

RESOLUTION NO. _____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PASADENA, CALIFORNIA, INITIATING PROCEEDINGS AND MAKING CERTAIN DESIGNATIONS IN CONNECTION WITH A PROPOSED ANNANDALE CANYON OPEN SPACE BENEFIT ASSESSMENT DISTRICT

WHEREAS, the City Council of the City of Pasadena (the “City”) desires to undertake proceedings pursuant to the provisions of the provisions of Chapter 4.95 of Title 4 of the City’s Municipal Code (the “Code”) and the “Landscaping and Lighting Act of 1972,” being Part 2 of Division 15 of the California Streets and Highways Code (commencing with Section 22500) (the “Act”) and in accordance with Article XIID of the California Constitution and the Proposition 218 Omnibus Implementation Act (commencing with Section 53750 of the California Government Code) to form an assessment district (the “District”) to fund a portion of the costs of the acquisition and financing of open space land of benefit to certain property within the City (the “Property”); and

WHEREAS, the boundaries of the proposed District shall be as shown on the map presented to this Council and on file with the City Clerk and incorporated herein by reference;

WHEREAS, the title of the proposed District shall be “City of Pasadena Annandale Canyon Open Space Benefit Assessment District” and;

WHEREAS, the City has approved a consulting engineer’s contract with Koppel & Gruber Public Finance, naming Koppel & Gruber Public Finance as the Assessment Engineer and firm responsible for preparing the Engineer’s Report and assisting in the public hearing and formation process for the proposed District;

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Pasadena:

Section 1. The City Council of the City proposes to form the “City of Pasadena Annandale Canyon Open Space Benefit Assessment District.” The boundaries of said District shall be as shown on the map entitled “City of Pasadena Annandale Canyon Open Space Benefit Assessment District Assessment Diagram/Boundary Map,” on file with the City Clerk.

Section 2. The purposes of District are to fund a portion of the costs of the acquisition and financing, including related debt service costs, of certain open space land of benefit to the Property, more particularly described on Exhibit A attached hereto (the “Improvements”).

Section 3. Koppel & Gruber Public Finance has been designated Assessment Engineer for the proposed District. Koppel & Gruber Public Finance is hereby ordered to prepare and file an “Engineer’s Report” for the City Council’s review, consideration and adoption in accordance with the Act and the laws of the State of California. An engineer under contract to Koppel & Gruber Public Finance is an engineer registered pursuant to the Professional Engineers Act (Chapter 7, commencing with Section 670, of Division 3 of the Business and Professions Code).

Section 4. This resolution shall take effect immediately.

Adopted at a _____ meeting of the City Council this ____ day of _____, 2008, by the following vote:

Ayes:

Noes:

Absent:

Abstain:

APPROVED AS TO FORM:

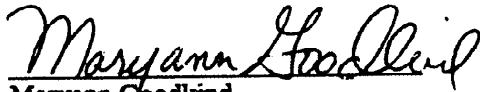


Theresa E. Fuentes
Assistant City Attorney



Jane L. Rodriguez
City Clerk

APPROVED AS TO FORM:



Maryann Goodkind
Fulbright & Jaworaki L.L.P.
Bond Counsel

EXHIBIT A

DESCRIPTION OF PROJECT

The project shall consist of the acquisition and financing of a portion of the following land:

[Legal Description of land to be purchased]

LEGAL DESCRIPTION

LOTS 43 THROUGH 75, 77, 78, 84 AND 91 OF TRACT NO. 8129, IN THE CITY OF PASADENA, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 151, PAGES 20 TO 26 INCLUSIVE OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

END OF LEGAL DESCRIPTION

RESOLUTION NO. _____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PASADENA, CALIFORNIA, APPROVING AN ENGINEER'S REPORT AND DECLARING ITS INTENTION TO ORDER THE FORMATION OF ANNANDALE CANYON OPEN SPACE BENEFIT ASSESSMENT DISTRICT, TO LEVY AN ASSESSMENT THEREON, AND TO ISSUE ASSESSMENT DISTRICT BONDS TO REPRESENT UNPAID ASSESSMENTS, AND SETTING APRIL 7, 2008 AS A PUBLIC HEARING DATE AND TAKING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH

WHEREAS, the City Council of the City of Pasadena (the "City") has initiated proceedings to form an assessment district (the "District") pursuant to the provisions of the provisions of Chapter 4.95 of Title 4 of the City's Municipal Code (the "Code") and the "Landscaping and Lighting Act of 1972," being Part 2 of Division 15 of the California Streets and Highways Code (commencing with Section 22500) (the "Act") and in accordance with Article XIID of the California Constitution and the Proposition 218 Omnibus Implementation Act (commencing with Section 53750 of the California Government Code), to fund a portion of the costs of the acquisition and financing of open space land of benefit to certain property within the City (the "Property"); and

WHEREAS, the boundaries of the proposed District shall be as shown on the map presented to this Council and on file with the City Clerk and incorporated herein by reference;

WHEREAS, the title of the proposed District shall be "City of Pasadena Annandale Canyon Open Space Benefit Assessment District" and;

WHEREAS, the Assessment Engineer, Koppel & Gruber Public Finance, has filed with the City Clerk of the City and the City Clerk has presented to the City Council a report dated February 11, 2008 (the "Engineer's Report") regarding the proposed District and containing the matters specified in Section 22586 of the Act and the Code; and

WHEREAS, the Engineer's Report has been duly presented by the City Clerk for consideration and has been fully considered by the City Council;

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Pasadena:

Section 1. The above recitals are true and correct.

Section 2. The proposed improvements (the "Improvements") generally consist of the acquisition and financing of a portion of certain open space land, commonly known as Annandale Canyon Estates, and ongoing administrative costs of the proposed Assessment District, as more particularly described in the Engineer's Report.

Section 3. The Engineer's Report, including the plans, specifications, general descriptions, estimate of the cost of the Improvements and incidental expenses in connection therewith, the diagram and the proposed assessments, is hereby approved as filed and incorporated herein by this reference. The Engineer's Report shall stand as the report for the purpose of all subsequent proceedings under the Code, the Act and Article XIIID, except that it may be confirmed, modified or corrected as provided in the Code and the Act. To the extent of any inconsistencies between the Code or the Act with respect to the District, the Code shall govern.

Section 4. The City Council hereby finds that the public interest, necessity and convenience require the acquisition, preservation, improvement, and financing of the Improvements, and this City Council hereby declares its intention to form an assessment district to be known as the "City of Pasadena Annandale Canyon Open Space Benefit Assessment District." The boundaries of the District shall cover the real property benefited by the Improvements as shown on and described on the map entitled "City of Pasadena Annandale Canyon Open Space Benefit Assessment District Assessment Diagram/Boundary Map," on file with the City Clerk. The City Council hereby declares and finds the land within the boundaries of the District to be specially benefited by the Improvements and/or the maintenance thereof.

Section 5. The purpose of the District is to fund a portion of the acquisition and financing of certain open space land, including the payment of debt service and ongoing assessment district administration, of benefit to the Property within the District. All Improvements and work to be funded by the District shall be done in accordance with

the Engineer's Report on file in the office of the City Clerk and which is hereby referred to and by this reference incorporated herein and made a part hereof. The Engineer's Report and its exhibits contain a full and detailed description of the Improvements which may be funded by the District, the boundaries of the District and the proposed assessments upon the assessable properties in the District.

Section 6. The District is proposed to exist until retirement of all indebtedness. If approved, the assessment will be levied beginning in FY 2008-09.

Section 7. The City Council has determined that the total estimated cost of the proposed Improvements to be funded by the District is greater than can be conveniently raised from a single annual assessment and proposes that the estimated cost, including related debt service, of any of the Improvements may be determined to be collected in installments over a period not to exceed thirty (30) fiscal years, or until fiscal year 2038-39. Assessments levied to pay the principal of, and interest on, any bond shall not be reduced or terminated if doing so would interfere with the timely retirement of the debt.

Section 8. Provision is hereby made for the issuance of improvement bonds, in one or more series, pursuant the Code and the Act and Division 10 of the California Streets and Highways Code, commencing with Section 8500.

Section 9. Notice is hereby given that serial bonds or term bonds or both to represent unpaid assessments, and to bear interest at the rate of not to exceed 12 percent per annum, payable semiannually, shall be issued hereunder in one or more series in the manner provided by the Improvement Bond Act of 1915, Division 10 of the California Streets and Highways Code, and the last installment of bonds shall mature a maximum of thirty (30) years from the second day of September next succeeding 12 months from their date.

Section 10. The City Council hereby determines and declares that the City will not obligate itself to advance available funds from the City treasury to cure any deficiency which may occur in the bond redemption fund.

Section 11. The City Council hereby determines that the principal amount of bonds maturing or becoming subject to mandatory prior redemption in each year shall be other than an amount equal to an even annual proportion of the aggregate principal

amount of the bonds, and the amount of principal maturing or becoming subject to mandatory prior redemption in each year plus the amount of interest payable in that year shall be an aggregate amount that is substantially equal each year, except for the moneys falling due on the first maturity or mandatory prior redemption date of the bonds which shall be adjusted to reflect the amount of interest earned from the date when the bonds bear interest to the date when the first interest is payable on the bonds.

Section 12. With respect to the procedures for collection of assessments and the advance retirement of bonds in connection with the proposed Assessment District, the City Council proposes to proceed under the provisions of Part 11.1 of Division 10 of the California Streets and Highways Code.

Section 13. In the future, should there be formed a citywide assessment district which includes open space improvements, it is the intent of the City Council to include the prepayment of this proposed District lien within the citywide assessment district and advance retire the bonds through use of the citywide assessment district to the extent feasible.

Section 14. The City Council hereby designates the City Treasurer, or the designated agent of the City Treasurer, to collect and receive the assessments.

Section 15. Any surplus moneys remaining in the improvement fund after the completion of the proposed Improvements and the payment of all claims from the improvement fund shall be disposed of in accordance with California Streets and Highways Code Section 10427.

Section 16. The City Council appoints April 7, 2008 at 7:30 p.m. in the Council Chambers, 100 North Garfield Avenue, Pasadena, California, 91107, or as soon thereafter as the matter may be heard, as the time and place for hearing protests to the proposed Improvements, the proposed levy of assessments, the amount of the individual assessments, the proposed issuance of bonds and related matters as set forth in the Engineer's Report, and any interested person may appear and object to the Improvements, or to the extent of the District or to said proposed assessments or bonds.

Section 17. The City Clerk is hereby directed to give notice of such hearing by mailing notices thereof, together with assessment ballots, in the time, form and manner provided by Section 53753 of the California Government Code, and upon the completion

of the mailing of said notices and assessment ballots, the City Clerk is hereby directed to file with the City Council an affidavit setting forth the time and manner of the compliance with the requirements of law for mailing said notices and assessment ballots. The City Clerk shall cause notice of the public hearing to be given by mailing, postage prepaid, in the United States mail, and such notice shall be deemed to have been given when deposited in such mail. The notice shall be mailed not less than forty-five (45) days before the date of the public hearing ordered herein.

Section 18. The City Council designates the Koppel & Gruber Public Finance to answer inquiries regarding the assessment proceedings, the assessments or the District. The Engineer's Report and other written material about the District may also be reviewed at the office of the City Clerk, 100 North Garfield Avenue, Pasadena, California, 91107, during regular business hours.

Section 19. This resolution shall take effect immediately.

Adopted at a _____ meeting of the City Council this _____ day of _____, 2008, by the following vote:

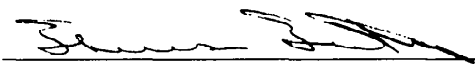
Ayes:

Noes:

Absent:

Abstain:

APPROVED AS TO FORM:



Theresa E. Fuentes
Assistant City Attorney

Jane L. Rodriguez
City Clerk

APPROVED AS TO FORM:

Maryann Goodkind

Maryann Goodkind
Fulbright & Jaworski L.L.P.
Bond Counsel

RESOLUTION NO. _____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PASADENA, CALIFORNIA, APPROVING BALLOT PROCEDURES IN CONNECTION WITH THE PROPOSED FORMATION OF THE ANNANDALE CANYON OPEN SPACE BENEFIT ASSESSMENT DISTRICT

WHEREAS, the City Council of the City of Pasadena (the “City”) has previously initiated proceedings pursuant to the provisions of Chapter 4.95 of Title 4 of the City’s Municipal Code (the “Code”) and the “Landscaping and Lighting Act of 1972,” being Part 2 of Division 15 of the California Streets and Highways Code (commencing with Section 22500) (the “Act”) and in accordance with Article XIID of the California Constitution and the Proposition 218 Omnibus Implementation Act (commencing with Section 53750 of the California Government Code) to form an assessment district (the “District”) to fund a portion of the costs of the acquisition and financing of open space land of benefit to certain property within the City (the “Property”); and

WHEREAS, the City has previously declared its intention to form the District and has called a public hearing for April 7, 2008 to hear protests on all matters relating to the formation of the proposed District, the levy of the proposed assessments and the issuance of bonds secured by unpaid assessments; and

WHEREAS, in accordance with the Code, the Act, Article XIID of the California Constitution and the Proposition 218 Omnibus Implementation Act, the City Clerk shall give notice of such hearing by mailing notices thereof, together with assessment ballots, to the landowners within the Property subject to the levy of the proposed assessments; and

WHEREAS, the Assessment Engineer, Koppel & Gruber Public Finance, has filed with the City Clerk of the City and the City Clerk has presented to the City Council a manual entitled “The City of Pasadena Annandale Canyon Open Space Benefit Assessment District Assessment Balloting Procedures” (the “Procedures”), in the form attached hereto as Exhibit “A,” setting forth the process for the completion, return and tabulation of assessment ballots for the proposed District; and

WHEREAS, the City Council, with the aid of its staff, have reviewed the Procedures;

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Pasadena:

Section 1. The City Council of the City hereby approves the Procedures and deems the Procedures in compliance with the Code, the Act, Article XIID of the California Constitution and the Proposition 218 Omnibus Implementation Act. The City Clerk's office will officiate the assessment balloting process for the City and may be assisted by an outside consultant.

Section 2. This resolution shall take effect immediately.

Adopted at a _____ meeting of the City Council this _____ day of _____, 2008, by the following vote:

Ayes:

Noes:

Absent:

Abstain:

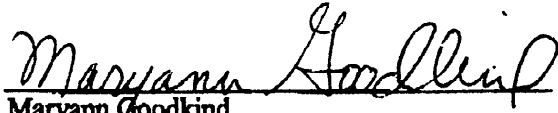
APPROVED AS TO FORM:



Theresa E. Fuentes
Assistant City Attorney

Jane L. Rodriguez
City Clerk

APPROVED AS TO FORM:



Maryann Goodkind
Fulbright & Jaworski L.L.P.
Bond Counsel

EXHIBIT A

THE CITY OF PASADENA
ANNANDALE CANYON OPEN SPACE BENEFIT ASSESSMENT DISTRICT
ASSESSMENT BALLOTING PROCEDURES

SECTION 1. The following guidelines shall apply in giving notice of an assessment and public hearing:

- A. The record owner(s) of each parcel to be assessed shall be determined from the last equalized property tax roll.
- B. The notice shall be sent at least forty-five (45) days prior to the date set for the public hearing on the assessment.
- C. The notice provided by this section and in accordance with Article XIID, Section 4, of the California Constitution, shall supersede and be in lieu of any other statutes requiring notice to levy or increase an assessment, including but not limited to the notice required by the state statute authorizing the assessment and Government Code section 54954.6.
- D. Failure of any person to receive notice shall not invalidate the proceedings.

SECTION 2. The following procedures are applicable to the completion, return and tabulation of Assessment Ballots required by Article XIID, of the California Constitution:

- A. **Assessment Ballot.** The following guidelines shall apply to the Assessment Ballot:
 1. At least forty-five (45) days prior to the date of the public hearing on the proposed assessment, the Assessment Ballot required by article XIID, Section 4(D) of the California Constitution shall be mailed to all property owners within boundaries of the District whose name(s) and address(s) appears on the last equalized, secured property tax assessment roll. If the person who receives the Assessment Ballot is not the property owner, (i.e. the property has been sold), the person receiving the Assessment Ballot should promptly notify the new property owner and/or the City Clerk.
 2. All Assessment Ballots must be returned to the City Clerk ("City Clerk") by mail or in person, sealed in the envelope provided not later than the end of the public testimony at the Public Hearing identified in Section C below. If the envelope is lost the property owner can request an envelope from the City Clerk. The City Clerk may accept Assessment Ballots sealed in an envelope where the outside envelope is clearly marked that it contains an Assessment

Ballot. Mailed Assessment Ballots must be addressed to: 100 N. Garfield Avenue, Room S228, Pasadena, CA 91109.

3. The Assessment Ballot must be signed under penalty of perjury. For properties with more than one owner of record, Assessment Ballots will be accepted from each owner of record. Each owner of record is entitled to vote. The City Clerk shall apportion the voting rights between the owners based upon the respective record interests as the City Clerk deems correct, proper, and appropriate. However, if only one owner of record votes, the City Clerk shall tabulate that vote on behalf of the entire parcel. Multiple property owners may indicate their proportional property interest on the Assessment Ballot.
4. The City Clerk may issue additional Assessment Ballots to “additional property owners” whose name(s) does not appear on the last equalized, secured property tax assessment roll, for the County of Los Angeles. These additional Assessment Ballots shall be issued upon presentation of adequate information that the requesting party is an additional or new owner of record. Additional Assessment Ballots may be obtained from the City Clerk: 100 N. Garfield Avenue, Room S228, Pasadena, CA 91109.
5. A tenant of real property shall not have the power or authority to submit an Assessment Ballot.
6. A property owner of record may delegate his/her Assessment Ballot vote to an authorized agent provided the authorization is:
 - (a) In writing,
 - (b) Clearly identifies by first and last name the authorized agent,
 - (c) Identifies the property by APN number or other information adequate to identify the property,
 - (d) Signed by the property owner under penalty of perjury, and attached to the Assessment Ballot.
7. Only original Assessment Ballots with original signatures (i.e. no photocopies) will be accepted.
8. The City Clerk may issue a duplicate Assessment Ballot to any property owner whose original Assessment Ballot was lost or destroyed. The new Assessment Ballot shall be issued upon presentation of adequate information that the requesting party is an owner of record. The new Assessment Ballots shall be clearly marked as duplicate Assessment Ballots.
9. An Assessment Ballot proceeding is not an election.
10. The Assessment Ballot shall remain sealed until tabulation as provided in subsection C below. During and after the tabulation, the Assessment Ballot shall be treated as a disclosable public record, as defined in Government Code §6252, and equally available for inspection by the proponents and the opponents of the proposed Assessment.

B. **Tabulating Assessment Ballots.** The following guidelines shall apply to tabulating Assessment Ballots:

1. An impartial person, including, but not limited to, the City Clerk or other person designated by the City who does not have a vested interest in the outcome of the proposed Assessment shall tabulate the Assessment Ballots submitted, and not withdrawn, in support or opposition to the proposed Assessment.
2. The City Clerk, or the designated person, shall begin tabulating the Assessment Ballots at the conclusion of the Public Hearing referenced in Section C below.
3. The City Clerk, or the designated person, shall determine the validity of all Assessment Ballots. The City Clerk, or the designated person, shall accept as valid all Assessment Ballots except those in the following categories:
 - (a) An Assessment Ballot or authorization which does not contain an original signature;
 - (b) An unsigned Assessment Ballot and/or authorization;
 - (c) An Assessment Ballot which lacks an identifiable “yes, I support” or “no, I oppose” vote (i.e. both boxes marked or neither box marked);
 - (d) An Assessment Ballot which appears tampered with or otherwise invalid based upon its appearance or method of delivery or other circumstances.
 - (e) Assessment Ballots not in actual receipt of the City Clerk prior to the conclusion of public testimony at the Hearing referenced in Section C below.

The City Clerk’s, or the designated person’s, decision, after consultation with the City’s Attorney, that an Assessment Ballot is invalid, shall be final and may not be appealed to the Council Members.

4. A property owner who has submitted an Assessment Ballot may withdraw the Assessment Ballot and submit a new Assessment Ballot up until the conclusion of the public testimony at the Public Hearing on the assessment.
5. A property owner’s failure to receive an Assessment Ballot shall not invalidate the proceedings conducted under this section and section 4, article XIID of the California Constitution.

C. **Public Hearing on Assessments.**

1. At the Public Hearing, the Council Members shall hear all public testimony regarding all objections or protests, if any, to the

proposed assessment and accept Assessment Ballots until the close of public testimony.

2. The Council Members may impose reasonable time limits on both the length of the entire hearing and the length of each speaker's testimony.
3. If additional time is necessary for public testimony, the Council Members may continue the Public Hearing to a later date to receive additional public testimony and information.
4. At the conclusion of the public hearing the Assessment Ballots shall be tabulated.
5. If according to the final tabulation of the Assessment Ballots, Assessment Ballots submitted against the proposed assessment exceed the Assessment Ballots submitted in favor of the proposed assessment, weighted according to the proportional financial obligation of the affected property, a "majority protest" exists and the Council Members shall not impose the assessment.

RESOLUTION NO. _____

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PASADENA, CALIFORNIA, DECLARING ITS INTENTION TO REIMBURSE CERTAIN EXPENDITURES FROM A PROPOSED TAX-EXEMPT OBLIGATION AS REQUIRED BY UNITED STATES DEPARTMENT OF TREASURY REGULATIONS SECTION 1.150-2

WHEREAS, the City of Pasadena, California (the “City”) is contemplating the use of a series of tax-exempt bonds or other financing obligations (the “Bonds”) to fund to fund a portion of the costs of the acquisition and financing of open space land known as Annandale Canyon (the “Project”); and

WHEREAS, the City intends to incur certain Project expenses prior to the date of delivery of the Bonds (the “Reimbursable Expenses”); and

WHEREAS, Section 1.150-2 of the regulations (the “Treasury Regulations”) promulgated under the Internal Revenue Code of 1986, as amended (the “Code”), requires the City to declare its reasonable official intent to reimburse such Reimbursable Expenses for the Project from proceeds of the Bonds which the City reasonably expects will be incurred prior to the issuance of the Bonds, and that a portion of the proceeds of the Bonds shall be used to reimburse the City for the Reimbursable Expenses;

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Pasadena:

Section 1. All of the foregoing recitals are true and correct.

Section 2. This Resolution is adopted for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This Resolution does not bind the City to make any expenditure, incur any indebtedness or proceed with the Project.

Section 3. The City hereby declares its reasonable official intention to issue or to have issued on its behalf one or more series of Bonds or incur other tax-exempt debt in the expected estimated maximum principal amount of \$4,000,000 and to use proceeds of the Bonds to reimburse itself for the Reimbursable Expenses.

All of the Reimbursable Expenses covered by this Resolution were made not earlier than sixty (60) days prior to the adoption hereof, other than certain de minimis amounts and preliminary expenditures as described in Treas. Reg. Section 1.150-2(f)(2) that are exempt from the sixty day requirement pursuant to Section 1.150-2 of the Treasury Regulations. The non-exempt Reimbursable Expenses covered by this Resolution are eligible for reimbursement provided the reimbursement occurs not later than eighteen (18) months after the later of the date the original expenditure is made or the date the property is placed in service; but in no event more than three (3) years after the original expenditure is made.

Section 4. The City reasonably expects to reimburse itself for the Reimbursable Expenses made from the general fund of the City in anticipation of the issuance of the Bonds with proceeds from the sale of the Bonds. The reimbursement of the expenditure is consistent with the City's budgetary and financial circumstances. There are no funds or other sources of money of the City, or any related person or controlled entity, that have been, or are reasonably expected to be reserved, allocated on a long term basis or otherwise set aside to pay the costs of the Project to be paid or reimbursed out of the proceeds of the Bonds.

Section 5. All actions heretofore taken by the officers, or their respective designees, and the employees and agents of the City in connection with the financing of the Project are hereby ratified and confirmed. The officers and their designees, the employees and agents of the City are hereby authorized to take any and all actions in connection with the financing of the Project and as may be necessary and consistent with the purposes of this Resolution.

Section 6. This Resolution shall take effect immediately upon its adoption.

Adopted at a _____ meeting of the City Council this ____ day of _____, 2008, by the following vote:

Ayes:

Noes:

Absent:

Abstain:

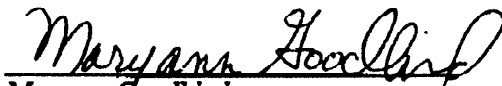
APPROVED AS TO FORM:



Theresa E. Fuentes
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