION NO. 95-54

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LINCOLN  
DECLARING ITS INTENTION TO FORM A SPECIAL ASSESSMENT  
DISTRICT DESIGNATED "TWELVE BRIDGES ASSESSMENT DISTRICT  
NO. 95-1" AND TO PROVIDE FOR THE ISSUANCE OF BONDS AND  
RELATED MATTERS**

WHEREAS, the City Council (the "City Council") of the City of Lincoln (the "City") is considering the formation of an assessment district, pursuant to the Municipal Improvement Act of 1913 (the "1913 Act"), being Division 12 (commencing with Section 10000) of the California Streets and Highways Code, for the acquisition and construction of certain public works and improvements in a special assessment district; and

WHEREAS, the City Council desires to declare its intention to order the acquisition of said improvements, to declare the work to be of more than general or ordinary benefit, to describe the lands to be specially assessed to pay the costs and expenses of said improvements, and to provide for the issuance of bonds; and

WHEREAS, the lands to be specially assessed for the improvements shall be included within a special assessment district hereinafter designated; and

WHEREAS, pursuant to Section 2804(3) of the Special Assessment Investigation, Limitation and Majority Protest Act of 1931 (the "1931 Act"), being Division 4 (commencing with Section 2800) of the California Streets and Highways Code, the City Council was presented, on June 27, 1995, executed petitions for formation of an assessment district and waiver of certain rights, attached as Exhibit A (the "Petition") by certain property owners requesting the formation of an assessment district for the purpose of financing the improvements; and

WHEREAS, it has been certified that the Petition contains the signatures of the owners of more than sixty percent (60%) of the assessable area of land to be subject to assessment for the proposed Improvements and that the Petition otherwise meets the requirements of Section 2804 of the 1931 Act, as represented by the Certificate of the Assessment Engineer attached hereto as Exhibit B; and

WHEREAS, this Council desires to appoint an Engineer of Work, an Underwriter and Bond Counsel in connection with the formation of the Assessment District and the issuance of bonds; and

WHEREAS, there has been prepared and presented to this meeting a map of the proposed boundaries of the special assessment district (the "Map of the Assessment District") showing the boundaries of the area proposed to be assessed for the improvements;

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Lincoln, as follows:

**SECTION 1.** The above recitals are true and correct.

**SECTION 2.** The office of the City Engineer of the City of Lincoln, is designated as the place for recordation of the assessment roll and diagram which shall be kept as a permanent record of the special assessment district.

**SECTION 3.** The newspaper designated for all publications for the special assessment district shall be the

**LINCOLN NEWS-MESSENGER**

**SECTION 4.** The firm of Terrance E. Lowell & Associates, Inc. is hereby appointed Engineer of Work for the Assessment District (the "Assessment Engineer") in accordance with that certain Agreement for Engineering Services on file with the Clerk. The City Manager is hereby authorized and directed to execute said agreement on behalf of the City.

**SECTION 5.** The firm of Sutro & Co., Incorporated, San Francisco, California, is hereby appointed Underwriter for the Assessment District in accordance with that certain Agreement for Underwriting Services on file with the Clerk. The City Manager is hereby authorized and directed to execute said agreement on behalf of the City.

**SECTION 6.** The firm of Orrick, Herrington & Sutcliffe, San Francisco, California, is hereby appointed Bond Counsel for the Assessment District in accordance with that certain Agreement for Legal Services on file with the Clerk. The City Manager is hereby authorized and directed to execute said agreement on behalf of the City.

**SECTION 7.** The City hereby accepts the Petition, and based on the certification of the Assessment Engineer, finds that it has been signed by owners owning land constituting more than sixty (60%) of all assessable land within the boundaries of the proposed Assessment District.

**SECTION 8.** The Petition has been or shall be filed in the Office of the City Clerk and shall remain open to public inspection.

**SECTION 9.** The Petition meets the requirements of Section 2804 of Division 4 of the California Streets and Highways Code, and further proceedings and limitations under the provisions of the 1931 Act shall not be applicable to these proceedings.

**SECTION 10.** The public interest and convenience require, and it is the intention of the City Council, pursuant to the provisions of the 1913 Act, to order the acquisition of certain improvements in a special assessment district (the "Assessment District") designated as

**CITY OF LINCOLN  
TWELVE BRIDGES ASSESSMENT DISTRICT NO. 95-1**

**SECTION 11.** The certain improvements (the "Improvements") to be constructed and to be acquired, in increments as completed, with the proceeds of the bonds that the City Council intends to issue pursuant to these proceedings, to the extent that bond proceeds are available, are generally described as follows:

On-site and off-site roadways (including clearing and grubbing, grading, paving, street lighting, landscaping, sidewalks, joint utility trenches, and right-of-way acquisition), water facilities (including lines, storage tanks, electronic control monitoring system and booster pump stations), sewer facilities (including lines, lift stations, force mains and off-site right-of-way acquisition), drainage facilities (including detention basins, channel crossing concrete structures, storm drainage main lines and grease and oil collection structures), reclaimed wastewater facilities (including force main lines, lift station and storage reservoir), and with respect to all of the foregoing, provision of service utilities and all other work and appurtenances necessary to complete public highway interchange, public roadway, water, sanitary sewer, and drainage facilities to the parcels within the proposed assessment district.

**SECTION 12.** Said Improvements are of direct benefit to the properties and land within the Assessment District, and the City hereby makes the expenses of said Improvements chargeable upon those properties, which properties are declared to constitute the Assessment District benefitted by said Improvements and to be assessed to pay the costs and expenses of the Assessment District, including incidental costs and expenses, described as follows:

All that certain territory included within the exterior boundary lines shown on the Map of the Assessment District (exhibiting the property affected or benefitted by or to be assessed to pay the costs and expenses of said Improvements in the Assessment District) on file with the City Clerk, EXCEPTING therefrom the area of all public streets, public avenues, public lanes, public roads, public drives, public courts, public alleys, and those easements and rights-of-way therein contained dedicated to the public. For all particulars as to the boundaries of the Assessment District, refer to the Map of the Assessment District.

**SECTION 13.** The Map of the Assessment District is hereby approved and adopted.

**SECTION 14.** The original Map of the Assessment District and one copy thereof shall be filed in the Office of the City Clerk.

**SECTION 15.** The Map of the Assessment District shall govern for all details as to the extent of the Assessment District.

**SECTION 16.** The City Clerk shall endorse on the original and at least one copy of the Map of the Assessment District his or her certificate evidencing the date and adoption of this resolution of intention (the "Resolution of Intention").

**SECTION 17.** Pursuant to Section 3111 of the California Streets and Highways Code, the City Clerk is directed to file a copy of the Map of the Assessment District in the Office of the County Recorder of the County of Placer within fifteen (15) days of the adoption of the resolution fixing the time and place of hearing on the formation and extent of the Assessment District. The Map of the Assessment District shall be in the form prescribed in Section 3110 of the California Streets and Highways Code.

**SECTION 18.** Pursuant to Section 10203 of the 1913 Act, the City Council hereby refers the proposed acquisition of Improvements to the Assessment Engineer, and directs said engineer to make and file a written report in the form described in Section 10204 of the 1913 Act (the "Preliminary Engineer's Report"), including the following:

- (1) Plans and specifications of the proposed improvements which have not been already installed and which are to be acquired. The Plans and specifications need not be detailed and are sufficient if they show or describe the general nature, location and extent of the improvements. The plans and specifications may be prepared as separate documents, or either of both may be incorporated in the report as a combined document.
- (2) A description of the proposed works and appliances already installed and any other property necessary or convenient for the operation of the Improvement to be acquired under these proceedings.
- (3) The Assessment Engineer's analysis of the cost of the proposed Improvements to be acquired, and of the cost of lands, rights-of-way, easements and incidental expenses in connection therewith as enumerated in said report.
- (4) A diagram showing all of the following, as they existed at the time of the passage of this Resolution of Intention:
  - (a) The exterior boundaries of the Assessment District.
  - (b) The boundaries of any zones within the Assessment District.
  - (c) The lines and dimensions of each parcel or subdivision of land within the Assessment District.

Each subdivision shall be given a separate number upon said diagram. The diagram may refer to the county assessor's maps for a detailed description of the lines and dimensions of any parcels, in which case those maps shall govern for all details concerning the lines and dimensions of the parcels.

- (5) A proposed assessment of the total amount of the cost and expenses of the proposed Improvements upon the several subdivisions of land in the Assessment District in proportion to the estimated benefits to be received by each subdivision, respectively from the Improvements. Said assessment shall refer to such subdivisions upon said diagram by the respective numbers thereof.
- (6) The maximum annual charge to be assessed upon each of the parcels of land upon which there is an unpaid assessment in the Assessment District to pay costs incurred by the City, and not otherwise reimbursed, which result from the administration and collection of any bonds issued or funds administered under the proceedings, as provided in Section 10204(f) of the 1913 Act; such costs shall be in addition to any costs collected pursuant to Sections 8682 and 8682.1 of the Improvement Bond Act of 1915 (the "1915 Act"), being Division 10 (commencing with Section 8500) of the California Streets and Highways Code and shall not exceed [2]% of the annual installments levied upon each such parcel of land.

**SECTION 19.** (a) Notice is hereby given that serial and/or term bonds (the "Bonds") to represent the unpaid assessments, and bearing interest at a rate not to exceed the current legal maximum rate of 12% per annum, will be issued hereunder in the manner provided in the 1915 Act. The Bonds shall mature a maximum of and not to exceed thirty-nine (39) years from the second day of September next succeeding twelve (12) months from their date. The provisions of Part 11.1 of the 1915 Act (commencing with Section 8760), providing an alternative procedure for the advance payment of assessments and the calling of bonds, shall apply.

(b) The principal amount of the Bonds maturing each year shall not be an even annual proportion of the aggregate principal amount of the Bonds; the amount of principal maturing in each year plus the amount of interest payable in that year, will be as provided in the resolution authorizing issuance of the Bonds.

(c) Notice is further given that the bonds may be sold in accordance with Section 6588(v) of the Government Code.

**SECTION 20.** Except as herein otherwise provided for in this Resolution of Intention concerning the issuance of the Bonds, all of the Improvements shall be acquired pursuant to the provisions of the 1913 Act.

**SECTION 21.** If any excess shall be realized from the assessment after the acquisition of the Improvements and payment or provision for the payment of all costs and expenses in connection with the Assessment District, such excess shall be used, in such amounts as this City Council may determine, in accordance with Section 10427 and 10427.1 of the 1913 Act.

**SECTION 22.** The City Council hereby establishes a special fund designated "Improvement Fund for the City of Lincoln, Twelve Bridges Assessment District No. 95-1," into which moneys may be transferred at any time to expedite the acquisition of the Improvements herein authorized; said moneys are a loan and shall be repaid out of the proceeds of the sale of bonds as authorized by law.

**SECTION 23.** Notice is given that the grade to which the work has been or may be done may vary from the existing grades. With the consent of the property owner, if any, work has been or may be done on private property to eliminate any disparity in level or size between the improvement and private property, if it was or is determined to be more economical to do such work on private property than to adjust the work on public property as provided in Section 10100.1 of the 1913 Act. Any objections or protests thereto shall be made at the public hearing to be conducted under these proceedings.

**SECTION 24.** All public property in the use and performance of a public function shall be omitted from assessment in these proceedings unless expressly provided and listed herein.

**SECTION 25.** Pursuant to Section 8769 of the 1915 Act, this City Council hereby determines and notice is hereby given that the City has made the election not to obligate itself to advance available funds from the City treasury to cure any deficiency which may occur in the bond redemption fund.

**SECTION 26.** The public interest, convenience and necessity may require that certain land, rights-of-way or easements be obtained in order to allow the Improvements to be acquired.

**SECTION 27.** The City Council further elects to provide that the bonds herein authorized, upon redemption prior to maturity, may provide a premium, if any, of not to exceed five percent (5%) on the unmatured principal, to be determined and specified in the resolution authorizing issuance of the bonds, and said language shall be added to the redemption clause in the bond form and the City shall require the property owner to pay said premium in order to discharge the obligation of the lien prior to maturity.



**SECTION 28.** This resolution shall take effect immediately upon its adoption.

**APPROVED and ADOPTED** this 27th day of June, 1995, by the following vote:

**AYES:** Councilmembers: Sprague, Storz, Cosgrove, Preston, Costa

**NOES:** Councilmembers: NONE

**ABSENT:** Councilmembers: None

**ABSTAIN:**

\_\_\_\_\_  
Mayor of the City of Lincoln

**ATTEST:**

\_\_\_\_\_  
City Clerk of the City of Lincoln

I hereby certify that this is  
a true and correct copy of  
RES 25.54 adopted by the  
Lincoln City Council on 6-27-95  
  
\_\_\_\_\_  
City Clerk

**PETITION FOR FORMATION OF AN ASSESSMENT DISTRICT  
AND WAIVER OF CERTAIN RIGHTS**

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**TO THE CITY COUNCIL OF THE CITY OF LINCOLN:**

The undersigned is the owner of real property ("Owner") that is located within the proposed assessment district described below. Owner's property will be subject to assessment for the improvements that are proposed to be acquired within the assessment district. The assessment district proposed to be formed, which contains the real property proposed to be assessed for the acquisition of public improvements, is described as City of Lincoln, Twelve Bridges Assessment District No. 95-1 (the "Assessment District"). This Assessment District consists of territory within the City defined by the boundaries shown upon that map entitled "Proposed Boundaries of City of Lincoln Twelve Bridges Assessment District No. 95-1, Placer County, California," attached to this document as Exhibit I. By attaching this Exhibit I, it is made a part of this document. The public improvements proposed to be acquired within the Assessment District are more particularly described in Exhibit II, attached to this document. By attaching Exhibit II, it is made part of this document. An affidavit concerning the existence of mortgages or deeds of trust is attached as Exhibit III. The total cost of the proposed project to be financed by the proposed Assessment District is estimated to be no greater than \$75,000,000.

Owner petitions the City Council of the City of Lincoln (the "City") to undertake proceedings for (1) the acquisition of public improvements under the Municipal Improvement Act of 1913 (Division 12, commencing with Section 10000, of the Streets and Highways Code) (the "1913 Act"); and (2) the issuance of bonds to represent the unpaid assessments in such proceedings under the Improvement Bond Act of 1915. In connection with this petition, Owner represents as follows:

1. This petition and waiver is submitted in accordance with the provisions of Section 2804(3) of the California Streets and Highways Code. Attached as Exhibit III is (a) an affidavit concerning the existence of mortgages or deeds of trust and (b) additional evidence which the Clerk of the City may require pursuant to California Streets and Highways Code Section 2804.2.

2. Owner hereby states, clearly and simply in the English language, that Owner is hereby waiving certain rights as follows:

(a) the right to protest against and stop the formation of the proposed Assessment District as contained in the Special Assessment Investigation, Limitation and Majority Protest Act of 1931, being Division 4 (commencing with Section 2800) of the California Streets and Highways Code. In addition, Owner acknowledges that such waiver will have the effect of allowing the City Council, by a four-fifths vote, to override any protest that might be made by the owner(s) of more than one-half of the area proposed to be assessed;

(b) the right to contest the validity of an assessment as contained in Section 10400 of the California Streets and Highways Code;

(c) the right to pay assessments in whole or in part during the 30-day period after which they become due as provided in Section 10403 of the California Streets and Highways Code.

3. Owner agrees and consents to any changes in the improvements proposed to be acquired or in the boundaries of the Assessment District that the City Council of the City may authorize and approve at any time in its proceedings.

4. Owner agrees and consents to dedicate or otherwise transfer all necessary rights-of-way or easements as determined to be necessary for the improvements. This dedication shall be accomplished before the public improvements to be acquired are accepted by the City.

5. Owner acknowledges the following:


(a) the cost of the public improvements will be charged to parcels of land, including Owner's land, based upon the benefit that each parcel derives from the public improvements,

(b) a report will be prepared upon the project, which will include (i) a detailed cost estimate and an apportionment of the costs of the public improvements among the property benefitting from those improvements, and (ii) a maximum assessment to be collected annually for the administrative and collection costs of the City,

(c) a public meeting and a public hearing will be conducted on the public improvements, the extent of the Assessment District and the proposed assessment,

(d) engineering, legal and other incidental costs will be included in the project cost, and

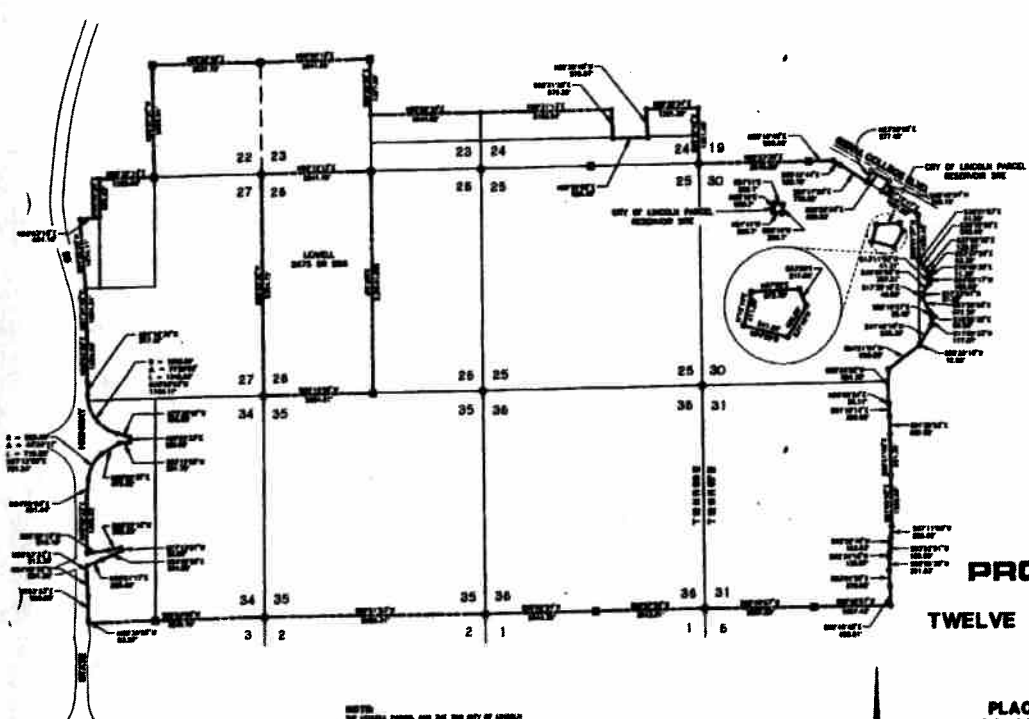
(e) the assessment lien, when recorded, will be superior to the lien of the mortgage/deed of trust.

<u>Name and Address of Owner (Including Joint Owner, if any)</u>	<u>Description of Property (Assessor's Parcel Number)</u>	<u>Signature of Owner (and joint Owner, if any)</u>	<u>Date</u>
Placer Holdings, Inc. c/o/ Haas & Najerian 456 Montgomery St., 16th Floor San Francisco, CA 94104	021-271-017 -054 -055 -056 -057 -058		6-27-95
	021-290-007 -008 -028 -031 -032 -034 -035 -036 -037		
	032-010-016 -018 -019		
	032-030-001		

This petition and waiver may be signed in counterpart, and together with other signed counterparts, constitutes one petition and waiver.

**EXHIBIT I**

**Map of Proposed Boundaries**



**STATEMENTS:**

FILED IN THE OFFICE OF THE CLERK OF THE CITY COUNCIL OF THE CITY OF LINCOLN, STATE OF CALIFORNIA THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 1995.

LINDA STACHOFF  
CLERK OF THE CITY COUNCIL OF THE CITY OF LINCOLN  
STATE OF CALIFORNIA

I HEREBY CERTIFY THAT THIS MAP WAS APPROVED BY THE CITY COUNCIL OF THE CITY OF LINCOLN, STATE OF CALIFORNIA AT A REGULAR MEETING THEREOF, HELD ON THE \_\_\_\_\_ DAY OF \_\_\_\_\_, 1995, BY ITS RESOLUTION NO. \_\_\_\_\_.

LINDA STACHOFF  
CLERK OF THE CITY COUNCIL OF THE CITY OF LINCOLN  
STATE OF CALIFORNIA

FILED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 1995, AT \_\_\_\_\_ O'CLOCK \_\_\_\_\_ OF AFTERNOON, \_\_\_\_\_ A.M. IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF PLACER, STATE OF CALIFORNIA, RECORDED AT THE REQUEST OF THE CITY ENGINEER OF THE CITY OF LINCOLN.

JIM MCCALLISTER  
COUNTY RECORDER OF THE COUNTY OF PLACER, STATE OF CALIFORNIA

FILE NUMBER: \_\_\_\_\_  
FEE: \_\_\_\_\_

**PROPOSED BOUNDARIES FOR TWELVE BRIDGES ASSESSMENT DISTRICT No. 1**

SEC. 22-27, 34-36 T. 12 N., R. 06 E.,  
SEC. 29-31 T. 12 N., R. 07 E., M.D.M.

CITY OF LINCOLN

PLACER COUNTY  
SCALE: 1" = 1500'

CALIFORNIA  
JUNE 1995

**TERRANCE E. LOWELL**  
*Engineering & Associates, Inc.*  
*& Management Consultants*  
4230 ROCKLIN ROAD, SUITE 1-A  
P.O. BOX 117 / ROCKLIN, CA 95677 (916) 654-0888

## **EXHIBIT II**

### **DESCRIPTION OF WORK**

The certain improvements to be acquired, in increments as completed, with the proceeds of the bonds, to the extent that bond proceeds are available, that the City Council intends to issue pursuant to these proceedings are generally described as follows:

**On-site and off-site roadways (including clearing and grubbing, grading, paving, street lighting, landscaping, sidewalks, joint utility trenches, and right-of-way acquisition), water facilities (including lines, storage tanks, electronic control monitoring system and booster pump stations), sewer facilities (including lines, lift stations, force mains and off-site right-of-way acquisition), drainage facilities (including detention basins, channel crossing concrete structures, storm drainage main lines and grease and oil collection structures), reclaimed wastewater facilities (including force main lines, lift station and storage reservoir), and with respect to all of the foregoing, provision of service utilities and all other work and appurtenances necessary to complete public highway interchange, public roadway, water, sanitary sewer, and drainage facilities to the parcels within the proposed assessment district.**

**EXHIBIT III**

**AFFIDAVIT CONCERNING THE EXISTENCE  
OF MORTGAGES OR DEEDS OF TRUST ON  
THE PROPERTY IN THE CITY OF LINCOLN  
TWELVE BRIDGES ASSESSMENT DISTRICT NO. 95-1**

**TO THE CLERK OF THE CITY OF LINCOLN:**

The undersigned is/are the owner(s) of the real property (the "Owner(s)") that is located within the proposed assessment district designated as "City of Lincoln Twelve Bridges Assessment District No. 95-1" (the "Assessment District"). Pursuant to California Streets and Highways Code Section 2804.2, Owner solemnly affirms that listed below are the only mortgages or deeds of trust, along with the names of any beneficiaries thereunder, that exist with respect to Owner's property located within the Assessment District.

None  
Mortgagee/Beneficiary of Deed of Trust

By Nancy L. Ho  
Owner

None  
Joint Owner

**INSTRUCTION:** (1) If there are no mortgages or deeds of trust in existence, write "NONE" in the appropriate blanks. (2) If there is no joint Owner, write "NONE" in the appropriate blank. (3) Attach to this Exhibit III, any additional evidence that the Clerk of the City of Lincoln may require, concerning the existence of all mortgages or deeds of trust and the names of any mortgages or beneficiaries thereunder.

**ATTACHED HERETO, IF AVAILABLE, IS THE MOST RECENT PRELIMINARY TITLE REPORT WITH RESPECT TO THE PROPERTY.**



**CITY CLERK'S CERTIFICATE**

I, the undersigned, duly appointed, qualified and acting City Clerk of the City of Lincoln (the "City"), certify that attached is a true, complete and correct copy of Resolution No. 95-54 of the City. This Resolution was adopted at a regular meeting of the City, has not been amended, modified or rescinded since its date of adoption, and is now in full force and effect.

Dated June 28, 1995.

  
City Clerk

EXHIBIT B

CERTIFICATE OF ASSESSMENT ENGINEER REGARDING  
SUFFICIENCY OF PETITION

The undersigned hereby CERTIFIES as follows:

That I am the duly appointed ASSESSMENT ENGINEER of the CITY OF LINCOLN, CALIFORNIA.

That on the 27th day of June, 1995, I reviewed a Petition for the formation of an Assessment District for certain public works of improvement, together with appurtenances, in a special assessment district known and designated as CITY OF LINCOLN TWELVE BRIDGES ASSESSMENT DISTRICT NO. 95-1 (hereinafter referred to as the "Assessment District"), a copy of which is on file in the office of the City Clerk.

That I caused said Petition to be examined and my examination revealed that said Petition has been signed by property owners representing more than sixty (60%) percent of the assessable area of lands within the boundaries of the proposed Assessment District, all as prescribed by Section 2804 of the Streets and Highways Code of the State of California ("Special Assessment Investigation, Limitation and Majority Protest Act of 1931").

That said Petition and Waiver did represent 100% of the assessable area of property within the boundaries of the Assessment District.

That said Petition meets the requirements of Section 2804 of the Streets and Highways Code of the State of California.

Executed this 27 day of June, 1995, at Lincoln, California.

  
Assessment Engineer