# **CITY OF MORENO VALLEY, CALIFORNIA**

COMMUNITY FACILITIES DISTRICT NO. 87-1 (TOWNGATE)

# CONTINUING DISCLOSURE REPORT FOR FISCAL YEAR 2013/14



Report Date: FEBRUARY 2015

Prepared by:

FINANCIAL AND MANAGEMENT SERVICES DEPARTMENT SPECIAL DISTRICTS DIVISION

### LIST OF PARTICIPANTS

# Community Facilities District No. 87-1 (Towngate) 2007 Special Tax Refunding Bonds

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#### I. INTRODUCTION

#### A. DESCRIPTION OF PROCEEDINGS

The City of Moreno Valley, California ("City"), is located in the western portion of Riverside County and is bordered by March Air Reserve Base, Lake Perris, and the cities of Riverside and Perris.

Community Facilities District No. 87-1 (Towngate) of the City of Moreno Valley ("CFD No. 87-1" or "District") was formed in 1988 to finance the acquisition of certain public facilities (water, sewer, and street improvements; landscaping; storm drain and utility systems) and all necessary work. CFD No. 87-1 consists of approximately 254 gross developable acres (247.77 net taxable acres) located within the City, bounded on the north by State Route 60, on the west by Day Street, on the south by Eucalyptus Avenue, and on the east by Frederick Street.

On October 23, 2007, the City Council approved the issuance of CFD No. 87-1, 2007 Special Tax Refunding Bonds ("Bonds") to refinance the existing CFD No. 87-1 1994 Special Tax Refunding Series A and Refunding Series B Bonds. On November 29, 2007, CFD No. 87-1, 2007 Special Tax Refunding Bonds were issued for \$10,665,000.

The Bonds are special obligations of CFD No. 87-1 and are payable solely from and secured by revenues derived from certain annual Special Taxes levied on and collected from the taxable properties within CFD No. 87-1. The Community Redevelopment Agency ("Agency") subsequently entered into an agreement with the City on behalf of CFD No. 87-1, entitled "Agency Towngate Agreement," under which the Agency agreed to make payments to CFD No. 87-1 as derived from tax increment revenues from the Project Area.

In June of 2011, the California Legislature approved trailer bills AB 1x 26 and AB 1x 27 to dissolve redevelopment agencies. On January 10, 2012, the Moreno Valley City Council adopted Resolution No. 2012-04 designating the City of Moreno Valley as the Successor Agency to the Community Redevelopment Agency of Moreno Valley ("Successor Agency") for the purpose of discharging the obligations of the former RDA.

For further information concerning the City, Agency, Agency Towngate Agreement, or the Project Area, reference is made to the Official Statement of the Bonds.

Table 1 provides a summary of pertinent proceedings.

**Table 1: Summary of Proceedings** 

| Document                                      | Number   | Date             |
|---|----------|------------------|
| Resolution of Intention                       | 87-83    | August 25, 1987  |
| Resolution of Formation                       | 87-99    | October 20, 1987 |
| Resolution of Issuance (Series A Bonds)       | 88-13    | April 12, 1988   |
| Resolution of Issuance (Series B Bonds)       | 91-90    | June 25, 1991    |
| Resolution of Issuance (1994 Refunding Bonds) | 94-28    | May 24, 1994     |
| Resolution of Issuance (Bonds)                | 2007-119 | October 23, 2007 |

| CFD No. 87-1 Bor                | nds                    |
|---------------------------------|------------------------|
| Date of Bond Issue (Dated Date) | November 29, 2007      |
| Date of Bond Maturity           | December 1, 2021       |
| Amount of Bond Issue            | \$10,665,000           |
| Bond Insurer                    | Ambac Assurance Corp.* |

<sup>\*</sup> Bond insurer's current rating information may be obtained through bond rating agencies.

**Table 2: Bond Principal** 

| Year | CUSIP*     | Principal  | Year | CUSIP*     | Principal  |
|------|------------|------------|------|------------|------------|
| 2009 | 616865 EE7 | \$ 600,000 | 2016 | 616865 EM9 | \$ 790,000 |
| 2010 | 616865 EF4 | 630,000    | 2017 | 616865 EN7 | 830,000    |
| 2011 | 616865 EG2 | 655,000    | 2018 | 616865 EP2 | 120,000    |
| 2012 | 616865 EH0 | 680,000    | 2018 | 616865 EQ0 | 750,000    |
| 2013 | 616865 EJ6 | 700,000    | 2019 | 616865 ER8 | 910,000    |
| 2014 | 616865 EK3 | 730,000    | 2020 | 616865 ES6 | 950,000    |
| 2015 | 616865 EL1 | 760,000    | 2021 | 616865 ET4 | 985,000    |

<sup>\*</sup> Committee on Uniform Security Identification Procedures.

#### II. FINANCIAL AND OPERATING DATA

#### A. FINANCIAL INFORMATION

The City's audited financial statements for the period ended June 30, 2014, are filed separately with the Electronic Municipal Market Access ("EMMA") service provided by the Municipal Securities Rulemaking Board (<a href="www.emma.msrb.org">www.emma.msrb.org</a>) and are hereby incorporated by reference into this report. The audited financial statements are also available through the City's Financial & Management Services Department and available for review on the City's website at <a href="www.moval.org">www.moval.org</a>. The City's audited financial statements are provided solely to comply with the Continuing Disclosure Agreement.

#### B. PRINCIPAL AMOUNT OUTSTANDING

The principal amount outstanding for the Bonds following the December 1, 2014 payment date is \$6,095,000. For a complete principal payment schedule, please refer to Appendix A: Debt Service Requirement.

#### C. FUND BALANCES

Table 3: Fund Balances

| Fund / Account                    | Balance as of<br>December 31, 2014 |              |  |
|-----------------------------------|------------------------------------|--------------|--|
| Special Tax Fund                  | \$                                 | 182,671.67   |  |
| Interest Account                  |                                    | 1.46         |  |
| Principal Account                 |                                    | 3.92         |  |
| Redemption Account                |                                    | -            |  |
| *Reserve Account                  |                                    | 1,028,689.71 |  |
| Administration Expense Account    |                                    | 377.02       |  |
| Lehman Bros. Investment Agreement |                                    | 536,080.33   |  |
| Rebate Fund                       |                                    | -            |  |
| Cost of Issuance Fund             |                                    | -            |  |
| Surplus Fund                      |                                    | -            |  |

The Reserve fund Requirement as of December 31, 2014, is \$1,028,681.26.

The Bonds were primarily issued for refunding purposes. As such, no proceeds were allocated for the establishment or funding of an Acquisition and Construction Fund.

#### **D. DISTRICT VALUATION**

Table 4: CFD No. 87-1 Valuation

| 14510 11 01 5 | 1101 01 | · vaidation    |
|---------------|---------|----------------|
| Fiscal        |         | Total          |
| Year          | As      | ssessed Value* |
| 2007/08       | \$      | 310,825,680    |
| 2008/09       |         | 375,780,906    |
| 2009/10       |         | 354,682,609    |
| 2010/11       |         | 317,345,665    |
| 2011/12       |         | 371,597,227    |
| 2012/13       |         | 362,974,557    |
| 2013/14       |         | 367,776,273    |
| 2014/15       |         | 392,154,624    |
|               |         |                |

<sup>\*</sup>The Total Assessed Value includes land and structure values.

Source: Assessed Values - Riverside County Secured Property Tax Roll.

#### E. DELINQUENCIES

For Fiscal Years ("FY") 2007/08 through 2014/15, the Special Tax obligation was met with the Tax Increment generated by CFD No. 87-1 as per the Agency Towngate Agreement. As of the date of this report, there are no outstanding Special Tax delinquencies for FY 2013/14 or prior years.

Table 5: CFD No. 87-1 Delinquencies

|             | No of Parcels No of Parcels |            | A      | Amount Amount |            | mount | Percent    |  |
|-------------|-----------------------------|------------|--------|---------------|------------|-------|------------|--|
| Fiscal Year | Levied <sup>(1)</sup>       | Delinquent | Levied |               | Delinquent |       | Delinquent |  |
| 2007/08     | 0                           | 0          | \$     | -             | \$         | -     | 0.00%      |  |
| 2008/09     | 0                           | 0          |        | -             |            | -     | 0.00%      |  |
| 2009/10     | 0                           | 0          |        | -             |            | -     | 0.00%      |  |
| 2010/11     | 0                           | 0          |        | -             |            | -     | 0.00%      |  |
| 2011/12     | 0                           | 0          |        | -             |            | -     | 0.00%      |  |
| 2012/13     | 0                           | 0          |        | -             |            | -     | 0.00%      |  |
| 2013/14     | 0                           | 0          |        | -             |            | -     | 0.00%      |  |

<sup>(1)</sup> Special taxes have not been levied because tax increment has been available to meet historical special tax requirements.

Source: Riverside County Tax Collector.

#### F. FORECLOSURE ACTIONS

There are currently no parcels delinquent on the payment of CFD No. 87-1 special taxes, and no foreclosure actions or foreclosure sales are pending in the District. In the event of any delinquencies, the District has covenanted for the benefit of the owners of the Bonds that it shall commence and diligently pursue judicial foreclosure proceedings against parcels with delinquent Special Taxes in excess of \$1,000 by December 1 following the close of the FY in which such Special Taxes were due. Additionally, the District shall commence and diligently pursue judicial foreclosure proceedings against all parcels with delinquent Special Taxes by

December 1 following the close of any FY in which it receives Special Taxes in an amount that is less than 90% of the total Special Tax levied for the FY.

#### **G. PROPERTY OWNERS**

A listing of the District's Property Owners is set forth in Appendix B of this report.

#### H. DEVELOPMENT RESTRICTIONS

As of the date of this report, there have been no significant amendments to land use entitlements for property in the District nor significant legislative, administrative, or judicial challenges to the construction of the development in the District or to the use of any parcels know to the City.

#### I. DEVELOPMENT STATUS

The following table sets forth a summary of the building permits (BP) and certificates of occupancy (COO) issued on parcels subject to the Special Taxes for the period of July 1, 2013 through July 1, 2014.

**Table 5: Development Status** 

| APN                        | Date Issued (1) | Business Name                               | Address                         | Sq. Footage   | Occupancy Type |
|----------------------------|-----------------|---|---------------------------------|---------------|----------------|
| 291-650-018                | 07/08/2013      | BUILDING PERMIT AND C OF O FOR MIGUELS JR   | 12860 DAY ST., SUITE A          | 8,796         | Restaurant     |
|                            |                 | MEXICAN FOOD RESTAURANT W/DRIVE THRU        |                                 |               |                |
| 291-570-007                | 07/09/2013      | TENANT IMPROVEMENT & C OF O FOR BEVINO FOR  | 12625 FREDERICK ST., SUITE G-2  | 13,166        | Retail         |
|                            |                 | OFFICE & TASTING ROOM                       |                                 |               |                |
| 291-590-039                | 07/24/2013      |   | 12530 DAY ST, SUITE E-1A        | 5,474         | Service        |
|                            |                 | SPA"  |                                 |               |                |
| 291-110-032 <sup>(2)</sup> | 09/11/2013      | TENANT IMPROVEMENT FOR "VICTORIA SECRET'S"  | 2250 TOWN CIRCLE, SUITE 1039    | Not available | Retail         |
| 291-570-011                | 10/24/2013      | INTERIOR TENANT IMPROVMENT & C OF O FOR     | 12625 FREDERICK ST, SUITE M     | 6,345         | Restaurant     |
|                            |                 | "POLLYS PIES"                               |                                 |               |                |
| 291-110-032 <sup>(2)</sup> | 10/28/2013      | TENANT IMPROVEMENT AND C OF O FOR "IMAGE"   | 2250 TOWN CIRCLE, SUITE 1123    | 10,387        | Retail         |
| 291-570-024                | 10/30/2013      | TENANT IMPROVMENT & C OF O FOR "PLANET      | 12625 FREDERICK ST, SUITE D-1   | 25,170        | Service        |
|                            |                 | FITNESS"                                    |                                 |               |                |
| 291-110-032 (2)            | 11/18/2013      | TENANT IMPROVEMENT AND C OF O FOR "CRUNCH   | 2250 TOWN CIRCLE, SUITE 1090    | 19,954        | Service        |
|                            |                 | FITNESS CENTER"                             |                                 |               |                |
| 291-570-030                | 01/13/2014      | INTERIOR TENANT IMPROVEMENTS AND C OF O FOR | 12625 FREDERICK ST, A-2         | 1,406         | Restaurant     |
|                            |                 | "JERSEY MIKE'S"                             |                                 |               |                |
| 291-660-010                | 02/27/2014      | BUILDING PERMIT AND C OF O FOR "24 HOUR     | 12660 DAY ST, SUITE M           | 120,000       | Service        |
|                            |                 | FITNESS"                                    |                                 |               |                |
| 291-110-032 <sup>(2)</sup> | 04/29/2014      | TENANT IMPROVEMENT AND C OF O FOR "TILLY'S" | 2250 TOWN CIRCLE, SUITE 1027    | 7,129         | Retail         |
| 291-110-032 (2)            | 05/07/2014      | TENANT IMPROVEMENTS AND C OF O FOR          | 12510 DAY ST, SUITE A-3         | 2,536         | Restaurant     |
|                            |                 | " PIZZA FIVE 85"                            |                                 |               |                |
| 294-570-003                | 06/18/2014      | TENANT IMPROVEMENTS AND C OF O FOR          | 12625 FREDERICK ST, B7, B8 & B9 | 4,130         | Retail         |
|                            |                 | " STYLES FOR LESS" MERGING WITH NEXT SUITE  |                                 |               |                |

Notes:

Source: Permit Plus

<sup>1</sup> Date issued represents the date the certificate of occupancy or tenant improvement permit was issued, not the date of the final inspection.

<sup>&</sup>lt;sup>2</sup> 291-110-032 is the Mall's Main Area, which includes the smaller (non-anchor) shops.

#### III. RDA DISSOLUTON

On June 29, 2011, the Governor of the State of California signed Assembly Bills 1X 26 and 27 as part of the State's budget package. Assembly Bill 1X 26 requires each California redevelopment agency to suspend nearly all activities except to implement existing contracts, meet already incurred obligations, preserve its assets and prepare for the impending dissolution of the agency. Assembly Bill 1X 27 provides a means for redevelopment agencies to continue to exist and operate by means of a voluntary alternative redevelopment program.

The League of California Cities and the California Redevelopment Association (CRA) filed a lawsuit on July 18, 2011 on behalf of cities, counties and redevelopment agencies petitioning the California Supreme Court (the "Court") to overturn Assembly Bills 1X 26 and 27 on the grounds that these bills violated the California Constitution.

On December 29, 2011, the Court ruled that Assembly Bill 1X 26, the dissolution measure, is largely upheld and is a proper exercise of the legislative power vested in the Legislature by the State Constitution. A different conclusion was rendered with respect to Assembly Bill 1X 27, which was invalidated in its entirety by the Court. Accordingly, the Agency was required to dissolve in fiscal year 2011/12 and the guidelines for the dissolution are set forth in Assembly Bill 1X 26.

The provisions of ABX1 26 (the Dissolution Act) required all redevelopment agencies be legally dissolved as of October 1, 2011. As part of its decision, the Court extended the effective date of dissolution to February 1, 2012. The Dissolution Act also requires that the operations and assets of all dissolved redevelopment agencies be overseen by a Successor Agency. The City of Moreno Valley is the Successor Agency for the Community Redevelopment Agency of Moreno Valley pursuant to Part 1.85 of Division 24 of the Health and Safety Code. As Successor Agency, the City is responsible for winding down the affairs of the redevelopment agency including disposing of its assets, making payments and performing other obligations related to the Enforceable Obligations of the former RDA. The Amended Enforceable Obligations Schedule, which includes the Bonds, will be transmitted to the City, the State Controller's Office, the Department of Finance of the State of California and the Riverside County Auditor-Controller's Office.

The Enforceable Obligation Schedule was reviewed and adopted by the Community Redevelopment Agency of the City of Moreno Valley at a regular city council meeting held on Tuesday, January 24, 2012. The City of Moreno Valley, acting as the Successor Agency, approved and amended the Enforceable Obligation Schedule at the regular city council meeting held on Tuesday, February 14, 2012. The Successor Agency continues to annually prepare and submit the Recognized Obligation Payment Schedules to the State of California, Department of Finance for approval of the use of funding from the Redevelopment Property Tax Trust Fund for the payment of debt service on the bonds.

## **Appendix A: Debt Service Requirement**

#### CITY OF MORENO VALLEY COMMUNITY FACILITIES DISTRICT NO. 87-1 (TOWNGATE) 2007 SPECIAL TAX REFUNDING BONDS

Dated Date 29-Nov-07 Last Maturity 01-Dec-21 Issue Date 29-Nov-07 First Coupon 01-Jun-08

First Maturity 01-Dec-08

|           | Principal Interest Interest |                 | Total           | Annual           | Principal        |               |
|-----------|-----------------------------|-----------------|-----------------|------------------|------------------|---------------|
| Date      | Due                         | Rate            | Due             | Debt Service     | Debt Service     | Remaining     |
|           |                             |                 |                 |                  |                  |               |
| 01-Jun-08 |                             |                 | \$ 226,176.08   | \$ 226,176.08    | -                | \$ 10,665,000 |
| 01-Dec-08 | \$ 575,000                  | 4.000%          | 223,690.63      | 798,690.63       | \$ 1,024,866.71  | 10,090,000    |
| 01-Jun-09 |                             |                 | 212,190.63      | 212,190.63       | -                | 10,090,000    |
| 01-Dec-09 | 600,000                     | 5.000%          | 212,190.63      | 812,190.63       | 1,024,381.26     | 9,490,000     |
| 01-Jun-10 |                             |                 | 197,190.63      | 197,190.63       | -                | 9,490,000     |
| 01-Dec-10 | 630,000                     | 3.750%          | 197,190.63      | 827,190.63       | 1,024,381.26     | 8,860,000     |
| 01-Jun-11 |                             |                 | 185,378.13      | 185,378.13       | -                | 8,860,000     |
| 01-Dec-11 | 655,000                     | 3.500%          | 185,378.13      | 840,378.13       | 1,025,756.26     | 8,205,000     |
| 01-Jun-12 |                             |                 | 173,915.63      | 173,915.63       | -                | 8,205,000     |
| 01-Dec-12 | 680,000                     | 3.500%          | 173,915.63      | 853,915.63       | 1,027,831.26     | 7,525,000     |
| 01-Jun-13 |                             |                 | 162,015.63      | 162,015.63       | -                | 7,525,000     |
| 01-Dec-13 | 700,000                     | 3.750%          | 162,015.63      | 862,015.63       | 1,024,031.26     | 6,825,000     |
| 01-Jun-14 |                             |                 | 148,890.63      | 148,890.63       | -                | 6,825,000     |
| 01-Dec-14 | 730,000                     | 4.000%          | 148,890.63      | 878,890.63       | 1,027,781.26     | 6,095,000     |
| 01-Jun-15 |                             |                 | 134,290.63      | 134,290.63       | -                | 6,095,000     |
| 01-Dec-15 | 760,000                     | 4.000%          | 134,290.63      | 894,290.63       | 1,028,581.26     | 5,335,000     |
| 01-Jun-16 |                             |                 | 119,090.63      | 119,090.63       | -                | 5,335,000     |
| 01-Dec-16 | 790,000                     | 5.000%          | 119,090.63      | 909,090.63       | 1,028,181.26     | 4,545,000     |
| 01-Jun-17 |                             |                 | 99,340.63       | 99,340.63        | -                | 4,545,000     |
| 01-Dec-17 | 830,000                     | 5.000%          | 99,340.63       | 929,340.63       | 1,028,681.26     | 3,715,000     |
| 01-Jun-18 |                             |                 | 78,590.63       | 78,590.63        | -                | 3,715,000     |
| 01-Dec-18 | 870,000                     | 3.875% / 5.000% | 78,590.63       | 948,590.63       | 1,027,181.26     | 2,845,000     |
| 01-Jun-19 |                             |                 | 57,515.63       | 57,515.63        | -                | 2,845,000     |
| 01-Dec-19 | 910,000                     | 4.000%          | 57,515.63       | 967,515.63       | 1,025,031.26     | 1,935,000     |
| 01-Jun-20 |                             |                 | 39,315.63       | 39,315.63        | -                | 1,935,000     |
| 01-Dec-20 | 950,000                     | 4.000%          | 39,315.63       | 989,315.63       | 1,028,631.26     | 985,000       |
| 01-Jun-21 |                             |                 | 20,315.63       | 20,315.63        | -                | 985,000       |
| 01-Dec-21 | 985,000                     | 4.125%          | 20,315.63       | 1,005,315.63     | 1,025,631.26     | -             |
| Total     | \$ 10,665,000               |                 | \$ 3,705,948.09 | \$ 14,370,948.09 | \$ 14,370,948.09 |               |

**Table 6: Property Owners** 

|                             | Table of Freporty Children                 |                          |                                   |   |                                    |               |                                   |                             |
|-----------------------------|--|--------------------------|-----------------------------------|---|------------------------------------|---------------|-----------------------------------|-----------------------------|
| Assessor's<br>Parcel Number | Property Owner                             | Development<br>Status    | FY 2014/15 Assessed<br>Land Value | FY 2014/15<br>Assessed<br>Structure Value | FY 2014/15 Total Assessed<br>Value | Taxable Acres | FY 2014/15 Maximum<br>Special Tax | FY 2014/15<br>Special Tax 3 |
| 291-110-017                 | STONEGATE 552                              | Developed                | \$ 15,231,971                     | \$ 70,719,880                             | \$ 85,951,851                      | 26.09         | \$ 300,035                        | \$ -                        |
| 291-110-032                 | 2250 TOWN CIRCLE HOLDINGS                  | Developed                | 12,447,969                        | 49,575,392                                | 62,023,361                         | 31.09         | 357,535                           |                             |
| 291-110-032                 | 2250 TOWN CIRCLE HOLDINGS                  | Developed                | 3,502,749                         | 9,757,042                                 | 13,259,791                         | 7.43          | 85,445                            |                             |
| 291-110-033                 | EL CORTE INGLES                            | Developed                | 6,484,525                         | 10,989,956                                | 17,474,481                         | 9.58          | 110,170                           |                             |
| 291-110-035                 | SEARS ROEBUCK & CO                         |                          | 4,710,732                         | 8,832,623                                 | 13,543,355                         | 10.51         | 120,865                           | -                           |
|                             |  | Developed<br>Developed   | 6,910,676                         |   |                                    | 10.51         |                                   | -                           |
| 291-110-036                 | J C PENNEY PROP INC                        |                          |                                   | 11,933,706                                | 18,844,382                         |               | 116,495                           | -                           |
| 291-110-037                 | MACYS CALIF INC                            | Developed                | 5,181,806                         | 9,539,235                                 | 14,721,041                         | 11.41         | 131,215                           | -                           |
| 291-110-039                 | COSTCO WHOLESALE CORP                      | Developed                | 5,859,065                         | 9,789,426                                 | 15,648,491                         | 12.69         | 145,935                           | -                           |
| 291-110-040                 | NEAL TBAKER ENTERPRISES                    | Developed                | 851,063                           | 649,896                                   | 1,500,959                          | 0.79          | 9,085                             | -                           |
| 291-110-041                 | CFT DEV                                    | Developed                | 932,130                           | 782,486                                   | 1,714,616                          | 0.79          | 9,085                             | -                           |
| 291-570-001                 | WFD TOWNGATE INV VI                        | Developed                | 282,280                           | 543,337                                   | 825,617                            | 0.61          | 7,015                             | -                           |
| 291-570-002                 | WFD TOWNGATE INV VI                        | Developed                | 894,598                           | 1,849,685                                 | 2,744,283                          | 2.42          | 27,830                            | -                           |
| 291-570-003                 | WFD TOWNGATE INV VI                        | Developed                | 961,454                           | 2,193,516                                 | 3,154,970                          | 2.08          | 23,920                            |                             |
| 291-570-005                 | WFD TOWNGATE INV VI                        | Developed                | 184,649                           | 1,307,407                                 | 1,492,056                          | 0.40          | 4,600                             | -                           |
| 291-570-006                 | WFD TOWNGATE INV VI                        | Developed                | 319,423                           | 792,721                                   | 1,112,144                          | 0.69          | 7,935                             | _                           |
| 291-570-007                 | WFD TOWNGATE INV VI                        | Developed                | 851.088                           | 1,277,652                                 | 2.128.740                          | 2.30          | 26.450                            |                             |
| 291-570-008                 | WFD TOWNGATE INV VI                        | Developed                | 651,581                           | 1,446,426                                 | 2,098,007                          | 1.41          | 16,215                            |                             |
|                             |  |                          |                                   |   |                                    |               |                                   | -                           |
| 291-570-010                 | WFD TOWNGATE INV VI                        | Developed                | 1,220,389                         | 2,437,593                                 | 3,657,982                          | 3.30          | 37,950                            | -                           |
| 291-570-011                 | E D D INV CO                               | Developed                | 249,390                           | 918,000                                   | 1,167,390                          | 0.64          | 7,360                             | -                           |
| 291-570-013                 | BERAL HAROLD                               | Undeveloped              | 237,653                           | -   | 237,653                            | 0.76          | 8,740                             | -                           |
| 291-570-014                 | BERAL HAROLD                               | Developed                | 299,295                           | 1,745,601                                 | 2,044,896                          | 0.85          | 9,775                             | -                           |
| 291-570-015                 | BERAL HAROLD                               | Undeveloped              | 78,252                            | -   | 78,252                             | 0.25          | 2,875                             | -                           |
| 291-570-016                 | BERAL HAROLD                               | Undeveloped              | 656,835                           | -   | 656,835                            | 2.10          | 24,150                            | -                           |
| 291-570-017                 | WFD TOWNGATE INV VI                        | Developed                | 739,661                           | 429,789                                   | 1,169,450                          | 0.80          | 9,200                             | -                           |
| 291-570-017                 | WED TOWNGATE INV VI                        | Developed                | 420.237                           | 1,058,023                                 | 1,478,260                          | 0.00          | 10,465                            | -                           |
| 291-570-018                 | WFD TOWNGATE INV VI<br>WFD TOWNGATE INV VI | Developed                | 420,237<br>314,117                | 666,438                                   | 980,555                            | 0.91          | 3,910                             | -                           |
|                             |  |                          |                                   |   |                                    |               |                                   |                             |
| 291-570-020                 | WFD TOWNGATE INV VI                        | Developed                | 226,037                           | 507,102                                   | 733,139                            | 0.49          | 5,635                             | -                           |
| 291-570-021                 | WFD TOWNGATE INV VI                        | Developed                | 369,300                           | 1,096,227                                 | 1,465,527                          | 0.80          | 9,200                             | -                           |
| 291-570-022                 | WFD TOWNGATE INV VI                        | Developed                | 1,734,013                         | 2,727,304                                 | 4,461,317                          | 4.69          | 53,935                            | -                           |
| 291-570-024                 | WFD TOWNGATE INV VI                        | Developed                | 1,094,105                         | 1,373,202                                 | 2,467,307                          | 2.96          | 34,040                            | -                           |
| 291-570-026                 | WFD TOWNGATE INV VI                        | Developed                | 415,992                           | 992.229                                   | 1,408,221                          | 0.90          | 10.350                            | -                           |
| 291-570-027                 | WFD TOWNGATE INV VI                        | Developed                | 1,571,648                         | 3.099.788                                 | 4,671,436                          | 3.40          | 39,100                            | _                           |
| 291-570-028                 | BERAL HAROLD                               | Developed                | 394,956                           | 1,867,231                                 | 2,262,187                          | 1.18          | 13,570                            |                             |
| 291-570-029                 | BERAL HAROLD                               | Developed                | 415,674                           | 93,979                                    | 509.653                            | 1.25          | 14,375                            |                             |
|                             |  |                          |                                   |   |                                    |               |                                   | =                           |
| 291-570-030                 | BERAL HAROLD                               | Developed                | 285,493                           | 1,349,149                                 | 1,634,642                          | 0.83          | 9,545                             | -                           |
| 291-570-031                 | BERAL HAROLD                               | Developed                | 412,851                           | 1,310,380                                 | 1,723,231                          | 1.10          | 12,650                            | -                           |
| 291-570-032                 | BERAL HAROLD                               | Developed                | 240,234                           | 1,267,587                                 | 1,507,821                          | 0.64          | 7,360                             | -                           |
| 291-570-033                 | BERAL HAROLD                               | Developed                | 791,966                           | 2,008,301                                 | 2,800,267                          | 2.11          | 24,265                            | -                           |
| 291-570-034                 |  | Developed                | 345,358                           | 1,162,469                                 | 1,507,827                          | 0.92          | 10,580                            | -                           |
| 291-570-035                 | BERAL HAROLD                               | Developed                | 609,710                           | 1,938,527                                 | 2,548,237                          | 2.34          | 26,910                            | -                           |
| 291-570-036                 | BURLINGTON COAT FACTORY OF REALTY II 23    | Developed                | 2,725,848                         | 6,204,945                                 | 8,930,793                          | 6.68          | 76,820                            | -                           |
| 291-590-021                 | GATEWAYCO                                  | Developed                | 55,643                            | 1,467,978                                 | 1.523.621                          | 1.52          | 17,480                            | _                           |
| 291-590-022                 | GATEWAYCO                                  | Developed                | 30,382                            | 2.091.228                                 | 2,121,610                          | 0.83          | 9,545                             | _                           |
| 291-590-023                 | LOWES HIW INC                              | Developed                | 8,550,032                         | 6,801,264                                 | 15,351,296                         | 14.29         | 164,335                           |                             |
| 291-590-025                 | JK TOWNGATE PROP                           | Developed                | 878,680                           | 1,116,390                                 | 1,995,070                          | 0.95          | 10,925                            |                             |
|                             |  |                          |                                   |   |                                    |               |                                   | -                           |
| 291-590-033                 | GATEWAYCO                                  | Developed                | 50,725                            | 4,582,827                                 | 4,633,552                          | 1.77          | 20,355                            | -                           |
| 291-590-034                 | DAY MORENO VALLEY                          | Developed                | 1,469,773                         | 6,860,709                                 | 8,330,482                          | 3.53          | 40,595                            | -                           |
| 291-590-037                 | PLAYLAND CENTER INC                        | Developed                | 835,421                           | 2,232,772                                 | 3,068,193                          | 0.78          | 8,970                             | -                           |
| 291-590-038                 | GATEWAYCO                                  | Undeveloped <sup>1</sup> | 6,289                             | 45,773                                    | 52,062                             | 0.98          | 11,270                            | -                           |
| 291-590-039                 | 99 ONLY STORES                             | Developed                | 1,090,580                         | 1,367,553                                 | 2,458,133                          | 3.50          | 40,250                            | -                           |
| 291-650-001                 | LEW LA FAYETTE PROP                        | Developed                | 999,600                           | 1,978,800                                 | 2,978,400                          | 1.50          | 17,250                            | -                           |
| 291-650-002                 | WINCO FOODS                                | Developed                | 4,964,742                         | 3,524,564                                 | 8,489,306                          | 10.94         | 125,810                           | -                           |
| 291-650-003                 | GATEWAYCO                                  | Undeveloped 1            | 33,751                            | 53,694                                    | 87,445                             | 0.94          | 10,810                            |                             |
| 291-650-003                 | GATEWAYCO                                  | Undeveloped 1            | 70,381                            | 22,669                                    | 93,050                             | 1.96          | 22.540                            | -                           |
|                             |  |                          |                                   |   |                                    |               |                                   | -                           |
| 291-650-005                 | GATEWAYCO                                  | Undeveloped <sup>1</sup> | 70,025                            | 58,296                                    | 128,321                            | 1.95          | 22,425                            | -                           |
| 291-650-006                 | GATEWAYCO                                  | Undeveloped <sup>1</sup> | 68,225                            | 79,353                                    | 147,578                            | 1.90          | 21,850                            | -                           |
| 291-650-007                 | GATEWAYCO                                  | Undeveloped 1            | 56,016                            | 156,934                                   | 212,950                            | 1.56          | 17,940                            | -                           |
| 291-650-008                 | GATEWAYCO                                  | Undeveloped 1            | 71,100                            | 47,058                                    | 118,158                            | 1.98          | 22,770                            | -                           |
| 291-650-009                 | GATEWAYCO                                  | Undeveloped 1            | 74,331                            | 111,987                                   | 186,318                            | 2.07          | 23,805                            | _                           |
|                             | GATEWAYCO                                  |                          |                                   |   |                                    | 1.38          |                                   | -                           |
| 291-650-010                 |  | Undeveloped 1            | 49,552                            | 124,647                                   | 174,199                            |               | 15,870                            | -                           |
| 291-650-012                 | GATEWAYCO                                  | Undeveloped 1            | 47,757                            | 102,532                                   | 150,289                            | 1.33          | 15,295                            | -                           |
| 291-650-018                 | SDG INV                                    | Developed                | 541,008                           | 1,412,980                                 | 1,953,988                          | 1.05          | 12,075                            | -                           |
| 291-660-001                 | GATEWAYCO                                  | Developed                | 26,382                            | 2,541,230                                 | 2,567,612                          | 1.15          | 13,225                            | -                           |
| 291-660-002                 | GATEWAYCO                                  | Developed                | 1,113,022                         | 2,075,749                                 | 3,188,771                          | 1.23          | 14,145                            | -                           |
| 291-660-003                 | MAX EXO                                    | Undeveloped <sup>2</sup> | 694.987                           | 364,140                                   | 1.059.127                          | 1.13          | 12,995                            | _                           |
| 291-660-004                 | GALA DEV CO                                | Undeveloped 1            | 1,010,589                         | 99,161                                    | 1,109,750                          | 1.13          | 12,995                            | -                           |
| 291-660-004                 | GATEWAYCO                                  |                          |                                   |   |                                    | 0.84          |                                   | -                           |
|                             |  | Undeveloped 1            | 4,771                             | 83,193                                    | 87,964                             |               | 9,660                             | -                           |
| 291-660-010                 | MORENO VALLEYTWENTY FOUR HOUR              | Developed                | 886,329                           | 219,300                                   | 1,105,629                          | 2.52          | 28,980                            | -                           |
| 291-660-022                 | MORENO VALLEYTWENTY FOUR HOUR              | Developed                | 535,500                           | 45,900                                    | 581,400                            | 1.52          | 17,480                            | -                           |
| 291-660-024                 | GATEWAYCO                                  | Developed                | 32,116                            | 162,184                                   | 194,300                            | 1.39          | 15,985                            | -                           |
| 291-660-025                 | GATEWAYCO                                  | Undeveloped 1            | 27,298                            | 83,097                                    | 110,395                            | 1.18          | 13,570                            | -                           |
| 291-660-026                 | GATEWAYCO                                  | Undeveloped 1            | 46,572                            | 176,607                                   | 223,179                            | 2.02          | 23,230                            | -                           |
| 291-660-027                 | GATEWAYCO                                  | Undeveloped 1            | 26,375                            | 108,006                                   | 134,381                            | 1.14          | 13,110                            |                             |
|                             |  |                          |                                   |   |                                    | 2.76          |                                   | -                           |
| 291-660-028                 | AYRES MORENO VALLEY                        | Developed                | 2,512,312                         | 5,934,355                                 | 8,446,667                          |               | 31,740                            | -                           |
| 291-660-029                 | PALMETTO HOSPITALITY OF MOR VALLEY  Total  | Developed                | 1,773,770                         | 8,976,635                                 | 10,750,405                         | 2.39          | 27,485                            | -                           |
|                             |  |                          | \$ 110,810,809                    | \$ 281,343,815                            | \$ 392,154,624                     | 247.77        | \$ 2,849,355                      | s -                         |

Notes:

¹ APNs which are Undeveloped, but have constructed certain parcel improvements.

² Building permit on this project has expired without completion of the structure and issuance of a Certificate of Occupancy by the City Building Department for the intended use.

³ In accordance with the Official Statement, Agency Payments, "The Agency anticipates that Agency Towngate Agreement Amounts will be paid to the District in amounts sufficient to defray scheduled debt service payments on the Bonds for each year that the Bonds remain outstanding and to pay estimated administrative expenses of the District for such year. Source: Property Owners/Values/Taxable Acres - Riverside County Secured Property Tax Roll.

