

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**

*(A political subdivision of the State of Texas located within Waller and Fort Bend Counties)*

**PRELIMINARY OFFICIAL STATEMENT**

**DATED: February 11, 2020**

**\$950,000**

**UNLIMITED TAX ROAD BONDS  
SERIES 2020**

**Bids Due: Tuesday, March 10, 2020 at 10:00 A.M., Houston Time in Houston, Texas**  
**Bid Award: Tuesday, March 10, 2020 at 12:00 Noon, Houston Time in Katy, Texas**



**PRELIMINARY OFFICIAL STATEMENT DATED FEBRUARY 11, 2020**

This PRELIMINARY OFFICIAL STATEMENT is subject to completion and amendment and is intended solely for the solicitation of initial bids to purchase the Bonds. Upon sale of the Bonds, the OFFICIAL STATEMENT will be completed and delivered to the Underwriter.

IN THE OPINION OF BOND COUNSEL, UNDER EXISTING LAW, INTEREST ON THE BONDS IS EXCLUDABLE FROM GROSS INCOME FOR FEDERAL INCOME TAX PURPOSES AND INTEREST ON BONDS IS NOT SUBJECT TO THE ALTERNATIVE MINIMUM TAX ON INDIVIDUALS. SEE "TAX MATTERS" FOR A DISCUSSION OF THE OPINION OF BOND COUNSEL.

THE BONDS WILL BE DESIGNATED AS "QUALIFIED TAX-EXEMPT OBLIGATIONS" FOR FINANCIAL INSTITUTIONS. SEE "TAX MATTERS—QUALIFIED TAX-EXEMPT OBLIGATIONS."

**NEW ISSUE-Book-Entry-Only**

Underlying Rating: Moody's "Baa2"  
See "MUNICIPAL BOND RATING AND  
MUNICIPAL BOND INSURANCE" herein.

**\$950,000**

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**(A political subdivision of the State of Texas located within Waller and Fort Bend Counties)**  
**UNLIMITED TAX ROAD BONDS**  
**SERIES 2020**

The bonds described above (the "Bonds") are obligations solely of Willow Creek Farms Municipal Utility District (the "District") and are not obligations of the State of Texas, Waller County, Fort Bend County, the City of Katy, or any entity other than the District.

The Bonds, when issued, will constitute valid and legally binding obligations of the District and will be payable 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. THE BONDS ARE SUBJECT TO SPECIAL INVESTMENT CONSIDERATIONS DESCRIBED HEREIN. See "INVESTMENT CONSIDERATIONS."

**Dated Date: April 1, 2020**

**Due: March 1, as shown below**

Principal of the Bonds is payable at maturity or earlier redemption at the principal payment office of the paying agent/registrar, initially The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (the "Paying Agent/Registrar") upon surrender of the Bonds for payment. Interest on the Bonds accrues from April 1, 2020, and is payable each September 1 and March 1, commencing September 1, 2020, until maturity or prior redemption. The Bonds will be issued only in fully registered form in denominations of \$5,000 each or integral multiples thereof. The Bonds are subject to redemption prior to their maturity, as shown below.

The Bonds will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical certificates representing the Bonds, but will receive a credit balance on the books of the nominees of such beneficial owners. So long as Cede & Co. is the registered owner of the Bonds, the principal of and interest on the Bonds will be paid by the Paying Agent/Registrar directly to DTC, which will, in turn, remit such principal and interest to its participants for subsequent disbursement to the beneficial owners of the Bonds. See "BOOK-ENTRY-ONLY SYSTEM."

**MATURITY SCHEDULE**

Principal	Maturity	CUSIP	Interest	Initial	Principal	Maturity	CUSIP	Interest	Initial
Amount (a)	(March 1)	Number(c)	Rate	Reoffering	Amount (a)	(March 1)	Number(c)	Rate	Reoffering
				Yield(d)					Yield(d)
\$ 25,000	2021		%	%	\$ 40,000	2034 (b)		%	%
30,000	2022				40,000	2035 (b)			
30,000	2023				40,000	2036 (b)			
30,000	2024				40,000	2037 (b)			
30,000	2025				45,000	2038 (b)			
30,000	2026				45,000	2039 (b)			
30,000	2027 (b)				45,000	2040 (b)			
30,000	2028 (b)				45,000	2041 (b)			
35,000	2029 (b)				50,000	2042 (b)			
35,000	2030 (b)				50,000	2043 (b)			
35,000	2031 (b)				50,000	2044 (b)			
35,000	2032 (b)				50,000	2045 (b)			
35,000	2033 (b)								

- (a) The Underwriter (as herein defined) may designate one or more maturities as term bonds. See accompanying "OFFICIAL NOTICE OF SALE" and "OFFICIAL BID FORM."
- (b) Bonds maturing on or after March 1, 2027, are subject to redemption at the option of the District prior to their maturity dates in whole, or from time to time in part, on March 1, 2026, or on any date thereafter at a price of par value plus unpaid accrued interest from the most recent interest payment date to the date fixed for redemption. See "THE BONDS—Redemption Provisions."
- (c) CUSIP Numbers have been assigned to the Bonds by CUSIP Service Bureau and are included solely for the convenience of the purchasers of the Bonds. Neither the District nor the Underwriter shall be responsible for the selection or correctness of the CUSIP Numbers set forth herein.
- (d) Initial reoffering yield represents the initial offering yield to the public, which has been established by the Underwriter for offers to the public and which subsequently may be changed.

The Bonds are offered by the Underwriter subject to prior sale, when, as and if issued by the District and accepted by the Underwriter, subject, among other things, to the approval of the Bonds by the Attorney General of Texas and the approval of certain legal matters by Allen Boone Humphries Robinson LLP, Houston, Texas, Bond Counsel. See "LEGAL MATTERS." Delivery of the Bonds in book-entry form through the facilities of DTC is expected on or about April 14, 2020.

**Bids Due: Tuesday, March 10, 2020 at 10:00 A.M., Houston Time in Houston, Texas**  
**Bid Award: Tuesday, March 10, 2020 at 12:00 Noon, Houston Time in Katy, Texas**

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## **USE OF INFORMATION IN OFFICIAL STATEMENT**

For purposes of compliance with Rule 15c2-12 of the Securities and Exchange Commission, as amended and in effect on the date hereof, this document constitutes an Official Statement with respect to the Bonds that has been “deemed final” by the District as of its date except for the omission of no more than the information permitted by Rule 15c2-12.

No dealer, broker, salesman or other person has been authorized to give any information or to make any representations other than those contained in this OFFICIAL STATEMENT, and, if given or made, such other information or representations must not be relied upon as having been authorized by the District.

This OFFICIAL STATEMENT is not to be used in an offer to sell or the solicitation of an 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, resolutions, orders, contracts, audited financial statements, engineering and other related reports set forth in this 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 Allen Boone Humphries Robinson LLP, Bond Counsel, 3200 Southwest Freeway, Suite 2600, Houston, Texas, 77027, 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 this 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 other matters described herein since the date hereof. However, the District has agreed to keep this OFFICIAL STATEMENT current by amendment or sticker to reflect material changes in the affairs of the District and, to the extent that information actually comes to its attention, the other matters described in this OFFICIAL STATEMENT until delivery of the Bonds to the Underwriter (as herein defined) and thereafter only as specified in “PREPARATION OF OFFICIAL STATEMENT—Updating the Official Statement.”

## **SALE AND DISTRIBUTION OF THE BONDS**

### **Award of the Bonds**

After requesting competitive bids for the Bonds, the District accepted the bid resulting in the lowest net effective interest rate, which bid was tendered by \_\_\_\_\_ (the "Underwriter") paying the interest rates shown on the cover page hereof, at a price of \_\_\_\_\_ % of the par value thereof plus accrued interest to the date of delivery which resulted in a net effective interest rate of \_\_\_\_\_ %, as calculated pursuant to Chapter 1204 of the Texas Government Code, as amended (the IBA method).

### **Prices and Marketability**

The prices and other terms with respect to the offering and sale of the Bonds may be changed from time-to-time by the Underwriter 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 Underwriter may over-allot or effect transactions which stabilize or maintain the market prices of 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**

No registration statement relating to the offer and sale of the Bonds has been filed with the Securities and Exchange Commission 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 and the Bonds have not been registered or qualified under the securities laws of any other jurisdiction. The District assumes no responsibility for registration or qualification 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.

## OFFICIAL STATEMENT SUMMARY

The following is a brief summary of certain information contained herein which is qualified in its entirety by the detailed information and financial statements appearing elsewhere in this OFFICIAL STATEMENT. The summary should not be detached and should be used in conjunction with more complete information contained herein. A full review should be made of the entire OFFICIAL STATEMENT and of the documents summarized or described therein.

### SEVERE WEATHER EVENTS

#### *General...*

The greater Houston area, including the District, is subject to occasional severe weather events, including tropical storms and hurricanes. If the District were to sustain damage to its facilities requiring substantial repair or replacement, or if substantial damage were to occur to taxable property within the District as a result of such a weather event, the investment security of the Bonds could be adversely affected. The greater Houston area has experienced four storms exceeding a 0.2% probability (i.e. “500-year flood” events) since 2015, including Hurricane Harvey, which made landfall along the Texas Gulf Coast on August 26, 2017, and brought historic levels of rainfall during the successive four days.

#### *Impact on the District...*

According to TNG Utility Corporation (the “Operator”) and IDS Engineering Group (the “Engineer”), the District’s water and sewer system did not sustain any material damage and there was no interruption of water and sewer service as a result of Hurricane Harvey. However, according to the Operator and the Engineer, approximately 18 homes within Willow Creek Farms I, Sections Two and Four experienced isolated structural flooding as a result of Hurricane Harvey. According to the Operator, the Engineer, Forestar/MWC WCF LLC (“Forestar/MWC”), Pulte Homes of Texas, L.P., a Texas limited partnership (“Pulte”), and Westin Homes and Properties, L.P., a Texas limited partnership (“Westin Homes”), no homes experienced structural flooding in any other sections located within the District as a result of Hurricane Harvey.

If a future weather event significantly damaged all or part of the improvements within the District, the assessed value of property within the District could be substantially reduced, which could result in a decrease in tax revenues and/or necessitate an increase in the District’s tax rate. Further, there can be no assurance that a casualty loss to taxable property within the District will be covered by insurance (or that property owners will even carry flood or other casualty insurance), that any insurance company will fulfill its obligation to provide insurance proceeds, or that insurance proceeds will be used to rebuild or repair any damaged improvements within the District. Even if insurance proceeds are available and improvements are rebuilt, there could be a lengthy period in which assessed values within the District could be adversely affected. See “INVESTMENT CONSIDERATIONS—Severe Weather Events.”

### THE DISTRICT

#### *Description...*

The District is a political subdivision of the State of Texas, created by Texas Legislature Senate Bill 1961, 80th Legislative Regular Session, 2007, effective June 15, 2007, and operates under Article III, Section 52 and Article XVI, Section 59 of the Texas Constitution in accordance with Chapters 49 and 54 of the Texas Water Code, as amended and other statutes of Texas applicable to municipal utility districts. At the time of creation, the District contained approximately 330 acres of land. Subsequent to creation, the District annexed approximately 245 acres, which brings the total District acreage to approximately 575 acres. See “THE DISTRICT.”

#### *Location...*

The District is located predominantly in Waller County, with approximately 66 acres located in Fort Bend County. The District is approximately 36 miles west of the City of Houston Central Business District. The District is entirely located within the extraterritorial jurisdiction of the City of Katy. Land within the District is either located within the Katy Independent School District or the Lamar Consolidated Independent School District. The District is located south of Interstate Highway 10 and is bisected by Pederson Road. See “THE DISTRICT” and “AERIAL PHOTOGRAPH.”

<i>The Developer...</i>	Forestar/MWC WCF LLC (“Forestar/MWC”), a Texas limited liability company, in a venture with Johnson Development Services (“JDS”), a subsidiary of Johnson Development Corp, a Delaware corporation, has completed the development of 265 single-family residential lots on approximately 88 acres. Forestar/MWC does not own any developable acres within the District. Forestar/MWC and JDS are collectively referred to as the “Developer.” See “THE DEVELOPER.”
	Approximately 231 acres in the District were previously developed by other developers.
	The remaining developable acreage in the District (approximately 125 acres) is owned by Pederson Road Town Center-139, LLC, a Texas limited liability company, Landmark Industries, and Katy Reserve Ltd., a Texas limited partnership. No development activity is currently taking place upon such acreage. See “TAX DATA—Principal Taxpayers.”
<i>Status of Development...</i>	The District is being developed as Willow Creek Farms. As of February 11, 2020, 1,151 single- family residential lots on approximately 319 acres have been developed, 1,003 homes have been completed (989 occupied), 44 homes were under construction or in a builder’s name and 104 vacant developed lots were available for home construction. Homes within the District range in price from approximately \$205,000 to \$365,000. Approximately 125 additional developable acres currently within the District have not been provided with water distribution, wastewater collection and storm drainage facilities and approximately 131 acres are not developable (rights-of-way, detention, open spaces, easements and utility sites). See “THE DISTRICT.”
<i>Builders...</i>	Westin Homes and Anglia Homes are currently building homes in the District. See “THE DISTRICT—Homebuilding.”
<i>Payment Record...</i>	The District has previously issued \$27,925,000 principal amount of unlimited tax bonds for water, sewer and drainage facilities in seven series, \$6,980,000 principal amount of unlimited tax bonds for roads and related improvements in three series, \$5,330,000 principal amount of unlimited tax refunding bonds in two series, and \$1,535,000 principal amount of unlimited tax road refunding bonds in one series, \$31,255,000 of which collectively remains outstanding (the “Outstanding Bonds”) as of the date hereof. The District has never defaulted on its debt obligations. See “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Outstanding Bonds.”

## THE BONDS

<i>Description...</i>	The \$950,000 Unlimited Tax Road Bonds, Series 2020 (the “Bonds”) are being issued pursuant to a resolution authorizing the issuance of the Bonds (the “Bond Resolution”) adopted by the District’s Board of Directors (the “Board”) as fully registered bonds. The Bonds are scheduled to mature serially on March 1 in each of the years 2021 through 2045, both inclusive, in the principal amounts and accrue interest at the rates shown on the cover page hereof. The Bonds will be issued in denominations of \$5,000 or integral multiples of \$5,000. Interest on the Bonds accrues from April 1, 2020, and is payable each September 1 and March 1 beginning September 1, 2020, until the earlier of maturity or redemption. See “THE BONDS.”
<i>Book-Entry-Only System...</i>	The Depository Trust Company (defined as “DTC”), New York, New York, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered certificate will be issued for each maturity of the Bonds and will be deposited with DTC. See “BOOK-ENTRY-ONLY SYSTEM.”
<i>Redemption...</i>	Bonds maturing on or after March 1, 2027 are subject to redemption in whole, or from time to time in part, at the option of the District prior to their maturity dates on March 1, 2026, or on any date thereafter at a price of par value plus unpaid accrued interest from the most recent interest payment date to the date fixed for redemption. See “THE BONDS— Redemption Provisions.”
<i>Use of Proceeds...</i>	Proceeds of the Bonds will be used to pay for road construction costs shown herein under “USE AND DISTRIBUTION OF BOND PROCEEDS,” including interest on funds advanced by the Developer on behalf of the District and administrative costs and certain other costs and engineering fees related to the issuance of the Bonds. See “USE AND DISTRIBUTION OF BOND PROCEEDS.”

<i>Authority for Issuance...</i>	The Bonds are the fifth (including the unlimited tax road refunding bonds) series of unlimited tax road bonds issued out of an aggregate of \$23,500,000 principal amount of unlimited tax road bonds authorized by the District's voters for the purposes of financing roads and related improvements and refunding such bonds. The Bonds are issued by the District pursuant to the terms and conditions of the Bond Resolution, Article III, Section 52 of the Texas Constitution, Chapters 49 and 54 of the Texas Water Code, and general laws of the State of Texas relating to the issuance of bonds by political subdivisions of the State of Texas. See "THE BONDS—Authority for Issuance" and "INVESTMENT CONSIDERATIONS—Future Debt."
<i>Source of Payment...</i>	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 against all taxable property within the District. The Bonds are obligations of the District and are not obligations of the Waller County, Fort Bend County, the City of Katy, the State of Texas or any entity other than the District. See "THE BONDS—Source of Payment."
<i>Municipal Bond Rating and Municipal Bond Insurance...</i>	Application has been made to Moody's Investors Service ("Moody's") for an underlying rating on the Bonds, and Moody's has assigned an underlying rating of "Baa2" to the District. Application has also been made to various municipal bond insurance companies for qualification of the Bonds for municipal bond insurance. If qualified, such insurance will be available at the option of the Underwriter at the Underwriter's expense. The rating fee of Moody's will be paid for by the District; payment of any other rating fee will be the responsibility of the Underwriter. See "INVESTMENT CONSIDERATIONS—Risk Factors Related to the Purchase of Municipal Bond Insurance" and "MUNICIPAL BOND RATING AND MUNICIPAL BOND INSURANCE."
<i>Qualified Tax-Exempt Obligations...</i>	The Bonds will be designated as "qualified tax-exempt obligations" within the meaning of Section 265(b) of the Internal Revenue Code of 1986, as amended (the "Code"). See "TAX MATTERS—Qualified Tax-Exempt Obligations."
<i>Bond Counsel...</i>	Allen Boone Humphries Robinson LLP, Houston, Texas. See "MANAGEMENT OF THE DISTRICT," "LEGAL MATTERS" and "TAX MATTERS."
<i>Financial Advisor...</i>	Masterson Advisors LLC, Houston, Texas.
<i>Disclosure Counsel...</i>	McCall, Parkhurst and Horton L.L.P., Houston, Texas.
<i>Paying Agent/Registrar...</i>	The Bank of New York Mellon Trust Company, N.A., Dallas, Texas. See "THE BONDS—Method of Payment of Principal and Interest."

## **INVESTMENT CONSIDERATIONS**

The purchase and ownership of the Bonds are subject to special investment considerations and all prospective purchasers are urged to examine carefully this entire OFFICIAL STATEMENT with respect to the investment security of the Bonds, including particularly the section captioned "INVESTMENT CONSIDERATIONS."



## SELECTED FINANCIAL INFORMATION (UNAUDITED)

2019 Certified Taxable Assessed Valuation .....	\$262,489,238 (a)
Estimated Taxable Assessed Valuation as of January 15, 2020 .....	\$270,100,683 (b)

Gross Direct Debt Outstanding .....	\$32,205,000 (c)
Estimated Overlapping Debt .....	13,787,096 (d)
Gross Direct Debt and Estimated Overlapping Debt .....	\$45,992,096

### Ratios of Gross Direct Debt to:

2019 Certified Taxable Assessed Valuation .....	12.27%
Estimated Taxable Assessed Valuation as of January 15, 2020 .....	11.92%

### Ratios of Gross Direct Debt and Estimated Overlapping Debt to:

2019 Certified Taxable Assessed Valuation .....	17.52%
Estimated Taxable Assessed Valuation as of January 15, 2020 .....	17.03%

### Funds Available for Debt Service:

Water, Sewer and Drainage Debt Service Fund Balance as of February 11, 2020 .....	\$2,483,298 (e)
Road Debt Service Fund Balance as of February 11, 2020 .....	1,113,586 (e)
Total Funds Available for Debt Service .....	\$3,596,884 (e)

Operating Funds Available as of February 11, 2020 .....	\$1,945,141
Water, Sewer and Drainage Capital Projects Funds Available as of February 11, 2020 .....	\$180,822

2019 Debt Service Tax Rate .....	\$0.80
2019 Maintenance Tax Rate .....	0.34
2019 Total Tax Rate .....	\$1.14 (f)

Average Annual Debt Service Requirement (2021-2045) .....	\$1,674,455 (g)
Maximum Annual Debt Service Requirement (2021) .....	\$2,328,441 (g)

### Tax Rates Required to Pay Average Annual Debt Service (2021-2045) at a 95% Collection Rate

Based upon 2019 Certified Taxable Assessed Valuation .....	\$0.68 (h)
Based upon Estimated Taxable Assessed Valuation as of January 15, 2020 .....	\$0.66 (h)

### Tax Rates Required to Pay Maximum Annual Debt Service (2021) at a 95% Collection Rate

Based upon 2019 Certified Taxable Assessed Valuation .....	\$0.94 (h)
Based upon Estimated Taxable Assessed Valuation as of January 15, 2020 .....	\$0.91 (h)

### Status of Development as of February 11, 2020 (i):

Lots Constructed .....	1,151
Homes Completed (989 Occupied Homes) .....	1,003
Homes Under Construction or in a Builder's Name .....	44
Lots Available for Home Construction .....	104
Estimated Population .....	3,462 (j)

- (a) As certified by the Waller County Appraisal District (\$247,287,008) and the Fort Bend Central Appraisal District (\$15,202,230). Collectively, the "Appraisal Districts." See "TAXING PROCEDURES."
- (b) Provided by the Appraisal Districts (\$248,523,443 in Waller County and \$21,577,240 in Fort Bend County) as of January 15, 2020, for informational purposes only. Such amounts reflect an estimate of the taxable assessed value within the District on the respective dates. No tax will be levied on any such amount until such amount is certified.
- (c) After the issuance of the Bonds. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Outstanding Bonds."
- (d) See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Estimated Overlapping Debt."
- (e) Although the Outstanding Bonds and the Bonds are each payable from an unlimited tax pledge on parity, a pro rata portion of the District's ad valorem tax revenue will be allocated to bonds sold for roads and related improvements ("Road Bonds") and a pro rata portion will be allocated to the bonds sold for water, sewer and drainage facilities ("Water, Sewer and Drainage Bonds"). See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Outstanding Bonds." The Road Debt Service Fund is not pledged to the Outstanding Water, Sewer and Drainage Bonds nor will funds deposited into the Water, Sewer and Drainage Debt Service Fund be pledged to the Bonds or the Outstanding Road Bonds.
- (f) Of the total 2019 debt service tax rate, \$0.148 per \$100 of taxable assessed valuation of the 2019 debt service tax rate is allocated to Road Bonds and \$0.652 per \$100 of taxable assessed valuation is allocated to Water, Sewer and Drainage Bonds. Of the total maintenance tax rate, \$0.0995 per \$100 of taxable assessed valuation of the 2019 maintenance tax rate is allocated to fire services provided by the City of Katy and \$0.2405 per \$100 of taxable assessed valuation is allocated to the maintenance and operations of the District. See "THE SYSTEM—Development Agreement," "Fire and Medical Services" and "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Historical Tax Rate Distribution."
- (g) The debt service calculations herein are based on an estimated interest rate of 2.75%. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Debt Service Requirements."
- (h) See "TAX DATA—Tax Adequacy for Debt Service" and "INVESTMENT CONSIDERATIONS—Possible Impact on District Tax Rates."
- (i) See "THE DISTRICT—Land Use—Status of Development."
- (j) Based upon 3.5 persons per occupied single-family residence.

## **PRELIMINARY OFFICIAL STATEMENT**

**\$950,000**

### **WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**

*(A political subdivision of the State of Texas located within Waller and Fort Bend Counties)*

### **UNLIMITED TAX ROAD BONDS SERIES 2020**

This OFFICIAL STATEMENT provides certain information in connection with the issuance by Willow Creek Farms Municipal Utility District (the “District”) of its \$950,000 Unlimited Tax Road Bonds, Series 2020 (the “Bonds”).

The Bonds are issued pursuant to Article III, Section 52 of the Texas Constitution, Chapters 49 and 54 of the Texas Water Code, the general laws of the State of Texas relating to the issuance of bonds by political subdivisions of the State of Texas, a resolution authorizing the issuance of the Bonds (the “Bond Resolution”) adopted by the Board of Directors of the District (the “Board”) and an election held within the District.

This OFFICIAL STATEMENT includes descriptions, among others, of the Bonds and the Bond Resolution, and certain other information about the District, Forestar/MWC WCF LLC (“Forestar/MWC”), a Texas limited liability company, in a venture with Johnson Development Services (“JDS”), a subsidiary of Johnson Development Corp, a Delaware corporation, and development activity and land ownership in the District. Forestar/MWC and JDS are collectively referred to herein as the “Developer.” Other descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each document. Copies of documents may be obtained from Allen Boone Humphries Robinson LLP, Bond Counsel, 3200 Southwest Freeway, Suite 2600, Houston, Texas 77027.

## **THE BONDS**

### **Description**

The Bonds will be dated and accrue interest from April 1, 2020 with interest payable each September 1 and March 1, beginning September 1, 2020 (the “Interest Payment Date”), and will mature on the dates and in the principal amounts and accrue interest of the rates shown on the cover page hereof. The Bonds are issued in fully registered form, in denominations of \$5,000 or any integral multiple of \$5,000. Interest calculations are based on a 360-day year comprised of twelve 30-day months.

### **Method of Payment of Principal and Interest**

In the Bond Resolution, the Board has appointed The Bank of New York Mellon Trust Company, N.A., Dallas, Texas as the initial Paying Agent/Registrar for the Bonds. The principal of the Bonds shall be payable, without exchange or collection charges, in any coin or currency of the United States of America, which, on the date of payment, is legal tender for the payment of debts due the United States of America. In the event the book-entry system is discontinued, principal of the Bonds shall be payable upon presentation and surrender of the Bonds as they respectively become due and payable, at the principal payment office of the Paying Agent/Registrar in Dallas, Texas and interest on each Bond shall be payable by check payable on each Interest Payment Date, mailed by the Paying Agent/Registrar on or before each Interest Payment Date to the Registered Owner of record as of the close of business on the February 15 or August 15 immediately preceding each Interest Payment Date (defined herein as the “Record Date”), to the address of such Registered Owner as shown on the Paying Agent/Registrar’s records (the “Register”) or by such other customary banking arrangements as may be agreed upon by the Paying Agent/Registrar and the Registered Owners at the risk and expense of the Registered Owners.

If the date for payment of the principal of or interest on any Bond is not a business day, then the date for such payment shall be the next succeeding business day, as defined in the Bond Resolution.

### **Source of Payment**

While the Bonds or any part of the principal thereof or interest thereon remain outstanding and unpaid, the District covenants to levy and annually assess and collect in due time, form and manner, and at the same time as other District taxes are appraised, levied and collected, in each year, a continuing direct annual ad valorem tax, without limit as to rate, upon all taxable property in the District sufficient to pay the interest on the Bonds as the same becomes due and to pay each installment of the principal of the Bonds as the same matures, with full allowance being made for delinquencies and costs of collection. In the Bond Resolution, the District covenants that said taxes are irrevocably pledged to the payment of the interest on and principal of the Bonds and to no other purpose.

The Bonds are obligations of the District and are not the obligations of the Waller County, Fort Bend County, the City of Katy, State of Texas, or any entity other than the District.

## **Funds**

In the Bond Resolution, the Road Debt Service Fund is confirmed, and the proceeds from all taxes levied, appraised and collected for and on account of the outstanding Road Bonds and the Bonds authorized by the Bond Resolution shall be deposited, as collected, in such fund.

The District also maintains a Water, Sewer and Drainage Debt Service Fund that is not pledged to the Road Bonds, including the Bonds. Funds in the Water, Sewer and Drainage Debt Service Fund are not available to pay principal and interest on the outstanding Road Bonds or the Bonds.

Accrued interest on the Bonds shall be deposited into the Road Debt Service Fund upon receipt. The remaining proceeds of sale of the Bonds shall be deposited into the Road Capital Projects Fund, to be used for the purpose of reimbursing the Developers for certain construction costs and for paying the costs of issuance of the Bonds. Any monies remaining in the Road Capital Projects Fund will be used as described in the Bond Resolution or ultimately transferred to the Road Debt Service Fund. See "USE AND DISTRIBUTION OF BOND PROCEEDS" for a complete description of the use of Bond proceeds and the projects related thereto.

## **No Arbitrage**

The District will certify as of the date the Bonds are delivered and paid for that, based upon all facts and estimates then known or reasonably expected to be in existence on the date the Bonds are delivered and paid for, the District reasonably expects that the proceeds of the Bonds will not be used in a manner that would cause the Bonds, or any portion of the Bonds, to be "arbitrage bonds" under the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations prescribed thereunder. Furthermore, all officers, employees, and agents of the District have been authorized and directed to provide certifications of facts and estimates that are material to the reasonable expectations of the District as of the date the Bonds are delivered and paid for. In particular, all or any officers of the District are authorized to certify to the facts and circumstances and reasonable expectations of the District on the date the Bonds are delivered and paid for regarding the amount and use of the proceeds of the Bonds. Moreover, the District covenants in the Bond Resolution that it shall make such use of the proceeds of the Bonds, regulate investment of proceeds of the Bonds, and take such other and further actions and follow such procedures, including, without limitation, calculating the yield on the Bonds, as may be that the Bonds shall not become "arbitrage bonds" under the Code and the regulations prescribed from time to time thereunder.

## **Redemption Provisions**

The District reserves the right, at its option, to redeem the Bonds maturing on or after March 1, 2027, prior to their scheduled maturities, in whole or from time-to-time in part, in integral multiples of \$5,000 on March 1, 2026, or any date thereafter, at a price of par value plus accrued interest on the principal amounts called for redemption to the date fixed for redemption.

If less than all of the Bonds are redeemed at any time, the maturities of the Bonds to be redeemed will be selected by the District. If less than all the Bonds of a certain maturity are to be redeemed, the particular Bonds to be redeemed shall be selected by the Paying Agent/Registrar by lot or other random method (or by DTC in accordance with its procedures while the Bonds are in book-entry-only form).

If a Bond subject to redemption is in a denomination larger than \$5,000, a portion of such Bond may be redeemed, but only in integral multiples of \$5,000. Upon surrender of any Bond for redemption in part, the Paying Agent/Registrar shall authenticate and deliver in exchange therefor a Bond or Bonds of like maturity and interest rate in an aggregate principal amount equal to the unredeemed portion of the Bond so surrendered.

Notice of any redemption identifying the Bonds to be redeemed in whole or in part shall be given by the Paying Agent/Registrar at least thirty (30) days prior to the date fixed for redemption by sending written notice by first class mail to the Registered Owner of each Bond to be redeemed in whole or in part at the address shown on the Register. Such notices shall state the redemption date, the redemption price, the place at which the Bonds are to be surrendered for payment and, if less than all the Bonds outstanding are to be redeemed, the numbers of the Bonds or the portions thereof to be redeemed. Any notice given shall be conclusively presumed to have been duly given, whether or not the Registered Owner receives such notice. By the date fixed for redemption, due provision shall be made with the Paying Agent/Registrar for payment of the redemption price of the Bonds or portions thereof to be redeemed, plus accrued interest to the date fixed for redemption.

When Bonds have been called for redemption in whole or in part and due provision has been made to redeem the same as herein provided, the Bonds or portions thereof so redeemed shall no longer be regarded as outstanding except for the purpose of receiving payment solely from the funds so provided for redemption, and the rights of the Registered Owners to collect interest which would otherwise accrue after the redemption date on any Bond or portion thereof called for redemption shall terminate on the date fixed for redemption.

### **Authority for Issuance**

At a bond election held within the District, voters of the District authorized the issuance of \$23,500,000 principal amount of unlimited tax road bonds for financing roads and related improvements and refunding such bonds. The Bonds are being issued pursuant to such authorization.

The Bonds are issued by the District pursuant to the terms and conditions of the Bond Resolution, Article III, Section 52 of the Texas Constitution, Chapters 49 and 54 of the Texas Water Code, as amended, the general laws of the State of Texas relating to the issuance of bonds by political subdivisions of the State of Texas and an election held within the District.

Before the Bonds can be issued, the Attorney General of Texas must pass upon the legality of certain related matters. The Attorney General of Texas does not guarantee or pass upon the safety of the Bonds as an investment or upon the adequacy of the information contained in this OFFICIAL STATEMENT.

### **Registration and Transfer**

So long as any Bonds remain outstanding, the Paying Agent/Registrar shall keep the Register at its principal payment office and, subject to such reasonable regulations as it may prescribe, the Paying Agent/Registrar shall provide for the registration and transfer of Bonds in accordance with the terms of the Bond Resolution.

In the event the Book-Entry-Only System should be discontinued, each Bond shall be transferable only upon the presentation and surrender of such Bond at the principal payment office of the Paying Agent/Registrar, duly endorsed for transfer, or accompanied by an assignment duly executed by the Registered Owner or his authorized representative in form satisfactory to the Paying Agent/Registrar. Upon due presentation of any Bond in proper form for transfer, the Paying Agent/Registrar has been directed by the District to authenticate and deliver in exchange therefor, within three (3) business days after such presentation, a new Bond or Bonds, registered in the name of the transferee or transferees, in authorized denominations and of the same maturity and aggregate principal amount and paying interest at the same rate as the Bond or Bonds so presented.

All Bonds shall be exchangeable upon presentation and surrender thereof at the principal payment office of the Paying Agent/Registrar for a Bond or Bonds of the same maturity and interest rate and in any authorized denomination in an aggregate amount equal to the unpaid principal amount of the Bond or Bonds presented for exchange. The Paying Agent/Registrar is authorized to authenticate and deliver exchange Bonds. Each Bond delivered shall be entitled to the benefits and security of the Bond Resolution to the same extent as the Bond or Bonds in lieu of which such Bond is delivered.

Neither the District nor the Paying Agent/Registrar shall be required to transfer or to exchange any Bond during the period beginning on a Record Date and ending the next succeeding Interest Payment Date or to transfer or exchange any Bond called for redemption during the thirty (30) day period prior to the date fixed for redemption of such Bond.

The District or the Paying Agent/Registrar may require the Registered Owner of any Bond to pay a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with the transfer or exchange of such Bond. Any fee or charge of the Paying Agent/Registrar for such transfer or exchange shall be paid by the District.

### **Lost, Stolen or Destroyed Bonds**

In the event the Book-Entry-Only System should be discontinued, upon the presentation and surrender to the Paying Agent/Registrar of a mutilated Bond, the Paying Agent/Registrar shall authenticate and deliver in exchange therefor a replacement Bond of like maturity, interest rate and principal amount, bearing a number not contemporaneously outstanding. If any Bond is lost, apparently destroyed, or wrongfully taken, the District, pursuant to the applicable laws of the State of Texas and in the absence of notice or knowledge that such Bond has been acquired by a bona fide purchaser, shall, upon receipt of certain documentation from the Registered Owner and an indemnity bond, execute and the Paying Agent/Registrar shall authenticate and deliver a replacement Bond of like maturity, interest rate and principal amount bearing a number not contemporaneously outstanding.

Registered owners of lost, stolen or destroyed Bonds will be required to pay the District's costs to replace such Bond. In addition, the District or the Paying Agent/Registrar may require the Registered Owner to pay a sum sufficient to cover any tax or other governmental charge that may be imposed.

### **Replacement of Paying Agent/Registrar**

Provision is made in the Bond Resolution for replacement of the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the District, the new Paying Agent/Registrar shall act in the same capacity as the previous Paying Agent/Registrar. Any Paying Agent/Registrar selected by the District shall be a national or state banking institution, a corporation organized and doing business under the laws of the United States of America or of any State, authorized under such laws to exercise trust powers, and subject to supervision or examination by federal or state authority, to act as Paying Agent/Registrar for the Bonds.

### **Issuance of Additional Debt**

The District's voters have authorized the issuance of \$23,500,000 principal amount of unlimited tax bonds for financing roads and related improvements and refunding bonds issued for such purposes. After the issuance of the Bonds, the District will have \$15,500,000 principal amount of unlimited tax bonds financing roads and related improvements and refunding bonds issued for such purposes, which remains authorized but unissued. The District's voters have also authorized the issuance of \$57,230,000 principal amount of unlimited tax bonds for the purpose of purchasing and constructing the District's water, sewer and drainage facilities and refunding bonds issued for such purpose and could authorize additional amounts, \$29,010,000 principal amount of which remains authorized but unissued. See "INVESTMENT CONSIDERATIONS—Future Debt."

The District is authorized by statute to develop parks and recreational facilities, including the issuing of bonds payable from taxes for such purpose. The District has prepared and adopted a detailed park plan and the authorized voters of the District have authorized the issuance of \$11,375,000 principal amount of unlimited tax park bonds and refunding bonds issued for such purpose, all of which is unissued. The principal amount of park bonds sold by the District is limited to one percent (1%) of the District's certified taxable assessed valuation. Before the District could issue park bonds payable from taxes, the following actions would be required: (a) approval of the bonds by the Texas Commission on Environmental Quality (the "TCEQ"); and (b) approval of the bonds by the Attorney General of Texas.

### **Annexation by the City of Katy**

Under existing Texas law, since the District lies wholly within the extraterritorial jurisdiction of the City of Katy, the District may be annexed by the City of Katy without the District's consent, and the City of Katy cannot annex territory within the District unless it annexes the entire District; however, the City of Katy 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 percent of the land in the area, a petition has been signed by more than 50 percent of the landowners consenting to the annexation. Notwithstanding the preceding sentence, the described election and petition process does not apply during the term of a strategic partnership agreement between the City of Katy and the District specifying the procedures for full purpose annexation of all or a portion of the District. See "Strategic Partnership Agreement," below, for a description of the terms of the Strategic Partnership Agreement between the City of Katy and the District.

If the District is annexed, the City of Katy will assume the District's assets and obligations (including the Bonds) and dissolve the District. Annexation of territory by the City of Katy is a policy-making matter within the discretion of the Mayor and City Council of the City of Katy, and therefore, the District makes no representation that the City of Katy will ever annex the District and assume its debt. Moreover, no representation is made concerning the ability of the City of Katy to make debt service payments should annexation occur.

### **Strategic Partnership Agreement**

Effective November 15, 2016, the District entered into a Strategic Partnership Agreement (the "Agreement") with the City of Katy, Texas. The Agreement, subject to the Development Agreement (See "THE SYSTEM— Development Agreement"), provides for the annexation of the entirety of the property located in the District (the "Tract") by the City of Katy for certain limited purposes including the provision of fire, police protection, and emergency response services. The Agreement further provides for the annexation of particular commercial and residential property located in the District (the "Development Tract") for the limited purpose of imposing a Sales and Use Tax, providing the City of Katy water and wastewater utility services, providing the City of Katy garbage and recycling collection, imposing the City of Katy drainage standards, and accepting the roads constructed on the Development Tract for ownership.

The City of Katy will impose a Sales and Use Tax within the District upon the limited-purpose annexation of the Development Tract. The Sales and Use Tax will be imposed on the receipts from the sale and use at retail of taxable items at the rate of one percent or the rate specified under future amendments to Chapter 321 of the Tax Code. The City of Katy will pay the District 50% of all Sales and Use Tax revenues that are reported on the monthly sales tax report provided by the Comptroller and received by the City of Katy from the Comptroller (net of any Comptroller collection costs) within 30 days of the City of Katy receiving the funds from the State Comptroller's office. Funds received by the District under the Agreement are not pledged to payment of the Bonds.

In consideration of the District's receipt of the Sales and Use Tax revenue, the District agrees to use available funds, including but not limited to the Sales and Use Tax revenue the District receives, to acquire the necessary right of way and construct the road improvements (the "Road Improvements") set forth in the Agreement. Upon completion of Road Improvements, the City of Katy will accept the Road Improvements in accordance with the terms of the Development Agreement and assume all responsibility to continue maintenance related thereto. So long as the District completes the Road Improvements, the District may use the Sales and Use Tax revenues for any lawful purpose for the entirety of the term of the Agreement.

The Agreement continues until the earlier of: (i) dissolution of the District; (ii) 45 years from the effective date of the Agreement; or (iii) termination on an earlier date pursuant to express written agreement executed by the City of Katy and the District. The Agreement may be extended beyond 45 years from the effective date for successive one-year or longer periods by mutual agreement of the City of Katy and the District.

### **Consolidation**

The District has the legal authority to consolidate with other districts and, in connection therewith, to provide for the consolidation of its assets (such as cash and the utility system) and liabilities (such as the Bonds) with the assets and liabilities of districts with which it is consolidating. Although no consolidation is presently contemplated by the District, no representation is made concerning the likelihood of consolidation in the future.

### **Remedies in Event of Default**

If the District defaults in the payment of principal, interest, or redemption price on the Bonds when due, or if it fails to make payments into any fund or funds created in the Bond Resolution, or defaults in the observance or performance of any other covenants, conditions, or obligations set forth in the Bond Resolution, the Registered Owners have the statutory right of a writ of mandamus issued by a court of competent jurisdiction requiring the District and its officials to observe and perform the covenants, obligations, or conditions prescribed in the Bond Resolution. Except for mandamus, the Bond Resolution does not specifically provide for remedies to protect and enforce the interests 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. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the Registered Owners. Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government's sovereign immunity from suits for money damages, so that in the absence of other waivers of such immunity by the Texas Legislature, a default by the District in its covenants in the Bond Resolution may not be reduced to a judgment for money damages. If such a judgment against the District were 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. The enforceability of the rights and remedies of the Registered Owners may further be limited by a State of Texas statute reasonably required to attain an important public purpose or 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. See "INVESTMENT CONSIDERATIONS—Registered Owners' Remedies and Bankruptcy Limitations."

### **Legal Investment and Eligibility to Secure Public Funds in Texas**

The following is quoted from Section 49.186 of the Texas Water Code, and is applicable to the District :

"(a) All bonds, notes, and other obligations issued by a 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."

"(b) A district's bonds, notes, and other obligations are eligible and lawful security for all deposits of 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, to the extent of the market value of the bonds, notes, and other obligations when accompanied by any unmatured interest coupons attached to them."

The Public Funds Collateral Act (Chapter 2257, Texas Government Code) also provides that bonds of the District (including the Bonds) are eligible as collateral for public funds.

No representation is made that the Bonds will be suitable for or acceptable to financial or public entities for investment or collateral purposes. No representation is made concerning other laws, rules, regulations, or investment criteria which might apply to or which might be utilized by any of such persons or entities to limit the acceptability or suitability of the Bonds for any of the foregoing purposes. Prospective purchasers are urged to carefully evaluate the investment quality of the Bonds as to the suitability or acceptability of the Bonds for investment or collateral purposes.

## **Defeasance**

The Bond Resolution provides that the District may discharge its obligations to the Registered Owners of any or all of the Bonds to pay principal, interest and redemption price thereon in any manner permitted by law. Under current Texas law, such discharge may be accomplished either (i) by depositing with the Comptroller of Public Accounts of the State of Texas a sum of money equal to the principal of, premium, if any, and all interest to accrue on the Bonds to maturity or redemption or (ii) by depositing with any place of payment (paying agent) of the Bonds or other obligations of the District payable from revenues or from ad valorem taxes or both, amounts sufficient to provide for the payment and/or redemption of the Bonds; provided that such deposits may be invested and reinvested only in (a) direct noncallable obligations of the United States of America, (b) noncallable obligations of an agency or instrumentality of the United States, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and (c) noncallable 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 governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to the investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and which mature and/or bear interest payable at such times and in such amounts as will be sufficient to provide for the scheduled payment and/or redemption of the Bonds.

Upon such deposit as described above, such Bonds shall no longer be regarded as outstanding or unpaid. After firm banking and financial arrangements for the discharge and final payment or redemption of the Bonds have been made as described above, all rights of the District to initiate proceedings to call the Bonds for redemption or take any other action amending the terms of the Bonds are extinguished; provided, however, that the right to call the Bonds for redemption is not extinguished if the District: (i) in the proceedings providing for the firm banking and financial arrangements, expressly reserves the right to call the Bonds for redemption; (ii) gives notice of the reservation of that right to the owners of the Bonds immediately following the making of the firm banking and financial arrangements; and (iii) directs that notice of the reservation be included in any redemption notices that it authorizes.

There is no assurance that the current law will not be changed in the future in a manner which would permit investments other than those described above to be made with amounts deposited to defease the Bonds.

## **BOOK-ENTRY-ONLY SYSTEM**

The information in this section concerning DTC and DTC's book-entry-only system has been obtained from sources that the District believes to be reliable, but the District takes no responsibility for the accuracy or completeness thereof. The District cannot and does not give any assurances that DTC, DTC Direct Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest, principal or premium, if any, with respect to the Bonds, (b) Bonds representing ownership interest in or other confirmation or ownership interest in the Bonds, or (c) prepayment or other notices sent to DTC or Cede & Co., its nominee, as the Registered Owner of the Bonds, or that they will do so on a timely basis or that DTC, DTC Direct Participants or DTC Indirect Participants will 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 "Procedure" of DTC to be followed in dealing with DTC Direct Participants are on file with DTC.

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

DTC, the world's largest 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 3.6 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 rating of "AA+" by S&P Global Ratings. 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](http://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.

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

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the District (or the Trustee on behalf thereof) 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).

Principal, premium, if any, interest payments and redemption proceeds 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 Paying Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium, if any, interest payments and redemption proceeds 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, 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. 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 transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered.

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 the District takes no responsibility for the accuracy thereof.



## USE AND DISTRIBUTION OF BOND PROCEEDS

The construction costs below were compiled by IDS Engineering Group, the District's engineer (the "Engineer"). Non-construction costs are based upon either contract amounts or estimates of various costs by the Engineer and Masterson Advisors LLC (the "Financial Advisor"). The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Bonds and review by the District's auditor. The surplus funds may be expended for any lawful purpose for which surplus construction funds may be used.

### I. CONSTRUCTION COSTS

• Pavement Construction Costs .....	\$ 735,496
• Engineering, Platting and Stormwater Pollution Prevention Plan .....	97,985
<b>Total Construction Costs .....</b>	<b>\$ 833,481</b>

### II. NON-CONSTRUCTION COSTS

• Underwriter's Discount (Estimated at 2.00%) .....	\$ 19,000
• Developer Interest .....	22,921
<b>Total Non-Construction Costs .....</b>	<b>\$ 41,921</b>

### III. ISSUANCE COSTS AND FEES

• Issuance Costs and Professional Fees .....	\$ 73,648
• Attorney General Fee .....	950
<b>Total Issuance Costs and Fees .....</b>	<b>\$ 74,598</b>
<b>TOTAL BOND ISSUE .....</b>	<b>\$ 950,000</b>

## THE DISTRICT

### General

The District is a municipal utility district created by Texas Legislature Senate Bill 1961, 80th Legislative Regular Session, 2007 effective June 15, 2007. The rights, powers, privileges, authority and functions of the District are established by the general laws of the State of Texas pertaining to utility districts, particularly Article XVI, Section 59 and Article III, Section 52 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. The District may issue bonds and other forms of indebtedness to purchase or construct such facilities. The District is also authorized to develop parks and recreational facilities and road facilities, including the issuance of bonds payable from taxes for such purposes. See “THE BONDS—Issuance of Additional Debt.” The District is also empowered to establish, operate, and maintain fire-fighting facilities, independently or with one or more conservation and reclamation districts or municipalities.

The TCEQ exercises continuing supervisory jurisdiction over the District. Construction and operation of the District’s system is subject to the regulatory jurisdiction of additional governmental agencies and in certain instances, the City of Katy. See “THE SYSTEM—Regulation.”

### Description and Location

At the time of creation, the District contained approximately 330 acres of land. Subsequent to creation, the District annexed approximately 245 acres, which brought the total District acreage to approximately 575 acres. The District is located predominantly in Waller County, with approximately 66 acres located in Fort Bend County. The District is approximately 36 miles west of the City of Houston central business district, and is located entirely within the extraterritorial jurisdiction of the City of Katy. The District is located south of Interstate Highway 10 and is bisected by Pederson Road. See “AERIAL PHOTOGRAPH.”

### Land Use

The District currently includes approximately 319 acres of single-family residential development (1,151 single-family residential lots), approximately 131 undevelopable acres (drainage and pipeline easements, street rights-of-way and utility sites) and approximately 125 developable acres that have not been fully provided with water distribution, wastewater collection and storm drainage facilities. The table below represents a detailed breakdown of the current acreage and development in the District.

	Approximate Acres	Lots
<i><u>Single-Family Residential</u></i>		
Willow Creek Farms:		
Section One .....	44	114
Section One-A .....	15	87
Section Two.....	21	105
Section Three.....	15	77
Section Four.....	12	56
Section Five .....	12	72
Section Six.....	11	54
Section Seven .....	7	29
Willow Creek Farms II:		
Section One .....	32	90
Section Two.....	48	152
Section Three.....	31	95
Section Four.....	8	27
Section Five .....	7	18
Section Six.....	18	64
Section Seven .....	26	64
Section Eight .....	12	47
Subtotal.....	319	1,151
<i>Future Development</i> .....	125	---
<i>Non-Developable (a)</i> .....	131	---
Totals .....	575	1,151

(a) Includes public rights-of-way, detention, open spaces, easements and utility sites.

## **Status of Development**

The District is being developed as Willow Creek Farms. As of February 11, 2020, 1,151 single-family residential lots on approximately 319 acres have been developed, 1,003 homes had been completed (989 occupied), 44 homes were under construction or in a builder's name and 104 vacant developed lots were available for home construction. Homes within the District range in price from approximately \$205,000 to \$365,000. Approximately 125 additional developable acres currently within the District have not been provided with water distribution, wastewater collection and storm drainage facilities and approximately 131 acres are not developable (rights-of-way, detention, open spaces, easements and utility sites). The estimated population in the District (based upon 3.5 persons per occupied single-family residence) is 3,462. See "Land Use" above.

## **Homebuilding**

Westin Homes and Anglia Homes are currently building homes in the District. See "THE DEVELOPER."

## **Future Development**

The District is currently planned as a primarily single-family residential development with complementary retail/commercial development. Approximately 125 developable acres of land currently within the District are not yet fully served with water distribution and supply, sewer collection and treatment or drainage. While the District anticipates future development of this acreage as business conditions warrant, there can be no assurances if and when any of such undeveloped land will ultimately be developed. The District anticipates issuing additional bonds to accomplish full development of the District. See "INVESTMENT CONSIDERATIONS—Undeveloped Acreage" and "—Future Debt." The Engineer has stated that under current development plans, the remaining authorized but unissued bonds (\$55,885,000) should be sufficient to finance the construction of water, sewer, drainage, recreation and road facilities for full development of the District. See "THE BONDS—Issuance of Additional Debt," "THE SYSTEM," "THE ROADS," and "INVESTMENT CONSIDERATIONS—Future Debt."

## **THE DEVELOPER**

### **Role of a Developer**

In general, the activities of a landowner or developer in a municipal utility district such as the District include designing the project; defining a marketing program and setting building schedules; securing necessary governmental approvals and permits for development; arranging for the construction of streets and the installation of utilities; and selling or leasing improved tracts or commercial reserves to other developers or third parties. While a developer is required by the TCEQ to pave streets in areas where utilities are to be financed by a district through a specified bond issue, a developer is under no obligation to a district to undertake development activities according to any particular plan or schedule. 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 a developer to perform in the above-described capacities may affect the ability of a district to collect sufficient taxes to pay debt service and retire bonds.

Prospective Bond purchasers should note that the prior real estate experience of the Developer should not be construed as an indication that further development within the District will occur, or that construction of taxable improvements upon property within the District will occur, or that marketing or leasing of taxable improvements constructed upon property within the District will be successful. See "INVESTMENT CONSIDERATIONS."

### **Forestar/MWC WCF LLC**

Forestar/MWC WCF LLC ("Forestar/MWC"), a Texas limited liability company, in a venture with Johnson Development Services ("JDS"), a subsidiary of Johnson Development Corp, a Delaware corporation, has completed the development of 265 single-family residential lots on approximately 88 acres in the District. Forestar/MWC does not own any developable acres within the District. Forestar/MWC and JDS are collectively referred to as the "Developer."

### **Obligations of the Developer**

Neither the Developer nor any other property owner is responsible for, liable for, or has made any commitment for payment of the Bonds or other obligations of the District. The Developer and other property owners have no legal commitment to the District or owners of the Bonds to continue development of land within the District and may sell or otherwise dispose of their property within the District, or any other assets, at any time. Further, the Developer's financial condition is subject to change at any time.

## **Other Property Owners**

The developable acreage in the District is owned by Pederson Road Town Center-139, LLC, a Texas limited liability company, Landmark Industries and Katy Reserve Ltd., a Texas limited partnership and no development activity is currently taking place upon such acreage. See “TAX DATA—Principal Taxpayers.”

## **MANAGEMENT OF THE DISTRICT**

### **Board of Directors**

The District is governed by the Board, consisting of five (5) directors, which has control over and management supervision of all affairs of the District. Directors are elected to four-year terms and elections are held in May in even numbered years only. All of the current Board members reside within the District. All of the Directors have staggered four-year terms. The current members and officers of the Board along with their titles and terms are listed as follows:

<u>Name</u>	<u>District Board Title</u>	<u>Term Expires</u>
James R. Sawyer, Jr.	President	May 2022
Artemio Hernandez	Vice President	May 2022
Jay Shepard	Secretary	May 2020
David Chastain	Assistant Secretary	May 2020
Michael Head	Assistant Vice President	May 2022

### **District Consultants**

The District does not have a general manager or other full-time employees, but contracts for certain necessary services as described below.

**Bond Counsel/Attorney:** The District has engaged Allen Boone Humphries Robinson LLP as general counsel to the District and as Bond Counsel in connection with the issuance of the District’s bonds. The fees of the attorneys in their capacity as Bond Counsel are contingent upon the sale and delivery of the Bonds. Compensation to the attorneys for other services to the District is based on time charges actually incurred.

**Financial Advisor:** Masterson Advisors LLC serves as the District’s 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.

**Auditor:** As required by the Texas Water Code, the District retains an independent auditor to audit the District’s financial statements annually, which annual audit is filed with the TCEQ. The District’s audited financial statements for the fiscal year ending June 30, 2019 have been prepared by McCall Gibson Swedlund Barfoot, PLLC. See “APPENDIX A” for a copy of the District’s June 30, 2019 audited financial statements.

**Engineer:** The District’s consulting engineer is IDS Engineering Group.

**Tax Appraisal:** The Waller County Appraisal District and the Fort Bend Central Appraisal District have the responsibility of appraising all property within the District located within their respective jurisdictions. See “TAXING PROCEDURES.”

**Tax Assessor/Collector:** The District has appointed an independent tax assessor/collector to perform the tax collection function. Utility Tax Service, LLC (the “Tax Assessor/Collector”) has been employed by the District to serve in this capacity.

**Bookkeeper:** The District has contracted with Myrtle Cruz, Inc. (the “Bookkeeper”) for bookkeeping services.

**Utility System Operator:** The operator of the District’s water and wastewater system is TNG Utility Corporation (the “Operator”). Approximately 162.2 acres of the District will receive water and wastewater service from the City of Katy. See “THE SYSTEM—Development Agreement.”

## THE SYSTEM

### **Regulation**

Construction and operation of the District's water, sewer and drainage system as it now exists or as it may be expanded from time to time is subject to regulatory jurisdiction of federal, state and local authorities. The TCEQ exercises continuing, supervisory authority over the District. Discharge of treated sewage into Texas waters, if any, is also subject to the regulatory authority of the TCEQ and the United States Environmental Protection Agency. Construction of drainage facilities within Fort Bend County is subject to the regulatory authority of the Fort Bend County Drainage District. Construction of drainage facilities within Waller County is subject to the regulatory authority of Brookshire-Katy Drainage District. Waller County, Fort Bend County, the City of Katy (in certain instances), and the Texas Department of Health also exercise regulatory jurisdiction over the District's system.

### **North Fort Bend Water Authority**

The portion of the District located in Fort Bend County (approximately 66 acres) is within the boundaries of the Fort Bend Subsidence District (the "Subsidence District"), which regulates groundwater withdrawal. The Subsidence District has adopted regulations requiring reduction of groundwater withdrawals through conversion to alternate source water (e.g., surface water) in certain areas within the Subsidence District's jurisdiction, including a portion of the area within the District. In 2005, the Texas legislature created the North Fort Bend Water Authority (the "Authority") to, among other things, reduce groundwater usage in, and to provide surface water to, the northern portion of Fort Bend County (including a portion of the District) and a small portion of Harris County. The Authority has entered into a Water Supply Contract with the City of Houston, Texas ("Houston") to obtain treated surface water from Houston. The Authority has developed a groundwater reduction plan ("GRP") and obtained Subsidence District approval of its GRP. The Authority's GRP sets forth the Authority's plan to comply with Subsidence District regulations, construct surface water facilities, and convert users from groundwater to alternate source water (e.g., surface water). The portion of the District located in Fort Bend County is included within the Authority's GRP. While the District's water wells are not located within the boundaries of the Authority, the water imported into the portion of the District located within Fort Bend County is within the Authority's boundaries, and therefore water usage in that portion of the District is subject to Authority import fees.

The Authority, among other powers, has the power to: (i) issue debt supported by the revenues pledged for the payment of its obligations; (ii) establish fees (including fees imposed on the District for groundwater pumped by or imported to the District), user fees, rates, charges and special assessments as necessary to accomplish its purposes; and (iii) mandate water users, including the District, to convert from groundwater to surface water. The Authority currently charges the District, and other major groundwater users, a fee per 1,000 gallons based on the amount of groundwater pumped by the District, and the amount, if any, of surface water received from the Authority. (The imported water fee is equal to the fee otherwise charged by the Authority per 1,000 gallons of groundwater pumped within the Authority's boundaries.) The Authority has issued revenue bonds to fund, among other things, Authority surface water project costs. It is expected that the Authority will continue to issue a substantial amount of bonds through the year 2025 to finance the Authority's project costs, and it is expected that the fees charged by the Authority will increase substantially over such period.

Under the Subsidence District regulations and the GRP, the Authority is required to: (i) limit groundwater withdrawals to no more than 70% of the total water demand of the water users within the Authority's GRP, beginning in the year 2014; and (ii) limit groundwater withdrawals to no more than 40% of the total water demand of the water users within the Authority's GRP, beginning in the year 2025. If the Authority fails to comply with the above Subsidence District regulations, the Authority is subject to a disincentive fee penalty, currently \$6.50 per 1,000 gallons ("Disincentive Fees"), imposed by the Subsidence District for any groundwater withdrawn in excess of 40% of the total water demand in the Authority's GRP. In the event of such Authority failure to comply, the Subsidence District may also seek to collect Disincentive Fees from the District. If the District failed to comply with surface water conversion requirements mandated by the Authority, the Authority would likely seek monetary or other penalties against the District.

The District cannot predict the amount or level of fees and charges, which may be due the Authority in the future, but anticipates the need to pass such fees through to its customers: (i) through higher water rates and/or (ii) with portions of maintenance tax proceeds, if any. In addition, conversion to surface water could necessitate improvements to the System which could require the issuance of additional bonds by the District. No representation is made that the Authority: (i) will build the necessary facilities to meet the requirements of the Subsidence District for conversion to surface water, (ii) will comply with the Subsidence District's surface water conversion requirements, or (iii) will comply with its GRP.

## **Water Supply**

Water supply for the majority of the District is provided by a water plant located within the District jointly owned by the District and Fulshear Municipal Utility District No. 3B (“Fulshear 3B”). The water plant consists of a 1,000 gallon per minute (“gpm”) water well, a 500 gpm water well, two 15,000 gallon pressure tanks, two 220,000 gallon ground storage tank and five booster pumps. The District’s water plant will adequately serve 2,175 equivalent single family connections including 850 equivalent single-family connections owned by Fulshear 3B. As of February 11, 2020, the District was serving 1,047 active residential connections (1,003 completed homes plus 44 homes under construction or in a builder’s name).

Since the District’s water wells are located in Waller County, the District’s authority to pump groundwater from its water wells is subject to an annual permit issued by the Bluebonnet Groundwater Conservation District (“BGCD”), which was created to protect and recharge groundwater, to prevent pollution or waste of groundwater, to control subsidence caused by withdrawal of water from the groundwater reservoirs in the area, and to regulate the transport of water out of the boundaries of the BGCD. BGCD currently charges the District an annual permit renewal fee, as well as production fees per 1,000 gallons based on the amount of groundwater pumped by the District. The District cannot predict what regulations the BGCD may impose on the District nor the amount or level of fees and charges which may be due to the BGCD in the future, but anticipates that the costs associated with any necessary system improvements due to additional regulations or increased fees would be passed on to its customers: (i) through higher water rates and/or (ii) with portions of maintenance tax proceeds, if any. The City of Katy will serve 162.2 acres of land in the District in the future. See “Development Agreement.”

## **Wastewater Treatment**

Wastewater for the majority of the District is treated by a 480,000 gallon per day (“gpd”) interim wastewater treatment plant. This facility will adequately serve 1,960 equivalent single-family connections. As of February 11, 2020, the District was serving 1,047 active residential connections (1,003 completed homes plus 44 homes under construction or in a builder’s name). Additionally, 720 equivalent single-family connections of capacity in the wastewater treatment plant is co-owned with Fulshear 3B. The City of Katy will serve 162.2 acres of land in the District in the future. See “Development Agreement.”

## **Development Agreement**

Effective November 15, 2016, the District entered into a Development Agreement (the “Development Agreement”) with the City of Katy, Texas. Pursuant to the Development Agreement, the City of Katy agrees to provide certain services to approximately 162.2 acres of land within the District (the “Development Tract”) which is expected to be developed for commercial and single-family residential purposes. To date, no development has occurred on the Development Tract.

The City of Katy will provide the necessary water supply and wastewater treatment plant capacity to serve the Development Tract. As the Development Tract facilities are acquired and constructed, the District will convey the same to the City of Katy for ownership and maintenance. The City of Katy will also accept for ownership and maintenance road projects constructed within the Development Tract. The District will continue to own and maintain storm water detention facilities, park and recreational facilities, and all other facilities owned by the District located outside the boundaries of the Development Tract.

The City of Katy will provide services to users within the Development Tract at rates that are equal to those charged to other similar users served by the City of Katy. The City of Katy will bill and collect from the Development Tract customers, with all revenues belonging exclusively to the City of Katy. The City of Katy will also provide garbage and recycling services to the customers located in the Development Tract at the same rates as those charged to other customers located within the City of Katy.

The City of Katy will also provide police protection and related emergency response services (collectively, the “Emergency Services”) for the entirety of the District for an annual payment of \$275,000 which is due each year on October 1st. Provision of Emergency Services commenced on December 1, 2016. At such time as the City of Katy begins collecting its share of the Sales and Use Tax revenue from the Development Tract, pursuant to the terms of the Strategic Partnership Agreement, the City of Katy will credit such amount to the annual Emergency Services payment due for the following year. The District will be responsible for paying the balance of the Emergency Services payment due, if any.

The Agreement will remain in effect until the earlier of (i) annexation by and the dissolution of the District by the City of Katy; or (ii) the expiration of 45 years from the effective date of the Development Agreement.

## **Fire and Emergency Medical Services**

Consistent with the terms of the Development Agreement (See “Development Agreement”) and Section 49.351 of the Texas Water Code, the District has completed the steps to obtain the fire plan approval necessary to receive fire and emergency medical services (the “Fire Services”) from the City of Katy (the “City”). The District obtained TCEQ approval of (i) the fire plan related to the Fire Services (the “Fire Plan”); and (ii) the associated Agreement for Automatic Aid Assistance (the “Fire Agreement”) dated February 11, 2019 with the City setting forth the terms by which the City would provide the Fire Services to the District. The District subsequently held a Fire Fighting Plan, Contract, and Tax Election on November 5, 2019, whereby the voters of the District approved (i) the Fire Plan; (ii) entry into the Fire Agreement; and (iii) the levy of a fire fighting services tax not to exceed \$0.10 per \$100.00 of taxable property valuation. The District levied its initial fire tax in 2019 in the amount of \$0.0995 per \$100 taxable assessed valuation. Amounts collected therefrom will be remitted to the City for provision of the Fire Services consistent with the terms of the Fire Agreement. See “FINANCIAL INFORMATION CONCERNING THE DISTRICT—Overlapping Taxes” and “—Historical Tax Rate Distribution.”

## **Water Distribution, Wastewater Collection and Storm Drainage Facilities**

Water distribution, wastewater collection and storm drainage facilities have been constructed to serve 1,151 single-family residential lots in the District. See “THE DISTRICT—Land Use.”

## **Drainage**

The drainage system for the residential development within the District consists of curb and gutter streets with underground storm sewers. The storm sewers discharge to District detention basins or conveyance channels located within the District, which drain into Willow Fork of Buffalo Bayou. In addition, the District completed detention facilities within the District and adjacent to Willow Fork to store excess flow from Willow Fork, offsetting the impact of development within the District.

## **100-Year Flood Plain**

“Flood Insurance Rate 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. An engineering or regulatory determination that an area is above the 100-year flood plain is not an assurance that homes built in such area will not be flooded, and a number of neighborhoods in the greater Houston area that are above the 100-year flood plain have flooded multiple times in the last several years.

There are currently no developable areas within the District officially within the 100-year flood plain according to the FEMA Flood Insurance Rate Maps and the Engineer. Approximately 8 acres of undeveloped land within the District that is located east of Pederson Road along Willow Fork may be developed within the 100-year floodplain upon application to FEMA and its subsequent approval of a Letter of Map Revision or a Letter of Map Amendment. With the exception of such 8 acres, the District lies within areas determined to be outside the 100-year flood plain. See “INVESTMENT CONSIDERATION—Severe Weather Events.”

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 on 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.

## **Water and Wastewater Operations**

The Outstanding Bonds and the Bonds are payable solely from the levy of an ad valorem tax, without legal limitation as to rate or amount, upon all taxable property in the District. Nevertheless, net revenues from operations of the District's water and wastewater system, if any, are available for any legal purpose, including the payment of debt service on the Outstanding Bonds and the Bonds, upon Board action. However, it is not anticipated that net revenues will be used or would be sufficient to pay debt service on the Outstanding Bonds and the Bonds.

The following statement sets forth in condensed form the General Operating Fund as shown in the District's audited financial statements for the years ending June 30, 2016 through 2019 and an unaudited summary provided by the Bookkeeper for the period ended December 31, 2019. Accounting principles customarily employed in the determination of net revenues have been observed and in all instances exclude depreciation. Reference is made to "APPENDIX A" for further and complete information.

		Fiscal Year Ended June 30			
	7/1/2019 to 12/31/19 (a)	2019	2018	2017	2016
Revenues:					
Property Taxes	\$ 421,964	\$ 583,470	\$ 532,594	\$ 523,305	\$ 403,016
Water Service	215,272	355,563	334,736	313,683	286,242
Wastewater Service	225,107	447,459	431,604	376,107	353,830
Penalty and Interest	6,797	16,031	12,186	15,839	12,769
Tap Connection & Inspection	20,700	51,980	64,970	102,925	91,294
Shared Facilities Revenues	-	92,065	-	-	-
Miscellaneous	20,696	42,284	41,901	29,377	27,583
Total Revenue	\$ 910,536	\$ 1,588,852	\$ 1,417,991	\$ 1,361,236	\$ 1,174,734
Expenditures:					
Professional Fees	\$ 182,720	\$ 184,558	\$ 221,000	\$ 214,162	\$ 236,853
Contracted Services	382,109	482,223	428,229	418,863	179,972
Purchased Water Service	59,656	116,812	155,692	-	-
Purchased Wastewater Service	104,611	218,383	-	-	-
Utilities	-	7,120	43,339	64,141	68,237
Repairs and Maintenance	106,079	277,491	327,290	250,453	232,276
Capital Outlay	253,672	-	12,738	-	-
Other Expenses	49,760	149,707	303,308	294,066	289,216
Total Expenditures	\$ 1,138,607	\$ 1,436,294	\$ 1,491,596	\$ 1,241,685	\$ 1,006,554
NET REVENUES	<u>\$ (228,071)</u>	<u>\$ 152,558</u>	<u>\$ (73,605)</u>	<u>\$ 119,551</u>	<u>\$ 168,180</u>
Other Sources	\$ 172,714 (b)	\$ 36,006	\$ 13,300	\$ 44,062	\$ 31,236
General Operating Fund					
Balance (Beginning of Year)	\$ 1,707,922	\$ 1,707,922	\$ 1,768,227	\$ 1,604,614	\$ 1,405,198
General Operating Fund					
Balance (End of Year)	\$ 1,652,565	\$ 1,896,486	\$ 1,707,922	\$ 1,768,227	\$ 1,604,614

(a) Unaudited. Provided by the Bookkeeper.

(b) Represents Fire Protection revenue.

## **THE ROADS**

The District is primarily served by three major thoroughfares, Kingsland Boulevard, Pederson Road and Jordan Ranch Boulevard, which provide direct access to Interstate 10 for residents of the District. The internal subdivision streets direct residents to Kingsland Boulevard or Jordan Ranch Boulevard. Kingsland Boulevard, Pederson Road and Jordan Ranch Boulevard are designated major thoroughfares on the Waller and Fort Bend Counties' respective major thoroughfares plans. Kingsland Boulevard and Jordan Ranch Boulevard consist of 4 lanes within a 100-foot wide public right-of-way. Pederson Road is currently only 2 lanes within a 60-foot wide public right-of-way. However, Pederson Road will ultimately become a 4-lane roadway within a minimum of 100-foot wide public right-of-way. Pederson Road and Jordan Ranch Boulevard have direct exits from Interstate 10, providing a shorter commute to the nearby cities of Houston, Katy, and Brookshire. Waller County and Fort Bend County are responsible for ongoing maintenance of public roads in the District that are located within their respective boundaries.



## FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)

2019 Certified Taxable Assessed Valuation .....	\$262,489,238	(a)
Estimated Taxable Assessed Valuation as of January 15, 2020 .....	\$270,100,683	(b)
Gross Direct Debt Outstanding .....	\$32,205,000	(c)
Estimated Overlapping Debt .....	13,787,096	(d)
Gross Direct Debt and Estimated Overlapping Debt .....	\$45,992,096	
Ratios of Gross Direct Debt to:		
2019 Certified Taxable Assessed Valuation .....	12.27%	
Estimated Taxable Assessed Valuation as of January 15, 2020 .....	11.92%	
Ratios of Gross Direct Debt and Estimated Overlapping Debt to:		
2019 Certified Taxable Assessed Valuation .....	17.52%	
Estimated Taxable Assessed Valuation as of January 15, 2020 .....	17.03%	
Funds Available for Debt Service:		
Water, Sewer and Drainage Debt Service Fund Balance as of February 11, 2020.....	\$2,483,298	(e)
Road Debt Service Fund Balance as of February 11, 2020 .....	1,113,586	(e)
Total Funds Available for Debt Service .....	\$3,596,884	(e)
Operating Funds Available as of February 11, 2020 .....	\$1,945,141	
Water, Sewer and Drainage Capital Projects Funds Available as of February 11, 2020.....	\$180,822	

- (a) As certified by the Waller County Appraisal District (\$247,287,008) and the Fort Bend Central Appraisal District (\$15,202,230). Collectively, the "Appraisal Districts."
- (b) Provided by the Appraisal Districts (\$248,523,443 in Waller County and \$21,577,240 in Fort Bend County) as of January 15, 2020, for informational purposes only. Such amounts reflect an estimate of the taxable assessed value within the District on the respective dates. No tax will be levied on any amount until such amount is certified. See "TAXING PROCEDURES."
- (c) After the issuance of the Bonds. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Outstanding Bonds."
- (d) See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Estimated Overlapping Debt."
- (e) Although the Outstanding Bonds and the Bonds, are payable from an unlimited tax pledge on parity, a pro rata portion of the District's ad valorem tax revenue will be allocated to bonds sold for roads and related improvements ("Road Bonds") and a pro rata portion will be allocated to the bonds sold for water, sewer and drainage facilities ("Water, Sewer and Drainage Bonds"). See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Outstanding Bonds." The Road Debt Service Fund is not pledged to the Outstanding Water, Sewer and Drainage Bonds nor will funds deposited into the Water, Sewer and Drainage Debt Service Fund be pledged to the Bonds or the Outstanding Road Bonds.

### **Investments of the District**

The District has adopted an Investment Policy as required by the Public Funds Investment Act, Chapter 2256, Texas Government Code. The District's goal is to preserve principal and maintain liquidity while securing a competitive yield on its portfolio. Funds of the District will be invested in short term U.S. Treasuries, certificates of deposit insured by the Federal Deposit Insurance Corporation ("FDIC") or secured by collateral evidenced by perfected safekeeping receipts held by a third party bank, and public funds investment pools rated in the highest rating category by a nationally recognized rating service. The District does not currently own, nor does it anticipate the inclusion of, long term securities or derivative products in the District portfolio.

## **Outstanding Debt**

The District has previously issued \$27,925,000 principal amount of unlimited tax bonds for water, sewer and drainage facilities in seven series, \$6,980,000 principal amount of unlimited tax bonds for roads and related improvements in three series, \$5,330,000 principal amount of unlimited tax refunding bonds in two series, and \$1,535,000 principal amount of unlimited tax road refunding bonds in one series, \$31,255,000 of which collectively remains outstanding (the “Outstanding Bonds”) as of the date hereof.

Series		Original Principal Amount	Remaining Outstanding Bonds
2010		\$ 3,590,000	\$ -
2012	(a)	1,680,000	-
2013		2,500,000	70,000
2014		4,000,000	3,485,000
2014	(a)	2,300,000	1,805,000
2015		3,500,000	3,050,000
2016	(b)	2,825,000	2,765,000
2016	(c)	1,535,000	1,465,000
2016A		6,800,000	6,005,000
2017		3,800,000	3,495,000
2018	(a)	3,000,000	2,875,000
2019		3,735,000	3,735,000
2019A	(b)	2,505,000	2,505,000
Total		\$ 41,770,000	\$ 31,255,000

- (a) Unlimited tax road bonds.
- (b) Unlimited tax refunding bonds.
- (c) Unlimited tax road refunding bonds.

## Debt Service Requirements

The following sets forth the actual debt service on the Outstanding Bonds (see "Outstanding Bonds" in this section) and the estimated debt service on the Bonds at an estimated interest rate of 2.75%.

Year	Outstanding Bonds Debt Service	(a)	Plus: Debt Service on the Bonds			Total Debt Service
			Principal	Interest	Total	
2020	\$ 1,699,693.75		\$ -	\$ 10,885.42	\$ 10,885.42	\$ 1,710,579.17
2021	2,277,660.00		25,000	25,781.25	50,781.25	2,328,441.25
2022	2,257,842.50		30,000	25,025.00	55,025.00	2,312,867.50
2023	2,235,730.00		30,000	24,200.00	54,200.00	2,289,930.00
2024	2,226,750.00		30,000	23,375.00	53,375.00	2,280,125.00
2025	2,203,142.50		30,000	22,550.00	52,550.00	2,255,692.50
2026	2,183,402.50		30,000	21,725.00	51,725.00	2,235,127.50
2027	2,166,230.00		30,000	20,900.00	50,900.00	2,217,130.00
2028	2,151,342.50		30,000	20,075.00	50,075.00	2,201,417.50
2029	2,119,740.00		35,000	19,181.25	54,181.25	2,173,921.25
2030	2,096,965.00		35,000	18,218.75	53,218.75	2,150,183.75
2031	2,062,453.75		35,000	17,256.25	52,256.25	2,114,710.00
2032	2,041,610.00		35,000	16,293.75	51,293.75	2,092,903.75
2033	2,016,166.25		35,000	15,331.25	50,331.25	2,066,497.50
2034	1,989,460.00		40,000	14,300.00	54,300.00	2,043,760.00
2035	1,971,146.25		40,000	13,200.00	53,200.00	2,024,346.25
2036	1,945,207.50		40,000	12,100.00	52,100.00	1,997,307.50
2037	1,657,831.25		40,000	11,000.00	51,000.00	1,708,831.25
2038	1,627,237.50		45,000	9,831.25	54,831.25	1,682,068.75
2039	943,550.00		45,000	8,593.75	53,593.75	997,143.75
2040	914,956.25		45,000	7,356.25	52,356.25	967,312.50
2041	741,362.50		45,000	6,118.75	51,118.75	792,481.25
2042	718,181.25		50,000	4,812.50	54,812.50	772,993.75
2043	-		50,000	3,437.50	53,437.50	53,437.50
2044	-		50,000	2,062.50	52,062.50	52,062.50
2045	-		50,000	687.50	50,687.50	50,687.50
Total	\$ 42,247,661.25		\$ 950,000	\$ 374,297.92	\$ 1,324,297.92	\$ 41,861,380.00

(a) Excludes the March 1, 2020 debt service payment in the amount of \$596,344.

Average Annual Debt Service Requirements (2021-2045) .....\$1,674,455  
Maximum Annual Debt Service Requirement (2021).....\$2,328,441

## Estimated Overlapping Debt

The following table indicates the outstanding debt payable from ad valorem taxes, of governmental entities within which the District is located and the estimated percentages and amounts of such indebtedness attributable to property within the District. Debt figures equated herein to outstanding obligations payable from ad valorem taxes are based upon data obtained from individual jurisdictions or Texas Municipal Reports compiled and published by the Municipal Advisory Council of Texas. Furthermore, certain entities listed below may have issued additional obligations since the date listed and may have plans to incur significant amounts of additional debt. Political subdivisions overlapping the District are authorized by Texas law to levy and collect ad valorem taxes for the purposes of operation, maintenance and/or general revenue purposes in addition to taxes for the payment of debt service and the tax burden for operation, maintenance and/or general revenue purposes is not included in these figures. The District has no control over the issuance of debt or tax levies of any such entities.

<u>Taxing Jurisdiction</u>	<u>Outstanding Bonds</u>	<u>As of</u>	<u>Percent</u>	<u>Overlapping Amount</u>
Waller County (a).....	\$ 40,159,000	12/31/19	4.52 %	\$ 1,815,187
Fort Bend County (a).....	594,872,527	12/31/19	0.03%	178,462
Katy Independent School District .....	1,824,334,942	12/31/19	0.64%	11,675,744
Lamar Consolidated Independent School District.....	1,177,030,000	12/31/19	0.01%	117,703
Total Estimated Overlapping Debt.....				\$ 13,787,096
The District's Total Direct Debt (b).....				<u>32,205,000</u>
Total Direct and Estimated Overlapping Debt .....				\$ 45,992,096

Direct and Estimated Overlapping Debt as a Percentage of:

2019 Certified Taxable Assessed Valuation of \$262,489,238 .....	17.52%
Estimated Taxable Assessed Valuation as of January 15, 2020 of \$270,100,683 .....	17.03%

- (a) Approximately 66 acres of the District (\$15,202,230 of 2019 Certified Taxable Assessed Valuation and \$21,577,240 of Estimated Taxable Assessed Valuation as of January 15, 2020) is located in Fort Bend County.
- (b) The Bonds and the Outstanding Bonds.

## Overlapping Taxes

Property within the District is subject to taxation by several taxing authorities in addition to the District. On January 1 of each year a tax lien attaches to property to secure the payment of all taxes, penalties and interest imposed on such property. The lien exists in favor of each taxing unit, including the District, having the power to tax the property. The District's tax lien is on a parity with tax liens of taxing authorities shown below. In addition to ad valorem taxes required to pay debt service on bonded debt of the District and other taxing authorities (see "Estimated Overlapping Debt" above), certain taxing jurisdictions, including the District, are also authorized by Texas law to assess, levy and collect ad valorem taxes for operation, maintenance, administrative and/or general revenue purposes.

Set forth below are the taxes levied for the 2019 tax year by all entities overlapping the District and the 2019 tax rate levied by the District. No recognition is given to local assessments for civic association dues, fire department contributions or any other levy of entities other than political subdivisions.

	<u>Tax Rate Per \$100 Taxable Assessed Valuation</u>
Waller County (a) .....	\$0.662225
Katy Independent School District (b) .....	<u>1.443100</u>
Total Overlapping Tax Rate .....	\$2.205325
The District (c).....	<u>1.140000</u>
Total Tax Rate .....	\$3.345325

- (a) A portion of the District is located within Fort Bend County, which levied a 2019 tax rate in the amount of \$0.460 per \$100 of taxable assessed valuation.
- (b) A portion of the District is located within Lamar Consolidated Independent School District, which levied a 2019 tax rate in the amount of \$1.320 per \$100 of taxable assessed valuation
- (c) See "TAX DATA—Historical Tax Rate Distribution."

## **TAX DATA**

### **Debt Service Tax**

The Board covenants in the Bond Resolution to levy and assess, for each year that all or any part of the Bonds remain outstanding and unpaid, a tax adequate to provide funds to pay the principal of and interest on the Bonds. See “Historical Tax Rate Distribution” and “Tax Roll Information” below, “TAXING PROCEDURES” and “INVESTMENT CONSIDERATIONS.”

### **Maintenance Tax**

The Board has the statutory authority to levy and collect an annual ad valorem tax for the operation and maintenance of the District, if such a maintenance tax is authorized by the District’s voters. A maintenance tax election was conducted November 6, 2007, and voters of the District authorized, among other things, the Board to levy a maintenance tax at a rate not to exceed \$1.50 per \$100 of taxable assessed valuation. In addition to the foregoing, a fire fighting plan, contract, and tax election was held on November 5, 2019, and voters of the District authorized among other things, the Board to levy an operations and maintenance tax (in addition to any other maintenance tax authorized by the voters of the District) in an amount not to exceed \$0.10 per \$100 of taxable assessed valuation. A maintenance tax is in addition to taxes which the District is authorized to levy for paying principal of and interest on the Bonds. See “Debt Service Tax” above.”

### **Historical Tax Rate Distribution**

	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Debt Service Tax	\$ 0.800	\$0.800	\$0.770	\$0.820	\$0.900
Maintenance Tax	<u>0.340</u>	<u>0.240</u>	<u>0.240</u>	<u>0.275</u>	<u>0.250</u>
Total District Tax Rate	\$ 1.140 (a)	\$1.040	\$1.010	\$1.095	\$1.150

- (a) Of the total 2019 debt service tax rate, \$0.148 per \$100 of taxable assessed valuation of the 2019 debt service tax rate is allocated to Road Bonds and \$0.652 per \$100 of taxable assessed valuation is allocated to Water, Sewer and Drainage Bonds. Of the total maintenance tax rate, \$0.0995 per \$100 of taxable assessed valuation of the 2019 maintenance tax rate is allocated to firefighting services provided by the City of Katy and \$0.2405 per \$100 of taxable assessed valuation is allocated to the maintenance and operations of the District. See “THE SYSTEM—Development Agreement” and “—Fire and Medical Services.”

### **Tax Exemptions**

The District does not exempt any percentage of the market value of any residential homesteads from taxation and has granted a \$5,000 exemption for persons disabled or over 65 years of age or older.

### **Additional Penalties**

The District has contracted with a delinquent tax attorney to collect certain delinquent taxes. In connection with that contract, the District established an additional penalty of twenty percent (20%) of the tax to defray the costs of collection. This 20% penalty applies to taxes that either: (1) become delinquent on or after February 1 of a year, but not later than November 1 of that year, and that remain delinquent on April 1 (for personal property) and July 1 (for real property) of the year in which they become delinquent or (2) become delinquent on or after June 1, pursuant to the Texas Tax Code.

## **Historical Tax Collections**

The following statement of tax collections sets forth in condensed form a portion of the historical tax experience of the District. Such table has been prepared for inclusion herein, based upon information obtained from the District's Tax Assessor/Collector. Taxes are due October 1 or when billed and become delinquent if not paid before February 1 of the year following the year in which imposed. No split payments are allowed and no discounts are allowed. Reference is made to such statements and records for further and complete information. See "Tax Roll Information" below.

	Net Certified Taxable Assessed			Total Collections As of 1/31/2020 (c)	
	Valuation (a)	Tax Rate	Total (b) Tax Levy	Amount	Percent
2015	\$ 159,570,668	\$ 1.15	\$1,835,063	\$ 1,835,063	100.00%
2016	190,739,089	1.10	2,088,593	2,088,593	100.00%
2017	223,438,402	1.01	2,246,628	2,244,571	99.91%
2018	243,381,154	1.04	2,531,164	2,526,493	99.82%
2019	262,489,238	1.14	2,992,377	2,797,847	93.50%

(a) Net valuation represents the taxable assessed value as certified by the Appraisal Districts.

(b) Represents actual tax levy, including any adjustments by the Appraisal Districts, as of the date hereof.

(c) Unaudited.

## **Tax Roll Information**

The District's assessed value as of January 1 of each year is used by the District in establishing its tax rate (see "TAXING PROCEDURES—Valuation of Property for Taxation"). The following represents the composition of property comprising the 2015 through 2019 Certified Taxable Assessed Valuations. No tax will be levied on estimated values. Taxes are levied on taxable value certified by the Appraisal Districts as of January 1 of each year. A complete breakdown related to the Estimated Taxable Assessed Valuation as of January 15, 2020, of \$270,100,683 is not available.

Tax Year	Type of Property			Gross Assessed Valuation	Deferments and Exemptions	Net Assessed Valuation
	Land	Improvements	Personal Property			
2019	\$ 52,143,196	\$213,860,388	\$ 3,522,539	\$ 269,526,123	\$ (7,036,885)	\$262,489,238
2018	51,322,046	195,120,336	3,125,157	249,567,539	(6,186,385)	243,381,154
2017	46,071,973	178,764,953	4,125,364	228,962,290	(5,523,888)	223,438,402
2016	43,816,660	149,054,807	2,414,578	195,286,045	(4,546,956)	190,739,089
2015	31,140,540	129,728,011	1,743,693	162,612,244	(3,041,576)	159,570,668

## **Principal Taxpayers**

The following table represents the principal taxpayers, the taxable assessed value of such property, and such property's taxable assessed value as a percentage of the 2019 Certified Taxable Assessed Valuation of \$262,489,238. This represents ownership as of January 1, 2019. A principal taxpayer list related to the Estimated Taxable Assessed Valuation as of January 15, 2020 of \$270,100,683 is not available.

Taxpayer	2019 Certified Taxable Assessed Valuation	% of 2019 Certified Taxable Assessed Valuation
Alamein Investments LP	\$ 3,204,000	1.22%
Anglia Homes LP (a)	1,553,640	0.59%
Katy Reserve Ltd. (b)	1,533,930	0.58%
Westin Homes & Properties LP (a)	1,309,372	0.50%
Seaway Crude Pipeline Co.	1,198,008	0.46%
Sanhurst Investments LP	677,570	0.26%
Individual	442,720	0.17%
Individual	442,350	0.17%
Individual	430,720	0.16%
Individual	430,190	0.16%
Total	\$ 11,222,500	4.27%

(a) See "THE DISTRICT—Homebuilding."

(b) See "THE DEVELOPER—Other Property Owners."

## **Tax Adequacy for Debt Service**

The tax rate calculations set forth below are presented to indicate the tax rates per \$100 of taxable assessed valuation which would be required to meet average annual and maximum annual debt service requirements if no growth in the District's tax base occurred beyond the 2019 Certified Taxable Assessed Valuation of \$262,489,238 or the Estimated Taxable Assessed Valuation as of January 15, 2020 of \$270,100,683. The calculations contained in the following table merely represent the tax rates required to pay principal of and interest on the Bonds and the Outstanding Bonds when due, assuming no further increase or any decrease in taxable values in the District, collection of ninety-five percent (95%) of taxes levied, the sale of no additional bonds, and no other funds available for the payment of debt service. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Debt Service Requirements" and "INVESTMENT CONSIDERATIONS—Possible Impact on District Tax Rates."

Average Annual Debt Service Requirement (2021-2045) .....	\$1,674,455
\$0.68 Tax Rate on the 2019 Certified Taxable Assessed Valuation .....	\$1,695,680
\$0.66 Tax Rate on Estimated Taxable Assessed Valuation as of January 15, 2020 .....	\$1,693,531
Maximum Annual Debt Service Requirement (2021).....	\$2,328,441
\$0.94 Tax Rate on the 2019 Certified Taxable Assessed Valuation .....	\$2,344,029
\$0.91 Tax Rate on Estimated Taxable Assessed Valuation as of January 15, 2020 .....	\$2,335,020

No representation or suggestion is made that the estimated values of land and improvements provided by the Appraisal Districts as of January 15, 2020, for the District will be certified as taxable value by the Appraisal Districts, and no person should rely upon such amount or its inclusion herein as assurance of its attainment. See "TAXING PROCEDURES."

## **TAXING PROCEDURES**

### **Authority to Levy Taxes**

The Board is authorized to levy an annual ad valorem tax, without legal limitation as to rate or amount, on all taxable property within the District in an amount sufficient to pay the principal of and interest on the Bonds, the 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 Resolution to levy such a tax from year-to-year as described more fully herein under "THE BONDS—Source of Payment." Under Texas law, the Board may also levy and collect an annual ad valorem tax for the operation and maintenance of the District. See "TAX DATA—Debt Service Tax" and "—Maintenance Tax."

### **Property Tax Code and County-Wide Appraisal District**

Title I of the Texas 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 Texas Tax Code (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 a single appraisal district with the responsibility for recording and appraising property for all taxing units within a county and a single appraisal review board with the responsibility for reviewing and equalizing the values established by the appraisal district. A majority of the District lies within Waller County. The Waller County Appraisal District ("WCAD") has the responsibility for appraising property in the District located within Waller County and the Fort Bend County Central Appraisal District ("FBCAD") has the responsibility for appraising property in the District located within Fort Bend County. The WCAD and the FBCAD are collectively referred to as the "Appraisal Districts". Such appraisal values are subject to review and change by the Waller County Appraisal Review Board or the Fort Bend County Appraisal Review Board, as applicable. Under certain circumstances, taxpayers and taxing units (such as the District) may appeal the orders of said appraisal review boards by filing a 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. Absent any such appeal, the appraisal roll, as prepared by either the WCAD or the FBCAD, as applicable, and approved by the applicable appraisal review board, must be used by each taxing jurisdiction in establishing its tax roll and rate. The District is eligible, along with all other conservation and reclamation district within Waller County and Fort Bend County, to participate in the nomination of and vote for a member of the Board of Directors of each county's respective appraisal district.

### **Property Subject to Taxation by the District**

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 of age or older and of certain disabled persons to the extent deemed advisable by the Board. The District may be required to call such an election upon petition by twenty percent (20%) of the number of qualified voters who voted in the previous election. The District is authorized by 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 \$3,000 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 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 of Texas 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 must be adopted before July 1.

**Freeport Goods Exemption:** A "Freeport Exemption" applies to goods, wares, ores, and merchandise other than oil, gas, and petroleum products (defined as liquid and gaseous materials immediately derived from refining petroleum or natural gas), and to aircraft or repair parts used by a certified air carrier acquired in or imported into Texas which are destined to be forwarded outside of Texas and which are detained in Texas for assembling, storing, manufacturing, processing or fabricating for less than 175 days. Although certain taxing units may take official action to tax such property in transit and negate such exemption, the District does not have such an option. 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 includes tangible personal property acquired in or imported into Texas for storage purposes only if 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. A property owner who receives the Goods-in-Transit Exemption is not eligible to receive the Freeport Exemption for the same property. Local taxing units such as the District may, by official action and after public hearing, tax goods-in-transit personal property. A taxing unit must exercise its option to tax goods-in-transit property before January 1 of the first tax year in which it proposes to tax the property at the time and in the manner prescribed by applicable law. The District has taken official action to allow taxation of all such goods-in-transit personal property for all prior and subsequent years.

### **Tax Abatement**

Fort Bend County and Waller County may designate all or part of the area within the District that is within their respective boundaries as a reinvestment zone. Thereafter, Fort Bend County, Waller County, the City of Katy and the District, under certain circumstances, may enter into tax abatement agreements with owners of property within the zone. Prior to entering into a tax abatement agreement, each entity must adopt guidelines and criteria for establishing tax abatement, which each entity will follow in granting tax abatement to owners of property. The tax abatement agreements may exempt from ad valorem taxation by each of the applicable taxing jurisdictions, including the District, for a period of up to ten (10) years, all or any part of any increase in the appraised valuation of property that is within their respective boundaries covered by the agreement over its appraised 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 the terms of the tax abatement agreement. Each taxing jurisdiction has discretion to determine terms for its tax abatement agreements without regard to the terms approved by the other taxing jurisdictions.

### **Valuation of Property for Taxation**

Generally, property in the District must be appraised by the applicable Appraisal District at market value as of January 1 of each year. Once an appraisal roll is prepared and finally approved by the Appraisal Review Board, it is used by the District in establishing its tax rolls and tax rate. Generally, 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. In determining market value, either the replacement cost or the income or the market data method of valuation may be used, whichever is appropriate. Nevertheless, certain land may be appraised at less than market value under the Property Tax Code. Increases in the appraised value of residence homesteads are limited by the Texas Constitution to 10 percent annually regardless of the market value of the property.

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 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 all such property would bring if sold as a unit to a purchaser who would continue the business. Provisions of the Property Tax Code are complex and are not fully summarized here. 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 (3) years for agricultural use, for open space land, and timberland.

The Property Tax Code requires each Appraisal District to implement a plan for periodic reappraisal of property to update appraisal values. The plan must provide for appraisal of all real property in each Appraisal Districts at least once every three (3) years. It is not known what frequency of reappraisal will be utilized by the Appraisal District 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 the Appraisal District 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 the applicable Appraisal District choose formally to include such values on its appraisal roll.

The Property Tax Code provides for a temporary exemption from ad valorem taxation of a portion of the appraised value of certain property that is at least 15% damaged by a disaster and located within an area declared to be a disaster area by the governor of the State of Texas. This temporary exemption is automatic if the disaster is declared prior to a taxing unit, such as the District, adopting its tax rate for the tax year. A taxing unit, such as the District, may authorize the exemption at its discretion if the disaster is declared after the taxing unit has adopted its tax rate for the tax year. The amount of the exemption is based on the percentage of damage and is prorated based on the date of the disaster. Upon receipt of an application submitted within the eligible timeframe by a person who qualifies for a temporary exemption under the Property Tax Code, the applicable Appraisal District is required to complete a damage assessment and assign a damage assessment rating to determine the amount of the exemption. The temporary exemption amounts established in the Property Tax Code range from 15% for property less than 30% damaged to 100% for property that is a total loss. Any such temporary exemption granted for disaster-damaged property expires on January 1 of the first year in which the property is reappraised.

### **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 the Appraisal Districts 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 value, 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, 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, which 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 in writing and has not entered into an installment agreement with the collector in the preceding 24 months. The installment agreement must provide for payments to be made in equal monthly installments and must extend for a period of at least 12 months and no more than 36 months. Additionally, the owner of a residential 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 continue to accrue during the period of deferral.

Certain qualified taxpayers, including owners of residential homesteads, located within a natural disaster area and whose property has been damaged as a direct result of the disaster, are entitled to enter into a tax payment installment agreement with a taxing jurisdiction such as the District if the tax payer pays at least one-fourth of the tax bill imposed on the property by the delinquency date. The remaining taxes may be paid without penalty or interest in three equal installments within six months of the delinquency date.

## **Rollback of Operation and Maintenance Tax Rate**

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, and the provisions described herein are effective beginning with the 2020 tax year. See “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)” for a description of the District’s current total tax rate. 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 "Special Taxing Units." 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 can be classified herein as "Developing Districts." The impact each classification has on the ability of a district to increase its maintenance and operations tax rate pursuant to SB 2 is described for each classification below.

*Special Taxing Units:* Special Taxing Units 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 an 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 Special Taxing Unit 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 Texas Tax Code, are required to hold an 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 Special Taxing Unit and a Developed District, the district will be subject to the operation and maintenance tax threshold applicable to Special Taxing Units.

*Developing Districts:* Districts that do not meet the classification of a Special Taxing Unit or a Developed District can be 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 an 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 Special Taxing Unit, Developed District or Developing District will be made by the Board of Directors on an annual basis, 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 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 as of 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 INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Overlapping Taxes.” 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 subject to the restrictions on residential homesteads described in the preceding section under “Levy and Collection of Taxes”. 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 or by bankruptcy proceedings which restrict the collection of taxpayer debts. A taxpayer may redeem property within six (6) months for commercial property and two (2) years for residential and all other types of property after the purchaser’s deed issued at the foreclosure sale is filed in the county records. See “INVESTMENT CONSIDERATIONS—General” and “—Tax Collection Limitations and Foreclosure Remedies.”

### **The Effect of FIRREA on Tax Collections of the District**

The Financial Institutions Reform, Recovery and Enforcement Act of 1989 (“FIRREA”) 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, interest, 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.

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 or may affect the valuation of such property.

## **INVESTMENT CONSIDERATIONS**

### **General**

The Bonds are obligations solely of the District and are not obligations of the City of Katy, Waller County, Fort Bend County, the State of Texas, or any entity other than the District. Payment of the principal of and interest on the Bonds depends upon the ability of the District to collect taxes levied on taxable property within the District in an amount sufficient to service the District’s bonded debt or in the event of foreclosure, on the value of the taxable property in the District and the taxes levied by the District and other taxing authorities upon the property within the District. See “THE BONDS—Source of Payment.” 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 taxable property within the District will accumulate or maintain taxable values sufficient to justify continued payment of taxes by property owners or that there will be a market for the property or that owners of the property will have the ability to pay taxes. See “Registered Owners’ Remedies” below.

### **Severe Weather Events**

The greater Houston area, including the District, is subject to occasional severe weather events, including tropical storms and hurricanes. If the District were to sustain damage to its facilities requiring substantial repair or replacement, or if substantial damage were to occur to taxable property within the District as a result of such a weather event, the investment security of the Bonds could be adversely affected. The greater Houston area has experienced four storms exceeding a 0.2% probability (i.e. “500-year flood” events) since 2015, including Hurricane Harvey, which made landfall along the Texas Gulf Coast on August 26, 2017, and brought historic levels of rainfall during the successive four days.

According to the Operator and the Engineer, the District’s water and sewer system did not sustain any material damage and there was no interruption of water and sewer service as a result of Hurricane Harvey. However, according to the Operator and the Engineer, approximately 18 homes within Willow Creek Farms I, Sections Two and Four experienced isolated structural flooding as a result of Hurricane Harvey. According to the Operator, Forestar/MWC, Pulte and Westin Homes, no homes experienced structural flooding in any other sections located within the District.

If a future weather event significantly damaged all or part of the improvements within the District, the assessed value of property within the District could be substantially reduced, which could result in a decrease in tax revenues and/or necessitate an increase in the District’s tax rate. Further, there can be no assurance that a casualty loss to taxable property within the District will be covered by insurance (or that property owners will even carry flood or other casualty insurance), that any insurance company will fulfill its obligation to provide insurance proceeds, or that insurance proceeds will be used to rebuild or repair any damaged improvements within the District. Even if insurance proceeds are available and improvements are rebuilt, there could be a lengthy period in which assessed values within the District could be adversely affected.

Certain qualified taxpayers, including owners of residential homesteads, located within a disaster area and whose property has been damaged as a direct result of the disaster, are entitled to enter into a tax payment installment agreement with a taxing jurisdiction such as the District if the tax payer pays at least one-fourth of the tax bill imposed on the property by the delinquency date. The remaining taxes may be paid without penalty or interest in three equal installments within six months of the delinquency date.

### **Specific Flood Type Risks**

*Ponding (or Pluvial) Flood:* Ponding, or pluvial, flooding occurs when heavy rainfall creates a flood event independent of an overflowing water body, typically in relatively flat areas. Intense rainfall can exceed the drainage capacity of a drainage system, which may result in water within the drainage system becoming trapped and diverted onto streets and nearby property until it is able to reach a natural outlet. Ponding can also occur in a flood pool upstream or behind a dam, levee or reservoir.

*Riverine (or Fluvial) Flood:* Riverine, or fluvial, flooding occurs when water levels rise over the top of river, bayou or channel banks due to excessive rain from tropical systems making landfall and/or persistent thunderstorms over the same area for extended periods of time. The damage from a riverine flood can be widespread. The overflow can affect smaller rivers and streams downstream, or may sheet-flow over land. Flash flooding is a type of riverine flood that is characterized by an intense, high velocity torrent of water that occurs in an existing river channel with little to no notice. Flash flooding can also occur even if no rain has fallen, for instance, after a levee, dam or reservoir has failed or experienced an uncontrolled release, or after a sudden release of water by a debris or ice jam. In addition, planned or unplanned controlled releases from a dam, levee or reservoir also may result in flooding in areas adjacent to rivers, bayous or drainage systems downstream.

### **Economic Factors and Interest Rates**

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 residences. Demand for lots of this type and the construction of residential dwellings thereon can be significantly affected by factors such as interest rates, credit availability, construction costs, energy availability and the prosperity and demographic characteristics of the urban center 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 such values.

### **Credit Markets and Liquidity in the Financial Markets**

Interest rates and the availability of mortgage and development funding have a direct impact on the construction activity, particularly short-term interest rates at which developers are able to obtain financing for development costs. Interest rate levels may affect the ability of a landowner with undeveloped property to undertake and complete construction activities within the District. 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 construction within the District. In addition, since the District is located approximately 36 miles from the central downtown business district of the City of Houston, the success of development within the District and growth of District taxable property values are, to a great extent, a function of the Houston metropolitan and regional economies and the national financial and credit markets. A downturn in the economic conditions of Houston and the nation could adversely affect development and home-building plans in the District and restrain the growth or reduce the value of the District's property tax base.

### **Competition**

The demand for and construction of single-family homes in the District, which is 36 miles from downtown Houston, could be affected by competition from other residential developments including other residential developments located in the west Houston and Katy metropolitan area. In addition to competition for new home sales from other developments, there are numerous previously-owned homes in the area of the District and in more established neighborhoods. Such homes could represent additional competition for new homes proposed to be sold within the District.

The competitive position of the Developer in the sale of developed lots and of builders in the construction of single-family residential houses within the District is affected by most of the factors discussed in this section. Such a competitive position directly affects the growth and maintenance of taxable values in the District. The District can give no assurance that building and marketing programs in the District by the Developer will be implemented or, if implemented, will be successful.

### **Possible Impact on District Tax Rates**

Assuming no further development, the value of the land and improvements currently 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 2019 Certified Taxable Assessed Valuation is \$262,489,238. After issuance of the Bonds, the maximum annual debt service requirement will be \$2,328,441 (2021), and the average annual debt service requirement will be \$1,674,455 (2021-2045 inclusive). Assuming no increase or decrease from the 2019 Certified Taxable Assessed Valuation, the issuance of no additional debt, and no other funds available for the payment of debt service, tax rates of \$0.94 and \$0.68 per \$100 of appraised valuation at a ninety-five percent (95%) collection rate would be necessary to pay the maximum annual debt service requirement and the average annual debt service requirements, respectively. See “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Debt Service Requirements” and “TAX DATA—Tax Adequacy for Debt Service.”

The Estimated Taxable Assessed Valuation as of January 15, 2020 is \$270,100,683, which reduces the above calculations to \$0.91 and \$0.66, respectively. While the District anticipates future increases in taxable values, it makes no representations that over the term of the Bonds the property within the District will maintain a value sufficient to justify continued payment of taxes by property owners. Property within the District also is subject to taxes levied by other political subdivisions. See “TAX DATA—Tax Adequacy for Debt Service.”

### **Tax Collections Limitations and Foreclosure Remedies**

The District’s ability to make debt service payments may be adversely affected by its inability to collect ad valorem taxes. Under Texas law, the levy of ad valorem taxes by the District constitutes a lien in favor of the District on a parity with the liens of all other local taxing authorities on the property against which taxes are levied, and such lien may be enforced by judicial foreclosure. The District’s ability to collect ad valorem taxes through such foreclosure may be impaired by (a) cumbersome, time-consuming and expensive collection procedures, (b) a bankruptcy court’s stay of tax collection procedures against a taxpayer, or (c) market conditions affecting the marketability of taxable property within the District and limiting the proceeds from a foreclosure sale of such property. Moreover, the proceeds of any sale of property within the District available to pay debt service on the Bonds may be limited by the existence of other tax liens on the property (see “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Overlapping Taxes”), by the current aggregate tax rate being levied against the property, and by other factors (including the taxpayers’ right to redeem property within two years of foreclosure for residential and agricultural use property and six months for other property). Finally, any bankruptcy court with jurisdiction over bankruptcy proceedings initiated by or against a taxpayer within the District pursuant to the Federal Bankruptcy Code could stay any attempt by the District to collect delinquent ad valorem taxes assessed against such taxpayer. In addition to the automatic stay against collection of delinquent taxes afforded a taxpayer during the pendency of a bankruptcy, a bankruptcy could affect payment of taxes in two other ways: first, a debtor’s confirmation plan may allow a debtor to make installment payments on delinquent taxes for up to six years; and, second, a debtor may challenge, and a bankruptcy court may reduce, the amount of any taxes assessed against the debtor, including taxes that have already been paid.

### **Registered Owners’ Remedies and Bankruptcy Limitations**

If the District defaults in the payment of principal, interest, or redemption price on the Bonds when due, or if it fails to make payments into any fund or funds created in the Bond Resolution, or defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Bond Resolution, the Registered Owners have the statutory right of a writ of mandamus issued by a court of competent jurisdiction requiring the District and its officials to observe and perform the covenants, obligations, or conditions prescribed in the Bond Resolution. Except for mandamus, the Bond Resolution does not specifically provide for remedies to protect and enforce the interests 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. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the Registered Owners. Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government’s sovereign immunity from suits for money damages, so that in the absence of other waivers of such immunity by the Texas Legislature, a default by the District in its covenants in the Bond Resolution may not be reduced to a judgment for money damages. If such a judgment against the District were 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. The enforceability of the rights and remedies of the Registered Owners may further be limited by a State of Texas statute reasonably required to attain an important public purpose or 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 Texas 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 U.S.C. Sections 901-946. The filing of such petition would automatically stay the enforcement of Registered Owner's remedies, including mandamus. The automatic stay would remain in effect until the federal bankruptcy judge hearing the case dismisses 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 (1) is authorized to file for federal bankruptcy protection by applicable state law, (2) is insolvent or unable to meet its debts as they mature, (3) desires to effect a plan to adjust such debts, and (4) has either obtained the agreement of or negotiated in good faith with its creditors or is unable to negotiate with its creditors because negotiation is impracticable. Special districts 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 Texas law and remains unable to meet its debts and other obligations as they mature.

Notwithstanding noncompliance by a district with Texas law requirements, the District could file a voluntary bankruptcy petition under Chapter 9, thereby invoking 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 appealable, the concomitant delay and loss of remedies to the Registered Owner 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 Registered Owners by reducing or eliminating the amount of indebtedness, deferring or rearranging the debt service schedule, reducing or eliminating the interest rate, modifying or abrogating the collateral or security arrangements, substituting (in whole or in part) other securities, and otherwise compromising and modifying the rights and remedies of the Registered Owners' claims against a district.

A district may not be forced into bankruptcy involuntarily.

### **Future Debt**

The District has the right to issue additional bonds and other obligations, including tax anticipation notes and bond anticipation notes, and to borrow for any valid corporate purpose. The District's voters have authorized a total of \$57,230,000 principal amount of unlimited tax bonds for purchasing and constructing water, sewer and drainage facilities and refunding bonds issued for such purpose, \$23,500,000 principal amount of unlimited tax bonds for financing roads and related improvements and refunding bonds issued for such purpose, and \$11,375,000 principal amount of unlimited tax bonds for purchasing and constructing parks and recreational facilities and refunding bonds issued for such purpose. After the issuance of the Bonds, the District will have \$15,500,000 principal amount of unlimited tax bonds for financing roads and related improvements and refunding bonds issued for such purpose, \$29,010,000 principal amount of unlimited tax bonds for purchasing and constructing water, sewer and drainage facilities and refunding bonds issued for such purpose, and \$11,375,000 principal amount of unlimited tax bonds for purchasing and constructing parks and recreational facilities and refunding bonds issued for such purpose. In addition, voters may authorize the issuance of additional bonds secured by ad valorem taxes. The issuance of additional authorized but unissued obligations may increase the District's tax rate and adversely affect the security for, and the investment quality and value of, the 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. See "THE BONDS—Issuance of Additional Debt."

To date, the Developer has advanced certain funds for construction of water, sewer and drainage facilities and roads for which they have not been reimbursed. The District continues to owe the Developer approximately \$9,400,000 for water, sewer and drainage facilities and park facilities. The District intends to issue additional bonds in order to fully reimburse the Developer and to develop the remainder of undeveloped but developable land. The District does not employ any formula with respect to appraised valuations, tax collections or otherwise to limit the amount of parity bonds which it may issue. The issuance of additional bonds for water, sewer and drainage facilities and parks and recreational facilities is subject to approval by the TCEQ pursuant to its rules regarding issuance and feasibility of bonds. Further, the principal amount of bonds issued to finance parks and recreational facilities may not exceed 1% of the District's certified value.

### **Undeveloped Acreage and Vacant Lots**

There are approximately 125 developable acres of land within the District that have not been provided with water, sanitary sewer, storm sewer, park, road and other facilities. In addition, there are 104 vacant developed lots. The District makes no representation as to when or if development of the undeveloped acreage will occur or that the lot sales and building program will be successful. See "THE DISTRICT—Land Use—Status of Development."

## **Environmental Regulation**

Wastewater treatment, water supply, storm sewer facilities and construction activities within the District are subject to complex environmental laws and regulations at the federal, state and local levels that may require or prohibit certain activities that affect the environment, such as:

- Requiring permits for construction and operation of water wells, wastewater treatment and other facilities;
- Restricting the manner in which wastes are treated and released into the air, water and soils;
- Restricting or regulating the use of wetlands or other properties; or
- Requiring remedial action to prevent or mitigate pollution.

Sanctions against a municipal utility district or other type of special purpose 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 to ensure future compliance. Environmental laws and compliance with environmental laws and regulations can increase the cost of planning, designing, constructing and operating water production and wastewater treatment facilities. Environmental laws can also inhibit growth and development within the District. Further, changes in regulations occur frequently, and any changes that result in more stringent and costly requirements could materially impact the District.

*Air Quality Issues.* Air quality control measures required by the United States Environmental Protection Agency (the “EPA”) and the Texas Commission on Environmental Quality (the “TCEQ”) may impact new industrial, commercial and residential development in the Houston area. Under the Clean Air Act (“CAA”) Amendments of 1990, the eight-county Houston-Galveston-Brazoria area (“HGB Area”)—Harris, Galveston, Brazoria, Chambers, Fort Bend, Waller, Montgomery and Liberty Counties—has been designated a nonattainment area under three separate federal ozone standards: the one-hour (124 parts per billion (“ppb”)) and eight-hour (84 ppb) standards promulgated by the EPA in 1997 (the “1997 Ozone Standards”); the tighter, eight-hour ozone standard of 75 ppb promulgated by the EPA in 2008 (the “2008 Ozone Standard”), and the EPA’s most-recent promulgation of an even lower, 70 ppb eight-hour ozone standard in 2015 (the “2015 Ozone Standard”). While the State of Texas has been able to demonstrate steady progress and improvements in air quality in the HGB Area, the HGB Area remains subject to CAA nonattainment requirements.

The HGB Area is currently designated as a severe ozone nonattainment area under the 1997 Ozone Standards. While the EPA has revoked the 1997 Ozone Standards, the EPA historically has not formally redesignated nonattainment areas for a revoked standard. As a result, the HGB Area remained subject to continuing severe nonattainment area “anti-backsliding” requirements, despite the fact that HGB Area air quality has been attaining the 1997 Ozone Standards since 2014. In late 2015, the EPA approved the TCEQ’s “redesignation substitute” for the HGB Area under the revoked 1997 Ozone Standards, leaving the HGB Area subject only to the nonattainment area requirements under the 2008 Ozone Standard (and later, the 2015 Ozone Standard).

In February 2018, the U.S. Court of Appeals for the District of Columbia Circuit issued an opinion in *South Coast Air Quality Management District v. EPA*, 882 F.3d 1138 (D.C. Cir. 2018) vacating the EPA redesignation substitute rule that provided the basis for the EPA’s decision to eliminate the anti-backsliding requirements that had applied in the HGB Area under the 1997 Ozone Standard. The court has not responded to the EPA’s April 2018 request for rehearing of the case. To address the uncertainty created by the *South Coast* court’s ruling, the TCEQ has developed a formal request that the HGB Area be redesignated to attainment under the 1997 Ozone Standards. The TCEQ Commissioners approved publication of a proposed HGB Area redesignation request under the 1997 Ozone Standards on September 5, 2018.

The HGB Area is currently designated as a “moderate” nonattainment area under the 2008 Ozone Standard, with an attainment deadline of July 20, 2018. If the EPA ultimately determines that the HGB Area has failed to meet the attainment deadline based on the relevant data, the area is subject to reclassification to a nonattainment classification that provides for more stringent controls on emissions from the industrial sector. In addition, the EPA may impose a moratorium on the awarding of federal highway construction grants and other federal grants for certain public works construction projects if it finds that an area fails to demonstrate progress in reducing ozone levels.

The HGB Area is currently designated as a “marginal” nonattainment area under the 2015 Ozone Standard, with an attainment deadline of August 3, 2021. For purposes of the 2015 Ozone Standard, the HGB Area consists of only six counties: Brazoria, Chambers, Fort Bend, Galveston, Harris, and Montgomery Counties.

In order to demonstrate progress toward attainment of the EPA’s ozone standards, the TCEQ has established a state implementation plan (“SIP”) for the HGB Area setting emission control requirements, some of which regulate the inspection and use of automobiles. These types of measures could impact how people travel, what distances people are willing to travel, where people choose to live and work, and what jobs are available in the HGB Area. These SIP requirements can negatively impact business due to the additional permitting/regulatory constraints that accompany this designation and because of the community stigma associated with a nonattainment designation. It is possible that additional controls will be necessary to allow the HGB Area to reach attainment with the ozone standards by the EPA’s attainment deadlines. These additional controls could have a negative impact on the HGB Area’s economic growth and development.



*Water Supply & Discharge Issues.* Water supply and discharge regulations that municipal utility districts, including the District, may be required to comply with involve: (1) groundwater well permitting and surface water appropriation; (2) public water supply systems; (3) wastewater discharges from treatment facilities; (4) storm water discharges; and (5) wetlands dredge and fill activities. Each of these is addressed below:

Certain governmental entities regulate groundwater usage in the HGB Area. A municipal utility district or other type of special purpose district that (i) is located within the boundaries of such an entity that regulates groundwater usage, and (ii) relies on local groundwater as a source of water supply, may be subject to requirements and restrictions on the drilling of water wells and/or the production of groundwater that could affect both the engineering and economic feasibility of district water supply projects.

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 Clean Water Act (“CWA”) and Texas Water Code require municipal wastewater treatment plants to meet secondary treatment effluent limitations and more stringent water quality-based limitations and requirements to comply with the Texas water quality standards. Any 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.

The TCEQ issued the General Permit for Phase II (Small) Municipal Separate Storm Sewer Systems (the “MS4 Permit”) on January 24, 2019. The MS4 Permit authorizes the discharge of stormwater to surface water in the state from small municipal separate storm sewer systems. While the District is currently not subject to the MS4 Permit, if the District’s inclusion were required at a future date, the District could incur substantial costs to develop, implement, and maintain the necessary 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 in order to comply with the MS4 Permit.

Operations of utility districts, including the District, are also potentially subject to requirements and restrictions under the CWA regarding the use and alteration of wetland areas that are within the “waters of the United States.” The District must obtain a permit from the United States Army Corps of Engineers (“USACE”) if operations of the District require that wetlands be filled, dredged, or otherwise altered.

In 2015, the EPA and 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 expanded the scope of the federal government’s CWA jurisdiction over intrastate water bodies and wetlands. The CWR was challenged in numerous jurisdictions, including the Southern District of Texas, causing significant uncertainty regarding the ultimate scope of “waters of the United States” and the extent of EPA and USACE jurisdiction.

On September 12, 2019, the EPA and USACE finalized a rule repealing the CWR, thus reinstating the regulatory text that existed prior to the adoption of the CWR. This repeal officially became final on December 23, 2019, but the repeal has itself become the subject of litigation in multiple jurisdictions.

On January 23, 2020, the EPA and USACE released the Navigable Waters Protection Rule (“NWPR”), which contains a new definition of “waters of the United States.” The stated purpose of the NWPR is to restore and maintain the integrity of the nation’s waters by maintaining federal authority over the waters Congress has determined should be regulated by the federal government, while preserving the states’ primary authority over land and water resources. The new definition outlines four categories of waters that are considered “waters of the United States,” and thus federally regulated under the CWA: (i) territorial seas and traditional navigable waters; (ii) perennial and intermittent tributaries to territorial seas and traditional navigable waters; (iii) certain lakes, ponds, and impoundments of jurisdictional waters; and (iv) wetlands adjacent to jurisdictional waters. The new rule also identifies certain specific categories that are not “waters of the United States,” and therefore not federally regulated under the CWA: (a) groundwater; (b) ephemeral features that flow only in direct response to precipitation; (c) diffuse stormwater runoff and directional sheet flow over upland; (d) certain ditches; (e) prior converted cropland; (f) certain artificially irrigated areas; (g) certain artificial lakes and ponds; (h) certain water-filled depressions and certain pits; (i) certain stormwater control features; (j) certain groundwater recharge, water reuse, and wastewater recycling structures; and (k) waste treatment systems. The NWPR will become effective 60 days after the date of its publication in the Federal Register, and will likely become the subject of further litigation.

Due to ongoing rulemaking activity, as well as existing and possible future litigation, there remains 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 additional permitting requirements.

### **Marketability of the Bonds**

The District has no understanding with the Underwriter 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 of 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.

### **Changes in Tax Legislation**

Certain tax legislation, whether currently proposed or proposed in the future, may directly or indirectly reduce or eliminate the benefit of the exclusion of interest on the Bonds from gross income for federal income tax purposes. Any proposed legislation, whether or not enacted, may also affect the value and liquidity of the Bonds. Prospective purchasers of the Bonds should consult with their own tax advisors with respect to any proposed, pending or future legislation.

### **Continuing Compliance with Certain Covenants**

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

### **Risk Factors Related to the Purchase of Municipal Bond Insurance**

The District has applied for a bond insurance policy (the “Policy”) to guarantee the scheduled payment of principal and interest on the Bonds. If the Policy is issued, investors should be aware of the following investment considerations:

The long-term ratings on the Bonds are dependent in part on the financial strength of the Bond Insurer (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 is given that the long-term ratings of the Insurer and of the ratings on the Bonds insured by the Insurer will not be subject to downgrade and such event could adversely affect the market price of the Bonds or the marketability (liquidity) for the Bonds. See description of “MUNICIPAL BOND RATING AND MUNICIPAL BOND INSURANCE.”

The obligations of the Insurer are contractual obligations and in an event of default by the Insurer, the remedies available may be limited by applicable bankruptcy law or state law related to insolvency of insurance companies.

Neither the District or Underwriter has made independent investigation into the claims paying ability of the Insurer and no assurance nor representation regarding the financial strength or projected financial strength of the Insurer is given. Thus, when making an investment decision, potential investors should carefully consider the ability of the District to pay principal and interest on the Bonds and the claims paying ability of the Insurer, particularly over the life of the investment. See “MUNICIPAL BOND RATING AND MUNICIPAL BOND INSURANCE” for further information provided by the Insurer and the Policy, which includes further instructions for obtaining current financial information concerning the Insurer.

## **MUNICIPAL BOND RATING AND MUNICIPAL BOND INSURANCE**

Moody’s Investors Service (“Moody’s”) has assigned an underlying credit rating of “Baa2” to the Bonds. An explanation of the rating may be obtained from Moody’s, 7 World Trade Center, 250 Greenwich Street, New York, New York, 10007. The rating fees of Moody’s will be paid by the District; however, the fees associated with any other rating will be the responsibility of the Underwriter.

Application has also been made for the qualification of the Bonds for municipal bond insurance. If qualified, such insurance will be available at the option of the Underwriter and at the Underwriter’s expense. The rating fees of Moody’s will be paid by the District; any other rating fees associated with the insurance will be the responsibility of the Underwriter. See “INVESTMENT CONSIDERATIONS—Risk Factors Related to the Purchase of Municipal Bond Insurance.”

There is no assurance that such rating will continue for any given period of time or that it will not be revised or withdrawn entirely by Moody’s, if in its judgment, circumstances so warrant. Any such revisions or withdrawal of the rating may have an adverse effect on the market price of the Bonds.

## **LEGAL MATTERS**

### **Legal Proceedings**

Delivery of the Bonds will be accompanied by the unqualified approving legal opinion of the Attorney General of Texas to the effect that the Bonds are valid and legally binding obligations of the District under the Constitution and laws of the State of Texas payable from the proceeds of an annual ad valorem tax levied by the District, without limit as to rate or amount, upon all taxable property within the District, and, based upon their examination of a transcript of certified proceedings relating to the issuance and sale of the Bonds, the approving legal opinion of Allen Boone Humphries Robinson LLP, Bond Counsel, to a like effect and to the effect that, under existing law, interest on the Bonds is excludable from gross income for federal income tax purposes and interest on the Bonds is not subject to the alternative minimum tax on individuals.

Bond Counsel has reviewed the information appearing in this Official Statement under “THE BONDS,” “THE DISTRICT—General,” “THE SYSTEM—Development Agreement,” “TAXING PROCEDURES,” “LEGAL MATTERS,” “TAX MATTERS” and “CONTINUING DISCLOSURE OF INFORMATION” solely to determine if such information, insofar as it relates to matters of law, is true and correct, and whether such information fairly summarizes the provisions of the documents referred to therein. Bond Counsel has not, however, independently verified any of the factual information contained in this OFFICIAL STATEMENT nor has it conducted an investigation of the affairs of the District for the purpose of passing upon the accuracy or completeness of this OFFICIAL STATEMENT. No person is entitled to rely upon Bond Counsel’s limited participation as an assumption of responsibility for or an expression of opinion of any kind with regard to the accuracy or completeness of any information contained herein.

Allen Boone Humphries Robinson LLP also serves as general counsel to the District on matters other than the issuance of bonds. The legal fees paid to Bond Counsel for services rendered in connection with the issuance of the Bonds are based on a percentage of the 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 Material Adverse Change**

The obligations of the Underwriter 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 PRELIMINARY OFFICIAL STATEMENT.

### **No-Litigation Certificate**

The District will furnish the Underwriter a certificate, executed by both the President and Secretary of the Board, and dated as of the date of delivery of the Bonds, to the effect that there is not pending, and to their knowledge, there is not threatened, any litigation affecting the validity of the Bonds, or the levy and/or collection of taxes for the payment thereof, or the organization or boundaries of the District, or the title of the officers thereof to their respective offices, and that no additional bonds or other indebtedness have been issued since the date of the statement of indebtedness or nonencumbrance certificate submitted to the Attorney General of Texas in connection with approval of the Bonds.

## **TAX MATTERS**

In the opinion of Allen Boone Humphries Robinson LLP, Bond Counsel, under existing law, interest on the Bonds is excludable from gross income for federal income tax purposes and interest on the Bonds is not subject to the alternative minimum tax on individuals.

The Internal Revenue Code of 1986, as amended (the “Code”) imposes a number of requirements that must be satisfied for interest on state or local obligations, such as the Bonds, to be excludable from gross income for federal income tax purposes. These requirements include limitations on the use of proceeds and the source of repayment, limitations on the investment of proceeds prior to expenditure, a requirement that excess arbitrage earned on the investment of proceeds be paid periodically to the United States and a requirement that the issuer file an information report with the Internal Revenue Service (the “Service”). The District has covenanted in the Bond Resolution that it will comply with these requirements.

Bond Counsel's opinion will assume continuing compliance with the covenants of the Bond Resolution pertaining to those sections of the Code which affect the exclusion from gross income of interest on the Bonds for federal income tax purposes and, in addition, will rely on representations by the District, the District's Financial Advisor and the Underwriter with respect to matters solely within the knowledge of the District, the District's Financial Advisor and the Underwriter, respectively, which Bond Counsel has not independently verified. If the District should fail to comply with the covenants in the Bond Resolution or if the foregoing representations should be determined to be inaccurate or incomplete, interest on the Bonds could become taxable from the date of delivery of the Bonds, regardless of the date on which the event causing such taxability occurs.

Under the Code, taxpayers are required to report on their returns the amount of tax exempt interest, such as interest on the Bonds, received or accrued during the year. Payments of interest on tax-exempt obligations such as the Bonds are in many cases required to be reported to the Service. Additionally, backup withholding may apply to any such payments to any owner who is not an "exempt recipient" and who fails to provide certain identifying information. Individuals generally are not exempt recipients, whereas corporations and certain other entities generally are exempt recipients.

Except as stated above, Bond Counsel will express no opinion as to any federal, state or local tax consequences resulting from the ownership of, receipt of interest on, or disposition of, the Bonds.

Prospective purchasers of the Bonds should be aware that the ownership of tax exempt obligations may result in collateral federal income tax consequences to financial institutions, life insurance and property and casualty insurance companies, certain S corporations with Subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax exempt obligations, taxpayers owning an interest in a FASIT that holds tax-exempt obligations, and individuals otherwise qualifying for the earned income credit. In addition, certain foreign corporations doing business in the United States may be subject to the "branch profits tax" on their effectively-connected earnings and profits, including tax exempt interest such as interest on the Bonds. These categories of prospective purchasers should consult their own tax advisors as to the applicability of these consequences.

Bond Counsel's opinions are based on existing law, which is subject to change. Such opinions are further based on Bond Counsel's knowledge of facts as of the date hereof. Bond Counsel assumes no duty to update or supplement its opinions to reflect any facts or circumstances that may thereafter come to Bond Counsel's attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, Bond Counsel's opinions are not a guarantee of result and are not binding on the Service; rather, such opinions represent Bond Counsel's legal judgment based upon its review of existing law and in reliance upon the representations and covenants referenced above that it deems 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 and the owners of the Bonds may not have a right to participate in such audit. Public awareness of any future audit of the Bonds could adversely affect the value and liquidity of the Bonds during the pendency of the audit regardless of the ultimate outcome of the audit.

#### **Tax Accounting Treatment of Original Issue Discount Bonds**

The issue price of certain of the Bonds (the "Original Issue Discount Bonds") may be less than the stated redemption price at maturity. In such case, under existing law, and based upon the assumptions hereinafter stated (a) the difference between (i) the stated amount payable at the maturity of each Original Issue Discount Bond and (ii) the issue price of such Original Issue Discount Bond constitutes original issue discount with respect to such Original Issue Discount Bond in the hands of any owner who has purchased such Original Issue Discount Bond at the initial public offering price in the initial public offering of the Bonds; and (b) such initial owner is entitled to exclude from gross income (as 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 period that such Original Issue Discount Bond continues to be owned by such owner.

The foregoing is based on the assumptions that (a) the Underwriter has purchased the Bonds for contemporaneous sale to the general public and not for investment purposes, and (b) all of the Original Issue Discount Bonds have been offered, and a substantial amount of each maturity thereof has been sold, to the general public in arm's-length transactions for a cash price (and with no other consideration being included) equal to the initial offering prices thereof stated on the cover page of this Official Statement, and (c) the respective initial offering prices of the Original Issue Discount Bonds to the general public are equal to the fair market value thereof. Neither the District nor Bond Counsel warrants that the Original Issue Discount Bonds will be offered and sold in accordance with such assumptions.

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 Bonds and ratably within each such six-month period) and the accrued amount is added to an initial owner's basis for such Bond for purposes of determining the amount of gain or loss recognized by such owner upon 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 plus 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 Bond.

The federal income tax consequences of the purchase, ownership, and 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 interest accrued upon redemption, sale or other disposition of such Bonds and with respect to the federal, state, local and foreign tax consequences of the purchase, ownership and redemption, sale or other disposition of such Bonds.

### **Qualified Tax-Exempt Obligations**

The Code requires a pro rata reduction in the interest expense deduction of a financial institution to reflect such financial institution's investment in tax-exempt obligations acquired after August 7, 1986. An exception to the foregoing provision is provided in the Code for "qualified tax-exempt obligations," which include tax-exempt obligations, such as the Bonds, (a) designated by the issuer as "qualified tax-exempt obligations" and (b) issued by or on behalf of a political subdivision for which the aggregate amount of tax-exempt obligations (not including private activity bonds other than qualified 501(c)(3) bonds) to be issued during the calendar year is not expected to exceed \$10,000,000.

The District will designate the Bonds as "qualified tax-exempt obligations" and has represented that the aggregate amount of tax-exempt bonds (including the Bonds) issued by the District and entities aggregated with the District under the Code during calendar year 2020 is not expected to exceed \$10,000,000 and that the District and entities aggregated with the District under the Code have not designated more than \$10,000,000 in "qualified tax-exempt obligations" (including the Bonds) during calendar year 2020.

Notwithstanding these exceptions, financial institutions acquiring the Bonds will be subject to a 20% disallowance of allocable interest expense.

## **PREPARATION OF OFFICIAL STATEMENT**

### **Sources and Compilation of Information**

The financial data and other information contained in this OFFICIAL STATEMENT has been obtained primarily from the District's records, the Developer, the Engineer, the Tax Assessor/Collector, the Appraisal Districts and information from other sources. All of these sources are believed to be reliable, but no guarantee is made by the District as to the accuracy or completeness of the information derived from such sources, and its inclusion herein is not to be construed as a representation on the part of the District except as described below under "Certification of Official Statement." Furthermore, there is no guarantee that any of the assumptions or estimates contained herein will be realized. The summaries of the agreements, reports, statutes, resolutions, engineering and other related information set forth in this OFFICIAL STATEMENT are included herein 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 for further information.

### **Financial Advisor**

Masterson Advisors LLC is employed as the Financial Advisor to the District to render certain professional services, including advising the District on a plan of financing and preparing the OFFICIAL STATEMENT. In its capacity as Financial Advisor, Masterson Advisors LLC has compiled and edited this OFFICIAL STATEMENT. The Financial Advisor has reviewed the information in this OFFICIAL STATEMENT in accordance with, and as a part of, its responsibilities to the District and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Financial Advisor does not guarantee the accuracy or completeness of such information.

### **Consultants**

In approving this OFFICIAL STATEMENT the District has relied upon the following consultants.

**Tax Assessor/Collector:** The information contained in this OFFICIAL STATEMENT relating to the breakdown of the District's historical assessed value and principal taxpayers, including particularly such information contained in the section entitled "TAX DATA" has been provided by Utility Tax Service, LLC, and is included herein in reliance upon as an expert in assessing property values and collecting taxes.

**Engineer:** The information contained in this OFFICIAL STATEMENT relating to engineering and to the description of the System and, in particular that information included in the sections entitled "THE DISTRICT," "THE ROADS" and "THE SYSTEM" has been provided by IDS Engineering Group, Consulting Engineers and has been included herein in reliance upon the authority of said firm as experts in the field of civil engineering.

**Auditor:** The District's audited financial statement for the fiscal year ending June 30, 2019, was prepared by McCall Gibson Swedlund Barfoot, PLLC, Certified Public Accountants. See APPENDIX A.

*Bookkeeper:* The information related to the “unaudited” summary of the District’s General Operating Fund as it appears in “THE SYSTEM—Water and Wastewater Operations” has been provided by Myrtle Cruz, Inc., and is included herein in reliance upon the authority of such individual as an expert in tracking and managing the various funds of municipal utility districts.

### **Updating the Official Statement**

If subsequent to the date of the OFFICIAL STATEMENT, the District learns, through the ordinary course of business and without undertaking any investigation or examination for such purposes, or is notified by the Underwriter, of any adverse event which causes the OFFICIAL STATEMENT to be materially misleading, and unless the Underwriter elects to terminate its obligation to purchase the Bonds, the District will promptly prepare and supply to the Underwriter an appropriate amendment or supplement to the OFFICIAL STATEMENT satisfactory to the Underwriter; provided, however, that the obligation of the District to the Underwriters to so amend or supplement the OFFICIAL STATEMENT will terminate when the District delivers the Bonds to the Underwriters, unless the Underwriter notifies the District on or before such date that less than all of the Bonds have been sold to ultimate customers, in which case the District’s obligations hereunder will extend for an additional period of time as required by law (but not more than 90 days after the date the District delivers the Bonds).

### **Certification of Official Statement**

The District, acting through its Board in its official capacity, hereby certifies, as of the date hereof, that the information, statements, and descriptions or any addenda, supplement and amendment thereto pertaining to the District and its affairs contained herein, to the best of its knowledge and belief, contain no untrue statement of a material fact and do not omit to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made, not misleading. With respect to information included in this OFFICIAL STATEMENT other than that relating to the District, the District has no reason to believe that such information contains any untrue statement of a material fact or omits to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made, not misleading; however, the Board has made no independent investigation as to the accuracy or completeness of the information derived from sources other than the District. In rendering such certificate, the official executing this certificate may state that he has relied in part on his examination of records of the District relating to matters within his own area of responsibility, and his discussions with, or certificates or correspondence signed by, certain other officials, employees, consultants and representatives of the District.

## **CONTINUING DISCLOSURE OF INFORMATION**

In the Bond Resolution, the District has made the following agreement for the benefit of the registered and beneficial owners of the Bonds. 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 (the “MSRB”), or any successor to its functions as a repository, through its Electronic Municipal Market Access (“EMMA”) System.

### **Annual Reports**

The District will provide certain financial information and operating data annually to the MSRB through its EMMA System. The financial information and operating data which will be provided with respect to the District includes all quantitative financial information and operating data of the general type included in this OFFICIAL STATEMENT under the headings “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED),” except for “Estimated Overlapping Debt,” “THE SYSTEM,” “TAX DATA,” and in APPENDIX A (Financial Statement of the District and Certain Supplemental Schedules). The District will update and provide this information to the MSRB within six months after the end of each of its fiscal years ending in or after 2020. Any financial statements provided by the District shall be prepared in accordance with generally accepted auditing standards or other such principles as the District may be required to employ from time to time pursuant to state law or regulation, and audited if the audit report is completed within the period during which it must be provided. If the audit report is not completed within such period, then the District shall provide unaudited financial statements for the applicable year to the MSRB within such six month period and audited financial statements when the audited report becomes available.

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

## **Event Notices**

The District will provide timely notices of certain specified 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; (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person or the sale of all or substantially all of the assets of the District or other obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the District or other obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the District or other obligated person, any of which affect Beneficial Owners of the Bonds, 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 or other obligated person, any of which reflect financial difficulties. The terms "obligated person" and "financial obligation" when used in this paragraph shall have the meanings ascribed to them under SEC Rule 15c2-12 (the "Rule"). The term "material" when used in this paragraph shall have the meaning ascribed to it under federal securities laws. Neither the Bonds nor the Bond Resolution makes any provision for debt service reserves or liquidity enhancement. In addition, the District will provide timely notice of any failure by the District to provide financial information, operating data, or financial statements in accordance with its agreement described above under "Annual Reports."

## **Availability of Information from the MSRB**

The District has agreed to provide the foregoing updated information only to the MSRB. The MSRB makes the information available to the public without charge through an internet portal at [www.emma.msrb.org](http://www.emma.msrb.org).

## **Limitations and Amendments**

The District has agreed to update information and to provide notices of specified 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; nor has the District 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 or Beneficial Owners of Bonds may seek a writ of mandamus to compel the District to comply with its agreement.

The District may amend its continuing disclosure agreement from time to time to adapt to the 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, if but only if the agreement, as amended, would have permitted an underwriter to purchase or sell Bonds in the offering made hereby in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and either the holders of a majority in aggregate principal amount of the Outstanding Bonds consent to the amendment or any person unaffiliated with the District (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the Registered and Beneficial Owners of the Bonds. The District may amend or repeal the agreement in the Bond Resolution if the SEC amends or repeals the applicable provisions of the Rule or a court of final jurisdiction determines that such provisions are invalid or unenforceable, but only to the extent that its right to do so would not prevent the Underwriter from lawfully purchasing the Bonds in the initial offering. If the District so amends the agreement, it has agreed to include with any financial information or operating data next provided in accordance with its agreement described above under "Annual Reports" an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information and operating data so provided.

## **Compliance With Prior Undertakings**

During the past five years, the District has complied in all material respects with all continuing disclosure agreements made by the District in accordance with SEC Rule 15c2-12.

## MISCELLANEOUS

All estimates, statements and assumptions in this OFFICIAL STATEMENT and the APPENDICES hereto have been made on the basis of the best information available and are believed to be reliable and accurate. Any statements in this OFFICIAL STATEMENT involving matters of opinion or estimates, whether or not expressly so stated, are intended as such and not as representations of fact, and no representation is made that any such statements will be realized.

/s/ \_\_\_\_\_  
President, Board of Directors

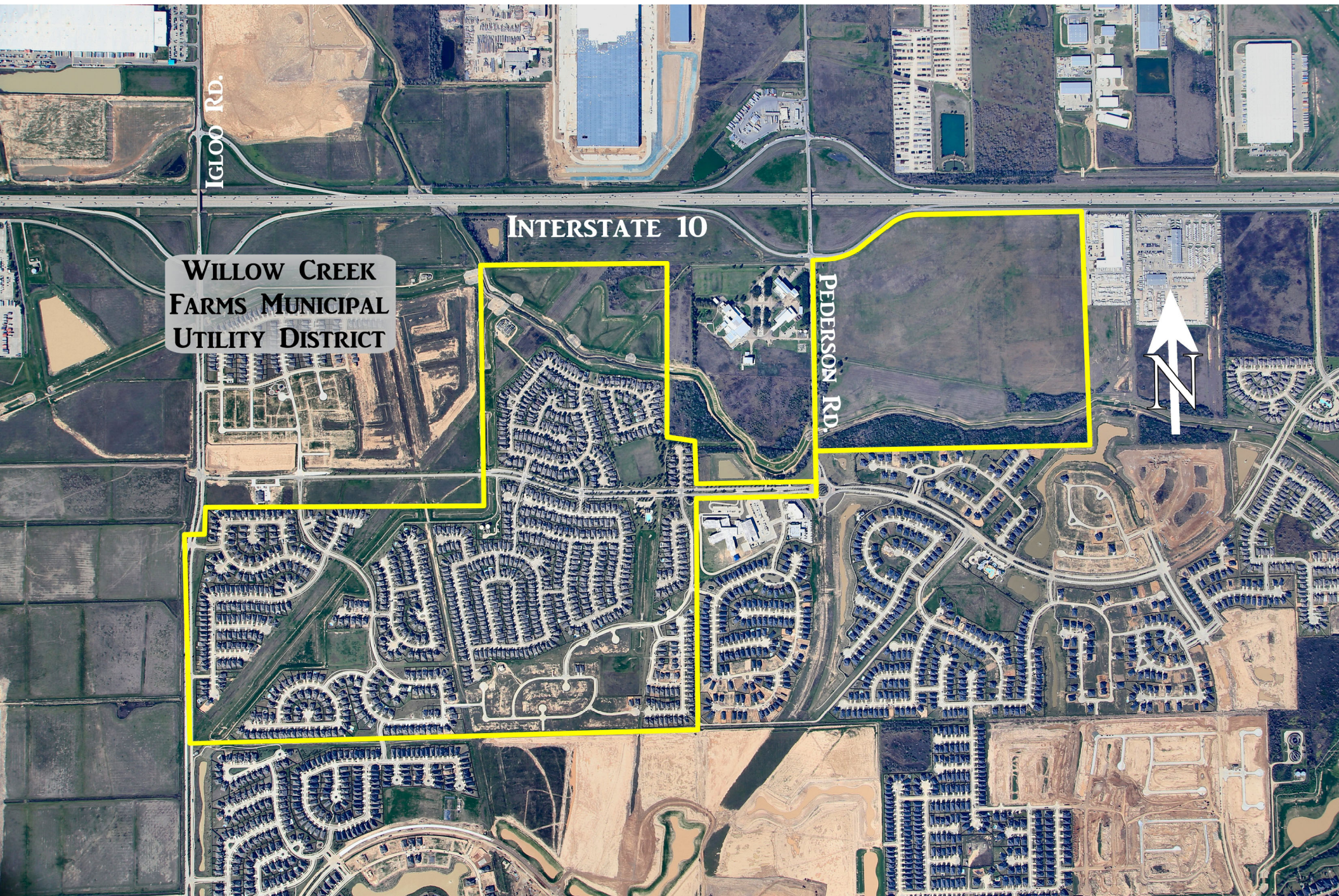
ATTEST:

/s/ \_\_\_\_\_  
Secretary, Board of Directors



**AERIAL PHOTOGRAPH**  
**(Approximate boundaries as of February 2020)**





IGLOO RD.

INTERSTATE 10

WILLOW CREEK  
FARMS MUNICIPAL  
UTILITY DISTRICT

PEDERSON RD.





**PHOTOGRAPHS OF THE DISTRICT**  
**(As of February 2020)**























## **APPENDIX A**

**Financial Statement of the District for the period ended June 30, 2019**

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**

**WALLER AND FORT BEND COUNTIES, TEXAS**

**ANNUAL FINANCIAL REPORT**

**JUNE 30, 2019**

**McCALL GIBSON SWEDLUND BARFOOT PLLC**  
Certified Public Accountants



**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**

**WALLER AND FORT BEND COUNTIES, TEXAS**

**ANNUAL FINANCIAL REPORT**

**JUNE 30, 2019**



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# **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](mailto:mgsb@mgsbpllc.com)

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

## **INDEPENDENT AUDITOR'S REPORT**

Board of Directors  
Willow Creek Farms Municipal Utility District  
Waller and Fort Bend Counties, Texas

We have audited the accompanying financial statements of the governmental activities and each major fund of Willow Creek Farms Municipal Utility District (the "District"), as of and for the year ended June 30, 2019, 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 June 30, 2019, 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 Schedules of Revenues, Expenditures, and Changes in Fund Balance – Budget and Actual – General Fund and each Special Revenue 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 supplementary information required by the Texas Commission on Environmental Quality as published in the *Water District Financial Management Guide* is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The supplementary information, excluding that portion marked "Unaudited" on which we express no opinion or provide any assurance, has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.



McCall Gibson Swedlund Barfoot PLLC  
Certified Public Accountants  
Houston, Texas

October 8, 2019



**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED JUNE 30, 2019**

Management's discussion and analysis of Willow Creek Farms Municipal Utility District's (the "District") financial performance provides an overview of the District's financial activities for the year ended June 30, 2019. Please read it in conjunction with the District's financial statements.

**USING THIS ANNUAL REPORT**

This annual report consists of a series of financial statements. The basic financial statements include: (1) combined fund financial statements and government-wide financial statements and (2) notes to the financial statements. The combined fund financial statements and government-wide financial statements combine both: (1) the Statement of Net Position and Governmental Funds Balance Sheet and (2) the Statement of Activities and Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balances. This report also includes required and other supplementary information in addition to the basic financial statements.

**GOVERNMENT-WIDE FINANCIAL STATEMENTS**

The District's annual report includes two financial statements combining the government-wide financial statements and the fund financial statements. The government-wide financial statements provide both long-term and short-term information about the District's overall status. Financial reporting at this level uses a perspective similar to that found in the private sector with its basis in full accrual accounting and elimination or reclassification of internal activities.

The Statement of Net Position includes all of the District's assets, liabilities and, if applicable, deferred inflows and outflows of resources with the difference reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the District as a whole is improving or deteriorating. Evaluation of the overall health of the District would extend to other non-financial factors.

The Statement of Activities reports how the District's net position changed during the current fiscal year. All current year revenues and expenses are included regardless of when cash is received or paid.

**FUND FINANCIAL STATEMENTS**

The combined statements also include fund financial statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The District has four governmental fund types. The General Fund accounts for resources not accounted for in another fund, customer service revenues, operating costs and general expenditures. The Special Revenue Funds accounts for financial activities of the joint water facilities and joint wastewater treatment facilities. The Debt Service Fund accounts for ad valorem taxes and financial resources restricted, committed or assigned for servicing bond debt and the cost of assessing and collecting taxes. The Capital Projects Fund accounts for financial resources restricted, committed or assigned for acquisition or construction of facilities and related costs.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED JUNE 30, 2019**

**FUND FINANCIAL STATEMENTS (Continued)**

Governmental funds are reported in each of the financial statements. The focus in the fund statements provides a distinctive view of the District's governmental funds. These statements report short-term fiscal accountability focusing on the use of spendable resources and balances of spendable resources available at the end of the year. They are useful in evaluating annual financing requirements of the District and the commitment of spendable resources for the near-term.

Since the government-wide focus includes the long-term view, comparisons between these two perspectives may provide insight into the long-term impact of short-term financing decisions. The adjustments columns, the Reconciliation of the Governmental Funds Balance Sheet to the Statement of Net Position and the Reconciliation of the Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balances to the Statement of Activities explain the differences between the two presentations and assist in understanding the differences between these two perspectives.

**NOTES TO THE FINANCIAL STATEMENTS**

The accompanying notes to the financial statements provide information essential to a full understanding of the government-wide and fund financial statements.

**OTHER INFORMATION**

In addition to the financial statements and accompanying notes, this report also presents certain required supplementary information ("RSI"). Budgetary comparison schedules are included as RSI for the General Fund and each Special Revenue Fund.

**GOVERNMENT-WIDE FINANCIAL ANALYSIS**

Net position may serve over time as a useful indicator of the District's financial position. In the case of the District, liabilities exceeded assets and deferred outflows of resources by \$13,314,925 as of June 30, 2019. A portion of the District's net position reflects its net investment in capital assets (water, wastewater and drainage systems, less any debt used to acquire those assets that is still outstanding). The following is a comparative summary of the Statement of Net Position as of June 30, 2019 and June 30, 2018.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE YEAR ENDED JUNE 30, 2019**

**GOVERNMENT-WIDE FINANCIAL ANALYSIS (Continued)**

	Summary of Changes in the Statement of Net Position		
	2019	2018	Change Positive (Negative)
Current and Other Assets	\$ 6,285,372	\$ 7,187,529	\$ (902,157)
Capital Assets (Net of Accumulated Depreciation)	23,916,582	21,517,906	2,398,676
Total Assets	\$ 30,201,954	\$ 28,705,435	\$ 1,496,519
Deferred Outflows of Resources	\$ 396,838	\$ 349,885	\$ 46,953
Due to Developer	\$ 9,533,202	\$ 10,575,941	\$ 1,042,739
Capital Lease Payable	1,156,400		(1,156,400)
Bonds Payable	32,572,589	29,784,503	(2,788,086)
Other Liabilities	651,526	787,899	136,373
Total Liabilities	\$ 43,913,717	\$ 41,148,343	\$ (2,765,374)
Net Position:			
Net Investment in Capital Assets	\$ (18,254,416)	\$ (16,999,227)	\$ (1,255,189)
Restricted	2,982,757	2,649,710	333,047
Unrestricted	1,956,734	2,256,494	(299,760)
Total Net Position	\$ (13,314,925)	\$ (12,093,023)	\$ (1,221,902)

\*

The following table provides a summary of the District's operations for the years ended June 30, 2019, and June 30, 2018.

	Summary of Changes in the Statement of Activities		
	2019	2018	Change Positive (Negative)
Revenues:			
Property Taxes	\$ 2,531,090	\$ 2,246,191	\$ 284,899
Charges for Services	1,284,989	898,914	386,075
Other Revenues	42,164	58,964	(16,800)
Total Revenues	\$ 3,858,243	\$ 3,204,069	\$ 654,174
Expenses for Services	5,080,145	4,036,514	(1,043,631)
Change in Net Position	\$ (1,221,902)	\$ (832,445)	\$ (389,457)
Net Position, Beginning of Year	(12,093,023)	(11,260,578)	(832,445)
Net Position, End of Year	\$ (13,314,925)	\$ (12,093,023)	\$ (1,221,902)

\*

\* As Adjusted, Note 19

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED JUNE 30, 2019**

**FINANCIAL ANALYSIS OF THE DISTRICT'S GOVERNMENTAL FUNDS**

The District's combined fund balances as of June 30, 2019, were \$5,847,787, a decrease of \$138,073 from the prior year. The District's General Fund fund balance increased by \$188,564, primarily due to property tax revenues and charges for services exceeding operating and administrative costs. The Special Revenue Funds are revenue neutral. The participants shared expenditures totaling \$646,352. The Debt Service Fund fund balance increased by \$334,368, primarily due to the structure of the District's outstanding debt service requirements and the impact of the sale of the Series 2019 Refunding Bonds. The Capital Projects Fund fund balance decreased by \$661,005. The District made capital expenditures using surplus bond proceeds as well as proceeds from the sale of the Series 2019 Bonds.

**GENERAL FUND BUDGETARY HIGHLIGHTS**

The Board of Directors amended the budget during the current fiscal year to increase estimated property tax revenues, decrease estimated contracted services, decrease estimated repair and maintenance costs and to increase estimated purchased sewer costs. Actual revenues were \$113,852 more than budgeted revenues primarily due to higher than anticipated service and investment revenues. Actual expenditures were \$26,225 less than budgeted expenditures primarily due to repairs and maintenance costs as well as purchased wastewater service coming in higher than anticipated which was offset by lower than anticipated professional fees, purchased water service and utilities expenditures.

**CAPITAL ASSETS**

Capital assets as of June 30, 2019, total \$23,916,582 (net of accumulated depreciation) and include land as well as the water, wastewater and drainage systems. Roads are conveyed to Waller County and Fort Bend County. Current year capital asset additions included utilities serving Willow Creek Farms II, Sections 7 and 8, detention basin land costs and a capital lease for the STP Phase 3 expansion.

Capital Assets At Year-End, Net of Accumulated Depreciation			
	2019	2018	Change Positive (Negative)
Capital Assets Not Being Depreciated:			
Land and Land Improvements	\$ 2,737,503	\$ 2,554,491	\$ 183,012
Construction in Progress	156,178	38,050	118,128
Capital Assets, Net of Accumulated Depreciation:			
Water System	4,866,817	4,845,799	21,018
Wastewater System	6,974,268	5,299,044	1,675,224
Drainage System	9,181,816	8,780,522	401,294
Total Net Capital Assets	<u>\$ 23,916,582</u>	<u>\$ 21,517,906</u>	<u>\$ 2,398,676</u>



**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED JUNE 30, 2019**

**LONG-TERM DEBT ACTIVITY**

As of June 30, 2019, the District had total bond debt payable of \$32,295,000. The changes in the debt position of the District during the fiscal year ended June 30, 2019, are summarized as follows:

Bond Debt Payable, July 1, 2018	\$ 29,680,000
Add: Bond Sales	6,240,000
Less: Bond Principal Paid/Refunded	<u>3,625,000</u>
Bond Debt Payable, June 30, 2019	<u>\$ 32,295,000</u>

The Series 2013, Series 2015, Series 2016 Refunding, Series 2016 Road Refunding, Series 2016A, Series 2017, Series 2018 Road and Series 2019A Refunding bonds have been assigned ratings of "AA" by virtue of bond insurance issued by Assured Guaranty Municipal Corp. The Series 2014, Series 2014 Road and Series 2019 bonds have been assigned ratings of "AA" by virtue of bond insurance issued by Build America Mutual Assurance Company. S&P and Moody's have assigned underlying credit ratings of "BBB-" and "Baa2", respectively. The above ratings are as of year-end and reflect any changes through that date.

As of June 30, 2019, the District recorded a liability to the Developers of \$9,533,202. This amount relates to completed construction projects and advances that the Developers have funded on behalf of the District. The District anticipates reimbursing the Developers for these costs from proceeds of future bond sales.

As of June 30, 2019, the District had total capital lease debt payable of \$1,156,400. The changes in the debt position of the District during the fiscal year-ended June 30, 2019, are summarized as follows:

Capital Lease Payable, July 1, 2018	\$ -0-
Capital Lease Additions	1,416,000
Less: Principal Paid	<u>259,600</u>
Capital Lease Payable, June 30, 2019	<u>\$ 1,156,400</u>

**CONTACTING THE DISTRICT'S MANAGEMENT**

This financial report is designed to provide a general overview of the District's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Willow Creek Farms Municipal Utility District, c/o Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas 77027.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**STATEMENT OF NET POSITION AND**  
**GOVERNMENTAL FUNDS BALANCE SHEET**  
**JUNE 30, 2019**

	<u>General Fund</u>	<u>Special Revenue Fund - Water Facilities</u>
<b>ASSETS</b>		
Cash	\$ 306,664	\$ 12,136
Investments	1,554,824	
Receivables:		
Property Taxes	5,127	
Penalty and Interest on Delinquent Taxes		
Service Accounts	87,497	
Accrued Interest	10,639	
Other	1,169	
Due from Other Funds	13,942	7,986
Prepaid Costs	68,750	
Due from Other Governmental Units		15,972
Joint Water Facilities Operating Advance	16,470	
Joint Wastewater Treatment Facilities Operating Advance	49,844	
Land		
Construction in Progress		
Capital Assets (Net of Accumulated Depreciation)		
<b>TOTAL ASSETS</b>	<u>\$ 2,114,926</u>	<u>\$ 36,094</u>
<b>DEFERRED OUTFLOWS OF RESOURCES</b>		
Deferred Charges on Refunding Bonds	<u>\$ -0-</u>	<u>\$ -0-</u>
<b>TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES</b>	<u>\$ 2,114,926</u>	<u>\$ 36,094</u>

The accompanying notes to the financial  
statements are an integral part of this report.

Special Revenue Fund - Wastewater Facilities	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Net Position
\$ 48,889	\$ 3,276,902	\$ 60,591 721,885	\$ 3,705,182 2,276,709	\$	\$ 3,705,182 2,276,709
	16,928		22,055		22,055
				3,429	3,429
			87,497		87,497
			10,639		10,639
			1,169		1,169
4,382	1,816		28,126	(28,126)	
23,600			92,350	55,121	147,471
15,249			31,221		31,221
			16,470	(16,470)	
			49,844	(49,844)	
				2,737,503	2,737,503
				156,178	156,178
				21,022,901	21,022,901
<u>\$ 92,120</u>	<u>\$ 3,295,646</u>	<u>\$ 782,476</u>	<u>\$ 6,321,262</u>	<u>\$ 23,880,692</u>	<u>\$ 30,201,954</u>
<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ 396,838</u>	<u>\$ 396,838</u>
<u>\$ 92,120</u>	<u>\$ 3,295,646</u>	<u>\$ 782,476</u>	<u>\$ 6,321,262</u>	<u>\$ 24,277,530</u>	<u>\$ 30,598,792</u>

The accompanying notes to the financial statements are an integral part of this report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**STATEMENT OF NET POSITION AND**  
**GOVERNMENTAL FUNDS BALANCE SHEET**  
**JUNE 30, 2019**

	General Fund	Special Revenue Fund - Water Facilities
<b>LIABILITIES</b>		
Accounts Payable	\$ 116,529	\$ 9,094
Accrued Interest Payable		
Due to Other Funds	14,184	
Due to Developers		
Security Deposits	82,600	
Accrued Interest at Time of Sale		
Joint Wastewater Treatment Facilities Operating Advances		
Joint Water Facilities Operating Advances		27,000
Long-Term Liabilities:		
Capital Lease Payable, Due Within One Year		
Capital Lease Payable, Due After One Year		
Bonds Payable, Due Within One Year		
Bonds Payable, Due After One Year		
<b>TOTAL LIABILITIES</b>	<u>\$ 213,313</u>	<u>\$ 36,094</u>
<b>DEFERRED INFLOWS OF RESOURCES</b>		
Property Taxes	<u>\$ 5,127</u>	<u>\$ - 0 -</u>
<b>FUND BALANCES</b>		
Nonspendable: Prepaid Costs	\$ 68,750	\$
Nonspendable: Operating Advances	66,314	
Restricted for Authorized Construction		
Restricted for Debt Service		
Unassigned	<u>1,761,422</u>	
<b>TOTAL FUND BALANCES</b>	<u>\$ 1,896,486</u>	<u>\$ - 0 -</u>
<b>TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES</b>	<u>\$ 2,114,926</u>	<u>\$ 36,094</u>
<b>NET POSITION</b>		
Net Investment in Capital Assets		
Restricted for Debt Service		
Unrestricted		
<b>TOTAL NET POSITION</b>		

The accompanying notes to the financial  
statements are an integral part of this report.

Special Revenue Fund - Wastewater Facilities	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Net Position
\$ 11,870	1,182	\$ 88,121	\$ 226,796	\$	\$ 226,796
				301,194	301,194
	13,942		28,126	(28,126)	
				9,533,202	9,533,202
			82,600		82,600
	6,648		6,648	(6,648)	
80,250			80,250	(49,844)	30,406
			27,000	(16,470)	10,530
				283,200	283,200
				873,200	873,200
				1,150,000	1,150,000
				31,422,589	31,422,589
<u>\$ 92,120</u>	<u>\$ 21,772</u>	<u>\$ 88,121</u>	<u>\$ 451,420</u>	<u>\$ 43,462,297</u>	<u>\$ 43,913,717</u>
<u>\$ - 0 -</u>	<u>\$ 16,928</u>	<u>\$ - 0 -</u>	<u>\$ 22,055</u>	<u>\$ (22,055)</u>	<u>\$ - 0 -</u>
\$	\$	\$	\$ 68,750	\$ (68,750)	\$
			66,314	(66,314)	
		694,355	694,355	(694,355)	
	3,256,946		3,256,946	(3,256,946)	
			1,761,422	(1,761,422)	
<u>\$ - 0 -</u>	<u>\$ 3,256,946</u>	<u>\$ 694,355</u>	<u>\$ 5,847,787</u>	<u>\$ (5,847,787)</u>	<u>\$ - 0 -</u>
<u>\$ 92,120</u>	<u>\$ 3,295,646</u>	<u>\$ 782,476</u>	<u>\$ 6,321,262</u>		
				\$ (18,254,416)	\$ (18,254,416)
				2,982,757	2,982,757
				1,956,734	1,956,734
				<u>\$ (13,314,925)</u>	<u>\$ (13,314,925)</u>

The accompanying notes to the financial statements are an integral part of this report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**RECONCILIATION OF THE GOVERNMENTAL FUNDS**  
**BALANCE SHEET TO THE STATEMENT OF NET POSITION**  
**JUNE 30, 2019**

Total Fund Balances - Governmental Funds	\$ 5,847,787
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Amounts reported for governmental activities in the Statement of Net Position are different because:

Interest paid in advance as part of a refunding bond sale is recorded as a deferred outflow in the governmental activities and systematically charged to interest expense over the remaining life of the new debt or the old debt, whichever is shorter.	396,838
--	---------

Prepaid bond insurance costs are amortized over the term of the bonds.	55,121
--	--------

Capital assets used in governmental activities are not current financial resources and, therefore, are not reported as assets in the governmental funds.	23,916,582
--	------------

Deferred inflows of resources related to property tax revenues and penalty and interest receivable on delinquent taxes for the 2018 and prior tax levies became part of recognized revenue in the governmental activities of the District.	25,484
--	--------

Certain liabilities are not due and payable in the current period and, therefore, are not reported as liabilities in the governmental funds. These liabilities at year end consist of:

Due to Developer	\$ (9,533,202)	
Accrued Interest Payable	(294,546)	
Capital Lease Payable	(1,156,400)	
Bonds Payable	(32,572,589)	(43,556,737)

Total Net Position - Governmental Activities	<u>\$ (13,314,925)</u>
--	------------------------

The accompanying notes to the financial  
statements are an integral part of this report.

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**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS STATEMENT OF**  
**REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES**  
**FOR THE YEAR ENDED JUNE 30, 2019**

	General Fund	Special Revenue Fund - Water Facilities
<b>REVENUES</b>		
Property Taxes	\$ 583,470	\$
Payment in Lieu of Taxes		
Water Service	355,563	176,570
Wastewater Service	447,459	
Shared Facilities Revenues	92,065	
Penalty and Interest	16,031	
Tap Connection and Inspection Fees	51,980	
Investment and Miscellaneous Revenues	42,284	34
<b>TOTAL REVENUES</b>	<u>\$ 1,588,852</u>	<u>\$ 176,604</u>
<b>EXPENDITURES/EXPENSES</b>		
Service Operations:		
Professional Fees	\$ 184,558	\$ 6,653
Contracted Services	482,223	19,851
Purchased Water Service	116,812	
Purchased Wastewater Service	218,383	
Utilities	7,120	44,408
Repairs and Maintenance	277,491	61,373
Depreciation		
Other	126,107	44,319
Conveyance of Assets		
Capital Outlay		
Debt Service:		
Capital Lease Principal	23,600	
Bond Principal		
Interest		
Bond Issuance Costs		
Transfer to Refunded Bond Escrow Agent		
<b>TOTAL EXPENDITURES/EXPENSES</b>	<u>\$ 1,436,294</u>	<u>\$ 176,604</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER</b>		
<b>EXPENDITURES/EXPENSES</b>	<u>\$ 152,558</u>	<u>\$ -0-</u>
<b>OTHER FINANCING SOURCES (USES)</b>		
Transfers In(Out)	\$ 36,006	\$
Proceeds from Issuance of Long-Term Debt		
Proceeds from Sale of Refunding Bonds		
Transfer to Refunded Bond Escrow Agent		
Bond Discount		
Bond Premium		
<b>TOTAL OTHER FINANCING SOURCES (USES)</b>	<u>\$ 36,006</u>	<u>\$ -0-</u>
<b>NET CHANGE IN FUND BALANCES</b>	<u>\$ 188,564</u>	<u>\$</u>
<b>CHANGE IN NET POSITION</b>		
<b>FUND BALANCES/NET POSITION -</b>		
<b>JULY 1, 2018, AS ADJUSTED</b>	<u>1,707,922</u>	
<b>FUND BALANCES/NET POSITION - JUNE 30, 2019</b>	<u><u>\$ 1,896,486</u></u>	<u><u>\$ -0-</u></u>

The accompanying notes to the financial  
statements are an integral part of this report.



Special Revenue Fund - Wastewater Facilities	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Activities
\$	\$ 1,944,499	\$	\$ 2,527,969	\$ 3,121	\$ 2,531,090
	500,000		500,000	(500,000)	
			532,133	(116,812)	415,321
469,667			917,126	(218,383)	698,743
			92,065		92,065
	9,832		25,863	1,017	26,880
			51,980		51,980
81	8,924	16,722	68,045	(25,881)	42,164
<u>\$ 469,748</u>	<u>\$ 2,463,255</u>	<u>\$ 16,722</u>	<u>\$ 4,715,181</u>	<u>\$ (856,938)</u>	<u>\$ 3,858,243</u>
\$ 3,364	\$ 3,119	\$ 21,686	\$ 219,380	\$	\$ 219,380
32,071	82,520		616,665		616,665
			116,812	(116,812)	
			218,383	(218,383)	
46,563			98,091		98,091
136,755			475,619		475,619
				726,186	726,186
38,595	16,332	97	225,450		225,450
				1,121,624	1,121,624
		3,782,358	3,782,358	(3,782,358)	
212,400			236,000	(236,000)	
	1,000,000		1,000,000	(1,000,000)	
	906,757	264,424	1,171,181	19,145	1,190,326
	134,226	286,912	421,138	(14,334)	406,804
	123,000		123,000	(123,000)	
<u>\$ 469,748</u>	<u>\$ 2,265,954</u>	<u>\$ 4,355,477</u>	<u>\$ 8,704,077</u>	<u>\$ (3,623,932)</u>	<u>\$ 5,080,145</u>
<u>\$ -0-</u>	<u>\$ 197,301</u>	<u>\$ (4,338,755)</u>	<u>\$ (3,988,896)</u>	<u>\$ 2,766,994</u>	<u>\$ (1,221,902)</u>
\$	\$	\$ (36,006)	\$	\$	\$
		3,735,000	3,735,000	(3,735,000)	
	2,505,000		2,505,000	(2,505,000)	
	(2,546,996)		(2,546,996)	2,546,996	
		(21,244)	(21,244)	21,244	
	179,063		179,063	(179,063)	
<u>\$ -0-</u>	<u>\$ 137,067</u>	<u>\$ 3,677,750</u>	<u>\$ 3,850,823</u>	<u>\$ (3,850,823)</u>	<u>\$ -0-</u>
\$	\$ 334,368	\$ (661,005)	\$ (138,073)	\$ 138,073	\$
				(1,221,902)	(1,221,902)
	2,922,578	1,355,360	5,985,860	(18,078,883)	(12,093,023)
<u>\$ -0-</u>	<u>\$ 3,256,946</u>	<u>\$ 694,355</u>	<u>\$ 5,847,787</u>	<u>\$ (19,162,712)</u>	<u>\$ (13,314,925)</u>

The accompanying notes to the financial  
statements are an integral part of this report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF**  
**REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES**  
**TO THE STATEMENT OF ACTIVITIES**  
**FOR THE YEAR ENDED JUNE 30, 2019**

Net Change in Fund Balances - Governmental Funds	\$ (138,073)
Amounts reported for governmental activities in the Statement of Activities are different because:	
Governmental funds report tax revenues when collected. However, in the Statement of Activities, revenue is recorded in the accounting period for which the taxes are levied.	3,121
Governmental funds report penalty and interest revenue on property taxes when collected. However, in the Statement of Activities, revenue is recorded when penalties and interest are assessed.	1,017
Payment in lieu of taxes due, but not ultimately to be received until future years, are recorded in the government-wide financial statements.	(525,881)
Governmental funds do not account for depreciation. However, depreciation expense is recorded in the Statement of Activities.	(726,186)
Governmental funds report capital expenditures as expenditures in the period purchased. However, in the Statement of Net Position, capital assets are increased by new purchases and the Statement of Activities is not affected. Assets conveyed to other entities for ownership and maintenance are recorded as expenses.	2,660,734
In the Statement of Net Position, bond premiums, bond discounts and bond insurance costs are amortized over the term of the bonds and the current year amortized portion is recorded in the Statement of Activities.	(143,485)
Governmental funds report payment on long-term debt as expenditures. However, in the Statement of Net Position, long-term debt principal payments are reported as decreases in long-term liabilities.	1,236,000
Governmental funds report interest expenditures on long-term debt as expenditures in the year paid. However, in the Statement of Net Position, interest is accrued on the long-term debt through fiscal year-end.	(19,145)
Governmental funds report bond proceeds as other financing sources. Issued bonds increase long-term liabilities in the Statement of Net Position.	(6,240,000)
Governmental funds report the payment to the refunded bond escrow agent as an other financing use. However, the refunding of outstanding bonds decreases long-term liabilities in the Statement of Net Position.	2,669,996
Change in Net Position - Governmental Activities	<u>\$ (1,221,902)</u>

The accompanying notes to the financial  
statements are an integral part of this report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 1. CREATION OF DISTRICT**

Willow Creek Farms Municipal Utility District (the “District”) was created by the Texas Legislature effective June 15, 2007, by Senate Bill 1961 (the “Enabling Legislation”). Pursuant to the Enabling Legislation and the provisions of Chapters 49 and 54 of the Texas Water Code, the District is empowered to purchase, operate and maintain all facilities, plants and improvements necessary to provide water, sanitary sewer service, storm sewer drainage, roads, irrigation, solid waste collection and disposal, including recycling, and to construct parks and recreational facilities for the residents of the District. The District is also empowered to contract for or employ its own peace officers with powers to make arrests and subject to certain regulatory approvals, to establish, operate and maintain a fire department to perform all fire-fighting activities within the District. The Board of Directors held its first meeting on June 27, 2007, and sold its first bonds on November 30, 2010.

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES**

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board (“GASB”). In addition, the accounting records of the District are maintained generally in accordance with the *Water District Financial Management Guide* published by the Texas Commission on Environmental Quality.

The District is a political subdivision of the State of Texas governed by an elected board. GASB has established the criteria for determining whether or not an entity is a primary government or a component unit of a primary government. The primary criteria are that it has a separately elected governing body, it is legally separate, and it is fiscally independent of other state and local governments. Under these criteria, the District is considered a primary government and is not a component unit of any other government. Additionally, no other entities meet the criteria for inclusion in the District’s financial statement as component units.

Financial Statement Presentation

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:

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 2.      SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Financial Statement Presentation (Continued)

- 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.

Government-Wide Financial Statements

The Statement of Net Position and the Statement of Activities display information about the District as a whole. The District's Statement of Net Position and Statement of Activities are combined with the governmental fund financial statements. The District is viewed as a special-purpose government and has the option of combining these financial statements.

The Statement of Net Position is reported by adjusting the governmental fund types to report on the full accrual basis, economic resource basis, which recognizes all long-term assets and receivables as well as long-term debt and obligations. Any amounts recorded due to and due from other funds are eliminated in the Statement of Net Position.

The Statement of Activities is reported by adjusting the governmental fund types to report only items related to current year revenues and expenditures. Items such as capital outlay are allocated over their estimated useful lives as depreciation expense. Internal activities between governmental funds, if any, are eliminated by adjustment to obtain net total revenue and expense in the government-wide Statement of Activities.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 2.      SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Fund Financial Statements

As discussed above, the District's fund financial statements are combined with the government-wide statements. The fund statements include a Balance Sheet and Statement of Revenues, Expenditures and Changes in Fund Balances.

Governmental Funds

The District has four governmental funds and considers each to be a major fund.

General Fund - To account for resources not required to be accounted for in another fund, customer service revenues, operating costs and general expenditures.

Special Revenue Funds - To account for financial activities of the joint water facilities and joint wastewater treatment facilities.

Debt Service Fund – To account for ad valorem taxes and financial resources restricted, committed or assigned for servicing bond debt and the cost of assessing and collecting taxes.

Capital Projects Fund – To account for financial resources restricted, committed or assigned for acquisition or construction of facilities and related costs.

Basis of Accounting

The District uses the modified accrual basis of accounting for governmental fund types. The modified accrual basis of accounting recognizes revenues when both “measurable and available.” Measurable means the amount can be determined. Available means collectable within the current period or soon enough thereafter to pay current liabilities. The District considers revenue reported in governmental funds to be available if they are collectable within 60 days after year end. Also, under the modified accrual basis of accounting, expenditures are recorded when the related fund liability is incurred, except for principal and interest on long-term debt, which are recognized as expenditures when payment is due.

Property taxes considered available by the District and included in revenue include taxes collected during the year and taxes collected after year-end, which were considered available to defray the expenditures of the current year. Deferred inflows of resources related to property tax revenues are those taxes which the District does not reasonably expect to be collected soon enough in the subsequent period to finance current expenditures.

Amounts transferred from one fund to another fund are reported as other financing sources or uses. Loans by one fund to another fund and amounts paid by one fund for another fund are reported as interfund receivables and payables in the Governmental Funds Balance Sheet if there is intent to repay the amount and if the debtor fund has the ability to repay the advance on a timely basis. The Capital Projects Fund transferred \$36,006 to the General Fund to reimburse

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 2.      SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Fund Financial Statements (Continued)

Basis of Accounting (Continued)

the General Fund for bond issuance costs. At year end, the Debt Service Fund owed the General Fund \$13,942 for maintenance tax collections, the General Fund owed the Debt Service Fund \$1,816 for the over-transfer of arbitrage expense reimbursement, the General Fund owed the Special Revenue Fund - Water Facilities \$7,986 for the District's share water facilities operations, and the General Fund owed the Special Revenue Fund - Wastewater Facilities \$4,382 for the District's share wastewater facilities operations.

Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets, are reported in the government-wide Statement of Net Position. All capital assets are valued at historical cost or estimated historical cost if actual historical cost is not available. Donated assets are valued at their fair market value on the date donated. Repairs and maintenance are recorded as expenditures in the governmental fund incurred and as an expense in the government-wide Statement of Activities. Capital asset additions, improvements and preservation costs that extend the life of an asset are capitalized and depreciated over the estimated useful life of the asset. Engineering fees and certain other costs are capitalized as part of the asset.

The District chose to early implement GASB Statement No. 89, *Accounting for Interest Cost Incurred before the End of a Construction Period*. Interest costs will no longer be capitalized as part of the asset but will be shown as an expenditure in the fund financial statements and as an expense in the government-wide financial statements.

Assets are capitalized, including infrastructure assets, if they have an original cost greater than \$5,000 and a useful life over two years. Depreciation is calculated on each class of depreciable property using the straight-line method of depreciation. Estimated useful lives are as follows:

	<u>Years</u>
Water System	10-45
Wastewater System	10-45
Drainage System	10-45

Budgeting

In compliance with governmental accounting principles, the Board of Directors annually adopts unappropriated budgets for the General Fund and Special Revenue Funds. The General Fund budget was amended and the Special Revenue Funds budgets were not amended during the current fiscal year.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 2.      SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Pensions

A pension plan has not been established. The District does not have employees, except that the Internal Revenue Service has determined that directors are considered to be “employees” for federal payroll tax purposes only.

Measurement Focus

Measurement focus is a term used to describe which transactions are recognized within the various financial statements. In the government-wide Statement of Net Position and Statement of Activities, the governmental activities are presented using the economic resources measurement focus. The accounting objectives of this measurement focus are the determination of operating income, changes in net position, financial position, and cash flows. All assets and liabilities associated with the activities are reported. Fund equity is classified as net position.

Governmental fund types are accounted for on a spending or financial flow measurement focus. Accordingly, only current assets and current liabilities are included on the Balance Sheet, and the reported fund balances provide an indication of available spendable or appropriable resources. Operating statements of governmental fund types report increases and decreases in available spendable resources. 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 has not adopted a formal policy regarding the assignment of fund balances and does not have any assigned fund 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.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

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.

**NOTE 3. LONG-TERM DEBT**

Transactions related to bonds payable for the year ended June 30, 2019 is as follows:

	July 1, 2018	Additions	Retirements	June 30, 2019
Bonds Payable	\$ 29,680,000	\$ 6,240,000	\$ 3,625,000	\$ 32,295,000
Unamortized Discounts	(22,371)	(21,244)	(22,601)	(21,014)
Unamortized Premiums	126,874	179,063	7,334	298,603
Bonds Payable, Net	<u>\$ 29,784,503</u>	<u>\$ 6,397,819</u>	<u>\$ 3,609,733</u>	<u>\$ 32,572,589</u>
Amount Due Within One Year				\$ 1,150,000
Amount Due After One Year				<u>31,422,589</u>
Bonds Payable, Net				<u><u>\$ 32,572,589</u></u>

The District has (i) \$29,010,000 principal amount of unlimited tax bonds for water, wastewater and drainage facilities and related refunding purposes, (ii) \$11,375,000 principal amount of unlimited tax bonds for parks and recreation and related refunding purposes, and (iii) \$16,450,000 principal amount of unlimited tax bonds for roads and related improvements and related refunding purposes authorized but unissued. The bonds are payable from the proceeds of an ad valorem tax levied upon all property subject to taxation within the District, without limitation as to rate or amount. As of June 30, 2019, the debt service requirements on the bonds outstanding were as follows:

Fiscal Year	Principal	Interest	Total
2020	\$ 1,150,000	\$ 951,254	\$ 2,101,254
2021	1,410,000	954,986	2,364,986
2022	1,345,000	920,287	2,265,287
2023	1,365,000	884,361	2,249,361
2024	1,245,000	847,807	2,092,807
2025-2029	7,200,000	3,650,328	10,850,328
2030-2034	7,750,000	2,481,988	10,231,988
2035-2039	7,760,000	1,166,634	8,926,634
2040-2043	3,070,000	196,275	3,266,275
	<u>\$ 32,295,000</u>	<u>\$ 12,053,920</u>	<u>\$ 44,348,920</u>



**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 3. LONG-TERM DEBT (Continued)**

	Series 2013 Utility	Series 2014 Utility	Series 2014 Road	Series 2015 Utility
Amount Outstanding – June 30, 2019	\$ 135,000	\$ 3,595,000	\$ 1,905,000	\$ 3,200,000
Interest Rates	2.50%	2.00% - 3.625%	2.00% - 3.75%	2.00% - 4.00%
Maturity Dates – Serially Beginning/Ending	September 1, 2019/2020	September 1, 2019/2038	September 1, 2019/2038	September 1, 2019/2040
Interest Payment Dates	September 1/ March 1	September 1/ March 1	September 1/ March 1	September 1/ March 1
Callable Dates	September 1, 2019*	September 1, 2022*	September 1, 2022*	September 1, 2023*
	Series 2016 Refunding	Series 2016 Road Refunding	Series 2016A Utility	Series 2017 Utility
Amount Outstanding – June 30, 2019	\$ 2,785,000	\$ 1,515,000	\$ 6,270,000	\$ 3,650,000
Interest Rates	2.00% - 4.00%	2.00% - 4.00%	1.20% - 3.00%	3.00% - 3.50%
Maturity Dates – Serially Beginning/Ending	September 1, 2019/2036	September 1, 2019/2038	September 1, 2019/2042	September 1, 2019/2042
Interest Payment Dates	September 1/ March 1	September 1/ March 1	September 1/ March 1	September 1/ March 1
Callable Dates	September 1, 2023*	September 1, 2023*	September 1, 2022*	September 1, 2024*

\* The Bonds are subject to redemption at the option of the District prior to their maturity in whole or from time to time in part, on the call date or any date thereafter at a price of par value plus unpaid accrued interest from the most recent interest payment date to the date fixed for redemption. The Series 2014 term bonds due September 1, 2026, 2028, 2030, 2032, 2034, 2036 and 2038, are subject to mandatory redemption beginning September 1, 2025, 2027, 2029, 2031, 2033, 2035 and 2037. The Series 2014 Road term bonds due September 1, 2029, 2032, 2035 and 2038, are subject to mandatory redemption beginning September 1, 2027, 2030, 2033 and 2036. The Series 2015 term bonds due September 1, 2036 and 2040, are subject to mandatory redemption beginning September 1, 2034 and 2037. The Series 2016 Refunding term bonds due September 1, 2025, 2028, and 2031 are subject to mandatory redemption beginning September 1, 2024, 2026, and 2029. The Series 2016 Refunding Road term bonds due September 1, 2025, 2029, 2032, 2035, and 2037 are subject to mandatory redemption beginning September 1, 2024, 2026, 2030, 2033, and 2036. The Series 2016A term bonds due September 1, 2042 are subject to mandatory redemption beginning September 1, 2039. The Series 2017 term bonds due September 1, 2027, 2029, 2031, 2033, and 2035 are subject to mandatory redemption beginning September 1, 2025, 2028, 2030, 2032 and 2034.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 3. LONG-TERM DEBT (Continued)**

	Series 2018 Road	Series 2019 Utility	Series 2019A Refunding
Amount Outstanding – June 30, 2019	\$ 3,000,000	\$ 3,735,000	\$ 2,505,000
Interest Rates	3.00% - 5.00%	2.00% - 3.50%	3.00% - 4.00%
Maturity Dates – Serially Beginning/Ending	September 1, 2019/2042	September 1, 2020/2042	March 1, 2020/2038
Interest Payment Dates	September 1/ March 1	September 1/ March 1	September 1/ March 1
Callable Dates	September 1, 2023*	September 1, 2024*	March 1, 2027*

\* The Bonds are subject to redemption at the option of the District prior to their maturity in whole or from time to time in part, on the call date or any date thereafter at a price of par value plus unpaid accrued interest from the most recent interest payment date to the date fixed for redemption. The Series 2018 Road term bonds due September 1, 2033, 2035, 2037, 2039, and 2042 are subject to mandatory redemption beginning 2032, 2034, 2036, 2038, and 2040. The Series 2019 term bonds due September 1, 2032, 2036, 2038, 2040, and 2042 are subject to mandatory redemption beginning September 1, 2031, 2035, 2037, 2039, and 2041. The Series 2019A Refunding term bonds due March 1, 2027, 2029, 2031, 2033, 2035, and 2038 are subject to mandatory redemption March 1, 2026, 2028, 2030, 2032, 2034, and 2036.

During the year ended June 30, 2019, the District levied an ad valorem debt service tax rate of \$0.80 (consisting of \$0.66 to pay the District's water, wastewater, and drainage debt service and \$0.14 to pay the District's road debt service) per \$100 of assessed valuation, which resulted in a tax levy of \$1,947,049 on the adjusted taxable valuation of \$243,381,154 for the 2018 tax year. The bond resolutions require the District to levy and collect an ad valorem debt service tax sufficient to pay interest and principal on bonds when due and the cost of assessing and collecting taxes.

The District's tax calendar is as follows:

Levy Date	- October 1, or as soon thereafter as practicable.
Lien Date	- January 1.
Due Date	- Upon receipt, but no later than January 31.
Delinquent Date	- February 1, at which time the taxpayer is liable for penalty and interest.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 4. SIGNIFICANT BOND RESOLUTION AND LEGAL REQUIREMENTS**

The bond resolutions state that the District is required by the Securities and Exchange Commission to provide continuing disclosure of certain general financial information and operating data with respect to the District to certain information repositories. This information, along with the audited annual financial statements, is to be provided within six months after the end of each fiscal year and shall continue to be provided through the life of the bonds.

The bond resolutions state that the District should take all necessary steps to comply with the requirement that rebatable arbitrage earnings, if any, on the investment of the gross proceeds of the bonds, within the meaning of Section 148(f) of the internal Revenue Code, be rebated to the federal government.

**NOTE 5. DEPOSITS AND INVESTMENTS**

Deposits

Custodial credit risk is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The District's deposit policy for custodial credit risk requires compliance with the provisions of Texas statutes.

Texas statutes require that any cash balance in any fund shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the District of securities eligible under the laws of Texas to secure the funds of the District, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged. At fiscal year end, the carrying amount of the District's deposits was \$4,908,201 and the bank balance was \$4,908,051. The District was not exposed to custodial risk at year-end. The carrying values of the deposits are included in the Governmental Funds Balance Sheet and the Statement of Net Position at June 30, 2019, as listed below:

	Cash	Certificates of Deposit	Total
GENERAL FUND	\$ 306,664	\$ 1,203,019	\$ 1,509,683
SPECIAL REVENUE FUNDS	61,025		61,025
DEBT SERVICE FUND	3,276,902		3,276,902
CAPITAL PROJECTS FUND	60,591		60,591
TOTAL DEPOSITS	<u>\$ 3,705,182</u>	<u>\$ 1,203,019</u>	<u>\$ 4,908,201</u>

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 5. DEPOSITS AND INVESTMENTS (Continued)**

Investments

Under Texas law, the District is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity and that address investment diversification, yield, maturity, and the quality and capability of investment management, and all District funds must be invested in accordance with the following investment objectives: understanding the suitability of the investment to the District's financial requirements, first; preservation and safety of principal, second; liquidity, third; marketability of the investments if the need arises to liquidate the investment before maturity, fourth; diversification of the investment portfolio, fifth; and yield, sixth. 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." No person may invest District funds without express written authority from the Board of Directors.

Texas statutes include specifications for and limitations applicable to the District and its authority to purchase investments as defined in the Public Funds Investment Act. The District has adopted a written investment policy to establish the guidelines by which it may invest. This policy is reviewed annually. The District's investment policy may be more restrictive than the Public Funds Investment Act.

The District invests in the Texas Short Term Asset Reserve Program ("TexSTAR"), an external public funds investment pool that is not SEC-registered. J. P. Morgan Investment Management Inc. provides investment management and FirstSouthwest, a Division of Hilltop Securities Inc. provides participant services and marketing under an agreement with the TexSTAR Board of Directors. Custodial, fund accounting and depository services are provided by JPMorgan Chase Bank, N.A. and/or its subsidiary J.P. Morgan Investors Services Co. Investments held by TexSTAR are marked to market daily. The investments are considered to be Level I investments because their fair value is measured by quoted prices in active markets. The fair value of the District's position in the pool is the same as the value of the pool shares. There are no limitations or restrictions on withdrawals from TexSTAR. The District records certificates of deposit at acquisition cost. As of June 30, 2019, the District had the following investments and maturities:

Fund and Investment Type	Fair Value	Maturities of Less Than 1 Year
<u>GENERAL FUND</u>		
TexSTAR	\$ 351,805	\$ 351,805
Certificates of Deposit	1,203,019	1,203,019
<u>CAPITAL PROJECTS FUND</u>		
TexSTAR	721,885	721,885
<b>TOTAL INVESTMENTS</b>	<u><u>\$ 2,276,709</u></u>	<u><u>\$ 2,276,709</u></u>

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 5. DEPOSITS AND INVESTMENTS (Continued)**

Investments (Continued)

Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. The District manages credit risk by investing in certificates of deposit with balances below FDIC coverage. The District's investment in TexSTAR was rated AAAM by Standard and Poor's. Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The District manages interest rate risk by investing in certificates of deposit with maturities of less than one year. The District considers the investment in TexSTAR to have a maturity of less than one year since the share position can usually be redeemed each day at the discretion of the District, unless there has been a significant change in value.

Restrictions - All cash and investments of the Special Revenue Funds are restricted for payment of joint water plant and joint wastewater plant operations. All cash and investments of the Debt Service Fund are restricted for the payment of debt service and the cost of assessing and collecting taxes. All cash and investments of the Capital Projects Fund are restricted for the purchase of capital assets.

**NOTE 6. CAPITAL ASSETS**

Capital asset activity for the year ended June 20, 2019 is as follows:

	July 1, 2018	Increases	Decreases	June 30, 2019
<b>Capital Assets Not Being Depreciated</b>				
Land and Land Improvements	\$ 2,554,491	\$ 183,012	\$	\$ 2,737,503
Construction in Progress	38,050	3,124,862	3,006,734	156,178
<b>Total Capital Assets Not Being Depreciated</b>	<u>\$ 2,592,541</u>	<u>\$ 3,307,874</u>	<u>\$ 3,006,734</u>	<u>\$ 2,893,681</u>
<b>Capital Assets Subject to Depreciation</b>				
Water System	\$ 6,626,806	\$ 288,115	\$	\$ 6,914,921
Wastewater System	6,310,394	1,878,050		8,188,444
Drainage System	10,186,387	657,557		10,843,944
<b>Total Capital Assets Subject to Depreciation</b>	<u>\$ 23,123,587</u>	<u>\$ 2,823,722</u>	<u>\$ - 0 -</u>	<u>\$ 25,947,309</u>
<b>Accumulated Depreciation</b>				
Water System	\$ 1,781,007	\$ 267,097	\$	\$ 2,048,104
Wastewater System	1,011,350	202,826		1,214,176
Drainage System	1,405,865	256,263		1,662,128
<b>Total Accumulated Depreciation</b>	<u>\$ 4,198,222</u>	<u>\$ 726,186</u>	<u>\$ - 0 -</u>	<u>\$ 4,924,408</u>
<b>Total Depreciable Capital Assets, Net of Accumulated Depreciation</b>	<u>\$ 18,925,365</u>	<u>\$ 2,097,536</u>	<u>\$ - 0 -</u>	<u>\$ 21,022,901</u>
<b>Total Capital Assets, Net of Accumulated Depreciation</b>	<u>\$ 21,517,906</u>	<u>\$ 5,405,410</u>	<u>\$ 3,006,734</u>	<u>\$ 23,916,582</u>

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 7. MAINTENANCE TAX**

On November 6, 2007, the voters of the District approved the levy and collection of a maintenance tax not to exceed \$1.50 per \$100 of assessed valuation of taxable property within the District. During the year ended June 30, 2019, the District levied an ad valorem maintenance tax rate of \$0.24 per \$100 of assessed valuation, which resulted in a tax levy of \$584,115 on the adjusted taxable valuation of \$243,381,154 for the 2018 tax year.

**NOTE 8. ROAD MAINTENANCE TAX**

On November 6, 2007, the voters of the District approved the levy and collection of a maintenance tax for road facilities not to exceed \$0.25 per \$100 of assessed valuation of taxable property within the District. During the year ended June 30, 2019, the District did not levy road maintenance tax.

**NOTE 9. UNREIMBURSED COSTS**

The District has executed development financing agreements with Developers within the District. The agreements call for the Developers to make operating advances and fund costs associated with water, sewer and drainage facilities as well as roads and other infrastructure until such time as the District can sell bonds. Reimbursement to the Developers is contingent upon approval from the Commission (other than costs associated with road facilities) and the future sale of bonds.

**NOTE 10. RISK MANAGEMENT**

The District is exposed to various risks of loss related to torts, theft of, damage to and destruction of assets, errors and omissions and natural disasters for which the District carries commercial insurance. There have been no significant reductions in coverage and no settlements have exceeded coverage in the past three years.

**NOTE 11. TRANSPORTATION DEVELOPMENT AGREEMENT**

On October 26, 2007, the District entered into the Transportation Development Agreement with Waller County, Texas (the "County") and a District Developer. The agreement was amended on December 18, 2013. The District and the County, through the initial funding by the Developer, agree to share in certain transportation improvements (the "Project") within the District. The Project applicable to this agreement is the roadway improvements to Kingsland Boulevard, including paving one-half of the full concrete boulevard section from Pederson Road west to the eastern boundary of the proposed drainage channel that will serve the District's development, as well as the associated right of way, lighting and drainage facilities, as required by the County.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 11. TRANSPORTATION DEVELOPMENT AGREEMENT (Continued)**

Upon the completion of the Project and the expiration of the warranty period on the Project, the County accepted ownership and maintenance of the Project in the same manner and to the same extent it owns and maintains County owned roads and related road facilities in other unincorporated areas of the County. The District retains ownership and maintenance of the lighting and drainage facilities associated with the Project, unless otherwise agreed to by the District and the County.

In accordance with the Developer reimbursement agreements, the District will reimburse the Developer for the entire Project costs, through the issuance of bonds or otherwise. To reimburse the District for its share of the Project costs, the County agrees to pay the District a portion of the ad valorem taxes levied and collected by the County in future years on the assessed valuation of the real property and improvements within the District. The annual payment will be at a rate of \$0.20 per \$100 of assessed valuation of the tax revenues actually levied and collected by the County on the “captured appraised value”, exclusive of any interest and penalties paid by the taxpayer to the County and exclusive of any collections costs incurred by the County. “Captured appraised value” is defined in the agreement as the total appraised value of the real property and improvements taxable by the County and located in the District for a given year, as certified by Waller County Appraisal District, less the “tax increment base”. The “tax increment base” is the total appraised value of all real property and improvements taxable by the County located in the District as of January 1, 2007, as certified by the Waller County Appraisal District, which was \$4,633,030.

Pursuant to the terms of the agreement, the annual payment will begin on May 1 in the calendar year following the calendar year for which the District issues its initial series of bonds used to pay for the project costs and shall be payable each May 1, with each such payment being applicable to the calendar year preceding the calendar year of each May 1. On September 1 of each calendar year, the County will cause to be paid to the District the portion of the annual payment which reflects collections made by the County subsequent to May 1. The annual payment will continue for such number of years as required to accumulate sufficient funds to amortize the bonds or other debt (including the costs of issuance and interest on such bonds or other debt). The total amount to be paid by the County under the agreement is \$1,400,000. The County reserves the option to prepay its obligations under this agreement at any time without penalty. The District sold its Series 2012 Road Bonds to reimburse developers for Kingsland Boulevard pavement construction and related engineering costs, right-of-way acquisition costs, stormwater pollution prevention plan costs and developer advances.

The total amount necessary to satisfy the County’s obligation to the District under the agreement is \$1,471,734. The District received payments of \$85,559, \$126,726, \$213,395, \$150,000, and \$370,173 for the 2012, 2013, 2014, 2015, and 2016 years, respectively. In conjunction with entering into a Settlement and Release Agreement, dated January 10, 2019, the County paid the District \$500,000 in full satisfaction of the County’s remaining payment obligation under the terms of the Agreement.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 12. BLUEBONNET GROUNDWATER CONSERVATION DISTRICT**

The District is located within the boundaries of the Bluebonnet Groundwater Conservation District (the “Conservation District”). The Conservation District operates in Austin, Grimes, Walker, and Waller counties. The Conservation District was created to provide a locally controlled groundwater district in order to protect and recharge groundwater, to prevent pollution or waste of groundwater, to control subsidence caused by withdrawal of water from the groundwater reservoirs in the area, and to regulate the transport of water out of the boundaries of the Conservation District. The Conservation District charges minimum fees per well per month along with production fees, transport fees and excess pumpage fees, when necessary.

**NOTE 13. BOND SALES**

On March 29, 2019, the District issued its \$3,735,000 Series 2019 Unlimited Tax Bonds. Proceeds of the bond sale were used to reimburse developers for: construction and related engineering costs for water, sanitary sewer and drainage facilities serving Willow Creek Farms, Section 1 and 2 and Willow Creek Farms II, Sections 7 and 8; land; SWPP and erosion control; geotechnical costs; and bond issuance costs

On June 11, 2019, the District closed on the sale of its \$2,505,000 Series 2019A Unlimited Tax Refunding Bonds. Proceeds of the bonds, plus \$123,000 in available District funds, were used to refund \$565,000 of the Series 2010 Bonds with interest rates of 4.875% to 5.00%, maturity dates of 2019-2033, and a redemption date of September 1, 2019, as well as \$2,060,000 of the Series 2013 Bonds with interest rates of 2.50% - 5.00%, maturity dates of 2021 – 2038, and redemption date of September 1, 2019. The refunding resulted in gross debt service savings of \$278,686 and net present value savings of \$169,150.

**NOTE 14. CAPITAL LEASE**

The District executed a Lease Agreement with Option to Purchase with AUC Group, L.P. for an additional 265,000 gallons per day sewage treatment plant. The term of the lease will be 60 months from the first day of the month following delivery and installation of the equipment. Total payments over the term of the lease will be \$1,416,000 with monthly installments of \$23,600 (\$283,200 per year). The initial term of the lease commenced on August 1, 2018. Lease payments totaling \$236,000 were made by the District with another \$23,600 paid by a developer at the time the first and last months’ lease payments of \$47,200 were made. At year end, prepaid lease payments total \$47,200 which consist of the July 2019 lease payment and the last month’s lease payment. Fulshear 3B pays for 73.50% of the monthly lease payments as part of the wastewater treatment facilities costs shared with the District (see Note 18).



**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 14. CAPITAL LEASE (Continued)**

Capital Lease Payable:	
Due Within One Year	\$ 283,200
Due After One Year	<u>873,200</u>
Capital Lease Payable, June 30, 2019	<u>\$ 1,156,400</u>

**NOTE 15. STRATEGIC PARTNERSHIP AGREEMENT**

Effective November 15, 2016, the District entered into a Strategic Partnership Agreement (the "Agreement") with the City of Katy, Texas (the "City"). The Agreement, subject to the Development Agreement (see Note 16), provides for the annexation of the entirety of the property located in the District (the "Tract") by the City for certain limited purposes including the provision of fire, police protection, and emergency response services. The Agreement further provides for the annexation of particular commercial and residential property located in the District (the "Development Tract") for the limited purpose of imposing a Sales and Use Tax, providing City water and wastewater utility services, providing City garbage and recycling collection, imposing City drainage standards, and accepting the roads constructed on the Development Tract for ownership.

The City will impose a Sales and Use Tax within the District upon the limited-purpose annexation of the Development Tract. The Sales and Use Tax will be imposed on the receipts from the sale and use at retail of taxable items at the rate of one percent or the rate specified under future amendments to Chapter 321 of the Tax Code. The City will pay the District 50% of all Sales and Use Tax revenues that are reported on the monthly sales tax report provided by the Comptroller and received by the City from the Comptroller (net of any Comptroller collection costs) within 30 days of the City receiving the funds from the State Comptroller's office.

In consideration of the District's receipt of the Sales and Use Tax revenue, the District agrees to use available funds, including but not limited to the Sales and Use Tax revenue the District receives, to acquire the necessary right of way and construct the road improvements (the "Road Improvements") set forth in the Agreement. Upon completion of each Road Improvements, the City will accept the Road Improvements in accordance with the terms of the Development Agreement and assume all responsibility to continue maintenance related thereto. So long as the District completes the Road Improvements, the District may use the Sales and Use Tax revenues for any lawful purpose for the entirety of the term of the Agreement.

The Agreement continues until the earlier of: (i) dissolution of the District; (ii) 45 years from the effective date of the Agreement; or (iii) termination on an earlier date pursuant to express written agreement executed by the City and the District. The Agreement may be extended beyond 45 years from the effective date for successive one-year or longer periods by mutual agreement of the City and the District.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 16. DEVELOPMENT AGREEMENT**

Effective November 15, 2016, the District entered into a Development Agreement (the “Agreement”) with the City of Katy, Texas. Pursuant to this Agreement, the City agrees to provide certain services to approximately 162.2 acres of land within the District (the “Development Tract”) which will be developed for commercial and single-family residential purposes.

The City will provide the necessary water supply and wastewater treatment plant capacity to serve the Development Tract. As the Development Tract facilities are acquired and constructed, the District will convey the same to the City for ownership and maintenance. The City will also accept for ownership and maintenance road projects constructed within the Development Tract. The District will continue to own and maintain storm water detention facilities, park and recreational facilities, and all other facilities owned by the District located outside the boundaries of the Development Tract. The City will provide services to users within the Development Tract at rates that are equal to those charged to other similar users served by the City. The City will bill and collect from the Development Tract customers, with all revenues belonging exclusively to the City. The City will provide garbage and recycling services to the customers located in the Development Tract at the same rates as those charged to other customers located within the City.

The City will provide police protection and related emergency response services (collectively, the “Emergency Services”) for the entirety of the District for an annual payment of \$275,000 which is due each year by October 1<sup>st</sup>. Provision of Emergency Services commenced on December 1, 2016. At such time as the City begins collecting its share of the Sales and Use Tax revenue from the Development Tract, pursuant to the Strategic Partnership Agreement described in Note 15, the City will credit such amount to the annual Emergency Services payment due for the following year. The District will be responsible for paying the balance of the Emergency Services payment due, if any. Until all legal requirements are met, including but not limited to TCEQ approval of the District’s Fire Plan and successful fire election, the City will not be contractually obligated to provide fire and emergency medical services. The District submitted its Fire Plan to the TCEQ for review and approval. Subsequent to year end, the TCEQ approved the District’s Fire Plan and the District has called a Fire Fighting Plan, Contract, and Tax Election to be held November 5, 2019, to submit the plan, contract with the City, and associated tax to the District’s voters. If the election is successful, the City will provide fire and emergency medical services within the boundaries of the District in exchange for the District levying and remitting a \$0.0995 per \$100 fire services tax.

The Agreement will remain in effect until the earlier of (i) annexation by and the dissolution of the District by the City; or (ii) the expiration of 45 years from the date hereof.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**NOTE 17. NORTH FORT BEND WATER AUTHORITY**

A small portion of the District is located within the boundaries of the North Fort Bend Water Authority (the “Authority”). The Authority was created by an Act of the Texas Legislature. The Act empowers the Authority for purposes including the acquisition and provision of surface water and groundwater for residential, commercial, industrial, agricultural, and other uses, the reduction of groundwater withdrawals, the conservation, preservation, protection, recharge, and prevention of waste of groundwater, and of groundwater reservoirs or their subdivisions, and the control of subsidence caused by withdrawal of water from those groundwater reservoirs or their subdivisions. The Authority is overseeing that its participants comply with subsidence district pumpage requirements. The Authority charges a fee, based on the amount of water pumped from a well, to the owners of wells located within the boundaries of the Authority, unless exempted. The current rates charged by the Authority are \$3.65 per 1,000 gallons of water pumped from each well and \$4.00 per 1,000 gallons of surface water purchased.

**NOTE 18. AGREEMENTS WITH FULSHEAR MUNICIPAL UTILITY DISTRICT NO. 3B**

On June 11, 2015, the District entered into an agreement with Fulshear Municipal Utility District No. 3B (“Fulshear 3B”) for joint water plant operations. Fulshear 3B participated with the District in the expansion of the water plant to 2,175 equivalent single-family connections (“esfcs”) with 1,325 esfcs allocated to the District and 850 esfcs allocated to Fulshear 3B. Ownership capacity is allocated to the District and Fulshear 3B at 61% and 39%, respectively. Each district pays its proportionate share of the operation and maintenance costs based on the ratio of water used by the districts from the water plant to all water produced by the water plant. The term of the agreement is 40 years from the effective date.

On June 11, 2015, the District entered into an agreement with Fulshear 3B for joint wastewater treatment plant operations. Fulshear 3B participated with the District in the expansion of the interim wastewater treatment plant which serves 1,960 esfcs with 1,235 esfcs allocated to the District and 725 esfcs allocated to Fulshear 3B. Ownership capacity for the District and Fulshear 3B is 63% and 37%, respectively. Fulshear 3B pays its proportionate share of the operation and maintenance costs based on its ownership capacity. The term of the agreement is 5 years from the effective date with the option to renew for successive one-year terms.

**NOTE 19. PRIOR PERIOD ADJUSTMENT**

The District decreased its July 1, 2018 General Fund fund balance and Net Position by \$206,250 to account for amounts owed to the City of Katy for the agreed upon annual payment related to emergency services for the fiscal year ending June 30, 2018, as detailed in Note 16.

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**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**

**REQUIRED SUPPLEMENTARY INFORMATION**

**JUNE 30, 2019**



**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**SCHEDULE OF REVENUES, EXPENDITURES AND**  
**CHANGES IN FUND BALANCE - BUDGET AND ACTUAL - GENERAL FUND**  
**FOR THE YEAR ENDED JUNE 30, 2019**

	Original Budget	Final Amended Budget	Actual	Variance Positive (Negative)
<b>REVENUES</b>				
Property Taxes	\$ 510,000	\$ 575,000	\$ 583,470	\$ 8,470
Water Service	375,000	375,000	355,563	(19,437)
Wastewater Service	420,000	420,000	447,459	27,459
Penalty and Interest	11,000	11,000	16,031	5,031
Tap Connection and Inspection Fees	65,000	65,000	51,980	(13,020)
Investment and Miscellaneous Revenues	<u>29,000</u>	<u>29,000</u>	<u>134,349</u>	<u>105,349</u>
<b>TOTAL REVENUES</b>	<u>\$ 1,410,000</u>	<u>\$ 1,475,000</u>	<u>\$ 1,588,852</u>	<u>\$ 113,852</u>
<b>EXPENDITURES</b>				
Services Operations:				
Professional Fees	\$ 223,500	\$ 223,500	\$ 184,558	\$ 38,942
Contracted Services	498,000	477,000	482,223	(5,223)
Purchased Water Service	160,019	160,019	116,812	43,207
Purchased Wastewater Service		200,000	218,383	(18,383)
Utilities	40,000	40,000	7,120	32,880
Repairs and Maintenance/Capital Outlay	285,000	218,000	277,491	(59,491)
Other	<u>175,000</u>	<u>144,000</u>	<u>149,707</u>	<u>(5,707)</u>
<b>TOTAL EXPENDITURES</b>	<u>\$ 1,381,519</u>	<u>\$ 1,462,519</u>	<u>\$ 1,436,294</u>	<u>\$ 26,225</u>
<b>EXCESS (DEFICIENCY) OF</b>				
<b>REVENUES OVER EXPENDITURES</b>	<u>\$ 28,481</u>	<u>\$ 12,481</u>	<u>\$ 152,558</u>	<u>\$ 140,077</u>
<b>OTHER FINANCING SOURCES(USES)</b>				
Transfers In	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ 36,006</u>	<u>\$ 36,006</u>
<b>NET CHANGE IN FUND BALANCE</b>	\$ 28,481	\$ 12,481	\$ 188,564	\$ 176,083
<b>FUND BALANCE - JULY 1, 2018</b>	<u>1,707,922</u>	<u>1,707,922</u>	<u>1,707,922</u>	
<b>FUND BALANCE - JUNE 30, 2019</b>	<u><u>\$ 1,736,403</u></u>	<u><u>\$ 1,720,403</u></u>	<u><u>\$ 1,896,486</u></u>	<u><u>\$ 176,083</u></u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN**  
**FUND BALANCE – BUDGET AND ACTUAL –**  
**SPECIAL REVENUE FUND – WATER FACILITIES**  
**FOR THE YEAR ENDED JUNE 30, 2019**

	Original and Final Budget	Actual	Variance Positive (Negative)
<b>REVENUES</b>			
Water Service	\$ 228,500	\$ 176,570	\$ (51,930)
Investment and Miscellaneous Revenues		34	34
<b>TOTAL REVENUES</b>	<u>\$ 228,500</u>	<u>\$ 176,604</u>	<u>\$ (51,896)</u>
<b>EXPENDITURES</b>			
Services Operations:			
Professional Fees	\$ 16,000	\$ 6,653	\$ 9,347
Contracted Services	7,000	19,851	(12,851)
Utilities	40,000	44,408	(4,408)
Repairs and Maintenance	130,000	61,373	68,627
Other	35,500	44,319	(8,819)
<b>TOTAL EXPENDITURES</b>	<u>\$ 228,500</u>	<u>\$ 176,604</u>	<u>\$ 51,896</u>
<b>NET CHANGE IN FUND BALANCE</b>	\$ -0-	\$ -0-	\$ -0-
<b>FUND BALANCE - JULY 1, 2018</b>	<u>                    </u>	<u>                    </u>	<u>                    </u>
<b>FUND BALANCE - JUNE 30, 2019</b>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>

See accompanying independent auditor's report.



**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN**  
**FUND BALANCE – BUDGET AND ACTUAL –**  
**SPECIAL REVENUE FUND – WASTEWATER FACILITIES**  
**FOR THE YEAR ENDED JUNE 30, 2019**

	Original and Final Budget	Actual	Variance Positive (Negative)
<b>REVENUES</b>			
Wastewater Service	\$ 481,500	\$ 469,667	\$ (11,833)
Investment and Miscellaneous Revenues		81	81
<b>TOTAL REVENUES</b>	<u>\$ 481,500</u>	<u>\$ 469,748</u>	<u>\$ (11,752)</u>
<b>EXPENDITURES</b>			
Services Operations:			
Professional Fees	\$ 15,000	\$ 3,364	\$ 11,636
Contracted Services	6,300	32,071	(25,771)
Purchased Wastewater Service/Lease Payments	283,200	212,400	70,800
Utilities	30,000	46,563	(16,563)
Repairs and Maintenance	50,000	136,755	(86,755)
Other	97,000	38,595	58,405
<b>TOTAL EXPENDITURES</b>	<u>\$ 481,500</u>	<u>\$ 469,748</u>	<u>\$ 11,752</u>
<b>NET CHANGE IN FUND BALANCE</b>	\$ -0-	\$ -0-	\$ -0-
<b>FUND BALANCE - JULY 1, 2018</b>	<u>                    </u>	<u>                    </u>	<u>                    </u>
<b>FUND BALANCE - JUNE 30, 2019</b>	<u><u>\$ -0-</u></u>	<u><u>\$ -0-</u></u>	<u><u>\$ -0-</u></u>

See accompanying independent auditor's report.

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**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**SUPPLEMENTARY INFORMATION – REQUIRED BY THE**  
**WATER DISTRICT FINANCIAL MANAGEMENT GUIDE**  
**JUNE 30, 2019**



**FOR THE YEAR ENDED JUNE 30, 2019**

**1. SERVICES PROVIDED BY THE DISTRICT DURING THE FISCAL YEAR:**

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

## 2. RETAIL SERVICE PROVIDERS

**a. RETAIL RATES FOR A 5/8" METER (OR EQUIVALENT):**

Based on the rate order adopted on November 9, 2017.

	<u>Minimum Charge</u>	<u>Minimum Usage</u>	<u>Flat Rate Y/N</u>	<u>Rate per 1,000 Gallons over Minimum Use</u>	<u>Usage Levels</u>
WATER:	\$ 23.00	8,000	N	\$ 1.00	8,001 – 15,000
				\$ 1.50	15,001 – 30,000
				\$ 2.00	30,001 and up

WASTEWATER: \$ 38.00\* Y

**SURCHARGE:**

Groundwater Reduction Fees	110% of the per 1,000 gallon water pumpage fee charged by the Bluebonnet Groundwater Conservation District.
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Total monthly charges per 10,000 gallons usage: Water: \$ 25.00 Wastewater: \$ 38.00 Surcharge: \$ 0.50

\* Includes garbage service for residential connections only.

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT  
SERVICES AND RATES  
FOR THE YEAR ENDED JUNE 30, 2019**

**2. RETAIL SERVICE PROVIDERS (Continued)**

**b. WATER AND WASTEWATER RETAIL CONNECTIONS: (Unaudited)**

<u>Meter Size</u>	<u>Total Connections</u>	<u>Active Connections</u>	<u>ESFC Factor</u>	<u>Active ESFCs</u>
Unmetered			x 1.0	
≤¾"	<u>1,056</u>	<u>1,055</u>	x 1.0	<u>1,055</u>
1"	<u>1</u>	<u>1</u>	x 2.5	<u>3</u>
1½"			x 5.0	
2"	<u>5</u>	<u>1</u>	x 8.0	<u>8</u>
3"			x 15.0	
4"			x 25.0	
6"			x 50.0	
8"			x 80.0	
10"			x 115.0	
Total Water Connections	<u>1,062</u>	<u>1,057</u>		<u>1,065</u>
Total Wastewater Connections	<u>1,022</u>	<u>1,056</u>	x 1.0	<u>1,056</u>

**3. TOTAL WATER CONSUMPTION DURING THE FISCAL YEAR ROUNDED TO THE NEAREST THOUSAND: (Unaudited)**

Gallons pumped into system:	215,683,000	Water Accountability Ratio: 95% (Gallons billed and sold/Gallons pumped)
Gallons billed to customers:	136,406,000	
Total Gallons sold:	67,848,000	To: <u>Fulshear MUD 3B</u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT  
SERVICES AND RATES  
FOR THE YEAR ENDED JUNE 30, 2019**

**4. STANDBY FEES** (authorized only under TWC Section 49.231):

Does the District have Debt Service standby fees? Yes ☐ No ☒

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

**5. LOCATION OF DISTRICT:**

Is the District located entirely within one county?

Yes ☐ No ☒

Counties in which District is located:

Waller and Fort Bend Counties, Texas

Is the District located within a city?

Entirely ☐ Partly ☐ Not at all ☒

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

Entirely ☒ Partly ☐ Not at all ☐

ETJ in which District is located:

City of Katy, Texas

Are Board Members appointed by an office outside the District?

Yes ☐ No ☒

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**GENERAL FUND EXPENDITURES**  
**FOR THE YEAR ENDED JUNE 30, 2019**

PROFESSIONAL FEES:	
Auditing	\$ 15,750
Engineering	47,769
Legal	121,039
TOTAL PROFESSIONAL FEES	<u>\$ 184,558</u>
PURCHASED SERVICES FOR RESALE:	
Purchased Water Service	\$ 116,812
Purchased Wastewater Service	218,383
TOTAL PURCHASED SERVICES FOR RESALE	<u>\$ 335,195</u>
CONTRACTED SERVICES:	
Bookkeeping	\$ 17,325
Operations and Billing	20,971
TOTAL CONTRACTED SERVICES	<u>\$ 38,296</u>
UTILITIES	<u>\$ 7,120</u>
REPAIRS AND MAINTENANCE	<u>\$ 277,491</u>
ADMINISTRATIVE EXPENDITURES:	
Director Fees	\$ 17,250
Insurance	4,094
Office Supplies and Postage	21,104
Payroll Taxes	1,503
Travel and Meetings	6,945
Other	14,893
TOTAL ADMINISTRATIVE EXPENDITURES	<u>\$ 65,789</u>
TAP CONNECTIONS	<u>\$ 35,400</u>
SOLID WASTE DISPOSAL	<u>\$ 168,927</u>
MUNICIPAL SERVICES	<u>\$ 275,000</u>
OTHER EXPENDITURES:	
Chemicals	\$ 607
Laboratory Fees	1,333
Lease Payments	23,600
Permit Fees	2,046
Reconnection Fees	10,180
Inspection Fees	7,030
Regulatory Assessment	3,722
TOTAL OTHER EXPENDITURES	<u>\$ 48,518</u>
TOTAL EXPENDITURES	<u><u>\$ 1,436,294</u></u>

See accompanying independent auditor's report.



**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**INVESTMENTS**  
**JUNE 30, 2019**

<u>Funds</u>	<u>Identification or Certificate Number</u>	<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Balance at End of Year</u>	<u>Accrued Interest Receivable at End of Year</u>
<u>GENERAL FUND</u>					
TexSTAR	XXXX2220	Varies	Daily	\$ 351,805	\$
Certificate of Deposit	XXXX0231	2.40%	09/14/19	243,019	4,618
Certificate of Deposit	XXXX1980	2.75%	02/14/20	240,000	2,459
Certificate of Deposit	XXXX5103	2.75%	05/23/20	240,000	687
Certificate of Deposit	XXXX0445	2.75%	02/20/20	240,000	2,351
Certificate of Deposit	XXXX2847	2.75%	06/01/20	240,000	524
TOTAL GENERAL FUND				<u>\$ 1,554,824</u>	<u>\$ 10,639</u>
<u>CAPITAL PROJECTS FUND</u>					
TexSTAR	XXXX4440	Varies	Daily	<u>\$ 721,885</u>	<u>\$ - 0 -</u>
TOTAL - ALL FUNDS				<u>\$ 2,276,709</u>	<u>\$ 10,639</u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**TAXES LEVIED AND RECEIVABLE**  
**FOR THE YEAR ENDED JUNE 30, 2019**

	<u>Maintenance Taxes</u>		<u>Debt Service Taxes</u>	
TAXES RECEIVABLE -				
JULY 1, 2018	\$	4,499	\$	14,435
Adjustments to Beginning				
Balance		<u>(17)</u>		<u>(57)</u>
	\$	4,482	\$	14,378
Original 2018 Tax Levy	\$	584,732	\$	1,949,107
Adjustment to 2018 Tax Levy		<u>(617)</u>		<u>(2,058)</u>
		584,115		1,947,049
TOTAL TO BE				
ACCOUNTED FOR		\$ 588,597		\$ 1,961,427
TAX COLLECTIONS:				
Prior Years	\$	3,208	\$	10,292
Current Year		<u>580,262</u>		<u>1,934,207</u>
		583,470		1,944,499
TAXES RECEIVABLE -				
JUNE 30, 2019		<u>\$ 5,127</u>		<u>\$ 16,928</u>
TAXES RECEIVABLE BY				
YEAR:				
2018	\$	3,853	\$	12,842
2017		<u>1,274</u>		<u>4,086</u>
TOTAL	\$	<u>5,127</u>	\$	<u>16,928</u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT  
TAXES LEVIED AND RECEIVABLE  
FOR THE YEAR ENDED JUNE 30, 2019**

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
PROPERTY VALUATIONS:				
Land	\$ 51,299,416	\$ 46,036,733	\$ 43,703,300	\$ 31,140,540
Improvements	195,120,336	178,764,943	148,989,283	129,728,011
Personal Property	3,147,787	3,160,604	2,336,699	1,746,193
Exemptions	<u>(6,186,385)</u>	<u>(5,516,388)</u>	<u>(4,261,203)</u>	<u>(3,016,465)</u>
TOTAL PROPERTY VALUATIONS	<u>\$ 243,381,154</u>	<u>\$ 222,445,892</u>	<u>\$ 190,768,079</u>	<u>\$ 159,598,279</u>
TAX RATES PER \$100 VALUATION:				
Debt Service	\$ 0.80	\$ 0.77	\$ 0.820	\$ 0.90
Maintenance	<u>0.24</u>	<u>0.24</u>	<u>0.275</u>	<u>0.25</u>
TOTAL TAX RATES PER \$100 VALUATION	<u>\$ 1.04</u>	<u>\$ 1.01</u>	<u>\$ 1.095</u>	<u>\$ 1.15</u>
ADJUSTED TAX LEVY*	<u>\$ 2,531,164</u>	<u>\$ 2,246,703</u>	<u>\$ 2,088,910</u>	<u>\$ 1,835,380</u>
PERCENTAGE OF TAXES COLLECTED TO TAXES LEVIED	<u>99.34 %</u>	<u>99.76 %</u>	<u>100.00 %</u>	<u>100.00 %</u>

\* Based upon adjusted tax at time of audit for the period in which the tax was levied.

Maintenance Tax – Maximum tax rate of \$1.50 per \$100 of assessed valuation was approved by voters on November 6, 2007.

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**LONG-TERM DEBT SERVICE REQUIREMENTS**  
**JUNE 30, 2019**

S E R I E S - 2 0 1 3 U T I L I T Y			
Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total
2020	\$ 65,000	\$ 2,563	\$ 67,563
2021	70,000	875	70,875
2022			
2023			
2024			
2025			
2026			
2027			
2028			
2029			
2030			
2031			
2032			
2033			
2034			
2035			
2036			
2037			
2038			
2039			
2040			
2041			
2042			
2043			
	<u>\$ 135,000</u>	<u>\$ 3,438</u>	<u>\$ 138,438</u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**LONG-TERM DEBT SERVICE REQUIREMENTS**  
**JUNE 30, 2019**

S E R I E S - 2 0 1 4 U T I L I T Y			
Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total
2020	\$ 110,000	\$ 114,500	\$ 224,500
2021	115,000	111,963	226,963
2022	120,000	108,725	228,725
2023	125,000	105,050	230,050
2024	130,000	101,225	231,225
2025	140,000	97,175	237,175
2026	145,000	92,900	237,900
2027	155,000	88,400	243,400
2028	160,000	83,675	243,675
2029	170,000	78,725	248,725
2030	180,000	73,363	253,363
2031	185,000	67,659	252,659
2032	195,000	61,601	256,601
2033	205,000	55,100	260,100
2034	215,000	48,007	263,007
2035	225,000	40,306	265,306
2036	235,000	32,257	267,257
2037	250,000	23,768	273,768
2038	260,000	14,680	274,680
2039	275,000	4,984	279,984
2040			
2041			
2042			
2043			
	<u>\$ 3,595,000</u>	<u>\$ 1,404,063</u>	<u>\$ 4,999,063</u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**LONG-TERM DEBT SERVICE REQUIREMENTS**  
**JUNE 30, 2019**

S E R I E S - 2 0 1 4 R O A D			
Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total
2020	\$ 100,000	\$ 60,256	\$ 160,256
2021	95,000	58,306	153,306
2022	95,000	55,931	150,931
2023	95,000	53,081	148,081
2024	95,000	50,231	145,231
2025	95,000	47,381	142,381
2026	95,000	44,531	139,531
2027	95,000	41,681	136,681
2028	95,000	38,713	133,713
2029	95,000	35,625	130,625
2030	95,000	32,537	127,537
2031	95,000	29,331	124,331
2032	95,000	26,006	121,006
2033	95,000	22,681	117,681
2034	95,000	19,297	114,297
2035	95,000	15,854	110,854
2036	95,000	12,411	107,411
2037	95,000	8,907	103,907
2038	95,000	5,345	100,345
2039	95,000	1,781	96,781
2040			
2041			
2042			
2043			
	<u>\$ 1,905,000</u>	<u>\$ 659,886</u>	<u>\$ 2,564,886</u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**LONG-TERM DEBT SERVICE REQUIREMENTS**  
**JUNE 30, 2019**

S E R I E S - 2 0 1 5 U T I L I T Y				
Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total	
2020	\$ 150,000	\$ 98,605	\$	248,605
2021	150,000	95,605		245,605
2022	145,000	92,655		237,655
2023	145,000	89,574		234,574
2024	145,000	86,203		231,203
2025	145,000	82,578		227,578
2026	145,000	78,735		223,735
2027	145,000	74,748		219,748
2028	145,000	70,543		215,543
2029	145,000	66,048		211,048
2030	145,000	61,371		206,371
2031	145,000	56,549		201,549
2032	145,000	51,547		196,547
2033	145,000	46,472		191,472
2034	145,000	41,397		186,397
2035	145,000	36,250		181,250
2036	145,000	31,030		176,030
2037	145,000	25,810		170,810
2038	145,000	20,300		165,300
2039	145,000	14,500		159,500
2040	145,000	8,700		153,700
2041	145,000	2,900		147,900
2042				
2043				
	<u>\$ 3,200,000</u>	<u>\$ 1,232,120</u>	<u>\$</u>	<u>4,432,120</u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**LONG-TERM DEBT SERVICE REQUIREMENTS**  
**JUNE 30, 2019**

S E R I E S - 2 0 1 6 R E F U N D I N G				
Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total	
2020	\$ 20,000	\$ 100,250	\$	120,250
2021	25,000	99,800		124,800
2022	25,000	99,300		124,300
2023	25,000	98,800		123,800
2024	25,000	98,285		123,285
2025	160,000	94,819		254,819
2026	165,000	88,319		253,319
2027	170,000	81,619		251,619
2028	180,000	74,619		254,619
2029	190,000	67,219		257,219
2030	195,000	59,519		254,519
2031	205,000	51,518		256,518
2032	210,000	43,218		253,218
2033	225,000	35,503		260,503
2034	230,000	28,250		258,250
2035	235,000	20,694		255,694
2036	245,000	12,740		257,740
2037	255,000	4,303		259,303
2038				
2039				
2040				
2041				
2042				
2043				
	<u>\$ 2,785,000</u>	<u>\$ 1,158,775</u>	<u>\$</u>	<u>3,943,775</u>

See accompanying independent auditor's report.



**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**LONG-TERM DEBT SERVICE REQUIREMENTS**  
**JUNE 30, 2019**

S E R I E S - 2 0 1 6 R O A D R E F U N D I N G				
Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total	
2020	\$ 50,000	\$ 49,169	\$	99,169
2021	50,000	48,169		98,169
2022	50,000	47,169		97,169
2023	55,000	46,119		101,119
2024	55,000	44,985		99,985
2025	60,000	43,725		103,725
2026	65,000	42,319		107,319
2027	65,000	40,287		105,287
2028	70,000	37,587		107,587
2029	75,000	34,687		109,687
2030	75,000	31,687		106,687
2031	80,000	28,587		108,587
2032	80,000	25,387		105,387
2033	85,000	22,087		107,087
2034	90,000	18,869		108,869
2035	95,000	15,748		110,748
2036	100,000	12,457		112,457
2037	100,000	9,081		109,081
2038	105,000	5,622		110,622
2039	110,000	1,925		111,925
2040				
2041				
2042				
2043				
	<u>\$ 1,515,000</u>	<u>\$ 605,666</u>	<u>\$</u>	<u>2,120,666</u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**LONG-TERM DEBT SERVICE REQUIREMENTS**  
**JUNE 30, 2019**

S E R I E S - 2 0 1 6 A U T I L I T Y				
Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total	
2020	\$ 265,000	\$ 146,785	\$	411,785
2021	265,000	143,406		408,406
2022	265,000	139,696		404,696
2023	265,000	135,125		400,125
2024	265,000	129,826		394,826
2025	265,000	124,525		389,525
2026	260,000	119,275		379,275
2027	260,000	114,075		374,075
2028	260,000	108,875		368,875
2029	260,000	103,512		363,512
2030	260,000	97,825		357,825
2031	260,000	91,812		351,812
2032	260,000	85,475		345,475
2033	260,000	78,975		338,975
2034	260,000	72,475		332,475
2035	260,000	65,813		325,813
2036	260,000	58,500		318,500
2037	260,000	50,700		310,700
2038	260,000	42,900		302,900
2039	260,000	35,100		295,100
2040	260,000	27,300		287,300
2041	260,000	19,500		279,500
2042	260,000	11,700		271,700
2043	260,000	3,900		263,900
	<u>\$ 6,270,000</u>	<u>\$ 2,007,075</u>	<u>\$</u>	<u>8,277,075</u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**LONG-TERM DEBT SERVICE REQUIREMENTS**  
**JUNE 30, 2019**

S E R I E S - 2 0 1 7 U T I L I T Y				
Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total	
2020	\$ 155,000	\$ 111,299	\$	266,299
2021	155,000	106,650		261,650
2022	155,000	101,999		256,999
2023	155,000	97,349		252,349
2024	155,000	92,701		247,701
2025	155,000	88,051		243,051
2026	155,000	83,400		238,400
2027	155,000	78,750		233,750
2028	155,000	74,100		229,100
2029	155,000	69,450		224,450
2030	150,000	64,875		214,875
2031	150,000	60,375		210,375
2032	150,000	55,875		205,875
2033	150,000	51,281		201,281
2034	150,000	46,594		196,594
2035	150,000	41,907		191,907
2036	150,000	37,219		187,219
2037	150,000	32,532		182,532
2038	150,000	27,844		177,844
2039	150,000	23,063		173,063
2040	150,000	18,093		168,093
2041	150,000	13,031		163,031
2042	150,000	7,875		157,875
2043	150,000	2,625		152,625
	<u>\$ 3,650,000</u>	<u>\$ 1,386,938</u>	<u>\$</u>	<u>5,036,938</u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**LONG-TERM DEBT SERVICE REQUIREMENTS**  
**JUNE 30, 2019**

S E R I E S - 2 0 1 8 R O A D				
Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total	
2020	\$ 125,000	\$ 104,375	\$	229,375
2021	125,000	98,125		223,125
2022	125,000	91,875		216,875
2023	125,000	85,625		210,625
2024	125,000	80,313		205,313
2025	125,000	76,250		201,250
2026	125,000	72,499		197,499
2027	125,000	68,751		193,751
2028	125,000	64,999		189,999
2029	125,000	61,251		186,251
2030	125,000	57,499		182,499
2031	125,000	53,750		178,750
2032	125,000	49,922		174,922
2033	125,000	45,937		170,937
2034	125,000	41,875		166,875
2035	125,000	37,734		162,734
2036	125,000	33,516		158,516
2037	125,000	29,219		154,219
2038	125,000	24,844		149,844
2039	125,000	20,390		145,390
2040	125,000	15,860		140,860
2041	125,000	11,328		136,328
2042	125,000	6,797		131,797
2043	125,000	2,266		127,266
	<u>\$ 3,000,000</u>	<u>\$ 1,235,000</u>	<u>\$</u>	<u>4,235,000</u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**LONG-TERM DEBT SERVICE REQUIREMENTS**  
**JUNE 30, 2019**

S E R I E S - 2 0 1 9 U T I L I T Y			
Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total
2020	\$	\$ 97,513	\$ 97,513
2021	165,000	104,087	269,087
2022	165,000	100,787	265,787
2023	165,000	97,488	262,488
2024	165,000	94,188	259,188
2025	165,000	90,682	255,682
2026	165,000	86,969	251,969
2027	165,000	83,256	248,256
2028	165,000	78,925	243,925
2029	165,000	73,975	238,975
2030	165,000	69,025	234,025
2031	165,000	64,075	229,075
2032	160,000	59,200	219,200
2033	160,000	54,400	214,400
2034	160,000	49,600	209,600
2035	160,000	44,800	204,800
2036	160,000	39,900	199,900
2037	160,000	34,900	194,900
2038	160,000	29,800	189,800
2039	160,000	24,600	184,600
2040	160,000	19,300	179,300
2041	160,000	13,900	173,900
2042	160,000	8,400	168,400
2043	160,000	2,800	162,800
	<u>\$ 3,735,000</u>	<u>\$ 1,422,570</u>	<u>\$ 5,157,570</u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**LONG-TERM DEBT SERVICE REQUIREMENTS**  
**JUNE 30, 2019**

S E R I E S - 2 0 1 9 A R E F U N D I N G			
Due During Fiscal Years Ending June 30	Principal Due March 1	Interest Due September 1/ March 1	Total
2020	\$ 110,000	\$ 65,939	\$ 175,939
2021	195,000	88,000	283,000
2022	200,000	82,150	282,150
2023	210,000	76,150	286,150
2024	85,000	69,850	154,850
2025	90,000	67,300	157,300
2026	95,000	64,600	159,600
2027	100,000	60,800	160,800
2028	105,000	56,800	161,800
2029	110,000	52,600	162,600
2030	115,000	48,200	163,200
2031	120,000	43,600	163,600
2032	120,000	38,800	158,800
2033	125,000	34,000	159,000
2034	130,000	29,000	159,000
2035	140,000	23,800	163,800
2036	145,000	18,200	163,200
2037	155,000	12,400	167,400
2038	155,000	6,200	161,200
2039			
2040			
2041			
2042			
2043			
	<u>\$ 2,505,000</u>	<u>\$ 938,389</u>	<u>\$ 3,443,389</u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**LONG-TERM DEBT SERVICE REQUIREMENTS**  
**JUNE 30, 2019**

ANNUAL REQUIREMENTS  
FOR ALL SERIES

Due During Fiscal Years Ending June 30	Total Principal Due	Total Interest Due	Total Principal and Interest Due
2020	\$ 1,150,000	\$ 951,254	\$ 2,101,254
2021	1,410,000	954,986	2,364,986
2022	1,345,000	920,287	2,265,287
2023	1,365,000	884,361	2,249,361
2024	1,245,000	847,807	2,092,807
2025	1,400,000	812,486	2,212,486
2026	1,415,000	773,547	2,188,547
2027	1,435,000	732,367	2,167,367
2028	1,460,000	688,836	2,148,836
2029	1,490,000	643,092	2,133,092
2030	1,505,000	595,901	2,100,901
2031	1,530,000	547,256	2,077,256
2032	1,540,000	497,031	2,037,031
2033	1,575,000	446,436	2,021,436
2034	1,600,000	395,364	1,995,364
2035	1,630,000	342,906	1,972,906
2036	1,660,000	288,230	1,948,230
2037	1,695,000	231,620	1,926,620
2038	1,455,000	177,535	1,632,535
2039	1,320,000	126,343	1,446,343
2040	840,000	89,253	929,253
2041	840,000	60,659	900,659
2042	695,000	34,772	729,772
2043	695,000	11,591	706,591
	<u>\$ 32,295,000</u>	<u>\$ 12,053,920</u>	<u>\$ 44,348,920</u>

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**CHANGES IN LONG-TERM BOND DEBT**  
**FOR THE YEAR ENDED JUNE 30, 2019**

Description	Original Bonds Issued	Bonds Outstanding July 1, 2018
Willow Creek Farms Municipal Utility District Unlimited Tax Bonds - Series 2010	\$ 3,590,000	\$ 660,000
Willow Creek Farms Municipal Utility District Unlimited Tax Road Bonds - Series 2012	1,680,000	40,000
Willow Creek Farms Municipal Utility District Unlimited Tax Bonds - Series 2013	2,500,000	2,260,000
Willow Creek Farms Municipal Utility District Unlimited Tax Bonds - Series 2014	4,000,000	3,700,000
Willow Creek Farms Municipal Utility District Unlimited Tax Road Bonds - Series 2014	2,300,000	2,005,000
Willow Creek Farms Municipal Utility District Unlimited Tax Bonds - Series 2015	3,500,000	3,350,000
Willow Creek Farms Municipal Utility District Unlimited Tax Refunding Bonds - Series 2016	2,825,000	2,805,000
Willow Creek Farms Municipal Utility District Unlimited Tax Road Refunding Bonds - Series 2016	1,535,000	1,525,000
Willow Creek Farms Municipal Utility District Unlimited Tax Bonds - Series 2016A	6,800,000	6,535,000

See accompanying independent auditor's report.



Current Year Transactions				
Bonds Sold	Retirements		Bonds Outstanding June 30, 2019	Paying Agent
	Principal	Interest		
\$	\$ 660,000	\$ 30,250	\$ -0-	Wells Fargo Bank N.A. Houston, TX
	40,000	640	-0-	Wells Fargo Bank N.A. Dallas, TX
	2,125,000	92,344	135,000	Wells Fargo Bank N.A. Minneapolis, MN
	105,000	116,650	3,595,000	The Bank of New York Mellon Trust Company N.A. Dallas, TX
	100,000	62,256	1,905,000	The Bank of New York Mellon Trust Company N.A. Dallas, TX
	150,000	101,605	3,200,000	The Bank of New York Mellon Trust Company N.A. Dallas, TX
	20,000	100,650	2,785,000	The Bank of New York Mellon Trust Company N.A. Dallas, TX
	10,000	49,769	1,515,000	The Bank of New York Mellon Trust Company N.A. Dallas, TX
	265,000	149,833	6,270,000	The Bank of New York Mellon Trust Company N.A. Dallas, TX

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**CHANGES IN LONG-TERM BOND DEBT**  
**FOR THE YEAR ENDED JUNE 30, 2019**

Description	Original Bonds Issued	Bonds Outstanding July 1, 2018
Willow Creek Farms Municipal Utility District Unlimited Tax Bonds - Series 2017	\$ 3,800,000	\$ 3,800,000
Willow Creek Farms Municipal Utility District Unlimited Tax Road Bonds - Series 2018	3,000,000	3,000,000
Willow Creek Farms Municipal Utility District Unlimited Tax Bonds - Series 2019	3,735,000	
Willow Creek Farms Municipal Utility District Unlimited Tax Refunding Bonds - Series 2019A	<u>2,505,000</u>	
TOTAL	<u>\$ 41,770,000</u>	<u>\$ 29,680,000</u>

Bond Authority:	Tax Bonds (Utilities)*	Road Bonds*	Parks and Recreational Bonds*
Amount Authorized by Voters	\$ 57,230,000	\$ 23,500,000	\$ 11,375,000
Amount Issued	<u>28,220,000</u>	<u>7,050,000</u>	
Remaining to be Issued	<u>\$ 29,010,000</u>	<u>\$ 16,450,000</u>	<u>\$ 11,375,000</u>

\* Includes bonds authorized to be issued for refunding purposes.

See accompanying independent auditor's report.

Current Year Transactions				
Bonds Sold	Retirements		Bonds Outstanding June 30, 2019	Paying Agent
	Principal	Interest		
\$	\$ 150,000	\$ 115,875	\$ 3,650,000	The Bank of New York Mellon Trust Company N.A. Dallas, TX
		86,885	3,000,000	The Bank of New York Mellon Trust Company N.A. Dallas, TX
3,735,000			3,735,000	The Bank of New York Mellon Trust Company N.A. Dallas, TX
<u>2,505,000</u>			<u>2,505,000</u>	The Bank of New York Mellon Trust Company N.A. Dallas, TX
<u>\$ 6,240,000</u>	<u>\$ 3,625,000</u>	<u>\$ 906,757</u>	<u>\$ 32,295,000</u>	

Debt Service Fund cash and investment balances as of June 30, 2019: \$ 3,276,902

Average annual debt service payment (principal and interest) for remaining term of all debt: \$ 1,847,872

See Note 3 for interest rates, interest payment dates and maturity dates.

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES**  
**GENERAL FUND – FIVE YEARS**

	Amounts		
	2019	2018	2017
<b>REVENUES</b>			
Property Taxes	\$ 583,470	\$ 532,594	\$ 523,305
Water Service	355,563	334,736	313,683
Wastewater Service	447,459	431,604	376,107
Penalty and Interest	16,031	12,186	15,839
Tap Connection and Inspection Fees	51,980	64,970	102,925
Investment and Miscellaneous Revenues	<u>134,349</u>	<u>41,901</u>	<u>29,377</u>
<b>TOTAL REVENUES</b>	<u>\$ 1,588,852</u>	<u>\$ 1,417,991</u>	<u>\$ 1,361,236</u>
<b>EXPENDITURES</b>			
Professional Fees	\$ 184,558	\$ 221,000	\$ 214,162
Contracted Services	482,223	428,229	418,863
Purchased Water Service	116,812	155,692	
Purchased Wastewater Service	218,383		
Utilities	7,120	43,339	64,141
Repairs and Maintenance	277,491	340,028	250,453
Other	<u>149,707</u>	<u>303,308</u>	<u>294,066</u>
<b>TOTAL EXPENDITURES</b>	<u>\$ 1,436,294</u>	<u>\$ 1,491,596</u>	<u>\$ 1,241,685</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES</b>	<u>\$ 152,558</u>	<u>\$ (73,605)</u>	<u>\$ 119,551</u>
<b>OTHER FINANCING SOURCES (USES)</b>			
Transfers In(Out)	<u>\$ 36,006</u>	<u>\$ 13,300</u>	<u>\$ 44,062</u>
<b>NET CHANGE IN FUND BALANCE</b>	\$ 188,564	\$ (60,305)	\$ 163,613
<b>BEGINNING FUND BALANCE</b>	<u>1,707,922</u>	<u>1,768,227</u>	<u>1,604,614</u>
<b>ENDING FUND BALANCE</b>	<u>\$ 1,896,486</u>	<u>\$ 1,707,922</u>	<u>\$ 1,768,227</u>

See accompanying independent auditor's report.

		Percentage of Total Revenues					
2016	2015	2019	2018	2017	2016	2015	
\$ 403,016	\$ 501,504	36.6 %	37.5 %	38.4 %	34.3 %	41.9 %	
286,242	245,354	22.4	23.6	23.0	24.4	20.5	
353,830	291,173	28.2	30.4	27.6	30.1	24.3	
12,769	10,156	1.0	0.9	1.2	1.1	0.8	
91,294	124,375	3.3	4.6	7.6	7.8	10.4	
27,583	24,885	8.5	3.0	2.2	2.3	2.1	
<u>\$ 1,174,734</u>	<u>\$ 1,197,447</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	
\$ 236,853	\$ 208,539	11.6 %	15.6 %	15.7 %	20.2 %	17.4 %	
179,972	151,313	30.4	15.7	30.8	15.3	12.6	
		7.4	11.0				
		13.7					
68,237	65,044	0.4	3.1	4.7	5.8	5.4	
232,276	161,534	17.5	30.0	18.4	19.8	13.5	
289,216	170,673	9.4	21.4	21.6	24.6	14.3	
<u>\$ 1,006,554</u>	<u>\$ 757,103</u>	<u>90.4 %</u>	<u>96.8 %</u>	<u>91.2 %</u>	<u>85.7 %</u>	<u>63.2 %</u>	
<u>\$ 168,180</u>	<u>\$ 440,344</u>	<u>9.6 %</u>	<u>3.2 %</u>	<u>8.8 %</u>	<u>14.3 %</u>	<u>36.8 %</u>	
<u>\$ 31,236</u>	<u>\$ 40,393</u>						
\$ 199,416	\$ 480,737						
<u>1,405,198</u>	<u>924,461</u>						
<u>\$ 1,604,614</u>	<u>\$ 1,405,198</u>						

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT  
COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES  
DEBT SERVICE FUND – FIVE YEARS**

	Amounts		
	2019	2018	2017
<b>REVENUES</b>			
Property Taxes	\$ 1,944,499	\$ 1,707,731	\$ 1,562,272
Payment in Lieu of Taxes	500,000		370,173
Penalty and Interest	9,832	9,800	8,192
Investment and Miscellaneous Revenues	8,924	7,845	3,535
<b>TOTAL REVENUES</b>	<u>\$ 2,463,255</u>	<u>\$ 1,725,376</u>	<u>\$ 1,944,172</u>
<b>EXPENDITURES</b>			
Tax Collection Expenditures	\$ 77,364	\$ 73,282	\$ 62,386
Debt Service Principal	1,000,000	835,000	370,000
Debt Service Interest and Fees	931,364	761,895	662,327
Bond Issuance Costs	134,226		
Payment to Refunded Bond Escrow Agent	123,000		
<b>TOTAL EXPENDITURES</b>	<u>\$ 2,265,954</u>	<u>\$ 1,670,177</u>	<u>\$ 1,094,713</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES</b>	<u>\$ 197,301</u>	<u>\$ 55,199</u>	<u>\$ 849,459</u>
<b>OTHER FINANCING SOURCES (USES)</b>			
Proceeds from Issuance of Long-Term Debt	\$	\$	\$
Proceeds from Sale of Refunding Bonds	2,505,000		
Transfer to Refunded Bond Escrow Agent	(2,546,996)		
Bond Premium	179,063		
<b>TOTAL OTHER FINANCING SOURCES (USES)</b>	<u>\$ 137,067</u>	<u>\$ - 0 -</u>	<u>\$ - 0 -</u>
<b>NET CHANGE IN FUND BALANCE</b>	\$ 334,368	\$ 55,199	\$ 849,459
<b>BEGINNING FUND BALANCE</b>	<u>2,922,578</u>	<u>2,867,379</u>	<u>2,017,920</u>
<b>ENDING FUND BALANCE</b>	<u><u>\$ 3,256,946</u></u>	<u><u>\$ 2,922,578</u></u>	<u><u>\$ 2,867,379</u></u>
<b>TOTAL ACTIVE RETAIL WATER CONNECTIONS</b>	<u>1,057</u>	<u>996</u>	<u>949</u>
<b>TOTAL ACTIVE RETAIL WASTEWATER CONNECTIONS</b>	<u>1,056</u>	<u>992</u>	<u>947</u>

See accompanying independent auditor's report.

		Percentage of Total Revenues					
2016	2015	2019	2018	2017	2016	2015	
\$ 1,439,661	\$ 890,680	78.9 %	98.9 %	80.4 %	89.8 %	67.3 %	
150,000	425,680	20.3		19.0	9.4	32.2	
9,817	5,501	0.4	0.6	0.4	0.6	0.4	
2,670	1,888	0.4	0.5	0.2	0.2	0.1	
<u>\$ 1,602,148</u>	<u>\$ 1,323,749</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	
\$ 52,920	\$ 36,652	3.1 %	4.2 %	3.2 %	3.3 %	2.8 %	
370,000	180,000	40.6	48.4	19.0	23.1	13.6	
634,338	417,985	37.8	44.2	34.1	39.6	31.6	
221,731		5.4			13.8		
17,500		5.0			1.1		
<u>\$ 1,296,489</u>	<u>\$ 634,637</u>	<u>91.9 %</u>	<u>96.8 %</u>	<u>56.3 %</u>	<u>80.9 %</u>	<u>48.0 %</u>	
<u>\$ 305,659</u>	<u>\$ 689,112</u>	<u>8.1 %</u>	<u>3.2 %</u>	<u>43.7 %</u>	<u>19.1 %</u>	<u>52.0 %</u>	
\$ 4,360,000	\$ 124,750						
(4,279,976)							
142,158							
<u>\$ 222,182</u>	<u>\$ 124,750</u>						
\$ 527,841	\$ 813,862						
1,490,079	676,217						
<u>\$ 2,017,920</u>	<u>\$ 1,490,079</u>						
<u>859</u>	<u>768</u>						
<u>834</u>	<u>746</u>						

See accompanying independent auditor's report.

**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT  
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS  
JUNE 30, 2019**

District Mailing Address - Willow Creek Farms Municipal Utility District  
c/o Allen Boone Humphries Robinson LLP  
3200 Southwest Freeway, Suite 2600  
Houston, TX 77027

District Telephone Number - (713) 860-6400

<b>Board Members:</b>	<b>Term of Office (Elected or Appointed)</b>	<b>Fees of Office for the year ended <u>June 30, 2019</u></b>	<b>Expense Reimbursements for the year ended <u>June 30, 2019</u></b>	<b><u>Title</u></b>
Lauren Kinsler	05/18 05/22 (Elected)	\$ 2,550	\$ 402	President (Resigned after fye)
J. Sawyer	05/18 05/22 (Elected)	\$ 4,200	\$ 446	Vice President
Jay Shepard	05/18 05/20 (Appointed)	\$ 3,750	\$ 2,314	Secretary
David Chastain	03/19 05/20 (Appointed)	\$ 1,200	\$ 153	Assistant Secretary
Artemio Hernandez	05/18 05/22 (Elected)	\$ 5,550	\$ 2,430	Assistant Vice President
Seth Bounds	05/18 05/20 (Appointed)	\$ 1,200	\$ 44	Resigned

Notes: No Director has any business or family relationships (as defined by the Texas Water Code) with major landowners in the District, with the District's developers or with any of the District's consultants.

Submission date of most recent District Registration Form (TWC Sections 36.054 and 49.054):  
August 7, 2019.

The limit on Fees of Office that a Director may receive during a fiscal year is \$7,200 as set by Board Resolution on June 27, 2007. Fees of Office are the amounts actually paid to a Director during the District current fiscal year.

See accompanying independent auditor's report.



**WILLOW CREEK FARMS MUNICIPAL UTILITY DISTRICT**  
**BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS**  
**JUNE 30, 2019**

<b>Consultants:</b>	<b>Date Hired</b>	<b>Fees/ Compensation for the year ended June 30, 2019 District</b>	<b>Fees/ Compensation for year ended June 30, 2019 Water Facilities</b>	<b>Fees/ Compensation for year ended June 30, 2019 Wastewater Facilities</b>	<b>Title</b>
Allen Boone Humphries	06/27/07	\$ 129,725	\$ -0-	\$ -0-	General Counsel
Robinson LLP		\$ 152,355	\$ -0-	\$ -0-	Bond Counsel
McCall Gibson	06/25/08	\$ 15,750	\$ 2,000	\$ -0-	Auditor
Swedlund Barfoot PLLC		\$ 16,000	\$ -0-	\$ -0-	Bond Related
Myrtle Cruz, Inc.	06/27/07	\$ 26,752	\$ 6,878	\$ 11,999	Bookkeeper
Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	08/27/08	\$ 3,119	\$ -0-	\$ -0-	Delinquent Tax Attorney
IDS Engineering Group	06/27/07	\$ 118,577	\$ 4,653	\$ 3,364	Engineer
Masterson Advisors LLC	06/04/18	\$ 108,412	\$ -0-	\$ -0-	Financial Advisor
Mary Jarmon	11/27/13	\$ -0-	\$ -0-	\$ -0-	Investment Officer
TNG Utility Corp.	07/01/07	\$ 174,487	\$ 99,084	\$ 167,166	Operator
Utility Tax Service, LLC	06/27/07	\$ 47,488	\$ -0-	\$ -0-	Tax Assessor/ Collector

See accompanying independent auditor's report.

