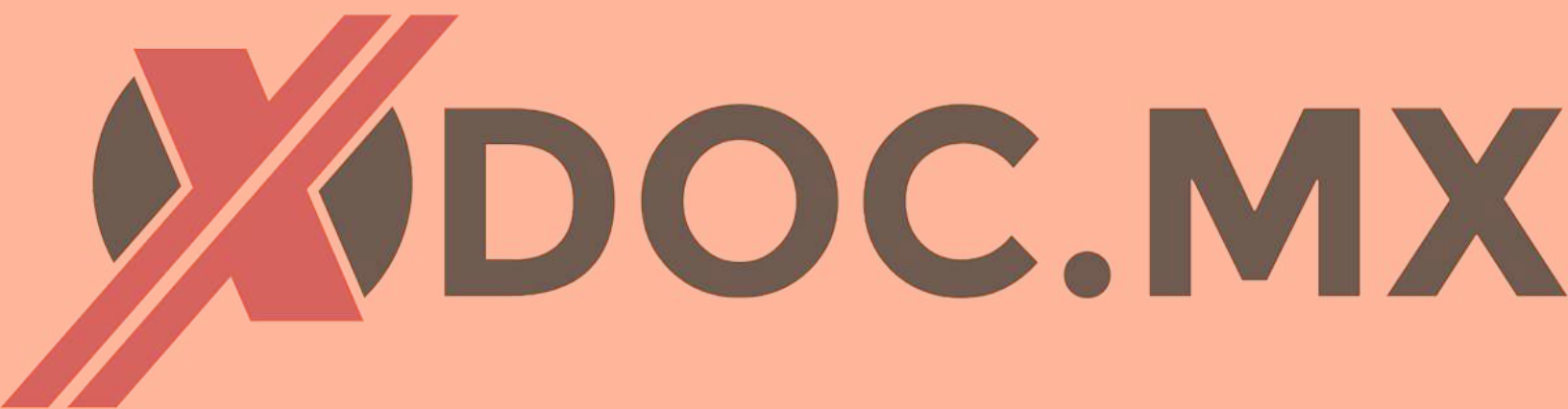


**ATTACHMENT TO TAX RATE STATEMENT
FOR MEASURE Y**

**FIRST AMENDED RATE AND METHOD OF
APPORTIONMENT OF SPECIAL TAX FOR CFD NO. 2013-1**



FIRST AMENDED RATE AND METHOD OF APPORTIONMENT OF SPECIAL TAXES OF COMMUNITY FACILITIES DISTRICT NO. 2013-1 OF THE HESPERIA UNIFIED SCHOOL DISTRICT

The following sets forth the First Amended Rate and Method of Apportionment for the levy and collection of Special Taxes in Community Facilities District No. 2013-1 ("CFD No. 2013-1") of Hesperia Unified School District ("School District"). The Special Taxes shall be levied on and collected in CFD No. 2013-1 each Fiscal Year in an amount determined through the application of the First Amended Rate and Method of Apportionment described below. All of the real property in CFD No. 2013-1 unless exempted by law or by the provisions hereof, shall be taxed for the purposes, to the extent, and in the manner herein provided.

SECTION A DEFINITIONS

The terms hereinafter set forth have the following meanings:

"Act" means the Mello-Roos Communities Facilities Act of 1982 as amended, being Chapter 2.5, Division 2 of Title 5 of the Government Code of the State of California.

"Annual Special Tax" means the Special Tax levied by CFD No. 2013-1 in any given Fiscal Year on an Assessor's Parcel of Taxable Property as detailed in Section C. The Annual Special Tax is the maximum Special Tax which may be levied by CFD No. 2013-1 in any given Fiscal Year on an Assessor's Parcel of Taxable Property.

"Assessor's Parcel" means a lot or parcel of land designated on an Assessor's Parcel Map with an assigned Assessor's Parcel Number within the boundaries of CFD No. 2013-1.

"Assessor's Parcel Map" means an official map of the Assessor of the County designating parcels by Assessor's Parcel Number.

"Assessor's Parcel Number" or **"APN"** means that number assigned to an Assessor's Parcel by the County for purposes of identification.

"BMWD" means the Baldy Mesa Water District or any such successor agency.

"BMWD Obligations" means the unfunded obligations, if any, related to the joint community facilities agreement between the School District and BMWD, or any such successor agency, with regard to the developed property within CFD No. 2013-1.

"Board" means the Board of Trustees of Hesperia Unified School District as the legislative body of CFD No. 2013-1 or its authorized administrative delegate.

"Bonds" means any obligation to repay a sum of money, including obligations in the form of bonds, notes, certificates of participation, long-term leases, loans from government agencies, or loans from banks, other financial institutions, private businesses, or individuals, or long-term contracts, or any refunding thereof, which obligation may be incurred by CFD No. 2013-1.

"CFD No. 2013-1" means Community Facilities District No. 2013-1 of Hesperia Unified School District.

"Certification" means, prior to the issuance of Bonds by CFD No. 2013-1, the receipt by the Board of affirmation from i) BMWD and ii) Empire Homes, Empire Homes Victorville 117 LP, Empire Homes Victorville 158 LP, or any such successor entity or assigned agency, stating the absence of remaining BMWD Obligations with regard to the developed property within CFD No. 2013-1. The validity and satisfaction of the above items shall be reasonably determined by the Board. Subsequent to the issuance of Bonds by CFD No. 2013-1, the Board shall determine that Certification may no longer be awarded.

"Exempt Property" means all Assessor's Parcels designated as being exempt from Special Taxes in Section H.

"Fiscal Year" means the period commencing on July 1 of any year and ending the following June 30.

"Partial Prepayment Amount" means the amount required to prepay a portion of the Annual Special Tax obligation for an Assessor's Parcel, as described in Section F.

"Prepayment Administrative Fees" means the fees and expenses associated with the prepayment, including the costs of computation of the Prepayment Amount, costs of redeeming Bonds, and costs of recording any notices to evidence the prepayment and redemption of Bonds.

"Prepayment Amount" means the amount required to prepay the Annual Special Tax obligation in full for an Assessor's Parcel, as described in Section E.

"Present Value of Taxes" means the present value of any Annual Special Tax applicable to such Assessor's Parcel in the current Fiscal Year not yet received by the School District for CFD No. 2013-1, plus the expected Annual Special Tax applicable to such Assessor's Parcel in each remaining Fiscal Year until the termination date specified in Section G, using as the discount rate the Yield On The Bonds.

"Reserve Fund Credit" (if any) means, for each owner of an Assessor's Parcel wishing to prepay the Annual Special Tax obligation of such Assessor's Parcel, an amount equal to the lesser of (i) the reduction in the reserve requirement for the outstanding Bonds resulting from the redemption of Bonds with the applicable prepaid Special Taxes or (ii) the amount calculated by subtracting the new reserve requirement after the redemption of outstanding Bonds as a result of the prepayment from the balance in the reserve fund on the date of prepayment, but no reserve fund credit will be given if such amount is less than zero. Notwithstanding the above the Reserve Fund Credit applicable to an Assessor's Parcel requesting to prepay shall not exceed 10% of the amount of Bonds to be redeemed as a result of such prepayment. In the event that a surety bond or other credit instrument satisfies the reserve requirement, no Reserve Fund Credit shall be given.

"School District" means Hesperia Unified School District.

"Special Tax" means any of the special taxes authorized to be levied by CFD No. 2013-1 pursuant to the Act and this Rate and Method of Apportionment.

"Tax Class" means those tax classes for which each Assessor's Parcel within CFD No. 2013-1 has been assigned as designated in Exhibit A.

"Taxable Property" means all Assessor's Parcels which are not Exempt Property.

"Yield On The Bonds" means the yield for the last series of Bonds issued computed as prescribed by the applicable provisions of the Internal Revenue Code of 1986, as amended, and/or the applicable U.S. Treasury Regulations.

SECTION B CLASSIFICATION OF ASSESSOR'S PARCELS

Each Fiscal Year, commencing with Fiscal Year 2013/2014, each Assessor's Parcel within CFD No. 2013-1 shall be classified as Taxable Property or Exempt Property. Furthermore, each Assessor's Parcel of Taxable Property shall be assigned to a Tax Class as designated in Exhibit A.

SECTION C ANNUAL SPECIAL TAX RATE

Prior to Certification, the Annual Special Tax in a given Fiscal Year for each Assessor's Parcel of Taxable Property shall be the amount listed in Table C-1 below. Subsequent to Certification, the Annual Special Tax in a given Fiscal Year for each Assessor's Parcel of Taxable Property shall be the amount listed in Table C-2 below.

Table C-1

Fiscal Year	Tax Class 1	Tax Class 2	Tax Class 3	Tax Class 4	Tax Class 5	Tax Class 6	Tax Class 7
2013/2014	\$336.82	\$404.88	\$454.76	\$511.20	\$533.60	\$576.74	\$610.94
2014/2015	\$336.82	\$404.88	\$454.76	\$511.20	\$533.60	\$576.74	\$610.94
2015/2016	\$336.82	\$404.88	\$454.76	\$511.20	\$533.60	\$576.74	\$610.94
2016/2017	\$336.82	\$404.88	\$454.76	\$511.20	\$533.60	\$576.74	\$610.94
2017/2018	\$440.34	\$529.32	\$594.52	\$668.32	\$697.60	\$754.00	\$798.72
2018/2019	\$436.62	\$524.86	\$589.52	\$662.68	\$691.74	\$747.66	\$792.00
2019/2020	\$432.66	\$520.10	\$584.16	\$656.66	\$685.46	\$740.86	\$784.80
2020/2021	\$439.96	\$528.88	\$594.02	\$667.74	\$697.02	\$753.36	\$798.04
2021/2022	\$435.02	\$522.94	\$587.36	\$660.26	\$689.20	\$744.92	\$789.08
2022/2023	\$441.44	\$530.64	\$596.00	\$669.98	\$699.36	\$755.88	\$800.70
2023/2024	\$435.60	\$523.64	\$588.14	\$661.14	\$690.12	\$745.90	\$790.12
2024/2025	\$441.02	\$530.14	\$595.44	\$669.36	\$698.70	\$755.16	\$799.96
2025/2026	\$434.18	\$521.94	\$586.22	\$658.98	\$687.86	\$743.48	\$787.56
2026/2027	\$438.68	\$527.32	\$592.28	\$665.80	\$694.98	\$751.16	\$795.70
2027/2028	\$430.92	\$518.02	\$581.82	\$654.04	\$682.72	\$737.90	\$781.66
2028/2029	\$434.56	\$522.38	\$586.72	\$659.54	\$688.44	\$744.10	\$788.22
2029/2030	\$437.38	\$525.76	\$590.52	\$663.82	\$692.92	\$748.94	\$793.34
2030/2031	\$439.54	\$528.38	\$593.46	\$667.12	\$696.36	\$752.64	\$797.28
2031/2032	\$441.02	\$530.14	\$595.44	\$669.34	\$698.68	\$755.16	\$799.94
2032/2033	\$441.72	\$531.00	\$596.40	\$670.42	\$699.82	\$756.38	\$801.24
2033/2034	\$430.16	\$517.10	\$580.80	\$652.88	\$681.50	\$736.60	\$780.28
2034/2035	\$441.36	\$530.54	\$595.90	\$669.86	\$699.22	\$755.74	\$800.56
2035/2036	\$439.72	\$528.58	\$593.70	\$667.38	\$696.64	\$752.94	\$797.60
2036/2037	\$437.22	\$525.56	\$590.30	\$663.58	\$692.66	\$748.66	\$793.06
2037/2038	\$434.04	\$521.76	\$586.02	\$658.76	\$687.64	\$743.22	\$787.30
2038/2039	\$430.20	\$517.14	\$580.84	\$652.92	\$681.54	\$736.64	\$780.32
2039/2040	\$437.18	\$525.54	\$590.28	\$663.54	\$692.62	\$748.62	\$793.02
2040/2041	\$431.34	\$518.52	\$582.38	\$654.68	\$683.38	\$738.60	\$782.42
2041/2042	\$436.34	\$524.52	\$589.12	\$662.24	\$691.28	\$747.16	\$791.46
2042/2043	\$440.00	\$528.92	\$594.06	\$667.80	\$697.08	\$753.42	\$798.10

Table C-2

Fiscal Year	Tax Class 1	Tax Class 2	Tax Class 3	Tax Class 4	Tax Class 5	Tax Class 6	Tax Class 7
2013/2014	\$315.70	\$379.50	\$426.24	\$479.14	\$500.14	\$540.58	\$572.62
2014/2015	\$315.70	\$379.50	\$426.24	\$479.14	\$500.14	\$540.58	\$572.62
2015/2016	\$315.70	\$379.50	\$426.24	\$479.14	\$500.14	\$540.58	\$572.62
2016/2017	\$315.70	\$379.50	\$426.24	\$479.14	\$500.14	\$540.58	\$572.62
2017/2018	\$407.70	\$490.10	\$550.48	\$618.80	\$645.92	\$698.14	\$739.54
2018/2019	\$404.42	\$486.14	\$546.02	\$613.80	\$640.70	\$692.50	\$733.56
2019/2020	\$412.40	\$495.74	\$556.80	\$625.90	\$653.34	\$706.16	\$748.04
2020/2021	\$408.20	\$490.68	\$551.12	\$619.52	\$646.68	\$698.96	\$740.42
2021/2022	\$403.74	\$485.34	\$545.12	\$612.78	\$639.66	\$691.36	\$732.36
2022/2023	\$410.66	\$493.66	\$554.46	\$623.28	\$650.60	\$703.20	\$744.90
2023/2024	\$405.36	\$487.28	\$547.30	\$615.24	\$642.20	\$694.12	\$735.28
2024/2025	\$411.34	\$494.46	\$555.36	\$624.30	\$651.66	\$704.34	\$746.12
2025/2026	\$405.06	\$486.94	\$546.92	\$614.80	\$641.74	\$693.62	\$734.76
2026/2027	\$410.14	\$493.04	\$553.76	\$622.50	\$649.78	\$702.30	\$743.96
2027/2028	\$414.50	\$498.26	\$559.64	\$629.10	\$656.68	\$709.76	\$751.86
2028/2029	\$408.62	\$488.80	\$549.00	\$617.14	\$644.20	\$696.26	\$737.56
2029/2030	\$410.06	\$492.94	\$553.64	\$622.36	\$649.64	\$702.16	\$743.80
2030/2031	\$412.84	\$496.28	\$557.42	\$626.60	\$654.06	\$706.94	\$748.86
2031/2032	\$414.94	\$498.80	\$560.24	\$629.78	\$657.40	\$710.54	\$752.68
2032/2033	\$404.80	\$486.60	\$546.54	\$614.36	\$641.30	\$693.14	\$734.24
2033/2034	\$406.02	\$488.08	\$548.20	\$616.24	\$643.26	\$695.24	\$736.48
2034/2035	\$406.36	\$488.48	\$548.66	\$616.76	\$643.78	\$695.82	\$737.10
2035/2036	\$406.04	\$488.10	\$548.22	\$616.26	\$643.28	\$695.28	\$736.52
2036/2037	\$404.86	\$486.68	\$546.64	\$614.48	\$641.42	\$693.26	\$734.38
2037/2038	\$403.02	\$484.48	\$544.16	\$611.70	\$638.50	\$690.12	\$731.04
2038/2039	\$412.02	\$495.28	\$556.30	\$625.34	\$652.76	\$705.52	\$747.36
2039/2040	\$408.18	\$490.68	\$551.12	\$619.52	\$646.68	\$698.94	\$740.40
2040/2041	\$403.68	\$485.26	\$545.02	\$612.66	\$639.52	\$691.22	\$732.22
2041/2042	\$410.00	\$492.86	\$553.56	\$622.28	\$649.54	\$702.06	\$743.68
2042/2043	\$403.48	\$485.04	\$544.78	\$612.40	\$639.24	\$690.90	\$731.88

**SECTION D
METHOD OF APPORTIONMENT OF THE ANNUAL SPECIAL TAX**

Each Fiscal Year, commencing Fiscal Year 2013/2014, the Board shall levy an Annual Special Tax on each Assessor's Parcel of Taxable Property in an amount equal to the applicable amount provided in Section C.

SECTION E PREPAYMENT OF ANNUAL SPECIAL TAXES

The Annual Special Tax obligation of an Assessor's Parcel of Taxable Property may be prepaid after the issuance of Bonds. An owner of an Assessor's Parcel intending to prepay the Annual Special Tax obligation shall provide CFD No. 2013-1 with written notice of intent to prepay. Within thirty (30) days of receipt of such written notice, the Board shall reasonably determine the Prepayment Amount for such Assessor's Parcel and shall notify such owner of such Prepayment Amount. In addition, any property owner prepaying his or her Annual Special Tax obligation must also pay all delinquent Special Taxes, interest and penalties owing on the Assessor's Parcel on which payment is being made, if any.

The Prepayment Amount shall be calculated according to the following formula:

$$P = PVT - RFC + PAF$$

The terms above have the following meanings:

P	=	Prepayment Amount
PVT	=	Present Value of Taxes
RFC	=	Reserve Fund Credit
PAF	=	Prepayment Administrative Fees

Notwithstanding the foregoing, no prepayment will be allowed unless the amount of Annual Special Taxes that may be levied on Taxable Property, net of Administrative Expenses, shall be at least 1.1 times the regularly scheduled annual interest and principal payments on all currently outstanding Bonds in each future Fiscal Year and such prepayment will not impair the security of all currently outstanding Bonds, as reasonably determined by the Board. Such determination shall include identifying all Assessor's Parcels that are expected to become Exempt Property.

With respect to any Assessor's Parcel that is prepaid, the Board shall indicate in the records of CFD No. 2013-1 that there has been a prepayment of the Annual Special Tax obligation and shall cause a suitable notice to be recorded in compliance with the Act to indicate the prepayment of the Annual Special Tax obligation and the release of the Annual Special Tax lien on such Assessor's Parcel, and the obligation of such Assessor's Parcel to pay such Annual Special Tax shall cease.

SECTION F PARTIAL PREPAYMENT OF ANNUAL SPECIAL TAXES

The Annual Special Tax obligation of an Assessor's Parcel may be partially prepaid at the times and under the conditions set forth in this section, provided that there are no delinquent Special Taxes, penalties, or interest charges outstanding with respect to such Assessor's Parcel at the time the Annual Special Tax obligation would be prepaid.

1. Partial Prepayment Amount

The Partial Prepayment Amount shall be calculated according to the following formula:

$$PP = P_i \times F$$

The terms above have the following meanings:

PP	=	the Partial Prepayment Amount
P _i	=	the Prepayment Amount calculated according to Section E
F	=	the percent by which the owner of the Assessor's Parcel is partially prepaying the Annual Special Tax obligation

2. Partial Prepayment Procedures and Limitations

With respect to any Assessor's Parcel that is partially prepaid, the Board shall indicate in the records of CFD No. 2013-1 that there has been a partial prepayment of the Annual Special Tax obligation and shall cause a suitable notice to be recorded in compliance with the Act to indicate the partial prepayment of the Annual Special Tax obligation and the partial release of the Annual Special Tax lien on such Assessor's Parcel, and the obligation of such Assessor's Parcel to pay such prepaid portion of the Annual Special Tax shall cease. Additionally, the notice shall indicate that the Annual Special Tax for the Assessor's Parcels have been reduced by an amount equal to the percentage which was partially prepaid.

Notwithstanding the foregoing, no partial prepayment will be allowed unless the amount of Annual Special Taxes that may be levied on Taxable Property after such partial prepayment, net of Administrative Expenses, shall be at least 1.1 times the regularly scheduled annual interest and principal payments on all currently outstanding Bonds in each future Fiscal Year.

SECTION G TERMINATION OF SPECIAL TAX

Annual Special Taxes shall not be levied after Fiscal Year 2042/2043.

SECTION H EXEMPTIONS

The Board shall classify as Exempt Property (i) Assessor's Parcels owned by the State of California, Federal or other local governments, (ii) Assessor's Parcels which are used as places of worship and are exempt from *ad valorem* property taxes because they are owned by a religious organization, (iii) Assessor's Parcels used exclusively by a homeowners' association, and (iv) Assessor's Parcels with public or utility easements making impractical their utilization for other than the purposes set forth in the easement.

SECTION I CLAIMS

Any property owner claiming that the amount or application of the Special Tax is not correct may file a written notice of appeal with the Board not later than ninety (90) days after having paid the first installment of the Special Tax that is disputed. In order to be considered sufficient, any claim must: (i) specifically identify the property by address and Assessor's Parcel Number; (ii) state the amount in dispute and whether it is the whole amount or only a portion of the Special Tax; (iii) state all grounds on which the property owner is disputing the amount or application of the Special Tax, including a reasonably detailed explanation as to why the amount or application of such Special Tax is incorrect; (iv) include all documentation, if any, in support of the claim; and (v) be verified under penalty of perjury by the person who paid the Special Tax or his or her guardian, executor or administrator. A representative(s) of CFD No. 2013-1 ("Representative") shall promptly review the claim, and if necessary, meet with the property owner, consider written and oral evidence regarding the amount of the Special Tax, and rule on the claim. The decisions of the Representative(s) shall be final and binding. If the Representative's decision requires that the Special Tax for an Assessor's Parcel be modified or changed in favor of the property owner, a cash refund shall not be made (except for the last year of levy), but an adjustment shall be made to the Annual Special Tax on that Assessor's Parcel in the subsequent Fiscal Year(s) as the Representative's decisions shall indicate.

SECTION J
MANNER OF COLLECTION

The Annual Special Tax shall be collected in the same manner and at the same time as ordinary *ad valorem* property taxes, provided, however, that CFD No. 2013-1 may collect Annual Special Taxes at a different time or in a different manner if necessary to meet its financial obligations, including the ability to direct bill the properties in CFD No. 2013-1.

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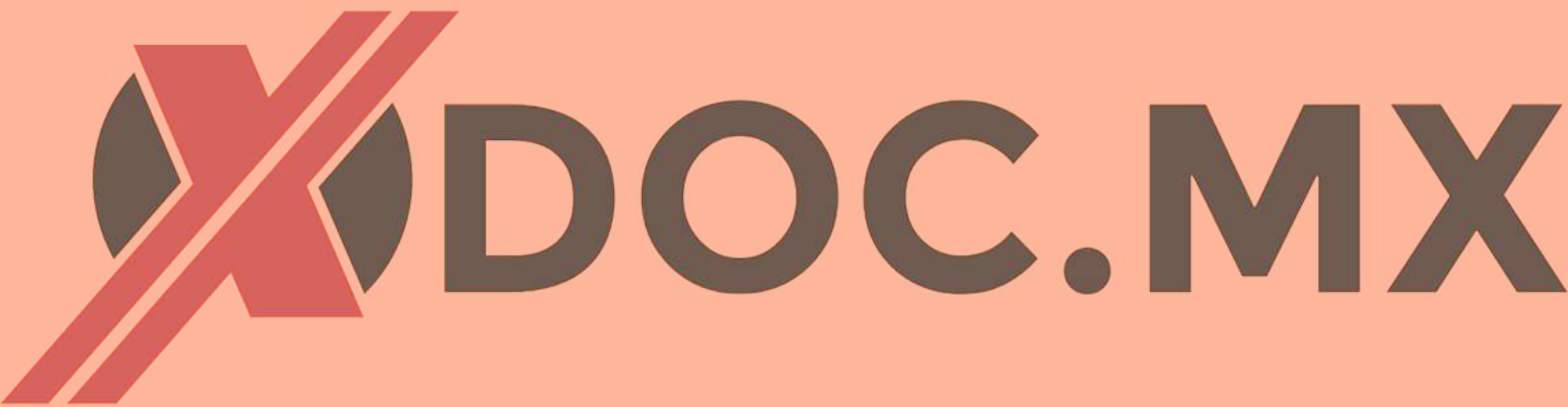
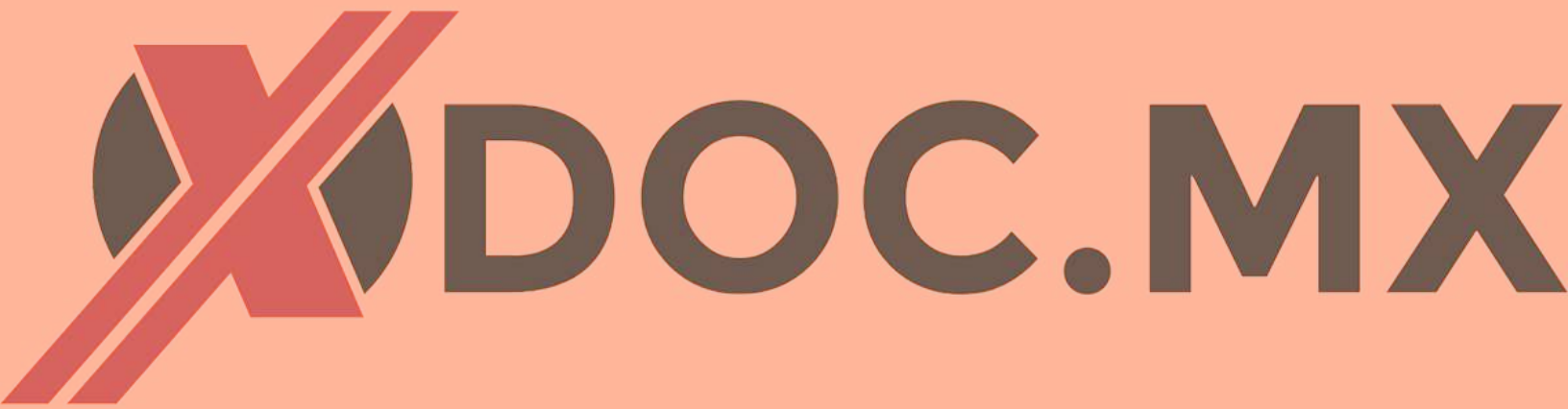


EXHIBIT A

ASSIGNMENT OF ASSESSOR'S PARCELS TO TAX CLASSES



**HESPERIA UNIFIED SCHOOL DISTRICT
COMMUNITY FACILITIES DISTRICT NO. 2013-1
EXHIBIT A**

Assessor's Parcel Number*	Address	Tax Class
3071-751-03-0000	11930 MESA LINDA ST, VICTORVILLE CA 92392	1
3071-751-07-0000	11976 MESA LINDA ST, VICTORVILLE CA 92392	1
3071-751-10-0000	11993 AUTUMN WIND AVE, VICTORVILLE CA 92392	1
3071-751-18-0000	11903 AUTUMN WIND LN, VICTORVILLE CA 92392	1
3071-751-20-0000	11922 AUTUMN WIND AVE, VICTORVILLE CA 92392	1
3071-751-22-0000	11946 AUTUMN WIND LN, VICTORVILLE CA 92392	1
3071-751-26-0000	11984 AUTUMN WIND AVE, VICTORVILLE CA 92392	1
3071-751-28-0000	11993 CRANDALL CT, VICTORVILLE CA 92392	1
3071-751-40-0000	11984 CRANDALL CT, VICTORVILLE CA 92392	1
3071-751-44-0000	11977 GARRET LN, VICTORVILLE CA 92392	1
3071-751-51-0000	12412 SIERRA LN, VICTORVILLE CA 92392	1
3071-751-62-0000	11984 GARRET LN, VICTORVILLE CA 92392	1
3071-761-01-0000	11993 RUSSELL CT, VICTORVILLE CA 92392	1
3071-761-09-0000	11946 RUSSELL CT, VICTORVILLE CA 92392	1
3071-761-16-0000	11985 CLAYTON CT, VICTORVILLE CA 92392	1
3071-761-32-0000	11958 CLAYTON LN, VICTORVILLE CA 92392	1
3071-761-36-0000	11992 CLAYTON LN, VICTORVILLE CA 92392	1
3071-762-05-0000	11959 TAYLOR CT, VICTORVILLE CA 92392	1
3071-762-13-0000	11984 TAYLOR CT, VICTORVILLE CA 92392	1
3071-751-02-0000	11922 MESA LINDA ST, VICTORVILLE CA 92392	2
3071-751-05-0000	11958 MESA LINDA ST, VICTORVILLE CA 92392	2
3071-751-08-0000	11984 MESA LINDA ST, VICTORVILLE CA 92392	2
3071-751-12-0000	11977 AUTUMN WIND AVE, VICTORVILLE CA 92392	2
3071-751-14-0000	11959 AUTUMN WIND AVE, VICTORVILLE CA 92392	2
3071-751-16-0000	11931 AUTUMN WIND AVE, VICTORVILLE CA 92392	2
3071-751-24-0000	11968 AUTUMN WIND AVE, VICTORVILLE CA 92392	2
3071-751-27-0000	11992 AUTUMN WIND AVE, VICTORVILLE CA 92392	2
3071-751-30-0000	11977 CRANDALL CT, VICTORVILLE CA 92392	2
3071-751-32-0000	11959 CRANDALL CT, VICTORVILLE CA 92392	2
3071-751-34-0000	11933 CRANDALL CT, VICTORVILLE CA 92392	2
3071-751-36-0000	11946 CRANDALL CT, VICTORVILLE CA 92392	2
3071-751-38-0000	11968 CRANDALL CT, VICTORVILLE CA 92392	2
3071-751-42-0000	11993 GARRET LN, VICTORVILLE CA 92392	2
3071-751-45-0000	11969 GARRET LN, VICTORVILLE CA 92392	2
3071-751-47-0000	11947 GARRET LN, VICTORVILLE CA 92392	2
3071-751-50-0000	11903 GARRET LN, VICTORVILLE CA 92392	2
3071-751-53-0000	12436 SIERRA LN, VICTORVILLE CA 92392	2
3071-751-56-0000	11922 GARRET LN, VICTORVILLE CA 92392	2
3071-751-59-0000	11958 GARRET LN, VICTORVILLE CA 92392	2
3071-751-61-0000	11976 GARRET LN, VICTORVILLE CA 92392	2