### THE FINANCING PLAN

### **Use of Bond Proceeds**

Proceeds of the Bonds will be used (i) with respect to the 2009A Bonds, to fund certain redevelopment activities of benefit to the Project Area; (ii) with respect to the 2009B Bonds, to fund certain low and moderate income housing activities of benefit to the Project Area; (iii) with respect to the 2009C Bonds, to fund certain redevelopment activities with respect to the Project Area on behalf of certain of the taxing entities entitled to tax sharing under the Redevelopment Law (as defined herein) (see "THE PROJECT AREA – Pass Through Agreement and Tax Sharing Statutes"); (iv) to fund a reserve fund for each series of the Bonds; and (v) to pay the costs of issuing each series of the Bonds.

### Plan of Financing

<u>2009A Bonds</u>. The Agency anticipates using the proceeds of the 2009A Bonds deposited to the Redevelopment Fund to fund the costs of public improvements within the Project Area consistent with the Agency's approved five-year implementation plan, such as, but not limited to, the following:

- Traffic Signalization Projects (Cherry and Elm; Forest and Polk)
- Infrastructure Improvements and Landscaping (Coalinga Plaza)
- Utility Improvements and Street Lights (Juniper Ridge Business Park)
- Fence Improvements (Claremont Custody Facility)
- City Entryway Monument Signs
- Infrastructure Improvements (Various)

<u>2009B Bonds</u>. The Agency anticipates using the proceeds of the 2009B Bonds deposited to the 2009B Housing Account of the Housing Fund for low and moderate income housing projects within the Project Area consistent with the Agency's approved five-year implementation plan, such as, but not limited to, the following:

- First-time homebuyer grant program
- Rehabilitation grant program

<u>2009C Bonds</u>. The Agency anticipates using the proceeds of the 2009C Bonds deposited to the 2009C Redevelopment Fund – Statutory Tax Sharing to fund the costs of such public improvements within the Project Area as set forth in a certificate of each Participating Taxing Entity and consistent with the Agency's approved five-year implementation plan.

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## Sources and Uses of Funds

The following table shows the estimated sources and uses of the proceeds from the sale of the Bonds:

# **Sources and Uses of Funds**

### 2009A Bonds

Par Amount of 2009A Bonds	Sources of Funds:	
Total Sources	Par Amount of 2009A Bonds	\$3,235,000.00
Uses of Funds:   Redevelopment Fund	Less: Net Original Issue Discount	
Redevelopment Fund   \$2,743,535.70     Underwriting   46,907.50     2009A Costs of Issuance   72,092.50     2009A Debt Service Reserve Account   323,500.00     Total Uses   \$3,186,035.70     2009B Bonds   \$2,660,000.00     Less: Net Original Issue Discount   (40,233.35)     Total Sources of Funds:   \$2,661,766.65     Uses of Funds:   \$2,256,766.65     Uses of Funds:   \$2,256,766.65     Uses of Funds:   \$3,8570.00     2009B Housing Account   \$2,256,766.65     Underwriting   38,570.00     2009B Costs of Issuance   \$3,430.00     2009B Debt Service Reserve Account   266,000.00     Total Uses   \$2,619,766.65     Sources of Funds:   \$2,619,766.65     Sources of Funds:   \$645,000.00     Less: Net Original Issue Discount   (17,898.75)     Total Sources   \$627,101.25     Uses of Funds:   \$36,601.25     Uses of Funds:   \$36,601.25     Underwriting   \$36,601.25     Underwriting   \$352.50     Sources of Sources   \$356,601.25     Underwriting   \$352.50     Sources of Funds:   \$356,601.25     Underwriting   \$352.50     Sources of Funds:   \$356,601.25     Underwriting   \$356,601.25     Underwriting   \$352.50     Sources of Funds:   \$356,601.25     Underwriting   \$356,601.25     Underwriting   \$356,501.25     Underwriting   \$356,501.25     Underwriting   \$352.50     Sources of Funds:   \$356,601.25     Underwriting   \$356,501.25     Underwriting   \$356,5	Total Sources	\$3,186,035.70
Redevelopment Fund   \$2,743,535.70     Underwriting   46,907.50     2009A Costs of Issuance   72,092.50     2009A Debt Service Reserve Account   323,500.00     Total Uses   \$3,186,035.70     2009B Bonds   \$2,660,000.00     Less: Net Original Issue Discount   (40,233.35)     Total Sources of Funds:   \$2,661,766.65     Uses of Funds:   \$2,256,766.65     Uses of Funds:   \$2,256,766.65     Uses of Funds:   \$3,8570.00     2009B Housing Account   \$2,256,766.65     Underwriting   38,570.00     2009B Costs of Issuance   \$3,430.00     2009B Debt Service Reserve Account   266,000.00     Total Uses   \$2,619,766.65     Sources of Funds:   \$2,619,766.65     Sources of Funds:   \$645,000.00     Less: Net Original Issue Discount   (17,898.75)     Total Sources   \$627,101.25     Uses of Funds:   \$36,601.25     Uses of Funds:   \$36,601.25     Underwriting   \$336,501.25     Underwriting   \$352.50     Sources of Funds:   \$36,601.25     Underwriting   \$352.50     Sources of Funds:   \$356,601.25     Underwriting   \$352.50     Sources of Funds:   \$356,601.25     Underwriting   \$356,601.25     Underwriting   \$352.50     Sources of Funds:   \$356,601.25     Underwriting   \$352.50     Sources of Funds:   \$356,601.25     Underwriting   \$352.50     Sources of Funds:   \$356,601.25     Underwriting   \$356,501.25     Sources of Funds:   \$356,601.25     Sources of Funds:	Uses of Funds:	
Underwriting 46,907.50 2009A Costs of Issuance <sup>(1)</sup> 72,092.50 2009A Debt Service Reserve Account Total Uses \$3,186,035.70   2009B Bonds  Sources of Funds: Par Amount of 2009B Bonds Less: Net Original Issue Discount Total Sources \$2,660,000.00  Less of Funds: 2009B Housing Account Underwriting 38,570.00 2009B Costs of Issuance <sup>(1)</sup> 58,430.00 2009B Costs of Issuance <sup>(1)</sup> 58,430.00 2009B Debt Service Reserve Account Total Uses \$2,619,766.65   2009C Bonds  Sources of Funds: Par Amount of 2009C Bonds Less: Net Original Issue Discount Total Uses \$645,000.00 Less: Net Original Issue Discount Total Sources \$627,101.25  Uses of Funds: 2009C Redevelopment Fund – Statutory Tax Sharing \$536,601.25 Underwriting \$352.50		\$2 743 535 70
2009A Costs of Issuance <sup>(1)</sup> 2009A Debt Service Reserve Account Total Uses  2009B Bonds  Sources of Funds: Par Amount of 2009B Bonds Less: Net Original Issue Discount Total Sources  2009B Housing Account Underwriting 2009B Costs of Issuance <sup>(1)</sup> 2009B Debt Service Reserve Account Total Uses  2009B Debt Service Reserve Account Total Uses  2009C Bonds  Sources of Funds: Par Amount of 2009C Bonds Less: Net Original Issue Discount Total Sources  2009C Redevelopment Fund – Statutory Tax Sharing Underwriting Sources of Funds: Sources		
2009A Debt Service Reserve Account       323,500.00         Total Uses         2009B Bonds         Sources of Funds:         Par Amount of 2009B Bonds       \$2,660,000.00         Less: Net Original Issue Discount       (40,233.35)         Total Sources       \$2,619,766.65         Uses of Funds:         2009B Housing Account       \$2,256,766.65         Underwriting       38,570.00         2009B Costs of Issuance <sup>(1)</sup> 58,430.00         2009B Debt Service Reserve Account       266,000.00         Total Uses       \$2,619,766.65         Sources of Funds:         Par Amount of 2009C Bonds       \$ 645,000.00         Less: Net Original Issue Discount       (17,898.75)         Total Sources       \$ 627,101.25         Uses of Funds:         2009C Redevelopment Fund – Statutory Tax Sharing       \$ 536,601.25         Underwriting       9,352.50	2009A Costs of Issuance <sup>(1)</sup>	,
Total Uses   \$3,186,035.70		
Sources of Funds:         Par Amount of 2009B Bonds       \$2,660,000.00         Less: Net Original Issue Discount       (40,233.35)         Total Sources       \$2,619,766.65         Uses of Funds:         2009B Housing Account       \$2,256,766.65         Underwriting       38,570.00         2009B Costs of Issuance <sup>(1)</sup> 58,430.00         2009B Debt Service Reserve Account       266,000.00         Total Uses       \$2,619,766.65         Sources of Funds:         Par Amount of 2009C Bonds       \$645,000.00         Less: Net Original Issue Discount       (17,898.75)         Total Sources       \$627,101.25         Uses of Funds:         2009C Redevelopment Fund – Statutory Tax Sharing       \$536,601.25         Underwriting       9,352.50	Total Uses	
Sources of Funds:         Par Amount of 2009B Bonds       \$2,660,000.00         Less: Net Original Issue Discount       (40,233.35)         Total Sources       \$2,619,766.65         Uses of Funds:         2009B Housing Account       \$2,256,766.65         Underwriting       38,570.00         2009B Costs of Issuance <sup>(1)</sup> 58,430.00         2009B Debt Service Reserve Account       266,000.00         Total Uses       \$2,619,766.65         Sources of Funds:         Par Amount of 2009C Bonds       \$645,000.00         Less: Net Original Issue Discount       (17,898.75)         Total Sources       \$627,101.25         Uses of Funds:         2009C Redevelopment Fund – Statutory Tax Sharing       \$536,601.25         Underwriting       9,352.50		
Par Amount of 2009B Bonds       \$2,660,000.00         Less: Net Original Issue Discount       (40,233.35)         Total Sources       \$2,619,766.65         Uses of Funds:         2009B Housing Account       \$2,256,766.65         Underwriting       38,570.00         2009B Costs of Issuance <sup>(1)</sup> 58,430.00         2009B Debt Service Reserve Account       266,000.00         Total Uses       \$2,619,766.65         Sources of Funds:         Par Amount of 2009C Bonds       \$ 645,000.00         Less: Net Original Issue Discount       (17,898.75)         Total Sources       \$ 627,101.25         Uses of Funds:         2009C Redevelopment Fund – Statutory Tax Sharing       \$ 536,601.25         Underwriting       9,352.50		
Less: Net Original Issue Discount       (40,233.35)         Total Sources       \$ 2,619,766.65         Uses of Funds:       \$ 2,256,766.65         Underwriting       38,570.00         2009B Costs of Issuance <sup>(1)</sup> 58,430.00         2009B Debt Service Reserve Account       266,000.00         Total Uses       \$ 2,619,766.65         2009C Bonds         Sources of Funds:         Par Amount of 2009C Bonds       \$ 645,000.00         Less: Net Original Issue Discount       (17,898.75)         Total Sources       \$ 627,101.25         Uses of Funds:         2009C Redevelopment Fund – Statutory Tax Sharing       \$ 536,601.25         Underwriting       9,352.50		Ф2 ((0 000 00
Total Sources   \$2,619,766.65		
Uses of Funds:         2009B Housing Account       \$2,256,766.65         Underwriting       38,570.00         2009B Costs of Issuance <sup>(1)</sup> 58,430.00         2009B Debt Service Reserve Account       266,000.00         Total Uses       \$2,619,766.65         Sources of Funds:         Par Amount of 2009C Bonds       \$645,000.00         Less: Net Original Issue Discount       (17,898.75)         Total Sources       \$627,101.25         Uses of Funds:         2009C Redevelopment Fund – Statutory Tax Sharing       \$536,601.25         Underwriting       9,352.50	<u> </u>	
\$2,256,766.65     Underwriting   38,570.00     2009B Costs of Issuance   58,430.00     2009B Debt Service Reserve Account   266,000.00     Total Uses   \$2,619,766.65     Sources of Funds:       Par Amount of 2009C Bonds   \$645,000.00     Less: Net Original Issue Discount   (17,898.75)     Total Sources   \$627,101.25     Uses of Funds:       2009C Redevelopment Fund – Statutory Tax Sharing   \$336,601.25     Underwriting   \$9,352.50     Underwriting   \$9,352.50     Contact	Total Sources	\$ 2,619,766.65
Underwriting 38,570.00 2009B Costs of Issuance <sup>(1)</sup> 58,430.00 2009B Debt Service Reserve Account 266,000.00 Total Uses \$2,619,766.65   2009C Bonds  Sources of Funds: Par Amount of 2009C Bonds \$645,000.00 Less: Net Original Issue Discount (17,898.75) Total Sources \$627,101.25  Uses of Funds: 2009C Redevelopment Fund – Statutory Tax Sharing \$536,601.25 Underwriting \$9,352.50	Uses of Funds:	
2009B Costs of Issuance <sup>(1)</sup>   58,430.00	2009B Housing Account	\$2,256,766.65
2009B Debt Service Reserve Account Total Uses   \$2,619,766.65	Underwriting	
Total Uses         \$ 2,619,766.65           2009C Bonds           Sources of Funds:           Par Amount of 2009C Bonds         \$ 645,000.00           Less: Net Original Issue Discount         (17,898.75)           Total Sources         \$ 627,101.25           Uses of Funds:         2009C Redevelopment Fund – Statutory Tax Sharing         \$ 536,601.25           Underwriting         9,352.50		
2009C Bonds         Sources of Funds:         Par Amount of 2009C Bonds       \$ 645,000.00         Less: Net Original Issue Discount       (17,898.75)         Total Sources       \$ 627,101.25         Uses of Funds:         2009C Redevelopment Fund – Statutory Tax Sharing       \$ 536,601.25         Underwriting       9,352.50		
Sources of Funds:         Par Amount of 2009C Bonds       \$ 645,000.00         Less: Net Original Issue Discount       (17,898.75)         Total Sources       \$ 627,101.25         Uses of Funds:         2009C Redevelopment Fund – Statutory Tax Sharing       \$ 536,601.25         Underwriting       9,352.50	Total Uses	\$ 2,619,766.65
Sources of Funds:         Par Amount of 2009C Bonds       \$ 645,000.00         Less: Net Original Issue Discount       (17,898.75)         Total Sources       \$ 627,101.25         Uses of Funds:         2009C Redevelopment Fund – Statutory Tax Sharing       \$ 536,601.25         Underwriting       9,352.50		
Par Amount of 2009C Bonds       \$ 645,000.00         Less: Net Original Issue Discount       (17,898.75)         Total Sources       \$ 627,101.25         Uses of Funds:         2009C Redevelopment Fund – Statutory Tax Sharing       \$ 536,601.25         Underwriting       9,352.50		
Less: Net Original Issue Discount Total Sources  Uses of Funds: 2009C Redevelopment Fund – Statutory Tax Sharing Underwriting  17,898.75  \$ 627,101.25		¢ 645 000 00
Total Sources \$ 627,101.25  Uses of Funds: 2009C Redevelopment Fund – Statutory Tax Sharing Underwriting \$ 536,601.25  Underwriting 9,352.50		· · · · · · · · · · · · · · · · · · ·
Uses of Funds: 2009C Redevelopment Fund – Statutory Tax Sharing Underwriting \$ 536,601.25	•	
2009C Redevelopment Fund – Statutory Tax Sharing Underwriting  \$ 536,601.25 9,352.50	Total Sources	\$ 627,101.23
Underwriting 9,352.50	Uses of Funds:	
		. ,
2009C Costs of Issuance <sup>(1)</sup> 16,647.50	Underwriting	
2009C Debt Service Reserve Account 64,500.00		
Total Uses \$ 627,101.25	Total Uses	\$ 627,101.25

<sup>(1)</sup> Costs of Issuance include Bond Counsel, Agency Counsel, Disclosure Counsel, Financial Advisor, Fiscal Consultant, and Trustee fees and expenses, rating agency fees, printing expenses and other costs related to the issuance of the applicable series of Bonds.