

PRELIMINARY OFFICIAL STATEMENT DATED APRIL __, 2025**NEW ISSUE – BOOK-ENTRY-ONLY****RATINGS: Moody's: “__”; Fitch: “__”**

In the opinion of Bond Counsel, assuming the accuracy of certain representations and certifications and the continuing compliance with certain tax covenants, under existing statutes, regulations, rulings and court decisions, interest on the Bonds (i) is excludable from gross income for federal income tax purposes and (ii) is exempt from income taxation under the laws of the State of Arizona. Further, interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals but in the case of the alternative minimum tax imposed by Section 55(b)(2) of the Internal Revenue Code of 1986, as amended (the “Code”), on applicable corporations (as defined in Section 59(k) of the Code), interest on the Bonds is not excluded from the determination of adjusted financial statement income. See “TAX EXEMPTION” herein for a description of certain other federal tax consequences of ownership of the Bonds.



\$____,000*
CITY OF PEORIA, ARIZONA
GENERAL OBLIGATION BONDS, SERIES 2025

Dated: Date of Initial Delivery**Due: July 15, as shown on the inside front cover page**

The General Obligation Bonds, Series 2025 (the “Bonds”) of the City of Peoria, Arizona (the “City”), will be available through the book-entry system of The Depository Trust Company (“DTC”) only through DTC participants in amounts of \$5,000 of principal due on a specific maturity date or integral multiples thereof. Purchasers will not receive certificates representing their beneficial interests in the Bonds. Utilization of the book-entry-only system will affect the method and timing of payment and the method of transfer of beneficial interest in the Bonds. The City will make all payments of principal and interest to DTC or its nominee, when due. DTC will be responsible for distributing the principal and interest payments to its direct and indirect participants who will, in turn, be responsible for distribution to the purchasers of beneficial interests in the Bonds (the “Beneficial Owners”). All references herein to owners of the Bonds (except those under the heading “TAX EXEMPTION”) will refer to DTC and not the Beneficial Owners. See Appendix F – “Book-Entry-Only System.”

The Bonds will mature on the dates and in the amounts and will bear interest at the rates set forth on the inside front cover page. Interest on the Bonds will accrue from the dated date of the Bonds and will be paid to the owners of the Bonds semiannually on January 15 and July 15 of each year, commencing July 15, 2025.

The Bonds will be subject to redemption prior to maturity as described herein. See “THE BONDS – Redemption Provisions” herein.

The Bonds are being issued to (i) finance the costs of the Projects (as defined herein), and (ii) pay costs relating to the issuance of the Bonds.

MATURITY SCHEDULE ON INSIDE FRONT COVER PAGE

The Bonds will be payable as to principal and interest from a continuing, direct, annual, *ad valorem* tax levied against all of the taxable property located within the boundaries of the City as more fully described herein. The Bonds will be payable from such tax without limit as to rate or amount. See “THE BONDS - Security and Source of Payment” herein.

Electronic bids for the purchase of the Bonds will be received by the City until 8:00 a.m., Pacific Daylight Time, on April 29, 2025, unless postponed as set forth in the Notice Inviting Bids for the Purchase of Bonds (the “Notice”). Please refer to the Notice beginning on page (v) herein for additional information concerning bidding parameters and requirements for the purchase of the Bonds (including good faith deposit requirements).

This cover page contains only a brief description of the Bonds and the security therefor. It is not a summary of all material information with respect to the Bonds. Investors are advised to read the entire Official Statement to obtain information essential to the making of an informed investment decision with respect to the Bonds.

The Bonds will be offered when, as and if issued by the City, subject to the approving opinion of Greenberg Traurig, LLP, Phoenix, Arizona, Bond Counsel, as to validity and tax exemption and the approval of certain matters by Greenberg Traurig, LLP, Phoenix, Arizona, as disclosure counsel. It is expected that the Bonds will be available for delivery through the facilities of DTC on or about May 13, 2025.

* Subject to change. See “MODIFICATION OF MATURITY SCHEDULE AND PAR AMOUNT” in the Notice.

This Preliminary Official Statement and the information contained herein are subject to change without notice and to completion or amendment in a Final Official Statement. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these Bonds in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under other securities laws of any such jurisdiction.

\$____,000*
CITY OF PEORIA, ARIZONA
GENERAL OBLIGATION BONDS, SERIES 2025

MATURITY SCHEDULE*

Maturity Date (July 15)	Principal Amount	Interest Rate	Yield	CUSIP®(a) No.
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- (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© 2025 CUSIP Global Services. All rights reserved. CUSIP® data herein is provided by CUSIP Global Services. 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, the Financial Advisor, Bond Counsel or their agents or counsel assumes responsibility for the accuracy of such numbers.

* Subject to change. See “MODIFICATION OF MATURITY SCHEDULE AND PAR AMOUNT” in the Notice.

CITY OF PEORIA, ARIZONA
Incorporated in 1954

CITY COUNCIL

Jason Beck
Mayor

Jennifer Crawford, *Vice Mayor*

Michael Finn, *Mayor Pro Tem*

Matthew Bullock, *Councilmember*

Denette Dunn, *Councilmember*

Jon Edwards, *Councilmember*

Rick Stokes, *Councilmember*

ADMINISTRATIVE OFFICIALS

Henry Darwin
City Manager

Kevin Burke
Deputy City Manager

Travis Cutright
Deputy City Manager

Mike Faust
Deputy City Manager

Sean Kindell
Chief Financial Officer

Emily Jurmu
City Attorney

Agnes Goodwine
City Clerk

BOND COUNSEL

Greenberg Traurig, LLP
Phoenix, Arizona

FINANCIAL ADVISOR

PFM Financial Advisors LLC
Chandler, Arizona

BOND REGISTRAR AND PAYING AGENT

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

REGARDING THIS OFFICIAL STATEMENT

No dealer, broker, salesperson or other person has been authorized by the City of Peoria, Arizona (the “City”) to give any information or to make any representations other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by the foregoing. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the City’s General Obligation Bonds, Series 2025 (the “Bonds”) by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

The information set forth in this Official Statement, which includes the cover page, inside front cover page and appendices hereto, has been obtained from the City and other sources that are considered to be accurate and reliable and customarily relied upon in the preparation of similar official statements, but information other than that obtained from official records of the City has not been independently confirmed or verified by the City or PFM Financial Advisors LLC (the “Financial Advisor”), is not guaranteed as to accuracy or completeness, and is not to be construed as the promise or guarantee of the City or the Financial Advisor.

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 City. 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 City has been identified by source and has not been independently confirmed or verified by the City or the Financial Advisor 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 City 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 or the Securities Exchange Act of 1934, both as amended, in reliance upon the exemptions provided thereunder by Sections 3(a)(2) and 3(a)(12), respectively, pertaining to the issuance and sale of municipal securities, and will not be qualified under the Securities Act of Arizona in reliance upon various exemptions contained in such Act. Neither the Securities and Exchange Commission (“SEC”) nor any other federal, state or other governmental entity or agency will have passed upon the accuracy or adequacy of the Official Statement or approved the Bonds for sale.

The information in Appendix F – “Book-Entry-Only System” has been furnished by The Depository Trust Company and no representation is made by the City or any of its counsel or agents, as to the accuracy or completeness of such information.

The City 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 SEC.

References to website addresses presented herein are for information purposes only and may be in the form of a hyperlink solely for the reader’s convenience. Unless specified otherwise, such websites 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 SEC.

A wide variety of information, including financial information, concerning the City is available from publications and websites of the City and others. Any such information that is inconsistent with the information set forth in this Official Statement should be disregarded. No such information is a part of, or incorporated into, this Official Statement, except as expressly noted herein.

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\$____,000*
CITY OF PEORIA, ARIZONA
GENERAL OBLIGATION BONDS, SERIES 2025

NOTICE INVITING BIDS FOR THE PURCHASE OF BONDS
(Electronic Bidding Only)

NOTICE IS HEREBY GIVEN that unconditional bids will be received to and including the hour of 8:00 a.m., Pacific Daylight Time, on April 29, 2025, by the Mayor and Council of the City of Peoria, Arizona (the “City”) for the purchase of all, but not less than all, of the captioned Bonds of the City in the principal amount of \$____,000*, to be designated “City of Peoria, Arizona General Obligation Bonds, Series 2025” (the “Bonds”) as electronic bids using the facilities of PARITY® (“PARITY”). For purposes of the bids received through the electronic bid process, the time as maintained by PARITY shall constitute the official time.

The City reserves the right to cancel or reschedule the sale of the Bonds or alter the terms thereof upon notice given through PARITY at www.ipreo.com at any time prior to the time bids are to be received. If no legal bid or bids are received for the Bonds on said date (or such later date as is established as provided herein) at the time specified, bids will be received for the Bonds on such other date and at such other time as shall be designated through PARITY as soon as practicable. As an accommodation to the bidders, telephonic, telecopied or emailed notice of the postponement of the sale date or dates or of a change in the principal payment schedule will be given to any bidder who has requested such notice of the City’s Financial Advisor, PFM Financial Advisors LLC (the “Financial Advisor”), Darren Hodge (email: hodged@pfm.com; telephone: (480) 318-1284). Failure of any bidder to receive such telephonic, telecopied or emailed notice shall not affect the legality of the sale.

Any prospective purchaser that intends to submit an electronic bid must submit its electronic bid through the facilities of PARITY. The normal fee for the use of PARITY may be obtained from PARITY, and such fee will be the responsibility of those submitting bids. All bids must be submitted on the official bid form that resides on the PARITY system (the “Official Bid Form”), without alteration or interlineation. All electronic bids must be submitted by 8:00 a.m., Pacific Daylight Time, on April 29, 2025. Subscription to i-Deal’s BIDCOMP Competitive Bidding System is required in order to submit an electronic bid. Representatives of the City will not confirm any subscription nor be responsible for the failure of any prospective purchaser to subscribe.

An electronic bid made through the facilities of PARITY shall be deemed an irrevocable offer to purchase the Bonds on the terms provided in this Notice Inviting Bids for the Purchase of Bonds (this “Notice”) and shall be binding upon the bidder as if made by a signed, sealed proposal delivered to the City. Neither the City nor the Financial Advisor shall be responsible for any malfunction or mistake made by, or as a result of, the use of the facilities of PARITY, the use of such facilities being the sole risk of the bidder.

If any provisions of this Notice shall conflict with information provided by PARITY as the approved provider of electronic bidding services, this Notice shall control. All electronic bids will be deemed to incorporate the provisions of this Notice and the Official Bid Form. Further information about PARITY, including any fee charged, may be obtained from IPREO at 1359 Broadway, 2nd Floor, New York, New York 10018, Attention: Customer Support (212) 849-5023 and from the following website: www.newissuehome.i-deal.com.

For information purposes only, bidders are requested to state in their electronic bid the “true interest cost” as described under “AWARD AND DELIVERY” herein.

THE BONDS

The Bonds will be dated the date of initial delivery. Interest on the Bonds will be payable semiannually on January 15 and July 15 of each year, commencing July 15, 2025. The Bonds, when issued, will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company (“DTC”), New York, New York. DTC will act as securities depository for the Bonds through its book-entry system. Purchases of beneficial ownership interests in the Bonds will be made in book-entry form in amounts of \$5,000 of principal due on a specific maturity date, or any integral multiple thereof. Purchasers will not receive certificates representing their beneficial interests in the Bonds. The principal of and interest on the Bonds will be paid by U.S. Bank Trust Company, National Association, as the Bond Registrar and Paying Agent for the Bonds (the “Bond Registrar and Paying Agent”), to Cede & Co., as long as Cede & Co. is the registered owner of the Bonds. Disbursement of such payments to the DTC Participants is the responsibility of DTC, and disbursement of such

* Subject to change. See “MODIFICATION OF MATURITY SCHEDULE AND PAR AMOUNT” herein.

payments to the purchasers of beneficial ownership interests in the Bonds is the responsibility of DTC Participants and Indirect Participants, as more fully described in the preliminary official statement relating to the Bonds (the “Preliminary Official Statement”).

Except as otherwise provided under “MODIFICATION OF MATURITY SCHEDULE AND PAR AMOUNT” and “REDEMPTION PROVISIONS – Mandatory Redemption,” the Bonds will mature (or be subject to mandatory redemption) on July 15 in each of the years and in the amounts as follows:

Maturity Date (July 15)*	Principal Amount*
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As described below under the heading “REDEMPTION PROVISIONS – Mandatory Redemption,” bidders may specify that the principal amount of Bonds scheduled to mature on or after July 15, 2035, shall be combined into one or more term Bonds. Serial maturities converted to term Bonds, as specified, must bear the same rate of interest.

MODIFICATION OF MATURITY SCHEDULE AND PAR AMOUNT

The preliminary aggregate principal amount of the Bonds and the preliminary principal amount of each annual principal payment for the Bonds as set forth in this Notice (collectively, the “Preliminary Amounts”) may be revised before the receipt of electronic bids for their purchase (such revised amounts referred to collectively as the “Revised Amounts”). ANY SUCH REVISIONS WILL BE PUBLISHED ON PARITY NOT LATER THAN 5:00 P.M., PACIFIC DAYLIGHT TIME, ON THE LAST BUSINESS DAY PRIOR TO THE DATE OF SALE. In the event that no such revisions are made, the Preliminary Amounts will constitute the Revised Amounts. Bidders shall submit bids based on the Revised Amounts, and the Revised Amounts will be used to compare bids and select the winning bidder.

The City reserves the right to change the maturity schedule set forth in this Notice after determination of the winning bidder, by adjusting one or more principal payments of the Bonds in increments of \$5,000.

As promptly as reasonably possible after the bids are received, the City will notify the winning bidder, if and when award is made, and such entity, upon such notice, shall advise the City of the initial reoffering prices to the public of each maturity of the Bonds (the “Initial Reoffering Prices”). The Initial Reoffering Prices, among other things, will be used by the

* Subject to change. See “MODIFICATION OF MATURITY SCHEDULE AND PAR AMOUNT” herein.

City to calculate the final principal amount of each annual principal payment for the Bonds (collectively, the “Final Amounts”) to accommodate the objectives of the City. THE WINNING BIDDER MAY NOT WITHDRAW ITS BID OR CHANGE THE INTEREST RATES PROPOSED OR THE INITIAL REOFFERING PRICES AS A RESULT OF ANY CHANGES MADE TO THE REVISED AMOUNTS. The dollar amount bid by such entity will be adjusted to reflect changes in the dollar amount of the underwriter's discount and the original issue discount/premium, if any, but will not change the compensation per \$1,000 of aggregate par amount of Bonds from the compensation that would have been received based on the purchase price in the winning bid and the Initial Reoffering Prices. The Final Amounts will be communicated to such entity as soon as possible, but not later than 3:00 p.m. Pacific Daylight Time, on the date of the sale.

REDEMPTION PROVISIONS

Optional Redemption. The Bonds maturing before or on July 15, 2035, will not be subject to redemption prior to their stated maturity dates. The Bonds maturing on and after July 15, 2036, will be subject to optional redemption prior to their stated maturity dates, at the direction of the City, in whole or in part in denominations of \$5,000 or integral multiples thereof from maturities selected by the City, on July 15, 2035, and on any date thereafter, at a redemption price equal to the principal amount of Bonds being redeemed plus accrued interest to the date fixed for redemption, without premium.

Mandatory Redemption. A bidder may specify that the principal amount of Bonds scheduled to mature on or after July 15, 2035, shall be combined into one or more term Bonds maturing in the years as specified, which are subject to mandatory redemption, by lot, selected by the Bond Registrar and Paying Agent annually until payment at maturity in the principal amounts shown in the maturity schedule above at par and accrued interest to the date fixed for redemption, without premium. If so specified, then serial maturities converted into a single term Bond must bear the same rate of interest.

Notice of Redemption. Not more than 45, nor less than 20, days before any redemption date, the Bond Registrar and Paying Agent will cause a notice of any such redemption to be provided to DTC as further described in the Preliminary Official Statement. Such notice may provide that the redemption is conditional upon moneys for payment of the redemption price being held in separate accounts by the Bond Registrar and Paying Agent.

AUTHORIZATION AND USE OF FUNDS

The Bonds are being issued by the City pursuant to Title 35, Chapter 3, Article 3, Arizona Revised Statutes, and a resolution adopted by the Mayor and Council of the City on April 22, 2025 (the “Resolution”). The Bonds will constitute a portion of the bonds authorized by the voters at special bond elections held in the City on and May 17, 2005, and November 4, 2008, and will be issued for the following purposes and to pay costs of issuance of the Bonds:

- i. Water Treatment, Water System, Wastewater and Drainage;
- ii. Public Safety, Technology and Municipal Operations; and
- iii. Streets, Bridges, Traffic Control and Transportation; and

SECURITY AND SOURCE OF PAYMENT

The Bonds will be payable as to principal and interest from a continuing, direct, annual, *ad valorem* tax to be levied against all of the taxable property within the boundaries of the City. The Bonds will be payable from such tax without limit as to rate or amount. Such tax is to be levied, assessed and collected as other taxes of the City, in an amount sufficient to pay the interest on all the Bonds then outstanding and installments of the principal of the Bonds becoming due and payable in the ensuing year.

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 moneys or obligations issued or guaranteed by the United States (“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 in the case of a deposit of Defeasance Obligations, 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 City and the owners of such Bonds shall thereafter be entitled to payment only from the moneys and Defeasance Obligations deposited in trust.

BID DETAILS AND PARAMETERS

Form of Bids. Bids for the Bonds must be unconditional, and for not less than the entire offering of the Bonds. By submitting a bid, each bidder agrees to all of the terms and conditions of this Notice (including any amendments issued by the City through PARITY and i-Deal Prospectus). Bids must be submitted electronically PARITY. Bids may not be withdrawn

or revised after the time that bids are due.

Interest Rates Bid. Interest on the Bonds is payable commencing on July 15, 2025, and thereafter on January 15 and July 15 of each year. Interest is calculated on the basis of a 30-day month and 360-day year from the date of the Bonds. Bids may specify any number of interest rates in multiples of one-eighth of one percent (1/8 of 1 percent) or one-twentieth of one percent (1/20 of 1 percent). All Bonds of the same maturity must bear interest at the same rate and no Bond shall bear interest at more than one rate. No rate of interest may exceed 5.5%.

Premium and Discount. No bid will be considered for a price that is less than 100 percent or more than 125 percent of the aggregate par value of the Bonds.

ESTABLISHMENT OF ISSUE PRICE*

(a) The winning bidder shall assist the City in establishing the issue price of the Bonds and shall execute and deliver to the City on the date of issuance of the Bonds (the “Closing Date”) an “issue price” or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the Bonds, together with the supporting pricing wires or equivalent communications, substantially in the form attached as the Exhibit to this Notice, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the City, the Financial Advisor, and Greenberg Traurig, LLP (“Bond Counsel”). All actions to be taken by the City under this Notice to establish the issue price of the Bonds may be taken on behalf of the City by the Financial Advisor, and any notice or report to be provided to the City may be provided to the Financial Advisor.

(b) The City intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of the Bonds) will apply to the initial sale of the Bonds (the “competitive sale requirements”) because:

- (1) the City shall disseminate this Notice to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- (2) all bidders shall have an equal opportunity to bid;
- (3) the City may receive bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- (4) the City anticipates awarding the sale of the Bonds to the bidder who submits a firm offer in conformance with this Notice to purchase the Bonds at a price that produces the lowest true interest cost to the City, as set forth in this Notice under the heading “AWARD AND DELIVERY.”

Any bid submitted pursuant to this Notice shall be considered a firm offer for the purchase of the Bonds, as specified in the bid.

(c) In the event that the competitive sale requirements are not satisfied, the City shall so advise the winning bidder. The City may determine to treat (i) the first price at which 10% of a maturity of the Bonds (the “10% test”) is sold to the public as the issue price of that maturity and/or (ii) the initial offering price to the public as of the sale date of any maturity of the Bonds as the issue price of that maturity (the “hold-the-offering-price rule”), in each case applied on a maturity-by-maturity basis (and if different rates apply within a maturity, to each separate CUSIP number within that maturity). The winning bidder shall advise the City if any maturity of the Bonds satisfies the 10% test as of the date and time of the award of the Bonds. The City shall promptly advise the winning bidder, at or before the time of award of the Bonds, which maturities (and if different rates apply within a maturity, which separate CUSIP number within that maturity) of the Bonds shall be subject to the 10% test or shall be subject to the hold-the-offering-price rule. Bids will not be subject to cancellation in the event that the City determines to apply the hold-the-offering-price rule to any maturity of the Bonds. Bidders should prepare their bids on the assumption that some or all of the maturities of the Bonds will be subject to the hold-the-offering-price rule in order to establish the issue price of the Bonds.

(d) By submitting a bid, the winning bidder shall (i) confirm that the underwriters have offered or will offer the Bonds to the public on or before the date of award at the offering price or prices (the “initial offering price”), or at the corresponding yield or yields, set forth in the bid submitted by the winning bidder and (ii) agree, on behalf of the underwriters participating in the purchase of the Bonds, that the underwriters will neither offer nor sell unsold Bonds of any maturity to which

* Note: 10% test or hold-the-offering-price rule may apply if competitive sale requirements are not satisfied.

the hold-the-offering-price rule shall apply to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following:

- (1) the close of the fifth (5th) business day after the sale date; or
- (2) the date on which the underwriters have sold at least 10% of that maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public.

The winning bidder will advise the City promptly after the close of the fifth (5th) business day after the sale date whether it has sold 10% of that maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public.

(e) If the competitive sale requirements are not satisfied, then until the 10% test has been satisfied as to each maturity of the Bonds, the winning bidder agrees to promptly report to the City the prices at which the unsold Bonds of that maturity have been sold to the public. That reporting obligation shall continue, whether or not the Closing Date has occurred, until either (i) all Bonds of that maturity have been sold or (ii) the 10% test has been satisfied as to the Bonds of that maturity, provided that the winning bidder's reporting obligation after the Closing Date may be at reasonable periodic intervals or otherwise upon request of the City or Bond Counsel.

(f) The City acknowledges that, in making the representations set forth above, the winning bidder will rely on (i) the agreement of each underwriter to comply with the requirements for establishing issue price of the Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Bonds, as set forth in an agreement among underwriters and the related pricing wires, (ii) in the event a selling group has been created in connection with the initial sale of the Bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the requirements for establishing issue price of the Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Bonds, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an underwriter or dealer who is a member of the selling group is a party to a third-party distribution agreement that was employed in connection with the initial sale of the Bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the requirements for establishing issue price of the Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Bonds, as set forth in the third-party distribution agreement and the related pricing wires. The City further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the requirements for establishing issue price of the Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Bonds, and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a third-party distribution agreement to comply with its corresponding agreement to comply with the requirements for establishing issue price of the Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Bonds.

(g) By submitting a bid, each bidder confirms that:

- (1) any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the bidder is a party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such third-party distribution agreement, as applicable:

(A)(i) to report the prices at which it sells to the public the unsold Bonds of each maturity allocated to it, whether or not the Closing Date has occurred, until either all Bonds of that maturity allocated to it have been sold or it is notified by the winning bidder that the 10% test has been satisfied as to the Bonds of that maturity, provided that, the reporting obligation after the Closing Date may be at reasonable periodic intervals or otherwise upon request of the winning bidder, and (ii) to comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the winning bidder and as set forth in the related pricing wires,

(B) to promptly notify the winning bidder of any sales of Bonds that, to its knowledge, are made to a purchaser who is a related party to an underwriter participating in the initial sale of the Bonds to the public (each such term being used as defined below), and

(C) to acknowledge that, unless otherwise advised by the underwriter, dealer or broker-dealer, the winning bidder shall assume that each order submitted by the underwriter, dealer or broker-dealer is a sale to the public.

- (2) any agreement among underwriters or selling group agreement relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter or dealer that is a party to a third-party distribution agreement to be employed in connection with the initial sale of the Bonds to the public to require each broker-dealer that is a party to such third-party distribution agreement to (A) report the prices at which it sells to the public the unsold Bonds of that maturity allocated to it, whether or not the Closing Date has occurred, until either all Bonds of that maturity allocated to it have been sold or it is notified by the winning bidder or such underwriter that the 10% test has been satisfied as to the Bonds of that maturity, provided that, the reporting obligation after the Closing Date may be at reasonable periodic intervals or otherwise upon request of the winning bidder or such underwriter, and (B) comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the winning bidder or the underwriter and as set forth in the related pricing wires.

(h) Sales of any Bonds to any person that is a related party to an underwriter participating in the initial sale of the Bonds to the public (each such term being used as defined below) shall not constitute sales to the public for purposes of this Notice. Further, for purposes of this Notice:

- (1) “public” means any person other than an underwriter or a related party,
- (2) “underwriter” means (i) any person that agrees pursuant to a written contract with the City (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the public and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Bonds to the public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the public),
- (3) a purchaser of any of the Bonds is a “related party” to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (i) at least 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) at least 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and
- (4) “sale date” means the date that the Bonds are awarded by the City to the winning bidder.

RIGHT OF REJECTION

The Mayor and Council of the City or their designees reserve the right to reject any and all bids and to waive any irregularity or informality in any bid, except that the time for receiving bids shall be of the essence.

AWARD AND DELIVERY

Unless all bids are rejected or the receipt of bids is continued, the award of the Bonds will be made not later than 11:59 p.m., Pacific Daylight Time, on April 29, 2025. The Bonds will be sold to the bidder submitting a bid in conformance with this Notice that produces the lowest true interest cost to the City, based on the bid price, the interest rates specified in the bid and the principal amounts identified in this Notice. The true interest cost will be the rate necessary, on a 30/360 basis and semiannual compounding, to discount the debt service payments from the payment dates to the date of the Bonds and to the price bid. The true interest cost calculations will be performed by the Financial Advisor, and the City will base its determination of the best bid solely on such calculations. (See “BID DETAILS AND PARAMETERS.”) Delivery of the Bonds will be made to the purchaser through the facilities of DTC upon payment in federal or immediately available funds, at the offices of Bond Counsel, or, at the purchaser’s request and expense, at any other place mutually agreeable to both the City and the purchaser. The closing of the sale of the Bonds will be on or about May 13, 2025, or on such other date as is mutually agreed upon.

CANCELLATION

Pursuant to Arizona law, if within three years from the award of the contract for the purchase of the Bonds any person who was significantly involved in initiating, negotiating, securing, drafting or creating a contract for the purchase of the

Bonds on behalf of the City becomes an employee or agent of the winning bidder in any capacity or a consultant to the winning bidder with respect to the contract for the purchase of the Bonds, the City may cancel the award of the contract without penalty or further obligation by the City and refuse to deliver the Bonds to the winning bidder. In addition to such cancellation, if such person becomes an employee or agent of such entity with respect to the contract for the purchase of the Bonds, the City may recoup any fees or commissions paid or due to the winning bidder with respect to the award to the winning bidder and the actual sale of the Bonds.

GOOD FAITH DEPOSIT

The winning bidder for the Bonds shall deliver a good faith deposit in the amount of \$890,000 to the City, as instructed by the City. The good faith deposit must be paid by federal funds wire transfer delivered no later than two hours following the winning bidder's receipt of the verbal award. Wiring instructions will be provided to the winning bidder at the time of the verbal award. If not so received, the bid of the lowest bidder will be rejected and the City may direct the second lowest bidder to submit a Good Faith Deposit and thereafter may award the sale of the Bonds to the same. The good faith deposit will be retained by the City as security for the performance of the winning bidder and shall be applied to the purchase price of the Bonds upon delivery of the Bonds to the winning bidder. Pending delivery of the Bonds, the good faith deposit may be invested for the sole benefit of the City. If the Bonds are ready for delivery and the winning bidder fails or neglects to complete the purchase within 30 days following acceptance of its bid, the good faith deposit shall be retained by the City as reasonable liquidated damages, and not as a penalty.

Such retention will constitute a full release and discharge of all claims by the City against the winning bidder and, in that event, the City may call for additional bids. The City's actual damages may be higher or lower than the amount of such good faith deposit. Such amount constitutes a good faith estimate of the City's actual damages. Each bidder waives the right to claim that actual damages arising from such default are less than such amount.

LEGAL OPINION

The Bonds are sold with the understanding that the City will furnish the purchaser with the approving opinion of Bond Counsel. Bond Counsel has been retained by the City to render its opinion only upon the legality of the Bonds under Arizona law and on the exemption of the interest income on such Bonds from federal and State of Arizona income taxes, the delivery of said opinion being a condition precedent to the delivery of the Bonds and the purchase thereof. (See "TAX EXEMPTION.") The fees of Bond Counsel will be paid from proceeds of the sale of the Bonds. Except to the extent necessary to issue its approving opinion as to validity of the Bonds, Bond Counsel has not been requested to examine or review, and has not examined or reviewed, any financial documents, statements or materials that have been or may be furnished in connection with the authorization, issuance or marketing of the Bonds and accordingly will not express any opinion with respect to the accuracy or completeness of any such financial documents, statements or materials. In submitting a bid for the Bonds, the bidder agrees to the representation of the City by Bond Counsel. Certain legal matters will be passed upon for the City by Greenberg Traurig, LLP, as disclosure counsel. See "LEGAL MATTERS" in the Preliminary Official Statement and Appendix C – "Form of Opinion of Bond Counsel" to the Preliminary Official Statement.

TAX EXEMPTION

The Internal Revenue Code of 1986, as amended (the "Code"), includes requirements which the City must continue to meet after the issuance of the Bonds in order that the interest on the Bonds be and remain excludable from gross income for federal income tax purposes. The City's failure to meet these requirements may cause the interest on the Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. The City has covenanted in the Bond Resolution to take the actions required by the Code in order to maintain the exclusion from gross income for federal income tax purposes of interest on the Bonds.

In the opinion of Bond Counsel to be rendered with respect to the Bonds on the date of issuance of the Bonds, assuming the accuracy of certain representations and certifications of the City and continuing compliance by the City with the tax covenants referred to above, under existing statutes, regulations, rulings and court decisions, the interest on the Bonds will be excludable from gross income of the owners thereof for federal income tax purposes. Interest on the Bonds will not be an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals, but in the case of the alternative minimum tax imposed by Section 55(b)(2) of the Code on applicable corporations (as defined in Section 59(k) of the Code), interest on the Bonds is not excluded from the determination of adjusted financial statement income. Bond Counsel is further of the opinion that the interest on the Bonds will be exempt from income taxation under the laws of the State of Arizona.

Except as described above, Bond Counsel will express no opinion regarding the federal income tax consequences resulting from the receipt or accrual of the interest on the Bonds, or the ownership or disposition of the Bonds. Prospective purchasers of the Bonds should be aware that the ownership of the Bonds may result in other collateral federal tax consequences, including (i) the denial of a deduction for interest on indebtedness incurred or continued to purchase or carry the Bonds, (ii) the reduction of the loss reserve deduction for property and casualty insurance companies by the applicable statutory percentage of certain items, including the interest on the Bonds, (iii) the inclusion of the interest on the Bonds in the earnings of certain foreign corporations doing business in the United States for purposes of a branch profits tax, (iv) the inclusion of the interest on the Bonds in the passive income subject to federal income taxation of certain Subchapter S corporations with Subchapter C earnings and profits at the close of the taxable year, (v) the inclusion of interest on the Bonds in the determination of the taxability of certain Social Security and Railroad Retirement benefits to certain recipients of such benefits, (vi) net gain realized upon the sale or other disposition of property such as the Bonds generally must be taken into account when computing the Medicare tax with respect to net investment income or undistributed net investment income, as applicable, imposed on certain high income individuals and specified trusts and estates, and (vii) receipt of certain investment income, including interest on the Bonds, is considered when determining qualification limits for obtaining the earned income credit provided by Section 32(a) of the Code. The nature and extent of the other tax consequences described above will depend on the particular tax status and situation of each owner of the Bonds. Prospective purchasers of the Bonds should consult their own tax advisors as to the impact of these and any other tax consequences.

See “TAX EXEMPTION” in the Preliminary Official Statement.

CERTIFICATES TO BE DELIVERED

In connection with the initial issuance of the Bonds, representatives of the City will deliver a certificate certifying that no litigation is pending affecting the sale and issuance of the Bonds, an arbitrage certificate covering its expectations concerning the use of proceeds from the sale of the Bonds and related matters and a certificate regarding the accuracy of the hereinafter described final official statement for the Bonds.

CUSIP IDENTIFICATION NUMBERS

It is anticipated that CUSIP identification numbers will be printed on the Bonds; however, neither the failure to print CUSIP numbers on any Bond nor any error with respect thereto will constitute cause for failure or refusal by the purchaser thereof to accept delivery of and pay for the Bonds. The Financial Advisor will obtain CUSIP numbers. The charge of the CUSIP Service Bureau shall be paid by the City.

PRELIMINARY OFFICIAL STATEMENT DEEMED FINAL; DELIVERY OF OFFICIAL STATEMENT

The City deems the Preliminary Official Statement to be final as of its date, except for the omission of the offering prices or yields, the interest rates and any other terms or provisions required by the City to be specified in bids for the Bonds, and other terms of the Bonds depending on such matters. The winning bidder shall supply the Chief Financial Officer of the City, within 24 hours after the award of the Bonds, all necessary pricing information and any underwriter identification necessary to complete the final official statement to be used in connection with the sale of the Bonds.

Promptly after receiving such information, the City will prepare such final official statement in substantially the same form as the Preliminary Official Statement, subject to any amendments which the City believes should be made in such final official statement.

The City will provide the winning bidder with such final official statements within seven (7) business days of the award of the Bonds. Such final official statements will be provided to the winning bidder electronically. No hard copies of such final official statement will be provided to the winning bidder.

CONTINUING DISCLOSURE

The City, as the “obligated person” with respect to the Bonds, will covenant for the benefit of the owners of the Bonds to provide certain financial information and operating data relating to the City by not later than February 1 in each year commencing February 1, 2026 (the “Annual Reports”), and to provide notices of the occurrence of certain enumerated events (the “Notices of Listed Events”). The Annual Reports and the Notices of Listed Events will be filed by the City through the Electronic Municipal Market Access System. These covenants will be made in order to assist the purchaser in complying with the Securities and Exchange Commission Rule 15c2-12(b)(5) (the “Rule”), and the form of the undertaking necessary pursuant to the Rule is included as Appendix D – “Form of Continuing Disclosure Undertaking” to the Preliminary Official Statement. *Pursuant to Arizona Law, the ability of the City to comply with such covenants will be subject to annual*

appropriation of funds sufficient to provide for the costs of compliance with such covenants. A failure by the City to comply with these covenants, including due to failure to appropriate for such purposes, 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. See “CONTINUING DISCLOSURE” in the Preliminary Official Statement.

The City (i) failed to properly associate one continuing disclosure filing with certain CUSIPs for two series of the City’s outstanding indebtedness, (ii) failed to file a portion of certain operating data during the previous five years, and (iii) failed to timely file notice of the incurrence of a material financial obligation in two instances, in each case as required by the terms of its existing continuing disclosure undertakings. Remedial filings addressing the foregoing were filed in 2021.

FURTHER INFORMATION

Further information, including copies of the Bond Resolution and the Preliminary Official Statement, may be obtained from the City of Peoria, Chief Financial Officer at (623) 773-5206, or from PFM Financial Advisors, LLC, Financial Advisor to the City: Darren Hodge (by telephone (480) 318-1284 or by email: hodged@pfm.com).

DATED: April __, 2025

/s/ Sean Kindell
Sean Kindell, Chief Financial Officer
City of Peoria, Arizona

EXHIBIT TO NOTICE

ISSUE PRICE CERTIFICATE

\$____,000*

**CITY OF PEORIA, ARIZONA
GENERAL OBLIGATION BONDS, SERIES 2025**

The undersigned, on behalf of [NAME OF UNDERWRITER/REPRESENTATIVE] [“(SHORT NAME OF UNDERWRITER)”] [(the “Representative”)] [, on behalf of itself and [NAMES OF OTHER UNDERWRITERS] (together, the “Underwriting Group”)] hereby certifies as set forth below with respect to the sale and issuance of the above-captioned obligations (the “Bonds”).

[Alternative 1-Competitive Sale Rule applies]

1. **[Reasonably Expected Initial Offering Price.]**

(a) As of the Sale Date, the reasonably expected initial offering prices of the Bonds to the Public by [SHORT NAME OF UNDERWRITER] are the prices listed in Schedule A (the “Expected Offering Prices”). The Expected Offering Prices are the prices for the Maturities of the Bonds used by [SHORT NAME OF UNDERWRITER] in formulating its bid to purchase the Bonds. Attached as Schedule B is a true and correct copy of the bid provided by [SHORT NAME OF UNDERWRITER] to purchase the Bonds.

(b) [SHORT NAME OF UNDERWRITER] was not given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by [SHORT NAME OF UNDERWRITER] constituted a firm offer to purchase the Bonds.]

[Alternatives 2-4 are available choices if Alternative 1 does not apply] [Note that Alternative 3 [where two rules apply] involves portions of Sections 1, 2(a) and 2(b) and Alternative 4 involves portions of 2(a) and 2(b)]

1. **Sale of the Bonds.** **[Alternative 2 – All Maturities Use General Rule:** As of the date of this certificate, for each Maturity of the Bonds, the first price at which at least 10% of such Maturity of the Bonds was sold to the Public is the respective price listed in Schedule A.][**Alternative 3 – Select Maturities Use General Rule: Sale of the General Rule Maturities.** As of the date of this certificate, for each Maturity of the General Rule Maturities, the first price at which at least 10% of such Maturity of the Bonds was sold to the Public is the respective price listed in Schedule A.]

2. **[Initial Offering Price of the [Bonds][Hold-the-Offering-Price Maturities]].**

(a) **[Alternative 4 – All Maturities Use Hold-the-Offering-Price Rule:** [SHORT NAME OF UNDERWRITER][The Underwriting Group] offered the Bonds to the Public for purchase at the respective initial offering prices listed in Schedule A (the “Initial Offering Prices”) on or before the Sale Date. A copy of the pricing wire or equivalent communication for the Bonds is attached to this certificate as Schedule B.][**Alternative 3 – Select Maturities Use Hold-the-Offering-Price Rule:** [SHORT NAME OF UNDERWRITER][The Underwriting Group] offered the Hold- the-Offering-Price Maturities to the Public for purchase at the respective initial offering prices listed in Schedule A (the “Initial Offering Prices”) on or before the Sale Date. A copy of the pricing wire or equivalent communication for the Bonds is attached to this certificate as Schedule B.]

(b) **[Alternative 4 – All Maturities use Hold-the-Offering-Price Rule:** As set forth in the Notice Inviting Bids for the Purchase of Bonds and bid award, [SHORT NAME OF UNDERWRITER][the members of the

* Subject to change. See “MODIFICATION OF MATURITY SCHEDULE AND PAR AMOUNT.”

Underwriting Group] [has][have] agreed in writing that, (i) for each Maturity of the Bonds, [it][they] would neither offer nor sell any of the Bonds of such Maturity to any person at a price that is higher than the Initial Offering Price for such Maturity during the Holding Period for such Maturity (the “hold-the-offering-price rule”), and (ii) any selling group agreement shall contain the agreement of each dealer who is a member of the selling group, and any retail distribution agreement shall contain the agreement of each broker-dealer who is a party to the retail distribution agreement, to comply with the hold-the-offering-price rule. Pursuant to such agreement, no Underwriter (as defined below) has offered or sold any Maturity of the Bonds at a price that is higher than the respective Initial Offering Price for that Maturity of the Bonds during the Holding Period.] **[Alternative 3 - Select Maturities Use Hold-the-Offering-Price Rule:** As set forth in the Notice Inviting Bids for the Purchase of Bonds and bid award, [SHORT NAME OF UNDERWRITER][the members of the Underwriting Group] [has][have] agreed in writing that, (i) for each Maturity of the Hold-the-Offering-Price Maturities, [it][they] would neither offer nor sell any of the Bonds of such Maturity to any person at a price that is higher than the Initial Offering Price for such Maturity during the Holding Period for such Maturity (the “hold-the-offering-price rule”), and (ii) any selling group agreement shall contain the agreement of each dealer who is a member of the selling group, and any retail distribution agreement shall contain the agreement of each broker-dealer who is a party to the retail distribution agreement, to comply with the hold-the-offering-price rule. Pursuant to such agreement, no Underwriter (as defined below) has offered or sold any Maturity of the Hold-the-Offering-Price Maturities at a price that is higher than the respective Initial Offering Price for that Maturity of the Bonds during the Holding Period.]

[2.][3.] **Total Issue Price.** The total of the issue prices of all the Maturities is \$.....

[2.][4.] **Defined Terms.**

[(a) *General Rule Maturities* means those Maturities of the Bonds listed in Schedule A hereto as the “General Rule Maturities.”]

[(b) *Hold-the-Offering-Price Maturities* means those Maturities of the Bonds listed in Schedule A hereto as the “Hold-the-Offering-Price Maturities.”]

[(c) *Holding Period* means, with respect to a Hold-the-Offering-Price Maturity, the period starting on the Sale Date and ending on the earlier of (i) the close of the fifth business day after the Sale Date ([DATE]), or (ii) the date on which the [SHORT NAME OF UNDERWRITER][the Underwriters] [has][have] sold at least 10% of such Hold-the- Offering-Price Maturity to the Public at prices that are no higher than the Initial Offering Price for such Hold-the-Offering- Price Maturity.]

(a) *Issuer* means the City of Peoria, Arizona.

(b) *Maturity* means the Bonds with the same credit and payment terms. The Bonds with different maturity dates, are treated as separate Maturities.

(c) *Public* means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of the Bonds generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(d) The *Sale Date* of the Bonds is April __, 2025.

(e) *Underwriter* means (i) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents [SHORT NAME OF UNDERWRITER/REPRESENTATIVE]’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury

Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Certificate Relating To Federal Tax Matters of the Issuer and with respect to compliance with the federal income tax rules affecting the Bonds, and by Greenberg Traurig, LLP, as bond counsel, in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Bonds.

[UNDERWRITER/REPRESENTATIVE]

By:.....
Authorized Representative

Dated:, 2025

SCHEDULE A
[EXPECTED OFFERING PRICES] [SALE PRICES]
(ATTACHED)

SCHEDULE B
[COPY OF UNDERWRITER'S BID] (ATTACHED)

OFFICIAL STATEMENT
\$____,000*
CITY OF PEORIA, ARIZONA
GENERAL OBLIGATION BONDS, SERIES 2025

INTRODUCTION

This Official Statement, which includes the cover page, inside front cover page and Appendices hereto, sets forth information concerning the offering by the City of Peoria, Arizona (the “City”) of its General Obligation Bonds, Series 2025 (the “Bonds”), in the aggregate principal amount of \$____,000*. See Appendix A, Appendix B, and Appendix E for certain information regarding the City.

Reference to provisions of State of Arizona (the “State” or “Arizona”) law, whether codified in the Arizona Revised Statutes or uncodified, or of the Arizona Constitution, are references to those current provisions. The provisions may be amended, repealed or supplemented.

THE BONDS

Authorization and Use of Funds

The Bonds are being issued by the City pursuant to Title 35, Chapter 3, Article 3, Arizona Revised Statutes, and a resolution adopted by the Mayor and Council of the City on April 22, 2025 (the “Resolution”). The Bonds will constitute a portion of the bonds authorized by the voters at special bond elections held in the City on May 17, 2005, and November 4, 2008, and will be issued for the following purposes (collectively, the “Projects”) and to pay costs of issuance of the Bonds:

- i. Water Treatment, Water System, Wastewater and Drainage;
- ii. Public Safety, Technology and Municipal Operations; and
- iii. Streets, Bridges, Traffic Control and Transportation.

After the issuance of the Bonds, the City will have \$_____ * and \$_____ * principal amount of authorized but unissued general obligation bonds remaining from amounts authorized at elections held in 2005 and 2008, respectively. The City will have a total of \$_____ * principal amount of authorized but unissued general obligation bonds remaining from authorizations approved at elections held in 1990, 1994, 1996, 2000, 2005 and 2008. Additional general obligation bonds may be authorized at future bond elections in the City. General obligation bonds heretofore and hereafter issued by the City have and will have an equal claim with the Bonds upon the proceeds of taxes levied for debt service on the Bonds. See TABLE 12 – Direct General Obligation Bonded Debt Outstanding and to be Outstanding in Appendix B.

General Description

The Bonds will be available in book-entry-only form through the book-entry system of The Depository Trust Company, New York, New York (“DTC”). Beneficial ownership interests in the Bonds may be purchased through direct and indirect participants of DTC in amounts of \$5,000 of principal due on a specific maturity date or integral multiples thereof. See Appendix F – “Book-Entry-Only System.” The Bonds will mature on the dates and in the principal amounts set forth on the inside front cover page of this Official Statement. The Bonds will bear interest from their dated date to their stated maturity or earlier redemption at the rates set forth on such inside front cover page, payable semiannually on January 15 and July 15 (each an “Interest Payment Date”) of each year, commencing July 15, 2025. The City has chosen the first day of the month of each Interest Payment Date as the “Record Date” for the Bonds.

* Subject to change. See “MODIFICATION OF MATURITY SCHEDULE AND PAR AMOUNT” in the Notice.

Security and Source of Payment

The Bonds will be payable as to principal and interest from a continuing, direct, annual, *ad valorem* tax to be levied against all of the taxable property within the boundaries of the City. The Bonds will be payable from such tax without limit as to rate or amount. Such tax is to be levied, assessed and collected as other taxes of the City, in an amount sufficient to pay the interest on all the Bonds then outstanding and installments of the principal of the Bonds becoming due and payable in the ensuing year.

Pursuant to the Resolution, payment of all or any part of the Bonds may be provided for by the irrevocable deposit, in trust, of moneys 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 in the case of a deposit of Defeasance Obligations, 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 Resolution or payable from *ad valorem* taxes on taxable property in the City, and the owners of such Bonds shall thereafter be entitled to payment only from the moneys and Defeasance Obligations deposited in trust.

Redemption Provisions

Optional Redemption. The Bonds maturing before or on July 15, 2035, will not be subject to redemption prior to their stated maturity dates. The Bonds maturing on and after July 15, 2036, will be subject to optional redemption prior to their stated maturity dates, at the direction of the City, in whole or in part in denominations of \$5,000 or integral multiples thereof from maturities selected by the City, on July 15, 2035, and on any date thereafter, at a redemption price equal to the principal amount of Bonds being redeemed plus accrued interest to the date fixed for redemption, without premium.

Mandatory Redemption. The Bonds maturing on July 15, 20__, and on July 15, 20__ (the “Term Bonds”), will be redeemed on July 15 of the respective years and in the amounts, by the payment of a redemption price equal to the principal amount of the Term Bonds plus interest accrued to the date fixed for redemption without premium, as follows:

Term Bond due July 15, 20__

Redemption Dates	Principal Amount
July 15, 20__	\$ ____,000
July 15, 20__	____,000 (maturity)

Term Bond due July 15, 20__

Redemption Dates	Principal Amount
July 15, 20__	\$ ____,000
July 15, 20__	____,000 (maturity)

Whenever Term Bonds are purchased, redeemed (other than pursuant to mandatory redemption) or delivered by the City for cancellation, the principal amount of the Term Bonds represented so retired shall satisfy and be credit against the mandatory redemption requirements for such Term Bonds for such years as the City may direct.

Notice of Redemption. Notice of redemption of any Bond will be provided to DTC no fewer than twenty (20) nor more than forty-five (45) days prior to the date set for redemption. Such notice may provide that the

* Subject to change. See “MODIFICATION OF MATURITY SCHEDULE AND PAR AMOUNT” in the Notice.

redemption is conditional upon moneys for payment of the redemption price being held in separate accounts by the Bond Registrar and Paying Agent.

SOURCES AND USES OF FUNDS

The proceeds from the sale of the Bonds will be applied as follows:

Sources of Funds:

Principal Amount of the Bonds	\$____,000.00*
[Net] Original Issue Premium	_____

Total Sources

Uses of Funds:

Payment of Costs of the Projects	
Payment of Costs of Issuance (a)	_____

Total Uses

(a) Costs related to the issuance of the Bonds, including underwriter’s compensation.

[Remainder of page left blank intentionally.]

* Subject to change. See “MODIFICATION OF MATURITY SCHEDULE AND PAR AMOUNT” in the Notice.

Bonds. An authorized City representative will deliver a certificate to the same effect at the time of the original delivery of the Bonds.

LEGAL MATTERS

Legal matters incident to the authorization, sale and issuance by the City of the Bonds and with regard to the tax-exempt status thereof will be passed upon by Greenberg Traurig, LLP, Phoenix, Arizona, as Bond Counsel. The form of that opinion is included as Appendix C hereto. The legal opinion to be delivered may vary from the text of Appendix C if necessary to reflect the facts and law existing 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. Certain legal matters will be passed upon for the City by Greenberg Traurig, LLP, as disclosure counsel.

While Bond Counsel has participated in the preparation of portions of this Official Statement, it has not been engaged to confirm or verify, and expresses and will express no opinion as to, the accuracy, completeness or fairness of any statements in this Official Statement, or in any other reports, financial information, offering or disclosure documents or other information pertaining to the City or the Bonds that may be prepared or made available by the City or others to the holders of the Bonds or others.

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 nonfinancial, affecting the operations of municipalities which could have a material effect on the City and could adversely affect the secondary market value or marketability 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 legal opinions to be delivered concurrently with the delivery of the Bonds will express the professional judgment of the attorneys rendering the opinion as to the legal issues explicitly addressed therein dated and speaking only as of the date of delivery of the Bonds. 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 parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

TAX EXEMPTION

General

The Internal Revenue Code of 1986, as amended (the "Code"), includes requirements which the City must continue to meet after the issuance of the Bonds in order that the interest on the Bonds be and remain excludable from gross income for federal income tax purposes. The City's failure to meet these requirements may cause the interest on the Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. The City has covenanted in the Bond Resolution to take the actions required by the Code in order to maintain the exclusion from gross income for federal income tax purposes of interest on the Bonds.

In the opinion of Bond Counsel, assuming the accuracy of certain representations and certifications of the City and continuing compliance by the City with the tax covenants referred to above, under existing statutes, regulations, rulings and court decisions, the interest on the Bonds will be excludable from gross income of the owners thereof for federal income tax purposes. Interest on the Bonds will not be an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals, but in the case of the alternative minimum tax imposed by Section 55(b)(2) of the Code on applicable corporations (as defined in Section 59(k) of the Code), interest on the Bonds is not excluded from the determination of adjusted financial statement income. Bond Counsel is further of the opinion that the interest on the Bonds will be exempt from income taxation under the laws of the State. Bond Counsel will express no opinion as to any other tax consequences regarding the Bonds. Prospective purchasers of the Bonds

should consult with their own tax advisors as to the status of interest on the Bonds under the tax laws of any state other than the State.

The above opinion on federal tax matters with respect to the Bonds will be based on and will assume the accuracy of certain representations and certifications of the City, and compliance with certain covenants of the City to be contained in the transcript of proceedings and that are intended to evidence and assure the foregoing, including that the Bonds will be and will remain obligations the interest on which is excludable from gross income for federal income tax purposes. Bond Counsel will not independently verify the accuracy of those certifications and representations. Bond Counsel will express no opinion as to any other consequences regarding the Bonds.

Except as described above, Bond Counsel will express no opinion regarding the federal income tax consequences resulting from the receipt or accrual of the interest on the Bonds, or the ownership or disposition of the Bonds. Prospective purchasers of the Bonds should be aware that the ownership of the Bonds may result in other collateral federal tax consequences, including (i) the denial of a deduction for interest on indebtedness incurred or continued to purchase or carry the Bonds, (ii) the reduction of the loss reserve deduction for property and casualty insurance companies by the applicable statutory percentage of certain items, including the interest on the Bonds, (iii) the inclusion of the interest on the Bonds in the earnings of certain foreign corporations doing business in the United States for purposes of a branch profits tax, (iv) the inclusion of the interest on the Bonds in the passive income subject to federal income taxation of certain Subchapter S corporations with Subchapter C earnings and profits at the close of the taxable year, (v) the inclusion of interest on the Bonds in the determination of the taxability of certain Social Security and Railroad Retirement benefits to certain recipients of such benefits, (vi) net gain realized upon the sale or other disposition of property such as the Bonds generally must be taken into account when computing the Medicare tax with respect to net investment income or undistributed net investment income, as applicable, imposed on certain high income individuals and specified trusts and estates, and (vii) receipt of certain investment income, including interest on the Bonds, is considered when determining qualification limits for obtaining the earned income credit provided by Section 32(a) of the Code. The nature and extent of the other tax consequences described above will depend on the particular tax status and situation of each owner of the Bonds. Prospective purchasers of the Bonds should consult their own tax advisors as to the impact of these and any other tax consequences.

Bond Counsel's opinions are based on existing law, which is subject to change. Such opinions are further based on factual representations made to Bond Counsel as of the date thereof. Bond Counsel assumes no duty to update or supplement its opinions to reflect any facts or circumstances that may thereafter come to Bond Counsel's attention, or to reflect any changes in law that may thereafter occur or become effective. Moreover, Bond Counsel's opinions are not a guarantee of a particular result, and are not binding on the Internal Revenue Service or the courts; rather, such opinions represent Bond Counsel's professional judgment based on its review of existing law, and in reliance on the representations and covenants that it deems relevant to such opinion.

Original Issue Discount and Original Issue Premium

Certain of the Bonds ("Discount Bonds") may be offered and sold to the public at an original issue discount ("OID"). OID is the excess of the stated redemption price at maturity (the principal amount) over the "issue price" of a Discount Bond determined under Code Section 1273 or 1274 (*i.e.*, for obligations issued for money in a public offering, the initial offering price to the public (other than to bond houses and brokers) at which a substantial amount of the obligation of the same maturity is sold pursuant to that offering). For federal income tax purposes, OID accrues to the owner of a Discount Bond over the period to maturity based on the constant yield method, compounded semiannually (or over a shorter permitted compounding interval selected by the owner). The portion of OID that accrues during the period of ownership of a Discount Bond (i) is interest excludable from the owner's gross income for federal income tax purposes to the same extent, and subject to the same considerations discussed above, as other interest on the Bonds, and (ii) is added to the owner's tax basis for purposes of determining gain or loss on the maturity, redemption, prior sale, or other disposition of that Discount Bond.

Certain of the Bonds ("Premium Bonds") may be offered and sold to the public at a price in excess of their stated redemption price (the principal amount) at maturity (or earlier for certain Premium Bonds callable prior to maturity). That excess constitutes bond premium. For federal income tax purposes, bond premium is amortized over the period to maturity of a Premium Bond, based on the yield to maturity of that Premium Bond (or, in the case of a Premium Bond callable prior to its stated maturity, the amortization period and yield may be required to be determined

on the basis of an earlier call date that results in the lowest yield on that Premium Bond), compounded semiannually (or over a shorter permitted compounding interval selected by the owner). No portion of that bond premium is deductible by the owner of a Premium Bond. For purposes of determining the owner's gain or loss on the sale, redemption (including redemption at maturity), or other disposition of a Premium Bond, the owner's tax basis in the Premium Bond is reduced by the amount of bond premium that accrues during the period of ownership. As a result, an owner may realize taxable gain for federal income tax purposes from the sale or other disposition of a Premium Bond for an amount equal to or less than the amount paid by the owner for that Premium Bond.

Owners of Discount Bonds and Premium Bonds should consult their own tax advisors as to the determination for federal income tax purposes of the amount of OID or bond premium properly accruable or amortizable in any period with respect to the Discount Bonds or Premium Bonds and as to other federal tax consequences, and the treatment of OID and bond premium for purposes of state and local taxes on, or based on, income.

Changes in Federal and State Tax Law

From time to time, there are legislative proposals suggested, debated, introduced or pending in Congress or in the State legislature that, if enacted into law, could alter or amend one or more of the federal tax matters, or State tax matters, respectively, described above including, without limitation, the excludability from gross income of interest on the Bonds, adversely affect the market price or marketability of the Bonds, or otherwise prevent the holders from realizing the full current benefit of the status of the interest thereon. It cannot be predicted whether or in what form any such proposal may be enacted, or whether, if enacted, any such proposal would affect the Bonds. Prospective purchasers of the Bonds should consult their tax advisors as to the impact of any proposed or pending legislation.

Information Reporting and Backup Withholding

Interest paid on tax-exempt bonds such as the Bonds is subject to information reporting to the Internal Revenue Service in a manner similar to interest paid on taxable obligations. This reporting requirement does not affect the excludability of interest on the Bonds from gross income for federal income tax purposes. However, in conjunction with that information reporting requirement, the Code subjects certain non-corporate owners of the Bonds, under certain circumstances, to "backup withholding" at the rates set forth in the Code, with respect to payments on the Bonds and proceeds from the sale of the Bonds. Any amount so withheld would be refunded or allowed as a credit against the federal income tax of such owner of the Bonds. This withholding generally applies if the owner of the Bonds (i) fails to furnish the payor such owner's social security number or other taxpayer identification number ("TIN"), (ii) furnished the payor an incorrect TIN, (iii) fails to properly report interest, dividends, or other "reportable payments" as defined in the Code, or (iv) under certain circumstances, fails to provide the payor or such owner's securities broker with a certified statement, signed under penalty of perjury, that the TIN provided is correct and that such owner is not subject to backup withholding. Prospective purchasers of the Bonds may also wish to consult with their tax advisors with respect to the need to furnish certain taxpayer information in order to avoid backup withholding.

RATINGS

Moody's Investors Service, Inc. ("Moody's") and Fitch Ratings, Inc. have assigned ratings of "___" and "___," respectively, to the Bonds. The significance of such ratings should be obtained from the rating agency furnishing the same, at the following addresses: Moody's, 7 World Trade Center at 250 Greenwich Street, New York, New York 10007 and Fitch, 33 Whitehall Street, New York, New York 10004. Generally, a rating agency bases its rating on the information and materials furnished to it and on investigations, studies and assumptions of its own. There is no assurance such ratings will continue for any given period of time or that such ratings will not be revised downward or withdrawn entirely by the rating agencies, if in the judgment of such rating agencies, circumstances so warrant. Any such downward revision or withdrawal of such ratings may have an adverse effect on the market price or the marketability of the Bonds. The City will covenant in its continuing disclosure undertaking with respect to the Bonds that it will file notice of any formal change in any rating relating to the Bonds. See "CONTINUING DISCLOSURE" and Appendix D - "Form of Continuing Disclosure Undertaking" herein.

FINANCIAL ADVISOR

The City has retained PFM Financial Advisors LLC as Financial Advisor for the sale of the Bonds. The

Financial Advisor’s fee for services rendered with respect to the sale of the Bonds is contingent upon issuance and delivery of the Bonds. The Financial Advisor is not obligated to undertake, and has not undertaken to make, an independent verification, or to assume responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement.

CONTINUING DISCLOSURE

The City will covenant for the benefit of the owners of the Bonds to provide certain financial information and operating data relating to the City no later than February 1 in each year commencing February 1, 2026 (the “Annual Reports”), and to provide notices of the occurrence of certain enumerated events (the “Notices”), as set forth in Appendix D. The Annual Reports and the Notices and any other documentation or information required to be filed will be filed by the City with the Municipal Securities Rulemaking Board (the “MSRB”) in a format prescribed by the MSRB. Currently, the MSRB requires filing through the MSRB’s Electronic Municipal Market Access system (“EMMA”), all as described in Appendix D – “Form of Continuing Disclosure Undertaking.”

These covenants will be made in order to assist the underwriter of the Bonds in complying with the Securities and Exchange Commission Rule 15c2-12 (the “Rule”). The form of the undertaking which describes the content of the Annual Reports and the Notices and method of their dissemination is included as Appendix D hereto. A failure by the City 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. *Also, pursuant to Arizona law, the ability of the City to provide information pursuant to such covenants is subject to annual appropriation to cover the costs of preparing and sending the Annual Reports and the Notices to EMMA. Should the City not comply with such covenants due to a failure to appropriate for such purpose, the City has covenanted to provide notice of such failure in the same way it does the Notices.* Absence of continued disclosure, due to non-appropriation or otherwise, may adversely affect the transferability and liquidity of the Bonds and their market price.

The City (i) failed to properly associate one continuing disclosure filing with certain CUSIPs for two series of the City’s outstanding indebtedness, (ii) failed to file a portion of certain operating data during the previous five years, and (iii) failed to timely file notice of the incurrence of a material financial obligation in two instances, in each case as required by the terms of its existing continuing disclosure undertakings. Remedial filings addressing the foregoing were filed in 2021.

FINANCIAL STATEMENTS

The financial statements of the City as of June 30, 2024, and for its fiscal year then ended, which are included as Appendix E of this Official Statement, have been audited by Heinfeld Meech & Co., P.C., as stated in its opinion which appears in Appendix E – “Annual Comprehensive Financial Report of the City of Peoria, Arizona for the Fiscal Year Ended June 30, 2024.” The City 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. Such audited financial statements are the most recent available for the City, are not current, and therefore must be considered with an abundance of caution.

CERTIFICATION CONCERNING OFFICIAL STATEMENT

The documents to be delivered in connection with the initial issuance of the Bonds will include a certificate confirming that, to the best knowledge, information and belief of the City’s Chief Financial Officer, the descriptions and statements contained in this Official Statement relating to the City and its operation and properties were at the time of the sale of the Bonds, and are at the time of the delivery thereof, true, correct and complete in all material respects and did not and do not contain an untrue statement of a material fact or omit to state a material fact required to be stated herein in order to make the statements, in light of the circumstances under which they are made, not misleading. In the event this Official Statement is supplemented or amended prior to the date of delivery of the Bonds, the foregoing confirmation will also encompass such supplements or amendments. All financial and other information presented in this Official Statement has been provided by the City from its records, except for information expressly attributed to other sources. The presentation of information, including tables of receipts from taxes and other sources, is intended to show certain historic information, and is not intended to indicate future or continuing trends in the

financial position or other affairs of the City. No representation is made that past experience, as is shown by that financial and other information, will necessarily continue or be repeated in the future.

CONCLUDING STATEMENT

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 opinions or estimates have been or will be realized. Information in this Official Statement has been derived by the City from official and other sources and is believed by the City to be accurate and reliable. Information other than that obtained from official records of the City has not been independently confirmed or verified by the City and its accuracy is not guaranteed.

Neither this Official Statement nor any statement that may have been or that may be made orally or in writing is to be construed as part of a contract with the original purchasers or subsequent owners of the Bonds.

CITY OF PEORIA, ARIZONA

By: _____
Chief Financial Officer

CITY OF PEORIA, ARIZONA

GENERAL AND DEMOGRAPHIC INFORMATION

General

The City, located in the northwestern portion of the Phoenix metropolitan area, the State’s economic, political and population center, is the ninth largest city in the State based on population and currently encompasses an area of approximately 179 square miles. The City is situated in the northern portion of Maricopa County, Arizona (the “County”) and a minor portion of the City extends north into southern Yavapai County, Arizona.

The City was settled in 1886 by former residents of Peoria, Illinois, who over the years purchased water rights from the Arizona Canal Company, which in 1885 had constructed a canal to provide irrigation water. The City was incorporated in 1954.

The table below sets forth the population figures for the City for the years indicated.

**Population Statistics
City of Peoria, Arizona**

Year	Population
2023 Estimate (a)	198,750
2020 Census	190,985
2010 Census	154,065
2000 Census	108,364
1990 Census	50,675
1980 Census	12,171

(a) Publicly available data for July 1, 2023, from U.S. Census Bureau as of February 27, 2025.

Source: U.S. Census Bureau.

The table below sets forth the City’s square mile statistics for the years indicated.

**Square Mile Statistics
City of Peoria, Arizona**

Year	Approximate Square Miles
2025	179
2010	179
2005	177
2000	144
1995	100
1990	63
1985	31

Municipal Government

The City operates under the Council-Manager form of government. Its original Charter was adopted in 1954 and has been subsequently amended from time to time. Legislative authority is vested in a six member Council and the Mayor. In 1989, the voters amended the City Charter to change the method of electing the City Council members from an at-large system to a district system. The names of the districts are Willow, Pine, Ironwood, Acacia, Mesquite

and Palo Verde. On March 11, 1997, the City Charter was amended to provide for a four-year term for the Mayor commencing in 1999. The Council members are elected for four year terms on a staggered basis.

The Council fixes the duties and compensation of City officials and employees and enacts ordinances and resolutions relating to City services, tax levies, appropriating and borrowing moneys, licensing and regulating business and trades and other municipal purposes. The Council appoints the City Manager.

The City Manager is responsible for executing Council policies and administering City operations. The City government is responsible for furnishing basic municipal services. Primary services are delivered by the 17 departments and approximately 1,390 employees, and include police, municipal courts, fire medical, recreation and community services, planning and development services, public transportation and utility services and general administration. These services are provided in Fiscal Year 2025 through an adopted budget of \$995 million. Of this, the general fund and special revenue fund budgets total \$_____ million (not including operating transfers), which is for general municipal services and excludes enterprise activities such as water, sewers and sanitation.

Employment

The City Economic Development Department facilitates new business and industry moving to the City. Along with a number of new commercial and retail developments, high quality “Class A” office buildings have recently opened and more are under construction. Most employers in the City are in the government, commercial, healthcare and service sectors. Many residents also commute to nearby jobs in the greater Phoenix metropolitan area.

The following is a partial list of major employers in the City as of June 30, 2024.

**Major Employers
City of Peoria, Arizona**

Employer	Description	Approximate No. of Employees
Peoria Unified School District	School District	3,423
City of Peoria	Government	1,390
Fry’s Food Stores	Grocery	830
Walmart	Retail	810
Target Stores Inc	Retail	590
Plaza Del Rio Campus/Freedom Plaza & Care Center	Assisted Living and Healthcare	530
Taronis Fuels	Business	400
Home Depot	Retail	330
Banner Health	Healthcare	330
Larry Miller Dodge/Hyundai	Automotive	330

Source: Annual Comprehensive Report of the City for the fiscal year ended June 30, 2024.

The table below sets forth unemployment statistics for the City.

Unemployment Rate Averages

Year	City of Peoria (a)
2024	3.5%
2023	3.2
2022	3.2
2021	4.5

Source: U.S. Bureau of Labor Statistics

- (a) Each year, historical estimates from the Local Area Unemployment Statistics (LAUS) program are revised to reflect new population controls from the Census Bureau, updated input data, and re-estimation. The data for model-based areas also incorporate new seasonal adjustment, and the unadjusted estimates are controlled to new census division and U.S. totals. Sub-state area data subsequently are revised to incorporate updated inputs, re-estimation, and controlling to new statewide totals.

Construction

The following tables set forth the value of building permits for residential and non-residential construction and new housing starts for the City, in each case for the years indicated.

**Value of Building Permits
City of Peoria, Arizona**

Fiscal Year	Residential	Commercial and Industrial	Other	Total
2025 (a)	\$147,955,478	\$29,877,917	\$57,577,811	\$235,411,206
2024	241,027,658	45,199,709	68,854,379	355,081,746
2023	68,801,649	43,733,198	51,818,309	164,353,156
2022	213,963,051	32,201,847	66,842,883	313,007,781
2021	248,875,576	16,894,609	32,563,175	298,333,360

(a) Data through March 31, 2025.

**New Housing Starts (a)
City of Peoria, Arizona**

Fiscal Year	City	Phoenix MSA
2024	1,864	44,644
2023	468	45,616
2022	1,857	51,241
2021	1,576	48,219
2020	1,372	35,873

Source: University of Arizona

- (a) Includes both single family and multi-family.

Commerce

Commerce is a growing segment of the City’s economy. The City serves as a trade center for the neighboring retirement communities of Sun City, Sun City West and Youngtown, as well as the cities of El Mirage and Surprise and Luke Air Force Base, located a few miles west of the City.

The City Sales Tax is 1.8% on most taxable activities within the City, utilities are taxed at 3.3%, restaurants and bars and amusements are taxed at 2.8%, and hotels and motels are taxed at 5.6%. Pursuant to the City Charter, increases in the City’s sales tax rates are subject to voter approval. In September 2005 voters approved a 0.3% transportation sales tax to fund transportation improvements. The 0.3% transportation sales tax is included in the city’s sales tax rate of 1.8%.

The table below sets forth the City’s sales tax revenue for the years indicated.

Sales Tax Revenue City of Peoria, Arizona (\$’s in 000’s)

<u>Fiscal Year</u>	<u>Amount</u>
2024	\$134,078
2023	131,030
2022	125,522
2021	113,853
2020	99,748

Tourism

Tourism contributes to the economy of the City with scenic attractions such as Lake Pleasant Regional Park. Lake Pleasant, which is located within Lake Pleasant Regional Park, is a 24,500-acre lake (Arizona’s second largest lake) and is used for boating, fishing, swimming and water skiing. Lake Pleasant is served by two full-service marinas. Another significant contributor to tourism within the City is the Peoria Sports Complex, which is home to the Seattle Mariners and San Diego Padres during Major League Baseball’s spring training season. Recent media attention has also brought increased tourism.

Education

Residents of the City are served by two unified school districts and one elementary school district, operating more than 95 elementary and secondary schools throughout the City’s metropolitan area. Education is also provided by private and parochial schools located throughout the metropolitan area. The Maricopa County Community College District serves the educational needs of the Phoenix metropolitan area through seven institutions. Glendale Community College is located within four miles of the City and has an approximate enrollment of 30,000. Arizona State University West (ASU West), a branch of the Arizona State University campus is located in northwest Glendale, and is within five miles of the City. The City is also relatively close to a number of other private colleges and technical institutions.

Transportation

The City is served by main lines of the Union Pacific and Santa Fe Railroads, two transcontinental bus lines (Greyhound and Continental Trailways), and 10 transcontinental, 34 interstate, and 39 intrastate truck lines. U.S. Highway 60 parallels the railroad through the City, connecting the Phoenix metropolitan area with points in northwestern Arizona and Las Vegas, Nevada. State Route 101, or Loop 101, is a semi-beltway encompassing much of the Phoenix Metropolitan Area, connecting the City with several suburbs of Phoenix, including Tolleson, Glendale, Scottsdale, Mesa, Tempe and Chandler. State Route 303, or Loop 303, connects Interstate 10 with Interstate 17. Long-term plans call for the extension of Loop 303 south of the interchange with I-10 in Goodyear to the planned I-10 ‘Reliever Route’ Freeway, SR 30, and continuing south through Goodyear to connect with the planned alignment

of future Interstate 11. If completed, Loop 303 will serve as a Phoenix bypass route for the southwestern suburbs of Goodyear, Avondale, and Buckeye as well as an alternate Phoenix bypass route for I-10 traffic headed westbound to the Greater Los Angeles Area and northbound via I-17 to Flagstaff, Arizona. Phoenix Sky Harbor Airport is located approximately 25 miles from the City's downtown center and provides local, regional, and transcontinental air service through a number of major airlines.

Cybersecurity; Other Safety and Security Risks

Cybersecurity breaches could damage the City's information and security systems and cause material disruption to its operations. The occurrence of military conflicts and terrorist activities, including cyber terrorism, could also adversely impact the operations of the City or the finances of the City. The City maintains active security (including information security) and emergency preparedness programs and has a number of security measures and safeguards in place. However, there can be no assurance that any existing or additional safety and security measures will prove adequate in the event that military conflicts or terrorist activities, including cyber terrorism, or acts of malfeasance are directed against the assets of the City or the information technology systems of the City. The costs of security measures or of remedying damage from security breaches could be greater than presently anticipated.

CITY OF PEORIA, ARIZONA

FINANCIAL INFORMATION

PROPERTY TAXES

As described under the heading “THE BONDS – Security and Source of Payment,” the City will be required by law to levy or to cause to be levied on all the taxable property in the City a continuing, direct, annual, *ad valorem* property tax sufficient to pay all principal, interest, and costs of administration for the Bonds as the same become due. The State’s *ad valorem* property tax levy and collection procedures are summarized under this heading “PROPERTY TAXES.”

Taxable Property

Real property and improvements and personal property are either valued by the Assessor of 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 fifteen percent 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.

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)	2021	2022	2023	2024	2025
Mining, utilities, commercial and industrial (b)	18%	17.5%	17%	16.5%	16%
Agricultural and vacant land	15	15	15	15	15
Owner occupied residential	10	10	10	10	10
Leased or rented residential	10	10	10	10	10
Railroad, private car company and airline flight property (c)	15	15	14	14	13

- (a) Additional classes of property 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 15.5% for tax year 2026 and 15% for each tax year thereafter.
- (c) This percentage is determined annually pursuant to Section 42-15005, Arizona Revised Statutes.

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 bond indebtedness and overrides and certain special district assessments, are constitutionally limited to 1% of the Limited Property Value of such property.

Secondary Taxes

Per State statute, taxes levied for payment of bonds like the Bonds, voter-approved budget overrides, the maintenance and operation of special purpose districts such as sanitary, fire, road improvement, water conservation and career technical education districts, and taxes levied by 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.

Calculating Debt Limits

“Net Full Cash Assessed Value” is the basis for determining general obligation bonded debt limitations for certain political subdivisions in Arizona, including the City. Net Full Cash Assessed Value is determined by excluding the value of property exempt from taxation from the Full Cash Assessed Value of both locally assessed and centrally valued property and combining the resulting two amounts.

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.

In 2021, the Arizona Court of Appeals ruled in *Qasimyar v. Maricopa County* that certain transitions between property classifications qualified as a “change in use” requiring recalculation of the limited property value of the affected properties. On April 5, 2024, the Treasurer released initial estimated financial impacts to the various taxing jurisdictions. The Treasurer also indicated that the refund process would begin in July 2024. As of December 2024, the initial taxpayer refund process is essentially complete and resulted in a reduction in cash from property tax revenue (excluding secondary property tax revenue collection for bond debt service) for the taxing jurisdictions, including the City. The City’s reduction in cash from primary property tax revenues as of March 2025 is approximately \$1,903,199. The City will have sufficient funds on deposit to pay principal of and interest on its general obligation bonds on a timely basis even with the one-time reduction in tax revenues as a result of the refunds.

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 below is a record of property taxes levied and collected in the City for the fiscal years indicated.

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TABLE 2

**Real and Secured Property Taxes Levied and Collected (a)
City of Peoria, Arizona**

Fiscal Year	City Tax Rate (b)	Adjusted City Tax Levy as of June 30th	Collected to June 30th of Initial Fiscal Year		Cumulative Collections 03-01-25	
			Amount (c)	% of Adj. Levy as of 3-31-25 (c)	Amount	% of Adj. Levy
2024-25	\$1.44	\$30,509,114	\$19,829,074	64.99%	N/A	N/A
2023-24	1.44	29,005,408	28,595,241	98.59	\$28,595,241	98.59%
2022-23	1.44	27,227,783	27,003,934	99.18	27,156,080	99.74
2021-22	1.44	25,646,027	25,375,055	98.94	25,600,559	99.82
2020-21	1.44	23,892,123	23,599,465	98.78	23,817,704	99.69
2019-20	1.44	22,416,783	21,914,662	97.76	21,914,662	97.76

- (a) Taxes are collected by the Treasurer of the County. Taxes in support of debt service are levied by the Board of Supervisors of the County as required by Arizona Revised Statutes. Delinquent taxes are subject to an interest and penalty charge of 16% per annum, which is prorated at a monthly rate of 1.33%. 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) The City’s secondary property tax rate which is levied for debt service is currently \$1.15 per \$100 of Net Limited Assessed Property Value and the primary property tax rate levied for operations is \$0.29 per \$100 of Net Limited Assessed Property Value.
- (c) 2024-25 taxes in course of collection:
First installment due 10-01-24; delinquent 11-01-24;
Second installment due 03-01-25; delinquent 05-01-25.

Source: Office of the Treasurer of the County.

SRP In Lieu Contribution

SPECIAL NOTE: The assessed value of property owned by the Salt River Project Agricultural Improvement and Power District (“SRP”) is not included in the assessed value of the City in the prior table or in any other valuation information set forth in this Official Statement. Because of SRP’s quasi-governmental nature, property owned by SRP is exempt from property taxation.

However, SRP may elect each year to make voluntary contributions in lieu of property taxes with respect to certain of its electrical facilities (the “SRP Electric Plant”). If SRP elects to make the in lieu contribution for the year, the Full Cash Value of the portion of the SRP Electric Plant located within the City and the in lieu contribution amount is determined in the same manner as the Full Cash Value and property taxes owed is determined for similar non-governmental public utility property, with certain special deductions.

If SRP elected not to make such contributions, the City would be required to contribute funds from other sources or levy an increased tax rate on all other taxable property to provide sufficient amounts to pay debt service on the Bonds. If after electing to make the in lieu contribution, SRP then failed to make the in lieu contribution when due, the Treasurer and the City have no recourse against the property of SRP and there may be a delay in the payment of that portion of the debt service on the Bonds that would have been paid by SRP’s in lieu contribution.

Since 1964, when the in lieu contribution was originally authorized by the Arizona Revised Statutes, SRP has always elected to make the in lieu contribution. The fiscal year 2024/25 Net Limited Assessed Value equivalent of SRP within the City is \$25,583,750, which represents approximately 1.2% of the combined fiscal year 2024/25 Net Limited Assessed Property Value in the City.

Delinquent Tax Procedures

The property taxes due the City 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 at a monthly rate of 1.33% as of the first day of the month. (Delinquent interest is 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 and interest thereon.

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.

Chapter 176, Laws of Arizona 2024 (commonly referred to by its original bill number as "SB 1431") revises the redemption and foreclosure process for tax lien certificate holders whereby a delinquent taxpayer may request an entry of judgment directing the sale of the property for excess proceeds. If a delinquent taxpayer requests an excess proceeds sale, and an entry of judgment is granted to direct such excess proceeds sale, a tax lien certificate holder's potential financial return on the subject tax lien eligible for foreclosure may decrease relative to the tax lien certificate holder's potential financial return on such tax lien prior to the enactment of SB 1431. Therefore, in connection with the new excess proceeds sale process instituted by SB 1431, it is reasonable to conclude that "tax sale investors" may be less willing to purchase tax liens. The effective date of SB 1431 was September 14, 2024. None of the City, the Financial Advisor or the counsel or agents of either of them, are able to determine or predict what impact, if any, SB 1431 will have on property tax collections in the City.

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 City. Proceeds to pay such taxes come only from the taxpayer or from a sale of the tax lien on delinquent property.

When an owner of land or property within the City (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 City, the Financial Advisor or their respective agents or consultants 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 City's tax rate charged to non-bankrupt taxpayers during such subsequent tax years.

ASSESSED VALUATIONS AND TAX RATES

TABLE 3

**Direct and Overlapping Net Limited Assessed Property Values and Tax Rates
Per \$100 Net Limited Assessed Property Value**

		2024/25 Tax Rates Per \$100 Net Limited Assessed Property Value
State of Arizona	\$88,425,625,840	\$0.0000
Maricopa County	57,548,876,686	1.1591
Maricopa County Community College District	57,548,876,686	1.1047
Maricopa County Fire District Assistance Tax	57,548,876,686	0.0080
Maricopa County Special Health Care District	57,548,876,686	0.2665
Maricopa County Library District	57,548,876,686	0.0470
Maricopa County Flood Control District (a)	53,209,802,183	0.1470
Central Arizona Water Conservation District (b)	57,548,876,686	0.1400
Western Maricopa Education Center District No. 402	22,230,394,033	0.1825
Peoria Unified School District No. 11	2,193,593,918	5.0477
Deer Valley Unified School District No. 97	3,553,160,672	5.4957
Nadaburg Unified School District No. 81	136,136,366	5.8870
City of Peoria (c)	2,118,688,467	1.4400

- (a) The assessed value of the Maricopa County Flood Control District does not include the personal property assessed valuation of the County.
- (b) Value shown for the Central Arizona Water Conservation District covers only the County portion of such District. (See footnote (c) to TABLE 9.)
- (c) There are four community facilities districts within the boundaries of the City. The 2024/25 tax rates per \$100 of Net Limited Assessed Property Value Property for such community facilities districts are as follows:

<u>Overlapping Jurisdiction</u>	<u>Tax Rate per \$100 of Net Limited Assessed Property Value</u>
Mystic at Lake Pleasant Heights Community Facilities District	\$2.65
Vistancia Community Facilities District	2.10
Vistancia North Community Facilities District	0.55
Vistancia West Community Facilities District	2.10

Such entities are excluded from TABLE 3 because they overlap only a small portion of the City.

Source: Maricopa County.

Total Tax Rates Per \$100 Net Limited Assessed Property Value

The total overlapping property tax rate for property owners within the City ranges from \$4.4948 to \$13.0318 per \$100 Net Limited Assessed Property Value, depending upon the specific jurisdictions which overlap the property.

TABLE 4

**Net Limited Assessed Property Value by Property Classification
City of Peoria, Arizona**

Class	2024/25	2023/24	2022/23	2021/22	2020/21
Commercial, industrial, utilities, mines	\$426,796,811	\$399,024,359	\$387,803,206	\$379,298,073	\$357,701,133
Agricultural and vacant	40,700,905	43,551,472	39,700,390	36,663,763	35,571,294
Residential (owner occupied)	1,222,233,589	1,170,127,014	1,104,355,206	1,031,452,432	953,662,536
Residential (rental)	427,172,579	401,797,891	363,368,614	331,765,094	307,372,663
Railroad	1,694,389	1,518,083	1,276,281	1,061,990	1,002,643
Historical property		16,049	-	-	570,820
Public property improvements	90,194	92,244	75,979	80,136	77,455
Totals (a)	\$2,118,688,467	\$2,016,127,112	\$1,896,579,676	\$1,780,321,488	\$1,655,958,544

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

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

TABLE 5

**Net Limited Assessed Property Value of Major Taxpayers
City of Peoria, Arizona**

Major Taxpayer (a)	2024/25 Net Limited Assessed Property Value	As % of 2024/25 Net Limited Assessed Property Value
Arizona Public Service	\$45,214,847	2.24%
Vestar LPTC LLC	8,981,558	0.45
Park West WFB LLC	7,158,191	0.36
Southwest Gas Corporation	7,098,783	0.35
DDRA Arrowhead Crossing LLC	5,510,026	0.27
The Village at Pioneer Park LLC	5,391,327	0.27
N 7 th AZ Partners LLC	5,135,992	0.25
Freedom Plaza Limited Partnership Lease	4,912,038	0.24
Peoria Center Apartments South LLC	4,693,758	0.23
BCC Development Inc	4,538,840	0.23
	<u>\$98,635,360</u>	<u>5.22</u>

(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 data base at <http://www.sec.gov>. No representative of the City, the Financial Advisor or Bond Counsel has examined the information set forth in the Filings for accuracy or completeness, nor does any such representative assume responsibility for the same.

Source: Maricopa County Assessor.

TABLE 6

Comparative Net Limited Assessed Property Values

Fiscal Year	City of Peoria	Maricopa County	State of Arizona
2024/25	\$2,118,688,467	\$57,548,876,687	\$88,425,625,840
2023/24	2,016,127,112	55,027,363,791	83,026,514,349
2022/23	1,896,579,676	51,932,898,351	78,415,651,030
2021/22	1,780,321,488	48,837,616,505	74,200,233,397
2020/21	1,655,958,544	45,822,046,238	69,914,763,468

Source: *Property Tax Rates and Assessed Values*, Arizona Tax Research Association

TABLE 7

**Estimated Net Full Cash Value History
City of Peoria, Arizona**

Fiscal Year	Estimated Net Full Cash Valuation (a)
2024/25	\$37,955,612,028
2023/24	30,870,137,617
2022/23	24,003,564,459
2021/22	21,994,091,081
2020/21	19,929,439,879

(a) Estimated Net Full Cash Value is the total market value of the property within the City less the estimated Full Cash Value of property exempt from taxation within the City.

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

**Direct Bonded Debt, Legal Limitation and Unused Borrowing Capacity
City of Peoria, Arizona**

Under the provisions of the Arizona Constitution, outstanding general obligation bonded debt for combined water, sewer, light, open space, public safety, law enforcement, fire and emergency services, park, street and transportation facilities purposes may not exceed 20% of a city's Net Full Cash Assessed Value, nor may outstanding general obligation bonded debt for all other purposes exceed 6% of a city's Net Full Cash Assessed Value.

TABLE 8*

General Municipal Purpose Bonds		Water, Light, Sewer, Open Space, Public Safety, Law Enforcement, Fire and Emergency Services, Park, Street and Transportation Facilities Bonds	
Total 6% of General Obligation Bonding Capacity	\$240,383,681	Total 20% of General Obligation Bonding Capacity	\$801,278,937
Less: 6% General Obligation Bonds Outstanding (a)	\$178,110	Less: 20% General Obligation Bonds Outstanding (a)	\$161,299,694
Less: Original Issue Premium (b)		Less: Original Issue Premium (b)	
Less: Unamortized Net Original Issue Premium of Prior Bonds (c)	\$16,426	Less: Unamortized Net Original Issue Premium of Prior Bonds (c)	\$7,991,682
Net 6% General Obligation Bonding Capacity	<u>\$240,189,146</u>	Net 20% General Obligation Bonding Capacity	
Total Capacity	<u>\$872,176,706</u>		

(a) Includes the Bonds.

(b) This amount of premium on the Bonds reduces in equal amount the borrowing capacity of the City under the Arizona Constitution and the principal amount of general obligation bonds authorized at the Elections. The City's borrowing capacity, but not authorization, will be recaptured as premium is amortized.

(c) This amount of unamortized premium on certain of the City's outstanding general obligation bonds issued after August 2016 is treated as described in footnote (b) above.

* Subject to change. See "MODIFICATION OF MATURITY SCHEDULE AND PAR AMOUNT" in the Notice.

TABLE 9

**Direct and Overlapping General Obligation Bonded Debt
City of Peoria, Arizona**

Overlapping Jurisdiction	2024/25 Net Limited Assessed Property Value	General Obligation Bonded Debt (b)	Proportion Applicable to the City (a)	
			Approximate Percent	Net Debt Amount
State of Arizona	\$88,425,625,840	-	2.43%	-
Maricopa County	57,548,876,686	-	3.68	-
Maricopa County Community College District	57,548,876,686	\$57,615,000	3.68	\$2,120,232
Maricopa County Flood Control District	53,209,802,183	-	4.00	-
Maricopa County Library District	57,548,876,686	-	3.68	-
Maricopa County Fire District Assistance	57,548,876,686	-	3.68	-
Central AZ Water Conservation	57,548,876,686	-	3.66	-
Maricopa County Special Health Care District	57,548,876,686	544,135,000	3.66	19,915,341
Western Maricopa Education Center District No. 402	22,230,394,033	91,835,000	9.70	8,907,995
Peoria Unified School District No. 11	2,193,593,918	124,430,000	70.03	87,138,329
Deer Valley Unified School District No. 97	3,553,160,672	138,035,000	8.31	11,470,709
Nadaburg Unified School District No. 81	136,136,366	2,068,000	1.45	29,986
City of Peoria (c)	2,118,688,467	246,920,310*	100.00	<u>246,920,310*</u>
Total Net Direct and Overlapping General Bonded Debt				<u>\$376,502,902*</u>

- (a) Proportion applicable to the City is computed on the ratio of Net Limited Assessed Property Value for 2024/25.
- (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 bonds 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 such jurisdictions which may be issued in the future as indicated in the following table. Additional bonds may also be authorized by voters within overlapping jurisdictions pursuant to future elections.

Overlapping Jurisdiction	General Obligation Bonds Authorized but Unissued
Mystic at Lake Pleasant Heights Community Facilities District	\$61,318,428
Vistancia Community Facilities District	30,393,912
Vistancia West Community Facilities District	3,375,000
Vistancia North Community Facilities District	44,885,062

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

* Subject to change.

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 Sections 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) Includes the Bonds.

Source: The various entities, *Property Tax Rates and Assessed Values*, Arizona Tax Research Association, *State and County Abstract of the Assessment Roll*, Arizona Department of Revenue and the Assessor of the County.

TABLE 10

**Direct and Overlapping General Obligation Bonded Debt Ratios
City of Peoria, Arizona**

	Per Capita Bonded Debt Population Estimated @ 198,750	As % of City’s 2024/25 Net Limited Assessed Property Value	As % of City’s 2024/25 Estimated Net Full Cash Value
Net Direct General Obligation Bonded Debt (a)	\$1,242.37*	11.65%*	0.65%*
Net Direct and Overlapping General Obligation Debt (a)	\$1,894.35*	17.77%*	0.99%*

(a) Includes the Bonds.

Source: *State and County Abstract of the Assessment Roll*, Arizona Department of Revenue, *Property Tax Rates and Assessed Values*, Arizona Tax Research Association, the Arizona Office of Economic Opportunity, and the City.

* Subject to change.

TABLE 11

**Current Year Statistics (Fiscal Year 2024/25)
City of Peoria, Arizona**

Direct General Obligation Bonded Debt Outstanding and to be Outstanding	\$____,000* (a)
Water and Sewer Revenue Secured Debt Outstanding	89,057,767
Senior Lien Excise Tax and State Shared Revenue Debt Outstanding	17,255,000
Senior Lien Transportation Sales Tax and Subordinate Lien Excise Tax and State Shared Revenue Debt Outstanding	6,785,000
Equipment Lease/Purchase Agreement Debt Outstanding	3,911,351
Net Limited Assessed Property Value	2,141,570,869
Net Full Cash Assessed Value	4,115,058,518
Estimated Net Full Cash Value	37,986,056,248

* Subject to change. See “MODIFICATION OF MATURITY SCHEDULE AND PAR AMOUNT” in the Notice.

(a) Includes the Bonds. See footnotes (b) and (c) to TABLE 8 for a description of the treatment of certain proceeds of the Bonds and other general obligation bonds of the City for State voter authorization and debt limit purposes.

Source: *State and County Abstract of the Assessment Roll*, Arizona Department of Revenue, *Property Tax Rates and Assessed Values*, Arizona Tax Research Association.

TABLE 12**Direct General Obligation Bonded Debt Outstanding and to be Outstanding
City of Peoria, Arizona**

Issue Date	Original Amount	Purpose	Maturity Dates	Balance Outstanding and to be Outstanding
6-28-12	\$14,715,000	Parks, Streets, Community Center, Public Safety	7-1-13/32	\$ 6,815,000
12-15-15	30,325,000	Parks, Streets, Public Safety, Drainage	7-1-16/35	19,145,000
12-15-15	66,425,000	Refunding	7-1-16/28	21,465,000
6-5-19 (a)	30,420,000	Parks, Public Safety, Streets, Drainage	7-15-20/39	23,140,000
9-13-19 (b)	6,288,130	Drainage (WIFA Loan)	7-1-20/39	4,119,269
8-13-21 (b)	17,764,029	Reclaimed Water, Pipeline (WIFA Loan)	7-1-22/41	10,336,041
12-9-21 (a)	55,880,000	Parks, Public Safety, Streets, Reclaimed Water	7-15-22/41	50,190,000
11-2-22 (a)	23,810,000	Public Safety, Streets, Reclaimed Water	7-15-23/42	21,710,000
Total General Obligation Bonded Debt Outstanding				\$156,920,310
Plus: the Bonds				_____,000
Total General Obligation Bonded Debt Outstanding and to be Outstanding				

- (a) See footnote (b) to TABLE 8 for a description of the treatment of certain proceeds of these bonds for State voter authorization and debt limit purposes.
- (b) Under loan agreements with WIFA, the City has agreed to make semi-annual payments equal to the principal and interest on such WIFA loans. The City has pledged *ad valorem* property taxes to the payment of such WIFA loans. Such loan agreements contain provisions for partial principal forgiveness which is reflected in the balance outstanding.

TABLE 13**Water and Sewer Revenue Secured Debt Outstanding
City of Peoria, Arizona**

Issue Date	Original Amount	Purpose/Description	Maturity Dates	Balance Outstanding
7-17-09	\$4,371,597	WIFA Beardsley	7/1/10-29	\$ 1,758,255
10-29-15	14,000,000	WIFA Series 2015	7/15/16-34	9,833,488
2-9-17	49,013,733	WIFA Pyramid Peak	7/15/17-36	33,711,024
10-20-20	35,190,000	City Water/Wastewater Revenue Refunding Obligations	7/15/21-29	16,475,000
5-24-22	28,955,000	City Water/Wastewater Revenue Obligations	7/15/23-42	27,280,000
Total Water and Sewer Revenue Secured Debt Outstanding				\$89,057,767

TABLE 14

**Senior Lien Excise Tax and State Shared Revenue Debt Outstanding
City of Peoria, Arizona**

Issue Date	Original Amount	Purpose	Maturity Dates	Balance Outstanding
10-26-17	\$ 3,220,000	City Refunding Obligations	7-15-18/25	\$ 445,000
4-27-22	21,495,000	City Refunding Obligations	7-15-22/32	16,810,000
Total Senior Lien Excise Tax and State Shared Revenue Debt Outstanding				\$22,330,000

TABLE 15

**Senior Lien Transportation Sales Tax and Subordinate Lien Excise Tax/State-Shared Revenue Debt Outstanding
City of Peoria, Arizona**

Issue Date	Original Amount	Purpose	Maturity Dates	Balance Outstanding
10-4-17	\$25,755,000	Refunding	1-15-19/26	\$6,785,000
Total Sr. Lien Trans. Tax and State Shared Revenue Obligation Debt Outstanding				\$6,785,000

TABLE 16

**Equipment Lease/Purchase Agreement Debt Outstanding
City of Peoria, Arizona**

Issue Date	Original Amount	Purpose	Maturity Dates	Balance Outstanding
9-7-17	\$5,199,304	Taxable NCREBS	9-1-18/37	\$3,911,351
Total Equipment Lease/Purchase Agreement Debt Outstanding				\$3,911,351

Plans to Incur Additional Debt Obligations

[TO COME]

Pension and Retirement Plans

The City contributes to the retirement plans (the “Plans”) described in Note 11 – PENSIONS AND OTHER POSTEMPLOYMENT BENEFITS in Appendix E. See Note 11 – PENSIONS AND OTHER POSTEMPLOYMENT BENEFITS in Appendix E for a description of the Plans, the benefits provided by the Plans, the contributions to the Plans, the pension liabilities associated with the Plans, the expenses associated with the Plans, the deferred outflows/inflows of resources related to the Plans, and certain other pertinent information with respect to the Plans.

[The City made additional contributions of \$___ million as of the current fiscal year to the Arizona Public Safety Personnel Retirement System, one of the Plans.]

Other Post-Employment Retirement Benefits

During the year ended June 30, 2019, the City implemented the provisions of GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* (“GASB 75”). The City is required to report the actuarially accrued cost of post-employment benefits, other than pension benefits (“OPEB”), such as health and life insurance for current and future retirees. GASB 75 addresses reporting by governments that provide OPEB by measuring and recognizing net assets or liabilities, deferred outflows of resources, deferred inflows of resources, and expenses/expenditures related to OPEB provided through defined benefit OPEB plan.

The City does not offer any OPEB. The City’s employees, their spouses and survivors may be eligible for certain retiree health care benefits under health care programs provided by the State. Employees on long-term disability and their spouses also may qualify for retiree health care benefits through the State. Such individuals may obtain the health care benefits offered by the State by paying 100% of the applicable health care insurance premium, net of any subsidy provided by the State. The benefits are available to all retired participants in the State’s health care program. The City does not make payments for OPEB costs for such retirees.

FORM OF OPINION OF BOND COUNSEL

[LETTERHEAD OF GREENBERG TRAURIG, LLP]

[Closing Date]

Mayor and Council
City of Peoria, Arizona

Re: City of Peoria, Arizona General Obligation Bonds, Series 2025

We have examined copies of the proceedings of the Mayor and Council of the City of Peoria, Arizona (the “City”), and other proofs submitted to us relative to the issuance of the captioned Bonds (the “Bonds”).

In addition, we have examined such other proceedings, proofs, instruments, certificates and other documents as well as such other materials and such matters of law as we have deemed necessary or appropriate for the purposes of the opinion rendered herein below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to the original documents of all documents submitted to us as copies. As to any facts material to our opinion, we have, when relevant facts were not independently established, relied upon the aforesaid proceedings and proofs.

We are of the opinion that such proceedings and proofs show lawful authority for the sale and issuance of the Bonds pursuant to the Constitution and laws of the State of Arizona now in force, and that the Bonds are valid and legally binding obligations of the City, all of the taxable property within which is subject to the levy of a tax, without limitation as to rate or amount, to pay the principal of and interest on the Bonds.

Under existing statutes, regulations, rulings and court decisions, subject to the reliance and assumption stated in the last sentence of this paragraph, interest on the Bonds is excludable from the gross income of the owners thereof for federal income tax purposes, and interest on the Bonds is exempt from income taxation under the laws of the State of Arizona. Furthermore, interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals. In the case of the alternative minimum tax imposed by Section 55(b)(2) of the Internal Revenue Code of 1986, as amended (the “Code”), on applicable corporations (as defined in Section 59(k) of the Code), interest on the Bonds is not excluded from the determination of adjusted financial statement income. (We express no opinion regarding other tax consequences resulting from the ownership, receipt or accrual of interest on, or disposition of, the Bonds.) The Code includes requirements which the City must continue to meet after the issuance of the Bonds in order that interest on the Bonds not be included in gross income for federal income tax purposes. The failure of the City to meet these requirements may cause interest on the Bonds to be included in gross income for federal income tax purposes retroactive to their date of issuance. The Mayor and Council of the City have resolved in Resolution No. _____, adopted by the Mayor and Council of the City on April 22, 2025, to take the actions required by the Code in order to maintain the exclusion from gross income for federal income tax purposes of interest on the Bonds. (Subject to the same limitations in the penultimate paragraph hereof, the City has full legal power and authority to comply with such covenants.) In rendering the opinion expressed above, we have assumed continuing compliance with the tax covenants referred to above that must be met after the issuance of the Bonds in order that interest on the Bonds not be included in gross income for federal tax purposes.

The rights of the holders of the Bonds and the enforceability of those rights may be subject to bankruptcy, insolvency, reorganization, moratorium and similar laws affecting creditors' rights. The enforcement of such rights may also be subject to the exercise of judicial discretion in accordance with general principles of equity.

This opinion represents our legal judgment based upon our review of the law and the facts we deem relevant to render such opinion and is not a guarantee of a result. This opinion is given as of the date hereof, and we assume no obligation to review or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Respectfully submitted,

FORM OF CONTINUING DISCLOSURE UNDERTAKING

CONTINUING DISCLOSURE UNDERTAKING

\$____,000*
CITY OF PEORIA, ARIZONA
GENERAL OBLIGATION BONDS, SERIES 2025

This Continuing Disclosure Undertaking (this “Undertaking”) is executed and delivered by the City of Peoria, Arizona (the “City”), in connection with the sale and issuance of \$____,000* principal amount of City of Peoria, Arizona General Obligation Bonds, Series 2025 (the “Bonds”). The Bonds are being issued pursuant to a resolution adopted by the Mayor and Council of the City on April 22, 2025 (the “Bond Resolution”). The City covenants and agrees as follows:

1. **Definitions.** In addition to those defined hereinabove, the terms set forth below shall have the following meanings in this Undertaking, unless the context clearly otherwise requires:

“*Annual Financial Information*” means the financial information and operating data set forth in Exhibit I.

“*Annual Financial Information Disclosure*” means the dissemination of disclosure concerning Annual Financial Information and the dissemination of the Audited Financial Statements as set forth in Section 4.

“*Audited Financial Statements*” means the audited financial statements of the City prepared pursuant to the standards and as described in Exhibit I.

“*Commission*” means the Securities and Exchange Commission.

“*Dissemination Agent*” means any agent designated as such in writing by the City and which has filed with the City a written acceptance of such designation, and such agent’s successors and assigns.

“*EMMA*” means the Electronic Municipal Market Access system of the MSRB. Information regarding submissions to EMMA is available at <http://emma.msrb.org>.

“*Exchange Act*” means the Securities Exchange Act of 1934, as amended.

“*Final Official Statement*” means the Final Official Statement relating to the Bonds, dated _____, 2025.

“*Financial Obligation*” means 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 MSRB consistent with the Rule.

“*GAAP*” means generally accepted accounting principles, as applied to governmental units as modified by the laws of the State.

“*Listed Event*” means the events set forth in Exhibit II.

“*Listed Events Disclosure*” means dissemination of disclosure concerning a Listed Event as set forth in Section 5.

* Subject to change. See “MODIFICATION OF MATURITY SCHEDULE AND PAR AMOUNT” in the Notice.

“MSRB” means the Municipal Securities Rulemaking Board.

“Participating Underwriter” means each broker, dealer or municipal securities dealer acting as an underwriter in the primary offering of the Bonds.

“Rule” means Rule 15c2-12 adopted by the Securities and Exchange Commission under the Exchange Act.

“State” means the State of Arizona.

2. Purpose of this Undertaking. This Undertaking is executed and delivered by the City as of the date set forth below for the benefit of the beneficial owners of the Bonds and in order to assist the Participating Underwriter in complying with the requirements of the Rule. The City represents that it will be the only obligated person with respect to the Bonds at the time the Bonds are delivered to the Participating Underwriter and that no other person is expected to become so committed at any time after such delivery of the Bonds.

3. CUSIP Numbers. The CUSIP Numbers of the Bonds are as follows:

CUSIP No. (Base 712838)	Maturity Date (July 15)
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4. Annual Financial Information Disclosure. Subject to Section 8 of this Undertaking, the City shall disseminate its Annual Financial Information and its Audited Financial Statements, if any (in the form and by the dates set forth in Exhibit I), through EMMA.

If any part of the Annual Financial Information can no longer be generated because the operations to which it is related have been materially changed or discontinued, the City will disseminate a statement to such effect as part of its Annual Financial Information for the year in which such event first occurs.

If any amendment is made to this Undertaking, the Annual Financial Information for the year in which such amendment is made shall contain a narrative description of the reasons for such amendment and its impact on the type of information being provided.

5. Listed Events Disclosure. Subject to Section 8 of this Undertaking, the City shall disseminate in a timely manner, but not more than ten (10) business days after the occurrence of the event, Listed Events Disclosure through EMMA. Whether events subject to the standard “material” would be material shall be determined under applicable federal securities laws.

6. Consequences of Failure of the City to Provide Information. The City shall give notice in a timely manner through EMMA of any failure to provide Annual Financial Information Disclosure when the same is due hereunder.

In the event of a failure of the City to comply with any provision of this Undertaking, the beneficial owner of any Bond may seek mandamus or specific performance by court order, to cause the City to comply with its obligations under this Undertaking. A default under this Undertaking shall not be deemed an event of default under the Bond Resolution, and the sole remedy available to such owners of the Bonds under this Undertaking in the event of any failure of the City to comply with this Undertaking shall be an action to compel performance.

7. Amendments; Waiver. Notwithstanding any other provision of this Undertaking, the City by certified resolution or ordinance authorizing such amendment or waiver, may amend this Undertaking, and any provision of this Undertaking may be waived only if:

(a) The 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 City, or type of business conducted;

(b) 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, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver does not materially impair the interests of the beneficial owners of the Bonds, as determined by parties unaffiliated with the City or by approving vote of the owners of the Bonds at the time of the amendment.

The Annual Financial Information 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 an accounting principle to be followed in preparing financial statements and such changes are material, the Annual Financial Information 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. Such comparison shall include a qualitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles in the presentation of the financial information in order to provide information to investors to enable them to evaluate the ability of the City to meet its obligations. To the extent reasonably feasible, such comparison also shall be quantitative. If the accounting principles of the City change or the fiscal year of the City changes, the City shall file a notice of such change in the same manner as for a notice of Listed Event.

8. Non-Appropriation. The performance by the City of its obligations in this Undertaking shall be subject to the annual appropriation of any funds that may be necessary to permit such performance. In the event of a failure by the City to comply with its covenants under this Undertaking due to a failure to appropriate the necessary funds, the City covenants to provide prompt notice of such fact to the MSRB through EMMA, in a format prescribed by the MSRB.

9. Termination of Undertaking. This Undertaking shall be terminated hereunder if the City shall no longer have liability for any obligation on or relating to repayment of the Bonds under the Bond Resolution.

10. Dissemination Agent. The City may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Undertaking, and may discharge any such Agent, with or without appointing a successor Dissemination Agent.

11. Additional Information. Nothing in this Undertaking shall be deemed to prevent the City 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 Financial Information Disclosure or notice of occurrence of a Listed Event, in addition to that which is required by this Undertaking. If the City chooses to include any information from any document or notice of occurrence of a Listed Event in addition to that which is specifically required by this Undertaking, the City shall have no obligation under this Undertaking to update such information or include it in any future Annual Financial Information Disclosure or Listed Events Disclosure.

12. Beneficiaries. This Undertaking has been executed in order to assist the Participating Underwriter in complying with the Rule; however, this Undertaking shall inure solely to the benefit of the City, the Dissemination Agent, if any, and the beneficial owners of the Bonds, and shall create no rights in any other person or entity.

13. Recordkeeping. The City shall maintain records of all Annual Financial Information Disclosure and Listed Events Disclosure including the content of such disclosure, the names of the entities with whom such disclosure was filed and the date of filing such disclosure.

14. Governing Law. This Undertaking shall be governed by the laws of the State.

DATED: [Closing Date]

CITY OF PEORIA, ARIZONA

By.....
Chief Financial Officer

ATTEST:

.....
City Clerk

APPROVED AS TO FORM:

.....
City Attorney

EXHIBIT I

ANNUAL FINANCIAL INFORMATION AND TIMING AND AUDITED FINANCIAL STATEMENTS

“Annual Financial Information” means financial information and operating data of the type contained in the Final Official Statement in Tables 2, 4, 6, 9 and 12-16 (in each case, actual results for most recently completed fiscal year only).

All or a portion of the Annual Financial Information and the Audited Financial Statements as set forth below may be included by reference to other documents which have been submitted through EMMA or filed with the Commission. If the information included by reference is contained in a final official statement, the final official statement must be available from the MSRB. The City shall clearly identify each such item of information included by reference.

Annual Financial Information exclusive of Audited Financial Statements will be provided through EMMA by February 1 of each year, commencing February 1, 2026. Audited Financial Statements as described below should be filed at the same time as the Annual Financial Information. If Audited Financial Statements are not available when the Annual Financial Information is filed, unaudited financial statements shall be included, to be followed up by Audited Financial Statements within 30 days after availability to the City.

Audited Financial Statements will be prepared according to GAAP.

If any change is made to the Annual Financial Information as permitted by Section 4 of this Undertaking, the City will disseminate a notice of such change as required by Section 4, including changes in fiscal year or GAAP.

EXHIBIT II

EVENTS FOR WHICH LISTED EVENTS DISCLOSURE IS REQUIRED

1. Principal and interest payment delinquencies.
2. Non-payment related defaults, if material.
3. Unscheduled draws on debt service reserves reflecting financial difficulties.
4. Unscheduled draws on credit enhancements reflecting financial difficulties.
5. Substitution of credit or liquidity providers, or their failure to perform.
6. 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, in each case, with respect to the tax status of the security, or other material events affecting the tax status of the security.
7. Modifications to the rights of security holders, if material.
8. Bond calls, if material, or tender offers.
9. Defeasances.
10. Release, substitution or sale of property securing repayment of the securities, if material.
11. Rating changes.
12. Bankruptcy, insolvency, receivership or similar events of the City, being if any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the City 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 City, 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 City.
13. The consummation of a merger, consolidation or acquisition involving the City or the sale of all or substantially all of the assets of the City, 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.
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material.
15. Incurrence of a Financial Obligation of the City, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the City, any of which affect security holders, if material.
16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the City, any of which reflect financial difficulties.

**ANNUAL COMPREHENSIVE FINANCIAL REPORT
OF THE
CITY OF PEORIA, ARIZONA
FOR THE FISCAL YEAR ENDED JUNE 30, 2024**

BOOK-ENTRY-ONLY SYSTEM

THE INFORMATION PROVIDED IN THIS APPENDIX HAS BEEN PROVIDED BY DTC. NO REPRESENTATION IS MADE BY THE CITY, THE FINANCIAL ADVISOR, BOND COUNSEL OR THE BOND REGISTRAR AND PAYING AGENT AS TO THE ACCURACY OR ADEQUACY OF SUCH INFORMATION PROVIDED BY DTC OR AS TO THE ABSENCE OF MATERIAL ADVERSE CHANGES IN SUCH INFORMATION SUBSEQUENT TO THE DATE HEREOF.

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.

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 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 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 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 City 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 City 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 City, 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 City 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 City 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 City 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 appendix concerning DTC and DTC's book-entry system has been obtained from sources that the City believes to be reliable, but the City takes no responsibility for the accuracy thereof.