

In the opinion of Brown & Wood LLP, San Francisco, California, Bond Counsel, based on existing statutes, regulations, rulings and judicial decisions and assuming compliance with certain covenants in the documents pertaining to the Bonds and requirements of the Internal Revenue Code of 1986, as amended, as described herein, interest on the Bonds is not includable in the gross income of the owners of the Bonds for federal income tax purposes. In the further opinion of Bond Counsel, interest on the Bonds is not treated as an item of tax preference in calculating the federal alternative minimum taxable income of individuals and corporations. Interest on the Bonds, however, is included as an adjustment in the calculation of federal corporate alternative minimum taxable income and may therefore affect a corporation's alternative minimum tax liability. In the further opinion of Bond Counsel, interest on the Bonds is exempt from personal income taxes imposed by the State of California. See "TAX MATTERS" herein.

\$1,250,000
OAKLAND JOINT POWERS FINANCING AUTHORITY
SPECIAL ASSESSMENT POOLED REVENUE BONDS,
SERIES 1997

Dated: December 3, 1997

Due: September 2, as shown below

The Oakland Joint Powers Financing Authority Special Assessment Pooled Revenue Bonds, Series 1997 in the principal amount of \$1,250,000 (the "Bonds") are being issued by the Oakland Joint Powers Financing Authority (the "Authority") to provide funds to finance the purchase of five issues of special assessment bonds (collectively, the "Assessment Bonds"), each issued by the City of Oakland (the "City") on behalf of an assessment district located in the City. The Assessment Bonds are being issued by the City to: (i) pay the costs of undergrounding certain utilities within the related assessment district; (ii) fund a Reserve fund for the Bonds; and (iii) pay certain costs of issuance associated with the Bonds. The Bonds are being issued by the Authority pursuant to a Trust Agreement, executed and entered into as of November 1, 1997 (the "Trust Agreement") by and among the Authority, the City and First Trust of California, National Association, as trustee (the "Trustee").

Interest on the Bonds is payable on March 2 and September 2 of each year, commencing March 2, 1998

The Bonds are limited obligations of the Authority payable solely from the Revenues (as defined herein) of the Authority, consisting primarily of payments received by the Authority in connection with the Assessment Bonds, which payments are to be made from assessments levied upon real property within the assessment districts as more fully described herein. Payments on the Assessment Bonds, along with investment earnings, are calculated to be, in the aggregate, sufficient to permit the Authority to pay the principal of, and interest on, the Bonds when due.

The Bonds will be issued in book-entry form, without coupons, initially registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the Bonds. Ownership interests in the Bonds may initially be purchased in denominations of \$5,000 or any integral multiple thereof, in book-entry form as described herein. Upon receipt of payments of principal of, premium, if any and interest on the Bonds, DTC will in turn remit such principal, premium, if any, and interest to the participants in DTC for subsequent disbursement to the beneficial owners of the Bonds. See APPENDIX F—"DTC AND THE BOOK-ENTRY ONLY SYSTEM."

The Bonds are subject to optional, mandatory and special redemption. See "THE BONDS—Redemption Provisions."

THE BONDS DO NOT CONSTITUTE A CHARGE AGAINST THE GENERAL CREDIT OF THE AUTHORITY OR ITS MEMBERS, AND UNDER NO CIRCUMSTANCES SHALL THE AUTHORITY BE OBLIGATED TO PAY PRINCIPAL OF OR ANY REDEMPTION PREMIUMS ON OR INTEREST ON THE BONDS EXCEPT FROM THE TRUST ESTATE. NEITHER THE CITY OF OAKLAND, THE STATE OF CALIFORNIA NOR ANY PUBLIC AGENCY (OTHER THAN THE AUTHORITY) NOR ANY MEMBER OF THE AUTHORITY IS OBLIGATED TO PAY THE PRINCIPAL OF OR ANY REDEMPTION PREMIUMS ON OR INTEREST ON THE BONDS, AND NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE CITY OF OAKLAND, THE STATE OF CALIFORNIA NOR ANY PUBLIC AGENCY THEREOF NOR ANY MEMBER OF THE AUTHORITY (INCLUDING THE CITY) IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF OR ANY REDEMPTION PREMIUMS ON OR INTEREST ON THE BONDS, AND NEITHER THE PRINCIPAL OF NOR ANY REDEMPTION PREMIUMS ON NOR INTEREST ON THE BONDS CONSTITUTES A DEBT, LIABILITY OR OBLIGATION OF THE CITY OF OAKLAND, THE STATE OF CALIFORNIA OR ANY PUBLIC AGENCY (OTHER THAN THE AUTHORITY) OR ANY MEMBER OF THE AUTHORITY.

See "BONDOWNERS' RISKS" for a discussion of special risk factors that should be considered, in addition to the other matters set forth herein, in evaluating an investment in the Bonds.

This cover page contains information for quick reference only. It is *not* a complete summary of the Bonds. Investors should read the entire Official Statement to obtain information essential to the making of an informed investment decision.

Maturity Schedule

<u>Maturity</u> <u>(September 2)</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Price</u>	<u>Maturity</u> <u>(September 2)</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Price</u>
1998	\$75,000	4 20%	100 00%	2003	\$70,000	4 80%	100 00%
1999	90,000	4 40	100 00	2004	70,000	4 90	100 00
2000	60,000	4 50	100 00	2005	75,000	5.00	100 00
2001	65,000	4 60	100 00	2006	80,000	5.10	100.00
2002	65,000	4 70	100 00	2007	90,000	5 20	100 00

\$510,000 5 65% Term Bonds due September 2, 2012—Price 100%

The Bonds are offered when, as and if issued, subject to the approval as to their legality by Brown & Wood LLP, San Francisco, California, Bond Counsel, and certain other conditions. Certain legal matters will be passed on for the City and the Authority by the City Attorney, and for the City and the Underwriter by Lofton, De Lancie & Nelson, San Francisco, California, Disclosure Counsel. It is anticipated that the Bonds in book-entry form will be available for delivery through the facilities of DTC in New York, New York on or about December 3, 1997.

HENDERSON CAPITAL PARTNERS, INC.

The date of this Official Statement is November 20, 1997

No dealer, broker, salesperson or other person has been authorized by the Authority, the City, or the Underwriter to give any information or to make any representations other than as contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized by any of the foregoing.

This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person, in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. This Official Statement is not to be construed as a contract with the purchasers of the Bonds. Statements contained in this Official Statement which involve estimates, forecasts or matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of fact.

The information set forth herein has been obtained from sources which are believed to be reliable, but such information is neither guaranteed as to accuracy or completeness, nor to be construed as a representation of such by the Authority, the City or the Underwriter. The information and expressions of opinion stated herein are subject to change without notice; and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Authority, the City or any property owners in the assessment districts, or in the condition of the property in the assessment districts, since the date hereof.

The summaries and references to the Trust Agreement, the Fiscal Agent Agreement, the Assessment Bond Law and to other statutes and documents referred to herein do not purport to be comprehensive or definitive and are qualified in their entireties by reference to each such statute and document. This Official Statement including any amendment or supplement hereto is intended to be deposited with one or more depositories.

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

THE BONDS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, IN RELIANCE UPON AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS CONTAINED IN SUCH ACT. THE BONDS HAVE NOT BEEN REGISTERED OR QUALIFIED UNDER THE SECURITIES LAWS OF ANY STATE.

OAKLAND JOINT POWERS FINANCING AUTHORITY

CHAIRMAN AND BOARD OF DIRECTORS AND MAYOR AND CITY COUNCIL

Elihu M. Harris, *Chairman and Mayor*
Jane Brunner, *Member and Councilmember*
Henry Chang, Jr., *Member and Councilmember*
Ignacio De La Fuente, *Member and Councilmember*
Nathan Miley, *Member and Councilmember*
Nancy Nadel, *Member and Councilmember*
Larry Reid, *Member and Councilmember*
John Russo, *Member and Councilmember*
Richard Spees, *Member and Councilmember*

AUTHORITY AND CITY STAFF

Robert C. Bobb, *Executive Director and City Manager*
Dolores E. Blanchard, *Interim Assistant City Manager*
Deborah Edgerly, *Interim Treasurer and Interim Director of Budget and Finance*
Jayne W. Williams, *Counsel to the Authority and City Attorney*
Ceda Floyd, *Secretary and City Clerk*

SPECIAL SERVICES

BOND COUNSEL

Brown & Wood LLP
San Francisco, California

DISCLOSURE COUNSEL

Lofton, De Lancie & Nelson
San Francisco, California

FINANCIAL ADVISOR

Public Financial Management, Inc.
San Francisco, California

TRUSTEE AND FISCAL AGENT

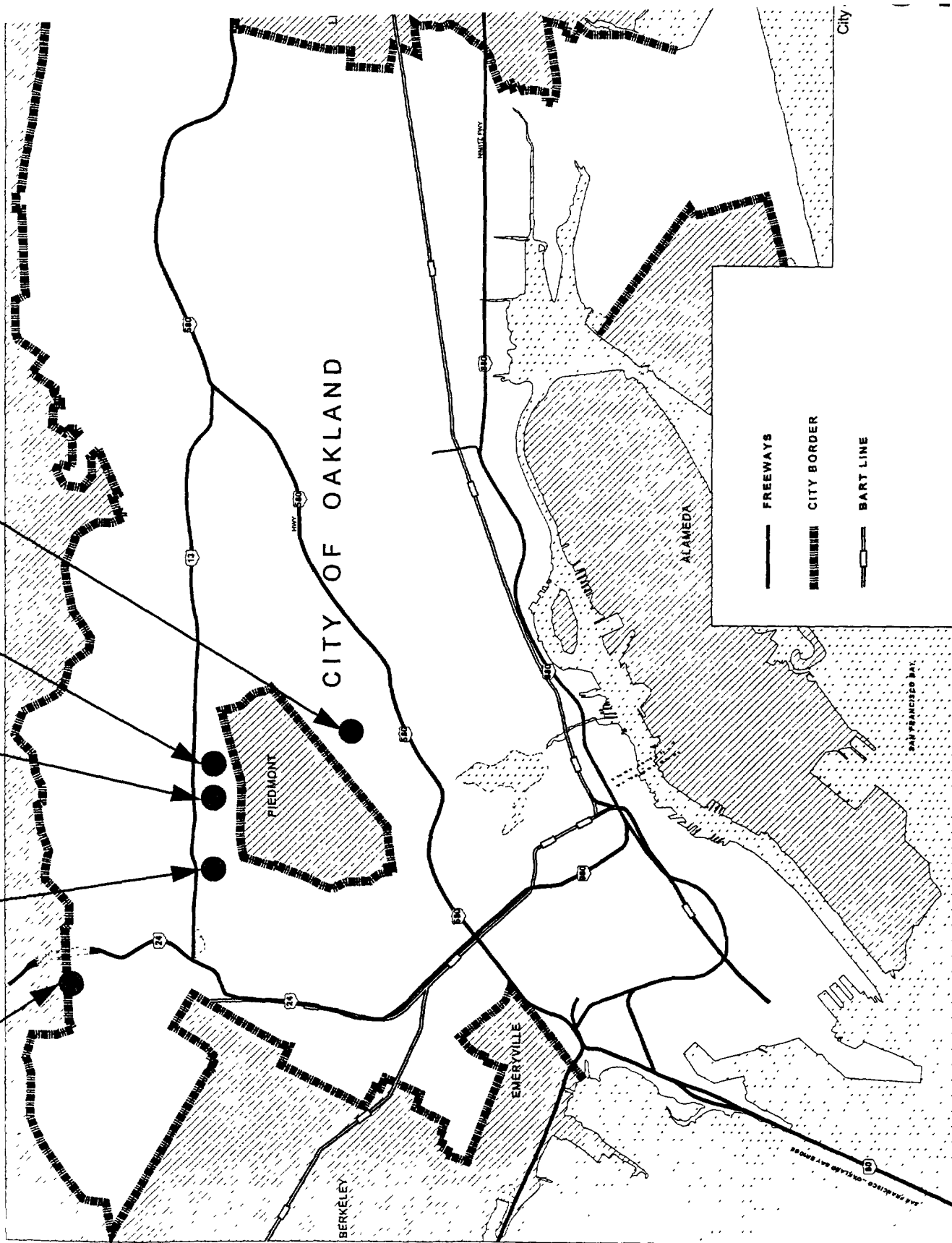
First Trust of California, National Association
San Francisco, California

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Districts: Grizzly Peak Proctor Harbord La Salle Lakeshore



CITY OF OAKLAND COMMUNITY & ECONOMIC DEVELOPMENT AGENCY

\$1,250,000
OAKLAND JOINT POWERS FINANCING AUTHORITY
SPECIAL ASSESSMENT POOLED REVENUE BONDS,
SERIES 1997

INTRODUCTION

The description and summaries of various documents hereinafter set forth do not purport to be comprehensive or definitive, and reference is made to each document for the complete details of all terms and conditions. All statements herein are qualified in their entirety by reference to each document. All capitalized terms used in this Official Statement and not otherwise defined herein have the same meaning as in the Trust Agreement (defined below).

General

This Official Statement, including the cover page, the inside cover page and the Appendices hereto, is provided to furnish certain information in connection with the issuance and sale by the Oakland Joint Powers Financing Authority (the "Authority") of \$1,250,000 aggregate principal amount of Oakland Joint Powers Financing Authority Special Assessment Pooled Revenue Bonds Series 1997 (the "Bonds").

Authority for Issuance

The Bonds will be issued pursuant to a resolution of the Authority adopted on November 4, 1997 (the "Authorizing Resolution") and in accordance with the provisions of the Trust Agreement, executed and entered into as of November 1, 1997 (the "Trust Agreement"), by and among the Authority, the City of Oakland (the "City") and First Trust of California, National Association, as trustee (the "Trustee"). The Bonds will be issued pursuant to the Marks-Roos Local Bond Pooling Act of 1985, as amended, constituting Article 4 of Chapter 5, Division 7, Title 1 of the Government Code of the State of California (the "Bond Law").

Redemption

The Bonds are subject to optional, mandatory and special redemption prior to their respective stated maturities. See "THE BONDS—Redemption Provisions."

Delivery; Denominations

The Bonds will be delivered in fully registered form only and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the Bonds. Ownership interests in the Bonds may be purchased in book-entry form only in denominations of \$5,000 or any integral multiple thereof. Upon receipt of payments of principal of, premium, if any, and interest on the Bonds, DTC will in turn remit such principal, premium, if any, and interest to the participants in DTC for subsequent disbursement to the beneficial owners of the Bonds. See "THE BONDS—Description of the Bonds" and APPENDIX F—"DTC AND THE BOOK-ENTRY ONLY SYSTEM."

Purpose

The Bonds are being issued to finance the purchase by the Authority from the City of Oakland (the "City") of the following issues of assessment bonds (collectively the "Assessment Bonds") to be issued by the City:

\$12,500 aggregate principal amount of City of Oakland Limited Obligation Improvement Bonds, Proctor Utility Underground Assessment District No. 1997-2 (the "Proctor Assessment Bonds");

\$30,500 aggregate principal amount of City of Oakland Limited Obligation Improvement Bonds, Lakeshore-Phase III Utility Underground Assessment District No. 1997-3 (the "Lakeshore Assessment Bonds");

\$570,000 aggregate principal amount of City of Oakland Limited Obligation Improvement Bonds, La Salle, Liggett, Pershing and Wood Area Utility Underground Assessment District No. 1997-4 (the "La Salle Assessment Bonds");

\$531,250 aggregate principal amount of City of Oakland Limited Obligation Improvement Bonds, Harbord, Estates, McAndrew and Wood Area Utility Underground Assessment District No. 1997-5 (the "Harbord Assessment Bonds"); and

\$105,750 aggregate principal amount of City of Oakland Limited Obligation Improvement Bonds, Grizzly Peak Utility Underground Assessment District No. 1997-6 (the "Grizzly Peak Assessment Bonds").

Each issue of Assessment Bonds is issued pursuant to the provisions of the Improvement Bond Act of 1915, constituting Division 10 of the California Streets and Highways Code (the "Assessment Bond Law") and in accordance with a fiscal agent agreement dated as of November 1, 1997 (each, a "Fiscal Agent Agreement") between the City and First Trust of California, National Association, as fiscal agent (the "Fiscal Agent"). Each issue of the Assessment Bonds is being issued by the City for the purpose of, together with other lawfully available funds: (i) paying the costs of acquisition and installation of improvements related to the undergrounding of the overhead utilities and construct street lighting within the related assessment district; (ii) funding a Reserve Fund for the Bonds; and (iii) paying certain costs of issuance associated with the Bonds. Each issue of the Assessment Bonds is payable from the unpaid assessments levied upon real property within the related assessment district (each, an "Assessment District" and collectively, the "Assessment Districts").

Security for the Bonds

NEITHER THE FULL FAITH AND CREDIT NOR THE TAXING POWER OF THE CITY, THE AUTHORITY, THE STATE OF CALIFORNIA OR ANY OTHER POLITICAL SUBDIVISION THEREOF IS PLEDGED TO THE PAYMENT OF THE BONDS. THE BONDS ARE NOT GENERAL OBLIGATIONS OF THE AUTHORITY OR THE CITY BUT

ARE LIMITED OBLIGATIONS OF THE AUTHORITY PAYABLE SOLELY FROM THE PROCEEDS OF THE REVENUES DERIVED FROM THE PAYMENT OF THE ASSESSMENTS LEVIED WITHIN THE ASSESSMENT DISTRICTS.

As authorized by the Assessment Bond Law, the City has determined not to obligate itself to advance available funds from the City treasury to cure any deficiency or delinquency which may occur in the redemption fund created and held by the City with respect to an issue of Assessment Bonds by reason of the failure of a property owner to pay an assessment installment.

Bonds. The Bonds are secured by a pledge of the Revenues of the Authority. Generally, "Revenues" are (i) all amounts received by the Authority as interest, principal or redemption premium on the Assessment Bonds, and (ii) all investment income on any moneys held in the funds and accounts established with respect to the Bonds, except the Rebate Fund.

The interest on and principal of the Assessment Bonds is payable from the annual assessment installments collected on the regular property tax bills sent to owners of property within the assessment districts having unpaid assessments levied against them. There is also a Reserve Fund established under the Trust Agreement in an amount equal to the Reserve Requirement.

Continuing Disclosure

The Authority has determined that no financial or operating data concerning the Authority is material to an evaluation of the offering of the Bonds or to any decision to purchase, hold or sell the Bonds and the Authority will not provide any such information.

The City has undertaken all responsibilities of the Authority for any continuing disclosure to Bondowners as described below, and the Authority shall have no liability to the Bondowners of the Bonds or any other person with respect to S.E.C. Rule 15c2-12. The City has covenanted for the benefit of Bondowners and Beneficial Owners to provide certain financial information and operating data relating to the City and the Assessment Districts by not later than 270 days after the end of the City's fiscal year, commencing with the fiscal year ending June 30, 1997 (the "Annual Report"), and to provide notices of the occurrence of certain enumerated events, if material. The Annual Report will be filed with each Nationally Recognized Municipal Securities Repository and with any then existing State Repository (collectively, the "Repositories"). The notices of material events will be filed with the Repositories. The specific nature of the information to be contained in the Annual Report or the notices of material events is set forth in APPENDIX D—"SUMMARY OF CONTINUING DISCLOSURE CERTIFICATE." These covenants have been made in order to assist the Underwriter in complying with S.E.C. Rule 15c2-12(b)(5).

Additional Information

Brief descriptions of the Bonds, the security for the Bonds, the Authority, the City, the Assessment Bonds, the Assessment Districts are included in this Official Statement together with summaries of certain provisions of the Bonds, the Trust Agreement and the Fiscal Agent Agreement. Such descriptions do not purport to be comprehensive or definitive. All references herein to the Trust Agreement, the Fiscal Agent Agreement and the Assessment Engineers' Report are qualified in their entirety by reference to such documents, copies of which are available for inspection at the office of the Trustee in San Francisco, California.

THE BONDS

Authority for Issuance

The Bonds are issued pursuant to the Bond Law, the Authorizing Resolution and the Trust Agreement.

Purpose of Bonds

Proceeds from the sale of the Bonds will be used by the Authority to acquire the Assessment Bonds of the Assessment Districts. The Assessment Bonds are being issued by the City primarily to pay a portion of the costs of undergrounding certain utilities within the related Assessment District. See "THE ASSESSMENT DISTRICTS."

Description of the Bonds

General. The Bonds are issued as serial and term bonds and mature in various amounts on each September 2, commencing September 2, 1998, and ending September 2, 2012 as set forth on the cover hereof. Interest is payable semiannually on March 2 and September 2 of each year until maturity, commencing March 2, 1998. The Bonds are issued as fully registered book-entry bonds in Authorized Denominations of \$5,000 or any integral multiple thereof. Principal of and redemption premium, if any, on the Bonds is payable at the corporate trust office of First Trust of California, National Association, St. Paul, Minnesota on behalf of the Trustee.

The Bonds when issued will be delivered in fully registered form only and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the Bonds. Individual purchases will be made in book-entry only form. Purchasers will not receive physical certificates representing their beneficial ownership interest in the Bonds. So long as the Bonds are registered in the name of Cede & Co., payment of principal of, premium, if any, and interest on, including the Purchase Price of, the Bonds will be payable to DTC or its nominee. DTC in turn will remit such payments to DTC Participants for subsequent disbursement to the Beneficial Owners. See APPENDIX F—"DTC AND THE BOOK-ENTRY ONLY SYSTEM."

Redemption Provisions

Optional Redemption. The Bonds are subject to redemption prior to their respective maturity dates, at the option of the Authority from any source, other than funds derived from any prepayment of an assessment, as a whole or in part on any Interest Payment Date (with the maturities to be redeemed to be determined by the Authority), at the following redemption prices expressed as a percentage of the principal amount redeemed, together with accrued interest to the date fixed for redemption:

<u>Redemption Period</u>	<u>Redemption Prices</u>
March 2, 1998 through September 2, 2002	103.0%
March 2, 2003 and September 2, 2003	102.5
March 2, 2004 and September 2, 2004	102.0
March 2, 2005 and September 2, 2005	101.5
March 2, 2006 and September 2, 2006	101.0
March 2, 2007 and September 2, 2007	100.5
March 2, 2008 and thereafter	100.0

Special Redemption. The Bonds are subject to redemption by the Authority prior to their respective maturity dates from moneys transferred from the Prepayment Account to the Redemption Fund pursuant to the Trust Agreement, which are derived as a result of prepayments of the Assessment Bonds from prepayments by property owners of their special assessment obligations plus, if applicable, amounts transferred from the Reserve Fund pursuant to the Trust Agreement on any Interest Payment Date at the following redemption prices expressed as a percentage of the principal amount redeemed, together with accrued interest to the date fixed for redemption:

<u>Redemption Period</u>	<u>Redemption Prices</u>
March 2, 1998 through September 2, 2002	103.0%
March 2, 2003 and September 2, 2003	102.5
March 2, 2004 and September 2, 2004	102.0
March 2, 2005 and September 2, 2005	101.5
March 2, 2006 and September 2, 2006	101.0
March 2, 2007 and September 2, 2007	100.5
March 2, 2008 and thereafter	100.0

Mandatory Redemption. The City will establish and maintain with the Trustee a Term Bonds of 2012 Sinking Fund Subaccount in the Redemption Account for the Bonds maturing on September 2, 2012 (the "Term Bonds"), to receive payments (the "Sinking Fund Payments") for the mandatory redemption of the Term Bonds due September 2, 2012. The Term Bonds are subject to mandatory redemption by the City prior to their maturity date in part by lot on each

September 2 commencing September 2, 2008, at the principal amount thereof together with accrued interest thereon to the date fixed for redemption, solely from Sinking Fund Payments deposited into the Term Bonds Sinking Fund Subaccount for the Bonds, as follows:

Sinking Fund Payment Schedule
Term Bonds Maturing September 2, 2012

Sinking Fund Payment Date (September 2)	Sinking Fund Payment
2008	\$95,000
2009	95,000
2010	100,000
2011	105,000
2012†	115,000

† Stated Maturity.

In the event of a partial redemption of any of the Term Bonds pursuant to optional redemption as described above, the amounts of the Sinking Fund Payments shown in the foregoing table will be reduced proportionately by the principal amount of all Term Bonds which are redeemed by such partial redemption.

Notice of Redemption. Notice of redemption shall be mailed by the Trustee by first class mail, at least 30 but not more than 60 days before the date fixed for redemption, to the Information Services and to the Owners of such Bonds (or portions thereof) so called for redemption, at their respective addresses as the same shall last appear on the Bond Register established under the Trust Agreement; *provided*, that neither the failure of an Owner to receive notice of redemption of Bonds hereunder nor any error in such notice shall affect the validity of the proceedings for the redemption of Bonds.

At least two Business Days before notice of redemption is given to the Owners, the Trustee shall send a copy of the notice of redemption overnight delivery to the Securities Depositories; *provided*, that the failure to provide notice to the Securities Depositories shall not affect the validity of proceedings for the redemption of any Bonds.

Neither the failure of an Owner to receive notice of redemption of the Bonds nor any error in such notice will affect the validity of the proceedings for the redemption of the Bonds.

Selection of Bonds for Redemption. Whenever less than all the Outstanding Bonds of any one maturity are to be redeemed on any one date, the Trustee shall select the particular Bonds to be redeemed by lot, and in selecting the Bonds for redemption the Trustee shall treat each Bond of a denomination of more than \$5,000 denomination which obtained by dividing the principal amount of such Bond by \$5,000, and the portion of any Bond of a denomination of more than \$5,000 to be redeemed shall be redeemed in an Authorized Denomination.

Purchase in Lieu of Redemption. In lieu of the redemption of any Bond, amounts on deposit in the Proceeds Fund, the Principal Fund or the Redemption Fund may also be used and withdrawn by the Trustee at any time, upon the written request of the Authority, for the purchase of the Bonds at public or private sale as and when and at such prices (which including brokerage and other charges shall not be in excess of the principal amount thereof) as the Authority may in its discretion determine but not in excess of the redemption price thereof plus accrued interest to the purchase date.

SECURITY AND SOURCES OF PAYMENT FOR THE BONDS

THE BONDS DO NOT CONSTITUTE A CHARGE AGAINST THE GENERAL CREDIT OF THE AUTHORITY OR ITS MEMBERS, AND UNDER NO CIRCUMSTANCES SHALL THE AUTHORITY BE OBLIGATED TO PAY PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE BONDS EXCEPT FROM THE REVENUES PLEDGED THEREFOR IN THE TRUST AGREEMENT. NEITHER AUTHORITY, THE CITY, THE STATE OF CALIFORNIA NOR ANY PUBLIC AGENCY (OTHER THAN THE AUTHORITY) IS OBLIGATED TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE BONDS. NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE CITY, THE STATE OF CALIFORNIA OR ANY PUBLIC AGENCY THEREOF OR ANY MEMBER OF THE AUTHORITY (INCLUDING THE CITY) IS PLEDGED TO THE PAYMENT OF, PREMIUM, IF ANY, OR INTEREST ON THE BONDS PRINCIPAL OR INTEREST ON THE BONDS. NEITHER THE PAYMENT OF PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE BONDS CONSTITUTES A DEBT, LIABILITY OR OBLIGATION OF THE CITY, THE STATE OF CALIFORNIA OR ANY PUBLIC AGENCY (OTHER THAN THE AUTHORITY) OR ANY MEMBER OF THE AUTHORITY. THE AUTHORITY HAS NO TAXING POWER.

General

The Revenues will be obtained by the Authority primarily from payments of the principal of and interest on five separate issues of Assessment Bonds. The Assessment Bonds and the interest thereon are payable from the annual assessments levied and to be collected on all real property within the Assessment Districts subject to the assessments and the proceeds, if any, from the sale of such property for delinquency of such assessments. See "Payment of the Assessment Bonds," below.

The Authority may not issue indebtedness payable from the Revenues other than the Bonds. However, neither the Authority nor the City has any control over the amount of additional debt payable from taxes or assessments on all or any portion of the property within the District that may be issued in the future by other governmental entities or districts having jurisdiction over all or a portion of the land within any of the Assessment Districts. To the extent such debt is payable from other assessments or special taxes levied pursuant to the applicable law, such assessments or special taxes may have a lien on the property within the District on a parity with the lien of the assessments.

Payment of the Assessment Bonds

General. The Assessment Bonds have been issued under and are governed by the terms of assessment bond resolutions adopted by the City Council of the City on various dates. Each issue of Assessment Bonds are issued under the Assessment Bond Law and are governed by the terms of a separate fiscal agent agreement each dated as of November 1, 1997 and each by and between the City and the Fiscal Agent. For a description of each Assessment District, see "THE ASSESSMENT DISTRICTS."

The Revenues are primarily composed of payments of interest, principal and redemption premium, if any, to be received by the Authority, as owner of the Assessment Bonds. Each issue of Assessment Bonds and the interest thereon are payable from special assessments levied on property in the related Assessment District. The Assessment Bonds are designed to pay principal, redemption premium and interest in the amounts and the times sufficient, in the aggregate, to provide for payment of principal, redemption premium and interest on the Bonds.

Each issue of Assessment Bonds is issued upon and secured by the unpaid assessments together with interest thereon, and such unpaid assessments together with interest thereon constitute a trust fund for the redemption and payment of the principal of such issue of Assessment Bonds and the interest thereon. See APPENDIX A—"EXCERPTS FROM THE ASSESSMENT ENGINEER'S REPORT." Each issue of the Assessment Bonds is secured by the money in the Redemption Fund created pursuant to the assessment proceedings under the related Fiscal Agent Agreement and established under the related Fiscal Agent Agreement and by the unpaid assessments. Principal of and interest on each issue of Assessment Bonds is payable exclusively out of the related Redemption Fund.

Although the unpaid assessments constitute fixed liens on the lots and parcels assessed, they do not constitute a personal indebtedness of the respective owners of such lots and parcels. There is no assurance that the owners will be financially able to pay the assessment installments or that they will pay such installments even though they may be financially able to do so. See "BONDOWNERS' RISKS."

The unpaid assessments are collected in semi-annual installments, together with interest on the declining balances, on the tax roll on which general taxes on real property are collected, and are payable and become delinquent at the same time and in the same proportionate amounts and bear the same proportionate penalties and interest after delinquency as do general taxes, and the properties upon which the assessments were levied are subject to the same provisions for sale and redemption as are properties for nonpayment of general taxes.

The Assessment Bonds are not an obligation of the City, the State of California or any of its political subdivisions and neither the faith and credit nor the taxing power of the City, the State of California or any political subdivision thereof is pledged to the payment of the Assessment Bonds.

As authorized by the Assessment Bond Law, the City has determined not to obligate itself to advance available funds from the City treasury to cure any deficiency or delinquency which may occur in the redemption fund created and held by the City with respect to an issue of Assessment Bonds by reason of the failure of a property owner to pay an assessment installment.

Priority of Lien. The assessments (and any reassessment) and each installment thereof and any interest and penalties thereon constitute a lien against each parcel on which it was imposed until the same is paid. Such lien is subordinate to all fixed special assessment liens previously imposed upon the same property, but has priority over all private liens, including the lien of any mortgage or deed of trust, and over all fixed special assessment liens which may thereafter be created under the any assessment law against the property. Such lien is co-equal to and independent of the lien for general property taxes and liens previously or subsequently imposed pursuant to the Mello-Roos Community Facilities Act of 1982.

Foreclosure Covenant. With respect to each issue of Assessment Bonds, the City covenants in the related fiscal agent agreement that it will determine or cause to be determined, no later than October 1 of each year, whether or not any assessments are delinquent and, if such delinquencies exist, the City will order and cause to be commenced, or employ a trustee to do so, not later than October 1, and thereafter diligently prosecute an action in the superior court to foreclose the lien of any delinquent assessment, provided, however, that the City shall not be required to order the commencement of foreclosure proceedings if (i) the total of such delinquencies for such fiscal year is less than five percent of the total of the assessment installments posted to the tax roll for such fiscal year, and (ii) the Reserve Fund remains at or above the Reserve Requirement. Notwithstanding the foregoing, if the City determines that the assessment installments on any single property are delinquent in excess of one thousand dollars (\$1,000) or in the aggregate of ten thousand dollars (\$10,000) payable by any single owner then it will diligently institute, prosecute and pursue foreclosure proceedings against such property.

In conjunction with the institution of judicial foreclosure proceedings, the City shall comply with Section 8833 of the Assessment Bond Law.

Limited Obligation; No Required Advances from Available Surplus Funds. The Assessment Bonds are limited obligation improvements bonds under the Assessment Bond Law. Notwithstanding any other provision of the fiscal agent agreement related to an issue of Assessment Bonds, the City is not obligated to advance available surplus funds from the City treasury to cure any deficiency in the Redemption Fund; provided, however, that nothing shall affect the right of the City under the Assessment Bond Law to make advances to cure any deficiencies.

Assessment Engineer's Reports

The City has caused a report with respect to each Assessment District to be prepared which contains, among other things, the amount of Assessment levied on each parcel in the related Assessment District. A copy of excerpts from the Assessment Engineer's Report with respect to each Assessment District, the Assessment roll and the Assessment diagram is set forth in APPENDIX A—"EXCERPTS FROM THE ASSESSMENT ENGINEER'S REPORT." A full copy of each of the Assessment Engineer's Reports may be obtained from the City.

Flow of Funds

Receipt and Deposit of Revenues. All Revenues received by the Authority, other than Revenues derived from Assessment Prepayments received by the Trustee, will be deposited by the Trustee into the Revenue Fund. Not later than one Business Day prior to each Interest Payment Date and each Principal Payment Date for the Bonds, the Trustee will transfer

Revenues from the Revenue Fund, in the amounts required in the order of priority as set forth below, with the requirements of each fund being fully satisfied, leaving no deficiencies therein, prior to any deposit into any fund later in priority:

- First:* Interest Fund in an amount sufficient to pay interest on the Bonds coming due on such Interest Payment Date;
- Second:* Principal Fund (i) before each March 2 Interest Payment Date in an amount equal to one-half of the principal amount of Bonds maturing on the next succeeding September 2 and (ii) before each September 2 Principal Payment Date an amount which, together with any amounts then on deposit in the Principal Fund, is sufficient to pay the Principal Installments on the Bonds when due on such Principal Payment Date;
- Third:* Reserve Fund in an amount necessary to maintain a balance therein equal to the Reserve Requirement;
- Fourth:* Expense Fund in an amount specified in a Written Order of the Authority as necessary to pay all Expenses as they become due and payable.
- Fifth:* Redemption Fund amounts remaining after making the above deposits for the purpose of redeeming or purchasing Outstanding Bonds in Authorized Denominations.

Revenues Derived From Prepayments. All Revenues derived from prepayments of the Assessment Bonds received by the Trustee will immediately be deposited into the Prepayment Account within the Revenue Fund. Thereafter such amounts will be transferred to the Redemption Fund to be applied to the redemption of Bonds.

Reserve Fund

The Trust Agreement establishes a Reserve Fund (the "Reserve Fund") with the Trustee, moneys in which are to be used by the Trustee for the purpose of paying the interest on and principal of and redemption premiums, if any, of the Bonds, but solely in the event that insufficient Revenues are received by the Trustee for such purpose due to a default in the payment of amounts due with respect to the Assessment Bonds. Any draw from the Reserve Fund shall be replenished from the proceeds of redemption or sale of the parcel with respect to which the advance of delinquent installments was made from the Reserve Fund. See "BONDOWNERS' RISKS—General." Notwithstanding any other provision of the Trust Agreement, the City is not obligated to advance available surplus funds from the City treasury to cure any deficiency in the Reserve Fund. On the date of issuance of the Bonds, the Reserve Fund will be funded in the amount of \$125,000, which amount is equal to the Reserve Requirement (defined herein). The Trust Agreement establishes a Reserve Requirement which is equal to 10% of the principal amount of the then Outstanding Bonds (the "Reserve Requirement"). However, the failure to maintain the balance in the Reserve Fund at the Reserve Requirement is not an event of default under the Trust Agreement.

Debt Service Schedule

The debt service schedule for the Bonds is set forth below:

<u>Payment Date</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>	<u>Fiscal Year Total</u>
March 2, 1998		\$15,814.80	\$15,814.80	
June 30, 1998				\$15,814.80
September 2, 1998 . . .	\$75,000.00	31,985.00	106,985.00	
March 2, 1999		30,410.00	30,410.00	
June 30, 1999				137,395.00
September 2, 1999 . . .	90,000.00	30,410.00	120,410.00	
March 2, 2000		28,430.00	28,430.00	
June 30, 2000				148,840.00
September 2, 2000 . . .	60,000.00	28,430.00	88,430.00	
March 2, 2001		27,080.00	27,080.00	
June 30, 2001				115,510.00
September 2, 2001 . . .	65,000.00	27,080.00	92,080.00	
March 2, 2002		25,585.00	25,585.00	
June 30, 2002				117,665.00
September 2, 2002 . . .	65,000.00	25,585.00	90,585.00	
March 2, 2003		24,057.50	24,057.50	
June 30, 2003				114,642.50
September 2, 2003 . . .	70,000.00	24,057.50	94,057.50	
March 2, 2004		22,377.50	22,377.50	
June 30, 2004				116,435.00
September 2, 2004 . . .	70,000.00	22,377.50	92,377.50	
March 2, 2005		20,662.50	20,662.50	
June 30, 2005				113,040.00
September 2, 2005 . . .	75,000.00	20,662.50	95,662.50	
March 2, 2006		18,787.50	18,787.50	
June 30, 2006				114,450.00
September 2, 2006 . . .	80,000.00	18,787.50	98,787.50	
March 2, 2007		16,747.50	16,747.50	
June 30, 2007				115,535.00
September 2, 2007 . . .	90,000.00	16,747.50	106,747.50	
March 2, 2008		14,407.50	14,407.50	
June 30, 2008				121,155.00
September 2, 2008 . . .	95,000.00†	14,407.50	109,407.50	
March 2, 2009		11,723.75	11,723.75	
June 30, 2009				121,131.25
September 2, 2009 . . .	95,000.00†	11,723.75	106,723.75	
March 2, 2010		9,040.00	9,040.00	
June 30, 2010				115,763.75
September 2, 2010 . . .	100,000.00†	9,040.00	109,040.00	
March 2, 2011		6,215.00	6,215.00	
June 30, 2011				115,255.00
September 2, 2011 . . .	105,000.00†	6,215.00	111,215.00	
March 2, 2012		3,248.75	3,248.75	
June 30, 2012				114,463.75
September 2, 2012 . . .	<u>115,000.00†</u>	<u>3,248.75</u>	<u>118,248.75</u>	
June 30, 2013				<u>118,248.75</u>
TOTAL	\$1,250,000.00	\$565,344.80	\$1,815,344.80	\$1,815,344.80

† Sinking Account Payment.

ESTIMATED SOURCES AND USES OF BOND PROCEEDS AND OTHER FUNDS

The estimated sources and uses of Bond proceeds and other funds in connection with the financing are set forth in the following table:

Sources of Funds	
Principal Amount of Bonds	\$1,250,000.00
Cash Prepayments	<u>658,125.30</u>
 Total Sources	 <u>\$1,908,125.30</u>
 Uses of Funds⁽¹⁾	
Deposit to Project Funds ⁽²⁾	\$1,573,305.00
Deposit to Reserve Fund ⁽³⁾	125,000.00
Costs of Issuance ⁽³⁾⁽⁴⁾	<u>209,820.30</u>
 Total Uses	 <u>\$1,908,125.30</u>

- (1) Bond proceeds in the amount of \$1,238,437.50 will be used to purchase the Assessment Bonds.
- (2) A separate project fund for each Assessment District will be held by the City. Amounts on deposit within each such project fund will be used to pay the incremental costs of the construction and installation of the improvements within the respective Assessment District. See "THE ASSESSMENT DISTRICTS."
- (3) Comprised of allocable payments received from each Assessment District.
- (4) Includes Underwriter's Discount, fees and expenses of Bond Counsel, the Financial Advisor and Disclosure Counsel, the initial fees of the Trustee, fees of the assessment engineer, printing costs, rating agency fees and other miscellaneous expenses.

THE ASSESSMENT DISTRICTS

General

Each of the five Assessment Districts is primarily a single-family residential neighborhood located within the City. Set forth below is valuation information with respect to all of the Assessment Districts in the aggregate and specific information with respect to each Assessment District.

The construction and installation of the improvements will replace the existing overhead utility services of Pacific Gas & Electric ("PG&E"), Pacific Bell ("Pac Bell"), TCI Cable Television, previously Oakland Cable ("TCI"), and the City.

Aggregate Valuation of the Assessment Districts

As of July 1, 1997, the aggregate assessed value of all land and improvements in all of the Assessment Districts (less the homeowners' exemptions) is \$106,729,032. This valuation is based upon gross assessed valuation rather than appraised value or other measure of market value and is net of the homeowners exemption. This amount, and the respective amounts set forth for all real property and improvements within each Assessment District may, therefore, not be representative of the actual market value of such real property and improvements within the applicable Assessment District. However, since Article XIII A of the California Constitution limits any increase in assessed value to no more than 2% per year unless property is sold or transferred, assessed values are typically less than actual market value unless the property has recently changed ownership and may not be representative of the actual market value of the property in the Assessment Districts. The assessed values set forth for any real property and improvements do not account for any assessed value determinations based on changes in ownership or improvements to real property occurring after January 1, 1997. See also "BONDOWNERS' RISKS—General" and "—Assessment Appeals."

The aggregate principal amount of the Assessment Bonds to be issued to the Authority is \$1,250,000. Therefore, based upon an aggregate assessed value of real property and improvements in all of the Assessment Districts of \$106,729,032, the overall value-to-assessment lien ratio of the Bonds for all Assessment Districts is 85.4:1.

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Set forth on Table 1 below are the aggregate net assessed values for all of the Assessment Districts, assessment lien amounts and a calculation of value-to-assessment lien ratios.

Table 1
CITY OF OAKLAND
AGGREGATE OF ALL ASSESSMENT DISTRICTS
Value-to-Assessment Lien Ratios
As of 1997-98 Tax Roll⁽¹⁾

<u>Value-to-Assessment Lien Category</u>	<u>Number of Assessed Units</u>	<u>1997-98 Net Assessed Value</u>	<u>% of 1997-98 Net Assessed Value</u>	<u>Total Assessment Levy Amount†</u>	<u>% of Total Assessment Levy Amount</u>
More than or equal to 20:1	323	\$104,075,314	97.514%	\$1,048,447	83.876%
Less than 20:1	25	1,743,707	1.634	103,647	8.292
Less than 15:1	15	782,482	0.733	62,464	4.997
Less than 10:1	4	108,260	0.101	17,050	1.364
Less than 5:1 ⁽²⁾	<u>4</u>	<u>19,269</u>	<u>0.018</u>	<u>18,391</u>	<u>1.471</u>
TOTAL	371	\$106,729,032	100.000%	\$1,250,000	100.000%
Maximum Value-to-Assessment Lien Ratio			1,199.3:1		
Average Value-to-Assessment Lien Ratio			166.1:1		
Minimum Value-to-Assessment Lien Ratio			0.4:1		

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners exemptions.

⁽²⁾ These four benefit units are undeveloped. One of the benefit units most recently had its value assessed in 1969 and the other three benefit units had their values assessed before the County began recording property assessed valuations.

† Figures may not calculate due to independent rounding.

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Proctor Assessment District

General.

Description and Location of the District. The Proctor Assessment District is comprised of 66 parcels; comprising an aggregate of approximately 120,000 net square feet (2.8 acres) in relatively flat terrain, to the southwest of the intersection of Routes 13 and 24 and immediately south of Lake Temescal in the Crocker Highlands neighborhood. The Proctor Assessment District is zoned residential, and most of the parcels, of 4,000-6,000 square feet each, contain single-family, owner-occupied units. Of the 66 parcels in the Proctor Assessment District, 44 parcels fully prepaid the assessments in the aggregate amount of \$21,932. See the map on page 17 for the location of the Proctor Assessment District.

Description and Estimated Costs of the Improvements. Bond proceeds in the amount of \$12,500 will be used to provide for the incremental cost of installing 16 "Forest Park" ornamental street electroliers (rather than the City's standard-style electroliers) along the section of Proctor Avenue from Agnes Avenue to Florence Avenue, and on an adjacent section of Julia Street, in connection with the undergrounding of the existing overhead public utility lines (including the electric lines for these street lights) along these roadways. The undergrounding project will require excavation of approximately 1,900 linear feet of trench in existing pavement, and the installation of a like amount of telephone conduit, electric conduit, and cable television lines, along with the installation of electric transformers, primary electric vaults, and telephone and street light boxes. The City and each utility company have designed its respective facilities, and will be individually responsible for the project administration and construction staking necessary to complete the underground joint trench system. Pac Bell has assumed the role of the "trenching agent" and is coordinating the construction of the joint trench and preparing the composite plans for the improvements.

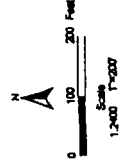
The total estimated cost for the construction and installation of the improvements is \$739,099, of which \$19,920, representing 2.70%, will be financed with the proceeds of the Bonds and cash prepayments received from property owners within the Proctor Assessment District. Of the remaining costs, the City will pay \$43,179, representing 5.84%, the property owners will pay \$132,000, representing 17.86%, and the utilities will finance the following amounts: PG&E: \$300,000; Pac Bell: \$200,000; and TCI: \$44,000, representing in aggregate 73.60%.

Value of the District. As of July 1, 1997 the assessed value of real property and improvements within the Proctor Assessment District net of the homeowners exemption is \$5,608,776. The principal amount of the Proctor Assessment Bonds is \$12,500; as a result, the average value-to-assessment lien ratio for the Proctor Assessment Bonds is 448.7:1 based on the 1997-98 tax roll. See also "Proctor Assessment District—Direct and Overlapping Debt Statement" on page 19.

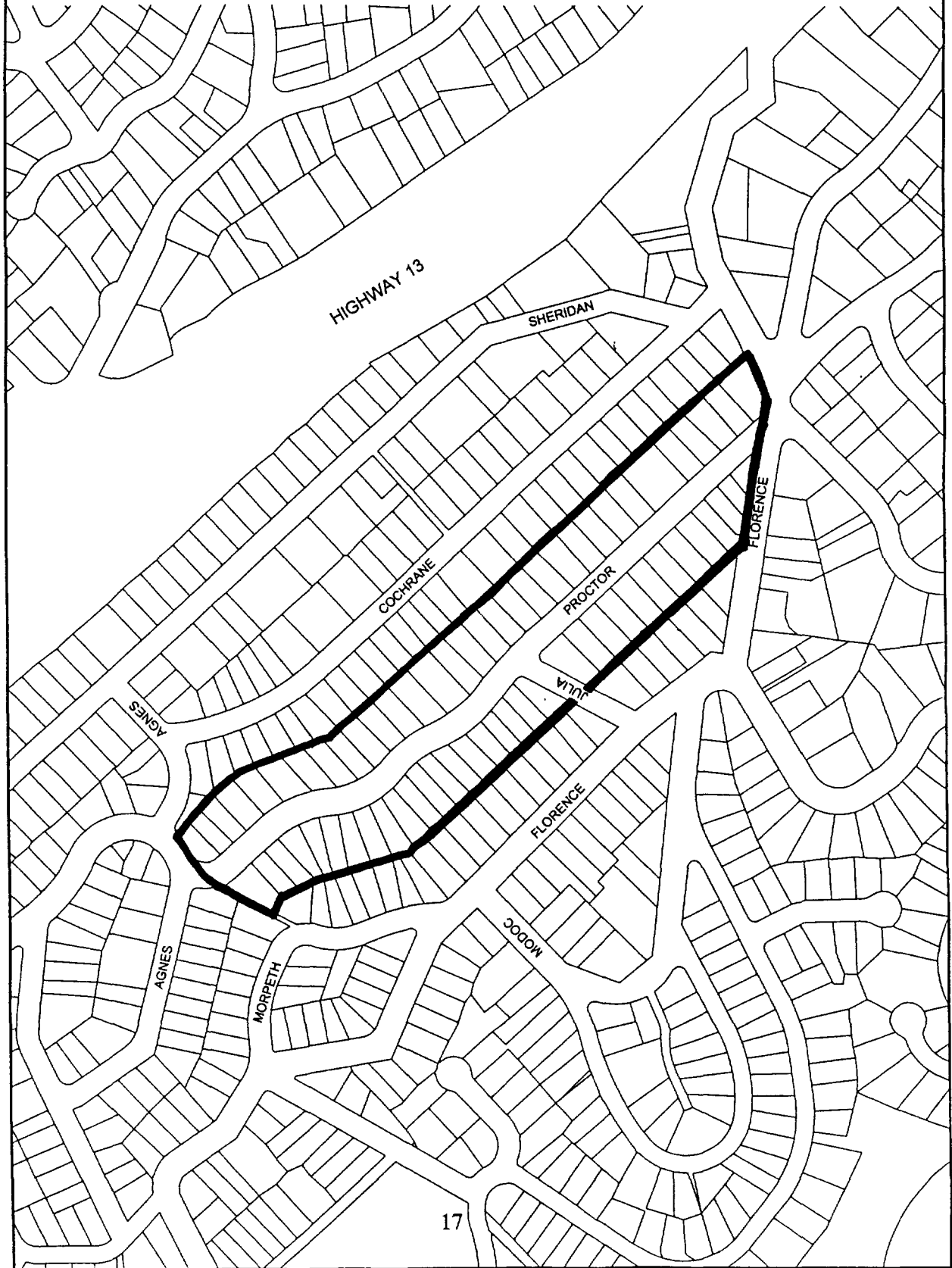


CITY OF OAKLAND
Engineering & Survey Services
1997

PROCTOR
UTILITY
UNDERGROUND
ASSESSMENT
DISTRICT
NO. 1997-2



Data Sources Include:
Oakland GIS Mapping Layers for
- Digital Orthophoto (7)
- Parcel (from 1997)



Set forth in Table 2 below are the value-to-assessment lien ratios within the Proctor Assessment District set forth by category.

Table 2
CITY OF OAKLAND
PROCTOR ASSESSMENT DISTRICT
Value-to-Assessment Lien Ratios
As of 1997-98 Tax Roll⁽¹⁾

<u>Value-to-Assessment Lien Category</u>	<u>Number of Assessed Units</u>	<u>1997-98 Net Assessed Value</u>	<u>% of 1997-98 Net Assessed Value</u>	<u>Total Assessment Levy Amount†</u>	<u>% of Total Assessment Levy Amount</u>
More than or equal to 20:1	22	\$5,608,776	100.000%	\$12,500	100.000%
Less than 20:1	0	0	0.000	0	0.000
Less than 15:1	0	0	0.000	0	0.000
Less than 10:1	0	0	0.000	0	0.000
Less than 5:1	<u>0</u>	<u>0</u>	<u>0.000</u>	<u>0</u>	<u>0.000</u>
TOTAL	22	\$5,608,776	100.000%	\$12,500	100.000%
Maximum Value-to-Assessment Lien Ratio			1,172.5:1		
Average Value-to-Assessment Lien Ratio			448.7:1		
Minimum Value-to-Assessment Lien Ratio			79.7:1		

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

† Figures may not calculate due to independent rounding.

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Proctor Assessment District Direct and Overlapping Debt Statement.

I. Assessed Value

1997-98 Secured Roll Assessed Valuation

--
\$5,608,776

II. Secured Property Tax Roll

Description on Tax Bill	Type	Total Parcels	Total Levy	% Applicable	Parcels Applicable	Levy Amount
AD VOLOREM TAXES (ALL PROPERTY)	AV	385,256	\$874,530,933	0 00829	22	\$72,538
COUNTY FLOOD CONTROL	FLO	103,832	\$2,058,331	0 01438	22	\$296
COUNTY SERVICE AREA 1983-1	CSA	345,758	\$11,108,344	0 00285	15	\$317
COUNTY SERVICE AREA 1984-1	CSA	320,789	\$2,503,932	0.00631	22	\$158
COUNTY SERVICE AREA 1991-1	CSA	119,865	\$2,078,095	0 00289	6	\$60
EAST BAY REGIONAL PARK DISTRICT	PARK	355,706	\$2,273,175	0 00528	22	\$120
EBMUD WETWEATHER FACILITIES CHARGES	WTR	147,537	\$12,366,257	0 00761	16	\$941
LIBRARY SERVICE RETENTION	LIB	99,795	\$4,433,089	0.01496	22	\$663
MEDICAL RESPONSE	MED	100,594	\$1,262,876	0 01568	22	\$198
MOSQUITO ABATEMENT DISTRICT	BUGS	376,907	\$663,152	0 00513	22	\$34
OAKLAND ASSESSMENT DISTRICT NO. 1997-2	1915	22	\$6,208	100 0	22	\$6,208
OAKLAND LANDSCAPE & LIGHTING DISTRICT	LLD	99,809	\$15,913,323	0.01542	22	\$2,454
OAKLAND PARAMEDIC SUPPLEMENT	MED	100,594	\$1,007,494	0 01568	22	\$158
OAKLAND SCHOOL DISTRICT MESAURE B	SCH	100,325	\$7,555,575	0 02184	22	\$1,650
1997-98 TOTAL PROPERTY TAX LIABILITY						\$85,795

TOTAL PROPERTY TAX AS A PERCENTAGE OF 1997-98 ASSESSED VALUATION

1.53%

III. Land Secured Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels Applicable	Amount of Debt
OAKLAND ASSESSMENT DISTRICT NO. 1997-2	1915	\$12,500	\$12,500	100.0	22	\$12,500
TOTAL LAND SECURED BONDED DEBT (1)						\$12,500

Authorized Direct and Overlapping Bonded Debt	Type	Authorized	Unissued	% Applicable	Parcels Applicable	Amount
OAKLAND ASSESSMENT DISTRICT NO. 1997-2	1915	\$15,000	\$2,500	100 0	22	\$2,500
TOTAL UNISSUED LAND SECURED BONDED DEBT (1)						\$2,500

TOTAL OUTSTANDING AND UNISSUED LAND SECURED BONDED INDEBTEDNESS

\$15,000

IV. General Obligation Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels Applicable	Amount of Debt
CITY OF OAKLAND	GO	\$144,670,000	\$139,860,000	0.03826	22	\$53,510
EAST BAY REGIONAL PARK DISTRICT	GO	\$150,000,000	\$137,245,000	0.00381	22	\$5,229
OAKLAND UNIFIED SCHOOL DISTRICT BONDS	GO	\$40,515,616	\$40,515,616	0.03839	22	\$15,554
PERALTA COMMUNITY COLLEGE DISTRICT	GO	\$26,000,000	\$25,245,000	0 02097	22	\$5,294
SAN FRANCISCO BAY AREA RAPID TRANSIT	GO	\$792,000,000	\$84,800,000	0.00315	22	\$2,671
TOTAL GENERAL OBLIGATION BONDED DEBT (1)						\$82,258

Authorized Direct and Overlapping Bonded Debt	Type	Authorized	Unissued	% Applicable	Parcels Applicable	Amount
CITY OF OAKLAND	GO	\$155,420,000	\$10,750,000	0 03826	22	\$4,113
EAST BAY REGIONAL PARK DISTRICT	GO	\$225,000,000	\$75,000,000	0 00381	22	\$2,858
OAKLAND UNIFIED SCHOOL DISTRICT BONDS	GO	\$169,730,000	\$129,214,384	0 03839	22	\$49,605
PERALTA COMMUNITY COLLEGE DISTRICT	GO	\$50,000,000	\$24,000,000	0.02097	22	\$5,033
SAN FRANCISCO BAY AREA RAPID TRANSIT	GO	\$792,000,000	\$0	0.00315	22	\$0
TOTAL UNISSUED GENERAL OBLIGATION BONDED DEBT (1)						\$61,609

TOTAL OUTSTANDING AND UNISSUED GENERAL OBLIGATION BONDED INDEBTEDNESS

\$143,867

TOTAL OF ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT	\$94,758
ASSESSED VALUE TO ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT	59.2:1
TOTAL OF ALL OUTSTANDING AND UNISSUED DIRECT AND OVERLAPPING BONDED DEBT	\$158,867
ASSESSED VALUE TO ALL OUTSTANDING AND UNISSUED DIRECT AND OVERLAPPING BONDED DEBT	35.3:1

(1) Additional bonded debt or available bond authorization may exist but is not shown because a tax was not levied for the referenced fiscal year

Source: The Government Finance Group.

Set forth in Table 3 below the are assessed values by land use classification within the Proctor Assessment District.

Table 3
CITY OF OAKLAND
PROCTOR ASSESSMENT DISTRICT
Property Classification by Land Use Category
As of 1997-98 Tax Roll⁽¹⁾

<u>Land Use Category</u>	<u>Number of Assessed Units</u>	<u>% of Total Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>
Commercial	0	0.000%	\$0	0.000%
Residential	22	100.000	5,608,776	100.000
Governmental	0	0.000	0	0.000
Vacant	<u>0</u>	<u>0.000</u>	<u>0</u>	<u>0.000</u>
TOTAL	22	100.000%	\$5,608,776	100.000%

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowner's exemptions.

Set forth in Table 4 below are the assessed values by development status within the Proctor Assessment District.

Table 4
CITY OF OAKLAND
PROCTOR ASSESSMENT DISTRICT
Development Status
As of 1997-98 Tax Roll⁽¹⁾

<u>Development Status</u>	<u>Number of Assessed Units</u>	<u>% of Total Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>
Developed ⁽²⁾	15	68.182%	\$4,828,654	86.091%
Undeveloped	<u>7</u>	<u>31.818</u>	<u>780,122</u>	<u>13.909</u>
TOTAL	22	100.000%	\$5,608,776	100.000%

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

⁽²⁾ For the purposes of this report, "developed" benefit units are defined as those benefit units the value of which exceeds the value of the land alone.

Set forth in Table 5 below are the value-to-assessment lien ratios set forth for the top ten property owners by assessed valuation.

Table 5
CITY OF OAKLAND
PROCTOR ASSESSMENT DISTRICT
Top Ten Property Owners by Assessed Valuation with Value-to-Assessment Lien Ratio
As of 1997-98 Tax Roll⁽¹⁾

<u>Owner Name</u>	<u>Number of Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>	<u>Assessment Lien</u>	<u>Value-to- Assessment Lien Ratio</u>
Reinke, Bradley H. & Lucy O.	1	\$666,200	11.878%	\$568.18	1,172:1
Jobe, O.L. & Cindy	1	631,010	11.250	568.18	1,110:1
Stoller, Stephen D. & George, Victoria	1	473,930	8.450	568.18	834:1
Sola, Susan E.	1	473,459	8.441	568.18	833:1
Weltbach, Mitche W. & Larson, Amy J.	1	361,864	6.452	568.18	636:1
Smith, Harold P., 3rd, & Patricia M.	1	358,000	6.383	568.18	630:1
Mahoney, Robert D. & Lisa M.	1	352,717	6.289	568.18	620:1
Mah, Edmund & Rita T.	1	325,254	5.799	568.18	572:1
Horwood, Vivien J.	1	276,612	4.932	568.18	486:1
Anderson, Wallace W. & Verna L., TRS.	<u>1</u>	<u>273,012</u>	<u>4.868</u>	<u>568.18</u>	480:1
 Total Top Ten Property Owners	 10	 \$4,192,058	 74.750% ⁽⁴⁾	 \$5,681.80	 738:1
 All Remaining Ownership	 <u>12⁽²⁾</u>	 <u>1,416,718</u>	 <u>25.250</u>	 <u>6,818.16</u>	 <u>208:1⁽³⁾</u>
 TOTAL	 22	 \$5,608,776	 100.000%	 \$12,500.00 ⁽⁴⁾	 449:1

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County.

⁽²⁾ Of the remaining 12 parcels in this assessment district, seven are undeveloped.

⁽³⁾ Average value-to-assessment lien ratio of remaining ownership.

⁽⁴⁾ Figures may not calculate due to independent rounding.

Source: The Government Finance Group.

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Set forth in Table 6 below are the value-to-assessment lien ratios set forth for the top ten property owners by assessment lien.

Table 6
CITY OF OAKLAND
PROCTOR ASSESSMENT DISTRICT
Top Ten Property Owners by Assessment Lien with Value-to-Assessment Lien Ratio
As of 1997-98 Tax Roll⁽¹⁾

<u>Owner Name</u>	Number of Assessed <u>Units</u>	Assessment <u>Lien</u>	% of Assessment <u>Lien</u>	1997-98 Assessed <u>Value</u>	Value-to- Assessment Lien <u>Ratio</u>
Anaya, Rosario M. & Salguero, Eugenia M.	1	\$568.18	4.545 %	\$49,880	87:1
Anderson, Wallace W. & Verna I. TRS.	1	568.18	4.545	273,012	480:1
D.W. August Company	1	568.18	4.545	45,283	79:1
Dyer George M. & Brandt, Cheryl A.	1	568.18	4.545	263,959	464:1
Heil, Duane & Wendle	1	568.18	4.545	132,600	233:1
Home State Builders Inc.	1	568.18	4.545	127,000	223:1
Horwood, Vivien J.	1	568.18	4.545	276,612	486:1
Jobe, O.L. & Cindy	1	568.18	4.545	631,010	1,110:1
Joyce, Patrick & Theresa	1	568.18	4.545	158,820	279:1
Mah, Edmund & Rita T.	<u>1</u>	<u>568.18</u>	<u>4.545</u>	<u>325,254</u>	<u>572:1</u>
 Total Top Ten Property Owners	 10	 \$5,681.80	 45.455% ⁽⁴⁾	 \$2,283,430	 402:1
 All Remaining Ownership	 <u>12</u> ⁽²⁾	 <u>6,818.16</u>	 <u>54.545</u>	 <u>3,325,346</u>	 <u>488:1</u> ⁽³⁾
 TOTAL	 22	 \$12,500.00 ⁽⁴⁾	 100.000%	 \$5,608,776	 449:1

(1) All information is based on the 1997-98 tax rolls of the County.

(2) Of the remaining 12 parcels in this assessment district, seven are undeveloped.

(3) Average value-to-assessment lien ratio of remaining ownership.

(4) Figures may not calculate due to independent rounding.

Source: The Government Finance Group.

Delinquency Information. The Proctor Assessment District was formed by the City on June 24, 1997, and the first assessment installment payment was due November 1, 1997 and becomes delinquent on December 10, 1997; therefore delinquency information is not yet available. However, historical property tax payment information is available.

While past payment history with respect to property tax is not necessarily an indicator of future performance with respect to the payment of the assessments, according to MuniFinancial, Inc. ("MuniFinancial") based upon the County tax records, as of October 31, 1997, there was one parcel in the Proctor Assessment District that was delinquent in the payment of property tax. The net assessed value of the delinquent parcel, as of 1997-98 tax roll, is \$49,880 and the amount of the delinquent property tax is \$515.97, which is 1.03% of the net assessed value of such parcel.

Lakeshore-Phase III Assessment District

General.

Description of the District. The Lakeshore-Phase III Assessment District is comprised of 206 parcels, comprising an aggregate of approximately 350,000 net square feet (8.1 acres) in the Lakeshore neighborhood of Oakland, just east of Interstate 580. The Lakeshore-Phase III Assessment District is in a fully built-up residential zone, and nearly all of the parcels, ranging in size from 5,000 to 8,000 square feet, contain single-family owner-occupied dwellings. Of the 206 parcels in the Lakeshore-Phase III Assessment District, 147 fully prepaid the assessments in the aggregate amount of \$66,414.03. See the map on page 24 for the location of the Lakeshore-Phase III Assessments District.

Description and Estimated Costs of the Improvements. Bond proceeds in the amount of \$30,500 will be used to provide for the incremental cost of installing 80 "Washington Post" ornamental street electroliers (rather than the City's standard-style electroliers) along Longridge Road from Lakeshore Avenue to Clarendon Crescent, and on several adjacent streets, in connection with the undergrounding of the existing overhead public utility lines (including the electric lines for these street lights) along these roadways. The undergrounding project will require excavation of approximately 8,300 linear feet of trench in existing pavement, and the installation of a like amount of telephone conduit, electric conduit, and cable television lines, along with the installation of electric transformers, primary electric vaults, and telephone and street light boxes. The City and each utility company have designed facilities, and will be individually responsible for the project administration and construction staking necessary to complete the underground joint trench system. PG&E has assumed the role of the "trenching agent" and will be coordinating the construction of the joint trench and preparing composite plans for the improvements.

The total estimated cost for the construction and installation of the improvements is \$3,624,314, of which \$76,057, representing 2.10%, will be financed with the proceeds of the Bonds and cash prepayments received from property owners within the Lakeshore-Phase III Assessment District. Of the remaining costs, the City will pay \$306,697, representing 8.46%, the property owners will pay \$442,000, representing 12.20%, and the utilities will finance the following amounts: PG&E: \$1,827,500; Pac Bell: \$833,000; and TCI: \$139,060, representing in aggregate 77.24%.

Value of the District. As of July 1, 1997, the assessed value of real property and improvements within the Lakeshore-Phase III Assessment District (net of the homeowners exemption) is \$16,253,431. The principal amount of the Lakeshore Assessment Bonds is \$30,500; as a result the average value-to-assessment lien ratio for the Lakeshore-Phase III Assessment District is 532.9:1 based on the 1997-98 tax roll. See also "Lakeshore-Phase III Assessment District—Direct and Overlapping Debt Statement" on page 26.



CITY OF OAKLAND
Public Works Agency
Engineering Design Services
By 1997

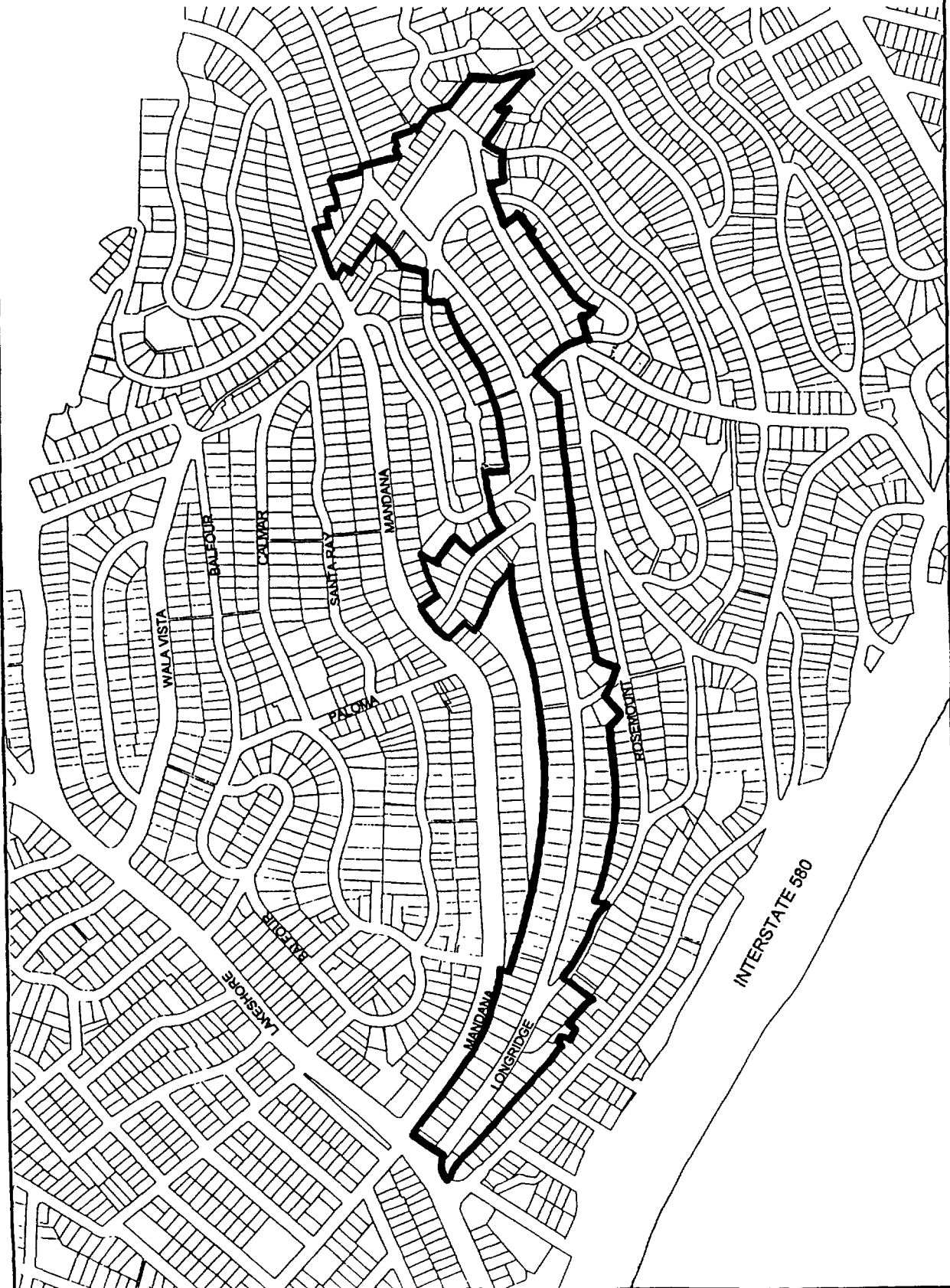
LAKESHORE
PHASE III
UTILITY
ASSESSMENT
DISTRICT
NO. 1997-3



0 100 200 300 Feet

Scale
1" = 600'

Data Sources include:
Oakland GIS Department layers for:
Digital Elevation Model (DEM)
Parcel (PAR) files



Set forth in Table 7 below are the value-to-assessment lien ratios within the Lakeshore-Phase III Assessment District set forth by category.

Table 7
CITY OF OAKLAND
LAKESHORE-PHASE III ASSESSMENT DISTRICT
Value-to-Assessment Lien Ratios
As of 1997-98 Tax Roll⁽¹⁾

<u>Value-to-Assessment Lien Category</u>	<u>Number of Assessed Units</u>	<u>1997-98 Net Assessed Value</u>	<u>% of 1997-98 Net Assessed Value</u>	<u>Total Assessment Levy Amount†</u>	<u>% of Total Assessment Levy Amount</u>
More than or equal to 20:1	59	\$16,253,431	100.000%	\$30,500	100.000%
Less than 20:1	0	0	0.000	0	0.000
Less than 15:1	0	0	0.000	0	0.000
Less than 10:1	0	0	0.000	0	0.000
Less than 5:1	<u>0</u>	<u>0</u>	<u>0.000</u>	<u>0</u>	<u>0.000</u>
TOTAL	59	\$16,253,431	100.000%	\$30,500	100.000%
Maximum Value-to-Assessment Lien Ratio		1,199.3:1			
Average Value-to-Assessment Lien Ratio		532.9:1			
Minimum Value-to-Assessment Lien Ratio		102.7:1			

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

† Figures may not calculate due to independent rounding.

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Lakeshore-Phase III Assessment District Direct and Overlapping Debt Statement.

I. Assessed Value

1997-98 Secured Roll Assessed Valuation

\$16,253,431

II. Secured Property Tax Roll

Description on Tax Bill	Type	Total Parcels	Total Levy	% Applicable	Parcels Applicable	Levy Amount
AD VOLEM TAXES (ALL PROPERTY)	AV	385,256	\$874,530,933	0.02404	59	\$210,205
COUNTY FLOOD CONTROL	FLO	103,832	\$2,058,331	0.04586	59	\$944
COUNTY SERVICE AREA 1983-1	CSA	345,758	\$11,108,344	0.01123	59	\$1,247
COUNTY SERVICE AREA 1984-1	CSA	320,789	\$2,503,932	0.01697	59	\$425
COUNTY SERVICE AREA 1991-1	CSA	119,865	\$2,078,095	0.02839	59	\$590
DELINQUENT REFUSE SERVICE	DQ	11,079	\$4,240,535	0.09574	8	\$4,060
EAST BAY REGIONAL PARK DISTRICT	PARK	355,706	\$2,273,175	0.01412	59	\$321
EBMUD WETWEATHER FACILITIES CHARGES	WTR	147,537	\$12,366,257	0.02805	59	\$3,469
LIBRARY SERVICE RETENTION	LIB	99,795	\$4,433,089	0.04008	59	\$1,777
MEDICAL RESPONSE	MED	100,594	\$1,262,876	0.04205	59	\$531
MOSQUITO ABATEMENT DISTRICT	BUGS	376,907	\$663,152	0.01372	59	\$91
OAKLAND ASSESSMENT DISTRICT NO. 1997-3	1915	59	\$14,836	100.0	59	\$14,836
OAKLAND LANDSCAPE & LIGHTING DISTRICT	LLD	99,809	\$15,913,323	0.03806	59	\$6,056
OAKLAND PARAMEDIC SUPPLEMENT	MED	100,594	\$1,007,494	0.04208	59	\$424
OAKLAND SCHOOL DISTRICT MESASURE B	SCH	100,325	\$7,555,575	0.05857	59	\$4,425
1997-98 TOTAL PROPERTY TAX LIABILITY						\$249,401

TOTAL PROPERTY TAX AS A PERCENTAGE OF 1997-98 ASSESSED VALUATION

1.53%

III. Land Secured Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels Applicable	Amount of Debt
OAKLAND ASSESSMENT DISTRICT NO. 1997-3	1915	\$30,500	\$30,500	100.0	59	\$30,500
TOTAL LAND SECURED BONDED DEBT (1)						\$30,500
Authorized Direct and Overlapping Bonded Debt	Type	Authorized	Unissued	% Applicable	Parcels Applicable	Amount
OAKLAND ASSESSMENT DISTRICT NO. 1997-3	1915	\$35,000	\$4,500	100.0	59	\$4,500
TOTAL UNISSUED LAND SECURED BONDED DEBT (1)						\$4,500

TOTAL OUTSTANDING AND UNISSUED LAND SECURED BONDED INDEBTEDNESS

\$35,000

IV. General Obligation Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels Applicable	Amount of Debt
CITY OF OAKLAND	GO	\$144,670,000	\$139,860,000	0.11155	59	\$156,014
EAST BAY REGIONAL PARK DISTRICT	GO	\$150,000,000	\$137,245,000	0.01111	59	\$15,248
OAKLAND UNIFIED SCHOOL DISTRICT BONDS	GO	\$40,515,616	\$40,515,616	0.11193	59	\$45,349
PERALTA COMMUNITY COLLEGE DISTRICT	GO	\$26,000,000	\$25,245,000	0.06114	59	\$15,435
SAN FRANCISCO BAY AREA RAPID TRANSIT	GO	\$792,000,000	\$84,800,000	0.00919	59	\$7,793
TOTAL GENERAL OBLIGATION BONDED DEBT (1)						\$239,839
Authorized Direct and Overlapping Bonded Debt	Type	Authorized	Unissued	% Applicable	Parcels Applicable	Amount
CITY OF OAKLAND	GO	\$155,420,000	\$10,750,000	0.11155	59	\$11,992
EAST BAY REGIONAL PARK DISTRICT	GO	\$225,000,000	\$75,000,000	0.01111	59	\$8,333
OAKLAND UNIFIED SCHOOL DISTRICT BONDS	GO	\$169,730,000	\$129,214,384	0.11193	59	\$144,630
PERALTA COMMUNITY COLLEGE DISTRICT	GO	\$50,000,000	\$24,000,000	0.06114	59	\$14,674
SAN FRANCISCO BAY AREA RAPID TRANSIT	GO	\$792,000,000	\$0	0.00919	59	\$0
TOTAL UNISSUED GENERAL OBLIGATION BONDED DEBT (1)						\$179,629

TOTAL OUTSTANDING AND UNISSUED GENERAL OBLIGATION BONDED INDEBTEDNESS

\$419,468

TOTAL OF ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT	\$270,339
ASSESSED VALUE TO ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT	60.1:1
TOTAL OF ALL OUTSTANDING AND UNISSUED DIRECT AND OVERLAPPING BONDED DEBT	\$454,468
ASSESSED VALUE TO ALL OUTSTANDING AND UNISSUED DIRECT AND OVERLAPPING BONDED DEBT	35.8:1

(1) Additional bonded debt or available bond authorization may exist but is not shown because a tax was not levied for the referenced fiscal year
Source: The Government Finance Group.

Set forth in Table 8 below are the assessed values by land use classifications within the Lakeshore-Phase III Assessment District.

Table 8
CITY OF OAKLAND
LAKESHORE-PHASE III ASSESSMENT DISTRICT
Property Classification by Land Use Category
As of 1997-98 Tax Roll⁽¹⁾

<u>Land Use Category</u>	<u>Number of Assessed Units</u>	<u>% of Total Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>
Commercial	0	0.000%	\$0	0.000%
Residential	59	100.000	16,253,431	100.000
Governmental	0	0.000	0	0.000
Vacant	<u>0</u>	<u>0.000</u>	<u>0</u>	<u>0.000</u>
TOTAL	59	100.000%	\$16,253,431	100.000%

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

Set forth in Table 9 below are the assessed values by development status within the Lakeshore-Phase III Assessment District.

Table 9
CITY OF OAKLAND
LAKESHORE-PHASE III ASSESSMENT DISTRICT
Development Status
As of 1997-98 Tax Roll⁽¹⁾

<u>Development Status</u>	<u>Number of Assessed Units</u>	<u>% of Total Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>
Developed ⁽²⁾	59	100.000%	\$16,253,431	100.000%
Undeveloped	<u>0</u>	<u>0.000</u>	<u>0</u>	<u>0.000</u>
TOTAL	59	100.000%	\$16,253,431	100.000%

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowner's exemptions.

⁽²⁾ For the purposes of this report, "developed" benefit units are defined as those benefit units the value of which exceeds the value of the land alone.

Set forth in Table 10 below are the value-to lien ratios set forth for the top ten property owners by assessed valuation.

Table 10
CITY OF OAKLAND
LAKESHORE-PHASE III ASSESSMENT DISTRICT
Top Ten Property Owners by Assessed Valuation with Value-to-Assessment Lien Ratio
As of 1997-98 Tax Roll⁽¹⁾

<u>Owner Name</u>	<u>Number of Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>	<u>Assessment Lien</u>	<u>Value-to-Assessment Lien Ratio</u>
Crosby, Thomas C. & Dianne G.	1	\$620,000	3.815%	\$516.95	1,199:1
Rosales, Mark C. & Kimberly B.	1	561,359	3.454	516.95	1,085:1
Evans, Michael L. & Virginia A.	1	543,000	3.341	516.95	1,050:1
Regalia, Delphine M.	1	538,000	3.331	516.95	1,040:1
Fisher, Eliot	1	520,018	3.199	516.95	1,005:1
Bascom, Alexander S., Jr., & Julie R.	1	501,511	3.086	516.95	970:1
Moulton, Timothy & Eldridge, Kathleen	1	485,150	2.985	516.95	938:1
Hayes, Paul S. & Ross, Harry E.	1	473,400	2.913	516.95	915:1
Applbaum, Isaac & Hilda L., TRS.	1	454,700	2.798	516.95	879:1
Tallia, Ronnie & Debra M.	<u>1</u>	<u>446,400</u>	<u>2.747</u>	<u>516.95</u>	<u>863:1</u>
Total Top Ten Property Owners	10	\$5,143,538	31.646% ⁽³⁾	\$5,169.50	995:1
All Remaining Ownership	<u>49</u>	<u>11,109,893</u>	<u>68.354</u>	<u>25,330.55</u>	<u>439:1⁽²⁾</u>
TOTAL	59	\$16,253,431	100.000%	\$30,500.00 ⁽³⁾	533:1

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

⁽²⁾ Average value-to-assessment lien ratio of remaining ownership.

⁽³⁾ Figures may not calculate due to independent rounding.

Source: The Government Finance Group.

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Set forth in Table 11 below are the value-to-assessment lien ratios set forth for the top ten property owners by assessment lien.

**Table 11
CITY OF OAKLAND
LAKESHORE-PHASE III ASSESSMENT DISTRICT
Top Ten Property Owners by Assessment Lien with Value-to-Assessment Lien Ratio
As of 1997-98 Tax Roll⁽¹⁾**

<u>Owner Name</u>	Number of Assessed Units	Assessment Lien	% of Assessment Lien	1997-98 Assessed Value	Value-to- Assessment Lien Ratio
Anderson, C.J.	1	\$516.95	1.695%	\$134,860	260:1
Applbaum, Isaac & Hilda I. TRS.	1	516.95	1.695	454,700	879:1
Badalamenti, Vito, Jr. & Sheryl	1	516.95	1.695	298,334	577:1
Bascom, Alexnader S., Jr. & Julie R.	1	516.95	1.695	501,511	970:1
Boos, John L. & Kathleen S.	1	516.95	1.695	296,308	573:1
Boyette, Margaret	1	516.95	1.695	89,948	173:1
Cerf, Susan M. & Lawrence E.	1	516.95	1.695	410,812	794:1
Chambliss, Charlotte J.	1	516.95	1.695	66,614	128:1
Clement Henry & Margaret	1	516.95	1.695	56,829	109:1
Cooper, Emanuel J. & Buni	<u>1</u>	<u>516.95</u>	<u>1.695</u>	<u>60,292</u>	<u>116:1</u>
Total Top Ten Property Owners	10	\$5,169.50	16.949% ⁽³⁾	\$2,370,208	459:1
All Remaining Ownership	<u>49</u>	<u>25,330.55</u>	<u>83.051</u>	<u>13,883,223</u>	<u>548:1⁽²⁾</u>
TOTAL	59	\$30,500.00 ⁽³⁾	100.000%	\$16,253,431	533:1

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

⁽²⁾ Average value-to-assessment lien ratio of remaining ownership.

⁽³⁾ Figures may not calculate due to independent rounding.

Source: The Government Finance Group.

Delinquency Information. The Lakeshore-Phase III Assessment District was formed by the City on June 24, 1997, and the first assessment installment payment was due November 1, 1997 and becomes delinquent on December 10, 1997; therefore delinquency information is not yet available. However, historical property tax payment information is available.

While past payment history with respect to property tax is not necessarily an indicator of future performance with respect to the payment of the assessments, according to MuniFinancial based upon the County tax records, as of October 31, 1997, there were six parcels in the Lakeshore-Phase III Assessment District that were delinquent in the payment of property tax or penalties. The aggregate net assessed value of the delinquent parcels is \$1,566,231 and the aggregate amount of the delinquent property taxes is \$36,580.81, which is 2.33% of the aggregate net assessed value of these six parcels.

La Salle, Liggett, Pershing and Wood Area Assessment District

General.

Description and Location of the District. The La Salle, Liggett, Pershing and Wood Area Assessment District (the "La Salle Assessment District") is comprised of 214 parcels, comprising an aggregate of approximately 1.6 million net square feet (37.0 acres) in an area of gently rolling terrain. It is located just to the west of Route 13 in the Piedmont Estates neighborhood. The entire district is zoned residential, and is almost completely built up with single-family owner-occupied buildings. Of the 214 parcels in the La Salle Assessment District, 77 parcels fully prepaid the assessments in the aggregate amount of \$279,547.86 and one parcel partially prepaid the assessments in the amount of \$2,000. See the map on page 31 for the location of the La Salle Assessment District.

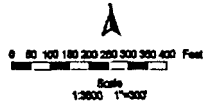
Description and Estimated Costs of the Improvements. Bond proceeds in the amount of \$570,000 will be used to provide for the incremental cost of undergrounding the existing overhead utility lines (electric, telephone and cable television) in the area of La Salle Avenue, Liggett Drive, Pershing Drive and Wood Drive, along with the installation of ornamental street electroliers in this area. The undergrounding project will require excavation of approximately 11,720 lineal feet of trench in existing pavement, and the installation of a like amount of telephone conduit, electric conduit, and cable television lines, along with the installation of electric transformers, primary electric vaults, and telephone and street light boxes. In addition, 91 "Forest Park" and 11 "Merriweather" ornamental electroliers will be installed, instead of the standard City electroliers. The City and each utility company have designed facilities, and will be individually responsible for the project administration and construction staking necessary to complete the underground joint trench system. PG&E has assumed the role of the "trenching agent" and will be coordinating the construction of the joint trench and preparing composite plans for the improvements.

The total estimated cost for the construction and installation of the improvements is \$6,004,827, of which \$710,827, representing 11.84%, will be financed with the proceeds of the Bonds and cash prepayments received from property owners within the La Salle Assessment District. Of the remaining costs, the property owners will pay \$156,000, representing 2.60%, and the utilities will finance the following amounts: PG&E: \$3,000,000; Pac Bell: \$2,000,000; and TCI: \$138,000, representing in aggregate 85.56%.

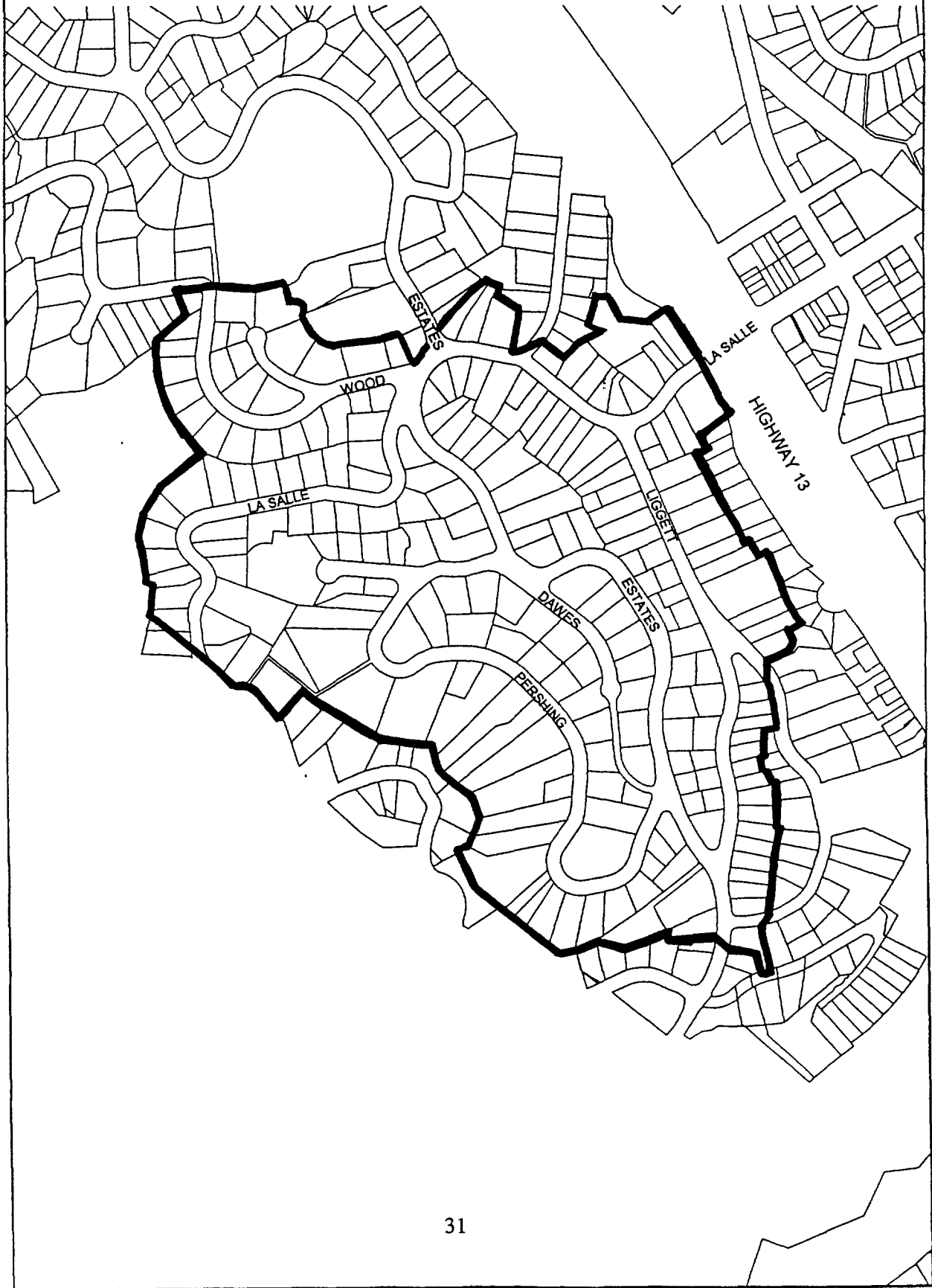
Value of the District. As of July 1, 1997, the assessed value of real property and improvements within the La Salle Assessment District (net of the homeowners exemption) is \$39,320,975. The principal amount of the La Salle Assessment Bonds is \$570,000; as a result the average value-to-assessment lien ratio for the La Salle Assessment Bonds is 69.0:1 based on the 1997-98 tax roll. See also "La Salle Assessment District—Direct and Overlapping Debt Statement" on page 33.



CITY OF OAKLAND
Public Works Agency
Engineering Design Services
1/1997



LA SALLE, LIGGETT, PERSHING AND
WOOD AREA UTILITY UNDERGROUND
ASSESSMENT DISTRICT NO. 1997-4



Set forth in Table 12 below are the value-to-assessment lien ratios within the La Salle Assessment District set forth by category.

Table 12
CITY OF OAKLAND
LA SALLE ASSESSMENT DISTRICT
Value-to-Assessment Lien Ratios
As of 1997-98 Tax Roll⁽¹⁾

<u>Value-to-Assessment Lien Category</u>	<u>Number of Assessed Units</u>	<u>1997-98 Net Assessed Value</u>	<u>% of 1997-98 Net Assessed Value</u>	<u>Total Assessment Levy Amount†</u>	<u>% of Total Assessment Levy Amount</u>
More than or equal to 20:1	114	\$37,889,076	96.358%	\$473,971	83.153%
Less than 20:1	15	1,062,064	2.701	62,628	10.987
Less than 15:1	6	317,040	0.806	25,051	4.395
Less than 10:1	2	52,795	0.134	8,350	1.465
Less than 5:1	<u>0</u>	<u>0</u>	<u>0.000</u>	<u>0</u>	<u>0.000</u>
TOTAL	137	\$39,320,975	100.000%	\$570,000	100.000%
Maximum Value-to-Assessment Lien Ratio			335.5:1		
Average Value-to-Assessment Lien Ratio			69.0:1		
Minimum Value-to-Assessment Lien Ratio			6.0:1		

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

† Figures may not calculate due to independent rounding.

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La Salle Assessment District Direct and Overlapping Debt Statement.

I. Assessed Value

1997-98 Secured Roll Assessed Valuation \$39,017,137

II. Secured Property Tax Roll

Description on Tax Bill	Type	Total Parcels	Total Levy	% Applicable	Parcels Applicable	Levy Amount
AD VOLOREM TAXES (ALL PROPERTY)	AV	385,256	\$874,530,933	0.05964	137	\$521,581
COUNTY FLOOD CONTROL	FLO	103,832	\$2,058,331	0.10557	137	\$2,173
COUNTY SERVICE AREA 1983-1	CSA	345,758	\$11,108,344	0.02474	130	\$2,748
COUNTY SERVICE AREA 1984-1	CSA	320,789	\$2,503,932	0.03970	137	\$994
COUNTY SERVICE AREA 1991-1	CSA	119,865	\$2,078,095	0.06063	126	\$1,260
DELINQUENT REFUSE SERVICE	DQ	11,079	\$4,240,535	0.02601	6	\$1,103
EAST BAY REGIONAL PARK DISTRICT	PARK	355,706	\$2,273,175	0.03326	137	\$756
EBMUD WETWEATHER FACILITIES CHARGES	WTR	147,537	\$12,366,257	0.06229	131	\$7,703
LIBRARY SERVICE RETENTION	LIB	99,795	\$4,433,089	0.09391	137	\$4,163
MEDICAL RESPONSE	MED	100,594	\$1,262,876	0.09851	137	\$1,244
MOSQUITO ABATEMENT DISTRICT	BUGS	376,907	\$663,152	0.03212	137	\$213
OAKLAND ASSESSMENT DISTRICT NO. 1997-4	1915	137	\$51,211	100.0	137	\$51,211
OAKLAND LANDSCAPE & LIGHTING DISTRICT	LLD	99,809	\$15,913,323	0.09687	137	\$15,415
OAKLAND PARAMEDIC SUPPLEMENT	MED	100,594	\$1,007,494	0.09846	137	\$992
OAKLAND SCHOOL DISTRICT MESAURE B	SCH	100,325	\$7,555,575	0.13798	137	\$10,425
1997-98 TOTAL PROPERTY TAX LIABILITY						\$621,981

TOTAL PROPERTY TAX AS A PERCENTAGE OF 1997-98 ASSESSED VALUATION 1.59%

III. Land Secured Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels Applicable	Amount of Debt
OAKLAND ASSESSMENT DISTRICT NO. 1997-4	1915	\$570,000	\$570,000	100.0	137	\$570,000
TOTAL LAND SECURED BONDED DEBT (1)						\$570,000

Authorized Direct and Overlapping Bonded Debt	Type	Authorized	Unissued	% Applicable	Parcels Applicable	Amount
OAKLAND ASSESSMENT DISTRICT NO. 1997-4	1915	\$650,000	\$80,000	100.0	137	\$80,000
TOTAL UNISSUED LAND SECURED BONDED DEBT (1)						\$80,000

TOTAL OUTSTANDING AND UNISSUED LAND SECURED BONDED INDEBTEDNESS \$650,000

IV. General Obligation Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels Applicable	Amount of Debt
CITY OF OAKLAND	GO	\$144,670,000	\$139,860,000	0.27262	137	\$381,286
EAST BAY REGIONAL PARK DISTRICT	GO	\$150,000,000	\$137,245,000	0.02716	137	\$37,276
OAKLAND UNIFIED SCHOOL DISTRICT BONDS	GO	\$40,515,616	\$40,515,616	0.27357	137	\$110,839
PERALTA COMMUNITY COLLEGE DISTRICT	GO	\$26,000,000	\$25,245,000	0.14944	137	\$37,726
SAN FRANCISCO BAY AREA RAPID TRANSIT	GO	\$792,000,000	\$84,800,000	0.02247	137	\$19,055
TOTAL GENERAL OBLIGATION BONDED DEBT (1)						\$586,182

Authorized Direct and Overlapping Bonded Debt	Type	Authorized	Unissued	% Applicable	Parcels Applicable	Amount
CITY OF OAKLAND	GO	\$155,420,000	\$10,750,000	0.27262	137	\$29,307
EAST BAY REGIONAL PARK DISTRICT	GO	\$225,000,000	\$75,000,000	0.02716	137	\$20,370
OAKLAND UNIFIED SCHOOL DISTRICT BONDS	GO	\$169,730,000	\$129,214,384	0.27357	137	\$353,492
PERALTA COMMUNITY COLLEGE DISTRICT	GO	\$50,000,000	\$24,000,000	0.14944	137	\$35,866
SAN FRANCISCO BAY AREA RAPID TRANSIT	GO	\$792,000,000	\$0	0.02247	137	\$0
TOTAL UNISSUED GENERAL OBLIGATION BONDED DEBT (1)						\$439,035

TOTAL OUTSTANDING AND UNISSUED GENERAL OBLIGATION BONDED INDEBTEDNESS \$1,025,217

TOTAL OF ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT	\$1,156,182
ASSESSED VALUE TO ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT	33.7:1
TOTAL OF ALL OUTSTANDING AND UNISSUED DIRECT AND OVERLAPPING BONDED DEBT	\$1,675,217
ASSESSED VALUE TO ALL OUTSTANDING AND UNISSUED DIRECT AND OVERLAPPING BONDED DEBT	23.3:1

(1) Additional bonded debt or available bond authorization may exist but is not shown because a tax was not levied for the referenced fiscal year.
Source: The Government Finance Group.

Set forth in Table 13 below are the assessed values by land use classification within the La Salle Assessment District.

Table 13
CITY OF OAKLAND
LA SALLE ASSESSMENT DISTRICT
Property Classification by Land Use Category
As of 1997-98 Tax Roll⁽¹⁾

<u>Land Use Category</u>	<u>Number of Assessed Units</u>	<u>% of Total Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>
Commercial	0	0.000%	\$0	0.000%
Residential	137	100.000	39,320,975	100.000
Governmental	0	0.000	0	0.000
Vacant	<u>0</u>	<u>0.000</u>	<u>0</u>	<u>0.000</u>
TOTAL	137	100.000%	\$39,320,975	100.000%

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowner's exemptions.

Set forth in Table 14 below are the assessed values by development status within the La Salle Assessment District.

Table 14
CITY OF OAKLAND
LA SALLE ASSESSMENT DISTRICT
Development Status
As of 1997-98 Tax Roll⁽¹⁾

<u>Development Status</u>	<u>Number of Assessed Units</u>	<u>% of Total Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>
Developed ⁽²⁾	129	94.161%	\$38,557,215	98.058%
Undeveloped	<u>8</u>	<u>5.839</u>	<u>763,760</u>	<u>1.942</u>
TOTAL	137	100.000%	\$39,320,975	100.000%

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

⁽²⁾ For the purposes of this report, "developed" benefit units are defined as those benefit units the value of which exceeds the value of the land alone.

Set forth in Table 15 below are the value-to-assessment lien ratios set forth for the top ten property owners by assessed valuations.

Table 15
CITY OF OAKLAND
LA SALLE ASSESSMENT DISTRICT
Top Ten Property Owners by Assessed Valuation with Value-to-Assessment Lien Ratio
As of 1997-98 Tax Roll⁽¹⁾

<u>Owner Name</u>	<u>Number of Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>	<u>Assessment Lien</u>	<u>Value-to-Assessment Lien Ratio</u>
Moon, Wayne R. & Afton L.	1	\$1,400,631	3.562%	4,175.18	335:1
Durbin, Gary L. & Loretta A.	1	1,163,950	2.960	4,175.18	278:1
Schleimer, Max & Mildred, TRS.	1	892,100	2.269	4,175.18	213:1
Brett, Roger D. & Cora B.	1	597,892	1.521	4,175.18	143:1
Sklar, Ralph & Witriol, Terri L.	1	593,000	1.508	4,175.18	142:1
Pratt, Stephen R. & Edie E.	1	588,000	1.495	4,175.18	140:1
Siegle, Anthony G. & Cynthia D., TR.	1	583,000	1.483	4,175.18	139:1
Tunis, Cyril J. & Roslyn	1	583,000	1.483	4,175.18	139:1
Uhlaner, Robert	1	579,810	1.475	4,175.18	138:1
Kahn, David L. & Sue E.	<u>1</u>	<u>568,093</u>	<u>1.475</u>	<u>4,175.18</u>	<u>136:1</u>
Total Top Ten Property Owners	10	\$7,549,476	19.200% ⁽³⁾	\$41,751.80	181:1
All Remaining Ownership	<u>127</u>	<u>31,771,499</u>	<u>80.800</u>	<u>528,247.86</u>	<u>60:1⁽²⁾</u>
TOTAL	137	\$39,320,975	100.000%	\$570,000.00 ⁽³⁾	69:1

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County.

⁽²⁾ Average value-to-assessment lien ratio of remaining ownership.

⁽³⁾ Figures may not calculate due to independent rounding.

Source: The Government Finance Group.

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Set forth in Table 16 below are the value-to-assessment lien ratios set forth for the top ten property owners by assessment lien.

Table 16
CITY OF OAKLAND
LA SALLE ASSESSMENT DISTRICT
Top Ten Property Owners by Assessment Lien with Value-to-Assessment Lien Ratio
As of 1997-98 Tax Roll⁽¹⁾

<u>Owner Name</u>	<u>Number of Assessed Units</u>	<u>Assessment Lien</u>	<u>% of Assessment Lien</u>	<u>1997-98 Assessed Value</u>	<u>Value-to- Assessment Lien Ratio</u>
La Salle Estates LLC	4	\$16,700.72	2.930%	\$435,000	26:1
Johnson, Guy & Floyd, Stephanie D. & Angelou	2	8,350.36	1.465	546,108	65:1
Aggarwal, O.M. P. & Saroj, TRS.	1	4,175.18	0.733	531,968	127:1
Agnew, Lula I.	1	4,175.18	0.733	70,227	16:1
Allen R. S. & Barbara A.	1	4,175.18	0.733	63,904	15:1
Armitage, Michael F. & Judith L. TRS.	1	4,175.18	0.733	127,074	30:1
Barlin, Carole & Leona	1	4,175.18	0.733	366,309	87:1
Bayer, Terry P. & Vega, Victor	1	4,175.18	0.733	519,000	124:1
Beatty, Robert G. & Smithson, Velma N. TRS.	1	4,175.18	0.733	60,893	14:1
Belkzadeh, Faramarz	<u>1</u>	<u>4,175.18</u>	<u>0.733</u>	<u>316,208</u>	<u>75:1</u>
Total Top Ten Property Owners	14	\$58,452.52	10.259% ⁽³⁾	\$3,036,691	52:1
All Remaining Ownership	<u>123</u>	<u>511,547.48</u>	<u>89.745</u>	<u>36,284,284</u>	<u>71:1⁽²⁾</u>
TOTAL	137	\$570,000.00 ⁽³⁾	100.000% ⁽³⁾	\$39,320,975	69:1

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County.

⁽²⁾ Average value-to-assessment lien ratio of remaining ownership.

⁽³⁾ Figures may not calculate due to independent rounding.

Source: The Government Finance Group.

Delinquency Information. The La Salle Assessment District was formed by the City on June 24, 1997, and the first assessment installment payment was due November 1, 1997 and becomes delinquent on December 10, 1997; therefore delinquency information is not yet available. However, historical property tax payment information is available.

While past payment history with respect to property tax is not necessarily an indicator of future performance with respect to the payment of the assessments, according to MuniFinancial based upon the County tax records, as of October 31, 1997, there were seven parcels in the La Salle Assessment District that were delinquent in the payment of property tax. The aggregate net assessed value of the delinquent parcels as of the 1997-98 tax roll, is \$1,666,978 and the amount of delinquent property tax is \$10,038.24, which is 0.60% of the aggregate net assessed value of these seven parcels.

Harbord, Estates, McAndrew and Wood Area Assessment District

General.

Description and Location of the District. The Harbord, Estates, McAndrew and Wood Area Assessment District (the "Harbord Assessment District") is comprised of 194 parcels, comprising an aggregate of approximately 1.5 million net square feet (35.5) acres in gently hilly terrain. It is immediately west of Route 13, adjacent to the La Salle Assessment District in the Piedmont Estates neighborhood. The zoning is entirely residential, and all of the parcels contain dwellings. Of the 194 parcels in the Harbord Assessment District, 64 parcels fully prepaid the assessments in the aggregate amount of \$228,511.41 and one parcel partially prepaid the assessments in the amount of \$2,000. See the map on page 38 for the location of the Harbord Assessment District.

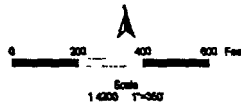
Description and Estimated Costs of the Improvements. Bond proceeds in the amount of \$531,250 will be used to provide for the incremental cost of undergrounding the existing overhead utility lines (electric, telephone and cable television) in the area of Harbord, Estates, McAndrew, Wood and Bullard Drives, Moyer Place, Lane Court, and Blair and Marr Avenues, along with the installation of ornamental street electroliers in this area. The undergrounding project will require excavation of approximately 10,410 lineal feet of trench in existing pavement, and the installation of a like amount of telephone conduit, electric conduit, and cable television lines, along with the installation of electric transformers, primary electric vaults, and telephone and street light boxes. In addition, 99 ornamental "Forest Park" electroliers will be installed, instead of the standard City electroliers. The City and each utility company have designed facilities, and will be individually responsible for the project administration and construction staking necessary to complete the underground joint trench system. PG&E has assumed the role of the "trenching agent" and will be coordinating the construction of the joint trench and preparing composite plans for the improvements.

The total estimated cost for the construction and installation of the improvements is \$7,602,759, of which \$638,959, representing 8.40%, will be financed with the proceeds of the Bonds and cash prepayments received from property owners within the Harbord Assessment District. Of the remaining costs, the property owners will pay \$135,800, representing 1.79%, and the utilities will finance the following amounts: PG&E: \$4,000,000; Pac Bell: \$2,700,000; and TCI: \$128,000, representing in aggregate 89.81%.

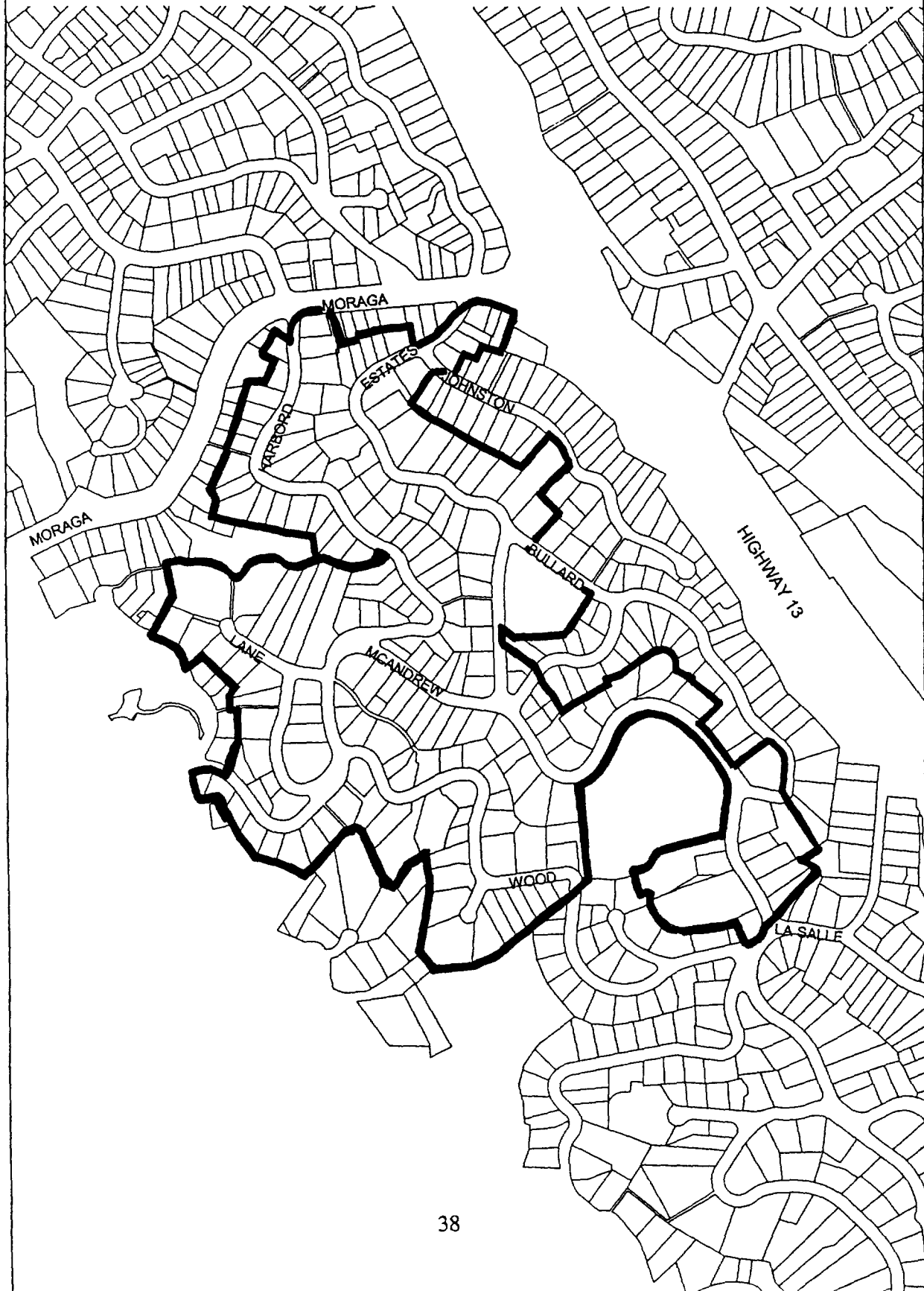
Value of the District. As of July 1, 1997, the assessed value of real property and improvements within the Harbord Assessment District (net of the homeowners exemption) is \$37,561,643. The principal amount of the Harbord Assessment Bonds is \$531,250; as a result the average value-to-assessment lien ratio for the Harbord Assessment Bonds is 70.7:1 based on the 1997-98 tax roll. See also "Harbord Assessment District—Direct and Overlapping Debt Statement" on page 40.



CITY OF OAKLAND
Public Works Agency
Engineering Design Services
81607



HARBORD, ESTATES, MCANDREW AND
WOOD AREA UTILITY UNDERGROUND
ASSESSMENT DISTRICT NO. 1997-5



Set forth in Table 17 below are the value-to-assessment lien ratios within the Harbord Assessment District set forth by category.

Table 17
CITY OF OAKLAND
HARBORD ASSESSMENT DISTRICT
Value-to-Assessment Lien Ratios
As of 1997-98 Tax Roll⁽¹⁾

<u>Value-to-Assessment Lien Category</u>	<u>Number of Assessed Units</u>	<u>1997-98 Net Assessed Value</u>	<u>% of 1997-98 Net Assessed Value</u>	<u>Total Assessment Levy Amount†</u>	<u>% of Total Assessment Levy Amount</u>
More than or equal to 20:1	111	\$36,456,889	97.059%	\$453,313	85.330%
Less than 20:1	10	681,643	1.815	41,019	7.721
Less than 15:1	8	402,249	1.071	32,815	6.177
Less than 10:1	1	20,862	0.056	4,102	0.772
Less than 5:1	<u>0</u>	<u>0</u>	<u>0.000</u>	<u>0</u>	<u>0.000</u>
TOTAL	130	\$37,561,643	100.000%	\$531,250	100.000%
Maximum Value-to-Assessment Lien Ratio			205.5:1		
Average Value-to-Assessment Lien Ratio			70.7:1		
Minimum Value-to-Assessment Lien Ratio			5.1:1		

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowner's exemptions.

† Figures may not calculate due to independent rounding.

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Harbord Assessment District Direct and Overlapping Debt Statement.

I. Assessed Value

1997-98 Secured Roll Assessed Valuation

\$37,561,643

II. Secured Property Tax Roll

Description on Tax Bill	Type	Total	Total Levy	% Applicable	Parcels Applicable	Levy Amount
AD VOLOREM TAXES (ALL PROPERTY)	AV	385,256	\$874,530,933	0 05553	130	\$485,625
COUNTY FLOOD CONTROL	FLO	103,832	\$2,058,331	0 10052	129	\$2,069
COUNTY SERVICE AREA 1983-1	CSA	345,758	\$11,108,344	0 02455	129	\$2,727
COUNTY SERVICE AREA 1984-1	CSA	320,789	\$2,503,932	0 03706	129	\$928
COUNTY SERVICE AREA 1991-1	CSA	119,865	\$2,078,095	0 05630	117	\$1,170
DELINQUENT REFUSE SERVICE	DQ	11,079	\$4,240,535	0 00552	2	\$234
EAST BAY REGIONAL PARK DISTRICT	PARK	355,706	\$2,273,175	0 03110	130	\$707
EBMUD WETWEATHER FACILITIES CHARGES	WTR	147,537	\$12,366,257	0 06181	130	\$7,644
LIBRARY SERVICE RETENTION	LIB	99,795	\$4,433,089	0 08764	129	\$3,885
MEASURE J TAX		3,868	\$1,005,214	0 02497	1	\$251
MEDICAL RESPONSE	MED	100,594	\$1,262,876	0 09193	129	\$1,161
MOSQUITO ABATEMENT DISTRICT	BUGS	376,907	\$663,152	0 03001	129	\$199
OAKLAND ASSESSMENT DISTRICT NO. 1997-5	1915	130	\$46,982	100 0	130	\$46,982
OAKLAND LANDSCAPE & LIGHTING DISTRICT	LLD	99,809	\$15,913,323	0 09042	129	\$14,389
OAKLAND PARAMEDIC SUPPLEMENT	MED	100,594	\$1,007,494	0 09191	129	\$926
OAKLAND SCHOOL DISTRICT MESAURE B	SCH	100,325	\$7,555,575	0 12805	129	\$9,675
PIEDMONT PARAMEDIC SUPPLEMENT	MED	3,868	\$71,403	0 02521	1	\$18
PIEDMONT SCHOOL DISTRICT MEASURE C	SCH	3,925	\$1,977,087	0.02514	1	\$497
PIEDMONT SCHOOL DISTRICT MEASURE D	SCH	3,925	\$498,964	0.02505	1	\$125
SEWER SERVICE	SWR	3,820	\$768,836	0 02576	1	\$198
WATER USERS TAX	WTR	3,821	\$45,852	0 02617	1	\$12
1997-98 TOTAL PROPERTY TAX LIABILITY						\$579,422
TOTAL PROPERTY TAX AS A PERCENTAGE OF 1997-98 ASSESSED VALUATION						1.54%

III. Land Secured Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels Applicable	Amount of Debt
OAKLAND ASSESSMENT DISTRICT NO 1997-5	1915	\$531,250	\$531,250	100 0	130	\$531,250
TOTAL LAND SECURED BONDED DEBT (1)						\$531,250
Authorized Direct and Overlapping Bonded Debt	Type	Authorized	Unissued	% Applicable	Parcels Applicable	Amount
OAKLAND ASSESSMENT DISTRICT NO 1997-5	1915	\$600,000	\$68,750	100 0	130	\$68,750
TOTAL UNISSUED LAND SECURED BONDED DEBT (1)						\$68,750
TOTAL OUTSTANDING AND UNISSUED LAND SECURED BONDED INDEBTEDNESS						\$600,000

IV. General Obligation Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels Applicable	Amount of Debt
CITY OF OAKLAND	GO	\$144,670,000	\$139,860,000	0 25754	130	\$360,195
EAST BAY REGIONAL PARK DISTRICT	GO	\$150,000,000	\$137,245,000	0.02566	130	\$35,217
OAKLAND UNIFIED SCHOOL DISTRICT BONDS	GO	\$40,515,616	\$40,515,616	0 25844	130	\$104,709
PERALTA COMMUNITY COLLEGE DISTRICT	GO	\$26,000,000	\$25,245,000	0 14117	130	\$35,638
SAN FRANCISCO BAY AREA RAPID TRANSIT	GO	\$792,000,000	\$84,800,000	0 02123	130	\$18,003
TOTAL GENERAL OBLIGATION BONDED DEBT (1)						\$553,762
Authorized Direct and Overlapping Bonded Debt	Type	Authorized	Unissued	% Applicable	Parcels Applicable	Amount
CITY OF OAKLAND	GO	\$155,420,000	\$10,750,000	0 25754	130	\$27,686
EAST BAY REGIONAL PARK DISTRICT	GO	\$225,000,000	\$75,000,000	0 02566	130	\$19,245
OAKLAND UNIFIED SCHOOL DISTRICT BONDS	GO	\$169,730,000	\$129,214,384	0 25844	130	\$333,942
PERALTA COMMUNITY COLLEGE DISTRICT	GO	\$50,000,000	\$24,000,000	0 14117	130	\$33,881
SAN FRANCISCO BAY AREA RAPID TRANSIT	GO	\$792,000,000	\$0	0 02123	130	\$0
TOTAL UNISSUED GENERAL OBLIGATION BONDED DEBT (1)						\$414,754
TOTAL OUTSTANDING AND UNISSUED GENERAL OBLIGATION BONDED INDEBTEDNESS						\$968,516

TOTAL OF ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT	\$1,085,012
ASSESSED VALUE TO ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT	34.6.1
TOTAL OF ALL OUTSTANDING AND UNISSUED DIRECT AND OVERLAPPING BONDED DEBT	\$1,568,516
ASSESSED VALUE TO ALL OUTSTANDING AND UNISSUED DIRECT AND OVERLAPPING BONDED DEBT	23.9:1

(1) Additional bonded debt or available bond authorization may exist but is not shown because a tax was not levied for the referenced fiscal year
Source: The Government Finance Group.

Set forth in Table 18 below are the assessed values by land use classification within the Harbord Assessment District.

Table 18
CITY OF OAKLAND
HARBORD ASSESSMENT DISTRICT
Property Classification by Land Use Category
As of 1997-98 Tax Roll⁽¹⁾

<u>Land Use Category</u>	<u>Number of Assessed Units</u>	<u>% of Total Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>
Commercial	0	0.000%	\$0	0.000%
Residential	130	100.000	37,561,643	100.000
Governmental	0	0.000	0	0.000
Vacant	<u>0</u>	<u>0.000</u>	<u>0</u>	<u>0.000</u>
TOTAL	130	100.000%	\$37,561,643	100.000%

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowner's exemptions.

Set forth in Table 19 below are the assessed values by development status within the Harbord Assessment District.

Table 19
CITY OF OAKLAND
HARBORD ASSESSMENT DISTRICT
Development Status
As of 1997-98 Tax Roll⁽¹⁾

<u>Development Status</u>	<u>Number of Assessed Units</u>	<u>% of Total Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>
Developed ⁽²⁾	130	100.000%	\$37,561,643	100.000%
Undeveloped	<u>0</u>	<u>0.000</u>	<u>0</u>	<u>0.000</u>
TOTAL	130	100.000%	\$37,561,643	100.000%

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

⁽²⁾ For the purposes of this report, "developed" benefit units are defined as those benefit units the value of which exceeds the value of the land alone.

Set forth in Table 20 below are the value-to-assessment lien ratios set forth for the top ten property owners by assessed valuations.

Table 20
CITY OF OAKLAND
HARBOR ASSESSMENT DISTRICT
Top Ten Property Owners by Assessed Valuation with Value-to-Assessment Lien Ratio
As of 1997-98 Tax Roll⁽¹⁾

<u>Owner Name</u>	<u>Number of Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>	<u>Assessment Lien</u>	<u>Value-to- Assessment Lien Ratio</u>
Eisen, James J. & Rebecca D.	1	\$843,000	2.244%	\$4,101.92	205:1
Pugh, Tillman & Thomas-Pugh, Brenda L.	1	793,000	2.111	4,101.92	193:1
Robinson, Walter F. & Fuqua, Thelma J.	1	743,000	1.978	4,101.92	181:1
Kirby, Brian W. & Spormann, Karla A.	1	729,348	1.942	4,101.92	177:1
Benway, Randall M. & Eileen H.	1	720,082	1.917	4,101.92	175:1
Barnett, Stephen R.	1	718,857	1.914	4,101.92	175:1
Zadik, Joseph	1	694,284	1.848	4,101.92	169:1
Bacigalupi, Barbara A.	1	683,609	1.820	4,101.92	166:1
Bookin, Daniel H. & Anne G.	1	670,322	1.785	4,101.92	163:1
Mische, Maximilian M. & Houston, Gladys M.	<u>1</u>	<u>663,346</u>	<u>1.766</u>	<u>4,101.92</u>	<u>161:1</u>
Total Top Ten Property Owners	10	\$7,258,848	19.325%	\$41,019.20	177:1
All Remaining Ownership	<u>120</u>	<u>30,302,795</u>	<u>80.675</u>	<u>490,230.80</u>	<u>62:1⁽²⁾</u>
TOTAL	130	\$37,561,643	100.000%	\$531,250.00⁽³⁾	71:1

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

⁽²⁾ Average value-to-assessment lien ratio of remaining ownership.

⁽³⁾ Figures may not calculate due to independent rounding.

Source: The Government Finance Group.

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Set forth in Table 21 below are the value-to-assessment lien ratios set forth for the top ten property owners by assessment lien.

Table 21
CITY OF OAKLAND
HARBORD ASSESSMENT DISTRICT
Top Ten Property Owners by Assessment Lien with Value-to-Assessment Lien Ratio
As of 1997-98 Tax Roll⁽¹⁾

<u>Owner Name</u>	Number of Assessed <u>Units</u>	Assessment <u>Lien</u>	% of Assessment <u>Lien</u>	1997-98 Assessed <u>Value</u>	Value-to- Assessment <u>Lien Ratio</u>
Mock, Terry R.	2	\$8,203.84	1.544%	\$152,942	18:1
Torrano, Francesco	2	8,203.84	1.544	90,030	10:1
Avilisatos A.P. & Guyotsionnest, Nicole S.	1	4,101.92	0.772	605,000	147:1
Allen, Laurence W. & Lesley	1	4,101.92	0.772	346,862	84:1
Anderegg, David S. & Joanne H.	1	4,101.92	0.772	100,741	24:1
Avignon, Margaret, A Living Trust	1	4,101.92	0.772	89,163	21:1
Bacigalupi, Barbara A.	1	4,101.92	0.772	683,609	166:1
Barnett, Stephen R.	1	4,101.92	0.772	718,857	175:1
Barnum, Emmett R. TR.	1	4,101.92	0.772	76,549	18:1
Benway, Randall M. & Eileen H.	<u>1</u>	<u>4,101.92</u>	<u>0.772</u>	<u>720,082</u>	<u>175:1</u>
Total Top Ten Property Owners	12	\$49,223.04	9.264%	\$3,583,835	73:1
All Remaining Ownership	<u>118</u>	<u>482,026.96</u>	<u>90.735</u>	<u>33,977,808</u>	<u>71:1⁽²⁾</u>
TOTAL	130	\$531,250.00 ⁽³⁾	100.000% ⁽³⁾	\$37,561,643	71:1

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

⁽²⁾ Average value-to-assessment lien ratio of remaining ownership.

⁽³⁾ Figures may not calculate due to independent rounding.

Source: The Government Finance Group.

Delinquency Information. The Harbord Assessment District was formed by the City on June 24, 1997, and the first assessment installment payment was due November 1, 1997 and becomes delinquent on December 10, 1997; therefore delinquency information is not yet available. However, historical property tax payment information is available.

While past payment history with respect to property tax is not necessarily an indicator of future performance with respect to the payment of the assessments, according to MuniFinancial based upon the County tax records, as of October 31, 1997, there were two four parcels in the Harbord Assessment District that were delinquent in the payment of property tax. The owner of one of the parcels valued at \$793,000 is delinquent in the payment of \$17,760.39 in property taxes, has entered into a five-year plan with the County to pay the delinquent property taxes and is current in the payments. The aggregate net assessed value of the delinquent parcels, as of the 1997-98 tax roll, is \$1,057,736 and the aggregate amount of delinquent property tax is \$26,346.06, which is 2.49% of the aggregate net assessed value of these four parcels.

Grizzly Peak Assessment District

General.

Description and Location of the District. The Grizzly Peak Assessment District is comprised of 38 parcels in four non-contiguous areas along Grizzly Peak Boulevard in the Oakland Hills, adjacent to the City's boundary with Contra Costa County. The aggregate area of the Grizzly Peak Assessment District is approximately 600,000 square feet (13.7 acres); a majority of the parcels are in the range of 10,000 square feet to 17,000 square feet, although they range as high as one parcel of 68,816 square feet. The entire area is zoned residential, and most of the parcels have been developed with single-family owner-occupied dwellings. Of the 38 parcels in the Grizzly Peak Assessment District, 15 parcels fully prepaid the assessments in the aggregate amount of \$57,720. See the maps on page 45 and 46 for the location of the Grizzly Peak Assessment District.

Description and Estimated Costs of the Improvements. Bond proceeds in the amount of \$105,750 will be used to provide for the incremental cost of undergrounding the existing overhead utility lines (electric, telephone and cable television) along Grizzly Peak Boulevard from Claremont Avenue to approximately 8075 Grizzly Peak Boulevard, and in Marlborough Terrace. The undergrounding project will require excavation of approximately 10,410 linear feet of trench in existing pavement, and the installation of a like amount of telephone conduit, electric conduit, and cable television lines, along with the installation of electric transformers, primary electric vaults, and telephone and street light boxes. In addition, 21 standard City electroliers will be installed in this area. The City and each utility company have designed facilities, and will be individually responsible for the project administration and construction staking necessary to complete the underground joint trench system. PG&E has assumed the role of the "trenching agent" and will be coordinating the construction of the joint trench and preparing composite plans for the improvements.

The total estimated cost for the construction and installation of the improvements is \$3,681,542, of which \$127,542, representing 3.46%, will be financed with the proceeds of the Bonds and cash prepayments received from property owners within the Grizzly Peak Assessment District. Of the remaining costs, the property owners will pay \$30,000, representing 0.82%, and the utilities will finance the following amounts: PG&E: \$2,100,000; Pac Bell: \$1,400,000; and TCI: \$24,000, representing in aggregate 95.72%.

Value of the District. As of July 1, 1997, the assessed value of real property and improvements within the Grizzly Peak Assessment District (net of the homeowners exemption) is \$7,984,207. The principal amount of the Grizzly Peak Assessment Bonds is \$105,750; as a result the average value-to-assessment lien ratio for the Grizzly Peak Assessment Bonds is 75.5:1 based on the 1997-97 tax roll. See also "Grizzly Peak Assessment District—Direct and Overlapping Debt Statement" on page 48.

Set forth in Table 22 below are the value-to-assessment lien ratios within the Grizzly Peak Assessment District set forth by category.

Table 22
CITY OF OAKLAND
GRIZZLY PEAK ASSESSMENT DISTRICT
Value-to-Assessment Lien Ratios
As of 1997-98 Tax Roll⁽¹⁾

<u>Value-to-Assessment Lien Category</u>	<u>Number of Assessed Units</u>	<u>1997-98 Net Assessed Value</u>	<u>% of 1997-98 Net Assessed Value</u>	<u>Total Assessment Levy Amount†</u>	<u>% of Total Assessment Levy Amount</u>
More than or equal to 20:1	17	\$7,867,142	98.534%	\$78,163	73.913%
Less than 20:1	0	0	0.000	0	0.000
Less than 15:1	1	63,193	0.791	4,598	4.348
Less than 10:1	1	34,603	0.433	4,598	4.348
Less than 5:1 ⁽²⁾	<u>4</u>	<u>19,269</u>	<u>0.241</u>	<u>18,391</u>	<u>17.391</u>
TOTAL	23	\$7,984,207	100.000%	\$105,750	100.000%
Maximum Value-to-Assessment Lien Ratio			204.0:1		
Average Value-to-Assessment Lien Ratio			75.5:1		
Minimum Value-to-Assessment Lien Ratio			0.4:1		

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowner's exemptions.

⁽²⁾ These four benefit units are undeveloped. One of the benefit units most recently had its value assessed in 1969 and the other three benefit units had their values assessed before the County began recording property assessed valuations.

† Figures may not calculate due to independent rounding.

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CITY OF OAKLAND
Public Works Agency
Engineering Design Services
1/1997

**GRIZZLY PEAK
UTILITY UNDERGROUND
ASSESSMENT DISTRICT
NO. 1997-6 (SECTION 1)**



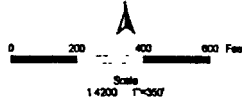
Data Sources Include

- Oakland GIS basemap layers for
- Digital Orthophoto (2)
- Parcels (North Hills)

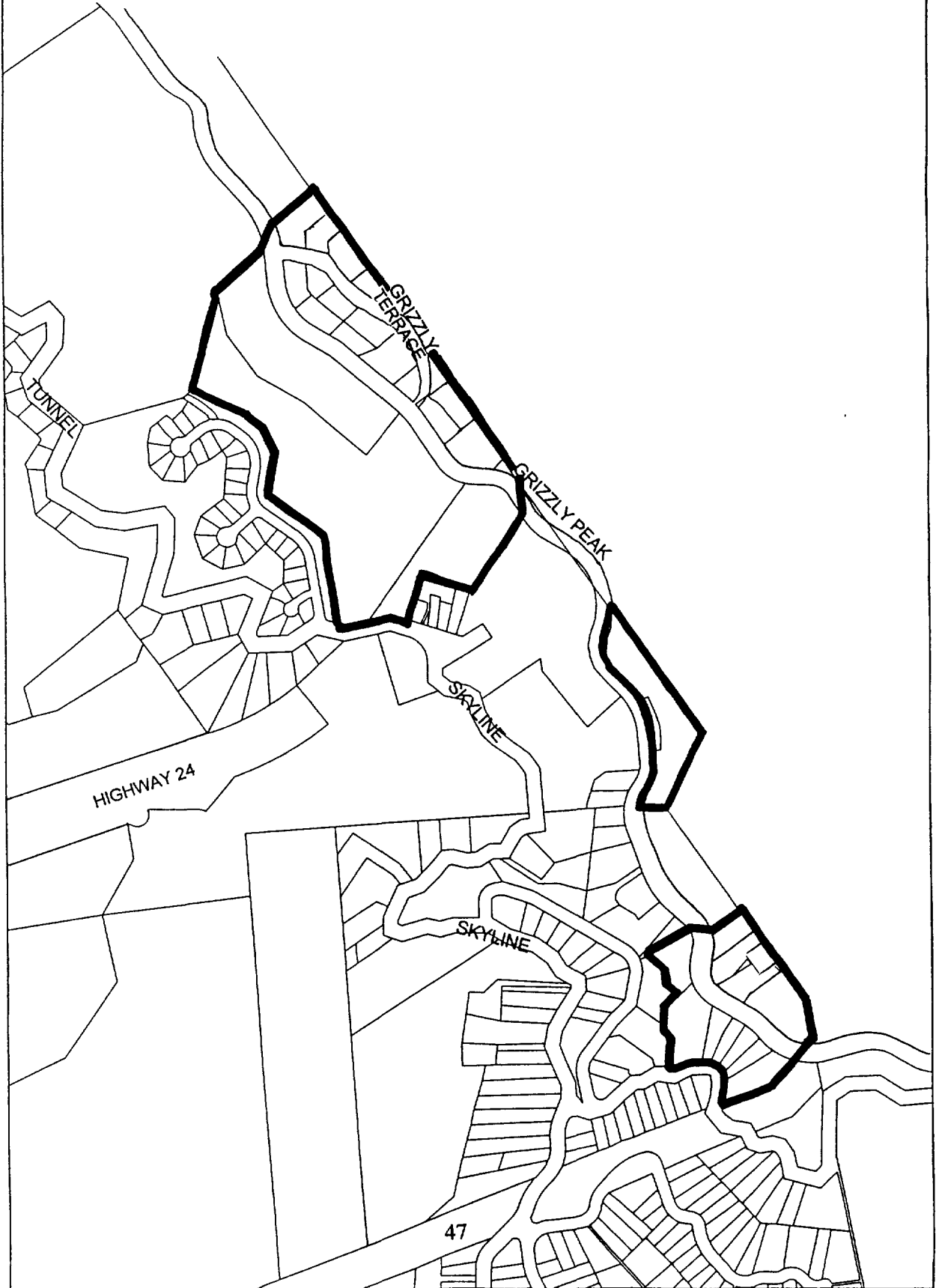




GRIZZLY PEAK
UTILITY UNDERGROUND
ASSESSMENT DISTRICT
NO 1997-6 (SECTION 2)



Data Sources Include
Oakland GIS basemap layers for
- Digital Orthophoto (Z)
- Parcels (North Hills)



Grizzly Peak Assessment District Direct and Overlapping Debt Statement.

I. Assessed Value

1997-98 Secured Roll Assessed Valuation

\$7,984,207

II. Secured Property Tax Roll

Description on Tax Bill	Type	Total Parcels	Total Levy	% Applicable	Parcels Applicable	Levy Amount
AD VOLEM TAXES (ALL PROPERTY)	AV	385,256	\$874,530,933	0.01668	21	\$145,836
COUNTY FLOOD CONTROL	FLO	103,832	\$2,058,331	0.01992	21	\$410
COUNTY SERVICE AREA 1983-1	CSA	345,758	\$11,108,344	0.00419	21	\$465
COUNTY SERVICE AREA 1984-1	CSA	320,789	\$2,503,932	0.00835	21	\$209
COUNTY SERVICE AREA 1991-1	CSA	119,865	\$2,078,095	0.00529	11	\$110
EAST BAY REGIONAL PARK DISTRICT	PARK	355,706	\$2,273,175	0.00695	21	\$158
EBMUD WETWEATHER FACILITIES CHARGES	WTR	147,537	\$12,366,257	0.00999	21	\$1,235
LIBRARY SERVICE RETENTION	LIB	99,795	\$4,433,089	0.01969	21	\$873
MEDICAL RESPONSE	MED	100,594	\$1,262,876	0.02067	21	\$261
MOSQUITO ABATEMENT DISTRICT	BUGS	376,907	\$663,152	0.00679	21	\$45
OAKLAND LANDSCAPE & LIGHTING DISTRICT	LLD	99,809	\$15,913,323	0.02033	21	\$3,235
OAKLAND PARAMEDIC SUPPLEMENT	MED	100,594	\$1,007,494	0.02065	21	\$208
OAKLAND SCHOOL DISTRICT MESAURE B	SCH	100,325	\$7,555,575	0.02879	21	\$2,175
1997-98 TOTAL PROPERTY TAX LIABILITY						\$155,220

TOTAL PROPERTY TAX AS A PERCENTAGE OF 1997-98 ASSESSED VALUATION

1.94%

III. Land Secured Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels Applicable	Amount of Debt
OAKLAND ASSESSMENT DISTRICT NO. 1997-6	1915	\$105,750	\$105,750	100.0	21	\$105,750
TOTAL LAND SECURED BONDED DEBT (1)						\$105,750
Authorized Direct and Overlapping Bonded Debt	Type	Authorized	Unissued	% Applicable	Parcels Applicable	Amount
OAKLAND ASSESSMENT DISTRICT NO. 1997-6	1915	\$200,000	\$94,250	100.0	21	\$94,250
TOTAL UNISSUED LAND SECURED BONDED DEBT (1)						\$94,250

TOTAL OUTSTANDING AND UNISSUED LAND SECURED BONDED INDEBTEDNESS

\$200,000

IV. General Obligation Bond Indebtedness

Outstanding Direct and Overlapping Bonded Debt	Type	Issued	Outstanding	% Applicable	Parcels Applicable	Amount of Debt
CITY OF OAKLAND	GO	\$144,670,000	\$139,860,000	0.07649	21	\$106,979
EAST BAY REGIONAL PARK DISTRICT	GO	\$150,000,000	\$137,245,000	0.00762	21	\$10,458
OAKLAND UNIFIED SCHOOL DISTRICT BONDS	GO	\$40,515,616	\$40,515,616	0.07676	21	\$31,100
PERALTA COMMUNITY COLLEGE DISTRICT	GO	\$26,000,000	\$25,245,000	0.04193	21	\$10,585
SAN FRANCISCO BAY AREA RAPID TRANSIT	GO	\$792,000,000	\$84,800,000	0.00630	21	\$5,342
TOTAL GENERAL OBLIGATION BONDED DEBT (1)						\$164,464
Authorized Direct and Overlapping Bonded Debt	Type	Authorized	Unissued	% Applicable	Parcels Applicable	Amount
CITY OF OAKLAND	GO	\$155,420,000	\$10,750,000	0.07649	21	\$8,223
EAST BAY REGIONAL PARK DISTRICT	GO	\$225,000,000	\$75,000,000	0.00762	21	\$5,715
OAKLAND UNIFIED SCHOOL DISTRICT BONDS	GO	\$169,730,000	\$129,214,384	0.07676	21	\$99,185
PERALTA COMMUNITY COLLEGE DISTRICT	GO	\$50,000,000	\$24,000,000	0.04193	21	\$10,063
SAN FRANCISCO BAY AREA RAPID TRANSIT	GO	\$792,000,000	\$0	0.00630	21	\$0
TOTAL UNISSUED GENERAL OBLIGATION BONDED DEBT (1)						\$123,186

TOTAL OUTSTANDING AND UNISSUED GENERAL OBLIGATION BONDED INDEBTEDNESS

\$287,650

TOTAL OF ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT	\$270,214
ASSESSED VALUE TO ALL OUTSTANDING DIRECT AND OVERLAPPING BONDED DEBT	29.5:1
TOTAL OF ALL OUTSTANDING AND UNISSUED DIRECT AND OVERLAPPING BONDED DEBT	\$487,650
ASSESSED VALUE TO ALL OUTSTANDING AND UNISSUED DIRECT AND OVERLAPPING BONDED DEBT	16.4:1

(1) Additional bonded debt or available bond authorization may exist but is not shown because a tax was not levied for the referenced fiscal year

Source: The Government Finance Group.

Set forth in Table 23 below are the assessed values by land use classification for the Grizzly Peak Assessment District.

Table 23
CITY OF OAKLAND
GRIZZLY PEAK ASSESSMENT DISTRICT
Property Classification by Land Use Category
As of 1997-98 Tax Roll⁽¹⁾

<u>Land Use Category</u>	<u>Number of Assessed Units</u>	<u>% of Total Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>
Commercial	0	0.000%	\$0	0.000%
Residential	23	100.000	7,984,207	100.000
Governmental	0	0.000	0	0.000
Vacant	<u>0</u>	<u>0.000</u>	<u>0</u>	<u>0.000</u>
TOTAL	23	100.000%	\$7,984,207	100.000%

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

Set forth in Table 24 below are the assessed values by development status within the Grizzly Peak Assessment District.

Table 24
CITY OF OAKLAND
GRIZZLY PEAK ASSESSMENT DISTRICT
Development Status
As of 1997-98 Tax Roll⁽¹⁾

<u>Development Status</u>	<u>Number of Assessed Units</u>	<u>% of Total Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>
Developed ⁽²⁾	15	65.217%	\$7,477,762	93.657%
Undeveloped	<u>8</u>	<u>34.783</u>	<u>506,445</u>	<u>6.343</u>
TOTAL	23	100.000%	\$7,984,207	100.000%

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

⁽²⁾ For the purposes of this report, "developed" benefit units are defined as those benefit units the value of which exceeds the value of the land alone.

Set forth in Table 25 below are the value-to-assessment lien ratios set forth for the top ten property owners by assessed valuations.

Table 25
CITY OF OAKLAND
GRIZZLY PEAK ASSESSMENT DISTRICT
Top Ten Property Owners by Assessed Valuation with Value-to-Assessment Lien Ratio
As of 1997-98 Tax Roll⁽¹⁾

<u>Owner Name</u>	<u>Number of Assessed Units</u>	<u>1997-98 Assessed Value</u>	<u>% of 1997-98 Assessed Value</u>	<u>Assessment Lien</u>	<u>Value-to- Assessment Lien Ratio</u>
Tjian, Hans T. & Sharon, TRS.	2	\$1,167,500	14.623%	\$9,195.66	126:1
Kaufman, Lawrence & Arlene, TRS.	1	749,832	9.391	4,597.83	163:1
Henry, Duane G. & Bertram, Lynn D.	1	744,184	9.321	4,597.83	161:1
Chick, Warren	1	734,250	9.196	4,597.83	159:1
Lyman, Sandra J. & Culhane, Richard H.	1	728,131	9.120	4,597.83	158:1
Ronan, John T., 3rd, & Sylvia E.	1	721,007	9.030	4,597.83	156:1
Moos, Walter H. & Miller, Susan M.	1	698,770	8.752	4,597.83	151:1
Burt, Eric & Melanie	2	531,579	6.658	9,195.66	57:1
Forsberg, Leigh & Nancy	1	518,300	6.492	4,597.83	112:1
Gee, Ni Y. & Wong, Lucinda W.	<u>1</u>	<u>372,241</u>	<u>4.662</u>	<u>4,597.83</u>	<u>80:1</u>
 Total Top Ten Property Owners	 12	 \$6,965,794	 87.245%	 \$55,173.96	 126:1
 All Remaining Ownership	 <u>11</u>	 <u>1,018,413</u>	 <u>12.755</u>	 <u>50,576.13</u>	 20:1 ⁽²⁾
 TOTAL	 23	 \$7,984,207	 100.000%	 \$105,750.00 ⁽³⁾	 76:1

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

⁽²⁾ Average value-to-assessment lien ratio of remaining ownership.

⁽³⁾ Figures may not calculate due to independent rounding.

Source: The Government Finance Group.

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Set forth in Table 26 below are the value-to-assessment lien ratios set forth for the top ten property owners by assessment lien.

Table 26
CITY OF OAKLAND
GRIZZLY PEAK ASSESSMENT DISTRICT
Top Ten Property Owners by Assessment Lien with Value-to-Assessment Lien Ratio
As of 1997-98 Tax Roll⁽¹⁾

<u>Owner Name</u>	Number of Assessed <u>Units</u>	Assessment <u>Lien</u>	% of Assessment <u>Lien</u>	1997-98 Assessed <u>Value</u>	Value-to- Assessment <u>Lien</u> <u>Ratio</u>
Coppoletta, Dorry E.	3	\$13,793.49	13.044%	\$17,312	1:1
Burt, Eric & Melanie	2	9,195.66	8.696	531,579	57:1
Tjian, Hans T. & Sharon TRS.	2	9,195.66	8.696	1,167,500	126:1
Cassman, Victor R. & Barbro L. TRS.	1	4,597.83	4.331	130,547	28:1
Chick, Warren	1	4,597.83	4.331	734,250	159:1
Cooper, Robert & Susan	1	4,597.83	4.331	117,530	25:1
Forsberg, Leigh & Nancy	1	4,597.83	4.331	518,300	112:1
Gee, Ni Y. & Wong, Lucinda W.	1	4,597.83	4.331	372,241	80:1
Henry, Duane G. & Bertram, Lynn D.	1	4,597.83	4.331	744,184	161:1
Kaufman, Lawrence & Arlene TRS.	<u>1</u>	<u>4,597.83</u>	<u>4.331</u>	<u>749,832</u>	<u>163:1</u>
 Total Top Ten Property Owners	 14	 \$64,369.62	 60.753%	 \$5,083,275	 78.97:1
 All Remaining Ownership	 <u>9</u>	 <u>41,380.38</u>	 <u>39.130</u>	 <u>2,900,932</u>	 70:1 ⁽²⁾
 TOTAL	 23	 \$105,750.00 ⁽³⁾	 100.000% ⁽³⁾	 \$7,984,207	 76:1

⁽¹⁾ All information is based on the 1997-98 tax rolls of the County, net of any applicable homeowners' exemptions.

⁽²⁾ Average value-to-assessment lien ratio of remaining ownership.

⁽³⁾ Figures may not calculate due to independent rounding.

Source: The Government Finance Group.

Delinquency Information. The Grizzly Peak Assessment District was formed by the City on September 23, 1997, and the first annual assessment installment is due and payable April 10, 1998; therefore delinquency information is not yet available. However, historical property tax payment information is available.

While past payment history with respect to property tax is not necessarily an indicator of future performance with respect to the payment of the assessments, according to MuniFinancial based upon the County tax records, as of October 1, 1997, there were no parcels in the Grizzly Peak Assessment District that were delinquent in the payment of property tax.

THE AUTHORITY

The Authority was created by a Joint Exercise of Powers Agreement, dated February 1, 1993 (the "JPA Agreement"), between the City and the Redevelopment Agency of the City of Oakland. The JPA Agreement was entered into pursuant to the Joint Exercise of Powers Act, Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California. The Authority was created for the purpose of facilitating financing of public improvement facilities within the City.

THE CITY

Located in the County of Alameda on the east side of the San Francisco Bay, the City is approximately seven miles from San Francisco via the San Francisco-Oakland Bay Bridge. The City is composed of industrialized lands bordering the Bay in the west to suburban foothills in the east. Historically, the industrial heart of the Bay Area, Oakland has developed into a financial, commercial and governmental center. The City is the hub of an extensive transportation network that includes a freeway system and the western terminals of major railroads and trucking firms, as well as one of the largest container ship ports in the United States. The City supports an expanding international airport and rapid-transit lines that connect it with most of the Bay Area. The City is the seat of government for Alameda County and is the eighth most populous city in the State.

The City is a municipal corporation and charter city organized and existing under the Constitution and laws of the State. It was incorporated as a town in 1852 and as a city in 1854. The City became a charter city in 1889. The City's current Charter was adopted on November 5, 1968, was ratified by the Secretary of State of the State of California and went into effect on January 28, 1969. The Charter provides for the election, organization, powers and duties of the legislative branch, known as the City Council; the powers and duties of the executive and administrative branches; fiscal and budgetary matters, personnel administration, franchise, licenses, permits, leases and sales; employee's pension funds; and the creation and organization of the Port of Oakland.

For additional information concerning the City, its government and its financial affairs, see APPENDIX B—"ECONOMIC AND DEMOGRAPHIC INFORMATION RELATING TO THE CITY OF OAKLAND."

BONDOWNERS' RISKS

General

Under the provision of Assessment Bond Law, assessment installments, from which funds for the payment of annual installments of principal of and interest on the Assessment Bonds are derived, will be billed to properties against which there are Assessments to be paid by the owners of property in the Assessment Districts on the regular property tax bills sent to owners of such properties. Such assessment installments are based on the size and use of each Parcel

and due and payable at the same times, and bear the same penalties and interest for non-payment as do regular property tax installments. Assessment installments cannot be paid separately from property taxes. Failure to pay less than the total of all property taxes and assessment installments due is considered a delinquency in the payment of both property taxes and assessment installments.

Assessment installments to be paid by the owners of property in the respective Assessment District do not constitute a personal indebtedness of the owners of the lots and parcels within the District. There is no assurance such owners will be able to pay their assessment installments or that they will pay such installments even though they may be financially able to do so.

The Assessment Bonds are payable from amounts collected from assessed property owners and deposited in the Redemption Fund established under the applicable Fiscal Agent Agreement. Therefore, timely payment of debt service on the Bonds depends upon the timely payment of assessment installments to be paid by the owners of property in the Assessment Districts on land within such districts. Should the installments not be paid on time, debt service on the Assessment Bonds will not be sufficient to provide for debt service on the Bonds. In that event, the Trustee draw funds for that purpose from the Reserve Fund established under the Trust Agreement. Any draw from the Reserve Fund shall be replenished from the proceeds of redemption or sale of the parcel with respect to which the advance of delinquent installments was made from the Reserve Fund. Additionally, the assessment installments are secured by a lien on the affected parcels of land and the City has covenanted to institute and diligently prosecute foreclosure proceedings to sell land with delinquent installments in order to obtain funds to pay debt service on the Assessment Bonds. See the caption "—Bankruptcy" herein. Because these are the only sources of funds available to pay debt service, failure by owners of the parcels to pay assessment installments when due, depletion of the Reserve Fund, or the inability of the City to sell parcels which have been subject to foreclosure proceedings for amounts sufficient to cover the delinquent assessment installments may result in the inability of the City to make full or punctual payments of debt service on the Assessment Bonds and the Bondowners would therefore be adversely affected.

Legislation or initiative measures impacting property, property tax allocation or the rate or rates of assessment may affect the security of the Bonds. The implementation of any constitutional or legislative property tax decrease could reduce the Assessment, and accordingly, could have an adverse impact on the ability of the District to pay debt service on the Assessment Bonds secured by the Revenues. There is no assurance that the California electorate or Legislature will not at some future time approve additional limitations which could adversely affect the security of the Assessment Bonds.

Rider v. City of San Diego

On April 2, 1997, the California Supreme Court accepted for review the case of *Rider et al. v. The City of San Diego et al.* (Cal. Sup. Ct. Case No. S058956). The *Rider* case involves the issuance of lease revenue bond by a joint exercise of powers agency ("JPA") formed pursuant to an agreement between the City of San Diego and the San Diego Unified Port District. The JPA issued its bonds without seeking any voter approval, pursuant to the Joint

Exercise of Powers Act constituting Articles I through 3, Chapter 5, Division 7, Title 1 of the California Government Code (commencing with Section 6500) (the "Marks-Roos Law"). Among the issues presented for review by the Court in *Rider* is whether the 2/3 voter approval requirement which applies to the issuance of bonds by the City of San Diego also applies to the issuance of bonds by the JPA.

The Authority is issuing the Bonds pursuant to the Marks-Roos Law and without reference to particular limitations governing the issuance of bonds by any single member agency.

Proposition 218

On November 5, 1996, the voters of the State approved Proposition 218, an initiative constitutional amendment, entitled the "Right to Vote on Taxes Act" ("Proposition 218"). Proposition 218 added Articles XIIC and XIID to the California Constitution and contains a number of interrelated provisions affecting the ability of local governments, including the County, to levy and collect general and special taxes, as well as property-related assessments, fees and charges, including the Assessments. The Authority and the City are unable to predict whether and to what extent Proposition 218 may be judicially determined to be consistent with the United States Constitution or how its terms will be interpreted and applied by the courts. However, Proposition 218 purports to permit local initiative measures which could subject the Assessments to reduction, amendment or repeal. This initiative power is not limited by the terms of Proposition 218 and, absent the application of other legal authority, could result in a local initiative measure to retroactively reduce or repeal the Assessments. Such other legal authority includes the prohibition of impairment of contracts under the contract clause of the United States Constitution. Other than any impact resulting from the exercise of this initiative power, presently neither the Authority nor the City believes that Proposition 218 will have any effect on the Assessments or the Bonds.

Future Initiatives

Proposition 218 was adopted as a ballot measure that qualified for the ballot pursuant to the State's initiative process. From time to time, other initiative measures could be adopted, which may place further limitations on the ability of the State, the County or local districts, including the Districts, to increase revenues or the increase appropriations which may affect the revenues of the Authority or its ability to expend its revenues.

Assessment Appeals

Pursuant to State law, a property owner may apply for a reduction of the property tax assessment for such owner's property by filing a written application, in form prescribed by the State Board of Equalization, with the appropriate county assessment appeals board. An appeal may result in a reduction to the County Assessor's original taxable value and a tax refund to the applicant property owner.

A property owner within the County desiring to reduce the assessed value of such owner's property in any one year must submit an application to the Alameda County Assessment Appeals Board (the "Appeals Board"). Applications for any tax year must be submitted by September 15 of such tax year. Following a review of the application by the County Assessor's Office, the County Assessor may offer to stipulate to a reduced assessment or may confirm the assessment. If no stipulation is agreed to, and the applicant elects to pursue the appeal, the matter is brought before the Appeals Board for a hearing and decision. The Appeals Board generally is required to determine for the outcome of appeals within two years of each appeal's filing date. Any reduction in the assessment ultimately granted applies only to the year for which application is made and during which written application is filed. The assessed value increases to its pre-reduction level for fiscal years following the year for which the reduction application is filed. However, if the taxpayer establishes through proof of comparable values that the property continues to be overvalued (known as "ongoing hardship"), the County Assessor has the power to grant a reduction not only for the year for which application was originally made, but also for the current year as well. In a similar manner, the County Assessor may reassert the pre-appeal level of assessed value depending on the County Assessor's determination in current value. See "THE ASSESSMENT DISTRICTS—Aggregate Valuation of the Assessment Districts."

Limited Issuer Obligation Upon Delinquency

Pursuant to the Assessment Bond Law, the City has elected not to be obligated to advance funds from the treasury of the City for the payment of delinquent assessment installments. The only obligation of the City with respect to such delinquencies is to transfer amounts available in the Reserve Fund to the Redemption Fund. Thus, the City's obligation to advance money to pay debt service on the Assessment Bonds in the event of delinquent assessment installments is limited to the balance in the Reserve Fund. The City has no obligation to replenish the Reserve Fund except to the extent that delinquent Assessments are paid or proceeds from foreclosure sales are realized. There is no assurance that the balance in the Reserve Fund will always be adequate to pay all delinquency installments and, if during the period of delinquency there are insufficient funds in the Reserve Fund, a delay may occur in payments to the owners of the Bonds. Notwithstanding the above, the City may, at its sole option and in its sole discretion, elect to advance available surplus funds of the City to pay for any delinquent property. However, Bondowners should not rely upon the City to advance monies to the Redemption Fund if the Reserve Fund is ever depleted.

Payment of the Assessment Installments Not a Personal Obligation of the Property Owners

AN OWNER OF PROPERTY IS NOT PERSONALLY OBLIGATED TO PAY THE ASSESSMENTS. RATHER, THE ASSESSMENTS ARE OBLIGATIONS ONLY AGAINST THE PROPERTY. IF THE VALUE OF THE PARCELS OF PROPERTY IS NOT SUFFICIENT, TAKING INTO ACCOUNT OTHER OBLIGATIONS ALSO PAYABLE THEREBY TO FULLY SECURE THE ASSESSMENTS, THE CITY HAS NO RECOURSE AGAINST THE OWNER.

Land Values

If a property owner defaults in the payment of the assessment installments, the City's only remedy is to foreclose on the delinquent property in an attempt to obtain funds with which to pay the delinquent assessment installments. Land values could be adversely affected by economic factors beyond the City's control, such as relocation of employers out of the area, stricter land use regulations, the absence of water, or destruction of property caused by, among other eventualities, earthquake, flood or other natural disaster, or by environmental pollution or contamination.

The City and the Authority make no representations as to the value of the property in the Assessment Districts.

Exempt Properties

Certain properties are exempt from the Assessments. In addition, the Assessment Bond Law provides that properties or entities of the state, federal or local government are exempt from Assessments; provided, however, that property in the respective Assessment District acquired by a public entity through a negotiated transaction or by gift or devise, which is not otherwise exempt from the Assessments, will continue to be subject to the Assessments. In addition, the Assessment Bond Law provides that if property subject to the Assessments is acquired by a public entity through eminent domain proceedings, the obligation to pay the Assessments with respect to that property is to be treated as if it were a special assessment. The constitutionality and operation of these provisions of the Assessment Bond Law have not been tested.

Parity Taxes and Special Assessments

The ability or willingness of a property owner in the Assessment Districts to pay the Assessments could be affected by the existence of other taxes and assessments imposed upon the property. The assessments and any penalties thereon constitute a lien against the lots and parcels of land on which they have been levied until they are paid. Such lien is on a parity with all special taxes and special assessments levied by other agencies and is co-equal to and independent of the lien for general property taxes and other special assessments regardless of when they are imposed upon the same property. The Assessments have priority over all existing and future private liens imposed on respective property. In addition, other public agencies whose boundaries overlap those of any Assessment District could, with or in some circumstances without the consent of the owners of the land in such Assessment District, impose additional taxes or assessment liens on the property in such Assessment District in order to finance public improvements to be located inside or outside of the any Assessment District.

The City has no control over the ability of other entities and districts to issue indebtedness secured by special taxes or assessments payable from all or a portion of the property in any Assessment District. In addition, the City is not prohibited itself from establishing assessment districts, community facilities districts or other districts which might impose assessments or taxes against property in any Assessment District. The imposition of additional liens on a parity with the assessments could reduce the ability or willingness of the

owners of parcels in any Assessment District to pay the Assessments and increases the possibility that foreclosure proceeds will not be adequate to pay delinquent Assessments or the principal of and interest on the Assessment Bonds when due. As of the date of this Official Statement, the City has no knowledge of any proposal or plan to levy additional assessments on property within any Assessment District.

Bankruptcy

The payment of the Assessments and the ability of the City to foreclose the lien of a delinquent unpaid tax, as discussed in "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS," respective Assessment District may be limited by bankruptcy, insolvency or other laws generally affecting creditors' rights or by the laws of the State of California relating to judicial foreclosure. In addition, the prosecution of a foreclosure action could be delayed due to crowded local court calendars or delays in the legal process. The various legal opinions to be delivered concurrently with the delivery of the Bonds (including Bond Counsel's approving legal opinion) will be qualified as to the enforceability of the various legal instruments by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights, by the application of equitable principles and by the exercise of judicial discretion in appropriate cases.

Although bankruptcy proceedings would not cause the lien of the Assessments to become extinguished, bankruptcy of a property owner could result in a delay in prosecuting superior court foreclosure proceedings. The federal bankruptcy laws provide for an automatic stay of foreclosure and sale of tax sale proceedings, thereby delaying such proceedings perhaps for an extended period. Any such delays would increase the likelihood of a delay or default in payment of the principal of and interest on the Assessment Bonds and the possibility of delinquent tax installments not being paid in full. The payment of Assessments and the ability of the City to foreclose the lien of a delinquent unpaid tax could be delayed by bankruptcy, reorganization, insolvency, moratorium or other similar laws affecting rights of creditors generally or by the laws of the State of California relating to judicial foreclosure. Further, should remedies be exercised under the federal bankruptcy laws against parcels in the respective Assessment District, payment of the Assessments may be subordinated to bankruptcy law priorities. Thus, certain claims may have priority over the Assessments in a bankruptcy proceeding even though they would not outside of a bankruptcy proceeding.

FDIC Policies

The following discussion describes a Policy Statement and a subsequent letter released by the Resolution Trust Corporation (the "RTC"). Effective January 1, 1997, the Federal Deposit Insurance Corporation (the "FDIC") succeeded to the rights and obligations of the RTC. The City has not verified whether the FDIC has explicitly adopted this policy.

The ability of the District to collect interest and penalties specified by state law and to foreclose the lien of delinquent Assessments may be limited in certain respects with regard to properties in which the FDIC has or obtains an interest. On June 4, 1991, the FDIC issued a Statement of Policy Regarding the Payment of State and Local Real Property Taxes (the "Policy Statement"). (The FDIC had previously joined with the RTC in a July 12, 1990 joint statement of policy addressing the same subject.) The Policy Statement provides that the RTC intends to

pay its proper tax obligations when they come due and to pay claims for delinquencies as promptly as is consistent with sound business practice and the orderly administration of the institution's affairs. It may decline to pay property tax claims in situations where abandonment of its interest in the property is appropriate. The Policy Statement also provides that real property owned by the RTC is subject to state and local real property taxes if those taxes are assessed according to the property's value, but that the RTC is immune from real property taxes assessed on other bases. The Policy Statement further provides that "if any property taxes (including interest) on RTC-owned property are secured by a valid lien (in effect before the property became owned by the RTC), the RTC will pay those claims. With respect to property not owned by the RTC, but in which the RTC has a lien interest, property taxes (including interest) secured by a valid lien with priority over the RTC's lien interest will be paid. However, if abandonment of its interest in the property is appropriate, the RTC may elect not to pay such claims."

The Policy Statement is unclear as to whether the RTC considers taxes such as the Assessments levied by the Assessment Districts to be "real property taxes" which the RTC intends to pay. Moreover, the Policy Statement provides that, with respect to parcels owned by the RTC or on which the RTC holds a mortgage lien, it will not permit a foreclosure by a taxing authority without its specific consent and that the RTC will not pay or recognize liens for any penalties, fines or similar claims imposed for the nonpayment of taxes, whether arising before or after acquisition of the parcel in question, nor will it pay attorneys' costs incurred by a taxing authority or other person in pursuing a tax claim.

In a letter dated August 25, 1992 to the Treasurer of the State of California, the RTC stated that with respect to property owned by an institution under RTC receivership, the RTC will pay assessments, special assessments and related interest if such taxes were imposed and valid liens secured prior to receivership. If any special tax, special assessment or any other *non-ad valorem*-based tax is assessed while the institution is in receivership the taxes will not be paid. In the letter the RTC further stated that "where an institution in receivership does not own the underlying real property but holds only a mortgage or other security interest in the property. Assessments and special assessments and related interest, secured by valid lien with priority over the receivership's institutions lien interest, eventually will be paid (e.g., at the time of foreclosure)." However, the RTC may elect not to pay such claims but instead abandon its security interest. Subsequent correspondence between the RTC and the Treasurer of the State of California indicates that the RTC has not changed its position.

The City is unable to predict what effect the application of the Policy Statement would have in the event of a delinquency on a parcel in the Assessment Districts in which the FDIC has or obtains an interest. Prohibiting a foreclosure on property owned by the FDIC could significantly reduce the amounts available to pay the principal of and interest on the Bonds. Prohibiting the lien of the FDIC to be foreclosed at a judicial foreclosure sale would likely reduce or eliminate the persons willing to purchase a parcel at a foreclosure sale. Either outcome would cause a draw on the respective Reserve Fund and perhaps, ultimately, a default in payment on the respective Bonds. The FDIC does not presently have an interest in any of the property in the Assessment Districts.

Geologic, Topographic and Climatic Conditions

The value of the property in the Assessment Districts in the future can be adversely affected by a variety of additional factors, particularly those which may affect infrastructure and other public improvements and private improvements on property and the continued habitability and enjoyment of such private improvements. Such additional factors include, without limitation, geologic conditions such as earthquakes, topographic conditions such as earth movements, landslides and floods and climatic conditions such as droughts.

Seismic Risk

The City is an area considered to be seismically active. During the past 150 years, the San Francisco Bay Area has experienced several major and numerous minor earthquakes. The largest was the 1906 San Francisco earthquake along the San Andreas fault with an estimated magnitude of 8.3 on the Richter scale. The most recent major earthquake was the October 17, 1989 Loma Prieta Earthquake with a magnitude of 7.1 on the Richter scale and an epicenter near Santa Cruz, approximately 60 miles south of San Francisco. Both the San Francisco and Oakland area sustained major damage. The City experienced significant damage to several buildings within the City, especially unreinforced masonry buildings constructed prior to 1970 and prior to current building code requirements. Few, if any, buildings in the Assessment Districts are constructed of unreinforced masonry.

The Assessment Districts lie close to three major active earthquake faults: the Hayward fault, the Calaveras fault, and the San Andreas fault. The Hayward fault is a geologic break in the Franciscan bedrock which trends northwesterly along the west front of the Oakland Hills. This fault has a length of at least 70 miles extending from Pinole south towards Hollister and was the source of major earthquakes that caused extensive damage in the San Francisco Bay Region in 1836 and 1868. The magnitudes of those earthquakes have been estimated to be in the range of 6.8 and 7.0 on the Richter scale. According to the Woodward-Clyde Reports, the Hayward fault has been predicted to be capable of producing a similar earthquake in the future. According to the Woodward-Clyde Report, there is a 28% chance that a Richter magnitude 7.0 earthquake will occur on the northern segment of the Hayward fault, nearest to the Assessment Districts, within the next 30 years.

The northern portion of the San Andreas fault roughly follows the western edge of the tilted bedrock block along the shoreline of the Pacific Ocean, and has a length of over 400 miles. The fault was the source of the Richter magnitude 8.3 San Francisco earthquake of 1906, which caused extensive damage in San Francisco and elsewhere in the Bay Area, and may have been the source of the Richter magnitude 7.1 Loma Prieta earthquake in 1989. Other strong earthquakes occurred on the San Andreas fault in the San Francisco Bay Region in 1808 (Richter magnitude of 6.0); June, 1838 (Richter magnitude of 7.0); and February, 1856 (Richter magnitude of 5.75). The estimated maximum credible Richter magnitude for the San Andreas fault is 8.5.

A third fault located farther to the east and south of Walnut Creek, is the Calaveras fault which was the source of earthquakes of Richter magnitude greater than 5.0 in 1897, 1911, 1949, 1955, 1979 and 1984. The Calaveras Fault's strongest earthquake was a Richter magnitude 6.6 event in 1911, which occurred near Mount Hamilton which is located in Santa Clara County. The Calaveras fault is believed to be capable of producing an earthquake in the same magnitude range as could be produced by the Hayward fault. The previous earthquakes on the Calaveras fault are not known to have caused damage in the City.

Hazardous Substances

While governmental taxes, assessments, and charges are a common claim against the value of a parcel, other less common claims may be relevant. One of the most serious in terms of the potential reduction in the value of a parcel in the Assessment Districts is a claim with regard to a hazardous substance. In general, the owners and operators of a parcel may be required by law to remedy conditions of the parcel relating to releases or threatened releases of hazardous substances. The federal Comprehensive Environmental Response, Compensation and Liability Act of 1980, sometimes referred to as "CERCLA" or the "Superfund Act," is the most well-known and widely applicable of these laws, but California laws with regard to hazardous substances are also stringent and similar. Under many of these laws, the owner (or operator) is obligated to remedy a hazardous substance condition of property whether or not the owner (or operator) has anything to do with creating or handling the hazardous substance. The effect, therefore, should any of the parcels in the Assessment Districts be affected by a hazardous substance is to reduce the marketability and value of the parcel by the costs of remedying the condition, because the purchaser, upon becoming owner, will become obligated to remedy the condition just as is the seller. Further, such liabilities may arise not simply from the existence of a hazardous substance but from the method of handling it. All of these possibilities could significantly affect the financial and legal liability of a property owner to develop the affected parcel or other parcels, as well as the value of the property that is realizable upon a delinquency and foreclosure.

While the City is not aware that the owner (or operator) of any of parcels has such a current liability with respect to any of the parcels, it is possible that such liabilities do currently exist and that the City is not aware of them.

Further, it is possible that liabilities may arise in the future with respect to any of the parcels resulting from the existence, currently, on the parcel of a substance presently classified as hazardous but which has not been released or the release of which is not presently threatened, or may arise in the future resulting from the existence, currently, on the parcel of a substance not presently classified as hazardous but which may in the future be so classified. Further, such liabilities may arise not simply from the existence of a hazardous substance but from the method of handling it. All of these possibilities could significantly affect the value of a parcel within the Assessment Districts that is realizable upon a delinquency.

No Acceleration Provision

Neither the Fiscal Agent Agreements nor the Trust Agreement contain a provision allowing for the acceleration of the Assessment Bonds or the Bonds in the event of a payment default or other default under the terms thereof.

LEGAL MATTERS

The validity of the Bonds and certain other legal matters are subject to the approving legal opinion of Brown & Wood LLP, San Francisco, California, Bond Counsel. A copy of the proposed form of Bond Counsel opinion is contained in APPENDIX E to this Official Statement, and the final opinion will be made available to the owners of the Bonds at the time of delivery. Bond Counsel undertakes no responsibility for the accuracy, completeness or fairness of this Official Statement.

Certain legal matters will be passed upon for the City by the City Attorney. Certain other legal matters will be passed on for the City and the Underwriter by Lofton, De Lancie & Nelson, Disclosure Counsel.

The fees of Bond Counsel and Disclosure Counsel are contingent upon the issuance of the Bonds.

TAX MATTERS

In the opinion of Brown & Wood LLP, San Francisco, California, Bond Counsel, based on existing statutes, regulations, rulings and judicial decisions and assuming compliance with the certain covenants set forth in the Trust Agreement and requirements of the Internal Revenues Code of 1986, as amended (the "Code"), regarding the use, expenditure and investment of Bond proceeds and the timely payment of certain investment earnings in the United States, interest on the Bonds is not includable in the gross income of the owners of the Bonds for federal income tax purposes. Failure to comply with such covenants and requirements may cause interest on the Bonds to be included in gross income retroactively to the date of issuance of the Bonds.

In the further opinion of Bond Counsel, interest on the Bonds is not treated as an item of tax preference in calculating the federal alternative minimum taxable income of individuals and corporations. Interest on the Bonds, however, is included as an adjustment in the calculation of federal corporate alternative minimum taxable income and may therefore affect a corporation's alternative minimum tax liability.

Ownership of, or the receipt of interest on, tax-exempt obligations may result in collateral income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, certain foreign corporations doing business in the United States, certain S corporations with excess passive income, individual recipients of Social Security or Railroad Retirement benefits, taxpayers that may be deemed to have incurred or

continued indebtedness to purchase or carry tax-exempt obligations and taxpayers who may be eligible for the earned income tax credit. Bond Counsel expresses no opinions to any collateral income tax consequences and, accordingly, prospective purchasers of the Bonds should consult their tax advisors as to the applicability of any collateral tax consequences.

Certain requirements and procedures contained or referred to in the Trust Agreement may be changed, and certain actions may be taken, under the circumstances and subject to the terms and conditions set forth in such document, upon the advice or with the approving opinion of counsel nationally recognized in the area of tax-exempt obligations. Bond Counsel expresses no opinion as to the exclusion of interest on the Bonds from gross income for federal income tax purposes on and after the date on which any such change occurs or action is taken upon the advice or approval of counsel other than Brown & Wood LLP.

Legislation affecting municipal obligations is continually being considered by the United States Congress. There can be no assurance that legislation enacted after the date of issuance of the Bonds will not have an adverse effect on the tax-exempt status of the Bonds. Legislation or regulatory actions and proposal may also affect the economic value of tax exemption or the market price of the Bonds.

In further opinion of Bond Counsel, interest on the Bonds is exempt from personal income taxes imposed by the State of California.

A copy of the proposed form of opinion of Bond Counsel is attached hereto as APPENDIX E.

NO LITIGATION

At the time of delivery of and payment for the Bonds, the Authority and the City will certify that there is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court or regulatory agency, public board or body pending or threatened against the Authority or the City affecting their existence, or the titles of their respective officers, or seeking to restrain or to enjoin the issuance, sale or delivery of the Bonds, the application of the proceeds thereof in accordance with the Trust Agreement, or the collection or levy of the assessment to pay the principal of and interest on the Assessment Bonds, or in any way contesting or affecting the validity or enforceability of the Assessment Bonds and the Bonds, the Fiscal Agent Agreement, the Bond Purchase Contract entered into between the Authority and the Underwriter, or any other applicable agreements or any action of the Authority or the City contemplated by any of said documents, or in any way contesting the completeness or accuracy of this Official Statement or any amendment or supplement thereto, or contesting the powers of the Authority or the City or their authority with respect to the Bonds or any action of the Authority or the City contemplated by any of said documents, nor, to the knowledge of the Authority or the City, is there any basis therefor.

RATING

Standard & Poor's Ratings Group ("Standard & Poor's") has rated the Bonds "BBB." Such rating reflects only the views of Standard & Poor's and any explanation of the significance of such rating should be obtained from Standard & Poor's. There is no assurance that such rating will continue for any given period of time or that the same will not be revised downward or withdrawn entirely if, in the judgment of the rating agency, circumstances so warrant. Any such downward revision or withdrawal of such rating may have an adverse effect on the market price of the Bonds. Neither the Authority nor the Underwriter undertake any responsibility to oppose any such revision or withdrawal of such rating. Any such downward revision or withdrawal of such rating may have an adverse effect on the market price of the Bonds.

FINANCIAL ADVISOR

The City has retained Public Financial Management, Inc. of San Francisco, California, as financial advisor (the "Financial Advisor") in connection with the preparation of this Official Statement and with respect to the issuance of the Bonds. The Financial Advisor is not obligated to undertake, and has not undertaken to make, an independent verification or assume responsibility for the accuracy, completeness, or fairness of the information contained in this Official Statement.

Part of the compensation of the Financial Advisor is contingent upon the issuance of the Bonds.

UNDERWRITING

The Bonds were purchased through negotiation by Henderson Capital Partners, Inc. (the "Underwriter") at a price of \$1,238,437.50 (which represents the principal amount of the Bonds less an underwriter's discount of \$11,562.50), which is equal to 99.075% of the aggregate principal amount thereof. The Underwriter may change the initial public offering prices set forth on the cover page. The Underwriter may offer and sell the Bonds to certain dealers and others at prices lower than the public offering prices set forth on the cover page hereof.

CONTINUING DISCLOSURE

The City has covenanted for the benefit of the Bondowners to provide certain financial information and operating data relating to the Bonds by not later than 270 days following the end of the City's fiscal year (which is June 30) commencing with the report for the 1996-97 Fiscal Year (the "Annual Report"), and to provide notices of the occurrence of certain enumerated events, if material. The Annual Report will be filed with each Nationally Recognized Municipal Securities Information Repository. The notices of material events will be filed with the Municipal Securities Rulemaking Board. The specific nature of the information to be contained in the Annual Report or the notices of material events is contained within APPENDIX D—"SUMMARY OF CONTINUING DISCLOSURE CERTIFICATE." These covenants have been made in order to assist the Underwriter in complying with S.E.C. Rule 15c2-12(b)(5).

MISCELLANEOUS

This Official Statement is not to be construed as a contract or agreement among the Authority, the City or the District and the purchasers of the Bonds. Any statements made in this Official Statement involving matters of opinion or of estimates, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized. The information and expressions of opinion herein are subject to change without notice and neither the delivery of the Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Authority, the City or any Assessment District since the date hereof.

References are made herein to certain documents and reports which are brief summaries thereof which do not purport to be complete or definitive and reference is made to such documents and reports for full and complete statements of the contents thereof. Copies of such documents and reports are available for inspection at the office of the Treasury Division of the Budget and Finance Agency, City of Oakland, 505 14th Street, 10th Floor, Oakland, California 94612.

The execution and delivery of the Official Statement by the Authority has been duly authorized by the Board of Directors of the Authority.

OAKLAND JOINT POWERS FINANCING
AUTHORITY

By: /s/ ELIHU M. HARRIS
Chairman