

OFFICIAL STATEMENT DATED MAY 14, 2024

NEW ISSUE - BOOK-ENTRY-ONLY

RATINGS: See "RATINGS" herein.

INSURANCE: See "BOND INSURANCE" and "RISK FACTORS RELATED TO BOND INSURANCE" herein.

In the opinion of Gust Rosenfeld P.L.C., Phoenix, Arizona, Bond Counsel, under existing laws, regulations, rulings and judicial decisions, and assuming continuing compliance with certain restrictions, conditions and requirements by the District, as mentioned under "TAX EXEMPTION" herein, interest income on the Bonds is excluded from gross income for federal income tax purposes. Interest income on the Bonds is not an item of tax preference to be included in computing the alternative minimum tax; however, such interest is taken into account in determining the annual adjusted financial statement income of applicable corporations (as defined in Section 59(k) of the Internal Revenue Code of 1986, as amended) for the purpose of computing the alternative minimum tax imposed on corporations for tax years beginning after December 31, 2022. In the opinion of Bond Counsel, interest income on the Bonds is exempt from Arizona income taxes. See "TAX EXEMPTION" and "BOND PREMIUM" herein.

\$11,115,000

**SUNDANCE COMMUNITY FACILITIES DISTRICT
(CITY OF BUCKEYE, ARIZONA)
GENERAL OBLIGATION REFUNDING BONDS, SERIES 2024**

Dated: Date of initial delivery

Due: As shown on the inside front cover page

The \$11,115,000 principal amount of Sundance Community Facilities District (City of Buckeye, Arizona) (the "District") General Obligation Refunding Bonds, Series 2024 (the "Bonds"), will be issued in the form of fully registered bonds, registered in the name of Cede & Co. as nominee of The Depository Trust Company ("DTC"), New York, New York, and will be available initially to ultimate purchasers through the book-entry-only system maintained by DTC in amounts of \$5,000 of principal each or integral multiples in excess thereof due on specified maturity dates. Interest on the Bonds will be paid semiannually on July 15 and January 15 of each year, commencing July 15, 2024. Payments of principal and interest will be paid by wire transfer to DTC for subsequent disbursements to DTC participants which will remit such payments to the beneficial owners of the Bonds. See APPENDIX C – "BOOK-ENTRY-ONLY SYSTEM."

SEE INSIDE FRONT COVER PAGE FOR MATURITY SCHEDULE

The Bonds are authorized pursuant to Title 48, Chapter 4, Article 6, Arizona Revised Statutes, and Title 35, Chapter 3, Article 4, Arizona Revised Statutes (the "Refunding Act"). The Bonds will be issued pursuant to a resolution of the Board of Directors of the District adopted on May 7, 2024. The Bonds will be payable as to both principal and interest from *ad valorem* taxes to be levied on all taxable property within the boundaries of the District, without limitation as to rate; provided, however, that such taxes will be limited by the Refunding Act to an amount which shall not exceed the total aggregate principal and interest requirements coming due on the Bonds Being Refunded (as defined herein) from the date of issuance of the Bonds to the final date of maturity of the Bonds Being Refunded. The application of such taxes to the payment of the Bonds will be subject to the rights vested in the owners of the Bonds Being Refunded from the same source in the event of a deficiency in the monies and securities to be purchased with the proceeds of the Bonds and held in trust to pay principal of and interest on the Bonds Being Refunded. The owners of the Bonds must rely on the sufficiency of the monies and securities held in trust for payment of the Bonds Being Refunded. See "PLAN OF REFUNDING" and "SECURITY FOR AND SOURCES OF PAYMENT OF THE BONDS" herein.

The Bonds will not be subject to redemption prior to their stated maturities.

Proceeds of the sale of the Bonds will be used to refund the Bonds Being Refunded and pay costs of issuance of the Bonds.

The scheduled payment of principal of and interest on the Bonds when due will be guaranteed under a municipal bond insurance policy to be issued concurrently with the delivery of the Bonds by Build America Mutual Assurance Company.



NEITHER THE FULL FAITH AND CREDIT NOR THE GENERAL TAXING POWER OF THE CITY OF BUCKEYE, ARIZONA, THE STATE OF ARIZONA OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE DISTRICT WITH THE LIMITATIONS DESCRIBED HEREIN) WILL BE PLEDGED TO THE PAYMENT OF THE BONDS. THE BONDS WILL BE OBLIGATIONS OF THE DISTRICT ONLY. NONE OF THE CITY OF BUCKEYE, ARIZONA, THE STATE OF ARIZONA OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE DISTRICT WITH THE LIMITATIONS DESCRIBED HEREIN) WILL HAVE ANY OBLIGATION WITH RESPECT TO DEBT SERVICE FOR THE BONDS.

The Bonds will be offered when, as and if issued by the District and subject to the approval of Gust Rosenfeld P.L.C., Phoenix, Arizona, Bond Counsel. Certain legal matters will be passed upon for the District by its counsel, Gust Rosenfeld P.L.C., Phoenix, Arizona, and for the Underwriter identified below by its counsel, Greenberg Traurig, LLP, Phoenix, Arizona. It is expected that delivery of the Bonds will be made through the facilities of DTC on or about June 13, 2024.

This cover page contains certain information for general reference only. It is not a summary of the issue of which the Bonds are a part. Investors are advised to read this Official Statement in its entirety to obtain information essential to the making of an informed investment decision with respect to the Bonds.

RAYMOND JAMES®

\$11,115,000
SUNDANCE COMMUNITY FACILITIES DISTRICT
(CITY OF BUCKEYE, ARIZONA)
GENERAL OBLIGATION REFUNDING BONDS, SERIES 2024

MATURITY SCHEDULE

Year (July 15)	Principal Amount	Rate	Yield	CUSIP® (a) No. (Base 86724P)
2024	\$ 480,000	5.00%	3.75%	CL0
2025	665,000	5.00	3.50	CM8
2026	700,000	5.00	3.47	CN6
2027	735,000	5.00	3.36	CP1
2028	775,000	5.00	3.27	CQ9
2029	940,000	5.00	3.24	CR7
2030	1,235,000	5.00	3.25	CS5
2031	1,295,000	5.00	3.27	CT3
2032	1,360,000	5.00	3.27	CU0
2033	1,430,000	5.00	3.28	CV8
2034	1,500,000	5.00	3.29	CW6

- (a) CUSIP® is a registered trademark of the American Bankers Association. CUSIP Global Services (CGS) is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. Copyright© 2024 CGS. All rights reserved. CUSIP® data herein is provided by CGS. This data is not intended to create a database and does not serve in any way as a substitute for the CGS database. CUSIP® numbers are provided for convenience of reference only. None of the District, the Financial Advisor, the Underwriter or their agents or counsel assume responsibility for the accuracy of such numbers.

**SUNDANCE COMMUNITY FACILITIES DISTRICT
(CITY OF BUCKEYE, ARIZONA)**

DISTRICT BOARD

Eric Orsborn, *District Board Chairman*
Clay Goodman, *District Board Vice Chairman*
Tony Youngker, *District Board Member*
Jeanine Guy, *District Board Member*
G. Patrick HagEstad, *District Board Member*
Michelle Hess, *District Board Member*
Craig Heustis, *District Board Member*

DISTRICT STAFF

Daniel Cotterman, *District Manager*
William Kauppi, *District Treasurer*
Lucinda Aja, *District Clerk*

FINANCIAL ADVISOR

Hilltop Securities Inc.
Phoenix, Arizona

BOND COUNSEL

Gust Rosenfeld P.L.C.
Phoenix, Arizona

BOND REGISTRAR AND PAYING AGENT AND DEPOSITORY TRUSTEE

U.S. Bank Trust Company, National Association
Phoenix, Arizona

This Official Statement, which includes the cover page, the inside front cover page and the appendices hereto, should be considered in its entirety, and no one subject should be considered less important than another by reason of location in the text. Brief descriptions of the Sundance Community Facilities District (City of Buckeye, Arizona) (the “District”), the District’s General Obligation Refunding Bonds, Series 2024 (the “Bonds”), the hereinafter described Bond Resolution, the security for the Bonds and other information are included in this Official Statement. Such descriptions do not purport to be comprehensive or definitive. All references herein to the Bonds, the Bond Resolution and any other documents are qualified in their entirety by reference to such documents, copies of which may be obtained from Raymond James & Associates, Inc. (the “Underwriter”), at 8501 North Scottsdale Road, Suite 250, Scottsdale, Arizona 85253.

The information set forth herein has been obtained from the District and other sources believed to be reliable, but such information is not guaranteed as to accuracy or completeness and is not to be construed as the promise or guarantee of the Underwriter or Hilltop Securities Inc. (the “Financial Advisor”). This Official Statement contains, in part, estimates and matters of opinion which are not intended as statements of fact, and no representation is made as to the correctness of such estimates and opinions or that they will be realized. The presentation of information, including tables of *ad valorem* tax rates and general obligation bonded indebtedness, in this Official Statement is intended to show recent historical information and, except as expressly stated otherwise, is not intended to indicate future or continuing trends. No representation is made that the past experience shown by such information will necessarily continue or be repeated in the future.

The Underwriter has provided the following sentence for inclusion in this Official Statement: “The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information.”

The presentation of information, including tables of receipts from taxes and other sources, shows recent historical information and is not intended to indicate future or continuing trends in the financial position or other affairs of the District. All information, estimates and assumptions contained herein are based on past experience and on the latest information available and are believed to be reliable, but no representations are made that such information, estimates and assumptions are correct, will continue, will be realized or will be repeated in the future. To the extent that any statements made in this Official Statement involve matters of opinion or estimates, whether or not expressly stated to be such, they are made as such and not as representations of fact or certainty, and no representation is made that any of these statements have been or will be realized. All forecasts, projections, opinions, assumptions or estimates are “forward looking statements” that must be read with an abundance of caution and that may not be realized or may not occur in the future. Information other than that obtained from official records of the District has been identified by source and has not been independently confirmed or verified by the District, the Financial Advisor or the Underwriter, or any of their respective counsel, including Bond Counsel and counsel to the Underwriter, and its accuracy cannot be guaranteed. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made pursuant hereto will, under any circumstances, create any implication that there has been no change in the affairs of the District or any of the other parties or matters described herein since the date hereof.

The Bonds will not be registered under the Securities Act of 1933, as amended, or any state securities law, and will not be listed on any stock or other securities exchange. Neither the Securities and Exchange Commission nor any other federal, state or other governmental entity or agency will have passed upon the accuracy or adequacy of this Official Statement or approved the Bonds for sale.

References to web site addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader’s convenience. Unless specified otherwise, such web sites and the information or links contained therein are not incorporated into, and are not part of, this Official Statement for purposes of Rule 15c2-12 of the Securities and Exchange Commission.

The District will undertake to provide continuing disclosure as described in this Official Statement under the heading “CONTINUING DISCLOSURE” and in APPENDIX D – “FORM OF CONTINUING DISCLOSURE UNDERTAKING,” all pursuant to Rule 15c2-12 of the Securities and Exchange Commission.

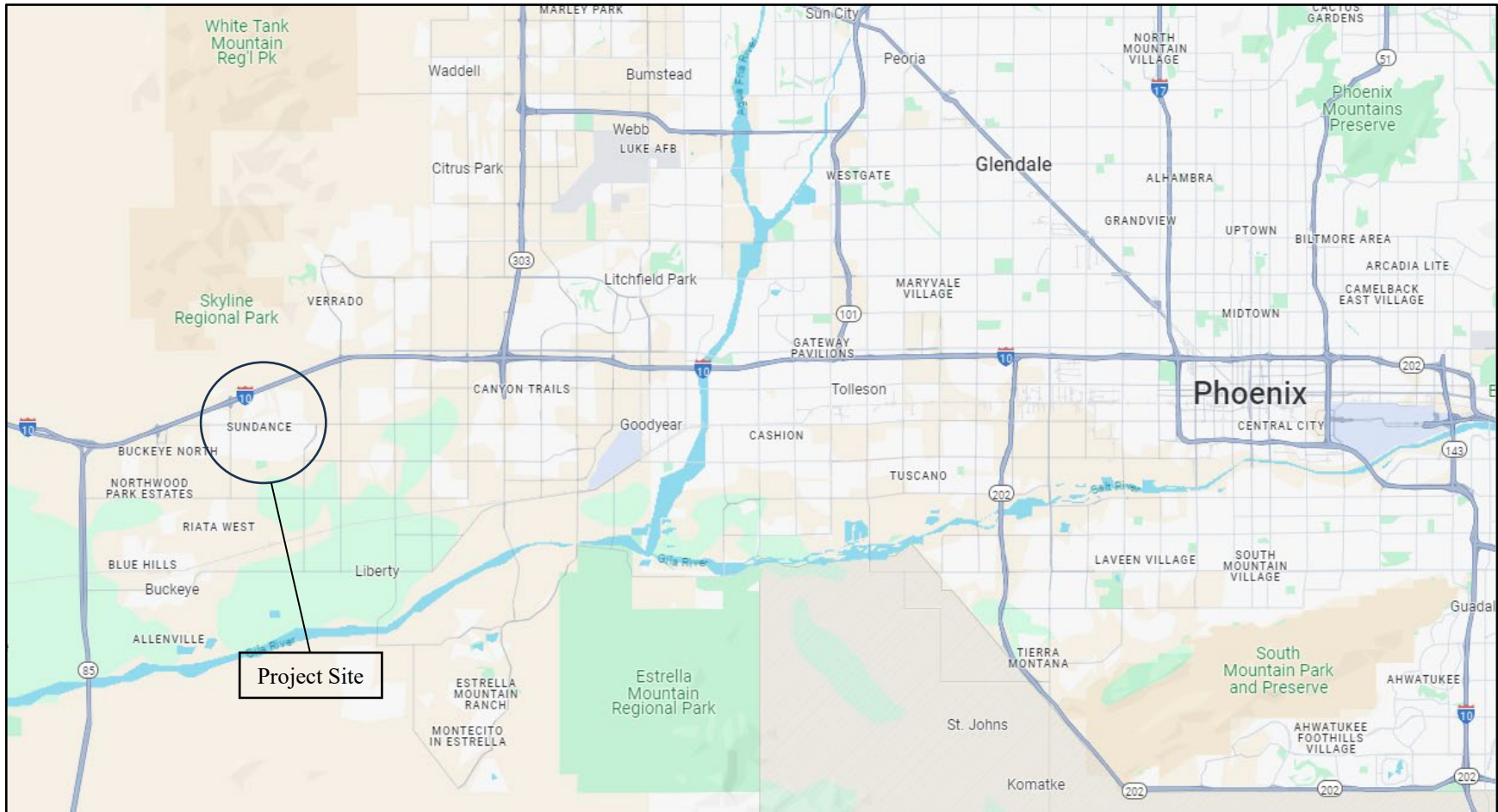
IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY ALLOW CONCESSIONS OR DISCOUNTS FROM THE INITIAL PUBLIC OFFERING PRICES TO DEALERS AND OTHERS, AND THE UNDERWRITER MAY OVERALLOT OR ENGAGE IN TRANSACTIONS INTENDED TO STABILIZE THE PRICES OF THE BONDS AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET IN ORDER TO FACILITATE THEIR DISTRIBUTION. SUCH STABILIZATION, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

Build America Mutual Assurance Company (“BAM”) makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, BAM has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding BAM, supplied by BAM and presented under the heading “BOND INSURANCE” and APPENDIX F – “SPECIMEN MUNICIPAL BOND INSURANCE POLICY.”

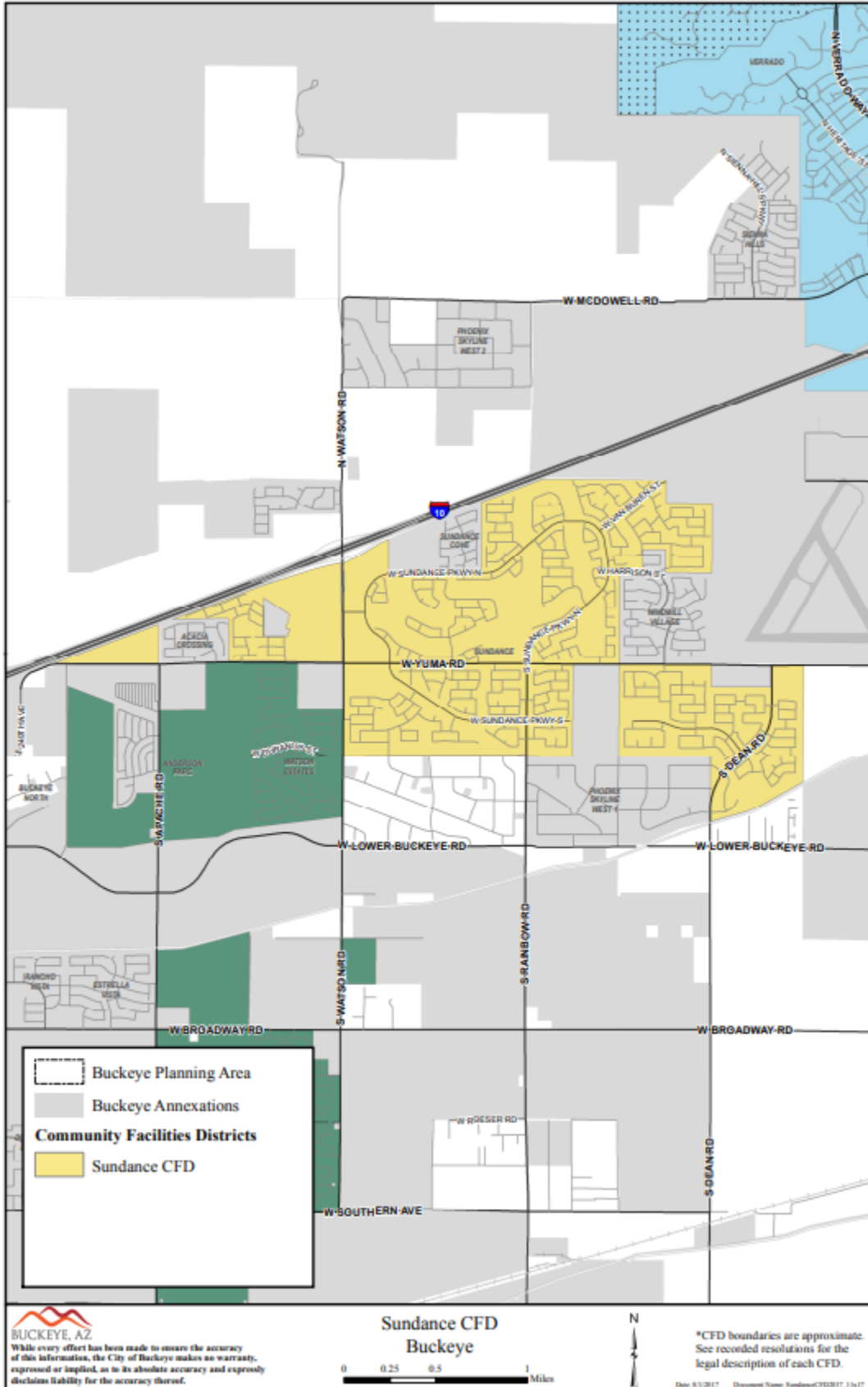
TABLE OF CONTENTS

	<u>Page</u>
MAP SHOWING LOCATION OF THE DISTRICT WITHIN METROPOLITAN PHOENIX AREA	(iv)
MAP OF THE DISTRICT BOUNDARIES	(v)
THE DISTRICT	1
THE BONDS.....	2
Authorization and Purpose	2
General Description.....	2
Bond Registrar and Paying Agent	2
No Prior Redemption	2
Registration and Transfer When Book-Entry-Only System Has Been Discontinued.....	3
SOURCES AND APPLICATION OF FUNDS	3
PLAN OF REFUNDING	3
VERIFICATION OF MATHEMATICAL COMPUTATIONS.....	4
SECURITY FOR AND SOURCES OF PAYMENT OF THE BONDS	4
General	4
Defeasance	5
Ad Valorem Property Taxation in the District	5
DEBT SERVICE REQUIREMENTS	11
OVERLAPPING, ADDITIONAL, AND ADDITIONAL OVERLAPPING INDEBTEDNESS	11
Overlapping General Obligation Bonded Indebtedness	11
Additional General Obligation Bonded Indebtedness of the District	13
Additional Overlapping General Obligation Bonded Indebtedness	14
Other Debt of the District.....	14
BOND INSURANCE.....	14
Bond Insurance Policy	14
Build America Mutual Assurance Company.....	14
RISK FACTORS RELATED TO BOND INSURANCE.....	16
RISK FACTORS.....	16
Availability of Utilities.....	16
Effect of Valuation of Property	16
Direct and Overlapping Indebtedness and Taxes	17
Bankruptcy and Foreclosure Delays.....	17
Risk of Internal Revenue Service Audit.....	17
LITIGATION	18
FINANCIAL STATEMENTS.....	18
TAX EXEMPTION.....	18
BOND PREMIUM.....	19
RATINGS.....	19
LEGAL MATTERS	19
UNDERWRITING	20
CONTINUING DISCLOSURE	20
FINANCIAL ADVISOR.....	20
RELATIONSHIP AMONG PARTIES	21
APPENDIX A: INFORMATION REGARDING THE CITY OF BUCKEYE, ARIZONA	
APPENDIX B: FORM OF LEGAL OPINION OF BOND COUNSEL	
APPENDIX C: BOOK-ENTRY-ONLY SYSTEM	
APPENDIX D: FORM OF CONTINUING DISCLOSURE UNDERTAKING	
APPENDIX E: AUDITED FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED JUNE 30, 2023	
APPENDIX F: SPECIMEN MUNICIPAL BOND INSURANCE POLICY	

**MAP SHOWING LOCATION OF THE DISTRICT
WITHIN METROPOLITAN PHOENIX AREA**



MAP OF THE DISTRICT BOUNDARIES



OFFICIAL STATEMENT

\$11,115,000

**SUNDANCE COMMUNITY FACILITIES DISTRICT
(CITY OF BUCKEYE, ARIZONA)
GENERAL OBLIGATION REFUNDING BONDS, SERIES 2024**

This Official Statement, which includes the cover page, the inside front cover page and the appendices hereto, provides certain information concerning the issuance of \$11,115,000 aggregate principal amount of Sundance Community Facilities District (City of Buckeye, Arizona) General Obligation Refunding Bonds, Series 2024 (the “Bonds”).

THE DISTRICT

Pursuant to the Community Facilities District Act of 1988, constituting Title 48, Chapter 4, Article 6, Arizona Revised Statutes (the “Enabling Act”), and in response to a petition filed by all of the real property owners within Sundance Community Facilities District (City of Buckeye, Arizona) (the “District”), the Mayor and Council of the Town of Buckeye, Arizona (the “Town”), adopted a resolution on June 19, 2001, which formed the District. Effective January 1, 2014, the Town organized as a city and became the City of Buckeye, Arizona (the “City”), the successor in interest to the Town. See APPENDIX A – “INFORMATION REGARDING THE CITY OF BUCKEYE, ARIZONA” for information about the City.

The District is approximately 1,860 acres within an approximately 2,016 acre master-planned community called Sundance (the “Project”). The Project is located approximately 30 miles west of downtown Phoenix, primarily south of Interstate 10, extending approximately from Miller Road to one-half mile east of Dean Road. Single-family residential units represent approximately 1,408 acres within the Project. The Project’s development was originally estimated for 5,172 residential units at completion and as of February 15, 2024, the Assessor of the County (defined herein) has classified 5,200 parcels as residential properties. Management of the homeowners’ associations in the Project are being administered by representatives of the resident homeowners.

In addition to residential and commercial development, several private community amenities are also available to the residents of the District, including a daily fee golf course open to the public, a clubhouse facility, and swimming pools and tennis courts for residents of certain retirement communities within the District.

The total Project acreage can be categorized approximately as follows:

<u>Total Project</u>	<u>Approximate Project Acres</u>
Residential Units	1,408
Golf Course	182
School Sites	102
Wastewater Treatment Plant	4
Commercial	210
Major Streets	110
Total	<u>2,016</u>

The District was created to finance the acquisition and/or construction of public infrastructure within the District. The District is a special purpose, tax levying public improvement district for purposes of the Constitution of the State of Arizona (the “State” or “Arizona”) and a municipal corporation for certain purposes of the laws of the State. Except as otherwise provided in the Enabling Act, the District is considered to be a municipal corporation and political subdivision of the State, separate and apart from the City. The Mayor and Council of the City serve, ex officio, as members of the Board of Directors of the District (the “Board”), and the City Manager of the City serves as the District Manager.

Water production and supply, wastewater collection and treatment, garbage collection and disposal, and police and protection services for the District are provided by the City. Electrical service for the District is provided by Arizona Public Service Company. Telephone and data service is provided by Cox Communications and Zona Communication. Cable television service is provided by Cox Communications.

Properties in the District are served by the Buckeye Elementary and Liberty Elementary School Districts of Maricopa County, Arizona, the Buckeye Union High School District of Maricopa County, Arizona and Western Maricopa Education Center District of Maricopa County, Arizona.

The District has the authority, with voter approval, to issue general obligation bonds payable from *ad valorem* taxes levied on all taxable property within the boundaries of the District, without limitation as to rate or amount, to finance, among other things, the acquisition costs of public infrastructure purposes within the District, including incidental costs and the costs of issuing bonds. See “OVERLAPPING, ADDITIONAL, AND ADDITIONAL OVERLAPPING INDEBTEDNESS – Additional General Obligation Bonded Indebtedness of the District” herein. As the portion of the Project located within the boundaries of the District is essentially built out, the District currently has no plans to issue additional general obligation bonds for new money purposes notwithstanding the right to do so pursuant to applicable law and the remaining authority from the hereinafter defined Election. However, no assurances can be given and the District may determine to issue such general obligation bonds in the future. The District also levies an *ad valorem* property tax of \$0.30 per \$100 of Net Limited Assessed Property Value (as defined herein), the proceeds of which are used to pay a portion of the operation and maintenance expenses of the District (the “Operation and Maintenance Tax”).

THE BONDS

Authorization and Purpose

The Bonds are authorized pursuant to the Enabling Act, Title 35, Chapter 3, Article 4, Arizona Revised Statutes (the “Refunding Act”) and a resolution adopted by the Board on May 7, 2024 (the “Bond Resolution”). The Bonds are being issued to (i) establish a Trust Account (as defined herein) containing monies and certain obligations that will, together with certain investment income thereon, be sufficient to pay the redemption price of the Bonds Being Refunded (as defined herein) through their redemption date, as described under “PLAN OF REFUNDING” and (ii) pay costs of issuance of the Bonds.

General Description

The Bonds will be dated the date of their initial delivery, and will mature and bear interest at the rates as set forth on the inside front cover page of this Official Statement.

Interest on the Bonds will be paid semiannually on July 15 and January 15 of each year, commencing July 15, 2024 (each such date being referred to herein as an “Interest Payment Date”). The Bonds will bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for or, if no interest has been paid, from the date of their initial delivery, calculated on the basis of a 360-day year of twelve 30-day months. See APPENDIX C – “BOOK-ENTRY-ONLY SYSTEM.” The District has chosen the close of business on the last day of the calendar month (other than a Saturday, Sunday, or a legal holiday or equivalent (other than a moratorium) for banking institutions generally (a “Business Day”)) next preceding the applicable Interest Payment Date, or if such day is not a Business Day, the previous Business Day, as the record date for the Bonds (the “Record Date”).

The principal of and interest on the Bonds will be payable when due to Cede & Co., as nominee of The Depository Trust Company (“DTC”), New York, New York. DTC will act as the securities depository of the Bonds for a book-entry-only system (the “Book-Entry-Only System”). The Bonds will be available initially to ultimate purchasers under such system in amounts of \$5,000 of principal each or integral multiples in excess thereof due on specified maturity dates. No document of any nature whatsoever need be surrendered as a condition to payment of the principal of and interest on the Bonds. See APPENDIX C – “BOOK-ENTRY-ONLY SYSTEM.”

Bond Registrar and Paying Agent

U.S. Bank Trust Company, National Association, will serve as the initial bond registrar, transfer agent and paying agent (the “Bond Registrar and Paying Agent”) for the Bonds. The District may change the Bond Registrar and Paying Agent without notice to or consent of the owners of the Bonds.

No Prior Redemption

The Bonds will not be subject to redemption prior to their stated maturities.

Registration and Transfer When Book-Entry-Only System Has Been Discontinued

If the Book-Entry-Only System is discontinued, the Bonds will be transferred only upon the bond register maintained by the Bond Registrar and Paying Agent and one or more new Bonds, registered in the name of the transferee, of the same principal amount, maturity and rate of interest as the surrendered Bond or Bonds will be authenticated, upon surrender to the Bond Registrar and Paying Agent of the Bond or Bonds to be transferred, together with an appropriate instrument of transfer executed by the transferor if the Bond Registrar and Paying Agent’s requirements for transfer are met. The Bond Registrar and Paying Agent may, but is not required to, transfer or exchange any Bonds during the period from the Record Date to and including the respective Interest Payment Date.

The transferor will be responsible for all fees, taxes and any other costs relating to the transfer of ownership of individual Bonds.

SOURCES AND APPLICATION OF FUNDS

Sources		
Par Amount of Bonds		\$ 11,115,000.00
Original Issue Premium		<u>1,031,125.65</u>
	Total	\$ <u>12,146,125.65</u>
Applications		
Deposit to Depository Trustee		\$ 11,898,631.94
Payment of Costs of Issuance (a)		<u>247,493.71</u>
	Total	\$ <u>12,146,125.65</u>

(a) Includes premium for the Policy (as defined herein) and compensation and costs of the Underwriter (as defined herein) with respect to the Bonds.

PLAN OF REFUNDING

The proceeds of the sale of the Bonds remaining after payment of certain costs of issuance will be irrevocably deposited into a trust account (the “Trust Account”) with U.S. Bank Trust Company, National Association, as depository trustee (the “Depository Trustee”), pursuant to a depository trust agreement, to be dated as of June 1, 2024 (the “Depository Trust Agreement”), by and between the District and the Depository Trustee.

Funds deposited in the Trust Account will be used to acquire securities issued by or guaranteed by the United States of America (the “Government Obligations”), the maturing principal of and interest income with respect to which are calculated to be sufficient, along with an initial cash balance held pursuant to the Depository Trust Agreement, to pay interest on and the redemption price of the bonds identified in the table below (the “Bonds Being Refunded”) through their redemption date. See “VERIFICATION OF MATHEMATICAL COMPUTATIONS” herein.

The following table sets forth the series, stated maturity dates, principal amounts outstanding and to be redeemed, redemption date, redemption price, and CUSIP numbers of the Bonds Being Refunded:

Refunded Issue	Maturity Date (July 15)	Principal Amount Outstanding	Amount Being Refunded	Redemption Date	Redemption Price	CUSIP® (a) (Base No. 86724P)
General Obligation Bonds, Series 2014	2029	\$ 4,365,000	\$ 4,365,000	09/03/24	100%	BV9
	2034	<u>7,345,000</u>	<u>7,345,000</u>	09/03/24	100	BW7
		<u>\$11,710,000</u>	<u>\$11,710,000</u>			

(a) CUSIP® is a registered trademark of the American Bankers Association. CUSIP Global Services (“CGS”) is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. Copyright© 2024 CGS. All rights reserved. CUSIP® data herein is provided by CGS. This data is not intended to create a database and does not serve in any way as a substitute for the CGS database. CUSIP® numbers are provided for convenience of reference only. None of the City, Bond Counsel, the Financial Advisor (as defined herein), the Underwriter or their agents or counsel assume responsibility for the accuracy of such numbers.

If the monies and the Government Obligations deposited with the Depository Trustee and held in the Trust Account are not sufficient to pay the principal of and interest on the Bonds Being Refunded, the District will remain liable for payment of the Bonds Being Refunded. The *ad valorem* property tax to be levied for the payment of the Bonds is unlimited as to rate, but limited in amount so that the aggregate of taxes levied to pay principal of and interest on the Bonds will not exceed the total aggregate principal and interest to become due on the Bonds Being Refunded from the date of issuance of the Bonds to the final date of maturity of the Bonds Being Refunded. The Refunding Act provides that the issuance of the Bonds in no way infringes upon the rights of holders of the Bonds Being Refunded to rely upon a tax levy for the payment of principal of and interest on the Bonds Being Refunded if the monies and the Government Obligations deposited with the Depository Trustee prove insufficient. The Refunding Act further provides that owners of the Bonds must rely upon the sufficiency of the monies and the Government Obligations deposited with the Depository Trustee for the payment of the Bonds Being Refunded. See “SECURITY FOR AND SOURCES OF PAYMENT OF THE BONDS” herein.

The Depository Trust Agreement provides that the Trust Account created is irrevocable and the Depository Trust Agreement shall not be revoked or amended in any manner that may adversely affect the Trust Account and the rights of the owners of the Bonds Being Refunded. Notwithstanding the irrevocable nature of the Trust Account, the provisions of A.R.S. § 38-511, provide that all contracts entered into by the District must give notice of the provisions of A.R.S. § 38-511. A.R.S. § 38-511 provides that within three years of its execution, the District may cancel any contract, including the Depository Trust Agreement, without penalty or further obligation, if any person significantly involved in initiating, negotiating, securing, drafting or creating the contract on behalf of the District is, at any time while the contract or any extension thereof is in effect, an employee of any other party to the contract in any capacity or a consultant to any other party of the contract with respect to the subject matter of the contract. The District is not aware of any fact or circumstance that would give rise to cancellation of the Depository Trust Agreement. Regardless of the disposition of the Depository Trustee, the contents of the Trust Account will remain irrevocably pledged to payment of the Bonds Being Refunded.

VERIFICATION OF MATHEMATICAL COMPUTATIONS

Public Finance Partners LLC (the “Verification Agent”) will deliver to the District, on or before the settlement date of the Bonds, its verification report indicating that it has verified the mathematical accuracy of the mathematical computations of the adequacy of the initial cash balance and the maturing principal of and interest on the Government Obligations, to pay, when due, the maturing principal of, interest on and related call premium requirements, if any, of the Bonds Being Refunded.

The Verification Agent relied on the accuracy, completeness and reliability of all information provided to it by, and on all decisions and approvals of, the District. In addition, the Verification Agent has relied on any information provided to it by the District’s retained advisors, consultants or legal counsel.

SECURITY FOR AND SOURCES OF PAYMENT OF THE BONDS

General

The Board will annually levy and cause an *ad valorem* tax to be collected, at the same time and in the same manner as other taxes are levied and collected on all taxable property in the District, sufficient, together with any amounts from the sources described in the Enabling Act and available pursuant to the Bond Resolution, to pay debt service with respect to the Bonds as the same becomes due, unlimited as to rate but limited in amount so that the total aggregate of taxes levied to pay principal of and interest on the Bonds will not exceed the total aggregate of principal of and interest due on the Bonds Being Refunded from the date of issuance of the Bonds to the final date of maturity of the Bonds Being Refunded. Subject to such limitation, such taxes are to be levied, assessed and collected at the same time and in the same manner as other taxes are levied, assessed and collected. Amounts derived from the levy of such tax when collected constitute funds to pay the debt service on the outstanding general obligation bonds of the District (including debt service with respect to the General Obligation Bonds, Series 2014, the General Obligation Bonds, Series 2018 and the General Obligation Refunding Bonds, Series 2018 (collectively the “Prior Bonds”) and with respect to the Bonds) and will be kept separately from other funds of the District. The Board also levies the Operation and Maintenance Tax. See “OVERLAPPING, ADDITIONAL, AND ADDITIONAL OVERLAPPING INDEBTEDNESS – Additional General Obligation Bonded Indebtedness of the District.”

NEITHER THE FULL FAITH AND CREDIT NOR THE GENERAL TAXING POWER OF THE CITY, THE STATE OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE DISTRICT WITH THE

LIMITATIONS DESCRIBED HEREIN) WILL BE PLEDGED TO THE PAYMENT OF THE BONDS. THE BONDS WILL BE OBLIGATIONS OF THE DISTRICT ONLY. NONE OF THE CITY, THE STATE OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE DISTRICT WITH THE LIMITATIONS DESCRIBED HEREIN) WILL HAVE ANY OBLIGATION WITH RESPECT TO DEBT SERVICE FOR THE BONDS.

Defeasance

Pursuant to the Bond Resolution, payment of all or any part of the Bonds may be provided for by the irrevocable deposit, in trust, of monies or obligations issued or guaranteed by the United States of America (“Defeasance Obligations”) or both, which, with the maturing principal of and interest on such Defeasance Obligations, if any, will be sufficient, as evidenced by a certificate or report of an accountant, to pay when due the principal or redemption price of and interest on such Bonds. Any Bonds so provided for will no longer be outstanding under the Bond Resolution or payable from *ad valorem* taxes on taxable property in the District, and the owners of such Bonds shall thereafter be entitled to payment only from the monies and Defeasance Obligations deposited in trust.

Ad Valorem Property Taxation in the District

Taxes levied for the maintenance and operation of counties, cities, towns, school districts, community college districts and the State are “primary taxes.” Taxes levied for payment of bonds like the Bonds, voter-approved budget overrides, and the maintenance and operation of special service districts such as sanitary, fire, road improvement and career technical education districts are “secondary taxes.” See “Primary Taxes” and “Secondary Taxes” below.

Taxable Property. Real property and improvements and personal property are either valued by the Assessor of Maricopa County, Arizona (the “County”) or the Arizona Department of Revenue (the “Department of Revenue”). Property valued by the Assessor of the County is referred to as “locally assessed” property and generally encompasses residential, agricultural and traditional commercial and industrial property. Property valued by the Department of Revenue is referred to as “centrally valued” property and generally includes large mine and utility entities.

Locally assessed property is assigned two values: Full Cash Value and Limited Property Value (both as defined herein). Centrally valued property is assigned one value: Full Cash Value.

Full Cash Value. In the context of a specific property parcel, full cash value (“Full Cash Value”) is statutorily defined to mean “the value determined as prescribed by statute” or if a statutory method is not prescribed it is “synonymous with market value, which means the estimate of value that is derived annually by using standard appraisal methods and techniques,” which generally include the market approach, the cost approach and the income approach. In valuing locally assessed property, the Assessor of the County generally uses a cost approach to value commercial/industrial property and a market approach to value residential property. In valuing centrally valued property, the Department of Revenue begins generally with information provided by taxpayers and then applies procedures provided by State law. State law allows taxpayers to appeal such Full Cash Values by providing evidence of a lower value, which may be based upon another valuation approach. Full Cash Value is used as the ceiling for determining Limited Property Value. Unlike Limited Property Value, increases in Full Cash Value are not limited.

Limited Property Value. In the context of a specific property parcel, limited property value (“Limited Property Value”) is a property value determined pursuant to the Arizona Constitution and the Arizona Revised Statutes. Except as described in the next sentence, for locally assessed property in existence in the prior year, Limited Property Value is limited to the lesser of Full Cash Value or an amount 5% greater than Limited Property Value determined for the prior year for such specific property parcel. In the following circumstances, Limited Property Value is established at a level or percentage of Full Cash Value that is comparable to that of other properties of the same or a similar use or classification: property that was erroneously totally or partially omitted from the property tax rolls in the preceding tax year, except as a result of the matters described in this sentence; property for which a change in use has occurred since the preceding tax year and property that has been modified by construction, destruction, or demolition since the preceding valuation year such that the total value of the modification is equal to or greater than 15% of the Full Cash Value. (Limited Property Value of property that has been split, subdivided or consolidated varies depending on when the change occurred.) A separate Limited Property Value is not provided for centrally valued property.

Full Cash Value and Limited Property Value for Taxing Jurisdictions. The Full Cash Value in the context of a taxing jurisdiction is the sum of the Full Cash Value associated with each parcel of property in the jurisdiction. Full Cash Value

of the jurisdiction is the basis for determining constitutional and statutory debt limits for certain political subdivisions in Arizona, including the District.

The Limited Property Value in the context of a taxing jurisdiction is the sum of the Limited Property Value associated with each parcel of locally assessed property within the jurisdiction plus the sum of the Full Cash Value associated with each parcel of centrally valued property within the jurisdiction. Limited Property Value of the jurisdiction is used as the basis for levying both primary and secondary taxes. See “Primary Taxes” and “Secondary Taxes” below.

Property Classification and Assessment Ratios. All property, both real and personal, is assigned a classification (defined by property use) and related assessment ratio that is multiplied by the Limited Property Value or Full Cash Value of the property, as applicable, to obtain the “Limited Assessed Property Value” and the “Full Cash Assessed Value,” respectively.

The assessment ratios for each property classification are set forth by tax year in the following table.

TABLE 1

Property Tax Assessment Ratios (Tax Year)

Property Classification (a)	2020	2021	2022	2023	2024
Mining, utilities, commercial and industrial (b)	18.0%	18.0%	17.5%	17.0%	16.5%
Agricultural and vacant land	15.0	15.0	15.0	15.0	15.0
Owner occupied residential	10.0	10.0	10.0	10.0	10.0
Leased or rented residential	10.0	10.0	10.0	10.0	10.0
Railroad, private car company and airline flight property (c)	15.0	15.0	15.0	15.0	15.0

- (a) Additional property classifications exist, but seldom amount to a significant portion of a municipal body’s total valuation.
- (b) The assessment ratio for this property classification will decrease to 16% for tax year 2025, 15.5% for tax year 2026 and 15% for each tax year thereafter.
- (c) This percentage is determined annually pursuant to A.R.S. § 42-15005.

Source: *State and County Abstract of the Assessment Roll*, Arizona Department of Revenue.

Primary Taxes. Per State statute, taxes levied for the maintenance and operation of counties, cities, towns, school districts, community college districts and the State are “primary taxes.” Primary taxes are levied against Net Limited Assessed Property Value (as defined herein). “Net Limited Assessed Property Value” is determined by excluding the value of property exempt from taxation from Limited Assessed Property Value of locally assessed property and from Full Cash Assessed Value of centrally valued property and combining the resulting two amounts.

The primary taxes levied by each county, city, town and community college district are constitutionally limited to a maximum increase of 2% over the maximum allowable prior year’s levy limit plus any taxes on property not subject to taxation in the preceding year (e.g., new construction and property brought into the jurisdiction because of annexation). The 2% limitation does not apply to primary taxes levied on behalf of school districts.

The combined taxes on owner occupied residential property only, for purposes other than voter-approved bonded indebtedness and overrides and certain special district assessments, are constitutionally limited to 1% of the Limited Property Value of such property. This constitutional limitation on the combined tax levies for owner occupied residential property is implemented by reducing the school district’s taxes. To offset the effects of reduced school district property taxes, the State compensates the school district by providing additional State aid.

Secondary Taxes. Per State statute, taxes levied for payment of bonds like the Bonds, voter-approved budget overrides, and the maintenance and operation of special purpose districts such as sanitary, fire, road improvement, and career technical education districts, and the taxes levied by the school districts for qualified desegregation expenditures are “secondary taxes.” Like primary taxes, secondary taxes are also levied against Net Limited Assessed Property Value.

There is no constitutional or statutory limitation on annual levies for voter-approved bond indebtedness and overrides and certain special district assessments.

Tax Procedures. The State tax year has been defined as the calendar year, notwithstanding the fact that tax procedures begin prior to January 1 of the tax year and continue through May of the succeeding calendar year.

On or before the third Monday in August each year the Board of Supervisors of the County prepares the tax roll setting forth certain valuations by taxing district of all property in the County subject to taxation. The tax roll is then forwarded to the Treasurer of the County. (The Assessor of the County is required to have completed the assessment roll by December 15th of the year prior to the levy. This roll identifies the valuation and classification of each parcel located within the County for the tax year.)

With the various budgetary procedures having been completed by the governmental entities, the appropriate tax rate for each jurisdiction is then levied upon each non-exempt parcel of property in order to determine the total tax owed by each property owner. Any subsequent decrease in the value of the tax roll due to appeals or other reasons reduces the amount of taxes received by each jurisdiction.

The property tax lien on real property attaches on January 1 of the year the tax is levied. Such lien is prior and superior to all other liens and encumbrances on the property subject to such tax except liens or encumbrances held by the State or liens for taxes accruing in any other years and liens imposed by the United States. Set forth in TABLE 2 is a record of property taxes levied and collected in the District for a portion of the current fiscal year and the previous five fiscal years.

TABLE 2

**Real and Secured Property Taxes Levied and Collected
Sundance Community Facilities District**

Fiscal Year	District Tax Rate	Real and Secured Personal Property Tax Levy (b)	Collected to June 30 End of Fiscal Year (a)		Total Collections through April 30, 2024	
			Amount	Percent of Adj. Levy (d)	Amount	Percent of Tax Levy (c)
2023/24	\$2.2826	\$2,103,296		(d)	\$1,951,144	92.77%
2022/23	2.3917	2,089,377	\$2,060,078	98.60%	2,083,680	99.73
2021/22	2.6717	2,159,916	2,131,287	98.67	2,158,147	99.92
2020/21	2.8357	2,123,014	2,106,431	99.22	2,121,873	99.95
2019/20	2.8618	1,963,682	1,930,525	98.31	1,963,015	99.97
2018/19	2.8707	1,899,006	1,880,662	99.03	1,840,176	96.90

(a) Reflects collections made through the end of the Fiscal Year, on such year’s levy. Property taxes are payable in two installments. The first installment is due on October 1 and becomes delinquent on November 1; the second installment is due on March 1 and becomes delinquent on May 1. Delinquent taxes are subject to an interest and penalty charge of 16% per annum, which is prorated at a monthly rate of 1.333%. Interest and penalty collections for delinquent taxes are not included in the collection figures above but are deposited in the County’s General Fund. Interest and penalties with respect to the first half tax collections (delinquent November 1) are waived if the full year’s taxes are paid by December 31.

(b) Tax levy is as reported by the Treasurer as of August of each tax year. Amount does not include adjustments made to levy amounts after the August report. The District’s tax levy includes the amount necessary for debt service as well as the Operation and Maintenance Tax.

(c) Total collections as percent of tax levy shown are based on the original levy set by the County and do not reflect adjustments.

(d) In the process of collection.

Source: Office of the Treasurer of the County.

Delinquent Tax Procedures. The property taxes due the District are billed, along with State and other taxes, each September and are due and payable in two installments on October 1 and March 1 and become delinquent on November

1 and May 1, respectively. Delinquent taxes are subject to an interest penalty of 16% per annum, prorated monthly at a rate of 1.33% as of the first day of each subsequent month. (Interest and penalties for delinquent taxes are waived if a taxpayer, delinquent as to the November 1 payment, pays the entire year’s tax bill by December 31.) After the close of the tax collection period, the Treasurer of the County prepares a delinquent property tax list and the property so listed is subject to a tax lien sale in February of the succeeding year. In the event that there is no purchaser for the tax lien at the sale, the tax lien is assigned to the State, and the property is reoffered for sale from time to time until such time as it is sold, subject to redemption, for an amount sufficient to cover all delinquent taxes.

After three years from the sale of the tax lien, the tax lien certificate holder may bring an action in a court of competent jurisdiction to foreclose the right of redemption and, if the delinquent taxes plus accrued interest are not paid by the owner of record or any entity having a right to redeem, a judgment is entered ordering the Treasurer of the County to deliver a treasurer’s deed to the certificate holder as prescribed by law.

In the event of bankruptcy of a taxpayer pursuant to the United States Bankruptcy Code (the “Bankruptcy Code”), the law is currently unsettled as to whether a lien can attach against the taxpayer’s property for property taxes levied during the pendency of bankruptcy. Such taxes might constitute an unsecured and possibly non-interest bearing administrative expense payable only to the extent that the secured creditors of a taxpayer are oversecured, and then possibly only on the prorated basis with other allowed administrative claims. It cannot be determined, therefore, what adverse impact bankruptcy might have on the ability to collect *ad valorem* taxes on property of a taxpayer within the District. Proceeds to pay such taxes come only from the taxpayer or from a sale of the tax lien on delinquent property.

When a debtor files or is forced into bankruptcy, any act to obtain possession of the debtor’s estate, any act to create or perfect any lien against the property of the debtor or any act to collect, assess or recover a claim against the debtor that arose before the commencement of the bankruptcy is stayed pursuant to the Bankruptcy Code. While the automatic stay of a bankruptcy court may not prevent the sale of tax liens against the real property of a bankrupt taxpayer, the judicial or administrative foreclosure of a tax lien against the real property of a debtor would be subject to the stay of bankruptcy court. It is reasonable to conclude that “tax sale investors” may be reluctant to purchase tax liens under such circumstances, and, therefore, the timeliness of the payment of post-bankruptcy petition tax collections becomes uncertain.

It cannot be determined what impact any deterioration of the financial conditions of any taxpayer, whether or not protection under the Bankruptcy Code is sought, may have on payment of or the secondary market for the Bonds. None of the District, the Underwriter, the Financial Advisor (as defined herein) or their respective agents, consultants or counsel, including Bond Counsel and counsel to the Underwriter, has undertaken any independent investigation of the operations and financial condition of any taxpayer, nor have they assumed responsibility for the same.

In the event the County is expressly enjoined or prohibited by law from collecting taxes due from any taxpayer, such as may result from the bankruptcy of a taxpayer, any resulting deficiency could be collected in subsequent tax years by adjusting the District’s tax rate charged to non-bankrupt taxpayers during such subsequent tax years. See “RISK FACTORS – Bankruptcy and Foreclosure Delays.”

TABLE 3

**Net Limited Assessed Property Value by Property Classification
Sundance Community Facilities District**

Class	2024/25 (a)	2023/24	2022/23	2021/22	2020/21	2019/20
Commercial, Industrial, Utilities & Mines	\$28,660,536	\$26,911,800	\$25,815,396	\$23,903,616	\$20,589,598	\$16,629,407
Agricultural & Vacant	1,911,731	1,952,348	2,056,633	1,816,929	1,899,869	2,214,160
Residential (Rental Occupied)	47,019,901	44,748,976	41,897,933	38,932,938	36,654,458	34,485,177
Residential (Owner Occupied)	19,434,525	18,532,393	17,589,515	16,190,846	15,723,417	15,288,282
Total (b)	<u>\$97,026,693</u>	<u>\$92,145,517</u>	<u>\$87,359,477</u>	<u>\$80,844,329</u>	<u>\$74,867,342</u>	<u>\$68,617,026</u>

(a) Fiscal year 2024/25 values are subject to adjustment until approved by the Board of Supervisors of the County before or on August 19, 2024.

(b) Totals may not add up due to rounding.

Source: *Abstract by Tax Authority*, the Assessor of the County (August dated file for each corresponding year).

TABLE 4**Net Limited Assessed Property Value of Major Taxpayers
Sundance Community Facilities District**

Major Taxpayer (a)	2023/24 Net Limited Assessed Property Value	As % of 2023/24 Net Limited Assessed Property Value
Watson Property LLC	\$ 4,685,785	5.09%
Arizona Public Service	4,132,970	4.49
Vestar Sundance Towne Cntr LLC Wal-Mart Inc.	2,766,340	3.00
Vestar Sundance Towne Cntr LLC Lowes HIW Inc.	1,872,346	2.03
Interstate Holdings Inc.	1,825,768	1.98
GSA Sundance L P	1,228,953	1.33
ARHC BMBUCAZ01 LLC	1,169,624	1.27
Lodgepros Buckeye TOO LLC	1,062,821	1.15
Lodgepros Buckeye LLC	991,265	1.08
JBI Buckeye LLC	738,204	0.80
Total (b)	\$20,474,076	22.22%

(a) Some of such taxpayers or their parent corporations are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and in accordance therewith file reports, proxy statements and other information with the Securities and Exchange Commission (the “Commission”). Such reports, proxy statements and other information (collectively, the “Filings”) may be inspected, copied and obtained at prescribed rates at the Commission’s public reference facilities at 100 F Street, N.E., Washington, D.C. 20549-2736. In addition, the Filings may also be inspected at the offices of the New York Stock Exchange at 20 Broad Street, New York, New York 10005. The Filings may also be obtained through the Internet on the Commission’s EDGAR database at <http://www.sec.gov>. No representative of the District, the Underwriter, the Financial Advisor, Bond Counsel or Counsel to the Underwriter (as defined herein) has examined the information set forth in the Filings for accuracy or completeness, nor does any such representative assume responsibility for the same.

(b) Totals may not add due to rounding.

Source: The Assessor of the County.

TABLE 5**Comparative Net Limited Assessed Property Values
Sundance Community Facilities District**

Fiscal Year	Sundance Community Facilities District	City of Buckeye	Maricopa County	State of Arizona
2024/25 (a)	\$97,026,703	\$953,508,267	\$58,328,686,360	\$88,425,611,337
2023/24	92,145,517	809,880,823	54,722,310,149	83,026,530,244
2022/23	87,359,477	718,798,778	51,575,018,185	78,405,598,978
2021/22	80,844,329	617,421,432	48,724,126,672	74,200,233,397
2020/21	74,867,342	558,013,165	45,704,969,813	69,914,507,682
2019/20	68,617,026	496,102,577	43,194,326,395	66,154,632,834

(a) Fiscal year 2024/25 values are subject to adjustment until approved by the Board of Supervisors of the County before or on August 19, 2024.

Source: *Maricopa County Tax Levy*, Maricopa County – Finance Department and *State and County Abstract of the Assessment Roll*, Arizona Department of Revenue.

TABLE 6

**Estimated Net Full Cash Value History
Sundance Community Facilities District**

<u>Fiscal Year</u>	<u>Estimated Net Full Cash Value (a)</u>
2024/25 (b)	\$2,044,137,552
2023/24 (c)	1,612,374,773
2022/23	1,268,456,457
2021/22	1,119,862,838
2020/21	1,026,662,426
2019/20	934,031,241

- (a) Estimated Net Full Cash Value is the total market value of the property within the District less the estimated Full Cash Value of property exempt from taxation within the District.
- (b) Fiscal year 2024/25 values are subject to adjustment until approved by the Board of Supervisors of the County before or on August 19, 2024.
- (c) Full Cash Value of the property for Fiscal Year 2023/24 is \$1,649,688,472.

Source: Total market value and Full Cash Value of property exempt from taxation from *Abstract by Tax Authority*, the Assessor of the County (August dated file for each corresponding year).

General Obligation Bonded Indebtedness to be Outstanding. The following table lists the general obligation bonded indebtedness of the District that will be outstanding after issuance of the Bonds:

TABLE 7

**General Obligation Bonded Indebtedness to be Outstanding
Sundance Community Facilities District**

<u>Series</u>	<u>Purpose</u>	<u>Original Amount</u>	<u>Final Maturity</u>	<u>Total Outstanding</u>
2014	Various Purposes	\$17,945,000	07/15/34	\$12,460,000
2018	Refunding	3,140,000	07/15/29	1,865,000
2018	Various Purposes	3,265,000	07/15/43	3,265,000
Total General Obligation Bonds Outstanding				\$17,590,000
Less: Bonds Being Refunded				(11,710,000)
Plus: The Bonds				11,115,000
Total General Obligation Bonds to be Outstanding				<u>\$16,995,000</u>

DEBT SERVICE REQUIREMENTS

Annual Debt Service Requirements of General Obligation Bonded Indebtedness To Be Outstanding. The District will have the following annual debt service requirements after the issuance of the Bonds:

TABLE 8

**Annual Debt Service Requirements (a)
Sundance Community Facilities District**

Period Ending (July 15)	General Obligation Bonds Outstanding (b)		Bonds		Debt Service (d)
	Principal	Interest	Principal	Interest (c)	
2024	\$1,050,000	\$514,309	\$ 480,000	\$ 49,400	\$ 2,093,709
2025	315,000	209,700	665,000	531,750	1,721,450
2026	325,000	197,100	700,000	498,500	1,720,600
2027	340,000	184,100	735,000	463,500	1,722,600
2028	350,000	170,500	775,000	426,750	1,722,250
2029	235,000	156,500	940,000	388,000	1,719,500
2030	-	147,100	1,235,000	341,000	1,723,100
2031	-	147,100	1,295,000	279,250	1,721,350
2032	-	147,100	1,360,000	214,500	1,721,600
2033	-	147,100	1,430,000	146,500	1,723,600
2034	-	147,100	1,500,000	75,000	1,722,100
2035	300,000	147,100			447,100
2036	315,000	132,100			447,100
2037	330,000	116,350			446,350
2038	345,000	99,850			444,850
2039	360,000	82,600			442,600
2040	380,000	64,600			444,600
2041	395,000	49,400			444,400
2042	410,000	33,600			443,600
2043	430,000	17,200			447,200
Total	<u>\$5,880,000</u>		<u>\$11,115,000</u>		<u>\$23,319,659</u>

(a) Prepared by the Financial Advisor.

(b) Net of the Bonds Being Refunded.

(c) The first interest payment on the Bonds will be due on July 15, 2024. Thereafter, interest payments will be made semiannually on January 15 and July 15 until maturity.

(d) Totals may not add due to rounding.

OVERLAPPING, ADDITIONAL, AND ADDITIONAL OVERLAPPING INDEBTEDNESS

Overlapping General Obligation Bonded Indebtedness

Overlapping general obligation bonded indebtedness is shown below including a breakdown of each overlapping jurisdiction’s applicable general obligation bonded indebtedness. Outstanding bonded indebtedness is comprised of general obligation bonds outstanding and general obligation bonds sold and scheduled for delivery on before the date of delivery of the Bonds. The applicable percentage of each jurisdiction’s Net Limited Assessed Property Value which lies within the District’s boundaries was derived from information obtained from the Assessor of the County. Separately shown are the Net Limited Assessed Property Value and combined tax rate per \$100 Net Limited Assessed Property Value of each overlapping jurisdiction.

TABLE 9

Overlapping Jurisdiction	General Obligation Bonded Debt Outstanding (b)	Portion Applicable to The District (a)	
		Approximate Percentage	Net Debt Amount
State of Arizona	None	0.111%	None
Maricopa County	None	0.168	None
Maricopa County Community College District	\$ 87,320,000	0.168	\$ 147,036
Maricopa County Special Health Care District	574,205,000	0.167	961,529
Western Maricopa Education Center District No. 402	114,930,000	0.444	510,092
Buckeye Elementary School District No. 33	60,900,000	27.528	15,161,250 (c)
Buckeye Union High School District No. 201	61,085,000	8.653	5,285,460
Liberty Elementary School District No. 25	51,905,000	21.796	2,539,821 (c)
City of Buckeye	None	11.378	None
The District	16,995,000	100.000	16,995,000 (d)
Total Direct and Overlapping General Obligation Bonded Debt to be Outstanding			<u>\$41,600,188</u>

(a) Portion applicable to the District is computed on the ratio of Net Assessed Limited Property Value as calculated for Fiscal Year 2023/24 for the overlapping jurisdiction to the amount of such valuation which lies within the District. If the assessed value within the District increases at a faster rate than the overlapping jurisdictions, the amount of overlapping debt allocated for payment within the District will increase.

(b) Includes total stated principal amount of general obligation bonds outstanding. Does not include outstanding principal amount of certificates of participation, revenue obligations or loan obligations outstanding for the jurisdictions listed above. Does not include outstanding principal amounts of various County improvement districts, as the obligations of these districts are presently being paid from special assessments against property within the various improvement districts.

Does not include presently authorized but unissued general obligation bonds of the overlapping jurisdictions identified below which may be issued in the future. Additional bonds may also be authorized by voters within overlapping jurisdictions pursuant to future elections.

Overlapping Jurisdiction	General Obligation Bonds Authorized but Unissued
Buckeye Elementary School District No. 33	\$18,750,000
The District	17,790,000

Also does not include the obligation of the Central Arizona Water Conservation District (“CAWCD”) to the United States Department of the Interior (the “Department of the Interior”), for repayment of certain capital costs for construction of the Central Arizona Project (“CAP”), a major reclamation project that has been substantially completed by the Department of the Interior. The obligation is evidenced by a master contract between CAWCD and the Department of the Interior. In April 2003, the United States and CAWCD agreed to settle litigation over the amount of the construction cost repayment obligation, the amount of the respective obligations for payment of the operation, maintenance and replacement costs and the application of certain revenues and credits against such obligations and costs. Under the agreement, CAWCD’s obligation for substantially all of the CAP features that have been constructed so far will be set at \$1.646 billion, which amount assumes (but does not mandate) that the United States will acquire a total of 667,724 acre feet of CAP water for federal purposes. The United States will complete unfinished CAP construction work related to the water supply system and regulatory storage stages of CAP at no additional cost to CAWCD. Of the \$1.646 billion repayment obligation, 73% will be interest bearing and the remaining 27% will be non-interest bearing. These percentages will be fixed for the entire 50-year repayment period, which commenced October 1, 1993. CAWCD is a multi-county water conservation district having boundaries coterminous with the exterior boundaries of Arizona’s Maricopa, Pima and Pinal Counties. It was formed for the express purpose of paying administrative costs and expenses of the CAP and to assist in the repayment to the United States of the CAP capital costs. Repayment will be made from a combination of power revenues, subcontract revenues (i.e., agreements with municipal, industrial and agricultural water users for delivery of CAP

water) and a tax levy against all taxable property within CAWCD’s boundaries. At the date of this Official Statement, the tax levy is limited to 14 cents per \$100 of Net Limited Assessed Property Value, of which 14 cents is being levied. (See A.R.S. § 48-3715 and § 48-3715.02, Arizona Revised Statutes.) There can be no assurance that such levy limit will not be increased or removed at any time during the life of the contract.

- (c) The amount of Net Assessed Limited Property Value of the overlapping jurisdiction which lies within the District is not available. The estimated portion applicable to the District is computed on the ratio of Net Assessed Limited Property Value as calculated for Fiscal Year 2023/24 for the portion of the overlapping jurisdiction in the City to the amount of such valuation which lies within the District.
- (d) Includes the Bonds, net of the Bonds of Being Refunded.

Source: The various entities, *Maricopa County Tax Levy*, Department of Finance of the County, *State and County Abstract of the Assessment Roll*, Arizona Department of Revenue.

TABLE 10

Direct and Overlapping Net Limited Assessed Property Value and Total Tax Rates

Overlapping Jurisdiction	2023/24 Net Limited Assessed Property Value	2023/24 Combined Tax Rate Per \$100 of Net Limited Assessed Property Value (a)(b)
State of Arizona	\$83,026,530,244	None
Maricopa County	54,722,326,231	\$1.2044
Maricopa County Community College District	54,722,326,231	1.1388
Maricopa County Fire District Annual Levy	54,722,326,231	0.0081 (c)
Maricopa County Flood Control District	50,354,573,089	0.1536 (d)
Maricopa County Special Health Care District	55,027,363,791	0.2716
Maricopa County Library District	54,722,326,231	0.0488
Central Arizona Water Conservation District	55,027,363,791	0.1400 (e)
Western Maricopa Education Center District No. 402	20,761,536,409	0.1807
Buckeye Elementary School District No. 33	334,734,996	5.0977
Buckeye Union High School District No. 201	1,064,942,169	2.9938
Liberty Elementary School District No. 25	422,757,102	4.0943
City of Buckeye	809,880,823	1.6513
The District	92,145,517	2.2826 (f)

- (a) Represents the combined tax rate including the tax rate for debt service payments and the tax rate for all other purposes such as maintenance and operation and capital outlay.
- (b) All levies for library districts, hospital districts, fire districts, technology districts, water conservation districts and flood control districts are levied on the net full cash assessed value.
- (c) The County is mandated to levy a tax annually in support of fire districts in the County.
- (d) Does not include the personal property assessed valuation within the County.
- (e) Includes only the assessed valuation located within the County.
- (f) Includes the Operation and Maintenance Tax.

Additional General Obligation Bonded Indebtedness of the District

In addition to the Prior Bonds and the Bonds, the District retains the right to issue, in accordance with the procedures set forth in the Enabling Act, additional series of general obligation bonds payable from *ad valorem* taxes. See “SECURITY FOR AND SOURCES OF PAYMENT OF THE BONDS – Ad Valorem Property Taxation in the District – General Obligation Bonded Indebtedness to be Outstanding.”

The Enabling Act provides that the total aggregate outstanding amount of bonds and any other indebtedness for which the full faith and credit of the District are pledged will not exceed 60 percent of the aggregate of the estimated market value of the real property and improvements in the District after the public infrastructure of the District is completed plus the value of the public infrastructure owned or to be acquired by the District with the proceeds of the bonds. (Based solely on the Full Cash Value of the District as reported by the Assessor of the County, the Board has determined that issuance of the Bonds will meet the test set forth above. See “SECURITY FOR AND SOURCES OF PAYMENT OF THE BONDS – Ad Valorem Property Taxation in the District – Full Cash Value.”)

Pursuant to a general obligation bond election held on August 7, 2001 (the “Election”), the District was authorized to incur general obligation bonded indebtedness in an amount not to exceed \$50,000,000, of which \$17,790,000 remains authorized but unissued, payable from *ad valorem* taxes levied on all property within the District without limit as to rate or amount. Such remaining authorized but unissued amount may be subject to further reduction based on the amount of net premium on general obligation bonds of the District. Additional bonds may be issued in order to finance, among other things, the costs of public infrastructure and public infrastructure purposes within the District, including incidental costs. Additional indebtedness could be authorized for the District in the future pursuant to other elections. As the portion of the Project located within the boundaries of the District is essentially built out, the District currently has no plans to issue additional general obligation bonds for new money purposes notwithstanding the right to do so pursuant to applicable law and the remaining authority from the Election. However, no assurances can be given and the District may determine to issue such general obligation bonds in the future.

Additional Overlapping General Obligation Bonded Indebtedness

The District has no control over the amount of additional indebtedness payable from taxes on all or a portion of the property within the District that may be issued in the future by other political subdivisions, including but not limited to the City, the County, Buckeye Elementary School District No. 33 of Maricopa County, Arizona, Liberty Elementary School District No. 25 of Maricopa County, Arizona, Buckeye Union High School District No. 201 of Maricopa County, Arizona, Western Maricopa Education Center District No. 402 of Maricopa County, Arizona, Maricopa County Community College District, Maricopa County Special Health Care District or other entities having jurisdiction over all or a portion of the land within the District. Additional indebtedness could be authorized for such overlapping jurisdictions in the future. See “RISK FACTORS – Direct and Overlapping Indebtedness.”

Other Debt of the District

The District has no other debt outstanding.

BOND INSURANCE

Bond Insurance Policy

Concurrently with the issuance of the Bonds, Build America Mutual Assurance Company (“BAM” or the “Bond Insurer”) will issue its Municipal Bond Insurance Policy for the Bonds (the “Policy”). The Policy guarantees the scheduled payment of principal of and interest on the Bonds when due as set forth in the form of the Policy included as an exhibit to this Official Statement.

The Policy is not covered by any insurance security or guaranty fund established under New York, California, Connecticut or Florida insurance law.

Build America Mutual Assurance Company

BAM is a New York domiciled mutual insurance corporation and is licensed to conduct financial guaranty insurance business in all fifty states of the United States and the District of Columbia. BAM provides credit enhancement products solely to issuers in the U.S. public finance markets. BAM will only insure municipal bonds, as defined in Section 6901 of the New York Insurance Law, which are most often issued by states, political subdivisions, integral parts of states or political subdivisions or entities otherwise eligible for the exclusion of income under section 115 of the U.S. Internal Revenue Code of 1986, as amended. No member of BAM is liable for the obligations of BAM.

The address of the principal executive offices of BAM is: 200 Liberty Street, 27th Floor, New York, New York 10281, its telephone number is: 212-235-2500, and its website is located at: www.buildamerica.com.

BAM is licensed and subject to regulation as a financial guaranty insurance corporation under the laws of the State of New York and in particular Articles 41 and 69 of the New York Insurance Law.

BAM's financial strength is rated "AA/Stable" by S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC ("S&P"). An explanation of the significance of the rating and current reports may be obtained from S&P at www.standardandpoors.com. The rating of BAM should be evaluated independently. The rating reflects S&P's current assessment of the creditworthiness of BAM and its ability to pay claims on its policies of insurance. The above rating is not a recommendation to buy, sell or hold the Bonds, and such rating is subject to revision or withdrawal at any time by S&P, including withdrawal initiated at the request of BAM in its sole discretion. Any downward revision or withdrawal of the above rating may have an adverse effect on the market price of the Bonds. BAM only guarantees scheduled principal and scheduled interest payments payable by the issuer of the Bonds on the date(s) when such amounts were initially scheduled to become due and payable (subject to and in accordance with the terms of the Policy), and BAM does not guarantee the market price or liquidity of the Bonds, nor does it guarantee that the rating on the Bonds will not be revised or withdrawn.

Capitalization of BAM

BAM's total admitted assets, total liabilities, and total capital and surplus, as of March 31, 2024 and as prepared in accordance with statutory accounting practices prescribed or permitted by the New York State Department of Financial Services were \$483.2 million, \$221.8 million and \$261.4 million, respectively.

BAM is party to a first loss reinsurance treaty that provides first loss protection up to a maximum of 15% of the par amount outstanding for each policy issued by BAM, subject to certain limitations and restrictions.

BAM's most recent Statutory Annual Statement, which has been filed with the New York State Insurance Department and posted on BAM's website at www.buildamerica.com, is incorporated herein by reference and may be obtained, without charge, upon request to BAM at its address provided above (Attention: Finance Department). Future financial statements will similarly be made available when published.

BAM makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, BAM has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding BAM, supplied by BAM and presented under the heading "BOND INSURANCE".

Additional Information Available from BAM

Credit Insights Videos. For certain BAM-insured issues, BAM produces and posts a brief Credit Insights video that provides a discussion of the obligor and some of the key factors BAM's analysts and credit committee considered when approving the credit for insurance. The Credit Insights videos are easily accessible on BAM's website at www.buildamerica.com/videos. (The preceding website address is provided for convenience of reference only. Information available at such address is not incorporated herein by reference.)

Credit Profiles. Prior to the pricing of bonds that BAM has been selected to insure, BAM may prepare a pre-sale Credit Profile for those bonds. These pre-sale Credit Profiles provide information about the sector designation (e.g. general obligation, sales tax); a preliminary summary of financial information and key ratios; and demographic and economic data relevant to the obligor, if available. Subsequent to closing, for any offering that includes bonds insured by BAM, any pre-sale Credit Profile will be updated and superseded by a final Credit Profile to include information about the gross par insured by CUSIP, maturity and coupon. BAM pre-sale and final Credit Profiles are easily accessible on BAM's website at www.buildamerica.com/credit-profiles. BAM will produce a Credit Profile for all bonds insured by BAM, whether or not a pre-sale Credit Profile has been prepared for such bonds. (The preceding website address is provided for convenience of reference only. Information available at such address is not incorporated herein by reference.)

Disclaimers. The Credit Profiles and the Credit Insights videos and the information contained therein are not recommendations to purchase, hold or sell securities or to make any investment decisions. Credit-related and other analyses and statements in the Credit Profiles and the Credit Insights videos are statements of opinion as of the date expressed, and BAM assumes no responsibility to update the content of such material. The Credit Profiles and Credit Insight videos are prepared by BAM; they have not been reviewed or approved by the issuer of or the underwriter for the Bonds, and the issuer and underwriter assume no responsibility for their content.

BAM receives compensation (an insurance premium) for the insurance that it is providing with respect to the Bonds. Neither BAM nor any affiliate of BAM has purchased, or committed to purchase, any of the Bonds, whether at the initial offering or otherwise.

RISK FACTORS RELATED TO BOND INSURANCE

In the event of default of the payment of principal or interest with respect to any of the Bonds when all or some become due, any owner of the Bonds on which such principal or interest was not paid will have a claim under the Policy for such payments. In the event the Bond Insurer is unable to make payment of principal and interest as such payments become due under the Policy, the Bonds will remain payable solely from *ad valorem* property taxes as described under “SECURITY FOR AND SOURCES OF PAYMENT OF THE BONDS.” In the event the Bond Insurer becomes obligated to make payments with respect to the Bonds, no assurance will be given that such event will not adversely affect the market price of the Bonds and the marketability (liquidity) of the Bonds.

The long-term ratings on the Bonds will be dependent in part on the financial strength of the Bond Insurer and its claims paying ability. The Bond Insurer’s financial strength and claims paying ability will be predicated upon a number of factors which could change over time. No assurance will be given that the long-term rating of the Bond Insurer and of the rating on the Bonds insured by the Bond Insurer will not be subject to downgrade, and such event could adversely affect the market price of the Bonds and the marketability (liquidity) of the Bonds.

The obligations of the Bond Insurer will be general obligations of the Bond Insurer, and in an event of default by the Bond Insurer, the remedies available may be limited by applicable bankruptcy law, state receivership or other similar laws related to insolvency of insurance companies.

None of the District, the Underwriter, the Financial Advisor or their respective attorneys, agents or consultants have made independent investigation into the claims paying ability of the Bond Insurer and no assurance or representation regarding the financial strength or projected financial strength of the Bond Insurer will be given. Thus, when making an investment decision, potential investors should carefully consider the ability of the District to pay principal of and interest on the Bonds and the claims paying ability of the Bond Insurer, particularly over the life of the investment.

RISK FACTORS

Investment in the Bonds involves a significant degree of risk and is speculative in nature. The Bonds will be secured solely by *ad valorem* property taxes to be levied on all taxable property within the boundaries of the District. Anyone considering investing in the Bonds should carefully examine this Official Statement, including the Appendices hereto. *INVESTMENT IN THE BONDS SHOULD BE UNDERTAKEN ONLY BY PERSONS WHOSE FINANCIAL RESOURCES ARE SUFFICIENT TO ENABLE THEM TO ASSUME SUCH RISK. THIS SECTION SETS FORTH A BRIEF SUMMARY OF SOME OF THE PRINCIPAL RISK FACTORS. PROSPECTIVE INVESTORS SHOULD FULLY UNDERSTAND AND EVALUATE THESE RISKS, IN ADDITION TO THE OTHER FACTORS SET FORTH IN THIS OFFICIAL STATEMENT, BEFORE MAKING AN INVESTMENT DECISION.*

This discussion of risk factors is not, and is not intended to be, exhaustive, and such risk factors are not necessarily presented in the order of their magnitude.

Availability of Utilities

Electrical services are provided by Arizona Public Service Company. Water production and supply, wastewater collection and treatment sewer service to the District are provided by the City and as described under the heading “DISTRICT.” The Project has a Certificate of Assured Water Supply for each existing final plat. However, future water availability, drought, flooding, environmental conditions and other climate related conditions in Arizona and the other Colorado River Basin states are unpredictable and subject to change. The impacts associated with climate and natural disasters and other “force majeure” events on the District cannot be predicted.

Effect of Valuation of Property

Information is provided herein with respect to the valuation of land within the District. See “SECURITY FOR AND SOURCES OF PAYMENT OF THE BONDS – Ad Valorem Property Taxation in the District.” Such valuation, and particularly decreases therein, may reduce the willingness of property owners to pay the *ad valorem* property taxes

securing the Bonds, as well as adversely affect the interest of potential buyers of such property at any foreclosure sale for purposes of paying such taxes.

Direct and Overlapping Indebtedness and Taxes

The ability of an owner of property within the District to pay the *ad valorem* property taxes of the District could be affected by the existence of other taxes and assessments imposed upon the property. The District and other public entities whose boundaries overlap those of the District could, without the consent of the District and, in certain cases, without the consent of the owners of the land within the District, impose additional *ad valorem* property taxes or assessment liens on the property within the District in order to finance public improvements to be located inside or outside of the District. (The existing public debt relating to the District is set forth in “OVERLAPPING, ADDITIONAL, AND ADDITIONAL OVERLAPPING INDEBTEDNESS.”) The lien created on the property within the District through the levy of *ad valorem* property taxes would be on a parity with the *ad valorem* property taxes securing the Bonds. The imposition of additional parity liens, or subordinate liens in the case of future special assessments may reduce the ability or willingness of the landowners to pay the *ad valorem* property taxes securing the Bonds as well as, in the case of failure of payment thereof, the existence of buyers of such property at any foreclosure sale for purposes of paying such taxes. See “SECURITY FOR AND SOURCES OF PAYMENT OF THE BONDS – Ad Valorem Property Taxation in the District.”

Bankruptcy and Foreclosure Delays

The payment of the *ad valorem* taxes securing the Bonds and the ability of the District to foreclose the lien of delinquent, unpaid, *ad valorem* taxes may be limited by bankruptcy, insolvency or other laws generally affecting creditors’ rights or by the laws of the State relating to judicial foreclosure. Although bankruptcy proceedings would not extinguish the *ad valorem* taxes securing the Bonds, the bankruptcy of a property owner could result in a delay in the foreclosure proceedings. Such delay would increase the likelihood of a delay or default in payment of the Bonds when due. See “SECURITY FOR AND SOURCES OF PAYMENT OF THE BONDS – Ad Valorem Property Taxation in the District.”

The various legal opinions to be delivered concurrently with the delivery of the Bonds (including Bond Counsel’s approving legal opinion) will be qualified, as to the enforceability of the various legal instruments, by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors generally.

Risk of Internal Revenue Service Audit

The Internal Revenue Service (the “Service”) has announced a program of auditing tax-exempt bonds which can include those issued by special purpose governmental units, such as the District, for the purpose of determining whether the Service agrees (i) with the determination of Bond Counsel that interest on the Bonds is tax-exempt for federal income tax purposes or (ii) that the District is in or remains in compliance with Service regulations and rulings applicable to governmental bonds such as the Bonds. The commencement of an audit of the Bonds could adversely affect the market value and liquidity of the Bonds, regardless of the final outcome. An adverse determination by the Service with respect to the tax-exempt status of interest on the Bonds could be expected to adversely impact the secondary market, if any, for the Bonds, and, if a secondary market exists, would also be expected to adversely impact the price at which the Bonds can be sold. The Bond Resolution does not provide for any adjustment to the interest rates borne by the Bonds in the event of a change in the tax-exempt status of the Bonds. Owners of the Bonds should note that, if the Service audits the Bonds, under current audit procedures the Service will treat the District as the taxpayer during the initial stage of the audit, and the owners of the Bonds will have limited rights to participate in such procedures. There can be no assurance that the District will have revenues available to contest an adverse determination by the Service. No transaction participant, including the District, the Financial Advisor, Bond Counsel, counsel to the Underwriter, or the Underwriter is obligated to pay or reimburse the owner of any of the Bonds for audit or litigation costs in connection with any legal action, by the Service or otherwise, relating to the Bonds.

There can be no assurance that an audit by the Service of the Bonds will not be commenced. However, the District has no reason to believe that any such audit will be commenced, or that if commenced, an audit would result in a conclusion of noncompliance with any applicable Service position, regulation or ruling. No rulings have been or will be sought from the Service with respect to any federal tax matters relating to the issuance, purchase, ownership, receipt or accrual of interest upon, or disposition of the Bonds. See also “TAX EXEMPTION” herein.

LITIGATION

No litigation or administrative action or proceeding is pending to restrain or enjoin, or seeking to restrain or enjoin, the issuance and delivery of the Bonds, the levy and collection of taxes to pay the debt service on the Bonds, to contest or question the proceedings and authority under which the Bonds have been authorized and are to be issued, sold, executed or delivered, or the validity of the Bonds. Representatives of the District will deliver a certificate to the same effect at the time of the initial delivery of the Bonds.

FINANCIAL STATEMENTS

The financial statements of the District as of June 30, 2023, and for its fiscal year then ended, which are included as Appendix E to this Official Statement, have been audited by Heinfeld, Meech & Co., P.C. as stated in its opinion which appears in Appendix E – “AUDITED FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED JUNE 30, 2023.” The District neither requested nor obtained the consent of Heinfeld, Meech & Co., P.C. to include its report and Heinfeld, Meech & Co., P.C. has performed no procedures subsequent to rendering its opinion on the financial statements. In addition, as a “blended component unit” of the City, certain information regarding the District is contained in the City’s comprehensive annual financial reports. The City’s comprehensive annual financial report for the fiscal year ended June 30, 2023, is publicly available and is available upon request from the District Treasurer.

TAX EXEMPTION

In the opinion of Bond Counsel, under existing laws, regulations, rulings and judicial decisions, and assuming continuing compliance with certain restrictions, conditions and requirements by the District as described below, interest income on the Bonds is excluded from gross income for federal income tax purposes and is exempt from State income taxes. The opinions of Bond Counsel will be dated as of the date of initial delivery of the Bonds. The forms of such opinions are included as APPENDIX B – “FORM OF LEGAL OPINION OF BOND COUNSEL” attached hereto.

The Internal Revenue Code of 1986, as amended (the “Code”) imposes various restrictions, conditions and requirements relating to the continued exclusion of interest income on the Bonds from gross income for federal income tax purposes, including a requirement that the District rebate to the federal government certain of its investment earnings with respect to the Bonds. The District has covenanted to comply with the provisions of the Code relating to such matters and the opinion of Bond Counsel assumes continuing compliance with such covenants. Failure to comply with such restrictions, conditions and requirements could result in the interest income on the Bonds being included as gross income for federal income tax purposes, under certain circumstances, from the date of initial issuance. The Bonds do not provide for an adjustment in the interest rate or yield in the event of taxability and an event of taxability does not cause an acceleration of the principal on the Bonds.

The Code also imposes an “alternative minimum tax” upon certain corporations and individuals. A taxpayer’s “alternative minimum taxable income” (“AMTI”) is its taxable income with certain adjustments. Interest income on the Bonds is not an item of tax preference to be included in the AMTI. Notwithstanding the preceding sentence, such interest is taken into account in determining the annual adjusted financial statement income of applicable corporations (as defined in Section 59(k) of the Code) for the purpose of computing the alternative minimum tax imposed on corporations for tax years beginning after December 31, 2022.

Although Bond Counsel will render an opinion that, as of the delivery date of the Bonds, interest income on the Bonds is excluded from gross income for federal income tax purposes, the accrual or receipt of interest on the Bonds may otherwise affect a Beneficial Owner’s (as defined in APPENDIX C – “BOOK-ENTRY-ONLY SYSTEM”) federal tax liability. Certain taxpayers may experience other tax consequences. Taxpayers who become Beneficial Owners of the Bonds, including without limitation, corporations subject to the branch profits tax, financial institutions, certain insurance companies, certain subchapter S corporations, individuals who receive Social Security or Railroad Retirement benefits and taxpayers who have or are deemed to have incurred indebtedness to purchase or carry tax-exempt obligations, should consult their tax advisors as to the applicability of such tax consequences to the respective Beneficial Owner. The nature and extent of these other tax consequences will depend upon the Beneficial Owner’s particular tax status and the Beneficial Owner’s other items of income or deduction. Bond Counsel expresses no opinion regarding any such other tax consequences.

The Bonds are not “private activity bonds” within the meaning of Section 141 of the Code.

From time to time, there are legislative proposals in Congress, which, if enacted or made effective, could alter or amend the federal tax matters referred to above or adversely affect the market value and marketability (liquidity) of the Bonds. Any such change that occurs before initial delivery of the Bonds could cause Bond Counsel to deliver opinions substantially different from the opinions shown in APPENDIX B – “FORM OF LEGAL OPINION OF BOND COUNSEL.” The extent of changes in Bond Counsel’s opinions cannot be determined at this time. It cannot be predicted whether, when or in what form any such proposal or proposals might be enacted or whether, if enacted, such proposal or proposals would apply to obligations (such as the Bonds) issued prior to the enactment or effective date. Prospective purchasers should consult with their own tax advisors regarding any other pending or proposed federal income tax legislation.

BOND PREMIUM

The initial public offering prices of the Bonds (for purposes of this section, the “Premium Bonds”), are greater than the amount payable on such Premium Bonds at maturity. An amount equal to the difference between the initial public offering price of a Premium Bond (assuming that a substantial amount of the Premium Bonds of that maturity are sold to the public at such price) and the amount payable at maturity constitutes premium to the initial Beneficial Owner of such Premium Bonds. The basis for federal income tax purposes of a Premium Bond in the hands of such initial Beneficial Owner must be reduced each year by the amortizable bond premium, although no federal income tax deduction is allowed as a result of such reduction in basis for amortizable bond premium. Such reduction in basis will increase the amount of any gain (or decrease the amount of any loss) to be recognized for federal income tax purposes upon a sale or other taxable disposition of a Premium Bond. The amount of premium which is amortizable each year by an initial Beneficial Owner is determined by using such Beneficial Owner’s yield to maturity. Beneficial Owners of the Premium Bonds should consult with their own tax advisors with respect to the determination of amortizable bond premium with respect to the Premium Bonds for federal income tax purposes and with respect to the state and local tax consequences of owning Premium Bonds.

RATINGS

S&P is expected to assign the rating of “AA” to the Bonds with the understanding that the Policy will be delivered by the Bond Insurer simultaneously with the issuance of the Bonds. S&P has also assigned the underlying rating of “A-” to the Bonds. Such ratings reflect only the view of S&P. An explanation of the significance of a rating assigned by S&P may be obtained at One California Street, 31st Floor, San Francisco, CA 94111. Such ratings may be revised or withdrawn entirely at any time by S&P if, in its judgment, circumstances so warrant. Any downward revision or withdrawal of such ratings may have an adverse effect on the market price or marketability of the Bonds. The District will covenant in its continuing disclosure undertaking with respect to the Bonds that it will file notice of any formal change in any ratings relating to the Bonds. See “CONTINUING DISCLOSURE” and APPENDIX D – “FORM OF CONTINUING DISCLOSURE UNDERTAKING” hereto.

LEGAL MATTERS

The Bonds are sold with the understanding that the District will furnish the Underwriter with the approving opinion of Gust Rosenfeld P.L.C., Phoenix, Arizona, Bond Counsel addressing legal matters relating to the validity of the Bonds under Arizona law, and with regard to the tax-exempt status of the interest thereon (see “TAX EXEMPTION”). The signed legal opinion of Bond Counsel will be dated and premised on the law in effect only as of the date of original delivery of the Bonds and will be delivered to the District at the time of original issuance. The fees of Bond Counsel and Counsel to the Underwriter are expected to be paid from the proceeds of the sale of the Bonds and are contingent upon delivery of the Bonds.

The proposed text of the legal opinion is set forth as APPENDIX B – “FORM OF LEGAL OPINION OF BOND COUNSEL.” The legal opinion to be delivered may vary from the text of APPENDIX B – “FORM OF LEGAL OPINION OF BOND COUNSEL” if necessary to reflect the facts and law on the date of delivery. The opinion will speak only as of its date, and subsequent distribution, by recirculation of this Official Statement or otherwise, should not be construed as a representation that Bond Counsel has reviewed or expressed any opinion concerning any matters relating to the Bonds subsequent to the original delivery of the Bonds.

Bond Counsel has reviewed the information in the tax caption on the cover page as well as the information under the headings “THE BONDS,” “PLAN OF REFUNDING,” “SECURITY FOR AND SOURCES OF PAYMENT OF THE BONDS,” “TAX EXEMPTION,” “BOND PREMIUM,” “CONTINUING DISCLOSURE” (except as it relates to

compliance with prior continuing disclosure undertakings) and “RELATIONSHIP AMONG PARTIES” (but only as it applies to Bond Counsel) and in APPENDIX B – “FORM OF LEGAL OPINION OF BOND COUNSEL” and APPENDIX D – “FORM OF CONTINUING DISCLOSURE UNDERTAKING” but otherwise has not participated in the preparation of this Official Statement and will not pass upon its accuracy, completeness or sufficiency. Bond Counsel has neither examined nor attempted to examine nor verify any of the financial or statistical statements or data contained in this Official Statement and will express no opinion with respect thereto.

Certain legal matters will be passed upon for the Underwriter by its counsel, Greenberg Traurig, LLP.

From time to time, there are legislative proposals (and interpretations of such proposals by courts of law and other entities and individuals) which, if enacted, could alter or amend the property tax system of the State and numerous matters, both financial and non-financial, affecting the operations of community facilities districts which could have a material effect on the District and could adversely affect the secondary market value of the Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether, if enacted, it would apply to obligations (such as the Bonds) issued prior to enactment.

The various legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed therein. By rendering a legal opinion, the opinion giver does not become an insurer or guarantor of that expression of professional judgment, of the transaction opined upon, or of the future performance of the parties to the transaction. The rendering of an opinion also does not guarantee the outcome of any legal dispute that may arise out of the transaction.

UNDERWRITING

The Bonds will be purchased by Raymond James & Associates, Inc. (the “Underwriter”) at an aggregate purchase price of \$12,042,763.15, pursuant to a bond purchase agreement (the “Bond Purchase Contract”) entered into by and between the District and the Underwriter. If the Bonds are sold to produce the yields or prices shown on the inside front cover page hereof, the Underwriter’s compensation will be \$103,362.50. The Bond Purchase Contract provides that the Underwriter will purchase all of the Bonds so offered if any are purchased. The Underwriter may offer and sell the Bonds to certain dealers (including dealers depositing the Bonds into unit investment trusts) and others at prices higher or yields lower than the public offering prices or yields stated on the inside front cover page hereof. The initial offering prices or yields set forth on the inside front cover page hereof may be changed, from time to time, by the Underwriter without amendment of the Official Statement.

CONTINUING DISCLOSURE

The District will covenant for the benefit of the owners of the Bonds to provide certain financial information and operating data relating to the District by not later than February 1 in each year commencing February 1, 2025 (the “Annual Reports”), and to provide notices of the occurrence of certain enumerated events (the “Notices of Listed Events”). The Annual Reports, the Notices of Listed Events and any other document or information required to be filed by the District as such will be filed with the Municipal Securities Rulemaking Board (“MSRB”) through the MSRB’s Electronic Municipal Market Access system, each as described in APPENDIX D – “FORM OF CONTINUING DISCLOSURE UNDERTAKING.” The specific nature of the information to be contained in the Annual Reports and the Notices of Listed Events is also set forth in APPENDIX D – “FORM OF CONTINUING DISCLOSURE UNDERTAKING.” These covenants will be made in order to assist the Underwriter in complying with the Securities and Exchange Commission’s Rule 15c2-12(b)(5) (the “Rule”). A failure by the District to comply with these covenants must be reported in accordance with the Rule and must be considered by any broker, dealer or municipal securities dealer before recommending the purchase or sale of the Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Bonds and their market price. *Pursuant to Arizona Law, the ability of the District to comply with such covenants will be subject to annual appropriation of funds sufficient to provide for the costs of compliance with such covenants.* Should the District not comply with such covenants due to a failure to appropriate for such purpose, the District has covenanted to provide notice of such fact to the MSRB. Absence of continuing disclosure, due to non-appropriation or otherwise, could adversely affect the Bonds, specifically their market price and transferability.

FINANCIAL ADVISOR

Hilltop Securities Inc. (the “Financial Advisor”) has been engaged by the District for the purpose of advising the District as to certain debt service structuring matters specific to the Bonds and on certain matters relative to the District’s overall debt financing program. The Financial Advisor has assisted in the assembly and preparation of this Official Statement at

[THIS PAGE INTENTIONALLY LEFT BLANK]

**INFORMATION REGARDING THE
CITY OF BUCKEYE, ARIZONA**

The following information concerning the City is for background information only as the District lies within the geographical limits of the City. THE BONDS ARE NOT AN OBLIGATION OF THE CITY IN ANY RESPECT. THE BONDS ARE DIRECT GENERAL OBLIGATIONS OF THE DISTRICT, PAYABLE FROM AD VALOREM TAXES LEVIED AGAINST ALL TAXABLE PROPERTY IN THE DISTRICT, LIMITED AS DESCRIBED UNDER THE HEADING “SECURITY FOR AND SOURCES OF PAYMENT OF THE BONDS.”

General

The City is located approximately 30 miles from downtown Phoenix, Arizona (“Phoenix”), with its City Hall approximately four miles south of Interstate 10 on State Route 85. The City was founded in 1888 and incorporated in 1929. The City’s municipal boundaries encompass approximately 650 square miles and the City sits at an elevation of 888 feet above sea level. Not all property within the perimeter boundaries of the City are annexed into the City, however over 392 square miles is annexed into the City.

The following table illustrates respective population statistics for the City, the County, and the State.

POPULATION STATISTICS

<u>Calendar Years</u>	<u>City of Buckeye</u>	<u>Maricopa County</u>	<u>State of Arizona</u>
2023 Estimate (a)	109,729	4,665,020	7,525,113
2020 Census	91,502	4,420,568	7,151,502
2010 Census	50,876	3,817,117	6,392,017
2000 Census	8,497	3,072,149	5,130,632
1990 Census	4,436	2,122,101	3,665,339
1980 Census	3,434	1,509,175	2,716,546

(a) Estimate as of July 1, 2023 (released December 2023).

Source: Arizona Department of Commerce, Population Statistics Unit and the U.S. Census Bureau.

Government

The City operates under a Council-Manager form of government. The “Council” is comprised of the Mayor and six Councilmembers. The Mayor is elected at large every four years. Councilmembers each represent a district and are elected to staggered four-year terms. The Council appoints a Manager who has full responsibility for carrying out City Council policies and administering operations.

The City provides a portion of its residents with water and sewer services; electricity is provided by Arizona Public Service Company, natural gas is provided by Southwest Gas Company and telephone service is provided by CenturyLink Communications Inc. In some areas of the City, water and/or sewer services are provided by private utility companies.

Transportation

State Route 85, connecting the City with Phoenix, runs north to south just west of the City’s downtown. Interstate 10 also traverses the northern portion of the City. Buckeye Municipal Airport, adjacent to Interstate 10, is used by small, general aviation aircraft and is planning a future runway extension. Sky Harbor International Airport in Phoenix provides passenger air service. Bus lines are also available in the Phoenix metropolitan area.

Economy

The Roosevelt Irrigation District and Buckeye Water Conservation and Drainage District canals provide a renewable supply of water for the City’s farming needs. Employment for the City’s residents is provided by agricultural activity services, education, government and the nearby Palo Verde Nuclear Plant. The Palo Verde Nuclear Plant is located approximately 20 miles west of the City and is outside the boundaries of the City. The close proximity of the City to the greater Phoenix metropolitan area also provides employment. Part of the City’s agricultural production includes Pima cotton which is processed in local cotton gins and exported worldwide. See below for certain historic employment information and a list of major employers located in and within close proximity of the City.

**MAJOR EMPLOYERS
City of Buckeye, Arizona**

<u>Employer</u>	<u>Description</u>	<u>Approximate Number of Employees</u>
Walmart	Retail	1,470
State of Arizona	Government	1,020
City of Buckeye	Government	650
Buckeye Elementary School District 33	Education	490
Frys Food Stores	Grocery	490
Clayton Homes	Homebuilder	440
Litchfield Elementary School District 79	Education	400
Funko	Retail	300
The Odyssey Preparatory Academy	Education	190
Liberty Elementary School District 25	Education	170

Source: Maricopa Association of Governments, Employer Database. Accessed February 22, 2023.

The table below illustrates the unemployment rate averages for the City.

UNEMPLOYMENT RATE AVERAGES

<u>Calendar Year</u>	<u>United States</u>	<u>State of Arizona (a)</u>	<u>Maricopa County (a)</u>	<u>City of Buckeye (a)</u>
2024 (b)	3.9%	3.4%	3.0%	4.3%
2023	3.6	3.9	3.4	4.7
2022	3.7	3.8	3.3	4.5
2021	5.4	5.1	4.6	6.1
2020	8.1	7.8	7.3	8.1
2019	3.7	4.8	4.1	5.0

(a) This table includes restated data: Local Area Unemployment Statistics (“LAUS”) program data is intermittently revised to incorporate new population controls, update inputs, re-estimation of models, and adjustments to new census division and national control totals.

(b) Data is not seasonally adjusted, is preliminary and is an average of April 2024 for the National Unemployment through March 2024 for LAUS data.

Source: Arizona Office of Economic Opportunity – *Local Area Unemployment Statistics* and *National Labor Force Statistics*. Data accessed May 3, 2024.

Commerce

The following table illustrates taxable sales collections for the City.

MUNICIPAL PRIVILEGE TAX COLLECTIONS
City of Buckeye, Arizona
(\$000s omitted)

<u>Fiscal Year</u>	<u>Amount</u>
2022/23	\$73,680
2021/22	62,067
2020/21	52,929
2019/20	40,276
2018/19	33,415

Source: Arizona Department of Revenue, Municipal Privilege Tax Collection Program.

Educational Facilities

Elementary and high school education is available through five elementary school districts, two unified school districts and two union high school districts. Higher education is provided by Estrella Mountain Community College ten miles east of the City; Arizona State University located in several locations within the greater Phoenix area.

[THIS PAGE INTENTIONALLY LEFT BLANK]

FORM OF LEGAL OPINION OF BOND COUNSEL

[Closing Date]

District Board
Sundance Community Facilities District
(City of Buckeye, Arizona)

Re: Sundance Community Facilities District
(City of Buckeye, Arizona)
General Obligation Refunding Bonds, Series 2024

Honorable Board:

At your request we have examined the official proceedings leading to the issuance of \$11,115,000 aggregate principal amount of Sundance Community Facilities District (City of Buckeye, Arizona) General Obligation Refunding Bonds, Series 2024 (the “*Bonds*”), dated [Closing Date], issued by the Sundance Community Facilities District (City of Buckeye, Arizona) (the “*District*”).

We have examined the law and such documents and matters as we have deemed necessary to render this opinion including, without limitation, Resolution No. 04-24, passed and adopted by the Board of Directors of the District (the “*District Board*”) on May 7, 2024 (the “*Resolution*”). As to questions of fact material to our opinion we have relied upon, and assumed due and continuing compliance with the provisions of, the proceedings and other documents, and have relied upon certifications, covenants and representations furnished to us without undertaking to verify the same by independent investigation, including, without limitation, those with respect to causing interest on the Bonds to be and remain excluded from gross income for federal income tax purposes.

Based upon the foregoing, we are of the opinion, as of this date, which is the date of initial delivery of the Bonds against payment therefor, that:

1. The District is duly created and validly existing as a community facilities district and political subdivision of the State of Arizona with power to pass and adopt the Resolution, perform the agreements on its part contained therein and issue the Bonds.
2. The Resolution has been duly passed and adopted by the District Board and is valid and binding upon and enforceable against the District.
3. The Bonds and the proceedings leading to and including the issuance thereof and the refunding of the Bonds Being Refunded (as defined in the Resolution) are legal and constitute a valid and binding general obligation of the District.
4. All taxable property within the District is subject to the levy of a direct, annual, ad valorem tax to pay the principal of and interest on the Bonds, without limit as to rate, except that the total aggregate of taxes levied to pay the principal of and interest on the Bonds in the aggregate shall not exceed the total aggregate amount of principal and interest to become due on the Bonds Being Refunded from the date of issuance of the Bonds to the final date of maturity of the Bonds Being Refunded; and subject further to the rights vested in the owners of such Bonds Being Refunded to the payment of such Bonds Being Refunded from the same tax source in the event of a deficiency in the securities purchased with proceeds of the Bonds and placed in trust for the purpose of providing for payment of principal of, premium, if any, and interest on such Bonds Being Refunded. The owners of the Bonds must rely on the sufficiency of the monies and securities placed irrevocably in trust for payment of the Bonds Being Refunded. Subject to the foregoing, it is required by law that there be levied, assessed and collected, in the same manner as other taxes of the District, an annual tax upon the taxable property in the District sufficient to pay the principal of and interest on the Bonds, when due.

5. Under existing laws, regulations, rulings and judicial decisions, the interest income on the Bonds is excludable from gross income for the purpose of calculating federal income taxes and is exempt from Arizona income taxes. Interest income on the Bonds is not an item of tax preference to be included in computing the alternative minimum tax; however, such interest is taken into account in determining the annual adjusted financial statement income of applicable corporations (as defined in Section 59(k) of the Code (as defined herein)) for the purpose of computing the alternative minimum tax imposed on corporations for tax years beginning after December 31, 2022. The Bonds are not private activity bonds within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the “Code”). We express no opinion regarding other federal tax consequences arising with respect to the Bonds.

The Code imposes various restrictions, conditions and requirements relating to the continued exclusion of interest income on the Bonds from gross income for federal income tax purposes, including a requirement that the District rebate to the federal government certain of the investment earnings with respect to the Bonds. Failure to comply with such restrictions, conditions and requirements could result in the interest income on the Bonds being included as gross income for federal income tax purposes from their date of issuance. The District has covenanted to comply with the restrictions, conditions and requirements of the Code necessary to preserve the tax-exempt status of the Bonds. For purposes of this opinion, we have assumed continuing compliance by the District with such restrictions, conditions and requirements.

The rights of the owners of the Bonds and the enforceability of those rights and the rights and obligations of the District with respect to the Resolution and to collection of taxes may be subject to bankruptcy, insolvency, reorganization, moratorium and similar laws affecting creditors’ rights and the enforcement of those rights may be subject to the exercise of judicial discretion in accordance with general principles of equity.

GUST ROSENFELD P.L.C.

BOOK-ENTRY-ONLY SYSTEM

The Depository Trust Company (“DTC”), New York, New York, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC or held by the Bond Registrar and Paying Agent for DTC.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Securities Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants” and together with the Direct Participants, the “Participants”). DTC has Standard & Poor’s rating of: “AA+.” The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each Bond (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of the Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of the Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Bond Registrar and Paying Agent and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the District as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payment of principal of and interest on the Bonds and the redemption price of any Bond will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the District or the Bond Registrar and Paying Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Bond Registrar and Paying Agent or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal of and interest on the Bonds and the redemption price of any Bonds will be made to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or Bond Registrar and Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the District or the Bond Registrar and Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, certificates are required to be printed and delivered.

The District may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the District believes to be reliable, but none of the District, Bond Counsel, the Financial Advisor, the Underwriter or counsel to the Underwriter take any responsibility for the accuracy thereof. The Beneficial Owners should confirm their information with DTC or the DTC Participants.

FORM OF CONTINUING DISCLOSURE UNDERTAKING

CONTINUING DISCLOSURE UNDERTAKING

\$11,115,000
SUNDANCE COMMUNITY FACILITIES DISTRICT
(CITY OF BUCKEYE, ARIZONA)
GENERAL OBLIGATION REFUNDING BONDS, SERIES 2024
(CUSIP BASE NUMBER 86724P)

This Undertaking is executed and delivered by Sundance Community Facilities District (City of Buckeye, Arizona) (the “Issuer”), in connection with the issuance of the captioned municipal securities (the “Securities”) for the benefit of the owners of the Securities, being the registered owners thereof or any person which has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any of the Securities (including persons holding the Securities through nominees, depositories or other intermediaries) or is treated as the owner of any Securities for federal income tax purposes.

Section 1. Definitions.

Section 2. “Annual Report” shall mean any annual report provided by the Issuer pursuant to, and as described in,

“Authorizing Document” shall mean the resolution or resolutions authorizing the issuance of the Securities.

“Dissemination Agent” shall mean any agent which has executed a dissemination agent agreement with the Issuer and such successors and assigns of such agent.

“EMMA” shall mean the Electronic Municipal Market Access system of the Municipal Securities Rulemaking Board. Information regarding submissions to EMMA is available at <http://emma.msrb.org>.

“Financial Obligation” shall mean a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) a guarantee of (i) or (ii). The term Financial Obligation shall not include municipal securities as to which a final official statement has been provided to the Municipal Securities Rulemaking Board consistent with the Rule.

“Listed Events” shall mean any of the events listed in Section 3(a).

Section 3. “Notice of Listed Event” shall mean any notice provided by the Issuer pursuant to, and as described in,

“Rule” shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

Section 2. Contents and Provision of Annual Reports.

(a) (i) ***SUBJECT TO ANNUAL APPROPRIATION TO COVER THE COSTS OF PREPARATION AND MAILING THEREOF, THE ISSUER SHALL, OR SHALL CAUSE THE DISSEMINATION AGENT TO, NOT LATER THAN FEBRUARY 1 OF EACH YEAR, COMMENCING FEBRUARY 1, 2025, PROVIDE THROUGH EMMA AN ANNUAL REPORT WHICH IS CONSISTENT WITH THE REQUIREMENTS OF SUBSECTION (b) OF THIS SECTION.***

(ii) ***IF THE ISSUER IS UNABLE OR FOR ANY OTHER REASON FAILS TO PROVIDE AN ANNUAL REPORT OR ANY PART THEREOF BY THE DATE REQUIRED IN SUBSECTION (a)(i) OF THIS SECTION, THE ISSUER SHALL, OR SHALL CAUSE THE DISSEMINATION AGENT TO, SEND A***

NOTICE TO THAT EFFECT NOT LATER THAN SUCH DATE THROUGH EMMA ALONG WITH THE OTHER PARTS, IF ANY, OF THE ANNUAL REPORT.

(b) (i) The Annual Reports shall contain or incorporate by reference the following:

(A) Information of the type in TABLES 1, 2, 3, 4, 6, 9 and 10 of the Official Statement, dated May 14, 2024, with respect to the Securities.

(B) Audited financial statements for the preceding fiscal year, if any, such statements to be prepared on the basis of generally accepted accounting principles as applied to governmental units. **IF THE FISCAL YEAR OF THE ISSUER CHANGES, THE ISSUER SHALL, OR SHALL CAUSE THE DISSEMINATION AGENT TO, FILE A NOTICE OF SUCH CHANGE IN THE SAME MANNER AS FOR A NOTICE OF LISTED EVENT.**

(ii) The Annual Report may be submitted as a single document or as separate documents comprising a package and may incorporate by reference from other documents other information, including final offering documents of debt issues of the Issuer or related public entities which have been submitted to the Municipal Securities Rulemaking Board. If the document incorporated by reference is a final official statement, it must be available from the Municipal Securities Rulemaking Board. The Issuer shall clearly identify each such other document so incorporated by reference.

(iii) ***If audited financial statements are to be included in an Annual Report but are not available in time to satisfy the requirements of Subsection (a)(i) of this Section, unaudited financial statements must be provided at the requisite time as part of the Annual Report and as soon as possible (but not later than thirty (30) days) after such audited financial statements become available, the audited financial statements shall be provided through EMMA.***

Section 3. Reporting of Listed Events.

(a) This Section shall govern the giving of notices of the occurrence of any of the following events (the "Listed Events") with respect to the Securities:

(i) Principal and interest payment delinquencies.

(ii) Non-payment related defaults, if material.

(iii) Unscheduled draws on debt service reserves reflecting financial difficulties.

(iv) Unscheduled draws on credit enhancements reflecting financial difficulties.

(v) Substitution of credit or liquidity providers, or their failure to perform.

(vi) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security.

(vii) Modifications to rights of security holders, if material.

(viii) Bond calls, if material, and tender offers.

(ix) Defeasances.

(x) Release, substitution or sale of property securing repayment of the securities, if material.

(xi) Rating changes.

(xii) Bankruptcy, insolvency, receivership or similar events of the obligated person, being if any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but

subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.

(xiii) The consummation of a merger, consolidation or acquisition involving the obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material.

(xiv) Appointment of a successor or additional trustee or the change of the name of the trustee, if material.

(xv) Incurrence of a Financial Obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the obligated person, any of which affect security holders, if material.

(xvi) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the obligated person, any of which reflect financial difficulties.

(xvii) Notice of a failure of the obligated person to provide required annual financial information on or before the date specified in Section 2 above, including any non-appropriation to cover applicable costs.

(b) Whether events subject to the standard “material” would be material shall be determined under applicable federal securities laws.

(c) ***SUBJECT TO ANNUAL APPROPRIATION TO COVER THE COSTS OF PREPARATION AND MAILING THEREOF, THE ISSUER SHALL, OR SHALL CAUSE THE DISSEMINATION AGENT TO, PROMPTLY, BUT NOT MORE THAN TEN (10) BUSINESS DAYS THEREAFTER, FILE A NOTICE OF LISTED EVENT OF SUCH OCCURRENCE THROUGH EMMA.***

Section 4. Termination of Reporting Obligation. The obligations of the Issuer pursuant to this Undertaking shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Securities. ***SUBJECT TO ANNUAL APPROPRIATION TO COVER THE COSTS OF PREPARATION AND MAILING THEREOF, THE ISSUER SHALL, OR SHALL CAUSE THE DISSEMINATION AGENT TO, GIVE NOTICE OF SUCH TERMINATION THROUGH EMMA AS SOON AS PRACTICABLE, BUT NOT LATER THAN THE DATE AN ANNUAL REPORT WOULD OTHERWISE HAVE BEEN DUE.***

Section 5. Amendment or Waiver.

(a) Notwithstanding any other provision of this Undertaking, the Issuer may amend this Undertaking, and any provision of this Undertaking may be waived, if such amendment or waiver is supported by an opinion of counsel expert in federal securities laws, to the effect that (i) such amendment or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, change in law or change in the identity, nature or status of the Issuer or type of business conducted; (ii) this Undertaking, as amended or affected by such waiver, would have complied with the requirements of the Rule at the time of the primary offering of the Securities, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances and (iii) such amendment or waiver does not materially impair the interests of the owners of the Securities, as determined either by parties (such as bond counsel) unaffiliated with the Issuer or by an approving vote of the registered owners of the Securities pursuant to the terms of the Authorizing Document at the time of the amendments.

(b) The Annual Report containing amended operating data or financial information resulting from such amendment or waiver, if any, shall explain, in narrative form, the reasons for the amendment or waiver and the impact of the change in the type of operating data or financial information being provided. If an amendment or waiver is made specifying the accounting principles to be followed in preparing financial statements, the Annual Report for the year in which the change is made shall present a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. Such comparison shall include a qualitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information in order to provide information to investors to enable them to evaluate the ability of the Issuer to meet its obligations. To the extent reasonably feasible,

such comparison also shall be quantitative. ***IF THE ACCOUNTING PRINCIPLES OF THE ISSUER CHANGE, THE ISSUER SHALL, OR SHALL CAUSE THE DISSEMINATION AGENT TO, FILE A NOTICE OF SUCH CHANGE IN THE SAME MANNER AS FOR A NOTICE OF LISTED EVENT.***

Section 6. Additional Information. Nothing in this Undertaking shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Undertaking or any other means of communication, or including any other information in any Annual Report or Notice of Listed Event, in addition to that which is required by this Undertaking. If the Issuer chooses to include any information in any Annual Report or Notice of Listed Event in addition to that which is specifically required by this Undertaking, the Issuer shall have no obligation under this Undertaking to update such information or include it in any future Annual Report or Notice of Listed Event.

Section 7. Default. In the event of a failure of the Issuer to comply with any provision of this Undertaking, any owner of a Security for the benefit of which this Undertaking is being provided may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Issuer to comply with its obligations under this Undertaking. A default under this Undertaking shall not be deemed an event of default for other purposes of the Authorizing Document, and the sole remedy under this Undertaking in the event of any failure of the Issuer to comply with this Undertaking shall be an action to compel performance.

Section 8. Dissemination Agent. The Issuer may, from time to time, appoint or engage a Dissemination Agent to assist the Issuer in satisfying the obligations of the Issuer hereunder and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent.

Section 9. Duties, Immunities and Liabilities of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Undertaking and the applicable, related agency agreement, and, to the extent permitted by applicable law, the Issuer shall indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless for, from and against any loss, expense and liabilities which the Dissemination Agent may incur arising out of or in the exercise or performance of the powers and duties of the Dissemination Agent pursuant to this Undertaking and the applicable, related agency agreement, including the costs and expenses (including attorneys' fees) of defending against any claim of liability, but excluding liabilities due to the gross negligence or willful misconduct of the Dissemination Agent. The obligations of the Issuer under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Securities.

Dated: [Closing Date]

SUNDANCE COMMUNITY FACILITIES DISTRICT
(CITY OF BUCKEYE, ARIZONA)

By
Chairman, Board of Directors

APPENDIX E

AUDITED FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED JUNE 30, 2023

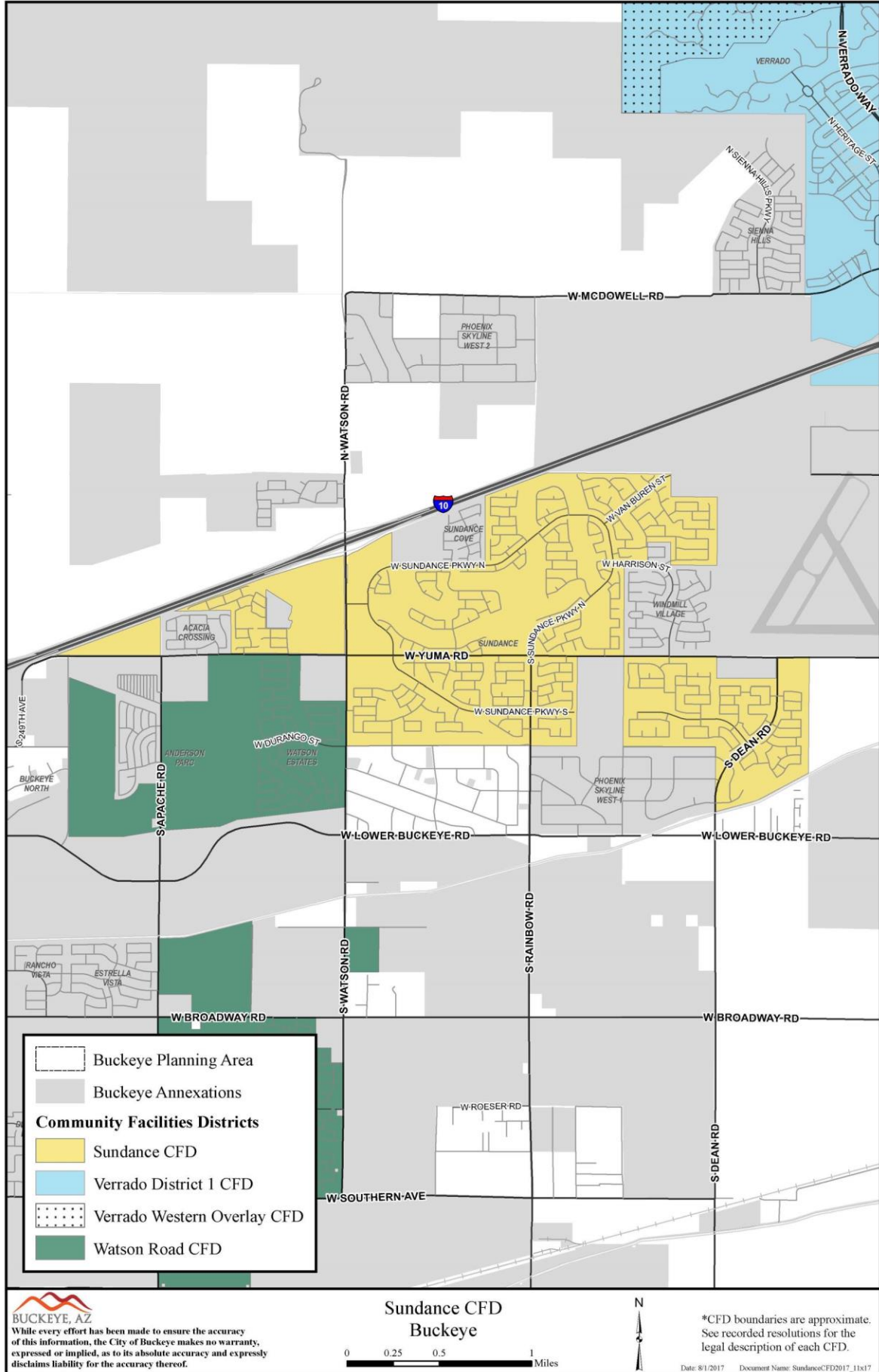


Sundance Community Facilities District Annual Financial Report

City of Buckeye

Year Ended June 30, 2023

Issued by: City of Buckeye Finance Department



BUCKEYE, AZ
 While every effort has been made to ensure the accuracy of this information, the City of Buckeye makes no warranty, expressed or implied, as to its absolute accuracy and expressly disclaims liability for the accuracy thereof.

Sundance CFD
Buckeye

0 0.25 0.5 1 Miles



*CFD boundaries are approximate. See recorded resolutions for the legal description of each CFD.

TABLE OF CONTENTS

INDEPENDENT AUDITOR'S REPORT	5
BASIC FINANCIAL STATEMENTS	7
Government-wide Financial Statements	
Statement of Net Position	8
Statement of Activities	9
Fund Financial Statements	
Balance Sheet – Governmental Funds	10
Reconciliation of the Balance Sheet – Governmental Funds to the Statement of Net Position	11
Statement of Revenues, Expenditures and Changes in Fund Balances – Governmental Funds	12
Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances – Governmental Funds to the Statement of Activities	13
Statement of Revenues, Expenditures, and Changes in Fund Balances – Budget and Actual – General Fund	14
Notes to Financial Statements	15
SUPPLEMENTARY INFORMATION	21
Schedule of Revenues, Expenditures and Changes in Fund Balances – Budget and Actual – Special Assessments Fund	22
Schedule of Revenues, Expenditures and Changes in Fund Balances – Budget and Actual – General Obligations Fund	23
OTHER INFORMATION	24
Ad Valorem Taxation in the District	25
Net Assessed Limited Property Value	25
Net Secondary Assessed Value	25
Net Assessed Valuation by Property Classification	26
Net Assessed Property Values of Major Taxpayers	27
Fiscal Year 2022-23	27
Fiscal Year 2021-22	27
Record of Taxes Levied and Collected in the District	28
Overlapping General Obligation Bonded Indebtedness	29



This page intentionally left blank



Independent Auditor's Report

Board of Directors
Sundance Community Facilities District

Report on Audit of Financial Statements

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Sundance Community Facilities District, (District), a component unit of the City of Buckeye, Arizona, as of and for the year ended June 30, 2023, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the Sundance Community Facilities District as of June 30, 2023, and the respective changes in financial position and the budgetary comparison for the General Fund thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of Sundance Community Facilities District and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for one year beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Management has omitted the Management's Discussion and Analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Our opinion on the basic financial statements is not affected by this missing information.

Supplementary Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The Supplementary Information, as listed in the table of contents, is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Supplementary Information is fairly stated in all material respects in relation to the basic financial statements as a whole.

Other Information

Management is responsible for the other information included in the annual financial report. The other information, as listed in the table of contents, does not include the basic financial statements and our auditor's report thereon. Our opinions on the basic financial statements do not cover the other information and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the basic financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the basic financial statements, or the other information otherwise appears to be materially misstated. If, based on other work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Heinfeld Meech & Co. PC

Heinfeld, Meech & Co., P.C.
Scottsdale, Arizona
December 22, 2023

BASIC FINANCIAL STATEMENTS



SUNDANCE COMMUNITY FACILITIES DISTRICT
STATEMENT OF NET POSITION
June 30, 2023

	Governmental Activities
ASSETS	
Cash and investments	\$ 2,390,088
Receivables, net	181,892
Prepaid expense	203
Restricted assets	
Cash with paying agent	786,024
Total assets	3,358,207
LIABILITIES	
Accounts payable	8,132
Matured debt interest payable	431,460
Noncurrent liabilities:	
Due within one year	1,503,000
Due in more than one year	18,001,714
Total liabilities	19,944,306
Net position:	
Unrestricted	(16,586,099)
Total net position	\$ (16,586,099)

The notes to the basic financial statements are an integral part of this statement.

SUNDANCE COMMUNITY FACILITIES DISTRICT
STATEMENT OF ACTIVITIES
YEAR ENDED JUNE 30, 2023

<u>Functions/Programs</u>	<u>Expenses</u>	<u>Program Revenues Charges for Services</u>	<u>Net (Expense) Revenue and Changes in Net Position Governmental Activities</u>
Governmental activities			
General government	\$ 59,771	\$ 18,637	\$ (41,134)
Highways and streets	118,721	-	(118,721)
Interest on long-term debt	1,091,287	-	(1,091,287)
Total governmental activities	<u>1,269,779</u>	<u>18,637</u>	<u>(1,251,142)</u>
General revenues:			
Taxes:			
Property taxes			2,086,588
Investment earnings			<u>21,882</u>
Total general revenues			<u>2,108,470</u>
Change in net position			857,328
Net position - beginning			<u>(17,443,427)</u>
Net position - ending			<u>\$ (16,586,099)</u>

The notes to the basic financial statements are an integral part of this statement.

SUNDANCE COMMUNITY FACILITIES DISTRICT
BALANCE SHEET - GOVERNMENTAL FUNDS
June 30, 2023

	General	Debt Service		Total Governmental Funds
		Special Assessment	General Obligation	
ASSETS				
Cash and cash equivalents	\$ 633,878	\$ 99,902	\$ 1,656,308	\$ 2,390,088
Receivables, net				
Intergovernmental	1,795	2,297	14,800	18,892
Special assessments	-	163,000	-	163,000
Prepaid expenses	203	-	-	203
Restricted assets				
Cash with paying agent	-	786,024	-	786,024
Total assets	<u>\$ 635,876</u>	<u>\$ 1,051,223</u>	<u>\$ 1,671,108</u>	<u>\$ 3,358,207</u>
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES				
Liabilities:				
Accounts payable	\$ 8,132	\$ -	\$ -	\$ 8,132
Matured debt principal payable	-	493,000	1,010,000	1,503,000
Matured debt interest payable	-	22,801	408,659	431,460
Total liabilities	<u>8,132</u>	<u>515,801</u>	<u>1,418,659</u>	<u>1,942,592</u>
Deferred inflows of resources:				
Unavailable revenue - special assessments	-	163,000	-	163,000
Total deferred inflows of resources	<u>-</u>	<u>163,000</u>	<u>-</u>	<u>163,000</u>
Fund balances:				
Nonspendable	203	-	-	203
Restricted				
Debt service	-	372,422	252,449	624,871
Unassigned	627,541	-	-	627,541
Total fund balances	<u>627,744</u>	<u>372,422</u>	<u>252,449</u>	<u>1,252,615</u>
Total liabilities, deferred inflows of resources and fund balances	<u>\$ 635,876</u>	<u>\$ 1,051,223</u>	<u>\$ 1,671,108</u>	<u>\$ 3,358,207</u>

The notes to the basic financial statements are an integral part of this statement.

SUNDANCE COMMUNITY FACILITIES DISTRICT
RECONCILIATION OF THE BALANCE SHEET - GOVERNMENTAL FUNDS
TO THE STATEMENT OF NET POSITION
June 30, 2023

Total governmental fund balances		\$ 1,252,615
<p>Amounts reported for governmental activities in the statement of net position are different because:</p> <p>Some receivables are not available to pay for current period expenditures and, therefore, are reported as unavailable revenues in the funds.</p>		
Special Assessments		163,000
<p>Some liabilities, including bonds payable are not due and payable in the current year and therefore are not reported in the funds.</p>		
Bonds payable	(17,753,000)	
Premiums and discounts	(248,714)	
		(18,001,714)
Total net position of governmental activities		\$ (16,586,099)

The notes to the basic financial statements are an integral part of this statement.

SUNDANCE COMMUNITY FACILITIES DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
YEAR ENDED JUNE 30, 2023

	General	Debt Service		Total Governmental Funds
		Special Assessment	General Obligation	
REVENUES				
Taxes				
Property taxes	\$ 208,393	\$ -	\$ 1,878,195	\$ 2,086,588
Charges for services	18,637	-	-	18,637
Special assessments	-	280,024	-	280,024
Investment earnings	-	21,882	-	21,882
Total revenues	<u>227,030</u>	<u>301,906</u>	<u>1,878,195</u>	<u>2,407,131</u>
EXPENDITURES				
Current:				
General government	59,771	-	-	59,771
Highway and streets	118,721	-	-	118,721
Debt service:				
Principal retirement	-	524,000	1,010,000	1,534,000
Interest and fiscal charges	7,500	46,676	817,319	871,495
Total expenditures	<u>185,992</u>	<u>570,676</u>	<u>1,827,319</u>	<u>2,583,987</u>
Excess (deficiency) of revenues over expenditures	<u>41,038</u>	<u>(268,770)</u>	<u>50,876</u>	<u>(176,856)</u>
Fund balances - beginning	<u>586,706</u>	<u>641,192</u>	<u>201,573</u>	<u>1,429,471</u>
Fund balances - ending	<u>\$ 627,744</u>	<u>\$ 372,422</u>	<u>\$ 252,449</u>	<u>\$ 1,252,615</u>

The notes to the basic financial statements are an integral part of this statement.

SUNDANCE COMMUNITY FACILITIES DISTRICT
Reconciliation of the Statement of Revenues, Expenditures and Changes in
Fund Balance of Governmental Funds to the Statement of Activities
For the Year Ended June 30, 2023

Net change in fund balances - total governmental funds (176,856)

Amounts reported for governmental activities in the statement of activities are different because:

Some revenues reported in the governmental funds that did not provide current financial resources in prior years have been recognized previously in the statement of activities and therefore are not reported as revenues in the statement of activities.

Special assessments (524,000)

The issuance of long-term debt (e.g. bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. The issuance of long-term debt increases long-term liabilities on the statement of net position and the repayment of principal on long-term debt reduces long-term debt on the statement of net position. Likewise, refunding and defeasance of existing debt reduces the balance of long-term debt without adding additional debt. Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when the debt is first issued, whereas these items are deferred and amortized over the term of the long-term debt in the statement of activities.

Principal payments on long-term debt	1,534,000	
Amortization of premium	24,184	
	1,558,184	1,558,184

Change in net position of governmental activities	\$ 857,328
---	------------

The notes to the basic financial statements are an integral part of this statement.

SUNDANCE COMMUNITY FACILITIES DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
BUDGET AND ACTUAL - GENERAL FUND
YEAR ENDED JUNE 30, 2023

	Budgeted Amounts		Actual Amount Budgetary Basis	Variance Between Final Budget and Actual Amounts
	Adopted	Final		
REVENUES				
Taxes	\$ 261,273	\$ 261,273	\$ 208,393	\$ (52,880)
Charges for services	22,000	22,000	18,637	(3,363)
Total revenues	283,273	283,273	227,030	(56,243)
EXPENDITURES				
Current:				
General government	55,007	68,507	59,771	8,736
Highway and streets	285,000	285,000	118,721	166,279
Interest and fiscal charges	3,000	8,500	7,500	1,000
Contingency	281,226	262,226	-	262,226
Total expenditures	624,233	624,233	185,992	438,241
Excess (deficiency) of revenues over (under) expenditures	(340,960)	(340,960)	41,038	381,998
Net change in fund balances	(340,960)	(340,960)	41,038	381,998
Fund balances - beginning	340,960	340,960	586,706	245,746
Fund balances - ending	\$ -	\$ -	\$ 627,744	\$ 627,744

The notes to the basic financial statements are an integral part of this statement.

Notes to Financial Statements – Year Ended June 30, 2023**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The Sundance Community Facilities District (District) is a special purpose district created specifically to acquire or construct public infrastructure within specific areas of the City of Buckeye, Arizona, and is authorized under state law to issue general obligation (GO) or revenue bonds to be repaid by property (ad valorem) taxes levied on property within the District (for GO debt), or by specific revenues generated within the District (revenue bonds). The District was created by petition to the city council by property owners within the area to be covered by the District, and debt may be issued only after approval of voters within the District.

The financial statements of the District have been prepared in conformity with accounting principles generally accepted in the United States of America as applied to government units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

The more significant of the District's accounting policies are described below.

A. Reporting Entity

The District, a component unit of the City of Buckeye, Arizona (City), was established (June 19, 2001), and is a political subdivision of the State of Arizona as well as a municipal corporation by Arizona Law. The City Council serves as the Board of Directors. All transactions of the District are included in the City's financial statements. However, the City has no liability for the debt.

B. Government-Wide and Fund Financial Statements

The government-wide financial statements (i.e. the statement of net position and the statement of activities) present financial information about the District as a whole. The reported information includes all of the non-fiduciary activities of the District. For the most part, the effect of internal activity has been removed from these statements. These statements are to distinguish between the governmental and business-type activities of the District. Governmental activities normally are supported by tax revenues, and are reported separately from business-type activities, which rely to a significant extent on fees and charges for support. The District does not have any business-type activities.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include 1) charges to customers or applicants who purchase, use or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes, investment income and other items not included among program revenues are reported instead as general revenues.

Separate financial statements are provided for governmental funds. Major individual governmental funds are reported as separate columns in the fund financial statements.

C. Measurement Focus, Basis of Accounting, and Financial Statement Presentation

Government-Wide Financial Statements – The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Special assessment revenue is recognized at the time of the special assessment levy. All other revenue items are considered to be measurable and available only when cash is received by the government. As a general rule, the effect of internal activity has been eliminated from the government-wide financial statements.

Fund Financial Statements – Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are

recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures are recorded only when payment is due. As permitted by generally accepted accounting principles, the District applies the “early recognition” option for debt service payments. Property tax and special assessment resources are provided in Debt Service Fund during the current year for the payment of debt service principal and interest due early in the following year (less than one month). Therefore the expenditures and related liabilities have been recognized.

Property taxes and investment income associated with the current fiscal period are all considered to be susceptible to accrual and have been recognized as revenues of the current fiscal period. Miscellaneous revenues are not susceptible to accrual because generally they are not measurable until received in cash.

Delinquent property taxes and other receivables that will not be collected within the available period have been reported as unavailable revenues on the governmental fund financial statements.

The focus of governmental fund financial statements is on major funds rather than reporting funds by type. Each major fund is presented in a separate column.

The District reports all funds as major governmental funds:

General Fund – The General Fund is the District’s primary operating fund. It accounts for all resources used to finance District maintenance and operations except those required to be accounted for in other funds.

Debt Service Funds – The Debt Service Funds account for the accumulation of resources for, and the payment of, long-term debt principal, interest and related costs.

D. Cash and Investments

Arizona Revised Statutes (A.R.S.) authorize the District to invest public monies in the State Treasurer’s Local Government Investment Pool, interest-bearing savings account, certificates of deposit, and repurchase agreements in eligible depositories; bonds or other obligations of the U.S. government that are guaranteed as to principal and interest by the U.S. government; and bonds of the State of Arizona counties, cities, school districts, and special districts as specified by statute.

Cash represents amounts in demand deposits and amounts held in trust by financial institutions. The funds held in trust are available to the District upon demand. Cash equivalents as defined as short-term (original maturities of three months or less), highly liquid investments that are 1) readily convertible to known amounts of cash and 2) so near maturity that they present insignificant risk of changes in value because of changes in interest rates.

E. Investment Income

Investment income is comprised of interest, dividends, and net changes in the fair value of applicable investments.

F. Receivables and Payables

Activity between funds that is representative of lending/borrowing arrangements outstanding at the end of the fiscal year is referred to as either “due to/from other funds” (i.e. the current portion of interfund loans) or “advances to/from other funds” (i.e. the non-current portion of interfund loans). All other outstanding balances between funds are reported as “due to/from other funds”.

All receivables, including property taxes receivable, are shown net of an allowance for uncollectibles.

G. Property Taxes

The County Treasurer is responsible for collecting property taxes for all governmental entities within the county. The District levies real property taxes on or before the third Monday in August, which become due and payable in two equal installments. The first installment is due on the first day of October and becomes delinquent after the first business day of November. The second installment is due on the first day of March of the next year and becomes delinquent after the first business day of May.

Pursuant to A.R.S., a lien against assessed real property attaches on the first day of January preceding assessment and levy, however according to case law, an enforceable legal claim to the asset does not arise.

H. Restricted Assets

Certain proceeds of the District's bonds, as well as certain resources set aside for their repayment, are classified as restricted cash on the statement of net position and on the balance sheet because their use is limited by applicable bond covenants.

I. Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position may report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period and so will not be recognized as an outflow of resources (expense/expenditure) until then.

In addition to liabilities, the statement of financial position may report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time.

J. Long-term Obligations

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities on the statement of net position. Bond premiums and discounts are amortized over the life of the bonds using the straight-line method. Deferred amounts on refunding result from the difference between the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

K. Net Position Flow Assumption

In the government-wide financial statements the District applies restricted resources first when outlays are incurred for purposes for which either restricted or unrestricted amounts are available.

L. Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

M. Budgetary Data

According to state statutes, the District must adopt a budget on an annual basis. There are no statutory spending limitation but the District cannot spend more than actual revenues collected and carryover

unrestricted cash balance from the prior fiscal year. There were no supplemental budgetary appropriations made during the year.

N. Deficit Net Position

As described previously, the District was formed to finance and acquire or construct infrastructure assets that are subsequently dedicated to the City for operation. The District does not own or operate infrastructure. Therefore, the Statement of Net Position reflects a large liability without an offsetting asset.

NOTE 2 – FUND BALANCE CLASSIFICATIONS

Fund balances of the governmental funds are reported separately within classifications based on hierarchy of the constraints placed on the use of those resources. The classifications are based on the relative strength of the constraints that control how the specific amounts can be spent. The classifications are nonspendable, restricted, and unrestricted, which includes committed, assigned, and unassigned fund balance classifications.

Nonspendable. The nonspendable fund balance classification includes amounts that cannot be spent because they are not in spendable form, or are legally or contractually required to be maintained intact.

Restricted. Fund balance is reported as restricted when constraints placed on the use of resources are either externally imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments or is imposed by law through constitutional provisions or enabling legislation.

Committed. The committed fund balance classification includes amounts that can be used only for the specific purposes imposed by formal action of the Board of Directors. Those committed amounts cannot be used for any other purpose unless the Board of Directors removes or changes the specified use by taking the same type of action it employed to previously commit those amounts. Commitments may be established, modified, or rescinded only through resolutions approved by the Board of Directors.

Assigned. Amounts in the assigned fund balance classification are intended to be used by the District for specific purposes but do not meet the criteria to be classified as restricted or committed. In governmental funds other than the General Fund, assigned fund balance represents the remaining amount that is not restricted or committed. In the General Fund, assigned amounts represent intended uses established by the Board of Directors or a management official delegated that authority by the formal Governing Board action. The District has adopted the City’s policy on which only the Board of Directors or the District’s Treasurer may assign amounts for specific purposes.

Unassigned. Unassigned fund balance is the residual classification for the General Fund and includes all spendable amounts not contained in the other classifications. In other governmental funds, then unassigned classification is used only to report a deficit balance resulting from overspending for specific purposes for which amounts had been restricted, committed, or assigned.

The District applies restricted resources first when outlays are incurred for purposes for which either restricted or unrestricted (committed, assigned, and unassigned) amounts are available. Similarly, within unrestricted fund balance, committed amounts are reduced first followed by assigned, and the unassigned amounts when expenditures are incurred for purposes for which amounts in any of the unrestricted fund balance classifications could be used.

NOTE 3 – EXCESS OF EXPENDITURES OVER APPROPRIATIONS

In the General, and Debt Service Funds, the following line item account exceeded the amounts budgeted. The Board adopts the expenditure appropriations at the District level. For presentation purposes, we have elected to show any deficits at the line item level within the Fund, all of which was funded by available fund balances within the General, and Debt Service Funds.

	Budgeted Amounts		Actual Amount Budgetary Basis	Variance Between Final Budget and Actual Amounts
	Adopted	Final		
Debt Service Fund:				
Debt Service:				
Principal retirement	166,000	166,000	524,000	(358,000)

NOTE 4 – CASH AND INVESTMENTS

Custodial Credit Risk – Deposits. Custodial credit risk is the risk that in the event of bank failure the District’s deposits may not be returned to the District. The District does not have a deposit policy for custodial credit risk. At year end, the carrying amount of the District’s deposits and bank balance was \$2,390,088, all of which was covered by collateral in the City’s name as part of the Arizona State Treasurer’s Pooled Collateral Program. The unrestricted cash is in a repurchase sweep agreement rather than a deposit. In addition to unrestricted cash balance, the District also maintains deposits with paying agents and trustees. Cash with the Trustee is collateralized by the District’s Agent in the District’s name. Restricted cash at year end equaled \$786,024 which represents amounts held by the District’s Trustee for future debt service payments.

NOTE 5 – LONG TERM DEBT PAYABLE

The District is a special purpose district created specifically to acquire or construct public infrastructure within specific areas of the City of Buckeye, Arizona. The District is authorized under state law to issue special assessment (SA) revenue bonds to be repaid by the property within the SA District, general obligation (GO) bonds to be repaid by property (ad valorem) taxes levied on property within the District (for GO debt), or revenue bonds to be repaid by specific revenues generated within the District (revenue bonds). The District has \$17.8 million of authorized GO bonds authority remaining. The District was created by petition to the City Council by property owners within the area to be covered by the District, and comprises approximately 2,105 acres.

Special Assessments Bonds

The CFD Board of Directors has pledged revenue derived from an annual assessment on the real property of the Sundance CFD No. 2 to repay \$7,175,000 in special assessment revenue bonds issued April 2003. Proceeds were used for infrastructure improvements within the special assessment District. The bonds are payable solely from assessments on the properties. During the current year the \$495,000 remaining principal amount of the bond was paid off. Principal and interest paid for the current year approximate amounts received from special assessment property owners, which, at times exceed special assessments billed for the year.

The CFD Board of Directors has pledged revenue derived from an annual assessment and levy of taxes on the real property of the Sundance CFD No. 3 to repay \$2,050,000 in special assessment bonds issued June 2004. Proceeds were used for infrastructure improvements within the special assessment District. The total principal remaining to be paid on the bonds is \$163,000. The principal paid for the current year was \$29,000. Principal and interest paid for the current year approximate amounts received from special assessment properties, which, at times exceed special assessments billed for the year.

General Obligation Bonds

The CFD Board of Directors has pledged revenue derived from the property taxes levied on the real property of the Sundance CFD to repay \$17,945,000 in general obligation bonds issued March 2014. Proceeds were used for the construction and acquisition of public infrastructure. The bonds are payable from property taxes levied on properties within the District. The total principal remaining to be paid on the bonds is \$12,460,000. The principal paid for the current year was \$720,000.

In November 2018, the CFD Board of Directors pledged revenue derived from the property taxes levied on the real property of the Sundance CFD to repay \$3,140,000 in general obligation refunding bonds. The proceeds of the refunding bonds were used to refund \$3,045,000 of outstanding Series 2005 general obligation bonds. The total principal remaining to be paid on the bonds is \$1,865,000. The principal paid for the current year was \$290,000.

In November 2018, the CFD Board of Directors pledged revenue derived from the property taxes levied on the real property of the Sundance CFD to repay \$3,265,000 in general obligation bonds, whose proceeds were used for infrastructure improvements within the District. The total principal remaining to be paid on the bonds is \$3,265,000. No principal was paid during the year. The first principal payment will be FY 2034-35.

Sundance CFD

Notes to Financial Statements

June 30, 2023

Purpose	Interest Rates (%)	Matures	Original Issue Amount	Amount Outstanding
Sundance Special Assessment Revenue Bonds Series 2004 (private placement)	6.50%	July 2029	2,050,000	163,000
Sundance General Obligation Bonds, Series 2014	2.0 - 4.625%	July 2034	17,945,000	12,460,000
Refunding, Series 2018	4.00%	July 2029	3,140,000	1,865,000
Series 2018	4.0 - 5.0%	July 2043	3,265,000	3,265,000
Total Sundance			<u>\$ 33,575,000</u>	<u>\$ 17,753,000</u>

Annual debt service requirements to maturity on general obligation and special assessment bonds at year-end are summarized as follows:

Fiscal Year Ending	Private Placement		Public Offering		Total Debt	
	Principal	Interest	Principal	Interest	Principal	Interest
2024	\$ 24,000	\$ 10,596	\$ 1,050,000	\$ 776,919	\$ 1,074,000	\$ 787,515
2025	24,000	9,036	1,090,000	734,919	1,114,000	743,955
2026	24,000	7,476	1,135,000	689,381	1,159,000	696,857
2027	29,000	5,914	1,185,000	641,956	1,214,000	647,870
2028	29,000	4,030	1,235,000	592,444	1,264,000	596,474
2029-33	33,000	2,146	7,025,000	2,104,875	7,058,000	2,107,021
2034-38	-	-	2,895,000	716,731	2,895,000	716,731
2039-43	-	-	1,975,000	247,400	1,975,000	247,400
	<u>\$ 163,000</u>	<u>\$ 39,198</u>	<u>\$ 17,590,000</u>	<u>\$ 6,504,625</u>	<u>\$ 17,753,000</u>	<u>\$ 6,543,823</u>

NOTE 6 – CHANGES IN LONG-TERM LIABILITIES

Long-term liability activity for the current fiscal year was as follows:

Notes to Financial Statements

June 30, 2023

	July 1, 2022	Increases	Decreases	June 30, 2023	Due Within One Year
Governmental Activities:					
Bonds payable:					
Special Assessments	\$ 687,000	\$ -	\$ (524,000)	\$ 163,000	\$ -
General Obligations	18,600,000	-	(1,010,000)	17,590,000	-
Deferred amount on premium	272,898	-	(24,184)	248,714	-
Total bonds payable	<u>\$ 19,559,898</u>	<u>\$ -</u>	<u>\$ (1,558,184)</u>	<u>\$ 18,001,714</u>	<u>\$ -</u>

NOTE 7 – RISK MANAGEMENT

The District is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions and natural disasters. The District's insurance protection is provided by the Arizona Municipal Risk Retention Pool, of which the District is a participating member. Settled claims resulting from these risks have not exceeded insurance coverage in any of the past three fiscal years.

The Arizona Municipal Risk Retention Pool is structured such that member premiums are based on an actuarial review that will provide adequate reserves to allow the pool to meet its expected financial obligations. The pool has authority to assess its member's additional premiums should reserves and annual premium be insufficient to meet the pool's obligations.

SUPPLEMENTARY INFORMATION



SUNDANCE COMMUNITY FACILITIES DISTRICT
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
BUDGET AND ACTUAL - SPECIAL ASSESSMENTS FUND
YEAR ENDED JUNE 30, 2023

	Budgeted Amounts		Actual Amount Budgetary Basis	Variance Between Final Budget and Actual Amounts
	Adopted	Final		
REVENUES				
Special assessments	\$ 215,228	\$ 215,228	\$ 280,024	\$ 64,796
Investment earnings	130	130	21,882	21,752
Total revenues	215,358	215,358	301,906	86,548
EXPENDITURES				
Debt Service:				
Principal retirement	166,000	166,000	524,000	(358,000)
Interest and fiscal charges	49,228	49,228	46,676	2,552
Contingency	422,214	422,214	-	422,214
Total expenditures	637,442	637,442	570,676	66,766
Net change in fund balances	(422,084)	(422,084)	(268,770)	153,314
Fund balances - beginning	529,319	529,319	641,192	111,873
Fund balances - ending	\$ 107,235	\$ 107,235	\$ 372,422	\$ 265,187

SUNDANCE COMMUNITY FACILITIES DISTRICT
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
BUDGET AND ACTUAL - GENERAL OBLIGATIONS FUND
YEAR ENDED JUNE 30, 2023

	Budgeted Amounts		Actual Amount Budgetary Basis	Variance Between Final Budget and Actual Amounts
	Adopted	Final		
REVENUES				
Taxes	\$ 1,827,319	\$ 1,827,319	\$ 1,878,195	\$ 50,876
Total revenues	1,827,319	1,827,319	1,878,195	50,876
EXPENDITURES				
Debt Service:				
Principal retirement	1,010,000	1,010,000	1,010,000	-
Interest and fiscal charges	817,319	817,319	817,319	-
Contingency	163,659	163,659	-	163,659
Total expenditures	1,990,978	1,990,978	1,827,319	163,659
Net change in fund balances	(163,659)	(163,659)	50,876	214,535
Fund balances - beginning	163,659	163,659	201,573	37,914
Fund balances - ending	\$ -	\$ -	\$ 252,449	\$ 252,449

OTHER INFORMATION



Ad Valorem Taxation in the District

The tables below are shown to indicate (a) for fiscal years FY15-16 through FY22-23, the Net Assessed Limited Property Value of the District, utilizing new constitutional and statutory property valuation requirements, and (b) for fiscal years FY13-14 through FY14-15, the then-applicable, but now-replaced, Net Secondary Assessed Valuations of the District.

- (a) The Full Cash Value and Net Assessed Limited Property Value of taxable property within the boundaries of the District for fiscal years FY15-16 through FY22-23 are as follows:

Fiscal Year	Full Cash Value	Net Assessed Limited Property Value
FY 22-23	\$1,306,235,707	\$87,359,477
FY 21-22	1,155,783,048	80,844,329
FY 20-21	1,069,838,016	74,867,342
FY 19-20	976,408,897	68,617,026
FY 18-19	876,567,666	66,151,265
FY 17-18	813,517,310	61,050,885
FY 16-17	732,459,862	56,757,537
FY 15-16	651,243,771	53,823,016

- (b) The Full Cash Value and Net Secondary Assessed Valuation of taxable property within the boundaries of the District for the indicated fiscal year is as follows:

Fiscal Year	Full Cash Value	Net Secondary Assessed Value
FY 14-15	\$536,095,946	\$60,097,666
FY 13-14	423,567,022	49,848,192

Net Assessed Valuation by Property Classification

The table below is shown to indicate for fiscal years FY21-22 and FY22-23, the Net Assessed Limited Property Values by property classification for the District, utilizing new constitutional and statutory property valuation requirements.

Net Assessed Limited Property Values by Property Classification

Legal Class	Description	Fiscal Year FY 21-22	Percent of Total	Fiscal Year FY 22-23	Percent of Total
1	Commercial/Industrial	\$23,903,616	29.57%	\$25,815,396	29.55%
2	Agricultural/Vacant	1,816,929	2.25%	2,056,633	2.35%
3	Residential	38,932,938	48.16%	41,897,933	47.96%
4	Residential Rental	16,190,846	20.02%	17,589,515	20.14%
	Total	\$80,844,329	100.00%	\$87,359,477	100.00%

Source: Maricopa County Assessor's Office

Net Assessed Property Values of Major Taxpayers

The tables below are shown to indicate for fiscal years FY21-22 and FY22-23, the major property taxpayers located within the District, and their FY21-22 and FY22-23 Net Assessed Limited Property Value, utilizing new constitutional and statutory property valuation requirements, and their relative proportion of the total Net Assessed Limited Property Value for the District.

Fiscal Year FY 22-23

Taxpayer	Net Assessed Limited Property Value	As Percent of District's Total Net Assessed Limited Property Value
WATSON PROPERTY LLC	\$4,679,305	5.36%
VESTAR SUNDANCE TOWNE CNTR LLC/WAL-MART INC	2,712,098	3.10%
VESTAR SUNDANCE TOWNE CNTR LLC/LOWES HIW INC	1,956,656	2.24%
ARIZONA PUBLIC SERVICE COMPANY	1,929,246	2.21%
INTERSTATE HOLDINGS INC	1,789,413	2.05%
GSA SUNDANCE L P	1,204,856	1.38%
ARHC BMBUCAZ01 LLC	1,146,690	1.31%
LODGEPROS BUCKEYE TOO LLC	1,041,982	1.19%
LODGEPROS BUCKEYE LLC	971,828	1.11%
JONES BROTHERS INVESTMENTS LLC	783,170	0.90%
Total	\$18,215,244	20.85%

Fiscal Year FY 21-22

Taxpayer	Net Assessed Limited Property Value	As Percent of District's Total Net Assessed Limited Property Value
WATSON PROPERTY LLC	\$4,690,896	5.80%
VESTAR SUNDANCE TOWNE CNTR LLC/WAL-MART INC	2,656,749	3.29%
VESTAR SUNDANCE TOWNE CNTR LLC/LOWES HIW INC	1,916,725	2.37%
INTERSTATE HOLDINGS INC	1,752,937	2.17%
ARIZONA PUBLIC SERVICE COMPANY	1,679,664	2.08%
GSA SUNDANCE L P	1,180,267	1.46%
ARHC BMBUCAZ01 LLC	1,123,288	1.39%
JONES BROTHERS INVESTMENTS LLC	1,021,415	1.26%
LODGEPROS BUCKEYE TOO LLC	1,020,717	1.26%
LODGEPROS BUCKEYE LLC	951,995	1.18%
Total	\$17,994,653	22.26%

Source: Maricopa County Assessor's Office.

Record of Taxes Levied and Collected in the District

Under Arizona law, the Board of Supervisors of the County is required to establish and levy a tax in an amount sufficient to satisfy debt service and O&M requirements of the District. Property taxes are levied and collected on property within the District by the Treasurer of the County on behalf of the District. The following table sets forth the tax collection records of the District for the periods shown:

Fiscal Year	Real and Secured	Collected to June 30 th (b)(c)		Total Collections (b)(c)	
	Personal Property Tax Levy (a)	Amount	Percent of Tax Levy	Amount	Percent of Tax Levy
2022-23	\$2,089,377	\$2,060,078	98.60%	\$2,060,078	98.60%
2021-22	2,159,916	2,131,287	98.71%	2,158,147	99.92%
2020-21	2,123,014	2,106,431	99.22%	2,121,873	99.95%
2019-20	1,963,682	1,930,525	98.31%	1,963,015	99.97%
2018-19	1,899,006	1,880,662	99.03%	1,840,176	96.93%

Source: Maricopa County Assessor’s Office

- (a) Tax levy is as reported by the Treasurer of the County as of August of each fiscal year. Amount does not include adjustments made to levy amounts after the August period.
- (b) Reflects collections made through June 30, the end of the fiscal year, on such year’s levy. Property taxes are payable in two installments. The first installment is due on October 1 and becomes delinquent on November 1, but is waived if the full tax year’s taxes are paid in full by December 31. The second installment becomes due on March 1 and is delinquent on May 1. Interest at the rate of 16 percent per annum attaches on first and second installments following their delinquent dates. Penalties for delinquent payments are not included in the above collection figures.
- (c) Reflects collections made through June 30, 2023.

Overlapping General Obligation Bonded Indebtedness

Overlapping general obligation bonded indebtedness is shown below including a breakdown of each overlapping jurisdiction's applicable general obligation bonded indebtedness, Net Assessed Limited Property Value and combined tax rate per \$100 Net Assessed Limited Property Value. Outstanding bonded indebtedness is comprised of general obligation bonds outstanding and general obligation bonds schedule for sale. The applicable percentage of each jurisdiction's assessed valuation which lies within the District's boundaries was derived from information obtained from the Assessor of the County.

Direct and Overlapping Jurisdiction	Net Assessed Limited Property Value	Net Outstanding Bonded Debt (a)	Proportion Applicable to the District		Tax Rate per \$100 of Net Assessed Limited Property Value
			Approx. Percent	Net Amount	
State of Arizona	\$78,405,598,978	None	0.111%	None	None
Maricopa County	51,575,018,185	None	0.169%	None	\$1.6052 (b)
Maricopa County Community College District	51,575,018,185	\$135,585,000	0.169%	\$229,658	1.1894
Maricopa County Special Health Care District	51,575,018,185	600,335,000	0.169%	1,016,867	0.2488
West Maricopa Education Center District No. 402	19,300,490,997	130,195,000	0.453%	589,299	0.1538
Buckeye Elementary School District No. 33	298,365,928	45,770,000	29.279%	13,401,139	5.7296
Buckeye Union High School District No. 201	952,234,728	64,865,000	9.174%	5,950,815	2.9459
Liberty Elementary School District No. 25	380,322,967	51,340,000	22.970%	11,792,702	3.8069
City of Buckeye	718,798,778	None	12.154%	None	1.7048
Sundance Community Facilities District	87,359,477	18,600,000	100.000%	18,600,000	2.3917
Total Net Direct and Overlapping General Obligation Bonded Debt				\$51,580,481	\$20.3265

Source: Maricopa County Tax Levy and State and County Abstract of the Assessment Roll.

- (a) Outstanding bonded debt for various jurisdictions is as of June 30, 2023.
- (b) The County's tax rate includes the \$0.1400 tax rate of the Central Arizona Project, the \$0.1592 tax rate of the Maricopa County Flood Control District, the \$0.0505 tax rate of the Maricopa County Free Library, the \$0.0082 tax rate for the contribution to the Maricopa County Fire District, and the \$1.2473 tax rate of the County. It should be noted that the County Flood Control District does not levy taxes on personal property.



This page intentionally left blank

[THIS PAGE INTENTIONALLY LEFT BLANK]

SPECIMEN MUNICIPAL BOND INSURANCE POLICY



BAM

**MUNICIPAL BOND
INSURANCE POLICY**

ISSUER: [NAME OF ISSUER]

Policy No: _____

MEMBER: [NAME OF MEMBER]

BONDS: \$ _____ in aggregate principal
amount of [NAME OF TRANSACTION]
[and maturing on]

Effective Date: _____

Risk Premium: \$ _____
Member Surplus Contribution: \$ _____
Total Insurance Payment: \$ _____

BUILD AMERICA MUTUAL ASSURANCE COMPANY (“BAM”), for consideration received, hereby UNCONDITIONALLY AND IRREVOCABLY agrees to pay to the trustee (the “Trustee”) or paying agent (the “Paying Agent”) for the Bonds named above (as set forth in the documentation providing for the issuance and securing of the Bonds), for the benefit of the Owners or, at the election of BAM, directly to each Owner, subject only to the terms of this Policy (which includes each endorsement hereto), that portion of the principal of and interest on the Bonds that shall become Due for Payment but shall be unpaid by reason of Nonpayment by the Issuer.

On the later of the day on which such principal and interest becomes Due for Payment or the first Business Day following the Business Day on which BAM shall have received Notice of Nonpayment, BAM will disburse (but without duplication in the case of duplicate claims for the same Nonpayment) to or for the benefit of each Owner of the Bonds, the face amount of principal of and interest on the Bonds that is then Due for Payment but is then unpaid by reason of Nonpayment by the Issuer, but only upon receipt by BAM, in a form reasonably satisfactory to it, of (a) evidence of the Owner’s right to receive payment of such principal or interest then Due for Payment and (b) evidence, including any appropriate instruments of assignment, that all of the Owner’s rights with respect to payment of such principal or interest that is Due for Payment shall thereupon vest in BAM. A Notice of Nonpayment will be deemed received on a given Business Day if it is received prior to 1:00 p.m. (New York time) on such Business Day; otherwise, it will be deemed received on the next Business Day. If any Notice of Nonpayment received by BAM is incomplete, it shall be deemed not to have been received by BAM for purposes of the preceding sentence, and BAM shall promptly so advise the Trustee, Paying Agent or Owner, as appropriate, any of whom may submit an amended Notice of Nonpayment. Upon disbursement under this Policy in respect of a Bond and to the extent of such payment, BAM shall become the owner of such Bond, any appurtenant coupon to such Bond and right to receipt of payment of principal of or interest on such Bond and shall be fully subrogated to the rights of the Owner, including the Owner’s right to receive payments under such Bond. Payment by BAM either to the Trustee or Paying Agent for the benefit of the Owners, or directly to the Owners, on account of any Nonpayment shall discharge the obligation of BAM under this Policy with respect to said Nonpayment.

Except to the extent expressly modified by an endorsement hereto, the following terms shall have the meanings specified for all purposes of this Policy. “Business Day” means any day other than (a) a Saturday or Sunday or (b) a day on which banking institutions in the State of New York or the Insurer’s Fiscal Agent (as defined herein) are authorized or required by law or executive order to remain closed. “Due for Payment” means (a) when referring to the principal of a Bond, payable on the stated maturity date thereof or the date on which the same shall have been duly called for mandatory sinking fund redemption and does not refer to any earlier date on which payment is due by reason of call for redemption (other than by mandatory sinking fund redemption), acceleration or other advancement of maturity (unless BAM shall elect, in its sole discretion, to pay such principal due upon such acceleration together with any accrued interest to the date of acceleration) and (b) when referring to interest on a Bond, payable on the stated date for payment of interest. “Nonpayment” means, in respect of a Bond, the failure of the Issuer to have provided sufficient funds to the Trustee or, if there is no Trustee, to the Paying Agent for payment in full of all principal and interest that is Due for Payment on such Bond. “Nonpayment” shall also include, in respect of a Bond, any payment made to an Owner by or on behalf of the Issuer of principal or interest that is Due for Payment, which payment has been recovered from such Owner pursuant to the United States Bankruptcy Code in accordance with a final, nonappealable order of a court having competent jurisdiction. “Notice” means delivery to BAM of a notice of claim and certificate, by certified mail, email or telecopy as set forth on the attached Schedule or other acceptable electronic delivery, in a form satisfactory to BAM, from and signed by an Owner, the Trustee or the Paying Agent, which notice shall specify (a) the person or entity making the claim, (b) the Policy Number, (c) the claimed amount, (d) payment instructions and (e) the date such claimed amount becomes or became Due for Payment. “Owner” means, in respect of a Bond, the person or entity who, at the time of Nonpayment, is entitled under the terms of such Bond to payment thereof, except that “Owner” shall not include the Issuer, the Member or any other person or entity whose direct or indirect obligation constitutes the underlying security for the Bonds.

BAM may appoint a fiscal agent (the "Insurer's Fiscal Agent") for purposes of this Policy by giving written notice to the Trustee, the Paying Agent, the Member and the Issuer specifying the name and notice address of the Insurer's Fiscal Agent. From and after the date of receipt of such notice by the Trustee, the Paying Agent, the Member or the Issuer (a) copies of all notices required to be delivered to BAM pursuant to this Policy shall be simultaneously delivered to the Insurer's Fiscal Agent and to BAM and shall not be deemed received until received by both and (b) all payments required to be made by BAM under this Policy may be made directly by BAM or by the Insurer's Fiscal Agent on behalf of BAM. The Insurer's Fiscal Agent is the agent of BAM only, and the Insurer's Fiscal Agent shall in no event be liable to the Trustee, Paying Agent or any Owner for any act of the Insurer's Fiscal Agent or any failure of BAM to deposit or cause to be deposited sufficient funds to make payments due under this Policy.

To the fullest extent permitted by applicable law, BAM agrees not to assert, and hereby waives, only for the benefit of each Owner, all rights (whether by counterclaim, setoff or otherwise) and defenses (including, without limitation, the defense of fraud), whether acquired by subrogation, assignment or otherwise, to the extent that such rights and defenses may be available to BAM to avoid payment of its obligations under this Policy in accordance with the express provisions of this Policy. This Policy may not be canceled or revoked.

This Policy sets forth in full the undertaking of BAM and shall not be modified, altered or affected by any other agreement or instrument, including any modification or amendment thereto. Except to the extent expressly modified by an endorsement hereto, any premium paid in respect of this Policy is nonrefundable for any reason whatsoever, including payment, or provision being made for payment, of the Bonds prior to maturity. THIS POLICY IS NOT COVERED BY THE PROPERTY/CASUALTY INSURANCE SECURITY FUND SPECIFIED IN ARTICLE 76 OF THE NEW YORK INSURANCE LAW. THIS POLICY IS ISSUED WITHOUT CONTINGENT MUTUAL LIABILITY FOR ASSESSMENT.

In witness whereof, BUILD AMERICA MUTUAL ASSURANCE COMPANY has caused this Policy to be executed on its behalf by its Authorized Officer.

BUILD AMERICA MUTUAL ASSURANCE COMPANY

By: _____
Authorized Officer

SPECIMEN

Notices (Unless Otherwise Specified by BAM)

Email:

claims@buildamerica.com

Address:

200 Liberty Street, 27th floor
New York, New York 10281

Telecopy:

212-962-1524 (attention: Claims)

SPECIMEN

Municipal Advisory Services
Provided By

