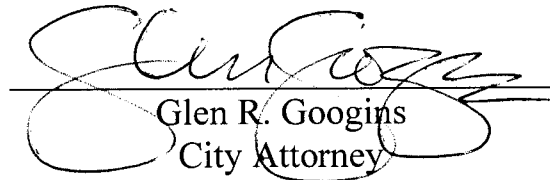


THE ATTACHED AGREEMENT HAS BEEN REVIEWED
AND APPROVED AS TO FORM BY THE CITY
ATTORNEY'S OFFICE AND WILL BE
FORMALLY SIGNED UPON APPROVAL BY
THE CITY COUNCIL


Glen R. Googins
City Attorney

Dated: 6/11/15

FIRST SUPPLEMENTAL INDENTURE
BETWEEN
COMMUNITY FACILITIES DISTRICT NO. 97-3
(OTAY RANCH MCMILLIN SPA ONE)
AND
U.S. BANK NATIONAL ASSOCIATION

FIRST SUPPLEMENTAL INDENTURE

by and between

**COMMUNITY FACILITIES DISTRICT NO. 97-3
(OTAY RANCH MCMILLIN SPA ONE)**

and

**U.S. BANK NATIONAL ASSOCIATION,
As Fiscal Agent**

Dated as of July 1, 2015

Relating to

\$12,010,000
CITY OF CHULA VISTA
COMMUNITY FACILITIES DISTRICT NO. 97-3
(OTAY RANCH MCMILLIN SPA ONE)
2005 SPECIAL TAX REFUNDING BONDS

FIRST SUPPLEMENTAL INDENTURE

This First Supplemental Indenture, dated as of July 1, 2015 (the “First Supplemental Indenture”), is entered into by and between Community Facilities District No. 97-3 (the “District”) of the City of Chula Vista, a community facilities district organized and existing under the laws of the State of California, and U.S. Bank National Association, as fiscal agent (the “Fiscal Agent”), pursuant to and in order to amend and supplement that Bond Indenture, dated as of July 1, 2005 (the “Bond Indenture”) and entered into by and between the District and U.S. Bank National Association.

WITNESSETH:

WHEREAS, the District and U.S. Bank National Association, executed and delivered the Indenture relating to the District’s 2005 Special Tax Refunding Bonds, which were issued in the aggregate principal amount of \$12,010,000 on August 2, 2005 (the “Series 2005 Local Obligation Bonds”); and

WHEREAS, the Chula Vista Public Financing Authority issued its \$93,930,000 Chula Vista Public Financing Authority Revenue Refunding Bonds, Series 2005A (the “Series 2005A Authority Bonds”) pursuant to an Indenture of Trust dated as of July 1, 2005 (the “Authority Indenture”), by and between the Authority and U.S. Bank National Association, as trustee (the “Trustee”) for the purpose of acquiring certain refunding bonds, including the Series 2005 Local Obligation Bonds; and

WHEREAS, as a result of favorable conditions in the municipal bond market, the Chula Vista Municipal Financing Authority (the “Authority”) has determined that it will achieve savings by the issuance of its Chula Vista Municipal Financing Authority Refunding Revenue Refunding Bonds, Series 2015B (the “Series 2015B Bonds”) for the purpose, in part, of defeasing and redeeming the Series 2005A Authority Bonds; and

WHEREAS, the District desires to amend the Bond Indenture to provide that the defeasance of the Series 2005A Authority Bonds will cause the discharge of the Bond Indenture and all other obligations of the Fiscal Agent and the District under the Bond Indenture will be terminated upon the defeasance of the Series 2005A Authority Bonds; and

WHEREAS, pursuant to Section 5.01(c) of the Bond Indenture, the City of Chula Vista, acting as the legislative body of the District (the “Legislative Body”) may, by adoption of a resolution from time to time, and at any time but without notice to or consent of any of the Bondholders, approve a Supplemental Indenture to modify, alter, amend or supplement the Bond Indenture in any other respect which is not materially adverse to the interests of the Bondowners; and

WHEREAS, the provisions of the Bond Indenture regarding the discharge of the Bond Indenture do not provide for the termination of the Bond Indenture and discharge of the obligations of the District under the Bond Indenture upon the defeasance of the Series 2005A Authority Bonds pursuant to the terms of the Authority Indenture; and

WHEREAS, this First Supplemental Indenture shall not materially adversely affect the interests of the Bondowners of the Series 2005 Local Obligation Bonds inasmuch as such Bondowners will not have any interests in the Series 2005 Local Obligation Bonds and the Bond Indenture from and after the defeasance and redemption of the Series 2005A Authority Bonds; and

WHEREAS, the Legislative Body has, by the adoption of Resolution No. __-2015 on June __, 2015 (the "Resolution"), approved this First Supplemental Indenture.

NOW, THEREFORE, the District and the Fiscal Agent hereby agree as follows:

Section 1. Definitions. Unless the context otherwise requires, the terms defined in Section 1.01 of the Bond Indenture shall, for the purpose of this First Supplemental Indenture, have the meanings specified in such Section 1.01.

Section 2. Amendment of Section 6.05 of the Bond Indenture. The following shall be added to the end of Section 6.05 of the Bond Indenture:

“Notwithstanding the foregoing, this Indenture shall be discharged and the pledge of the Special Tax Revenues and all covenants, agreements and other obligations of the District provided for in the Indenture will terminate upon the defeasance of the Authority Bonds pursuant to the terms of the Authority Indenture.”

Section 3. Effective Date of First Supplemental Indenture. This First Supplemental Indenture shall become effective as of the date of execution thereof by the parties hereto.

Section 4. Counterparts. This First Supplemental Indenture may be executed in counterparts each of which shall be deemed an original.

IN WITNESS WHEREOF, the District and the Fiscal Agent have executed this First Supplemental Indenture effective the date first above written.

CITY OF CHULA VISTA
COMMUNITY FACILITIES DISTRICT NO. 97-3
(OTAY RANCH MCMILLIN SPA ONE)

By: _____
Director of Finance

ZIONS FIRST NATIONAL BANK,
as Fiscal Agent

By: _____
Authorized Officer