

NEW ISSUE-BOOK-ENTRY-ONLY

**RATINGS: AGM Insured S&P “AA”, Moody’s “A2”
Moody’s Underlying Rating “Baa3”**

See “MUNICIPAL BOND RATINGS” AND “MUNICIPAL BOND INSURANCE”

Delivery of the Bonds is subject to the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel to the District, to the effect that interest on the Bonds will be excludable from gross income for federal income tax purposes under statutes, regulations, published rulings and court decisions existing on the date thereof, subject to the matters described under “TAX MATTERS” herein.

THE DISTRICT HAS DESIGNATED THE BONDS AS QUALIFIED TAX-EXEMPT OBLIGATIONS. See “TAX MATTERS - Qualified Tax-Exempt Obligations for Financial Institutions” herein.

\$3,000,000

COTTONWOOD CREEK MUNICIPAL UTILITY DISTRICT NO. 1

(A Political Subdivision of the State of Texas Located in Travis County, Texas)

UNLIMITED TAX BONDS, SERIES 2019

Dated: August 13, 2019

Due: September 1, as shown on the inside cover page

Interest on the \$3,000,000 Cottonwood Creek Municipal Utility District No. 1 Unlimited Tax Bonds, Series 2019 (the “Bonds”) will accrue from the date of initial delivery of the Bonds, as defined below, and is payable March 1, 2020 and each September 1 and March 1 thereafter until the earlier of maturity or redemption, and will be calculated on the basis of a 360-day year comprised of twelve 30-day months. The Bonds will be issued in fully registered form only, without coupons, in denominations of \$5,000 or any integral multiple thereof, and 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, acting as securities depository for the Bonds until DTC resigns or is discharged. The Bonds initially will be available to purchasers in book-entry form only. So long as Cede & Co., as the nominee of DTC, is the registered owner of the Bonds, principal of and interest on the Bonds will be payable by the paying agent to DTC, which will be solely responsible for making such payment to the beneficial owners of the Bonds. The initial paying agent/registrars for the Bonds is UMB Bank, N.A., Austin, Texas (the “Paying Agent” or “Paying Agent/Registrar”). The Bonds are obligations solely of Cottonwood Creek Municipal Utility District No. 1 (the “District”) and are not obligations of the City of Manor, Texas; Travis County, Texas; the State of Texas; or any entity other than the District.

The scheduled payment of principal of and interest on the Bonds when due will be guaranteed under a municipal bond insurance policy to be issued concurrently with the delivery of the Bonds by **ASSURED GUARANTY MUNICIPAL CORP.** See “MUNICIPAL BOND INSURANCE.”



**MATURITY SCHEDULE, INTEREST RATES, INITIAL YIELDS,
REDEMPTION PROVISIONS and CUSIP NUMBERS**

(see inside cover page)

The Bonds, when issued, will constitute valid and legally binding obligations of the District and will be payable solely from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property within the District. See “THE BONDS - Source of and Security for Payment.” This cover page contains information for quick reference only and is not a summary of the Bonds. Potential investors must read this entire Official Statement to obtain information essential to making an informed investment decision. **INVESTMENT IN THE BONDS IS SUBJECT TO CERTAIN INVESTMENT CONSIDERATIONS DESCRIBED HEREIN.** See “INVESTMENT CONSIDERATIONS” herein.

The Bonds are offered by the initial purchaser of the Bonds (the “Initial Purchaser”) subject to prior sale, when, as and if issued by the District and accepted by the Initial Purchaser, subject, among other things to the approval of the initial bond by the Attorney General of Texas and the approval of certain legal matters by McCall, Parkhurst & Horton L.L.P., Austin, Texas, Bond Counsel to the District. Delivery of the Bonds is expected through the facilities of DTC on or about August 13, 2019 (the “Date of Delivery”) in Austin, Texas.

MATURITIES
(Due September 1)

CUSIP Prefix: 221843

Due	Principal Amount	Interest Rate ^(a)	Initial Reoffering Yield ^(b)	CUSIP Suffix ^(c)	Due	Principal Amount	Interest Rate ^(a)	Initial Reoffering Yield ^(b)	CUSIP Suffix ^(c)	
2020	\$ 40,000	3.000%	1.700%	EW1	2025	\$ 60,000	3.000%	2.000%	FB6	
2021	40,000	3.000%	1.750%	EX9	2026	65,000	3.000%	2.100%	FC4	
2022	50,000	3.000%	1.800%	EY7	2027 *	70,000	3.000%	2.200%	FD2	
2023	50,000	3.000%	1.850%	EZ4	2028 *	120,000	3.000%	2.300%	FE0	
2024	55,000	3.000%	1.900%	FA8	2029 *	120,000	3.000%	2.400%	FF7	
\$245,000 3.000% ^(a) Term Bond due September 1, 2031* Yield 2.600% ^(b) CUSIP Suffix FH3 ^(c) \$645,000 3.000% ^(a) Term Bond due September 1, 2036* Yield 3.000% ^(b) CUSIP Suffix FN0 ^(c) \$425,000 3.000% ^(a) Term Bond due September 1, 2039* Yield 3.050% ^(b) CUSIP Suffix FR1 ^(c) \$1,015,000 3.000% ^(a) Term Bond due September 1, 2042* Yield 3.100% ^(b) CUSIP Suffix FU4 ^(c)										

* Redemption Provisions: The District reserves the right to redeem, prior to maturity, in integral multiples of \$5,000, those Bonds maturing on and after September 1, 2028 in whole or from time to time in part, on September 1, 2027, or on any date thereafter at a price of par plus accrued interest from the most recent interest payment date to the date fixed for redemption. The Bonds maturing September 1, 2031, September 1, 2036, September 1, 2039, and September 1, 2042 (the "Term Bonds") are also subject to mandatory sinking fund redemption. See "THE BONDS - Redemption."

- (a) After requesting competitive bids for purchase of the Bonds, the District has accepted the lowest bid to purchase the Bonds, bearing interest as shown, at a price of 98.088447% of par, resulting in a net effective interest rate to the District of 3.119335%.
- (b) The initial reoffering yields indicated represent the lower of the yields resulting when priced to maturity or the first redemption date. The initial yields at which the Bonds will be priced will be established by and will be the sole responsibility of the Initial Purchaser. The yields may be changed at any time at the discretion of the Initial Purchaser.
- (c) CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by S&P Global Market Intelligence on behalf of the American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services provided by CUSIP Global Services. Neither the Initial Purchaser, the District, nor the Financial Advisor is responsible for the selection or correctness of the CUSIP numbers set forth herein. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part as a result of the procurement of secondary market portfolio insurance or other similar enhancements by investors that is applicable to all or a portion of certain maturities of the Bonds.

Assured Guaranty Municipal Corp. ("AGM") makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, AGM has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding AGM supplied by AGM and presented under the heading "MUNICIPAL BOND INSURANCE" and "Appendix C – Specimen Municipal Bond Insurance Policy."

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USE OF INFORMATION IN OFFICIAL STATEMENT

This Official Statement does not alone constitute, and is not authorized by the District for use in connection with, an offer to sell or the solicitation of any offer to buy in any state in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

All of the summaries of the statutes, orders, contracts, records, and engineering and other related reports set forth in the Official Statement are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions, and reference is made to such documents, copies of which are available from the Financial Advisor, for further information.

This Official Statement contains, in part, estimates, assumptions and matters of opinion which are not intended as statements of fact, and no representation is made as to the correctness of such estimates, assumptions, or matters of opinion, or as to the likelihood that they will be realized. Any information and expressions of opinion herein contained are subject to change without notice, and neither the delivery of the "Official Statement" nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the District or the other matters described herein since the date hereof. However, the District has agreed to keep the "Official Statement" current by amendment or sticker to reflect material changes in the affairs of the District, to the extent that information actually comes to its attention, until delivery of the Bonds to the Initial Purchaser and thereafter only as specified in "OFFICIAL STATEMENT - Updating the Official Statement During Underwriting Period" and "CONTINUING DISCLOSURE OF INFORMATION."

NEITHER THE DISTRICT NOR THE FINANCIAL ADVISOR MAKES ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT REGARDING THE DEPOSITORY TRUST COMPANY OR ITS BOOK-ENTRY-ONLY SYSTEM.

THE CONTENTS OF THIS OFFICIAL STATEMENT ARE NOT TO BE CONSTRUED AS LEGAL, BUSINESS, OR TAX ADVICE, AND PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN ATTORNEYS AND BUSINESS AND TAX ADVISORS.

SALE AND DISTRIBUTION OF THE BONDS

Award of the Bonds

After requesting competitive bids for the Bonds, the District has accepted the bid of Robert W. Baird & Co., Inc. (the "Initial Purchaser") to purchase the Bonds at the interest rates shown on the inside cover page of this Official Statement at a price of 98.088447% of par. No assurance can be given that any trading market will be developed for the Bonds after their sale by the District to the Initial Purchaser. The District has no control over the price at which the Bonds are subsequently sold, and the initial yields at which the Bonds are priced and reoffered are established by and are the sole responsibility of the Initial Purchaser.

On April 1, 2019, Baird Financial Corporation, the parent company of Baird, acquired HL Financial Services, LLC, its subsidiaries, affiliates and assigns (collectively "Hilliard Lyons"). As a result of such common control, Baird, Hilliard Lyons and Hilliard Lyons Trust Company are now affiliated. It is expected that Hilliard Lyons will merge with and into Baird later in 2019.

Prices and Marketability

The delivery of the Bonds is conditioned upon the receipt by the District of a certificate executed and delivered by the Initial Purchaser on or before the date of delivery of the Bonds stating the prices at which a substantial amount of the Bonds of each maturity has been sold to the public. For this purpose, the term "public" shall not include any person who is a bond house, broker or similar person acting in the capacity of underwriter or wholesaler. Otherwise, the District has no understanding with the Initial Purchaser regarding the reoffering yields or prices of the Bonds. Information concerning reoffering yields or prices is the responsibility of the Initial Purchaser.

The prices and other terms with respect to the offering and sale of the Bonds may be changed from time-to time by the Initial Purchaser after the Bonds are released for sale, and the Bonds may be offered and sold at prices other than the initial offering prices, including sales to dealers who may sell the Bonds into investment accounts. In connection with the offering of the Bonds, the Initial Purchaser may over-allot or effect transactions which stabilize or maintain the market prices or the Bonds at levels above those which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

The District has no control over trading of the Bonds in the secondary market. Moreover, there is no guarantee that a secondary market will be made in the Bonds. In such a secondary market, the difference between the bid and asked price of utility district bonds may be greater than the difference between the bid and asked price of bonds of comparable maturity and quality issued by more traditional municipal entities, as bonds of such entities are more generally bought, sold or traded in the secondary market.

Securities Laws

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "SEC") NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE BONDS OR PASSED UPON THE ACCURACY OR ADEQUACY OF THE OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

No registration statement relating to the offer and sale of the Bonds has been filed with the SEC under the Securities Act of 1933, as amended, in reliance upon the exemptions provided thereunder. The Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Bonds been registered or qualified under the securities laws of any other jurisdiction. The District assumes no responsibility for registration of the Bonds under the securities laws of any other jurisdiction in which the Bonds may be offered, sold or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions in such other jurisdiction.

The statements contained in the Official Statement and in other information provided by the District that are not purely historical are forward-looking statements, including regarding the District's expectations, hopes, intentions or strategies regarding the future. All forward-looking statements included in this Official Statement are based on information available to the District on the date hereof, and the District assumes no obligation to update any such forward-looking statements. See "INVESTMENT CONSIDERATIONS- Forward-Looking Statements."

Any references to website addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not a part of, this Official Statement.

MUNICIPAL BOND RATINGS

S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC ("S&P") and Moody's Investors Service, Inc. ("Moody's") are expected to assign ratings of "AA" (stable outlook) and "A2" (stable outlook), respectively, to the Bonds, as a result of a municipal bond insurance policy issued by Assured Guaranty Municipal Corp. ("AGM" or the "Insurer") at the time of delivery of the Bonds. Additionally, Moody's has assigned an underlying rating of "Baa3" to the Bonds.

An explanation of the significance of a rating may be obtained from the company furnishing the rating. The rating reflects only the respective view of such company, and the District makes no representation as to the appropriateness of the rating. There is no assurance that such rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by such rating company, if, in the judgment of such company, circumstances so warrant. Any such downward revision or withdrawal of such rating may have an adverse effect on the market price of the Bonds.

MUNICIPAL BOND INSURANCE

Bond Insurance Policy

Concurrently with the issuance of the Bonds, Assured Guaranty Municipal Corp. ("AGM") will issue its Municipal Bond Insurance Policy for the Bonds (the "Policy"). The Policy guarantees the scheduled payment of principal of and interest on the Bonds when due as set forth in the form of the Policy included as an appendix to this Official Statement.

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

Assured Guaranty Municipal Corp.

AGM is a New York domiciled financial guaranty insurance company and an indirect subsidiary of Assured Guaranty Ltd. ("AGL"), a Bermuda-based holding company whose shares are publicly traded and are listed on the New York Stock Exchange under the symbol "AGO". AGL, through its operating subsidiaries, provides credit enhancement products to the U.S. and global public finance, infrastructure and structured finance markets. Neither AGL nor any of its shareholders or affiliates, other than AGM, is obligated to pay any debts of AGM or any claims under any insurance policy issued by AGM.

AGM's financial strength is rated "AA" (stable outlook) by S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC ("S&P"), "AA+" (stable outlook) by Kroll Bond Rating Agency, Inc. ("KBRA") and "A2" (stable outlook) by Moody's Investors Service, Inc. ("Moody's"). Each rating of AGM should be evaluated independently. An explanation of the significance of the above ratings may be obtained from the applicable rating agency. The above ratings are not recommendations to buy, sell or hold any security, and such ratings are subject to revision or withdrawal at any time by the rating agencies, including withdrawal initiated at the request of AGM in its sole discretion. In addition, the rating agencies may at any time change AGM's long-term rating outlooks or place such

ratings on a watch list for possible downgrade in the near term. Any downward revision or withdrawal of any of the above ratings, the assignment of a negative outlook to such ratings or the placement of such ratings on a negative watch list may have an adverse effect on the market price of any security guaranteed by AGM. AGM only guarantees scheduled principal and scheduled interest payments payable by the issuer of bonds insured by AGM on the date(s) when such amounts were initially scheduled to become due and payable (subject to and in accordance with the terms of the relevant insurance policy), and does not guarantee the market price or liquidity of the securities it insures, nor does it guarantee that the ratings on such securities will not be revised or withdrawn.

Current Financial Strength Ratings

On June 27, 2019, S&P announced it had affirmed AGM's financial strength rating of "AA" (stable outlook). AGM can give no assurance as to any further ratings action that S&P may take.

On December 21, 2018, KBRA announced it had affirmed AGM's insurance financial strength rating of "AA+" (stable outlook). AGM can give no assurance as to any further ratings action that KBRA may take.

On May 7, 2018, Moody's announced it had affirmed AGM's insurance financial strength rating of "A2" (stable outlook). AGM can give no assurance as to any further ratings action that Moody's may take.

For more information regarding AGM's financial strength ratings and the risks relating thereto, see AGL's Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

Capitalization of AGM

At March 31, 2019:

- The policyholders' surplus of AGM was approximately \$2,523 million.
- The contingency reserves of AGM and its indirect subsidiary Municipal Assurance Corp. ("MAC") (as described below) were approximately \$1,054 million. Such amount includes 100% of AGM's contingency reserve and 60.7% of MAC's contingency reserve.
- The net unearned premium reserves and net deferred ceding commission income of AGM and its subsidiaries (as described below) were approximately \$1,848 million. Such amount includes (i) 100% of the net unearned premium reserve and deferred ceding commission income of AGM, (ii) the net unearned premium reserves and net deferred ceding commissions of AGM's wholly owned subsidiary Assured Guaranty (Europe) plc ("AGE"), and (iii) 60.7% of the net unearned premium reserve of MAC.

The policyholders' surplus of AGM and the contingency reserves, net unearned premium reserves and deferred ceding commission income of AGM and MAC were determined in accordance with statutory accounting principles. The net unearned premium reserves and net deferred ceding commissions of AGE were determined in accordance with accounting principles generally accepted in the United States of America.

Incorporation of Certain Documents by Reference

Portions of the following documents filed by AGL with the Securities and Exchange Commission (the "SEC") that relate to AGM are incorporated by reference into this Official Statement and shall be deemed to be a part hereof:

- (i) the Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (filed by AGL with the SEC on March 1, 2019); and
- (ii) the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019 (filed by AGL with the SEC on May 10, 2019).

All consolidated financial statements of AGM and all other information relating to AGM included in, or as exhibits to, documents filed by AGL with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, excluding Current Reports or portions thereof "furnished" under Item 2.02 or Item 7.01 of Form 8-K, after the filing of the last document referred to above and before the termination of the offering of the Bonds shall be deemed incorporated by reference into this Official Statement and to be a part hereof from the respective dates of filing such documents. Copies of materials incorporated by reference are available over the internet at the SEC's website at <http://www.sec.gov>, at AGL's website at <http://www.assuredguaranty.com>, or will be provided upon request to Assured Guaranty Municipal Corp.: 1633 Broadway, New York, New York 10019, Attention: Communications Department (telephone (212) 974-0100). Except for the information referred to above, no information available on or through AGL's website shall be deemed to be part of or incorporated in this Official Statement.

Any information regarding AGM included herein under the caption “MUNICIPAL BOND INSURANCE – Assured Guaranty Municipal Corp.” or included in a document incorporated by reference herein (collectively, the “AGM Information”) shall be modified or superseded to the extent that any subsequently included AGM Information (either directly or through incorporation by reference) modifies or supersedes such previously included AGM Information. Any AGM Information so modified or superseded shall not constitute a part of this Official Statement, except as so modified or superseded.

Miscellaneous Matters

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

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OFFICIAL STATEMENT SUMMARY

The following material is qualified in its entirety by the more detailed information and financial statements appearing elsewhere in the Official Statement. The offering of the Bonds to potential investors is made only by means of the entire Official Statement. Potential investors must read this entire Official Statement to obtain information essential to making an informed investment decision. No person is authorized to detach this summary from the Official Statement or to otherwise use it without the entire Official Statement. Investment in the Bonds is subject to certain investment considerations. See "INVESTMENT CONSIDERATIONS."

THE DISTRICT

The District The District was created as Cottonwood Creek Water Control and Improvement District No. 1 by an order of the Travis County Commissioners Court on June 4, 1985 and confirmed pursuant to an election held within the District on May 7, 1988. The District was subsequently converted to a municipal utility district and its name was changed to Cottonwood Creek Municipal Utility District No. 1 (the "District"). The District is a political subdivision of the State of Texas and its conversion to a municipal utility district was approved by order of the Texas Natural Resource Conservation Commission, a predecessor to the Texas Commission on Environmental Quality (the "TCEQ" or the "Commission") on August 13, 2001. The District exists, among other purposes, for the purposes of providing, operating, and maintaining facilities to control storm water, distribute potable water, and to collect and treat wastewater and operates pursuant to Article XVI, Section 59 of the Texas Constitution and Chapters 49 and 54 of the Texas Water Code, as amended. See "THE DISTRICT – General."

The District is one of four political subdivisions, including Travis County Municipal Utility District No. 2, Wilbarger Creek Municipal Utility District No. 1 and Wilbarger Creek Municipal Utility District No. 2 (collectively, the "Participants" and individually a "Participant"), created to provide water, wastewater and storm drainage to two master planned communities comprised of approximately 1,514 acres located within Travis County, Texas. See "THE MASTER DISTRICT."

Location The District, which currently encompasses approximately 417.70 acres of land, all of which are developable, is located in Travis County approximately 11 miles northeast of downtown Austin and on the north side of U.S. Highway 290. It is northeast of and entirely within the extraterritorial jurisdiction of the City of Manor, Texas (the "City"). See "THE DISTRICT - Location."

Master District Service Area The Participants currently comprise approximately 1,514 acres (the "Service Area") which include two master planned communities (ShadowGlen and Presidential Meadows) designed to ultimately contain single-family, multi-family, commercial, retail and office development as well as recreational amenities. All of the Participants have designated Wilbarger Creek Municipal Utility District No. 2 (the "Master District") to serve as the master district and regional provider of all major water, wastewater and drainage facilities to serve the Service Area pursuant to the provisions of the Amended and Restated Contract for Financing and Operation of Regional Waste Collection, Treatment, and Disposal Facilities, Regional Water Supply and Delivery Facilities, and Regional Drainage, Including Water Quality, Facilities (the "Master District Contract"), between the Master District and the Participants. Each Participant has agreed to levy a contract tax, unlimited as to rate or amount, as necessary to pay costs under the Master District Contract, including its pro rata share of debt service on bonds issued by the Master District for the regional water, wastewater, and drainage facilities. Each Participant is responsible for constructing and financing its own internal water, wastewater, and drainage facilities. See "THE MASTER DISTRICT" and "INVESTMENT CONSIDERATIONS."

The Developer and Major Landowner The developer currently active within the District is KB Home Lone Star, Inc. ("KB Home" or the "Developer"), a Texas corporation. KB Home has purchased (or has under contract to purchase) certain single-family acreage from SVWW (as defined below) and Presidential (as defined below); although KB Home will be developing utility facilities to serve such acreage, SVWW and Presidential have retained reimbursement rights to relevant bond proceeds. SVWW Manor Limited Partnership ("SVWW") was the previous developer in the District but no longer owns any undeveloped land within the District. SVWW's affiliated entity, Presidential Meadows Limited Partnership ("Presidential"), a Texas limited partnership, is a major landowner within the District and owns approximately 86.11 developable acres. IBC Partners, Ltd., ("IBC") another landowner within the District, has retained approximately 45 acres of commercial frontage along US 290. See "THE DEVELOPERS – Description of Developer" and "THE DISTRICT – Historical and Current Status of Development."

Status of Development Development of the District commenced in October 2002. According to KB Home, as of June 1, 2019, approximately 332.46 acres (or 79.59% of the approximately 417.70 developable acres within the District) had been or were currently being developed with utility facilities as the single-family residential subdivisions of Presidential Meadows, Sections 1 through 13, encompassing a total of 1,292 developed single single-family lots, including 995 completed homes, 36 homes under construction and

261 vacant developed single-family lots. As of June 1, 2019, Presidential Meadows, Section 14 (6.39 acres; platted as 42 single-family lots) and Presidential Meadows, Section 15 (13.97 acres; platted as 85 single-family lots) were in the initial stages of construction. The District also contains commercial acreage, an amenity center, and an elementary school, which are included in the approximately 349.06 developed acreage. As of June 1, 2019, there are approximately 84.24 remaining developable acres within the District. See "THE DISTRICT - Historical and Current Status of Development."

Homebuilder..... KB Home is currently the active homebuilder within the District. According to KB Home, the homes range in price from approximately \$183,995 to \$239,995, with square footage ranging from approximately 1,234 to 2,495. See "THE DEVELOPER – Homebuilder."

THE BONDS

Description..... The Bonds in the aggregate principal amount of \$3,000,000 mature serially in varying amounts on September 1 of each year from 2020 through 2029, inclusive, and as Term Bonds which mature September 1, 2031, September 1, 2036, September 1, 2039, and September 1, 2042, as set forth on the inside cover page hereof. Interest accrues from the Date of Delivery of the Bonds, at the rates per annum set forth on the inside cover page hereof and is payable March 1, 2020 and each September 1 and March 1 thereafter until maturity or earlier redemption. The Bonds are offered in fully registered form in integral multiples of \$5,000 for any one maturity. See "THE BONDS - General Description."

Redemption..... The District reserves the right to redeem, prior to maturity, in integral multiples of \$5,000, those Bonds maturing on and after September 1, 2028, in whole or from time to time in part, on September 1, 2027, or on any date thereafter at a price of par plus accrued interest from the most recent interest payment date to the date fixed for redemption. Additionally, the Term Bonds maturing September 1, 2031, September 1, 2036, September 1, 2039, and September 1, 2042 are also subject to mandatory sinking fund redemption. See "THE BONDS - Redemption."

Source of Payment..... Principal of and interest on the Bonds are payable from the proceeds of a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District, which under Texas law is not legally limited as to rate or amount. See "TAXING PROCEDURES." **The Bonds are obligations solely of the District and are not obligations of the City of Manor, Texas; Travis County, Texas; the State of Texas; or any entity other than the District.** See "THE BONDS - Source of and Security for Payment."

Payment Record..... The Bonds constitute the fifth (5th) installment of new money bonds issued by the District. The District has also issued one series of refunding bonds. The District has never defaulted in the timely payment of principal of or interest on its previously issued obligations, entitled: \$2,500,000 Unlimited Tax Bonds, Series 2006; \$2,395,000 Unlimited Tax Refunding Bonds, Series 2013; \$2,500,000 Unlimited Tax Bonds, Series 2016; \$4,040,000 Unlimited Tax Bonds, Series 2017; and \$3,000,000 Unlimited Tax Bonds, Series 2018. See "FINANCIAL STATEMENT - Outstanding Bonds."

In addition to the direct debt obligations of the District, the District is a party to the Master District Contract under which the District has agreed to pay a pro rata share of debt service on bonds issued from time to time by the Master District for certain major facilities to provide regional water, wastewater and drainage to all Participants. Each Participant has entered into the Master District Contract. The Master District has outstanding a total of \$16,185,000 aggregate principal amount of contract tax bonds issued as the following: \$2,995,000 Unlimited Contract Tax Refunding Bonds, Series 2012; \$4,575,000 Unlimited Contract Tax Refunding Bonds, Series 2016; \$4,155,000 Unlimited Contract Tax Bonds, Series 2017; and \$4,460,000 Unlimited Contract Tax Bonds, Series 2018 (collectively, the "Outstanding Contract Bonds"). Of such Outstanding Contract Bonds, \$6,465,931 (39.95%) represents the District's pro rata share based on the 2018 Certified Assessed Valuation of the Service Area of \$424,312,875. See "THE MASTER DISTRICT – General" and "- Contract Tax Bonds." To date, the District has not defaulted on any debt service or contract payments.

Authority for Issuance..... The Bonds are issued pursuant to Article XVI, Section 59 of the Texas Constitution and the general laws of the State of Texas including Chapters 49 and 54 of the Texas Water Code, as amended; a bond election held within the District on May 3, 2003; the approving order of the TCEQ; and an order adopted by the Board of Directors of the District authorizing the issuance of the Bonds on the date of the sale of the Bonds. See "THE BONDS - Authority for Issuance."

Use of Proceeds..... The proceeds of the Bonds will be used to finance the following: (i) water, wastewater, and drainage facilities serving Presidential Meadows, Sections 7, 9, 10, and 13 and (ii) engineering and permitting costs associated with the Presidential Meadows, Sections 8 and 9 construction projects.

The remaining Bond proceeds will be used to: (i) pay developer interest; (ii) pay approximately twenty-four (24) months of capitalized interest; and (iii) pay other costs associated with the issuance of the Bonds. See "USE AND DISTRIBUTION OF BOND PROCEEDS."

Bonds Authorized But Unissued.....	At an election held within the District on May 3, 2003, voters within the District authorized a total principal amount of \$41,060,000 unlimited tax bonds for the acquisition and construction of water, wastewater, and drainage facilities. After the sale of the Bonds, \$26,020,000 in bonds for water, wastewater, and drainage facilities will remain authorized but unissued. Additionally, at the election held in the District on May 3, 2003, the voters within the District approved the issuance of unlimited tax refunding bonds in a principal amount of up to one and one-half times the principal amount of water, wastewater and drainage facilities bonds issued, of which \$61,400,000 remains authorized but unissued. Additionally, at an election held in the District on February 7, 2004, the voters within the District approved the issuance of \$5,250,000 in unlimited tax bonds for the acquisition and construction of parks and recreational facilities and unlimited tax refunding bonds in an amount not to exceed one and one-half times the amount of bonds issued for such purposes, all of which remain authorized but unissued. See "FINANCIAL STATEMENT - Outstanding Bonds and Unlimited Tax Bonds Authorized but Unissued" and "THE BONDS – Issuance of Additional Debt."
Future Debt.....	Pursuant to the Master District Contract, the District has agreed to pay a pro rata share of maintenance expenses and debt service on bonds issued from time to time by the Master District for Master District facilities. Approximately \$100,000 remains owing for the Master District facilities that are currently completed.
Municipal Bond Ratings or Insurance	Standard & Poor's Rating Service, a business unit of Standard & Poor's Financial Services LLC ("S&P") and Moody's Investors Service, Inc. ("Moody's") are expected to assign ratings of "AA" (stable outlook), "A2" (stable outlook), and "AA+" (stable outlook), respectively, to the Bonds, as a result of a municipal bond insurance policy issued by Assured Guaranty Municipal Corp. ("AGM" or the "Insurer") at the time of delivery of the Bonds. Additionally, Moody's has assigned an underlying rating of "Baa3" to the Bonds.
Qualified Tax-Exempt Obligations	The District has designated the Bonds as "qualified tax-exempt obligations" pursuant to Section 265(b) of the Internal Revenue Code of 1986, as amended, and has represented that the total amount of tax-exempt obligations (including the Bonds) issued by it during calendar year 2019 is not reasonably expected to exceed \$10,000,000. See "TAX MATTERS – Qualified Tax-Exempt Obligations for Financial Institutions."
Bond Counsel & Disclosure Counsel.....	McCall, Parkhurst & Horton L.L.P., Austin, Texas
General Counsel	Armbrust & Brown, PLLC, Austin, Texas
Financial Advisor	Public Finance Group LLC, Austin, Texas
Engineer.....	Schroeder Engineering Company, Austin, Texas
Paying Agent / Registrar	UMB Bank, N.A., Austin, Texas

INVESTMENT CONSIDERATIONS

The purchase and ownership of the Bonds involve certain investment considerations and all prospective purchasers are urged to examine carefully the Official Statement, including particularly the section captioned "INVESTMENT CONSIDERATIONS," with respect to investment in the Bonds.

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SELECTED FINANCIAL INFORMATION

2018 Certified Assessed Valuation	\$ 169,493,317	(a)
2019 Preliminary Assessed Valuation	\$ 205,356,697	(b)
Estimated Assessed Valuation as of June 1, 2019	\$ 214,937,083	(c)
Gross Debt Outstanding (after issuance of the Bonds)		
District Debt	\$ 14,190,000	(d)
Contract Debt	<u>6,465,649</u>	(e)
Total	\$ 20,655,649	
Ratio of Gross Debt to 2018 Certified Assessed Valuation		12.19%
Ratio of Gross Debt to 2019 Preliminary Assessed Valuation		10.06%
Ratio of Gross Debt to Estimated Assessed Valuation as of June 1, 2019		9.61%
2018 Tax Rate		
Debt Service	\$ 0.2698	
Maintenance	0.2302	
Contract	<u>0.3500</u>	
Total 2018 Tax Rate	<u>\$ 0.8500</u>	(f)
Debt Service Fund Balance (as of July 9, 2019)	\$ 696,591	(g)
Percentage of current tax collections - Tax Years (2002-2018)	99.20%	(h)
Percentage of total tax collections - Tax Years (2002-2018)	99.83%	(h)
Average Annual Debt Service Requirement of the Bonds and Outstanding Bonds ("Average Requirement") (2020-2042)	\$ 882,558	
Tax Rate required to pay Average Requirement based upon 2018 Certified Assessed Valuation at 95% collections	\$ 0.55	/\$100 AV
Tax Rate required to pay Average Requirement based upon 2019 Preliminary Assessed Valuation at 95% collections	\$ 0.46	/\$100 AV
Tax Rate required to pay Average Requirement based upon Estimated Assessed Valuation as of June 1, 2019 at 95% collections	\$ 0.44	/\$100 AV
Maximum Annual Debt Service Requirement of the Bonds and Outstanding Bonds ("Maximum Requirement") (2039)	\$ 957,775	
Tax Rate required to pay Maximum Requirement based upon 2018 Certified Assessed Valuation at 95% collections	\$ 0.60	/\$100 AV
Tax Rate required to pay Maximum Requirement based upon 2019 Preliminary Assessed Valuation at 95% collections	\$ 0.50	/\$100 AV
Tax Rate required to pay Maximum Requirement based upon Estimated Assessed Valuation as of June 1, 2019 at 95% collections	\$ 0.47	/\$100 AV
Number of active connections as of May 31, 2019		
Single Family - Complete and Occupied	1041	
Single Family - Builder/Vacant	<u>2</u>	
Total Number of Active Connections	1043	
Estimated Population as of May 31, 2019		3,644 (i)

- (a) Assessed valuation of the District as of January 1, 2018, as certified by the Travis Central Appraisal District ("TCAD"). See "TAXING PROCEDURES."
- (b) Preliminary assessed valuation of the District as of January 1, 2019, as provided by TCAD, is included solely for purposes of illustration. No taxes shall be levied on such assessed valuation unless it is certified by TCAD. See "TAXING PROCEDURES."
- (c) Estimated assessed valuation of the District as of June 1, 2019, as provided by TCAD, is included solely for purposes of illustration. See "TAXING PROCEDURES."
- (d) Includes the Bonds.
- (e) The District is party to a contract with the Master District whereby the District is obligated to pay a pro rata share of debt service on bonds issued from time to time by the Master District to acquire, construct, purchase, and maintain certain facilities to provide regional water, wastewater and drainage services to all Participants. The Master District has outstanding a total of \$16,185,000 aggregate principal amount of contract tax bond issues as the following: \$2,995,000 Unlimited Contract Tax Refunding Bonds, Series 2012; \$4,575,000 Unlimited Contract Tax Refunding Bonds, Series 2016; \$4,155,000 Unlimited Contract Tax Bonds, Series 2017; and \$4,460,000 Unlimited Contract Tax Bonds, Series 2018 (collectively, the "Outstanding Contract Bonds"). Of such Outstanding Contract Bonds, \$6,465,649 (39.95%) represents the District's pro rata share based on the 2018 Certified Assessed Valuation of the Service Area of \$424,280,594. See "THE MASTER DISTRICT – Contract Tax Bonds."
- (f) The District levied a 2018 total tax rate of \$0.8500 at the District's Board of Directors meeting in September 2018. See "TAXING PROCEDURES."
- (g) Unaudited as of July 9, 2019. Does not include approximately twenty-four (24) months' capitalized interest (\$187,160) included in the Bond proceeds, to be deposited into the Debt Service Fund upon closing. Neither Texas Law nor the Bond Order requires that the District maintain any particular sum in the District's Debt Service Fund.
- (h) See "TAX DATA – Tax Collections."
- (i) Based upon 3.5 residents per completed and occupied single family home.

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OFFICIAL STATEMENT
relating to
\$3,000,000
COTTONWOOD CREEK MUNICIPAL UTILITY DISTRICT NO. 1
(A Political Subdivision of the State of Texas Located in Travis County, Texas)
UNLIMITED TAX BONDS, SERIES 2019

INTRODUCTION

This Official Statement provides certain information in connection with the issuance by Cottonwood Creek Municipal Utility District No. 1 (the "District"), a political subdivision of the State of Texas (the "State"), of its \$3,000,000 Unlimited Tax Bonds, Series 2019 (the "Bonds").

The Bonds are issued pursuant to an order adopted by the Board of Directors of the District authorizing the issuance of the Bonds on the date of the sale of the Bonds (the "Bond Order"), pursuant to Article XVI, Section 59 of the Constitution and the general laws of the State, including Chapters 49 and 54 of the Texas Water Code, as amended; a bond election held within the District on May 3, 2003; and the approving order of the Texas Commission on Environmental Quality (the "TCEQ" or the "Commission").

Unless otherwise indicated, capitalized terms used in this Official Statement have the same meaning assigned to such terms in the Bond Order.

Included in this Official Statement are descriptions of the Bonds and certain information about the District and its finances. ALL DESCRIPTIONS OF DOCUMENTS CONTAINED HEREIN ARE SUMMARIES ONLY AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO EACH SUCH DOCUMENT. Copies of such documents may be obtained from the District c/o Armbrust & Brown, PLLC, 100 Congress Avenue, Suite 1300, Austin, Texas, 78701 or from the District's Financial Advisor, Public Finance Group LLC, 900 South Capital of Texas Highway, Building IV, Suite 475, West Lake Hills, Texas, 78746, upon payment of reasonable copying, mailing and handling charges.

This Official Statement speaks only as of its date, and the information contained herein is subject to change. A copy of this Official Statement will be submitted by the Initial Purchaser to the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access (EMMA) system. See "CONTINUING DISCLOSURE OF INFORMATION" and "OFFICIAL STATEMENT – Updating Official Statement During Underwriting Period" for a description of the District undertaking to provide certain information on a continuing basis.

THE BONDS

General Description

The Bonds will bear interest from the Date of Delivery, and will mature on September 1 of the years and in the principal amounts, and will bear interest at the rates per annum, set forth on the inside cover page hereof. Interest on the Bonds will be paid on March 1, 2020 and each September 1 and March 1 thereafter until maturity or earlier redemption and will be calculated on the basis of a 360-day year comprised of twelve 30-day months. The Bonds will be issued in fully registered form only, without coupons, in denominations of \$5,000 or any integral multiple thereof, and 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, acting as securities depository for the Bonds until DTC resigns or is discharged. The Bonds initially will be available to purchasers in book-entry form only. So long as Cede & Co., as the nominee of DTC, is the registered owner of the Bonds, principal of and interest on the Bonds will be payable by the paying agent to DTC, which will be solely responsible for making such payment to the beneficial owners of the Bonds. The initial paying agent for the Bonds is UMB Bank, N.A., Austin, Texas (the "Paying Agent" or "Paying Agent/Registrar").

Redemption

Optional Redemption... The District reserves the right to redeem, prior to maturity, in integral multiples of \$5,000, those Bonds maturing on and after September 1, 2028, in whole or from time to time in part, on September 1, 2027, or on any date thereafter, at a price of par plus accrued interest from the most recent interest payment date to the date fixed for redemption.

Mandatory Sinking Fund Redemption.... In addition to being subject to optional redemption, as provided above, the Bonds maturing on September 1, 2031, September 1, 2036, September 1, 2039, and September 1, 2042 (the "Term Bonds") are subject to mandatory sinking fund redemption prior to maturity in the following amounts, on the following dates and at a price of par plus accrued interest to the redemption date from amounts required to be deposited in the Debt Service Fund:

\$245,000 Term Bond Maturing September 1, 2031	
Mandatory	
Redemption	Principal
<u>Date</u>	<u>Amount</u>
2030	\$ 120,000
2031*	125,000

\$645,000 Term Bond Maturing September 1, 2036	
Mandatory	
Redemption	Principal
<u>Date</u>	<u>Amount</u>
2032	\$ 125,000
2033	125,000
2034	130,000
2035	130,000
2036*	135,000

\$425,000 Term Bond Maturing September 1, 2039	
Mandatory	
Redemption	Principal
<u>Date</u>	<u>Amount</u>
2037	\$ 140,000
2038	140,000
2039*	145,000

\$1,015,000 Term Bond Maturing September 1, 2042	
Mandatory	
Redemption	Principal
<u>Date</u>	<u>Amount</u>
2040	\$ 145,000
2041	150,000
2042*	720,000

*Stated Maturity

The principal amount of the Bonds required to be redeemed pursuant to the operation of the mandatory sinking fund redemption provisions shall be reduced, at the option of the District, by the principal amount of any Bonds of the stated maturity which, at least 50 days prior to a mandatory redemption date, (1) shall have been acquired by the District, at a price not exceeding the principal amount of such Bonds plus accrued interest to the date of purchase thereof, and delivered to the Paying Agent for cancellation, (2) shall have been purchased and cancelled by the Paying Agent at the request of the District, with monies in the Debt Service Fund at a price not exceeding the principal amount of the Bonds plus accrued interest to the date of purchase thereof, or (3) shall have been redeemed pursuant to the optional redemption provisions and not theretofore credited against a mandatory sinking fund redemption requirement.

Notice of Redemption . . . At least 30 calendar days prior to the date fixed for any optional redemption of Bonds or portions thereof prior to maturity a written notice of such redemption shall be sent by the Paying Agent by United States mail, first-class postage prepaid to the registered owner of each Bond to be redeemed at its address as it appeared on the 45th calendar day prior to such redemption date and to major securities depositories and bond information services.

The Bonds of a denomination larger than \$5,000 may be redeemed in part (\$5,000 or any multiple thereof). Any Bond to be partially redeemed must be surrendered in exchange for one or more new Bonds of the same maturity for the unredeemed portion of the principal of the Bonds so surrendered. In the event of redemption of less than all of the Bonds, the particular Bonds to be redeemed shall be selected by the District, if less than all of the Bonds of a particular maturity are to be redeemed; the Paying Agent is required to select the Bonds of such maturity to be redeemed by lot or other customary method.

With respect to any optional redemption of the Bonds, unless certain prerequisites to such redemption required by the Bond Order have been met and money sufficient to pay the principal of and premium, if any, and interest on the Bonds to be redeemed will have been received by the Paying Agent prior to the giving of such notice of redemption, such notice will state that said redemption may, at the option of the District, be conditional upon the satisfaction of such prerequisites and receipt of such money by the Paying Agent on or prior to the date fixed for such redemption, or upon any prerequisite set forth in such notice of redemption. If a conditional notice of redemption is given and such prerequisites to the redemption are not fulfilled, such notice will be of no force and effect, the District will not redeem such Bonds, and the Paying Agent will give notice in the manner in which the notice of redemption was given, to the effect that the Bonds have not been redeemed.

Selection of Bonds for Redemption

If less than all of the Bonds are called for redemption, the particular Bonds, or portions thereof, to be redeemed shall be selected and designated by the District, and if less than all of a maturity, or sinking fund installment in the case of Term Bonds, is to be redeemed, the Paying Agent/Registrar shall determine by lot or other customary random method the Bonds, or portions thereof within such maturity to be redeemed (provided that a portion of a Bond may be redeemed only in integral multiples of \$5,000 principal amount); provided, that during any period in which ownership of the Bonds is determined only by a book entry at a securities depository for the Bonds, if fewer than all of the Bonds of the same maturity, or sinking fund installment in the case of Term Bonds, and bearing the same interest rate are to be redeemed, the particular Bonds of such maturity, such interest rate and such sinking fund installment in the case of the Term Bonds shall be selected in accordance with the arrangements between the District and the securities depository.

DTC Redemption Provision

The Paying Agent/Registrar and the District, so long as a book-entry-only system is used for the Bonds, will send any notice of optional redemption, notice of proposed amendment to the Bond Order or other notices with respect to the Bonds only to DTC. Any failure by DTC to advise any DTC Participant, as herein defined, or of any Direct Participant or Indirect Participant, as herein defined, to notify the beneficial owner, shall not affect the validity of the redemption of Bonds called for redemption or any other action premised on any such notice. Redemption of portions of the Bonds by the District will reduce the outstanding principal amount of such Bonds held by DTC. In such event, DTC may implement, through its book-entry-only system, a redemption of such Bonds held for the account of DTC Participants in accordance with its rules or other agreements with DTC Participants and then Direct Participants and Indirect Participants may implement a redemption of such Bonds and such redemption will not be conducted by the District or the Paying Agent/Registrar. Neither the District nor the Paying Agent/Registrar will have any responsibility to the DTC Participants. Neither the District nor the Paying Agent/Registrar will have any responsibility to the DTC Participants, Indirect Participants or the persons for whom DTC Participants act as nominees, with respect to the payments on the Bonds or the providing of notice to Direct Participants, Indirect Participants, or beneficial owners of the selection of portions of the Bonds for redemption.

Termination of Book-Entry-Only System

The District is initially utilizing the book-entry-only system of DTC ("Book-Entry-Only-System"). See "BOOK-ENTRY-ONLY SYSTEM." In the event that the Book-Entry-Only System is discontinued by DTC or the District, the following provisions will be applicable to the Bonds.

Payment . . . Principal of the Bonds will be payable at maturity to the registered owners as shown by the registration books maintained by the Paying Agent upon presentation and surrender of the Bonds to the Paying Agent at the designated office for payment of the Paying Agent in Austin, Texas (the "Designated Payment/Transfer Office"). Interest on the Bonds will be payable by check or draft, dated as of the applicable interest payment date, sent by the Paying Agent by United States mail, first-class, postage prepaid, to the registered owners at their respective addresses shown on such records, or by such other method acceptable to the Paying Agent requested by registered owner at the risk and expense of the registered owner. If the date for the payment of the principal of or interest on the Bonds falls on a Saturday, Sunday, legal holiday, or day on which banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent is located are required or authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday, or day on which banking institutions are required or authorized to close, and payment on such date shall for all purposes be deemed to have been made on the original date payment was due.

Registration . . . If the Book-Entry-Only System is discontinued, the Bonds may be transferred and re-registered on the registration books of the Paying Agent only upon presentation and surrender thereof to the Paying Agent at the Designated Payment/Transfer Office. A Bond also may be exchanged for a Bond or Bonds of like maturity and interest and having a like aggregate principal amount or maturity amount, as the case may, upon presentation and surrender at the Designated Payment/Transfer Office. All Bonds surrendered for transfer or exchange must be endorsed for assignment by the execution by the registered owner or his duly authorized agent of an assignment form on the Bonds or other instruction of transfer acceptable to the Paying Agent. Transfer and exchange of Bonds will be without expense or service charge to the registered owner, except for any tax or other governmental charges required to be paid with respect to such transfer or exchange. A new Bond or Bonds, in lieu of the Bond being transferred or exchanged, will be delivered by the Paying Agent to the registered owner, at the Designated Payment/Transfer Office of the Paying Agent or by United States mail, first-class, postage prepaid. To the extent possible, new Bonds issued in an exchange or transfer of Bonds will be delivered to the registered owner not more than three (3) business days after the receipt of the Bonds to be canceled in the exchange or transfer in the denominations of \$5,000 or any integral multiple thereof.

Limitation on Transfer of Bonds . . . Neither the District nor the Paying Agent shall be required to make any transfer, conversion or exchange to an assignee of the registered owner of the Bonds (i) during the period commencing on the close of business on the fifteenth (15th) (whether or not a business day) calendar day of the month preceding each interest payment date (the "Record Date") and ending with the opening of business on the next following principal or interest payment date or (ii) with respect to any Bond called for redemption, in whole or in part, within forty-five (45) days of the date fixed for redemption; provided, however, such limitation of transfer shall not be applicable to an exchange by the registered owner of the uncalled balance of a Bond.

Replacement Bonds . . . If a Bond is mutilated, the Paying Agent will provide a replacement Bond in exchange for the mutilated bond. If a Bond is destroyed, lost or stolen, the Paying Agent will provide a replacement Bond upon (i) the filing by the registered owner with the Paying Agent of evidence satisfactory to the Paying Agent of the destruction, loss or theft of the Bond and the authenticity of the registered owner's ownership and (ii) the furnishing to the Paying Agent of indemnification in an amount satisfactory to hold the District and the Paying Agent harmless. All expenses and charges associated with such indemnity and with the preparation, execution and delivery of a replacement Bond must be borne by the registered owner. The provisions of the Bond Order relating to the replacement Bonds are exclusive and to the extent lawful, preclude all other rights and remedies with respect to the replacement and payment of mutilated, destroyed, lost or stolen Bonds.

Authority for Issuance

At an election held within the District on May 3, 2003, voters within the District authorized the issuance of a total of \$41,060,000 in unlimited tax bonds for the acquisition and construction of water, wastewater and drainage facilities (the "Bond Election). The Bonds constitute the fifth (5th) installment of new money unlimited tax bonds issued by the District. After the sale of the Bonds, \$26,020,000 principal amount of District bonds will remain authorized but unissued for water, wastewater and drainage facilities. The Bonds are issued pursuant to the Bond Election,

the terms and provisions of the Bond Order; Chapters 49 and 54 of the Texas Water Code, as amended, and Article XVI, Section 59 of the Texas Constitution. The issuance of the Bonds has been approved by an order of the TCEQ.

Source of and Security for Payment

The Bonds will be payable from and secured by a pledge of the proceeds of a continuing, direct, annual ad valorem tax without legal limitation as to rate or amount levied against all taxable property located within the District. The Board covenants in the Bond Order that, while any of the Bonds are outstanding and the District is in existence, it will levy an annual ad valorem tax and will undertake to collect such a tax against all taxable property within the District at a rate from year to year sufficient, full allowance being made for anticipated delinquencies, together with revenues and receipts from other sources which are legally available for such purposes, to pay interest on the Bonds as it becomes due, to provide a sinking fund for the payment of principal of the Bonds when due or the redemption price at any earlier required redemption date, to pay when due any other contractual obligations of the District payable in whole or in part from taxes, and to pay the expenses of assessing and collecting such tax. The net proceeds from taxes levied to pay debt service on the Bonds are required to be placed in a special account of the District designated its "Debt Service Fund" for the Bonds. The Bond Order provides for the termination of the pledge of taxes when and if the City of Manor, Texas (the "City") annexes and dissolves the District and assumes all debts and liabilities of the District.

The District is located entirely within the extraterritorial jurisdiction of the City. Under prior Texas law, a municipality could annex and dissolve a municipal utility district located within its extraterritorial jurisdiction without consent of the district or its residents. Under House Bill 347 approved during the 86th Regular Legislative Session ("HB 347"), (a) a municipality may annex a district with a population of less than 200 residents only if: (i) the municipality obtains consent to annex the district through a petition signed by more than 50% of the registered voters of the district, and (ii) if the registered voters in the area to be annexed do not own more than 50% of the land in the area, a petition has been signed by more than 50% of the landowners consenting to the annexation; and (b) a municipality may annex a district with a population of 200 residents or more only if: (i) such annexation has been approved by a majority of those voting in an election held for that purpose within the area to be annexed, and (ii) if the registered voters in the area to be annexed do not own more than 50% of the land in the area, a petition has been signed by more than 50% of the landowners consenting to the annexation. Notwithstanding the foregoing, a municipality may annex an area if each owner of land in the area requests the annexation. As of April 30, 2019, the District had an estimated population of 3,591, thus triggering the voter approval and/or landowner consent requirements discussed in clause (b) above. The described election and petition process does not apply, however, during the term of a strategic partnership agreement between a municipality and a district specifying the procedures for annexation of all or a portion of the District.

If a municipal utility district is annexed, the municipality must assume the assets, functions, and obligations of the District, including outstanding bonds, and the pledge of taxes will terminate. No representation is made concerning the likelihood of annexation and dissolution or the ability of the City to make debt service payments on the Bonds should dissolution occur.

Payment Record

The Bonds constitute the fifth (5th) installment of new money unlimited tax bonds issued by the District. The District has also issued one series of refunding bonds. The District has previously issued: \$2,500,000 Unlimited Tax Bonds, Series 2006; \$2,395,000 Unlimited Tax Refunding Bonds, Series 2013; \$2,500,000 Unlimited Tax Bonds, Series 2016; \$4,040,000 Unlimited Tax Bonds, Series 2017; and \$3,000,000 Unlimited Tax Bonds, Series 2018 (collectively, the "Previously Issued Bonds"). The District has not defaulted on the payment of principal of or interest on the Previously Issued Bonds. See "FINANCIAL STATEMENT – Outstanding Bonds."

The District is also a party to a contract with the Master District and the other Participants (defined herein) whereby the Participants have agreed to pay a pro rata share of debt service on bonds issued from time to time by the Master District for certain major facilities to provide regional water, wastewater and drainage to all Participants. The Master District has outstanding a total of \$16,185,000 aggregate principal amount of contract tax bonds issues as the following: \$2,995,000 Unlimited Contract Tax Refunding Bonds, Series 2012; \$4,575,000 Unlimited Contract Tax Refunding Bonds, Series 2016; \$4,155,000 Unlimited Contract Tax Bonds, Series 2017; and \$4,460,000 Unlimited Contract Tax Bonds, Series 2018 (collectively, the "Outstanding Contract Bonds"). Of such Outstanding Contract Bonds, \$6,465,649 (39.95%) represents the District's pro rata share based on the 2018 Certified Assessed Valuation of the Service Area of \$424,280,594.

Flow of Funds

The Bond Order creates or confirms the creation by the District of a Debt Service Fund and a Capital Projects Fund.

Each fund shall be kept separate and apart on the books and records of the District from all other funds of the District. The Debt Service Fund shall constitute a trust fund which shall be held in trust for the benefit of the registered owner of the Bonds.

Any cash balance in any fund must be continuously secured by a valid pledge to the District of securities eligible under the laws of Texas to secure the funds of municipal utility districts having an aggregate market value, exclusive of accrued interest, at all times equal to the cash balance in the fund to which such securities are pledged.

Debt Service Fund... The Bond Order establishes the Debt Service Fund to be used to pay principal and interest on and Paying Agent fees with respect to the Bonds. The Bond Order requires that the District deposit to the credit of the Debt Service Fund (i) from the delivery of the Bonds to the Initial Purchaser, the amount received from proceeds of the Bonds representing accrued interest and capitalized interest on the Bonds, if any, (ii) District ad valorem taxes (and penalties and interest thereon) levied to pay debt service requirements on (or fees and expenses of the

Paying Agent with respect of) the Bonds, and (iii) such other funds as the Board shall, at its option, deem advisable. The Bond Order requires that the Debt Service Fund be applied solely to provide for the payment of the principal or redemption price of and interest on the Bonds when due, and to pay fees to Paying Agent when due.

Capital Projects Fund... The Capital Projects Fund is the capital improvements fund of the District. The Bond Order requires the District to deposit to the credit of the Capital Projects Fund the balance of the proceeds of the Bonds remaining after the deposits to the Debt Service Fund provided in the Bond Order. The Capital Projects Fund may be applied solely to (i) pay the costs necessary or appropriate to accomplish the purposes for which the Bonds are issued, (ii) pay the costs of issuing the Bonds and (iii) to the extent the proceeds of the Bonds and investment income attributable thereto are in excess of the amounts required to acquire and construct water, wastewater and drainage facilities as approved by TCEQ, then it is in the discretion of the Board of Directors of the District to transfer such unexpended proceeds or income to the Debt Service Fund or to utilize such funds as otherwise authorized by the TCEQ.

Paying Agent/Registrar

Principal of and semiannual interest on the Bonds will be paid by the initial Paying Agent/Registrar, UMB Bank, N.A., having an office for payment in Austin, Texas. Any Paying Agent must be either a bank, trust company, financial institution or other entity duly qualified and equally authorized to serve and perform the duties as paying agent and registrar for the Bonds.

Provision is made in the Bond Order for the District to replace the Paying Agent by a resolution of the District giving notice to the Paying Agent of the termination of the appointment, stating the effective date of the termination and appointing a successor Paying Agent. If the Paying Agent is replaced by the District, the new Paying Agent shall be required to accept the previous Paying Agent's records and act in the same capacity as the previous Paying Agent. Any successor paying agent/registrar selected by the District shall be subject to the same qualification requirements as the Paying Agent. The successor paying agent/registrar, if any, shall be determined by the Board of Directors and written notice thereof, specifying the name and address of such successor paying agent/registrar will be sent by the District or the successor paying agent/registrar to each registered owner by first-class mail, postage prepaid.

Defeasance of Outstanding Bonds

General . . . The Bond Order provides for the defeasance of the Bonds and the termination of the pledge of taxes and all other general defeasance covenants in the Bond Order under certain circumstances. Any Bond and the interest thereon shall be deemed to be paid, retired, and no longer outstanding within the meaning of the Bond Order (a "Defeased Bond"), except to the extent provided below for the Paying Agent to continue payments, when the payment of all principal and interest payable with respect to such Bond to the due date or dates thereof (whether such due date or dates be by reason of maturity, upon redemption, or otherwise) either (i) shall have been made or caused to be made in accordance with the terms thereof (including the giving of any required notice of redemption) or (ii) shall have been provided for on or before such due date by irrevocably depositing with or making available to the Paying Agent or an eligible trust company or commercial bank for such payment (1) lawful money of the United States of America sufficient to make such payment, (2) Defeasance Securities (defined below) that mature as to principal and interest in such amounts and at such times as will ensure the availability, without reinvestment, of sufficient money to provide for such payment, or (3) any combination of (1) and (2) above, and when proper arrangements have been made by the District with the Paying Agent or an eligible trust company or commercial bank for the payment of its services until after all Defeased Bonds shall have become due and payable. At such time as a Bond shall be deemed to be a Defeased Bond, such Bond and the interest thereon shall no longer be secured by, payable from, or entitled to the benefits of, the ad valorem taxes levied and pledged, as provided in the Bond Order and such principal and interest shall be payable solely from such money or Defeasance Securities, and shall not be regarded as outstanding under the Bond Order and the District will have no further responsibility with respect to the payment of such Defeased Bonds including any insufficiency to receive payments when due on the Defeased Securities.

Any money so deposited with or made available to the Paying Agent or an eligible trust company or commercial bank also may be invested at the written direction of the District in Defeasance Securities, maturing in the amounts and times as hereinbefore set forth, and all income from such Defeasance Securities received by the Paying Agent or an eligible trust company or commercial bank that is not required for the payment of the Bonds and interest thereon, with respect to which such money has been so deposited, shall be remitted to the District or deposited as directed in writing by the District.

Until all Defeased Bonds shall have become due and payable, the Paying Agent shall perform the services of Registrar for such Defeased Bonds the same as if they had not been defeased, and the District shall make proper arrangements to provide and pay for such services as required by the Bond Order.

For purposes of these provisions, "Defeasance Securities" means (i) direct non-callable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (ii) non-callable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the Board of Directors adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provide for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent, (iii) non-callable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the Board of Directors adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provide for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent and (iv) any other then authorized securities or obligations under applicable State law that may be used to defease obligations such as the Bonds.

Any such obligations must be certified by an independent public accounting firm of national reputation to be of such maturities and interest payment dates and bear such interest as will, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, be sufficient to provide all debt service payments on the Bonds.

There is no assurance that the current law will not be changed in a manner which would permit investments other than those described above to be made without amounts deposited to defease the Bonds. Because the Bond Order does not contractually limit such investments, registered owners may be deemed to have consented to defeasance with such other investments, notwithstanding the fact that such investments may not be of the same investment quality as those currently permitted under State law. There is no assurance that the ratings for U.S. Treasury securities used as Defeasance Securities or those for any other Defeasance Securities will be maintained at any particular rating category.

Retention of Rights . . . To the extent that, upon the defeasance of any Defeased Bond to be paid at its maturity, the District retains the right under Texas law to later call the Defeased Bond for redemption in accordance with the provisions of the order authorizing its issuance, the District may call such Defeased Bond for redemption upon complying with the provisions of Texas law and upon satisfaction of the provisions set forth above regarding such Defeased Bond as though it was being defeased at the time of the exercise of the option to redeem the Defeased Bond and the effect of the redemption is taken into account in determining the sufficiency of the provisions made for the payment of the Defeased Bond.

Investments . . . Any escrow agreement or other instrument entered into between the District and the Paying Agent or an eligible trust company or commercial bank pursuant to which money and/or Defeasance Securities are held by the Paying Agent or an eligible trust company or commercial bank for the payment of Defeased Bonds may contain provisions permitting the investment or reinvestment of such moneys in Defeasance Securities or the substitution of other Defeasance Securities upon the satisfaction of certain requirements. All income from such Defeasance Securities received by the Paying Agent or an eligible trust company or commercial bank which is not required for the payment of the Bonds and interest thereon, with respect to which such money has been so deposited, will be remitted to the District or deposited as directed in writing by the District.

Record Date

The Record Date for payment of the interest on Bonds on any regularly scheduled interest payment date is defined as the close of business on the fifteenth (15th) calendar day of the month (whether or not a business day) preceding such interest payment date.

Issuance of Additional Debt

District Debt: The District may issue bonds or other obligations necessary to provide those improvements and facilities for which the District was created, with the approval of the TCEQ and, in the case of bonds payable from taxes, the District's voters. On May 3, 2003, voters within the District authorized the issuance of unlimited tax bonds in the principal amounts of \$41,060,000 for the purpose of providing water, wastewater, and drainage facilities to meet the needs of the residents and customers of the District. Following the issuance of the Bonds, \$26,020,000 in unlimited tax bonds authorized by the District voters will remain authorized but unissued for water, wastewater and drainage facilities. See "FINANCIAL STATEMENT – Authorized But Unissued Bonds." Additionally, at the election held in the District on May 3, 2003, the voters within the District approved the issuance bonds in a principal amount of up to one and one-half times of the principal amount of water, wastewater, and drainage facilities bonds issued unlimited tax refunding bonds, of which \$61,400,000 principal amount remains authorized but unissued. Additionally, at an election held in the District on February 7, 2004, the voters within the District approved the issuance of \$5,250,000 in unlimited tax bonds for the acquisition and construction of parks and recreational facilities and unlimited tax refunding bonds in an amount not to exceed one and one-half times the amount of bonds issued for such purpose, all of which remain authorized but unissued. Neither Texas law nor the Bond Order imposes a limitation on the amount of additional bonds which may be issued by the District. Any additional bonds issued by the District may dilute the security of the Bonds. See "INVESTMENT CONSIDERATIONS."

According to the District's engineer, the \$26,020,000 in principal amount of bonds authorized but unissued (after issuance of the Bonds), should be sufficient to reimburse the developers for the water, wastewater and drainage facilities required for development within the District. In addition, voters may authorize the issuance of additional bonds or other contractual obligations secured by ad valorem taxes. The District also has the right to issue refunding bonds, as well as revenue bonds and notes without voter approval. The District does not employ any formula with respect to assessed valuations, tax collections or otherwise to limit the amount of parity bonds which it may issue. The issuance of additional bonds is subject to approval of the TCEQ pursuant to its rules regarding issuance and feasibility of bonds. In addition, future changes in health or environmental regulations could require the construction and financing of additional improvements without any corresponding increases in taxable value in the District.

Contract Debt: Pursuant to the Master District Contract, the District has agreed to pay a pro rata share of maintenance expenses and debt service on contract tax bonds issued from time to time by Wilbarger Creek Municipal Utility District No. 2 (the "Master District") for the Master District facilities that serve all of the Participants.

Additionally, the Master District is authorized to issue additional bonds from time to time in the future to acquire or construct Master District facilities necessary to serve the Participants. Pursuant to an election held within the District on May 3, 2003, the voters within the District authorized an ad valorem tax to be levied on all taxable property within the District in an amount sufficient to pay the amounts due and owing pursuant to the Master District Contract. See "THE MASTER DISTRICT-Contract Tax Bonds."

Legal Investment and Eligibility to Secure Public Funds in Texas

Pursuant to Section 49.186 of the Texas Water Code, bonds, notes or other obligations issued by a municipal utility district “shall be legal and authorized investments for all banks, trust companies, building and loan associations, savings and loan associations, insurance companies of all kinds and types, fiduciaries, and trustees, and for all interest and sinking funds and other public funds of the State, and all agencies, subdivisions, and instrumentalities of the State, including all counties, cities, towns, villages, school districts and all other kinds and types of districts, public agencies and bodies politic.” Additionally, Section 49.186 of the Texas Water Code provides that bonds, notes or other obligations issued by a municipal utility district are eligible and lawful security for all deposits of public funds of the State and all agencies, subdivisions and instrumentalities of the State. For political subdivisions in Texas which have adopted investment policies and guidelines in accordance with the Public Funds Investment Act (Texas Government Code, Chapter 2256), the Bonds may have to be assigned a rating of not less than “A” or its equivalent as to investment quality by a national rating agency before such obligations are eligible investments for sinking funds and other public funds. See “MUNICIPAL BOND RATINGS AND BOND INSURANCE.”

The District makes no representation that the Bonds will be acceptable to banks, savings and loan associations, or public entities for investment purposes or to secure deposits of public funds. The District has made no investigation of other laws, regulations or investment criteria which might apply to or otherwise limit the availability of the Bonds for investment or collateral purposes. Prospective purchasers are urged to evaluate carefully the investment quality of the Bonds and as to the acceptability of the Bonds for investment or collateral purposes.

Specific Tax Covenants

In the Bond Order, the District has covenanted with respect to, among other matters, the use of the proceeds of the Bonds and the manner in which the proceeds of the Bonds are to be invested. The District may cease to comply with any such covenant if it has received a written opinion of a nationally recognized bond counsel to the effect that regulations or rulings hereafter promulgated modify or expand provisions of the Internal Revenue Code of 1986, as amended (the “Code”), so that such covenant is ineffective or inapplicable or non-compliance with such covenant will not adversely affect the exemption from federal income taxation of interest on the Bonds under Section 103 of the Code.

Additional Covenants

The District has additionally covenanted in the Bond Order that it will keep accurate records and accounts and employ an independent certified public accountant to audit and report on its financial affairs at the close of each fiscal year, such audits to be in accordance with applicable law, rules and regulations and open to inspection in the office of the District.

Remedies in Event of Default

The Bond Order establishes specific events of default with respect to the Bonds. If the District defaults in the payment of the principal or interest on the Bonds when due, or the District defaults in the observance or performance of any of the covenants, conditions, or obligations of the District, the failure to perform which materially, adversely affects the rights of the owners, including but not limited to, their prospect or ability to be repaid in accordance with the Bond Order, and the continuation thereof for a period of 60 days after notice of such default is given by any owner to the District, the Bond Order and Chapter 54 of the Texas Water Code provides that any registered owner is entitled to seek a writ of mandamus from a court of proper jurisdiction requiring the District to make such payment or observe and perform such covenants, obligations, or conditions. The issuance of a writ of mandamus may be sought if there is no other available remedy at law to compel performance of the Bonds or the Bond Order and the District's obligations are not uncertain or disputed. The remedy of mandamus is controlled by equitable principles, subject to the discretion of the court, but may not be arbitrarily refused. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. The Bond Order does not provide for the appointment of a trustee to represent the interest of the Bondholders upon any failure of the District to perform in accordance with the terms of the Bond Order, or upon any other condition and accordingly all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the registered owners. On April 1, 2016, the Texas Supreme Court ruled in *Wasson Interest, Ltd. vs. City of Jacksonville*, 489 S.W. 3d 427 (Tex. 2016) (“*Wasson I*”), that governmental immunity does not imbue a city with derivative immunity when it performs a proprietary, as opposed to a governmental, function in respect to contracts executed by a city. On October 5, 2018, the Texas Supreme Court issued a second opinion to clarify *Wasson I*, *Wasson Interests, Ltd. v. City of Jacksonville*, 559 S.W.3d 142 (Tex. 2018) (“*Wasson II*”), and together with *Wasson I*, “*Wasson*”), ruling that to determine whether governmental immunity applies to a breach of contract claim, the proper inquiry is whether the municipality was engaged in a governmental or proprietary function at the time it entered into the contract, not at the time of the alleged breach. In *Wasson*, the Court recognized that the distinction between governmental and proprietary functions is not clear. Therefore, in regard to municipal contract cases (as opposed to tort claim cases), it is incumbent on the courts to determine whether a function was governmental or proprietary based upon the statutory and common law guidance at the time of the contractual relationship. Texas jurisprudence has generally held that proprietary functions are those conducted by a city in its private capacity, for the benefit only of those within its corporate limits, and not as an arm of the government or under authority or for the benefit of the State; these are usually activities that can be, and often are, provided by private persons, and therefore are not done as a branch of the State, and do not implicate the state's immunity since they are not performed under the authority, or for the benefit, of the State as sovereign. Issues related to the applicability of a governmental immunity as they relate to the issuance of municipal debt have not been adjudicated. Each situation will be evaluated based on the facts and circumstances surrounding the contract in question. On June 30, 2006, the Texas Supreme Court ruled in *Tooke v. City of Mexia*, 49 Tex. Sup. Ct. J. 819 (Tex. 2006), that a waiver of sovereign immunity in a contractual dispute must be provided for by statute in “clear and unambiguous” language. Because it is unclear whether the Texas legislature has effectively waived the District's sovereign immunity from a suit for money damages, Bondholders may not be able to bring such a suit against the District for breach of the Bonds or Bond Order covenants. Even if a judgment against the District could be obtained, it could not be enforced by direct levy and execution against the

District's property. Further, the registered owners cannot themselves foreclose on property within the District or sell property within the District to enforce the tax lien on taxable property to pay the principal of and interest on the Bonds. Furthermore, the District is eligible to seek relief from its creditors under Chapter 9 of the U.S. Bankruptcy Code ("Chapter 9"). Although Chapter 9 provides for the recognition of a security interest represented by a specifically pledged source of revenues, the pledge of ad valorem taxes in support of a general obligation of a bankrupt entity is not specifically recognized as a security interest under Chapter 9. Chapter 9 also includes an automatic stay provision that would prohibit, without Bankruptcy Court approval, the prosecution of any other legal action by creditors or Bondholders of an entity which has sought protection under Chapter 9. Therefore, should the District avail itself of Chapter 9 protection from creditors, the ability to enforce would be subject to the approval of the Bankruptcy Court (which could require that the action be heard in Bankruptcy Court instead of other federal or state court); and the Bankruptcy Code provides for broad discretionary powers of a Bankruptcy Court in administering any proceeding brought before it. The opinion of Bond Counsel will note that all opinions relative to the enforceability of the Bonds are qualified with respect to the customary rights of debtors relative to their creditors.

Consolidation

A district (such as the District) has the legal authority to consolidate with other districts and, in connection therewith, to provide for the consolidation of its water system with the water system(s) of the district(s) with which it is consolidating. The revenues of the consolidated system may be pledged equally to all first lien bonds of the consolidating districts. No representation is made that the District will consolidate its water system with that of any other district.

Annexation

At the time of creation in 1985, the District contained approximately 183 acres of land. Since that time, the District has undertaken four annexations of land and two exclusions of land resulting in the current District acreage of approximately 417.70 acres.

The District is located entirely within the extraterritorial jurisdiction of the City. Under prior Texas law, a municipality could annex and dissolve a municipal utility district located within its extraterritorial jurisdiction without the consent of the district or its residents; however, under HB 347, the City may not annex the District unless: (i) such annexation has been approved by a majority of those voting in an election held for that purpose within the area to be annexed, and (ii) if the registered voters in the area to be annexed do not own more than 50% of the land in the area, a petition has been signed by more than 50% of the landowners consenting to the annexation. See "THE BONDS – Source and Security for Payment."

Alteration of Boundaries

In certain circumstances, under Texas law the District may alter its boundaries to: (i) upon satisfying certain conditions, annex additional territory; and (ii) exclude land subject to taxation within the District that does not need to utilize the service of District facilities if certain conditions are satisfied, including the District's simultaneous annexation of land of at least equal value that may be practicably served by District facilities. Such land substitution is subject to the approval of the TCEQ. No representation is made concerning the likelihood that the District will effect any change in its boundaries.

Approval of the Bonds

The TCEQ approved the issuance of the Bonds by an order signed on May 21, 2019 (the "TCEQ Order").

The Attorney General of Texas must approve the legality of the Bonds prior to their delivery. The Attorney General of Texas does not pass upon or guarantee the quality of the Bonds as an investment, nor does he pass upon the adequacy or accuracy of the information contained in this Official Statement.

Amendments to the Bond Order

The District may, without the consent of or notice to any registered owners, amend the Bond Order in any manner not detrimental to the interest of the registered owners, including the curing of an ambiguity, inconsistency, or formal defect or omission therein. In addition, the District may, with the written consent of the owners of a majority in principal amount of the Bonds then outstanding affected thereby, amend, add to, or rescind any of the provisions of the Bond Order, except that, without the consent of the owners of all of the Bonds affected, no such amendment, addition, or rescission may (i) extend the time or times of payment of the principal of and interest on the Bonds, reduce the principal amount thereof or the rate of interest therein, change the place or places at, or the coin or currency in which, any Bond or the interest thereon is payable, or in any other way modify the terms of payment of the principal of or interest on the Bonds, (ii) give any preference to any Bond over any other Bond, or (iii) reduce the aggregate principal amount of Bonds required for consent to any such amendment, addition, or rescission. In addition, a state, consistent with federal law, may within the exercise of its police powers make such modifications in the terms and conditions of contractual covenants relating to the payment of indebtedness of its political subdivisions as are reasonable and necessary for attainment of an important public purpose.

BOOK-ENTRY-ONLY SYSTEM

This section describes how ownership of the Bonds is to be transferred and how the principal of, premium, if any, and interest on the Bonds are to be paid to and credited by the DTC while the Bonds are registered in its nominee's name. The information in this section concerning DTC

and the Book-Entry-Only System has been provided by DTC for use in disclosure documents such as this Official Statement. The District believes the source of such information to be reliable but takes no responsibility for the accuracy or completeness thereof.

The District cannot and does not give any assurance that (i) DTC will distribute payments of debt service on the Bonds, or redemption or other notices, to DTC Participant, (ii) DTC Participants or others will distribute debt service payments paid to DTC or its nominee (as the registered owner of the Bonds), or redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis, or (iii) DTC will serve and act in the manner described in this Official Statement. The current rules applicable to DTC are on file with the Securities and Exchange Commission, and the current procedures of DTC to be followed in dealing with DTC Participants are on file with DTC.

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered Bonds 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 certificate 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 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"). DTC has a 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 effect 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 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 registrar 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 a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

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

All payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the District or the Paying Agent/Registrar, 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 Bonds 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 Paying Agent/Registrar, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

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

The information in this section concerning DTC and DTC’s book-entry system has been obtained from sources that the District believes to be reliable, but neither the District nor the Financial Advisor take any responsibility for the accuracy thereof.

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USE AND DISTRIBUTION OF BOND PROCEEDS

Proceeds of the Bonds will be used to finance the following: (i) water, wastewater, and drainage facilities serving Presidential Meadows, Sections 7, 9, 10, and 13 and (ii) engineering and permitting costs associated with the Presidential Meadows, Sections 8 and 9 construction projects. The remaining Bond proceeds will be used to: (i) pay developer interest; (ii) pay approximately twenty-four (24) months capitalized interest on the bonds, and (iii) pay other costs associated with the issuance of the Bonds.

The use and distribution of Bond proceeds is set forth below. Of the proceeds to be received from the sale of the Bonds, \$2,072,500 is required for construction costs, and \$927,500 is required for non-construction costs, including \$187,160 of capitalized interest (approximately twenty-four (24) months' interest at 3.1193345%).

Construction Costs

A. Developer Contribution Items

1. Presidential Meadows Section 7 - W, WW & D	\$ 113,147
2. Remaining costs for Presidential Meadows Section 9 - W, WW & D	373,740
3. Presidential Meadows Section 10 - W, WW & D	735,077
4. Presidential Meadows Section 13 - W, WW & D	555,536
5. Engineering and Permits for Presidential Meadows Sections 8 & 9	295,000

Total Developer Items **\$ 2,072,500**

B. District Items

N/A \$ -

Total District Items **\$ -**

TOTAL CONSTRUCTION COSTS **\$ 2,072,500**

Non-Construction Costs

A. Legal Fees (2.75%)	\$ 82,500
B. Fiscal Agent Fees (2%)	60,000
C. Interest	
1. Capitalized Interest (24 months @ 3.119335%)	187,160
2. Developer Interest	240,000
D. Bond Discount (3%)	75,750
E. Bond Issuance Expenses	36,000
F. Bond Application Report Costs	48,500
G. Operating Costs	120,000
H. Attorney General Fee (0.10%)	3,000
I. TCEQ Bond Issuance Fee (0.25%)	7,500
J. Contingency ^(b)	67,090

Total Non-Construction Costs **\$ 927,500**

TOTAL BOND ISSUE REQUIREMENT **\$ 3,000,000**

(a) Preliminary; subject to change. The amount of Developer Interest will be finalized in connection with the reimbursement audit approved by the Board of Directors prior to disbursement of funds.

(b) The TCEQ, in its approval of the Bonds, directed any surplus Bond proceeds to be shown as a contingency line item and be subject to the TCEQ rules on use of surplus Bond funds.

INVESTMENT CONSIDERATIONS

General

The Bonds, which are obligations of the District and are not obligations of the City; Travis County, Texas; the State of Texas; or any other political subdivision, will be secured by a continuing direct annual ad valorem tax, without legal limitation as to rate or amount levied, on all taxable property located within the District. See "THE BONDS - Source of and Security for Payment."

The ultimate security for payment of principal of and interest on the Bonds depends on the ability of the District to collect from the property owners within the District all taxes levied against the property or, in the event of foreclosure, on the value of the taxable property with respect to taxes levied by the District and by other taxing authorities. The collection by the District of delinquent taxes owed to it and the enforcement by registered owners of the District's obligation to collect sufficient taxes may be a costly and lengthy process. Furthermore, the District cannot and does not make any representations that continued development of property within the District will occur or that the development in the District will maintain taxable values sufficient to justify continued payment by property owners or that there will be a market for the property. See "INVESTMENT CONSIDERATIONS - Registered Owners' Remedies."

Factors Affecting Taxable Values and Tax Payments

Economic Factors, Interest Rates, Credit Availability and Residential Foreclosures: A substantial percentage of the taxable value of the District results from the current market value of single-family residences and developed lots. The market value of such homes and lots is related to general economic conditions affecting the demand for and taxable value of residences. Demand for lots and residential dwellings can be significantly affected by factors such as interest rates, credit availability, construction costs, energy availability and the economic prosperity and demographic characteristics of the urban centers toward which the marketing of lots is directed. Decreased levels of construction activity would tend to restrict the growth of property values in the District or could adversely impact existing values.

Interest rates and the availability of credit, including mortgage and development funding, have a direct impact on the construction activity, particularly short-term interest rates at which developers and homebuilders are able to obtain financing for development and construction costs. Interest rate levels and the general availability of credit may affect the ability of a landowner with undeveloped property to undertake and complete development activities within the District and the ability of potential homeowners to purchase homes. Because of the numerous and changing factors affecting the availability of funds, the District is unable to assess the future availability of such funds for continued development and construction within the District. In addition, the success of development within the District and growth of District taxable property values are, to a great extent, a function of the Austin metropolitan and regional economics.

Competition: The demand for single-family homes in the District could be affected by competition from other residential developments, including other residential developments located in other utility districts located near the District. In addition to competition for new home sales from other developments, there are numerous previously-owned homes in more established neighborhoods closer to downtown Austin that are for sale. Such homes could represent additional competition for homes proposed to be sold within the District.

Dependence Upon the Developer, Lot Owners and Builders: The growth of the tax base is dependent upon additional development of lots in the District and the construction of homes thereon. The Developer is under no obligation to continue to market, or improve, or to develop tracts of land. Thus, the furnishing of information related to the proposed development by the Developer should not be interpreted as such a commitment by the Developer. The District makes no representation about the probability of development continuing in a timely manner or about the ability of the Developer, or any other subsequent landowner to whom such party may sell all or a portion of its holdings within the District, to implement any plan of development. Furthermore, there is no restriction on the Developer's right to sell its land. The District can make no prediction as to the effects that current or future economic or governmental circumstances or regulations may have on any plans of the Developer. Failure to construct taxable improvements on developed lots and tracts or failure of the Developer to develop its land would restrict the rate of growth of taxable value in the District. See "THE DEVELOPER."

Maximum Impact on District Tax Rates: Assuming no further development, the value of the land and improvements currently existing within the District will be the major determinant of the ability or willingness of owners of property within the District to pay their taxes. The 2018 Certified Taxable Assessed Valuation of the District is \$169,493,317. After issuance of the Bonds, the Maximum Requirement will be \$957,775 (2039) and the Average Requirement will be \$882,558 (2020 through 2042, inclusive). Assuming (1) no increase or decrease from the 2018 Certified Taxable Assessed Valuation; (2) the issuance of no additional debt; and (3) no other funds available for the payment of debt service, tax rates of \$0.60 and \$0.55 per \$100 assessed valuation at a ninety-five percent (95%) collection rate would be necessary to pay the Maximum Requirement and the Average Requirement, respectively. The District's 2019 Preliminary Assessed Valuation is \$205,356,697. Assuming (1) no increase or decrease from the 2019 Preliminary Assessed Valuation; (2) the issuance of no additional debt; and (3) no other funds available for the payment of debt service, tax rates of \$0.50 and \$0.46 per \$100 assessed valuation at ninety-five percent (95%) collection rate would be necessary to the Maximum Requirement and the Average Requirement, respectively. The Estimated Assessed Valuation as of June 1, 2019 is \$214,937,083. Assuming (1) no increase or decrease from the Estimated Taxable Assessed Valuation as of June 1, 2019; (2) the issuance of no additional debt; and (3) no other funds available for the payment of debt service, tax rates of \$0.47 and \$0.44 per \$100 assessed valuation at a ninety-five percent (95%) collection rate would be necessary to pay the Maximum Requirement and the Average Requirement, respectively. See "DEBT SERVICE REQUIREMENTS" and "TAX DATA - Tax Adequacy for Debt Service."

Undeveloped Acreage . . . All but approximately 84.24 acres of developable land within the District have been provided with water, wastewater and storm drainage and detention facilities as of June 1, 2019. In the opinion of the District's engineers, the remaining authorized but unissued bonds should be sufficient to fund water, sanitary sewer and drainage services to all areas now within the District. There is no assurance such undeveloped acreage will be developed. See "THE BONDS – Alteration of Boundaries" and "THE DISTRICT – Historical and Current Status of Development."

Development and Home Construction in the District . . . As of June 1, 2019, approximately 261 developed lots within the District remained available for construction. Failure of the Developer and/or builder to construct taxable improvements on developed lots could result in substantial increases in the rate of taxation by the District during the term of the Bonds to pay debt service on the Bonds and any other tax supported debt of the District issued in the future. Future increases in value will result primarily from the construction of homes by the builder. See "Maximum Impact on District Tax Rates" above.

Effects of Master Planned Community/Regulatory Constraints . . . The Developer has no legal obligation to the District to carry out its current plans or any other plans of development within the District. Furthermore, there is no restriction on the Developer or other landowners selling their land. The District can make no prediction as to the effects that inflation, interest rates, a depressed economy, falling energy prices, potential transportation problems, flooding, environmental or other government regulations, or other factors, whether economic, governmental or otherwise, may have on the plans of the Developer. See "Factors Affecting Taxable Values and Tax Payments" above. Neither the Developer nor any subsidiaries, if any, are obligated to pay principal of and interest on the Bonds. Furthermore, the Developer has no binding commitment to the District to carry out any plans of development in the District, and the furnishing of information related to proposed development by a developer should not be interpreted as such a commitment. See "THE DISTRICT" and "THE DEVELOPER."

Tax Collections and Foreclosure Remedies

The District has a right to seek judicial foreclosure on a tax lien, but such remedy may prove to be costly and time consuming and, since the future market or resale market, if any, of the taxable real property within the District is uncertain, there can be no assurance that such property could be sold and delinquent taxes paid. Additionally, the District's tax lien is on a parity with the liens of all other State and local taxing authorities on the property against which the taxes are levied. Registered owners of the Bonds are entitled under Texas law to a writ of mandamus to compel the District to perform its obligations. Such remedy would have to be exercised upon each separate default and may prove costly, time consuming and difficult to enforce. Furthermore, there is no trust indenture or trustee, and all legal actions would have to be taken on the initiative of, and be financed by, registered owners to enforce such remedies. The rights and remedies of the registered owners and the enforceability of the Bonds may also be limited by governmental immunity, bankruptcy, reorganization and other similar laws affecting the enforcement of creditors' rights generally.

Bond Insurance Risk Factors

In the event of default of the scheduled payment of principal of and interest on the Bonds when all or a portion thereof becomes due, the Trustee, on behalf of the owners of the Bonds, shall have a claim under the Policy for such payments. The payment of principal and interest in connection with mandatory or optional prepayment of the Bonds by the District which is recovered by the District from the Bond owner as a voidable preference under applicable bankruptcy law is covered by the Policy; however, such payments will be made by the Insurer at such time and in such amounts as would have been due absent of such prepayment by the District (unless the Insurer chooses to pay such amounts at an earlier date). Payment of principal of and interest on the Bonds is subject to acceleration, but other legal remedies upon the occurrence of non-payment do exist (see "THE BONDS – Remedies in Event of Default"). The Insurer may reserve the right to direct the pursuit of available remedies, and, in addition, may reserve the right to consent to any remedies available to and requested by the holders of the Bonds.

In the event the Insurer becomes obligated to make payments with respect to the Bonds, no assurance is given that such event will not adversely affect the market price or the marketability (liquidity) of the Bonds. The long-term ratings on the Bonds are dependent in part on the financial strength of the Insurer and its claims-paying ability. The Insurer's financial strength and claims-paying ability are predicated upon a number of factors which could change over time. No assurance can be given that the long-term ratings of the Insurer and of the ratings on the Bonds, whether or not subject to a Policy, will not be subject to downgrade and such event could adversely affect the market price or the marketability (liquidity) for the Bonds. See the disclosure described in "MUNICIPAL BOND RATINGS" and "BOND INSURANCE" herein.

The obligations of the Insurer under a Policy are unsecured obligations of the Insurer and in an event of default by the Insurer, the remedies available may be limited by applicable bankruptcy and insurance law. None of the District, the Financial Advisor or the Underwriters has made independent investigation into the claims-paying ability of the Insurer and no assurance or representation regarding the financial strength or projected financial strength of the Insurer is given.

Claims-Paying Ability and Financial Strength of Municipal Bond Insurers. Moody's Investors Service, Inc., Standard & Poor's Ratings Services, a Standard & Poor's Financial Services LLC business and Fitch Ratings have, over the last several years, downgraded and/or placed on negative watch the claims-paying and financial strength of most providers of municipal bond insurance. Additional downgrades or negative changes in the rating outlook for all bond insurers is possible. In addition, recent events in the credit markets have had substantial negative effects on the bond insurance business. The developments could be viewed as having a material adverse effect on the claims-paying ability of such bond insurers. Thus, when making an investment decision, potential investors should carefully consider the ability of the District to pay principal of and interest on the Bonds and the claims-paying ability of the Insurer, particularly over the life of the Bonds.

Registered Owners' Remedies

In the event of default in the payment of principal of or interest on the Bonds, the registered owners have the right to seek a writ of mandamus, requiring the District to levy adequate taxes each year to make such payments. Except for mandamus, the Bond Order does not specifically provide for remedies to protect and enforce the interest of the registered owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Although the registered owners could obtain a judgment against the District, such a judgment could not be enforced by direct levy and execution against the District's property. Further, the registered owners cannot themselves foreclose on property within the District or sell property within the District in order to pay the principal of and interest on the Bonds. The enforceability of the rights and remedies of the registered owners may further be limited by laws relating to governmental immunity, bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District.

Bankruptcy Limitation to Registered Owners' Rights

District Bankruptcy: The enforceability of the rights and remedies of registered owners may be limited by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. Subject to the requirements of State law discussed below, a political subdivision such as the District may voluntarily file a petition for relief from creditors under Chapter 9 of the Federal Bankruptcy Code, 11 USC sections 901-946. The filing of such petition would automatically stay the enforcement of registered owners' remedies, including mandamus and the foreclosure of tax liens upon property within the District discussed above. The automatic stay would remain in effect until the federal bankruptcy judge hearing the case dismissed the petition, enters an order granting relief from the stay or otherwise allows creditors to proceed against the petitioning political subdivision. A political subdivision, such as the District, may qualify as a debtor eligible to proceed in a Chapter 9 case only if it (i) is specifically authorized to file for federal bankruptcy protection by applicable state law, (ii) is insolvent or unable to meet its debts as they mature, (iii) desires to effect a plan to adjust such debts, and (iv) has either obtained the agreement of or negotiated in good faith with its creditors or is unable to negotiate with its creditors because negotiations are impracticable. Under State law a municipal utility district, such as the District, must obtain the approval of the TCEQ as a condition to seeking relief under the Federal Bankruptcy Code. The TCEQ is required to investigate the financial condition of a financially troubled district and authorize such district to proceed under Federal bankruptcy law only if such district has fully exercised its rights and powers under State law and remains unable to meet its debts and other obligations as they mature.

Notwithstanding noncompliance by a district with State law requirements, a district could file a voluntary bankruptcy petition under Chapter 9, thereby involving the protection of the automatic stay until the bankruptcy court, after a hearing, dismisses the petition. A Federal bankruptcy court is a court of equity and Federal bankruptcy judges have considerable discretion in the conduct of bankruptcy proceedings and in making the decision of whether to grant the petitioning district relief from its creditors. While such a decision might be applicable, the concomitant delay and loss of remedies to the registered owners could potentially and adversely impair the value of the registered owner's claim.

If a petitioning district were allowed to proceed voluntarily under Chapter 9 of the Federal Bankruptcy Code, it could file a plan for an adjustment of its debts. If such a plan were confirmed by the bankruptcy court, it could, among other things, affect a registered owner by reducing or eliminating the amount of indebtedness, deferring or rearranging the debt service schedule, reducing or eliminating the interest rate, modifying or abrogating collateral or security arrangements, substituting (in whole or in part) other securities, and otherwise compromising and modifying the rights and remedies of the registered owner's claim against a district. A district may not be forced into bankruptcy involuntarily.

Developer Bankruptcy: In the event of bankruptcy of a developer within the District, it is possible the District could experience volatility in the ad valorem tax rate established by the District as well as a disruption in the timing of receipt of ad valorem taxes from any such bankrupt entity.

The Effect of the Financial Institutions Act of 1989 on Tax Collections of the District

The "Financial Institutions Reform, Recovery and Enforcement Act of 1989" ("FIRREA"), enacted on August 9, 1989, contains certain provisions which affect the time for protesting property valuations, the fixing of tax liens, and the collection of penalties and interest on delinquent taxes on real property owned by the Federal Deposit Insurance Corporation ("FDIC") when the FDIC is acting as the conservator or receiver of an insolvent financial institution.

Under FIRREA real property held by the FDIC is still subject to ad valorem taxation, but such act states (i) that no real property of the FDIC shall be subject to foreclosure or sale without the consent of the FDIC and no involuntary liens shall attach to such property, (ii) the FDIC shall not be liable for any penalties or fines, including those arising from the failure to pay any real or personal property tax when due and (iii) notwithstanding failure of a person to challenge an appraisal in accordance with state law, such value shall be determined as of the period for which such tax is imposed.

There has been little judicial determination of the validity of the provisions of FIRREA or how they are to be construed and reconciled with respect to conflicting state laws. However, certain recent federal court decisions have held that the FDIC is not liable for statutory penalties and interest authorized by State property tax law, and that although a lien for taxes may exist against real property, such lien may not be foreclosed without the consent of the FDIC, and no liens for penalties, fines, interest, attorney's fees, costs of abstract and research fees exist against the real property for the failure of the FDIC or a prior property owner to pay ad valorem taxes when due. It is also not known whether the FDIC will attempt to claim the FIRREA exemptions as to the time for contesting valuations and tax assessments made prior to and after the enactment of FIRREA. Accordingly, to the extent that the FIRREA provisions are valid and applicable to any property in the District, and to the extent

that the FDIC attempts to enforce the same, these provisions may affect the timeliness of collection of taxes on property, if any, owned by the FDIC in the District, and may prevent the collection of penalties and interest on such taxes.

Marketability

The District has no understanding with the Initial Purchaser regarding the reoffering yields or prices of the Bonds and has no control over trading of the Bonds in the secondary market. Moreover, there is no assurance that a secondary market will be made in the Bonds. If there is a secondary market, the difference between the bid and asked price for the Bonds may be greater than the difference between the bid and asked price of bonds of comparable maturity and quality issued by more traditional issuers as such bonds are more generally bought, sold or traded in the secondary market.

Continuing Compliance with Certain Covenants

Failure of the District to comply with certain covenants contained in the Bond Order on a continuing basis prior to the maturity of the Bonds could result in interest on the Bonds becoming taxable retroactively to the date of original issuance. See "TAX MATTERS."

Future Debt

District Debt: The District has reserved in the Bond Order the right to issue the remaining \$26,020,000 authorized but unissued unlimited tax bonds for water, wastewater and drainage facilities, \$5,250,000 in unlimited tax bonds for the acquisition and construction of parks and recreational facilities, and such additional bonds as may hereafter be approved by both the Board of Directors and voters of the District, including \$61,400,000 of remaining authorized but unissued bonds for refunding purposes. All of the remaining unlimited tax bonds which have heretofore been authorized by the voters of the District may be issued by the District from time to time for qualified purposes, as determined by the Board of Directors of the District, subject to the approval of the Attorney General of the State of Texas and the TCEQ. See "THE SYSTEM" and "THE DISTRICT – Future Development."

Contract Debt: Pursuant to the Master District Contract, the District has agreed to pay a pro rata share of maintenance expenses and debt service on bonds issued from time to time by the Master District for Master District facilities. See "MASTER DISTRICT - Contract Tax Bonds." Such contract tax is legally unlimited as to rate or amount. The issuance of future contract tax bonds could increase gross debt/property valuation ratios and might adversely affect the investment security of the Bonds.

Governmental Approval

As required by law, engineering plans, specifications and estimates of construction costs for the facilities and services to be purchased or constructed by the District with the proceeds of the Bonds have been approved, subject to certain conditions, by the TCEQ. See "USE AND DISTRIBUTION OF BOND PROCEEDS." The TCEQ approved the issuance of the Bonds by an order signed on May 21, 2019 (the "TCEQ Order"). In addition, the Attorney General of Texas must also approve the legality of the Bonds prior to their delivery.

Neither the TCEQ nor the Attorney General of Texas passes upon or guarantees the security of the Bonds as an investment, nor have the foregoing authorities passed upon the adequacy or accuracy of the information contained in this Official Statement.

No Requirement to Build on Developed Lots

There is currently no requirement that individuals or other purchasers of developed lots within the District or the other Participants commence or complete construction of improvements within any particular time period. Failure to construct taxable improvements on developed lots would restrict the rate of growth of taxable value in the District and the other Participants.

Forward-Looking Statements

The statements contained in this Official Statement, and in any other information provided by the District, that are not purely historical, are forward-looking statements, including statements regarding the District's expectations, hopes, intentions, or strategies regarding the future. Readers should not place undue reliance on forward-looking statements. All forward-looking statements included in this Official Statement are based on information available to the District on the date hereof, and the District assumes no obligation to update any such forward-looking statements.

The forward looking statements herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners and competitors, and legislative, judicial and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement would prove to be accurate.

Environmental Regulation

Wastewater treatment and water supply facilities are subject to stringent and complex environmental laws and regulations. Facilities must comply with environmental laws at the federal, state, and local levels. These laws and regulations can restrict or prohibit certain activities that affect the environment in many ways such as:

1. Requiring permits for construction and operation of water supply wells and wastewater treatment facilities;
2. Restricting the manner in which wastes are released into the air, water, or soils;
3. Restricting or regulating the use of wetlands or other property;
4. Requiring remedial action to prevent or mitigate pollution;
5. Imposing substantial liabilities for pollution resulting from facility operations.

Compliance with environmental laws and regulations can increase the cost of planning, designing, constructing and operating water production and wastewater treatment facilities. Sanctions against a water district for failure to comply with environmental laws and regulations may include a variety of civil and criminal enforcement measures, including assessment of monetary penalties, imposition of remedial requirements, and issuance of injunctions as to future compliance of and the ability to operate the District's water supply, wastewater treatment, and drainage facilities. Environmental laws and regulations can also impact an area's ability to grow and develop. The following is a discussion of certain environmental concerns that relate to the District. It should be noted that changes in environmental laws and regulations occur frequently, and any changes that result in more stringent and costly requirements could materially impact the District.

Air Quality Issues. The Federal Clean Air Act ("CAA") requires the United States Environmental Protection Agency (the "EPA") to adopt and periodically revise national ambient air quality standards ("NAAQS") for each air pollutant that may reasonably be anticipated to endanger public health or welfare. Areas that exceed the NAAQS for a given pollutant can be designated as nonattainment by the EPA. A nonattainment designation then triggers a process by which the affected state must develop and implement a plan to improve air quality and "attain" compliance with the appropriate standard. This so called State Implementation Plan ("SIP") entails enforceable control measures and time frames.

In 1997, the EPA adopted the "8-hour" ozone standard of 80 parts per billion ("ppb") (the "1997 Ozone Standard") to protect public health and welfare. In 2008, the EPA lowered the ozone standard to 75 ppb (the "2008 Ozone Standard"). The Austin area, consisting of Williamson, Hays, Travis, Bastrop and Caldwell Counties (the "Austin Area") was not designated "nonattainment" under the 2008 Ozone Standard.

On October 1, 2015, the EPA lowered the ozone standard to 70 ppb (the "2015 Ozone Standard"). On May 1, 2018, the EPA designated the Austin Area as "attainment" under the 2015 Ozone Standards, which became effective on August 3, 2018. Should the Austin Area fail to achieve attainment under EPA NAAQS, or should the Austin Area fail to satisfy a then effective SIP (for nonattainment or otherwise), or for any other reason should a lapse in conformity with the CAA occur, the Austin Area may be subjected to sanctions pursuant to the CAA. Under such circumstances, the TCEQ would be required under the CAA to submit to the EPA a new SIP under the CAA for the Austin Area. Due to the complexity of the nonattainment/conformity analysis, the status of the EPA's implementation of any future EPA NAAQS and the incomplete information surrounding any SIP requirements for areas designated nonattainment under any future EPA NAAQS, the exact nature of sanctions or any potential SIP that may be applicable to the Austin Area in the future is uncertain. The CAA provides for mandatory sanctions, including the suspension of federal highway funding, should the State fail to submit a proper SIP, or associated submissions, or fail to revise or implement a SIP, or fail to comply with an existing SIP. Subject to certain exceptions, if the Austin Area falls out of conformity and the mandatory highway funding suspension sanction is implemented, the United States Secretary of Transportation may be prohibited from approving or awarding transportation projects or grants within the area.

It is possible that nonattainment, a lapse in conformity under the CAA, litigation involving injunctive or other relief, or other environmental issues may impact new industrial, commercial and residential development in the Austin Area.

Water Supply & Discharge Issues. Water supply and discharge regulations that the District may be required to comply with involve: (1) public water supply systems, (2) wastewater discharges from treatment facilities, (3) storm water discharges and (4) wetlands dredge and fill activities. Each of these is addressed below:

Pursuant to the federal Safe Drinking Water Act ("SDWA") and the EPA's National Primary Drinking Water Regulations ("NPDWRs"), which are implemented by the TCEQ's Water Supply Division, a municipal utility district's provision of water for human consumption is subject to extensive regulation as a public water system.

Municipal utility districts must generally provide treated water that meets the primary and secondary drinking water quality standards adopted by the TCEQ, the applicable disinfectant residual and inactivation standards, and the other regulatory action levels established under the agency's rules. The EPA has established NPDWRs for more than ninety (90) contaminants and has identified and listed other contaminants which may require national drinking water regulation in the future.

Texas Pollutant Discharge Elimination System ("TPDES") permits set limits on the type and quantity of discharge, in accordance with state and federal laws and regulations. The TCEQ reissued the TPDES Construction General Permit (TXR150000), with an effective date of March 5, 2018, which is a general permit authorizing the discharge of stormwater runoff associated with small and large construction sites and certain nonstormwater discharges into surface water in the state. It has a 5-year permit term, and is then subject to renewal. Moreover, the federal Clean Water Act ("CWA") and Texas Water Code require municipal wastewater treatment plants to meet secondary effluent limitations and more

stringent water quality-based limitations and requirements with which a municipal utility district must comply may have an impact on the municipal utility district's ability to obtain and maintain compliance with TPDES permits.

In 2015, the EPA and the United States Army Corps of Engineers ("USACE") promulgated a rule known as the Clean Water Rule ("CWR") aimed at redefining "waters of the United States" over which the EPA and USACE have jurisdiction under the CWA. The CWR significantly expands the scope of the federal government's CWA jurisdiction over intrastate water bodies and wetlands. The CWR could have an adverse impact on municipal utility districts, including the District, particularly with respect to jurisdictional wetland determinations, and could increase the size and scope of activities requiring USACE permits. The CWR has been challenged in various jurisdictions, including the Southern District of Texas, and the litigation challenging the CWR is still pending.

On February 28, 2017, the President signed an executive order ordering the EPA and USACE to modify or rescind the CWR. In response, the EPA and the USACE subsequently released a proposed rule rescinding the CWR, reinstating the regulatory text that existed prior to the adoption of the CWR and proposing the development of a revised definition of "waters of the United States." In June 2018, the EPA and USACE issued a supplemental notice of proposed rulemaking to the 2017 proposed action to repeal the 2015 definition of "waters of the United States" to clarify that the agencies are proposing to permanently repeal the CWR in its entirety and reinstate language in place before the adoption of the CWR while developing a revised definition of "waters of the United States." Meanwhile in January 2018, the EPA and USACE finalized a rule extending the effective date of the CWR until 2020 while the agencies finalize actions to repeal and replace the CWR. This rule delaying the effective date of the CWR was challenged in court and, on August 16, 2018, the U.S. District Court for the District of South Carolina issued a nation-wide injunction rendering the rule extending the CWR void, thereby reinstating the CWR in 26 states, including Texas. However, on September 12, 2018, the U.S. District Court of the Southern District of Texas temporarily enjoined the implementation of the CWR in Texas, Louisiana and Mississippi until the case filed by the States of Texas, Louisiana and Mississippi in 2015 is finally resolved.

On December 11, 2018, the EPA and USACE released the proposed replacement definition of "waters of the United States." The proposed definition outlines six categories of waters that would be considered "waters of the United States," including traditional navigable waters, tributaries to those waters, certain ditches, certain lakes and ponds, impoundments of jurisdictional waters, and wetlands adjacent to jurisdictional waters. The proposed rule also details what are not "waters of the United States," such as features that only contain water during or in response to rainfall (e.g., ephemeral features); groundwater; many ditches, including most roadside or farm ditches; prior converted cropland; stormwater control features; and waste treatment systems. The agencies will take comment on the proposal for 60 days after publication in the Federal Register, which occurred on February 14, 2019. If finalized, the proposed rule would apply nationwide, replacing the patchwork framework for Clean Water Act jurisdiction that has resulted from litigation challenging the CWR.

Due to the pending rulemaking activity and rule challenge litigation, there is significant uncertainty regarding the ultimate scope of "waters of the United States" and the extent of EPA and USACE jurisdiction. Depending on the final outcome of such proceedings, operations of municipal utility districts, including the District, could potentially be subject to additional restrictions and requirements, including permitting requirements.

Operations of the District are also potentially subject to stormwater discharge permitting requirements as set forth under the CWA and regulations implementing the CWA. The TCEQ adopted by reference the vast majority of the EPA regulations relating to stormwater discharges and currently has issued a general permit for stormwater discharges associated with industrial activities and two general permits for stormwater discharges associated with construction activities and municipal separate storm sewer systems ("MS-4"). The District does not currently meet the criteria that require compliance with the MS-4 permit but may in the future be required to develop and implement stormwater pollution prevention plans and stormwater management plans. The District could incur substantial costs to develop and implement such plans as well as to install or implement best management practices to minimize or eliminate unauthorized pollutants that may otherwise be found in stormwater runoff. Failure to comply with these requirements may result in the imposition of administrative, civil, and criminal penalties as well as injunctive relief under the CWA or the Texas Water Code.

Future and Proposed Legislation

Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the Federal or state level, may adversely affect the tax-exempt status of interest on the Bonds under Federal or state law and could affect the market price or marketability of the Bonds. Any such proposal could limit the value of certain deductions and exclusions, including the exclusion for tax-exempt interest. The likelihood of any such proposal being enacted cannot be predicted. Prospective purchasers of the Bonds should consult their own tax advisors regarding the foregoing matters.

Drought Conditions

Central Texas, like other areas of the State, has experienced drought conditions. The District adopted a water conservation and drought contingency plan and from time to time implements water restrictions for residents of the District as conditions dictate. Metro H2O, Ltd., as the wholesale water supplier to the Master District, provides water to the District in amounts sufficient to service the residents of the District, however, if drought conditions occur, water usage, rates and revenues could be impacted.

Storm Water

The National Weather Service recently completed a rainfall study known as NOAA Atlas 14, Volume 11 Participation-Frequency Atlas of the United States ("Atlas 14"). Floodplain boundaries within the District may be redrawn based on the Atlas 14 study based a higher statistical rainfall amount, resulting in interim floodplain regulations applying to a larger number of properties and consequently leaving less developable property within the District. Such regulations could additionally result in higher insurance rates, increased development fees, and stricter building codes for any property located within the expanded boundaries of the floodplain. See "THE SYSTEM – 100-Year Floodplain."

THE MASTER DISTRICT

General

The District and the other three Participants were created as conservation and reclamation districts for the purpose of providing water, wastewater and storm drainage facilities to the acreage within their respective boundaries. Pursuant to an election held within the boundaries of each Participant on May 3, 2003, each Participant approved the Master District Contract which designates Wilbarger Creek Municipal Utility District No. 2 as the "Master District" to serve as the regional provider of water, wastewater and storm drainage, including water quality, facilities to serve development within the Participants. The Master District Contract also authorizes the Master District to issue contract tax bonds to acquire, purchase, construct and maintain the Master District facilities to serve the Participants. The Master District will own and operate the Master District facilities. See "THE SYSTEM."

Master District Service Area

The following chart more completely describes the Participants, including each Participant's acreage and projected ultimate living unit equivalents ("LUEs") based on current land use plans.

PARTICIPANTS	Gross	Existing	Projected
	Acreage ^(a)	LUEs ^(b)	Ultimate LUEs ^(c)
The District	417.70	1,090	2,216
Travis County MUD No. 2	404.11	1,013	1,247
Wilbarger Creek MUD No. 1	300.40	592	1,555
Wilbarger Creek MUD No. 2	<u>392.10</u>	<u>-</u>	<u>1,449</u>
Subtotal	1,514.31	2,695	6,467
Park and Irrigation	<u>-</u>	<u>-</u>	<u>100</u>
Total	1,514.31	2,695	6,567

(a) Gross acreage includes all easements, rights-of-way, and any other undevelopable acreage.

(b) As of May 1, 2019.

(c) Provided by the Engineer and represents the existing land use plan. The District makes no representation that property within the District or within the Participants will develop as shown above.

Metro H2O, Ltd., a Texas limited partnership ("Metro H2O"), has entered into an "Amended and Restated Regional Water Capacity and Supply Agreement for a Portion of Northeastern Travis County, Texas" (as amended, the "Water Supply Contract") with the four Participants to provide up to 6,010 LUEs of potable water supply capacity to the Participants. Additionally, the Participants and Metro H2O originally entered into an "Amended and Restated Regional Sewage Disposal Capacity and Services Agreement for a Portion of Northeastern Travis County, Texas" (the "Wastewater Treatment Contract") whereby Metro H2O agreed to construct certain wastewater treatment facilities sufficient to serve up to 6,010 LUEs of wastewater from the Participants. In connection with its acquisition of the Wastewater Treatment Plant from Metro H2O, the Master District acquired Metro H2O's interest in the Wastewater Treatment Contract. The currently estimated 6,567 LUEs projected to be developed within the Participants is in excess of the 6,010 LUEs currently included in the Participants' reserved LUE capacity under the Water Supply Contract and Wastewater Treatment Contract. The Participants expect to commence negotiations with Metro H2O with respect to the Water Supply Contract, and the Master District, with respect to the Wastewater Treatment Contract, regarding amending these contracts to increase the existing LUE capacity. See "THE SYSTEM" – Water Supply and Distribution" and – "Wastewater Collection and Treatment." Cottonwood Creek Water Control and Improvement District No. 3 is also a party to the Water Supply Contract and Wastewater Treatment Contract but has not been allocated any capacity.

Contract Tax Bonds

The Master District Contract provides that each Participant shall pay a pro rata share of debt service on any Master District bonds issued from time to time to acquire, construct, purchase and maintain Master District facilities, based upon the Participant's certified assessed valuation as a percentage of the total assessed valuation in all the Participants. The debt service requirements are calculated to include the charge and expenses of paying agents, registrars and trustees utilized in connection with the bonds; the principal, interest and redemption requirements of the bonds; and all amounts required to establish and maintain funds required under the bond resolution or trust indenture relating to such bonds. Each Participant is obligated to pay its pro rata share of the annual debt service on such bonds from the proceeds of an annual ad valorem contract tax which is not limited as to rate or amount, revenues derived from the operation of each Participant's internal water, wastewater and drainage systems or from any other legally available funds of each Participant. Each Participant's pro rata share of debt service requirements is calculated annually by the Master District; however, the levy of a contract tax for the purpose of paying debt service on the bonds is the sole responsibility of each Participant.

The Master District has issued \$4,250,000 Unlimited Contract Tax Bonds, Series 2006; \$5,660,000 Unlimited Contract Tax Bonds, Series 2008; \$5,100,000 Unlimited Contract Tax Refunding Bonds, Series 2010; \$4,910,000 Unlimited Contract Tax Refunding Bonds, Series 2012; \$4,835,000 Unlimited Contract Tax Refunding Bonds, Series 2016; \$4,160,000 Unlimited Contract Tax Bonds, Series 2017; and \$4,460,000 Unlimited Contract Tax Bonds, Series 2018 (collectively, the "Master District Bonds"), of which a total of \$16,185,000 aggregate principal amount of contract tax bonds is currently outstanding. The District's pro rata share of such debt is approximately \$6,465,649 (or 39.95%) based upon the District's percentage of the cumulative assessed value of the Participants (2018 Certified Assessed Valuation of \$424,280,594) multiplied by the outstanding principal amount of Master District bonds issued (\$16,185,000).

The Master District expects to issue additional unlimited contract tax bonds from time to time, as it becomes financially feasible, to acquire or construct a second elevated storage tank, expected to be needed when 2,500 connections are completed within the Participants. The Master District recently engaged Jones & Carter, Inc. to design the expansion of the wastewater treatment plant to a capacity of 1.0 mgd as well as an 800,000 gallon elevated water storage tank. It is anticipated that the Master District will issue contract tax bonds in 2019 and 2020 to finance these facilities. The Master District intends to finance any other Master District facilities that may be required in the future through the issuance of contract tax bonds.

Operation and Maintenance Expenses

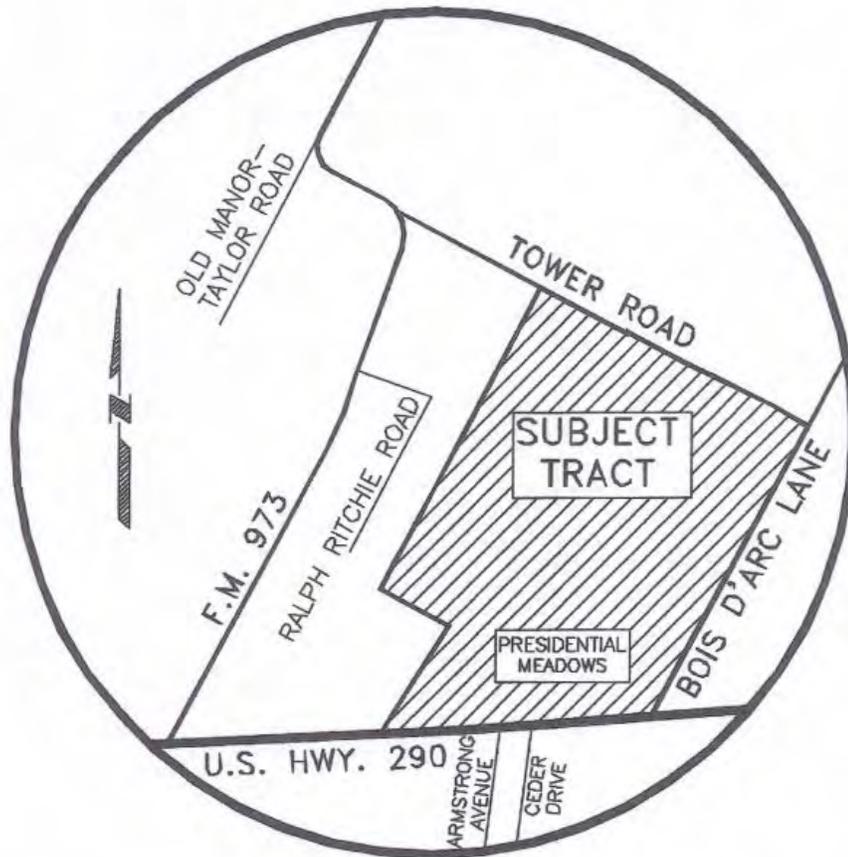
Pursuant to the Master District Contract, each Participant is further obligated to pay monthly charges to the Master District for water, sewer, and drainage, including water quality, services rendered pursuant to the Master District Contract ("Monthly Charges"). The Monthly Charges paid by each Participant to the Master District are used to pay each Participant's share of operation and maintenance expenses for Master District facilities and to provide for an operation and maintenance reserve equal to five months of operation and maintenance expenses for such facilities. Each Participant's share of operation and maintenance expenses and reserve requirements is calculated by the Master District based upon the following categories of costs: (i) direct costs, including LUE fee payments and other costs directly incurred by the Participant; (ii) volume-related costs, including actual usage fees related to water supply and wastewater collection and treatment; and (iii) all other costs, including administrative costs. The Master District bills the Participants monthly for such costs. Each Participant, in turn, charges retail water and wastewater rates to its customers based upon actual usage, the revenues from which are used to pay the Monthly Charges. The current Monthly Charges being charged to the District by the Master District average approximately \$58,000/month, according to the District's bookkeeper Bott & Douthitt, P.L.L.C.

Pursuant to the Master District Contract, each Participant is obligated to establish and maintain rates, fees and charges for services provided by each Participant's water distribution system, wastewater collection system, and drainage system, together with taxes levied and funds received from any other lawful sources, sufficient at all times to pay each Participant's operation and maintenance expenses, and each Participant's obligations pursuant to the Master District Contract, including each Participant's pro rata share of the Master District's debt service requirements, Monthly Charges and any expenses related to the billing and collecting of the Monthly Charges by the Master District.

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LOCATION MAP

COTTONWOOD CREEK M.U.D. No. 1
DISTRICT BOUNDARY



LOCATION MAP

NOT TO SCALE

THE DISTRICT

General

The District was created as Cottonwood Creek Water Control and Improvement District No. 1 by an order of the Travis County Commissioners Court on June 4, 1985 and confirmed pursuant to an election held within the District on May 7, 1988. The District was subsequently converted to a municipal utility district and its name was changed to Cottonwood Creek Municipal Utility District No. 1. The District is a political subdivision of the State of Texas and its conversion to a municipal utility district was approved by order of the Texas Natural Resource Conservation Commission, a predecessor to the Texas Commission on Environmental Quality (the "TCEQ" or the "Commission") on August 13, 2001. The District exists for the purpose of providing, operating, and maintaining facilities to control storm water, distribute potable water, and to collect and treat wastewater and operates pursuant to Article XVI, Section 59 of the Texas Constitution and Chapters 49 and 54 of the Texas Water Code, as amended.

The District is empowered, among other things, to purchase, construct, operate and maintain all works, improvements, facilities and plants necessary for the supply and distribution of water; the collection, transportation, and treatment of wastewater; and the control and diversion of storm water. If approved by the voters within the District and the TCEQ, the District may establish, operate and maintain a fire department, independently or with one or more other conservation and reclamation districts, and provide fire protection facilities and services to the customers of the District. Fire protection and emergency services are currently provided to the residents of the District by Travis County Emergency Services District No. 12. The District is additionally authorized pursuant to Article XVI, Section 59 of the Texas Constitution and Chapter 49 of the Texas Water Code to issue bonds, subject to voter approval and the approval of TCEQ, payable from ad valorem taxes to pay for the development and maintenance of park and recreational facilities. Pursuant to an election held within the District on February 7, 2004, the voters within the District approved the issuance of \$5,250,000 in bonds for park and recreational facilities.

Management

Board of Directors

The District is governed by a Board, consisting of five directors, which has control over and management supervision of all affairs of the District. Directors' terms are four years with elections held within the District on the first Tuesday after the first Monday in November in each even-numbered year. All of the directors reside or own property in the District.

<u>Name</u>	<u>Title</u>	<u>Term Expires</u>	<u>Length of Service</u>
G. Crockett Camp	President	2020	34 Years
Kari Ann Johnson	Vice President	2022	5 Years
Jeff Nebrat	Secretary	2022	9 Years
Nicholas Whittaker	Assistant Secretary	2020	8 Years
Keith Young	Assistant Secretary	2020	4 Years

Consultants

Tax Assessor/Collector... Land and improvements in the District are being appraised by the Travis Central Appraisal District ("TCAD"). The Tax Assessor/Collector is appointed by the Board of Directors of the District. The Travis County Tax Assessor/Collector, Mr. Bruce Elfant, currently serves the District in this capacity under contract.

Operator... The District contracts with Crossroads Utility Services ("Crossroads") to serve as Operator for the District. Crossroads serves in a similar capacity for 45 other special districts in the Austin metropolitan area.

Bookkeeper... Bott & Douthitt, P.L.L.C ("B&D") is charged with the responsibility of providing bookkeeping services for the District. B&D serves in a similar capacity for 65 other special districts.

Engineer... The District's consulting engineer is Schroeder Engineering Company (the "Engineer"). Such firm serves as consulting engineer to 11 other special districts.

Financial Advisor... Public Finance Group LLC serves as the District's financial advisor (the "Financial Advisor"). The fee for services rendered in connection with the issuance of the Bonds is based on a percentage of the Bonds actually issued, sold and delivered and, therefore, such fee is contingent upon the sale and delivery of the Bonds.

Bond Counsel and Disclosure Counsel... The District has engaged McCall, Parkhurst & Horton L.L.P., Austin, Texas as Bond Counsel and Disclosure Counsel in connection with the issuance of the District's Bonds. The fees of Bond Counsel and Disclosure Counsel are contingent upon the sale of and delivery of the Bonds.

General Counsel... The District has engaged Armbrust & Brown, PLLC ("A&B") as general counsel. Fees paid to A&B for work related to the issuance of the Bonds are contingent upon the sale of the Bonds.

Location

The District is located within the extraterritorial jurisdiction of the City and entirely within Travis County, Texas. The District is situated approximately eleven miles northeast of the central business district of Austin, lies north to the city limits of Manor and is on the north side of U. S. Highway 290.

The District as created contained a total of approximately 183 acres and currently encompasses approximately 417.7 acres as a result of two exclusions of property and four annexations of property.

Historical and Current Status of Development

The District was originally created as Cottonwood Creek Water Control and Improvement District No. 1 by an order of the Travis County Commissioner's Court on June 4, 1985 and confirmed pursuant to an election held within the District on May 7, 1988. The District was subsequently converted to a municipal utility district and its name was changed to Cottonwood Creek Municipal Utility District No. 1.

The original developer of the District was SVWW Manor Limited Partnership, a Texas limited partnership ("SVWW"), which has approximately twenty (20) limited partners and one general partner, Manor Presidential GP, LLC, a Texas limited liability company, and owned by the key investors in SVWW including The TD Simmons Company, The Vedder Company, Meridian, LLC, and Jamesview Holding LLC.

Presidential Meadows Limited Partnership, a Texas limited partnership ("Presidential"), an investment partnership which has the same general partner as SVWW, owns land within the District. Presidential also has approximately twenty (20) limited partners and owned by the same key investors as SVWW.

In October 2002, SVWW acquired for cash approximately 143 acres within the District. Concurrently, Presidential purchased approximately 229 acres within the District with an approximate \$3 million seller note. The seller, IBC Partners, Ltd. ("IBC"), which originally provided the financing for this sale, retained approximately 45 acres of commercial frontage along US 290. Presidential refinanced the seller note with Citibank. According to Presidential, the Citibank loan is paid off.

From 2002 to 2006, SVWW developed approximately 105 acres within the District as Sections 1, 2, 3 and 4, encompassing 391 single family lots. These lots were developed with two loans from JP Morgan Chase Bank and, according to SVWW, both of these loans have been paid in full. These lots were sold to another home building company (Continental Homes of Texas, L.P.). Beginning in September 2013, SVWW and Presidential have continued to sell single-family acreage to KB Home, with KB Home developing utility facilities to serve such acreage but with SVWW and Presidential retaining reimbursement rights to relevant bond proceeds.

On or about October 15, 2013, SVWW sold 17.88 acres to KB Home, which KB Home developed as Section 5, encompassing 95 single family lots.

On or about January 13, 2015, Presidential sold 18.239 acres and SVWW sold 2.504 acres to KB Home, which KB Home developed as Section 8, encompassing 102 single family lots.

On or about April 20, 2015, Presidential sold 20.303 acres and SVWW sold .041 acres to KB Home, which KB Home developed as Section 6, encompassing 89 single family lots.

On or about June 30, 2016, Presidential sold 19.45 acres to KB Home, which KB Home developed as Section 10, encompassing 101 single family lots.

On or about September 1, 2016, Presidential sold 29.028 acres to KB Home, which KB Home developed as Section 9, encompassing 130 single family lots.

On or about April 21, 2017, Presidential sold 2.946 acres and 21.043 acres to KB Home and on or about June 13, 2017, Presidential sold 0.660 acres and .065 acres, which KB Home is developing as Sections 7 and 13, encompassing 136 single family lots.

On or about May 4, 2018, Presidential sold 28.970 acres to KB Home, which KB Home is developing as Section 11, encompassing 133 single family lots.

On or about October 19, 2018, Presidential sold 23.933 acres to KB Home, which KB Home is developing as Section 12, encompassing 115 single family lots.

On or about May 17, 2019, Presidential sold 6.389 acres to KB Home, which KB Home is developing as Section 14, encompassing 42 single family lots.

On or about May 17, 2019, Presidential sold 13.966 acres to KB Home, which KB Home is developing as Section 15, encompassing 85 single family lots.

Currently, Presidential owns the remaining undeveloped residential land within the District originally acquired by SVWW and Presidential that has not been sold or otherwise dedicated by either SVWW or Presidential to Continental Homes of Texas, L.P., KB Home or to governmental entities, the homeowners association, or District directors, including, without limitation, the District and the Manor Independent School District. Presidential and KB Home currently are parties to an Agreement for Purchase and Sale of Real Property [Presidential Meadows – Sections 7 and 11-18] dated January 11, 2017 (the “Current Contract”) pursuant to which KB Home will acquire all remaining land contained within the District that is owned by Presidential subject to and in accordance with the terms and conditions specified in the Current Contract on or before August 31, 2022.

Development of the District commenced in October 2002. According to KB Home, as of June 1, 2019, approximately 332.46 acres (or 79.59% of the approximately 417.70 developable acres within the District) had been or were currently being developed with utility facilities as the single-family residential subdivisions of Presidential Meadows, Sections 1 through 13, encompassing a total of 1,292 developed single-family lots, including 995 completed homes, 36 homes under construction and 261 vacant developed single-family lots. As of June 1, 2019, Presidential Meadows, Section 14 (6.389 acres; platted as 42 single-family homes) and Presidential Meadows, Section 15 (13.966 acres; platted as 85 single-family homes) were in the initial stages of construction. The District also contains commercial acreage, an amenity center, and an elementary school, which are included in the approximately 332.46 developed acreage.

The following details the status of development within the District as of June 1, 2019:

	Acreage	Platted Lots	Single-Family Homes		Vacant Developed Lots
			Completed	Under Construction	
A. Developed with Utility Facilities					
Presidential Meadows, Section 1	32.50	93	93	-	-
Presidential Meadows, Section 2	21.60	107	107	-	-
Presidential Meadows, Section 3	13.70	83	83	-	-
Presidential Meadows, Section 4	37.30	108	108	-	-
Presidential Meadows, Section 5	17.60	95	95	-	-
Presidential Meadows, Section 6	20.20	89	89	-	-
Presidential Meadows, Section 7	2.90	14	10	4	-
Presidential Meadows, Section 8	20.70	102	100	-	2
Presidential Meadows, Section 9	30.70	129	123	-	6
Presidential Meadows, Section 10	19.10	102	102	-	-
Presidential Meadows, Section 11	28.97	134	-	3	131
Presidential Meadows, Section 12	23.93	115	-	-	115
Presidential Meadows, Section 13	21.80	121	85	29	7
Commercial	2.50	-	-	-	-
Total Developed with Utilities	293.50	1,292	995	36	261
B. Facilities Under Construction					
Presidential Meadows, Section 14	6.39	42			
Presidential Meadows, Section 15	13.97	85			
Total Facilities Under Construction	20.36	127			
C. Remaining Developable Acreage					
Single-Family	40.04				
Commercial/Retail	44.20				
Total Remaining Developable Acreage	84.24				
D. Other					
Amenity Center	4.70				
School	13.50				
Future Storage Tank Site	1.40				
Total Other	19.60				
Total District Acreage	417.70				

Future Development

The initiation of any new development beyond that described in this Official Statement will be dependent on several factors including, to a great extent, the general and other economic conditions which would affect any party's ability to sell lots and/or other property and of any home builder to sell completed homes as described in this Official Statement under the caption "INVESTMENT CONSIDERATIONS." If the undeveloped portion of the District is eventually developed, additions to the District's water, wastewater, and drainage systems required to service such undeveloped acreage may be financed by future issues, if any, of the District's bonds and developer contributions, if any, as required by the TCEQ. The District's Engineer estimates that the \$26,020,000 remaining principal amount of voted water, wastewater, and drainage bonds which are authorized to be issued should be sufficient to reimburse the Developer for the existing utility facilities and provide utility service to remaining undeveloped but potentially developable acres within the District. See "THE BONDS - Issuance of Additional Debt." The Developer is under no obligation to complete any development, if begun, and may modify or discontinue development plans in its sole discretion. Accordingly, the District makes no representation that future development will occur.

THE DEVELOPER

General

In general, the activities of a landowner or developer within a municipal utility district such as the District include, among other activities, purchasing land within the future district, petitioning for creation of the district, designing the development, defining a marketing program, planning and scheduling building schedules, securing necessary governmental approvals and permits for development, arranging for the construction of roads and the installation of utilities (including, in some cases, water, sewer, and drainage facilities in the utility district) pursuant to the rules of the TCEQ, and selling improved lots or commercial reserves to builders, other developers or third parties. Ordinarily, the developer pays one hundred percent (100%) of the costs of paving and amenity design and construction while the district finances the costs of the water supply and distribution, wastewater collection and drainage facilities. While a landowner or developer is required by the TCEQ to pave streets and pay its allocable portion of the costs of utilities to be financed by the district through a specific bond issue, if any, a developer is generally under no obligation to a district to undertake development activities with respect to other property it owns within a district. Furthermore, there is no restriction on a developer's right to sell any or all of the land which the developer owns within a district. In addition, the developer is ordinarily the major taxpayer within the district during the early stages of development. The relative success or failure of the developer to perform such activities in development of the property within the district may have a profound effect on the security for the bonds issued by a district.

Description of Developer and Major Landowners

The developer currently active within the District is KB Home Lone Star, Inc., a Texas corporation, which is a subsidiary of KB Home, a publicly traded Delaware corporation subject to the information reporting requirements of the Securities Exchange Act of 1934, as amended, that files reports, proxy statements and other information with the United States Securities and Exchange Commission (the "SEC"), which are available online at www.sec.gov. KB Home has purchased (or has under contract to purchase) certain single-family acreage from SVWW (as defined below) and Presidential (as defined below); although KB Home will be developing utility facilities to serve such acreage, SVWW and Presidential have retained reimbursement rights to relevant bond proceeds. See "THE DISTRICT – Historical and Current Status of Development."

Homebuilder

KB Home is currently the active homebuilder within the District. According to KB Home, the homes range in price from approximately \$183,995 to \$239,995, with square footage ranging from approximately 1,234 to 2,495.

Utility Construction Agreement

The District has entered into three Utility Construction Agreements: (i) a Utility Construction Agreement dated October 12, 2002 with IBC that was assigned by IBC to SVWW by assignment dated October 16, 2002 and covers approximately 143 acres acquired by SVWW; (ii) a Utility Construction Agreement dated October 12, 2002 with IBC that was assigned by IBC to Presidential by assignment dated October 16, 2002 and covers approximately 229 acres acquired by Presidential; and (iii) a Utility Construction Agreement dated October 10, 2007 between the District and IBC covering approximately 45 acres of commercial frontage along US 290. Such agreements govern the construction of water, wastewater and drainage facilities on land within the District and the reimbursement for certain of the costs of such construction through the issuance of bonds by the District. The District has also entered into a Recreational Facility Reimbursement Agreement dated February 26, 2008 with Continental Homes of Texas, L.P. and SVWW covering the Presidential Meadows amenity center. See "USE AND DISTRIBUTION OF BOND PROCEEDS."

Agricultural Waiver

SVWW, Presidential, and IBC have executed agreements, which are recorded in the real property records of Travis County and are covenants running with the land, waiving the right to have their respective land located within the District classified as agricultural, open-space or

timberland. In addition, SVWW, Presidential, and IBC have waived the right to have their lots and houses (if any) classified as business inventory. Such agreements may not be modified without the approval of the TCEQ and are binding on purchasers of such land from each developer. See "TAXING PROCEDURES - Property Subject to Taxation by the Participants."

THE SYSTEM

Regulation

The water, wastewater and storm drainage facilities, the purchase, acquisition and construction of which have been permanently financed by the District with the proceeds of the bonds previously issued by the District, have been designed in accordance with accepted engineering practices and the recommendation of certain governmental agencies having regulatory or supervisory jurisdiction over construction and operation of such facilities, including, among others, the Commission. According to the Engineer, the design of all such facilities has been approved by all governmental agencies which have jurisdiction over the District.

Operation of the District's waterworks and wastewater facilities is subject to regulation by, among others, the EPA and the Commission. In many cases, regulations promulgated by these agencies have become effective only recently and are subject to further development and revision.

Water Supply and Distribution

Metro H2O has entered into the Water Supply Contract with the four Participants to provide up to 6,010 LUEs of potable water supply capacity to the Participants. Cottonwood Creek Water Control and Improvement District No. 3 is also a party to the Water Supply Contract but has not been allocated any capacity. See "THE MASTER DISTRICT- Master Service Area." Pursuant to an "Amended and Restated Assignment and Assumption of Capacity Rights and Obligations under Regional Water and Sewer Contracts; and Capacity Reservation Agreement" dated effective October 1, 2005 (the "Capacity Assignment"), the Participants assigned all of their rights and obligations with respect to water supply capacity under the Water Supply Contract to the Master District, which, in turn, reserved water supply capacity in favor of the Participants at full build out in the amounts set forth in the Water Supply Contract and agreed to allocate water capacity on an interim basis fairly and equitably among the Participants. The Participants have also executed the Master District Contract (see "THE MASTER DISTRICT"), pursuant to which the Master District is charged with the responsibility of constructing, financing or acquiring facilities sufficient to rechlorinate and store the potable water delivered by Metro H2O and to deliver such water to the Participants.

Under the Water Supply Contract, as affected by the Capacity Assignment, the Master District was originally contractually obligated to purchase water capacity from Metro H2O at the time of each connection and on a quarterly basis through the payment of water LUE fees. However, pursuant to a "First Amendment to Amended and Restated Regional Water Capacity and Supply Agreement for a Portion of Northeastern Travis County, Texas" dated August 9, 2011 (the "Water Supply Contract Amendment"), in consideration of the payment of \$250,000 to Metro H2O, the obligation to make water LUE fee payments to Metro H2O was terminated until the number of LUEs actually connected to the water system serving the Master District's Service Area exceeds 2,610, at which time water LUE fees will be required to be paid on a connection-by-connection basis. According to the Water Supply Contract, an LUE is defined as the capacity necessary to serve one single-family connection as determined under Commission rules (i.e., one LUE equals one single-family home). As of May 1, 2019, there were 2,248 single-family LUEs connected to the water system serving the Service Area. The Water Supply Contract requires the number of LUEs allocable to connections other than single-family residential to be determined based on unique conversion criteria for over 50 enumerated uses. Some uses, such as irrigation, are not specifically identified and have been calculated based on meter size, per industry standard. The Master District is in the process of auditing the Participant Districts' connection records to verify the total number of LUEs connected to the water system for purposes of determining when the payment of water LUE fees will resume.

The Water Supply Contract, as amended, also obligates the Participants to pay Metro H2O a volumetric wholesale water rate for the water used by the Participants (the "Wholesale Water Rate") as well as an annual rate payment (the "Annual Water Rate Payment") by August 5th of each year. A portion of the Wholesale Water Rate and the Annual Water Rate Payment increase by three percent (3%) per year. The current Wholesale Water Rate is \$6.13 per 1,000 gallons of water delivered. The Annual Water Rate Payment for 2019 is \$164,680.09. Under the Water Supply Contract Amendment, Metro H2O also has the authority to impose a surcharge based on actual increases in the volumetric rate charged to Metro H2O by its supplier as well as a surcharge to recover the cost of new capital assets necessary to serve the Participants.

Pursuant to the Water Supply Contract Amendment, Metro H2O invoices the Master District for wholesale water service provided to the Participants using a take-or-pay minimum base quantity formula. Under this structure, the minimum base quantity of water for which the Participants will be charged for the year commencing March 1, 2019 is 189,060,335 gallons of water. The minimum base quantity for each year thereafter (March through February) will be the prior year's minimum base quantity plus 90% of the amount of water used by the Participants during the prior year in excess of the minimum base quantity for that year.

Metro H2O Water Supply and Transmission Facilities

The water supplied to the Participants by Metro H2O is obtained by Metro H2O from EPCOR Utilities, Inc., assignee of Blue Water 130 Project, LP, under an "Amended and Restated Wholesale Potable Water Supply Agreement" dated April 11, 2011 (the "EPCOR Contract"). It is the District's understanding that Metro H2O has sufficient water capacity available under the EPCOR Contract to serve 6,010 connections within the Participants. The point of delivery for water delivered to Metro H2O under the EPCOR Contract is the 500,000-gallon elevated storage tank owned by Metro H2O adjacent to the Service Area. The facilities necessary to deliver water under the EPCOR Contract have been constructed, and such water became available to Metro H2O (and the Participants through Metro H2O) on July 5, 2011. Under the terms of the

Water Supply Contract Amendment, Metro H2O is required to reserve capacity to and for the benefit of the Participants in the water supply available to Metro H2O under the EPCOR Contract equal to the number of LUEs paid for by or on the behalf of the Participants up to 6,010 LUEs. To date, 2,610 LUEs have been paid for by or on behalf of the Participants to Metro H2O. According to the Master District's operator, as of May 1, 2019, there were 2,248 active single-family residential connections within the Master District's Service Area.

In addition, SWWC Services, Inc., the Master District's prior operator and an affiliate of Metro H2O, previously advised the Master District that there is a physical water interconnect located between the Metro H2O facilities and the City of Manor. In the past, Manor and Metro H2O have utilized the interconnect; however, the Master District has been advised that the agreement providing for the interconnect has expired, and the District makes no representation that such an agreement will be reinstated.

City of Manor Emergency Water Interconnect

The Master District and the City of Manor have entered into an "Interlocal Agreement Concerning Emergency Water Interconnect" dated effective June 6, 2014, which can provide a short-term water supply to customers within the Participants in emergency situations.

Master District Distribution, Rechlorination and Storage Facilities

The Master District has constructed a 24-inch water transmission main which distributes the water delivered by Metro approximately 3.3 miles from the Metro H2O elevated storage tank, to a terminus within the District. Additionally, the Master District has constructed one chlorination facility outside the boundaries of the Master District at the beginning of the Master District's 24-inch water transmission main near the 500,000 gallon elevated storage tank owned by Metro H2O. To date, the chlorination facility has not been needed for the water supply received pursuant to the EPCOR Contract.

It is anticipated that the Master District will be required to construct one or more water storage facilities as development increases demand for water supply within the Service Area. The Master District recently engaged Jones & Carter, Inc. to design an 800,000 gallon elevated storage tank that is anticipated to come on-line in 2021.

Wastewater Collection and Treatment

The Participants and Metro H2O originally entered into the Wastewater Treatment Contract pursuant to which Metro H2O agreed to construct certain wastewater treatment facilities sufficient to serve up to 6,010 LUEs of wastewater from the Participants. Cottonwood Creek WCID No. 3 is also a party to the Wastewater Treatment Contract, but has not been allocated any capacity. Under the Wastewater Treatment Contract, Metro H2O completed construction of the initial phase of such wastewater facilities including a 500,000 gallons per day ("gpd") wastewater treatment plant and lift station (the "Wastewater Treatment Plant"). Based upon an average daily flow of 250 gpd per LUE, the 500,000 gpd Wastewater Treatment Plant is sufficient to serve 2,000 LUEs, according to the Master District's Engineer. Pursuant to the Capacity Assignment, the Participants assigned all of their rights and obligations with respect to wastewater treatment capacity under the Wastewater Treatment Contract to the Master District, which, in turn, reserved wastewater treatment capacity in favor of the Participants at full buildout in the amounts set forth in the Wastewater Treatment Contract and will allocate wastewater treatment capacity on an interim basis fairly and equitably among the Participants.

When Southwest Water Company, the parent of Metro H2O, announced its intention to sell its wholesale operations in Texas, the Master District negotiated to purchase the Wastewater Treatment Plant from Metro H2O pursuant to an Asset Purchase Agreement dated November 20, 2008. The closing of such transaction occurred on December 31, 2008, at which time Metro H2O transferred ownership of the Wastewater Treatment Plant and its interest in the Wastewater Treatment Contract to the Master District. The Master District operates and maintains the Wastewater Treatment Plant as a Master District Facility and has included the costs of the operations in its budget for the fiscal year ending September 30, 2019. The cost of operation and maintenance of the Wastewater Treatment Plant is invoiced to each of the Participants on a monthly basis, in accordance with the Master District Contract.

Shortly after the purchase of the Wastewater Treatment Plant, the Master District experienced increased maintenance and operation costs for the Wastewater Treatment Plant. In an effort to reduce these costs, the Master District engaged Jones & Carter, Inc. to assess the Wastewater Treatment Plant and its operation and maintenance procedures and to recommend appropriate changes, repairs and upgrades. The Master District has also entered into agreements with the manufacturer of the wastewater treatment technology at the Wastewater Treatment Plant, to service and replace the plant's membrane equipment and make certain upgrades to improve the performance and energy efficiency of the Wastewater Treatment Plant. After the implementation of certain recommended improvements, Jones & Carter, Inc. and Crossroads Utility Services LLC, the Master District's operator, have represented that operation and the efficiency of the Wastewater Treatment Plant has improved significantly.

The Master District recently engaged Jones & Carter, Inc. to design the expansion of the Wastewater Treatment Plant to a capacity of 1.0 mgd. Based on an average flow of 250 gpd, the 1.0 mgd expansion will be sufficient to serve 4,000 LUEs.

Drainage System

The storm drainage system that serves the District consists of curb and gutter streets and storm sewers that collect and direct storm water runoff generally south and southwest to detention ponds and then to Wilbarger Creek, a tributary of the Colorado River.

100-Year Flood Plain

“Flood Insurance Map” or “FIRM” means an official map of a community on which the Federal Emergency Management Agency (FEMA) has delineated the appropriate areas of flood hazards. The 1% chance of probable inundation, also known as the 100-year flood plain, is depicted on these maps. The “100-year flood plain” (or 1% chance of probable inundation) as shown on the FIRM is the estimated geographical area that would be flooded by a rain storm of such intensity to statistically have a one percent chance of occurring in any given year. Generally speaking, homes must be built above the 100-year flood plain in order to meet local regulatory requirements and to be eligible for federal flood insurance.

According to the Engineer, no land within the District is located within the planned designated Flood Hazard Area as shown on the Federal Flood Insurance Administration Rate Map No. 48453C0485H.

The National Weather Service recently completed a rainfall study known as NOAA Atlas 14, Volume 11 Participation-Frequency Atlas of the United States (“Atlas 14”) which shows that severe rainfall events are now occurring more frequently. Within Texas, the Atlas 14 study showed an increased number of rainfall events in a band extending from the upper Gulf Coast in the east and running west generally along the I-10 corridor to Central Texas. In particular, the study shows that Central Texas is more likely to experience larger storms than previously thought. Based on this study, various governmental entities, including Travis County, are contemplating amendments to their regulations that will potentially increase the size of the 100-year flood plain which interim flood plain is based on the current 500-year flood plain, resulting in the interim flood plain regulations applying to a larger number of properties, and potentially increasing the size of detention ponds and drainage facilities required for future construction in all areas (not just in the flood plain). Flood plain boundaries within the District may be redrawn based on the Atlas 14 study based on the higher statistical rainfall amount and could mean higher insurance rates, increased development fees, and stricter building codes for any property located within the expanded boundaries of the flood plain.

Water, Wastewater and Drainage Operations - Rate and Fee Schedule - Table 1

Rate and Fee Schedule - Table 1

The Board of Directors establishes rates and fees for water and sewer service, subject to change from time to time. The following schedule sets forth the rates and fees for the District's water and sewer service which have been in effect since September 11, 2018.

Monthly Billings:

5/8” Meter	\$ 38.94*
3/4” Meter	\$ 39.44*
Monthly Water Commodity Charge	
0-15,000 gallons	\$ 5.25 per 1,000 gallons
15,001+ gallons	\$ 7.00 per 1,000 gallons
Monthly Wastewater Commodity Charge	\$ 7.50 per 1,000 gallons

Tap Connection Fees:

Water	\$ 600.00 per LUE
Wastewater	\$ 600.00 per LUE

* Single family residential meter includes solid waste/recycling services.

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Operating Revenues and Expenses Statement - Table 2

The following statement sets forth in condensed form the historical operations of the District as derived from the District's audited financial statements for the years ending September 30, 2013 through September 30, 2018 and an unaudited summary for the year ended September 30, 2019. Accounting principles customarily employed in the determination of net revenues have been observed and in all instances exclude depreciation. Such summary has been prepared from information obtained from the District's financial statements and records. Reference is made to such statements for further and more complete information. Also see "Appendix A – Audited Financial Statements."

	Fiscal Year End						
	5/31/2019 ^(a)	9/30/2018 ^(b)	9/30/2017 ^(b)	9/30/2016 ^(b)	9/30/2015 ^(b)	9/30/2014 ^(b)	9/30/2013 ^(b)
REVENUES							
Property taxes, including penalties	\$ 386,991	\$ 379,114	\$ 275,661	\$ 244,824	\$ 157,425	\$ 160,552	\$ 150,978
Service Revenues, including penalties	708,950	971,212	842,381	682,722	584,149	521,597	495,425
Connection/Inspection Fees	145,774	268,437	300,436	275,548	116,351	57,204	-
Interest and Other	31,074	24,941	10,292	4,954	1,450	700	630
Developer advance	-	-	-	60,671	180,000	180,000	180,000
TOTAL REVENUES	\$ 1,272,789	\$ 1,643,704	\$ 1,428,770	\$ 1,268,719	\$ 1,039,375	\$ 920,053	\$ 827,033
EXPENDITURES							
Garbage Expenditures	\$ 113,351	\$ 142,308	\$ 107,604	\$ 81,614	\$ 69,707	\$ 66,047	\$ 65,400
Repairs/maintenance	64,443	73,933	98,378	62,275	45,985	40,301	20,830
Operations/management fee	75,627	100,214	81,103	66,012	56,288	50,577	45,887
Inspection/Review fees	34,391	63,306	66,795	68,635	22,648	-	-
Director fees, including payroll fees	3,230	5,652	6,298	6,298	3,391	4,198	4,198
Legal fees	26,549	45,570	43,167	39,833	28,397	27,832	29,363
Engineering fees	11,105	16,646	14,068	11,906	11,313	9,725	6,510
Audit fees	13,150	12,850	12,500	12,000	11,750	11,500	11,300
Bookkeeping Fees	17,350	26,000	25,650	26,000	25,300	25,650	25,300
Financial Advisor/Other Consultant fees	585	691	648	2,133	633	5,111	611
Tax appraisal/collection	1,481	2,354	1,729	1,600	1,106	981	930
Insurance	520	5,200	4,148	4,480	4,364	4,330	4,939
Other	25,416	29,406	22,637	16,642	13,232	15,440	15,736
Capital Outlay	-	-	-	-	-	-	-
TOTAL EXPENDITURES	\$ 387,196	\$ 524,130	\$ 484,725	\$ 399,428	\$ 294,114	\$ 261,692	\$ 231,004
TOTAL REVENUE OVER/UNDER EXPENDITURES	\$ 885,593	\$ 1,119,574	\$ 944,045	\$ 869,291	\$ 745,261	\$ 658,361	\$ 596,029
Beginning Fund Balance	\$ 2,110,950	\$ 1,720,064	\$ 1,253,286	\$ 951,820	\$ 661,222	\$ 445,267	\$ 259,457
Plus / (Less): Fund Transfer - Master District	(462,152)	(728,688)	(477,267)	(567,825)	(454,663)	(442,406)	(410,219)
Ending Fund Balance	\$ 2,534,391	\$ 2,110,950	\$ 1,720,064	\$ 1,253,286	\$ 951,820	\$ 661,222	\$ 445,267

(a) Audited

(b) Unaudited as of May 31, 2019. Represents approximately eight (8) months of the District's current fiscal year.

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DEBT SERVICE REQUIREMENTS – TABLE 3

Cottonwood Creek Municipal Utility District No. 1

\$3,000,000

Unlimited Tax Bonds, Series 2019

Dated Date: August 13, 2019

First Interest Payment Due: March 1, 2020

Year Ending 31-Dec	Outstanding Bonds				The Bonds				Total Debt Service Requirements	
	Principal Due (09/01)	Interest		Total	Principal (Due 9/01)	Interest		Principal and Interest		
		Due (03/01)	Due (09/01)			Due (03/01)	Due (09/01)			Total
2019	\$ 250,000	\$ 187,516	\$ 187,516	\$ 625,032	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 625,032
2020	260,000	188,831	188,831	637,661	40,000	49,500	45,000	94,500	134,500	772,161
2021	270,000	184,381	184,381	638,761	40,000	44,400	44,400	88,800	128,800	767,561
2022	375,000	179,706	179,706	734,411	50,000	43,800	43,800	87,600	137,600	872,011
2023	390,000	173,318	173,318	736,636	50,000	43,050	43,050	86,100	136,100	872,736
2024	405,000	166,559	166,559	738,118	55,000	42,300	42,300	84,600	139,600	877,718
2025	420,000	159,690	159,690	739,380	60,000	41,475	41,475	82,950	142,950	882,330
2026	435,000	153,204	153,204	741,409	65,000	40,575	40,575	81,150	146,150	887,559
2027	450,000	146,867	146,867	743,734	70,000	39,600	39,600	79,200	149,200	892,934
2028	465,000	140,042	140,042	745,084	120,000	38,550	38,550	77,100	197,100	942,184
2029	485,000	132,684	132,684	750,369	120,000	36,750	36,750	73,500	193,500	943,869
2030	500,000	124,691	124,691	749,381	120,000	34,950	34,950	69,900	189,900	939,281
2031	525,000	116,203	116,203	757,406	125,000	33,150	33,150	66,300	191,300	948,706
2032	545,000	107,247	107,247	759,494	125,000	31,275	31,275	62,550	187,550	947,044
2033	565,000	97,959	97,959	760,919	125,000	29,400	29,400	58,800	183,800	944,719
2034	590,000	88,022	88,022	766,044	130,000	27,525	27,525	55,050	185,050	951,094
2035	610,000	77,969	77,969	765,938	130,000	25,575	25,575	51,150	181,150	947,088
2036	635,000	67,381	67,381	769,763	135,000	23,625	23,625	47,250	182,250	952,013
2037	660,000	56,156	56,156	772,313	140,000	21,600	21,600	43,200	183,200	955,513
2038	685,000	44,278	44,278	773,556	140,000	19,500	19,500	39,000	179,000	952,556
2039	715,000	31,488	31,488	777,975	145,000	17,400	17,400	34,800	179,800	957,775
2040	745,000	17,981	17,981	780,963	145,000	15,225	15,225	30,450	175,450	956,413
2041	210,000	3,938	3,938	217,876	150,000	13,050	13,050	26,100	176,100	393,976
2042	-	-	-	-	720,000	10,800	10,800	21,600	741,600	741,600
	<u>\$ 11,190,000</u>	<u>\$ 2,646,110</u>	<u>\$ 2,646,110</u>	<u>\$ 16,482,220</u>	<u>\$ 3,000,000</u>	<u>\$ 723,075</u>	<u>\$ 718,575</u>	<u>\$ 1,441,650</u>	<u>\$ 4,441,650</u>	<u>\$ 20,923,870</u>

**FINANCIAL STATEMENT
(Unaudited)**

Assessed Value – Table 4

2018 Certified Assessed Valuation	\$ 169,493,317	(a)
2019 Preliminary Assessed Valuation	\$ 205,356,697	(b)
Estimated Assessed Valuation as of June 1, 2019	\$ 214,937,083	(c)
Gross Debt Outstanding (after issuance of the Bonds)		
District Debt	\$ 14,190,000	(d)
Contract Debt	<u>6,465,649</u>	(e)
Total	\$ 20,655,649	
Ratio of Gross Debt to 2018 Certified Assessed Valuation		12.19%
Ratio of Gross Debt to 2019 Preliminary Assessed Valuation		10.06%
Ratio of Gross Debt to Estimated Assessed Valuation as of June 1, 2019		9.61%
2018 Tax Rate		
Debt Service	\$ 0.2698	
Maintenance	0.2302	
Contract	<u>0.3500</u>	
Total 2018 Tax Rate	<u>\$ 0.8500</u>	(f)
Debt Service Fund Balance (as of July 9, 2019)	\$ 696,591	(g)

Area of District: 417.70 acres
Estimated Population as of May 31, 2019: 3,591^{g)}

- (a) Assessed valuation of the District as of January 1, 2018, as certified by the Travis Central Appraisal District ("TCAD"). See "TAXING PROCEDURES."
- (b) Preliminary assessed valuation of the District as of January 1, 2019, as provided by TCAD, is included solely for purposes of illustration. No taxes shall be levied on such assessed valuation unless it is certified by TCAD. See "TAXING PROCEDURES."
- (c) Estimated assessed valuation of the District as of June 1, 2019, as provided by TCAD, is included solely for purposes of illustration. See "TAXING PROCEDURES."
- (d) Includes the Bonds.
- (e) The District is party to a contract with the Master District whereby the District is obligated to pay a pro rata share of debt service on bonds issued from time to time by the Master District to acquire, construct, purchase, and maintain certain facilities to provide regional water, wastewater and drainage services to all Participants. The Master District has outstanding a total of \$16,185,000 aggregate principal amount of contract tax bond issues as the following: \$2,995,000 Unlimited Contract Tax Refunding Bonds, Series 2012; \$4,575,000 Unlimited Contract Tax Refunding Bonds, Series 2016; \$4,155,000 Unlimited Contract Tax Bonds, Series 2017; and \$4,460,000 Unlimited Contract Tax Bonds, Series 2018 (collectively, the "Outstanding Contract Bonds"). Of such Outstanding Contract Bonds, \$6,465,649 (39.95%) represents the District's pro rata share based on the 2018 Certified Assessed Valuation of the Service Area of \$424,280,594. See "THE MASTER DISTRICT – Contract Tax Bonds."
- (f) The District levied a 2018 total tax rate of \$0.8500 at the District's Board of Directors' meeting in September 2018. See "TAXING PROCEDURES."
- (g) Unaudited as of July 9, 2019. Does not include approximately twenty-four (24) months' capitalized interest (\$187,160) included in the Bond proceeds, to be deposited into the Debt Service Fund upon closing. Neither Texas Law nor the Bond Order requires that the District maintain any particular sum in the District's Debt Service Fund.
- (h) Based upon 3.5 residents per completed and occupied single family home.

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Unlimited Tax Bonds Authorized but Unissued - Table 5

Date of Authorization	Purpose	Amount Authorized	Issued to Date	Unissued
05/03/03	Water, Sanitary Sewer & Drainage	\$ 41,060,000	\$ 15,040,000 ^(a)	\$ 26,020,000
05/03/03	Refunding	61,590,000 ^(b)	190,000	61,400,000
02/07/04	Park and Recreational Facilities	5,250,000	-	5,250,000
02/07/04	Refunding	7,875,000 ^(c)	-	7,875,000

(a) Includes the Bonds.

(b) The District also authorized the issuance of water, sewer and drainage refunding bonds in an amount not to exceed one and one-half times the principal amount of water, sewer and drainage bonds issued.

(c) The District also authorized the issuance of park and recreational facilities bonds in an amount not to exceed one and one-half times the principal amount of park and recreational facilities bonds issued.

Outstanding Bonds - Table 6

Dated Date	Purpose	Original Series	Original Principal Amount	Principal Amount Outstanding after the Issuance of the Bonds
A. New Money Bonds				
08/01/06	Water, Sanitary Sewer & Drainage	2006	\$ 2,500,000	\$ -
04/12/16	Water, Sanitary Sewer & Drainage	2016	2,500,000	2,425,000
11/14/17	Water, Sanitary Sewer & Drainage	2017	4,040,000	3,920,000
10/09/18	Water, Sanitary Sewer & Drainage	2018	3,000,000	3,000,000
08/13/19	Water, Sanitary Sewer & Drainage	2019	3,000,000	3,000,000 ^(a)
	Subtotal		<u>\$ 15,040,000</u>	<u>\$ 12,345,000</u>
B. Refunding Bonds				
2/1/2013	Refunding	2013	\$ 2,395,000	\$ 1,845,000
	Subtotal		<u>\$ 2,395,000</u>	<u>\$ 1,845,000</u>
	Total		<u>\$ 17,435,000</u>	<u>\$ 14,190,000</u>

(a) The Bonds.

Cash and Investment Balances - Table 7^(a)

General Fund	\$ 2,467,454
Debt Service Fund	696,591 ^(b)
Capital Projects Fund	267,570

(a) Unaudited as of July 9, 2019.

(b) Does not include approximately twenty-four (24) months' capitalized interest (\$187,160) included in the Bond proceeds, to be deposited into the Debt Service Fund upon closing. Neither Texas law nor the Bond Order requires the District to maintain any particular sum in the Debt Service Fund.

Investment Authority and Investment Practices of the District

Under Texas law, the District is authorized to invest in (1) obligations of the United States or its agencies and instrumentalities, including letters of credit; (2) direct obligations of the State of Texas or its agencies and instrumentalities; (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States; (4) other obligations, the principal and interest of which is guaranteed or insured by or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation ("FDIC") or by explicit full faith and credit of the United States; (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent; (6) bonds issued, assumed or guaranteed by the State of Israel; (7) interest-bearing banking deposits that are guaranteed or insured by the FDIC or the National Credit Union Share Insurance Fund or their respective successors; (8) certificates of deposit and share certificates meeting the requirements of the Texas Public Funds Investment Act (Chapter 2256, Texas Government Code, as amended) (the "PFIA") (i) that are issued by or through an institution that has its main office or a branch office in Texas and are guaranteed or insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund, or are secured as to principal by obligations described in clauses (1) through (6) or in any other manner and amount provided by law for District deposits; or (ii) that are invested by the District through a depository institution that has its main office or a branch office in the State of Texas and otherwise meets the requirements of the PFIA; (9) fully collateralized repurchase agreements that have a defined termination date, are fully secured by obligations described in clause (1), and are placed through a primary government securities dealer or a financial institution doing business in the State of Texas; (10) certain bankers' acceptances with the remaining term of 270 days or less, if the short-term obligations of the accepting bank or its parent are rated at least A-1 or P-1 or the equivalent by at least one nationally recognized credit rating agency; (11) commercial paper with a stated maturity of 270 days or less that is rated at least A-1 or P-1 or the equivalent by either (a) two nationally recognized credit rating agencies or (b) one nationally recognized credit rating agency if the paper is fully secured by an irrevocable letter of credit issued by a U.S. or state bank; (12) no-load money market mutual funds registered with and regulated by the Securities and Exchange Commission that complies with Securities and Exchange Commission Rule 2a-7; (13) no-load mutual funds registered with the Securities and Exchange Commission that have an average weighted maturity of less than two years, and either has a duration of one year or more and is invested exclusively in obligations described in the this paragraph, or has a duration of less than one year and the investment portfolio is limited to investment grade securities, excluding asset-backed securities; and (14) local government investment pools organized in accordance with the Interlocal Cooperation Act (Chapter 791, Texas Government Code) as amended, whose assets consist exclusively of the obligations that are described above. A public funds investment pool must be continuously ranked no lower than "AAA", "AAA-m" or at an equivalent rating by at least one nationally recognized rating service. In addition, bond proceeds may be invested in guaranteed investment contracts that have a defined termination date and are secured by obligations, including letters of credit, of the United States or its agencies and instrumentalities in an amount at least equal to the amount of bond proceeds invested under such contract, other than the prohibited obligations described below.

A political subdivision such as the District may enter into securities lending programs if (i) the securities loaned under the program are 100% collateralized, a loan made under the program allows for termination at any time and a loan made under the program is either secured by (a) obligations that are described in clauses (1) through (6) above, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm at not less than A or its equivalent or (c) cash invested in obligations described in clauses (1) through (6) above, clauses (11) through (13) above, or an authorized investment pool; (ii) securities held as collateral under a loan are pledged to the District, held in the District's name and deposited at the time the investment is made with the District or a third party designated by the District; (iii) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State of Texas; and (iv) the agreement to lend securities has a term of one year or less.

The District may invest in such obligations directly or through government investment pools that invest solely in such obligations provided that the pools are rated no lower than AAA or AAAM or an equivalent by at least one nationally recognized rating service. The District may also contract with an investment management firm registered under the Investment Advisers Act of 1940 (15 U.S.C. Section 80b-1 et seq.) or with the State Securities Board to provide for the investment and management of its public funds or other funds under its control for a term up to two years, but the District retains ultimate responsibility as fiduciary of its assets. In order to renew or extend such a contract, the District must do so by order, ordinance, or resolution.

The District is specifically prohibited from investing in: (1) obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal; (2) obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security and bears no interest; (3) collateralized mortgage obligations that have a stated final maturity of greater than 10 years; and (4) collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.

Under Texas law, the District is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity; that address investment diversification, yield, maturity, and the quality and capability of investment management; and that include a list of authorized investments for District funds, the maximum allowable stated maturity of any individual investment, the maximum average dollar-weighted maturity allowed for pooled fund, groups methods to monitor the market price of investments acquired with public funds, a requirement for settlement of all transactions, except investment pool funds and mutual funds, on a delivery versus payment basis, and procedures to monitor rating changes in investments acquired with public funds and the liquidation of such investments consistent with the PFIA. All District funds must be invested consistent with a formally adopted "Investment Strategy Statement" that specifically addresses each fund's investment. Each Investment Strategy Statement will describe its objectives concerning: (1) suitability of investment type, (2) preservation and safety of principal, (3) liquidity, (4) marketability of each investment, (5) diversification of the portfolio, and (6) yield.

Under Texas law, the District's investments must be made "with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person's own affairs, not for speculation, but for investment considering the probable safety of capital and the probable income to be derived." At least quarterly, the District's investment officers must submit an investment report to the Board of Directors detailing: (1) the investment position of the District, (2) that all investment officers jointly prepared and signed the report, (3) the beginning market value, and any additions and changes to market value and the ending value of each pooled fund group, (4) the book value and market value of each separately listed asset at the beginning and end of the reporting period, (5) the maturity date of each separately invested asset, (6) the account or fund or pooled fund group for which each individual investment was acquired, and (7) the compliance of the investment portfolio as it relates to: (a) adopted investment strategies and (b) Texas law. No person may invest District funds without express written authority from the Board of Directors.

Under Texas law, the District is additionally required to: (1) annually review its adopted policies and strategies, (2) require any investment officers with personal business relationships or family relationships with firms seeking to sell securities to the District to disclose the relationship and file a statement with the Texas Ethics Commission and the District, (3) require the registered principal of firms seeking to sell securities to the District to: (a) receive and review the District's investment policy, (b) acknowledge that reasonable controls and procedures have been implemented to preclude imprudent investment activities, and (c) deliver a written statement attesting to these requirements; (4) in conjunction with its annual financial audit, perform a compliance audit of the management controls on investments and adherence to the District's investment policy, (5) restrict reverse repurchase agreements to not more than 90 days and restrict the investment of reverse repurchase agreement funds to no greater than the term of the reverse repurchase agreement, (6) restrict the investment in non-money market mutual funds in the aggregate to no more than 15% of the District's monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt service and (7) require local government investment pools to conform to the new disclosure, rating, net asset value, yield calculation, and advisory board requirements.

Current Investments - Table 8

The District, as of July 9, 2019, was primarily invested in TexPool. This investment portfolio is generally representative of the District's investment practices. GASB Statement No. 3 requires the District to assign risk categories for its investments, except those in which securities are not used as evidence of the investment. TexPool is a public funds investment pool. TexPool has not been assigned a risk category since the District has not been issued securities, but rather it owns an undivided beneficial interest in the assets of TexPool. State law requires the District to mark its investments to market price each calendar quarter and upon the conclusion of each fiscal year, for the purpose of compliance with applicable accounting policies concerning the contents of the District's audited financial statements.

	Investment Value as of July 9, 2019
Cash	\$ 154,585
TexPool	3,453,067
Total Investments	\$ 3,607,652

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Estimated Overlapping Debt Statement

Other governmental entities whose boundaries overlap the District have outstanding bonds payable from ad valorem taxes. The following statement of direct and estimated overlapping ad valorem tax debt was developed from several sources, including information contained in "Texas Municipal Reports," published by the Municipal Advisory Council of Texas. Except for the amount relating to the District, the District has not independently verified the accuracy or completeness of such information, and no person is entitled to rely upon such information as being accurate or complete. Furthermore, certain of the entities listed below may have issued additional bonds since the dates stated in this table, and such entities may have programs requiring the issuance of substantial amounts of additional bonds, the amount of which cannot be determined. Political subdivisions overlapping the District are authorized by Texas law to levy and collect ad valorem taxes for operation, maintenance and/or general revenue purposes in addition to taxes of debt service and the tax burden for operation, maintenance and/or general purposes is not included in these figures.

Taxing Body	Net Debt		% of Overlapping Net Debt	Amount of Overlapping Net Debt
	Amount	As of		
Travis County	1,066,091,179	6/30/2019	0.04%	426,436
Travis County Healthcare District	8,350,000	6/30/2019	0.04%	3,340
Travis County ESD No. 12 ^(a)	-	6/30/2019	0.00%	-
Austin Community College	418,335,000	6/30/2019	0.03%	125,501
Manor Independent School District	317,509,999	6/30/2019	0.93%	2,952,843
TOTAL ESTIMATED OVERLAPPING NET DEBT				\$ 3,508,120
The District ^(b)	\$ 20,655,649	8/13/2019	100.00%	\$ 20,655,649
TOTAL ESTIMATED DIRECT AND OVERLAPPING DEBT				\$ 24,163,769
Ratio of Estimated and Overlapping Debt to 2018 Certified Assessed Valuation				14.26%
Ratio of Estimated and Overlapping Debt to 2019 Preliminary Assessed Valuation				11.77%
Ratio of Estimated and Overlapping Debt to Estimated Assessed Valuation as of June 1, 2019				11.24%

(a) Taxing jurisdiction with no outstanding debt.

(b) Includes the Bonds.

Overlapping Taxes for 2018

Overlapping Entity	2018 Tax Rate Per	
	\$100 Assessed Valuation	Average Tax Bill ^(a)
	Travis County	Travis County
Travis County	\$0.35420	\$ 687
Travis County Healthcare District	0.105221	204
Travis County ESD No. 12	0.100000	194
Austin Community College	0.104800	203
Manor Independent School District	1.515000	2,940
The District	0.850000	1,650
Total	\$3.02922	\$ 5,879

(a) Based upon the 2018 average single-family home value of \$194,086 as provided by TCAD.

TAX DATA

Classification of Assessed Valuation- Table 9

Type Property	2019 ^(a)		2018 ^(b)		2017 ^(b)	
	Amount	%	Amount	%	Amount	%
Single-Family Residence	\$ 190,120,422	90.21%	\$ 160,924,615	94.90%	\$ 111,631,593	94.58%
Vacant Lot	6,811,337	3.23%	3,301,490	1.95%	3,156,473	2.67%
Non-Qualified Land	-	0.00%	-	0.00%	-	0.00%
Rural Land, Non-Qualified	3,837,680	1.82%	4,895,740	2.89%	5,375,328	4.55%
Improvement on Qualified Land - Open Space	-	0.00%	-	0.00%	-	0.00%
Commercial Real Property	2,441,871	1.16%	2,375,763	1.40%	1,124,479	0.95%
Intangible Property	-	0.00%	-	0.00%	-	0.00%
Commercial Personal Property	432,924	0.21%	407,545	0.24%	356,355	0.30%
Residential Inventory	7,118,528	3.38%	7,875,180	4.64%	4,693,098	3.98%
Special Tax Inventory	-	0.00%	-	0.00%	-	0.00%
Totally Exempt Property	-	0.00%	16,019,615	9.45%	15,176,805	12.86%
Less: Adjustments	-	0.00%	(26,228,913)	-15.47%	(23,479,715)	-19.89%
Total	<u>\$210,762,762</u>	<u>100.00%</u>	<u>\$169,571,035</u>	<u>100.00%</u>	<u>\$118,034,416</u>	<u>100.00%</u>

(a) Provided by TCAD.

(b) Reflects classification of assessed valuation as supplied by the District's audited financial statements. Such value may differ from the original certified assessed valuation, and any supplements or adjustments thereto, as supplied by TCAD.

Tax Collections - Table 10

The following statement of tax collections sets forth in condensed form the historical tax collection experience of the District. Such summary has been prepared by the Financial Advisor for inclusion herein based upon information from District audits and records of the District's Tax Assessor/Collector. Reference is made to such audits and records for further and more complete information.

Tax Year	Assessed Valuation (a)	Tax Rate	Tax Levy	Current Collections		Total Collections		Year Ending
				Amount	%	Amount	%	
2002	\$ 275,656	0.9500	2,619	2,619	100.00%	2,619	100.00%	9/30/2003 ^(b)
2003	4,392,774	0.9500	41,731	41,731	100.00%	41,731	100.00%	9/30/2004 ^(b)
2004	4,396,914	0.9500	41,771	41,771	100.00%	41,771	100.00%	9/30/2005 ^(b)
2005	10,068,778	0.9500	95,653	93,362	97.60%	95,392	99.73%	9/30/2006 ^(b)
2006	25,885,074	0.8968	232,137	231,889	99.89%	232,297	100.07%	9/30/2007 ^(b)
2007	43,413,730	0.8968	389,333	384,032	98.64%	389,333	100.00%	9/30/2008 ^(b)
2008	53,068,848	0.8968	475,921	474,874	99.78%	475,247	99.86%	9/30/2009 ^(b)
2009	57,745,415	0.8968	517,861	493,629	95.32%	516,019	99.64%	9/30/2010 ^(b)
2010	53,881,905	0.9500	511,879	507,015	99.05%	509,288	99.49%	9/30/2011 ^(b)
2011	49,378,416	0.9700	478,971	477,387	99.67%	477,572	99.71%	9/30/2012 ^(b)
2012	41,610,277	1.1000	457,712	454,881	99.38%	456,285	99.69%	9/30/2013 ^(b)
2013	44,481,462	1.0900	484,902	483,932	99.80%	483,932	99.80%	9/30/2014 ^(b)
2014	47,808,660	0.9500	454,135	453,227	99.80%	453,227	99.80%	9/30/2015 ^(b)
2015	62,531,798	0.8500	573,462	572,315	99.80%	572,315	99.80%	9/30/2016 ^(b)
2016	84,554,365	0.9170	775,364	771,487	99.50%	771,487	99.50%	9/30/2017 ^(b)
2017	118,143,226	0.8500	1,003,335	996,801	99.35%	997,315	99.40%	9/30/2018 ^(b)
2018	169,493,317	0.8500	1,441,350	1,425,952	98.93%	1,428,134	99.08%	9/30/2019 ^(c)

(a) Assessed Valuation reflects the adjusted value at September 30th of each respective year as included in the audited financial statement.

(b) Audited.

(c) Unaudited. Reflects collections as of May 31, 2019. Taxes were due with no penalty by January 31, 2019.

District Tax Rates - Table 11

Tax Rate per \$100 Assessed Valuation	2018	2017	2016	2015	2014
Debt Service	\$ 0.2698	\$ 0.1788	\$ 0.2425	\$ 0.1746	\$ 0.2414
Contract	0.3500	0.3500	0.3500	0.3500	0.3800
Maintenance & Operations	<u>0.2302</u>	<u>0.3212</u>	<u>0.3245</u>	<u>0.3924</u>	<u>0.3286</u>
Total	<u>\$ 0.8500</u>	<u>\$ 0.8500</u>	<u>\$ 0.9170</u>	<u>\$ 0.9170</u>	<u>\$ 0.9500</u>

Tax Rate Limitation

The District's tax rate for debt service on the Bonds is legally unlimited as to rate and amount.

Maintenance Tax

The Board of Directors of the District has the statutory authority to levy and collect an annual ad valorem tax for planning, maintaining, repairing and operating the District's improvements, if such maintenance tax is authorized by a vote of the District's electors. Such tax is in addition to taxes that the District is authorized to levy for paying principal of and interest on the Bonds, and any tax bonds that may be issued in the future. At an election held on May 3, 2003, voters within the District authorized a maintenance tax not to exceed \$1.50/\$100 assessed valuation. As shown above under "District Tax Rates," the District levied a 2018 maintenance and operation tax of \$0.2302/\$100 assessed valuation. See "THE DISTRICT – General."

Principal Taxpayers - Table 12

The following list of principal taxpayers was provided by the Travis Central Appraisal District based on the 2019, 2018, and 2017 tax rolls of the District, which reflect ownership as of January 1 of each year shown.

Principal Taxpayers	Type Property	2019^(a)	2018^(b)	2017^(b)
Presidential Meadows LP	Land & Improvements	\$ 1,650,449	\$ 2,708,509	\$ 4,800,722
KB Home Lone Star LP	Land & Improvements	10,004,366	7,000,276	3,974,637
IBC Partners Ltd.	Land & Improvements	3,418,010	3,418,010	3,429,286
GFAA Partners Inc.	Land & Improvements	797,316	779,359	779,414
Lion Capital LLC	Land & Improvements	1,299,490	1,251,339	499,511
Presidential Glen Ltd.	Land & Improvements	425,656	425,656	425,656
Individual Homeowner	Land & Improvements	454,257	417,925	397,732
Dinsmore Living Trust	Land & Improvements	(c)	(c)	339,052
American Homes 4 Rent	Land & Improvements	368,218	358,472	318,738
Individual Homeowner	Land & Improvements	366,809	304,704	(c)
Individual Homeowner	Land & Improvements	327,476	304,163	(c)
Individual Homeowner	Land & Improvements	(c)	(c)	270,195
		\$ 19,112,047	\$ 16,968,413	\$ 15,234,943
Percent of Assessed Valuation		9.31%	10.01%	12.91%

(a) Provided by TCAD.

(b) Assessed Valuation reflects the adjusted value at September 30th of each respective year as included in the audited financial statement.

(c) Not a principal taxpayer for respective year.

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Tax Adequacy for Debt Service

The calculations shown below assume, solely for purposes of illustration, no increase or decrease in assessed valuation from the 2018 Certified Assessed Valuation and the Estimated Assessed Valuation as of June 1, 2019 and utilize tax rates adequate to service the District's total debt service requirements, including the Bonds. No available debt service funds are reflected in these computations. See "INVESTMENT CONSIDERATIONS – Maximum Impact on District Tax Rates."

Average Requirement on the Bonds and the Outstanding Bonds (2020 through 2042)	\$882,558
\$0.55 Tax Rate on 2018 Certified Assessed Valuation of \$169,493,317 @ 95% collections produces	\$885,603
\$0.46 Tax Rate on 2019 Preliminary Assessed Valuation of \$205,356,697 @ 95% collections produces	\$897,409
\$0.44 Tax Rate on Estimated Assessed Valuation as of June 1, 2019 of \$214,937,083 @ 95% collections produces	\$898,437
Maximum Requirement on the Bonds and the Outstanding Bonds (2039)	\$957,775
\$0.60 Tax Rate on 2018 Certified Assessed Valuation of \$169,493,317 @ 95% collections produces	\$966,112
\$0.50 Tax Rate on 2019 Preliminary Assessed Valuation of \$205,356,697 @ 95% collections produces	\$975,444
\$0.47 Tax Rate on Estimated Assessed Valuation as of June 1, 2019 of \$214,937,083 @ 95% collections produces	\$959,694

Debt Service Fund Management Index

Debt Service Requirements for year ending 12/31/19	\$625,032 ^(a)
Audited Debt Service Fund Balance as of 9/30/18	\$201,481 ^(b)
Capitalized Interest included in the proceeds of the Bonds	\$187,160 ^(c)
2018 Debt Service Tax Levy @ 95% collections produces	\$434,428 ^(d)
Total Available for Debt Service	<u>\$823,069</u>
Projected Debt Service Fund Balance as of September 30, 2019	<u>\$198,037</u>

- (a) Interest payments on the Bonds commence March 1, 2020.
- (b) Audited. Represents fund balance after all 2018 debt service requirements have been paid.
- (c) Represents twenty-four (24) months of capitalized interest to be deposited into the Debt Service Fund from proceeds of the Bonds at closing.
- (d) The District levied a 2018 debt service tax rate of \$0.2698 at the District's Board of Directors' meeting in September 2018.

TAXING PROCEDURES

Authority to Levy Taxes

The Board is authorized to levy an annual ad valorem tax on all taxable property within the District in an amount sufficient to pay the principal of and interest on the Bonds, its other remaining outstanding bonds, and any additional bonds payable from taxes which the District may hereafter issue (see "INVESTMENT CONSIDERATIONS - Future Debt") and to pay the expenses of assessing and collecting such taxes. The District agrees in the Bond Order to levy such a tax from year-to-year as described more fully herein under "THE BONDS - Source of and Security for Payment." Under Texas law, the Board is also authorized to levy and collect an ad valorem tax for the operation and maintenance of the District and its water and wastewater system and for the payment of certain contractual obligations, if authorized by its voters. See "TAX DATA - Tax Rate Limitation."

Property Tax Code and County Wide Appraisal District

The Texas Property Tax Code (the "Property Tax Code") specifies the taxing procedures of all political subdivisions of the State of Texas, including the District. Provisions of the Property Tax Code are complex and are not fully summarized here.

The Property Tax Code requires, among other matters, county-wide appraisal and equalization of taxable property values and establishes in each county of the State of Texas an appraisal district with the responsibility for recording and appraising property for all taxing units within a county and an appraisal review board with responsibility for reviewing and equalizing the values established by the appraisal district. TCAD has the responsibility for appraising property for all taxing units within Travis County, including the District. Such appraisal values are subject to review and change by the Travis Central Appraisal Review Board (the "Appraisal Review Board").

Property Subject to Taxation by the District

General: Except for certain exemptions provided by Texas law, all real property, tangible personal property held or used for the production of income, mobile homes, and certain categories of intangible personal property with a tax situs in the District are subject to taxation by the District. Principal categories of exempt property include, but are not limited to: property owned by the State of Texas or its political subdivisions if the property is used for public purposes; property exempt from ad valorem taxation by federal law; certain household goods, family supplies, and personal effects; certain goods, wares and merchandise in transit; farm products owned by the producer; certain property of charitable organizations, youth development associations, religious organizations, and qualified schools; designated historical sites; and most individually owned automobiles. In addition, the District may by its own action exempt residential homesteads of persons sixty-five (65) years or older and of certain disabled persons to the extent deemed advisable by the Board. Effective November 12, 2001, the Board adopted a \$5,000 residential homestead exemption for persons sixty-five (65) years of older and for persons who are disabled. The District is authorized by the statute to disregard exemptions for the disabled and elderly if granting the exemption would impair the District's obligation to pay tax supported debt incurred prior to adoption of the exemption by the District. Furthermore, the District must grant exemptions to disabled veterans or certain surviving dependents of disabled veterans, if requested, of between \$5,000 and \$12,000 of taxable valuation depending upon the disability rating of the veteran claiming the exemption, and qualifying surviving spouses of persons 65 years of age or older will be entitled to receive a residential homestead exemption equal to the exemption received by the deceased spouse. A veteran who receives a disability rating of 100% is entitled to an exemption for the full amount of the veteran's residential homestead. Additionally, subject to certain conditions, the surviving spouse of a disabled veteran who is entitled to an exemption for the full value of the veteran's residence homestead is also entitled to an exemption from taxation of the total appraised value of the same property to which the disabled veteran's exemption applied. A partially disabled veteran or certain surviving spouses of partially disabled veterans are entitled to an exemption from taxation of a percentage of the appraised value of their residence homestead in an amount equal to the partially disabled veteran's disability rating if the residence homestead was donated by a charitable organization. Also, the surviving spouse of a member of the armed forces who was killed in action is, subject to certain conditions, entitled to an exemption of the total appraised value of the surviving spouse's residence homestead, and subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse. The surviving spouse of a first responder who was killed or fatally injured in the line of duty is, subject to certain conditions, also entitled to an exemption of the total appraised value of the surviving spouse's residence homestead, and, subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse. See "TAX DATA."

Residential Homestead Exemptions: The Property Tax Code authorizes the governing body of each political subdivision in the State to exempt up to twenty percent (20%) of the appraised value of residential homesteads from ad valorem taxation. Where ad valorem taxes have previously been pledged for the payment of debt, the governing body of a political subdivision may continue to levy and collect taxes against the exempt value of the homesteads until the debt is discharged, if the cessation of the levy would impair the obligations of the contract by which the debt was created. The adoption of a homestead exemption may be considered each year, but it must be adopted by July 1. Effective November 12, 2001, the District adopted a general homestead exemption.

Tax Abatement: Travis County and the District may enter into tax abatement agreements with owners of real property. The tax abatement agreements may exempt from ad valorem taxation by the applicable taxing jurisdiction for a period of up to ten years, all or any part of the increase in the assessed valuation of property covered by the agreement over its assessed valuation in the year in which the agreement is executed, on the condition that the property owner make specified improvements or repairs to the property in conformity with a comprehensive plan. To date, the District has not executed any abatement agreements.

Freeport Goods and Goods-in-Transit Exemption: Article VIII, Section 1-j of the Texas Constitution provides for an exemption from ad valorem taxation for "freeport property," which is defined as goods detained in the state for 175 days or less for the purpose of assembly, storage, manufacturing, processing or fabrication. Taxing units that took action prior to April 1, 1990 may continue to tax freeport property and decisions to continue to tax freeport property may be reversed in the future. However, decisions to exempt freeport property are not subject to reversal. A "Goods-in-Transit" Exemption is applicable to the same categories of tangible personal property which are covered by the Freeport Exemption, if, for tax year 2011 and prior applicable years, such property is acquired in or imported into Texas for assembling, storing, manufacturing, processing, or fabricating purposes and is subsequently forwarded to another location inside or outside of Texas not later than 175 days after acquisition or importation, and the location where said property is detained during that period is not directly or indirectly owned or under the control of the property owner. For tax year 2012 and subsequent years, such Goods-in-Transit Exemption is limited to tangible personal property acquired in or imported into Texas for storage purposes only is such property is stored under a contract of bailment by a public warehouse operator at one or more public warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. The exemption excludes oil, natural gas,

petroleum products, aircraft and special inventory, including motor vehicle, vessel and outboard motor, heavy equipment and manufactured housing inventory. After holding a public hearing, a taxing unit may take action by January 1 of the year preceding a tax year to tax goods-in-transit during the following tax year. A taxpayer may obtain only a freeport exemption or a goods-in-transit exemption for items of personal property. Pursuant to a resolution dated November 14, 2011, the District has elected to continue to tax goods-in-transit.

Valuation of Property for Taxation

Generally, property in the District must be appraised by the TCAD at market value as of January 1 of each year. Once an appraisal roll is prepared and formally approved by the Appraisal Review Board, it is used by the District in establishing its tax rolls and tax rate. Assessments under the Property Tax Code are to be based on one hundred percent (100%) of market value, as such is defined in the Property Tax Code.

The Property Tax Code permits land designated for agricultural use, open space or timberland to be appraised at its value based on the land's capacity to produce agricultural or timber products rather than at its fair market value. The Property Tax Code permits under certain circumstances that residential real property inventory held by a person in the trade or business be valued at the price that such property would bring if sold as a unit to a purchaser who would continue the business. Landowners wishing to avail themselves of the agricultural use, open space or timberland designation or residential real property inventory designation must apply for the designation and the appraiser is required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by some political subdivisions while claiming it as to another. If a claimant receives the agricultural use designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use, including taxes for the previous three years for agricultural use and taxes for the previous five years for open space land and timberland.

The Property Tax Code requires TCAD to implement a plan for periodic reappraisal of property. The plan must provide for appraisal of all real property in TCAD at least once every three (3) years. It is not known what frequency of reappraisal will be utilized by TCAD or whether reappraisals will be conducted on a zone or county-wide basis. The District, however, at its expense has the right to obtain from TCAD a current estimate of appraised values within the District or an estimate of any new property or improvements within the District. While such current estimate of appraised values may serve to indicate the rate and extent of growth of taxable values within the District, it cannot be used for establishing a tax rate within the District until such time as TCAD chooses formally to include such values on its appraisal roll.

District and Taxpayer Remedies

Under certain circumstances taxpayers and taxing units (such as the District), may appeal the orders of the Appraisal Review Board by filing a timely petition for review in State district court. In such event, the value of the property in question will be determined by the court or by a jury, if requested by any party. Additionally, taxing units may bring suit against TCAD to compel compliance with the Property Tax Code.

The Property Tax Code sets forth notice and hearing procedures for certain tax rate increases by the District and provides for taxpayer referenda which could result in the repeal of certain tax increases. The Property Tax Code also establishes a procedure for notice to property owners of reappraisals reflecting increased property values, appraisals which are higher than renditions, and appraisals of property not previously on an appraisal roll.

Levy and Collection of Taxes

The District is responsible for the levy and collection of its taxes unless it elects to transfer such functions to another governmental entity. The rate of taxation is set by the Board of Directors, after the legally required notice has been given to owners of property within the District, based upon: a) the valuation of property within the District as of the preceding January 1, and b) the amount required to be raised for debt service, maintenance purposes, and authorized contractual obligations. Taxes are due October 1, or when billed, whichever comes later, and become delinquent if not paid before February 1 of the year following the year in which imposed. A delinquent tax incurs a penalty of six percent (6%) of the amount of the tax for the first calendar month it is delinquent, plus one percent (1%) for each additional month or portion of a month the tax remains unpaid prior to July 1 of the year in which it becomes delinquent. If the tax is not paid by July 1 of the year in which it becomes delinquent, the tax incurs a total penalty of twelve percent (12%) regardless of the number of months the tax has been delinquent and incurs an additional penalty for collection costs of an amount established by the District and a delinquent tax attorney. A delinquent tax on personal property incurs an additional penalty, in an amount established by the District and a delinquent tax attorney, sixty (60) days after the date the taxes become delinquent. The delinquent tax accrues interest at a rate of one percent (1%) for each month or portion of a month it remains unpaid. The Property Tax Code makes provisions for the split payment of taxes, discounts for early payment and the postponement of the delinquency date of taxes under certain circumstances which, at the option of the District, may be rejected by taxing units. The District's tax collector is required to enter into an installment payment agreement with any person who is delinquent on the payment of tax on a residence homestead for payment of tax, penalties and interest, if the person requests an installment agreement and has not entered into an installment agreement with the collector in the preceding twenty-four (24) months. The installment agreement must provide for payments to be made in monthly installments and must extend for a period of at least twelve (12) months and no more than thirty-six (36) months. Additionally, the owner of a residence homestead property who is (i) sixty-five (65) years of age or older, (ii) disabled, or (iii) a disabled veteran, is entitled by law to pay current taxes on a residential homestead in installments without penalty or to defer the payment of taxes during the time of ownership. In the instance of tax deferral, a tax lien remains on the property and interest continues to accrue during the period of deferral.

Rollback of Operation and Maintenance Tax Rate

Under current law, the qualified voters of the District have the right to petition for a rollback of the District's operation and maintenance tax rate only if the total tax bill on the average residence homestead increases by more than eight percent (8%). If a rollback election is called and passes, the rollback tax rate is the current year's debt service and contract tax rate plus 1.08 times the previous year's operation and maintenance tax rate. Thus, debt service and contract tax rates cannot be changed by a rollback election.

During the 86th Regular Legislative Session, Senate Bill 2 ("SB 2") was passed and signed by the Governor, with an effective date of January 1, 2020, which effectively restricts increases in the District's operation and maintenance tax rates by requiring rollback elections to reduce the operation and maintenance tax component of the District's total tax rate (collectively, the debt service tax rate, operation and maintenance tax rate and contract tax rate are the "total tax rate"). See "SELECTED FINANCIAL INFORMATION" for a description of the District's current total tax rate. SB 2 requires a reduction in the operation and maintenance tax component of the District's total tax rate if the District's total tax rate surpasses the thresholds for specific classes of districts in SB 2. Debt service and contract tax rates cannot be reduced by a rollback election held within any of the districts described below.

SB 2 classifies districts differently based on the current operation and maintenance tax rate or on the percentage of build-out that the District has completed. Districts that have adopted an operation and maintenance tax rate for the current year that is 2.5 cents or less per \$100 of taxable value are classified as "Low Tax Rate Districts." Districts that have financed, completed and issued bonds to pay for all improvements and facilities necessary to serve at least 95% of the projected build-out of the district are classified as "Developed Districts." Districts that do not meet either of the classifications previously discussed are classified herein as "Developing Districts." The impact each classification has on the ability of a district to increase its operation and maintenance tax rate pursuant to SB 2 is described for each classification below.

Low Tax Rate Districts: Low Tax Rate Districts that adopt a total tax rate that would impose more than 1.08 times the amount of the total tax imposed by such district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead, subject to certain homestead exemptions, are required to hold a rollback election within the district to determine whether to approve the adopted total tax rate. If the adopted total tax rate is not approved at the election, the total tax rate for a Low Tax Rate District is the current year's debt service and contract tax rate plus 1.08 times the previous year's operation and maintenance tax rate.

Developed Districts: Developed Districts that adopt a total tax rate that would impose more than 1.035 times the amount of the total tax imposed by the district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead, subject to certain homestead exemptions for the preceding tax year, plus any unused increment rates, as calculated and described in Section 26.013 of the Tax Code, are required to hold a rollback election within the district to determine whether to approve the adopted total tax rate. If the adopted total tax rate is not approved at the election, the total tax rate for a Developed District is the current year's debt service and contract tax rate plus 1.035 times the previous year's operation and maintenance tax rate plus any unused increment rates. In addition, if any part of a Developed District lies within an area declared for disaster by the Governor of Texas or President of the United States, alternative procedures and rate limitations may apply for a temporary period. If a district qualifies as both a Low Tax Rate District and a Developed District, the district will be subject to the operation and maintenance tax threshold applicable to Low Tax Rate Districts.

Developing Districts: Districts that do not meet the classification of a Low Tax Rate District or a Developed District are classified as Developing Districts. The qualified voters of these districts, upon the Developing District's adoption of a total tax rate that would impose more than 1.08 times the amount of the total tax rate imposed by such district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead, subject to certain homestead exemptions, are authorized to petition for an election to reduce the operation and maintenance tax rate. If a rollback election is called and passes, the total tax rate for Developing Districts is the current year's debt service and contract tax rate plus 1.08 times the previous year's operation and maintenance tax rate.

The District: A determination as to a district's status as a Low Tax Rate District, Developed District or Developing District will be made on an annual basis, at the time a district sets its tax rate, beginning with the 2020 tax rate. The District cannot give any assurances as to what its classification will be at any point in time or whether the District's future tax rates will result in a total tax rate that will reclassify the District into a new classification and new rollback election calculation.

District's Rights In The Event Of Tax Delinquencies

Taxes levied by the District are a personal obligation of the owner of the property on January 1 of the year for which the tax is imposed. On January 1 of each year, a tax lien attaches to property to secure the payment of all state and local taxes, penalties, and interest ultimately imposed for the year on the property. The lien exists in favor of the State of Texas and each local taxing unit, including the District, having power to tax the property. The District's tax lien is on a parity with tax liens of such other taxing units. See "FINANCIAL STATEMENT - Overlapping Taxes for 2018". A tax lien on real property takes priority over the claim of most creditors and other holders of liens on the property encumbered by the tax lien, whether or not the debt or lien existed before the attachment of the tax lien; however, whether a lien of the United States is on a parity with or takes priority over a tax lien of the District is determined by applicable federal law. Personal property under certain circumstances is subject to seizure and sale for the payment of delinquent taxes, penalty, and interest.

At any time after taxes on property become delinquent, the District may file suit to foreclose the lien securing payment of the tax, to enforce personal liability for the tax, or both. In filing a suit to foreclose a tax lien on real property, the District must join other taxing units that have claims for delinquent taxes against all or part of the same property. Collection of delinquent taxes may be adversely affected by the amount

of taxes owed to other taxing units, by the effects of market conditions on the foreclosure sale price, by taxpayer redemption rights (a taxpayer may redeem property within two years after the purchaser's deed issued at the foreclosure sale is filed in the county records) or by bankruptcy proceedings which restrict the collection of taxpayer debts. See "INVESTMENT CONSIDERATIONS - General - Tax Collections and Foreclosure Remedies."

Effect of FIRREA on Tax Collections

The "Financial Institutions Reform, Recovery and Enforcement Act of 1989" ("FIRREA") contains provisions which affect the time for protesting property valuations, the fixing of tax liens and the collection of penalties and interest on delinquent taxes on real property owned by the Federal Deposit Insurance Corporation ("FDIC") when the FDIC is acting as the conservator or receiver of an insolvent financial institution.

Under FIRREA, real property held by the FDIC is still subject to ad valorem taxation, but such act states (i) that no real property of the FDIC shall be subject to foreclosure or sale without the consent of the FDIC and no involuntary lien shall attach to such property, (ii) the FDIC shall not be liable for any penalties or fines, including those arising from the failure to pay any real property taxes when due and (iii) notwithstanding the failure of a person to challenge an appraisal in accordance with state law, such value shall be determined as of the period for which such tax is imposed.

To the extent that the FIRREA provisions are valid and applicable to any property in the District, and to the extent that the FDIC attempts to enforce the same, these provisions may affect the timeliness of collection of taxes on property owned by the FDIC in the District, and may prevent the collection of penalties and interest on such taxes.

LEGAL MATTERS

Legal Opinions

Issuance of the Bonds is subject to the approving legal opinion of the Attorney General of Texas to the effect that the Bonds are valid and legally binding obligations of the District payable from the proceeds of an annual ad valorem tax levied, without legal limit as to rate or amount, upon all taxable property within the District. Issuance of the Bonds is also subject to the legal opinion of McCall, Parkhurst & Horton L.L.P. ("Bond Counsel"), based upon examination of a transcript of the proceedings incident to authorization and issuance of the Bonds, to the effect that the Bonds are valid and binding obligations of the District payable from the sources and enforceable in accordance with the terms and conditions described therein, except to the extent that the enforceability thereof may be affected by governmental immunity, bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors' rights or the exercise of judicial discretion in accordance with general principles of equity. Bond Counsel's legal opinion will also address the matters described below under "TAX MATTERS." Such opinions will express no opinion with respect to the sufficiency of the security for or the marketability of the Bonds. In connection with the issuance of the Bonds, Bond Counsel has been engaged by, and only represents, the District.

The legal fees to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds are based upon a percentage of Bonds actually issued, sold and delivered, and therefore, such fees are contingent upon the sale and delivery of the Bonds.

The various legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed therein. In rendering a legal opinion, the attorney does not become an insurer or guarantor of the expression of professional judgment, of the transaction opined upon, or of the future performance of the 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.

No-Litigation Certificate

The District will furnish to the Initial Purchaser a certificate, dated as of the date of delivery of the Bonds, executed by both the President and Secretary of the Board, to the effect that no litigation of any nature has been filed or is then pending or threatened, either in state or federal courts, contesting or attacking the Bonds; restraining or enjoining the issuance, execution or delivery of the Bonds; affecting the provisions made for the payment of or security for the Bonds; in any manner questioning the authority or proceedings for the issuance, execution, or delivery of the Bonds; or affecting the validity of the Bonds.

No Material Adverse Change

The obligations of the Initial Purchaser to take and pay for the Bonds, and of the District to deliver the Bonds, are subject to the condition that, up to the time of delivery of and receipt of payment for the Bonds, there shall have been no material adverse change in the condition (financial or otherwise) of the District from that set forth or contemplated in the Official Statement.

TAX MATTERS

On the date of initial delivery of the Bonds, McCall, Parkhurst & Horton L.L.P., Bond Counsel, will render its opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof ("Existing Law") (1) interest on the Bonds for federal income tax purposes will be excludable from the "gross income" of the holders thereof and (2) the Bonds will not be treated as "specified private activity bonds" the interest on which would be included as an alternative minimum tax preference item under section

57(a)(5) of the Internal Revenue Code of 1986 (the "Code"). Except as stated above, Bond Counsel will express no opinion as to any other federal, state or local tax consequences of the purchase, ownership or disposition of the Bonds. See "APPENDIX B -- Form of Bond Counsel Opinion."

In rendering its opinion, Bond Counsel will rely upon (a) the District's federal tax certificate, and (b) covenants of the District relating to arbitrage and the application of the proceeds of the Bonds and the property financed or refinanced therewith. Failure by the District to comply with these representations or covenants could cause the interest on the Bonds to become included in gross income retroactively to the date of issuance.

The Code and the regulations promulgated thereunder contain a number of requirements that must be satisfied subsequent to the issuance of the Bonds in order for the interest on the Bonds to be, and to remain, excludable from gross income for federal income tax purposes. Failure to comply with such requirements may cause interest on the Bonds to be included to gross income retroactively to the date of issuance of the Bonds. The opinion of Bond Counsel is conditioned on compliance by the District with the covenants and requirements, and Bond Counsel has not been retained to monitor compliance with these requirements subsequent to the issuance of the Bonds.

Bond Counsel's opinion represents its legal judgment based upon its review of Existing Law and the reliance on the aforementioned information, representations and covenants. Bond Counsel's opinion is not a guarantee of a result. Existing Law is subject to change by the Congress and to subsequent judicial and administrative interpretation by the courts and the Department of the Treasury. There can be no assurance that such Existing Law or the interpretation thereof will not be changed in a manner which would adversely affect the tax treatment of the purchase, ownership or disposition of the Bonds.

A ruling was not sought from the Internal Revenue Service by the District with respect to the Bonds or the property financed or refinanced with the proceeds of the Bonds. Bond Counsel's opinion represents its legal judgement based upon its review of Existing Law and the representations of the District that it deems relevant to render such opinion and is not a guarantee of a result. No assurances can be given as to whether the Internal Revenue Service will commence an audit of the Bonds, or as to whether the Internal Revenue Service would agree with the opinion of Bond Counsel. If an Internal Revenue Service audit is commenced, under current procedures the Internal Revenue Service is likely to treat the District as the taxpayer and the Bondholders may have no right to participate in such procedure. No additional interest will be paid upon any determination of taxability.

Federal Income Tax Accounting Treatment of Original Issue Discount

The initial public offering price to be paid for one or more maturities of the Bonds is less than the principal amount thereof or one or more periods for the payment of interest on the Bonds may not be equal to the accrual period or be in excess of one year (the "Original Issue Discount Bonds"). The difference between (i) the "stated redemption price at maturity" of each Original Issue Discount Bond, and (ii) the initial offering price to the public of such Original Issue Discount Bond would constitute original issue discount. The "stated redemption price at maturity" means the sum of all payments to be made on the Bonds less the amount of all periodic interest payments. Periodic interest payments are payments which are made during equal accrual periods (or during any unequal period if it is the initial or final period) and which are made during accrual periods which do not exceed one year.

Under Existing Law, any owner who has purchased such Original Issue Discount Bond in the initial public offering is entitled to exclude from gross income (defined in section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the accrual period. For a discussion of certain collateral federal tax consequences, see discussion set forth below.

In the event of the redemption, sale or other taxable disposition of such Original Issue Discount Bond prior to stated maturity, however, the amount realized by such owner in excess of the basis of such Original Issue Discount Bond in the hands of such owner (adjusted upward by the portion of the original issue discount allocable to the period for which such Original Issue Discount Bond was held by such initial owner) is includable in gross income.

Under Existing Law, the original issue discount on each Original Issue Discount Bond is accrued daily to the stated maturity thereof (in amounts calculated as described below for each six-month period ending on the date before the semiannual anniversary dates of the date of the Bonds and ratably within each such six-month period) and the accrued amount is added to an initial owner's basis for such Original Issue Discount Bond for purposes of determining the amount of gain or loss recognized by such owner upon the redemption, sale or other disposition thereof. The amount to be added to basis for each accrual period is equal to (a) the sum of the issue price and the amount of original issue discount accrued in prior periods multiplied by the yield to stated maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period) less (b) the amounts payable as current interest during such accrual period on such Original Issue Discount Bond.

The federal income tax consequences of the purchase, ownership, redemption, sale or other disposition of Original Issue Discount Bonds which are not purchased in the initial offering at the initial offering price may be determined according to rules which differ from those described above. All owners of Original Issue Discount Bonds should consult their own tax advisors with respect to the determination for federal, state and local income tax purposes of the treatment of interest accrued upon redemption, sale or other disposition of such Original Issue Discount Bonds and with respect to the federal, state, local and foreign tax consequences of the purchase, ownership, redemption, sale or other disposition of such Original Issue Discount Bonds.

Collateral Federal Income Tax Consequences

The following discussion is a summary of certain collateral federal income tax consequences resulting from the purchase, ownership or disposition of the Bonds. This discussion is based on existing statutes, regulations, published rulings and court decisions accumulated, all of which are subject to change or modification, retroactively.

The following discussion is applicable to investors, other than those who are subject to special provisions of the Code, such as financial institutions, property and casualty insurance companies, life insurance companies, individual recipients of Social Security or Railroad Retirement benefits, individuals allowed an earned income credit, certain S corporations with subchapter C earnings and profits, foreign corporations subject to the branch profits tax, taxpayers qualifying for the health insurance premium assistance credit, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase tax-exempt obligations.

THE DISCUSSION CONTAINED HEREIN MAY NOT BE EXHAUSTIVE. INVESTORS, INCLUDING THOSE WHO ARE SUBJECT TO SPECIAL PROVISIONS OF THE CODE, SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX TREATMENT WHICH MAY BE ANTICIPATED TO RESULT FROM RECENTLY ENACTED LEGISLATION OR FROM THE PURCHASE, OWNERSHIP AND DISPOSITION OF TAX-EXEMPT OBLIGATIONS BEFORE DETERMINING WHETHER TO PURCHASE THE BONDS.

Under section 6012 of the Code, holders of tax-exempt obligations, such as the Bonds, may be required to disclose interest received or accrued during each taxable year on their returns of federal income taxation.

Section 1276 of the Code provides for ordinary income tax treatment of gain recognized upon the disposition of a tax-exempt obligation, such as the Bonds, if such obligation was acquired at a "market discount" and if the fixed maturity of such obligation is equal to, or exceeds, one year from the date of issue. Such treatment applies to "market discount bonds" to the extent such gain does not exceed the accrued market discount of such bonds; although for this purpose, a de minimis amount of market discount is ignored. A "market discount bond" is one which is acquired by the holder at a purchase price which is less than the stated redemption price at maturity or, in the case of a bond issued at an original issue discount, the "revised issue price" (i.e., the issue price plus accrued original issue discount). The "accrued market discount" is the amount which bears the same ratio to the market discount as the number of days during which the holder holds the obligation bears to the number of days between the acquisition date and the final maturity date.

State, Local and Foreign Taxes

Investors should consult their own tax advisors concerning the tax implications of the purchase, ownership or disposition of the Bonds under applicable state or local laws. Foreign investors should also consult their own tax advisors regarding the tax consequences unique to investors who are not United States persons.

Information Reporting and Backup Withholding

Subject to certain exceptions, information reports describing interest income, including original issue discount, with respect to the Bonds will be sent to each registered holder and to the IRS. Payments of interest and principal may be subject to backup withholding under section 3406 of the Code if a recipient of the payments fails to furnish to the payor such owner's social security number or other taxpayer identification number ("TIN"), furnishes an incorrect TIN, or otherwise fails to establish an exemption from the backup withholding tax. Any amounts so withheld would be allowed as a credit against the recipient's federal income tax. Special rules apply to partnerships, estates and trusts, and in certain circumstances, and in respect of Non-U.S. Holders, certifications as to foreign status and other matters may be required to be provided by partners and beneficiaries thereof.

Qualified Tax-Exempt Obligations for Financial Institutions

Section 265(a) of the Code provides, in pertinent part, that interest paid or incurred by a taxpayer, including a "financial institution," on indebtedness incurred or continued to purchase or carry tax-exempt obligations is not deductible in determining the taxpayer's taxable income. Section 265(b) of the Code provides an exception to the disallowance of such deduction for any interest expense paid or incurred on indebtedness of a taxpayer that is a "financial institution" allocable to tax-exempt obligation, other than "private activity bonds," that are designated by a "qualified small issuer" as "qualified tax-exempt obligations." A "qualified small issuer" is any governmental issuer (together with any "on-behalf of" and "subordinate" issuers) who issues no more than \$10,000,000 of tax-exempt obligations during the calendar year. Section 265(b)(5) of the Code defines the term "financial institution" as any "bank" described in Section 585(a)(2) of the Code, or any person accepting deposits from the public in the ordinary course of such person's trade or business that is subject to federal or state supervision as a financial institution. Notwithstanding the exception to the disallowance of the deduction of interest on indebtedness related to "qualified tax-exempt obligations" provided by Section 265(b) of the Code, Section 291 of the Code provides that the allowable deduction to a "bank," as defined in Section 585(a)(2) of the Code, for interest on indebtedness incurred or continued to purchase "qualified tax-exempt obligations" shall be reduced by twenty-percent (20%) as a "financial institution preference item."

The District has designated the Bonds as "qualified tax-exempt obligations" within the meaning of section 265(b) of the Code. In furtherance of that designation, the District has covenanted to take such action that would assure, or to refrain from such action that

would adversely affect, the treatment of the Bonds as “qualified tax-exempt obligations.” Potential purchasers should be aware that if the issue price to the public exceeds \$10,000,000, there is a reasonable basis to conclude that the payment of a de minimis amount of premium in excess of \$10,000,000 is disregarded; however, the Internal Revenue Service could take a contrary view. If the Internal Revenue Service takes the position that the amount of such premium is not disregarded, then such obligations might fail to satisfy the \$10,000,000 limitation and the Bonds would not be “qualified tax-exempt obligations.”

CONTINUING DISCLOSURE OF INFORMATION

In the Bond Order, the District has made the following agreement for the benefit of the registered and beneficial owners. The District is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the District will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified events, to the Municipal Securities Rulemaking Board (“MSRB”). This information will be available free of charge by the MSRB via the Electronic Municipal Market Access (“EMMA”) system at www.emma.msrb.org.

Annual Reports

The District will provide certain updated financial information and operating data to the MSRB annually. The information to be updated includes all quantitative financial information and operating data with respect to the District of the general type included in this Official Statement under Tables 1 through 12 and in Appendix A, if such audited financial statements in Appendix A are then available. The District will update and provide this information within six months after the end of each fiscal year. The District will provide the updated information to the MSRB.

The District may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by SEC Rule 15c2-12 (the “Rule”). The updated information will include audited financial statements, if completed by the required time. If audited financial statements are not available within twelve months after any such fiscal year, the District will file unaudited financial statements and file audited financial statements when the audit report becomes available. Any such financial statements will be prepared in accordance with the accounting principles described in Appendix A or such other accounting principles as the District may be required to employ from time to time pursuant to state law or regulation.

The District’s current fiscal year end is September 30. Accordingly, it must provide updated information by March 31 of each year unless the District changes its fiscal year. If the District changes its fiscal year, it will notify the MSRB of the change.

Notice of Certain Events

The District will provide timely notices of certain events to the MSRB, but in no event will such notices be provided to the MSRB in excess of ten business days after the occurrence of an event. The District will provide notice of any of the following events with respect to the Bonds: (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 with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; (7) modifications to rights of Beneficial Owners of the Bonds, if material; (8) bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the District or other obligated person within the meaning of CFR § 240.15c2-12 (the “Rule”); (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person within the meaning of the Rule or the sale of all or substantially all of the assets of the District or other obligated person within the meaning of the Rule, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of an 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 (as defined by the Rule, which includes certain debt, debt-like, and debt-related obligations) of the District, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the District, any of which reflect financial difficulties. Neither the Bonds nor the Bond Order make any provision for debt service reserve or a trustee.

Availability of Information from the MSRB

The District has agreed to provide the foregoing information only to the MSRB. All documents provided by the District to the MSRB described above under “Annual Reports” and “Notice of Certain Events” will be in an electronic format and accompanied by identifying information as prescribed by the MSRB.

The address of the MSRB is 1900 Duke Street, Suite 600, Alexandria, VA 22314, and its telephone number is (703) 797-6600.

Limitations and Amendments

The District has agreed to update information and to provide notices of certain events only as described above. The District has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The District makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Bonds at any future date. The District disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although registered owners may seek a writ of mandamus to compel the District to comply with its agreement.

This continuing disclosure agreement may be amended by the District from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the District or the business of the developers, but only if (1) the provisions, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule since such offering as well as such changed circumstances and (2) either (a) the holders of a majority in aggregate principal amount (or any greater amount required by any other provision of the Bond Order that authorizes such an amendment) of the outstanding Bonds consent to such amendment or (b) a person that is unaffiliated with the District (such as nationally recognized bond counsel) determined that such amendment will not materially impair the interest of the Holders and beneficial owners of the Bonds. The District may also amend or repeal the provisions of this continuing disclosure agreement if the SEC amends or repeals the applicable provision of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Bonds in the primary offering of the Bonds.

Compliance with Prior Undertakings

During the past five years, the District has complied in all material respects with its continuing disclosure undertakings in accordance with the Rule.

FINANCIAL ADVISOR

The Official Statement was compiled and edited under the supervision of Public Finance Group LLC (the "Financial Advisor"), which firm was employed in 2014 as Financial Advisor to the District. The fees paid to the Financial Advisor for services rendered in connection with the issuance and sale of the Bonds are based on a percentage of the Bonds actually issued, sold and delivered, and therefore such fees are contingent on the sale and delivery of the Bonds.

OFFICIAL STATEMENT

Preparation

The District has no employees but engages various professionals and consultants to assist the District in the day-to-day activities of the District. See "THE DISTRICT." The Board of Directors in its official capacity has relied upon the below mentioned experts and sources in preparation of this Official Statement. The information in this Official Statement was compiled and edited by the Financial Advisor. In addition to compiling and editing such information, the Financial Advisor has obtained the information set forth herein under the captions indicated from the following sources:

"THE DISTRICT" and "THE SYSTEM" – Schroeder Engineering Company ("District Engineer"); "FINANCIAL STATEMENT - Unlimited Tax Bonds Authorized But Unissued" - Records of the District, "FINANCIAL STATEMENT" – Travis Central Appraisal District; "FINANCIAL STATEMENT - Estimated Overlapping Debt Statement" - Municipal Advisory Council of Texas and Financial Advisor; "TAX DATA" and "THE SYSTEM - Water and Wastewater Operations" - Records; "THE DISTRICT - Management of the District" - District Directors; "DEBT SERVICE REQUIREMENTS" - Financial Advisor; "THE BONDS," "TAXING PROCEDURES," "LEGAL MATTERS," "TAX MATTERS," and "CONTINUING DISCLOSURE OF INFORMATION" (except "Compliance with Prior Undertakings")- McCall, Parkhurst & Horton L.L.P.

Consultants

In approving this Official Statement, the District has relied upon the following consultants in addition to the Financial Advisor.

The Engineer: The information contained in the Official Statement relating to engineering matters and to the description of the System and, in particular, that information included in the sections entitled "THE DISTRICT" and "THE SYSTEM," has been provided by the Engineer, and has been included in reliance upon the authority of said firm in the field of civil engineering.

Auditor: The District's financial statements for fiscal year ending September 30, 2018 were audited by McCall Gibson Swedlund Barfoot PLLC, Certified Public Accountants, and excerpts of the District's Audited Financial Statements as of September 30, 2018 have been included as Appendix A in reliance upon such firm's authority in the field of accounting.

Updating the Official Statement during Underwriting Period

If, subsequent to the date of the Official Statement to and including the date the Initial Purchaser is no longer required to provide an Official Statement to potential customers who request the same pursuant to the Rule (the earlier of (i) 90 days from the “end of the underwriting period” (as defined in the Rule) and (ii) the time when the Official Statement is available to any person from a nationally recognized repository but in no case less than 25 days after the “end of the underwriting period”), the District learns or is notified by the Initial Purchaser of any adverse event which causes any of the key representations in the Official Statement to be materially misleading, the District will promptly prepare and supply to the Initial Purchaser a supplement to the Official Statement which corrects such representation to the reasonable satisfaction of the Initial Purchaser, unless the Initial Purchaser elects to terminate its obligation to purchase the Bonds as described in the Notice of Sale under the heading "DELIVERY OF THE BONDS AND ACCOMPANYING DOCUMENTS - Delivery." The obligation of the District to update or change the Official Statement will terminate when the District delivers the Bonds to the Initial Purchaser (the “end of the underwriting period” within the meaning of the Rule), unless the Initial Purchaser provides written notice to the District that less than all of the Bonds have been sold to ultimate customers on or before such date, in which case the obligation to update or change the Official Statement will extend for an additional period of time of 25 days after all of the Bonds have been sold to ultimate customers. In the event the Initial Purchaser provides written notice to the District that less than all of the Bonds have been sold to ultimate customers, the Initial Purchaser agrees to notify the District in writing following the occurrence of the “end of the underwriting period” as defined in the Rule.

Certification as to Official Statement

The District, acting by and through its Board of Directors in its official capacity in reliance upon the experts listed above, hereby certifies, as of the date hereof, that to the best of its knowledge and belief, the information, statements and descriptions pertaining to the District and its affairs herein contain no untrue statements of a material fact and do not omit to state any material fact necessary to make the statements herein, in light of the circumstances under which they were made, not misleading. The information, description and statements concerning entities other than the District, including particularly other governmental entities, have been obtained from sources believed to be reliable, but the District has made no independent investigation or verification of such matters and makes no representation as to the accuracy or completeness thereof. Except as set forth in “CONTINUING DISCLOSURE OF INFORMATION” herein, the District has no obligation to disclose any changes in the affairs of the District and other matters described in this Official Statement subsequent to the “end of the underwriting period” which shall end when the District delivers the Bonds to the Initial Purchaser at closing, unless extended by the Initial Purchaser. All information with respect to the resale of the Bonds subsequent to the “end of the underwriting period” is the responsibility of the Initial Purchaser.

Annual Audits

Under Texas Law, the District must keep its fiscal records in accordance with generally accepted accounting principles. It must also have its financial accounts and records audited by a certified or permitted public accountant within 120 days after the close of each fiscal year of the District, and must file each audit report with the TCEQ within 135 days after the close of the fiscal year so long as the District has bonds outstanding. Copies of each audit report must also be filed in the office of the District. The District's fiscal records and audit reports are available for public inspection during regular business hours, and the District is required by law to provide a copy of the District's audit reports to any Registered Owner or other member of the public within a reasonable time on request, upon payment of prescribed charges.

This Official Statement was approved by the Board of Directors of Cottonwood Creek Municipal Utility District No. 1, as of the date shown on the first page hereof.

/s/ G. Crockett Camp
President, Board of Directors
Cottonwood Creek Municipal Utility District No. 1

/s/ Jeff Nebrat
Secretary, Board of Directors
Cottonwood Creek Municipal Utility District No. 1

PHOTOGRAPHS

The following photographs were taken in the District. The homes shown in the photographs are representative of the type of construction presently located within the District, and these photographs are presented solely to illustrate such construction. The District makes no representation that any additional construction such as that as illustrated in the following photographs will occur in the District. See "THE DISTRICT."











APPENDIX A
Audited Financial Statements

The information contained in this appendix has been excerpted from the audited financial statements of Cottonwood Creek Municipal Utility District No. 1 for the fiscal year ended September 30, 2018. Certain information not considered to be relevant to this financing has been omitted; however, complete audit reports are available upon request.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
YEAR ENDED SEPTEMBER 30, 2018**

**FINANCIAL STATEMENTS,
SUPPLEMENTARY INFORMATION
AND
INDEPENDENT AUDITOR'S REPORT**

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1**

**FINANCIAL STATEMENTS,
SUPPLEMENTARY INFORMATION
AND
INDEPENDENT AUDITOR'S REPORT**

**FOR THE YEAR ENDED
SEPTEMBER 30, 2018**

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1**

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ANNUAL FILING AFFIDAVIT

ANNUAL FILING AFFIDAVIT

STATE OF TEXAS

COUNTY OF TRAVIS

I, _____ of the
(Name of Duly Authorized District Representative)

COTTONWOOD CREEK MUNICIPAL UTILITY DISTRICT NO. 1

(Name of District)

hereby swear, or affirm, that the District above has reviewed and approved at a meeting of the District's Board of Directors on the **12th day of February, 2019**, its annual audit report for the fiscal period ended **September 30, 2018** and that copies of the annual audit report have been filed in the District's office, located at:

100 Congress Ave., Suite 1300

Austin, Texas 78701

(Address of District's Office)

This filing affidavit and the attached copy of the audit report will be submitted to the Texas Commission on Environmental Quality in satisfaction of the annual filing requirements of Texas Water Code Section 49.194.

Date: _____, _____ By: _____
(Signature of District Representative)

(Typed Name and Title of District Representative)

Sworn to and subscribed to before me this _____ day of _____, _____.

(SEAL)

(Signature of Notary)

My Commission Expires On: _____,
Notary Public in the State of Texas

INDEPENDENT AUDITOR'S REPORT

McCALL GIBSON SWEDLUND BARFOOT PLLC

Certified Public Accountants

13100 Wortham Center Drive
Suite 235
Houston, Texas 77065-5610
(713) 462-0341
Fax (713) 462-2708
E-Mail: mgsb@mgsbpllc.com

9600 Great Hills Trail
Suite 150W
Austin, Texas 78759
(512) 610-2209
www.mgsbpllc.com

Board of Directors
Cottonwood Creek Municipal Utility District No. 1
Travis County, Texas

Independent Auditor's Report

We have audited the accompanying financial statements of the governmental activities and each major fund of Cottonwood Creek Municipal Utility District No. 1 (the "District"), as of and for the year ended September 30, 2018, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the District as of September 30, 2018, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis and the Budgetary Comparison Schedule – General Fund be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The Texas Supplementary Information required by the Texas Commission on Environmental Quality as published in the *Water District Financial Management Guide* and the Other Supplementary Information are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The Texas Supplementary Information and the Other Supplementary Information have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we express no opinion on them.

McCall Gibson Swedlund Barfoot PLLC

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants
Austin, Texas

February 12, 2019

**MANAGEMENT'S DISCUSSION
AND ANALYSIS**

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
MANAGEMENT'S DISCUSSION AND ANALYSIS
SEPTEMBER 30, 2018**

In accordance with Governmental Accounting Standards Board Statement 34 ("GASB 34"), the management of Cottonwood Creek Municipal Utility District No. 1 (the "District") offers the following discussion and analysis to provide an overview of the District's financial activities for the year ended September 30, 2018. Since this information is designed to focus on current year's activities, resulting changes, and currently known facts, it should be read in conjunction with the District's financial statements that follow.

FINANCIAL HIGHLIGHTS

- *General Fund:* At the end of the current fiscal year, the nonspendable and unassigned fund balance was \$2,110,950, an increase of \$390,886 from the previous fiscal year. General fund revenues increased from \$1,428,770 in the previous fiscal year to \$1,643,704 in the current fiscal year due to an increase in service account and property tax revenues. Operating transfers increased from \$477,267 in the previous year to \$728,688 in the current fiscal year.
- *Special Revenue Fund:* Fund balance remained at \$-0- in the current fiscal year. The District incurred \$1,064,704 in contract charges to Wilbarger Creek Municipal Utility District No. 2 (the "Master District") during the current fiscal year. Special Revenue Fund revenues increased from \$298,025 in the previous fiscal year to \$414,335 due to an increase in the District's assessed valuation.
- *Debt Service Fund:* Fund balance restricted for debt service increased from \$154,561 in the previous fiscal year to \$201,481 in the current fiscal year. Debt service fund revenues increased from \$207,283 in the previous fiscal year to \$218,574 in the current fiscal year. The District paid \$240,000 of principal and \$263,381 of interest on outstanding bonded debt.
- *Capital Projects Fund:* Fund balance restricted for authorized construction increased to \$268,402 during the current fiscal year. The District issued \$4,040,000 of Series 2017 unlimited tax bonds and used the proceeds to purchase \$2,982,971 of infrastructure and pay \$414,259 of bond related expenditures.
- *Governmental Activities:* On a government-wide basis for governmental activities, the District had expenses net of revenues of \$64,178. Net position decreased from \$108,331 to \$44,153.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
MANAGEMENT’S DISCUSSION AND ANALYSIS
SEPTEMBER 30, 2018**

OVERVIEW OF THE DISTRICT

The District, a political subdivision of the State of Texas, was created by an order of the Travis County Commissioner’s Court dated June 4, 1985, as a water control and improvement district. Subsequently, by an order of the Texas Natural Resource Conservation Commission (presently known as the Texas Commission on Environmental Quality), dated August 13, 2001, the District was converted to a municipal utility district. Creation of the District was confirmed at an election held within the District on May 7, 1988. The District was created to provide water, wastewater, and storm drainage facilities to serve customers located within its boundaries and operates pursuant to Chapters 49 and 54 of the Texas Water Code, as amended. Since creation, the District’s Board of Directors has approved four annexations of land into the District and two exclusions from the District, resulting in a current total land area within the District of approximately 417 acres. The District is located entirely within the extraterritorial jurisdiction of the City of Manor and entirely within Travis County, Texas. The District is located approximately ten miles northeast of the central business district of the City of Austin, lies adjacent to the city limits of Manor, and is bounded by U.S. Highway 290 on the south. The District is one of four political subdivisions, including Travis County Municipal Utility District No. 2, Wilbarger Creek Municipal Utility District No. 1, and Wilbarger Creek Municipal Utility District No. 2 (the “Participant Districts”), created to provide water, wastewater, and storm drainage to approximately 1,514 acres located within Travis County, Texas. Under this arrangement, Wilbarger Creek Municipal Utility District No. 2 serves as the “Master District” for the purpose of coordinating the design, construction, ownership, operation, and maintenance of the water distribution and treatment, wastewater collection and treatment, drainage, and water quality facilities to serve the Participant Districts.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
MANAGEMENT’S DISCUSSION AND ANALYSIS
SEPTEMBER 30, 2018**

USING THIS ANNUAL REPORT

This annual report consists of five parts:

1. *Management’s Discussion and Analysis* (this section)
2. *Basic Financial Statements*
3. *Required Supplementary Information*
4. *Texas Supplementary Information* (required by the Texas Commission on Environmental Quality (the TSI section))
5. *Other Supplementary Information* (the OSI section)

For purposes of GASB 34, the District is considered a special purpose government. This allows the District to present the required fund and government-wide statements in a single schedule. The requirement for fund financial statements that are prepared on the modified accrual basis of accounting is met with the “Governmental Funds Total” column. An adjustment column includes those entries needed to convert to the full accrual basis government-wide statements. Government-wide statements are comprised of the Statement of Net Position and the Statement of Activities.

OVERVIEW OF THE FINANCIAL STATEMENTS

The *Statement of Net Position and Governmental Funds Balance Sheet* includes a column (titled “Governmental Funds Total”) that represents a balance sheet prepared using the modified accrual basis of accounting. This method measures cash and all other financial assets that can be readily converted to cash. The adjustments column converts those balances to a balance sheet that more closely reflects a private-sector business. Over time, increases or decreases in the District’s net position will indicate financial health.

The *Statement of Activities and Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balances* includes a column (titled “Governmental Funds Total”) that derives the change in fund balances resulting from current year revenues, expenditures, and other financing sources or uses. These amounts are prepared using the modified accrual basis of accounting. The adjustments column converts those activities to full accrual, a basis that more closely represents the income statement of a private-sector business.

The *Notes to the Financial Statements* provide additional information that is essential to a full understanding of the information presented in the *Statement of Net Positions and Governmental Funds Balance Sheet* and the *Statement of Activities and Governmental Funds Statement of Revenues, Expenditures, and Changes in Fund Balances*.

The *Required Supplementary Information* presents a comparison statement between the District’s adopted budget and its actual results.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
MANAGEMENT'S DISCUSSION AND ANALYSIS
SEPTEMBER 30, 2018**

FINANCIAL ANALYSIS OF THE DISTRICT AS A WHOLE

Statement of Net Position:

The following table reflects the condensed Statement of Net Position:

Summary Statement of Net Position

	Governmental Activities		Change Increase (Decrease)
	2018	2017	
Current and other assets	\$ 2,856,510	\$ 2,211,110	\$ 645,400
Capital assets	5,973,416	3,117,336	2,856,080
Total Assets	<u>8,829,926</u>	<u>5,328,446</u>	<u>3,501,480</u>
Deferred Outflows of Resources	<u>91,315</u>	<u>97,249</u>	<u>(5,934)</u>
Current Liabilities	460,421	1,066,607	(606,186)
Long-term Liabilities	8,416,667	4,250,757	4,165,910
Total Liabilities	<u>8,877,088</u>	<u>5,317,364</u>	<u>3,559,724</u>
Net Investment in Capital Assets	(1,847,232)	(1,104,239)	(742,993)
Restricted	187,515	149,138	38,377
Unrestricted	1,703,870	1,063,432	640,438
Total Net Position	<u>\$ 44,153</u>	<u>\$ 108,331</u>	<u>\$ (64,178)</u>

The District's net position decreased from \$108,331 in the previous fiscal year to \$44,153 in the current fiscal year. Some of the District's assets are accounted for by capital assets or restricted for debt service. The District's unrestricted net position, which can be used to finance day to day operations, totaled \$1,703,870.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
MANAGEMENT'S DISCUSSION AND ANALYSIS
SEPTEMBER 30, 2018**

Revenues and Expenses:

Summary Statement of Activities

	Governmental Activities		Change Increase (Decrease)
	2018	2017	
Property Taxes	\$ 1,006,455	\$ 777,774	\$ 228,681
Service Accounts	971,212	842,381	128,831
Other	305,684	313,926	(8,242)
Total Revenues	2,283,351	1,934,081	349,270
Contracted Master District services	1,064,704	772,729	291,975
Contracted services	379,761	348,880	30,881
Professional fees	102,896	102,101	795
Other	47,488	38,083	9,405
Debt Service	622,925	169,673	453,252
Depreciation/Amortization	129,755	72,204	57,551
Total Expenses	2,347,529	1,503,670	843,859
Change in Net Position	(64,178)	430,411	(494,589)
Beginning Net Position	108,331	(322,080)	430,411
Ending Net Position	\$ 44,153	\$ 108,331	\$ (64,178)

Revenues were \$2,283,351 for the fiscal year ended September 30, 2018 while expenses were \$2,347,529. Net position decreased \$64,178.

Property tax revenues in the current fiscal year totaled \$1,006,455. Property tax revenue is derived from taxes being levied based upon the assessed value of real and personal property within the District. Property taxes levied for the 2017 tax year (September 30, 2018 fiscal year) were based upon a current assessed value of \$118,034,416 and a tax rate of \$0.85 per \$100 of assessed valuation. Property taxes levied for the 2016 tax year (September 30, 2017 fiscal year) were based upon an adjusted assessed value of \$84,853,002 and a tax rate of \$0.917 per \$100 of assessed valuation. The District's primary revenue sources are property taxes and service accounts.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
MANAGEMENT'S DISCUSSION AND ANALYSIS
SEPTEMBER 30, 2018**

ANALYSIS OF GOVERNMENTAL FUNDS

	<u>Governmental Funds by Year</u>		
	2018	2017	2016
Cash and cash equivalents	\$ 2,611,411	\$ 1,984,363	\$ 1,524,320
Investments	-	-	395,000
Receivables	225,243	266,977	122,758
Total Assets	\$ 2,836,654	\$ 2,251,340	\$ 2,042,078
Accounts payable	\$ 64,984	\$ 47,932	\$ 42,641
Refundable deposits	126,476	109,506	92,506
Interfund payables	49,145	40,230	14,676
Intergovernmental payable	444	115,231	117,446
Total Liabilities	241,049	312,899	267,269
Deferred Inflows of Resources	14,772	11,883	12,181
Nonspendable	780	1,300	
Restricted	469,883	206,494	509,342
Assigned	-	73,057	44,909
Unassigned	2,110,170	1,645,707	1,208,377
Total Fund Balance	2,580,833	1,926,558	1,762,628
Total Liabilities, Deferred Inflows of Resources and Fund Balances	\$ 2,836,654	\$ 2,251,340	\$ 2,042,078

For the fiscal year ended September 30, 2018, the District's governmental funds reflect a combined fund balance of \$2,580,833.

The General Fund fund balance increased by \$390,886 during the current fiscal year.

The Special Revenue Fund reflects no change in fiscal year 2018. The Special Revenue Fund incurred Master District monthly charges of \$1,064,704 and received operating transfers from the General Fund of \$653,688.

The Debt Service Fund reflects an increase of \$46,920 in fiscal year 2018. The Debt Service Fund remitted bond principal of \$240,000 and bond interest of \$263,381. More detailed information about the District's debt is presented in the *Notes to the Financial Statements*.

The Capital Projects Fund reflects an increase of \$216,469 in fiscal year 2018. The District issued \$4,040,000 of Series 2017 unlimited tax bonds and used the proceeds to purchase \$2,982,971 of infrastructure and pay \$414,259 of bond related expenditures.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
MANAGEMENT'S DISCUSSION AND ANALYSIS
SEPTEMBER 30, 2018**

BUDGETARY HIGHLIGHTS

The *General Fund* pays for daily operating expenditures. On September 11, 2017, the Board of Directors approved a budget including revenues of \$1,395,664 as compared to expenditures of \$476,504 and operating transfers of \$992,217. When comparing actual to budget, the District had a positive variance of \$463,943, which is primarily due to higher service account revenues and connection fees as compared to budget. More detailed information about the District's budgetary comparison is presented in the *Required Supplementary Information*.

CAPITAL ASSETS

The District's governmental activities have invested \$5,973,416 in infrastructure. The detail is reflected in the following schedule:

Summary of Capital Assets, net

	9/30/2018	9/30/2017
Capital Assets:		
Land	\$ -	\$ -
Water/Wastewater/Drainage	6,593,163	3,610,192
Less: Accumulated Depreciation	(619,747)	(492,856)
Total Net Capital Assets	\$ 5,973,416	\$ 3,117,336

More detailed information about the District's capital assets is presented in the *Notes to the Financial Statements*.

LONG TERM DEBT

The District has the following balances outstanding on unlimited tax bonds:

	Bonds Payable
Series 2013	\$ 1,845,000
Series 2016	2,425,000
Series 2017	3,920,000
Total	\$ 8,190,000

The District owes approximately \$8.2 million to bondholders. During the year, the District made a principal payment of \$240,000. The ratio of the District's long term debt to the total 2017 taxable assessed valuation (\$118,034,416) is 6.9%. The District's estimated population as of August 1, 2018, is 2,905. More detailed information about the District's long-term debt is presented in the *Notes to the Financial Statements*.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
MANAGEMENT'S DISCUSSION AND ANALYSIS
SEPTEMBER 30, 2018**

CURRENTLY KNOWN FACTS, DECISIONS, OR CONDITIONS

The assessed value on property within the District for the 2018 tax year (September 30, 2019 fiscal year) is approximately \$170 million and the tax rate levied was \$0.85 per \$100 of assessed valuation. Approximately 27% of the property tax will fund general fund expenditures, approximately 41% will fund contracted Master District activity and approximately 32% of the property tax will be set aside for debt service.

The adopted budget for fiscal year 2019 projects an operating fund balance increase of \$97,089.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the District's finances and to demonstrate the District's accountability for the funds it receives. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the District in care of Armbrust & Brown, PLLC, 100 Congress Avenue, Suite 1300, Austin, Texas 78701.

FINANCIAL STATEMENTS

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
STATEMENT OF NET POSITION AND GOVERNMENTAL FUNDS BALANCE SHEET
SEPTEMBER 30, 2018**

	General Fund	Special Revenue Fund	Debt Service Fund	Capital Projects Fund	Governmental Funds Total	Adjustments Note 2	Statement of Net Position
ASSETS							
Cash and cash equivalents:							
Cash	\$ 527,282	\$ -	\$ -	\$ -	\$ 527,282	\$ -	\$ 527,282
Cash equivalents	1,612,165	893	201,794	269,277	2,084,129	-	2,084,129
Receivables:							
Service accounts, net of allowance for doubtful accounts of \$ - 0 -	113,666	-	-	-	113,666	-	113,666
Taxes	5,221	5,720	3,831	-	14,772	-	14,772
Interfund	48,961	-	184	-	49,145	(49,145)	-
Intergovernmental	-	593	-	-	593	-	593
Prepaid expenditures	780	-	-	46,287	47,067	69,001	116,068
Capital assets, net of accumulated depreciation:							
Water/Wastewater/Drainage System	-	-	-	-	-	5,973,416	5,973,416
TOTAL ASSETS	\$ 2,308,075	\$ 7,206	\$ 205,809	\$ 315,564	\$ 2,836,654	\$ 5,993,272	\$ 8,829,926
DEFERRED OUTFLOWS OF RESOURCES							
Deferred charges on refunding	-	-	-	-	-	91,315	91,315
TOTAL DEFERRED OUTFLOWS OF RESOURCES	-	-	-	-	-	91,315	91,315
TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	\$ 2,308,075	\$ 7,206	\$ 205,809	\$ 315,564	\$ 2,836,654	\$ 6,084,587	\$ 8,921,241
LIABILITIES							
Accounts payable	\$ 64,984	\$ -	\$ -	\$ -	\$ 64,984	\$ -	\$ 64,984
Accrued interest payable	-	-	-	-	-	23,517	23,517
Refundable deposits	126,476	-	-	-	126,476	-	126,476
Interfund payables	-	1,486	497	47,162	49,145	(49,145)	-
Intergovernmental payables	444	-	-	-	444	-	444
Due to developer	-	-	-	-	-	481,302	481,302
Bonds payable:							
Due within one year	-	-	-	-	-	245,000	245,000
Due after one year	-	-	-	-	-	7,935,365	7,935,365
TOTAL LIABILITIES	191,904	1,486	497	47,162	241,049	8,636,039	8,877,088
DEFERRED INFLOWS OF RESOURCES							
Property taxes	5,221	5,720	3,831	-	14,772	(14,772)	-
FUND BALANCES / NET POSITION							
Fund balances:							
Nonspendable prepaid	780	-	-	-	780	(780)	-
Restricted for debt service	-	-	201,481	-	201,481	(201,481)	-
Restricted for authorized construction	-	-	-	268,402	268,402	(268,402)	-
Unassigned	2,110,170	-	-	-	2,110,170	(2,110,170)	-
TOTAL FUND BALANCES	2,110,950	-	201,481	268,402	2,580,833	(2,580,053)	-
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 2,308,075	\$ 7,206	\$ 205,809	\$ 315,564	\$ 2,836,654		
NET POSITION							
Net investment in capital assets						(1,847,232)	(1,847,232)
Restricted for Contracted Master District services						5,720	5,720
Restricted for debt service						181,795	181,795
Unrestricted						1,703,870	1,703,870
TOTAL NET POSITION						\$ 44,153	\$ 44,153

The accompanying notes are an integral part of this statement.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS STATEMENT
OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
SEPTEMBER 30, 2018**

	General Fund	Special Revenue Fund	Debt Service Fund	Capital Projects Fund	Governmental Funds Total	Adjustments Note 2	Statement of Activities
REVENUES:							
Property taxes, including penalties	\$ 379,114	\$ 413,035	\$ 211,417	\$ -	\$ 1,003,566	\$ 2,889	\$ 1,006,455
Service accounts, including penalties	971,212	-	-	-	971,212	-	971,212
Connection/inspection fees	268,437	-	-	-	268,437	-	268,437
Interest and other	24,941	1,300	7,157	3,849	37,247	-	37,247
TOTAL REVENUES	<u>1,643,704</u>	<u>414,335</u>	<u>218,574</u>	<u>3,849</u>	<u>2,280,462</u>	<u>2,889</u>	<u>2,283,351</u>
EXPENDITURES / EXPENSES:							
Current:							
Contracted Master District services	-	1,064,704	-	-	1,064,704	-	1,064,704
Garbage expenditures	142,308	-	-	-	142,308	-	142,308
Repairs/maintenance	73,933	-	-	-	73,933	-	73,933
Operations/management fee	100,214	-	-	-	100,214	-	100,214
Inspection/review fees	63,306	-	-	-	63,306	-	63,306
Director fees, including payroll taxes	5,652	-	-	-	5,652	-	5,652
Legal fees	45,570	-	-	-	45,570	-	45,570
Engineering fees	16,646	-	-	-	16,646	-	16,646
Audit fees	12,850	-	-	-	12,850	-	12,850
Bookkeeping fees	26,000	-	-	-	26,000	-	26,000
Financial advisor fees	691	754	385	-	1,830	-	1,830
Tax appraisal/collection	2,354	2,565	1,311	-	6,230	-	6,230
Insurance	5,200	-	-	-	5,200	-	5,200
Other consulting fees	-	-	1,000	-	1,000	-	1,000
Bank fees	23,102	-	-	-	23,102	-	23,102
Public notice	3,854	-	-	-	3,854	-	3,854
Other	2,450	-	-	-	2,450	-	2,450
Prior year operating advances	-	-	-	179,369	179,369	(179,369)	-
Debt service:							
Principal	-	-	240,000	-	240,000	(240,000)	-
Interest	-	-	263,381	-	263,381	16,750	280,131
Fiscal agent fees and other	-	-	400	-	400	-	400
Bond issuance fees	-	-	-	414,259	414,259	(71,865)	342,394
Capital outlay	-	-	-	2,982,971	2,982,971	(2,982,971)	-
Depreciation/amortization	-	-	-	-	-	129,755	129,755
TOTAL EXPENDITURES / EXPENSES	<u>524,130</u>	<u>1,068,023</u>	<u>506,477</u>	<u>3,576,599</u>	<u>5,675,229</u>	<u>(3,327,700)</u>	<u>2,347,529</u>
Excess / (deficiency) of revenues over expenditures	<u>1,119,574</u>	<u>(653,688)</u>	<u>(287,903)</u>	<u>(3,572,750)</u>	<u>(3,394,767)</u>	<u>3,330,589</u>	<u>(64,178)</u>
OTHER FINANCING SOURCES (USES):							
Bond proceeds	-	-	259,823	3,780,177	4,040,000	(4,040,000)	-
Bond premium	-	-	-	9,042	9,042	(9,042)	-
Operating transfer	(728,688)	653,688	75,000	-	-	-	-
TOTAL OTHER FINANCING SOURCES (USES)	<u>(728,688)</u>	<u>653,688</u>	<u>334,823</u>	<u>3,789,219</u>	<u>4,049,042</u>	<u>(4,049,042)</u>	<u>-</u>
NET CHANGE IN FUND BALANCES	<u>390,886</u>	<u>-</u>	<u>46,920</u>	<u>216,469</u>	<u>654,275</u>	<u>(654,275)</u>	<u>-</u>
CHANGE IN NET POSITION						<u>(64,178)</u>	<u>(64,178)</u>
FUND BALANCES / NET POSITION:							
Beginning of the year	<u>1,720,064</u>	<u>-</u>	<u>154,561</u>	<u>51,933</u>	<u>1,926,558</u>	<u>(1,818,227)</u>	<u>108,331</u>
END OF THE YEAR	<u>\$ 2,110,950</u>	<u>\$ -</u>	<u>\$ 201,481</u>	<u>\$ 268,402</u>	<u>\$ 2,580,833</u>	<u>\$ (2,536,680)</u>	<u>\$ 44,153</u>

The accompanying notes are an integral part of this statement.

**NOTES TO THE
FINANCIAL STATEMENTS**

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

1. SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of the Cottonwood Creek Municipal Utility District No. 1 (the "District") relating to the funds included in the accompanying financial statements conform to generally accepted accounting principles ("GAAP") as applied to governmental entities. Generally accepted accounting principles for local governments include those principles prescribed by the *Governmental Accounting Standards Board* ("GASB"), which constitutes the primary source of GAAP for governmental units. The more significant of these accounting policies are described below and, where appropriate, subsequent pronouncements will be referenced.

Reporting Entity - The District was created effective June 4, 1985, by the Travis County Commissioner's Court as a water control and improvement district and subsequently converted to a municipal utility district by an Order of the Texas Natural Resource Conservation Commission, presently known as the Texas Commission on Environmental Quality (the "Commission") dated August 13, 2001. The District operates under Chapters 49 and 54 of the Texas Water Code pursuant to Article 16, Section 59 of the Texas Constitution. The reporting entity of the District encompasses those activities and functions over which the District's elected officials exercise significant oversight or control. The District is governed by a five-member Board of Directors which has been elected by District residents or appointed by the Board of Directors. The District is not included in any other governmental "reporting entity" as defined by GASB standards, since Board members are elected by the public and have decision-making authority, the power to designate management, the responsibility to significantly influence operations, and primary accountability for fiscal matters. In addition, there are no component units as defined in GASB standards which are included in the District's reporting entity. The Board of Directors held its first meeting on March 22, 1988, and the first bonds were sold August 9, 2006.

Basis of Presentation - Government-wide and Fund Financial Statements - These financial statements have been prepared in accordance with GASB Codification of Governmental Accounting and Financial Reporting Standards Part II, Financial Reporting ("GASB Codification").

The GASB Codification sets forth standards for external financial reporting for all state and local government entities, which include a requirement for a Statement of Net Position and a Statement of Activities. It requires the classification of net position into three components: Net Investment in Capital Assets; Restricted; and Unrestricted. These classifications are defined as follows:

- Net Investment in Capital Assets – This component of net position consists of capital assets, including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvements of those assets.
- Restricted Net Position – This component of net position consists of external constraints placed on the use of assets imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulation of other governments or constraints imposed by law through constitutional provisions or enabling legislation.
- Unrestricted Net Position – This component of net position consists of assets that do not meet the definition of Restricted or Net Investment in Capital Assets.

When both restricted and unrestricted resources are available for use, generally it is the District's policy to use restricted resources first.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

1. SIGNIFICANT ACCOUNTING POLICIES (continued) –

- **Government-wide financial statements:** The District's Statement of Net Position includes both non-current assets and non-current liabilities of the District, which were previously recorded in the general fixed assets account group and the general long-term debt account group. In addition, the government-wide Statement of Activities column reflects depreciation expense on the District's capital assets, including infrastructure.

The government-wide focus is more on the sustainability of the District as an entity and the change in aggregate financial position resulting from financial activities of the fiscal period. The focus of the fund financial statements is on the individual funds of the governmental categories. Each presentation provides valuable information that can be analyzed and compared to enhance the usefulness of the information.

- **Fund Financial Statements:** Fund based financial statement columns are provided for governmental funds. GASB Statement No. 34 sets forth minimum criteria (percentage of assets, liabilities, revenues or expenditures of either fund category) for the determination of major funds. All of the District's funds are reported as major funds.

Governmental Fund Types - The accounts of the District are organized and operated on the basis of funds, each of which is considered to be a separate accounting entity. The operations of each fund are accounted for with a self-balancing set of accounts that comprise its assets, liabilities, fund balances, revenues and expenditures. The various funds are grouped by category and type in the financial statements. The District maintains the following fund types:

- **General Fund** - The General Fund accounts for financial resources in use for general types of operations which are not encompassed within other funds. This fund is established to account for resources devoted to financing the general services that the District provides for its residents. Tax revenues and other sources of revenue used to finance the fundamental operations of the District are included in this fund.
- **Special Revenue Fund** - The Special Revenue Fund accounts for the proceeds of specific revenue sources that are legally restricted to expenditures for specified purposes.
- **Debt Service Fund** - The Debt Service Fund is used to account for resources restricted, committed, or assigned for the payment of debt principal, interest, and related costs.
- **Capital Projects Fund** - The Capital Projects Fund is used to account for financial resources restricted, committed, or assigned for the acquisition or construction of major capital facilities.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

2. SIGNIFICANT ACCOUNTING POLICIES (continued) –

Non-current Governmental Assets and Liabilities - GASB Statement No. 34 eliminates the presentation of account groups, but provides for these records to be maintained and incorporates the information into the government-wide financial statement column in the Statement of Net Position.

Basis of Accounting

Government-wide Statements - The government-wide financial statement column is reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Property taxes are recognized as revenues in the year for which they are levied.

Fund Financial Statements - The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. All governmental fund types are accounted for using a current financial resources measurement focus. With this measurement focus, only current assets and current liabilities generally are included on the balance sheet. Operating statements of these funds present increases (i.e., revenues and other financing sources) and decreases (i.e., expenditures and other financing uses) in the net current assets. Governmental funds are accounted for on the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recorded when susceptible to accrual (i.e., both measurable and available).

“Measurable” means that the amount of the transaction can be determined and “available” means the amount of the transaction is collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period.

Expenditures, if measurable, are generally recognized on the accrual basis of accounting when the related fund liability is incurred. Exceptions to this general rule include the unmatured principal and interest on general obligation long-term debt which is recognized when due. This exception is in conformity with generally accepted accounting principles.

Property tax revenues are recognized when they become available. In this case, available means when due, or past due and receivable within the current period and collected within the current period or soon enough thereafter to be used to pay liabilities of the current period. Such time thereafter shall not exceed 60 days. Tax collections expected to be received subsequent to the 60-day availability period are reported as deferred inflows of resources. All other revenues of the District are recorded on the accrual basis in all funds.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

1. SIGNIFICANT ACCOUNTING POLICIES (continued) –

Basis of Accounting (continued)

The District reports deferred revenue on its combined balance sheet. Deferred inflows of resources arise when a potential revenue does not meet both the “measurable” and “available” criteria for recognition in the current period. In subsequent periods, when revenue recognition criteria are met, the liability for the deferred inflows of resources is removed from the combined balance sheet and revenue is recognized.

Budgets and Budgetary Accounting - A budget was adopted on September 11, 2017, for the General Fund on a basis consistent with generally accepted accounting principles. The District’s Board of Directors utilizes the budget as a management tool for planning and cost control purposes. The budget was not amended during the current fiscal year.

Cash and Cash Equivalents - Includes cash on deposit as well as investments with maturities of three months or less. The investments, consisting of common trust funds, money market funds, and obligations in the State Treasurer’s Investment Pool are recorded at amortized cost.

Capital Assets - Capital assets, which include Land and Water, Wastewater and Drainage Systems are reported in the government-wide column in the Statement of Net Position. Public domain (“infrastructure”) capital assets including water, wastewater and drainage systems, are capitalized. Items purchased or acquired are reported at historical cost or estimated historical cost. Contributed fixed assets are recorded as capital assets at estimated acquisition value at the time received. Interest incurred during construction of capital facilities is not capitalized.

Capital assets are depreciated using the straight-line method over the following estimated useful lives:

<u>Asset</u>	<u>Years</u>
Water/Wastewater/Drainage System	10 - 50

Interfund Transactions - Transfers from one fund to another fund are reported as interfund receivables and payables if there is intent to repay that amount and if the debtor fund has the ability to repay the advance on a timely basis. Operating transfers represent legally authorized transfers from the fund receiving resources to the fund through which the resources are to be expended.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

1. SIGNIFICANT ACCOUNTING POLICIES (continued) –

Long-Term Debt - Combination unlimited tax bonds, which have been issued to fund capital projects, are to be repaid from property tax revenues of the District.

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities. Bond premiums and discounts are deferred and amortized over the life of the bonds using the straight line method. Bonds payable are reported net of the applicable bond premium or discount.

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

Fund Balance – Fund balances in governmental funds are classified using the following hierarchy:

- *Nonspendable*: amounts that cannot be spent either because they are in nonspendable form or because they are legally or contractually required to be maintained intact.
- *Restricted*: amounts that can be spent only for specific purposes because of constitutional provisions, or enabling legislation, or because of constraints that are imposed externally.
- *Committed*: amounts that can be spent only for purposes determined by a formal action of the Board of Directors. The Board is the highest level of decision-making authority for the District. This action must be made no later than the end of the fiscal year. Commitments may be established, modified, or rescinded only through ordinances or resolutions approved by the Board. The District does not have any committed fund balances.
- *Assigned*: amounts that do not meet the criteria to be classified as restricted or committed, but that are intended to be used for specific purposes. The District does not have any assigned balances.
- *Unassigned*: all other spendable amounts in the General Fund.

When expenditures are incurred for which restricted, committed, assigned or unassigned fund balances are available, the District considers amounts to have been spent first out of restricted funds, then committed funds, then assigned funds, and finally unassigned funds.

Accounting Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

1. SIGNIFICANT ACCOUNTING POLICIES (continued) –

Fair Value Measurements - The District complies with GASB Statement No. 72, *Fair Value Measurement and Application*, which defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction. Fair value accounting requires characterization of the inputs used to measure fair value into a three-level fair value hierarchy as follows:

- Level 1 inputs are based on unadjusted quoted market prices for identical assets or liabilities in an active market the entity has the ability to access.
- Level 2 inputs are observable inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent from the entity.
- Level 3 are unobservable inputs that reflect the entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available.

There are three general valuation techniques that may be used to measure fair value:

- Market approach – uses prices generated by market transactions involving identical or comparable assets or liabilities
- Cost approach – uses the amount that currently would be required to replace the service capacity of an asset (replacement cost)
- Income approach – uses valuation techniques to convert future amounts to present amounts based on current market expectations

Recently Issued Accounting Pronouncements

In June 2017, the GASB issued GASB Statement No. 87, *Leases*, effective for fiscal years beginning after December 15, 2019. The objective of GASB Statement No. 87 is to improve accounting and financial reporting for leases by governments by requiring recognition of certain lease assets and liabilities that previously were classified as operating leases and recognized as inflows of resources or outflows of resources based on the payment provisions of the contract. GASB Statement No. 87 establishes a single model for lease accounting based on the foundational principle that leases are financings of the right to use an underlying asset. Under GASB Statement No. 87, a lessee is required to recognize a lease liability and an intangible right-to-use asset, and a lessor is required to recognize a lease receivable and deferred inflow of resources. Management is evaluating the effects that the full implementation of GASB Statement No. 87 will have on its financial statements for the year ended September 30, 2021.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

2. RECONCILIATION OF THE GOVERNMENTAL FUNDS

Adjustments to convert the Governmental Funds Balance Sheet to the Statement of Net Position are as follows:

Fund Balances - Total Governmental Funds		\$ 2,580,833
Capital assets used in governmental activities are not financial resources and therefore are not reported in the governmental funds-		
Capital assets	\$ 6,593,163	
Less: Accumulated depreciation	<u>(619,747)</u>	5,973,416
Bond insurance premium, net		69,001
Deferred charges, net		91,315
Revenue is recognized when earned in the government statements, regardless of availability. Governmental funds report deferred inflows of resources for revenues earned but not available		14,772
Long-term liabilities are not due and payable in the current period and therefore are not reported in the governmental funds:		
Bonds payable, net	\$ (8,180,365)	
Due to developer	(481,302)	
Accrued interest	<u>(23,517)</u>	<u>(8,685,184)</u>
Net Position - Governmental Activities		<u><u>\$ 44,153</u></u>

Adjustments to convert the Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balances to the Statement of Activities are as follows:

Net Change in Fund Balances - Governmental Funds		\$ 654,275
Amounts reported for governmental activities in the Statement of Activities are different because:		
Governmental funds report:		
Bond principal payments as expenditures	\$ 240,000	
Developer advance in year received/repaid, net	179,369	
Bond insurance premium in year paid	71,865	
Interest expenditures in year paid	(16,750)	
Tax revenue when collected	2,889	
Capital outlay in year paid	2,982,971	
Bond sale, net, as other financing source	<u>(4,049,042)</u>	(588,698)
Governmental funds do not report:		
Depreciation/amortization		<u>(129,755)</u>
Change in Net Position - Governmental Activities		<u><u>\$ (64,178)</u></u>

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

3. CASH AND INVESTMENTS

The investment policies of the District are governed by State statute and an adopted District investment policy that includes depository contract provisions and custodial contract provisions. Major provisions of the District's investment policy include: depositories must be FDIC-insured Texas banking institutions; depositories must fully insure or collateralize all demand and time deposits; securities collateralizing time deposits are held by independent third party trustees.

Cash - At September 30, 2018, the carrying amount of the District's deposits was \$527,282 and the bank balance was \$516,654. The bank balance was covered by federal depository insurance and other pledged collateral.

Investments -

Interest rate risk. In accordance with its investment policy, the District manages its exposure to declines in fair values through investment diversification and limiting investments as follows:

- Money market mutual funds are required to have weighted average maturities of 90 days or fewer; and
- Other mutual fund investments are required to have weighted average maturities of less than two years.

Credit risk. The District's investment policy requires the application of the prudent-person rule: Investments are made as a prudent person would be expected to act, with discretion and intelligence, and considering the probable safety of their capital as well as the probable income to be derived. The District's investment policy requires that District funds be invested in:

- Obligations of the United States Government and or its agencies and instrumentalities;
- Money market mutual funds with investment objectives of maintaining a stable net asset value of \$1 per share;
- Mutual funds rated in one of the three highest categories by a nationally recognized rating agency; and
- Securities issued by a State or local government or any instrumentality or agency thereof, in the United States, and rated in one of the three highest categories by a nationally recognized rating agency; and
- Public funds investment pools rated AAA or AAA-m by a nationally recognized rating agency.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

3. CASH AND INVESTMENTS (continued) –

At September 30, 2018, the District held the following investments:

Investment	Fair Value at 9/30/2018	Governmental Fund				Investment Rating	
		General	Special Revenue	Debt Service	Capital Projects	Rating	Rating Agency
		Unrestricted	Restricted (1)	Restricted (2)	Restricted (3)		
Texpool	\$ 2,084,129	\$ 1,612,165	\$ 893	\$ 201,794	\$ 269,277	AAAm	Standard & Poors
	<u>\$ 2,084,129</u>	<u>\$ 1,612,165</u>	<u>\$ 893</u>	<u>\$ 201,794</u>	<u>\$ 269,277</u>		

(1) Restricted for Payment of contractual Master District obligations.

(2) Restricted for Payment of Debt Service and Cost of Assessing and Collecting Taxes.

(3) Restricted for Purchase of Capital Assets.

The District invests in TexPool, an external investment pool that is not SEC-registered. The State Comptroller of Public Accounts of the State of Texas has oversight of the pool. Federated Investors, Inc. manages the daily operations of the pool under a contract with the Comptroller. TexPool meets the criteria established in GASB Statement No. 79 and measures all of its portfolio assets at amortized cost. As a result, the District also measures its investments in TexPool at amortized cost for financial reporting purposes. There are no limitations or restrictions on withdrawals from TexPool.

Concentration of credit risk. In accordance with the District's investment policy, investments in individual securities are to be limited to ensure that potential losses on individual securities do not exceed the income generated from the remainder of the portfolio. As of September 30, 2018, the District did not own any investments in individual securities.

Custodial credit risk-deposits. Custodial credit risk is the risk that in the event of a bank failure, the District's deposits may not be returned to it. The government's investment policy requires that the District's deposits be fully insured by FDIC insurance or collateralized with Obligations of the United States or its agencies and instrumentalities. As of September 30, 2018, the District's bank deposits were covered by FDIC insurance and other pledged collateral.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

4. PROPERTY TAXES

Property taxes attach as an enforceable lien on January 1. Taxes are levied on or about October 1, are due on November 1, and are past due the following February 1. The Travis Central Appraisal District established appraisal values in accordance with requirements of the Texas Legislature. The District levies taxes based upon the appraised values. The Travis County Tax Assessor Collector bills and collects the District's property taxes. The Board of Directors set tax rates for the 2017 tax year (September 30, 2018 fiscal year) on September 11, 2017.

The property tax rates, established in accordance with State law, were based on 100% of the net assessed valuation of real property within the District on the 2017 tax roll. The tax rate, based on total taxable assessed valuation of \$118,034,416 was \$0.85 on each \$100 valuation and was allocated as follows:

	<u>Tax Rate</u>
General Fund	\$ 0.3212
Special Revenue Fund	0.3500
Debt Service Fund	0.1788
	<u>\$ 0.8500</u>

The maximum allowable maintenance tax of \$1.50 was established by the voters on May 3, 2003.

Property taxes receivable at September 30, 2018, consisted of the following:

	<u>General Fund</u>	<u>Special Revenue Fund</u>	<u>Debt Service Fund</u>	<u>Total</u>
Current year levy	\$ 2,320	\$ 1,291	\$ 2,528	\$ 6,139
Prior years' levies	2,901	4,429	1,303	8,633
	<u>\$ 5,221</u>	<u>\$ 5,720</u>	<u>\$ 3,831</u>	<u>\$ 14,772</u>

The District is prohibited from writing off real property taxes without specific authority from the Texas Legislature.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

5. CONTRACT TAXES

At an election held May 3, 2003, voters authorized a contract tax on all property within the District subject to taxation. During the year ended September 30, 2018, the District levied an ad valorem contract tax at the rate of \$0.35 per \$100 of assessed valuation, which resulted in a tax levy of \$413,164 on taxable valuation of \$118,034,416 for the 2017 tax year (September 30, 2018 fiscal year). This contract tax was used to pay for the District's pro rata share of operations and maintenance expenses and reserve requirements on Master District Facilities as described in Note 9.

6. INTERFUND ACCOUNTS

A summary of interfund accounts at September 30, 2018, is as follows:

	Interfund	
	Receivables	Payables
General Fund -		
Special Revenue Fund	\$ 1,302	\$ -
Debt Service Fund	497	-
Capital Projects Fund	47,162	-
Special Revenue Fund -		
General Fund	-	1,302
Debt Service Fund	-	184
Debt Service Fund -		
General Fund	-	497
Special Revenue Fund	184	-
Capital Projects Fund -		
General Fund	-	47,162
	\$ 49,145	\$ 49,145

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

7. CHANGES IN CAPITAL ASSETS

A summary of changes in capital assets follows:

	Balance 10/1/2017	Additions	Deletions	Balance 9/30/2018
Capital assets not being depreciated:				
Land	\$ -	\$ -	\$ -	\$ -
Capital assets being depreciated:				
Water/Wastewater/Drainage System	3,610,192	2,982,971	-	6,593,163
Total capital assets being depreciated	3,610,192	2,982,971	-	6,593,163
Less accumulated depreciation for:				
Water/Wastewater/Drainage System	(492,856)	(126,891)	-	(619,747)
Total accumulated depreciation	(492,856)	(126,891)	-	(619,747)
Total capital assets being depreciated, net of accumulated depreciation	3,117,336	2,856,080	-	5,973,416
Total capital assets, net	\$ 3,117,336	\$ 2,856,080	\$ -	\$ 5,973,416

8. BONDED DEBT

The following is a summary of bond transactions of the District for the year ended September 30, 2018:

	Combination Unlimited Tax Bonds
Bonds payable at October 1, 2017	\$ 4,390,000
Bonds issued	4,040,000
Bonds refunded	-
Bonds retired	(240,000)
Subtotal	8,190,000
Less: Bond Premiums/Discounts, net of amortization	(9,635)
Bonds payable at September 30, 2018	\$ 8,180,365

Bonds payable at September 30, 2018, were comprised of the following individual issues:

Unlimited Tax Bonds:

\$2,425,000 - 2016 Unlimited Tax Bonds paid serially through the year 2040 at interest rates which range from 2.00% to 4.00%. Bonds maturing on or after September 1, 2023 are redeemable on September 1, 2022 or on any date thereafter. Bonds maturing on September 1, 2034, 2037 and 2040 are term bonds subject to mandatory sinking fund requirements.

\$3,920,000 - 2017 Unlimited Tax Bonds paid serially through the year 2040 at interest rates which range from 2.125% to 4.00%. Bonds maturing on or after September 1, 2025 are redeemable on September 1, 2024 or on any date thereafter. Bonds maturing on September 1, 2032, 2036 and 2040 are term bonds subject to mandatory sinking fund requirements.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

8. BONDED DEBT (continued) -

Unlimited Tax Refunding Bonds:

\$1,845,000 - 2013 Unlimited Tax Refunding Bonds paid serially through the year 2033 at interest rates which range from 2.75% to 4.00%. Bonds maturing on or after September 1, 2020 are redeemable on September 1, 2019 or on any date thereafter. Bonds maturing on September 1, 2031 and 2033 are term bonds subject to mandatory sinking fund requirements.

The annual requirement to amortize all bonded debt at September 30, 2018, including interest, is as follows:

Year Ended September 30,	Principal	Interest	Total
2019	\$ 245,000	\$ 282,205	\$ 527,205
2020	255,000	274,030	529,030
2021	265,000	265,280	530,280
2022	275,000	256,080	531,080
2023	285,000	246,305	531,305
2024 - 2028	1,585,000	1,089,019	2,674,019
2029 - 2033	1,905,000	815,777	2,720,777
2034 - 2038	2,315,000	458,083	2,773,083
2039 - 2040	1,060,000	60,500	1,120,500
	\$ 8,190,000	\$ 3,747,279	\$ 11,937,279

\$201,481 is available in the Debt Service Fund to service the bonded debt. Bonds authorized but not issued amounted to \$32,020,000 at September 30, 2018.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

9. FINANCING AND OPERATION OF REGIONAL FACILITIES

On March 6, 2003, the District entered into an Amended and Restated Contract for Financing and Operation of Regional Waste Collection, Treatment and Disposal Facilities; Regional Water Supply and Delivery Facilities and Regional Drainage, Including Water Quality Facilities (the “Contract”). In addition to the District, parties to the contract include Travis County Municipal Utility District No. 2 (“Travis County MUD No. 2”), Wilbarger Creek Municipal Utility District No. 1 (“Wilbarger Creek MUD No. 1”) and Wilbarger Creek Municipal Utility District No. 2 (“Wilbarger Creek MUD No. 2”), collectively, (the “Participant Districts”). This Contract amended and restated an original Master District Contract entered into between the Participant Districts that was not submitted to the voters for approval.

General

The District along with the other three Participant Districts were created as conservation and reclamation districts for the purpose of providing water, wastewater and drainage facilities to the land within their respective boundaries. Pursuant to an election held within the boundaries of each Participant District, the voters in each Participant District approved the Contract, which designates Wilbarger Creek MUD No. 2 as the “Master District” to serve as the regional provider of water and wastewater facilities to serve development within the Participants Districts. The Contract also authorizes the Master District to issue contract tax bonds to acquire, purchase, construct and maintain Master District facilities to serve the Participants Districts (“Master District Facilities”). The Master District will own and operate the Master District Facilities.

Master District Service Area

The chart below more completely describes the Participant Districts, including each Participant District’s acreage and projected ultimate living unit equivalents (“LUEs”) based on current land use plans.

Participant	Acreage ^(a)	Existing LUEs ^(b)	Projected Ultimate LUEs ^(c)
Travis County MUD No. 2	404.10	947	1,247
The District	417.70	1,043	2,216
Wilbarger Creek MUD No. 1	300.40	333	1,555
Wilbarger Creek MUD No. 2	<u>392.10</u>	<u>-</u>	<u>1,449</u>
Sub-Total	1,514.30	2,323	6,467
Park & Irrigation	<u>-</u>	<u>-</u>	<u>100</u>
Total	<u>1,514.30</u>	<u>2,323</u>	<u>6,567</u>

(a) Gross acreage includes all easements, rights-of-way and any other undevelopable acreage.

(b) As of September 30, 2018.

(c) Provided by the Developers and represents the existing land use plan. The District makes no representation that property within the Master District or within the Participant Districts will develop as shown above.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

9. FINANCING AND OPERATION OF REGIONAL FACILITIES (continued) –

The currently estimated 6,567 LUEs projected to be developed within the Participant Districts are in excess of the 6,010 LUEs currently reserved for the Participant Districts under the Amended and Restated Regional Water Capacity and Supply Agreement for a portion of Northeastern Travis County, Texas (the “Water Supply Contract”), and the Amended and Restated Regional Sewage Disposal Capacity and Service Agreement for a portion of Northeastern Travis County, Texas (the “Wastewater Treatment Contract”). In connection with the acquisition of the wastewater treatment plant that serves the Participant Districts from Metro H₂O, Ltd. (“Metro”), the Master District acquired Metro’s interest in the Wastewater Treatment Contract. The developers and landowners within the Participant Districts have stated that they expect to commence negotiations with the Master District, with respect to the Wastewater Treatment Contract, and with Metro, with respect to the Water Supply Contract, regarding amending these contracts to increase the existing LUE capacities.

Each of the Participant Districts has executed the Contract with the Master District and obtained the approval of the Contract by its respective voters. The Contract provides that all Participant Districts will pay a pro rata share of debt service on the Master District bonds, based upon each Participant District’s assessed valuation as a percentage of the total certified assessed valuation in the Master District’s service area. Each Participant District is obligated to pay its pro rata share of the annual debt service payments from the proceeds of an annual ad valorem contract tax which is not limited as to rate or amount, including the charges and costs of paying agents, registrars, and trustees utilized in connection with the Master District bonds; the principal, interest and redemption requirements of the Master District bonds; and all amounts required to establish and maintain funds established under any related bond resolution or trust indenture. Each Participant District’s pro rata share of debt service requirements will be calculated annually by the Master District; however, the levy of a contract tax or collection of any other available means of payment is the sole responsibility of each Participant District.

The Master District facilities (or capacity therein) constructed or acquired to date have been acquired or constructed with funds provided by the developers and proceeds of the Master District’s Series 2006, Series 2008 and Series 2017 Bonds. Future water LUE Fee payments required under the Water Supply Contract are expected to be paid or reimbursed from the proceeds of future unlimited contract tax bonds issued by the Master District. As a result of the Master District’s purchase of the wastewater treatment plant, there are no further wastewater LUE fee payments due. The Master District intends to finance future expansions of the wastewater treatment plant through the issuance of bonds. The Contract also provides for payment of operation and maintenance costs for facilities constructed or acquired pursuant to the Contract; duties of the parties; provides for the establishment and maintenance of funds; and includes other provisions relevant to the relationship of the parties.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

9. FINANCING AND OPERATION OF REGIONAL FACILITIES (continued) –

The chart below further describes the Participant Districts and their respective pro rata shares of the Master District Bonds based upon their certified 2018 Assessed Valuation.

Participant	2018 Certified Assessed Valuation ^(a)	Pro Rata Share of Master District Debt	Pro Rata Share of Average Annual Debt of \$1,262,888 ^(b)
Travis County MUD No. 2	\$ 209,133,416	49.3%	\$ 622,150
The District	169,571,035	39.9%	504,456
Wilbarger Creek MUD No. 2	7,571,916	1.8%	22,526
Wilbarger Creek MUD No. 1	38,238,744	9.0%	113,756
	\$ 424,515,111	100%	\$ 1,262,888

(a) Assessed valuations as of January 1, 2018 as certified by the Appraisal District.

(b) Preliminary; subject to change.

The Master District owns and operates the Master District facilities. Each Participant District within the Master District service area (including the Master District in its capacity as a provider of internal water distribution, wastewater collection and storm drainage to serve the acreage within its boundaries) owns or will own the internal water distribution, wastewater collection and storm drainage lines within its boundaries. Additionally, the Participant Districts will operate, maintain and provide retail billing and collection services for their respective internal facilities. The internal facilities have been or are expected to be financed with unlimited tax bonds sold by each of the Participant Districts, including the Master District in its role as Participant District. It is anticipated that the Master District Facilities will be acquired or constructed in stages to meet the needs of a continually expanding population within the Master District service area. If the Master District fails to meet its obligations to provide Master District Facilities as required by the Contract, each Participant District has the right pursuant to the Contract to design, acquire, construct, or expand the Master District Facilities needed to provide service to each Participant District, and to convey such Master District Facilities to the Master District in consideration of payment by the Master District of the actual reasonably necessary capital costs expended by that Participant District for such Master District Facilities.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

9. FINANCING AND OPERATION OF REGIONAL FACILITIES (continued) –

Each Participant District is further obligated to pay monthly charges to the Master District for water and sewer services rendered pursuant to the Contract (“Monthly Charges”). The Monthly Charges to be paid by each Participant District to the Master District will be used to pay each Participant District’s share of operation and maintenance costs and to provide for an operation and maintenance reserve equal to three months of operation and maintenance costs or such other amount as determined by the Master District’s financial advisor. For fiscal year 2018, the Master District’s financial advisor has recommended maintenance of a three-month operation and maintenance reserve to be set aside in a separate fund by the Master District, as well as maintenance of funds equal to approximately two months budgeted expenses in the Master District’s general fund. Each Participant District’s share of operation and maintenance costs and reserve requirements is calculated by the Master District based upon the following categories of costs: (i) direct costs, including LUE fee payments and other costs directly incurred by the Participant District; (ii) volume-related costs, including actual usage fees related to water supply and wastewater collection and treatment; and (iii) all other costs, including administrative costs.

Pursuant to the Contract, each Participant District is obligated to establish and maintain rates, fees and charges for services provided by each Participant District’s water distribution system and wastewater collection system, which, together with taxes levied and funds received from any other lawful sources, are sufficient at all times to pay its operation and maintenance costs and its obligations pursuant to the Contract, including its pro rata share of the Master District’s debt service requirements and Monthly Charges. All sums payable by each Participant District to the Master District pursuant to the Contract are to be paid without set off, counterclaim, abatement, suspension or diminution. If any Participant District fails to pay its share of these costs in a timely manner, the Contract provides that the Master District may withhold, in whole or in part, any reservation or allocation of capacity in the Master District Facilities to such Participant District, in addition to the Master District’s other remedies pursuant to the Contract. Under certain conditions, the Master District may, with the consent of all Participant Districts, extend the Master District service area and provide services to other parties who will become Participant Districts and agree to assume their pro rata share of the bonded indebtedness of the Master District Facilities in the same manner as the existing Participant Districts. In addition, the Master District may, with the consent of all Participant Districts, provide services to others, as long as the provision of such services does not impair the right of a Participant District to receive service from the Master District.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

9. FINANCING AND OPERATION OF REGIONAL FACILITIES (continued) –

Transaction Summary – Master District Operations & Maintenance

Transactions for the year ended September 30, 2018, are summarized as follows:

	Receivable/ (Payable)	Current Fiscal Year		Receivable/ (Payable)
	Balance, 10/1/2017	Billings	Payments	Balance, 9/30/2018
Travis County MUD No. 2	\$ 126,879	\$ 699,541	\$ (800,000)	\$ 26,420
The District	65,327	533,204	(598,087)	444
Wilbarger Creek MUD No. 1	21,758	127,360	171,335	320,453
Wilbarger Creek MUD No. 2	4,648	(26,821)	(8,657)	(30,830)
	<u>\$ 218,612</u>	<u>\$ 1,333,284</u>	<u>\$ (1,235,409)</u>	<u>\$ 316,487</u>

Transaction Summary – Master District Debt Service

Transactions for the year ended September 30, 2018, are summarized as follows:

	Receivable/ (Payable)	Current Fiscal Year		Receivable/ (Payable)
	Balance, 10/1/2017	Billings	Payments	Balance, 9/30/2018
Travis County MUD No. 2	\$ 722	\$ 649,737	\$ (648,573)	\$ 1,886
The District	504	411,016	(412,113)	(593)
Wilbarger Creek MUD No. 1	(375)	116,655	(115,841)	439
Wilbarger Creek MUD No. 2	(33)	25,867	(25,773)	61
	<u>\$ 818</u>	<u>\$ 1,203,275</u>	<u>\$ (1,202,300)</u>	<u>\$ 1,793</u>

10. COMMITMENTS AND CONTINGENCIES

The developers of the land within the District have incurred costs for construction of facilities, as well as costs pertaining to the creation and operation of the District. Claims for reimbursement of construction costs and operational advances will be evaluated upon receipt of adequate supporting documentation and proof of contractual obligation. Such costs may be reimbursable to the developer by the District from proceeds of future District bond issues, subject to approval by the Texas Commission on Environmental Quality, or from operations. On May 3, 2003, at a bond election held within the District, the District's voters authorized the issuance of \$41,060,000 of bonds to fund costs of proposed works, improvements, facilities, plants, equipment, appliances and non-construction costs based upon the District's engineer's report. On February 7, 2004, the District's voters authorized a total of \$5,250,000 in bonds for park and recreational facilities. As of September 30, 2018, the District has issued \$9,040,000 of Unlimited Tax Bonds to reimburse developers.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018**

11. RISK MANAGEMENT

The District is exposed to various risks of losses related to torts; theft of, damage to, and destruction of assets; errors and omissions; and natural disasters. The District has obtained coverage from commercial insurance companies and the Texas Municipal League Intergovernmental Risk Pool (the "TML Pool") to effectively manage its risk. All risk management activities are accounted for in the General Fund. Expenditures and claims are recognized when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated. In determining claims, events that might create claims, but for which none have been reported, are considered.

The TML Pool was established by various political subdivisions in Texas to provide self-insurance for its members and to obtain lower costs for insurance. TML Pool members pay annual contributions to obtain the insurance. Annual contribution rates are determined by the TML Pool Board. Rates are estimated to include all claims expected to occur during the policy including claims incurred but not reported. The TML Pool has established Claims Reserves for each of the types of insurance offered. Although the TML Pool is a self-insured risk pool, members are not contingently liable for claims filed above the amount of the fixed annual contributions. If losses incurred are significantly higher than actuarially estimated, the TML Pool adjusts the contribution rate for subsequent years. Members may receive returns of contributions if actual results are more favorable than estimated.

12. DEFICIT IN NET INVESTMENT IN CAPITAL ASSETS

Net investment in capital assets had a deficit balance of \$1,847,232 at September 30, 2018. This is primarily attributable to capitalized interest, bond proceeds transferred to the General Fund, developer advances and depreciation/amortization expense associated with the District's bond issues.

13. SUBSEQUENT EVENT

On October 9, 2018, the District issued \$3,000,000 of Unlimited Tax Bonds, Series 2018. Proceeds of the bonds were used to reimburse developers within the District for certain water, wastewater and drainage facilities and operating expenses. The Series 2018 bonds were sold with interest rates ranging from 3.0% - 4.0% and principal maturities through September 2041.

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**REQUIRED SUPPLEMENTARY
INFORMATION**

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
BUDGETARY COMPARISON SCHEDULE - GENERAL FUND
SEPTEMBER 30, 2018**

	<u>Actual</u>	<u>Original Budget</u>	<u>Variance Positive (Negative)</u>
REVENUES:			
Property taxes, including penalties	\$ 379,114	\$ 375,592	\$ 3,522
Service accounts	971,212	869,172	102,040
Connection/inspection fees	268,437	144,900	123,537
Interest	24,941	6,000	18,941
TOTAL REVENUES	<u>1,643,704</u>	<u>1,395,664</u>	<u>248,040</u>
EXPENDITURES:			
Current:			
Garbage expenditures	142,308	142,731	423
Repairs/maintenance	73,933	74,400	467
Operations/management fee	100,214	88,996	(11,218)
Inspection/review fees	63,306	42,000	(21,306)
Director fees, including payroll taxes	5,652	6,783	1,131
Legal fees	45,570	39,000	(6,570)
Engineering fees	16,646	14,400	(2,246)
Audit fees	12,850	13,000	150
Bookkeeping fees	26,000	26,100	100
Financial advisor fees	691	944	253
Tax appraisal/collection	2,354	2,400	46
Insurance	5,200	5,000	(200)
Bank fees	23,102	19,200	(3,902)
Public notice	3,854	-	(3,854)
Other	2,450	1,550	(900)
TOTAL EXPENDITURES	<u>524,130</u>	<u>476,504</u>	<u>(47,626)</u>
Excess / (deficiency) of revenues over expenditures	<u>1,119,574</u>	<u>919,160</u>	<u>200,414</u>
OTHER FINANCING SOURCES (USES):			
Operating transfer	<u>(728,688)</u>	<u>(992,217)</u>	<u>263,529</u>
TOTAL OTHER FINANCING SOURCES (USES)	<u>(728,688)</u>	<u>(992,217)</u>	<u>263,529</u>
NET CHANGE IN FUND BALANCE	390,886	<u>\$ (73,057)</u>	<u>\$ 463,943</u>
Beginning of the year	<u>1,720,064</u>		
End of the year	<u>\$ 2,110,950</u>		

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**TEXAS SUPPLEMENTARY
INFORMATION**

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**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
TSI-1. SERVICES AND RATES
SEPTEMBER 30, 2018**

1. Services Provided by the District during the Fiscal Year:

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> Retail Water | <input type="checkbox"/> Wholesale Water | <input checked="" type="checkbox"/> Drainage |
| <input checked="" type="checkbox"/> Retail Wastewater | <input type="checkbox"/> Wholesale Wastewater | <input type="checkbox"/> Irrigation |
| <input type="checkbox"/> Parks/Recreation | <input type="checkbox"/> Fire Protection | <input type="checkbox"/> Security |
| <input checked="" type="checkbox"/> Solid Waste/Garbage | <input type="checkbox"/> Flood Control | <input type="checkbox"/> Roads |
| <input checked="" type="checkbox"/> Participates in joint venture, regional system and/or wastewater service (other than emergency interconnect) | | |
| <input type="checkbox"/> Other (specify): _____ | | |

2. Retail Service Providers

a. Retail Rates Based on 5/8" Meter (or equivalent):

	Minimum Charge	Minimum Usage	Flat Rate Y/N	Rate per 1000 Gallons	Usage Levels
WATER:	\$ 38.94	N/A	N	\$ 5.45	0 to 15,000 gallons
				\$ 7.20	Over 15,001
WASTEWATER:	\$ -	N/A	N	\$ 7.50	per 1,000 gallons
SURCHARGE:	\$ -	-	-	\$ -	

District employs winter averaging for wastewater usage? Yes No

Total charges per 10,000 gallons usage: Water \$ 93.44 Wastewater \$ 75.00

b. Water and Wastewater Retail Connections:

Meter Size	Total Connections	Active Connections	ESFC Factor	Active ESFC's
Unmetered	-	-	1.0	-
< 3/4"	923	922	1.0	922
1"	-	-	2.5	-
1 1/2"	3	2	5.0	10
2"	4	3	8.0	24
3"	10	-	15.0	-
4"	-	-	25.0	-
6"	-	-	50.0	-
8"	-	-	80.0	-
10"	-	-	115.0	-
Total Water	940	927	█	956
Total Wastewater	933	920	1.0	920

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
TSI-1. SERVICES AND RATES
SEPTEMBER 30, 2018**

3. Total Water Consumption during the Fiscal Year (rounded to the nearest thousand):

Gallons pumped into system: _____⁽¹⁾
Gallons billed to customers: _____ 54,996

<u>Water Accountability Ratio</u> (Gallons billed / Gallons Pumped) (1)
--

4. Standby Fees (authorized only under TWC Section 49.231):

Does the District assess standby fees? Yes No

If yes, Date of the most recent Commission Order: _____

Does the District have Operation and Maintenance standby fees? Yes No

If yes, Date of the most recent Commission Order: _____

5. Location of District

County(ies) in which district is located: _____ Travis _____

Is the District located entirely within one county? Yes No

Is the District located within a city? Entirely Partly Not at all

City(ies) in which district is located: _____ N/A _____

Is the District located within a city's extra territorial jurisdiction (ETJ)?

Entirely Partly Not at all

ETJ's in which district is located: _____ City of Manor _____

Are Board members appointed by an office outside the district?

Yes No

If Yes, by whom? _____

⁽¹⁾ District services provided by Wilbarger Creek M.U.D. No. 2 (Master District).

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
TSI-2. GENERAL FUND EXPENDITURES
SEPTEMBER 30, 2018**

Personnel Expenditures (including benefits)	\$	-
Professional Fees:		
Auditing		12,850
Legal		45,570
Engineering		16,646
Financial Advisor		691
Purchased Services For Resale-		
Bulk Water and Wastewater Purchases		-
Contracted Services:		
Bookkeeping		26,000
General Manager		100,214
Appraisal District		1,784
Tax Collector		570
Other Contracted Services		63,306
Utilities		-
Repairs and Maintenance		73,933
Administrative Expenditures:		
Directors' Fees		5,652
Office Supplies		-
Insurance		5,200
Other Administrative Expenditures		29,406
Capital Outlay:		
Capitalized Assets		-
Expenditures not Capitalized		-
Tap Connection Expenditures		-
Solid Waste Disposal		142,308
Fire Fighting		-
Parks and Recreation		-
Other Expenditures		-
TOTAL EXPENDITURES	\$	524,130

Number of persons employed by the District:

Full-Time

Part-Time

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
TSI-3. TEMPORARY INVESTMENTS
SEPTEMBER 30, 2018**

Funds	Identification or Certificate Number	Interest Rate	Maturity Date	Balance at End of Year	Accrued Interest Receivable at End of Year
General Fund:					
State Investment Pool	XXX0001	Varies	N/A	\$ 1,612,165	\$ -
Total				1,612,165	-
Special Revenue Fund-					
State Investment Pool	XXX0002	Varies	N/A	893	-
Total				893	-
Debt Service Fund:					
State Investment Pool	XXX0003	Varies	N/A	163,199	-
State Investment Pool	XXX0007	Varies	N/A	38,595	-
Total				201,794	-
Capital Projects Fund-					
State Investment Pool	XXX0005	Varies	N/A	52,736	-
State Investment Pool	XXX0006	Varies	N/A	216,541	-
Total				269,277	-
Total - All Funds				\$ 2,084,129	\$ -

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
TSI-4. TAXES LEVIED AND RECEIVABLE
SEPTEMBER 30, 2018**

	Maintenance Taxes	Contract Taxes	Debt Service Taxes
Taxes Receivable, Beginning of Year:	\$ 4,039	\$ 4,402	\$ 3,442
2017 Original Tax Levy, net of adjustments	379,166	413,164	211,067
Total to be accounted for	<u>383,205</u>	<u>417,566</u>	<u>214,509</u>
Tax collections:			
Prior years	1,138	1,210	902
Current year	376,846	410,636	209,776
Total collections	<u>377,984</u>	<u>411,846</u>	<u>210,678</u>
Taxes Receivable, End of Year	<u>\$ 5,221</u>	<u>\$ 5,720</u>	<u>\$ 3,831</u>
Taxes Receivable, By Years:			
2016 and before	\$ 2,901	\$ 3,192	\$ 2,540
2017	<u>2,320</u>	<u>2,528</u>	<u>1,291</u>
Taxes Receivable, End of Year	<u>\$ 5,221</u>	<u>\$ 5,720</u>	<u>\$ 3,831</u>

	2017 (a)	2016 (a)	2015 (a)	2014 (a)
Property Valuations:				
Land and improvements	<u>\$ 118,034,416</u>	<u>\$ 84,853,002</u>	<u>\$ 62,538,436</u>	<u>\$ 47,803,660</u>
Total Property Valuations	<u>\$ 118,034,416</u>	<u>\$ 84,853,002</u>	<u>\$ 62,538,436</u>	<u>\$ 47,803,660</u>
Tax Rates per \$100 Valuation:				
Contract tax rates	\$ 0.3500	\$ 0.3500	\$ 0.3500	\$ 0.3800
Debt Service tax rates	0.1788	0.2425	0.1746	0.2414
Maintenance tax rates	<u>0.3212</u>	<u>0.3245</u>	<u>0.3924</u>	<u>0.3286</u>
Total Tax Rates per \$100 Valuation	<u>\$ 0.8500</u>	<u>\$ 0.9170</u>	<u>\$ 0.9170</u>	<u>\$ 0.9500</u>
Original Tax Levy	<u>\$ 1,003,397</u>	<u>\$ 775,626</u>	<u>\$ 573,462</u>	<u>\$ 454,135</u>
Percent of Taxes Collected to Taxes Levied **	<u>99.4%</u>	<u>99.8%</u>	<u>99.8%</u>	<u>99.8%</u>
Maximum Maintenance Tax Rate Approved by Voters:	<u>\$ 1.50 on 5/3/2003.</u>			

**Calculated as taxes collected in current and previous years divided by tax levy.

(a) Valuations are provided by the appropriate Appraisal District. Due to various factors including tax protests and disputes, such valuations change over time; therefore, they may vary slightly from those disclosed in the District's bond offering documents or the District's annual bond disclosure filings.

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
TSI-5. LONG-TERM DEBT SERVICE REQUIREMENTS - BY YEARS
SEPTEMBER 30, 2018**

Fiscal Year Ending	Unlimited Tax Refunding Bonds Series 2013			Unlimited Tax Bonds Series 2016			Unlimited Tax Bonds Series 2017			Annual Requirements for All Series		
	Principal Due 9/01	Interest Due 3/01, 9/01	Total	Principal Due 9/01	Interest Due 3/01, 9/01	Total	Principal Due 9/01	Interest Due 3/01, 9/01	Total	Principal Due	Interest Due	Total
2019	\$ 90,000	\$ 67,486	\$ 157,486	\$ 25,000	\$ 88,838	\$ 113,838	\$ 130,000	\$ 125,881	\$ 255,881	\$ 245,000	\$ 282,205	\$ 527,205
2020	95,000	65,011	160,011	25,000	88,338	113,338	135,000	120,681	255,681	255,000	274,030	529,030
2021	100,000	62,161	162,161	25,000	87,838	112,838	140,000	115,281	255,281	265,000	265,280	530,280
2022	105,000	59,061	164,061	25,000	87,338	112,338	145,000	109,681	254,681	275,000	256,080	531,080
2023	105,000	55,649	160,649	25,000	86,775	111,775	155,000	103,881	258,881	285,000	246,305	531,305
2024	110,000	52,105	162,105	25,000	86,150	111,150	160,000	97,681	257,681	295,000	235,936	530,936
2025	115,000	48,255	163,255	25,000	85,463	110,463	165,000	92,881	257,881	305,000	226,599	531,599
2026	120,000	44,115	164,115	25,000	84,738	109,738	170,000	89,375	259,375	315,000	218,228	533,228
2027	130,000	39,615	169,615	25,000	83,988	108,988	175,000	85,550	260,550	330,000	209,153	539,153
2028	130,000	34,740	164,740	50,000	83,188	133,188	160,000	81,175	241,175	340,000	199,103	539,103
2029	135,000	29,800	164,800	50,000	81,563	131,563	170,000	76,775	246,775	355,000	188,138	543,138
2030	145,000	24,400	169,400	50,000	79,875	129,875	170,000	72,100	242,100	365,000	176,375	541,375
2031	150,000	18,600	168,600	50,000	78,188	128,188	180,000	67,000	247,000	380,000	163,788	543,788
2032	155,000	12,600	167,600	50,000	76,388	126,388	190,000	61,600	251,600	395,000	150,588	545,588
2033	160,000	6,400	166,400	50,000	74,588	124,588	200,000	55,900	255,900	410,000	136,888	546,888
2034	-	-	-	225,000	72,788	297,788	205,000	49,650	254,650	430,000	122,438	552,438
2035	-	-	-	250,000	64,688	314,688	195,000	43,244	238,244	445,000	107,932	552,932
2036	-	-	-	275,000	55,625	330,625	185,000	36,906	221,906	460,000	92,531	552,531
2037	-	-	-	275,000	45,313	320,313	205,000	30,894	235,894	480,000	76,207	556,207
2038	-	-	-	275,000	35,000	310,000	225,000	23,975	248,975	500,000	58,975	558,975
2039	-	-	-	300,000	24,000	324,000	220,000	16,100	236,100	520,000	40,100	560,100
2040	-	-	-	300,000	12,000	312,000	240,000	8,400	248,400	540,000	20,400	560,400
	<u>\$ 1,845,000</u>	<u>\$ 619,998</u>	<u>\$ 2,464,998</u>	<u>\$ 2,425,000</u>	<u>\$ 1,562,670</u>	<u>\$ 3,987,670</u>	<u>\$ 3,920,000</u>	<u>\$ 1,564,611</u>	<u>\$ 5,484,611</u>	<u>\$ 8,190,000</u>	<u>\$ 3,747,279</u>	<u>\$ 11,937,279</u>

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
TSI-6. CHANGES IN LONG-TERM BONDED DEBT
SEPTEMBER 30, 2018**

	Bond Issue			Total
	Series 2013	Series 2016	Series 2017	
Interest Rate	2.75% - 4.00%	2.0% - 4.00%	2.125% - 4.00%	
Dates Interest Payable	3/1, 9/1	3/1, 9/1	3/1, 9/1	
Maturity Dates	9/1/2033	9/1/2040	9/1/2040	
Bonds Outstanding at Beginning of Current Fiscal Year	\$ 1,940,000	\$ 2,450,000	\$ -	\$ 4,390,000
Bonds Sold During the Current Fiscal Year	-	-	4,040,000	4,040,000
Refunded During the Current Fiscal Year	-	-	-	-
Retirements During the Current Fiscal Year-Principal	(95,000)	(25,000)	(120,000)	(240,000)
Bonds Outstanding at End of Current Fiscal Year	<u>\$ 1,845,000</u>	<u>\$ 2,425,000</u>	<u>\$ 3,920,000</u>	<u>\$ 8,190,000</u>
Interest Paid During the Current Fiscal Year	<u>\$ 69,862</u>	<u>\$ 89,338</u>	<u>\$ 104,181</u>	<u>\$ 263,381</u>
Paying Agent's Name & Address:	<u>UMB Bank</u> <u>Austin, TX</u>	<u>UMB Bank</u> <u>Austin, TX</u>	<u>UMB Bank</u> <u>Austin, TX</u>	
Bond Authority:	<u>Tax Bonds*</u>	<u>Park & Recreation</u>	<u>Refunding Bonds</u>	
Amount Authorized by Voters	\$ 41,060,000	\$ 5,250,000	\$ 61,590,000	
Amount Issued	<u>9,040,000</u>	<u>-</u>	<u>190,000</u>	
Remaining To Be Issued	<u>\$ 32,020,000</u>	<u>\$ 5,250,000</u>	<u>\$ 61,400,000</u>	

* Includes all bonds secured with tax revenues. Bonds in this category may also be secured with other revenues in combination with taxes.

Debt Service Fund Cash and Temporary Investments balances as of September 30, 2018:	<u>\$ 201,794</u>
Average Annual Debt Service Payment (Principal & Interest) for the remaining term of all debt:	<u>\$ 542,604</u>

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
TSI-7. COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES
GENERAL FUND AND DEBT SERVICE FUND - FIVE YEARS
SEPTEMBER 30, 2018**

	Amounts					Percent of Fund Total Revenues				
	2018	2017	2016	2015	2014	2018	2017	2016	2015	2014
	GENERAL FUND REVENUES:									
Property taxes, including penalties	\$ 379,114	\$ 275,661	\$ 244,824	\$ 157,425	\$ 160,552	23.1%	19.3%	19.4%	15.2%	17.4%
Service revenues	971,212	842,381	682,722	584,149	521,597	59.1%	59.0%	53.8%	56.2%	56.7%
Tap connection / inspection fees	268,437	300,436	275,548	116,351	57,204	16.3%	21.0%	21.7%	11.2%	6.2%
Interest and other	24,941	10,292	4,954	1,450	700	1.5%	0.7%	0.4%	0.1%	0.1%
Developer advance	-	-	60,671	180,000	180,000	-	-	4.7%	17.3%	19.6%
TOTAL GENERAL FUND REVENUES & OTHER FINANCING SOURCES	1,643,704	1,428,770	1,268,719	1,039,375	920,053	100.0%	100.0%	100.0%	100.0%	100.0%
GENERAL FUND EXPENDITURES:										
Current:										
Garbage expenditures	142,308	107,604	81,614	69,707	66,047	8.7%	7.5%	6.4%	6.7%	7.2%
Repairs/maintenance	73,933	98,378	62,275	45,985	40,301	4.5%	6.9%	4.9%	4.4%	4.4%
Operations/management fee	100,214	81,103	66,012	56,288	50,577	6.1%	5.7%	5.2%	5.4%	5.5%
Inspection/review fees	63,306	66,795	68,635	22,648	-	3.9%	4.7%	5.4%	2.2%	-
Director fees, including payroll taxes	5,652	6,298	6,298	3,391	4,198	0.3%	0.4%	0.5%	0.3%	0.5%
Legal fees	45,570	43,167	39,833	28,397	27,832	2.8%	3.0%	3.1%	2.7%	3.0%
Engineering fees	16,646	14,068	11,906	11,313	9,725	1.0%	1.0%	0.9%	1.1%	1.1%
Audit fees	12,850	12,500	12,000	11,750	11,500	0.8%	0.9%	0.9%	1.1%	1.2%
Bookkeeping fees	26,000	25,650	26,000	25,300	25,650	1.6%	1.8%	2.0%	2.4%	2.8%
Financial advisor fees	691	648	783	633	611	0.0%	0.0%	0.1%	0.1%	0.1%
Tax appraisal/collection	2,354	1,729	1,600	1,106	981	0.1%	0.1%	0.1%	0.1%	0.1%
Insurance	5,200	4,148	4,480	4,364	4,330	0.3%	0.3%	0.4%	0.4%	0.5%
Other consulting fees	-	-	1,350	-	4,500	-	-	0.1%	-	0.5%
Bank fees	23,102	-	-	-	-	1.4%	-	-	-	-
Public notice	3,854	-	-	-	-	0.2%	-	-	-	-
Other	2,450	22,637	16,642	13,232	15,440	0.2%	1.6%	1.3%	1.3%	1.7%
Operating transfer	728,688	477,267	567,825	454,663	442,406	44.3%	33.4%	44.9%	43.8%	48.1%
TOTAL GENERAL FUND EXPENDITURES & OTHER FINANCING USES	1,252,818	961,992	967,253	748,777	704,098	76.2%	67.3%	76.2%	72.0%	76.7%
EXCESS (DEFICIENCY) OF GENERAL FUND REVENUES & OTHER FINANCING SOURCES OVER / (UNDER) EXPENDITURES & OTHER FINANCING USES	\$ 390,886	\$ 466,778	\$ 301,466	\$ 290,598	\$ 215,955	23.8%	32.7%	23.8%	28.0%	23.3%
DEBT SERVICE FUND REVENUES:										
Property taxes, including penalties	\$ 211,417	\$ 205,430	\$ 109,309	\$ 115,882	\$ 156,463	38.2%	99.1%	35.8%	99.6%	99.5%
Interest	7,157	1,853	802	436	739	1.3%	0.9%	0.3%	0.4%	0.5%
Bond proceeds, net	334,823	-	195,137	-	-	60.5%	-	63.9%	-	-
TOTAL DEBT SERVICE FUND REVENUES & OTHER FINANCING SOURCES	553,397	207,283	305,248	116,318	157,202	100.0%	100.0%	100.0%	100.0%	100.0%
DEBT SERVICE FUND EXPENDITURES:										
Tax appraisal/collection	1,311	1,292	712	465	956	0.2%	0.6%	0.2%	0.7%	0.6%
Financial advisor fees	385	484	348	813	595	0.1%	0.2%	0.1%	0.4%	0.4%
Bond principal	240,000	115,000	110,000	80,000	85,000	43.4%	55.5%	36.0%	68.8%	54.1%
Bond interest	263,381	161,724	108,467	75,186	76,886	47.6%	78.0%	35.5%	64.6%	48.9%
Fiscal agent fees and other	1,400	800	400	3,100	400	0.2%	0.4%	0.2%	2.7%	0.3%
TOTAL DEBT SERVICE FUND EXPENDITURES & OTHER FINANCING USES	506,477	279,300	219,927	159,564	163,837	91.5%	134.7%	72.0%	137.2%	104.3%
EXCESS (DEFICIENCY) OF DEBT SERVICE REVENUES & OTHER FINANCING SOURCES OVER / (UNDER) EXPENDITURES & OTHER FINANCING USES	\$ 46,920	\$ (72,017)	\$ 85,321	\$ (43,246)	\$ (6,635)	8.5%	(34.7)%	28.0%	(37.2)%	(4.3)%
TOTAL ACTIVE RETAIL WATER CONNECTIONS	927	762	554	479	421					
TOTAL ACTIVE RETAIL WASTEWATER CONNECTIONS	920	752	549	472	414					

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
TSI-8. BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS
SEPTEMBER 30, 2018**

Complete District Mailing Address: 100 Congress Ave., Ste 1300, Austin, TX 78701

District Business Telephone Number: (512) 435-2300

Submission Date of the most recent District Registration Form TWC Sections 36.054 & 49.054): February 2, 2017

Limits on Fees of Office that a Director may receive during a fiscal year: (Set by Board Resolution TWC Section 49.060) \$7,200

Name and Address:	Term of Office (Elected or Appointed) or Date Hired	Fees of Office Paid *	Expense Reimbursements	Title at Year End
		09/30/18	09/30/18	
<u>Board Members:</u>				
G. Crockett Camp	(Elected) 11/8/2016 - 11/3/2020	\$ 900	\$ -	President
Kari Ann Johnson	(Elected) 11/6/2018 - 11/8/2022	\$ 750	\$ -	Vice-President
Jeff Nebrat	(Elected) 11/6/2018 - 11/8/2022	\$ 900	\$ -	Secretary
Nicholas Whittaker	(Elected) 11/8/2016 - 11/3/2020	\$ 600	\$ -	Asst. Secretary
Keith E. Young	(Elected) 11/8/2016 - 11/3/2020	\$ 2,100	\$ -	Asst. Secretary
<u>Consultants:</u>				
Crossroads Utility Services LLC	11/11/2010	\$ 167,434	\$ -	Operator
Armbrust & Brown, PLLC	11/26/2002	\$ 47,861	\$ -	Attorney
		\$ 60,766	\$ -	Bond Related Services
McCall Parkhurst & Horton PLLC	11/26/2002	\$ 60,564	\$ -	Bond Counsel
Schroeder Engineering Co.	11/26/2002	\$ 16,570	\$ -	Engineer
		\$ 52,788	\$ -	Bond Related Services
Bott & Douthitt, PLLC	7/1/2010	\$ 26,000	\$ -	District Accountant
Public Finance Group LLC	5/12/2014	\$ 1,830	\$ -	Financial Advisor
		\$ 96,220	\$ -	Bond Related Services
McCall Gibson Swedlund Barfoot PLLC	8/10/2009	\$ 12,850	\$ -	Auditor
		\$ 10,900	\$ -	Bond Related Services
Travis County Tax Collector	7/14/2003	\$ 1,509	\$ -	Tax Collector

* Fees of Office are the amounts actually paid to a director during the District's fiscal year.

**OTHER SUPPLEMENTARY
INFORMATION**

**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
OSI-1. PRINCIPAL TAXPAYERS
SEPTEMBER 30, 2018**

Taxpayer	Type of Property	Tax Roll Year		
		2018	2017	2016
KB Home Lone Star Inc.	Real Land & Improvements	\$ 7,000,276	\$ 3,974,637	\$ 6,451,019
IBC Partners Ltd.	Real Land & Improvements	3,418,010	3,429,286	3,448,010
Presidential Meadows LP	Real Land & Improvements	2,708,509	4,800,722	4,151,557
Lion Capital LLC	Real Land & Improvements	1,251,339	499,511	499,511
GFAA Partners Inc.	Real Land & Improvements	779,359	779,414	780,978
Presidential Glen Ltd.	Real Land & Improvements	425,656	425,656	425,656
Homeowner	Real Land & Improvements	417,925	397,732	349,929
American Homes 4 Rent	Real Land & Improvements	358,472	318,738	301,245
Homeowner	Real Land & Improvements	304,704	-	-
Homeowner	Real Land & Improvements	304,163	-	-
Dinsmore Living Trust	Real Land & Improvements	-	339,052	319,450
Homeowner	Real Land & Improvements	-	270,195	253,310
Total		\$ 16,968,413	\$ 15,234,943	\$ 16,980,665
Percent of Assessed Valuation		10.0%	12.9%	20.1%

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**COTTONWOOD CREEK
MUNICIPAL UTILITY DISTRICT NO. 1
OSI-2. ASSESSED VALUE BY CLASSIFICATION
SEPTEMBER 30, 2018**

Type of Property	Tax Roll Year					
	2018		2017		2016	
	Amount	%	Amount	%	Amount	%
Single Family Residence	\$ 160,924,615	94.9%	\$ 111,631,593	94.6%	\$ 77,033,436	91.2%
Vacant Lot	3,301,490	1.9%	3,156,473	2.7%	1,543,848	1.8%
Rural Land Non-Qualified	4,895,740	2.9%	5,375,328	4.6%	6,338,788	7.5%
Commercial Real Property	2,375,763	1.4%	1,124,479	1.0%	1,126,043	1.3%
Commercial Personal Property	407,545	0.2%	356,355	0.3%	349,285	0.4%
Intangible Property	-	-	-	-	25,000	-
Residential Inventory	7,875,180	4.6%	4,693,098	4.0%	7,524,087	8.9%
Special Inventory Tax	-	-	-	-	10,280	-
Totally Exempt Property	16,019,615	9.4%	15,176,805	12.9%	15,181,872	17.9%
Less: Adjustments	<u>(26,228,913)</u>	<u>(15.3)%</u>	<u>(23,479,715)</u>	<u>(20.1)%</u>	<u>(24,549,637)</u>	<u>(29.0)%</u>
Total Taxable	<u>\$ 169,571,035</u>	<u>100.0%</u>	<u>\$ 118,034,416</u>	<u>100.0%</u>	<u>\$ 84,583,002</u>	<u>100.0%</u>

APPENDIX B
Form of Bond Counsel Opinion

[An opinion in substantially the following form will be delivered by McCall, Parkhurst & Horton L.L.P., Bond Counsel, upon the delivery of the Bonds, assuming no material changes in facts or law.]

**COTTONWOOD CREEK MUNICIPAL UTILITY DISTRICT NO. 1
UNLIMITED TAX BONDS, SERIES 2019
IN THE AGGREGATE PRINCIPAL AMOUNT OF \$3,000,000**

AS BOND COUNSEL FOR COTTWONWOOD CREEK MUNICIPAL UTILITY DISTRICT NO. 1 (the "District") of the bonds described above (the "Bonds"), we have examined into the legality and validity of the Bonds, which bear interest from the dates specified in the text of the Bonds, until maturity or redemption, at the rates and payable on the dates specified in the text of the Bonds all in accordance with the order of the Board of Directors of the District adopted on July 9, 2019 authorizing the issuance of the Bonds (the "Order").

WE HAVE EXAMINED the Constitution and laws of the State of Texas, certified copies of the proceedings of the District, including the Order and other documents authorizing and relating to the issuance of the Bonds; and we have examined various certificates and documents executed by officers and officials of the District upon which certificates and documents we rely as to certain matters stated below. We have also examined one of the executed Bonds (Bond Numbered T-1) and specimens of Bonds to be authenticated and delivered in exchange for the Bonds.

BASED ON SAID EXAMINATION, IT IS OUR OPINION that said Bonds have been duly authorized, issued and delivered in accordance with law; and that said Bonds, except as the enforceability thereof may be limited by laws relating to governmental immunity, bankruptcy, insolvency, reorganization, moratorium, liquidation and other similar laws now or hereafter enacted related to creditors' rights generally or by general principle of equity which permit the exercise of judicial discretion, constitute valid and legally binding obligations of the District, payable from ad valorem taxes without legal limit as to rate or amount to be levied and collected by the District upon taxable property within the District, which taxes the District has covenanted to levy in an amount sufficient (together with revenues and receipts from other sources which are legally available for such purposes) to pay the interest on and the principal of the Bonds. Such covenant to levy taxes is subject to the right of a city, under existing Texas law, to annex all of the territory within the District; to take over all properties and assets of the District; to assume all debts, liabilities, and obligations of the District, including the Bonds; and to abolish the District.



THE DISTRICT reserves the right to issue additional bonds which will be payable from taxes; bonds, notes, and other obligations payable from revenues; and bonds payable from contracts with other persons, including private corporations, municipalities, and political subdivisions.

IT IS FURTHER OUR OPINION, except as discussed below, that the interest on the Bonds is excludable from the gross income of the owners thereof for federal income tax purposes under the statutes, regulations, published rulings and court decisions existing on the date of this opinion. We are further of the opinion that the Bonds are not "specified private activity bonds" and that, accordingly, interest on the Bonds will not be included as an individual alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986 (the "Code"). In expressing the aforementioned opinions, we have relied on certain representations, the accuracy of which we have not independently verified, and assume compliance by the District with certain covenants, regarding the use and investment of the proceeds of the Bonds and the use of the property financed therewith. We call your attention to the fact that if such representations are determined to be inaccurate or upon a failure by the District to comply with such covenants, interest on the Bonds may become includable in gross income retroactively to the date of issuance of the Bonds.

EXCEPT AS STATED ABOVE, we express no opinion as to any other federal, state, or local tax consequences of acquiring, carrying, owning or disposing of the Bonds, including the amount, accrual or receipt of interest on, the Bonds. In particular, but not by way of limitation, we express no opinion with respect to the federal, state or local tax consequences arising from the enactment of any pending or future legislation. Owners of the Bonds should consult their tax advisors regarding the applicability of any collateral tax consequences of owning the Bonds.

OUR OPINIONS ARE BASED on existing law, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may thereafter come to our attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Internal Revenue Service (the "Service"); rather, such opinions represent our legal judgment based upon our review of existing law and in reliance upon the representations and covenants referenced above that we deem relevant to such opinions. The Service has an ongoing audit program to determine compliance with rules that relate to whether interest on state or local obligations is includable in gross income for federal income tax purposes. No assurance can be given whether or not the Service will commence an audit of the Bonds. If an audit is commenced, in accordance with its current published procedures the Service is likely to treat the District as the taxpayer. We observe that the District has covenanted not to take any action, or omit to take any action within its control, that if taken or omitted, respectively, may result in the treatment of interest on the Bonds as includable in gross income for federal income tax purposes.



WE EXPRESS NO OPINION as to any insurance policies issued with respect to the payments due for the principal of and interest on the Bonds, nor as to any such insurance policies issued in the future.

OUR SOLE ENGAGEMENT in connection with the issuance of the Bonds is as Bond Counsel for the District, and, in that capacity, we have been engaged by the District for the sole purpose of rendering an opinion with respect to the legality and validity of the Bonds under the Constitution and laws of the State of Texas, and with respect to the exclusion from gross income of the interest on the Bonds for federal income tax purposes, and for no other reason or purpose. The foregoing opinions represent our legal judgment based upon a review of existing legal authorities that we deem relevant to render such opinions and are not a guarantee of a result. We have not been requested to investigate or verify, and have not independently investigated or verified any records, data, or other material relating to the financial condition or capabilities of the District, or the disclosure thereof in connection with the sale of the Bonds, and have not assumed any responsibility with respect thereto. We express no opinion and make no comment with respect to the marketability of the Bonds and have relied solely on certificates executed by officials of the District as to the current outstanding indebtedness of and the assessed valuation of taxable property within the District. Our role in connection with the District's Official Statement prepared for use in connection with the sale of the Bonds has been limited as described therein.

THE FOREGOING OPINIONS represent our legal judgment based upon a review of existing legal authorities that we deem relevant to render such opinions and are not a guarantee of a result.

Respectfully,

APPENDIX C
Specimen Municipal Bond Insurance Policy



MUNICIPAL BOND INSURANCE POLICY

ISSUER:

Policy No: -N

BONDS: \$ in aggregate principal amount of

Effective Date:

Premium: \$

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

On the later of the day on which such principal and interest becomes Due for Payment or the Business Day next following the Business Day on which AGM shall have received Notice of Nonpayment, AGM will disburse to or for the benefit of each Owner of a Bond the face amount of principal of and interest on the Bond that is then Due for Payment but is then unpaid by reason of Nonpayment by the Issuer, but only upon receipt by AGM, in a form reasonably satisfactory to it, of (a) evidence of the Owner's right to receive payment of the principal or interest then Due for Payment and (b) evidence, including any appropriate instruments of assignment, that all of the Owner's rights with respect to payment of such principal or interest that is Due for Payment shall thereupon vest in AGM. A Notice of Nonpayment will be deemed received on a given Business Day if it is received prior to 1:00 p.m. (New York time) on such Business Day; otherwise, it will be deemed received on the next Business Day. If any Notice of Nonpayment received by AGM is incomplete, it shall be deemed not to have been received by AGM for purposes of the preceding sentence and AGM shall promptly so advise the Trustee, Paying Agent or Owner, as appropriate, who may submit an amended Notice of Nonpayment. Upon disbursement in respect of a Bond, AGM shall become the owner of the Bond, any appurtenant coupon to the Bond or right to receipt of payment of principal of or interest on the Bond and shall be fully subrogated to the rights of the Owner, including the Owner's right to receive payments under the Bond, to the extent of any payment by AGM hereunder. Payment by AGM to the Trustee or Paying Agent for the benefit of the Owners shall, to the extent thereof, discharge the obligation of AGM under this Policy.

Except to the extent expressly modified by an endorsement hereto, the following terms shall have the meanings specified for all purposes of this Policy. "Business Day" means any day other than (a) a Saturday or Sunday or (b) a day on which banking institutions in the State of New York or the Insurer's Fiscal Agent are authorized or required by law or executive order to remain closed. "Due for Payment" means (a) when referring to the principal of a Bond, payable on the stated maturity date thereof or the date on which the same shall have been duly called for mandatory sinking fund redemption and does not refer to any earlier date on which payment is due by reason of call for redemption (other than by mandatory sinking fund redemption), acceleration or other advancement of maturity unless AGM shall elect, in its sole discretion, to pay such principal due upon such acceleration together with any accrued interest to the date of acceleration and (b) when referring to interest on a Bond, payable on the stated date for payment of interest. "Nonpayment" means, in respect of a Bond, the failure of the Issuer to have provided sufficient funds to the Trustee or, if there is no Trustee, to the Paying Agent for payment in full of all principal and interest that is Due for Payment on such Bond. "Nonpayment" shall also include, in respect of a Bond, any payment of principal or interest that is Due for Payment made to an Owner by or on behalf of the Issuer which has been recovered from such Owner pursuant to the

United States Bankruptcy Code by a trustee in bankruptcy in accordance with a final, nonappealable order of a court having competent jurisdiction. "Notice" means telephonic or telecopied notice, subsequently confirmed in a signed writing, or written notice by registered or certified mail, from an Owner, the Trustee or the Paying Agent to AGM which notice shall specify (a) the person or entity making the claim, (b) the Policy Number, (c) the claimed amount and (d) the date such claimed amount became Due for Payment. "Owner" means, in respect of a Bond, the person or entity who, at the time of Nonpayment, is entitled under the terms of such Bond to payment thereof, except that "Owner" shall not include the Issuer or any person or entity whose direct or indirect obligation constitutes the underlying security for the Bonds.

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

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

This Policy sets forth in full the undertaking of AGM, and shall not be modified, altered or affected by any other agreement or instrument, including any modification or amendment thereto. Except to the extent expressly modified by an endorsement hereto, (a) any premium paid in respect of this Policy is nonrefundable for any reason whatsoever, including payment, or provision being made for payment, of the Bonds prior to maturity and (b) this Policy may not be canceled or revoked. THIS POLICY IS NOT COVERED BY THE PROPERTY/CASUALTY INSURANCE SECURITY FUND SPECIFIED IN ARTICLE 76 OF THE NEW YORK INSURANCE LAW.

In witness whereof, ASSURED GUARANTY MUNICIPAL CORP. has caused this Policy to be executed on its behalf by its Authorized Officer.

ASSURED GUARANTY MUNICIPAL CORP.

By _____
Authorized Officer

A subsidiary of Assured Guaranty Municipal Holdings Inc.
1633 Broadway, New York, N.Y. 10019
(212) 974-0100

