

APPROVED
MINUTES OF THE REGULAR MEETING
OF THE BOARD OF TRUSTEES
CITRUS COMMUNITY COLLEGE DISTRICT

April 8, 2014

The Board of Trustees of the Citrus Community College District met for the regular meeting of Tuesday, April 8, 2014, in the Center For Innovation Community Room.

Board President Rasmussen called the meeting to order at 4:15 p.m. Student Trustee Vega led the Pledge of Allegiance to the Flag.

TRUSTEE ROLL CALL – Present: Barbara R. Dickerson, Susan M. Keith, Joanne Montgomery, Edward C. Ortell, Patricia A. Rasmussen, and Mariana Vega (Student Trustee). Absent: None.

RESOURCE PERSONNEL PRESENT: Geraldine M. Perri, Superintendent/President; Claudette Dain, Vice President of Finance and Administrative Services; Robert L. Sammis, Director of Human Resources; Arvid Spor, Vice President of Student Services/Interim Vice President of Academic Affairs; Lisa Villa, Academic Senate President; Robert Coutts, CSEA President; and Christine Link, Recording Secretary.

ADMINISTRATORS AND EMPLOYEES SIGNING THE VOLUNTARY SIGN-IN SHEET:

Management Team: Rosalinda Buchwald, Brenda Fink, Paula Green, Lan Hao, Dana Hester, Martha McDonald, Robert Slack, and Linda Welz

Faculty: Dyane Duffy, Mike Hillman, Bruce Langford, Maryann Rachford, and Deanna Smedley

Supervisors/Confidential Team: Tedd Goldstein, Marilyn Grinsdale, and Eric Magallon

Classified Staff: Robert Coutts, Karen Giles, Lynn Jamison, and Crisanta Serrano

Adjunct Faculty: Cecil Brower

Students: Farihah Chowdhury, Tyler Hernandez, Alejandra Morales, Joe Moreno, Evan Solano, and Magda Torrellas

Citrus College Foundation: Chris Garcia and Tom Gerfen

VISITORS: Christina Cory, Gabriel Juan, and Lisel Wells

INFORMATION AND DISCUSSION (part 1)

Above and Beyond Classified Development (ABCD) Award – Arvid Spor, Vice President of Student Services/Interim Vice President of Academic Affairs

This was the sixth time the *Above and Beyond - Classified Development Award*, or the ABCD Award, was presented in recognition of an outstanding Citrus College classified employee. The award recognizes the individual's demonstration of the college mission, collaboration, service and dedication.

The award was developed by the Classified Staff Development Committee, under the leadership of Mr. Clarence Cernal, committee chair and Administrative Assistant, and Dr. Eric Rabitoy, coordinator of the project and Dean of Natural and Physical Sciences and Library Services. The award is conferred quarterly with consultation and recommendation from managers and vice presidents.

Dr. Perri was pleased to announce that Ms. Linda Hughes, Human Resources Technician II, was the sixth recipient of the award. Ms. Hughes is an outstanding employee, and her work ethic and dependability are exemplary. Board President Rasmussen congratulated Ms. Hughes and presented her with the "Hootie" award. Mr. Coutts also congratulated Ms. Hughes, and he thanked Dr. Perri and the Board for honoring members of the classified staff.

Information Regarding a Proposed "Resolution of the Board of Trustees of Citrus Community College District Authorizing the Issuance and Sale of Citrus Community College District General Obligation Bonds Election of 2004, Series 2014D, in an Aggregate Principal Amount Not to Exceed \$29,004,698, Certain of Which Are Proposed to Be Issued in the Form of Capital Appreciation Bonds and Convertible Capital Appreciation Bonds Providing for the Compounding of Interest, and Approving Certain Other Matters Relating to the Bonds."

On March 2, 2004, the voters approved a bond for \$121,000,000 to build, improve and furnish specific capital projects in the District (Measure G). Of the total approved, bonds in the amount of \$91,995,302 have been issued for projects. At the April 8, 2014 meeting, the Board received information about authorizing the issuance of up to \$29,004,698 in general obligation bonds from Measure G (Series 2014D Bonds) to finance new construction of a Fine Arts building, to complete renovations at the Campus Center, Educational Development Building and Hayden Hall. In accordance with Section 15146(b)(2) of the Education Code, the Board heard a staff presentation regarding three types of bonds likely to comprise part of this issue (current interest, capital appreciation and convertible capital appreciation, the last two of which provide for the compounding of interest); reviewed documents, including a draft Resolution, Preliminary Official Statement and Bond Purchase Contract; and provided an

opportunity for public comment. At the May 6, 2014 meeting, the Board will consider the Resolution for possible action.

The 58-page proposed Resolution, with exhibits, is available online at:

<http://www.citruscollege.edu/admin/bot/Documents/Board%20Meeting%20Agendas/2014%20Agendas/2014.04.08.pdf>

***Or at the District office at: Superintendent/President's Office – Student Services Building, Room 218
1000 W. Foothill Blvd.
Glendora, CA 91741***

Summary of Resolution

In compliance with Education Code Section 15146(b)(1), the Resolution includes, in addition to other information, the following:

(1) Express approval of the sale of capital appreciation bonds, convertible capital appreciation bonds, and current interest bonds;

(2) An explanation of why the District has chosen to include capital appreciation bonds in its financing:

- The remaining projects begun with Measure G money need to be completed soon. The Fine Arts Building has already been reviewed and approved by the Division of the State Architect, and the District has exhausted two deadline extensions; if this project is delayed beyond July 2014, that approval process will need to start over, and there will likely be additional costs associated with any new review. Additionally, the costs of construction are likely to rise over time, which would require the District to downsize or eliminate one or more of the projects.
- These projects, and the issuance of the 2014 Bonds, have been reviewed and approved by the District's Bond Citizens Oversight Committee, which represents taxpayers and other stakeholders in the District. The projects have also been vetted through the Physical Resources Committee of the District.
- In order to complete the projects during the next few years and stay within the tax levy limits of Proposition 39, the District has chosen to include capital appreciation bonds and convertible appreciation bonds in its financing method.

(3) Nixon Peabody, LLP is serving as Bond Counsel and Disclosure Counsel. RBC Capital Markets, LLC is serving as Underwriter.

(4) The estimated costs of issuance associated with the sale of the bonds are approximately 0.68% of the initial principal amount of the bonds, which include bond and disclosure counsel fees, costs of printing the Official Statement, rating

agency fees, Paying Agent fees and other related costs. In addition, the estimated Underwriter's discount, which is not included in the percentage above, is 0.80% of the estimated par amount. An estimate of the itemized fees and expenses may be found in Exhibit C to the Resolution.

(5) The District is proposing the issuance of up to \$29,004,698 in general obligation bonds from Measure G (Series 2014D Bonds). The total amount of debt to be repaid under the 2014 Bonds is estimated to be \$49,840,050 or less, with the District receiving up to \$18,996,566 in proceeds of sale of the 2014 Bonds. The maximum maturity of the bonds would be 25 years from the date of issuance. The estimated repayment ratio is 2.62 to 1. Assessed values within the District over the next 25 years are estimated to increase by an average of 3.6% per year.

(6) There are two noticed meetings for consideration of this issue: (i) On April 8, 2014, the Board received information and provided an opportunity for public comment. No action on this item was taken by the Board at this meeting. (ii) On May 6, 2014 the Board will consider the proposed Resolution for possible action.

In addition to the above information, and in compliance with Education Code Section 15146(c), the governing board was presented with all of the following:

(1) An analysis containing the total overall cost of the bonds that allow for the compounding of interest;

(2) A comparison to the overall cost of current interest bonds;

(3) The reason bonds that allow for the compounding of interest are being recommended; and

(4) A copy of the disclosure made by the underwriter in compliance with Rule G-17 adopted by the federal Municipal Securities Rulemaking Board.

Ms. Claudette Dain, Vice President of Finance and Administrative Services, provided a detailed PowerPoint (attached) regarding a proposed resolution (attached) to authorize the issuance and sale of Citrus College Community College District General Obligation Bonds, Series 2014D, consistent with Measure G, an initiative passed by local voters in 2004. Ms. Dain's presentation indicated that the proposed issuance is primarily comprised of capital appreciation bonds and convertible capital appreciation bonds, which provide for the compounding of interest; because of tax rate constraints due to assessed valuations. The proposed bonds would be issued in accordance with Assembly Bill 182. Ms. Dain went on to indicate that AB 182 limits the payback ratio to 4:1 but the proposed bond structure estimates a payback ratio of 2.62:1, far below the 4:1 limit. Ms. Dain also indicated that the resolution references an aggregate principal amount of not to exceed \$29,004,698 because that is the total

remaining amount which the District has left to issue per the voter approved \$121 million Measure G bond but that upon assessment of construction needs and planning efforts, ensuring the least amount of disruption to the campus and the instructional program, the District is proposing approximately \$19 million for this proposed Series D issuance. This would leave a remaining \$10 million which will likely be proposed at a future time – currently projected for 2016.

The resolution will be considered at the May 6, 2014, Board meeting.

Geraldine M. Perri, Ph.D., Superintendent/President, was pleased to report that Citrus College once again participated in the Azusa Unified School District and Azusa Chamber of Commerce Annual High School Job Shadow Day. The college hosted 14 Azusa High School students who gained valuable insight into specific job areas at the college. Dr. Perri thanked Mr. Tedd Goldstein, Supervisor, Superintendent/President's Office, for coordinating the college's participation.

Dr. Perri commended the faculty members who presented at the Sabbatical Forum on April 2, 2014, for their insightful projects. Fine arts faculty member Ms. Dyane Duffy's sabbatical focused on exploring new media and innovations with paint, art materials and techniques. Her sabbatical culminated in the development of three new classes. Language arts faculty member Mr. Carsten Dau's sabbatical focused on aligning the college's transfer composition courses with similar courses at state colleges and universities. His work reaffirmed his belief that the college's transfer composition courses should reflect courses at four-year institutions.

Dr. Perri commented on an update on the Student Success Matrix from the Chancellor's Office. Several of the items on the matrix will be completed with the passage of the next state budget, including enhancement of professional development; a stronger system office; and greater investment in student success. Dr. Perri said she had the opportunity to represent the state's CEOs on the Chancellor's Professional Development Task Force. She also sent a letter in support of legislation that will provide additional funding for professional development.

Arvid Spor, Ed.D., Vice President of Student Services/Interim Vice President of Academic Affairs, explained the Student Equity Plan, which all California community colleges will create. It requires the college to look at all student subgroup categories to determine if they face impediments in the areas of access, course completion, ESL and basic skills completion, degrees, certificates, and transfer, as measured by success indicators linked to the Chancellor's Office Scorecard and other measures. Dr. Spor will work with the Institutional Effectiveness Committee and the Student Success and Support Program Committee to create a collegewide plan for submission to the Chancellor's Office. Community colleges will receive special funding to address inequities based on the number of students who need additional help.

Dr. Spor provided highlights of the Accrediting Commission for Community and Junior Colleges Annual Report that was due in March. Ms. Claudette Dain, Vice President of

Finance and Administrative Services, completed the financial portion of the report. Dr. Spor said there were 43 questions covering a variety of categories in the academic portion of the report. With regard to student achievement, the college compared against a five-year average of its own numbers in the areas of course completion; completion of degrees; completion of certificates; and transfers to four-year colleges and universities. In each case, current rates of achievement were better than the baseline.

Dr. Spor provided biographical information for two individuals whose names appeared in the agenda for employment in tenure-track positions: Mr. Anson Hsin, Biology; and Ms. Shellyn Aguirre, Counseling – Disabled Students Programs and Services. Board President Rasmussen thanked the faculty and staff who served on the hiring committees for these positions.

Robert Sammis, J.D., Director of Human Resources, provided an update on classified staff development activities. The classified staff are in the third and final module for the year, which is conflict resolution. Dr. Sammis said they are extending the professional development series to the Supervisors/Confidential Team. They will do a book reading in the summer on conflict resolution, and in the fall, they will do Strengths Quest training.

Ms. Claudette Dain, Vice President of Finance and Administrative Services, reported that the college is in the last quarter of the fiscal year. Her area is gearing up to close out the 2013-14 fiscal year and to start working on a budget for 2014-15. She said that subcommittees in both houses of the state Legislature are working through details of the Governor's proposed budget in preparation for the May Revise.

Lisa Villa, Academic Senate President, said she was very pleased with attendance at the Sabbatical Forum. She said the presenting faculty, Ms. Duffy and Mr. Dau, did an excellent job.

The Academic Senate has concluded their elections for the 2014-15 academic year. The officers for next year will be: Mr. John Vaughan, President; Mr. Alfie Swan, Vice President/President-Elect; Dr. Gina Hogan, Secretary; Ms. Patty Glover, Treasurer; Ms. Margaret O'Neil, Ms. Roberta Eisel, and Ms. Lisa Telesca at-large representatives.

Ms. Villa said she and Mr. Vaughan will attend the Academic Senate spring plenary session. Ms. Eisel will also attend as a member of the statewide accreditation committee and will co-present a breakout session on accreditation standard revisions.

Robert Coutts, CSEA President, said this year's honoree for Citrus College's Unsung Hero Award is Mr. Moses Crowder, Audio Visual Media Assistant. The award is CSEA's annual recognition of a classified staff member for their efforts on behalf of students, faculty and staff. Mr. Coutts said Mr. Crowder is an ideal candidate for this award. The chapter will coordinate with the state to host a regional banquet for all Unsung Hero Award winners in Area G.

Mr. Coutts said CSEA is also working with the state CSEA to organize a benefits workshop in the region to promote the many benefits that CSEA members enjoy. He is hopeful the workshop will take place at Citrus College.

Mariana Vega, Student Trustee, reported on recent honors awarded to Citrus College students. She said Alpha Gamma Sigma (AGS) member Lorissa Angulo was awarded \$600 for outstanding community service. The college's Beta Nu Eta Chapter of Phi Theta Kappa (PTK) won third place at their California/Nevada regional convention. Ms. Vega said Mr. Rod Risley, the National PTK Executive Director, recognized the chapter for their completion efforts.

Reporting on other ASCC activities, Ms. Vega said ASCC's "Sex 101 Week," designed to promote healthy sexual attitudes and behaviors, was very successful. An ASCC-led group called CiVIL (Citrus Voice in Legislation) has begun meeting weekly. Ms. Vega also provided information on upcoming ASCC activities for spring.

Barbara R. Dickerson, Clerk/Secretary, Board of Trustees, expressed her appreciation to Dr. Perri and Dr. Martha McDonald, Interim Executive Dean, for providing veteran leaders from Azusa with a tour of the Veterans Center. She said they were very impressed.

Trustee Dickerson commented on several articles she has received recently, including a report on college readiness. She is pleased the college is planning to host a conversation on the topic with our K-12 partners. Trustee Dickerson also commented on an article on policies to support men of color, and a highlight from the Steering Committee meeting on an ESL three-tiered certificate program.

Trustee Dickerson gave kudos to Ms. Hughes on receiving the ABCD Award; the PTK All-California Team honorees; the Beta Nu Eta chapter's third place win at the PTK convention; and the Rocket Owls for their grant submission.

Edward C. Ortell, Member, Board of Trustees, commented on the noteworthy efforts of Citrus College honors students, both in winning academic awards and competitions and for service to the community. He said organizations such as PTK and Alpha Gamma Sigma support scholarships, promote community service, and build leadership. Trustee Ortell said our honors students compete nationally against millions of students in California's community colleges, and they do exceptionally well. He commended them for their success.

Susan M. Keith, Member, Board of Trustees, said the Sabbatical Forum was well-attended and the presentations were exciting and motivational. She attended the Battle of the Big Bands and commented that it was one of the best performances in the program's history. Trustee Keith said the Azusa Pacific University band seems to have more Citrus College transfer students each year.

As the Board's ad hoc committee on legislation, Trustee Keith and Trustee Dickerson met recently to discuss protocols for taking positions on legislation. The full board will discuss the matter at the Board retreat in August.

Patricia A. Rasmussen, President, Board of Trustees, said the sabbatical presentations by Ms. Duffy and Mr. Dau at the Sabbatical Forum were very inspiring. She attended the Fine and Performing Arts Open House, where more than 1,100 high school students heard presentations on art and music, as well as many other programs offered by the college. Board President Rasmussen was on campus the day of the fire drill, and she said it was conducted in an orderly manner and went well.

Board President Rasmussen and Trustee Keith recently met as the Board's ad hoc committee on their self-evaluation procedures. The entire Board will discuss developing a new instrument at their retreat in August.

MINUTES

Item 1: Moved by Trustee Dickerson and seconded by Trustee Montgomery to approve the regular meeting minutes of March 18, 2014, as submitted.
5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

INFORMATION AND DISCUSSION (part 2)

Study Abroad Program Update – Arvid Spor, Vice President of Student Services/Interim Vice President of Academic Affairs

The Study Abroad Program offers faculty and students the opportunity to experience community college study in other countries.

Dr. Dana Hester, Dean of Social and Behavioral Sciences and Distance Education, presented a report on the college's study abroad program.

Title V PT5 Grant Overview presentation – Arvid Spor, Vice President of Student Services/Interim Vice President of Academic Affairs

Dr. Spor presented the following information on the Hispanic Serving Institution Title V Cooperative Grant with the University of La Verne, entitled Preparing Tomorrow's Teachers Today through Technology (PT5).

Board Policy 3280 requires that the Board of Trustees be informed of all grant applications completed in support of college programs. The following Grant Launch information is a summary for funding requests to assist with the next phase of construction and launch of a high-power rocket submitted by Lucia Riderer on March 17, 2014.

Project Title: Project Lambda
Project Leader: Lucia Riderer

Funding Agency: California Space Grant Consortium and/or Raytheon-Higher Education STEM Grant

Total Request: \$2,000.00 each

Length of Project: June 2014 through June 2015

Need Addressed by Project

The vision of the proposed program is to provide the tools and resources students need to successfully complete an engineering project and enhance the skills needed to transfer to a baccalaureate degree in Engineering. This vision underlies the college's management plan to increase the number of students transferring to four-year universities and graduating in STEM related fields.

Project Description with goals and objectives

The Citrus Rocket Owls team is one of only two community college teams selected to participate in NASA's 2013-14 Student Launch Program, a highly selective rocketry competition requiring participants to construct a high-power rocket to carry at least two payloads or vehicle components that support NASA's Space Launch Systems (SLS).

The team designed and built Project Lambda, a high-powered rocket that is used to study triboelectric charging and its effect on the rocket's subsystems, lateral vibrations, and hazard detection. This exploration is designed to help support research in NASA's SLS. The results obtained will be significant because they will add to the existent body of knowledge. In addition, participation in the NASA Student Launch Program has made a life-long impact on the team as the members became aware of the importance of research and teamwork, while being creative and innovative.

The primary objectives of Project Lambda are to study triboelectric charging, research and analyze solid propellant rocket motors for in-line and parallel staging, and implement a Hazard Detection System for the safe landings of launch vehicles.

The Rocket Owls believe that it is important to reach out to the community and regularly visit classrooms where they inspire others to pursue a STEM (Science, Technology, Engineering, Math) career. The team conducted classroom presentation where they engage students of all types of learning styles by use of a visual display, an interactive presentation, and hands-on STEM activity, while adhering to the Core Standards. To date, the Rocket Owls have outreached to 255 students using classroom presentation. In addition, the team hosts weekend rocketry workshops on a monthly basis. During those workshops, K-8 students build and launch their own model rocket, each one becoming a Junior Rocket Owl.

The Rocket Owls also believe that a critical point in a student's decision to select a major is during middle school. For this reason, they recently hosted a booth at

the Azusa 8th Grade Majors fair where they outreached to 373 students in 8th grade.

Physical Resources – Administrative Procedure – Revision – Claudette Dain, Vice President of Finance and Administrative Services

AP 6750 PARKING

The District's Board policies and procedures are regularly reviewed and updated to align with the recommendations developed in conjunction with the Community College League of California (CCLC).

Administrative Procedure 6750, Parking, was revised and approved by constituent groups on various dates and the Steering Committee on March 24, 2014. Also provided, for reference purposes, was the corresponding Board Policy.

INDEPENDENT CONTRACTORS

Item 2: Moved by Trustee Montgomery and seconded by Trustee Keith to approve the attached list of independent contractor/consultant agreements as submitted. 5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

FACILITY

Item 3: Moved by Trustee Montgomery and seconded by Trustee Keith to approve facility rentals and usage. 5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

CONSTRUCTION – CAPITAL PROJECTS

Item 4: Moved by Trustee Montgomery and seconded by Trustee Keith to approve Change Order Number Three in the amount of \$32,048.73 and Change Order Number Four in the amount of \$89,976.08, and to add seventy one days to the time for completion for Bid #02-0809, Administration Building Renovation Project. 5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

CURRICULUM

Item 5: Moved by Trustee Montgomery and seconded by Trustee Keith to approve the new, modified, and deactivated courses. 5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

FIELD TRIPS

Item 6: Moved by Trustee Montgomery and seconded by Trustee Keith to approve the revised dates for a field trip to the Shell Eco-marathon Competition in Houston, TX, April 23-29, 2014 for seven students and two faculty advisors. 5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

PERSONNEL RECOMMENDATIONS

Item 7: Moved by Trustee Montgomery and seconded by Trustee Keith to approve the personnel actions with regard to the employment, change of status, and/or separation of academic employees.

5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

Item 8: Moved by Trustee Montgomery and seconded by Trustee Keith to approve the personnel actions with regard to the employment, change of status, and/or separation of classified employees.

5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

Item 9: Moved by Trustee Montgomery and seconded by Trustee Keith to approve the employment of short-term, hourly, substitutes, volunteers, and professional experts.

5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

BUDGET-WARRANTS-FINANCIAL STATEMENT, ETC.

Item 10: Moved by Trustee Keith and seconded by Trustee Montgomery to approve the 2014-2015 Budget Calendar and Budget Development Assumptions that were approved by the Financial Resources Committee on March 12, 2014.

5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

EMPLOYMENT – FACULTY

Item 11: Moved by Trustee Keith and seconded by Trustee Dickerson to approve the employment of Mr. Anson Hsin effective August 22, 2014, in a full-time tenure track position (a first year contract of 175 days) in the discipline of Biology, at a salary placement of Class 3 Step 3, on the Full-Time Faculty Salary Schedule (pending verification of qualifications and experience) totaling \$57,665.00 annually plus health and statutory benefits.

5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

Item 12: Moved by Trustee Keith and seconded by Trustee Dickerson to approve the employment of Ms. Shellyn Aguirre effective July 1, 2014, in a full-time tenure track position (a first year contract of 175 days over a twelve month period) in the discipline of Counseling – Disabled Student Programs & Services, at a salary placement of Class 3 Step 6, on the Full-Time Faculty Salary Schedule (pending verification of qualifications and experience) totaling \$65,730.00 annually plus health and statutory benefits.

5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

BOARD POLICIES

Item 13: Moved by Trustee Dickerson and seconded by Trustee Montgomery to approve the second reading of BP 5015 – Residence Determination and BP 5210 – Communicable Diseases.

5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

BOARD OF TRUSTEES

Item 14: Moved by Trustee Dickerson and seconded by Trustee Montgomery to accept the list of nominees as presented by the Community College League of California.

5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

Item 15: Moved by Trustee Ortell and seconded by Trustee Montgomery for the Board of Trustees to select up to eight nominees for election of the California Community College Trustees Board of Directors of the community College League of California.

5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

CLOSED SESSION: At 5:49 p.m., Board President Rasmussen adjourned the meeting to closed session per the following sections of the Government Code:

Per Section 54957.6: Conference with Labor Negotiator, Robert L. Sammis, District Chief Negotiator - Employee Organization: Citrus College Faculty Association CTA/NEA (CCFA).

Per Section 54957.6: Conference with Labor Negotiator, Robert L. Sammis, District Chief Negotiator - Employee Organization: Citrus College Adjunct Faculty Federation, (CCAFF) Local 6352.

Per Section 54957.6: Conference with Labor Negotiator, Robert L. Sammis, District Chief Negotiator - Employee Organization: California School Employees Association (CSEA) Citrus College Chapter Local 101.

RECONVENE OPEN SESSION: At 6:22 p.m., Board President Rasmussen reconvened the meeting to open session with no action taken.

ADJOURNMENT: At 6:23 p.m., it was moved by Trustee Keith and seconded by Trustee Dickerson to adjourn the meeting.

5 Yes. (Dickerson, Keith, Montgomery, Ortell, Rasmussen).

May 6, 2014
Date

Barbara R. Dickerson
Clerk/Secretary
Board of Trustees

Issuance Presentation to the Board of Trustees:

CITRUS COMMUNITY COLLEGE DISTRICT

Measure G General Obligation Bonds



April 8, 2014



RBC Capital Markets®

Disclaimer

Disclosure of Role: RBC Capital Markets, LLC (“RBC CM”) is providing the information contained in this document for discussion purposes only in anticipation of serving as underwriter to the Citrus Community College District. The primary role of RBC CM, as an underwriter, is to purchase securities, for resale to investors, in an arm’s-length commercial transaction between the Citrus Community College District and RBC CM and that RBC CM has financial and other interests that differ from those of the Citrus Community College District. RBC CM is not acting as a municipal advisor, financial advisor or fiduciary to Citrus Community College District or any other person or entity. The information provided is not intended to be and should not be construed as “advice” within the meaning of Section 15B of the Securities Exchange Act of 1934. Citrus Community College District should consult with its own financial and/or municipal, legal, accounting, tax and other advisors, as applicable, to the extent it deems appropriate. If the Citrus Community College District would like a municipal advisor in this transaction that has legal fiduciary duties to the Citrus Community College District, then the Citrus Community College District is free to engage a municipal advisor to serve in that capacity.

Disclaimer:

This presentation was prepared exclusively for the benefit of and internal use by the recipient for the purpose of considering the transaction or transactions contemplated herein. This presentation is confidential and proprietary to RBC Capital Markets, LLC (“RBC CM”) and may not be disclosed, reproduced, distributed or used for any other purpose by the recipient without RBCCM’s express written consent.

By acceptance of these materials, and notwithstanding any other express or implied agreement, arrangement, or understanding to the contrary, RBC CM, its affiliates and the recipient agree that the recipient (and its employees, representatives, and other agents) may disclose to any and all persons, without limitation of any kind from the commencement of discussions, the tax treatment, structure or strategy of the transaction and any fact that may be relevant to understanding such treatment, structure or strategy, and all materials of any kind (including opinions or other tax analyses) that are provided to the recipient relating to such tax treatment, structure, or strategy.

The information and any analyses contained in this presentation are taken from, or based upon, information obtained from the recipient or from publicly available sources, the completeness and accuracy of which has not been independently verified, and cannot be assured by RBC CM. The information and any analyses in these materials reflect prevailing conditions and RBC CM’s views as of this date, all of which are subject to change.

To the extent projections and financial analyses are set forth herein, they may be based on estimated financial performance prepared by or in consultation with the recipient and are intended only to suggest reasonable ranges of results. The printed presentation is incomplete without reference to the oral presentation or other written materials that supplement it.

IRS Circular 230 Disclosure: RBC CM and its affiliates do not provide tax advice and nothing contained herein should be construed as tax advice. Any discussion of U.S. tax matters contained herein (including any attachments) (i) was not intended or written to be used, and cannot be used, by you for the purpose of avoiding tax penalties; and (ii) was written in connection with the promotion or marketing of the matters addressed herein. Accordingly, you should seek advice based upon your particular circumstances from an independent tax advisor.

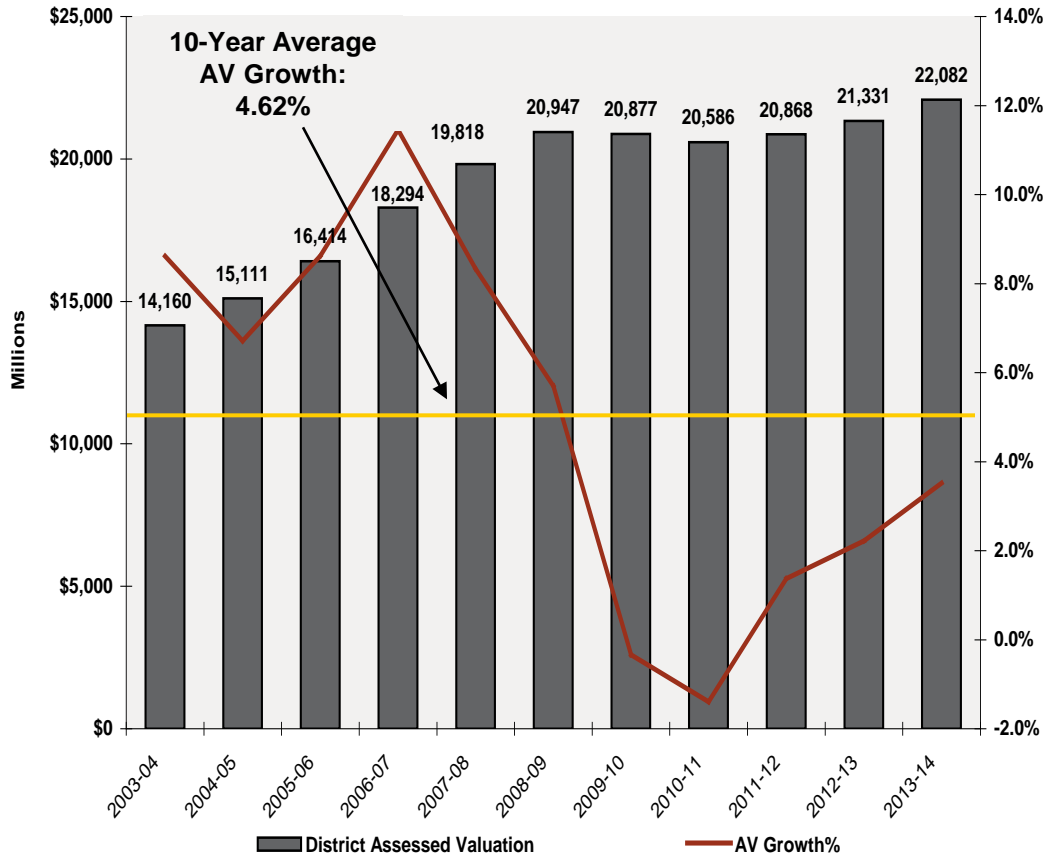


Citrus CCD Assessed Valuation Update

- The District's 2013-14 total Assessed Valuation ("AV") is \$22.08 billion
- Compared to the prior fiscal year, District AV has increased by 3.52%

District Historical Average AV Growth Rates	
15-Year Average AV Growth Rate	5.152%
10-Year Average AV Growth Rate	4.620%

Citrus CCD Historical Assessed Valuation (2004 to 2014)



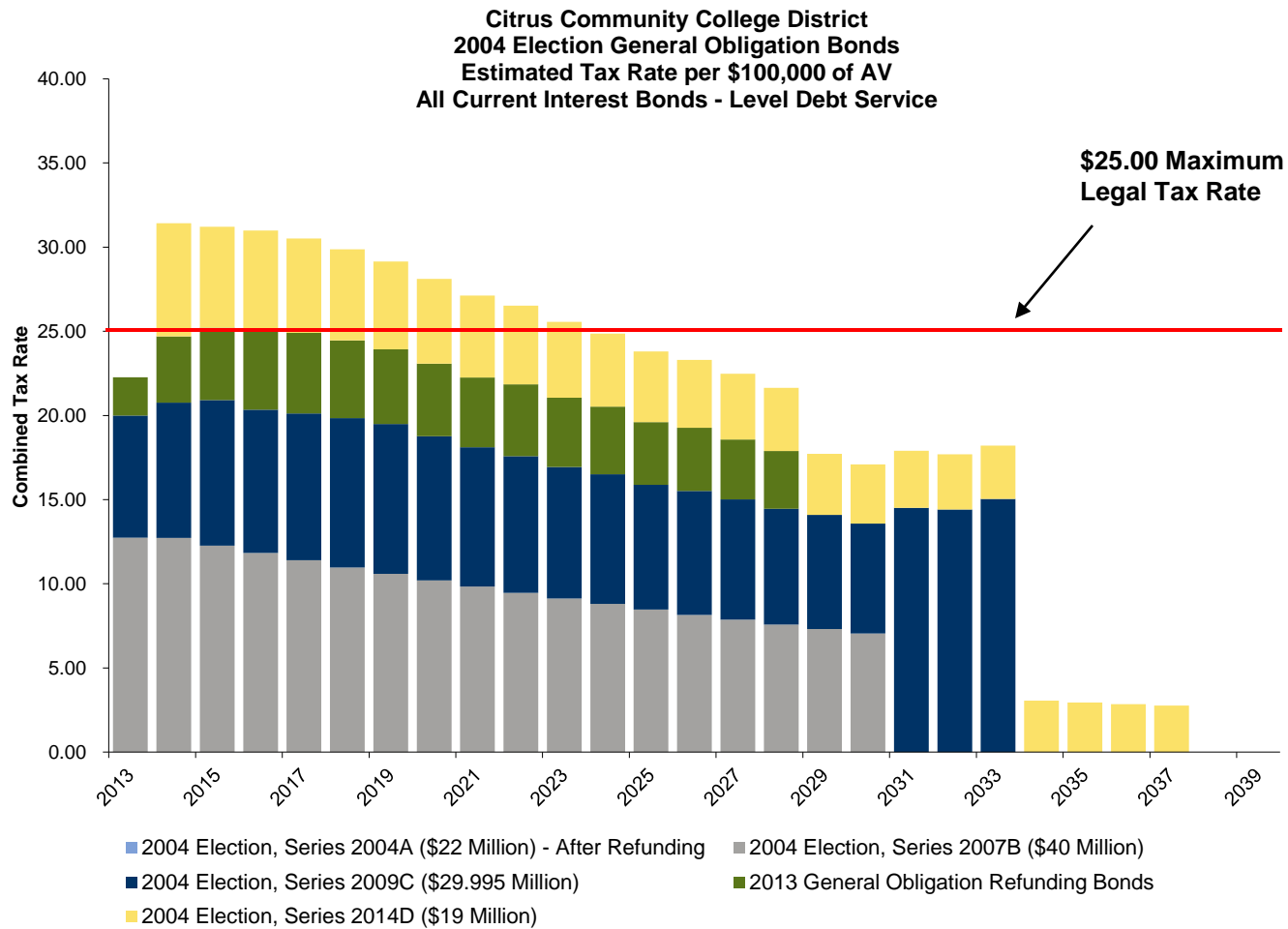
AV Projections for Series 2014D

Year	AV Growth Projection
2003-04*	8.61%
2004-05*	6.71%
2005-06*	8.63%
2006-07*	11.46%
2007-08*	8.33%
2008-09*	5.70%
2009-10*	-0.34%
2010-11*	-1.40%
2011-12*	1.37%
2012-13*	2.22%
2013-14*	3.52%
2014-15	3.50%
2015-16	3.50%
2017-29	4.00%
Thereafter	3.50%

* Actual

Series 2014D New Issuance – Tax Rate Constraints

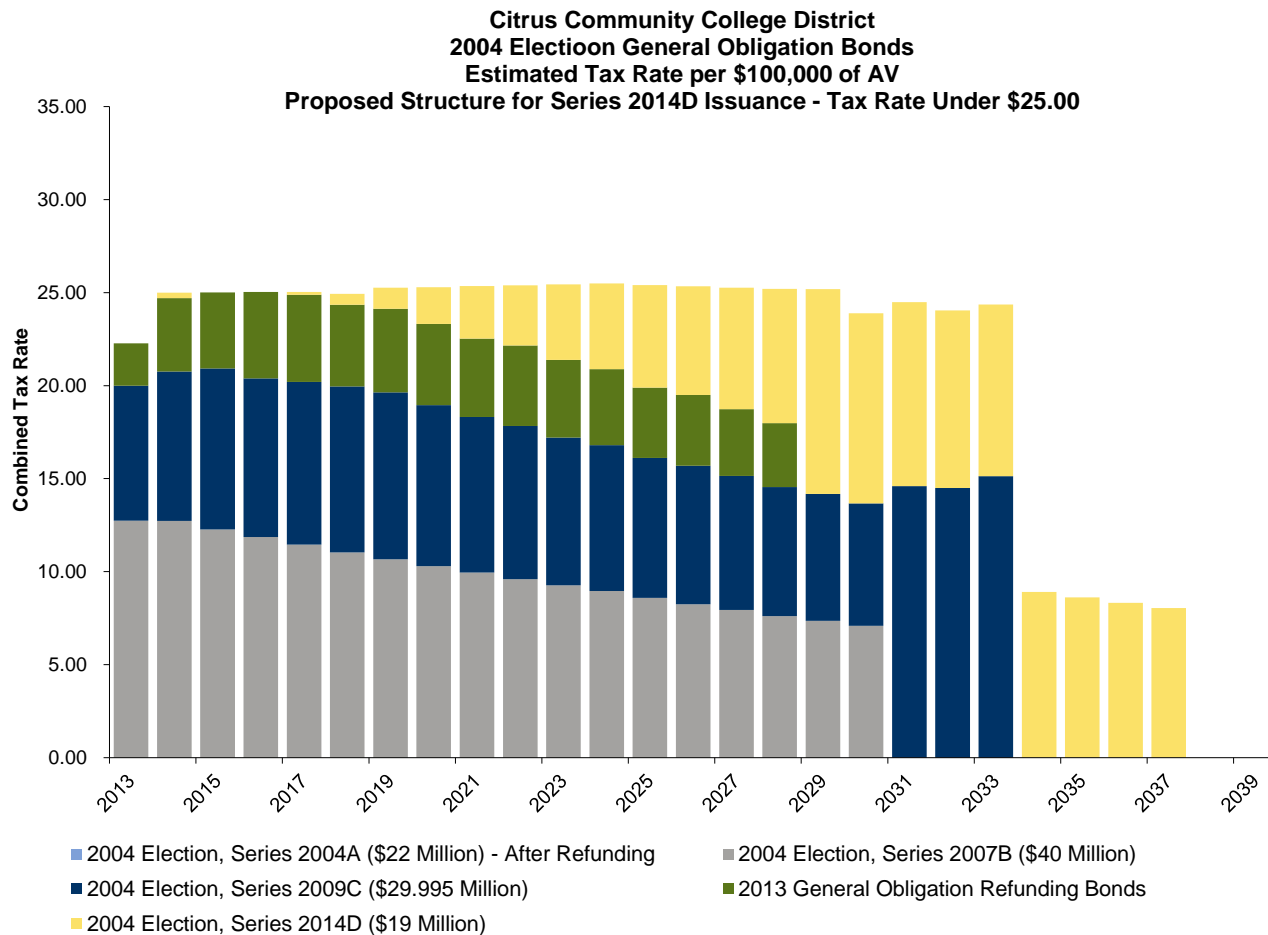
- The District is not able to utilize current interest bonds for the Series D issuance because there is not enough capacity to pay interest in the early years and stay under the \$25.00 legal tax rate maximum
- See below for the projected tax rates assuming a \$19 million current interest bond issuance with a 25-year term using level debt service and the AV growth rates shown previously



* Chart updated with current rates

Series 2014D New Issuance – Proposed Structure

- The proposed structure utilizes a combination of capital appreciation bonds and convertible capital appreciation bonds (which will convert into current interest bonds on 8/1/2023 and start paying interest semi-annually) in order to accomplish the dual goals of keeping the tax rate below the legal limit while providing construction funds at a reasonable cost
- This structure targets the annual payments to the \$25.00 legal maximum in the earlier years in order to pay down principal faster and produces a lower cost of borrowing with an estimated payback ratio of 2.62* under current rates



* Chart and payback ratio updated with current rates: payback ratio has improved from 2.68 to 2.62



Measure G (Election of 2004) Series 2014D Issuance Comparison

Series 2014D Issuance Comparison		
Structure	CIBs	CIBs/ CABs / CCABs
Par Amount	\$19,000,000.00	\$18,996,566.00
Final Maturity Date	08/01/38 (24.3 Years)	08/01/38 (24.3 Years)
Final CAB Maturity Date	N/A	08/01/31 (17.3 Years)
Convertible CAB Conversion Date	N/A	08/01/23 (9.3 Years)
Total Debt Service	\$33,464,197.47	\$49,840,050.00
Payback Ratio	1.76	2.62
Projected Maximum Tax Rate	\$31.42	\$25.00
Projected Average Tax Rate to Maturity	\$21.12	\$21.71
Par Amount by Bond Type		
CIB Par Amount	19,000,000.00	60,000.00
CAB Par Amount	-	7,409,498.15
CCAB Par Amount	-	11,527,067.85
Debt Service by Bond Type		
CIB Debt Service	33,205,520.83	62,400.00
CAB Debt Service	-	15,685,000.00
CCAB Debt Service	-	34,092,650.00
Payback Ratios:		
CIBs	1.75	1.04
CABs	-	2.12
CCABs	-	2.96

Notes: CIBs = Current Interest Bonds / CABs = Capital Appreciation Bonds / CCABs = Convertible Capital Appreciation Bonds

* Chart updated with current rates

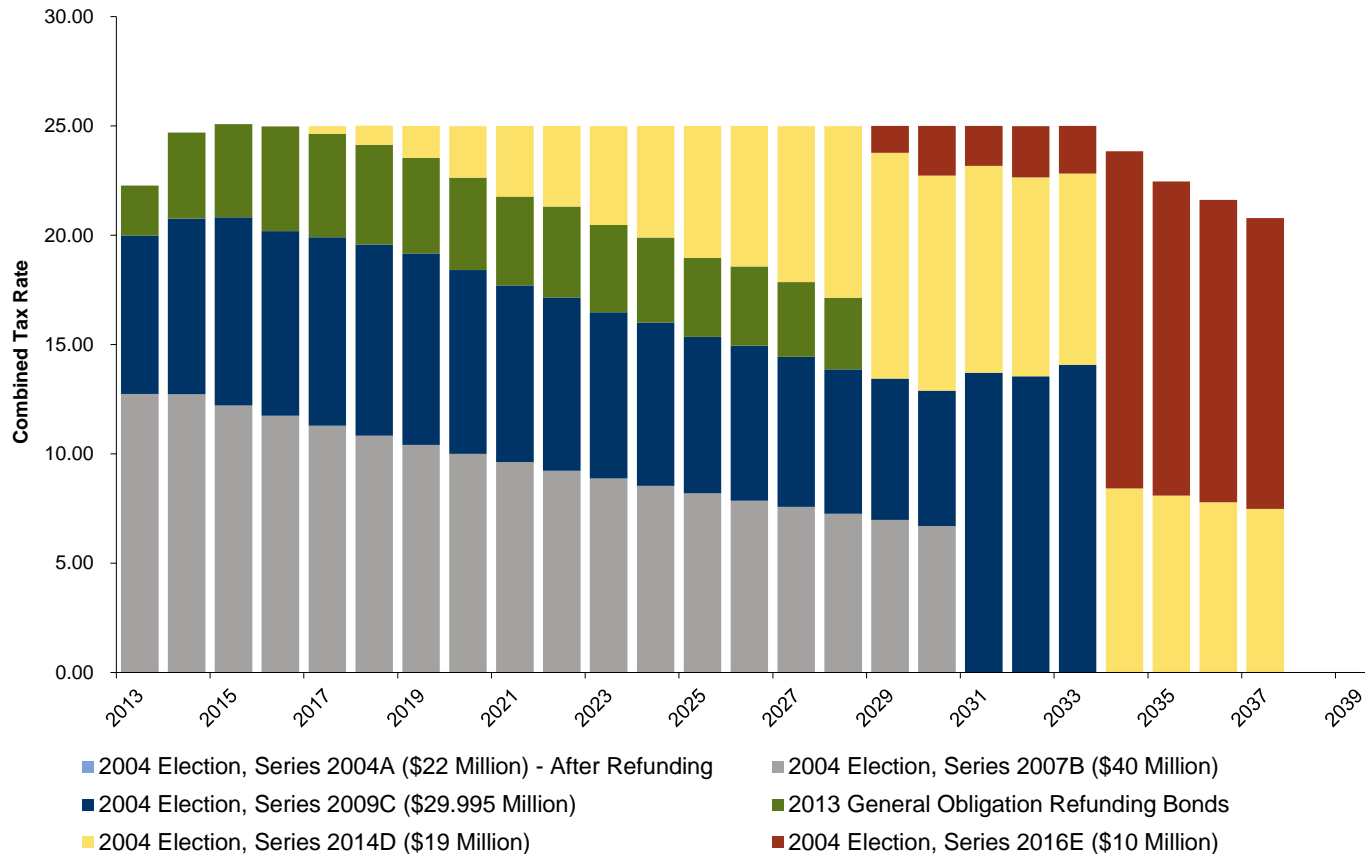


RBC Capital Markets®

Projections for Series 2016E (\$10 Million) – Proposed Structure

- District staff believes that AV growth will exceed the conservative AV projections presented, giving the District more capacity for Series 2016E
- However, if AV growth does not exceed current projections, based on current rates, the payback ratio for Series E would be approximately 3.28 with a final CAB term of 22 years and an average life of 19.7 years

**Citrus Community College District
Outstanding General Obligation Bonds
Estimated Tax Rate per \$100,000 of AV
Proposed Structure**



RBC Contacts



RBC Capital Markets®

Rod Carter
Managing Director
Municipal Finance

RBC Capital Markets, LLC
777 S. Figueroa Street, #850
Los Angeles, CA 90017

Phone (213) 362-4133
Fax (213) 362-4110
roderick.carter@rbccm.com



RBC Capital Markets®

Christina Long
Associate
Municipal Finance

RBC Capital Markets, LLC
777 S. Figueroa Street, #850
Los Angeles, CA 90017

Phone (213) 362-4142
Fax (213) 362-4110
christina.long@rbccm.com



Summary of Past Bonds Issued Under Measure G

Appendix A



RBC Capital Markets®

Summary of Past Bonds Issued Under Measure G

Citrus Community College District					
Information for the Bonds Issued under 2004 Election					
Series Structure	Series 2004A CIBs	Series 2007B CIBs	Series 2009C CIBs/CABs	2013 Refunding (1) CIBs	Combined 2004 Election
Closing Date	09/09/04	04/24/07	06/25/09	05/08/13	-
Par Amount	\$22,000,000.00	\$40,000,000.00	\$29,995,302.00	\$13,130,000.00	\$105,125,302.00
Final Maturity Date	08/01/29 (24.89 Years)	06/01/31 (24.10 Years)	06/01/34 (24.93 Years)	08/01/29 (16.24 Years)	06/01/34
Final CAB Maturity Date	-	-	06/01/34 (24.93 Years)	-	06/01/34
Total Debt Service	\$35,281,865.42	\$69,168,237.08	\$66,730,476.67	\$19,102,984.72	\$190,283,563.89
Payback Ratio	1.60	1.73	2.22	1.45	1.81
Original Par Amount by Bond Type					
CIB Par Amount	22,000,000.00	40,000,000.00	26,405,000.00	13,130,000.00	101,535,000.00
CAB Par Amount	-	-	3,590,302.00	-	3,590,302.00
Original Debt Service by Bond Type					
CIB Debt Service	35,281,865.42	69,168,237.08	48,455,476.67	19,102,984.72	172,008,563.89
CAB Debt Service	-	-	18,275,000.00	-	18,275,000.00
Original Payback Ratios:					
CIBs	1.60	1.73	1.84	1.45	1.69
CABs	-	-	5.09	-	5.09

Notes: CIBs = Current Interest Bonds / CABs = Capital Appreciation Bonds

(1) The 2013 Refunding Bonds completely paid off the Series 2004A Bonds and reduced the total debt service by \$1,804,515.28

Resolution No. _____

**RESOLUTION OF THE BOARD OF TRUSTEES
OF CITRUS COMMUNITY COLLEGE DISTRICT
AUTHORIZING THE ISSUANCE AND SALE OF
CITRUS COMMUNITY COLLEGE DISTRICT GENERAL OBLIGATION BONDS
ELECTION OF 2004, SERIES 2014D, IN AN AGGREGATE PRINCIPAL AMOUNT
NOT TO EXCEED \$29,004,698, CERTAIN OF WHICH ARE PROPOSED TO BE
ISSUED IN THE FORM OF CAPITAL APPRECIATION BONDS AND CONVERTIBLE
CAPITAL APPRECIATION BONDS PROVIDING FOR THE COMPOUNDING OF
INTEREST, AND APPROVING CERTAIN OTHER MATTERS
RELATING TO THE BONDS**

TABLE OF CONTENTS

	<u>Page</u>
SECTION 1. Definitions.....	2
SECTION 2. Rules of Construction	6
SECTION 3. Authority for this Resolution	6
SECTION 4. Resolution to Constitute Contract.....	6
SECTION 5. Approval of Documents; Determination of Method of Sale and Terms of Bonds	7
SECTION 6. Authorization of Officers	8
SECTION 7. Use of Bond Proceeds	8
SECTION 8. Designation and Form; Payment.....	8
SECTION 9. Description of the Current Interest Bonds	9
SECTION 10. Description of the Capital Appreciation Bonds and Convertible CABS.....	10
SECTION 11. Required Information Regarding Capital Appreciation Bonds and Convertible CABS.....	10
SECTION 12. Tax Covenants	11
SECTION 13. Book-Entry System.....	11
SECTION 14. Execution of the Bonds	13
SECTION 15. Transfer and Exchange	13
SECTION 16. Bonds Mutilated, Destroyed, Stolen or Lost.....	14
SECTION 17. Bond Register.....	14
SECTION 18. Unclaimed Money.....	14
SECTION 19. Application of Proceeds.....	15
SECTION 20. Payment of and Security for the Bonds	16
SECTION 21. Establishment and Application of Excess Earnings Fund	16
SECTION 22. Payment of Costs of Issuance	16
SECTION 23. Negotiated Sale/Method of Sale	16
SECTION 24. Engagement of Consultants; Parameters of Sale	17
SECTION 25. Establishment of Additional Funds and Accounts.....	17
SECTION 26. Request for Necessary County Actions	17
SECTION 27. Redemption.....	17
SECTION 28. Selection of Bonds for Redemption.....	17

TABLE OF CONTENTS
(continued)

	<u>Page</u>
SECTION 29. Notice of Redemption	18
SECTION 30. Partial Redemption of Bonds	19
SECTION 31. Effect of Notice of Redemption	19
SECTION 32. Paying Agent; Appointment and Acceptance of Duties	20
SECTION 33. Liability of Paying Agent.....	20
SECTION 34. Evidence on Which Paying Agent May Act	20
SECTION 35. Compensation	20
SECTION 36. Ownership of Bonds Permitted.....	20
SECTION 37. Resignation or Removal of Paying Agent and Appointment of Successor	20
SECTION 38. Investment of Certain Funds	21
SECTION 39. Valuation and Sale of Investments	21
SECTION 40. Supplemental Resolutions with Consent of Owners.....	21
SECTION 41. Supplemental Resolutions Effective Without Consent of Owners	22
SECTION 42. Effect of Supplemental Resolution	22
SECTION 43. Defeasance	22
SECTION 44. Approval of Actions; Miscellaneous	23
SECTION 45. Conflicts	24
SECTION 46. Effective Date	24
EXHIBIT A-1 FORM OF CURRENT INTEREST BOND	A-1-1
EXHIBIT A-2 FORM OF CAPITAL APPRECIATION BOND.....	A-2-1
EXHIBIT A-3 FORM OF CONVERTIBLE CAB	A-3-1
EXHIBIT B FORM OF 15c2-12 CERTIFICATE	B-1
EXHIBIT C INFORMATION FOR CAPITAL APPRECIATION BONDS AND CONVERTIBLE CABS.....	C-1

**RESOLUTION OF THE BOARD OF TRUSTEES
OF CITRUS COMMUNITY COLLEGE DISTRICT
AUTHORIZING THE ISSUANCE AND SALE OF
CITRUS COMMUNITY COLLEGE DISTRICT GENERAL OBLIGATION BONDS
ELECTION OF 2004, SERIES 2014D, IN AN AGGREGATE PRINCIPAL AMOUNT
NOT TO EXCEED \$29,004,698, CERTAIN OF WHICH ARE PROPOSED TO BE
ISSUED IN THE FORM OF CAPITAL APPRECIATION BONDS AND CONVERTIBLE
CAPITAL APPRECIATION BONDS PROVIDING FOR THE COMPOUNDING OF
INTEREST, AND APPROVING CERTAIN OTHER MATTERS
RELATING TO THE BONDS**

WHEREAS, a duly called election was held in the Citrus Community College District, a community college district duly organized and existing under the laws of the State of California (the “**District**”), County of Los Angeles (the “**County**”), State of California, on March 2, 2004 (the “**2004 Election**”), and thereafter canvassed pursuant to law; and

WHEREAS, at the 2004 Election, there was submitted to and approved by the requisite fifty-five percent (55%) vote of the qualified electors of the District a question as to the issuance and sale of general obligation bonds of the District for various purposes set forth in the ballot submitted to the voters, in the maximum amount of \$121,000,000, payable from the levy of an *ad valorem* tax against the taxable property in the District (the “**Authorization**”); and

WHEREAS, the District has heretofore issued and sold \$91,995,302 aggregate principal amount of its general obligation bonds under the Authorization; and

WHEREAS, California Assembly Bill 182 became effective on January 1, 2014, amending Section 53508.5 of the Government Code of the State of California and Section 15146(b) and (c) of the Education Code of the State of California, and pursuant to such provisions, the Board of Trustees of the District (the “**Governing Board**”) first considered this Resolution as an information item at a meeting held on April 8, 2014 (the “**First Meeting**”), where the Governing Board was informed of a proposed final issuance of general obligation bonds under the Authorization, which such bonds could consist of current interest bonds, capital appreciation bonds and/or convertible capital appreciation bonds; and

WHEREAS, after consideration of information disclosed at the First Meeting and at this meeting, the Governing Board has now determined that the District has a requirement for the construction, improvement, furnishing and equipping of certain of its public facilities, as provided for in the Authorization (collectively, the “**Projects**”) and desires to issue its General Obligation Bonds, Election of 2004, Series 2014D (the “**Bonds**”); and

WHEREAS, this Governing Board has determined that it is desirable to sell the Bonds pursuant to a negotiated underwriting to RBC Capital Markets, LLC, as underwriter (the “**Underwriter**”) pursuant to a Contract of Purchase (as defined herein), a form of which has been submitted to this meeting of the Governing Board and is on file with the Clerk of the Governing Board (the “**Clerk**”) thereof; and

WHEREAS, a form of the preliminary official statement (the “**Preliminary Official Statement**”) relating to the Bonds has been submitted to this meeting of the Governing Board and is on file with the Clerk; and

WHEREAS, a form of continuing disclosure undertaking (the “**Continuing Disclosure Undertaking**”), attached as Appendix C to the Preliminary Official Statement, has been submitted to this meeting of the Governing Board and is on file with the Clerk; and

WHEREAS, this Governing Board desires that the Treasurer and Tax Collector of the County of Los Angeles (the “**Treasurer**”) should levy and collect an *ad valorem* property tax on all taxable property within the District sufficient to provide for payment of the Bonds, and intends by the adoption of this Resolution to notify the Board of Supervisors of the County, the Auditor-Controller of the County (the “**Auditor-Controller**”), the Treasurer and other officials of the County that they should take such actions as shall be necessary to provide for the levy and collection of such tax and payment of the Bonds; and

WHEREAS, all acts, conditions and other matters required by law to be done or performed have been done and performed in strict conformity with the laws authorizing the issuance of general obligation bonds of the District, and the indebtedness of the District, including this proposed issue of the Bonds, is within all limits prescribed by law;

NOW THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED by the Governing Board of the District as follows:

SECTION 1. Definitions. Capitalized terms used but not defined herein shall have the meanings set forth in the Recitals hereto. Additionally, the following terms shall for all purposes of this Resolution have the following meanings:

“Accreted Value” shall mean with respect to any Capital Appreciation Bonds or Convertible CABs prior to their Conversion Date, as of any date of calculation, the sum of the Denominational Amount thereof and the interest accrued thereon to such date of calculation, compounded from the date of initial issuance at the stated accretion rate thereof on each February 1 and August 1, or as otherwise set forth in the Contract of Purchase, assuming in any such semiannual period that such Accreted Value increases in equal daily amounts on the basis of a 360-day year of twelve 30-day months.

“Auditor-Controller” shall mean the Auditor-Controller of the County.

“Authorized Investments” shall mean legal investments authorized by Section 53601 of the Government Code of the State of California.

“Authorizing Law” shall mean, collectively, (i) Article 4.5 of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code of the State of California, as amended; (ii) applicable provisions of the Education Code of the State of California; and (iii) Article XIII A of the California Constitution.

“Board of Supervisors” shall mean the Board of Supervisors of the County.

“Bond Counsel” shall mean Nixon Peabody LLP or any other firm that is a nationally recognized bond counsel firm.

“Bond Register” shall mean the books referred to in Section 17 of this Resolution.

“Building Fund” shall mean the Building Fund of the District, established at the direction of the District and administered by the County Office of Education.

“Business Day” shall mean a day which is not a Saturday, Sunday or a day on which banking institutions in the State or the State of New York and the New York Stock Exchange are authorized or required to be closed.

“Capital Appreciation Bonds” shall mean the Bonds accreting interest on the Denominational Amount thereof, designated as such in Section 10 of this Resolution.

“Code” shall mean the Internal Revenue Code of 1986, as amended.

“Contract of Purchase” shall mean the Contract of Purchase by and between the District and the Underwriter relating to the Bonds.

“Conversion Date” shall mean the date specified for the conversion of Convertible CABs into Current Interest Bonds, as specified in the Contract of Purchase.

“Conversion Value” shall mean the Accreted Value of the Convertible CABs on the Conversion Date therefor, as specified in the Contract of Purchase.

“Convertible CABs” shall mean Bonds which, by their terms, are issued initially as Capital Appreciation Bonds, but, on the Conversion Date, convert to Current Interest Bonds, designated as such by Section 10 of this Resolution.

“Costs of Issuance” shall mean all of the authorized costs of issuing the Bonds as described in the Authorizing Law, including but not limited to, all printing and document preparation expenses in connection with this Resolution, the Bonds and the Preliminary Official Statement and the Official Statement pertaining to the Bonds and any and all other agreements, instruments, certificates or other documents prepared in connection therewith; underwriter’s fees; rating agency fees; auditor’s fees; CUSIP service bureau charges; legal fees and expenses of counsel with respect to the financing, including the fees and expenses of Bond Counsel; the fees and expenses of the Paying Agent; fees for credit enhancement (if any) relating to the Bonds; and other fees and expenses incurred in connection with the issuance of the Bonds, to the extent such fees and expenses are approved by the District.

“County” shall mean the County of Los Angeles, California.

“County Office of Education” shall mean the Office of Education of the County and such other persons as may be designated by the County Office of Education to perform the operational and disbursement functions hereunder.

“Current Interest Bonds” shall mean the Bonds bearing interest payable semiannually, designated as such in Section 9 of this Resolution.

“Debt Service” shall have the meaning given to that term in Section 19 of this Resolution.

“Debt Service Fund” shall mean the Debt Service Fund established pursuant to Section 19 of this Resolution.

“Denominational Amount” shall mean, as to any Capital Appreciation Bond or Convertible CAB, the initial issue amount thereof.

“Depository” shall mean DTC and its successors and assigns or if (a) the then-acting Depository resigns from its functions as securities depository for the Bonds, or (b) the District discontinues use of the Depository pursuant to this Resolution, any other securities depository which agrees to follow procedures required to be followed by a securities depository in connection with the Bonds.

“DTC” shall mean The Depository Trust Company, and its successors and assigns.

“EMMA” shall mean the Electronic Municipal Market Access (“EMMA”) website of the MSRB, currently located at <http://emma.msrb.org>.

“Excess Earnings Fund” shall mean the Excess Earnings Fund established pursuant to Section 21 of this Resolution.

“Federally Tax-Exempt Bonds” shall have the meaning given to that term in Section 5(b) of this Resolution.

“Fiscal Year” shall mean the twelve-month period commencing on July 1 of each year and ending on the following June 30 or any other fiscal year selected by the District.

“Information Services” shall mean EMMA and, in accordance with then current guidelines of the Securities and Exchange Commission, such other addresses and/or such other services providing information with respect to called bonds as the District may designate in a certificate of the District delivered to the Paying Agent.

“Interest Payment Date” shall mean with respect to (i) any Current Interest Bond, February 1 and August 1 in each year, commencing on February 1, 2015, or as otherwise specified in the Contract of Purchase, (ii) any Capital Appreciation Bond, the maturity or prior redemption date thereof, and (iii) any Convertible CAB prior to its Conversion Date, the redemption date thereof, if any.

“Maturity Amount” shall mean the Accreted Value of any Capital Appreciation Bond on its maturity date.

“MSRB” means the Municipal Securities Rulemaking Board or any other entity designated or authorized by the Securities and Exchange Commission to receive the reports described in the Continuing Disclosure Undertaking. Until otherwise designated by the MSRB

or the Securities and Exchange Commission, filings with the MSRB are to be made through EMMA.

“Nominee” shall mean the nominee of the Depository which may be the Depository, as determined from time to time by the Depository.

“Nonarbitrage Certificate” shall mean the Tax and Nonarbitrage Certificate of the District delivered in connection with the issuance of the Bonds.

“Official Statement” shall mean the final official statement of the District describing the Bonds.

“Outstanding,” when used with reference to the Bonds, shall mean, as of any date, Bonds theretofore issued or thereupon being issued under this Resolution except:

- (i) Bonds canceled at or prior to such date;
- (ii) Bonds in lieu of or in substitution for which other Bonds shall have been delivered pursuant to Section 15 hereof;
- (iii) Bonds for the payment or redemption of which funds or eligible securities in the necessary amount shall have been set aside (whether on or prior to the maturity or redemption date of such Bonds), in accordance with Section 43 of this Resolution.

“Owner” shall mean the registered owner, as indicated in the Bond Register, of any Bond.

“Participant” shall mean a member of or participant in the Depository.

“Paying Agent” shall mean the paying agent designated pursuant to Section 32 hereof.

“Pledged Moneys” shall have the meaning given to that term in Section 20 of this Resolution.

“Principal” or “Principal Amount” shall mean, as of any date of calculation, with respect to (i) any Current Interest Bond, the principal amount thereof, and (ii) any Capital Appreciation Bond or Convertible CAB prior to its Conversion Date, the Accreted Value thereof.

“Projects” shall include the capital improvements further described in Section 7 of this Resolution and delineated in the ballot presented to and approved by the voters of the District at the 2004 Election.

“Project Costs” shall mean all of the expenses of and incidental to the construction, acquisition, equipping or furnishing of the Projects.

“Record Date” shall mean the close of business on the fifteenth calendar day of the month next preceding an Interest Payment Date.

“Regulations” shall mean the regulations of the United States Department of the Treasury proposed or promulgated under Sections 103 and 141 through 150 of the Code which by their terms are effective with respect to the Bonds and similar Treasury Regulations to the extent not inconsistent with Sections 103 and 141 through 150 of the Code, including regulations promulgated under Section 103 of the Internal Revenue Code of 1954, as amended.

“S&P” shall mean Standard & Poor’s Ratings Services, a Standard & Poor’s Financial Services LLC business, its successors and assigns, except that if such corporation shall no longer perform the functions of a securities rating agency for any reason, the term “S&P” shall be deemed to refer to any other nationally recognized securities rating agency selected by the District.

“Securities Depositories” shall mean The Depository Trust Company, 55 Water Street, New York, New York 10041, Facsimile transmission: (212) 785-9681, (212) 855-3215, and, in accordance with then-current guidelines of the Securities and Exchange Commission, such other addresses and/or such other securities depositories as the District may designate in a certificate delivered to the Paying Agent.

“State” shall mean the State of California.

“Superintendent” shall mean the Superintendent/President of the District.

“Supplemental Resolution” shall mean any resolution supplemental to or amendatory of this Resolution, adopted by the District in accordance with Section 40 or Section 41 hereof.

“Transfer Amount” shall mean, with respect to (i) any Current Interest Bond, the aggregate Principal Amount thereof, (ii) any Capital Appreciation Bond, the Maturity Amount thereof; and (iii) any Convertible CAB, the Conversion Value thereof.

“Underwriter” shall mean RBC Capital Markets, LLC, as underwriter of the Bonds.

SECTION 2. Rules of Construction. Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders, and vice versa. Except where the context otherwise requires, words importing the singular shall include the plural and vice versa, and words importing persons shall include firms, associations and corporations, including public bodies, as well as natural persons.

SECTION 3. Authority for this Resolution. This Resolution is adopted pursuant to the provisions of the Authorizing Law.

SECTION 4. Resolution to Constitute Contract. In consideration of the purchase and acceptance of any and all of the Bonds authorized to be issued hereunder by those who shall own the same from time to time, this Resolution shall be deemed to be and shall constitute a contract among the District and the Owners from time to time of the Bonds; and the pledge made in this Resolution shall be for the equal benefit, protection and security of the Owners of any and all of the Bonds, all of which, regardless of the time or times of their issuance or maturity, shall be of equal rank without preference, priority or distinction of any of the Bonds over any other thereof.

SECTION 5. Approval of Documents; Determination of Method of Sale and Terms of Bonds.

(a) The Authorized Officers (as defined in Section 6 hereto), in consultation with Bond Counsel and the other officers of the District are, and each of them acting alone is, hereby authorized and directed to issue and deliver the Bonds and to establish the initial aggregate principal amount thereof; provided, however, that such initial aggregate principal amount shall not exceed the maximum aggregate principal amount of \$29,004,698.

(b) The form of the Contract of Purchase is hereby approved. The Authorized Officers are, and each of them acting alone is, authorized and directed to execute and deliver the Contract of Purchase to the Underwriter for and in the name and on behalf of the District, with such additions, changes or corrections therein as the Authorized Officer executing the same on behalf of the District may approve, in his or her discretion, as being in the best interests of the District including, without limitation (i) such changes as are necessary to reflect the final terms of the Bonds to the extent such terms differ from those set forth in this Resolution, such approval to be conclusively evidenced by such Authorized Officer's execution thereof and (ii) any other documents required to be executed thereunder. The Authorized Officers are, and each of them acting alone is, hereby authorized to negotiate with the Underwriter the terms, maturities, interest rates and series of the Bonds and the purchase price of the Bonds to be paid by the Underwriter, which purchase price shall reflect an Underwriter's discount of not more than 0.95% (not including original issue discount and any costs of issuance paid by the Underwriter) of the Principal amount thereof. The interest rate on the Bonds shall not exceed the maximum allowed under law. The Authorized Officers, in consultation with the Underwriter and Bond Counsel are, and each of them acting alone is, hereby authorized to designate whether the Bonds are to be issued in the form of one or more series of tax-exempt Bonds ("**Federally Tax-Exempt Bonds**"), and/or one or more series of federally taxable Bonds. Such designation shall be set forth in the Contract of Purchase. Principal of the Bonds shall be payable as set forth in the Contract of Purchase, provided that all Principal shall be payable within 25 years of the date of issuance the Bonds.

(c) The form of the Continuing Disclosure Undertaking is hereby approved. The Authorized Officers are, and each of them acting alone is, hereby authorized to execute and deliver the Continuing Disclosure Undertaking on behalf of the District, with such changes therein as the Authorized Officer executing the same on behalf of the District may approve, in his or her discretion, as being in the best interests of the District, such approval to be conclusively evidenced by such Authorized Officer's execution thereof, and any other documents required to be executed thereunder, and to deliver the same to the Underwriter. The District hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Undertaking. Notwithstanding any other provision of this Resolution, failure of the District to comply with the Continuing Disclosure Undertaking shall not be considered an event of default and shall not be deemed to create any monetary liability on the part of the District to any other persons, including Owners of the Bonds.

(d) The form of the Preliminary Official Statement is hereby approved. This Governing Board also hereby authorizes the use and distribution of: (a) the Preliminary Official Statement with such changes as the Authorized Officer executing the certificate described below

may approve, such approval to be conclusively evidenced by such Authorized Officer's execution of such certificate; and (b) an Official Statement in substantially the form of the Preliminary Official Statement with such changes as may be necessary or desirable in connection with the sale of the Bonds as determined by the Authorized Officer executing the Official Statement, such determination to be conclusively evidenced by the execution and delivery of the Official Statement by such Authorized Officer; and (c) any amendments or supplements to the Preliminary Official Statement or the Official Statement which an Authorized Officer may deem necessary or desirable, such determination to be conclusively evidenced by the execution of such amendment or supplement or of a certificate as described below by such Authorized Officer. The Authorized Officers are, and each of them acting alone hereby is, authorized to approve such additions, deletions or changes to the Preliminary Official Statement and Official Statement, as are necessary or desirable to effect the purposes of this Resolution and to comply with applicable laws and to deliver copies of the Preliminary Official Statement and the Official Statement. The Authorized Officers also are, and each of them acting alone hereby is, authorized to determine whether any Preliminary Official Statement and/or Official Statement shall be used in connection with the sale of the Bonds. Upon approval of the Preliminary Official Statement by such Authorized Officer as evidenced by execution of a certificate substantially in the form of Exhibit B attached hereto and by this reference incorporated herein, with such changes as may be necessary or desirable, the Preliminary Official Statement shall be deemed final as of its date except for the omission of certain information as provided in and pursuant to Rule 15c2-12 promulgated under the Securities Exchange Act of 1934.

(e) This Governing Board also hereby authorizes the preparation of a paying agent agreement in connection with the Bonds, in such form as shall be determined by an Authorized Officer, such determination to be conclusively evidenced by the execution and delivery of the paying agent agreement by such Authorized Officer.

SECTION 6. Authorization of Officers. The officers of the District, including but not limited to the Superintendent, the Vice President of Finance & Administrative Services and their authorized representatives (each, an "**Authorized Officer**" and together, the "**Authorized Officers**") are, and each of them acting alone is, hereby authorized to execute any and all documents and do and perform any and all acts and things, from time to time, consistent with this Resolution and necessary or appropriate to carry the same into effect and to carry out its purposes.

SECTION 7. Use of Bond Proceeds. The proceeds of the Bonds shall be used for (a) the financing of the acquisition, construction, furnishing and equipping of District facilities for some or all of the Projects authorized at the 2004 Election, the bond proposition and project list approved at which shall be incorporated herein by this reference as though fully set forth in this Resolution; and (b) the payment of the Costs of Issuance of the Bonds.

SECTION 8. Designation and Form; Payment.

(a) An issue of Bonds in one or more series entitled to the benefit, protection and security of this Resolution is hereby authorized in an aggregate principal amount not to exceed \$29,004,698. Such Bonds shall be general obligations of the District, payable as to Principal, premium, if any, and interest from *ad valorem* taxes to be levied upon all of the

taxable property in the District. The Bonds shall be designated the “Citrus Community College District General Obligation Bonds, Election of 2004, Series 2014D.” The Bonds may be issued as Current Interest Bonds, Capital Appreciation Bonds and/or Convertible CABs, may be issued as serial bonds or term bonds, and shall be subject to redemption as set forth in the Contract of Purchase, subject to the provisions of this Resolution.

(b) The forms of the Bonds shall be substantially in conformity with the standard form of registered bonds, copies of which are attached hereto as Exhibit A-1, Exhibit A-2 and Exhibit A-3 and incorporated herein by this reference, with such changes as are necessary to reflect the final terms of the Bonds.

(c) Principal, premium, if any, and interest with respect to any Bond are payable in lawful money of the United States of America. Principal and premium, if any, is payable upon surrender thereof at maturity or earlier redemption at the office designated by the Paying Agent.

SECTION 9. Description of the Current Interest Bonds.

(a) The Bonds issued as Current Interest Bonds, if any, shall be issued in fully registered form, in denominations of \$5,000 or any integral multiple thereof. The Current Interest Bonds shall be dated and shall mature on the dates, in the years and in the Principal Amounts, and interest shall be computed at the rates, set forth in the Contract of Purchase.

(b) Interest on each Current Interest Bond, if any, shall accrue from its dated date as set forth in the Contract of Purchase. Interest on Current Interest Bonds shall be computed using a year of 360 days comprised of twelve 30-day months and shall be payable on each Interest Payment Date to the Owner thereof as of the close of business on the Record Date. Interest with respect to each Current Interest Bond will be payable from the Interest Payment Date next preceding the date of registration thereof, unless (i) it is registered after the close of business on any Record Date and before the close of business on the immediately following Interest Payment Date, in which event interest thereon shall be payable from such following Interest Payment Date; or (ii) it is registered prior to the close of business on the first Record Date, in which event interest shall be payable from its dated date; provided, however, that if at the time of registration of any Current Interest Bond, interest with respect thereto is in default, interest with respect thereto shall be payable from the Interest Payment Date to which interest has previously been paid or made available for payment. Payments of interest on the Current Interest Bonds will be made on each Interest Payment Date by check or draft of the Paying Agent sent by first-class mail, postage prepaid, to the Owner thereof on the Record Date, or by wire transfer to any Owner of \$1,000,000 aggregate principal amount or more of such Current Interest Bonds, to the account specified by such Owner in a written request delivered to the Paying Agent on or prior to the Record Date for such Interest Payment Date; provided, however, that payments of defaulted interest shall be payable to the person in whose name such Current Interest Bond is registered at the close of business on a special record date fixed therefor by the Paying Agent which shall not be more than fifteen days and not less than ten days prior to the date of the proposed payment of defaulted interest.

SECTION 10. Description of the Capital Appreciation Bonds and Convertible CABS.

(a) The Bonds issued as Capital Appreciation Bonds, if any, shall be issued in fully registered form in any Denominational Amount but shall reflect denominations of \$5,000 Maturity Amount or any integral multiple thereof, shall mature on the dates, in the years and in the Maturity Amounts, and shall accrete interest at the accretion rates, all as set forth in the Contract of Purchase.

(b) Interest on each Capital Appreciation Bond, if any, shall be compounded semiannually on February 1 and August 1 of each year until maturity, or as otherwise set forth in the Contract of Purchase, commencing on the date set forth therein, computed using a year of 360 days comprised of twelve 30-day months and shall be payable only at maturity as part of the Maturity Amount.

(c) The Bonds issued as Convertible CABS shall be issued in fully registered form in any Denominational Amount but shall reflect denominations of \$5,000 Conversion Value or any integral multiple thereof, shall mature on the dates, in the years and with the Conversion Values, and shall accrete interest at their Accretion Rate through the Conversion Date, all as set forth in the Contract of Purchase.

(d) Prior to the Conversion Date, the Convertible CABS shall not pay current interest. Prior to the Conversion Date, each Convertible Capital Appreciation Bond shall increase in value by the accretion of interest from its Denominational Amount on the date of issuance thereof to its stated Conversion Value at the Conversion Date. Prior to the Conversion Date, interest accreting on the Convertible CABS will be computed on the basis of a 360-day year comprised of twelve 30-day months, will be compounded semiannually thereafter on February 1 and August 1 in each year, or as otherwise set forth in the Contract of Purchase. No interest will be payable on any Convertible CAB prior to or on the Conversion Date.

(e) Following the Conversion Date, interest on the Convertible CABS shall be computed based upon the Conversion Value and on the basis of a 360-day year comprised of twelve 30-day months and will be payable on each Interest Payment Date, commencing on the first Interest Payment Date following the Conversion Date. Following its Conversion Date, each Convertible CAB will pay interest and be payable in the same manner as Current Interest Bonds.

SECTION 11. Required Information Regarding Capital Appreciation Bonds and Convertible CABS. Pursuant to California Government Code Section 53508.5 and California Education Code Section 15146(b) and (c), the Governing Board has been presented with information related to the Capital Appreciation Bonds and Convertible CABS regarding: (i) their proposed financing term and time of maturity; (ii) their repayment ratio; and (iii) the estimated change in assessed valuation of taxable property in the District over the term of the Bonds. Items (i)-(iii) are attached hereto as Exhibit C. The District covenants that the issuance of the Bonds will not exceed the maximum ratio of total debt service to principal of 4:1 as mandated by Section 15144.1 of the Education Code. The Underwriter's Rule G-17 submission has previously been provided to the Governing Board.

SECTION 12. Tax Covenants. With respect to any Bonds intended to qualify as Federally Tax-Exempt Bonds, in order to maintain the exclusion from gross income for federal income tax purposes of interest on the Federally Tax-Exempt Bonds, this Governing Board hereby covenants to comply with each applicable requirement of Section 103 and Sections 141 through 150 of the Internal Revenue Code of 1986, as amended. In furtherance of these covenants, the District agrees to comply with the covenants contained in the Nonarbitrage Certificate with respect to Federally Tax-Exempt Bonds. The District hereby agrees to deliver instructions to the Paying Agent as may be necessary in order to comply with the Nonarbitrage Certificate.

SECTION 13. Book-Entry System.

(a) The Bonds shall be initially issued in the form of a separate single fully registered Bond for each of the maturities of the Bonds. Separate Bonds may be issued to represent Current Interest Bonds, Capital Appreciation Bonds and Convertible CABs maturing in the same years, if any.

Upon initial issuance, the ownership of each such global Bond shall be registered in the Bond Register in the name of the Nominee as nominee of the Depository. Except as provided in subsection (c) hereof, all of the Outstanding Bonds shall be registered in the Bond Register in the name of the Nominee and the Bonds may be transferred, in whole but not in part, only to the Depository, to a successor Depository or to another nominee of the Depository or of a successor Depository. Each Bond shall bear a legend describing restrictions on transfer, as may be prescribed by the Depository.

With respect to Bonds registered in the Bond Register in the name of the Nominee, the District shall have no responsibility or obligation to any Participant or to any person on behalf of which such a Participant holds a beneficial interest in the Bonds. Without limiting the immediately preceding sentence, the District shall have no responsibility or obligation with respect to (i) the accuracy of the records of the Depository, the Nominee or any Participant with respect to any beneficial ownership interest in the Bonds, (ii) the delivery to any Participant, beneficial owner or any other person, other than the Depository, of any notice with respect to the Bonds, including any Redemption Notice (as defined in Section 29 below), (iii) the selection by the Depository and the Participants of the beneficial interests in the Bonds to be redeemed in part, or (iv) the payment to any Participant, beneficial owner or any other person, other than the Depository, of any amount with respect to Principal of, premium, if any, and interest on the Bonds. The District and the Paying Agent may treat and consider the person in whose name each Bond is registered in the Bond Register as the holder and absolute Owner of such Bond for the purpose of payment of Principal of, premium, if any, and interest on such Bond, for the purpose of giving Redemption Notices and other notices with respect to such Bond, and for all other purposes whatsoever, including, without limitation, registering transfers with respect to the Bonds.

The Paying Agent shall pay all Principal of, premium, if any, and interest on the Bonds only to the respective Owners, as shown in the Bond Register, and all such payments shall be valid hereunder with respect to payment of Principal of, premium, if any, and interest on the Bonds to the extent of the sum or sums so paid. No person other than an Owner, as shown in the

Bond Register, shall receive a Bond evidencing the obligation to make payments of Principal of, premium, if any, and interest, pursuant to this Resolution. Upon delivery by the Depository to the Paying Agent and the District of written notice to the effect that the Depository has determined to substitute a new nominee in place of the Nominee, and subject to the provisions hereof with respect to Record Dates, the word Nominee in this Resolution shall refer to such new nominee of the Depository.

(b) In order to qualify the Bonds for the Depository's book-entry system, the District is hereby authorized to execute and deliver to such Depository a letter from the District representing such matters as shall be necessary to so qualify the Bonds (the "**Representation Letter**"). The execution and delivery of the Representation Letter shall not in any way limit the provisions of subsection (a) hereof or in any other way impose upon the District any obligation whatsoever with respect to persons having beneficial interests in the Bonds other than the Owners, as shown in the Bond Register. In addition to the execution and delivery of the Representation Letter, the District, and its deputies and designees, are hereby authorized to take any other actions, not inconsistent with this Resolution, to qualify the Bonds for the Depository's book-entry program.

(c) If at any time the Depository notifies the District that it is unwilling or unable to continue as Depository with respect to the Bonds or if at any time the Depository shall no longer be registered or in good standing under the Securities Exchange Act or other applicable statute or regulation and a successor Depository is not appointed by the District within 90 days after the District receive notice or become aware of such condition, as the case may be, subsection (a) hereof shall no longer be applicable and the District shall cause the issuance of bonds representing the Bonds as provided below. In addition, the District may determine at any time that the Bonds shall no longer be lodged with a Depository and that the provisions of subsection (a) hereof shall no longer apply to the Bonds. In any such event the District shall cause the execution and delivery of certificated securities representing the Bonds as provided below. Bonds issued in exchange for global bonds pursuant to this subsection (c) shall be registered in such names and delivered in such denominations as the Depository shall instruct the District. The District shall cause delivery of such certificated securities representing the Bonds to the persons in whose names such Bonds are so registered.

If the District determines to replace the Depository with another qualified securities depository, the District shall prepare or cause to be prepared a new fully registered global bond for each of the maturities of Bonds, registered in the name of such successor or substitute securities depository or its nominee, or make such other arrangements as are acceptable to the District and such securities depository and not inconsistent with the terms of this Resolution.

(d) Notwithstanding any other provision of this Resolution to the contrary, so long as any Bond is registered in the name of the Nominee, all payments with respect to Principal of, premium, if any, and interest on such Bond and all notices with respect to such Bond shall be made and given, respectively, as provided in the Representation Letter or as otherwise instructed by the Depository.

(e) The initial Depository under this Resolution shall be DTC. The initial Nominee shall be Cede & Co., as nominee of DTC.

SECTION 14. Execution of the Bonds.

(a) The Bonds shall be executed in the manner required by the Authorizing Law. In case any one or more of the Authorized Officers who shall have signed any of the Bonds shall cease to be such officer before the Bonds so signed shall have been issued by the District, such Bonds may, nevertheless, be issued, as herein provided, as if the Authorized Officers who signed such Bonds had not ceased to hold such offices. Any of the Bonds may be signed on behalf of the District by such persons as at the time of the execution of such Bonds shall be duly authorized to hold or shall hold the proper offices in the District, although at the date borne by the Bonds such persons may not have been so authorized or have held such offices.

(b) The Bonds shall bear thereon a certificate of authentication executed manually by the Paying Agent. Only such Bonds as shall bear thereon such certificate of authentication duly executed by the Paying Agent shall be entitled to any right or benefit under this Resolution and no Bond shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by the Paying Agent. Such certificate of the Paying Agent upon any Bond shall be conclusive evidence that the Bond so authorized has been duly authenticated and delivered under this Resolution and that the Owner thereof is entitled to the benefit of this Resolution.

SECTION 15. Transfer and Exchange. The registration of any Bond may be transferred upon the Bond Register upon surrender of such Bond to the Paying Agent. Such Bond shall be endorsed or accompanied by delivery of the written instrument of transfer shown in one of the Exhibits hereto, duly executed by the Owner or his duly authorized attorney, and payment of such reasonable transfer fees as the Paying Agent may establish. Upon such registration of transfer, a new Bond or Bonds, of like tenor and maturity in the same Principal Amount and in authorized denominations or Maturity Amounts, will be executed and delivered to the transferee in exchange therefor.

The Paying Agent shall deem and treat the person in whose name any Outstanding Bond shall be registered upon the Bond Register as the absolute owner of such Bond, whether the Principal, premium, if any, or interest with respect to such Bond shall be overdue or not, for the purpose of receiving payment of Principal, premium, if any, and interest with respect to such Bond and for all other purposes, and any such payments so made to any such Owner or upon his order shall be valid and effective to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and the District or the Paying Agent shall not be affected by any notice to the contrary.

Bonds may be exchanged at the office of the Paying Agent for Bonds of like tenor, maturity, Principal Amount, Conversion Value or Maturity Amount. All Bonds surrendered in any such exchange shall thereupon be cancelled by the Paying Agent. The Paying Agent may charge the Owner a reasonable sum for each new Bond executed and delivered upon any exchange (except in the case of the first exchange of any Bond in the form in which it is originally delivered, for which no charge shall be imposed) and the Paying Agent may require the payment by the Owner requesting such exchange of any tax or other governmental charge required to be paid with respect to such exchange.

The Paying Agent shall not be required to register the transfer or exchange of any Bond (i) during the period beginning at the close of business on any Record Date through the close of business on the immediately following Interest Payment Date, or (ii) that has been called or is subject to being called for redemption, during a period beginning at the opening of business 15 days before any selection of Bonds to be redeemed through the close of business on the applicable redemption date, except for the unredeemed portion of any Bond to be redeemed only in part.

SECTION 16. Bonds Mutilated, Destroyed, Stolen or Lost. In case any Bond shall become mutilated, the Paying Agent, at the expense of the Owner, shall deliver a new Bond of like date, interest rate, maturity, Transfer Amount and tenor as the Bond so mutilated in exchange and substitution for such mutilated Bond, upon surrender and cancellation thereof. All Bonds so surrendered shall be cancelled. If any Bond shall be destroyed, stolen or lost, evidence of such destruction, theft or loss may be submitted to the Paying Agent and if such evidence is satisfactory to the Paying Agent that such Bond has been destroyed, stolen or lost, and upon furnishing the Paying Agent with indemnity satisfactory to the Paying Agent and complying with such other reasonable regulations as the Paying Agent may prescribe and paying such expenses as the Paying Agent may incur, the Paying Agent shall, at the expense of the Owner, execute and deliver a new Bond of like date, interest rate, maturity, Transfer Amount and tenor in lieu of and in substitution for the Bond so destroyed, stolen or lost. Any new Bonds issued pursuant to this Section in substitution for Bonds alleged to be destroyed, stolen or lost shall constitute original additional contractual obligations on the part of the District, whether or not the Bonds so alleged to be destroyed, stolen or lost are at any time enforceable by anyone, and shall be equally secured by and entitled to equal and proportionate benefits with all other Bonds issued under this Resolution in any moneys or securities held by the Paying Agent for the benefit of the Owners of the Bonds.

SECTION 17. Bond Register. The Paying Agent shall keep or cause to be kept at its office sufficient books for the registration and registration of transfer of the Bonds. Upon presentation for registration of transfer, the Paying Agent shall, as above provided and under such reasonable regulations as it may prescribe subject to the provisions hereof, register or register the transfer of the Bonds, or cause the same to be registered or cause the registration of the same to be transferred, on such books. While the Bonds are held in the book-entry system, the Paying Agent is not required to keep the Bond Register.

SECTION 18. Unclaimed Money. All money which the Paying Agent shall have received from any source and set aside for the purpose of paying or redeeming any of the Bonds shall be held in trust for the respective Owners of such Bonds, but any money which shall be so set aside or deposited by the Paying Agent and which shall remain unclaimed by the Owners of such Bonds for a period of one year after the date on which any payment or redemption with respect to such Bonds shall have become due and payable shall be transferred to the General Fund of the District; provided, however, that the Paying Agent, before making such payment, shall cause notice to be mailed to the Owners of such Bonds, by first-class mail, postage prepaid, not less than 90 days prior to the date of such payment to the effect that said money has not been claimed and that after a date named therein any unclaimed balance of said money then remaining will be transferred to the General Fund of the District. Thereafter, the

Owners of such Bonds shall look only to the General Fund of the District for payment of such Bonds.

SECTION 19. Application of Proceeds.

(a) Upon the sale of the Bonds and at the further written instruction of an Authorized Officer, the Treasurer is hereby directed to apply or deposit a portion of the net proceeds thereof, exclusive of accrued interest and any original issue premium, into the Building Fund. The District shall, from time to time, disburse or cause to be disbursed amounts from the Building Fund to pay Project Costs. Amounts in the Building Fund shall be invested so as to be available for the aforementioned disbursements. The District shall keep a written record of disbursements from the Building Fund.

(b) Accrued interest, if any, and except as shall otherwise be directed by the District in accordance with applicable law, any original issue premium received by the District from the sale of the Bonds, shall be kept separate and apart in the fund hereby created and established and to be designated as the “Citrus Community College District 2014D General Obligation Bonds Debt Service Fund” (the “**Debt Service Fund**”) and used only for payment of Principal of and interest on the Bonds. Any excess proceeds of the Bonds not needed for the authorized purposes set forth herein for which the Bonds are being issued shall be transferred to the Debt Service Fund and applied to the payment of the Principal of and interest on the Bonds. The Treasurer is directed to create any accounts and subaccounts in the Debt Service Fund as provided in any Nonarbitrage Certificate.

(c) All Pledged Moneys (defined below) shall be deposited upon collection by the County into the Debt Service Fund and used for the payment of the Principal of, premium, if any, and interest on the Bonds.

(d) On the Business Day immediately preceding each Interest Payment Date if the Paying Agent is not the Treasurer, and on the Interest Payment Date if the Paying Agent is the Treasurer, the District shall transfer or cause to be transferred from the Debt Service Fund to the Paying Agent, an amount, in immediately available funds, sufficient to pay all the Principal of, premium, if any, and interest on the Bonds coming due (collectively, “**Debt Service**”) on such payment date. Debt Service on the Bonds shall be paid by the Paying Agent in the manner provided by law for the payment of Debt Service.

(e) The District shall cause moneys to be transferred to the Excess Earnings Fund, to the extent needed to comply with the Nonarbitrage Certificate. Any amounts on deposit in the Debt Service Fund when there are no longer any Bonds Outstanding shall be transferred to the General Fund of the District subject to any conditions set forth in the Nonarbitrage Certificate.

(f) Certain proceeds of the Bonds may be applied to pay Costs of Issuance as provided in Section 22 below.

(g) Except as required to satisfy the requirements of Section 148(f) of the Code or to comply with the provisions of any Nonarbitrage Certificate, interest earned on the

investment of monies held in the Debt Service Fund shall be retained in the Debt Service Fund and used to pay Principal of and interest on the Bonds when due.

SECTION 20. Payment of and Security for the Bonds. There shall be levied on all the taxable property in the District, in addition to all other taxes a continuing direct *ad valorem* tax annually during the period the Bonds are outstanding in an amount sufficient to pay the Principal of and interest on the Bonds when due, which monies when collected will be placed in the Debt Service Fund of the District, which fund is irrevocably pledged for the payment of the Principal of and interest on the Bonds when and as the same fall due (the “**Pledged Moneys**”). The tax levy may include an allowance for a reasonably required reserve in accordance with the Nonarbitrage Certificate, established for the purpose of ensuring that the tax or assessment actually collected is sufficient to pay the annual debt service requirements on the Bonds due in such year. The District covenants to cause the County to take all actions necessary to levy such *ad valorem* tax in accordance with this Section, and Section 15140 of the Education Code and Section 53508.7 of the Government Code.

Except as required below to satisfy the requirements of Section 148(f) of the Code, interest earned on the investment of monies held in the Debt Service Fund shall be retained in the Debt Service Fund and used to pay Principal and interest on the Bonds when due.

SECTION 21. Establishment and Application of Excess Earnings Fund. There is hereby established in trust a special fund designated “Citrus Community College District 2014D General Obligation Bonds Excess Earnings Fund” (the “**Excess Earnings Fund**”) which shall be held by the County Office of Education for the account of the District and which shall be kept separate and apart from all other funds and accounts held hereunder. The District shall transfer, or cause to be transferred, moneys to the Excess Earnings Fund in accordance with the provisions of the Nonarbitrage Certificate. Amounts on deposit in the Excess Earnings Fund shall only be applied to payments made to the United States or otherwise transferred to other accounts or funds established hereunder in accordance with the Nonarbitrage Certificate.

SECTION 22. Payment of Costs of Issuance. Proceeds of the sale of the Bonds necessary to pay certain costs of issuing the Bonds shall be deposited in the fund of the District known as the “Citrus Community College District 2014D General Obligation Bonds Costs of Issuance Fund” (the “**Cost of Issuance Fund**”) and shall be kept separate and distinct from all other District funds, and those proceeds shall be used solely for the purpose of paying Costs of Issuance of the Bonds. The Cost of Issuance Fund may be held and administered by the Paying Agent. Notwithstanding the foregoing, all or a portion of the costs of issuance may be paid by the Underwriter, by the Paying Agent or by a fiscal agent designated for such purpose. Any amounts retained for payment of Costs of Issuance and returned to the District pursuant to the Contract of Purchase shall be transferred to the Building Fund.

SECTION 23. Negotiated Sale/Method of Sale. The Bonds shall be sold by negotiated sale to the Underwriter inasmuch as: (i) such a sale will allow the District to integrate the sale of the Bonds with other public financings undertaken, or to be undertaken, by the District in order to fund its public education facilities; (ii) such a sale will allow the District to utilize the services of consultants who are familiar with the financial needs, status and plans of

the District; and (iii) such a sale will allow the District to control the timing of the sale of the Bonds to the municipal bond market and, potentially, take advantage of interest rate opportunities for favorable sale of the Bonds to such market and the generation of savings to the taxpayers of the District.

SECTION 24. Engagement of Consultants; Parameters of Sale. Nixon Peabody LLP has been selected as the District's bond and disclosure counsel and RBC Capital Markets, LLC has been selected to act as Underwriter with respect to the authorization, sale and issuance of the Bonds. The estimated costs of issuance associated with the sale of the Bonds are approximately 0.68% of the initial principal amount of the Bonds, which include bond and disclosure counsel fees, costs of printing the Official Statement, rating agency fees, Paying Agent fees and other related costs. In addition, the estimated Underwriter's discount, which is not included in the percentage above, is 0.80% of the estimated par amount. An estimate of the itemized fees and expenses is on file with the Superintendent.

SECTION 25. Establishment of Additional Funds and Accounts. If at any time it is deemed necessary or desirable by the District, the Treasurer, the County Office of Education, the Paying Agent, or the District may establish additional funds under this Resolution and/or accounts within any of the funds or accounts established hereunder.

SECTION 26. Request for Necessary County Actions. The Board of Supervisors, the Auditor-Controller, the Treasurer, and other officials of the County, are hereby requested to take and authorize such actions as may be necessary pursuant to law to provide for the levy and collection of a property tax on all taxable property of the District sufficient to provide for payment of all Principal of, redemption premium, if any, and interest on the Bonds as the same shall become due and payable as necessary for the payment of the Bonds, and the Clerk of the Board is hereby authorized and directed to deliver certified copies of this Resolution to the Clerk of the Board of Supervisors of the County, the Auditor-Controller of the County, and the Treasurer. The Board hereby agrees to reimburse the County for any costs associated with the levy and collection of said tax, upon such documentation of said costs as the District shall reasonably request.

SECTION 27. Redemption. The Bonds shall be subject to redemption as provided in the Contract of Purchase.

SECTION 28. Selection of Bonds for Redemption.

(a) Whenever provision is made in this Resolution or in the Contract of Purchase for the redemption of the Bonds and less than all Outstanding Bonds are to be redeemed, the Paying Agent, upon written instruction from the District given at least 60 days prior to the payment date designated for such redemption, shall select Bonds for redemption in the manner directed by the District.

(b) With respect to any Bonds, the Paying Agent shall select such Bonds for redemption as directed by the District, or, in the absence of such direction, by lot. Redemption by lot shall be in such manner as the Paying Agent shall determine; provided, however, that the portion of any Current Interest Bond to be redeemed in part shall be in the Principal Amount of

\$5,000 or any integral multiple thereof and the portion of any Capital Appreciation Bond to be redeemed in part shall be in the Maturity Amount of \$5,000 or any integral multiple thereof, and the portion of any Convertible CAB to be redeemed in part prior to its Conversion Date shall be in the Conversion Value of \$5,000 or any integral multiple thereof, and after the Conversion Date shall be in the Principal Amount of \$5,000 or integral multiple thereof. The Accreted Value of such Capital Appreciation Bond shall be determined by reference to a schedule to be provided to the Paying Agent.

(c) With respect to any Bonds designated as taxable Bonds by an Authorized Officer, if such Bonds are registered in book-entry only form and so long as DTC or a successor securities depository is the sole registered owner of such Bonds, if less than all of such Bonds of a series and maturity are called for prior redemption, the particular Bonds or portions thereof to be redeemed shall be selected on a “Pro Rata Pass Through Distribution of Principal” basis in accordance with DTC procedures, provided that, so long as such Bonds are held in book-entry form, the selection for redemption of such Bonds shall be made in accordance with the operational arrangements of DTC then in effect that currently provide for adjustment of the principal by a factor provided by the Paying Agent pursuant to DTC operational arrangements. If the Paying Agent does not provide the necessary information and identify the redemption as on a “Pro Rata Pass Through Distribution of Principal” basis, such Bonds will be selected for redemption in accordance with DTC procedures by lot. It is the District’s intent that redemption allocations made by DTC, participants in DTC or such other intermediaries that may exist between the District and the Beneficial Owners be made on a “Pro Rata Pass Through Distribution of Principal” basis as described above. In the event that such Bonds are no longer held by DTC or a successor securities depository, such Bonds shall be selected for redemption in the manner provided in the Contract of Purchase.

SECTION 29. Notice of Redemption. When redemption is authorized or required pursuant to this Resolution or the Contract of Purchase, the Paying Agent, upon written instruction from the District given at least 60 days prior to the payment date designated for such redemption, shall give notice (each, a “**Redemption Notice**”) of the redemption of the Bonds. Such Redemption Notice shall specify: (a) the Bonds or designated portions thereof (in the case of redemption of the Bonds in part but not in whole) which are to be redeemed, (b) the date of redemption, (c) the place or places where the redemption will be made, including the name and address of the Paying Agent, (d) the redemption price, (e) the CUSIP numbers (if any) assigned to the Bonds to be redeemed, (f) the Bond numbers of the Bonds to be redeemed in whole or in part and, in the case of any Bond to be redeemed in part only, the Principal Amount of such Bond to be redeemed, and (g) the original issue date, interest rate and stated maturity date of each Bond to be redeemed in whole or in part. Such Redemption Notice shall further state (a) that on the specified date there shall become due and payable upon each Bond or portion thereof being redeemed the (i) redemption price, together with the interest accrued to the redemption date in the case of Current Interest Bonds or Convertible CABs after the Conversion Date, (ii) the Accreted Value in the case of Capital Appreciation Bonds, or (iii) the Conversion Value in the case of Convertible CABs before the Conversion Date, and (b) that from and after such date interest with respect thereto shall cease to accrue and be payable.

The Paying Agent shall take the following actions with respect to such Redemption Notice:

(a) At least 20 but not more than 45 days prior to the redemption date, such Redemption Notice shall be given to the respective Owners of Bonds designated for redemption by first class mail, postage prepaid, at their addresses appearing on the Bond Register.

(b) In the event that the Bonds shall no longer be held in book-entry-only form, at least 35 but not more than 45 days before the redemption date, such Redemption Notice shall be given by (i) first class mail, postage prepaid, (ii) telephonically confirmed facsimile transmission, or (iii) overnight delivery service, to each of the Securities Depositories.

(c) In the event that the Bonds shall no longer be held in book-entry-only form, at least 35 but not more than 45 days before the redemption date, such Redemption Notice shall be given by (i) first class mail, postage prepaid, or (ii) overnight delivery service, to the MSRB.

Neither failure to receive any Redemption Notice nor any defect in any such Redemption Notice so given shall affect the sufficiency of the proceedings for the redemption of the affected Bonds. Each check issued or other transfer of funds made by the Paying Agent for the purpose of redeeming Bonds shall bear the CUSIP number identifying, by issue and maturity, the Bonds being redeemed with the proceeds of such check or other transfer.

SECTION 30. Partial Redemption of Bonds. Upon the surrender of any Bond redeemed in part only, the Paying Agent shall execute and deliver to the Owner thereof a new Bond or Bonds of like tenor and maturity and of authorized denominations equal in Transfer Amounts to the unredeemed portion of the Bond surrendered. Such partial redemption shall be valid upon payment of the amount required to be paid to such Owner, and the District shall be released and discharged thereupon from all liability to the extent of such payment.

Any Redemption Notice given hereunder may be made conditional upon the satisfaction of certain conditions and may be rescinded by the District at any time prior to the scheduled date of redemption by so notifying the Owners of affected Bonds and the Information Services.

SECTION 31. Effect of Notice of Redemption. Notice having been given as aforesaid, and the moneys for the redemption (including the interest to the applicable date of redemption) having been set aside in the Debt Service Fund, the Bonds to be redeemed shall become due and payable on such date of redemption.

If on such redemption date, money for the redemption of all the Bonds to be redeemed as provided in this Resolution and the Contract of Purchase, together with interest to such redemption date, shall be held by the Paying Agent so as to be available therefor on such redemption date, and if notice of redemption thereof shall have been given as aforesaid, then from and after such redemption date, interest with respect to the Bonds to be redeemed shall cease to accrue and become payable. All money held by or on behalf of the Paying Agent for the redemption of Bonds shall be held in trust for the account of the Owners of the Bonds so to be redeemed.

All Bonds paid at maturity or redeemed prior to maturity pursuant to the provisions of this Resolution and the Contract of Purchase shall be cancelled upon surrender thereof and delivered to or upon the order of the District. All or any portion of a Bond purchased by the

District shall be cancelled by the Paying Agent upon written notice by the District given to the Paying Agent.

SECTION 32. Paying Agent; Appointment and Acceptance of Duties.

(a) The Treasurer or his or her designated agent is hereby appointed as the initial authenticating agent, bond registrar, transfer agent and paying agent (collectively, the “**Paying Agent**”). The Treasurer is authorized to contract with any third party to perform the services of Paying Agent under this Resolution. All fees and expenses incurred for services of the Paying Agent, including its third party agents, shall be the sole responsibility of the District. The Paying Agent shall keep accurate records of all funds administered by it and all of the Bonds paid and discharged by it.

(b) Unless otherwise provided, the office of the Paying Agent designated by the Paying Agent shall be the place for the payment of Principal of, premium, if any, and interest on the Bonds.

SECTION 33. Liability of Paying Agent. The Paying Agent makes no representations as to the validity or sufficiency of this Resolution or of any Bonds issued hereunder or as to the security afforded by this Resolution, and the Paying Agent shall incur no liability in respect hereof or thereof.

SECTION 34. Evidence on Which Paying Agent May Act. The Paying Agent, upon receipt of any notice, resolution, request, consent, order, certificate, report, opinion, bond, or other paper or document furnished to it pursuant to any provision of this Resolution, shall examine such instrument to determine whether it conforms to the requirements of this Resolution and shall be protected in acting upon any such instrument believed by it to be genuine and to have been signed or presented by the proper party or parties. The Paying Agent may consult with counsel, who may or may not be counsel to the District, and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it under this Resolution in good faith and in accordance therewith.

SECTION 35. Compensation. The District shall pay to the Paying Agent from time to time reasonable compensation for all services rendered under this Resolution, and also all reasonable expenses, charges, counsel fees and other disbursements, including those of its attorneys, agents, and employees, incurred in and about the performance of their powers and duties under this Resolution, all of which may, pursuant to Education Code Section 15232, be paid from the County’s annual levy of *ad valorem* taxes.

SECTION 36. Ownership of Bonds Permitted. The Paying Agent or the Underwriter may become the Owner of any Bonds.

SECTION 37. Resignation or Removal of Paying Agent and Appointment of Successor.

(a) The initially appointed Paying Agent may resign from service as Paying Agent at any time. Prior to such resignation a new Paying Agent shall be appointed by the District in accordance with applicable law, which shall be the Treasurer or a bank or trust

company doing business in and having a corporate trust office in Los Angeles or San Francisco, California, with at least \$50,000,000 in net assets. Such successor Paying Agent shall signify the acceptance of its duties and obligations hereunder by executing and delivering to the District a written acceptance thereof. Resignation of the initial or a successor Paying Agent shall be effective upon appointment and acceptance of a successor Paying Agent.

(b) Any Paying Agent appointed may resign from service as Paying Agent and may be removed at any time by the District as provided in the Paying Agent's service agreement. If at any time the Paying Agent shall resign or be removed, a new Paying Agent shall be appointed in accordance with applicable law, which shall be either the Treasurer or a bank or trust company doing business in and having a corporate trust office in Los Angeles or San Francisco, California, with at least \$50,000,000 in net assets. Such successor Paying Agent shall signify the acceptance of its duties and obligations hereunder by executing and delivering to the District, a written acceptance thereof. Resignation or removal of the Paying Agent shall be effective upon appointment and acceptance of a successor Paying Agent.

(c) In the event of the resignation or removal of the Paying Agent, such Paying Agent shall pay over, assign and deliver any moneys held by it as Paying Agent to its successor. The District shall promptly provide notice of the name and principal corporate trust office address of the Paying Agent appointed to replace any resigned or removed Paying Agent to the Owners of the Bonds by first class mail, postage prepaid, at their addresses appearing on the Bond Register.

SECTION 38. Investment of Certain Funds. Moneys held in all funds and accounts established hereunder shall be invested and reinvested in Authorized Investments to the fullest extent practicable as shall be necessary to provide moneys when needed for payments to be made from such funds and accounts, subject to any conditions in the Nonarbitrage Certificate. Nothing in this Resolution shall prevent any investment securities acquired as investments of funds held hereunder from being issued or held in book entry form on the books of the Department of Treasury of the United States. All investment earnings on amounts on deposit in the Debt Service Fund shall remain on deposit in such fund.

SECTION 39. Valuation and Sale of Investments. Obligations purchased as an investment of moneys in any fund or account shall be deemed at all times to be a part of such fund or account. Profits or losses attributable to any fund or account shall be credited or charged to such fund or account. In computing the amount in any fund or account created under the provisions of this Resolution for any purpose provided in this Resolution, obligations purchased as an investment of moneys therein shall be valued at cost, plus, where applicable, accrued interest.

SECTION 40. Supplemental Resolutions with Consent of Owners. This Resolution, and the rights and obligations of the District and of the Owners of the Bonds issued hereunder, may be modified or amended at any time by a Supplemental Resolution adopted by the District with the written consent of Owners owning at least 60% in aggregate Principal Amount of the Outstanding Bonds, exclusive of Bonds, if any, owned by the District. Notwithstanding the foregoing, no such modification or amendment shall, without the express consent of the Owner of each Bond affected, reduce the Principal Amount of any Bond, reduce

the interest rate payable thereon, advance the earliest redemption date thereof, extend its maturity or the times for paying interest thereon or change the monetary medium in which Principal and interest is payable, nor shall any modification or amendment reduce the percentage of consents required for amendment or modification. No such Supplemental Resolution shall change or modify any of the rights or obligations of any Paying Agent without its written assent thereto. Notwithstanding anything herein to the contrary, no such consent shall be required if the Owners are not directly and adversely affected by such amendment or modification.

SECTION 41. Supplemental Resolutions Effective Without Consent of Owners. For any one or more of the following purposes and at any time or from time to time, a Supplemental Resolution of the District may be adopted, which, without the requirement of consent of the Owners, shall be fully effective in accordance with its terms:

(a) To add to the covenants and agreements of the District in this Resolution, other covenants and agreements to be observed by the District which are not contrary to or inconsistent with this Resolution as theretofore in effect;

(b) To add to the limitations and restrictions in this Resolution, other limitations and restrictions to be observed by the District which are not contrary to or inconsistent with this Resolution as theretofore in effect;

(c) To confirm as further assurance, any pledge under, and the subjection to any lien or pledge created or to be created by this Resolution, of any moneys, securities or funds, or to establish any additional funds, or accounts to be held under this Resolution;

(d) To cure any ambiguity, supply any omission, or cure to correct any defect or inconsistent provision in this Resolution; or

(e) To amend or supplement this Resolution in any other respect, provided such Supplemental Resolution does not, in the opinion of Bond Counsel, adversely affect the interests of the Owners.

SECTION 42. Effect of Supplemental Resolution. Any act done pursuant to a modification or amendment so consented to shall be binding upon the Owners of all the Bonds and shall not be deemed an infringement of any of the provisions of this Resolution, whatever the character of such act may be, and may be done and performed as fully and freely as if expressly permitted by the terms of this Resolution, and after consent relating to such specified matters has been given, no Owner shall have any right or interest to object to such action or in any manner to question the propriety thereof or to enjoin or restrain the District or any officer or agent thereof from taking any action pursuant thereto.

SECTION 43. Defeasance. If any or all Outstanding Bonds shall be paid and discharged in any one or more of the following ways:

(i) by paying or causing to be paid the Principal, premium, if any, and interest on such Bonds, and when the same become due and payable;

(ii) by depositing with the Paying Agent, in trust, at or before maturity, cash which together with the amounts then on deposit in the Debt Service Fund (and the accounts therein other than amounts that are not available to pay Debt Service) together with the interest to accrue thereon without the need for further investment, is fully sufficient to pay such Bonds at maturity thereof, including any premium and all interest thereon, notwithstanding that any Bonds shall not have been surrendered for payment; or

(iii) by depositing with an institution that meets the requirements of serving as successor Paying Agent pursuant to Section 37 selected by the District, in trust, lawful money or noncallable direct obligations issued by the United States Treasury (including State and Local Government Series) or obligations which are unconditionally guaranteed by the United States of America and permitted under Section 149(b) of the Code and Regulations which, in the opinion of nationally recognized bond counsel, will not impair the exclusion from gross income for federal income tax purposes of interest on the Federally Tax-Exempt Bonds, in such amount as will, together with the interest to accrue thereon without the need for further investment, be fully sufficient to pay and discharge such Bonds at maturity or earlier redemption thereof, for which notice has been given or provided for, including any premium and all interest thereon, notwithstanding that any Bonds shall not have been surrendered for payment;

then all obligations of the District and the Paying Agent under this Resolution with respect to such Bonds shall cease and terminate, except only the obligation of the Paying Agent to pay or cause to be paid to the Owners of such Bonds all sums due thereon, and the obligation of the District to pay to the Paying Agent amounts owing to the Paying Agent under Section 35 hereof.

SECTION 44. Approval of Actions; Miscellaneous.

(a) The Superintendent and the other officers of the District are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to proceed with the issuance of the Bonds or otherwise carry out, give effect to and comply with the terms and intent of this Resolution. Such actions heretofore taken by such officers, officials and staff are hereby ratified, confirmed and approved.

(b) The County, the Board of Supervisors, officers, agents, and employees shall not be responsible for any proceedings or the preparation or contents of any resolutions, certificates, statements, disclosures, notices, contracts, or other documents relating to the sale and issuance of the Bonds.

(c) The Principal of and interest and redemption premium (if any) on the Bonds shall not constitute debt or an obligation of the County, the Board of Supervisors, officers, agents, or employees, and the County, the Board of Supervisors, officers, agents, and employees thereof shall not be liable thereon. In no event shall the Principal of and interest and redemption premium (if any) on any Bond be payable out of any funds or property of the County.

(d) The Clerk shall send a certified copy of this Resolution, together with the final debt service schedule for the Bonds, to the Treasurer.

SECTION 45. Conflicts. If there is any inconsistency or conflict between any provision of this Resolution and any provision of the Contract of Purchase, the Contract of Purchase prevails to the extent of the inconsistency or conflict. If there is any inconsistency or conflict between any provision of this Resolution and any provision of the Nonarbitrage Certificate, the Nonarbitrage Certificate prevails to the extent of the inconsistency or conflict.

SECTION 46. Effective Date. This Resolution shall take effect immediately upon its passage.

ADOPTED, SIGNED AND APPROVED this 6th day of May, 2014, by the Board of Trustees of the Citrus Community College District, at a regularly scheduled meeting held in Glendora, California, at a location freely accessible to the public, by the following roll-call vote:

AYES: _____

NOES: _____

ABSTAIN: _____

ABSENT: _____

**BOARD OF TRUSTEES OF
CITRUS COMMUNITY COLLEGE DISTRICT**

By: _____

President of the Board of Trustees
of Citrus Community College District

Attest:

By: _____

Clerk of the Board of Trustees
of Citrus Community College District

EXHIBIT A-1

FORM OF CURRENT INTEREST BOND

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AS DEFINED IN THE RESOLUTION) TO THE BOND REGISTRAR FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY BOND ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

UNITED STATES OF AMERICA

STATE OF CALIFORNIA

**CITRUS COMMUNITY COLLEGE DISTRICT
(COUNTY OF LOS ANGELES, CALIFORNIA)
GENERAL OBLIGATION BONDS
ELECTION OF 2004, SERIES 2014D**

\$ _____

No. _____

Interest Rate

Maturity Date

Dated Date

CUSIP

____%

August 1, 20__

Date of Delivery

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

The Citrus Community College District (the "District") of the County of Los Angeles (the "County"), State of California, for value received, hereby acknowledges itself indebted and promises to pay to the Registered Owner named above, or registered assigns, the Principal Amount set forth above, on the Maturity Date set forth above, together with interest thereon from the Dated Date set forth above until the Principal Amount hereof shall have been paid or provided for, in accordance with the Resolution hereinafter referred to, at the Interest Rate set forth above. Interest on this Bond is payable on February 1, 2015, and semiannually thereafter on the first day of February and August (each, an "Interest Payment Date") in each year to the registered owner hereof (the "Owner") from the Interest Payment Date next preceding the date on which this Bond is registered (unless it is registered after the close of business on the fifteenth calendar day of the month preceding any Interest Payment Date (a "Record Date") and before the close of business on the immediately following Interest Payment Date, in which event it shall bear interest from such following Interest Payment Date, or unless this Bond is registered prior to the close of business on January 15, 2015, in which event it shall bear interest from its date;

provided, however, that if at the time of registration of this Bond interest with respect hereto is in default, interest with respect hereto shall be payable from the Interest Payment Date to which interest has previously been paid or made available for payment. The principal amount hereof is payable at the office of U.S. Bank National Association, as agent for the Treasurer and Tax Collector of the County, as initial paying agent (the "Paying Agent"), in Los Angeles, California. The interest hereon is payable by check or draft mailed by first class mail to each Owner, at his address as it appears on the registration books kept by the Paying Agent as of the Record Date, or by wire transfer to any Owner of \$1,000,000 aggregate principal amount of Current Interest Bonds, to the account specified by such Owner in a written request delivered to the Paying Agent on or prior to the Record Date for such Interest Payment Date.

The Bonds of this issue are comprised of \$_____ principal amount of Current Interest Bonds, of which this Bond is a part (a "Current Interest Bond"), \$_____ Denominational Amount of Capital Appreciation Bonds and \$_____ Denominational Amount of Convertible Capital Appreciation Bonds. This Bond is issued by the District under and in accordance with the provisions of (i) Article 4.5 of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code of the State of California (the "Act"); (ii) applicable provisions of the Education Code of the State of California; and (iii) Article XIII A of the California Constitution, and pursuant to a resolution of the Board of Trustees of the District adopted on May 6, 2014 (the "Resolution"). Reference is hereby made to the Resolution, a copy of which is on file at the District, for a description of the terms on which the Bonds are delivered, and the rights thereunder of the Owners of the Bonds and the rights and duties of the Paying Agent and the District, to all of the provisions of which the Owner of this Bond, by acceptance hereof, assents and agrees. All capitalized terms used but not otherwise defined herein shall have the respective meanings set forth in the Resolution. The Bonds were authorized by a vote of more than 55% of the qualified electors of the District voting on the proposition at a general election held therein to determine whether such Bonds should be issued.

Reference is made to the Resolution for a more complete description of the provisions, among others, with respect to the nature and extent of the security for the Bonds of this series, the rights, duties and obligations of the District, the County, the Paying Agent and the Owners, and the terms and conditions upon which the Bonds are issued and secured. The Owner of this Bond assents, by acceptance hereof, to all of the provisions of the Resolution.

This Bond is a general obligation of the District, payable as to both principal and interest from *ad valorem* taxes which, under the laws now in force, may be levied without limitation as to rate or amount upon all of the taxable property in the District. Neither the payment of the principal of this Bond, or any part thereof, nor any interest or premium hereon constitute a debt, liability or obligation of the County.

The Current Interest Bonds maturing on or before August 1, 20__ shall not be subject to redemption prior to their maturity dates. The Current Interest Bonds maturing on or after August 1, 20__ may be redeemed before maturity at the option of the District, from any source of funds, on August 1, 20__ or on any date thereafter as a whole, or in part. For the purposes of such selection, Current Interest Bonds will be deemed to consist of \$5,000 portions by principal amount, and any such portion may be separately redeemed.

Current Interest Bonds maturing on August 1, 20__, are subject to mandatory sinking fund redemption on August 1 of each year, commencing August 1, 20__, in the following principal amounts, at a redemption price of par, plus accrued interest to the redemption date:

<u>Mandatory Sinking Fund Payment Date</u>	<u>Mandatory Sinking Fund Payment</u>
August 1, 20__	\$
August 1, 20__	
August 1, 20__	
August 1, 20__	

Whenever provision is made for the redemption of Bonds and less than all outstanding Bonds are to be redeemed, the Paying Agent, upon written instruction from the District given at least 60 days prior to the date designated for such redemption, shall select Bonds for redemption in such order as the District may direct. Within a maturity, the Paying Agent shall select Bonds for redemption by lot. The portion of any Bond to be redeemed in part shall be in the principal amount of \$5,000 or any integral multiple thereof.

This Bond is issued in fully registered form. Registration of this Bond is transferable by the Owner hereof, in person or by his attorney duly authorized in writing, at the aforesaid offices of the Paying Agent, but only in the manner, subject to the limitations, and upon payment of the charges, provided in the Resolution and upon surrender and cancellation of this Bond. Upon such registration of transfer, a new Bond or Bonds of like tenor and maturity in the same Transfer Amount and in authorized denominations will be issued to the transferee in exchange herefor. The District and the Paying Agent may treat the Owner hereof as the absolute owner hereof for all purposes, whether or not this Bond shall be overdue, and shall not be affected by any notice to the contrary.

The Paying Agent shall not be required to register the transfer or exchange of any Bond (i) during the period beginning at the close of business on any Record Date through the close of business on the immediately following Interest Payment Date, or (ii) that has been called or is subject to being called for redemption, during a period beginning at the opening of business 15 days before any selection of Bonds to be redeemed through the close of business on the applicable redemption date, except for the unredeemed portion of any Bond to be redeemed only in part.

The rights and obligations of the District and of the owners of the Bonds may be modified or amended at any time by a supplemental resolution adopted by the District with the written consent of owners of at least 60% in aggregate Principal Amount of the Outstanding Bonds, exclusive of Bonds, if any, owned by the District; *provided, however*, that no such modification or amendment shall, without the express consent of the Owner of each Bond affected, reduce the Principal Amount of any Bond, reduce the interest rate payable thereon, extend its maturity or the times for paying interest thereon or change the monetary medium in which the Principal and interest is payable, nor shall any modification or amendment reduce the percentage of consents required for amendment or modification hereof.

A supplemental resolution of the District may be adopted, which, without the requirement of consent of the registered owners, shall be fully effective in accordance with its terms: (1) to add to the covenants and agreements of the District in the Resolution, other covenants and agreements to be observed by the District which are not contrary to or inconsistent with the Resolution as theretofore in effect; (2) to add to the limitations and restrictions in the Resolution, other limitations and restrictions to be observed by the District which are not contrary to or inconsistent with the Resolution as theretofore in effect; (3) to confirm as further assurance, any pledge under, and the subjection to any lien or pledge created or to be created by the Resolution, of any moneys, securities or funds, or to establish any additional funds or accounts to be held under the Resolution; (4) to cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in the Resolution; or (5) to amend or supplement the Resolution in any other respect, provided such supplemental resolution does not, in the opinion of nationally recognized bond counsel, adversely affect the interests of the owners.

If this Bond is called for redemption and the principal amount of this Bond plus premium, if any, and accrued interest due with respect hereto are duly provided therefor as specified in the Resolution, then interest shall cease to accrue with respect hereto from and after the date fixed for redemption.

This Bond shall not become valid or obligatory for any purpose until the Certificate of Authentication hereon endorsed shall have been dated and executed manually by the Paying Agent.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED, that an election was duly and legally called, held and conducted, and the notices thereof duly given, and the results thereof canvassed and declared in accordance with the provisions of the Act and that all of the proceedings of the Board of Trustees of the District in the matter of the issuance of this Bond were regular and in strict accordance with the provisions of the Act, including the Constitution of the State of California, that the total bonded indebtedness of the District, including the issue of which this Bond is a part, does not exceed any limit prescribed by said Act, and that due provision has been made for levying and collecting *ad valorem* property taxes on all of the taxable property within the District in an amount sufficient to pay Principal and interest when due.

IN WITNESS WHEREOF, the Citrus Community College District has caused this Bond to be executed in their official capacities by the manual or facsimile signature of the President of the Board of Trustees of the District and countersigned by the manual or facsimile signature of the Clerk of the Board of Trustees of the District as of the date stated above.

CITRUS COMMUNITY COLLEGE DISTRICT

By: _____ [Form Document] _____
President

Countersigned:

By: _____ [Form Document] _____
Clerk of the Board of Trustees
of Citrus Community College District

The following Certificate of Authentication shall be printed on each Bond:

CERTIFICATE OF AUTHENTICATION

This is one of the Bonds described in the within-mentioned Resolution of the Board of Trustees of the Citrus Community College District.

DATED: _____, 2014

U.S. BANK NATIONAL ASSOCIATION, as
Paying Agent

By: _____
Authorized Officer

FORM OF ASSIGNMENT

FOR VALUE RECEIVED, the undersigned registered owner hereby sells, assigns and transfers unto

Name of Transferee: _____

Address for Payment of Interest: _____

Social Security Number or other Tax Identification No.:

the within-mentioned Bond and hereby irrevocably constitutes and appoints attorney, to transfer the same on the books of the Paying Agent with full power of substitution in the premises.

Registered Owner

Dated:

NOTICE: The signature on this Assignment must correspond with the name as written on the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.

Signature _____
guaranteed

[Bank, Trust Company or Firm]

By _____
Authorized Officer

NOTICE: Signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

EXHIBIT A-2
FORM OF CAPITAL APPRECIATION BOND

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AS DEFINED IN THE RESOLUTION) TO THE BOND REGISTRAR FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY BOND ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

UNITED STATES OF AMERICA

STATE OF CALIFORNIA

CITRUS COMMUNITY COLLEGE DISTRICT
(COUNTY OF LOS ANGELES, CALIFORNIA)
GENERAL OBLIGATION BONDS
ELECTION OF 2004, SERIES 2014D

\$ _____

No. _____

Accretion Rate:

Maturity Date:

Dated Date:

CUSIP:

____%

August 1, 20__

_____, 2014

REGISTERED OWNER: CEDE & CO.

DENOMINATIONAL AMOUNT:

MATURITY AMOUNT:

The Citrus Community College District (the "District") of the County of Los Angeles (the "County"), State of California, for value received, hereby acknowledges itself indebted and promises to pay to the Registered Owner, or registered assigns, the Maturity Amount set forth above, on the Maturity Date set forth above. Interest on this Bond with respect to the Denominational Amount hereof will accrue at the Accretion Rate per annum shown above from the Dated Date shown above and will be compounded semiannually on February 1 and August 1 of each year, commencing August 1, 2014, until maturity, computed using a year of 360 days comprised of twelve 30-day months and shall be payable only at maturity as part of the Maturity Amount. The Maturity Amount hereof is payable at the corporate trust office of the paying agent for the Bonds, initially, U.S. Bank National Association, as agent for the Treasurer and Tax Collector of Los Angeles California, in Los Angeles, California, as paying agent (the "Paying Agent").

The bonds of this issue are comprised of \$_____ Denominational Amount of Capital Appreciation Bonds of which this Bond is a part (a “Capital Appreciation Bond”), \$_____ Principal Amount of Current Interest Bonds and \$_____ Denominational Amount of Convertible Capital Appreciation Bonds. This Bond is issued by the District under and in accordance with the provisions of (i) Article 4.5 of Title 5, Division 2, Part 1, Chapter 3 of the California Government Code (commencing with Section 15264) (the “Act”); (ii) applicable provisions of the Education Code of the State of California; and (iii) Article XIII A of the California Constitution, and pursuant to that certain Resolution of the Board of Trustees of the District adopted on May 6, 2014 (the “Resolution”). Reference is hereby made to the Resolution, a copy of which is on file at the District, for a description of the terms on which the Bonds are delivered, and the rights thereunder of the Owners of the Bonds and the rights and duties of the Paying Agent and the District, to all of the provisions of which the registered owner of this Bond, by acceptance hereof, assents and agrees. All capitalized terms used but not otherwise defined herein shall have the respective meanings set forth in the Resolution. The Bonds were authorized by a vote of more than 55% of the qualified electors of the District voting on the proposition at a general election held therein to determine whether such Bonds should be issued.

Reference is made to the Resolution for a more complete description of the provisions, among others, with respect to the nature and extent of the security for the Bonds of this series, the rights, duties and obligations of the District, the County, the Paying Agent and the Owners, and the terms and conditions upon which the Bonds are issued and secured. The Owner of this Bond assents, by acceptance hereof, to all of the provisions of the Resolution.

This Bond is a general obligation of the District, payable as to Maturity Amount from *ad valorem* taxes which, under the laws now in force, may be levied without limitation as to rate or amount upon all of the taxable property in the District. Neither the payment of the Maturity Amount of this Bond, or any part hereof, nor any premium hereon constitute a debt, liability or obligation of the County.

The Capital Appreciation Bonds maturing on or before August 1, 20__ shall not be subject to redemption prior to their maturity dates. The Capital Appreciation Bonds maturing on or after August 1, 20__ may be redeemed before maturity at the option of the District, from any source of funds, on August 1, 20__ or on any date thereafter as a whole, or in part. For the purposes of such selection, Capital Appreciation Bonds will be deemed to consist of \$5,000 portions by principal amount, and any such portion may be separately redeemed.

Whenever provision is made for the redemption of Bonds and less than all outstanding Bonds are to be redeemed, the Paying Agent, upon written instruction from the District given at least 60 days prior to the date designated for such redemption, shall select Bonds for redemption in such order as the District may direct. Within a maturity, the Paying Agent shall select Bonds for redemption by lot. The portion of any Bond to be redeemed in part shall be in the Maturity Amount of \$5,000 or any integral multiple thereof.

This Bond is issued in fully registered form. Registration of this Bond is transferable by the Owner hereof, in person or by his attorney duly authorized in writing, at the aforesaid offices of the Paying Agent, but only in the manner, subject to the limitations, and upon payment of the

charges, provided in the Resolution and upon surrender and cancellation of this Bond. Upon such registration of transfer, a new Bond or Bonds, of like tenor and maturity in the same Transfer Amount and in authorized denominations will be issued to the transferee in exchange herefor. The District and the Paying Agent may treat the Owner hereof as the absolute owner hereof for all purposes, whether or not this Bond shall be overdue, and shall not be affected by any notice to the contrary.

The Paying Agent shall not be required to register the transfer or exchange of any Bond (i) during the period beginning at the close of business on any Record Date through the close of business on the immediately following Interest Payment Date, or (ii) that has been called or is subject to being called for redemption, during a period beginning at the opening of business 15 days before any selection of Bonds to be redeemed through the close of business on the applicable redemption date, except for the unredeemed portion of any Bond to be redeemed only in part.

The rights and obligations of the District and of the owners of the Bonds may be modified or amended at any time by a supplemental resolution adopted by the District with the written consent of owners of at least 60% in aggregate Principal Amount of the Outstanding Bonds, exclusive of Bonds, if any, owned by the District; *provided, however*, that no such modification or amendment shall, without the express consent of the registered owner of each Bond affected, reduce the Principal Amount of any Bond, reduce the interest rate payable thereon, extend its maturity or the times for paying interest thereon or change the monetary medium in which the Principal and interest is payable, nor shall any modification or amendment reduce the percentage of consents required for amendment or modification hereof.

A supplemental resolution of the District may be adopted, which, without the requirement of consent of the registered owners, shall be fully effective in accordance with its terms: (1) to add to the covenants and agreements of the District in the Resolution, other covenants and agreements to be observed by the District which are not contrary to or inconsistent with the Resolution as theretofore in effect; (2) to add to the limitations and restrictions in the Resolution, other limitations and restrictions to be observed by the District which are not contrary to or inconsistent with the Resolution as theretofore in effect; (3) to confirm as further assurance, any pledge under, and the subjection to any lien or pledge created or to be created by the Resolution, of any moneys, securities or funds, or to establish any additional funds or accounts to be held under the Resolution; (4) to cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in the Resolution; or (5) to amend or supplement the Resolution in any other respect, provided such supplemental resolution does not, in the opinion of nationally recognized bond counsel, adversely affect the interests of the owners.

If this Bond is called for redemption and the Maturity Amount of this Bond plus premium, if any, and accrued interest due with respect hereto are duly provided therefor as specified in the Resolution, then interest shall cease to accrue with respect hereto from and after the date fixed for redemption.

This Bond shall not become valid or obligatory for any purpose until the Certificate of Authentication hereon endorsed shall have been dated and executed manually by the Paying Agent.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED, that an election was duly and legally called, held and conducted, and the notices thereof duly given, and the results thereof canvassed and declared in accordance with the provisions of the Act and that all of the proceedings of the Board of Trustees of the District in the matter of the issuance of this Bond were regular and in strict accordance with the provisions of the Act, including the Constitution of the State of California, that the total bonded indebtedness of the District, including the issue of which this Bond is a part, does not exceed any limit prescribed by said Act, and that due provision has been made for levying and collecting *ad valorem* property taxes on all of the taxable property within the District in an amount sufficient to pay principal and interest when due.

IN WITNESS WHEREOF, the Citrus Community College District has caused this Bond to be executed in their official capacities by the manual or facsimile signature of the President of the Board of Trustees of the District and countersigned by the manual or facsimile signature of the Clerk of the Board of Trustees of the District as of the date stated above.

CITRUS COMMUNITY COLLEGE DISTRICT

By: _____ [Form Document] _____
President of the Board of Education

Countersigned:

By: _____ [Form Document] _____
Clerk of the Board of Trustees
of Citrus Community College District

The following Certificate of Authentication shall be printed on each Bond:

CERTIFICATE OF AUTHENTICATION

This is one of the Bonds described in the within-mentioned Resolution of the Board of Education of the Citrus Community College District.

DATED: _____, 2014

U.S. BANK NATIONAL ASSOCIATION,
as Paying Agent

By: _____
Authorized Officer

FORM OF ASSIGNMENT

FOR VALUE RECEIVED, the undersigned registered owner hereby sells, assigns and transfers unto

Name of Transferee: _____

Address for Payment of Interest: _____

Social Security Number or other Tax Identification No.:

the within-mentioned Bond and hereby irrevocably constitutes and appoints attorney, to transfer the same on the books of the Paying Agent with full power of substitution in the premises.

Registered Owner

Dated: _____

NOTICE: The signature on this Assignment must correspond with the name as written on the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.

Signature _____
guaranteed

[Bank, Trust Company or Firm]

By _____
Authorized Officer

NOTICE: Signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

EXHIBIT A-3

FORM OF CONVERTIBLE CAPITAL APPRECIATION BOND

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AS DEFINED IN THE RESOLUTION) TO THE BOND REGISTRAR FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY BOND ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

UNITED STATES OF AMERICA

STATE OF CALIFORNIA

**CITRUS COMMUNITY COLLEGE DISTRICT
(COUNTY OF LOS ANGELES, CALIFORNIA)
GENERAL OBLIGATION BONDS
ELECTION OF 2004, SERIES 2014D**

\$ _____

No. _____

Reoffering Yield: through <u>Conversion Date</u>	Interest Rate after the <u>Conversion Date</u>	Conversion <u>Date</u>	Maturity <u>Date</u>	<u>Dated as of:</u>	<u>CUSIP</u>
%	%		August 1, ____		

REGISTERED OWNER: CEDE & CO.

DENOMINATIONAL AMOUNT:

CONVERSION VALUE:

The Citrus Community College District (the "District") of the County of Los Angeles (the "County"), State of California, for value received, promises to pay to the Registered Owner named above, or registered assigns, the Maturity Value on the Maturity Date, each as stated above, such Maturity Value comprising the Denominational Amount and interest accreted thereon. This Bond will not bear current interest but will accrete interest, compounded on each February 1 and August 1, commencing August 1, 2014, at the Reoffering Yield specified above to the dated Conversion Date, assuming that in any such semiannual period the sum of such compounded accreted interest and the Principal Amount (such sum being herein called the "Accreted Value") increases in equal daily amounts on the basis of a 360-day year consisting of

twelve 30-day months. After the Conversion Date, the District, for value received, promises to pay to the Owner (as defined herein) interest on the Accreted Value as of the Conversion Date (the "Conversion Value") until the Maturity Value (*i.e.* the Conversion Value) is paid or provided for at the Interest Rate stated above, on February 1 and August 1 of each year (the "Bond Payment Dates"), commencing August 1, 20__ (the first anniversary of Conversion Date). Following the Conversion Date, this Bond will bear interest on a current basis from the Conversion Date; such interest will be payable each February 1 and August 1, commencing _____, 20__. Principal (*i.e.*, Conversion Value or Maturity Value) and interest are payable in lawful money of the United States of America, without deduction for the paying agent services, to the person in whose name this Bond (or, if applicable, one or more predecessor Bonds) is registered (the "Owner") on the register maintained by U.S. Bank National Association, as agent for the Treasurer and Tax Collector of Los Angeles County, as initial paying agent, in Los Angeles, California, paying agent, registrar and transfer agent of the District (herein called the "Paying Agent"), including its designated agents, successors and assigns acting in such capacity. Conversion Value and redemption premium, if any, are payable upon presentation and surrender of this Bond at the principal office of the Paying Agent. The Bonds were authorized by a vote of more than 55% of the qualified electors of the District voting on the proposition at an election held therein to determine whether such Bonds should be issued.

The Bonds of this issue are comprised of \$_____ Denominational Amount of Convertible Capital Appreciation Bonds of which this Bond is a part (a "Convertible Capital Appreciation Bond") and the Maturity Value of \$_____, \$_____ of Denominational Amount of Capital Appreciation Bonds and \$_____ Principal Amount of Current Interest Bonds. This Bond is issued and authorized by the District under and in accordance with the provisions of (i) Article 4.5 of Title 5, Division 2, Part 1, Chapter 3 of the Government Code of the State of California, as amended (the "Act"); (ii) applicable provisions of the Education Code of the State of California; and (iii) Article XIII A of the California Constitution, and pursuant to a resolution adopted by the Board of Trustees of the District on May 6, 2014 (the "Resolution"). Reference is hereby made to the Resolution, a copy of which is on file at the office of the District, for a description of the terms on which the Bonds are delivered, and the rights thereunder of the Owners of the Bonds and the rights and duties of the Paying Agent and the District, to all of the provisions of which the Owner of this Bond, by acceptance hereof, assents and agrees. All capitalized terms used but not otherwise defined herein shall have the respective meanings set forth in the Resolution.

Reference is made to the Resolution for a more complete description of the provisions, among others, with respect to the nature and extent of the security for the Bonds of this series, the rights, duties and obligations of the District, the County, the Paying Agent and the Owners, and the terms and conditions upon which the Bonds are issued and secured. The Owner of this Bond assents, by acceptance hereof, to all of the provisions of the Resolution.

The Convertible Capital Appreciation Bonds maturing on or before August 1, 20__ shall not be subject to redemption prior to their maturity dates. The Convertible Capital Appreciation Bonds maturing on August 1, 20__ may be redeemed before maturity at the option of the District, from any source of available funds, in whole or in part, at the direction of the District, on any date on or after August 1, 20__ at a redemption price equal to the principal amount thereof, together with accrued interest to the date of redemption, without premium.

Whenever provision is made for the redemption of the Bonds and less than all outstanding Bonds are to be redeemed, the Paying Agent, upon written instruction from the District given at least 60 days prior to the date designated for such redemption, shall select Bonds for redemption in such order as the District may direct. Within a maturity, the Paying Agent shall select Bonds for redemption by lot. The portion of any Bond to be redeemed in part shall be in the Conversion Value of \$5,000 or any integral multiple thereof.

This Bond is issued in fully registered form. Registration of this Bond is transferable by the Owner hereof, in person or by his attorney duly authorized in writing, at the aforesaid offices of the Paying Agent, but only in the manner, subject to the limitations, and upon payment of the charges, provided in the Resolution and upon surrender and cancellation of this Bond. Upon such registration of transfer, a new Bond or Bonds, of like tenor and maturity in the same Transfer Amount and in authorized denominations will be issued to the transferee in exchange herefor. The District and the Paying Agent may treat the Owner hereof as the absolute owner hereof for all purposes, whether or not this Bond shall be overdue, and shall not be affected by any notice to the contrary.

The Paying Agent shall not be required to register the transfer or exchange of any Bond (i) during the period beginning at the close of business on any Record Date through the close of business on the immediately following Interest Payment Date, or (ii) that has been called or is subject to being called for redemption, during a period beginning at the opening of business 15 days before any selection of Bonds to be redeemed through the close of business on the applicable redemption date, except for the unredeemed portion of any Bond to be redeemed only in part.

The rights and obligations of the District and of the owners of the Bonds may be modified or amended at any time by a supplemental resolution adopted by the District with the written consent of owners of at least 60% in aggregate Principal Amount of the Outstanding Bonds, exclusive of Bonds, if any, owned by the District; *provided, however*, that no such modification or amendment shall, without the express consent of the registered owner of each Bond affected, reduce the Principal Amount of any Bond, reduce the interest rate payable thereon, extend its maturity or the times for paying interest thereon or change the monetary medium in which the Principal and interest is payable, nor shall any modification or amendment reduce the percentage of consents required for amendment or modification hereof.

A supplemental resolution of the District may be adopted, which, without the requirement of consent of the registered owners, shall be fully effective in accordance with its terms: (1) to add to the covenants and agreements of the District in the Resolution, other covenants and agreements to be observed by the District which are not contrary to or inconsistent with the Resolution as theretofore in effect; (2) to add to the limitations and restrictions in the Resolution, other limitations and restrictions to be observed by the District which are not contrary to or inconsistent with the Resolution as theretofore in effect; (3) to confirm as further assurance, any pledge under, and the subjection to any lien or pledge created or to be created by the Resolution, of any moneys, securities or funds, or to establish any additional funds or accounts to be held under the Resolution; (4) to cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in the Resolution; or (5) to amend or supplement the Resolution

in any other respect, provided such supplemental resolution does not, in the opinion of nationally recognized bond counsel, adversely affect the interests of the owners.

If this Bond is called for redemption and the Principal Amount of this Bond plus premium, if any, and accrued interest due with respect hereto are duly provided therefor as specified in the Resolution, then interest shall cease to accrue with respect hereto from and after the date fixed for redemption.

This Bond shall not be valid or obligatory for any purpose and shall not be entitled to any security or benefit under the Resolution until the Certificate of Authentication below has been signed.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED, that an election was duly and legally called, held and conducted, and the notices thereof duly given, and the results thereof canvassed and declared in accordance with the provisions of the Act and that all of the proceedings of the Board of Trustees of the District in the matter of the issuance of this Bond were regular and in strict accordance with the provisions of the Act and of the Constitution of the State of California, that the total bonded indebtedness of the District, including the issue of which this Bond is a part, does not exceed any limit prescribed by said Act, and that due provision has been made for levying and collecting *ad valorem* property taxes on all of the taxable property within the District in an amount sufficient to pay principal and interest when due.

IN WITNESS WHEREOF, the Citrus Community College District has caused this Bond to be executed in their official capacities by the manual or facsimile signature of the President of the Board of Trustees of the District and countersigned by the manual or facsimile signature of the Clerk of the Board of Trustees of the District as of the date stated above.

CITRUS COMMUNITY COLLEGE DISTRICT

By: _____ [Form Document] _____
President of the Board of Education

Countersigned:

By: _____ [Form Document] _____
Clerk of the Board of Trustees
of Citrus Community College District

The following Certificate of Authentication shall be printed on each Bond:

CERTIFICATE OF AUTHENTICATION

This is one of the Bonds described in the within-mentioned Resolution of the Board of Trustees of the Citrus Community College District.

DATED: _____, 2014

U.S. BANK NATIONAL ASSOCIATION,
as Paying Agent

By: _____
Authorized Officer

FORM OF ASSIGNMENT

FOR VALUE RECEIVED, the undersigned registered owner hereby sells, assigns and transfers unto

Name of Transferee: _____

Address for Payment of Interest: _____

Social Security Number or other Tax Identification No.:

the within-mentioned Bond and hereby irrevocably constitutes and appoints attorney, to transfer the same on the books of the Paying Agent with full power of substitution in the premises.

Registered Owner

Dated:

NOTICE: The signature on this Assignment must correspond with the name as written on the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.

Signature _____
guaranteed

[Bank, Trust Company or Firm]

By _____
Authorized Officer

NOTICE: Signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company

EXHIBIT B

FORM OF 15c2-12 CERTIFICATE

With respect to the proposed sale of its General Obligation Bonds, Election of 2004, Series 2014D in the maximum aggregate principal amount of not to exceed \$29,004,698, the Citrus Community College District (the “**District**”) has delivered to you a Preliminary Official Statement, dated as of the date hereof (the “**Preliminary Official Statement**”). The District, for purposes of compliance with Rule 15c2-12 of the Securities Exchange Commission (“**Rule 15c2-12**”), deems the Preliminary Official Statement to be final as of its date, except for the omission of no more than the information permitted under Rule 15c2-12.

CITRUS COMMUNITY COLLEGE DISTRICT

Dated: _____, 2014

By: [FORM ONLY] _____
Authorized Officer

EXHIBIT C – INFORMATION FOR CAPITAL APPRECIATION BONDS AND CONVERTIBLE CABS

These percentages, the aggregate amount to be issued and the payback ratio are all estimates and market conditions at the time of pricing will dictate the actual numbers. In no event will the payback ratio exceed 4.00:1.00, the maximum established under AB 182.

Part 1. Financing Term and Maturity

Final Maturity Date: August 1, 2038

Part 2. Repayment Ratio

2.62:1.00

Part 3. Estimated Change in Assessed Valuation

See 3.A. attached

Part 4. Analysis of Overall Costs

See 4.A. attached

Part 5. Reasons for Including Capital Appreciation Bonds

The maximum permitted tax levy rate per \$100,000 of assessed valuation set forth in Proposition 39 is \$25.00 for the District. Without the use of Capital Appreciation Bonds and/or Convertible Capital Appreciation Bonds, the District could not generate sufficient funds for several years to complete pending projects.

Part 6. Municipal Securities Rulemaking Board, Rule G-17 Letter from Underwriter

On file with the Superintendent.

Attachment 3.A.

<u>Year</u>	<u>AV Growth Projections</u>
2003-04*	8.61%
2004-05*	6.71
2005-06*	8.63
2006-07*	11.46
2007-08*	8.33
2008-09*	5.70
2009-10*	-0.34
2010-11*	-1.40
2011-12*	1.37
2012-13*	2.22
2013-14*	3.52
2014-15	3.50
2015-16	3.50
2017-29	4.00 (per annum)
Thereafter	3.50 (per annum)

* Actual

Attachment 4.A.

CITRUS CCD Series 2013D Bonds Estimated Costs of Issuance

Estimated Par Amount:	\$18,996,566
Estimated Percentage Current Interest Bonds:	00.32%
Estimated Percentage Capital Appreciation Bonds:	39.00%
Estimated Percentage Convertible CABs:	60.68%

<u>Costs of Issuance</u>	<u>Amount</u>	<u>% of Par</u>
Bond Counsel (incl. expenses)	\$57,486	0.30%
Disclosure Counsel	15,000	0.08
Moody's (Rating)	17,000	0.09
Standard & Poor's (Rating)	15,500	0.08
U.S. Bank (Fiscal Agent Paid to Call)	12,500	0.07
Cal Muni Statistics (Data Services)	2,500	0.01
AVIA Communications (Printing)	4,000	0.02
California Debt and Investment Advisory Commission (CDIAC)	2,850	0.02
Misc/Contingency	3,164	0.02
<i>Costs of Issuance</i>	\$130,000	0.68%
<i>Underwriter's Discount</i>	\$151,973	0.80%
<i>Total Issuance Costs</i>	\$281,973	1.484%

NEW ISSUE – BOOK ENTRY ONLY

RATINGS: Moody's: "[]"
S&P: "[]"
(See "RATINGS" herein.)

In the opinion of Nixon Peabody LLP, Bond Counsel, under existing law and assuming compliance with the tax covenants described herein, and the accuracy of certain representations and certifications made by the District described herein, interest on and Excess Accreted Value (as defined under "TAX MATTERS" herein) with respect to the Bonds are excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"). Bond Counsel is also of the opinion that such interest on and Excess Accreted Value with respect to the Bonds are not treated as preference items in calculating the alternative minimum tax imposed under the Code with respect to individuals and corporations. Bond Counsel is further of the opinion that interest on and Excess Accreted Value with respect to the Bonds will be exempt from personal income taxes of the State of California (the "State") under present State law. See "TAX MATTERS" herein regarding certain other tax considerations.

\$ _____^{*}
CITRUS COMMUNITY COLLEGE DISTRICT
(Los Angeles County, California)
GENERAL OBLIGATION BONDS
ELECTION OF 2004, SERIES 2014D

Dated: Date of Delivery

Due: August 1, as shown on inside cover.

The above-captioned bonds (the "Bonds") offered hereunder on behalf of the Citrus Community College District (the "District") were authorized at a bond election conducted within the District on March 2, 2004 (the "Authorization"), as more fully described herein under the caption "THE BONDS – Authority for Issuance and Security for the Bonds." The Bonds are being issued to finance the acquisition, construction, furnishing and equipping of certain District property and facilities as permitted in the project list of the District approved under the Authorization and to pay the related costs of issuance of the Bonds. See the caption "PLAN OF FINANCE." The Bonds are the fourth series of bonds issued under the Authorization, following which \$ _____^{*} of the Authorization will remain. The Bonds will be issued in denominations of \$5,000 or integral multiples thereof and are payable as to principal amount, Maturity Amount (as defined below) or redemption price at the office of U.S. Bank National Association, Los Angeles, California, as agent of the Treasurer and Tax Collector of the County of Los Angeles, California, as Paying Agent for the Bonds (the "Paying Agent").

The Bonds are being issued as current interest bonds ("Current Interest Bonds"), capital appreciation bonds ("Capital Appreciation Bonds") and convertible capital appreciation bonds ("Convertible Capital Appreciation Bonds"). Interest on the Current Interest Bonds is payable on February 1, 2015, and semiannually thereafter on each February 1 and August 1. Principal of the Current Interest Bonds is payable annually commencing on August 1, 2015. The Capital Appreciation Bonds will not bear current interest, but will accrete in value from their initial issue amounts on the delivery date thereof to their respective accreted values on their respective maturity dates (the "Maturity Amount"). Interest on the Capital Appreciation Bonds will be compounded commencing August 1, 2014, and semiannually thereafter on each February 1 and August 1 and shall be payable only upon maturity. Prior to the applicable date that a Convertible Capital Appreciation Bond converts into a current interest bond (the "Conversion Date"), the Convertible Capital Appreciation Bonds will not pay current interest, but will accrete in value from their initial principal amounts on the date of delivery thereof to the Conversion Date (the initial principal amount plus such accretion, the "Conversion Value"). Prior to the applicable Conversion Date, interest on the Convertible Capital Appreciation Bonds will be compounded on each February 1 and August 1, commencing August 1, 2014. No payment of interest will be made to the owners of Convertible Capital Appreciation Bonds prior to or on the Conversion Date. From and after the Conversion Date, the Convertible Capital Appreciation Bonds will pay current interest, such interest to accrue based upon the Conversion Value of the Convertible Capital Appreciation Bonds. Following the applicable Conversion Date, interest on the Convertible Capital Appreciation Bonds will be payable semiannually on each February 1 and August 1 thereafter, commencing on the first February 1 or August 1 after their Conversion Date. See "THE BONDS" herein.

The Bonds are issued in fully registered form and, when delivered, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"). DTC will act as securities depository for the Bonds as described herein under the caption "THE BONDS – Book-Entry Only System."

The Bonds are subject to optional and mandatory sinking fund redemption prior to maturity as described herein.* See "THE BONDS – Optional Redemption" and "– Mandatory Sinking Fund Redemption."

The Bonds are general obligations of the District only and are not obligations of the County of Los Angeles, the State of California or any of its other political subdivisions. The Board of Supervisors of the County of Los Angeles has the power and is obligated to levy and collect *ad valorem* property taxes for each fiscal year upon the taxable property of the District in an amount at least sufficient, together with other moneys available for such purpose, to pay the principal of and interest, or Maturity Amount, and premium, if any, on each Bond as the same becomes due and payable. The Bonds are dated their date of delivery and are issued on a parity with all other general obligation bonds of the District.

^{*}Preliminary; subject to change.

This Preliminary Official Statement and the information contained herein are subject to completion, amendment or other change without any notice. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

This Preliminary Official Statement and the information contained herein are subject to completion, amendment or other change without any notice. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

MATURITY SCHEDULE
On Inside Cover

THIS COVER PAGE CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. IT IS NOT A SUMMARY OF THIS ISSUE. INVESTORS MUST READ THE ENTIRE OFFICIAL STATEMENT TO OBTAIN INFORMATION ESSENTIAL TO THE MAKING OF AN INFORMED INVESTMENT DECISION.

The Bonds will be offered when, as and if issued and received by the Underwriter subject to the approval of legality by Nixon Peabody LLP, Bond Counsel, and certain other conditions. Nixon Peabody LLP is acting as Disclosure Counsel for the issue. Certain legal matters will be passed upon for the Underwriter by its counsel, Hawkins Delafield & Wood LLP, Los Angeles, California. It is anticipated that the Bonds will be available through the facilities of DTC on or about _____, 2014.

RBC Capital Markets

Dated: _____, 2014.

MATURITY SCHEDULE*

\$ _____^{*}
CITRUS COMMUNITY COLLEGE DISTRICT
(Los Angeles County, California)
GENERAL OBLIGATION BONDS
ELECTION OF 2004, SERIES 2014D

\$ _____ **Current Interest Serial Bonds**

<i>Maturity Date (August 1)</i>	<i>Principal Amount</i>	<i>Interest Rate</i>	<i>Yield</i>	<i>CUSIP (1774IR)[†]</i>
-------------------------------------	-----------------------------	----------------------	--------------	---------------------------------------

\$ _____ % **Current Interest Term Bonds due August 1, 20__**, Yield: _____ %
CUSIP No. 1774IR[†]: _____

\$ _____ **Capital Appreciation Serial Bonds**

<i>Maturity Date (August 1)</i>	<i>Denominational Amount</i>	<i>Maturity Amount</i>	<i>Accretion Rate</i>	<i>Approximate Yield</i>	<i>CUSIP (1774IR)[†]</i>
-------------------------------------	----------------------------------	----------------------------	---------------------------	------------------------------	---------------------------------------

\$ _____ **Convertible Capital Appreciation Serial Bonds**

<i>Maturity Date (August 1)</i>	<i>Denominational Amount</i>	<i>Conversion Value</i>	<i>Accretion Rate</i>	<i>Approximate Yield</i>	<i>CUSIP (1774IR)[†]</i>
-------------------------------------	----------------------------------	-----------------------------	---------------------------	------------------------------	---------------------------------------

\$ _____ % **Convertible Capital Appreciation Term Bonds, Due August 1, 20__** ;
Yield: _____ %; Conversion Date: August 1, 20__ ; CUSIP No. 1774IR[†]: _____

*Preliminary; subject to change.

[†]CUSIP® is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by Standard & Poor's Financial Services LLC on behalf of The American Bankers Association. This information is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services Bureau. CUSIP numbers have been assigned by an independent company not affiliated with the District or the Underwriter and are included solely for the convenience of the registered owners of the applicable Bonds. Neither the District nor the Underwriter is responsible for the selection or uses of these CUSIP numbers, and no representation is made as to their correctness on the applicable Bonds or as included herein. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Bonds.

No dealer, broker, salesperson or other person has been authorized by the Citrus Community College District (the "District") to provide any information or to make any representations other than as contained herein and, if given or made, such other information or representation must not be relied upon as having been authorized by the District. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by a person in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale.

This Official Statement is not to be construed as a contract with the purchasers of the Bonds. Statements contained in this Official Statement which involve estimates, forecasts or matters of opinion, whether or not expressly described herein, are intended solely as such and are not to be construed as a representation of facts.

The information and expressions of opinion herein are subject to change without notice and neither delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the District since the date hereof. Although certain information set forth in this Official Statement has been provided by the County of Los Angeles, the County of Los Angeles has not approved this Official Statement and is not responsible for the accuracy or completeness of the statements contained in this Official Statement except for the information set forth under the caption "THE LOS ANGELES COUNTY POOLED SURPLUS INVESTMENTS."

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

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE BONDS OFFERED HEREBY AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME. THE UNDERWRITER MAY OFFER AND SELL THE BONDS TO CERTAIN DEALERS, INSTITUTIONAL INVESTORS, BANKS OR OTHERS AT PRICES LOWER OR HIGHER THAN THE PUBLIC OFFERING PRICES STATED ON THE INSIDE COVER PAGE HEREOF AND SAID PUBLIC OFFERING PRICES MAY BE CHANGED FROM TIME TO TIME BY THE UNDERWRITER.

This Official Statement is submitted in connection with the sale of the Bonds referred to herein and may not be reproduced or used, in whole or in part, for any other purpose.

CITRUS COMMUNITY COLLEGE DISTRICT
Los Angeles County, State of California

District Board of Trustees

Dr. Patricia Rasmussen, President
Mrs. Joanne Montgomery, Vice President
Barbara Dickerson, Clerk/Secretary
Dr. Edward C. Ortell, Member
Mrs. Susan M. Keith, Member
Ms. Mariana Vega, Student Representative

District Administrators

Dr. Geraldine M. Perri, Superintendent/President
Mrs. Carol R. Horton, Vice President, Finance and Administrative Services
Mrs. Rosalinda Buchwald, Director of Fiscal Services
Ms. Claudette Dain, Chief Business Official

SPECIAL SERVICES

Underwriter

RBC Capital Markets, LLC
Los Angeles, California

Bond Counsel and Disclosure Counsel

Nixon Peabody LLP
Los Angeles, California

Paying Agent

U. S. Bank National Association,
as agent of the Treasurer and Tax Collector
of the County of Los Angeles
Los Angeles, California

TABLE OF CONTENTS

	Page
INTRODUCTION	1
THE BONDS	1
Authority for Issuance and Security for the Bonds.....	1
Purpose of Issue	2
Description of the Bonds	2
Estimated Sources and Uses of Funds	4
Optional Redemption.....	4
Mandatory Sinking Fund Redemption.....	4
Selection of Bonds for Redemption.....	5
Notice of Redemption.....	5
Partial Redemption of Bonds	6
Effect of Notice of Redemption.....	6
Transfer and Exchange	6
Debt Service Schedule	7
Discharge and Defeasance	7
Book-Entry Only System.....	8
PLAN OF FINANCE.....	8
SECURITY AND SOURCES OF PAYMENT FOR THE BONDS	10
General.....	10
Assessed Valuations.....	10
Ad Valorem Property Taxes, Tax Rates, Levies, Collections and Delinquencies.....	13
Long-Term Debt	17
Direct and Overlapping Debt.....	17
CITRUS COMMUNITY COLLEGE DISTRICT	19
District Organization.....	19
Key Personnel	19
District Employees.....	20
Joint Powers Authorities	21
District Enrollment.....	21
Population	22
District Investments	23
Revenue Limits	23
Federal Revenues	24
Expenditures	24
Financial Statements of the District.....	24
Budgets of District.....	25
Governmental and General Funds	25
Retirement Systems	28
State Pension Trusts.....	28
Post-Employment Benefits	29
FUNDING OF COMMUNITY COLLEGE DISTRICTS IN CALIFORNIA.....	31
Major Revenues	31
Proposition 98.....	32
State Assistance	33
Proposition 1A	37

TABLE OF CONTENTS
(continued)

	Page
Final State Budgets	37
CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND APPROPRIATIONS.....	37
Article XIII A of the California Constitution.....	37
Legislation Implementing Article XIII A	38
Article XIII B of the California Constitution.....	38
Article XIII C and XIII D of the California Constitution	38
Unitary Property	39
California Lottery.....	40
Proposition 46	40
Proposition 39	40
Proposition 1A	41
Future Initiatives	41
LEGAL OPINION	41
TAX MATTERS.....	41
Federal Income Taxes	41
State Taxes.....	42
Original Issue Discount.....	43
Original Issue Premium	43
Ancillary Tax Matters	43
Changes in Law and Post Issuance Events	44
LEGALITY FOR INVESTMENT.....	44
RATINGS	44
CONTINUING DISCLOSURE.....	ERROR! BOOKMARK NOT DEFINED.
UNDERWRITING	46
NO LITIGATION.....	46
OTHER INFORMATION	46
APPENDIX A – FORM OF BOND COUNSEL OPINION	A-1
APPENDIX B – AUDITED FINANCIAL STATEMENTS OF THE DISTRICT FOR THE FISCAL YEAR ENDED JUNE 30, 2013.....	B-1
APPENDIX C – FORM OF CONTINUING DISCLOSURE UNDERTAKING	C-1
APPENDIX D – BOOK-ENTRY ONLY SYSTEM.....	D-1
APPENDIX E – THE LOS ANGELES COUNTY POOLED SURPLUS INVESTMENTS	E-1
APPENDIX F – ACCRETED VALUES TABLE.....	F-1

\$ _____ *

CITRUS COMMUNITY COLLEGE DISTRICT
(Los Angeles County, California)
GENERAL OBLIGATION BONDS
ELECTION OF 2004, SERIES 2014D

INTRODUCTION

The Citrus Community College District (the “District”) proposes to issue \$ _____ * aggregate principal amount of its General Obligation Bonds, Election of 2004, Series 2014D (the “Bonds”), pursuant to the provisions of Article 4.5 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (commencing with Section 53506) (the “Act”), and other applicable laws and regulations of the State of California (the “State”), an authorization received from the District’s voters at an election conducted on March 2, 2004, at which more than fifty-five percent of the persons voting on the proposition voted to authorize the issuance of \$121,000,000 principal amount of general obligation bonds of the District (the “Authorization”), and a resolution adopted by the Board of Trustees of the District (the “Board”) on May 6, 2014 (the “Resolution”).

All general obligation bonds issued by or on behalf of the District are issued on a parity with the Bonds and with each other. See “THE BONDS – Debt Service Schedule” for a summary of the District’s outstanding general obligation bonds.

Proceeds from the sale of the Bonds will be used to (i) finance the acquisition, construction, furnishing and equipping of District facilities, and (ii) pay related costs of issuance of the Bonds. See “THE BONDS – Purpose of Issue” and “PLAN OF FINANCE.”

The District, a community college district of the State, was founded in 1961 (from 1915 to 1961, Citrus College was operated by the Citrus Union High School District). The District is located in Glendora, California, in the foothills of the San Gabriel Mountains and serves the communities of Azusa, Bradbury, Claremont, Duarte, Glendora and Monrovia. The District serves an area of 272 square miles of southeastern Los Angeles County (the “County”). The District currently operates Citrus College, which occupies a 106-acre campus with more than 71 buildings. In fiscal year 2012-13, the District served 10,326 credit students and 344 noncredit students.

The District’s full-time equivalent students (“FTEs”) total for fiscal year 2012-13 was approximately 10,765, and its FTEs total for fiscal year 2013-14 is projected to be 10,905. The total assessed valuation for property within the District’s boundaries for fiscal year 2013-14 is \$22,081,667,530. The District has direct and overlapping bonded indebtedness as set forth under the caption “DISTRICT FINANCIAL INFORMATION – Direct and Overlapping Debt.” The District’s audited financial statements for the fiscal year ended June 30, 2013, are attached hereto as APPENDIX B. For further information concerning the District, see the caption “CITRUS COMMUNITY COLLEGE DISTRICT” herein.

THE BONDS

Authority for Issuance and Security for the Bonds

The Bonds are general obligations of the District. The District received authorization to issue \$121,000,000 of its general obligation bonds at an election held on March 2, 2004, by more than fifty-five

*Preliminary; subject to change.

percent of the votes cast on the ballot proposition by eligible voters within the District. The Bonds are being issued by the District under the Act and other applicable laws and regulations of the State, and pursuant to the Resolution and the Authorization. The Bonds represent the fourth series of bonds issued under the Authorization, following which \$ _____* of the Authorization will remain.

All general obligation bonds issued by the District are issued on a parity with one another, and hence, with the Bonds offered hereunder. The Board of Supervisors of the County has the power and is obligated to levy *ad valorem* property taxes upon all property subject to taxation by the District, without limitation as to rate or amount (except certain personal property, which is taxable at limited rates), for the payment of principal and Maturity Amount (defined below) of and interest on the Bonds. See “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS.”

Purpose of Issue

The net proceeds of the sale of the Bonds will be used to finance the acquisition, construction, furnishing and equipping of certain District property and facilities as permitted in the project list of the District approved under the Authorization and to pay the related costs of issuance of the Bonds. See “PLAN OF FINANCE” herein.

Description of the Bonds

The Bonds will be issued in the form of current interest bonds (“Current Interest Bonds”), capital appreciation bonds (“Capital Appreciation Bonds”) and convertible capital appreciation bonds (“Convertible Capital Appreciation Bonds”).

The Current Interest Bonds will be issued in initial denominations of \$5,000 or any integral multiple thereof; the Capital Appreciation Bonds will be issued in initial amounts (“Denominational Amounts”) corresponding to \$5,000 accreted value at maturity (“Maturity Amount”) or any integral multiple thereof; and the Convertible Capital Appreciation Bonds will be issued in Denominational Amounts corresponding to \$5,000 accreted value at the date the Convertible Capital Appreciation Bond converts to a current interest bond (the “Conversion Date”) (“Conversion Value”). The Bonds will mature on the dates and in the amounts and bear or accrete interest at the rates per annum all as set forth on the inside cover page of this Official Statement.

Interest on the Current Interest Bonds will be payable on February 1 and August 1 of each year (each, an “Interest Payment Date”), commencing on February 1, 2015, computed on the basis of a 360-day year consisting of twelve 30-day months. Each Current Interest Bond will bear interest from the Interest Payment Date next preceding the date of authentication thereof unless such date of authentication is a day during the period from the sixteenth day of the month next preceding any Interest Payment Date to such Interest Payment Date, inclusive, in which event it shall bear interest from such Interest Payment Date, or unless such date of authentication is on or prior to January 15, 2015, in which event it shall bear interest from the delivery date of the Current Interest Bonds, provided, however, that if as of the date of authentication of any Current Interest Bond, interest is in default thereon, such Current Interest Bond shall bear interest from the Interest Payment Date to which interest has previously been paid or made available for payment thereon.

The Capital Appreciation Bonds will not bear current interest, but will accrete in value from their Denominational Amounts to their respective Maturity Amounts on their respective maturity dates on the basis of a constant interest rate (with straight line interpolations between compounding interest dates) compounded commencing on August 1, 2014, and semiannually thereafter on February 1 and August 1 in

* Preliminary; subject to change.

each year and shall be payable only upon maturity. The Maturity Amount of the Capital Appreciation Bonds shall be computed on the basis of a 360-day year consisting of twelve 30-day months. Attached as APPENDIX F is a table of accreted values for the Capital Appreciation Bonds that have been computed as of each February 1 and August 1 per \$5,000 of Maturity Amount, based upon the accretion rates of such Bonds as set forth on the inside cover page hereto and upon the nominal interest rates of the Capital Appreciation Bonds. See APPENDIX F – “ACCRETED VALUES TABLE.” The Capital Appreciation Bonds mature on August 1 in the years and amounts set forth on the inside cover page hereto.

Prior to the applicable Conversion Date set forth on the inside cover hereof, the Convertible Capital Appreciation Bonds will not pay current interest but will accrete in value from their initial principal amount on the date of delivery thereof to the Conversion Date. Prior to the applicable Conversion Date, interest on the Convertible Capital Appreciation Bonds will be compounded on each February 1 and August 1, commencing on August 1, 2014. No payment of interest will be made to the registered owners of Convertible Capital Appreciation Bonds prior to or on the Conversion Date. See APPENDIX F – “ACCRETED VALUES TABLE.” From and after the applicable Conversion Date, the Convertible Capital Appreciation Bonds will pay current interest, such interest to accrue based upon the Conversion Value of the Convertible Capital Appreciation Bonds. Following the applicable Conversion Date, interest on the Convertible Capital Appreciation Bonds will be payable semiannually on each Interest Payment Date, commencing on the first February 1 or August 1 occurring after the applicable Conversion Date. Interest will accrue and be compounded on the basis of a 360-day year comprised of twelve 30-day months. The Convertible Capital Appreciation Bonds mature on August 1 in the years and amounts set forth on the inside cover page hereto.

Unless otherwise provided herein, the descriptions herein of Capital Appreciation Bonds apply to Convertible Capital Appreciation Bonds prior to the Conversion Date, and descriptions herein of Current Interest Bonds apply to Convertible Capital Appreciation Bonds from and after the Conversion Date.

The Bonds will be issued in fully registered form and, when issued, will be registered in the name of Cede & Co., as registered owner and nominee of The Depository Trust Company (“DTC”). DTC will act as securities depository for the Bonds. So long as Cede & Co. is the registered owner of the Bonds, as nominee of DTC, references herein to the Owners or registered owners shall mean Cede & Co. as aforesaid, and shall not mean the Beneficial Owners (as defined in APPENDIX D herein) of the Bonds. So long as Cede & Co. is the registered owner of the Bonds, principal amount of and interest or premium, if any, on the Bonds are payable by wire transfer or New York Clearing House or equivalent next-day funds or by wire transfer of same day funds by U. S. Bank National Association, as paying agent (the “Paying Agent”) appointed by the Treasurer and Tax Collector of the County of Los Angeles (the “Treasurer”), to Cede & Co., as nominee for DTC. DTC is obligated, in turn, to remit such amounts to the DTC Participants (as defined in APPENDIX D herein) for subsequent disbursement to the Beneficial Owners. See APPENDIX D – “BOOK-ENTRY ONLY SYSTEM” herein.

Estimated Sources and Uses of Funds

The estimated sources and uses of funds in connection with the Bonds are as follows:

<i>Sources of Funds</i>	
Principal Amount of Bonds	\$ _____
Net Original Issue	_____
Premium/Discount	_____
Total Sources	\$ _____
<i>Uses of Funds</i>	
Deposit to Building Fund	\$ _____
Costs of Issuance ⁽¹⁾	_____
Deposit to Debt Service Fund	_____
Total Uses	\$ _____

⁽¹⁾ Costs of issuance include, but are not limited to, Underwriter's discount, printing and rating costs, fees and expenses of the Paying Agent, Bond and Disclosure Counsel, and other costs of issuance.

Optional Redemption

The Current Interest Bonds maturing on or before August 1, 20___, are not subject to redemption prior to their fixed maturity dates. The Current Interest Bonds maturing on and after August 1, 20___, are subject to redemption prior to their stated maturity dates, at the option of the District, from any source of available funds, on any date on or after August 1, 20___, as a whole or in part, at a redemption price equal to the principal amount of the Current Interest Bonds called for redemption, with interest accrued thereon to the date of redemption, without premium.

The Capital Appreciation Bonds maturing on or before August 1, 20___, are not subject to redemption prior to their fixed maturity dates. The Capital Appreciation Bonds maturing on and after August 1, 20___, are subject to redemption prior to their stated maturity dates, at the option of the District, from any source of available funds, on any date on or after August 1, 20___, as a whole or in part, at a redemption price equal to the 100% of the accreted value of the Capital Appreciation Bonds called for redemption at the date fixed for redemption.

The Convertible Capital Appreciation Bonds are subject to redemption at the option of the District, as a whole or in part in the manner direct by the District and by lot within each maturity, from any source of available funds, on or after August 1, 20___, or on any date thereafter, at a redemption price equal to the accreted value if prior to conversion or Conversion Value if on or after the Conversion Date thereof, together with accrued interest to the date of redemption, without premium.

Mandatory Sinking Fund Redemption

The Current Interest Bonds maturing on August 1, 20___ (the "Current Interest Term Bonds") are subject to mandatory redemption prior to their stated maturity, in part, from mandatory sinking fund account payments, on August 1 of each year, commencing August 1, 20___, at the principal amount represented thereby plus accrued interest to the date fixed for redemption, without premium. The principal amount of such Current Interest Bonds to be redeemed and the dates therefor shall be as follows:

Mandatory Sinking Fund
Payment Date
(August 1)

Mandatory Sinking
Fund Payment

⁽¹⁾ Maturity.

The Convertible Capital Appreciation Bonds maturing on August 1, 20__ (the “Convertible Capital Appreciation Term Bonds” and together with the Current Interest Term Bonds, the “Term Bonds”), are subject to redemption prior to maturity from mandatory sinking fund payments on August 1 of each year, on and after August 1, 20__, at a redemption price equal to the Conversion Value thereof, together with accrued interest to the date fixed for redemption, without premium. The Conversion Value represented by such Convertible Capital Appreciation Bonds to be so redeemed and the dates therefor shall be as follows:

Redemption Dates
(August 1)

Conversion Value

*

* Final Maturity

The principal amount of the Term Bonds will be reduced proportionately, in integral multiples of \$5,000, by any portion of the Term Bonds optionally redeemed prior to the mandatory sinking fund payment date.

Selection of Bonds for Redemption

Whenever provision is made for the redemption of Bonds and less than all outstanding Bonds are to be redeemed, the Paying Agent, upon written instruction from the District given at least 60 days prior to the date designated for such redemption, shall select Bonds for redemption in such manner as the District shall direct, or, in the absence of such direction, in inverse order of maturity within a series. Within a maturity, the Paying Agent shall select Bonds for redemption by lot. Redemption by lot shall be in such manner as the Paying Agent shall determine; *provided, however*, that the portion of any Bond to be redeemed in part shall be in the principal amount or Maturity Amount of \$5,000 or any integral multiple thereof.

Notice of Redemption

When redemption is authorized or required pursuant to the Resolution, the Paying Agent, upon written instruction from the District given at least 60 days prior to the Interest Payment Date designated for such redemption, shall give notice (each, a “Redemption Notice”) of the redemption of the Bonds. Such Redemption Notice shall specify: (a) the Bonds or designated portions thereof (in the case of any Bond to be redeemed in part but not in whole) which are to be redeemed, (b) the date of redemption, (c) the place or places where the redemption will be made, including the name and address of the Paying Agent, (d) the redemption price, (e) the CUSIP numbers (if any) assigned to the Bonds to be redeemed,

(f) the Bond numbers of the Bonds to be redeemed in whole or in part and, in the case of any Bond to be redeemed in part only, the principal amount or Maturity Amount of such Bond to be redeemed, and (g) the original issue date, interest rate and stated maturity date of each Bond to be redeemed in whole or in part. Such Redemption Notice shall further state that on the specified date there shall become due and payable upon each Bond or portion thereof being redeemed the redemption price thereof, and that from and after such date, interest on Bonds shall cease to accrue or accrete.

The Paying Agent shall take the following actions with respect to each such Redemption Notice: (i) at least 20 days but not more than 45 days prior to the redemption date, such Redemption Notice shall be given to the respective Owners of the Bonds designated for redemption by registered or certified mail, postage prepaid, at their addresses appearing on the bond register; and (ii) at least 20 but not more than 45 days prior to the redemption date, such Redemption Notice shall be given by (1) registered or certified mail, postage prepaid, (2) telephonically confirmed facsimile transmission, or (3) overnight delivery service, to each of the Securities Depositories and to the Municipal Securities Rulemaking Board.

Neither failure to receive any Redemption Notice nor any defect in any such Redemption Notice so given shall affect the sufficiency of the proceedings for the redemption of the affected Bonds. Each check issued or other transfer of funds made by the Paying Agent for the purpose of redeeming Bonds shall bear the CUSIP number identifying, by series and maturity, the Bonds being redeemed with the proceeds of such check or other transfer.

Partial Redemption of Bonds

Upon the surrender of any Bond redeemed in part only, the Paying Agent shall execute and deliver to the Owner thereof a new Bond or Bonds of like tenor and maturity and of authorized denominations equal in principal amount to the unredeemed portion of the Bond surrendered. Such partial redemption shall be valid upon payment of the amount required to be paid to such Owner, and the District shall be released and discharged thereupon from all liability to the extent of such payment.

Effect of Notice of Redemption

Notice having been given as required in the Resolution, and the moneys for redemption (including the interest to the applicable date of redemption) having been set aside in the District's Debt Service Fund, the Bonds to be redeemed shall become due and payable on such date of redemption.

If on such redemption date, money for the redemption of all the Bonds to be redeemed, together with interest to such redemption date, shall be held by the Paying Agent so as to be available therefor on such redemption date, and if notice of redemption thereof shall have been given, then from and after such redemption date, interest on the Bonds to be redeemed shall cease to accrue or accrete and become payable.

Transfer and Exchange

Any Bond may be exchanged for Bonds of like series, tenor, maturity and principal amount upon presentation and surrender at the principal office of the Paying Agent, together with a request for exchange signed by the Owner or by a person legally empowered to do so in a form satisfactory to the Paying Agent. A Bond may be transferred on the bond register only upon presentation and surrender of such Bond at the principal office of the Paying Agent, together with an assignment executed by the Owner or a person legally empowered to do so in a form satisfactory to the Paying Agent. Upon exchange or transfer, the Paying Agent shall complete, authenticate and deliver a new Bond or Bonds of like series, tenor and of any authorized denomination or denominations requested by the Owner equal to

the principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

Debt Service Schedule

The following table summarizes the debt service requirements of the District for all its outstanding general obligation bonds (the “Outstanding Bonds”) and the Bonds:

Year Ending (August 1) ⁽¹⁾	Outstanding Bonds Debt Service	The Bonds		Aggregate Debt Service
		Principal	Interest	
2014				
2015				
2016				
2017				
2018				
2019				
2020				
2021				
2022				
2023				
2024				
2025				
2026				
2027				
2028				
2029				
2030				
2031				
2032				
2033				
2034				
2035				
2036				
2037				
2038				
Total				

⁽¹⁾ The District’s Election of 2004, General Obligation Bonds 2007 Series B have a stated final maturity of June 1, 2031. The District’s Election of 2004 General Obligation Bonds, 2009 Series C have a stated final maturity of June 1, 2034. The District’s General Obligation Refunding Bonds, Series 2013 have a stated final maturity of August 1, 2029.

Discharge and Defeasance

If all or any portion of the outstanding Bonds shall be paid and discharged in any one of the following ways:

- (a) by well and truly paying or causing to be paid the principal of and interest on all Bonds outstanding, and when the same become due and payable;
- (b) by depositing with the Paying Agent, in trust, at or before maturity, cash which, together with the amounts then on deposit in the Debt Service Fund plus the interest to accrue thereon without the

need for further investment, is fully sufficient to pay all Bonds outstanding at maturity thereof, including any premium and all interest thereon, notwithstanding that any Bonds shall not have been surrendered for payment; or

(c) by depositing with an institution which meets the requirements for acting as a successor Paying Agent pursuant to the Resolution selected by the District, in trust, lawful money or noncallable direct obligations issued by the United States Treasury (including State and Local Government Series Obligations) or obligations which are unconditionally guaranteed by the United States of America and permitted under Section 149(b) of the Code and Regulations which, in the opinion of nationally recognized bond counsel, will not impair the exclusion from gross income for federal income tax purposes of interest on the Bonds, in such amount as will, together with the interest to accrue thereon without the need for further investment, be fully sufficient, in the opinion of a verification agent satisfactory to the County, to pay and discharge all Bonds outstanding at maturity thereof, including any premium and all interest thereon, notwithstanding that any Bonds shall not have been surrendered for payment;

then all obligations of the District and the Paying Agent under the Resolution with respect to the affected Bonds shall cease and terminate, except only the obligation of the Paying Agent to pay or cause to be paid to the Owners of the Bonds all sums due thereon, and the obligation of the District to pay the Paying Agent amounts owing to the Paying Agent under the Resolution.

Book-Entry Only System

The Bonds will be issued in denominations of \$5,000 or any integral multiple thereof and will mature on the dates and in the principal amounts or Maturity Amounts and bear interest at the rates per annum, all as set forth on the inside cover page of this Official Statement.

The Bonds will be issued in fully registered form and, when issued, will be registered in the name of Cede & Co., as registered owner and nominee of DTC. DTC will act as securities depository for the Bonds. So long as Cede & Co. is the registered owner of the Bonds, as nominee of DTC, references herein to the Owners or registered owners shall mean Cede & Co. as aforesaid, and shall not mean the Beneficial Owners (as defined herein) of the Bonds. For further information regarding DTC and the book-entry system, see APPENDIX D – “BOOK-ENTRY ONLY SYSTEM” hereto.

PLAN OF FINANCE

The net proceeds of the Bonds will be used to finance the acquisition, construction, modernization, furnishing and equipping of school facilities as approved by the voters of the District pursuant to the Authorization and to pay certain costs of issuance of the Bonds. Prior to the Authorization, the District prepared and submitted to the Board for approval a master list of capital improvement projects to be built, acquired, constructed or installed with the proceeds of the Bonds (the “Project List”). The following description includes all elements of the Project List applicable to the bonds issued under the Authorization:

- ***Repair, Renovate, and/or Replace Obsolete Classrooms, Labs, Instructional Facilities, Sites and Utilities:***

Repair, renovate and/or replace deteriorating roofs, plumbing, sewer, old and inadequate restrooms, electrical, heating, ventilation and cooling systems, security systems, water lines and pumps, telecommunication systems, foundations, old boiler systems, gas lines, classrooms, laboratories, lecture halls, fields and grounds, science and math classrooms and other instructional facilities; wire classrooms for computers and technology, increase safety, increase energy efficiency, reduce fire hazards, reduce

operating costs so more classes and job training can be offered, improve academic instruction and meet legal requirements for disabled access.

- ***Safety Improvements:***

Upgrade existing fire alarms, sprinklers, smoke detectors, intercoms and fire doors, install security systems, exterior/interior/classroom and walkway lighting, emergency lighting, door locks and fences.

- ***Job and Career Training Projects:***

Increase classrooms for auto and skilled vocational technology/engineering programs; upgrade/modernize nursing, emergency medical training and health care classroom/labs; provide facilities for vocational counseling and job placement services for students.

- ***Build and/or Expand Classroom Buildings and Facilities:***

Increase classroom capacity for academic classes and job training, including nursing, emergency medical, dental care, teaching, engineering and advanced automotive technology, English, reading, laboratories, technology and information management instruction, academic counseling, college transfer, job training/placement and financial aid advisement centers, adult education centers, lecture/meeting/faculty/seminar rooms, recycling facility, computer hook-up and study areas, physical education facilities, field surface, educational development center, fine and performing arts classrooms and labs, and relocate maintenance yard/buildings to free up needed classroom space.

- ***Improve Access and Evacuation Routes:***

To improve student safety, redesign campus road network to eliminate unsafe conditions, reduce gridlock, improve pedestrian safety and increase access for emergency vehicles, provide safer access for disabled students, expand drop-off areas.

- ***Energy Efficiency Improvements:***

Repair, replace, upgrade electrical, mechanical systems to make utility systems more efficient; replace old boiler and outdated systems, heating, ventilation, and air conditioning systems and related utility systems.

- ***Improve Parking Conditions:***

To relieve neighborhood traffic stress and provide safer, better-lighted parking areas, provide parking, restore surface lots, entrance pathways and lighting for safety.

- ***Technology Upgrades/Computer Centers:***

Expand technology and computer centers with high-speed Internet access and computer technology, create “smart classrooms” to improve distance learning; upgrade software and campus-wide technology; replace outdated equipment.

SECURITY AND SOURCES OF PAYMENT FOR THE BONDS

General

The Bonds are general obligations of the District only and are not obligations of the County, the State or any of its other political subdivisions. The Board of Supervisors of the County has the power and is obligated to levy and collect *ad valorem* taxes upon all property within the District subject to taxation by the County, without limitation as to rate or amount (except certain personal property which is taxable at limited rates) for payment of principal and Accreted Value of and interest on the Bonds. The Board of Supervisors of the County approved a resolution authorizing the levy and collection of *ad valorem* taxes for the payment of the Bonds on [_____], 2014. All additional general obligation bonds of the District will be secured on a parity with the Bonds. After the issuance of the Bonds, \$_____*

of the Authorization remains unissued.

Assessed Valuations

The assessed valuation of property in the District is established by the County Assessor, except for public utility property which is assessed by the State Board of Equalization. Assessed valuations are reported at 100% of the full value of the property, as defined in Article XIII A of the California Constitution. See "CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND APPROPRIATIONS" herein.

The State-reimbursed exemption currently provides a credit of \$7,000 of the full value of an owner-occupied dwelling for which application has been made to the County Assessor. The revenue estimated to be lost to local taxing agencies due to the exemption is reimbursed from State sources. Reimbursement is based upon total taxes due upon such exempt value and is not reduced by any amount for estimated or actual delinquencies.

In addition, certain classes of property such as churches, colleges, not-for-profit hospitals and charitable institutions are exempt from property taxation and do not appear on the tax rolls. No reimbursement is made by the State for such exemptions.

Economic and other factors beyond the District's control, such as a general market decline in land values, reclassification of property to a class exempt from taxation, whether by ownership or use (such as exemptions for property owned by State and local agencies and property used for qualified educational, hospital, charitable or religious purposes), or the complete or partial destruction of taxable property caused by natural or manmade disaster such as earthquake, flood, toxic dumping, etc., could cause a reduction in the assessed value of taxable property within the District and necessitate a corresponding increase in the annual tax rate to be levied to pay the principal and accreted value of and interest on the District's outstanding general obligation bonds, including the Bonds.

For fiscal year 2013-14, the total assessed valuation of property within the District's boundaries is \$22,081,667,530. Shown in the following tables are the assessed valuations of property in the District during the current and past five fiscal years and the twenty largest secured taxpayers in the District for Fiscal Year 2013-14.

* Preliminary; subject to change.

CITRUS COMMUNITY COLLEGE DISTRICT
Summary of Assessed Valuations
Fiscal Years 2009-10 Through 2013-14

	<u>Local Secured</u>	<u>Utility</u>	<u>Unsecured</u>	<u>Total</u>
2009-10	\$20,080,493,990	\$11,001,423	\$785,572,988	\$20,877,068,401
2010-11	19,868,235,758	11,145,885	706,287,972	20,585,669,615
2011-12	20,133,739,674	11,017,385	723,010,331	20,867,767,390
2012-13	20,560,493,215	11,017,385	759,677,866	21,331,188,466
2013-14	21,331,114,043	8,475,941	742,077,546	22,081,667,530

Source: California Municipal Statistics, Inc.

CITRUS COMMUNITY COLLEGE DISTRICT
Assessed Valuation and Parcels by Land Use
Fiscal Year 2013-14

	<u>2013-14 Assessed Valuation⁽¹⁾</u>	<u>% of Total</u>	<u>No. of Parcels</u>	<u>% of Total</u>
Non-Residential:				
Commercial	\$2,078,321,606	9.75%	1,687	2.78%
Vacant Commercial	85,791,326	0.40	311	0.51
Industrial	2,049,843,653	9.61	995	1.64
Vacant Industrial	134,206,051	0.63	329	0.54
Recreational	48,893,635	0.23	62	0.10
Government/Social/Institutional	128,087,870	0.60	1,479	2.44
Miscellaneous	<u>7,866,671</u>	<u>0.04</u>	<u>445</u>	<u>0.73</u>
Subtotal Non-Residential	\$4,533,010,812	21.25%	5,308	8.76%
Residential:				
Single Family Residence	\$13,576,704,708	63.65%	44,662	73.73%
Condominium/Townhouse	1,105,275,101	5.18	4,910	8.11
Mobile Home Park	75,584,122	0.35	33	0.05
2-4 Residential Units	855,669,199	4.01	2,625	4.33
5+ Residential Units/Apartments	891,854,454	4.18	633	1.04
Vacant Residential	<u>293,015,647</u>	<u>1.37</u>	<u>2,406</u>	<u>3.97</u>
Subtotal Residential	\$16,798,103,231	78.75%	55,269	91.24%
Total	\$21,331,114,043	100.00%	60,577	100.00%

⁽¹⁾ Local Secured Assessed Valuation, excluding tax-exempt property.

Source: California Municipal Statistics, Inc.

[Remainder of Page Intentionally Left Blank.]

CITRUS COMMUNITY COLLEGE DISTRICT
Per Parcel 2013-14 Assessed Valuation of Single Family Homes

	<u>No. of Parcels</u>	<u>2013-14 Assessed Valuation</u>	<u>Average Assessed Valuation</u>	<u>Median Assessed Valuation</u>
Single Family Residential	44,662	413,576,704,708	\$303,988	\$255,000

<u>2013-14 Assessed Valuation</u>	<u>No. of Parcels ⁽¹⁾</u>	<u>% of Total</u>	<u>Cumulative % of Total</u>	<u>Total Valuation</u>	<u>% of Total</u>	<u>Cumulative % of Total</u>
\$0 - 24,999	177	0.396%	.396%	\$ 3,164,946	0.023%	0.023%
\$25,000 - 49,999	2,087	4.673	5.069	83,611,047	0.616	0.639
\$50,000 - 74,999	2,843	6.366	11.435	176,024,870	1.297	1.936
\$75,000 - 99,999	2,104	4.711	16.146	182,338,572	1.343	3.279
\$100,000 - 124,999	1,789	4.006	20.151	201,450,889	1.484	4.762
\$125,000 - 149,999	1,988	4.451	24.603	273,893,860	2.017	6.780
\$150,000 - 174,999	2,229	4.991	29.593	363,125,206	2.675	9.454
\$175,000 - 199,999	2,738	6.130	35.724	514,234,053	3.788	13.242
\$200,000 - 224,999	2,822	6.319	42.042	599,498,770	4.416	17.658
\$225,000 - 249,999	2,986	6.686	48.728	708,699,393	5.220	22.878
\$250,000 - 274,999	2,744	6.144	54.872	719,276,954	5.298	28.176
\$275,000 - 299,999	2,707	6.061	60.933	777,763,995	5.729	33.904
\$300,000 - 324,999	2,322	5.199	66.132	725,244,797	5.342	39.246
\$325,000 - 349,999	1,900	4.254	70.386	640,643,337	4.719	43.965
\$350,000 - 374,999	1,625	3.638	74.025	588,279,237	4.333	48.298
\$375,000 - 399,999	1,338	2.996	77.021	518,611,149	3.820	52.118
\$400,000 - 424,999	1,268	2.839	79.860	522,381,751	3.848	55.965
\$425,000 - 449,999	1,192	2.669	82.529	521,007,285	3.838	59.803
\$450,000 - 474,999	1,081	2.420	84.949	499,328,772	3.678	63.481
\$475,000 - 499,999	958	2.145	87.094	466,556,521	3.436	66.917
\$500,000 and greater	<u>5,764</u>	<u>12.906</u>	<u>100.000</u>	<u>4,491,569,304</u>	<u>33.083</u>	<u>100.000</u>
Total	44,662	100.000%		\$13,576,704,708	100.000%	

⁽¹⁾ Improved single-family residential parcels. Excludes condominiums and parcels with multiple family units.
Source: California Municipal Statistics, Inc.

[Remainder of Page Intentionally Left Blank.]

**CITRUS COMMUNITY COLLEGE DISTRICT
2013-14 Largest Local Secured Taxpayers**

	<u>Property Owner</u>	<u>Primary Land Use</u>	<u>2013-14 Assessed Valuation</u>	<u>% of Total⁽¹⁾</u>
1.	Millercoors LLC	Industrial	\$ 359,459,654	1.69%
2.	Northrop Grumman Systems Corporation	Industrial	111,848,079	0.52
3.	South Myrtle Monrovia MM LLC	Commercial	59,866,470	0.28
4.	LBA Riv Company XX LLC	Industrial	44,370,000	0.21
5.	Foothill Technology Center I LLC	Office Building	43,626,468	0.20
6.	Claremont Star LP	Hotel	38,560,622	0.18
7.	Davis Wire Corp.	Industrial	37,305,790	0.17
8.	PPF Industrial 823 985 8 th Street LP	Industrial	32,215,460	0.15
9.	Realty Associates Iowa Corp.	Industrial	31,954,329	0.15
10.	Sam Menlo	Apartments	31,299,381	0.15
11.	LBA PPF Industrial II Martin Road LLC	Industrial	28,560,000	0.13
12.	Monrovia Technology Campus LLC	Office Building	28,043,378	0.13
13.	Consolidated Rock Products Co.	Industrial	27,245,604	0.13
14.	Mountain Vista Plaza	Commercial	25,852,924	0.12
15.	Duarte LLC	Commercial	25,800,000	0.12
16.	Caledge Investments LLC	Shopping Center	22,950,000	0.11
17.	Wilmington Trust	Commercial	22,639,054	0.11
18.	Citrus Crossing Prop Fee LLC	Shopping Center	22,551,447	0.11
19.	Walton CWCA Foothill 40 LLC	Industrial	21,833,000	0.10
20.	ASP Realty Inc.	Shopping Center	<u>19,519,532</u>	<u>0.09</u>
			\$1,035,501,192	4.85%

⁽¹⁾ 2013-14 Local Secured Assessed Valuation: \$21,331,114,043
Source: California Municipal Statistics, Inc.

Ad Valorem Property Taxes, Tax Rates, Levies, Collections and Delinquencies

Taxes are levied for each fiscal year on taxable real and personal property which is situated in the County as of the preceding January 1. However, upon a change in ownership of property or completion of new construction, State law permits an accelerated recognition and taxation of increases in real property assessed valuation (known as a “floating lien date”). For assessment and collection purposes, property is classified either as “secured” or “unsecured” and is listed accordingly on separate parts of the assessment roll. The “secured roll” is that part of the assessment roll containing State assessed property secured by a lien which is sufficient, in the opinion of the assessor, to secure payment of the taxes. Other property is assessed on the “unsecured roll.”

The County levies a 1% property tax on behalf of all taxing agencies in the County. The taxes collected are allocated on the basis of a formula established by State law enacted in 1979. Under this formula, the County and all other taxing entities receive a base year allocation plus an allocation on the basis of “situs” growth in assessed value (new construction, change of ownership, inflation) prorated among the jurisdictions which serve the tax rate areas within which the growth occurs. Tax rate areas are specifically defined geographic areas which were developed to permit the levying of taxes for less than county-wide or less than city-wide special and school districts. In addition, the County levies and collects additional approved property taxes and assessments on behalf of any taxing agency within the County.

Property taxes on the secured roll are due in two installments, on November 1 and February 1. If unpaid, such taxes become delinquent after December 10 and April 10, respectively, then a ten percent penalty attaches to any delinquent payment. In addition, property on the secured roll with respect to which taxes are delinquent is declared tax-defaulted on or about June 30. Such property may thereafter be

redeemed by payment of the delinquent taxes and the delinquency penalty, plus costs and redemption penalty of one and one-half percent per month to the time of redemption. If taxes are unpaid for a period of five years or more, the tax-defaulted property is subject to sale by the Treasurer.

Property taxes on the unsecured roll are currently due as of the January 1 lien date prior to the commencement of a fiscal year and become delinquent, if unpaid, on August 31. A ten percent penalty attaches to delinquent taxes on property on the unsecured roll and an additional penalty of one and one-half percent per month begins to accrue on November 1. The taxing authority has four ways of collecting unsecured personal property taxes: (1) a civil action against the taxpayer; (2) filing a certificate in the office of the County Clerk specifying certain facts in order to obtain a judgment lien on certain property of the taxpayer; (3) filing a certificate of delinquency for recordation in the County Recorder's office in order to obtain a lien on certain property of the taxpayer; and (4) seizure and sale of personal property, improvements, bank accounts or possessory interests belonging or assessed to the taxpayer.

The County levies and collects all property taxes for property falling within its taxing boundaries.

Certain counties in the State operate under a statutory program entitled Alternate Method of Distribution of Tax Levies and Collections and of Tax Sale Proceeds (the "Teeter Plan"). Under the Teeter Plan, local taxing entities receive 100% of their tax levies net of delinquencies, but do not receive interest or penalties on delinquent taxes collected by the county. **The County has not adopted the Teeter Plan, and consequently the Teeter Plan is not available to local taxing entities within the County, such as the District. The District's receipt of property taxes is therefore subject to delinquencies.** See the table entitled "Secured Tax Charges and Delinquencies" below.

The District is a member of the California Statewide Tax Authority (the "Authority"). The Authority is a joint exercise of powers agency formed for the purpose of purchasing delinquent *ad valorem* property taxes of its members in accordance with Section 6516.6 of the California Government Code. The Authority purchases delinquent *ad valorem* property taxes from school agencies in the County to receive additional unrestricted revenues through financing of property tax delinquencies. The Authority is a pass-through entity and financial information is not available.

[Remainder of Page Intentionally Left Blank.]

The following table sets forth real property secured tax charges and corresponding delinquencies with respect to property located in the District for the Fiscal Years 2008-09 through 2012-13.

CITRUS COMMUNITY COLLEGE DISTRICT
Secured Tax Charges and Delinquencies
Fiscal Years 2008-09 through 2012-13

	<u>Secured Tax Charge⁽¹⁾</u>	<u>Amt. Del. June 30</u>	<u>% Del. June 30</u>
2008-09	\$4,595,218.04	\$215,815.05	4.70%
2009-10	4,567,147.99	157,091.35	3.44
2010-11	4,519,425.76	108,706.67	2.41
2011-12	4,598,182.85	96,176.94	2.09
2012-13	4,723,915.82	85,120.58	1.80

	<u>Secured Tax Charge⁽²⁾</u>	<u>Amt. Del. June 30</u>	<u>% Del. June 30</u>
2008-09	\$4,880,347.84	\$216,743.61	4.44%
2009-10	4,714,322.96	146,191.27	3.10
2010-11	4,941,980.50	94,718.00	1.92
2011-12	4,843,957.52	92,509.16	1.91
2012-13	5,240,288.26	69,576.13	1.33

⁽¹⁾ 1% General Fund Apportionment. Excludes redevelopment agency impounds. Reflects County-wide delinquency rates.

⁽²⁾ Bond debt service levy.

Source: California Municipal Statistics, Inc.

[Remainder of Page Intentionally Left Blank.]

The following tables set forth certain typical tax rates per \$100 of assessed valuation levied in Tax Rate Areas 2730, 6209, 4133 and 2045 for fiscal years 2008-09 through 2013-14.

CITRUS COMMUNITY COLLEGE DISTRICT
Typical Total Tax Rates per \$100 of Assessed Valuation
Fiscal Years 2008-09 through 2013-14

	<u>2008-09</u>	<u>2009-10</u>	<u>2010-11</u>	<u>2011-12</u>	<u>2012-13</u>	<u>2013-14</u>
<u>TR 2730 (2013-14 Assessed Valuation: \$1,995,656,335)</u>						
General Tax Rate	1.000000	1.000000	1.000000	1.000000	1.000000	1.000000
City of Claremont	.018704	.018381	.018941	.014004	.015888	.013572
Claremont Unified School District	.072693	.076315	.075411	.041189	.061232	.067322
Citrus Community College District	.024408	.023974	.025159	.024466	.025903	.022263
Metropolitan Water District	<u>.004300</u>	<u>.004300</u>	<u>.003700</u>	<u>.003700</u>	<u>.003500</u>	<u>.003500</u>
Total Tax Rate	1.120105	1.122970	1.123211	1.083359	1.106523	1.106657

<u>TRA 6209 (2013-14 Assessed Valuation: \$1,572,486,914)</u>						
General Tax Rate	1.000000	1.000000	1.000000	1.000000	1.000000	1.000000
City of Monrovia	.128519	.128519	.128519	.128519	.128519	.128519
Monrovia Unified School District	.050125	.065210	.072329	.092323	.089063	.089187
Citrus Community College District	.024408	.023974	.025159	.024466	.025903	.022263
Metropolitan Water District	<u>.004300</u>	<u>.004300</u>	<u>.003700</u>	<u>.003700</u>	<u>.003500</u>	<u>.003500</u>
Total Tax Rate	1.207352	1.222003	1.229707	1.249008	1.246985	1.243469

<u>TRA 4133 (2013-14 Assessed Valuation: \$1,362,750,999)</u>						
General Tax Rate	1.000000	1.000000	1.000000	1.000000	1.000000	1.000000
Glendora Unified School District	.066953	.074604	.077665	.075589	.077963	.077998
Citrus Community College District	.024408	.023974	.025159	.024466	.025903	.022263
Metropolitan Water District	<u>.004300</u>	<u>.004300</u>	<u>.003700</u>	<u>.003700</u>	<u>.003500</u>	<u>.003500</u>
Total Tax Rate	1.095661	1.102878	1.106524	1.103755	1.107366	1.103761

<u>TRA 2045 (2013-14 Assessed Valuation: \$1,317,361,278)</u>						
General Tax Rate	1.000000	1.000000	1.000000	1.000000	1.000000	1.000000
Azusa Unified School District	.036030	.039093	.056951	.056275	.046414	.037655
Citrus Community College District	.024408	.023974	.025159	.024466	.025903	.022263
San Gabriel Valley Municipal Water District	<u>.018000</u>	<u>.018000</u>	<u>.018000</u>	<u>.018000</u>	<u>.018000</u>	<u>.018000</u>
Total Tax Rate	1.078438	1.081067	1.100110	1.098741	1.090317	1.077918

Source: California Municipal Statistics, Inc.

[Remainder of Page Intentionally Left Blank.]

Long-Term Debt

The District's general obligation indebtedness as of June 30, 2013, was \$76,203,213, which was approximately 0.3% of its total 2013-14 assessed valuation. All general obligation bonds issued by or on behalf of the District are issued on a parity with one another. See "THE BONDS – Debt Service Schedule."

A schedule of changes in long-term debt for the year ended June 30, 2013 is shown below:

	<u>Balance</u> <u>July 1, 2012</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance</u> <u>June 30, 2013</u>	<u>Amounts Due</u> <u>in One Year</u>
Bonds Payable					
Series A (2004) ⁽¹⁾	\$ 14,670,000	\$ -	\$ 14,670,000	\$ -	\$ -
Series B (2007)	35,270,000	-	1,075,000	34,195,000	1,230,000
Series C (2009)	29,995,301	-	125,000	29,870,301	260,000
Refund. Series (2013)	-	13,130,000	-	13,130,000	460,000
Def. charge on refund.	-	(992,088)	-	(992,088)	-
Total Bonds Payable	<u>79,935,301</u>	<u>12,137,912</u>	<u>15,870,000</u>	<u>76,203,213</u>	<u>1,950,000</u>
Unamortized bond premiums					
Series B (2007)	1,533,312	-	85,184	1,448,128	-
Series C (2009)	955,284	-	43,422	911,862	-
Refund. Series (2013)	-	2,200,023	-	2,200,023	-
Total Unamortized bond Premiums	<u>2,488,596</u>	<u>2,200,023</u>	<u>128,606</u>	<u>4,560,013</u>	<u>-</u>
Accreted Interest					
Series C (2009)	<u>791,641</u>	<u>308,027</u>	<u>-</u>	<u>1,099,668</u>	<u>-</u>
Totals	<u>\$ 83,215,538</u>	<u>\$ 14,645,962</u>	<u>\$ 15,998,606</u>	<u>\$ 81,862,894</u>	<u>\$ 1,950,000</u>

⁽¹⁾ Refunded with proceeds of the District's General Obligation Refunding Bond, Series 2013.
Source: The District.

Direct and Overlapping Debt

The following is a direct and overlapping debt report (the "Debt Report") prepared by California Municipal Statistics, Inc., dated October 13, 2013 and showing debt as of October 1, 2013. The Debt Report is included for general information purposes only. The District has not reviewed the Debt Report for completeness or accuracy and makes no representation in connection therewith.

The Debt Report generally includes long-term obligations sold in the public credit markets by public agencies whose boundaries overlap the boundaries of the District in whole or in part. Such long term obligations generally are not payable from revenues of the District (except as indicated) nor are they necessarily obligations secured by land within the District. In many cases long-term obligations issued by a public agency are payable only from the general fund or other revenues of such public agency.

Column 1 in the table names each public agency which has outstanding debt as of the date of the report and whose territory overlaps the District in whole or in part. Column 2 shows the percentage of each overlapping agency's assessed value located within the boundaries of the District. This percentage, multiplied by the total outstanding debt of each overlapping agency (which is not shown in the table) produces the amount shown in Column 3, which is the apportionment of each overlapping agency's outstanding debt to taxable property in the District.

CITRUS COMMUNITY COLLEGE DISTRICT
Direct and Overlapping Bonded Indebtedness

2013-14 Assessed Valuation: \$22,081,667,530

<u>DIRECT AND OVERLAPPING TAX AND ASSESSMENT DEBT:</u>	<u>% Applicable⁽¹⁾</u>	<u>Debt 10/1/13</u>
Los Angeles County Flood Control District	2.092%	\$ 413,588
Metropolitan Water District	0.918	1,515,480
Citrus Community College District	100.	76,735,302⁽²⁾
Azusa Unified School District	100.	77,969,741
Claremont Unified School District	100.	32,270,000
Duarte Unified School District	100.	51,732,211
Glendora Unified School District	100.	52,654,153
Monrovia Unified School District	100.	68,923,761
City of Arcadia	0.354	47,631
City of Claremont	100.	8,525,000
City of Azusa Community Facilities District No. 2002-1 & 2005-1, I.A. A	100.	52,570,000
City of Irwindale Community Facilities District No. 1	100.	6,555,000
Los Angeles County Regional Park and Open Space Assessment District	1.959	2,225,718
TOTAL DIRECT AND OVERLAPPING TAX AND ASSESSMENT DEBT		\$432,137,585

<u>OVERLAPPING GENERAL FUND DEBT:</u>		
Los Angeles County General Fund Obligations	1.959%	\$ 33,340,723
Los Angeles County Superintendent of Schools Obligations	1.959	186,690
Azusa Unified School District Certificates of Participation	100.	8,606,416
Claremont Unified School District General Fund Obligations	100.	7,620,000
Monrovia Unified School District Certificates of Participation	100.	2,090,000
City of Monrovia General Fund and Pension Obligations	99.640	34,116,736
Other City General Fund Obligations	Various	16,064,871
Los Angeles County Sanitation Districts Nos. 1, 15, 21, 22 Authorities	0.003-38.180	7,973,604
TOTAL GROSS OVERLAPPING GENERAL FUND DEBT		\$109,999,040
Less: Los Angeles County General Fund Obligations supported by landfill revenues		107,585
TOTAL NET OVERLAPPING GENERAL FUND DEBT		\$109,891,455

OVERLAPPING TAX INCREMENT DEBT: \$201,887,932

GROSS COMBINED TOTAL DEBT \$744,024,557⁽³⁾
NET COMBINED TOTAL DEBT \$743,916,972

- (1) Based on 2012-13 ratios.
(2) Excludes the Bonds.
(3) Excludes tax and revenue anticipation notes, enterprise revenue, mortgage revenue and non-bonded capital lease obligations.

Ratios to 2013-14 Assessed Valuation:

Direct Debt (\$76,735,302) 0.35%
Total Direct and Overlapping Tax and Assessment Debt.... 1.96%
Gross Combined Total Debt..... 3.37%
Net Combined Total Debt 3.37%

Ratios to Redevelopment Incremental Valuation (\$4,756,366,279):

Total Overlapping Tax Increment Debt..... 4.24%

CITRUS COMMUNITY COLLEGE DISTRICT

District Organization

The District was founded in 1961. From 1915 to 1961, Citrus College was operated by the Citrus Union High School District. The District is located in the City of Glendora, California in the foothills of the San Gabriel Mountains and serves the communities of Azusa, Bradbury, Claremont, Duarte, Glendora and Monrovia. The District serves an area of 272 square miles of southeastern Los Angeles County. The District currently operates Citrus College, which occupies a 106-acre campus with more than 71 buildings. In 2012-13, the District served 10,326 credit students and 344 noncredit students.

The District is governed by the Board, comprised of a five-member Board of Trustees plus a student representative, each (non-student) member of which is elected to a four-year term. Elections for positions to the Board are held every two years, alternating between two and three available positions. Current members of the Board, together with their offices and the dates their terms expire, are listed below:

CITRUS COMMUNITY COLLEGE DISTRICT BOARD OF TRUSTEES

<u>Name</u>	<u>Office</u>	<u>Term Expires</u>
Dr. Patricia Rasmussen	President	November 30, 2015
Mrs. Joanne Montgomery	Vice President	November 30, 2015
Dr. Barbara Dickerson	Clerk/Secretary	November 30, 2017
Dr. Edward C. Ortell	Member	November 30, 2017
Mrs. Susan M. Keith	Member	November 30, 2015
Ms. Mariana Vega	Student Representative	May 14, 2014

Unless otherwise indicated, the following financial, statistical and demographic data has been provided by the District. Additional information concerning the District and copies of the most recent and subsequent audited financial statements of the District may be obtained by contacting: Citrus Community College District, 1000 West Foothill Boulevard, Glendora, California 91741, Attention: Vice President of Finance and Administrative Services.

Key Personnel

The following is a listing of the key administrative personnel of the District:

<u>Name</u>	<u>Title</u>
Geraldine M. Perri, Ph.D.	Superintendent/President
Carol R. Horton	Vice President, Finance and Administrative Services
Dr. Arvid Spor	Interim Vice President, Academic Affairs
Dr. Arvid Spor	Vice President of Student Services
Dr. Robert L. Sammis, J.D.	Director of Human Resources
Rosalinda Buchwald	Director of Fiscal Services

The Superintendent/President of the District is responsible for administering the affairs of the District in accordance with the policies of the Board. Geraldine M. Perri, Ph.D. is the District's current Superintendent/President.

Brief biographies of the Superintendent/President and the Vice President, Finance and Administrative Services follow:

Geraldine M. Perri, Ph.D., Superintendent/President. Dr. Geraldine M. Perri has served as the Superintendent/President since 2008. During her tenure she has overseen the six-year reaffirmation of the accreditation of Citrus College, the dedication of three new buildings, completion of Citrus College’s Strategic Plan, as well as the Educational and Facilities Master Plan. Citrus College has received grants for Hispanic serving institutions and for sustainability leadership in the State. Under her leadership, the District has stayed solvent throughout a dramatic budget crisis in the State.

Dr. Perri was President of Cuyamaca College from 2002 through 2008, and has been a community college administrator or faculty for over 30 years. Before Cuyamaca College, she was a Vice President of Instruction for three years at San Diego Mesa College. She received a B.S. and a Master’s Degree in health education from New York University. She also earned a M.A. in organizational development and a doctorate in human and organizational development from Fielding Graduate University in Santa Barbara.

Carol R. Horton, Vice President, Finance and Administrative Services. Ms. Carol R. Horton has held the position of Vice President of Finance and Administrative Services of the District since 1995. She has overseen the implementation of a \$121 million facilities bond program to include five new buildings and several remodel projects. She has been the District’s Chief Financial Officer through a recent difficult recession in the State. During this time the District has remained solvent with an ending balance well over the required 5%. Ms. Horton serves in leadership roles as chair of the ACBO Facilities Task Force as well as several other committees dealing with community college finance with the Chancellor’s Office.

Ms. Horton has worked in education for over 40 years. Prior to accepting her current position, Ms. Horton was the Assistant Superintendent, Business and Personnel for San Marino Unified School District. Ms. Horton has worked in public education finance since 1989 and is one of the longest tenured college Chief Business Officers in the State. She received a B.S. degree in Elementary Education from Western Kentucky University and a Master’s Degree in Elementary Education from the University of Louisville.

District Employees

As of September 2013, the District employed 172 full-time certificated professionals and 228 full-time classified employees and managers. In addition, the District employed 913 part-time faculty and staff. These employees, except management and some part-time employees, are represented by three labor organizations as noted below.

**CITRUS COMMUNITY COLLEGE DISTRICT
Labor Relations Organizations**

<u>Labor Organization</u>	<u>Number of Employees In Organization</u>	<u>Contract Expiration Date</u>
Citrus College Faculty Association	156	December 31, 2014
Classified School Employees’ Association	242	December 31, 2014
American Federation of Teachers	292	[December 31, 2013]

Source: The District.

Joint Powers Authorities

The District participates in three separate joint powers agreements with the following entities (each a “JPA”): the Protected Insurance Program for Schools (“PIPS”); the Statewide Association of Community Colleges (“SWACC”); and the Southern California Community College Districts’ Self-Funded Insurance Agency (“SCCCD”). The relationship between the District and the JPAs is such that none of the JPAs are a component unit of the District for financial reporting purposes, as explained below.

PIPS maintains a program for the purchase of coverage for workers’ compensation claims in excess of members’ other insurance. PIPS is governed by a Board of Directors (the “Board of Directors”) who are elected by the member districts. The Board of Directors controls the operations of PIPS, including selection of management and approval of operating budgets, independent of any influence by members beyond their representation on the Board of Directors. Each member makes annual contributions as determined by the Board of Directors based on estimated payroll.

SWACC arranges for and provides property and liability insurance for its member districts. The District pays a premium commensurate with the level of coverage requested.

SCCCD provides run-out workers’ compensation claims and a retiree health insurance fund for its seven member districts. District administrators are of the opinion that the procedures for accumulating and maintaining reserves are sufficient to cover future contingencies under potential workers’ compensation claims.

District Enrollment

The table below sets forth the enrollment for FTEs for the District for fiscal years 2008-09 through 2013-14, representing only funded FTEs.

CITRUS COMMUNITY COLLEGE DISTRICT Full-Time Equivalent Students Fiscal Years 2008-09 through 2013-14

<u>Fiscal Year</u>	<u>FTEs</u>	<u>Increase/Decrease From Prior Year</u>
2008-09	13,023	1,042
2009-10	11,444	(1,579)
2010-11	11,659	215
2011-12	10,638	(1,021)
2012-13	10,670	32
2013-14 ⁽¹⁾	10,905	235

Source: The District.

⁽¹⁾Projected.

The District has two unfunded FTES as of the Annual Apportionment for fiscal year 2012-13 and plans to maintain or increase those unfunded FTES until growth allocations prove sufficient to fully fund all FTES earned. The table below sets forth the projected funded FTES in the District for the next five fiscal years.

**CITRUS COMMUNITY COLLEGE DISTRICT
FTES Five-Year Projections**

<u>Fiscal Year</u>	<u>FTES</u>
2013-14	10,905
2014-15	11,101
2015-16	11,346
2016-17	11,629
2017-18	11,943

Source: The District.

Population

The populations of the Cities of Glendora, Azusa, Bradbury, Claremont, Duarte and Monrovia, the County and the State are set forth in the following table.

**POPULATION FIGURES
2009 through 2013**

<u>Year</u>	<u>City of Glendora</u>	<u>City of Azusa</u>	<u>City of Bradbury</u>	<u>City of Claremont</u>	<u>City of Duarte</u>	<u>City of Monrovia</u>	<u>County of Los Angeles</u>	<u>State of California</u>
2009	52,474	48,932	953	37,780	23,090	39,531	10,393,185	38,292,687
2010	50,100	46,382	1,039	34,930	21,345	36,659	9,822,121	37,223,900
2011	50,207	46,350	1,058	35,021	21,358	36,646	98,47,712	37,427,946
2012	50,386	46,640	1,066	35,315	21,421	36,745	9,889,520	37,668,804
2013	50,666	47,586	1,074	35,749	21,554	36,943	9,958,091	37,996,471

Data as of January 1 of each year.

Source: California State Department of Finance.

The following table sets forth the principal employers in the City of Glendora for fiscal year 2012-13.

**CITY OF GLENDORA
Principal Employers**

<u>Employer</u>	<u>Industry</u>	<u>Number of Employees</u>
Glendora Unified School District	Public Education	658
County of Los Angeles – Department of Children and Family Services	Government Services	598
Foothill Presbyterian Hospital	Health Services	582
Citrus Community College District	Public Education	491
Integrated Nursing and Rehab CA	Health Services	363
Ormco Corporation	Medical Appliances and Equipment	352
Wal-Mart Stores, Inc.	Retail	317
Huntington East Valley Hospital	Health Services	295
City of Glendora	Municipal Government	239
Sam’s Club	Retail	200

Source: Glendora Finance Department (2013).

ALTHOUGH DATA REGARDING THE DISTRICT’S FUNDS, ITS OPERATIONS AND BUDGETS ARE PROVIDED IN THIS OFFICIAL STATEMENT, PROSPECTIVE PURCHASERS OF THE BONDS SHOULD BE AWARE THAT ONLY *AD VALOREM* PROPERTY TAX REVENUES ARE PLEDGED TO THE PAYMENT OF THE PRINCIPAL AND ACCRETED VALUE OF AND INTEREST ON THE BONDS. SEE “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS” HEREIN. OTHER FINANCIAL INFORMATION AND OPERATING INFORMATION IS PROVIDED BY WAY OF BACKGROUND ONLY AND THE DISTRICT’S FUNDS ARE NOT AVAILABLE TO MAKE PAYMENTS WITH RESPECT TO THE BONDS.

District Investments

The Treasurer manages, in accordance with California Government Code Section 53600 et seq., funds deposited with the Treasurer by County school and community college districts, various special districts, and some cities within the State. State law generally requires that all moneys of the County, school and community college districts and certain special districts be held in the County’s Treasury Pool (as defined herein). All money held in any of the funds or accounts established pursuant to the Resolution shall be held in the Treasury Pool and disbursed in accordance with the Resolution.

The composition and value of investments under management in the Treasury Pool vary from time to time depending on cash flow needs of the County and public agencies invested in the pool, maturity or sale of investments, purchase of new securities, and due to fluctuations in interest rates generally.

For a further discussion of the Treasury Pool, see APPENDIX E - “THE LOS ANGELES COUNTY POOLED SURPLUS INVESTMENTS” herein.

Revenue Limits

The State provides the largest percentage of the District’s revenues, based on certain formulas. All State aid is subject to the appropriation of funds in the State’s annual budget. Decreases in State

revenues may affect appropriations made by the legislature to the districts. See “FUNDING OF COMMUNITY COLLEGE DISTRICTS IN CALIFORNIA – Major Revenues” herein.

Funding of a community college district’s revenue limit is accomplished by a mix of (1) local property taxes, (2) State apportionments of basic aid and (3) student enrollment fees. Generally, the State apportionments amount to the difference between the community college district’s revenue limit and its local property tax revenues and student enrollment fees.

Article XIII A of the California Constitution and other legislation permit each county to levy and collect all property taxes (except for levies to support prior voter approved indebtedness), and prescribe how levies on county-wide property values were to be shared with local taxing entities within each county.

Taxes are levied for each fiscal year on taxable real and personal property which is situated in the County as of the preceding January 1. For assessment and collection purposes, property is classified either as “secured” or “unsecured,” and is listed accordingly on separate parts of the assessment roll. The “secured roll” is that part of the assessment roll containing State assessed property and real property having a tax lien which is sufficient, in the opinion of the assessor, to secure payment of the taxes. Other property is assessed on the “unsecured roll.”

Property taxes on the secured roll are due in two installments, on November 1 and February 1 of each fiscal year. If unpaid, such taxes become delinquent on December 10 and April 10, respectively, and a ten percent penalty attaches to any delinquent payment. In addition, property on the secured roll with respect to which taxes are delinquent is declared tax defaulted for non-payment on or about June 30 of the fiscal year. Such property may thereafter be redeemed by payment of the delinquent taxes and the delinquency penalty, plus a redemption penalty of one and one-half percent per month to the time of redemption. If taxes are unpaid for a period of five years or more, the property is then subject to sale by the Treasurer. For additional details on property tax levies and collections, see “CITRUS COMMUNITY COLLEGE DISTRICT – *Ad Valorem* Property Taxes” herein.

Federal Revenues

The federal government provides funding for several District programs, including Supplemental Education Opportunity Grants, Work Study, Pell Grant, Veterans’ Education, and Temporary Assistance for Needy Families. The federal revenues, most of which are restricted, comprised approximately 52.3% and 51.7% of total District operating revenues in fiscal years 2011-12 and 2012-13, respectively.

Expenditures

Funding of the above revenue limits is accomplished by a mix of local property taxes and State aid. Since the passage of Article XIII A of the California Constitution in 1978, property taxes received by the District have been limited to the District’s share of one percent of the full cash value collected by the County. See “CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND APPROPRIATIONS – Article XIII A of the California Constitution” herein.

As noted in the financial statements included herein, the District’s major expenditures each year are employee salaries and benefits.

Financial Statements of the District

The District’s General Fund finances most of the activities of the District. General Fund revenues are derived from such sources as State fund apportionments, taxes, use of money and property, and aid

from other governmental agencies. Certain information from the District's financial statements follows. The District's audited financial statements for fiscal year 2012-13 are attached hereto as APPENDIX B. The District's complete audited financial statements for prior and subsequent fiscal years can be obtained by contacting the District's Fiscal Services Office located at 1000 West Foothill Boulevard, Glendora, California 91741-1899, telephone: (626) 914-8886. The District may impose a fee for copying, mailing and handling.

The District's financial statements are prepared on a modified accrual basis of accounting in accordance with generally accepted accounting principles as set forth by the Governmental Accounting Standards Board.

Funds and Account Groups used by the District are categorized as follows:

Governmental Funds

General Fund
Special Revenue Funds
Debt Service Funds
Capital Projects Funds

Fiduciary Funds

Associated Students Trust Fund
Student Financial Aid Trust Fund

Account Groups

General Fixed Assets Account Group
General Long-Term Debt Account Group

The General Fund of the District, one component of all of the District's funds which are shown herein, is a combined fund comprised of moneys which are unrestricted and available to finance the legally authorized activities of the District not financed by restricted funds and moneys which are restricted to specific types of programs or purposes. General Fund revenues are derived from such sources as taxes, aid from other government agencies, charges for current services, tuition and other revenue.

The financial statements included herein were prepared by the District using information from the Annual Financial Reports which are prepared by the Director of Fiscal Services for the District and audited by independent certified public accountants each year. The District's audited financial statements for the year ending June 30, 2013, are attached hereto as APPENDIX B.

Budgets of District

The fiscal year of the District begins on the first day of July of each year and ends on the 30th day of June of the following year. The District adopts on or before July 1 of each year a fiscal line-item budget setting forth expenditures in priority sequence so that appropriations during the fiscal year can be adjusted if revenues do not meet projections.

The District is required by provisions of the California Education Code to maintain a balanced budget each year, where the sum of expenditures plus the ending fund balance cannot exceed the revenues plus the carry-over fund balance from the previous year. The Chancellor of California Community Colleges imposes a uniform budgeting format for each community college district in the State.

Governmental and General Funds

The following pages describe the District's audited financial results for the fiscal years 2010-11 through 2012-13, as well as a comparison of adopted budgets for fiscal years to figures for unrestricted General Fund Revenues for fiscal years 2009-10 through 2012-13 and the adopted budget for fiscal year 2013-14.

CITRUS COMMUNITY COLLEGE DISTRICT
Statement of Revenues, Expenditures and Changes in Net Assets
Fiscal Years Ended June 30, 2010 through June 30, 2013

	Fiscal Year <u>2010-11</u>	Fiscal Year <u>2011-12</u>	Fiscal Year <u>2012-13</u>
OPERATING REVENUES			
Tuition and fees (gross)	\$ 11,357,655	\$ 12,912,600	\$ 16,290,542
Less: Scholarship discounts and allowances	<u>(4,112,737)</u>	<u>(5,718,790)</u>	<u>(8,033,378)</u>
Net tuition and fees	<u>7,244,918</u>	<u>7,193,810</u>	<u>8,257,164</u>
Grants and contracts, non-capital:			
Federal	23,331,772	20,037,671	20,532,647
State	5,783,939	5,135,219	4,778,777
Local	1,278,742	1,248,921	1,167,023
Sales	<u>5,051,594</u>	<u>4,720,103</u>	<u>4,979,870</u>
TOTAL OPERATING REVENUES	<u>42,690,965</u>	<u>38,335,724</u>	<u>39,715,481</u>
OPERATING EXPENSES			
Salaries	45,891,825	44,522,092	42,693,314
Employee benefits	13,997,443	15,572,537	15,708,896
Supplies, materials and other operating expenses and services	16,267,804	11,325,632	11,325,135
Financial aid	21,075,352	18,379,375	18,179,174
Utilities	1,533,307	1,445,181	1,572,272
Depreciation	<u>5,218,807</u>	<u>5,396,609</u>	<u>5,432,251</u>
TOTAL OPERATING EXPENSES	<u>103,984,538</u>	<u>96,641,426</u>	<u>94,911,042</u>
OPERATING LOSS	<u>(61,293,573)</u>	<u>(58,305,702)</u>	<u>(55,195,561)</u>
NON-OPERATING REVENUE (EXPENSES)			
State apportionments, non-capital	47,312,772	42,120,452	41,835,665
Local property taxes	4,803,833	5,548,327	5,037,714
State taxes and other revenues	1,948,573	2,080,338	1,976,797
Transfers from fiduciary funds	-	1,993	1,730
Transfers out to fiduciary funds	(197,999)	(201,515)	(132,817)
Interest and investment income	244,740	185,881	180,198
Interest expense	<u>(4,207,960)</u>	<u>(4,177,007)</u>	<u>(3,583,213)</u>
TOTAL NON-OPERATING REVENUES (EXPENSES)	<u>49,903,959</u>	<u>45,558,469</u>	<u>45,316,074</u>
LOSS BEFORE OTHER REVENUES, EXPENSES, GAINS AND LOSSES	<u>(11,389,614)</u>	<u>(12,747,233)</u>	<u>(9,879,487)</u>
OTHER REVENUE, EXPENSES, GAINS AND LOSSES			
State apportionments, capital	458,387	_(1)	_(1)
Local property taxes and revenue, capital	5,892,213	5,505,103	6,354,774
Interest and investment income, capital	<u>322,149</u>	<u>170,460</u>	<u>88,399</u>
TOTAL OTHER REVENUES, EXPENSES, GAINS AND LOSSES	<u>6,672,749</u>	<u>5,675,563</u>	<u>6,443,173</u>
INCREASE (DECREASE) IN NET ASSETS	(4,716,865)	(7,071,670)	(3,436,314)
NET ASSETS, BEGINNING OF YEAR	<u>74,650,291</u>	<u>69,933,426</u>	<u>62,861,756</u>
Cumulative effect of change in accounting principles ⁽²⁾	-	-	5,520,529
NET ASSETS, BEGINNING OF YEAR AFTER CUMULATIVE EFFECT⁽³⁾	-	-	68,382,285
NET ASSETS, END OF YEAR	<u>\$ 69,933,426</u>	<u>\$ 62,861,756</u>	<u>\$ 64,945,971</u>

⁽¹⁾ Not reported in Fiscal Years 2011-12 and 2012-13.

⁽²⁾ The cumulative effect of change in accounting principles was only reported for Fiscal Year 2012-13.

Source: The District.

CITRUS COMMUNITY COLLEGE DISTRICT
Schedule of Financial Trends and Analysis for the General Fund (Unrestricted)
for Fiscal Years 2010-11 through 2012-13 and Budget for Fiscal Year 2013-14

	<u>2010-11</u>		<u>2011-12</u>		<u>2012-13</u>		<u>2013-14</u>
	<u>Budgeted</u>	<u>Audited Actuals</u>	<u>Budgeted</u>	<u>Audited Actuals</u>	<u>Budgeted</u>	<u>Audited Actuals</u>	<u>Budgeted</u>
REVENUES:							
Federal	\$ 21,500	\$ 23,711	\$ 21,500	\$ 35,555	\$ 21,500	\$ 25,570	\$ 21,500
State	49,076,126	49,306,505	44,535,876	45,791,534	43,095,343	43,773,276	47,957,009
County, Local and Other	9,656,089	10,965,826	10,850,771	9,925,075	9,894,068	12,152,882	11,976,537
Total Revenues	<u>58,753,715</u>	<u>60,296,042</u>	<u>55,408,147</u>	<u>55,752,164</u>	<u>53,010,911</u>	<u>55,951,728</u>	<u>59,955,046</u>
EXPENDITURES:							
Academic Salaries	23,888,534	23,251,049	22,322,961	22,405,053	22,062,617	22,354,277	24,203,607
Classified Salaries	14,777,037	14,186,028	14,622,161	14,193,989	13,635,371	13,653,842	14,362,796
Employee Benefits	13,031,550	12,137,751	13,183,015	13,177,198	13,591,679	13,911,946	13,466,626
Supplies and Materials	1,411,581	1,067,878	1,394,827	892,867	1,182,653	760,484	1,236,781
Other Operating Expenses and Services	5,896,251	4,970,458	5,986,444	4,775,556	5,360,274	4,882,035	5,655,303
Capital Outlay	607,244	401,631	633,488	387,225	156,455	275,503	169,106
Other Outgo	1,575,943	2,538,184	1,867,538	2,044,570	1,375,099	1,506,550	1,604,864
Total Expenditures	<u>61,188,140</u>	<u>58,552,979</u>	<u>60,010,434</u>	<u>57,876,458</u>	<u>57,364,148</u>	<u>57,344,637</u>	<u>60,699,083</u>
Net Other Financing Sources (Uses)	120,319	137,417	116,008	126,779	140,152	148,035	81,624
Change in Fund Balance	<u>\$ (2,314,106)</u>	<u>\$ 1,880,480</u>	<u>\$ (4,486,279)</u>	<u>\$ (1,997,515)</u>	<u>\$ (4,213,085)</u>	<u>\$ (1,244,874)</u>	<u>\$ (662,413)</u>
Ending Fund Balance	<u><u>\$ 6,184,885</u></u>	<u><u>\$ 10,379,471</u></u>	<u><u>\$ 5,893,192</u></u>	<u><u>\$ 8,381,956</u></u>	<u><u>\$ 4,168,871</u></u>	<u><u>\$ 7,137,082</u></u>	<u><u>\$ 6,474,669</u></u>

Source: The District.

Retirement Systems

The District participates in the State Teachers' Retirement System ("STRS"). This plan covers all full-time certificated and some classified District employees. The District's employer contribution to STRS was \$1,979,665 for fiscal year 2011-12, \$1,455,875 for fiscal year 2012-13 and is budgeted to be \$2,105,302 for fiscal year 2013-14.

The District also participates in the State Public Employees' Retirement System ("CalPERS"). This plan covers all classified personnel who are employed four or more hours per day. The District's employer contribution to CalPERS was \$1,764,467 for fiscal year 2011-12, \$1,777,403 for fiscal year 2012-13 and is budgeted to be \$1,937,149 for fiscal year 2013-14.

Both CalPERS and STRS are operated on a statewide basis and, based on available information, STRS and CalPERS both have unfunded liabilities. CalPERS may issue certain pension obligation bonds to reach funded status. (Additional funding of STRS by the State and the inclusion of adjustments to such State contributions based on consumer price changes were provided for in 1979 Statutes, Chapter 282.) The amounts of the pension/award benefit obligation (CalPERS) or actuarially accrued liability (STRS) will vary from time to time depending upon actuarial assumptions, rates of return on investments, salary scales, and levels of contribution. The District is unable to predict what the amount of unfunded liabilities will be in the future or the amount of the contributions which the District may be required to make.

State Pension Trusts

The following information on the State Pension Trusts has been obtained from publicly available sources and has not been independently verified by the District, is not guaranteed as to the accuracy or completeness of the information and is not to be construed as a representation by the District or the Underwriter. Furthermore, the summary data below should not be read as current or definitive, as recent losses on investments made by the retirement systems generally may have increased the unfunded actuarial accrued liabilities stated below.

The assets and liabilities of the funds administered by CalPERS and STRS, as well as certain other retirement funds administered by the State, are included in the financial statements of the State for the year ended June 30, 2012, as fiduciary funds. Both CalPERS and STRS have unfunded actuarial accrued liabilities in the tens of billions of dollars. The amount of unfunded actuarially accrued liability will vary from time to time depending upon actuarial assumptions, rates of return on investments, salary scales, and levels of contribution.

STRS and CalPERS each issue separate comprehensive annual financial reports that include financial statements and required supplementary information. Copies of the STRS annual financial report may be obtained from STRS, P.O. Box 15275, Sacramento, California 95851-0275 and copies of the CalPERS annual financial report and actuarial valuations may be obtained from the CalPERS Financial Services Division, P.O. Box 942703, Sacramento, California 94229-2703. The information presented in these reports is not incorporated by reference in this Official Statement.

Unlike typical defined benefit programs, however, neither the STRS employer nor the State contribution rate varies annually to make up funding shortfalls or assess credits for actuarial surpluses. However, in recent years, the combined employer, employee and State contributions to STRS have not been sufficient to pay actuarially required amounts. As a result, and due to significant investments losses, the unfunded actuarial liability of STRS has increased significantly and is expected to continue to increase in the absence of legislation changing required employer or employee contributions. The District

is unable to predict what the STRS program liabilities will be in the future, or whether the Legislature may elect to require the District to make larger contributions in the future.

**STATE OF CALIFORNIA
ACTUARIAL VALUE OF STATE RETIREMENT SYSTEMS**

<u>Name of Plan</u>	<u>Excess of Actuarial Value of Assets Over Actuarial Accrued Liabilities (Unfunded Actuarial Accrued Liability)</u>
Public Employees' Retirement Fund (CalPERS) ⁽¹⁾	\$(57.44) billion ⁽²⁾
State Teachers' Retirement Fund Defined Benefit Program (STRS) ⁽³⁾	\$(70.53) billion ⁽²⁾

⁽¹⁾ As of June 30, 2013, the CalPERS provided pension benefits to 1,104,237 active and inactive program members and 574,759 retirees, beneficiaries, and survivors.

⁽²⁾ Figure as of June 30, 2012.

⁽³⁾ As of June 30, 2013, the STRS Defined Benefit Program had approximately 599,219 active and inactive program members and 269,274 retirees and benefit recipients.

Source: CalPERS Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2013; STRS Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2013.

On August 28, 2012, Governor Brown and the State Legislature reached agreement on a new law that will reform pensions for State and local government employees. AB 340, which was signed into law on September 12, 2012, established the California Public Employees' Pension Reform Act of 2013 ("PEPRA") which governs pensions for public employers and public pension plans on and after January 1, 2013. For new employees, PEPRA, among other things, caps pensionable salaries at the Social Security contribution and wage base, which is \$110,100 for 2012, or 120% of that amount for employees not covered by Social Security, increases the retirement age by two years or more for all new public employees while adjusting the retirement formulas, requires state employees to pay at least half of their pension costs, and also requires the calculation of benefits on regular, recurring pay to stop income spiking. For all employees, changes required by PEPRA include the prohibition of retroactive pension increases, pension holidays and purchases of service credit. PEPRA applies to all State and local public retirement systems, including county and special district retirement systems. PEPRA only exempts the University of California system and charter cities and counties whose pension plans are not governed by State law. Although the District anticipates that PEPRA would not increase the District's future pension obligations, the District is unable to determine the extent of any impact PEPRA would have on the District's pension obligations at this time. Additionally, the District cannot predict if PEPRA will be challenged in court and, if so, whether any challenge would be successful.

Post-Employment Benefits

In June 2004, the Governmental Accounting Standards Board ("GASB") pronounced Statement No. 45, *Accounting and Financial Reporting by Employers for Post-Employment Benefits Other Than Pensions*. The pronouncement requires public agency employers providing healthcare benefits to retirees to recognize and account for the costs for providing these benefits on an accrual basis and provide footnote disclosure on the progress toward funding the benefits. The implementation date for this pronouncement was staggered in three phases based upon the entity's annual revenues, similar to the implementation for GASB Statement No. 34 and 35. GASB Statement No. 45 ("GASB 45") became effective for the District for the fiscal year beginning July 1, 2008.

Currently, the District has entered into agreements with current and former employees to provide health benefits until a certain age (the "Plan"). The length of coverage depends on total years of service

to the District. The alternative retirement option provides \$2,500 maximum per year as a lifetime benefit. The amount of the liability can be estimated using various methods, but there are many unknown factors such as inflation and number of retirees. In addition, because retirees have an option, it is difficult to know what option will be selected at retirement. Based on the Actuarial Study of Retiree Health Liabilities as of May 1, 2012 (the "2012 Actuarial Study"), dated June 13, 2012, the actuarial accrued liability of the Plan is estimated at \$13,032,133 and the actuarial value of assets is \$3,630,016. Based on the 2012 Actuarial Study, the annual required contribution is \$1,454,134. The annual required contribution is used as the basis for determining expenses and liabilities under GASB 43 and GASB 45. Accordingly, such amount will differ from the pay-as-you-go amount. During 2012-13, total expenditures under the Plan were \$1,334,971 and projected expenditures for 2013-14 are budgeted at \$1,201,500.

The District has chosen to prefund retiree health benefits based upon the 2012 Actuarial Study, copies of which are available upon request from the District. See "OTHER INFORMATION." The table on the following page identifies the principal assumptions used in the 2012 Actuarial Study.

Actuarial cost method	Entry age normal
Interest rate assumption	6%
Projected salary increase assumption	4%
Health inflation assumption	3%
Actuarially required contributions Year Beginning May 1, 2012	
Normal cost	\$914,118
Unfunded Actuarial accrued liability amortization	\$9,402,117
Actuarial accrued liability as of May 1, 2012	\$13,032,133
Actuarial present value of total projected benefits as of May 1, 2012	\$19,055,253

The annual normal cost and the unfunded actuarial accrued liability amortization amounts have been accrued by the District for each of the fiscal years ended June 30, 2012, 2011 and 2010. These amounts have been accrued for a total liability of \$5,161,594 plus \$1,746,984 deposited with the Southern California Community College District's Self-Funded Insurance Agency. In addition, as of December 31, 2012, \$3,658,773 was placed in an irrevocable trust that can be offset against this liability. The District's total set-aside for post-employment benefits is \$10,567,351.

[Remainder of Page Intentionally Left Blank.]

FUNDING OF COMMUNITY COLLEGE DISTRICTS IN CALIFORNIA

Major Revenues

General. On September 29, 2006, the Governor signed into law Senate Bill No. 361 (“SB 361”) which established the formulas for allocating general-purpose apportionments to California community college districts beginning fiscal year 2006-07. SB 361 required the Board of Governors of the California Community Colleges (the “Board of Governors”) to develop criteria and standards in accordance with prescribed statewide minimum requirements. In establishing these minimum requirements, the Board of Governors was required to acknowledge community college districts’ need to receive an annual allocation based on the number of colleges and comprehensive centers in each respective district, plus funding based on the number of credit and noncredit FTES in each district.

SB 361 specified that, commencing with the 2006-07 fiscal year, the marginal amount of credit revenue allocated per credit FTES would not be less than \$4,367, noncredit instruction would be funded at a uniform rate of \$2,626 per FTES, and career development and college preparation would be funded at a rate of \$3,092 per FTES, each subject to cost of living adjustments in the budget act in subsequent fiscal years.

The major local revenue source is local property taxes that are collected from within district boundaries. Student enrollment fees from the local community college district generally account for the remainder of local revenues for the district. Property taxes and student enrollment fees are applied towards fulfilling the district’s financial needs. State aid is subject to the appropriation of funds in the State’s annual budget. Decreases in State revenues may affect appropriations made by the Legislature to the districts. The sum of the property taxes, student enrollment fees, and State aid generally comprise a district’s revenue limit.

A small part of each community college district’s budget is from local sources other than property taxes and student enrollment fees, such as interest income and non-resident tuition. Every community college district receives the same amount of lottery funds per pupil from the State. The initiative authorizing the lottery does require the funds to be used for instructional materials, and prohibits their use for capital purposes.

Budget Procedures. On or before September 15 of each calendar year, the respective board of trustees for each community college district is required under Section 58305 of the California Code of Regulations, Title V, to adopt a balanced budget. Each September, every State agency, including the Chancellor’s Office of the California Community Colleges (the “Chancellor’s Office”), submits to the Department of Finance (“DOF”) proposals for changes in the State budget. These proposals are submitted in the form of Budget Change Proposals, involving analyses of needs, proposed solutions and expected outcomes. Thereafter, the DOF makes recommendations to the Governor, and by January 10 a proposed State budget is presented by the Governor to the Legislature. The Governor’s proposed State budget is then analyzed and discussed in committees, and hearings begin in the State Assembly and Senate. In May, based on the debate, analysis and changes in the economic forecasts, the Governor issues a revised budget with changes he or she supports. The law requires the Legislature to submit its approved budget by June 15. State law requires the Governor to announce his or her line item reductions and sign the State budget by June 30.

In response to growing concern for accountability the statewide Board of Governors and the Chancellor’s Office have, through enabling legislation (AB 2910, Chapter 1486, Statutes of 1986), established expectations for sound district fiscal management and a process for monitoring and evaluating the financial condition to ensure the financial health of California’s community college districts. In

accordance with statutory and regulatory provisions, the Chancellor of California Community Colleges (the “Chancellor”) has been given the responsibility to identify districts at risk and, when necessary, the authority to intervene to bring about improvement in their financial condition. To stabilize a district’s financial condition, the Chancellor may, as a last resort, seek an appropriation for an emergency apportionment.

The monitoring and evaluation process is designed to provide early detection and amelioration that will stabilize the financial condition of the district before an emergency apportionment is necessary. This is accomplished by (1) assessing the financial condition of districts through the use of various information sources, and (2) taking appropriate and timely follow-up action to bring about improvement in a district’s financial condition, as needed. A variety of instruments and sources of information are used to provide a composite of each district’s financial condition, including quarterly financial status reports, annual financial and budget reports, attendance reports, annual district audit reports, district input and other financial records. In assessing each district’s financial condition, the Chancellor will pay special attention to each district’s general fund balance, spending pattern, and FTES patterns. Those districts with greater financial difficulty will receive follow-up visits from the Chancellor’s Office where financial solutions to the district’s problems will be addressed and implemented.

Proposition 98

General. In 1988, California voters approved Proposition 98, a combined initiative, constitutional amendment and statute called the “Classroom Instructional Improvement and Accountability Act” (“Proposition 98”). Proposition 98 changed State funding of public education below the university level, and the operation of the State’s Appropriations Limit, primarily by guaranteeing State funding for K-12 school districts and community college districts (collectively, “K-14”).

Under Proposition 98 (as modified by Proposition 111, which was enacted on June 5, 1990), K-14 districts are guaranteed the greater of (a) in general, a fixed percent of the State’s General Fund revenues (“Test 1”), (b) the amount appropriated to K-14 schools in the prior year, adjusted for changes in the cost-of-living (measured as in Article XIII B by reference to State per capita personal income) and enrollment (“Test 2”), or (c) a third test, which would replace Test 2 in any year when the percentage growth in per capita State General Fund revenues from the prior year plus one-half of one percent is less than the percentage growth in State per capita personal income (“Test 3”). Under Test 3, schools would receive the amount appropriated in the prior year adjusted for changes in enrollment and per capita State General Fund revenues, plus an additional small adjustment factor. If Test 3 is used in any year, the difference between Test 3 and Test 2 would become a “credit” to schools which would be the basis of payments in future years when per capita State General Fund revenue growth exceeds per capita personal income growth. Legislation adopted prior to the end of the 1988-89 fiscal year, implementing Proposition 98, determined the K-14 districts’ funding guarantee under Test 1 to be 40.3% of the State General Fund tax revenues, based on 1986-87 appropriations. However, that percentage has been adjusted to 35% to account for a subsequent redirection of local property taxes whereby a greater proportion of education funding now comes from local property taxes.

Proposition 98 permits the State Legislature by a two-thirds vote of both houses, with the Governor’s concurrence, to suspend the K-14 districts’ minimum funding formula for a one-year period. In 1989, the Legislature and the Governor last utilized this provision to avoid having 40.3% of revenues generated by a special supplemental sales tax enacted for earthquake relief go to K-14 districts. Proposition 98 also contains provisions transferring certain State tax revenues in excess of the Article XIII B limit to K-14 districts.

Application of Proposition 98. The application of Proposition 98 and other statutory regulations has become increasingly difficult to predict accurately in recent years. One major reason is that Proposition 98 minimum funding levels under Test 1 and Test 2 are dependent on State General Fund revenues. In past fiscal years, the State made actual allocations to K-14 districts based on an assumption of State General Fund revenues at a level above that which was ultimately realized. In such years, the State has considered the amounts appropriated above the minimum as a loan to K-14 districts, and has deducted the value of these loans from future years' estimated Proposition 98 minimum funding levels. The State determined that there were loans to K-14 districts of \$1.3 billion during fiscal year 1990-91, \$1.1 billion during fiscal year 1991-92, \$1.3 billion during fiscal year 1992-93 and \$787 million during fiscal year 1993-94. These loans have been combined with the K-14 1992-93 loans into one loan totaling \$1.760 billion. The State proposed that repayment of this loan would be from future years' Proposition 98 entitlements, and would be conditioned on maintaining current funding levels per pupil for K-12 schools.

State Assistance

The principal funding formulas and revenue sources for school and community college districts are derived from the budget of the State. **The following information concerning the State's budgets has been obtained from publicly available information which the District believes to be reliable; however, the State has not entered into any contractual commitment with the District, the County, the Underwriter, Bond Counsel, Disclosure Counsel nor the owners of the Bonds to provide State budget information to the District or the owners of the Bonds. Although they believe the State sources of information listed above are reliable, neither the District, the County, Bond Counsel, Disclosure Counsel nor the Underwriter assumes any responsibility for the accuracy of the State budget information set forth or referred to herein or incorporated by reference herein. Additional information regarding State budgets is available at various State-maintained websites including www.dof.ca.gov.** This website is not incorporated herein by reference and neither the District nor the Underwriter makes any representation as to the accuracy of the information provided therein.

2013-14 State Budget. On June 14, 2013, the State Legislature approved the State's budget for fiscal year 2013-14 (the "2013-14 State Budget"). Governor Brown signed the 2013-14 State Budget into law on June 27, 2013. The 2013-14 State Budget includes an estimated \$97.1 billion in revenues and transfers with planned spending of \$96.3 billion and establishes a \$1.1 billion reserve fund.

The 2013-14 State Budget includes approximately \$56.5 billion in Proposition 98 funding ("Proposition 98 State General Fund"), an increase of approximately \$2.9 billion over the funding for fiscal year 2012-13. The 2013-14 State Budget estimates that from fiscal year 2011-12 to fiscal year 2016-17, the Proposition 98 minimum funding guarantee will increase from \$47.2 billion to \$67.1 billion, or approximately \$20 billion. The 2013-14 State Budget also allocates \$2.1 billion for implementing a new K-12 school district funding program. The 2013-14 State Budget predicts an increase of \$1,648 per community college student through 2016-17.

The 2013-14 State Budget includes the following major community college adjustments:

- *Deferral Buydown* — At the beginning of fiscal year 2011-12, the State had accumulated \$961 million of deferral debt owed to community colleges. The 2013-14 State Budget includes \$178.6 million Proposition 98 State General Fund in fiscal year 2012-13 and \$30 million Proposition 98 State General Fund in fiscal year 2013-14 to retire apportionment deferrals. This will reduce the outstanding deferral debt for community colleges to \$592.5 million.

- *Apportionments* — Increases of \$89.4 million Proposition 98 State General Fund for apportionment growth to increase course offerings and \$87.5 million Proposition 98 State General Fund for a cost-of-living adjustments.
- *Adult Education* — The 2013-14 State Budget includes \$25 million Proposition 98 State General Fund for planning and implementation grants to support locally coordinated efforts of adult education providers, which now include community colleges. These funds will help local providers form partnerships with other providers to articulate their curriculum, recognize regional needs, and develop new ways to serve adult learners.
- *Energy Efficiency* — The 2013-14 State Budget includes \$47 million for energy efficiency projects at community colleges pursuant to Proposition 39, passed at the November 2012 election, intended to reduce utility costs at community colleges and promote energy efficiency workforce training.
- *Categorical Programs*— The 2013-14 State Budget includes an increase of \$118 million in Proposition 98 State General Fund expenditures for categorical programs such as the Student Success and Support Program and the Extended Opportunities Programs and Services to provide support to disadvantaged students.

The District cannot predict how State income or State education funding will vary over the term of the Bonds, and the District takes no responsibility for informing owners of the Bonds as to actions the State Legislature or Governor may take affecting the current year's budget after its adoption. Information about the State budget and State spending for education is regularly available at various State-maintained websites. The complete text of proposed and adopted budgets may be found at the website of the Department of Finance, www.dof.ca.gov, under the heading "California Budget" or www.ebudget.ca.gov. An impartial analysis of the budget is posted by the Office of the Legislative Analyst at www.lao.ca.gov. In addition, various State official statements, many of which contain a summary of the current and past State budgets and the impact of those budgets on school districts in the State, may be found at the website of the State Treasurer, www.treasurer.ca.gov. The information referred to is prepared by the respective State agency maintaining each website and not by the District, and the District can take no responsibility for the continued accuracy of these internet addresses or for the accuracy, completeness or timeliness of information posted there, and such information is not incorporated herein by these references.

2014-15 State Budget. On January 9, 2014, Governor Brown released his 2014-15 Proposed State Budget (the "2014-15 Proposed State Budget"), including an estimated \$108.7 billion in State General Fund revenues and transfers and \$106.8 billion in planned State General Fund expenditures. The 2014-15 Proposed State Budget includes an approximately 8.5 percent State General Fund spending increase from the 2013-14 State Budget. The 2014-15 Proposed State Budget includes approximately \$61.6 billion in Proposition 98 State General Fund, an increase of \$6.3 billion over the 2013-14 State Budget. The 2014-15 Proposed State Budget will dedicate approximately \$7.2 billion of Proposition 98 funding and State General Fund to California community colleges, a 7.3 percent increase over the 2013-14 State Budget.

One of the key components of the 2014-15 Proposed State Budget affecting community colleges is Governor Brown's plan to eliminate deferral debt. During the recent recession, California deferred almost 20 percent of annual payments to schools and community colleges, so that school districts and community colleges received approximately 20 percent of State funding one year late. School districts and community colleges were able to borrow to fill this gap, but incurred interest costs when doing so. The 2014-15 Proposed State Budget proposes repayment of the approximately \$6.4 billion in remaining

deferred payments, in order to give school districts and community colleges certainty of funding and eliminate borrowing costs.

The 2014-15 Proposed State Budget also includes a proposed constitutional amendment to strengthen California's reserve fund. The constitutional amendment would, among other things, create a Proposition 98 reserve, whereby spikes in funding would be saved for future years of decline, designed to minimize cuts during times of economic downturn. The establishment of such a reserve would not affect the guaranteed level of funding for community colleges under Proposition 98.

The 2014-15 Proposed State Budget includes the following significant adjustments affecting California community colleges:

- Investing in Student Success – An increase of \$200 million in the Proposition 98 State General Fund to improve and expand student success programs and to strengthen efforts to assist underrepresented students. This includes \$100 million to increase orientation, assessment, placement, counseling and other education planning services for all matriculated students. It also targets \$100 million to close achievement gaps in access and achievement in underrepresented student groups.
- Allocating Apportionments – An increase of \$155.2 million in the Proposition 98 State General Fund for growth in general-purpose apportionments, which represents a 3 percent increase in enrollment. The 2014-15 Proposed State Budget directs the Board of Governors to adopt a growth formula that gives first priority to districts identified as having the greatest unmet need in adequately serving their community's higher education needs.
- Cost-of-Living Adjustment – An increase of \$48.5 million for a statutory cost of living adjustment of 0.86 percent.
- Eliminating Apportionment Deferrals – Designating \$235.6 million to the Proposition 98 State General Fund, when combined with \$365.8 million Proposition 98 State General Fund from fiscal years 2012-13 and 2013-14, is expected to eliminate all remaining outstanding deferral debt owed to California community colleges.
- Financial Stability for Apportionments – An increase of \$38.4 million in fiscal year 2013-14 and \$35.6 million fiscal year 2014-15 in Proposition 98 State General Fund by shifting a portion of the redevelopment agency revenues that are scheduled to be received in the final months of the fiscal year to the following fiscal year. Proposition 98 State General Fund would be used to backfill the difference between estimated total fiscal year redevelopment agency revenues and the amount California community colleges receive through April 15th of any given fiscal year.
- Investing in Deferred Maintenance and Instructional Equipment – A one-time increase of \$175 million to the Proposition 98 State General Fund, split equally between deferred maintenance and instructional equipment purchases.

On January 13, 2014, the California Legislative Analyst's Office (the "LAO") released a report titled "The 2014-15 Budget: Overview of the Governor's Budget" (the "2014-15 LAO Budget Overview"). The 2014-15 LAO Budget Overview finds the 2014-15 Proposed State Budget's emphasis on debt repayment to be prudent, and projects, overall, that the 2014-15 Proposed State Budget would place California on stronger fiscal footing. The 2014-15 LAO Budget Overview recommends, however, the California Legislature address the large unfunded liabilities of STRS, by setting aside money during the current influx of revenues. See "CITRUS COMMUNITY COLLEGE DISTRICT – State Pension

Trusts” herein. The 2014-14 LAO Budget Overview also discusses the possibility that fiscal year 2013-14 and perhaps fiscal year 2014-15 revenues will rise by May 2014, when Governor Brown presents his revised 2014-15 budget, but cautions that any revenue surge may be short-lived, if it is the result of volatile capital gains-related personal income taxation revenues. The 2014-15 LAO Budget Overview also raises some concerns about Governor Brown’s community college enrollment projections, and argues Governor Brown may be providing too much funding for community college enrollment growth.

Prohibitions on Diverting Local Revenues for State Purposes. Beginning in 1992-93, the State satisfied a portion of its Proposition 98 obligations by shifting part of the property tax revenues otherwise belonging to cities, counties, special districts, and redevelopment agencies, to school and college districts through a local Educational Revenue Augmentation Fund (“ERAF”) in each county. Local agencies, objecting to invasions of their local revenues by the State, sponsored a statewide ballot initiative intended to eliminate the practice. In response, the Legislature proposed an amendment to the State Constitution, which the State’s voters approved as Proposition 1A at the November 2004 election. Proposition 1A generally superseded by the passage of an initiative supporting another constitutional amendment at the November 2010 election, known as “Proposition 22.”

The effect of Proposition 22 is to prohibit the State, even during a period of severe fiscal hardship, from delaying the distribution of tax revenues for transportation, redevelopment, or local government projects and services. It prevents the State from redirecting redevelopment agency property tax increment to any other local government, including school districts, or from temporarily shifting property taxes from cities, counties and special districts to schools, as in the ERAF program. This is intended to, among other things, stabilize local government revenue sources by restricting the State’s control over local property taxes. One effect of Proposition 22 will be to deprive the State of fuel tax revenues to pay debt service on most State bonds for transportation projects, reducing the amount of State General Fund resources available for other purposes, including education.

Prior to the passage of Proposition 22, the State invoked Proposition 1A to divert \$1.935 billion in local property tax revenues in 2009-10 from cities, counties, and special districts to the State to offset State General Fund spending for education and other programs, and included another diversion in the adopted 2009-10 State budget of \$1.7 billion in local property tax revenues from local redevelopment agencies. Redevelopment agencies, through the California Redevelopment Association (“CRA”) are actively engaged in litigation to block the transfer of payments and recoup certain payments already made under certain legislation passed in July 2009 that is beyond the reach of Proposition 22, known as “ABX4 26.” Because Proposition 22 reduces the State’s authority to use or reallocate certain revenue sources, fees and taxes for State General Fund purposes, the State will have to take other actions to balance its budget, such as reducing State spending or increasing State taxes, and school and college districts that receive Proposition 98 or other funding from the State will be more directly dependent upon the State General Fund.

On December 30, 2011, the California Supreme Court issued its decision in the case of *California Redevelopment Association v. Matosantos*, finding ABx1 26, a trailer bill to the 2011-12 State budget, to be constitutional. As a result, all redevelopment agencies in California were dissolved as of February 1, 2012, and all net tax increment revenues, after payment of redevelopment bonds debt service and administrative costs, will be distributed to cities, counties, special districts and K-14 school districts. The Court also found that ABx1 27, a companion bill to ABx1 26, violated the California Constitution, as amended by Proposition 22. ABx1 27 would have permitted redevelopment agencies to continue operations provided their establishing cities or counties agreed to make specified payments to K-14 school districts and county offices of education, totaling \$1.7 billion statewide. The District is unable to predict what affect the implementation of ABx1 26 will have on the District’s future receipt of tax increment revenues.

Proposition 1A

Proposition 1A (“Proposition 1A”), proposed by the Legislature in connection with the 2004-05 Budget Act and approved by the voters in November 2004, provides that the State may not reduce any local sales tax rate, limit existing local government authority to levy a sales tax rate or change the allocation of local sales tax revenues, subject to certain exceptions. See “CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND APPROPRIATIONS – Proposition 1A” herein.

Final State Budgets

Under State law, the State Legislature is required to adopt its budget by June 15 of each year for the upcoming fiscal year, with approval by the Governor to occur on or before June 30. The State Legislature failed to pass a State budget for fiscal year 2008-09 until September 23, 2008. Accordingly, many State payments were held until the 2008-09 State Budget was adopted, including those scheduled to be made to school and community college districts under Proposition 98 and receipt of State categorical funds by the District was delayed until the State budget was adopted for the 2008-09 fiscal year. The events leading to the inability of the State Legislature to pass a budget in a timely fashion are not unique, and the District cannot predict what circumstances may cause a similar failure in future years. In each year where the State budget lags adoption of the District’s budget, it will be necessary for the District’s staff to review the consequences of the changes, if any, at the State level from the proposals in the Governor’s May Revision for that year, and determine whether the District’s budget will have to be revised.

The State has in past years experienced budgetary difficulties and has balanced its budget by requiring local political subdivisions to fund certain costs theretofore borne by the State or by deferring payments to schools and community college districts. Further State actions taken to address its budgetary difficulties could have the effect of reducing the District’s support indirectly, and the District is unable to predict the nature, extent or effect of such reductions.

The District cannot predict whether the State will continue to encounter budgetary difficulties in future fiscal years. The District also cannot predict the impact future State Budgets will have on the District’s finances and operations or what actions the State Legislature and the Governor may take to respond to changing State revenues and expenditures. Current and future State Budgets will be affected by national and State economic conditions and other factors which the District cannot control.

In addition, the District cannot predict the effect that the general economic conditions within the State and the State’s budgetary problems may have in the future on the District budget or operations.

CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND APPROPRIATIONS

Article XIII A of the California Constitution

Article XIII A of the California Constitution limits the amount of any *ad valorem* tax on real property, to one percent of the full cash value thereof, except that additional *ad valorem* taxes may be levied to pay debt service on indebtedness approved by the voters prior to July 1, 1978 and on bonded indebtedness for the acquisition or improvement of real property which has been approved on or after July 1, 1978 by two-thirds of the voters on such indebtedness. Article XIII A defines full cash value to mean “the county assessor’s valuation of real property as shown on the 1975-76 tax bill under “full cash value,” or thereafter, the appraised value of real property when purchased, newly constructed, or a change

in ownership have occurred after the 1975 assessment.” The full cash value may be increased at a rate not to exceed two percent per year to account for inflation.

Article XIII A has subsequently been amended to permit reduction of the “full cash value” base in the event of declining property values caused by damage, destruction or other factors, to provide that there would be no increase in the “full cash value” base in the event of reconstruction of property damaged or destroyed in a disaster and in other minor or technical ways.

Legislation Implementing Article XIII A

Legislation has been enacted and amended a number of times since 1978 to implement Article XIII A. Under current law, local agencies are no longer permitted to levy directly any property tax (except to pay voter-approved indebtedness). The one percent property tax is automatically levied by the county and distributed according to a formula among taxing agencies. The formula apportions the tax roughly in proportion to the relative shares of taxes levied prior to 1979.

Increases of assessed valuation resulting from reappraisals of property due to new construction, change in ownership or from the two percent annual adjustment are allocated among the various jurisdictions in the “taxing area” based upon their respective “situs.” Any such allocation made to a local agency continues as part of its allocation in future years.

All taxable property is shown at full market value on the tax rolls, with tax rates expressed as \$1 per \$100 of taxable value. All taxable property value included in this Official Statement is shown at 100% of market value (unless noted differently) and all general tax rates reflect the \$1 per \$100 of taxable value.

Article XIII B of the California Constitution

Under Article XIII B of the California Constitution, state and local government entities have an annual “appropriations limit” and are not permitted to spend certain moneys which are called “appropriations subject to limitation” (consisting of tax revenues, state subventions and certain other funds) in an amount higher than the “appropriations limit.” Article XIII B does not affect the appropriations of moneys which are excluded from the definition of “appropriations subject to limitation,” including debt service on indebtedness existing or authorized as of January 1, 1979, or bonded indebtedness subsequently approved by the voters. In general terms, the “appropriations limit” is to be based on certain 1978-79 expenditures, and is to be adjusted annually to reflect changes in consumer prices, populations, and services provided by these entities. Among other provisions of Article XIII B, if these entities’ revenues in any year exceed the amounts permitted to be spent, the excess would have to be returned by revising tax rates or fee schedules over the subsequent two years.

Article XIII C and XIII D of the California Constitution

On November 5, 1996, an initiative to amend the California Constitution known as the “Right to Vote on Taxes Act” (“Proposition 218”) was approved by a majority of California voters. Proposition 218 added Articles XIII C and XIII D to the State Constitution and requires majority voter approval for the imposition, extension or increase of general taxes and 2/3 voter approval for the imposition, extension or increase of special taxes by a local government, which is defined in Proposition 218 to include counties. Proposition 218 also provides that any general tax imposed, extended or increased without voter approval by any local government on or after January 1, 1995, and prior to November 6, 1996 shall continue to be imposed only if approved by a majority vote in an election held within two years following November 6, 1996. All local taxes and benefit assessments which may

be imposed by public agencies will be defined as “general taxes” (defined as those used for general governmental purposes) or “special taxes” (defined as taxes for a specific purpose even if the revenues flow through the local government’s general fund) both of which would require a popular vote. New general taxes require a majority vote and new special taxes require a two-thirds vote. Proposition 218 also extends the initiative power to reducing or repealing local taxes, assessments, fees and charges, regardless of the date such taxes, assessments or fees or charges were imposed, and lowers the number of signatures necessary for the process. In addition, Proposition 218 limits the application of assessments, fees and charges and requires them to be submitted to property owners for approval or rejection, after notice and public hearing.

The District has no power to impose taxes except property taxes associated with a general obligation bond election, following approval by 55% or 2/3 of the District’s voters voting on the proposition, depending upon the Article of the Constitution under which it is passed. Under previous law, the District could apply provisions of the Landscape and Lighting Act of 1972 to create an assessment district for specified purposes, based on the absence of a majority protest. Proposition 218 significantly reduces the ability of the District to create such special assessment districts. Any assessments, fees or charges levied or imposed by any assessment district created by the District will become subject to the election requirements of Proposition 218 as described above, a more elaborate notice and balloting process and other requirements.

Proposition 218 also expressly extends the initiative power to give voters the power to reduce or repeal local taxes, assessments, fees and charges, regardless of the date such taxes, assessments, fees or charges were imposed, and reduces the number of signatures required for the initiative process. This extension of the initiative power to some extent constitutionalizes the March 6, 1995 State Supreme Court decision in *Rossi v. Brown*, which upheld an initiative that repealed a local tax and held that the State constitution does not preclude the repeal, including the prospective repeal, of a tax ordinance by an initiative, as contrasted with the State constitutional prohibition on referendum powers regarding statutes and ordinances which impose a tax. Generally, the initiative process enables California voters to enact legislation upon obtaining requisite voter approval at a general election. Proposition 218 extends the authority stated in *Rossi v. Brown* by expanding the initiative power to include reducing or repealing assessments, fees and charges, which had previously been considered administrative rather than legislative matters and therefore beyond the initiative power. This extension of the initiative power is not limited by the terms of Proposition 218 to fees imposed after November 6, 1996 and absent other legal authority could result in retroactive reduction in any existing taxes, assessments or fees and charges. Such legal authority could include the limitations imposed on the impairment of contracts under the contract clause of the United States Constitution.

Proposition 218 has no effect upon the District’s ability to pursue approval of a general obligation bond issue or a Mello-Roos Community Facilities District bond issue in the future, both of which are already subject to a 2/3 vote, although certain procedures and burdens of proof may be altered slightly. The District is unable to predict the nature of any future challenges to Proposition 218 or the extent to which, if any, Proposition 218 may be held to be unconstitutional.

Unitary Property

Property tax revenue derived from most utility property assessed by the State Board of Equalization (“Unitary Property”), commencing with the 1988-89 fiscal year, will be allocated as follows: (1) each jurisdiction will receive up to 102% of its prior year State-assessed revenue; and (2) if county-wide revenues generated from Unitary Property are less than the previous year’s revenues or greater than 102% of the previous year’s revenues, each jurisdiction will share the burden of the shortfall or excess revenues by a specified formula. This applies to all Unitary Property except railroads, whose valuation

will continue to be allocated to individual tax rate areas. Generally, this allows valuation growth or decline of Unitary Property to be shared by all jurisdictions in a county.

California Lottery

In the November 1984 general election, the voters of the State approved a Constitutional Amendment establishing a California State Lottery (the “State Lottery”), the net revenues (revenues less expenses and prizes) of which shall be used to supplement other moneys allocated to public education. The legislation further requires that the funds shall be used for the education of pupils and students and cannot be used for the acquisition of real property, the construction of facilities or the financing of research.

Allocation of State Lottery net revenues is based upon the average daily attendance or full-time equivalent students at each school and community college district; however, the exact allocation formula may vary from year to year. At this time, the amount of additional revenues that may be generated by the State Lottery in any given year cannot be predicted.

Proposition 46

On June 3, 1986, California voters approved Proposition 46, which added an additional exemption to the 1% tax limitation imposed by Article XIII A. Under this amendment to Article XIII A, local governments and school and community college districts may increase the property tax rate above 1% for the period necessary to retire new, general obligation bonds, if two-thirds of those voting in a local election approve the issuance of such bonds and the money raised through the sale of the bonds is used exclusively to purchase or improve real property.

Proposition 39

On November 7, 2000, California voters approved Proposition 39, called the “Smaller Classes, Safer Schools and Financial Accountability Act” (the “Smaller Classes Act”) which amends Section 1 of Article XIII A, Section 18 of Article XVI of the California Constitution and Section 47614 of the California Education Code and allows an alternative means of seeking voter approval for bonded indebtedness by 55 percent of the vote, rather than the two-thirds majority required under Section 18 of Article XVI of the Constitution. The 55 percent voter requirement applies only if the bond measure submitted to the voters includes, among other items: (1) a restriction that the proceeds of the bonds may be used for “the construction, reconstruction, rehabilitation, or replacement of school facilities, including the furnishing and equipping of school facilities, or the acquisition or lease of real property for school facilities,” (2) a list of projects to be funded and a certification that the school district board has evaluated “safety, class size reduction, and information technology needs in developing that list” and (3) that annual, independent performance and financial audits will be conducted regarding the expenditure and use of the bond proceeds.

Section 1(b)(3) of Article XIII A has been added to exempt the one percent *ad valorem* tax limitation that Section 1(a) of Article XIII A of the Constitution levies, to pay bonds approved by 55 percent of the voters, subject to the restrictions explained above.

The Legislature enacted AB 1908, Chapter 44, which became effective upon passage of Proposition 39 and amends various sections of the Education Code. Under amendments to Section 15268 and 15270 of the Education Code, the following limits on *ad valorem* taxes apply in any single election: (1) for a school district, indebtedness shall not exceed \$30 per \$100,000 of taxable property, (2) for a unified school district, indebtedness shall not exceed \$60 per \$100,000 of taxable property, and (3) for a

community college district, indebtedness shall not exceed \$25 per \$100,000 of taxable property. Finally, AB 1908 requires that a citizens' oversight committee must be appointed who will review the use of the bond funds and inform the public about their proper usage.

Proposition 1A

Proposition 1A (SCA 4), proposed by the Legislature in connection with the 2004-05 Budget Act and approved by the voters in November 2004, provides that the State may not reduce any local sales tax rate, limit existing local government authority to levy a sales tax rate or change the allocation of local sales tax revenues, subject to certain exceptions. Proposition 1A generally prohibits the State from shifting to schools or community colleges any share of property tax revenues allocated to local governments for any fiscal year, as set forth under the laws in effect as of November 3, 2004. Any change in the allocation of property tax revenues among local governments within a county must be approved by two-thirds of both houses of the State Legislature. Proposition 1A provides, however, that beginning in fiscal year 2008-09, the State may shift to schools and community colleges up to 8% of local government property tax revenues, which amount must be repaid, with interest, within three years, if the Governor proclaims that the shift is needed due to a severe state financial hardship, the shift is approved by two-thirds of both houses of the State Legislature and certain other conditions are met. The State may also approve voluntary exchanges of local sales tax and property tax revenues among local governments within a county. Proposition 1A also provides that if the State reduces the Vehicle License Fee rate below 0.65%, the State must provide local governments with equal replacement revenues. Further, Proposition 1A requires the State, beginning July 1, 2005, to suspend State mandates affecting cities, counties and special districts, schools or community colleges, excepting mandates relating to employee rights, in any year that the State does not fully reimburse local governments for their costs of compliance with such mandates.

Future Initiatives

Article XIII A, Article XIII B, Article XIII C, Article XIII D and Propositions 46, 39 and 1A were each adopted as measures that qualified for the ballot pursuant to the State's initiative process. From time to time, other initiative measures could be adopted, further affecting the District's revenues or their ability to expend revenues.

LEGAL OPINION

The legal opinion of Nixon Peabody LLP, Los Angeles, California, Bond Counsel to the District ("Bond Counsel"), attesting to the validity of the Bonds, will be supplied to the original purchasers of the Bonds without charge. Bond Counsel will receive compensation contingent upon the sale and delivery of the Bonds, and undertakes no responsibility for the accuracy, completeness or fairness of this Official Statement.

TAX MATTERS

Federal Income Taxes

The Internal Revenue Code of 1986, as amended (the "Code") imposes certain requirements that must be met subsequent to the issuance and delivery of the Bonds for interest thereon to be and remain excluded from gross income for federal income tax purposes. Noncompliance with such requirements could cause the interest on the Bonds to be included in gross income for federal income tax purposes retroactive to the date of issue of the Bonds. Pursuant to the Resolution and the tax and nonarbitrage certificate executed by the District in connection with the issuance of the Bonds (the "Tax Certificate"),

the District has covenanted to comply with the applicable requirements of the Code in order to maintain the exclusion of the interest on the Bonds from gross income for federal income tax purposes pursuant to Section 103 of the Code. In addition, the District has made certain representations and certifications in the Resolution and the Tax Certificate. Bond Counsel will not independently verify the accuracy of those representations and certifications.

In the opinion of Nixon Peabody LLP, Bond Counsel, under existing law and assuming compliance with the aforementioned covenant, and the accuracy of certain representations and certifications made by the District described above, interest on the Current Interest Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Code. In addition, Bond Counsel is of the opinion that the excess of Accreted Value of any Capital Appreciation Bond over the initial principal amount thereof, to the extent that such excess represents interest properly allocated to the Owner of such Capital Appreciation Bond (the "Excess Accreted Value"), is excluded from gross income for federal income tax purposes. Unless otherwise provided herein, the descriptions herein of Capital Appreciation Bonds apply to Convertible Capital Appreciation Bonds prior to the Conversion Date, and descriptions herein of Current Interest Bonds apply to Convertible Capital Appreciation Bonds from and after the Conversion Date. Bond Counsel is also of the opinion that such interest on and Excess Accreted Value with respect to the Bonds are not treated as preference items in calculating the alternative minimum tax imposed under the Code with respect to individuals and corporations. Interest on and Excess Accreted Value with respect to the Bonds are, however, included in the adjusted current earnings of certain corporations for purposes of computing the alternative minimum tax imposed on such corporations.

The increases in Accreted Value with respect to Capital Appreciation Bonds are includable in adjusted current earnings as they accrue semiannually rather than at the time such Accreted Value is actually paid to and received by the Owners of the Capital Appreciation Bonds. Increases in Accreted Value occur each semiannual period in the amount of interest which accrued semiannually during such period on the Accreted Value as of the beginning of such period. An Owner's adjusted basis in a Capital Appreciation Bond, used to determine the amount of gain or loss on disposition of such Capital Appreciation Bond, will be equal to the Accreted Value as of the date of calculation.

In rendering these opinions, Bond Counsel has relied upon representations and covenants of the District in the Tax Certificate concerning the property financed with Bond proceeds, the investment and use of Bond proceeds and the rebate to the federal government of certain earnings thereon. In addition, Bond Counsel has assumed that all such representations are true and correct and that the District will comply with such covenants. Bond Counsel has expressed no opinion with respect to the exclusion of the interest on and Excess Accreted Value with respect to the Bonds from gross income under Section 103(a) of the Code in the event that any of such District representations are untrue or the District fails to comply with such covenants, unless such failure to comply is based on the advice or the opinion of Bond Counsel.

State Taxes

Bond Counsel is also of the opinion that interest on and Excess Accreted Value with respect to the Bonds are exempt from personal income taxes of the State of California under present State law. Bond counsel expresses no opinion as to other state or local tax consequences arising with respect to the Bonds nor as to the taxability of the Bonds or the income therefrom under the laws of any state other than California.

Original Issue Discount

Bond Counsel is further of the opinion that the difference between the principal amount of the Bonds maturing August 1, ____ through August 1, _____, inclusive (collectively the “Discount Bonds”) and the initial offering price to the public (excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers) at which price a substantial amount of such Discount Bonds of the same maturity was sold constitutes original issue discount which is excluded from gross income for federal income tax purposes to the same extent as interest on the Bonds. Further, such original issue discount accrues actuarially on a constant interest rate basis over the term of each Discount Bond and the basis of each Discount Bond acquired at such initial offering price by an initial purchaser thereof will be increased by the amount of such accrued original issue discount. The accrual of original issue discount may be taken into account as an increase in the amount of tax-exempt income for purposes of determining various other tax consequences of owning the Discount Bonds, even though there will not be a corresponding cash payment. Owners of the Discount Bonds are advised that they should consult with their own advisors with respect to the state and local tax consequences of owning such Discount Bonds.

Original Issue Premium

The Bonds maturing on August 1, ____ through August 1, ____, inclusive (collectively, the “Premium Bonds”), are being offered at prices in excess of their principal amounts. An initial purchaser with an initial adjusted basis in a Premium Bond in excess of its principal amount will have amortizable bond premium which is not deductible from gross income for federal income tax purposes. The amount of amortizable bond premium for a taxable year is determined actuarially on a constant interest rate basis over the term of each Premium Bond based on the purchaser’s yield to maturity (or, in the case of Premium Bonds callable prior to their maturity, over the period to the call date, based on the purchaser’s yield to the call date and giving effect to any call premium). For purposes of determining gain or loss on the sale or other disposition of a Premium Bond, an initial purchaser who acquires such obligation with an amortizable bond premium is required to decrease such purchaser’s adjusted basis in such Premium Bond annually by the amount of amortizable bond premium for the taxable year. The amortization of bond premium may be taken into account as a reduction in the amount of tax-exempt income for purposes of determining various other tax consequences of owning such Bonds. Owners of the Premium Bonds are advised that they should consult with their own advisors with respect to the state and local tax consequences of owning such Premium Bonds.

Ancillary Tax Matters

Ownership of the Bonds may result in other federal tax consequences to certain taxpayers, including, without limitation, certain S corporations, foreign corporations with branches in the United States, property and casualty insurance companies, individuals receiving Social Security or Railroad Retirement benefits, and individuals seeking to claim the earned income credit. Ownership of the Bonds may also result in other federal tax consequences to taxpayers who may be deemed to have incurred or continued indebtedness to purchase or to carry the Bonds. Prospective investors are advised to consult their own tax advisors regarding these rules.

Interest paid on tax-exempt obligations such as the Bonds is subject to information reporting to the Internal Revenue Service (“IRS”) in a manner similar to interest paid on taxable obligations. In addition, interest on the Bonds may be subject to backup withholding if such interest is paid to a registered owner that (a) fails to provide certain identifying information (such as the registered owner’s taxpayer identification number) in the manner required by the IRS, or (b) has been identified by the IRS as being subject to backup withholding.

Bond Counsel is not rendering any opinion as to any federal tax matters other than those described in the opinions attached as APPENDIX A. Prospective investors, particularly those who may be subject to special rules described above, are advised to consult their own tax advisors regarding the federal tax consequences of owning and disposing of the Bonds, as well as any tax consequences arising under the laws of any state or other taxing jurisdiction.

Changes in Law and Post Issuance Events

Legislative or administrative actions and court decisions, at either the federal or state level, could have an adverse impact on the potential benefits of the exclusion from gross income of the interest on and Excess Accreted Value with respect to the Bonds for federal or state income tax purposes, and thus on the value or marketability of the Bonds. This could result from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), repeal of the exclusion of the interest on the Bonds from gross income for federal or state income tax purposes, or otherwise. We note that in each year since 2011, President Obama released legislative proposals that would limit the extent of the exclusion from gross income of interest on obligations of states and political subdivisions under Section 103 of the Code (including the Bonds) for taxpayers whose income exceeds certain thresholds. It is not possible to predict whether any legislative or administrative actions or court decisions having an adverse impact on the federal or state income tax treatment of holders of the Bonds may occur. Prospective purchasers of the Bonds should consult their own tax advisors regarding the impact of any change in law on the Bonds. Bond Counsel has not undertaken to advise in the future whether any events after the date of issuance and delivery of the Bonds may affect the tax status of interest on or Excess Accreted Value with respect to the Bonds. Bond Counsel expresses no opinion as to any federal, state or local tax law consequences with respect to the Bonds, or the interest thereon or Excess Accreted Value with respect thereto, if any action is taken with respect to the Bonds or the proceeds thereof upon the advice or approval of other counsel.

LEGALITY FOR INVESTMENT

Under provisions of the California Financial Code, the Bonds are legal investments for commercial banks in California to the extent that the Bonds, in the informed opinion of the investing bank, are prudent for the investment of funds of depositors. Under provisions of the California Government Code, the Bonds are eligible to secure deposits of public moneys in California.

RATINGS

Standard & Poor's Ratings Services, a Standard & Poor's Financial Services LLC business ("S&P"), and Moody's Investors Service ("Moody's") have assigned their municipal bond ratings of "[__]" and "[__]" to the Bonds, respectively. Such ratings reflect only the view of S&P and Moody's, respectively, and an explanation of the significance of such ratings may be obtained as follows: S&P at Municipal Finance Department, 55 Water Street, New York, New York 10041, tel. (212) 208-8000 and Moody's, at 7 World Trade Center at 250 Greenwich Street, New York, New York 10007, tel. (212) 553-0300. There is no assurance that such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely if, in the judgment of the rating agencies, circumstances so warrant. Any such downward revision or withdrawal of such ratings may have an adverse effect on the market price of the Bonds.

LEGAL MATTERS

Continuing Disclosure

The District will covenant in its Continuing Disclosure Undertaking to be executed on the date of delivery of the Bonds (the “Continuing Disclosure Undertaking”), to file annual reports and notices of certain listed events (“Listed Events”) with the Municipal Securities Rulemaking Board. These covenants have been made in order to assist the Underwriter in complying with the Rule. The District’s obligations under the Continuing Disclosure Undertaking with respect to continuing disclosure shall terminate upon payment in full of the Bonds. If such termination occurs or is deemed to occur prior to the final maturity of the Bonds, the District shall give notice of such termination in the same manner as for a Listed Event. The District regularly prepares a variety of reports, including audits, budgets and related documents. Any Owner of a Bond may obtain a copy of any such report, as available, from the District. The specific nature of the annual reports and notices of Listed Events respecting the Bonds is contained in APPENDIX C – “FORM OF CONTINUING DISCLOSURE UNDERTAKING.”

In the last five years, the District has complied in all material respects with its previous undertakings under the Rule to provide annual reports and notices of Listed Events.

Limitation on Remedies; Amounts Held in the County Treasury Pool

Limitation on Remedies; Amounts Held in the County Treasury Pool

The opinion of Bond Counsel, the proposed form of which is attached hereto as APPENDIX A, is qualified by reference to bankruptcy, insolvency and other laws relating to or affecting creditor’s rights. The rights of the Owners of the Bonds are subject to certain limitations. Enforceability of the rights and remedies of the Owners of the Bonds, and the obligations incurred by the District, are limited by applicable bankruptcy, insolvency, reorganization, moratorium, and similar laws relating to or affecting the enforcement of creditors’ rights generally, now or hereafter in effect, equity principles that may limit the specific enforcement under State law of certain remedies, the exercise by the United States of America of the powers delegated to it by the Constitution, the reasonable and necessary exercise, in certain exceptional situations, of the police powers inherent in the sovereignty of the State and its governmental bodies in the interest of serving a significant and legitimate public purpose, and the limitations on remedies against school and community college districts in the State. Bankruptcy proceedings, if initiated, could subject the beneficial owners of the Bonds to judicial discretion and interpretation of their rights in bankruptcy or otherwise, and consequently may entail risks of delay, limitation, or modification of their rights.

Under Chapter 9 of the Federal Bankruptcy Code (Title 11, United States Code) (the “Bankruptcy Code”), which governs the bankruptcy proceedings for public agencies, no involuntary petitions for bankruptcy relief are permitted. While current State law precludes school districts from voluntarily seeking bankruptcy relief under Chapter 9 of the Bankruptcy Code without the concurrence of the State, such concurrence could be granted or State law could be amended.

The Resolution and the State Government Code require the County to annually levy *ad valorem* property taxes upon all property subject to taxation by the District, without limitation as to rate or amount (except as to certain personal property which is taxable at limited rates), for the payment of the principal of, premium, if any, and interest on the Bonds. The County on behalf of the District is thus expected to be in possession of the annual *ad valorem* property taxes and certain funds to repay the Bonds and may invest these funds in the County’s Treasury Pool, as described in APPENDIX E – “THE LOS ANGELES COUNTY TREASURY POOLED INVESTMENTS” attached hereto. In the event the District or the County were to go into bankruptcy, a federal bankruptcy court might hold that the owners of the Bonds are unsecured creditors with respect to any funds received by the District or the County prior to the bankruptcy, which may include taxes that have been collected and deposited into the Interest and Sinking Fund, where such amounts are deposited into the County Treasury Pool, and such amounts may not be

available for payment of the principal and interest on the Bonds unless the owners of the Bonds can “trace” those funds. There can be no assurance that the Owners could successfully so “trace” such taxes on deposit in the Interest and Sinking Fund where such amounts are invested in the County Treasury Pool. Under any such circumstances, there could be delays or reductions in payments on the Bonds.

UNDERWRITING

RBC Capital Markets, LLC, as Underwriter (the “Underwriter”), has agreed to purchase the Bonds from the District at the purchase price of \$_____ (being the par amount of the Bonds, plus/less original issue premium/discount of \$_____, and less Underwriter’s discount of \$_____), at the rates and yields shown on the inside cover hereof.

The Underwriter made a contribution to the Committee that was formed to support the 2004 Election which authorized the issuance of the Bonds.

The Underwriter intends to offer the Bonds to the public at the offering prices set forth on the inside cover page of this Official Statement. The Underwriter may, however, offer and sell Bonds to certain dealers and others at prices lower than the offering prices stated on the inside cover page of this Official Statement. The offering prices may be changed from time to time by the Underwriter.

NO LITIGATION

No litigation is pending or threatened concerning the validity of the Bonds. The District is not aware of any litigation pending or threatened questioning the political existence of the District or contesting the District’s ability to receive *ad valorem* taxes or to collect other revenues or contesting the District’s ability to issue the Bonds.

OTHER INFORMATION

References are made herein to certain documents and reports which are brief summaries thereof which do not purport to be complete or definitive and reference is made to such documents and reports for full and complete statements of the contents thereof. Copies of the Resolution are available upon request from the Vice President, Finance and Administrative Services, Citrus Community College District, 1000 West Foothill Boulevard, Glendora, California 91741. The District may charge a nominal fee for copying and shipping.

Any statements in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended as such and not as representations of fact. This Official Statement is not be construed as a contract or agreement between the District and the purchasers or Owners of any of the Bonds.

The execution and delivery of this Official Statement has been duly authorized by the District.

CITRUS COMMUNITY COLLEGE DISTRICT

By: _____
Superintendent/President

APPENDIX A

FORM OF BOND COUNSEL OPINION

[Closing Date]

Board of Trustees
Citrus Community College District
1000 Foothill Boulevard
Glendora, California 91741

Re: \$_____ Citrus Community College District General Obligation Bonds, Election of
2004, Series 2014D

We have acted as bond counsel for the Citrus Community College District, County of Los Angeles, State of California (the "District"), in connection with the issuance by the District of \$_____ aggregate principal amount of the District's General Obligation Bonds, Election of 2004, Series 2014D (the "Bonds"). The Bonds are being issued pursuant to pertinent provisions of the Government Code of the State of California, and a resolution of the Board of Trustees of the District adopted on May 6, 2014 (the "Resolution"). Capitalized terms used herein and not otherwise defined shall be the meanings ascribed to them in the Resolution.

As Bond Counsel, we have examined copies, certified to us as being true and complete copies, of the proceedings of the District for the authorization and issuance of the Bonds. In this connection, we have also examined such certificates of public officials and officers of the District as we have considered necessary for the purposes of this opinion. We have, with your approval, assumed that all items submitted to us as originals are authentic and that all items submitted as copies conform to the originals.

On the basis of such examination, our reliance upon the assumptions contained herein and our consideration of those questions of law we considered relevant, and subject to the limitations and qualifications in this opinion, we are of the opinion that:

1. The Bonds have been duly authorized and issued and constitute legally valid and binding obligations of the District, enforceable in accordance with their terms and the terms of the Resolution.
2. The Bonds are payable solely from and are secured by a pledge of *ad valorem* taxes which may be levied without limitation as to rate or amount upon all taxable real property in the District, and which, under the laws now in force with respect to the Bonds, may be levied within the limit prescribed by law upon all taxable personal property in the District, and from other available funds as set forth in the applicable Resolution.
3. The Resolution has been duly authorized by the District and constitutes the legally valid and binding obligation of the District, enforceable in accordance with its terms. The Bonds, assuming due authentication by the Paying Agent, are entitled to the benefits of the Resolution.

4. The Internal Revenue Code of 1986 (the “Code”) sets forth certain requirements which must be met subsequent to the issuance and delivery of the Bonds for interest thereon to be and remain excluded from gross income for federal income tax purposes. Noncompliance with such requirements could cause the interest on the Bonds to be included in gross income for federal income tax purposes retroactive to the date of issue of the Bonds. Pursuant to the Resolution and the Tax and Nonarbitrage Certificate executed by the District in connection with the issuance of the Bonds (the “Tax Certificate”), the District has covenanted to comply with the applicable requirements of the Code in order to maintain the exclusion of the interest on the Bonds from gross income for federal income tax purposes pursuant to Section 103 of the Code. In addition, the District has made certain representations and certifications in the Resolution and the Tax Certificate. We have not independently verified the accuracy of those certifications and representations.

Under existing law, assuming compliance with the tax covenants described herein and the accuracy of the aforementioned representations and certifications, interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Code. We are also of the opinion that such interest is not treated as a preference item in calculating the alternative minimum tax imposed under the Code with respect to individuals and corporations. Interest on the Bonds is, however, included in the adjusted current earnings of certain corporations for purposes of computing the alternative minimum tax imposed on such corporations.

5. Interest on the Bonds is exempt from personal income taxes of the State of California under present state law.
6. Bond Counsel is further of the opinion that the difference between the principal amount of the Bonds maturing on August 1, 20__ through August 1, 20__, inclusive and on August 1, __ (collectively, the “Discount Bonds”) and the initial offering price to the public (excluding bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters or wholesalers) at which price a substantial amount of such Discount Bonds of the same maturity was sold constitutes original issue discount which is excluded from gross income for federal income tax purposes to the same extent as interest on the Bonds. Further, such original issue discount accrues actuarially on a constant interest rate basis over the term of each Discount Bond and the basis of each Discount Bond acquired at such initial offering price by an initial purchaser thereof will be increased by the amount of such accrued original issue discount. The accrual of original issue discount may be taken into account as an increase in the amount of tax-exempt income for purposes of determining various other tax consequences of owning the Discount Bonds, even though there will not be a corresponding cash payment.

The opinions set forth in paragraphs 1, 2, and 3 above (i) assume that the Paying Agent has duly authenticated the Bonds and (ii) are subject to (a) applicable bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or affecting creditors’ rights generally (including, without limitation, fraudulent conveyance laws), (b) the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless of whether considered in a proceeding in equity or at law, and (c) the limitations on legal remedies against government entities in the State of California.

In rendering the opinions set forth in paragraphs 4 and 6 above, we are relying upon representations and covenants of the District in the Resolution and in the Tax Certificate concerning the investment and use of Bond proceeds, the rebate to the federal government of certain earnings thereon, and the use of the property and facilities financed with the proceeds of the Bonds. In addition, we have assumed that all such representations are true and correct and that the District will comply with such covenants. We express no opinion with respect to the exclusion of the interest on the Bonds from gross income under Section 103(a) of the Code in the event that any of such representations are untrue or the District fails to comply with such covenants, unless such failure to comply is based on our advice or opinion.

Except as stated in paragraphs 4 through 6 above, we express no opinion as to any other federal, state or local tax consequences of the ownership or disposition of the Bonds. Furthermore, we express no opinion as to any federal, state or local tax law consequences with respect to the Bonds, or the interest thereon, if any action is taken with respect to the Bonds or the proceeds thereof upon the advice or approval of other counsel.

No opinion is expressed herein on the accuracy, completeness or sufficiency of the Official Statement or other offering material relating to the Bonds. This opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters.

Our opinions are limited to matters of California law and applicable federal law, and we assume no responsibility as to the applicability of laws of other jurisdictions. We call attention to the fact that the opinions expressed herein and the exclusion of interest on the Bonds from gross income for federal income tax purposes may be affected by actions taken or omitted or events occurring or failing to occur after the date hereof. We have not undertaken to determine, or inform any person, whether any such actions are taken, omitted, occur or fail to occur.

Respectfully submitted,

APPENDIX B

**AUDITED FINANCIAL STATEMENTS
OF THE DISTRICT FOR THE FISCAL YEAR ENDED JUNE 30, 2013**

APPENDIX C

FORM OF CONTINUING DISCLOSURE UNDERTAKING

This Continuing Disclosure Undertaking (this “Disclosure Undertaking”) is executed and delivered by the Citrus Community College District (the “District”) as of _____, 2014, in connection with the execution and delivery of \$_____ aggregate principal amount of the District’s General Obligation Bonds, Election of 2004, Series 2014D (the “Bonds”). The Bonds are being issued pursuant to a Resolution adopted by the Board of Trustees of the District on May 6, 2014 (the “Resolution”). Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Resolution.

In consideration of the execution and delivery of the Bonds by the District and the purchase of such Bonds by the Underwriter described below, the District hereby covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Undertaking. This Disclosure Undertaking is being executed and delivered by the District for the benefit of the Bondholders and in order to assist RBC Capital Markets, LLC (the “Underwriter”) in complying with Rule 15c2-12(b)(5) (the “Rule”) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended.

SECTION 2. Additional Definitions. In addition to the above definitions and the definitions set forth in the Resolution, the following capitalized terms shall have the following meanings:

“Annual Report” shall mean any Annual Report provided by the District pursuant to, and as described in, Sections 4 and 5 of this Disclosure Undertaking.

“Bondholder” or “Holder” means any holder of the Bonds or any beneficial owner of the Bonds so long as they are immobilized with DTC.

“Commission” means the Securities and Exchange Commission.

“Dissemination Agent” shall mean any dissemination agent, or any alternate or successor dissemination agent, designated in writing by the Superintendent President or Vice President, Administrative Services (or otherwise by the District), which Dissemination Agent has evidenced its acceptance in writing.

“Listed Event” means any of the events listed in Section 6 of this Disclosure Undertaking.

“MSRB” shall mean the Municipal Securities Rulemaking Board, through its Electronic Municipal Market Access (“EMMA”) website located at <http://emma.msrb.org>, or any other entity designated or authorized by the Commission.

SECTION 3. CUSIP Numbers and Final Official Statement. The CUSIP Numbers for the Bonds have been assigned. The Final Official Statement relating to the Bonds is dated _____, 2014 (the “Final Official Statement”).

SECTION 4. Provision of Annual Reports.

(a) The District shall, or shall cause the Dissemination Agent (if other than the District), not later than 240 days after the end of the District’s fiscal year (currently ending June 30),

commencing with the report for the fiscal year ending June 30, 2014, to provide to the MSRB, in a format prescribed by the MSRB, an Annual Report that is consistent with the requirements of Section 5 of this Disclosure Undertaking. As of the date of this Certificate, the format prescribed by the MSRB is the Electronic Municipal Market Access (“EMMA”) system. Information regarding requirement for submissions to EMMA is available at <http://emma.msrb.org>.

The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 5 of this Disclosure Undertaking; provided that the audited financial statements of the District may be submitted, when and if available, separately from the balance of the relevant Annual Report. If the District does not have audited financial statements available when it submits the relevant Annual Report, it shall submit unaudited financial statements, as described in Section 5(a) below.

(b) Not later than 15 Business Days prior to the filing date required in paragraph (a) above for providing the Annual Report to the MSRB, the District shall provide the Annual Report to the Dissemination Agent (if other than the District). If the District is unable to provide to the MSRB an Annual Report by the date required in paragraph (a) above, the District shall send a notice to the MSRB in substantially the form attached as Exhibit A.

(c) The Dissemination Agent (if other than the District) shall:

(i) determine each year prior to the date for providing the Annual Report the format for filing with the MSRB; and

(ii) file a report with the District certifying that the Annual Report has been provided pursuant to this Disclosure Undertaking, stating the date it was provided to the MSRB.

SECTION 5. Content of Annual Report. The District’s Annual Report shall contain or incorporate by reference the following:

(a) Financial information including the general purpose financial statements of the District for the preceding fiscal year, prepared in conformity with generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board and the American Institute of Certified Public Accountants. If audited financial information is not available by the time the Annual Report is required to be filed pursuant to Section 4(a) hereof, the financial information included in the Annual Report may be unaudited, and the District will provide audited financial information to the MSRB as soon as practical after it has been made available to the District.

(b) Operating data, including the following information with respect to the District’s preceding fiscal year (to the extent not included in the audited financial statements described in paragraph (a) above):

(i) State funding received by the District for the last completed fiscal year;

(ii) outstanding District indebtedness;

(iii) assessed value of taxable property in the District as shown on the most recent equalized assessment roll;

(iv) top twenty property owners in the District for the then-current fiscal year, as measured by secured assessed valuation, the amount of their respective taxable value and their percentage of total secured assessed value; and

(v) summary financial information on revenues, expenditures and fund balances for the District's General Fund reflecting adopted budget for the current year.

(c) Any or all of the items listed above may be incorporated by reference from other documents, including official statements of debt issues of the District or related public entities, which have been submitted to the MSRB or to the Commission. If the document incorporated by reference is a final official statement, it must be available from the MSRB. The District shall clearly identify each other document so incorporated by reference.

SECTION 6. Reporting of Designated Listed Events.

(a) The District agrees to provide or cause to be provided to the MSRB notice of the occurrence of any of the following events with respect to the Bonds not later than ten (10) Business Days after the occurrence of the event:

- (i) Principal and interest payment delinquencies;
- (ii) Unscheduled draws on any debt service reserves reflecting financial difficulties;
- (iii) Unscheduled draws on any credit enhancements reflecting financial difficulties;
- (iv) Substitution of credit or liquidity providers, or their failure to perform;
- (v) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability or of a Notice of Proposed Issue (IRS Form 5701 TEB);
- (vi) Tender offers;
- (vii) Defeasances;
- (viii) Rating changes; or
- (ix) Bankruptcy, insolvency, receivership or similar event of the District.

For purposes of item (ix) above, the described event shall be deemed to occur when any of the following shall occur: the appointment of a receiver, fiscal agent or similar officer for the District in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the District, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or other governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority have supervision or jurisdiction over substantially all of the assets or business of the District.

(b) The District shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Bonds, if material, not later than ten (10) business days after the occurrence of the event:

(i) Unless described in paragraph 6(a)(v) hereof, other material notices or determinations with respect to the tax status of the Bonds or other material events affecting the tax status of the Bonds;

(ii) Modifications to rights of Owners;

(iii) Optional, unscheduled or contingent Bond calls;

(iv) Release, substitution or sale of property securing repayment of the Bonds;

(v) Non-payment related defaults;

(vi) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms; or

(vii) Appointment of a successor or additional Paying Agent or the change of name of a Paying Agent.

(c) The District shall give, or cause to be given, in a timely manner, notice of a failure to provide the annual financial information on or before the date specified in Section 4 hereof, as provided in Section 4(b) hereof.

(d) Whenever the District obtains knowledge of the occurrence of a Listed Event described in Section 6(a) hereof, or determines that knowledge of a Listed Event described in Section 6(b) hereof would be material under applicable federal securities laws, the District shall within ten (10) business days of occurrence file a notice of such occurrence with the MSRB in electronic format, accompanied by such identifying information as is prescribed by the MSRB. Notwithstanding the foregoing, notice of the Listed Event described in subsections (a)(vii) or (b)(iii) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to Holders of affected Bonds pursuant to the Resolution.

SECTION 7. Termination of Reporting Obligation. The District's obligations under this Disclosure Undertaking shall terminate when the District is no longer an obligated person with respect to the Bonds, as provided in the Rule, upon the defeasance, prior redemption or payment in full of all of the Bonds.

SECTION 8. Dissemination Agent. The Superintendent-President or Vice President, Administrative Services may, from time to time, appoint or engage an alternate or successor Dissemination Agent to assist in carrying out the District's obligations under this Disclosure Undertaking, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. If at any time there is no other designated Dissemination Agent in place, the District shall act as the Dissemination Agent.

The Dissemination Agent, if other than the District, shall be paid compensation for its services provided hereunder, and reimbursement for its costs and expenses. The Dissemination Agent shall not be responsible for the form or content of any document provided by the District hereunder.

SECTION 9. Amendment. Notwithstanding any other provision of this Disclosure Undertaking, the District may amend this Disclosure Undertaking under the following conditions, provided no amendment to this Disclosure Undertaking shall be made that affects the rights, duties or obligations of the Dissemination Agent without its written consent:

(a) The amendment may be made only in connection with a change in circumstances that arises from a change in legal requirements, change in law or change in the identity, nature or status of the obligated person, or type of business conducted;

(b) This Disclosure Undertaking, as amended, would have complied with the requirements of the Rule at the time of the primary offering of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment does not materially impair the interests of Holders, as determined either by parties unaffiliated with the District or another obligated person (such as the Bond Counsel) or by the written approval of the Bondholders; provided, that the Annual Report containing the amended operating data or financial information shall explain, in narrative form, the reasons for the amendment and the impact of the change in the type of operating data or financial information being provided.

SECTION 10. Additional Information. If the District chooses to include any information from any document or notice of occurrence of a Material Event in addition to that which is specifically required by this Disclosure Undertaking, the District shall have no obligation under this Disclosure Undertaking to update such information or to include it in any future disclosure or notice of occurrence of a Designated Material Event.

Nothing in this Disclosure Undertaking shall be deemed to prevent the District from disseminating any other information, using the means of dissemination set forth in this Disclosure Undertaking or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Designated Material Event, in addition to that which is required by this Disclosure Undertaking.

SECTION 11. Default. The District shall give notice to the MSRB of any failure to provide the Annual Report when the same is due hereunder, which notice shall be given prior to July 1 of that year. In the event of a failure of the District to comply with any provision of this Disclosure Undertaking, any Bondholder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the District to comply with its obligations under this Disclosure Undertaking. A default under this Disclosure Undertaking shall not be deemed an event of default under the Resolution, and the sole remedy under this Disclosure Undertaking in the event of any failure of the District to comply with this Disclosure Undertaking shall be an action to compel performance.

SECTION 12. Beneficiaries. This Disclosure Undertaking shall inure solely to the benefit of the District, the Dissemination Agent, the Underwriter and Holders from time to time of the Bonds, and shall create no rights in any other person or entity.

SECTION 13. Record Keeping. The District shall maintain records of all Annual Reports and notices of material Listed Events including the content of such disclosure, the names of the entities with whom the such disclosure were filed and the date of filing such disclosure.

SECTION 14. Governing Law. This Disclosure Undertaking shall be governed by the laws of the State of California, applicable to contracts made and performed in such State of California.

IN WITNESS WHEREOF, Citrus Community College District has executed this Continuing Disclosure Undertaking as of the date first set forth herein.

CITRUS COMMUNITY COLLEGE DISTRICT

By: _____
Vice President, Finance and
Administrative Services

EXHIBIT A

NOTICE TO THE MSRB OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: Citrus Community College District

Name of Issue: \$_____ Citrus Community College District General Obligation Bonds, Election of 2004, Series 2014D

Date of Issuance: _____, 2014

NOTICE IS HEREBY GIVEN that the above-named Issuer has not provided an Annual Report with respect to the above-named Bonds as required by Section 4(a) of the Disclosure Undertaking dated _____, 2014. The Issuer anticipates that the Annual Report will be filed by _____.

Dated: _____

[ISSUER/DISSEMINATION AGENT]

By: _____

APPENDIX D

BOOK-ENTRY ONLY SYSTEM

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the District believes to be reliable, but the District takes no responsibility for the accuracy or completeness thereof. The District cannot and does not give any assurances that DTC, DTC Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest, principal or premium, if any, with respect to the Bonds, (b) Bonds representing ownership interest in or other confirmation or ownership interest in the Bonds, or (c) prepayment or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Bonds, or that they will so do on a timely basis or that DTC, DTC Participants or DTC Indirect Participants will act in the manner described in this Official Statement. The current "Rules" applicable to DTC are on file with the Securities and Exchange Commission and the current "Procedure" of DTC to be followed in dealing with DTC Participants are on file with DTC.

General

The Depository Trust Company ("DTC"), New York, New York, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation, and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of "AA+". The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com. *The foregoing internet address is included for reference only, and the information on this internet site is not incorporated by reference herein.*

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books

of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the District (or the Paying Agent on behalf thereof) as soon as possible after the Record Date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Bonds are credited on the Record Date (identified in a listing attached to the Omnibus Proxy).

Principal, premium, if any and interest payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the District or Paying Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium, if any, and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the District or the Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, certificates for the Bonds are required to be printed and delivered in such principal amount or amounts, in authorized denominations, and registered in whatever name or names DTC shall designate.

The District may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). Discontinuance of use of the system of book-entry transfers through DTC may require the approval of DTC Participants under DTC's operational arrangements. In that event, printed certificates for the Bonds will be printed and delivered in such principal amount or amounts, in authorized denominations, and registered in whatever name or names DTC shall designate.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the District believes to be reliable, but the District takes no responsibility for the accuracy thereof.

Discontinuation of Book-Entry Only System; Payment to Beneficial Owners

In the event that the book-entry system described above is no longer used with respect to the Bonds, the following provisions will govern the payment, transfer and exchange of the Bonds.

The principal of the Bonds and any premium and interest upon the redemption thereof prior to maturity will be payable in lawful money of the United States of America upon presentation and surrender of the Bonds at the office of the Paying Agent, initially located in Los Angeles, California. Interest on the Bonds will be paid by the Paying Agent by check or draft mailed to the person whose name appears on the registration books of the Paying Agent as the registered owner, and to that person's address appearing on the registration books as of the close of business on the Record Date. At the written request of any registered owner of at least \$1,000,000 in aggregate principal, payments shall be wired to a bank and account number on file with the Paying Agent as of the Record Date.

Any Bond may be exchanged for a Bond of any authorized denomination upon presentation and surrender at the office of the Paying Agent, initially located in Los Angeles, California, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Paying Agent. A Bond may be transferred only on the Bond registration books upon presentation and surrender of the Bond at such office of the Paying Agent together with an assignment executed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Paying Agent. Upon exchange or transfer, the Paying Agent shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations requested by the owner equal in the aggregate to the unmaturing principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

Neither the District nor the Paying Agent will be required to exchange or transfer any Bond during the period from the Record Date through the next Interest Payment Date.

APPENDIX E

THE LOS ANGELES COUNTY POOLED SURPLUS INVESTMENTS

The following information concerning the Los Angeles County Treasury Pool (the “Treasury Pool”) has been obtained from the Treasurer and Tax Collector of Los Angeles County (the “Treasurer”) and has not been confirmed or verified by Citrus Community College District. No representation is made herein as to the accuracy or adequacy of such information or as to the absence of material adverse changes in such information subsequent to the date hereof or that the information contained or incorporated hereby by reference is correct as of any time subsequent to its date.

The Treasurer has the delegated authority to invest funds on deposit in the Treasury Pool. As of November 30, 2013, investments in the Treasury Pool were held for local agencies including school districts, community college districts, special districts and discretionary depositors such as cities and independent districts in the following amounts:

<u>Local Agency</u>	<u>Invested Funds (in billions)</u>
County of Los Angeles and Special Districts	\$ 8.143
Schools and Community Colleges	12.560
Discretionary Participants	<u>2.160</u>
Total	\$22.863

Of these entities, the involuntary participants accounted for approximately 90.55%, and all discretionary participants accounted for 9.450% of the total Treasury Pool.

Decisions on the investment of funds in the Treasury Pool are made by the County Investment Officer in accordance with established policy, with certain transactions requiring the Treasurer’s prior approval. In the County, investment decisions are governed by Chapter 4 (commencing with Section 53600) of Part 1 of Division 2 of Title 5 of the California Government Code, which governs legal investments by local agencies in the State, and by a more restrictive Investment Policy (the “Investment Policy”) developed by the Treasurer and adopted by the Los Angeles County Board of Supervisors on an annual basis. The Investment Policy adopted on March 19, 2013, reaffirmed the following criteria and order of priority for selecting investments:

1. Safety of Principal
2. Liquidity
3. Return on Investment

The Treasurer prepares a monthly Report of Investments (the “Investment Report”) summarizing the status of the Treasury Pool, including the current market value of all investments. This report is submitted monthly to the County Board of Supervisors. According to the Investment Report dated December 27, 2013, the November 30, 2013, book value of the Treasury Pool was approximately \$22.863 billion and the corresponding market value was approximately \$22.756 billion.

An internal controls system for monitoring cash accounting and investment practices is in place. The Treasurer’s Compliance Auditor, who operates independently from the Investment Officer, reconciles cash and investments to fund balances daily. The Compliance Auditor’s staff also reviews each investment trade for accuracy and compliance with the Board adopted Investment Policy. The County Auditor-Controller’s Office performs similar cash and investment reconciliations on a quarterly

basis and regularly reviews investment transactions for conformance with the approved policies. Additionally, the County's outside independent auditor annually accounts for all investments.

The following table identifies the types of securities held by the Treasury Pool as of November 30, 2013.

<u>Type of Investment</u>	<u>% of Pool</u>
U.S. Government and Agency Obligations	53.78
Certificates of Deposit	18.55
Commercial Paper	26.39
Bankers Acceptances	0.00
Municipal Obligations	0.17
Corporate Notes & Deposit Notes	1.11
Asset Backed Instruments	0.00
Repurchase Agreements	0.00
Other	0.00
	<hr/> 100.00

The Treasury Pool is highly liquid. As of November 30, 2013, approximately 43.69% of the investments mature within 60 days, with an average of 649 days to maturity for the entire portfolio.

APPENDIX F

ACCRETED VALUES TABLE

[\$Principal Amount]
CITRUS COMMUNITY COLLEGE DISTRICT
(Los Angeles County, California)
General Obligation Bonds, Election of 2004, Series 2014D

CONTRACT OF PURCHASE

[Pricing Date]

Vice President, Finance & Admin. Services
Citrus Community College District
1000 W. Foothill Boulevard
Glendora, California 91741-1899

Ladies and Gentlemen:

The undersigned, RBC Capital Markets, LLC, as Underwriter (the “*Underwriter*”), acting on its own behalf and not as a fiduciary or agent for you, hereby offers to enter into this Contract of Purchase (this “*Purchase Contract*”) with the Citrus Community College District (the “*District*”), which, upon your acceptance hereof, will be binding upon the District and the Underwriter. By execution of this Purchase Contract, the District and the Underwriter acknowledge the terms hereof and recognize that each will be bound by certain of the provisions hereof, and to the extent binding on the District, acknowledge and agree to such terms. This offer is made subject to the written acceptance of this Purchase Contract by the District and delivery of such acceptance to us at or prior to 11:59 p.m., California Time, on the date hereof.

1. *Purchase and Sale of the Bonds.* Subject to the terms and conditions and in reliance upon the representations, warranties and agreements set forth herein, the Underwriter hereby agrees to purchase from the District for reoffering to the public, and the District hereby agrees to sell in the name and on behalf of the District to the Underwriter for such purpose, all (but not less than all) of the District’s General Obligation Bonds, Election of 2004, Series 2014D (the “*Bonds*”) in an aggregate principal amount of \$[Principal Amount]. The Bonds will be issued as current interest bonds (the “*Current Interest Bonds*”), capital appreciation bonds (the “*Capital Appreciation Bonds*”) and convertible capital appreciation bonds (the “*Convertible Capital Appreciation Bonds*”). The Bonds shall be dated, bear or accrete interest at the rates and mature in the years as set forth in Exhibit A hereto. The Bonds shall otherwise be as described in, and shall be issued and secured pursuant to the provisions of the resolution presented to the Board of Trustees of the District (the “*Board of Trustees*”) on February 4, 2014 and adopted by the Board of Trustees on May 6, 2014 (the “*Resolution*”), this Purchase Contract and Article 4.5 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code, commencing with Section 53506, respectively (the “*Act*”).

Inasmuch as this purchase and sale represents a negotiated transaction, the District acknowledges and agrees that: (i) the transaction contemplated by this Purchase Contract is an arm’s length, commercial transaction between the District and the Underwriter in which the Underwriter is acting solely as a principal and are not acting as a municipal advisor, financial advisor or fiduciary to the District; (ii) the Underwriter has not assumed any advisory or fiduciary responsibility to the District with respect to the transaction contemplated hereby and the discussions, undertakings and procedures leading thereto (irrespective of whether the Underwriter has provided other services or is currently providing other services to the District on other matters); (iii) the Underwriter is acting solely in their capacity as an underwriter for its own accounts, (iv) the only obligations the Underwriter has to the District with respect to the transaction contemplated hereby expressly are set forth in this Purchase Contract; and (v) the District has consulted its own legal, accounting, tax, financial and other advisors, as applicable, to the extent it has deemed appropriate.

The Bonds shall be executed and delivered under and in accordance with the provisions of this Purchase Contract and the Resolution. The Bonds shall be in definitive form, shall bear CUSIP numbers, and shall be in book-entry form, registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”); the Bonds shall be in authorized denominations of \$5,000 each or integral multiples thereof.

The Underwriter shall purchase the Bonds at a price of \$_____ (consisting of the principal amount of the Bonds of \$[Principal Amount], plus a net original issue premium of \$_____, less an Underwriter’s discount of \$_____). Amounts set aside to pay costs of issuance shall not be considered and do not constitute additional compensation to the Underwriter.

2. *Public Offering.* The Underwriter agrees to make a bona fide public offering of all of the Bonds at a price not to exceed the public offering price set forth herein and may subsequently change such offering price without any requirement of prior notice. The Underwriter may offer and sell Bonds to certain dealers (including dealers depositing the Bonds into investment trusts) and others at prices lower than the public offering price stated on the inside cover of the Official Statement (as defined herein).

3. *The Official Statement.* (a) The District has previously delivered to the Underwriter the Preliminary Official Statement dated [POS Date] (the “*Preliminary Official Statement*”), including the cover page and appendices thereto, of the District relating to the Bonds. The final Official Statement delivered pursuant to Section 3(c) below is hereinafter called the “*Official Statement*.”

(b) The Preliminary Official Statement has been prepared for use by the Underwriter by Disclosure Counsel (defined herein) in connection with the public offering, sale and distribution of the Bonds. The District hereby represents and warrants that the Preliminary Official Statement was deemed final by the District as of its date, except for the omission of such information which is dependent upon the final pricing of the Bonds for completion, all as permitted to be excluded by Section (b)(1) of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (the “*Rule*”).

(c) The District hereby authorizes the Official Statement and the information therein contained to be used by the Underwriter in connection with the public offering and the sale of the Bonds. The District consents to the use by the Underwriter prior to the date hereof of the Preliminary Official Statement in connection with the public offering of the Bonds. The District shall provide, or cause to be provided, to the Underwriter as soon as practicable after the date of the District’s acceptance of this Purchase Contract (but, in any event, not later than the earlier of the Closing Date (defined herein) or seven business days after the District’s acceptance of this Purchase Contract and in sufficient time to accompany any confirmation that requests payment from any customer) copies of the Official Statement which is complete as of the date of its delivery to the Underwriter in such quantity as the Underwriter shall request in order to comply with Section (b)(4) of the Rule and the rules of the Municipal Securities Rulemaking Board (the “*MSRB*”).

(d) The Underwriter agrees that prior to the time the final Official Statement relating to the Bonds is available, the Underwriter will send to any potential purchaser of the Bonds, upon the request of such potential purchaser, a copy of the Preliminary Official Statement. Such Preliminary Official Statement shall be sent by first class mail or electronic distribution (or other equally prompt means) not later than the first business day following the date upon which each such request is received.

(e) During the period ending on the 25th day after the End of the Underwriting Period (as defined below) (or such other period as may be agreed to by the District and the Underwriter), the District (i) shall not supplement or amend the Official Statement or cause the Official Statement to be supplemented or amended without the prior written consent of the Underwriter and (ii) shall notify the Underwriter promptly if any event shall occur, or information comes to the attention of the District, that is

reasonably likely to cause the Official Statement (whether or not previously supplemented or amended) to contain any untrue statement of a material fact or to omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading. If, in the opinion of the Underwriter, such event requires the preparation and distribution of a supplement or amendment to the Official Statement, the District shall prepare and furnish to the Underwriter, at the District's expense, such number of copies of the supplement or amendment to the Official Statement, in form and substance mutually agreed upon by the District and the Underwriter, as the Underwriter may reasonably request. If such notification shall be given subsequent to the Closing (defined herein), the District also shall furnish, or cause to be furnished, such additional legal opinions, certificates, instruments and other documents as the Underwriter may reasonably deem necessary to evidence the truth and accuracy of any such supplement or amendment to the Official Statement.

For purposes of this Purchase Contract, the "End of the Underwriting Period" is used as defined in the Rule and shall occur on the later of (a) the date of Closing or (b) when the Underwriter no longer retains an unsold balance of the Bonds; unless otherwise advised in writing by the Underwriter on or prior to the Closing Date, or otherwise agreed to by the District, the Underwriter and the District may assume that the End of the Underwriting Period is the Closing Date.

(f) The Underwriter hereby agrees to file the Official Statement with the MSRB or any other repository approved by the Securities and Exchange Commission no later than the date of Closing.

4. *Representations, Warranties, and Covenants of the District.* The District hereby represents and warrants to and covenants with the Underwriter that:

(a) The District is a community college district, duly created, organized and existing under the laws of the State of California (the "State"), and has full legal right, power and authority, and at the date of the Closing will have full legal right, power and authority (i) to enter into, execute and deliver this Purchase Contract, the Continuing Disclosure Undertaking (the "*Continuing Disclosure Undertaking*"), and all documents required hereunder and thereunder to be executed and delivered by the District (this Purchase Contract, the Resolution and the Continuing Disclosure Undertaking are hereinafter referred to as the "*District Documents*"), (ii) to sell, issue and deliver the Bonds pursuant to the Act to the Underwriter as provided herein, and (iii) to carry out and complete the transactions described in the District Documents and the Official Statement, and the District has complied, and will at the Closing be in compliance in all respects, with the terms of the District Documents as they pertain to such transactions;

(b) By all necessary official action of the District prior to or concurrently with the acceptance hereof, the District has duly authorized all necessary action to be taken by it for (i) the adoption of the Resolution and the issuance and sale of the Bonds, (ii) the approval, execution and delivery of, and the performance by the District of the obligations on its part, contained in the Bonds and the District Documents and (iii) the completion by it of all other transactions described in the Official Statement, and the District Documents and any and all such other agreements and documents as may be required to be executed, delivered and/or received by the District in order to carry out, give effect to, and complete the transactions contemplated herein and in the Official Statement;

(c) The District Documents constitute legal, valid and binding obligations of the District, enforceable in accordance with their respective terms, subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws and principles of equity relating to or affecting the enforcement of creditors' rights; the Bonds, when issued, delivered and paid for, in accordance with the Resolution and this Purchase Contract, will constitute legal, valid and binding obligations of the District entitled to the benefits of the Resolution and enforceable in accordance with their respective terms, subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws and principles of equity relating to or affecting the enforcement of creditors' rights;

(d) The District is not in breach of or default under any applicable constitutional provision, law or administrative regulation of the State or the United States or any applicable judgment or decree or any loan agreement, indenture, bond, note, resolution, agreement or other instrument to which the District is a party or to which the District is or any of its property or assets are otherwise subject, in any material respect, and no event has occurred and is continuing which constitutes or with the passage of time or the giving of notice, or both, would constitute a default or event of default by the District under any of the foregoing; and the execution and delivery of the Bonds, the District Documents and the adoption of the Resolution and compliance with the provisions on the District's part contained therein, will not conflict with or constitute a breach of or default under any constitutional provision, administrative regulation, judgment, decree, loan agreement, indenture, bond, note, resolution, agreement or other instrument to which the District is a party or to which the District is or to which any of its property or assets are otherwise subject nor will any such execution, delivery, adoption or compliance result in the creation or imposition of any lien, charge or other security interest or encumbrance of any nature whatsoever upon any of the property or assets of the District to be pledged to secure the Bonds or under the terms of any such law, regulation or instrument, except as provided by the Bonds and the Resolution;

(e) All authorizations, approvals, licenses, permits, consents and orders of any governmental authority, legislative body, board, agency or commission having jurisdiction of the matter which are required to be obtained by the District for the due authorization of, which would constitute a condition precedent to, or the absence of which would materially adversely affect the due performance by the District of its obligations under the District Documents and the Bonds or with respect to the projects to be financed with the proceeds of the Bonds have been duly obtained, except for such approvals, consents and orders as may be required under the Blue Sky or securities laws of any jurisdiction in connection with the offering and sale of the Bonds;

(f) The Bonds conform to the descriptions thereof contained in the Official Statement under the caption "THE BONDS", the Resolution conforms to the description thereof contained in the Official Statement under the caption "THE BONDS – Authority for Issuance and Security for the Bonds", the proceeds of the sale of the Bonds will be applied generally as described in the Official Statement under the caption "THE BONDS – Purpose of Issue", and the Continuing Disclosure Undertaking conforms to the description thereof contained in the Official Statement under the caption "CONTINUING DISCLOSURE" and the form set forth as Appendix C to the Official Statement;

(g) No legislation has been introduced, nor is there any action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, government agency, public board or body pending or, to the best knowledge of the District after due inquiry, threatened against the District, affecting the existence of the District or the titles of its officers to their respective offices, or affecting or seeking to prohibit, restrain or enjoin the sale, issuance or delivery of the Bonds pursuant to the Resolution or in any way contesting or affecting the validity or enforceability of the Bonds, the District Documents, or contesting the exclusion from gross income of interest on the Bonds for federal income tax purposes or the exemption of interest on the Bonds for State income tax purposes, or contesting in any way the completeness or accuracy of the Preliminary Official Statement or the Official Statement or any supplement or amendment thereto or contesting the powers of the District or any authority for the issuance of the Bonds, the adoption of the Resolution or the execution and delivery of the District Documents, nor, to the best knowledge of the District, is there any basis therefor, wherein an unfavorable decision, ruling or finding would materially adversely affect the validity or enforceability of the Bonds or the District Documents;

(h) As of the date thereof, the Preliminary Official Statement (excluding information relating to DTC and its book-entry system contained in Appendix D to the Preliminary Official Statement and information relating to the Pooled Surplus Investment portfolio of the County (defined herein) contained in Appendix E to the Preliminary Official Statement) did not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading;

(i) At the time of the District's acceptance hereof and (unless the Official Statement is amended or supplemented pursuant to paragraph (e) of Section 3 of this Purchase Contract) at all times subsequent thereto during the period up to and including the date of Closing, the Preliminary Official Statement (excluding information relating to DTC and DTC's book-entry system and information relating to the County's Pooled Surplus Investment portfolio contained in Appendix E to the Official Statement) as of its date does not and the Official Statement (excluding information relating to DTC and DTC's book-entry system and information relating to the County's Pooled Surplus Investment portfolio contained in Appendix E to the Official Statement) will not contain any untrue statement of a material fact or omit to state any material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading;

(j) If the Official Statement is supplemented or amended pursuant to paragraph (e) of Section 3 of this Purchase Contract, at the time of each supplement or amendment thereto (unless subsequently again supplemented or amended pursuant to such paragraph) the District agrees to provide the Underwriter with a certificate dated the date of any such supplement or amendment stating that the Official Statement as so supplemented or amended (excluding information relating to DTC and DTC's book-entry system) does not contain any untrue statement of a material fact or omit to state any material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which made, not misleading;

(k) As of the date of Closing, the District will have complied with the Internal Revenue Code of 1986, as amended (the "*Code*"), with respect to the Bonds;

(l) The District will furnish such information and execute such instruments and take such action in cooperation with the Underwriter as the Underwriter may reasonably request to qualify the Bonds for offer and sale under the Blue Sky or other securities laws and regulations of such states and other jurisdictions in the United States as the Underwriter may designate and determine the eligibility of the Bonds for investment under the laws of such states and other jurisdictions and to continue such qualifications in effect so long as required for the distribution of the Bonds (provided, however, that the District will not be required to qualify as a foreign corporation or to file any general or special consents to service of process under the laws of any jurisdiction) and will advise the Underwriter immediately of receipt by the District of any notification with respect to the suspension of the qualification of the Bonds for sale in any jurisdiction or the initiation or threat of any proceeding for that purpose;

(m) The financial statements of, and other financial information regarding the District, in the Official Statement fairly present the financial position and results of the District as of the dates and for the periods therein set forth. Prior to the Closing, there will be no adverse change of a material nature in such financial position, results of operations or condition, financial or otherwise, of the District except as disclosed in the Official Statement. The District is not a party to any litigation or other proceeding pending or, to its knowledge, threatened which, if decided adversely to the District, would have a materially adverse effect on the financial condition of the District;

(n) Prior to the Closing, the District will not offer or issue any bonds, notes or other obligations for borrowed money or incur any material liabilities, direct or contingent, payable from or secured by *ad valorem* property taxes without the prior approval of the Underwriter; and

(o) Any certificate, signed by any official of the District authorized to do so in connection with the transactions contemplated by this Purchase Contract, shall be deemed a representation and warranty by the District to the Underwriter as to the statements made therein.

5. *Closing.* At 9:00 a.m., California Time, on [Closing Date], or at such other time or on such other date as shall have been mutually agreed upon by the parties hereto (the “*Closing*” and the “*Closing Date*”), the Treasurer and Tax Collector of the County of Los Angeles (the “*County*”) or the agent thereof (herein, the “*Paying Agent*”) and registrar for the Bonds will deliver to the Underwriter will deliver to the Underwriter, through the facilities of DTC in New York, New York, or at such other place as the District and the Underwriter may mutually agree upon, the Bonds in fully registered book-entry form, duly executed, together with the other documents hereinafter mentioned. Upon fulfillment of all conditions to Closing herein, the Underwriter will accept such delivery and pay the purchase price thereof in immediately available funds (by check, wire transfer or such other manner of payment as the Underwriter and the District shall reasonably agree upon) to the order of the Treasurer.

6. *Closing Conditions.* The Underwriter has entered into this Purchase Contract in reliance upon the representations, warranties and agreements of the District contained herein, and in reliance upon the representations, warranties and agreements to be contained in the documents and instruments to be delivered at the Closing and upon the performance by the District of its obligations hereunder, both as of the date hereof and as of the date of the Closing. Accordingly, the Underwriter’s obligations under this Purchase Contract to purchase, to accept delivery of and to pay for the Bonds shall be conditioned upon the performance by the District of its obligations to be performed hereunder and under such documents and instruments at or prior to the Closing, and shall also be subject to the following additional conditions, including the delivery by the District of such documents as are enumerated herein, in form and substance reasonably satisfactory to the Underwriter:

(a) The representations and warranties of the District contained herein shall be true, complete and correct on the date hereof and on and as of the date of the Closing, as if made on the date of the Closing;

(b) The District shall have performed and complied with all agreements and conditions required by this Purchase Contract to be performed or complied with by it prior to or at the Closing;

(c) At the time of the Closing, (i) the District Documents and the Bonds shall be in full force and effect in the form heretofore approved by the Underwriter and shall not have been amended, modified or supplemented, and the Official Statement shall not have been supplemented or amended, except in any such case as may have been agreed to by the Underwriter; and (ii) all actions of the District required to be taken by the District shall be performed in order for Bond Counsel (defined herein), Disclosure Counsel and Underwriter’s Counsel (defined herein) to deliver their respective opinions referred to hereafter;

(d) At or prior to the Closing, the Resolution shall have been duly adopted by the District, respectively, and the Bonds shall have been duly executed, delivered and authenticated;

(e) At the time of the Closing, there shall not have occurred any change or any development involving a prospective change in the projects to be financed with the proceeds of the Bonds, in the condition, financial or otherwise, or in the revenues or operations of the District, from that set forth in the Official Statement that in the reasonable judgment of the Underwriter, is material and adverse and that makes it, in the reasonable judgment of the Underwriter, impracticable to market the Bonds on the terms and in the manner contemplated in the Official Statement;

(f) The District has not failed to pay principal or interest when due on any of its outstanding obligations for borrowed money;

(g) All steps to be taken and all instruments and other documents to be executed, and all other legal matters in connection with the transactions contemplated by this Purchase Contract shall be reasonably satisfactory in legal form and effect to the Underwriter;

(h) At or prior to the Closing, the Underwriter shall have received copies of each of the following documents:

(1) The Official Statement, and each supplement or amendment thereto, if any, executed on behalf of the District by its authorized representative, or such other official as may have been agreed to by the Underwriter, and the reports and audits referred to or appearing in the Official Statement;

(2) A certificate, together with a fully executed copy of the Resolution, of the Clerk of the Board of Trustees to the effect that (i) such copy is a true and correct copy of the Resolution and the Resolution was duly adopted by the Board of Trustees and has not been modified, amended, rescinded or revoked and is in full force and effect on the date of the Closing;

(3) The Continuing Disclosure Undertaking of the District which satisfies the requirements of Section (b)(5)(i) of the Rule;

(4) The final approving opinion of Nixon Peabody LLP, as bond Counsel (“*Bond Counsel*”) with respect to the Bonds, in substantially the form attached to the Official Statement;

(5) A reliance letter from Bond Counsel to the effect that the Underwriter may rely upon the approving opinion described in (h)(4) above, together with a supplemental opinion, dated the Closing Date and addressed to the Underwriter, to the effect that:

(i) the District has full right and lawful authority to enter into and perform its duties under this Purchase Contract and this Purchase Contract has been duly authorized, executed and delivered by the District and, assuming due authorization, execution and delivery by the other respective parties thereto, constitutes a legal, valid and binding obligation of the District, enforceable in accordance with its terms, except as the same may be limited by bankruptcy, insolvency, reorganization, moratorium or other laws relating to or affecting generally the enforcement of creditors’ rights and by the application of equitable principles if equitable remedies are sought;

(ii) by all necessary official action of the District prior to or concurrently with the acceptance hereof, the District has duly authorized all necessary action to be taken by it for the adoption of the Resolution and the issuance and sale of the Bonds;

(iii) the Resolution and all other proceedings of the District pertinent to the validity and enforceability of the Bonds have been duly and validly adopted or undertaken in compliance with all applicable procedural requirements of the District and in compliance with the Constitution and laws of the State, including the Act;

(iv) the statements contained in the Official Statement in the sections entitled “THE BONDS” (excluding any information relating to DTC and DTC’s book-entry system), “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS” and “TAX MATTERS” insofar as such statements purport to summarize certain provisions of the Bonds and the Resolution and the tax status of the Bonds for federal and State income tax purposes, present a fair and accurate summary of such documents, such tax status and the matters discussed therein;

(v) no authorization, approval, consent or other order of the State or any local agency of the State, other than such authorizations, approvals and consents which have been obtained, is required for the valid authorization, execution and delivery by the District of this Purchase Contract or the consummation by the District of the other transactions contemplated by such agreement (provided no opinion is expressed as to any action required under state securities or blue sky laws in connection with the purchase or distribution of the Bonds by the Underwriter); and

(vi) the Bonds are exempt from registration pursuant to the Securities Act of 1933, as amended, and the Resolution is exempt from qualification pursuant to the Trust Indenture Act of 1939, as amended;

(6) An opinion of counsel for the Underwriter, dated the date of the Closing and addressed to the Underwriter, in form and substance acceptable to the Underwriter;

(7) An opinion of Nixon Peabody LLP, as disclosure Counsel (“*Disclosure Counsel*”) addressed to the District, together with a reliance letter addressed to the Underwriter, dated the date of Closing, to the effect that based upon information made available to such counsel in the course of such counsel’s participation in the transaction as Disclosure Counsel and assuming the accuracy, completeness and fairness of the statements contained in the Official Statement, nothing has come to such counsel’s attention which has led such counsel to believe that the Official Statement (excluding any information relating to DTC and its book-entry system, financial and statistical data included therein and assumptions with respect thereto and information relating to the County’s Pooled Surplus Investment portfolio contained in Appendix E thereto) as of the date of the Official Statement and as of the date of Closing contained or contains any untrue statement of a material fact or omitted or omits to state a material fact required to be stated therein necessary to make the statements made therein, in light of the circumstances under which they were made, not misleading in any material respect;

(8) An opinion of Hawkins Delafield & Wood LLP, as counsel for the Underwriter (“*Underwriter’s Counsel*”), dated the date of the Closing and addressed to the Underwriter, in form and substance acceptable to the Underwriter;

(9) A certificate, dated the date of Closing, of the District to the effect that (i) the representations and warranties of the District contained herein are true and correct in all material respects on and as of the date of Closing as if made on the date of Closing; (ii) no litigation or proceeding against it is pending or, to its knowledge, threatened in any court or administrative body nor is there a basis for litigation which would (a) contest the right of the members or officials of the District to hold and exercise their respective positions, (b) contest the due organization and valid existence of the District, (c) contest the validity, due authorization and execution of the Bonds or the District Documents or (d) attempt to limit, enjoin or otherwise restrict or prevent the District from functioning and collecting revenues, including payments on the Bonds, pursuant to the Resolution, and other income or the levy or collection of the taxes pledged or to be pledged to pay the principal of and interest on the Bonds, or the pledge thereof; (iii) the Resolution authorizing the execution, delivery and/or performance of the Official Statement, the Bonds and the District Documents has been duly adopted by the District, is in full force and effect and has not been modified, amended or repealed, and (iv) to the best of its knowledge, no event affecting the District has occurred since the date of the Official Statement which should be disclosed in the Official Statement for the purpose for which it is to be used or which it is necessary to disclose therein in order to make the statements and information therein, in light of the circumstances under which they were made, not misleading in any respect as of the time of Closing, and (v) the information contained in the Official Statement (excluding information relating to DTC and DTC’s

book-entry system and information relating to the County's Pooled Surplus Investment portfolio contained in Appendix E to the Official Statement) is correct in all material respects and, as of its date the Official Statement (excluding information relating to DTC and DTC's book-entry system and information relating to the County's Pooled Surplus Investment portfolio contained in Appendix E to the Official Statement) did not, and as of the date of the Closing does not, contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements made therein, in light of the circumstances under which they were made, not misleading;

(10) A certificate of the District in form and substance satisfactory to Bond Counsel and counsel to the Underwriter (a) setting forth the facts, estimates and circumstances in existence on the date of the Closing, which establish that it is not expected that the proceeds of the Bonds will be used in a manner that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code and any applicable regulations (whether final, temporary or proposed), issued pursuant to the Code, and (b) certifying that to the best of the knowledge and belief of the District there are no other facts, estimates or circumstances that would materially change the conclusions, representations and expectations contained in such certificate;

(11) Evidence satisfactory to the Underwriter that the Bonds have been rated "___" and "___" by Moody's Investors Service and Standard & Poor's Ratings Services, a Standard & Poor's Financial Services LLC business, respectively, and that such ratings have not been revoked or downgraded; and

(12) A copy of the disclosure made by the Underwriter in compliance with Rule G-17 of the MSRB attached hereto as Exhibit B.

(13) Such additional legal opinions, certificates, instruments and other documents as the Underwriter or counsel to the Underwriter may reasonably request to evidence the truth and accuracy, as of the date hereof and as of the date of the Closing, of the District's representations and warranties contained herein and of the statements and information contained in the Official Statement and the due performance or satisfaction by the District on or prior to the date of the Closing of all the respective agreements then to be performed and conditions then to be satisfied by the District.

If the District shall be unable to satisfy the conditions to the obligations of the Underwriter to purchase, to accept delivery of and to pay for the Bonds contained in this Purchase Contract, or if the obligations of the Underwriter to purchase, to accept delivery of and to pay for the Bonds shall be terminated for any reason permitted by this Purchase Contract, this Purchase Contract shall terminate and neither the Underwriter nor the District shall be under any further obligation hereunder, except that the respective obligations of the District and the Underwriter set forth in Sections 4, 5 and 9 hereof shall continue in full force and effect.

7. *Termination.* The Underwriter shall have the right to cancel their obligation to purchase the Bonds if, between the date of this Purchase Contract and the Closing, the market price or marketability of the Bonds shall be materially adversely affected by the occurrence of any of the following:

(a) legislation shall be enacted by or introduced in the Congress of the United States or recommended to the Congress for passage by the President of the United States, or the Treasury Department of the United States or the Internal Revenue Service or any member of the Congress or the State legislature or favorably reported for passage to either House of the Congress by any committee of such House to which such legislation has been referred for consideration, a decision by a court of the United States or of the State or the United States Tax Court shall be rendered, or an order, ruling,

regulation (final, temporary or proposed), statement or other form of notice by or on behalf of the Treasury Department of the United States, the Internal Revenue Service or other governmental agency shall be made or proposed, the effect of any or all of which would be to impose, directly or indirectly, federal income taxation with respect to the Bonds or State income taxation upon interest received on obligations of the general character of the Bonds or, with respect to State taxation, of the interest on the Bonds as described in the Official Statement, or other action or events shall have transpired which may have the purpose or effect, directly or indirectly, of changing the federal income tax consequences or State income tax consequences of any of the transactions contemplated herein;

(b) legislation introduced in or enacted (or resolution passed) by the Congress or an order, decree, or injunction issued by any court of competent jurisdiction, or an order, ruling, regulation (final, temporary, or proposed), or other form of notice issued or made by or on behalf of the Securities and Exchange Commission, or any other governmental agency having jurisdiction of the subject matter, to the effect that obligations of the general character of the Bonds, including any or all underlying arrangements, are not exempt from registration under or other requirements of the Securities Act of 1933, as amended, or that the Resolution is not exempt from qualification under or other requirements of the Trust Indenture Act of 1939, as amended, or that the issuance, offering, or sale of obligations of the general character of the Bonds, including any or all underlying arrangements, as contemplated hereby or by the Official Statement or otherwise, is or would be in violation of the federal securities law as amended and then in effect;

(c) any state blue sky or securities commission or other governmental agency or body shall have withheld registration, exemption or clearance of the offering of the Bonds as described herein, or issued a stop order or similar ruling relating thereto;

(d) a general suspension of trading in securities on the New York Stock Exchange or the American Stock Exchange LLC, the establishment of minimum prices on either such exchange, the establishment of material restrictions (not in force as of the date hereof) upon trading securities generally by any governmental authority or any national securities exchange, a general banking moratorium declared by federal, State of New York, or State officials authorized to do so;

(e) the New York Stock Exchange or other national securities exchange or any governmental authority, shall impose, as to the Bonds or as to obligations of the general character of the Bonds, any material restrictions not now in force, or increase materially those now in force, with respect to the extension of credit by, or the charge to the net capital requirements of underwriters in general;

(f) any amendment to the federal or state Constitution or action by any federal or state court, legislative body, regulatory body, or other authority materially adversely affecting the tax status of the District, its property, income securities (or interest thereon), or the validity or enforceability of the assessments or the levy of taxes to pay principal of and interest on the Bonds;

(g) any event occurring, or information becoming known which, in the reasonable judgment of the Underwriter, makes untrue in any material respect any statement or information contained in the Official Statement, or has the effect that the Official Statement contains any untrue statement of material fact or omits to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading;

(h) there shall have occurred since the date of this Purchase Contract any materially adverse change in the affairs or financial condition of the District;

(i) the United States shall have become engaged in hostilities which have resulted in a declaration of war or a national emergency or there shall have occurred any further outbreak or escalation of major hostilities or a national or international calamity or crisis, financial or otherwise;

(j) there shall have occurred or any notice shall have been given of any intended review, downgrading, suspension, withdrawal, or negative change in credit watch status by any national rating service to any of the District's obligations; and

(k) the purchase of and payment for the Bonds by the Underwriter, or the resale of the Bonds by the Underwriter, on the terms and conditions herein provided shall be prohibited by any applicable law, governmental authority, board, agency or commission.

8. *Expenses.* The Underwriter shall be under no obligation to pay, and the District shall pay or cause to be paid, all expenses incident to the performance of their obligations under this Purchase Contract, including but not limited to the following: (i) the fees and disbursements of Bond Counsel and Disclosure Counsel; (ii) the cost of the preparation, printing and delivery of the Bonds; (iii) the fees, if any, for Bond ratings, including all expenses related to obtaining the ratings, such as meals, transportation and lodging, if any; (iv) the cost of the printing and distribution of the Official Statement; (v) the fees of the Paying Agent through the maturity of the bonds, if any; (vi) the fees of the California Debt and Investment Advisory Commission; and (vii) all other fees and expenses incident to the issuance and sale of Bonds. At Closing, the Underwriter shall wire a portion of the purchase price in the amount of \$_____ to the Paying Agent to be applied to the payment of costs of issuance on behalf of the District. Any expenses owing following the depletion of said amount shall be paid from lawfully available funds of the District. After payment of all costs of issuance set forth above, any amount that has not been expended shall be transferred into the Building Fund (as defined in the Resolution) for the Bonds.

Except as provided above, the Underwriter shall pay (i) the cost of preparation of this Purchase Contract; (ii) all advertising expenses in connection with the public offering of the Bonds; and (iii) all other expenses incurred by it in connection with the public offering of the Bonds, including the fees and disbursements of counsel retained by the Underwriter.

The District acknowledges that it has had the opportunity, in consultation with such advisors as it may deem appropriate, if any, to evaluate and consider the fees and expenses being incurred as part of the issuance of the Bonds.

9. *Notices.* Any notice or other communication to be given under this Purchase Contract may be given by delivering the same in writing to the District at Citrus Community College District, 1000 West Foothill Boulevard, Glendora, California 91741 1899, Attention: Vice President, Finance and Administrative Services, and to the Underwriter at RBC Capital Markets, LLC, 777 South Figueroa Street, Suite 850, Los Angeles, California 90017, Attention: Public Finance and Roderick A. Carter, Managing Director.

10. *Parties in Interest.* This Purchase Contract when accepted by the District in writing as heretofore specified shall constitute the entire agreement between the District and the Underwriter and is made solely for the benefit of the District and the Underwriter (including successors or assigns of the Underwriter) and no other person shall acquire or have any right hereunder or by virtue hereof. This Purchase Contract may not be assigned by the District. All of the District's representations, warranties and agreements contained in this Purchase Contract shall remain operative and in full force and effect, regardless of (i) any investigations made by or on behalf of the Underwriter; (ii) delivery of and payment for the Bonds pursuant to this Purchase Contract; and (iii) any termination of this Purchase Contract.

11. *Effectiveness.* This Purchase Contract shall become effective upon the acceptance hereof by the District and shall be valid and enforceable at the time of such acceptance.

12. *Choice of Law.* This Purchase Contract shall be governed by and construed in accordance with the law of the State of California.

13. *Severability.* If any provision of this Purchase Contract shall be held or deemed to be or shall, in fact, be invalid, inoperative or unenforceable as applied in any particular case in any jurisdiction or jurisdictions, or in all jurisdictions because it conflicts with any provisions of any Constitution, statute, rule of public policy, or any other reason, such circumstances shall not have the effect of rendering the provision in question invalid, inoperative or unenforceable in any other case or circumstance, or of rendering any other provision or provisions of this Purchase Contract invalid, inoperative or unenforceable to any extent whatever.

14. *Business Day.* For purposes of this Purchase Contract, “business day” means any day other than (a) a Saturday or Sunday, (b) a day on which the District or the Paying Agent is required by law to close, or (c) a day on which banks located in Los Angeles, California are required by law to close.

15. *Section Headings.* Section headings have been inserted in this Purchase Contract as a matter of convenience of reference only, and it is agreed that such section headings are not a part of this Purchase Contract and will not be used in the interpretation of any provisions of this Purchase Contract.

16. *Counterparts.* This Purchase Contract may be executed in several counterparts, each of which shall be regarded as an original (with the same effect as if the signatures thereto and hereto were upon the same document) and all of which shall constitute one and the same document. This Purchase Contract shall become a binding agreement between the parties hereto when the last counterpart shall have been signed by or on behalf of each of the parties hereto.

Very truly yours,

RBC CAPITAL MARKETS, LLC, as
Underwriter

By: _____
Roderick A. Carter
Managing Director

CITRUS COMMUNITY COLLEGE DISTRICT

By: _____
Vice President
Finance and Administrative Services

ACCEPTED at _____ [a.m./p.m.]. Pacific
Time on this __ day of _____, 2014

EXHIBIT A
MATURITY SCHEDULE

\$[Principal Amount]
CITRUS COMMUNITY COLLEGE DISTRICT
 (Los Angeles County, California)
General Obligation Bonds, Election of 2004, Series 2014D

\$_____ **Current Interest Bonds**

Maturity (August 1)	Principal Amount	Interest Rate	Yield
20__	\$	%	%
20__			
20__			
20__			
20__			
20__			
20__			
20__			
20__			
20__			
20__			
20__			

\$_____ % Term Bonds due August 1, 20__ – Priced to Yield: _____%

(c) Yield to call at par on August 1, 20__

\$_____ **Capital Appreciation Bonds**

Maturity (August 1)	Initial Principal Amount	Maturity Value	Reoffering Yield to Maturity	Accretion Rate
20__	\$	\$	%	%
20__				
20__				
20__				
20__				
20__				
20__				
20__				
20__				
20__				

\$_____ % Term Bonds due August 1, 20__ – Priced to Yield: _____%

\$_____ **Convertible Capital Appreciation Bonds**

Maturity (August 1)	Initial Principal Amount	Conversion Value	Accretion Rate	Conversion Date (August 1)	Coupon upon Conversion	Yield
20__	\$	\$	%	20__	%	%
20__				20__		

TERMS OF REDEMPTION

Optional Redemption

The Current Interest Bonds maturing on or before August 1, 20__ are not subject to redemption prior to their fixed maturity dates. The Current Interest Bonds maturing on and after August 1, 20__ are subject to redemption prior to their stated maturity dates, at the option of the District, from any source of available funds, on any date on or after August 1, 20__, as a whole or in part, at a redemption price equal to the principal amount of the Current Interest Bonds called for redemption, with interest accrued thereon to the date of redemption, without premium.

The Capital Appreciation Bonds maturing on or before August 1, 20__, will not be subject to redemption prior to their respective stated maturity dates. The Capital Appreciation Bonds maturing on or after August 1 20__, may be redeemed before maturity, at the option of the District, from any source of available funds, in whole or in part on any date on or after August 1 20__ at a redemption price equal to 100% of the Accreted Value thereof, together with accrued interest, if any, to the redemption date.

The Convertible Capital Appreciation Bonds maturing on August 1, 20__ may be redeemed before maturity at the option of the District, from any source of available funds, on any date on or after August 1, 20__, as a whole or in part, at a redemption price equal to the Maturity Value thereof, together with accrued interest to the date of redemption, without premium.

Mandatory Redemption

The Current Interest Bonds maturing on August 1, 20__, shall be subject to mandatory sinking fund redemption in part by lot on August 1 of each year from moneys in the Debt Service Fund established under the Resolution, at a redemption price of par, plus accrued interest, in the years and amounts set forth in the following table:

<u>Redemption Date</u> <u>(August 1)</u>	<u>Principal Amount Value</u>
20__	\$
20__	
20__	
20__ ⁽¹⁾	

⁽¹⁾ Final Maturity.

The Capital Appreciation Bonds maturing on August 1, 20__, are subject to redemption prior to maturity from mandatory sinking fund payments on August 1 of each of the years shown below, on and after August 1, 20__2 at a redemption price equal to the Accreted Value thereof, together with accrued interest thereon to the date fixed for redemption, without premium. The Accreted Value represented by such Capital Appreciation Bonds to be so redeemed and the dates therefor and the final mandatory sinking fund payment date are as indicated in the following table:

Redemption Date (August 1)	Accreted Value
20__	\$
20__	
20__	
20__ ⁽¹⁾	

⁽¹⁾ Final Maturity.

The Convertible Capital Appreciation Bonds maturing on August 1, 20__ may be redeemed before maturity from mandatory sinking fund payments on August 1 of each year, on and after August 1, 20__ at a redemption price equal to the conversion value thereof, together with accrued interest to the date fixed for redemption, without premium. The amounts represented by such Convertible Capital Appreciation Bonds to be so redeemed and the dates therefor and the final mandatory sinking fund payment date are as indicated in the following table:

Redemption Date (August 1)	Conversion Value
20__	\$
20__	
20__	
20__ ⁽¹⁾	

⁽¹⁾ Final Maturity.

Schedule I

ACCRETED VALUES TABLE

EXHIBIT B

MSRB RULE G-17 DISCLOSURE