

GENERAL

RESOLUTION CFGD #1/RES 98-45

RESOLUTION APPROVING THE FEASIBILITY AND BENEFITS STUDY RELATING TO THE ACQUISITION, CONSTRUCTION AND FINANCING OF CERTAIN IMPROVEMENTS BENEFITTING COMMUNITY FACILITIES GENERAL DISTRICT NO. 1 (CITY OF GOODYEAR, ARIZONA); DECLARING THE INTENT OF THE DISTRICT TO ISSUE GENERAL OBLIGATION BONDS, SERIES 1998, TO FINANCE SAID IMPROVEMENTS; AND DECLARING AN EMERGENCY.

WHEREAS, pursuant to Section 48-715, Arizona Revised Statutes ("A.R.S."), as amended, the governing body of the Community Facilities General District No. 1 (City of Goodyear, Arizona) (the "District") has caused a study of the feasibility and benefits of the Project (as defined hereinafter) to be prepared, relating to certain public infrastructure provided for in the General Plan of the District and to be financed with the proceeds of the sale of general obligation bonds of the District, which study includes, among other things, a description of certain public infrastructure to be acquired and all other information useful to understand the Project, an estimate of the cost to acquire, operate and maintain the Project, an estimated schedule for completion of the Project, a map or description of the area to be benefited by the Projects and a plan for financing the Project, a copy of which is on file with Clerk of the District; and

WHEREAS, pursuant to Section 48-715, A.R.S., as amended, a public hearing on the Study was held on even date herewith, after provision for publication of notice thereof as provided by law;

NOW, THEREFORE, BE IT RESOLVED BY THE DISTRICT BOARD OF THE COMMUNITY FACILITIES GENERAL DISTRICT NO. 1 (CITY OF GOODYEAR, ARIZONA) AS FOLLOWS:

Section 1. DEFINITIONS.

"Act" shall mean Title 48, Chapter 4, Article 6, A.R.S., as amended.

"Board" shall mean the board of directors of the District.

"Clerk" shall mean the Clerk of the District.

"District" shall mean the Community Facilities General District No. 1 (City of Goodyear, Arizona).

"Project" shall mean the financing of the acquisition or construction of all or a portion of the cost of the public infrastructure (as such term is defined in the Act), improvements described in the Study and all appurtenances thereto and payment of certain incidental costs related to the acquisition or construction of the public infrastructure and the financing of the Project.

"Study" shall mean the Feasibility and Benefits Study dated July 16, 1998 and on file with the Clerk, prior to the date and time hereof, discussing the matters required by Section 48-715, A.R.S., as amended, as such matters relate to the Project.

Section 2. RATIFICATION OF NOTICE OF HEARING. Published notice of the public hearing on the Study has been provided by the Clerk not less than ten (10) days in advance of the date of the public hearing on the Study. The form of notice of the public hearing attached hereto as Exhibit A is hereby ratified and approved in all respects.


Section 3. APPROVAL OF FEASIBILITY STUDY. Based on the review by this Board and the presentation of the Study at the public hearing on July 27, 1998, the Study is hereby adopted and approved in the form submitted to the Board. The Study has been filed with the Clerk prior to adoption of this Resolution. Reference is hereby made to the Study so filed.

Section 4. RESOLUTION OF INTENT. This Board hereby identifies the public infrastructure of the Project, the areas benefited, the expected method of financing and the system of providing revenues to operate and maintain the Project, all as identified and provided for in the Study, for any and all purposes of the Act. This Board hereby declares its intent to proceed with the financing of the acquisition of the Project in substantially the manner presented in the Study. This Board declares its intent to issue District General Obligation Bonds, Series 1998, to finance the costs of the acquisition of the Project. District officers, employees, staff and agents are hereby authorized and directed to proceed with preparing all necessary documents and establishing financing terms and provisions for final review and approval by this Board.

Section 5. EMERGENCY. The immediate operation of the provisions hereof is necessary for the preservation of the public peace, health and safety and an emergency is hereby declared to exist, and this resolution will be in full force and effect from and after its passage by the District Board and it is hereby exempt from the referendum provisions of the Constitution.

PASSED, ADOPTED AND APPROVED by the Board of the Community Facilities General District No. 1 (City of Goodyear, Arizona), on July 27, 1998.

ATTEST:



Clerk



Chairman

APPROVED AS TO FORM:



District Counsel

EXHIBIT A

NOTICE OF PUBLIC HEARING

TO THE GENERAL PUBLIC AND THE MEMBERS OF THE BOARD OF DIRECTORS OF COMMUNITY FACILITIES UTILITIES DISTRICT NO. 1 (CITY OF GOODYEAR, ARIZONA):

NOTICE IS HEREBY GIVEN that the Board of Directors of the Community Facilities Utilities District No. 1 (City of Goodyear, Arizona) will meet on July 27, 1998, commencing immediately upon the conclusion of the meeting of the Mayor and Council of the City of Goodyear, which meeting will conclude not earlier than 7:15 p.m., at the City Council chambers, 119 North Litchfield Road, Goodyear, Arizona 85338, to conduct a public hearing on, and to consider and review a feasibility report relative to a proposed project to be financed by the issuance of general obligation bonds of the District.

Publish once no later than July 16, 1998.

RECEIVED
JUL 16 1998
CITY OF GOODYEAR

FEASIBILITY STUDY

For The Issuance of

**Not to Exceed
\$2,150,000 Principal Amount**

OF

COMMUNITY FACILITIES GENERAL

DISTRICT NO. 1

OF THE CITY OF GOODYEAR, ARIZONA

DISTRICT GENERAL OBLIGATION BONDS

SERIES 1998

JULY 16, 1998

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SECTION ONE

**INTRODUCTION; PURPOSE OF FEASIBILITY STUDY;
AND GENERAL DESCRIPTION OF DISTRICT**

INTRODUCTION

This Feasibility Study (the "Study") has been prepared for presentation to the Board of Directors of the Community Facilities General District No. 1 of the City of Goodyear (Arizona) (the "General District") in connection with the proposed issuance by the General District of its District General Obligation Bonds, Series 1998 (the "Bonds") in an approximate aggregate principal amount of not to exceed \$2,150,000, pursuant to the Community Facilities Act of 1989, Title 48, Chapter 4, Article 6 of Arizona Revised Statutes (the "Act").

PURPOSE OF FEASIBILITY STUDY

This Study has been prepared for consideration of the feasibility and benefits of the Public Infrastructure (as defined in A.R.S. 48-701) to be financed by the Bonds and of the plan for financing such Public Infrastructure in accordance with the provisions of A.R.S. 48-715. Pursuant to A.R.S. 48-715, this Study includes (i) a description of the Public Infrastructure to be financed [Section Two]; (ii) a map showing, in general, the location of the Project and area to be benefitted [Section Three]; (iii) an estimate of the cost to acquire, operate and maintain the Public Infrastructure [Section Four]; (iv) an estimated schedule for completion of the Public Infrastructure [Section Five]; and (v) a plan for financing the Public Infrastructure [Section Six].

Additionally, this Study includes other additional information as required by Development Agreement No. 1, as amended, among the City of Goodyear (the "City"), SunCor Development Company ("SunCor"), the General District, the Community Facilities General District No. 1 of the City of Goodyear (Arizona) (the "General District") and the Litchfield Public Service Company ("LPSCO"). This additional information includes: (i) an analysis of the impact of the financing on the tax rates or other charges borne by the owners of the property [Appendix B]; an analysis of the effect on the City's general financing abilities [Appendix C]; and an analysis of the infrastructure demand and market absorption [Appendix D].

This Study has been prepared for the consideration of the Board of Directors of the General District only. It is not intended or anticipated that this Study will be relied upon by other persons, including, but not limited to, purchasers of the Bonds. This Study does not attempt to address the quality of the Bonds as investments or the likelihood of repayment of the Bonds. In preparing this Study, financial advisors, appraisers, counsel, engineers, City of Goodyear staff and other experts have been consulted as deemed appropriate.

GENERAL DESCRIPTION OF GENERAL DISTRICT

Formation of the General District was approved by the City on August 8, 1989 upon the request of the sole landowner within the General District and on February 27, 1990, an election forming the General District and authorizing the issuance of bonds was held and approved. The General District is located within the City boundaries.

The General District has been created to acquire and finance the construction or acquisition of public infrastructure within the General District which is part of the 9,000 acre master-planned project known as Palm Valley (the "Project"). There are approximately 1,800 acres located within the General District. The initial phase of Palm Valley consists of approximately 605 acres, with additional phases, including sections 34, 33, 28, 3 and 4 equaling approximately 1,800 acres. A legal description is included in Appendix A and a map of the General District is included in Section Three of this Study. The acquisition of the Public Infrastructure as defined in this Study is consistent with the General Plan of the General District.

The following table outlines the development within the project.

<u>Approximate Acreage</u>	<u>Section</u>	<u>Development Status</u>
622	34	18-hole golf course, 711 single family lots sold, 264-unit apartment complex and 84-unit condominium complex nearing construction completion and certain commercial activity
398	28 (Portion Only)	Desert Breeze, 310-home subdivision, under construction, Palm Valley Market Place and other commercial activity occurring and balance for future development
627	33	Future development
167	3	Commercial activity and Phoenix Memorial Hospital
<u>41</u>	4	Wigwam Outlet Stores and other commercial activity
<u>1,870</u>		

Palm Valley

Section 34 consists of approximately 605 acres which entails single and multi family homes, the Palm Valley Golf Course, an elementary school, parks, and commercial development. Development activity in Section 34 began in June of 1992, with the Palm Valley Golf Course opening for operations and first residential sales occurring in the fourth quarter of 1993. As of December 31, 1997, 711 single family lots have been sold. Additionally, a 264 unit apartment complex and an 84 unit townhome complex are near completion. Section 34 is anticipated to be sold-out prior to the year 2001. Commercial property is located on three corners of the section. Eight acres of commercial property has been sold.

The portion of Section 28 located within the District consists of 398 acres and includes Palm Valley. In January 1998, SunCor commenced lot development and improvements on the "Desert Breeze" subdivision, a 136 acre project that will include 310 single family home sites along with multi-family and commercial uses. Golden Heritage Homes, a subsidiary of SunCor, will be the exclusive homebuilder for this subdivision. Home sales are expected to begin in the fourth quarter of 1998. Other activity in Section 28 includes various commercial activity as well as the Palm Valley MarketPlace, a 78,000 square foot neighborhood shopping center.

Section 33 consists of 627 acres and will be very similar to Section 34 in its development mix. This development is currently projected to include an additional eighteen holes of golf to complement the existing Palm Valley Golf Course, as well as 2,300 single family and multi-family units, schools, parks, and commercial development. Development activity is expected to commence in early 1999.

Sections 3 and 4 are primarily commercial acreage with the exception of a parcel planned for a 600 unit apartment complex, a hospital and school site located in section 3.

Section 3 includes a Cracker Barrel restaurant which opened in April 1996, a Holiday Inn Express Hotel which opened in November 1997 and the Wildwood Theater, a 14-screen cineplex which is under construction. Additionally, the first phase of Phoenix Memorial Hospital's multi-phase 36-acre medical complex is complete which contains a specialty office complex with a rehabilitation and an urgent care center. The second phase, planned to start construction in 1998, will be a long-term assisted living center along with a medical center. Future phases include plans for small hospital.

Section 4 is primarily the 232,000 square foot Wigwam Outlet Stores. In addition to the retail space, there are Wendy's and Denny's restaurants along with a Mobile gas station/convenience store center. A Fazoli's Restaurant is expected to be opened later this year.

SECTION TWO

DESCRIPTION OF PUBLIC INFRASTRUCTURE

DESCRIPTION OF PUBLIC INFRASTRUCTURE

The public infrastructure, which has been publicly bid pursuant to state statute, to be all or partially financed by the General Obligation Bonds of the General District, with the balance to be financed by a subsequent bond issue or by SunCor, consists of the following. It is expected that the public infrastructure listed below will be acquired from SunCor as general contractor.

Anticipated Projects that are most likely to be funded from bonds:

1. *Litchfield Road (West Half):*

To improve the existing west half (south bound) Litchfield Road from McDowell Road to Palm Valley Blvd. The construction will complete the entire Litchfield Road on both sides from McDowell Road to Indian School Bypass Road. The construction will add the final traffic lane, median curbs and landscaping for approximately one half mile.

Road Length:	2640	L.F.
Road Width New Lane:	11'	+/-
Road Width Overlay	22'	+/-
Curb Width	2'	
Landscape Median Width	14.82'	
Landscape Median Length	6280	L.F.

2. *Thomas Road, 135th Ave., McDowell Rd., Indian School Bypass & Litchfield Rd.*

To reimburse SunCor for the unreimbursed costs of the 1996 General District Assessment Bonds for the projects listed below. The projects actual construction costs have exceeded the 1996 bond proceeds. These construction projects resulted in Thomas Rd. being fully improved from Dysart Rd. to Litchfield Rd. to Palm Valley Blvd. An intersection was constructed at Thomas and Litchfield roads that resulted in leveling off both north and south bound lanes. Indian School Bypass was improved along with Litchfield Road to make a completed north bound Litchfield Rd. from McDowell road to Indian School Bypass. Litchfield Rd. south bound lane was fully improved from Indian School Bypass to Thomas Road. McDowell Road was completely improved from Dysart Road to past Litchfield Rd.

Thomas Road		
Road Length:	5280	L.F.
Road Width:	65.16	L.F.
Curb Width	2'	
Sidewalk	5'	
Landscape Median Length	6280	L.F.

135TH Avenue		
Road Length:	850	L.F.
Road Width:	65.16	L.F.
Curb Width	2'	
Sidewalk	8' & 10"	
Landscape Median Length	65	L.F.
Landscape Median Width	12'	
Parkway Landscape	25,000	S.F.
 McDowell Road		
Road Length	5400	L.F.
Curb Width	2'	
Sidewalk	10'	
Median & Irrigation	39'	+/-
 Indian School Bypass		
Road Length (2 lanes)	2600	L.F.
Road Length (3 lanes)	2200	L.F.
Road Length (1 lane)	1400	L.F.
Curb Width	2'	
Median Width	8' - 12'	
 Litchfield Rd (Indian School Bypass to Thomas Rd)		
Road Length	2100	L.F.
Concrete Width	2'	
Sidewalk	10'	
Landscape & Irrigation Width	19.5'	
 Thomas & Litchfield Road Intersection		
Road Length (North bound)	1300	L.F.
Road Length (South bound)	1800	L.F.
Sidewalk	2'	

3. *Fire & Police Station:*

A combination Fire & Police facility will be constructed in Section 28 on land donated to the City of Goodyear by SunCor. Proceeds will be used to pay for the construction of the facility.

4. *Regional Park:*

Construction of a regional park. The amenities for the park are anticipated to include a ball field, basketball courts, etc.

Next Most Likely Projects that could be constructed depending upon development requirements:

5. *Indian School Bypass (North Half):*

Totally improve the West bound lane (north half of roadway from approximately Litchfield Road to 144th Avenue by adding another two traffic lanes, sidewalk, landscape and drainage. Distance is approximately one third to one half mile.

Road Length:	1400	L.F.
Road Width:	33	L.F. +/-
Curb Width	2'	
Sidewalk	8'	

6. *144th Avenue:*

To construct one lane of 144th Avenue from Wigwam Boulevard south to Indian School Bypass. The length of construction is approximately one half mile.

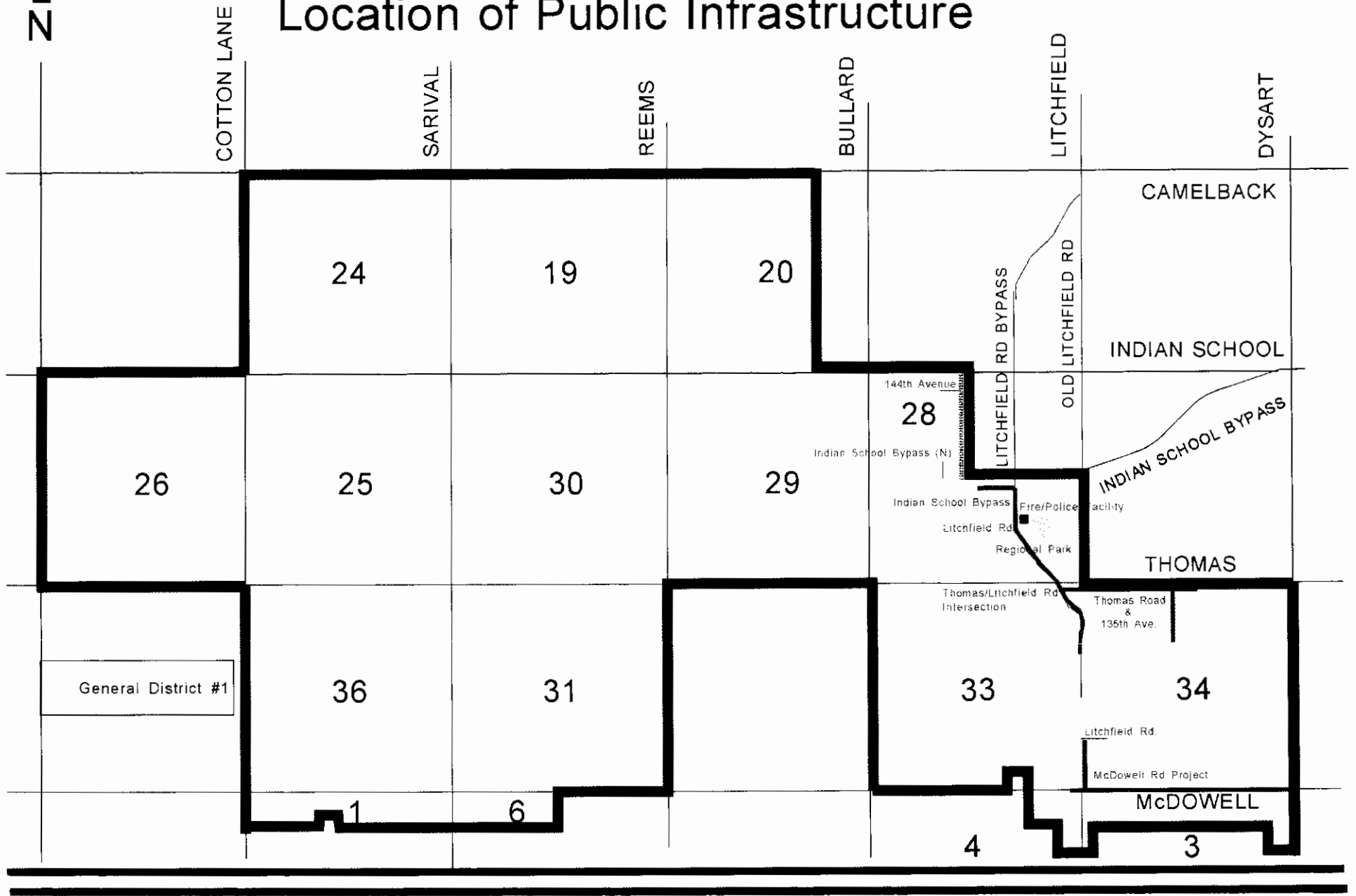
Road Length:	2800	L.F.
Road Width:	33	L.F. +/-
Curb Width	2'	
Sidewalk	8'	

SECTION THREE

**MAP SHOWING LOCATION
OF PUBLIC INFRASTRUCTURE
AND AREA TO BE BENEFITTED**



General Dist. #1 Location of Public Infrastructure



INTERSTATE I-10

SECTION FOUR

ESTIMATE OF COST OF PUBLIC INFRASTRUCTURE

ESTIMATE OF COST OF PUBLIC INFRASTRUCTURE

Listed below are estimated costs of construction of the Public Infrastructure. Proceeds of the General Obligation Bonds, after payment of the costs of issuance, will be used to partially finance the construction of the following projects:

Anticipated Projects are most likely to be funded from bonds:

1. Litchfield Road (West half from PV Blvd south to McDowell Rd):	\$ 280,000
2. Thomas Road, 135 th Avenue, McDowell, I.S. Bypass, Litchfield Rd: (unreimbursed construction costs from a previous bond issuance)	335,000
3. Fire and Police Station:	1,087,900
4. Regional Park:	<u>250,000</u>
Total of Most Likely Projects	\$1,952,900

Next Most Likely Projects that could be constructed depending upon development requirements:

5. Indian School Bypass North Half (Litchfield Road to 144 th Avenue):	\$ 500,000
6. 144 th Avenue (Wigwam Boulevard to Indian School Bypass):	<u>400,000</u>
Total of Next Most Likely Projects	<u>\$ 900,000</u>

Total of all projects: \$2,852,900

SECTION FIVE

TIMETABLE FOR

ACQUISITION OF PUBLIC INFRASTRUCTURE

**TIMETABLE FOR
ACQUISITION OF PUBLIC INFRASTRUCTURE**

The following schedule shows the anticipated dates for the completion of the Public Infrastructure:

Anticipated Projects are most likely to be funded from bonds:

- | | |
|--|-----------------|
| 1. Litchfield Road (West half from PV Blvd south to McDowell Rd): | Third Qtr 1998 |
| 2. Thomas Road, 135 th Avenue, McDowell, I.S. Bypass, Litchfield Rd:
(unreimbursed construction costs from a previous bond issuance) | Completed |
| 3. Fire and Police Station: | Fourth Qtr 1998 |
| 4. Regional Park: | Fourth Qtr 1998 |

Next Most Likely Projects that could be constructed depending upon development requirements:

- | | |
|--|-----------------|
| 5. Indian School Bypass North Half
(Litchfield Road to 144 th Avenue): | Second Qtr 1999 |
| 6. 144 th Avenue (Wigwam Boulevard to Indian School Bypass): | Fourth Qtr 1999 |

SECTION SIX

PLAN OF FINANCE

PLAN OF FINANCE

The Public Infrastructure will be acquired by the General District by way of a Plan of Finance herein described. This Plan of Finance is subject to modification to accommodate market conditions at the time of the actual sale of the Bonds and to the extent necessary to comply with Federal and State law.

(1) **Formation and Authorization.**

- (a) The City Council, in response to a petition from the owners of 100% of the property within the General District, adopted a resolution forming the General District on August 8, 1989.
- (b) A bond election was held on February 27, 1990 authorizing \$133,000,000 of General District general obligation bonds.

(2) **Existing Debt.**

The General District currently has \$200,000 principal amount of Series 1994 General Obligation Bonds (the "1994 Bonds") and \$500,000 principal amount of Series 1996B General Obligation Bonds (the "1996 Bonds") outstanding.

(3) **Proposed Bond Sale.**

The General District will issue general obligation bonds in a principal amount of not to exceed \$2,150,000. Pursuant to prior covenants of the General District, the General District will not issue general obligation bonds in excess of 20% of the full cash value of all of the taxable property in the General District as shown on the records of the County Assessor on the date of issuance of the Bonds. The principal amount of the Bonds to be issued herein complies with this covenant.

(4) **Sources and Uses of Funds.**

The Sources and Uses of Funds from proceeds of the sale of the Bonds (exclusive of accrued interest and original issue discount, if any) will be:

SOURCES:

Series 1998 Bonds	<u>\$2,150,000</u>
Total	<u>\$2,150,000</u>

USES:

Public Infrastructure	\$1,970,500
Costs of Issuance	100,000
Capitalized Interest	15,000
Underwriter's Discount	<u>64,500</u>
Total	<u>\$2,150,000</u>

(5) **Use of Proceeds.**

The proceeds of the Bonds will be applied by the General District to finance all or a portion of the publicly bid Public Infrastructure listed in Section 2 of this Study.

(6) Sale of the Bonds.

The Bonds will have a 25 year maturity, with principal due July 15, 1999 through and including July 15, 2023, amortized to produce a level debt service structure in combination with the existing 1994 Bonds and 1996 Bonds. (See Table One of this Section for an estimated debt service schedule and Table Two for a combined debt service schedule including the 1994 Bonds and the 1996 Bonds.)

The par amount of the Bonds was determined based on a tax rate of \$2.00 per \$100 secondary assessed valuation of land within the District, less the tax base attributable to SunCor related properties, as reported by the Maricopa County Assessor's Office for the Fiscal Year 1999-00.

The Bonds will be unrated and sold through a limited offering (private offering pursuant to A.R.S. 48-722). Investors will be required to sign a qualified investors letter and meet certain investor criteria. (See criteria listed in Table Three of this Section.) If insurance provides significant savings to the District, and is used, the Bonds will be publicly sold and not subject to private offering restrictions.

(7) District Tax Rate.

For each year until the Bonds are paid or otherwise provided for, the District will cause to be levied a combined ad valorem tax rate for each tax year of at least \$1.00 per \$100 of secondary assessed valuation on all taxable property within the boundaries of the District in an amount of not to exceed \$.30 per \$100 of secondary assessed valuation for operation and maintenance expenses of the District and in the amount of the balance of the \$1.00 per \$100 of secondary assessed valuation for Debt Service on the Bonds and debt service on any other general obligation bonds of the District now outstanding. This levy will be sufficient, with moneys available pursuant to the Standby Contribution Agreement (the "Standby Contribution Agreement"), with SunCor to pay the debt service on the Bonds. The Standby Contribution Agreement will be in effect for the life of the Bonds or until the tax rate produces 100% of the maximum annual debt service on all outstanding District general obligation bonds and the District agrees to release SunCor from such obligation.

(8) Homeowners Obligation.

At the \$1.00 tax rate level, assuming an average home price of \$145,000, the General District portion of a tax bill for a homeowner would equal approximately \$10.03 per month or \$120.35 annually. (See Table Four of this Section for full cash value and secondary assessed valuation of the General District.)

TABLE ONE

\$2,150,000
Community Facilities General District No. 1
(City of Goodyear, Arizona)
General Obligation Bonds, Series 1998

	Dated Date:	8/1/98	Delivery Date:	8/27/98	
DATES	PRINCIPAL AMOUNT	COUPON	INTEREST	TOTAL	FY TOTAL
1/15/99			43,766.67 ⁽¹⁾	43,766.67	
7/15/99	35,000	6.00%	64,500.00	99,500.00	143,266.67
1/15/00			63,450.00	63,450.00	
7/15/00	40,000	6.00%	63,450.00	103,450.00	166,900.00
1/15/01			62,250.00	62,250.00	
7/15/01	40,000	6.00%	62,250.00	102,250.00	164,500.00
1/15/02			61,050.00	61,050.00	
7/15/02	45,000	6.00%	61,050.00	106,050.00	167,100.00
1/15/03			59,700.00	59,700.00	
7/15/03	50,000	6.00%	59,700.00	109,700.00	169,400.00
1/15/04			58,200.00	58,200.00	
7/15/04	50,000	6.00%	58,200.00	108,200.00	166,400.00
1/15/05			56,700.00	56,700.00	
7/15/05	50,000	6.00%	56,700.00	106,700.00	163,400.00
1/15/06			55,200.00	55,200.00	
7/15/06	55,000	6.00%	55,200.00	110,200.00	165,400.00
1/15/07			53,550.00	53,550.00	
7/15/07	60,000	6.00%	53,550.00	113,550.00	167,100.00
1/15/08			51,750.00	51,750.00	
7/15/08	60,000	6.00%	51,750.00	111,750.00	163,500.00
1/15/09			49,950.00	49,950.00	
7/15/09	65,000	6.00%	49,950.00	114,950.00	164,900.00
1/15/10			48,000.00	48,000.00	
7/15/10	70,000	6.00%	48,000.00	118,000.00	166,000.00
1/15/11			45,900.00	45,900.00	
7/15/11	75,000	6.00%	45,900.00	120,900.00	166,800.00
1/15/12			43,650.00	43,650.00	
7/15/12	80,000	6.00%	43,650.00	123,650.00	167,300.00
1/15/13			41,250.00	41,250.00	
7/15/13	85,000	6.00%	41,250.00	126,250.00	167,500.00
1/15/14			38,700.00	38,700.00	
7/15/14	90,000	6.00%	38,700.00	128,700.00	167,400.00
1/15/15			36,000.00	36,000.00	
7/15/15	90,000	6.00%	36,000.00	126,000.00	162,000.00
1/15/16			33,300.00	33,300.00	
7/15/16	100,000	6.00%	33,300.00	133,300.00	166,600.00
1/15/17			30,300.00	30,300.00	
7/15/17	105,000	6.00%	30,300.00	135,300.00	165,600.00
1/15/18			27,150.00	27,150.00	
7/15/18	110,000	6.00%	27,150.00	137,150.00	164,300.00
1/15/19			23,850.00	23,850.00	
7/15/19	120,000	6.00%	23,850.00	143,850.00	167,700.00
1/15/20			20,250.00	20,250.00	
7/15/20	125,000	6.00%	20,250.00	145,250.00	165,500.00
1/15/21			16,500.00	16,500.00	
7/15/21	130,000	6.00%	16,500.00	146,500.00	163,000.00
1/15/22			12,600.00	12,600.00	
7/15/22	205,000	6.00%	12,600.00	217,600.00	230,200.00
1/15/23			6,450.00	6,450.00	
7/15/23	215,000	6.00%	6,450.00	221,450.00	227,900.00
TOTALS	\$2,150,000		\$2,099,666.67	\$4,249,666.67	\$4,249,666.67

⁽¹⁾ Net of \$15,000 of capitalized interest.

**COMMUNITY FACILITIES GENERAL DISTRICT NO. 1
CITY OF GOODYEAR, ARIZONA**

*Structure: Maximum \$2.00 Secondary Tax Structure for Debt Service
1999-00 Tax Base Less Suncor Related Properties*

Fiscal Year	Net Secondary Assessed Valuation (A)	Existing Debt Service				Proposed 1998 Bonds				Total Combined Debt Service	Combined Debt Tax Rate	Suncor's Payment for Debt Service Above \$.70 tax rate	Fiscal Year
		Series 1994 Debt Service	Series 1996 Debt Service	Total Existing Debt Service Requirements	Debt Tax Rate	8/1/98 Principal	Estimated Interest (B)	Debt Service	Debt Tax Rate				
1998-99	16,325,212	\$25,000	\$34,425	\$59,425	\$0.3640	\$35,000	\$108,267 (C)	\$143,267	\$0.8776	\$202,692	\$1.2416	\$88,415	1998-99
1999-00	18,293,184	29,250	34,425	63,675	0.3481	40,000	126,900	166,900	0.9124	230,575	1.2604	102,523	1999-00
2000-01	18,293,184	28,125	34,425	62,550	0.3419	40,000	124,500	164,500	0.8992	227,050	1.2412	98,998	2000-01
2001-02	18,293,184	27,000	34,425	61,425	0.3358	45,000	122,100	167,100	0.9135	228,525	1.2492	100,473	2001-02
2002-03	18,293,184	25,875	34,425	60,300	0.3296	50,000	119,400	169,400	0.9260	229,700	1.2557	101,648	2002-03
2003-04	18,293,184	29,750	34,425	64,175	0.3508	50,000	116,400	166,400	0.9096	230,575	1.2604	102,523	2003-04
2004-05	18,293,184	28,250	34,425	62,675	0.3426	50,000	113,400	163,400	0.8932	226,075	1.2358	98,023	2004-05
2005-06	18,293,184	26,750	34,425	61,175	0.3344	55,000	110,400	165,400	0.9042	226,575	1.2386	98,523	2005-06
2006-07	18,293,184	25,250	34,425	59,675	0.3262	60,000	107,100	167,100	0.9135	226,775	1.2397	98,723	2006-07
2007-08	18,293,184	28,750	34,425	63,175	0.3453	60,000	103,500	163,500	0.8938	226,675	1.2391	98,623	2007-08
2008-09	18,293,184	26,875	34,425	61,300	0.3351	65,000	99,900	164,900	0.9014	226,200	1.2365	98,148	2008-09
2009-10	18,293,184		64,425	64,425	0.3522	70,000	96,000	166,000	0.9074	230,425	1.2596	102,373	2009-10
2010-11	18,293,184		62,475	62,475	0.3415	75,000	91,800	166,800	0.9118	229,275	1.2533	101,223	2010-11
2011-12	18,293,184		60,450	60,450	0.3305	80,000	87,300	167,300	0.9145	227,750	1.2450	99,698	2011-12
2012-13	18,293,184		63,425	63,425	0.3467	85,000	82,500	167,500	0.9156	230,925	1.2624	102,873	2012-13
2013-14	18,293,184		61,063	61,063	0.3338	90,000	77,400	167,400	0.9151	228,463	1.2489	100,410	2013-14
2014-15	18,293,184		63,700	63,700	0.3482	90,000	72,000	162,000	0.8856	225,700	1.2338	97,648	2014-15
2015-16	18,293,184		61,000	61,000	0.3335	100,000	66,600	166,600	0.9107	227,600	1.2442	99,548	2015-16
2016-17	18,293,184		63,200	63,200	0.3455	105,000	60,600	165,600	0.9053	228,800	1.2507	100,748	2016-17
2017-18	18,293,184		65,050	65,050	0.3556	110,000	54,300	164,300	0.8981	229,350	1.2537	101,298	2017-18
2018-19	18,293,184		61,550	61,550	0.3365	120,000	47,700	167,700	0.9167	229,250	1.2532	101,198	2018-19
2019-20	18,293,184		63,050	63,050	0.3447	125,000	40,500	165,500	0.9047	228,550	1.2494	100,498	2019-20
2020-21	18,293,184		64,200	64,200	0.3510	130,000	33,000	163,000	0.8910	227,200	1.2420	99,148	2020-21
2021-22	18,293,184					205,000	25,200	230,200	1.2584	230,200	1.2584	102,148	2021-22
2022-23	18,293,184					215,000	12,900	227,900	1.2458	227,900	1.2458	99,848	2022-23
		<u>\$300,875</u>	<u>\$1,132,263</u>	<u>\$1,433,138</u>		<u>\$ 2,150,000</u>	<u>\$ 2,099,667</u>	<u>\$ 4,249,667</u>		<u>\$5,454,904</u>			

- NOTES:**
 (A) The 1998-99 and 1999-00 secondary assessed valuation is estimated by the Maricopa County Assessor's Office. Subsequent valuations reflect zero growth.
 (B) Interest on the Bonds is estimated at 6.00%.
 (C) Net of \$15,000 capitalized interest.

TABLE THREE

QUALIFIED INVESTOR CRITERIA

Among other things, purchasers of the Bonds will certify that they are one of the following:

- (1) a bank as defined in Section 3(a)(2) of the Securities Act of 1933, or savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act of 1933, whether acting in its individual or fiduciary capacity; broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934; insurance company as defined in Section 2(13) of the Securities Act of 1933; investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; plan established and maintained by a state, its political subdivision, or any agency or instrumentality of a state or its political subdivision, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;
- (2) a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;
- (3) an organization described in Section 501(c)(3) of the Internal Revenue Code with total assets in excess of \$5,000,000;
- (4) a natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds \$1,000,000;
- (5) a natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with the person's spouse in excess of \$300,000 in each of those years and who reasonably expects reaching the same income level the current year;
- (6) any officer or member of the Board of Directors of SunCor Development Company;
- (7) any officer of Dain Rauscher Incorporated; or
- (8) an entity in which all of the equity owners, either directly or indirectly, are of the type described under paragraph (1), (2), (3), (4), (5), (6) or (7) above.

TABLE FOUR**COMMUNITY FACILITIES GENERAL DISTRICT*****Full Cash and Secondary Assessed Valuation
Fiscal Years 1991-92 through 1999-00***

<u>Fiscal Year</u>	<u>Full Cash Value</u>	<u>Secondary Assessed Value</u>
1991-92	\$464,116	\$74,255
1992-93	110,162	17,625
1993-94	616,532	70,105
1994-95	3,369,075	599,500
1995-96	39,392,682	3,232,838
1996-97	43,386,053	6,388,371
1997-98	81,462,751	11,515,971
1998-99 (1)	118,560,375	16,397,401
1999-00 (2)		18,293,184

(1) Fiscal year 1998-99 secondary assessed valuation based upon Maricopa County Assessor's secured notices for the tax year. Fiscal year 1998-99 full cash value is not available.

(2) Fiscal year 1999-00 secondary assessed valuation is based upon the Maricopa County Assessor's Special District Extract Report. Fiscal year 1999-00 full cash value is not available.

Source: Maricopa County Assessor's Office.

APPENDIX A

**LEGAL DESCRIPTION FOR
COMMUNITY FACILITIES GENERAL
DISTRICT NO. 1 OF THE
CITY OF GOODYEAR, ARIZONA**

July 16, 1993

LEGAL DESCRIPTION
COMMUNITY FACILITY GENERAL DISTRICT NO. 1

This description is based upon A.L.T.A. Surveys by DMJM and dated (signed and sealed by R.L.S. #10931) September 30, 1987 and August 5, 1988, and also a description written by Collar Williams & White Engineering and dated (signed and sealed by R.L.S. #21754) August 1, 1989.

Being all of Sections 33 and 34, and a portion of Section 28, Township 2 North, Range 1 West, together with portions of Sections 3 and 4 of Township 1 North, Range 1 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, more particularly described as follows:

That portion of Section 28, Township 2 North, Range 1 West more particularly described as follows:

Beginning at the Northwest Corner of said Section 28:

Thence South $89^{\circ}24'11''$ East, along the North line of the Northwest Quarter of said Section 28, a distance of 2070.03 feet;

Thence, South $00^{\circ}15'35''$ West, 2610.81 feet;

Thence, South $89^{\circ}38'52''$ East, 548.80 feet;

Thence, South $89^{\circ}25'37''$ East, 1054.99 feet;

Thence, South $00^{\circ}16'49''$ West, a distance of 30.91 feet to a point on the North line of the Southeast Quarter of said Section 28;

Thence South $89^{\circ}24'44''$ East, along said North line, a distance of 1563.93 feet to the East Quarter Corner of said Section 28;

Thence, South $00^{\circ}16'31''$ West, along the East line of the Southeast Quarter of said Section 28, a distance of 2638.36 feet to the Southeast Corner of said Section 28;

Thence, North $89^{\circ}25'31''$ West, along the South line of said Southeast Quarter of said Section 28, a distance of 2618.20 feet to the South Quarter Corner of said Section 28;

Thence, North $89^{\circ}25'31''$ West, along the South line of the Southwest Quarter of said Section 28, a distance of 2,618.20 feet to the Southwest Corner of said Section 28;

Thence, North $00^{\circ}15'18''$ East, along the West line of said Southwest Quarter of said Section 28, a distance of 435.36 feet to the beginning of a tangent curve of 1,900.00 foot radius, concave Southeasterly;

Thence, Northeasterly along said curve through a central angle of $14^{\circ}40'29''$, an arc distance of 486.63 feet;

The logo consists of the letters 'M' and 'L' in a stylized, bold, black font. The 'M' is on the left and the 'L' is on the right, both with a slightly irregular, hand-drawn appearance.

Legal Description
Community Facility General District No. 1
July 16, 1993
Page 2 of 4

Thence, North $14^{\circ}55'47''$ East, a distance of 1,547.30 feet to the beginning of a tangent curve of 1,500.00 foot radius, concave Southeasterly;

Thence, Northeasterly along said curve through a central angle of $14^{\circ}08'47''$, an arc distance of 370.35 feet;

Thence, North $29^{\circ}04'34''$ East, a distance of 99.28 feet to the beginning of a 2,710.00 foot radius, non-tangent curve whose center bears North $29^{\circ}04'34''$ East;

Thence, Northwesterly, along said curve through a central angle of $17^{\circ}03'00''$, an arc distance of 806.44 feet to a point on the West line of the Northwest Quarter of said Section 28;

Thence, North $00^{\circ}15'03''$ East, along said West line of said Northwest Quarter, a distance of 1,948.06 feet to the Point of Beginning.

Also including those portions of Section 3 & 4, Township 1 North, Range 1 West more particularly described as follows:

Beginning at the Northeast Corner of said Section 3:

Thence South $00^{\circ}41'33''$ West, along the East line of the Northeast Quarter of said Section 3, a distance of 1060.19 feet;

Thence, North $89^{\circ}18'27''$ West, 40.00 feet;

Thence, South $03^{\circ}41'34''$ West, 328.49 feet;

Thence, South $02^{\circ}43'15''$ West, 450.43 feet;

Thence, South $00^{\circ}49'06''$ West, 197.56 feet;

Thence, North $89^{\circ}14'43''$ West, 325.04 feet;

Thence, North $00^{\circ}45'17''$ East, 707.80 feet;

Thence, North $89^{\circ}36'43''$ West, 2206.87 feet;

Thence, South $00^{\circ}38'27''$ West, 854.60 feet;

Thence, North $88^{\circ}53'59''$ West, 56.01 feet;

Thence, North $00^{\circ}38'27''$ East, 853.90 feet;

Thence, North $89^{\circ}36'43''$ West, 2216.73 feet;

Thence, South $00^{\circ}34'09''$ West, 629.90 feet;



Thence, North 82°04'14" West, 302.52 feet;

Thence, North 89°26'52" West, a distance of 55.24 feet to a point on the East line of the Northeast Quarter of said Section 4;

Thence, North 00°33'08" East, along said East line, a distance of 475.70 feet;

Thence, North 89°26'52" West, 54.91 feet;

Thence, South 02°50'19" West, 375.39 feet;

Thence, South 00°35'37" West, 100.58 feet;

Thence, North 89°20'48" West, 284.93 feet;

Thence, North 00°31'47" East, 559.48 feet;

Thence, North 88°41'16" West, 829.83 feet;

Thence, South 00°29'06" West, 104.55 feet;

Thence, North 89°20'06" West, 34.71 feet;

Thence, North 00°34'28" East, a distance of 1468.53 feet to a point on the North line of said Northeast Quarter of Section 4;

Thence, South 89°23'27" East, along said North line, a distance of 1218.89 feet to the Northwest Corner of said Section 3;

Thence, South 89°24'27" East, along the North line of the Northwest Quarter of said Section 3, a distance of 2616.20 feet to the North Quarter Corner of said Section 3;

Thence South 89°25'09" East, along the North line of the Northeast Quarter of said Section 3, a distance of 2619.92 feet to the Point of Beginning.

THE ABOVE DESCRIBED PARCELS COLLECTIVELY COMPRISE 1909.794 ACRES AND ARE SUBJECT TO THE FOLLOWING DESCRIBED EXCEPTIONS THEREFROM;

Also excluding the following described parcel:

Being a portion of the Southeast Quarter of Section 28, Township 2 North, Range 1 West, more particularly described as follows:

Commencing at the East Quarter Corner of said Section 28:

Thence North 89°24'44" West, along the North line of said Southeast Quarter of Section 28, a distance of 520.24 feet;



Legal Description
Community Facility General District No. 1
July 16, 1993
Page 4 of 4

Thence, South 00°35'16" West, a distance of 160.95 feet to the Point of Beginning;

Thence, South 00°16'31" West, 250.00 feet;

Thence, South 62°43'31" West, 281.99 feet;

Thence, North 00°16'31" East, 379.26 feet;

Thence, South 89°34'32" East, a distance of 157.65 feet to a point marking the beginning of a tangent curve, having a radius of 2346.83 feet to the left;

Thence, Easterly, along the arc of said curve, through a central angle of 02°15'19", having an arc distance of 92.38 feet to the Point of Beginning.

Comprising 1.802 Acres,

Also excluding the following described parcel:

Being a portion of the Southeast Quarter of Section 33, Township 2 North, Range 1 West, more particularly described as follows:

Commencing at the Southwest Corner of said Southeast Quarter of said Section 33:

Thence, South 89°23'27" East, along the South line of said Southeast Quarter, a distance of 1009.04 feet to the Point of Beginning;

Thence, North 00°15'09" East, 205.00 feet;

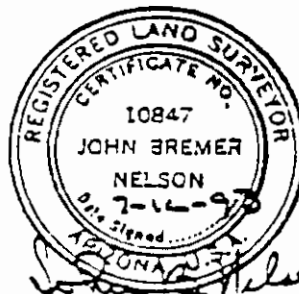
Thence, South 89°23'27" East, 300.00 feet;

Thence, South 00°15'09" West, a distance of 205.00 feet to a point on said South line of the Southeast Quarter;

Thence, North 89°23'27" West, along said South line, a distance of 300.00 feet to the Point of Beginning.

Comprising 1.412 Acres,

SUBJECT PROPERTY, AFTER ABOVE DESCRIBED EXCEPTIONS, COMPRISES 1906.580 ACRES, MORE OR LESS, AND IS SUBJECT TO ALL EASEMENTS OF RECORD.



APPENDIX B

**AN ANALYSIS OF THE IMPACT OF THE FINANCING
ON THE TAX RATES OR OTHER CHARGES BORNE
BY THE OWNERS OF THE PROPERTY**

APPENDIX B

The impact of the General District financing on the tax rate or other charges borne by the property owner will be at least \$1.00 per \$100 of secondary assessed valuation which will be levied on all of the taxable property located within the General District and used to pay debt service on the Bonds and provide for operation and maintenance expenses. The \$1.00 tax rate to be levied by the General District represents the only expenses or charges borne by the property owners within the General District.

On the following page is a summary of the tax rate of the General District, along with tax rate information and overlapping debt figures for all overlapping taxing entities.

Property Owners Located:	1997-98 Total Tax Rate
Inside Utilities District (that is not overlapped by the General District)	\$15.7165
Inside Utilities District and General District	\$16.7165

<u>Combined Tax Rates for Other Developments:</u>	1997-98 Total Tax Rate
Estrella (Goodyear)	\$14.2560
Rancho Santa Fe (Avondale)	\$14.2556
Litchfield Greens (Litchfield Park)	\$12.6070
Garden Lakes (Avondale)	\$17.5393
Arrowhead Ranch (Glendale)	\$15.0199
Westbrook Village (Peoria)	\$14.4584
Mtn. Park Ranch (Chandler)	\$15.1387
Tatum Ranch (Phoenix)	\$14.7501
McDowell Mtn. Ranch (Scottsdale)	\$13.8744

APPENDIX C

**AN ANALYSIS OF THE EFFECT ON THE CITY OF
GOODYEAR'S GENERAL FINANCING ABILITIES**

APPENDIX C

The General District's financing is not expected to adversely effect the City's general financing abilities. The Bonds of the General District are secured from revenues derived from a portion of the \$1.00 per \$100 of secondary assessed valuation levied on all taxable property within the General District which is applied to debt service and from monies available pursuant to a Standby Contribution Agreement Between SunCor and the District. The City is under no legal requirement with respect to debt service payments.

However, because of the location of the General District within the City limits, the impact of a default on the Bonds on the City's financing capabilities may be detrimental in the opinion of the financial community.

APPENDIX D

**AN ANALYSIS OF THE PROJECT INFRASTRUCTURE
DEMAND AND MARKET ABSORPTION**

APPENDIX D

Due to the District's continuous growth and development and due to the District's historical secondary assessed valuations, an analysis of the project infrastructure demand and market absorption in the form of an independent appraisal was not deemed necessary.



INVESTMENT SERVICES
INVESTMENT BANKING

July 16, 1998

Ms. Dee Cockrum
City of Goodyear
119 North Litchfield Road
Goodyear, Arizona 85238

Re: \$6,975,000
Community Facilities Utilities District No. 1
of the City of Goodyear, Arizona
District General Obligation Bonds
Series 1998

and

\$2,150,000
Community Facilities General District No. 1
of the City of Goodyear, Arizona
District General Obligation Bonds
Series 1998

Dear Dee:

Enclosed herewith are two copies of each Feasibility Study regarding the above-captioned bond issues. These are to be on file with the City of Goodyear at least 10 days prior to a public hearing to be held on July 27, 1998 before your City Council acting as District Board. Please see that these are property on file and date stamped.

Thank you and please call me at 381-5381 if you have any questions.

Sincerely,

DAIN RAUSCHER INCORPORATED

Christopher Hamel
Managing Director

Enclosure

cc: Larry Price

R 98-45

City of Goodyear, Arizona
\$2,150,000.00
Community Facilities General District No. 1
District General Obligation Bonds, Series 1998

Arbitrage Rebate Calculation

November 2001



Corporate Office

28765 Single Oak Drive
Suite 200
Temecula, CA 92590
Tel: (909) 699-3990
Tel: (800) 755-MUNI (6864)
Fax: (909) 699-3460

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- ◆ Sacramento
- ◆ Seattle
- ◆ Washington, D.C.
- ◆ Whittier

www.muni.com



Corporate Office
28765 Single Oak Drive, Suite 200
Temecula, CA 92590
909/699-3990 fax 909/699-3460
www.muni.com

November 26, 2001

Mr. Larry Price
Finance Director
City of Goodyear
120 East Western Avenue
Goodyear, Arizona 85338

RE: Arbitrage Rebate Calculation

Dear Mr. Price:

At the request of the City of Goodyear (the "City"), MuniFinancial has completed the Arbitrage Rebate Calculation for Community Facilities General District No. 1, District General Obligation Bonds, Series 1998 (the "Obligations"). The issue has no rebate liability for the period beginning September 29, 1998, the *delivery date*, and ending October 1, 2001. This does not represent the amount that may be due as of the next *installment computation date* of September 29, 2003. As of September 4, 2001 all bond proceeds have been expended, therefore, no further calculations are required.

MuniFinancial is of the opinion that the calculations contained in the attached schedules are mathematically accurate and were completed in accordance with Section 148(f) of the Internal Revenue Code of 1986 and existing applicable Treasury Regulations.

This report is intended for the information of the City and should not be used for any other purpose. This report, however, is a matter of public record and its distribution is not limited.

If you have questions regarding this calculation, or any other concerns, please call Anne Pelej or me at (800) 755-MUNI (6864).

Very truly yours,
MuniFinancial

Steve Bearce, Senior Analyst
Arbitrage Rebate Services

Enclosure

Anaheim
Industry
Jacksonville
Kansas City
Lancaster
Oakland
Sacramento
San Diego
Seattle
Temecula
Washington, D.C.

CALCULATION SUMMARY

City of Goodyear, Arizona
Community Facilities General District No. 1
District General Obligation Bonds, Series 1998

Arbitrage Yield: 5.12246160%

Arbitrage Rebate Liability
For the Period September 29, 1998 - October 1, 2001

Acquisition and Construction	\$ (10,374.68)
FV Computation Date Credit - 09/29/99	(1,106.76)
FV Computation Date Credit - 09/29/00	(1,052.18)
FV Computation Date Credit - 09/29/01	(1,000.28)
Total	\$ (13,533.90)
Rebate Liability (90% of Total)	-

TABLE OF CONTENTS

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EXHIBITS

Semi-Annual Debt Service Schedule	A
Arbitrage Yield Calculation.....	B
Acquisition and Construction.....	C

SUMMARY OF ANALYSIS

Assumptions

The calculations in this report are mathematically accurate and were performed in accordance with the existing applicable laws and regulations. The Obligations were issued on September 29, 1998 and are subject to the 1993 Regulations. In the event of changes to the existing regulations or the release of new regulations or rulings that apply to the Obligations, the calculation should be re-examined to include all the applicable changes.

In the process of calculating the Arbitrage Rebate Requirement, MuniFinancial has reviewed the following documents: Official Statement and 8038-G. MuniFinancial assumes the documents are accurate and contain no errors or omissions that would affect the calculation of the rebate liability.

MuniFinancial assumes the financial schedules and information provided with respect to the proceeds is accurate in all respects, including the dates and amounts of the cash flow transactions. MuniFinancial further assumes that a current cash outlay occurred no later than 3 banking days after the date on which the allocation of gross proceeds to an expenditure was made.

MuniFinancial assumes that the investments were purchased at fair market value, that the administrative expenses, commissions or similar expenses, unless otherwise allowable, were not included in the purchase price, and that the investments were purchased in an "arms length transaction."

The issue does not qualify for the small issuer exception per Section 1.148-8 of the Regulations.

MuniFinancial assumes the funds used for the payment of debt service meet the requirement of a "bona fide" debt service fund, unless otherwise noted. The funds/accounts established for the purpose of matching revenues and debt service in each calculation period constitute bona fide debt service funds as described under Section 1.148-2(f)(2) of the Regulations.

The issue is not a "Refunded" or "Refunding" Issue as described under Section 1.148-9 of the Regulations.

Purpose

The Obligations were issued in the principal amount of \$2,150,000.00 for the purpose of financing the acquisition and construction of various projects.

Sources and Uses

Proceeds equal \$2,047,623.15 as described below:

Principal	\$ 2,150,000.00
Original Issue Premium	5,470.20
Accrued Interest	8,296.56
Credit Enhancement	(45,643.61)
Underwriter's Discount	(64,500.00)
Insurer's Counsel Fee	(6,000.00)
Total	\$ 2,047,623.15

Proceeds were expended on the *delivery date* or deposited as follows:

Acquisition and Construction	\$ 2,039,326.59
Bond	8,296.56
Total	\$ 2,047,623.15

Important Dates

- The *dated date* is September 1, 1998.
- The *delivery date* is September 29, 1998. The first *bond year* runs from September 29, 1998 through close of business on September 29, 1999.
- The *calculation period* for this Report begins September 29, 1998 and runs through October 1, 2001.
- The next *installment computation date* is September 29, 2003. Ninety percent of the rebate liability is due no later than November 28, 2003.
- The *final computation date* is July 15, 2023 unless the Obligations are redeemed prior to that date, in which case the final computation date is that date on which the Obligations are redeemed. One hundred percent of the rebate liability is due no later than 60 days after this date.

Yield

The *arbitrage yield* is 5.12246160% (Exhibit B). The issue price has been adjusted to include accrued interest, original issue premium, and credit enhancement. The calculation of yield is based on a year of 360 days comprised of twelve 30-day months with interest compounding semi-annually.

Yield Restriction

Yield restriction limits the taxable yield on investment earnings. If investment earnings on proceeds exceed the *arbitrage yield*, the Obligations could lose their tax-exempt status retroactive to the *delivery date*. The rebate requirement does not eliminate the need to restrict investment earnings on construction fund balances remaining at the end of the temporary period. Some exceptions to investment yield restriction are:

- The temporary period exception allows higher yields on investments for a period up to three years on construction or acquisition funds.
- The reserve fund exception allows higher yields on investment earnings for a "reasonably required reserve fund" on a continual basis for the term of the issue.

Arbitrage Rebate Calculation

- The minor portion exception allows higher yields on investment earnings if the amount does not exceed the lesser of 5% of the total Obligation proceeds or \$100,000.

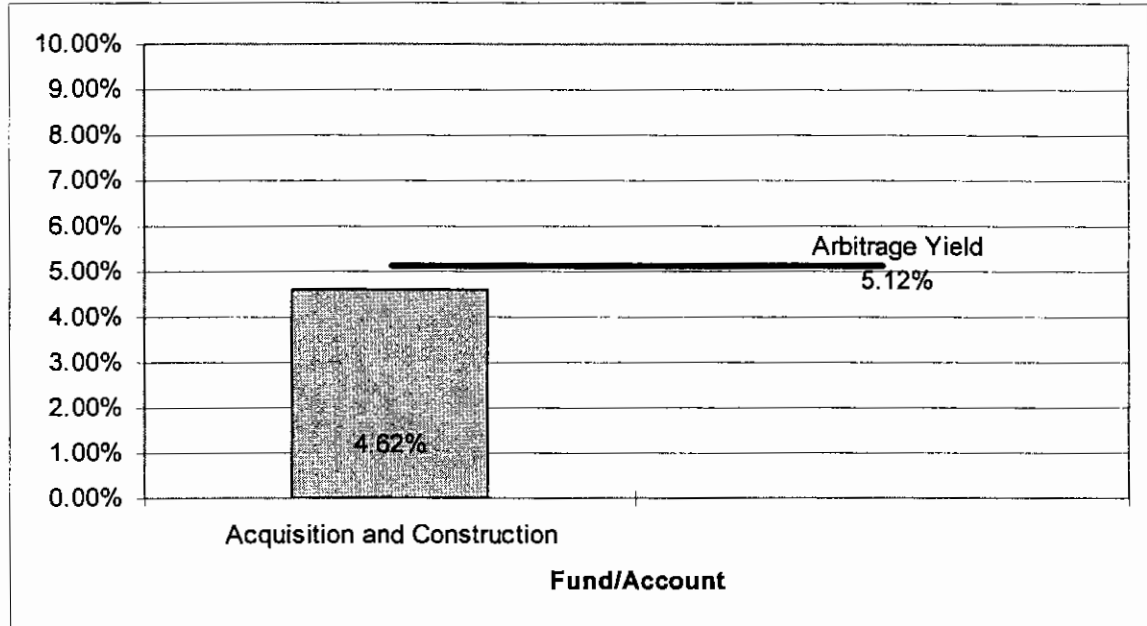
The temporary period for the Acquisition and Construction Fund expired on September 29, 2001. Subsequent to that date, the fund must be yield restricted in accordance with the Regulations, which state that the fund cannot be invested at a yield higher than .125% of the *arbitrage yield*. If necessary, yield restriction may be accomplished through yield reduction payments to the U.S. Treasury rather than liquidation of investments. MuniFinancial has determined this Fund is yield restricted in accordance with the Regulations.

Rebate Liability

There is no aggregate rebate liability as summarized below:

Acquisition and Construction	\$ (10,374.68)
FV Computation Date Credit – 09/29/99	(1,106.76)
FV Computation Date Credit – 09/29/00	(1,052.18)
FV Computation Date Credit – 09/29/01	(1,000.28)
Total	\$ (13,533.90)
Rebate Liability (90% of Total)	-

Yield Comparison



City of Goodyear, Arizona
Community Facilities General District No. 1
District General Obligation Bonds, Series 1998

Dated Date	01-Sep-98	Total Interest	\$	1,819,009.94
Issue Date	29-Sep-98	Total Principal		2,150,000.00
First Maturity	15-Jul-03	Total Debt Service	\$	3,969,009.94
Last Maturity	15-Jul-23			
First Coupon	15-Jan-99			

Date	Principal	Interest Rate	Interest	Total Debt Service	Annual Debt Service
15-Jan-99	\$ 0.00		\$ 39,704.94	\$ 39,704.94	\$ 0.00
15-Jul-99	0.00		53,335.00	53,335.00	93,039.94
15-Jan-00	0.00		53,335.00	53,335.00	0.00
15-Jul-00	0.00		53,335.00	53,335.00	106,670.00
15-Jan-01	0.00		53,335.00	53,335.00	0.00
15-Jul-01	0.00		53,335.00	53,335.00	106,670.00
15-Jan-02	0.00		53,335.00	53,335.00	0.00
15-Jul-02	0.00		53,335.00	53,335.00	106,670.00
15-Jan-03	0.00		53,335.00	53,335.00	0.00
15-Jul-03	60,000.00	5.25%	53,335.00	113,335.00	166,670.00
15-Jan-04	0.00		51,760.00	51,760.00	0.00
15-Jul-04	55,000.00	5.25%	51,760.00	106,760.00	158,520.00
15-Jan-05	0.00		50,316.25	50,316.25	0.00
15-Jul-05	60,000.00	5.25%	50,316.25	110,316.25	160,632.50
15-Jan-06	0.00		48,741.25	48,741.25	0.00
15-Jul-06	65,000.00	5.25%	48,741.25	113,741.25	162,482.50
15-Jan-07	0.00		47,035.00	47,035.00	0.00
15-Jul-07	70,000.00	5.25%	47,035.00	117,035.00	164,070.00
15-Jan-08	0.00		45,197.50	45,197.50	0.00
15-Jul-08	70,000.00	5.25%	45,197.50	115,197.50	160,395.00
15-Jan-09	0.00		43,360.00	43,360.00	0.00
15-Jul-09	80,000.00	4.55%	43,360.00	123,360.00	166,720.00
15-Jan-10	0.00		41,540.00	41,540.00	0.00
15-Jul-10	80,000.00	4.60%	41,540.00	121,540.00	163,080.00
15-Jan-11	0.00		39,700.00	39,700.00	0.00
15-Jul-11	85,000.00	4.70%	39,700.00	124,700.00	164,400.00
15-Jan-12	0.00		37,702.50	37,702.50	0.00
15-Jul-12	90,000.00	4.75%	37,702.50	127,702.50	165,405.00
15-Jan-13	0.00		35,565.00	35,565.00	0.00
15-Jul-13	90,000.00	4.85%	35,565.00	125,565.00	161,130.00
15-Jan-14	0.00		33,382.50	33,382.50	0.00
15-Jul-14	100,000.00	4.90%	33,382.50	133,382.50	166,765.00

Date	Principal	Interest Rate	Interest	Total Debt Service	Annual Debt Service
15-Jan-15	0.00		30,932.50	30,932.50	0.00
15-Jul-15	100,000.00	4.95%	30,932.50	130,932.50	161,865.00
15-Jan-16	0.00		28,457.50	28,457.50	0.00
15-Jul-16	110,000.00	4.90%	28,457.50	138,457.50	166,915.00
15-Jan-17	0.00		25,762.50	25,762.50	0.00
15-Jul-17	110,000.00	4.90%	25,762.50	135,762.50	161,525.00
15-Jan-18	0.00		23,067.50	23,067.50	0.00
15-Jul-18	115,000.00	4.90%	23,067.50	138,067.50	161,135.00
15-Jan-19	0.00		20,250.00	20,250.00	0.00
15-Jul-19	125,000.00	5.00%	20,250.00	145,250.00	165,500.00
15-Jan-20	0.00		17,125.00	17,125.00	0.00
15-Jul-20	130,000.00	5.00%	17,125.00	147,125.00	164,250.00
15-Jan-21	0.00		13,875.00	13,875.00	0.00
15-Jul-21	135,000.00	5.00%	13,875.00	148,875.00	162,750.00
15-Jan-22	0.00		10,500.00	10,500.00	0.00
15-Jul-22	205,000.00	5.00%	10,500.00	215,500.00	226,000.00
15-Jan-23	0.00		5,375.00	5,375.00	0.00
15-Jul-23	215,000.00	5.00%	5,375.00	220,375.00	225,750.00

City of Goodyear, Arizona
Community Facilities General District No. 1
District General Obligation Bonds, Series 1998

		Total Principal	\$ 2,150,000.00
		Accrued Interest	8,296.56
Dated Date	01-Sep-98	Original Issue Discount	0.00
Delivery Date	29-Sep-98	Original Issue Premium	5,470.20
		Credit Enhancement	(45,643.61)
		Adjusted Price	\$ 2,118,123.15
		Arbitrage Yield	5.12246160%

Date	Payments	Principal	Interest	Total Debt Service	Present Value
15-Jan-99	INTEREST	\$ 0.00	\$ 39,704.94	\$ 39,704.94	\$ 39,118.00
15-Jul-99	INTEREST	0.00	53,335.00	53,335.00	51,234.34
15-Jan-00	INTEREST	0.00	53,335.00	53,335.00	49,954.88
15-Jul-00	INTEREST	0.00	53,335.00	53,335.00	48,707.38
15-Jan-01	INTEREST	0.00	53,335.00	53,335.00	47,491.02
15-Jul-01	INTEREST	0.00	53,335.00	53,335.00	46,305.04
15-Jan-02	INTEREST	0.00	53,335.00	53,335.00	45,148.68
15-Jul-02	INTEREST	0.00	53,335.00	53,335.00	44,021.20
15-Jan-03	INTEREST	0.00	53,335.00	53,335.00	42,921.87
15-Jul-03	PRINC & INT	60,000.00	53,335.00	113,335.00	88,929.76
15-Jan-04	INTEREST	0.00	51,760.00	51,760.00	39,599.90
15-Jul-04	PRINC & INT	55,000.00	51,760.00	106,760.00	79,638.89
15-Jan-05	INTEREST	0.00	50,316.25	50,316.25	36,596.68
15-Jul-05	PRINC & INT	60,000.00	50,316.25	110,316.25	78,232.95
15-Jan-06	INTEREST	0.00	48,741.25	48,741.25	33,702.62
15-Jul-06	PRINC & INT	65,000.00	48,741.25	113,741.25	76,683.47
15-Jan-07	INTEREST	0.00	47,035.00	47,035.00	30,918.73
15-Jul-07	PRINC & INT	70,000.00	47,035.00	117,035.00	75,012.40
15-Jan-08	INTEREST	0.00	45,197.50	45,197.50	28,245.45
15-Jul-08	PRINC & INT	70,000.00	45,197.50	115,197.50	70,193.02
15-Jan-09	INTEREST	0.00	43,360.00	43,360.00	25,760.65
15-Jul-09	PRINC & INT	80,000.00	43,360.00	123,360.00	71,459.30
15-Jan-10	INTEREST	0.00	41,540.00	41,540.00	23,462.14
15-Jul-10	PRINC & INT	80,000.00	41,540.00	121,540.00	66,932.52
15-Jan-11	INTEREST	0.00	39,700.00	39,700.00	21,316.96
15-Jul-11	PRINC & INT	85,000.00	39,700.00	124,700.00	65,285.68
15-Jan-12	INTEREST	0.00	37,702.50	37,702.50	19,245.91
15-Jul-12	PRINC & INT	90,000.00	37,702.50	127,702.50	63,560.08
15-Jan-13	INTEREST	0.00	35,565.00	35,565.00	17,259.36
15-Jul-13	PRINC & INT	90,000.00	35,565.00	125,565.00	59,413.78

Date	Payments	Principal	Interest	Total Debt Service	Present Value
15-Jan-14	INTEREST	0.00	33,382.50	33,382.50	15,401.19
15-Jul-14	PRINC & INT	100,000.00	33,382.50	133,382.50	59,999.97
15-Jan-15	INTEREST	0.00	30,932.50	30,932.50	13,567.00
15-Jul-15	PRINC & INT	100,000.00	30,932.50	130,932.50	55,992.93
15-Jan-16	INTEREST	0.00	28,457.50	28,457.50	11,865.86
15-Jul-16	PRINC & INT	110,000.00	28,457.50	138,457.50	56,290.58
15-Jan-17	INTEREST	0.00	25,762.50	25,762.50	10,212.31
15-Jul-17	PRINC & INT	110,000.00	25,762.50	135,762.50	52,472.61
15-Jan-18	INTEREST	0.00	23,067.50	23,067.50	8,693.01
15-Jul-18	PRINC & INT	115,000.00	23,067.50	138,067.50	50,731.51
15-Jan-19	INTEREST	0.00	20,250.00	20,250.00	7,254.85
15-Jul-19	PRINC & INT	125,000.00	20,250.00	145,250.00	50,738.32
15-Jan-20	INTEREST	0.00	17,125.00	17,125.00	5,832.67
15-Jul-20	PRINC & INT	130,000.00	17,125.00	147,125.00	48,858.48
15-Jan-21	INTEREST	0.00	13,875.00	13,875.00	4,492.66
15-Jul-21	PRINC & INT	135,000.00	13,875.00	148,875.00	47,001.18
15-Jan-22	INTEREST	0.00	10,500.00	10,500.00	3,232.16
15-Jul-22	PRINC & INT	205,000.00	10,500.00	215,500.00	64,679.68
15-Jan-23	INTEREST	0.00	5,375.00	5,375.00	1,572.95
15-Jul-23	PRINC & INT	215,000.00	5,375.00	220,375.00	62,880.57

City of Goodyear, Arizona
Community Facilities General District No. 1
District General Obligation Bonds, Series 1998

Delivery Date 29-Sep-98
 Computation Date 01-Oct-01
 Arbitrage Yield 5.12246160%
 Investment Yield 4.62336135%
 Total Earnings \$ 87,254.31

Date	Receipts	Payments	Earnings	Balance	Future Value
29-Sep-98	\$ 2,039,326.59	\$ 0.00	\$ 0.00	\$ 2,039,326.59	\$ (2,374,150.04)
02-Oct-98		(3,472.60)		2,035,853.99	4,041.04
05-Oct-98			242.44	2,036,096.43	
06-Oct-98		(12,195.05)		2,023,901.38	14,183.32
07-Oct-98		(22,500.00)		2,001,401.38	26,164.70
04-Nov-98		(3,500.00)		1,997,901.38	4,054.65
04-Nov-98			7,176.03	2,005,077.41	
13-Nov-98		(17,267.20)		1,987,810.21	19,978.30
13-Nov-98		(822,739.32)		1,165,070.89	951,916.48
03-Dec-98			5,428.60	1,170,499.49	
04-Jan-99			381.58	1,170,881.07	
07-Jan-99			4,078.34	1,174,959.41	
03-Feb-99			4,089.56	1,179,048.97	
03-Mar-99			3,753.69	1,182,802.66	
05-Apr-99			4,232.04	1,187,034.70	
05-May-99			4,103.40	1,191,138.10	
02-Jun-99		(125,909.16)		1,065,228.94	141,661.34
03-Jun-99			4,238.46	1,069,467.40	
17-Jun-99		(143,586.33)		925,881.07	161,209.95
06-Jul-99			3,571.05	929,452.12	
07-Jul-99		(185,256.53)		744,195.59	207,411.07
04-Aug-99			2,815.89	747,011.48	
03-Sep-99			2,731.14	749,742.62	
05-Oct-99			2,751.80	752,494.42	
03-Nov-99			2,823.55	755,317.97	
03-Dec-99			2,928.63	758,246.60	
05-Jan-00			3,094.17	761,340.77	
03-Feb-00			3,148.74	764,489.51	
03-Mar-00			3,084.00	767,573.51	
05-Apr-00			3,401.11	770,974.62	
03-May-00			3,369.79	774,344.41	
01-Jun-00			3,494.66	777,839.07	
03-Jul-00			3,570.19	781,409.26	
06-Jul-00		(570,621.71)		210,787.55	607,437.03
01-Aug-00			1,422.83	212,210.38	
30-Aug-00			1.04	212,211.42	
01-Sep-00			1,025.23	213,236.65	

Date	Receipts	Payments	Earnings	Balance	Future Value
02-Oct-00			1,018.19	214,254.84	
01-Nov-00			1,042.05	215,296.89	
01-Dec-00			1,026.78	216,323.67	
02-Jan-01			1,042.00	217,365.67	
01-Feb-01			992.93	218,358.60	
01-Mar-01			830.28	219,188.88	
13-Mar-01		(219,188.88)		0.00	225,372.05
02-Apr-01			339.00	339.00	
01-May-01			1.16	340.16	
01-Jun-01			1.09	341.25	
02-Jul-01			0.99	342.24	
01-Aug-01			0.97	343.21	
04-Sep-01			0.91	344.12	
04-Sep-01		(344.12)		0.00	345.43
Total Rebatable Arbitrage					\$ (10,374.68)

WEST VALLEY

BUSINESS

310 N. Dysart Rd.

Avondale, Arizona 85323

(602) 932-5555

AFFIDAVIT OF PUBLICATION

State of Arizona

County of Maricopa

I, Elliott Freireich, publisher of West Valley View and West Valley Business, newspapers of general circulation in Avondale, Buckeye, Goodyear, Litchfield Park and Tolleson, Arizona, attest that the legal advertisement for

City of Goodyear- Public Hearing

was published on July 15, 1998

July 27, meeting

E Freireich

Elliott Freireich

July 15, 1998
Date

Sworn and Subscribed to before me,

this 15th Day of July, 1998

Margaret B. Cligg
Notary Public

My Commission Expires

My Commission Expires Oct. 16, 1999

City of Goodyear Public Notice

NOTICE OF PUBLIC HEARING TO THE GENERAL PUBLIC AND THE MEMBERS OF THE BOARD OF DIRECTORS OF COMMUNITY FACILITIES GENERAL DISTRICT NO. 1 (CITY OF GOODYEAR, ARIZONA):

NOTICE IS HEREBY GIVEN that the Board of Directors of the Community Facilities General District No. 1 (City of Goodyear, Arizona) will meet on July 27, 1998, commencing immediately upon the conclusion of the meeting of the Mayor and Council of the City of Goodyear, which meeting will conclude not earlier than 7:45 p.m., at the City Council chambers, 119 North Litchfield Road, Goodyear, Arizona 85338, to conduct a public hearing on, and to consider and review a feasibility report to a proposed project to be financed by the issuance of general obligation bonds of the District.

Published in West Valley View and West Valley Business on July 15, 1998.

***** INVOICE *****

PAGE: 1

West Valley View
 200 W. Wigwam Blvd
 Litchfield Park, AZ. 85340-463

INVOICE NUMBER: 0102946-IN
 INVOICE DATE: 07/15/98

(602) 535-8439

ORDER NUMBER:
 ORDER DATE:
 SALESPERSON: 0016
 CUSTOMER NO: CIOFG0

SOLD TO:
 City of Goodyear
 Attn: Becky Moreno
 120 E. Western Ave.
 Goodyear AZ 85338
 CONFIRM TO: 16 Dee Cockrum (D&C)

SHIP TO:
 City of Goodyear
 Attn: Becky Moreno
 120 E. Western Ave.
 Goodyear AZ 85338

CUSTOMER P.O.	SHIP VIA	F.O.B	TERMS NO TERMS			
ITEM NO.	UNIT	ORDERED	SHIPPED	BACK ORD	PRICE	AMOUNT
LEGAL ADV	C/I	3.75	3.75	0.00	6.00	22.50
LEGAL ADVERTISEMENT			WHSE: 000			

PUBLIC NOTICE BY GUST ROSENFELD
 GENERAL DISTRICT

Del

NET INVOICE:	22.50
LESS DISCOUNT:	.00
FREIGHT:	.00
SALES TAX:	.45
INVOICE TOTAL:	22.95