

RESOLUTION CFGD NO. 1 RES 00-64

RESOLUTION OF THE BOARD OF DIRECTORS OF COMMUNITY FACILITIES GENERAL DISTRICT NO. 1 (CITY OF GOODYEAR, ARIZONA), APPROVING THE FEASIBILITY AND BENEFITS STUDY RELATING TO THE ACQUISITION, CONSTRUCTION AND FINANCING OF CERTAIN IMPROVEMENTS BENEFITTING THE DISTRICT; DECLARING ITS INTENTION TO ACQUIRE AND FINANCE CERTAIN IMPROVEMENTS AS DESCRIBED IN THE FEASIBILITY STUDY RELATING TO SUCH IMPROVEMENTS; DETERMINING THAT NOT TO EXCEED \$5,725,000 AGGREGATE PRINCIPAL AMOUNT OF THE DISTRICT'S GENERAL OBLIGATION BONDS WILL BE ISSUED TO FINANCE THE COSTS AND EXPENSES THEREOF UNDER THE PROVISIONS OF TITLE 48, CHAPTER 4, ARTICLE 6, ARIZONA REVISED STATUTES, AND ALL AMENDMENTS THERETO.

WHEREAS, pursuant to Section 48-715, Arizona Revised Statutes ("A.R.S."), as amended, the Board of Directors 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 such term and all other initially capitalized terms are 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 or constructed 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 Feasibility Study was held on the date hereof, after provision for publication of notice thereof as provided by law;

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

Section 1. Definitions. In this resolution, the following terms shall have the following meanings:

"Act" shall mean Title 48, Chapter 4, Article 6, Arizona Revised Statutes, as amended.

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

"Bonds" shall mean the District's General Obligation Bonds, Series 2000.

"Clerk" shall mean the Clerk of the District.

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

"Study" shall mean the amended feasibility and benefits study pertaining to the Project on file with the Clerk prior to the date and time of this resolution, discussing the matters required by Section 48-715, A.R.S., as amended.

"Project" shall mean the acquisition or construction of public infrastructure (as such term is defined in the Act) 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.


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 the Board and the presentation of the Study at the public hearing on December 11, 2000, 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 and construction of the Project in substantially the manner presented in the Study. This Board declares its intent to issue the Bonds to finance the costs 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.

PASSED, ADOPTED AND APPROVED on December 11, 2000.


Chairman


Clerk

Attachments: Exhibit A – Form of Notice of Hearing on Feasibility Study

CERTIFICATE

I hereby certify that the above and foregoing resolution was duly passed by the Board of Directors of the Community Facilities General District No. 1 (City of Goodyear, Arizona) at a regular meeting held on December 11, 2000, and that a quorum was present thereat and that the vote thereon was 7 ayes and 0 nays; 0 did not vote or were absent.

Dee Cochrum
Clerk

THE ARIZONA REPUBLIC

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 December 1, 2000, at the hour of 6:30 p.m. and will be held in the City Council Chambers, 786 South 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. A copy of the feasibility report may be reviewed at the office of the District Clerk, 119 North Litchfield Road, Goodyear, Arizona 85338.
 00001WE-December 1, 2000

STATE OF ARIZONA }
 COUNTY OF MARICOPA } SS.

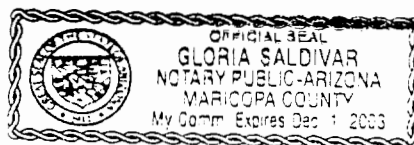
TOM BIANCO, being first duly sworn, upon oath deposes and says: That he is the legal advertising manager of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published at Phoenix, Arizona, by Phoenix Newspapers Inc., which also publishes The Arizona Republic, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates as indicated.

The Arizona Republic/West Zone

December 1, 2000

Toutz

Sworn to before me this
 4 day of
 December A.D. 2000



Gloria Saldivar
 Notary Public

AMENDED

FEASIBILITY STUDY

For The Issuance of

**Not to Exceed
\$5,725,000 Principal Amount**

OF

COMMUNITY FACILITIES GENERAL

DISTRICT NO. 1

(CITY OF GOODYEAR, ARIZONA)

DISTRICT GENERAL OBLIGATION BONDS

SERIES 2000

December 1, 2000

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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 (City of Goodyear, Arizona) (the “General District”) in connection with the proposed issuance by the General District of its District General Obligation Bonds, Series 2000 (the “Bonds”) in an approximate aggregate principal amount of not to exceed \$5,725,000, 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 area to be benefitted [Section Three]; (iii) an estimate of the cost to acquire, operate and maintain the Public Infrastructure and a timetable for the acquisition of the Public Infrastructure [Section Four]; and (iv) a plan for financing the Public Infrastructure [Section Five].

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]; an example of CFD disclosure in the Arizona Department of Real Estate Subdivision Public Report [Appendix E].

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. Phase I of Palm Valley (Section 34) consisting of approximately 600 acres, is complete. Phase II and III, which includes Sections 33, 38, 3 and 4 equaling approximately 1,200 acres, are currently under development. 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.

See Section Five of this Study for details regarding secured assessed valuation in the District.

USE OF GENERAL DISTRICT FINANCING

When the General District was created, it was an integral component of the Development Agreement between the City and SunCor. This cooperative agreement permitted the utilization of community facilities district financing by SunCor and the annexation of approximately 7,000 acres of land to the City. The ability to utilize General District financing for Public Infrastructure needed for the Project is a core understanding between the City and SunCor. Both SunCor and the City have included CFDs in their respective operating budgets and models for the build-out of the Project.

The advantages of utilizing CFD financing for public infrastructure within the General District are discussed below. In assessing the benefits of General District financing, it is important to keep in mind the City's existing policy which states that growth areas must pay for its related infrastructure costs and the limited capacity that the City has with respect to its ability to finance infrastructure needs generally.

The General District has issued general obligation bonds and assessment bonds to provide funds for the construction of public infrastructure. The general obligation bonds are paid for from property taxes, while the assessment bonds are paid for from a \$2,000 per home special assessment. To date, these assessments have been paid off by the developer/homebuilder prior to a home sale. The assessment bonds were issued to provide upfront funding for the General District, and it is not anticipated that additional assessment bonds will be issued in the future. General District financing provides benefits to three parties: the homebuyer, the City and SunCor.

Homebuyers within the General District benefit from this form of financing in several ways. The use of tax-exempt General District financing has paid for public infrastructure that is generally paid for by impact fees and/or Developer-financed infrastructure. Without this financing source, the cost of impact fees or Developer-financed infrastructure would be passed on to the homebuyer in the form of a higher purchase price for the home. Tax-exempt financing provides a lower cost of funds for infrastructure, which not only means a lower purchase price (and therefore a lower mortgage payment) for the homeowner, but also provides a benefit in that property taxes are a tax-deductible expenses to the homeowner.

The City benefits from General District financing as well. The Palm Valley area is one of the Valley's fastest growing areas. With this growth comes the benefit of significant assessed valuation growth and retail amenity growth (restaurants, shopping, golf, hotels) which results in increased sales tax revenues to the City's general fund. Although this growth contributes more amenities to all residents of the City and the overall financial stability of the City, the City's own limited sources of financing are preserved. Typically, a city finances a majority of major transportation routes, regional parks, and police and fire facilities either through impact fees or general obligation bonds. The General District financing provides an alternative, efficient financing vehicle for this infrastructure and is consistent with City's policy of having growth areas pay for their related costs. By accessing General District financing, necessary public infrastructure is put in place at the appropriate time without utilization of the City's own bonding capacity, and is completed in a more cost-effective manner than pay-as-you-go funding given current construction inflation costs. This financing method is recognized not only in the Development Agreement between the City and SunCor, but also in planning documents such as the City's capital improvement program in which most items of Public Infrastructure described in Section Two are listed.

Finally, SunCor receives a benefit in the form of lower borrowing costs. This benefit enables SunCor to both complete the Project with higher quality amenities as well as to build vital public infrastructure on an accelerated (and therefore less expensive) basis. This results in a more successful Project for SunCor as well as a quality project for the City.

Without further General District financing, higher costs to all three parties are a certainty. Specifically, the lack of General District financing would result in a new development plan that would include all or some of the following:

- The delay of approximately \$3,700,000 of projects within the District that are currently contemplated in the City's Capital Improvement Plan;
- Higher home prices as the cost of financing public infrastructure increases for SunCor;
- Higher densities per acre and less open space within the Project;
- Non-comprehensive and sporadic development of the Public Infrastructure within the Project;
- A request from SunCor for City bonding capacity in order to complete the Public Infrastructure within the Project; and
- Delays to increases in the City's tax base and sales tax revenues.

Should General District financing not continue, SunCor and the City would need to rethink its 12 year understanding and approach to providing Public Infrastructure for the Project. The City and SunCor would need to renegotiate agreements on the provision of future Public Infrastructure and restructure their respective financing models.

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.

1. *Litchfield Road Landscaping and Pedestrian Pathway- Phase II:*

Greenbelt design pedestrian pathway and construction along the west side of Litchfield Road. Scope of work would be landscape and irrigation along Litchfield Road for approximately 1-1/2 miles. This begins at McDowell Road and continues to the Roosevelt Irrigation District (“RID”) Canal.

Greenbelt Landscape & Irrig.	360,000	S.F.
Pedestrian Pathway	29,000	S.F.

2. *Phase II Park:*

Construct 10 acre park to include landscape, tot lot, ramada, volleyball, basketball, lighting, barbecue, picnic tables, border and drainage structures. It is contemplated that this site, which is adjacent to the school site, will be dedicated to Litchfield Elementary School District.

3. *Traffic Signal For Fire Station – Litchfield Road:*

Construct traffic signal at Avalon Road on Litchfield Road for fire truck access to traffic and Phase II-III development.

4. *Drainage Channel Indian School Road Bypass:*

Construct piping for drainage on Indian School Road 830 ft. West of Litchfield Road Bypass. Three barrel 48” R.G.R.C.P.

48” R.G.R.C.P.	2,490	L.F.
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5. *Drainage Channel Roosevelt Irrigation (“RID”) District South To Thomas Road:*

Enlarge drainage channel to accommodate drainage flow north RID canal. Line drainage ditch with shotcrete and landscape to edges and drainage structures which will accommodate future pedestrian pathways once commercial development occurs.

Ditch Length	2,100	L.F.
Ditch Width	120	L.F.

6. *Landscape & Line Drainage Ditch South Of McDowell Road At Palm Valley Boulevard:*

Construct lining and landscape edges of drainage channel to ADOT Basins, once agreement has been reached with ADOT, which will accommodate an 8’ pedestrian pathway.

Ditch Length	1,250	L.F.
Ditch Width	180	L.F.

7. **Thomas Road Sidewalk, Landscaping, Pedestrian Parkway and Streetlighting(135th Avenue West to Litchfield Road North):**

Construct along north half of Thomas Road sidewalk, landscape and street lighting approximately ¾ of a mile.

Landscape	60,000	S.F.
Sidewalk	15,800	S.F.

8. **McDowell Road North Half - Phase II (RR R/W to Bullard Avenue):**

Construct north half of McDowell Road from Bullard Road to the old railroad alignment. Construct two new lanes of asphalt approximately ¾ of a mile in length. Scope consists of asphalt paving, concrete curb, gutter and sidewalk. Also to be included would be any concrete drainage structures and a storm drain system.

Road Length	4000	L.F.
Road Width	24'	+/-
Curb Width	2'	
Sidewalk Width	8'	
Landscape Parkway	Varies	

9. **145th Avenue (144th Avenue from Encanto Boulevard South to McDowell Road) - Phase II:**

Total improvement of a new 144th Avenue from Encanto alignment south to McDowell Road of an approximate distance of 1/2 mile. Scope would consist of two traffic lanes with bike R/W and emergency lane. It will also include sidewalk, curb and gutter, landscape and concrete drainage structure and storm drain system.

Road Length	2500	L.F.
Road Width	46'	+/-
Curb Width	2'	
Sidewalk Width	8'	
Landscape Parkway	Varies	

10. **144th Ave - Phase II (Palm Valley Blvd to Bullard Road):**

Build a complete roadway that is a continuation of 144th Avenue from Palm Valley Blvd. to Bullard Road in Phase I including the North and South bound lanes with sidewalks and landscaping. The distance of this improvement is approximately one third of a mile.

Road Length:	1760	L.F.
Road Width:	46'	+/-
Curb Width	2'	
Sidewalk Width	8'	

SECTION THREE

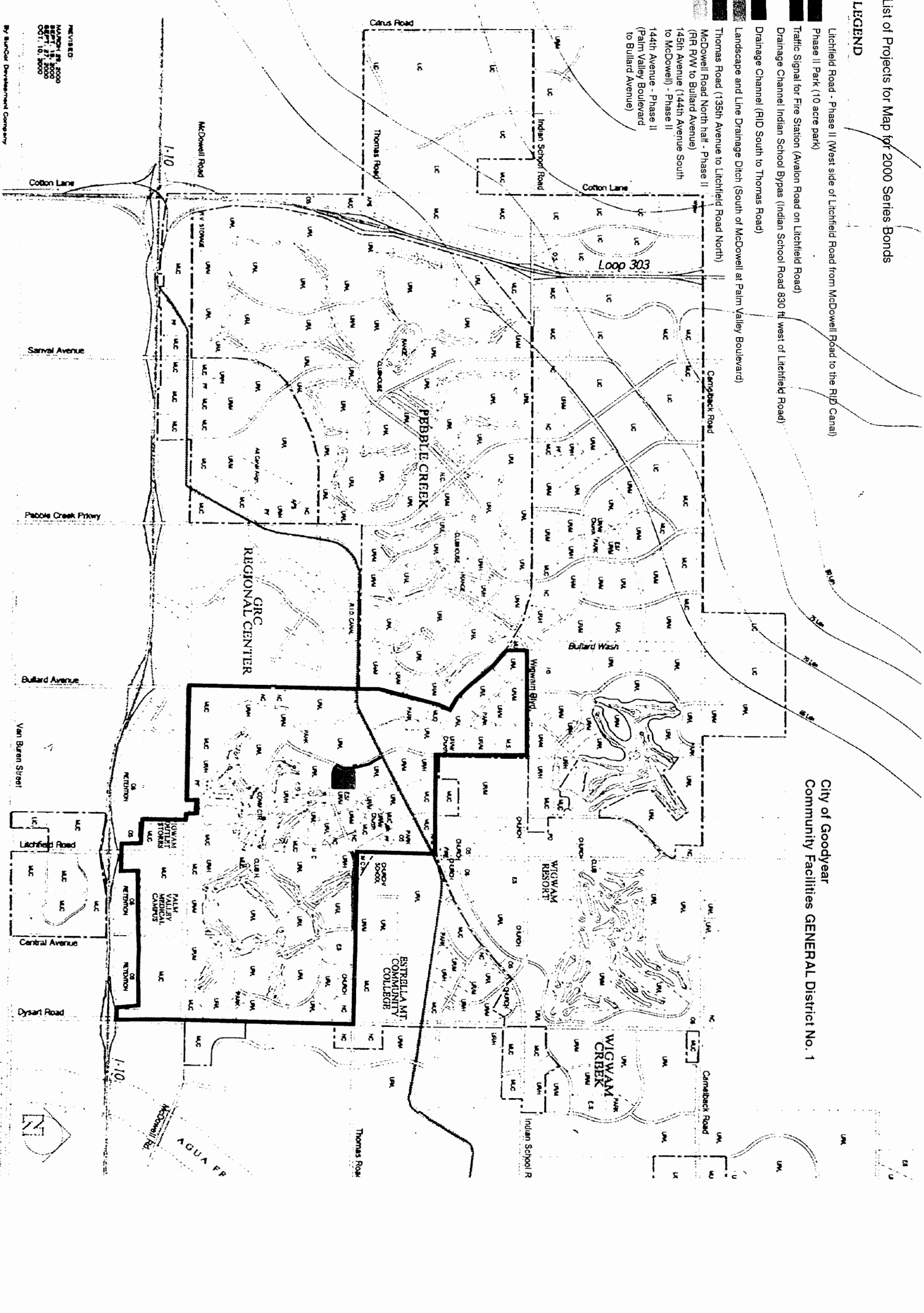
MAP SHOWING AREA TO BE BENEFITTED

List of Projects for Map of 2000 Series Bonds

LEGEND

- ▬ Located Road - Phase II (West side of Locust Road from McDowell Road to the City Canal)
- ▬ Phase I (East side)
- ▬ Phase I (West side)
- ▬ Phase I (East side) (Major Road to Locust Road)
- ▬ Drainage Channel (West side of Locust Road)
- ▬ Drainage Channel (East side of Locust Road)
- ▬ Drainage Channel (PU) (South of Thomas Road)
- ▬ Thomas Road (15th Avenue to Locust Road North)
- ▬ Thomas Road (15th Avenue to Locust Road South)
- ▬ 145th Avenue (145th Avenue South)
- ▬ 145th Avenue - Phase II (from Valley Boulevard to 145th Avenue)
- ▬ 145th Avenue - Phase I (from Valley Boulevard to 145th Avenue)
- ▬ Landscaping and Line Drainage (South of McDowell from Valley Boulevard)

City of Goodyear
Community Facilities GENERAL District No. 1



By: [Signature]

DATE: [Date]

SCALE: 1" = 1000'

PROJECT NO. [Number]

PROJECT NAME: [Name]

PROJECT LOCATION: [Location]

PROJECT DESCRIPTION: [Description]

PROJECT STATUS: [Status]

PROJECT COST: [Cost]

PROJECT FUNDING: [Funding]

PROJECT CONTACT: [Contact]

PROJECT NOTES: [Notes]

PROJECT MAP: [Map Reference]

PROJECT PLAN: [Plan Reference]

PROJECT SPECIFICATIONS: [Specifications]

PROJECT CONTRACT: [Contract Reference]

PROJECT AGREEMENT: [Agreement Reference]

PROJECT RECORD: [Record Reference]

PROJECT ARCHIVE: [Archive Reference]

SECTION FOUR

**ESTIMATE OF COST AND TIMETABLE FOR
ACQUISITION OF PUBLIC INFRASTRUCTURE**

ESTIMATE OF COST AND TIMETABLE FOR ACQUISITION OF PUBLIC INFRASTRUCTURE

The table below outlines estimated costs of construction of the Public Infrastructure, the estimated completion date and the City's Capital Improvement Plan ("CIP") date. 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:

<u>Project</u>	<u>Cost</u>	<u>Completion Date</u>	<u>CIP Date*</u>	<u>CIP Code*</u>
1. Litchfield Road – Landscaping and Pedestrian Pathway	\$ 500,000	2 nd Qtr, 2001	FY 05-20	S77
2. Phase II Park	880,000	1 st Qtr, 2002	N/A	N/A
3. Traffic Signal for Fire Station – Litchfield Road	250,000	2 nd Qtr, 2001	FY 99-05	TS02
4. Drainage Channel Indian School Road Bypass	260,000	1 st Qtr, 2002	N/A	N/A
5. Drainage Channel RID South to Thomas Road	680,000	1 st Qtr, 2001	N/A	N/A
6. Landscape & Line Drainage Ditch South of McDowell Road at Palm Valley Boulevard	380,000	3 rd Qtr, 2002	N/A	N/A
7. Thomas Road Landscaping, Pedestrian Pathways & Street Lighting (135 th Avenue west to Litchfield Road North)	400,000	1 st Qtr, 2001	FY 05-20	S71
8. McDowell Road North Half – Palm Valley Phase II (RRR/W to Bullard Avenue)	1,700,000	1 st Qtr, 2001	FY 99-05	S62
9. 145 th Avenue (144 th Avenue South to McDowell) - Palm Valley Phase II	850,000	1 st Qtr, 2003	N/A	N/A
10. 144 th Ave – Palm Valley Phase II (Palm Valley Blvd to Bullard Road)	<u>850,000</u>	2 nd Qtr, 2001	FY 99-05	S17
Total	<u>\$6,750,000</u>			

*Projects not listed in current CIP are shown as N/A.

SECTION FIVE

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 a total amount of \$2,880,000 general obligation bonds outstanding consisting of \$230,000 principal amount of Series 1994 General Obligation Bonds (the "1994 Bonds"), \$500,000 principal amount of Series 1996B General Obligation Bonds (the "1996 Bonds") and \$2,150,000 of the Series 1998 General Obligation Bonds (the "1998 Bonds"). The original issue amount for the 1994 Bonds, the 1996 Bonds and the 1998 Bonds is \$230,000, \$500,000 and \$2,150,000, respectively.

(3) Proposed Bond Sale.

The General District will issue general obligation bonds in a principal amount of not to exceed \$5,725,000. 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 2000 Bonds	<u>\$5,725,000</u>
Total	<u>\$5,725,000</u>

USES:

Public Infrastructure	\$5,410,000
Costs of Issuance*	80,000
Bond Insurance	120,000
Underwriter's Discount	<u>115,000</u>
Total	<u>\$5,725,000</u>

* Estimated, as shown below.

<u>Description</u>	<u>Party</u>	
Bond Counsel	Gust Rosenfeld	\$25,000
Financial Advisor	Peacock Hislop	15,000
Underwriter's Counsel	Greenberg Traurig	24,000
Rating		3,000
Printing of Official Statement		7,000
Trustee (Acceptance and First Year Annual Fee)	Norwest Bank Arizona	4,000
Miscellaneous		<u>2,000</u>
Total		<u>\$80,000</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, 2003 through and including July 15, 2026, amortized to produce a level debt service structure in combination with the existing 1994 Bonds, 1996 Bonds and 1998 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, the 1996 Bonds and the 1998 Bonds.) The underwriter currently has a commitment from a AAA insurer and expects the Bonds will be insured and sold through a public offering.

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 as reported by the Maricopa County Assessor's Office as of the February 15, 2000 Abstract for the Fiscal Year 2001-02.

(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. This tax rate includes a not to exceed amount of \$0.30 per \$100 of secondary assessed valuation for administrative expenses of the District. The difference between the current target tax rate of \$1.00 and the not to exceed levy of \$0.30 for administrative expenses is available for the payment of debt service. This levy will be sufficient, with monies available pursuant to 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) Homeowner's Obligation.

At the \$1.00 tax rate level, assuming a home price of \$200,000, the General District portion of a tax bill for a homeowner would equal approximately \$14.16 per month or \$170.00 annually. (See Table Four of this Section for full cash value and secondary assessed valuation of the General District.)

(9) Disclosure of Property Tax Payments.

A.R.S. Section 32-2181 *et seq.* requires the disclosure of all property taxes to be paid by a homeowner in the Arizona Department of Real Estate Subdivision Public Report (the "Public Report"). Each homebuyer must be supplied a Public Report and, prior to home sale, the homebuyer must acknowledge by signature that they have read and accepted the Public Report.

In addition, SunCor's homebuilder, Golden Heritage Homes, Inc. and other homebuilders require the homebuyer to sign an additional form that highlights and discloses the additional property tax payments as a result of any existing District. (See Appendix E for an example of the Public Report.)

(10) Debt Capacity.

As stated above, the tax of the General District for the purpose of both the payment of debt service as well as administrative expense is \$1.00 per \$100 of secondary valuation. This is a target level that was agreed to by SunCor and the City at the time of the first issuance of general obligation bonds in 1994. Since that time, all General District debt and operations have been structured to maintain the \$1.00 target tax rate.

Public Infrastructure needs of the Project that are eligible for CFD financing pursuant to City policy generally exceed the debt capacity of the General District given its assessed value as revised annually by the Maricopa County Assessor and the limit of the \$1.00 target tax rate. In these circumstances, SunCor has funded the public infrastructure needs of the General District from its own funds.

As a general guideline, given typical assumptions regarding debt amortization, interest rate, and an average home price of \$145,000, the addition of 500 new homes to the assessed value of the General District creates the ability to issue approximately \$500,000 to \$750,000 of general obligation bonds, depending on the amount of the \$1.00 target tax rate available for debt service.

In addition, commercial development creates significant assessed value that also results in additional debt service capacity.

\$5,725,000

Community Facilities General District No. 1

TABLE ONE

(City of Goodyear, Arizona)

District General Obligation Bonds, Series 2000

	Dated Date:	11/1/00	Delivery Date:	11/14/00	
DATES	PRINCIPAL AMOUNT	COUPON	INTEREST (A)	TOTAL	FY TOTAL
1/15/01			0.00	0.00	
7/15/01			214,623.89	214,623.89	214,623.89
1/15/02			160,300.00	160,300.00	
7/15/02			160,300.00	160,300.00	320,600.00
1/15/03			160,300.00	160,300.00	
7/15/03			160,300.00	160,300.00	320,600.00
1/15/04			160,300.00	160,300.00	
7/15/04			160,300.00	160,300.00	320,600.00
1/15/05			160,300.00	160,300.00	
7/15/05			160,300.00	160,300.00	320,600.00
1/15/06			160,300.00	160,300.00	
7/15/06	\$135,000	5.600%	160,300.00	295,300.00	455,600.00
1/15/07			156,520.00	156,520.00	
7/15/07	140,000	5.600%	156,520.00	296,520.00	453,040.00
1/15/08			152,600.00	152,600.00	
7/15/08	150,000	5.600%	152,600.00	302,600.00	455,200.00
1/15/09			148,400.00	148,400.00	
7/15/09	155,000	5.600%	148,400.00	303,400.00	451,800.00
1/15/10			144,060.00	144,060.00	
7/15/10	160,000	5.600%	144,060.00	304,060.00	448,120.00
1/15/11			139,580.00	139,580.00	
7/15/11	170,000	5.600%	139,580.00	309,580.00	449,160.00
1/15/12			134,820.00	134,820.00	
7/15/12	180,000	5.600%	134,820.00	314,820.00	449,640.00
1/15/13			129,780.00	129,780.00	
7/15/13	195,000	5.600%	129,780.00	324,780.00	454,560.00
1/15/14			124,320.00	124,320.00	
7/15/14	200,000	5.600%	124,320.00	324,320.00	448,640.00
1/15/15			118,720.00	118,720.00	
7/15/15	215,000	5.600%	118,720.00	333,720.00	452,440.00
1/15/16			112,700.00	112,700.00	
7/15/16	225,000	5.600%	112,700.00	337,700.00	450,400.00
1/15/17			106,400.00	106,400.00	
7/15/17	240,000	5.600%	106,400.00	346,400.00	452,800.00
1/15/18			99,680.00	99,680.00	
7/15/18	250,000	5.600%	99,680.00	349,680.00	449,360.00
1/15/19			92,680.00	92,680.00	
7/15/19	265,000	5.600%	92,680.00	357,680.00	450,360.00
1/15/20			85,260.00	85,260.00	
7/15/20	280,000	5.600%	85,260.00	365,260.00	450,520.00
1/15/21			77,420.00	77,420.00	
7/15/21	295,000	5.600%	77,420.00	372,420.00	449,840.00
1/15/22			69,160.00	69,160.00	
7/15/22	315,000	5.600%	69,160.00	384,160.00	453,320.00
1/15/23			60,340.00	60,340.00	
7/15/23	330,000	5.600%	60,340.00	390,340.00	450,680.00
1/15/24			51,100.00	51,100.00	
7/15/24	575,000	5.600%	51,100.00	626,100.00	677,200.00
1/15/25			35,000.00	35,000.00	
7/15/25	610,000	5.600%	35,000.00	645,000.00	680,000.00
1/15/26			17,920.00	17,920.00	
7/15/26	640,000	5.600%	17,920.00	657,920.00	675,840.00
TOTALS	<u>\$5,725,000</u>		<u>\$5,930,543.89</u>	<u>\$11,655,543.89</u>	<u>\$11,655,543.89</u>

(A) Net of accrued interest

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

Insured Rates / Present SAV-No Growth

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Fiscal Year	Net Secondary Assessed Valuation (A)	Existing Debt Service			Total Existing Debt Service Requirements		Debt Tax Rate		2000 Bonds		Total Combined Debt Service	Combined Debt Tax Rate	District Revenues @ \$.70 tax rate	Suncor's Payment for Debt Service Above \$.70 tax rate	Fiscal Year
		Series 1994 Debt Service	Series 1996 Debt Service	Series 1998 Debt Service	Debt Tax Rate	Principal	Interest (B)	Debt Service	Debt Tax Rate						
2000-01	29,106,483	28,125	34,425	106,670	169,220	0.5814	-	214,624	214,624	0.7374	383,844	1.3188	203,745	180,099	2000-01
2001-02	37,216,475	27,000	34,425	106,670	168,095	0.4517	-	320,600	320,600	0.8614	488,695	1.3131	260,515	228,180	2001-02
2002-03	37,216,475	25,875	34,425	166,670	226,970	0.6099	-	320,600	320,600	0.8614	547,570	1.4713	260,515	287,055	2002-03
2003-04	37,216,475	29,750	34,425	158,520	222,695	0.5984	-	320,600	320,600	0.8614	543,295	1.4598	260,515	282,780	2003-04
2004-05	37,216,475	28,250	34,425	160,633	223,308	0.6000	-	320,600	320,600	0.8614	543,908	1.4615	260,515	283,392	2004-05
2005-06	37,216,475	26,750	34,425	162,483	223,658	0.6010	135,000	320,600	455,600	1.2242	679,258	1.8252	260,515	418,742	2005-06
2006-07	37,216,475	25,250	34,425	164,070	223,745	0.6012	140,000	313,040	453,040	1.2173	676,785	1.8185	260,515	416,270	2006-07
2007-08	37,216,475	28,750	34,425	160,395	223,570	0.6007	150,000	305,200	455,200	1.2231	678,770	1.8238	260,515	418,255	2007-08
2008-09	37,216,475	28,875	34,425	166,720	228,020	0.6127	155,000	296,800	451,800	1.2140	679,820	1.8267	260,515	419,305	2008-09
2009-10	37,216,475		64,425	163,080	227,505	0.6113	160,000	288,120	448,120	1.2041	675,625	1.8154	260,515	415,110	2009-10
2010-11	37,216,475		62,475	164,400	226,875	0.6096	170,000	279,160	449,160	1.2069	676,035	1.8165	260,515	415,520	2010-11
2011-12	37,216,475		60,450	165,405	225,855	0.6069	180,000	269,640	449,640	1.2082	675,495	1.8150	260,515	414,980	2011-12
2012-13	37,216,475		63,425	161,130	224,555	0.6034	195,000	259,560	454,560	1.2214	679,115	1.8248	260,515	418,600	2012-13
2013-14	37,216,475		61,063	166,765	227,828	0.6122	200,000	248,640	448,640	1.2055	676,468	1.8177	260,515	415,952	2013-14
2014-15	37,216,475		63,700	161,865	225,565	0.6061	215,000	237,440	452,440	1.2157	678,005	1.8218	260,515	417,490	2014-15
2015-16	37,216,475		61,000	166,915	227,915	0.6124	225,000	225,400	450,400	1.2102	678,315	1.8226	260,515	417,800	2015-16
2016-17	37,216,475		63,200	161,525	224,725	0.6038	240,000	212,800	452,800	1.2167	677,525	1.8205	260,515	417,010	2016-17
2017-18	37,216,475		65,050	161,135	226,185	0.6078	250,000	199,360	449,360	1.2074	675,545	1.8152	260,515	415,030	2017-18
2018-19	37,216,475		61,550	165,500	227,050	0.6101	265,000	185,360	450,360	1.2101	677,410	1.8202	260,515	416,895	2018-19
2019-20	37,216,475		63,050	164,250	227,300	0.6108	280,000	170,520	450,520	1.2105	677,820	1.8213	260,515	417,305	2019-20
2020-21	37,216,475		64,200	162,750	226,950	0.6098	295,000	154,840	449,840	1.2087	676,790	1.8185	260,515	416,275	2020-21
2021-22	37,216,475			226,000	226,000	0.6073	315,000	138,320	453,320	1.2181	679,320	1.8253	260,515	418,805	2021-22
2022-23	37,216,475			225,750	225,750	0.6068	330,000	120,680	450,680	1.2110	676,430	1.8176	260,515	415,915	2022-23
2023-24	37,216,475						575,000	102,200	677,200	1.8196	677,200	1.8196	260,515	416,685	2023-24
2024-25	37,216,475						610,000	70,000	680,000	1.8271	680,000	1.8271	260,515	419,485	2024-25
2025-26	37,216,475						640,000	35,840	675,840	1.8160	675,840	1.8160	260,515	415,325	2025-26
		<u>\$246,625</u>	<u>\$1,063,413</u>	<u>\$3,769,300</u>	<u>\$5,079,338</u>		<u>\$5,725,000</u>	<u>\$5,930,544</u>	<u>\$11,655,544</u>		<u>\$16,734,881</u>				

NOTES:
 (A) The 2000-01 secondary assessed valuation is actual. Secondary assessed valuation for 2001-02 is estimated by the Maricopa County Assessor's Office. Subsequent years reflect no growth.
 (B) Interest on the Bonds is estimated at 5.60%. Fiscal Year 2000-01 interest payment is net of accrued interest.

TABLE THREE

\$5.725 MM ISSUE

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

Insured Rates
With SAV Growth

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
		Existing Debt Service				2000 Bonds									
Fiscal Year	Net Secondary Assessed Valuation (A)	Series 1994 Debt Service	Series 1996 Debt Service	Series 1998 Debt Service	Total Existing Debt Service Requirements	Debt Tax Rate	Principal	Interest (B)	Debt Service	Debt Tax Rate	Total Combined Debt Service	Combined Debt Tax Rate	District Revenues @ \$.70 tax rate	Suncor's Payment for Debt Service Above \$.70 tax rate	Fiscal Year
2000-01	29,106,483	28,125	34,425	106,670	169,220	0.5814	-	214,624	214,624	0.7374	383,844	1.3188	203,745	180,099	2000-01
2001-02	37,216,475	27,000	34,425	106,670	168,095	0.4517	-	320,600	320,600	0.8614	488,695	1.3131	260,515	228,180	2001-02
2002-03	44,146,912	25,875	34,425	166,670	226,970	0.5141	-	320,600	320,600	0.7262	547,570	1.2403	309,028	238,542	2002-03
2003-04	51,077,348	29,750	34,425	158,520	222,695	0.4360	-	320,600	320,600	0.6277	543,295	1.0637	357,541	185,754	2003-04
2004-05	58,007,785	28,250	34,425	160,633	223,308	0.3850	-	320,600	320,600	0.5527	543,908	0.9376	406,054	137,853	2004-05
2005-06	64,938,222	26,750	34,425	162,483	223,658	0.3444	135,000	320,600	455,600	0.7016	679,258	1.0460	454,568	224,690	2005-06
2006-07	71,868,658	25,250	34,425	164,070	223,745	0.3113	140,000	313,040	453,040	0.6304	676,785	0.9417	503,081	173,704	2006-07
2007-08	78,799,095	28,750	34,425	160,395	223,570	0.2837	150,000	305,200	455,200	0.5777	678,770	0.8614	551,594	127,176	2007-08
2008-09	85,729,532	26,875	34,425	166,720	228,020	0.2660	155,000	296,800	451,800	0.5270	679,820	0.7930	600,107	79,713	2008-09
2009-10	92,659,968	64,425	34,425	163,080	227,505	0.2455	160,000	288,120	448,120	0.4836	675,625	0.7291	648,620	27,005	2009-10
2010-11	99,590,405		62,475	164,400	226,875	0.2278	170,000	279,160	449,160	0.4510	676,035	0.6788			2010-11
2011-12	99,590,405		60,450	165,405	225,855	0.2268	180,000	269,640	449,640	0.4515	675,495	0.6783			2011-12
2012-13	99,590,405		63,425	161,130	224,555	0.2255	195,000	259,560	454,560	0.4564	679,115	0.6819			2012-13
2013-14	99,590,405		61,063	166,765	227,828	0.2288	200,000	248,640	448,640	0.4505	676,468	0.6792			2013-14
2014-15	99,590,405		63,700	161,865	225,565	0.2265	215,000	237,440	452,440	0.4543	678,005	0.6808			2014-15
2015-16	99,590,405		61,000	166,915	227,915	0.2289	225,000	225,400	450,400	0.4523	678,315	0.6811			2015-16
2016-17	99,590,405		63,200	161,525	224,725	0.2256	240,000	212,800	452,800	0.4547	677,525	0.6803			2016-17
2017-18	99,590,405		65,050	161,135	226,185	0.2271	250,000	199,360	449,360	0.4512	675,545	0.6783			2017-18
2018-19	99,590,405		61,550	165,500	227,050	0.2280	265,000	185,360	450,360	0.4522	677,410	0.6802			2018-19
2019-20	99,590,405		63,050	164,250	227,300	0.2282	280,000	170,520	450,520	0.4524	677,820	0.6806			2019-20
2020-21	99,590,405		64,200	162,750	226,950	0.2279	295,000	154,840	449,840	0.4517	676,790	0.6796			2020-21
2021-22	99,590,405			226,000	226,000	0.2269	315,000	138,320	453,320	0.4552	679,320	0.6821			2021-22
2022-23	99,590,405			225,750	225,750	0.2267	330,000	120,680	450,680	0.4525	676,430	0.6792			2022-23
2023-24	99,590,405						575,000	102,200	677,200	0.6800	677,200	0.6800			2023-24
2024-25	99,590,405						610,000	70,000	680,000	0.6828	680,000	0.6828			2024-25
2025-26	99,590,405						640,000	35,840	675,840	0.6786	675,840	0.6786			2025-26
		\$246,625	\$1,063,413	\$3,769,300	\$5,079,338		\$5,725,000	\$5,930,544	11,655,544		\$16,734,881				

NOTES:

- (A) The 2000-01 secondary assessed valuation is actual. Secondary assessed valuation for 2001-02 is estimated by the Maricopa County Assessor's Office. Secondary assessed valuation for 2002-03 through 2009-10 assumes a growth amount based on an average of the past three years growth in SAV. Subsequent years reflect no growth.
- (B) Interest on the Bonds is estimated at 5.60%. Fiscal Year 2000-01 interest payment is net of accrued interest.

TABLE FOUR**COMMUNITY FACILITIES GENERAL DISTRICT***Full Cash and Secondary Assessed Valuation
Fiscal Years 1991-92 through 2001-02*

<u>Fiscal Year</u>	<u>Full Cash Value</u>	<u>Secondary Assessed Value</u>	<u>Percentage Change</u>
1991-92	\$464,116	\$74,255	
1992-93	110,162	17,625	- 321.30%
1993-94	616,532	70,105	297.76%
1994-95	3,369,075	599,500	755.15%
1995-96	39,392,682	3,232,838	439.26%
1996-97	43,386,053	6,388,371	95.13%
1997-98	81,462,751	11,515,971	82.55%
1998-99	118,717,368	16,425,165	42.63%
1999-00	155,487,438	20,429,623	24.38%
2000-01	219,099,995	29,106,483	42.47%
2001-02 (1)	287,678,615	37,216,475	27.86%

(1) Fiscal year 2001-02 secondary assessed valuation based upon Maricopa County Assessor's Abstract by the Tax Authority Report dated October 2, 2000.

Source: Maricopa County Assessor's Office.

APPENDIX A

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

July 15 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 436.63 feet;



Legal Description
Community Facility General District No. 1
July 16, 1993
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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;



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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;

The logo consists of the letters 'MI' in a bold, stylized, blocky font. The 'M' and 'I' are connected at the top and bottom, with a small gap between them in the middle. The letters are black and set against a white background.

Legal Description
Community Facility General District No. 1
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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.

Below 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:	2000-01 Total Tax Rate
General District	\$17.7454

<u>Combined Tax Rates for Other Developments:</u>	2000-01 Total Tax Rate
--	---------------------------------------

West-side developments:

Arrowhead Ranch (Glendale)	\$13.1220
Garden Lakes (Avondale)	\$16.5004
Litchfield Greens (Litchfield Park)	\$13.6638
Rancho Santa Fe (Avondale)	\$14.3185
Westbrook Village (Peoria)	\$14.4660

Other developments with CFDs:

Eagle Mountain (Fountain Hills)	\$13.9934
Estrella Mountain Ranch (Goodyear)*	\$13.9021
McDowell Mtn. Ranch (Scottsdale)	\$13.1068
Scottsdale Mountain (Scottsdale)	\$13.1068
Tatum Ranch (Phoenix)	\$13.4227
Wildflower Ranch (Goodyear)	\$17.7218

* The Estrella Mountain Ranch Community Facilities District is in the process of issuing General Obligation Bonds which will increase the tax rate by \$1.30. This tax rate includes the proposed CFD tax.

The following page details the tax rates levied by the municipalities and districts within each of the above-listed developments.

CFD / MASTER PLANNED COMMUNITY TAX RATE BREAKDOWN
FISCAL YEAR 2000 -01

	Community Facilities Utilities District No. 1	Community Facilities General District No. 1	Arrowhead Ranch	Garden Lakes	Litchfield Greens ¹	Rancho Santa Fe	Westbrook Village	Eagle Mountain	Estrella Mountain Ranch ²	McDowell Mountain Ranch, Scottsdale Mountain	Tatum Ranch	Wildflower Ranch
<i>Primary</i>												
State and County	2.6455	2.6455	2.6455	2.6455	2.6455	2.6455	2.6455	2.6455	2.6455	2.6455	2.6455	2.6455
Elementary School District	2.6218	2.6218	0.0000	2.5049	2.6218	2.5706	0.0000	0.0000	2.2552	0.0000	0.0000	2.5706
High School District	3.6158	3.6158	0.0000	2.8120	3.6158	3.6158	0.0000	0.0000	2.2354	0.0000	0.0000	3.6158
Unified School District	0.0000	0.0000	4.3697	0.0000	0.0000	0.0000	4.8655	3.9062	0.0000	4.0442	3.5353	0.0000
City	1.3403	1.3403	0.3800	0.5996	0.0000	0.5996	0.3249	0.0000	1.3403	0.5289	0.8600	1.3403
CFD	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
Other	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0519	0.0000	0.0000
Total Primary	10.2234	10.2234	7.3952	8.5620	8.8831	9.4315	7.8359	6.5517	8.4764	7.2705	7.0408	10.1722
<i>Secondary</i>												
State and County	0.7006	0.7006	0.7006	0.7006	0.7006	0.7006	0.7006	0.7006	0.7006	0.7006	0.7006	0.7006
Elementary School District	2.5070	2.5070	0.0000	4.9039	2.5070	1.9346	0.0000	0.0000	2.0767	0.0000	0.0000	1.9346
High School District	1.5731	1.5731	0.0000	1.6552	1.5731	1.5731	0.0000	0.0000	0.6071	0.0000	0.0000	1.5731
Unified School District	0.0000	0.0000	3.6862	0.0000	0.0000	0.0000	4.6270	2.3841	0.0000	1.4113	2.2213	0.0000
City	0.7413	0.7413	1.3400	0.6787	0.0000	0.6787	1.3025	0.3331	0.7413	0.6577	0.9600	0.7413
CFD	1.0000	2.0000	0.0000	0.0000	3.0000	0.0000	0.0000	3.0000	1.3000	3.0000	2.5000	2.6000
Other	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	1.0239	0.0000	0.0667	0.0000	0.0000
Total Secondary	6.5220	7.5220	5.7268	7.9384	7.7807	4.8870	6.6301	7.4417	5.4257	5.8363	6.3819	7.5496
Total Tax Rate	16.7454	17.7454	13.1220	16.5004	16.6638	14.3185	14.4660	13.9934	13.9021	13.1068	13.4227	17.7218

¹ CFD formation is under discussion.

² This tax rate is not yet in effect. Estrella Mountain Ranch is in the process of issuing General Obligation Bonds which will increase the tax rate by \$1.30 as indicated in the table.

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 affect 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.

APPENDIX E

**EXAMPLE OF CFD DISCLOSURE IN THE
ARIZONA DEPARTMENT OF REAL ESTATE
SUBDIVISION PUBLIC REPORT**

**STATE OF ARIZONA
DEPARTMENT OF REAL ESTATE
SUBDIVISION PUBLIC REPORT**

**FOR
PALM VALLEY PHASE I PARCEL 12
aka PALOMA AT PALM VALLEY**

Registration No. DM99-020370

SUBDIVIDER

T.W. Lewis Company
4500 South Lakeshore Drive, Suite 450
Tempe, Arizona 85282

October 27, 1999

Effective Date

PROPERTY REPORT DISCLAIMER

This report is NOT A RECOMMENDATION NOR AN ENDORSEMENT by the State of Arizona of this land but is provided for informational purposes ONLY. The report reflects information provided by the subdivider and obtained by the Department in its review process in accordance with the provisions of Title 32, Chapter 20, Article 4, of the Arizona Revised Statutes, as amended. NOTE that not all of the information in this report has been verified by the Department; certain information has been accepted by the Department as true and accurate based on attestation of the subdivider and/or the subdivider's agents. You should verify all facts before signing any documents. The Department has not passed upon the quality or quantity of any improvement or structure and does not assume responsibility in either event.

PHOENIX OFFICE
2910 North 44th Street
Suite 100
Phoenix, Arizona 85018
(602) 468-1414 Ext. 400

TUCSON OFFICE
400 North Congress
Suite 523
Tucson, Arizona 85701
(520) 628-6941

THE ARIZONA DEPARTMENT OF REAL ESTATE

REQUIRES THAT:

1. You **BE GIVEN** this public report;
2. **YOU SIGN A RECEIPT** indicating that you received this report;

RECOMMENDS:

1. You **DO NOT SIGN ANY AGREEMENT** before you have read this report;
2. You see the **EXACT PROPERTY** you are interested in **BEFORE SIGNING** any document for lease or purchase.

ARIZONA LAW STATES:

1. **THE SALE OR LEASE OF SUBDIVIDED LANDS PRIOR TO ISSUANCE OF THIS REPORT OR FAILURE TO DELIVER THIS REPORT TO YOU SHALL RENDER THE SALE OR LEASE RESCINDABLE BY YOU. ACTION TO RESCIND MUST BE BROUGHT WITHIN 3 YEARS FROM DATE OF EXECUTION OF PURCHASE AGREEMENT.**
2. **CONTRACTS OR AGREEMENTS FOR THE PURCHASE OF AN UNIMPROVED LOT (WITHOUT A BUILDING)* MAY BE RESCINDED BY YOU WITHOUT CAUSE BY SENDING OR DELIVERING WRITTEN NOTICE OF RESCISSION BY MIDNIGHT OF THE SEVENTH CALENDAR DAY FOLLOWING THE SIGNING.**
3. **IF YOU HAVE SIGNED A PURCHASE AGREEMENT FOR THE PURCHASE OF AN UNIMPROVED LOT (WITHOUT A BUILDING)* PRIOR TO INSPECTING THE LOT, YOU HAVE SIX MONTHS TO INSPECT AND UPON INSPECTION MAY RESCIND THE PURCHASE AGREEMENT.**

*A contract or agreement for purchase of a lot which includes a building or obligates the seller to complete construction of a building within two years from the contract date does not constitute the purchase of an unimproved lot. Therefore, if your purchase includes a lot and a building or a building to be built, you are not entitled to the rescission rights described in paragraphs 2 and 3.

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Palm Valley Phase 1, Parcel 12
aka Paloma at Palm Valley

5. Individual lots drain either to front or side streets. Lot owners should be aware when landscaping their lots not to block drainage away from the structure and towards the outfall of the lot.
6. Homeowners should be aware that during major storm events drainage in the streets may flow above the sidewalk grade requiring periodic maintenance to the fronts of yards.
7. This project is located in a master planned community having a master drainage plan prepared by others. The drainage design of the project follows the intent of the master plan prepared by Coe and Van Loo consulting Engineer Titled City of Goodyear Litchfield project Mass Grading - Phase I Unit I date April 19, 1990 project No. 1200-05-24."

Soils: Subdivider advises subdivision is not subject to expansive or subsidence type soils.

Adjacent Lands and Vicinity to Paloma at Palm Valley are zoned "PAD" (planned area development). Immediately to the North is Palm Valley Golf Course and the golf course maintenance facility is to the East. Existing residential homes are to the West and to the South (across McDowell Road) is vacant graded land.

Within the vicinity of Paloma at Palm Valley is the Papago Freeway which is approximately ½ mile South; the Agua Fria River Bed lies approximately 1 mile East; the Roosevelt Irrigation District Canal is approximately 1 ½ miles to the North; and the Southern Pacific Railroad is approximately 2 ½ miles to the East. The Catholic Church is currently in negotiations for property located on the north side of Thomas Road, approximately 1 mile to the North.

Due to the close proximity of Palm Valley Golf Course and golf course maintenance facility, prospective purchasers are advised of possible odors from fertilization as well as possible noise intrusion.

NOTE: Subdivider advises the former presence of a waste water treatment facility which occupied the western portion of the subdivision. A closure permit was issued for the treatment plant on 6/17/95.

AIRPORTS

Military Airport: Paloma at Palm Valley is located in territory in the vicinity of Luke Air Force Base located approximately 4 ½ miles to the Northwest.

Airport: Phoenix-Goodyear Municipal Airport, located at 1658 South Litchfield Road, is approximately 2 miles south. Glendale Municipal Airport, located at 6841 North Glen Harbor Boulevard, is 7 miles Northeast of the subdivision.

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UTILITIES

Electricity: Arizona Public Service, (602) 371-7171. The facilities are presently adjacent to the subdivision. Estimated completion date is December 1, 1999. Cost to complete facilities is included in the sale price of the dwelling. Cost to receive service is a \$25.00 connect fee (plus tax). A deposit may be required.

Street Lights: will be installed and estimated completion date is December 1, 1999. Cost for electricity to the street lights is included in taxes.

Telephone: US West Communications, (800) 244-1111. The facilities are presently adjacent to the subdivision. Estimated completion date is December 1, 1999. Cost to complete facilities is included in the sale price of the dwelling. Cost to receive service is a \$46.50 minimum connection fee per line and \$53.30 per line (if applicable) zone fee. A deposit may be required.

Natural Gas: Southwest Gas Corporation, (602) 861-1999. The facilities are presently adjacent to the subdivision. Estimated completion date is December 1, 1999. Cost to complete facilities is included in the sale price of the dwelling. Cost to receive service is a \$30.00 connection fee. A deposit may be required.

Water: Litchfield Park Service Company, (623) 935-9367. The facilities are presently adjacent to the subdivision. Estimated completion date is December 1, 1999. Cost to complete facilities is included in the sale price of the dwelling. Cost to receive service is a \$15.00 establishment fee included on the first billing statement.

Sewage Disposal: Litchfield Park Service Company, (623) 935-9367. The facilities are presently adjacent to the subdivision. Estimated completion date is December 1, 1999. Cost to complete facilities is included in the sale price of the dwelling. Cost to receive service is a \$15.00 start-up fee (included in water and billed on the first statement). To initiate this service, purchasers will need to complete the application at Litchfield Park Service Company's office. A monthly user fee will be included in the monthly water billing statement.

THE ABOVE COSTS ARE SUBJECT TO CHANGE BY SERVICE PROVIDERS. YOU SHOULD CONTACT THE ABOVE PROVIDERS REGARDING EXTENSION RULES AND REGULATIONS, SERVICE CONNECTIONS AND COSTS INVOLVED.

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STREETS, ROADS AND DRAINAGE

Access to the Subdivision is by asphalt paved public streets which are complete. The City of Goodyear is responsible for continued maintenance with costs for such maintenance included in taxes.

Access within the Subdivision is by asphalt paved public streets. Estimated completion date is December 1, 1999. The City of Goodyear will be responsible for continued maintenance upon completion and inspection/acceptance. Cost for continued maintenance is included in the taxes.

Flood and Drainage: Tracts A, B, and C are designated as landscaped drainage tracts. Estimated completion date is December 1, 1999. Cost for completion of the facilities is included in the sales price of the dwelling. Upon completion, the homeowner's association is responsible for continued maintenance. Cost for continued maintenance is included in the homeowner's association assessments.

COMMON, COMMUNITY AND RECREATIONAL FACILITIES

Within the Subdivision: Tracts A, B, and C are designed landscaped drainage tracts as noted above. Estimated completion date is December 1, 1999.

Within the Master Planned Community: Palm Valley Golf Course is adjacent to the subdivision on the North and complete. The homeowner's association is responsible for continued maintenance with costs for maintenance included in the homeowner's association assessments.

ASSURANCES FOR COMPLETION

Assurances for Completion of Subdivision Facilities: No escrow will close until the City of Goodyear issues an occupancy clearance and all subdivision improvements have been completed.

Assurances for Maintenance of Subdivision Facilities: The City of Goodyear will maintain exterior and interior streets, the utility companies will maintain their respective facilities, and Litchfield Park Service Company will maintain the water and sewer lines.

LOCAL SERVICES AND FACILITIES

Schools: Palm Valley Elementary School (Kindergarten through 5th grade) is 1 mile North at 2801 North 135th Avenue and Western Sky Middle School (6th through 8th

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grades) is approximately 3 miles Northwest at 4095 North 144th Avenue. High school students will have a choice of Agua Fria High School (9th through 12th grades) which is approximately 2 miles South at 530 East Riley Drive OR Millenium High School (9th through 12th grades) approximately 3 miles Northwest at 14802 West Wigwam Boulevard. School bus service is available.

SCHOOL FACILITIES AND BUS SERVICE MAY CHANGE. YOU SHOULD CONTACT THE LOCAL SCHOOL BOARD REGARDING THE CURRENT LOCATION OF SCHOOLS AND BUS SERVICE.

Shopping Facilities are available at ABCO, 1450 North Dysart Road, approximately 1 mile from the subdivision or Fry's, 1200 North Dysart Road, approximately ½ mile from the subdivision.

Public Transportation is available through Park and Ride approximately 7 miles east of the subdivision at Interstate 10 on the Southeast corner of McDowell Road and 79th Avenue.

Medical Facilities are available at Samaritan West Valley Emergency Medical Center, 488 North Litchfield Road, approximately 2 miles Southwest of the subdivision.

Fire Protection is provided by the City of Goodyear Fire Department.

Ambulance Service is available by dialing 911.

Police Services are provided by the City of Goodyear Police Department.

Garbage Services are provided by the City of Goodyear. Cost for service is a \$15.00 start-up fee and monthly fee of \$17.30.

LOCATIONS AND COSTS OF THE ABOVE SERVICES AND FACILITIES MAY CHANGE. YOU SHOULD VERIFY THEIR CURRENT LOCATIONS AND COSTS PRIOR TO PURCHASE.

SUBDIVISION USE AND RESTRICTIONS

Use: This offering is for improved lots (lot with dwelling) and zoning is single family residential.

Conditions, Reservations and Restrictions are as set forth in zoning regulations, recorded covenants, conditions, and restrictions, article of incorporation, and bylaws for the homeowner's association.

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Restrictions and Other Matters of Record: Conditions, reservations and restrictions that may run with the land including City or County zoning restrictions should be investigated by you. Copies of those items which are recorded may be inspected at the Office of the Maricopa County Recorder. Information about zoning may be obtained at the Office of the City of Goodyear Planning and Zoning Department. Restrictions are recorded as cited in the following title exceptions and per the subdivision plat.

TITLE

Title to this subdivision is vested in T.W. Lewis Company, an Arizona Corporation, as to Lots 1, 2, 37, 38, 40, 55, 56 and T.W. Lewis - Palm Valley Parcel 12, L.L.C., an Arizona limited liability company, as to the remainder.

Subdivider's interest in this subdivision is evidenced by fee title as to Lots 1, 2, 37, 38, 40, 55, 56, and by an option agreement as to the remainder of the lots. Subdivider's interest in the development is a right to purchase lots pursuant to the described option agreement. You have no assurance that subdivider will purchase or build homes on all development lots.

Title is subject, among other things, to all taxes, assessments, covenants, conditions, restrictions, limitations, reservations, rights, obligations, powers, easements, rights of way, liens, and charges of record. **YOU SHOULD INVESTIGATE THE TITLE AND SATISFY YOURSELF AS TO WHAT EFFECT, IF ANY, THESE MATTERS MAY HAVE ON THE USE OF THE LAND.** Title exceptions affecting the condition of title are listed in the Preliminary Title Report dated October 5, 1999 issued by Chicago Title Insurance Company. You should obtain a title report and determine the effect of the listed exceptions.

EXCEPTIONS: SEE EXHIBIT "A" ATTACHED

METHOD OF SALE

Sales: Your vested interest/ownership interest in the property will be evidenced by the subdivider delivering a recorded deed to you and by your signing a promissory note and deed of trust for the unpaid balance, if any. You should read these documents before signing them.

Cash sales will be accepted.

Release of Liens and Encumbrances: Subdivider advises that arrangements have been made with the optioner in the aforementioned option agreement for the release of individual lots.

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Use and Occupancy: Purchaser will receive title free and clear of all liens. Purchaser is permitted to use and occupy lot upon close of escrow and recordation of deed.

THE PURCHASE CONTRACT IS A BINDING AGREEMENT. CONTRARY TO THE TERMS AND PROVISIONS OF THE CONTRACT, YOU MAY HAVE ADDITIONAL RIGHTS, REMEDIES AND WARRANTIES PROVIDED BY LAW. READ THOROUGHLY BEFORE SIGNING. IF NOT UNDERSTOOD, SEEK COMPETENT ADVICE PRIOR TO COMMITMENT TO PURCHASE.

TAXES AND ASSESSMENTS

Real Property Taxes: The combined primary and secondary property tax rate for this subdivision for the year 1999 is \$17.26 per \$100.00 assessed valuation. The estimated property tax for an improved lot (lot with dwelling), based on the above tax rate and average sales price of \$218,000.00, is \$3,010.14.

Special District Tax or Assessments: Special District No. 28762 Goodyear 89-359 Utilities #1 - Rate 1.000; and Special District No. 28763 89-360 General Facilities 1.000 - paid through taxes.

AMOUNT OF TAXES AND ASSESSMENTS SET FORTH ABOVE ARE APPROXIMATE ONLY AND SUBJECT TO CHANGE.

PROPERTY OWNERS ASSOCIATIONS

Name and Assessments: Palm Valley Community Association. Property owners will be required to pay master association assessments in the amount of \$91.00 per year.

Control of Association: Upon the earlier of: (a) 120 days after the date when the total number of votes outstanding in Class A Membership equals the number of votes outstanding in Class B Membership; (b) 15 years from the date of recording this declaration; or (c) When the declarant notifies, in writing, that it relinquishes its Class B Membership.

Title to Common Areas will be conveyed to the Association upon completion and final inspection. Subdivider advises arrangements have been made with the lender for the release of Tracts A, B, and C upon request from the developer for no cost or consideration.

Membership: All lot purchasers will be members of the Association.

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PAYMENTS TO PROPERTY OWNERS ASSOCIATIONS ARE SUBJECT TO CHANGE IN ACCORDANCE WITH RECORDED RESTRICTIONS. SAID ASSOCIATION MAY ALSO IMPOSE SPECIAL ASSESSMENTS.

YOU ARE ADVISED TO READ THE RECORDED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS, ARTICLES OF INCORPORATION, BYLAWS FOR THIS SUBDIVISION TO DETERMINE THE RIGHTS OF LOT OWNERS TO PARTICIPATE IN THE CONTROL OF THE PROPERTY OWNERS' ASSOCIATION AND TO DETERMINE THE RIGHTS, DUTIES AND LIMITATIONS OF OWNERS IN AND USE OF THEIR LOT. FURTHER, YOU SHOULD DETERMINE FOR YOURSELF IF SUBDIVIDER'S ARRANGEMENTS AND PLANS FOR THE PAYMENT OF ASSESSMENTS ON UNSOLD LOT WILL BE SUFFICIENT TO FULFILL THE NEEDS, DEMANDS AND FINANCIAL OBLIGATIONS OF THE ASSOCIATION, AS SET FORTH IN THE DECLARATION AND BYLAWS.

JMC

REGISTRATION NO. DM99-020370
Palm Valley Phase 1, Parcel 12
aka Paloma at Palm Valley

EXHIBIT A

1. Taxes for the full year 1999; first half due October 1, and delinquent on November 1, of said year; second half due on March 1, and delinquent on May 1, of the year 2000.
2. Water rights, claims or title to water, whether or not of public record.
3. Easements and rights incident thereto for public utilities as shown on the recorded plat of said subdivision.
4. Development Agreement No. 1, recorded in Recording No. 89-389275.
5. Palm Valley Project - Phase One - Map of Dedication recorded in Book 360 of Maps, page 50.
6. Easement and rights incident thereto for underground electric lines as set forth in instrument recorded November 6, 1991 in Recording No. 91-521994.
7. Conditions, covenants and restrictions (but omitting, if any, such conditions, covenants or restrictions based on race, color, religion, sex, handicap, familial status or national origin unless and only to the extent that said covenant (a) is exempt under Chapter 42, Section 3607 of the United States Code or (b) relates to handicap but does not discriminate against handicapped persons) contained in instrument recorded in Recording No. 93-444963, and Declaration of Annexation and Tract Declaration recorded in Recording No. 98-1195360.
8. Liabilities and obligations imposed on said land by reason of provisions contained in instrument(s) recorded in Recording No. 93-444963, purporting to impress a lien on said land for collection of assessments of Palm Valley Community Association.
9. Deed of Trust to secure an original principal amount of \$17,000,000.00, made by:
 - Trustor: T.W. Lewis - Palm Valley Parcel 12, L.L.C., an Arizona limited liability company
 - Trustee: Arizona Trust Deed Corporation, an Arizona corporation
 - Beneficiary: Bank One, Arizona, NA, a national banking association dated December 23, 1998, recorded December 31, 1998 in Recording No. 98-1195367
10. Unrecorded Option to Purchase from T.W. Lewis - Palm Valley Parcel 12, L.L.C., an Arizona limited liability company to T.W. Lewis Company, an Arizona corporation as disclosed by Memorandum of Option Agreement, dated March 4, 1999, recorded March 10, 1999 in Recording No. 99-228081; thereafter Assignment and Subordination of Option Agreement dated December 23, 1998 and recorded December 31, 1998 in Recording No. 98-1195368

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11. Conditions, covenants and restrictions (but omitting, if any, such conditions, covenants or restrictions based on race, color, religion, sex, handicap, familial status or national origin unless and only to the extent that said covenant (a) is exempt under Chapter 42, Section 3607 of the United States Code or (b) relates to handicap but does not discriminate against handicapped persons) contained in instrument recorded in Recording No. 99-761452.

12. Deed of Trust to secure an original principal amount of \$15,000,000.00, made by:

Trustor: T.W. Company, an Arizona Corporation

Trustee: Arizona Trust Deed Corporation, an Arizona corporation

Beneficiary: Bank One, Arizona, NA, a national banking association dated December 11, 1997, recorded December 27, 1997 in Recording No. 97-904376; thereafter amendment dated September 24, 1999, recorded September 30, 1999, in Recording No. 99-911975 (covers Lots 1, 2, 37, 40, 55, 56 and additional parcels).

File Reference Sheet

For File #: CFGD #1 Resolution 00-064

Attachments:

File Continued:

Cross Reference(s): CFGD #1 Resolution 00-062
CFGD #1 Resolution 03-104

Status/Notes: Amending Feasibility Study - Series 2000
In the amount of \$5,725,000

**AMENDMENT TO THE
APPROVED FEASIBILITY STUDY**

For The Issuance of

**Not to Exceed
\$5,725,000 Principal Amount**

OF

COMMUNITY FACILITIES

GENERAL DISTRICT NO. 1

(CITY OF GOODYEAR, ARIZONA)

DISTRICT GENERAL OBLIGATION BONDS

SERIES 2000

December 1, 2000

R 00-064
R 00-062

**DESCRIPTION OF PUBLIC INFRASTRUCTURE
(Amendment to Series 2000 Issuance)**

The public infrastructure listed in the 2000 feasibility report will now include the following project:

Goodyear Community Park Land Acquisition and Improvements

Pay for the acquisition of approximately 36.3 +/- acres of land to be utilized as the Goodyear Community Park. The purchase price is based upon an appraisal commissioned by the City of Goodyear. The improvements will include baseball and softball fields, play equipment, lighting, irrigation, public restrooms and concession building.

Park Acquisition	\$2,800,000	
Park Improvements	\$ 700,000	
Total Estimated Cost		\$3,500,000