Petaluma City (Elementary) School District and Petaluma Joint Union High School District

Continuing Disclosure Annual Report Fiscal Year Ended June 30, 2018

Prepared by:

som Advisors a Division of URBAN FUTURES Incorporated

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I. Introduction

The Petaluma City (Elementary) School District and the Petaluma Joint Union High School District officially operate as Petaluma City Schools (referred to herein as the "District") hereby provide their continuing disclosure annual report pursuant to the Continuing Disclosure Agreements in connection with the following financings for the fiscal year ended June 30, 2018 ("Annual Report"):

Exhibit 1 Financings Petaluma City (Elementary) School District

Base CUSIP	Financing
715872	2011 General Obligation Refunding Bonds
715872	2013 General Obligation Refunding Bonds
715872	General Obligation Bonds, Election of 2014, Series A
715872	2015 General Obligation Refunding Bonds
715872	General Obligation Bonds, Election of 2014, Series B (Bank Qualified)

Exhibit 2	
Financings	
Petaluma Joint Union High School District	

Base CUSIP	Financing
715875	General Obligation Refunding Bonds, Series 1995
	(Capital Appreciation Bonds)
715875	2010 General Obligation Refunding Bonds
715875	General Obligation Bonds, Election of 1992, Series G
715875	2012 General Obligation Refunding Bonds
715875	General Obligation Bonds, Election of 2014, Series A
715875	General Obligation Bonds, Election of 2014, Series B

II. Audited Financial Statements

The District's audited financial statements for the fiscal year ended June 30, 2018 have been submitted separately to EMMA (Electronic Municipal Market Access).

III. Adopted Budget (Preceding & Current FY)

The District's adopted budget for the preceding fiscal year (2017-18) and the current fiscal year (2018-19) have been submitted separately to EMMA (Electronic Municipal Market Access).

IV. Interim Report

The District's first interim report for fiscal year 2018-19 has been submitted separately to EMMA (Electronic Municipal Market Access).

V. Average Daily Attendance

See the District's audited financial statements for fiscal year ended June 30, 2018, which have been submitted separately to EMMA, for information regarding the District's average daily attendance ("ADA") for the preceding fiscal year.

VI. Short-Term Borrowing

See the District's audited financial statements for fiscal year ended June 30, 2018, which have been submitted separately to EMMA, for information regarding short-term debt outstanding for the preceding fiscal year.

VII. Lease Obligations

See the District's audited financial statements for fiscal year ended June 30, 2018, which have been submitted separately to EMMA, for information regarding lease obligations outstanding for the preceding fiscal year.

VIII. Long-Term Obligations

See the District's audited financial statements for fiscal year ended June 30, 2018, which have been submitted separately to EMMA, for information regarding long-term debt outstanding for the preceding fiscal year.

IX. Secured Tax Charges and Delinquencies

The District is not able to include secured tax charges and delinquencies information in its Annual Report because Sonoma County does not report secured tax charges and delinquencies information. However, Sonoma County currently operates under the Teeter Plan, so the District is assured of receiving 100% of its secured tax levy while the Teeter Plan is in effect.

X. Assessed Valuation (Prior & Current FY)

See Appendix A for assessed valuation in the Elementary School District and the High School District for the prior and current fiscal year.

Source: Sonoma County Auditor-Controller's Office

XI. Largest Taxpayers (Prior & Current FY)

See Appendix A for the largest local secured taxpayers in the Elementary School District and the High School District for the prior and current fiscal year.

Source: Urban Futures, Inc. and California Municipal Statistics, Inc.

Appendix A

Assessed Valuation (ESD & HSD) Largest Taxpayers (ESD & HSD)

County of SONOMA AUDITOR CERTIFIED VALUES BY TAX BASE Model Num: FINAL, Tax Year: 2017

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AIRCRAFT VALUES EXCLUDED

TAX CODE: VALUE BASE:	31300 7	PETALUMA CIT	TY ELEM		TAX CODE: VALUE BASE:	31400 7	PINER-OLIVET Net of All	T UN ELEM	
TYPE:	SPE				TYPE:	SPE			
TIPE.	SPE	SECURED	UNSECURED	TOTAL	TIPE.	SFE	SECURED	UNSECURED	TOTAL
PARCEL COUNT	-	11,137	2,453	13,590	PARCEL COUNT		5,544	792	6,336
LOCAL		5,407,976,997	209,684,146	5,617,661,143	LOCAL		2,218,563,995	47,310,609	2,265,874,604
UTILITY		0,407,070,007	200,004,140	0	UTILITY		2,210,000,000	47,010,000	2,200,074,004
TOTAL		5,407,976,997	209,684,146	5,617,661,143	TOTAL		2,218,563,995	47,310,609	2,265,874,604
PLUS HOX		39,648,000	209,004,140	39,648,000	PLUS HOX		20,485,727	47,510,009	20,485,727
TOTAL		5,447,624,997	209,684,146	5,657,309,143	TOTAL		2,239,049,722	47,310,609	2,286,360,331
TAX CODE:	31500	RINCON VLY U	IN ELEM		TAX CODE:	31600	ROSELAND EI	LEM	
VALUE BASE:	7	Net of All			VALUE BASE:	7	Net of All		
TYPE:	SPE				TYPE:	SPE			
		SECURED	UNSECURED	TOTAL		J	SECURED	UNSECURED	TOTAL
PARCEL COUNT	-	14,935	1,530	16,465	PARCEL COUNT		2,426	357	2,783
LOCAL		6,456,093,939	56,657,852	6,512,751,791	LOCAL		836,007,005	12,708,024	848,715,029
UTILITY		-,,,	,,	0	UTILITY		587,324	-,,	587,324
TOTAL		6,456,093,939	56,657,852	6,512,751,791	TOTAL		836,594,329	12,708,024	849,302,353
PLUS HOX		58,649,363	00,00.,002	58,649,363	PLUS HOX		6,807,093	,. 00,0	6,807,093
TOTAL		6,514,743,302	56,657,852	6,571,401,154	TOTAL		843,401,422	12,708,024	856,109,446
TAX CODE:	31700	SANTA ROSA (CITY EL		TAX CODE:	31800	WINDSOR UNI	IFIED	
VALUE BASE:	7	Net of All			VALUE BASE:	7	Net of All		
TYPE:	SPE				TYPE:	SPE			
	0	SECURED	UNSECURED	TOTAL		0	SECURED	UNSECURED	TOTAL
PARCEL COUNT	-	21,139	5,096	26,235	PARCEL COUNT		9,644	1,425	11,069
LOCAL		9,313,171,513	345,516,088	9,658,687,601	LOCAL		4,697,619,831	85,991,165	4,783,610,996
UTILITY		2,690,299		2,690,299	UTILITY		.,,,	,,	0
TOTAL		9,315,861,812	345,516,088	9,661,377,900	TOTAL		4,697,619,831	85,991,165	4,783,610,996
PLUS HOX		63,499,286		63,499,286	PLUS HOX		36,374,897	,,	36,374,897
TOTAL		9,379,361,098	345,516,088	9,724,877,186	TOTAL		4,733,994,728	85,991,165	4,819,985,893
TAX CODE:	31900	SEBASTOPOL	UN ELEM		TAX CODE:	32000	TWIN HILLS U	N ELEM	
VALUE BASE:	7	Net of All			VALUE BASE:	7	Net of All		
TYPE:	SPE	CIAL			TYPE:	SPE	CIAL		
		SECURED	UNSECURED	<u>TOTAL</u>			SECURED	UNSECURED	TOTAL
PARCEL COUNT	-	4,599	1,111	5,710	PARCEL COUNT		2,195	355	2,550
LOCAL		2,028,410,792	71,629,116	2,100,039,908	LOCAL		1,143,862,750	5,796,307	1,149,659,057
UTILITY		231,087		231,087	UTILITY				0
TOTAL		2,028,641,879	71,629,116	2,100,270,995	TOTAL		1,143,862,750	5,796,307	1,149,659,057
PLUS HOX		16,833,813		16,833,813	PLUS HOX		9,262,400		9,262,400
TOTAL		2,045,475,692	71,629,116	2,117,104,808	TOTAL		1,153,125,150	5,796,307	1,158,921,457
TAX CODE:	32200	WAUGH ELEM			TAX CODE:	32500	WEST SIDE U	N ELEM	
VALUE BASE:	7	Net of All			VALUE BASE:	7	Net of All		
TYPE:	SPE	CIAL			TYPE:	SPE	CIAL		
		SECURED	UNSECURED	TOTAL			SECURED	UNSECURED	TOTAL
PARCEL COUNT	-	2,105	288	2,393	PARCEL COUNT		726	102	828
LOCAL		1,056,638,985	75,030,966	1,131,669,951	LOCAL		612,663,874	14,577,906	627,241,780
UTILITY				0	UTILITY		•	. ,	0
TOTAL		1,056,638,985	75,030,966	1,131,669,951	TOTAL		612,663,874	14,577,906	627,241,780
PLUS HOX		8,496,600	-,,3	8,496,600	PLUS HOX		1,097,600	, ,	1,097,600
TOTAL		1,065,135,585	75,030,966	1,140,166,551	TOTAL		613,761,474	14,577,906	628,339,380
		, , , ,	-,3,000	,,,			/,	,,000	

County of SONOMA AUDITOR CERTIFIED VALUES BY TAX BASE Model Num: FINAL, Tax Year: 2018

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AIRCRAFT VALUES EXCLUDED

TAX CODE:	31200	OLD ADOBE U	N ELEM			300 PETALUMA C	TY ELEM	
VALUE BASE:	7	Net of All			VALUE BASE:	7 Net of All		
TYPE:	SPE	CIAL			TYPE:	SPECIAL		
		SECURED	UNSECURED	<u>TOTAL</u>		SECURED	UNSECURED	TOTAL
PARCEL COUNT	-	8,859	1,676	10,535	PARCEL COUNT	11,167	2,440	13,607
LOCAL		4,191,260,179	146,288,208	4,337,548,387	LOCAL	5,763,089,912	213,338,407	5,976,428,319
UTILITY				0	UTILITY			0
TOTAL		4,191,260,179	146,288,208	4,337,548,387	TOTAL	5,763,089,912	213,338,407	5,976,428,319
PLUS HOX		35,326,422	30,556	35,356,978	PLUS HOX	39,236,600		39,236,600
TOTAL		4,226,586,601	146,318,764	4,372,905,365	TOTAL	5,802,326,512	213,338,407	6,015,664,919
TAX CODE:	31400	PINER-OLIVET	UN ELEM		TAX CODE: 31	500 RINCON VLY I	JN ELEM	
VALUE BASE:	7	Net of All			VALUE BASE:	7 Net of All		
TYPE:	SPE	CIAL			TYPE:	SPECIAL		
		<u>SECURED</u>	<u>UNSECURED</u>	<u>TOTAL</u>		SECURED	UNSECURED	TOTAL
PARCEL COUNT	-	5,792	740	6,532	PARCEL COUNT	15,007	1,519	16,526
LOCAL		2,141,643,658	48,401,059	2,190,044,717	LOCAL	6,622,950,763	59,972,567	6,682,923,330
UTILITY				0	UTILITY			0
TOTAL		2,141,643,658	48,401,059	2,190,044,717	TOTAL	6,622,950,763	59,972,567	6,682,923,330
PLUS HOX		19,972,015		19,972,015	PLUS HOX	57,922,763		57,922,763
TOTAL		2,161,615,673	48,401,059	2,210,016,732	TOTAL	6,680,873,526	59,972,567	6,740,846,093
TAX CODE:	31600	ROSELAND EL	.EM		TAX CODE: 31	700 SANTA ROSA	CITY EL	
VALUE BASE:	7	Net of All			VALUE BASE:	7 Net of All		
TYPE:	SPE	CIAL			TYPE:	SPECIAL		
		SECURED	UNSECURED	TOTAL		SECURED	UNSECURED	TOTAL
PARCEL COUNT	-	2,476	338	2,814	PARCEL COUNT	21,164	5,025	26,189
LOCAL		868,980,117	13,313,329	882,293,446	LOCAL	9,246,633,683	400,130,276	9,646,763,959
UTILITY				0	UTILITY	2,927,533		2,927,533
TOTAL		868,980,117	13,313,329	882,293,446	TOTAL	9,249,561,216	400,130,276	9,649,691,492
PLUS HOX		6,607,800		6,607,800	PLUS HOX	62,148,186		62,148,186
TOTAL		875,587,917	13,313,329	888,901,246	TOTAL	9,311,709,402	400,130,276	9,711,839,678
TAX CODE:	31800	WINDSOR UNII	FIED		TAX CODE: 31	900 SEBASTOPOL	. UN ELEM	
VALUE BASE:	7	Net of All			VALUE BASE:	7 Net of All		
TYPE:	SPE	CIAL			TYPE:	SPECIAL		
		SECURED	<u>UNSECURED</u>	<u>TOTAL</u>		SECURED	UNSECURED	TOTAL
PARCEL COUNT	-	9,646	1,464	11,110	PARCEL COUNT	4,614	1,147	5,761
LOCAL		4,969,631,660	87,781,833	5,057,413,493	LOCAL	2,141,943,793	72,118,995	2,214,062,788
UTILITY				0	UTILITY	236,709		236,709
TOTAL		4,969,631,660	87,781,833	5,057,413,493	TOTAL	2,142,180,502	72,118,995	2,214,299,497
PLUS HOX		35,880,754		35,880,754	PLUS HOX	16,558,013		16,558,013
TOTAL		5,005,512,414	87,781,833	5,093,294,247	TOTAL	2,158,738,515	72,118,995	2,230,857,510
TAX CODE:	32000	TWIN HILLS UN	N ELEM		TAX CODE: 32	200 WAUGH ELEN	1	
VALUE BASE:	7	Net of All			VALUE BASE:	Net of All		
TYPE:	SPE	CIAL			TYPE:	SPECIAL		
	_	SECURED	UNSECURED	TOTAL		SECURED	UNSECURED	TOTAL
PARCEL COUNT	-	2,196	374	2,570	PARCEL COUNT	2,105	297	2,402
LOCAL		1,199,142,601	6,280,161	1,205,422,762	LOCAL	1,114,034,438	85,824,180	1,199,858,618
UTILITY		, ,	,, -	0	UTILITY	, ,,	, , , , , , , , , , , , , , , , , , , ,	0
TOTAL		1,199,142,601	6,280,161	1,205,422,762	TOTAL	1,114,034,438	85,824,180	1,199,858,618
PLUS HOX		9,139,200	0,200,101	9,139,200	PLUS HOX	8,446,200	30,02 7,100	8,446,200
		5,100,200		٥,١٥٥,٢٥٥	. LOC HOX	0,770,200		0,-70,200
TOTAL		1,208,281,801	6,280,161	1,214,561,962	TOTAL	1,122,480,638	85,824,180	1,208,304,818

February 25, 2019

PETALUMA JOINT UNION HIGH SCHOOL DISTRICT

2017-18 Assessed Valuation

Local Secured	<u>Utility</u>	<u>Unsecured</u>	<u>Total</u>					
Sonoma County Portion								
\$12,116,166,426	\$146,431	\$485,103,012	\$12,601,415,869					
Marin County Portion								
\$102,377,829	\$0	\$5,677,054	\$108,054,883					
	<u>Total</u>	<u>District</u>						
\$12,218,544,255	\$146,431	\$490,780,066	\$12,709,470,752					

2018-19 Assessed Valuation

Local Secured	<u>Utility</u>	Unsecured	<u>Total</u>			
	Sonoma Co	ounty Portion				
\$12,843,118,429	\$167,360	\$520,565,741	\$13,363,851,530			
	Marin Con	unty Portion				
\$106,736,562	\$0	\$5,268,372	\$112,004,934			
Total District						
\$12,949,854,991	\$167,360	\$525,834,113	\$13,475,856,464			

PETALUMA CITY ELEMENTARY SCHOOL DISTRICT

Largest 2017-18 Local Secured Taxpayers

			2017-18	% of
	Property Owner	Primary Land Use	Assessed Valuation	Total (1)
1.	Mgp Viii Properties LLC	Shopping Center	\$44,466,528	0.82%
2.	Regency Petaluma LLC	Shopping Center	40,409,306	0.74%
3.	Tsa Skh Investors LLC	Shopping Center	34,286,142	0.63%
4.	Pacific Castle Redwood LLC	Shopping Center	33,710,490	0.62%
5.	Target Corporation	Shopping Center	31,484,968	0.58%
6.	Palo Alto Bayshore Investors LLC	Apartments	29,923,085	0.55%
7.	Novak Property LLC	Shopping Center	28,647,684	0.53%
8.	Nsa Investments LLC	Office Building	27,403,562	0.50%
9.	Syers Properties I LP	Shopping Center	26,057,209	0.48%
10.	Washington Square Associates LLC	Shopping Center	25,756,031	0.47%
11.	Chelsea Gca Realty Partnership	Shopping Center	25,021,754	0.46%
12.	Addison Ranch Apartments LLC	Apartments	24,973,285	0.46%
13.	The Haven At Petaluma LLC	Apartments	24,583,255	0.45%
14.	Sscop Properties LLC	Industrial	23,870,369	0.44%
15.	Downtown River Associates LP	Apartments	21,962,706	0.40%
16.	Redwood Business Center 1 LLC	Office Building	20,614,028	0.38%
17.	Old Elm Partners LP	Apartments	18,793,500	0.34%
18.	Quarry Heights LLC	Residential Development	17,902,473	0.33%
19.	Petaluma Theatre Square LLC	Commercial	16,140,545	0.30%
20.	Sandy Bay LLC	Industrial	15,956,956	0.29%
			\$531,963,876	9.77%

^{(1) 2017-18} Local Secured Assessed Valuation: \$5,447,624,997

Source: Urban Futures, Inc. with information from the Sonoma 2017-18 Secured Property Tax Roll.

PETALUMA CITY ELEMENTARY SCHOOL DISTRICT

Largest 2018-19 Local Secured Taxpayers

			2018-19	% of
	Property Owner	Primary Land Use	Assessed Valuation	Total (1)
1.	Enclave Apartments Property Owner LLC	Multi-Family Residential	\$147,356,797	2.54%
2.	MGP VIII Properties LLC	Commercial	49,979,392	0.86%
3.	Vestar Petaluma Ewp LLC	Commercial	41,199,197	0.71%
4.	Syers Properties I LP	Commercial	37,230,180	0.64%
5.	TSA SKH Investors LLC	Commercial	35,072,162	0.60%
6.	Pacific Castle Redwood LLC	Commercial	34,680,000	0.60%
7.	Target Corporation	Commercial	32,639,893	0.56%
8.	Redwood Technology Center LLC	Commercial	32,023,108	0.55%
9.	Palo Alto Bayshore Investors LLC	Multi-Family Residential	31,034,597	0.53%
10.	Novak Property LLC	Commercial	29,220,634	0.50%
11.	Addison Ranch Apartments LLC	Multi-Family Residential	29,150,019	0.50%
12.	Washington Square Associates LLC	Commercial	26,271,455	0.45%
13.	Chelsea GCA Realty Partnership	Commercial	25,580,486	0.44%
14.	The Haven At Petaluma LLC	Multi-Family Residential	25,142,900	0.43%
15.	SSCOP De LLC	Industrial	24,347,775	0.42%
16.	NSA Investments LLC	Commercial	20,082,378	0.35%
17.	Quarry Heights LLC	Residential Development	16,677,452	0.29%
18.	Petaluma Theatre Square LLC	Commercial	16,463,354	0.28%
19.	Sandy Bay LLC	Industrial	16,276,094	0.28%
20.	Golden Eagle Delaware LLC	Commercial	14,747,997	0.25%
			\$685,175,870	11.81%

^{(1) 2018-19} Local Secured Assessed Valuation: \$5,802,326,512.

Source: Urban Futures, Inc. with information from MetroScan based on the Sonoma 2018-19 Secured Property Tax Roll.

March 19, 2019

PETALUMA JOINT UNION HIGH SCHOOL DISTRICT

<u>Largest 2017-18 Local Secured Taxpayers</u>

			2017-18	% of
	Property Owner	Primary Land Use	Assessed Valuation	<u>Total (1)</u>
1.	Enclave Apartments Property Owner LL	C Apartments	\$144,481,671	1.18%
2.	Speedway Sonoma LLC	Race Track	82,246,141	0.67
3.	SSCOP Properties LLC	Industrial	61,142,261	0.50
4.	Sequoia Equities Park Central	Apartments	58,521,954	0.48
5.	Sequoia Equities – Azure LP	Residential Development	55,759,450	0.46
6.	MGP VIII Properties LLC	Shopping Center	44,466,528	0.36
7.	Regency Petaluma LLC	Shopping Center	42,964,806	0.35
8.	TSA SKH Investors LLC	Commercial	34,415,672	0.28
9.	MNCVAD-Ind Petaluma CA LLC	Industrial	33,905,080	0.28
10.	Chelsea GCA Realty Partnership	Shopping Center	33,835,896	0.28
11.	Pacific Castle Redwood LLC	Shopping Center	33,710,490	0.28
12.	Target Corporation	Shopping Center	32,099,008	0.26
13.	Redwood Business Center 1&2 LLC	Office Building	31,717,896	0.26
14.	Palo Alto Bayshore Investors LLC	Apartments	29,996,235	0.25
15.	Novak Property LLC	Shopping Center	28,647,684	0.23
16.	Labcon North America	Office Building	27,623,787	0.23
17.	NSA Investments LLC	Office Building	27,403,562	0.22
18.	Sonoma Hotel Partners LP	Hotel	26,597,967	0.22
19.	Syers Properties I LP	Shopping Center	26,057,209	0.21
20.	Universal Portfolio Ltd.	Industrial	25,935,561	0.21
			\$881,528,858	7.21%

^{(1) 2017-18} Local Secured Assessed Valuation: \$12,218,544,255

PETALUMA JOINT UNION HIGH SCHOOL DISTRICT

Largest 2018-19 Local Secured Taxpayers

			2018-19	% of
	Property Owner	Primary Land Use	Assessed Valuation	Total (1)
1.	Enclave Apartments Property Owner LLC	Multi-Family Residential	\$147,356,797	1.14%
2.	Speedway Sonoma LLC	Race Track	84,435,132	0.65%
3.	SSCOP De LLC	Industrial	62,365,098	0.48%
4.	Sequoia Equities Park Central	Multi-Family Residential	59,689,422	0.46%
5.	Sequoia Equities - Azure LP	Multi-Family Residential	56,793,190	0.44%
6.	MGP VIII Properties LLC	Commercial	49,979,392	0.39%
7.	Vestar Petaluma Ewp LLC	Commercial	43,805,796	0.34%
8.	Sonoma Hotel Partners LP	Commercial	43,713,034	0.34%
9.	Syers Properties I LP	Commercial	37,230,180	0.29%
10.	TSA SKH Investors LLC	Commercial	35,072,162	0.27%
11.	Pacific Castle Redwood LLC	Commercial	34,680,000	0.27%
12.	Chelsea GCA Realty Partnership	Commercial	34,462,248	0.27%
13.	Target Corporation	Commercial	32,639,893	0.25%
14.	Redwood Technology Center LLC	Commercial	32,023,108	0.25%
15.	Palo Alto Bayshore Investors LLC	Multi-Family Residential	31,034,597	0.24%
16.	Novak Property LLC	Commercial	29,220,634	0.23%
17.	Addison Ranch Apartments LLC	Multi-Family Residential	29,150,019	0.23%
18.	Labcon North America	Commercial	28,368,776	0.22%
19.	Universal Portfolio Ltd	Industrial	26,294,287	0.20%
20.	Washington Square Associates LLC	Commercial	26,271,455	0.20%
			\$924,585,220	7.14%

^{(1) 2018-19} Local Secured Assessed Valuation: \$12,949,854,991.

Source: Urban Futures, Inc. with information from MetroScan based on the Marin and Sonoma County 2018-19 Secured Property Tax Roll.